1. Call to Order

- At 1:00 p.m. an announcement was made that nominations from the floor of candidates to the Board of Directors would be accepted by the Returning Officer until 1:30 p.m.

- The meeting was called to order at 1:31 p.m. Marielle Godbout, President, explains that this is the first time the meeting is held in 2 cities simultaneously, Toronto and Ottawa. The President presents the current Board members:
  
  - Edward Liu, Vice-President;
  - Pasquale Capo, Treasurer;
  - Denis Couillard, Secretary;
  - Catherine Poëzévara, Director, Salaried Translators;
  - Kawal Kahlon, Director, Community Interpreters and Director, Medical Interpreters;
  - Sonia Leblanc Director, Terminologist and Director, Independent Translators
  - Caroline Napier, Director, Interpreters.

- Ms. Godbout thanks our volunteer interpreters, our Executive Director, Philippe Ramsay, our Membership Liaison Coordinator, Monique Goguen, our Program Coordinator, Rebecca
Kinos-Varo who is also present. Finally, Mrs. Godbout thanks our business partner, BusinessCloud, and Saint-Paul University.

Ms. Godbout explains the rules associated with having the meeting conducted in 2 locations with video and audio links.

2. Verification of Quorum

The bylaws establish a quorum at 10% of certified members in good standing. Quorum of 64 members was reached, as there were 36 certified members in attendance in Ottawa, and 14 in Toronto and 22 proxies.

3. Adoption of the Agenda

- Ms. Godbout proposes a change to Item 9, Auditor’s Report, by adding the item, Proposed Budget.
- [inaudible] moves to adopt the agenda and David Otto seconded. All were in favour. The agenda was adopted.

4. Presentation of the Minutes of the 2016 Annual General Meeting

Maurice Behaine, Certified Conference Interpreter, asks for the board members to identify themselves.

Nicholas Ferreira, Certified Court Interpreter, Certified Translator, in last year’s minutes, 2 points were deferred for study by the current Board for a proposal by the current AGM, one of which was the possibility of adding 2 additional Director positions. Question: Why isn’t it part of the Agenda of the current AGM?

Ms. Godbout explains that other issues had to take precedence. The Board plans to study this proposal next year, and to come up with a plan to implement the proposals if found suitable.

Mark Jessop moves to adopt the Minutes of the 2016 Annual General Meeting, and Catherine Posevara seconds the motion. An objection is raised, because the motion was proposed by someone who was not present at the AGM last year, Mark Jessop withdraws his motion.
Catherine Posevara confirms she was in attendance. The president proceeds with the vote. All were in favour. Approved.

5. **Report of the Returning Officer, Part I**

- Michel Trahan, Returning Officer, no nomination were presented ahead of time, and were all presented today. There is only one nomination for each position, therefore there is no need for an election. Mr. Trahan presents the nominees and all were acclaimed:
  - Joanie Demers, Director, Salaried Translators;
  - Pierre Cremer, Vice-President;
  - Pasquale Capo, Treasurer, Denis Couillard, Secretary;
  - Sonia Leblanc, Director, Terminologist and Director, Independent Translators (sic);
  - Caroline Napier, Director, Conference Interpreters;
  - Edward Liu, Director, Foreign Languages;
  - Marielle Godbout, President;
  - Kawal Kahlon, Director, Community Interpreters and Director, Medical Interpreters;
  - Pierre Cremer, Director, Independent Translators.

- Dorothy Charbonneau, Certified Conference Interpreter, welcomes the new board.

- Mr. Trahan reminds the meeting that since there is only one candidate for each position, no formal elections are required.

6. **President’s Report**

The president’s report was included in the meeting package and described the activities undertaken by ATIO during the past year.
Ms. Godbout reminds the audience that when she became president on July 16 she had to take immediate action to rebuild the Board of Directors and to ensure that the office was properly staffed. Fortunately, ATIO had expert guidance in this task with the volunteer assistance of Michael Radano, Executive Director, at STIBC, who worked 6 days a week for 5 weeks. As the President, Ms. Godbout is now firmly committed to ensure that our association continues to move forward to serve its membership and the public good and has built bridges with other stakeholders in the language field.

Dorothy Charbonneau asks why there were no International Translation Day activities in Ottawa. Ms. Godbout explains that she believed that an open invitation was sent to join the activities at the University of Ottawa.

Ms. Charbonneau enquires why Service Ontario does not require translation to be performed by Certified Translators, and notes that the interpreters in the legislature are also not Certified Interpreters. Ms. Charbonneau asserts that these issues were not raised by the President while attending a prebudget meeting. Ms. Godbout acknowledges that those are indeed issues the Board is aware of and these issues are being addressed on an ongoing basis with the Ontario Government.

Kawal Kahlon comments that the Board does not have a representative for Court Interpreters and no action was taken in this field.

Barbara Duffus, Certified Court Interpreter and Translator, notes that Service Ontario practices may vary by region, as this is a privatized service. She notes that in her region of West Toronto, certification is required. She also mentions that Certified Translation is accepted without affidavit.

Dorothy Charbonneau proposes the adoption of the President’s report. Jim Shearon seconds the motion. Carried.
Dorothy Charbonneau clarifies that no votes are required to accept the reports from the Directors. These reports are simply received.

7. Secretary’s Report

Denis Couillard, Secretary, thanks the audience for attending the meeting. He explains that board members have been busy since joining the Board. Within a week, a call was arranged to hire a new Executive Director. The board basically had to start from scratch as there was no transition provided. The process to relaunch was a slow process. We are trying to better understand the needs and priorities from the perspective of our membership. Mr. Couillard recently conducted a survey and the response was overwhelming. He notes that over 98 responses were received in total from the membership. These responses will inform the direction taken by the board in the future. In closing, Mr. Couillard highlighted the role of Michael Radano for coming to the association’s rescue last year. From that experience, the association leadership now understands the need to work more closely with other provincial organizations.

Dorothy Charbonneau takes issue with the claim that the current Board had to learn from scratch in the absence of a formal transition. Mr. Couillard acknowledges the comment. He also reminds the audience that the situation may be due in part to the stat of our current bylaws, which do not provide for a formal transition. Ms. Charbonneau reminds the audience that work has been done by previous boards to modify the bylaws along those lines.

Martin Boyd, Certified Translator, enquires about the survey results, apart from better communication with membership. Mr. Couillard answers that in terms of priorities, the members responses highlighted the need to focus on service to members. The intent is to share as much information as possible in order to help us where we want to go as an association.

8. Treasurer’s Report

The Treasurer’s Report was included in the meeting package. The Treasurer, Pasquale Capo, reminds the audience that he stepped in as Treasurer last year as he noticed that no one was
running, and thought his extensive experience in accounting and his previous involvement as Treasurer with a number of organizations could be beneficial to ATIO.

Shortly after joining the Board in 2016, he immediately noticed some issues. Bills kept piling up. Mr. Capo instituted a process of due diligence whereby the validity of each bill was assessed. In total, ATIO faced a deficit of over $155,000 last year.

With the departure of the former Executive Director, the president at the time, Matthew McCarthy, proposed hiring, on an interim basis, the Executive Director at STIBC, Mr. Michael Radano. Mr. Radano helped rectify the situation and, in essence, saved the organization. Mr. Radano was instrumental in hiring our current Executive Director. Mr. Capo also mentions the excellent work done by our auditor, Catherine Boyer, in helping the association understand the situation.

The budget attached to the documentation indicates that a small deficit or a small surplus is projected for the association this year.

Dorothy Charbonneau expresses her delight with the fact the new Executive Director has a financial background, but she takes issue with the claim that the current board inherited a series of issues resulting from decisions taken by the previous Board of Directors. Ms. Charbonneau asserts that the Board she served on had also inherited a number of issues.

Barbara Collishaw, Certified Translator and former President, would like to know more about the situation the Board faced this year. Mr. Capo answers that since the former Executive Director left, it is difficult to answer the questions. Philippe Ramsay, current Executive Director, explains there was no fraudulent activity, but a series of decisions have been made that carried significant financial implications.

9. Auditor’s Report

The Auditor’s Report was included in the meeting package.
Catherine Boyer presents the Auditor’s Report

The Auditor’s Report confirmed a deficit of $155,000 for 2016. As a result, there was a transfer of $120,000 from the reserve fund to cover the deficit. At the end of the year, $93,000 remained this association’s reserve fund.

Pasquale Capo adds that, among some of the measures taken, the previous Executive Director had an unlimited expense account at his disposal. The current Executive Director is limited to $2,000 per annum.

Some technical questions are raised about the difference between Schedule A (Income) and Schedule C (Expenses), about cashflow, and Schedule F (Professional Fees). Ms. Boyer explains each case.

James Shearon, Certified Translator, moves, and Michel Trahan, seconds the approval of the Auditor’s Report. Carried.

9.b. Approval of the Proposed Budget

Philippe Ramsay explains that the historical practice of ATIO is to present the budget at the AGM. The Board proposes a balanced budget. He explains that a lot of measures have already been undertaken to ensure that the budget is balanced. He opens the floor to questions.

Nicholas Ferreira, Certified Court Interpreter, Certified Translator, enquires as to why there are no revenues or expenses for professional development. Philippe Ramsay, Executive Director, explains that the Chart of Accounts is currently being updated to be simplified, consequently, the information pertaining to the question is now under Member Services. Philippe Ramsay commits to present Budget vs Actual at the next AGM.

As a follow-up question, Nicholas Ferreira, Certified Court Interpreter, Certified Translator, asks how Members Services can be reduced from $120,000 to $78,500. Philippe Ramsay, Executive
Director, explains that new technology, copying system and mailing system have been cut down, bringing down the administration costs.

Mark Jessop, Certified Translator, wants to know how many members and candidates pay dues. Philippe Ramsay, Executive Director, explains that 90% of existing members have renewed (1,236 last year vs just above 1,100 this year). This is not taking into account members that have joined throughout the year. We should reach the same level as last year. Kawal Kahlon, Director, Community Interpreters and Director, Medical Interpreters, interjects to ask what is meant by “expedite the on-dossier process”. Mr. Ramsay explains that we have temporally suspended the on-dossier process to focus on current applications. We hope to reopen the process by September. Hélène Gélinas-Surprenant, Certified Terminologist, Certified Translator, explains that it is difficult to go back to 2014. She adds that the committee is trying to reach out to all applicants to have a better understanding of the status of each application.

Dorothy Charbonneau, Certified Conference Interpreter, reminds the Board that a decision was made a few years ago (2013-2014) to increase the fees by the cost of living. Philippe Ramsay explains that the Board was not aware of this decision and it will be applied as we move forward.

Dorothy Charbonneau, Certified Conference Interpreter, reminds the audience that in late 2015 or early 2016 there was a flood in the association’s office basement and that a number of documents were damaged. At this point in time we have 3 full lockers of documents. Ms. Charbonneau will share some information with the Executive Director to reinstate this project with the University of Ottawa.

Nicholas Ferreira, Certified Court Interpreter, Certified Translator, moves, and Caroline Napier, Director, Certified Interpreters, seconds the adoption of the proposed budget. Carried.

10. Appointment of Auditors for the current year

Pasquale Capo, Treasurer, moves, and Edward Liu seconds that Boyer & Boyer be reappointed as Auditors for the fiscal year 2017. Carried.
11. Proposed amendments to the Bylaws

Proposed amendments to the bylaws were included in the meeting package. Marielle Godbout, President, suggests that the proposed amendments be approved as a block.

A two-thirds majority is required to adopt any amendment.

Dorothy Charbonneau, Certified, Conference Interpreter, raises a point of order. She asserts that any discussion regarding the proposed amendments is out of order pursuant to Section 17.02, which states that the proposed amendment to the bylaws should be sent to all certified members at least 10 days before the AGM. According to Ms. Charbonneau, the e-mail was received only 8 days before the meeting. Philippe Ramsay, Executive Director, rectifies that the e-mail was actually sent 10 days before the AGM.

Dorothy Charbonneau, Certified, Conference Interpreter, moves that the proposed amendments be discussed item by item. Nicholas Ferreira, Certified Court Interpreter, Certified Translator, seconds the motion. The motion is defeated.

The use of proxy is being questioned and clarifications are being requested. A number of discussions follow.

Several members objects to the new definition of members or the requirement for a university degree. But a number of members, both in Ottawa and Toronto, speak in favour of some aspects of the amendments.

Jim Shearon moves that the motion to approve the amendments in a single block be reconsidered, and that the amendments be approved item by item. Marielle Godbout, President, request a 5-minute recess to assess if the motion can be accepted.

Technical difficulties in re-establishing connection.

Nicholas Ferreira, Certified Court Interpreter, Certified Translator, calls for the vote to “accept or reject” (confusion about the wording, as the President used the word “accept” in reformulating the question) the proposed amendments as a block.

47 in favour, 51 against, 17 abstentions. The motion is defeated.
Nicholas Ferreira, Certified Court Interpreter, Certified Translator, moves that the proposed amendments to the ATIO By-laws be discussed in series (in other words, one-by-one). Christina Staden seconds the motion.

Hélène Gélinas-Surprenant raises a number procedural points that make it difficult to assess the proposed amendments, she moves that we put an end to the current vote, and requests that the Board rewrite the amendments in a 3-column format (current wording, proposed wording, rationale), and have a special meeting in the Fall or a vote by e-mail by certified members. David Lowe, Certified Translator, seconds the motion. Carried.

12. Report from the Returning Officer

This point has already been covered.

13. Standing Committee Reports

This point was covered previously by Hélène Gélinas-Surprenant.

14. Other Business

Denis Couillard request a motion to acknowledge the work done by Michael Radano, Pasquale Capo seconds the motion. Carried.

15. Adjournment of the Meeting

Dorothy Charbonneau moves to adjourn the meeting; Barbara Collishaw, Certified Translator and former President, seconds the motion. Carried. The meeting adjourned at 16 h 15.