
**Minutes of Board of Directors Meeting
held on Monday, April 18, 2011 at Cambridge Suites Hotel
15 Richmond Street East, Toronto**

Present: Matt Rispin (Chair), Ron Marostica, Meredith Morris, Kevin Bavelaar, Denis Ayotte, Jeff Gray, Nazreen Ali, Ken Peterson, David Cooke, Cliff Pilon, Peter Eatson and John Slaughter

Staff: Carl Compton and Chandar Singh

1. Call to order

Matt Rispin called the meeting to order at 10:00 a.m.

2. Approval of Agenda

The agenda was approved as circulated with the addition under Other Business of an update from the Communications Committee.

3. Statutory Reporting Declaration

The meeting noted that Statutory Reporting Declaration provided by management was circulated last week.

4. Conflict of interest

No conflicts of interest were declared.

5. Verification of minutes

On motions duly made, seconded and carried unanimously IT WAS RESOLVED THAT the minutes of Board meeting held on March 28, 2011 be and are hereby verified and adopted as presented.

6. Business arising

There was no business arising from the previous meeting.

7. Draft Management Committee minutes

Draft minutes of Management Committee meeting held on April 6, 2011 were circulated in the Board package for directors' information.

8. Management Committee Election

With Matt Rispin acclaimed as Chair of the Board/President of OMVIC for 2011-2012 at the March 28th Board meeting, following the established procedures, written self-nominations were received from four (4) directors for

the other two (2) positions on the Management Committee. Since the number of candidates exceeded the number of positions to be filled ballot election was then held in accordance with agreed upon procedures. Chandar, OMVIC's Director of Corporate Services, acted as Scrutineer.

Based on the result of the election, Kevin Bavelaar and Nazreen Ali were declared duly elected members of the Management Committee for the 2011-2012 year. Both were congratulated on their election and the unsuccessful candidates were thanked for their interest.

Matt Rispin, the President-elect will present the slate of officers for 2011-2012 for ratification by the Board at its May 25, 2011 meeting.

9. 2010 Audit Findings Report

Kevin Bavelaar then referred to the 2010 Audit Findings Report that had already been circulated to the Board. The Board accepted the report noting that no issues were highlighted.

10. 2010 Audited Financial Statements

Kevin Bavelaar then presented the audited financial statements for the year ended December 31, 2010.

On motion duly made, seconded and carried unanimously IT WAS RESOLVED THAT the financial statements for the year ended December 31, 2010 be and are hereby accepted for presentation at the Annual and General Meeting of Members to be held on May 25, 2011.

11. Appointment of Auditors for 2011

On motion duly made, seconded and carried unanimously IT WAS RESOLVED THAT the accounting firm KPMG LLP be recommended for appointment as OMVIC's auditors for 2011 at the Annual and General Meeting of Members to be held on May 25, 2011.

12. February 28, 2011 financial statements

Chandar then presented the February 28, 2011 financial statements. On motion duly made, seconded and carried unanimously IT WAS RESLOVED THAT the financial statements as at February 28, 2011 be and are hereby accepted as presented.

13. Motor Vehicle Dealers Compensation Fund's 2010 audited financial statements

Chandar then presented the 2010 audited financial statements of the Motor Vehicle Dealers Compensation Fund for information only.

14. 2010 Annual Report/2011 Business Plan

On motion duly made, seconded and carried unanimously the meeting then went into an in-camera session with no staff present to review the 2010 Annual Report/2011 Business Plan.

At the end of the in-camera session staff was informed that on motion duly made, seconded and carried IT WAS RESOLVED THAT the 2010 Annual Report/2011 Business Plan was approved.

15. Executive Director's Report

In his report, Carl:

- a) Referred to the curbsider article in the Toronto Star;
- b) Provided an update on the on-going Administrative Agreement negotiations with the Ministry;
- c) Apprised the Board of certain operational issues;
- d) Reported on the growing positive relationship with stakeholders; and
- e) Informed the Board that he e-mailed candidates for election to the Board of Directors describing the election process and the role of board members.

Matt Rispin left the meeting at this stage and Ron Marostica took over as the Chair.

16. Other business

Reporting on behalf of the Communications Committee, Cliff Pilon said that H2 Central has been asked to work with the lower end of their budget proposal.

Meredith Morris reported that some dealers have suggested that regular articles on curbsiders be included in The Dealer Standard.

John Slaughter reported that as there are no pressing issues for discussion, the Stakeholder Relations Committee meeting scheduled for April 19th has been cancelled.

Jeff Gray reported that Consumer Protection Advisory Committee meeting scheduled for April 19th has been cancelled for similar reasons.

17. Next meeting

The next meeting of the Board will be held on May 25, 2011.

18. In-camera session

On motion duly made, seconded and carried unanimously the meeting then went into an in-camera session with no staff present. The in-camera session ended at 1:50 p.m.

19. Termination

There being no further business, on motion duly made, seconded and carried unanimously IT WAS RESOLVED THAT the meeting be terminated. The meeting was terminated at 1:50 p.m.