

## Ontario Healthy Workplace Coalition (OHWC) Annual General Meeting Minutes




**Meeting:** Ontario Healthy Workplace Coalition Annual General Meeting  
**Date:** October 24, 2011  
**Time:** 12:30 – 1:30 pm  
**Location:** Centre for Health & Safety Innovation  
 5110 Creekbank Road, Mississauga, Ontario, L4W 0A1


**Present:** **Members, In Person:** Kendal Bradley, Janet Carr, Erika Caspersen, Andrew Harkness, Judy Kerling, Norma Gibson-MacDonald, Susan Jakobson, Myrna Ojala, Anna Blake, Joan Burton, Julie Fischer, Allan Smofsky, Jennifer Lombardo, Stan Murray, Jennifer Krueger, Shaylyn Streach, Janet Baker, Caron Reycraft, Monique Beneteau, Susan Mawson, Catherine Thomas, Diane Thompson, Marion Reeves, Carla Hanna, Marlene Jones

**Members, Via Webinar:** Megan Laan, Barbara Woodward, Laura Tue-Fee

**Chair:** Joan Burton and Kendal Bradley, Co-Chairs  
**Recorder:** Norma Gibson-MacDonald

| Time     | Item                        | Comments  | Movers and Seconders | Vote |
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| 12:30 pm | 1.0 Welcome & Introductions | <ul style="list-style-type: none"> <li>• Joan Burton welcomed everyone including those participants by webinar. She explained the voting process in person and on-line and that only registered, paid-up members would be entitled to vote. She advised that the electronic votes would be completed first prior to the hand votes.</li> <li>• Joan Burton acknowledged Workplace Safety and Prevention Services (WSPS) (formerly IAPA) for allowing the OHWC to hold this AGM at the Centre for Health and Safety Innovation, and for arranging</li> </ul> |                      |      |

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|  |  | for staff to facilitate the webinar.   |  |               |
|  | • Call to Order  | • Joan Burton called the third Annual General Meeting (AGM) to order.  |  |               |
|  | • Secretary and Scrutineers                              | • Susan Jakobson was acknowledged as Secretary and appointed Scrutineer.   |  |               |
|  | • Notice of Meeting                                      | • The Secretary was assigned to keep a copy of the notice of meeting with the records of the meeting.  |  |               |
|  | • Meeting Regularly Constituted                          | <ul style="list-style-type: none"> <li>Joan Burton acknowledged that quorum requirements were met and that advance notice of the Annual General Meeting and its details had been provided.</li> </ul>   <p>OHWC_AGM_notice_2011 AGM_notice_email_2011</p>  |  |               |
|  | 2.0 Minutes of September 15, 2010 Annual General Meeting | <ul style="list-style-type: none"> <li>No comments/changes were proposed for September 15, 2010 AGM minutes. Joan Burton stated <b>“May I have a motion to approve the minutes.”</b></li> <li>Will those participating by webinar please now vote on your screen “yes” or “no” in favour of approving the minutes of the September 15, 2010 Annual General Meeting. Will those present in the room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.”</li> <li>Joan Burton declared the minutes of the past 2010 Annual General Meeting dated September 15, 2010 approved.”</li> </ul>  <p>OHWC_AGM_Minutes_Sept2010</p> | <p>Moved:<br/>Allan Smofsky</p> <p>Seconded:<br/>Marion Reeves</p> | All in favour |

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| 3.0 Board of Directors' Report | <ul style="list-style-type: none"> <li>• Kendal Bradley reviewed highlights of the OHWC Annual Report, August 1, 2010, to July 31, 2011, including the following items: <ul style="list-style-type: none"> <li>○ The Canadian Mental Health Association (CMHA) Ontario Division, WSPS, and Manulife Financial have provided much needed support to the OHWC this year. Unfortunately the CMHA is no longer able to provide secretariat support and alternatives are being investigated.</li> <li>○ Committees were realigned and now include Sustainability, Partnership Development, Public Policy and Systemic Change, Membership Engagement and Nominations Committee. Details of their undertakings are in the report.</li> <li>○ Instead of an annual symposium one networking breakfast meeting was held with additional ones</li> <li>○ As a result of ongoing discussions with NQI regarding the use of the term “Healthy Workplaces”, the OHWC has agreed to begin the process to change its name.</li> </ul> </li> </ul> |  <p>OHWC Annual Report Sept2011</p>  |  |  |
| 4.0 Financial Report           | <ul style="list-style-type: none"> <li>• Judy Kerling reviewed the highlights of the Treasurer’s Report and the financial statements.</li> </ul>   |  |  |  |
| 5.0 Board Members              | <ul style="list-style-type: none"> <li>• Introduction of Newly Elected Board Members</li> </ul>  | <ul style="list-style-type: none"> <li>• Andrew Harkness announced the newly elected Board members: <ul style="list-style-type: none"> <li>○ Janet Baker, <i>Elgin St. Thomas Public Health</i></li> </ul> </li> </ul> |  |  |

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|  | <ul style="list-style-type: none"> <li>• Acknowledgement of Departing Board Members</li> </ul> | <ul style="list-style-type: none"> <li>○ Gerry Cullina, <i>Canadian Centre for Occupational Health and Safety</i></li> <li>○ Norma Gibson-MacDonald, <i>Canadian Centre for Occupational Health and Safety (Retired)</i></li> <li>○ Andrew Harkness, <i>Workplace Safety &amp; Prevention Services</i></li> <li>○ Susan Jakobson, <i>Jakobson Consulting and Analytics</i></li> <li>○ Jennifer Krueger, <i>Global Corporate Challenge</i></li> <li>○ Catherine Thomas, <i>Building Healthier Workplaces</i></li> <li>○ Diane Thompson, <i>Thompson Performance Consulting</i></li> <li>• Andrew Harkness announced recently appointed Board member Caron Reycraft, Sun Life Assurance Company of Canada, to replace Dawn Cressman who resigned from the Board</li> <li>• Kendal Bradley acknowledged the Board Members returning for the second year of their term: <ul style="list-style-type: none"> <li>○ Joan Burton, <i>Joan Burton &amp; Associates</i></li> <li>○ Janet Carr, <i>Ottawa Public Health (Retired)</i></li> <li>○ Stan Murray, <i>National Quality Institute</i></li> </ul> </li> <li>• Kendal Bradley announced and thanked the departing Board Members for their contributions to the OHWC: <ul style="list-style-type: none"> <li>○ Kendal Bradley, <i>Graduate Student</i></li> <li>○ Gary Gannage, <i>Association of Management, Administrative &amp; Professional Crown Employees of Ontario</i></li> <li>○ Lorne Zon, <i>Canadian Mental Health Association, Ontario Division</i></li> <li>○ Bonnie Topic, <i>ArcelorMittal Dofasco</i></li> </ul> </li> </ul> |  |  |
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|  | <ul style="list-style-type: none"> <li>• Timelines for Next Election</li> </ul>  | <ul style="list-style-type: none"> <li>○ Erika Casperson, <i>Inspiring Hope-Innovative Wellness Solutions</i></li> <li>○ Judy Kerling, <i>Region of Peel</i></li> <li>• Andrew Harkness announced that the timelines for the next Board election would be roughly the same time frame as the 2011 elections. It will depend on the timing of the AGM, but members should watch for announcement on the website and in the Members Update regarding opening of nominations in the spring. He encouraged members to submit their name or the name of someone else for election at that time.</li> </ul>  |  |                      |
|  | <p>6.0 Proposed Resolutions</p> <ul style="list-style-type: none"> <li>• Resolution #1: Appointment of Accountants for the Fiscal Year Ending July 31, 2012</li> </ul> | <ul style="list-style-type: none"> <li>• Kendal Bradley stated that the first resolution was the appointment of accountants for the fiscal year ending July 31, 2012: <b>“May I have a motion to appoint Good &amp; Partners, LLP Chartered Accountants, as accountants of the Corporation to prepare a Notice to Reader report for the fiscal year ending July 31, 2012, holding office until the next annual meeting or until their successors are appointed, and that the Board of Directors be authorized to fix the accountants’ remuneration?”</b></li> <li>• Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the resolution regarding appointment of Good &amp; Partners, LLP Chartered Accountants, as accountants of the Corporation to prepare a Notice to Reader report for the fiscal year ending July 31, 2012. Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.</li> <li>• Kendal Bradley declared the resolution carried and</li> </ul> | <p>Moved:<br/>Judy Kerling</p> <p>Seconded:<br/>Jennifer Krueger</p> | <p>All in favour</p> |



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|  |   | <p>resolution regarding the Change of Standing Committees of the Board. Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.</p> <ul style="list-style-type: none"> <li>• Kendal Bradley declared the resolution carried and that Sections in the By-Law referring to specific Standing Committees, other than the Nominations Committee, be repealed.</li> </ul>   |  |                                    |
|  | <p>Resolution #3: Announcement of Elected Directors at the Annual General Meeting</p> | <ul style="list-style-type: none"> <li>• Kendal Bradley stated: <b>“May I have a motion that if there are more nominated Director candidates than vacancies on the Board, an election of Directors shall occur through electronic means prior to the annual general meeting, and the results announced to the membership at the annual general meeting.”</b></li> <li>• Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the resolution regarding appointment of Directors to the Board. Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.”</li> <li>• Kendal Bradley declared the resolution carried and that that if there are more nominated Director candidates than vacancies on the Board, an election of Directors shall occur through electronic means prior to the annual general meeting, and the results announced to the membership at the annual general meeting.</li> <li>• Kendal Bradley stated: <b>“May I have a motion that if the number of nominated Director candidates</b></li> </ul> | <p>Moved:<br/>Andrew Harkness</p> <p>Seconded:<br/>Stan Murray</p> <p>Moved:</p> | <p>All in favour</p> <p>All in</p> |

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|  |  | <p><b>is equal to the number of vacancies, the nominated candidates shall be considered elected by Acclamation and shall be announced at the annual general meeting.”</b></p> <ul style="list-style-type: none"> <li>• Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the resolution regarding appointment of Directors to the Board. Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.”</li> <li>• Kendal Bradley declared the resolution carried and that if the number of vacancies is equal to the number of Director candidates, the nominated candidates shall be considered elected by Acclamation and shall be announced at the annual general meeting.</li> <li>• Kendal Bradley stated: <b>“May I have a motion that as of September 2011 the By-Law be amended in sections 15 (a) and 20.2 (b) to accommodate this change.”</b></li> <li>• Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the resolution regarding amending the by-law. Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.”</li> <li>• Kendal Bradley declared the resolution carried and that the by-law be amended to accommodate the change.</li> </ul> | <p>Jennifer Krueger</p> <p>Seconded:<br/>Allan Smofsky</p> <p>Moved:<br/>Susan Jakobson</p> <p>Seconded:<br/>Jennifer Lombardo</p> | <p>favour</p> <p>All in favour</p> |
|  | Resolution #4: Change of Name of the Ontario Healthy Workplace Coalition | <ul style="list-style-type: none"> <li>• Joan Burton stated that the fourth resolution is regarding a Change in Name of the Ontario Healthy Workplace Coalition. After passing this resolution</li> </ul>  | <p>Moved:<br/>Andrew Harkness</p>  | <p>24 in favour, 2 opposed</p>     |

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|  |  | <p>we will have a short discussion with those present regarding the choice of name for the organization.</p> <p><b>“May I have a motion that the Board of Directors be charged with determining a new name for the Ontario Healthy Workplace Coalition that describes the mandate of the organization and is not in breach of trademark law; and proceed forthwith to formally change the name of the organization.”</b></p> <ul style="list-style-type: none"> <li>• In response to a question, Joan Burton explained that the OHWC is now in breach of Trademark Law, since the phrase “Healthy Workplace” was trademarked by the National Quality Institute.</li> <li>• Joan Burton asked, “Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the resolution regarding the change in name of the Coalition. Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.”</li> <li>• Joan Burton declared the resolution carried and that the Board will proceed to change the name of the organization.</li> <li>• Joan Burton said that the Board has discussed options for a name change, and has come up with two possibilities, both of which would have to be checked for trademark conflicts. The suggestions are “Ontario Workplace Health Coalition” and “Ontario Workplace Health Network.” She invited the members present to comment on these two variations.</li> <li>• Discussion: The change was triggered by NQI’s notification that the Coalition was violating their</li> </ul> | <p>Seconded:<br/>Diane Thompson</p> |  |
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|  |  | <p>trademarked term “Healthy Workplace”. Members noted that the OHWC could still be at risk by just moving words around. Others noted that “Coalition” represents our activities better than “Network”. Two members spoke in favour of using the term “coalition” rather than “network” because it represents more of an action-oriented focus, and would also result in less confusion. The discussion will continue pending a trademark search.</p>   |   |                      |
|  | <p>Resolution #5: Addition of Past Co-Chairs to the Board of Directors</p> | <ul style="list-style-type: none"> <li>Joan Burton stated that the fifth resolution is the addition of Past Co-Chairs to the Board of Directors. <b>“May I have a motion that Sections 5.2 (a) and 5.2 (b) be repealed and replaced with the following:</b><br/> <b>5.2 Number &amp; Term of Office</b><br/> <b>(a) Until changed by special resolution, the affairs of the Corporation shall be managed by a Board which shall consist of up to fifteen (15) directors, twelve (12) of which shall be elected by the Members of the Corporation or appointed by the Board as a key strategic partner, and up to three (3) of which shall be Ex Officio Directors designated in accordance with Section 5.2(b). A maximum of three (3) appointed directors may be sitting on the Board at any one time.</b><br/> <b>(b) A representative of the Secretariat who shall be designated by the Executive Committee shall be an Ex Officio non-voting director. The immediate past Co-chairs of the Board shall be designated as Ex Officio non-voting directors, if they have not been elected to the Board.”</b> </li> <li>Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the resolution regarding addition of past Co-Chairs to</li> </ul> | <p>Moved:<br/>Jennifer Lombardo<br/>Seconded:<br/>Andrew Harkness</p> | <p>All in favour</p> |

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|  |  | <p>the Board. Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.”</p> <ul style="list-style-type: none"> <li>Joan Burton declared the resolution carried and that past Co-Chairs will be added to the Board of Directors.</li> </ul>   |  |               |
|  | Resolution #6: Acceptance of New Members       | <ul style="list-style-type: none"> <li>Joan Burton called on Norma Gibson-MacDonald to read the list of new Organizational, Individual and Student members. Joan Burton stated: <b>“May I have a motion that the proposed slate of new members of the Corporation be accepted?”</b></li> <li>Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the resolution to accept new members. Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.”</li> <li>Joan Burton declared the resolution carried and that the proposed slate of new members be accepted as members of the Coalition.</li> </ul> | <p>Moved:<br/>Norma Gibson-MacDonald</p> <p>Seconded:<br/>Susan Jakobson</p> | All in favour |
|  | 7.0 WSPS and OHWC sign a Memo of Understanding | <ul style="list-style-type: none"> <li>Joan Burton stated that “It is my privilege to announce the signing of a Memorandum of Understanding between the Ontario Healthy Workplace Coalition and the Workplace Safety and Prevention Services. Over the past few years, the OHWC has established a warm and mutually supportive working relationship with WSPS, which has been strongly supported by the President and CEO of WSPS, Elizabeth Mills, and facilitated by Andrew Harkness, the Healthy Workplace Specialist from WSPS who has been Vice Chair of the OHWC Board of Directors this past year. As a volunteer,</li> </ul>   |  |               |

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|         |                    | <p>non-profit organization, the OHWC depends on the support of organizations like WSPS, who are willing and able to provide such essential support as that demonstrated today. I'd like to thank Elizabeth for providing us with this venue for our AGM and Board meeting, and for the time and expertise of her staff, Mark Atkins and Luisa Fernandes to allow us to provide the video conferencing and webinar capabilities for our out-of-town members. This kind of support is a tangible demonstration of the commitment of WSPS to healthy workplaces, and we are very pleased to be able to sign this agreement today.”</p> <p>Note: Elizabeth Mill's was unable to be present at this point in the meeting.</p> <p>The Memorandum of Understanding was signed by Elizabeth Mills, President and CEO of WSPS, Kendal Bradley, Co-chair of OHWC and Joan Burton, Co-Chair of OHWC at 11 am.</p> |                      |                  |
|         | 8.0 Other Business | <ul style="list-style-type: none"> <li>Joan Burton inquired if there was any other business to be brought before the meeting and there was none. Joan Burton thanked the participants who attended the AGM in person or joined by webinar.</li> </ul>  |                      |                  |
| 1:15 pm | 9.0 Adjournment    | <ul style="list-style-type: none"> <li>Joan Burton stated: “If there is no further business, may I have a motion for the termination of the meeting? Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the motion regarding ending the meeting? Will those present in this room in favour of the motion signify by raising their right hand. Will those present in the room voting contrary to the motion signify by raising their right hand.”</li> <li>Joan Burton declared the motion carried and the</li> </ul>  | Moved:<br>Janet Carr | All in<br>favour |

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|  |  | meeting terminated.” |  |  |
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**Meeting Adjourned:** 1:15 pm  
**Signatures:**

Handwritten signatures of Kendal Bradley and Joan Burton. The signature on the left is 'K. Bradley' and the signature on the right is 'Joan Burton'.

Kendal Bradley, Co-Chair, Ontario Healthy Workplace Coalition  
Joan Burton, Co-Chair, Ontario Healthy Workplace Coalition