

Ontario Association of Architects

Meeting #277 Open

MINUTES

November 4, 2021

The two hundred and seventy seventh meeting of the Council of the Ontario Association of Architects, held under the *Architects Act*, took place on Thursday November 4, 2021 via Zoom.

Present:	Susan Speigel	President
	Agata Mancini	Senior Vice President & Treasurer
	Paul Hastings	Vice President Regulatory
	Jennifer King	Vice President Communications
	Natasha Krickhan	Vice President Education
	Kathleen Kurtin	Immediate Past President
	Kristiana Schuhmann	Vice President Strategic
	Settimo Vilardi	Vice President Practice
	Farida Abu-Bakare	Councillor
	J. William Birdsell	Councillor
	Barry Cline	Councillor
	J. Gordon Erskine	Councillor
	Jeffrey Laberge	Councillor (<i>part attendance</i>)
	Lara McKendrick	Councillor
	Elaine Mintz	Lieutenant Governor in Council Appointee
	Deo Paquette	Councillor
	Gaganjot Singh	Lieutenant Governor in Council Appointee
	Andrew Thomson	Councillor (<i>part attendance</i>)
	Kristi Doyle	Executive Director
	Christie Mills	Registrar
	Tina Carfa	Executive Assistant, Executive Services
	Erik Missio	Manager, Communications (<i>part attendance</i>)
Regrets:	Heather Breeze	Councillor
	Michelle Longlade	Lieutenant Governor in Council Appointee
Guests:	Mélisa Audet	Manager, Practice Advisory Services
	Andrew Davies	Executive Director, No.9 (<i>part attendance</i>)
	Adam Tracey	Manager, Policy & Government Relations
	Sara Trotta	Policy Analyst

The President called the meeting to order at 11:45 a.m.

The President noted a land acknowledgement video from the Waterloo Region District School Board would be shared with Council as an acknowledgement and recognition of the indigenous land and its people.

DECLARATION RE CONFLICT OF INTEREST

The President called for declaration of any conflicts of interest.

No conflicts of interest were declared.

AGENDA APPROVAL

9282. The President noted that the following items would be added to the agenda.

- 8.1 December In-person Council Meeting (*oral*)
- 8.2 Amendment to Schedule A, OAA By-laws

It was moved by Cline and seconded by Birdsell that the agenda for the November 4, 2021 open meeting be approved as amended.

-- CARRIED

APPROVAL OF MINUTES

9283. *Reference Material Reviewed:* Draft minutes of the September 23, 2021 Open Council meeting.

The draft minutes of the September 23, 2021 Open Council meeting were reviewed.

It was moved by Paquette and seconded by Abu-Bakare that the minutes of the September 23, 2021 Open Council meeting be approved as circulated.

-- CARRIED

BUSINESS ARISING FROM THE MINUTES

9284. There was no business arising from the minutes.

Council broke for lunch at 11:55am and resumed at 1:00 p.m.

ITEMS FOR REVIEW AND APPROVAL

9285. *Reference Material Reviewed:* Memorandum from the Budget Committee dated October 26, 2021 re. Draft Budget 2022 and attached supporting documentation. **(APPENDIX 'A')**

The Senior Vice President and Treasurer reported that the Budget Committee is proposing a 3.7% fee increase which aligns with the current cost of living. The Conference budget is included adding that the general operating budget will be required to subsidize the conference by approximately \$300,000. The numbers are based on 400 attendees at conference though it may increase depending on the lifting of COVID restrictions in future.

It was noted by the Senior Vice President and Treasurer that the budget for the Governance Committee has increased as a result of next steps required from the Operational Review. It is expected that \$154,000 will be allocated to the major capital reserve in accordance with the Reserve Fund Study. Pending the outcome of the final report on the reserve fund study to be reported in December that amount may change.

Doyle noted that under CACB, the per capita amount was reported at the 2021 amount, however, their annual budget for 2022 was recently received and the contribution will in fact be lower, reducing it to \$20,000. It was suggested however that an additional \$10,000 be carried to cover costs associated with the National CACB Validation Conference.

It was noted by Doyle that the Equity, Diversity & Inclusion and Truth and Reconciliation Review Working Group has made a recommendation to establish two new scholarships for each of the five schools of architecture and will add \$25,000 to that line item.

A member of Council requested some clarification with the recommendation to increase fees following the pandemic and its effects from the past year.

A member of the Budget Committee responded that it is necessary to put forward the increase in order to keep pace. Last year was different due to the pandemic and there was no increase in fees as a result. Council should be committed to an ongoing increase to align with the cost of living.

It was moved by Erskine and seconded by McKendrick that an increase of 3.7% to fees for 2022 be approved.

-- CARRIED (3 opposed (Birdsell))

It was moved by Mancini and seconded by Erskine that the 2022 OAA General Operating and Capital Budgets be approved as amended.

-- CARRIED (1 abstention, 1 opposed (Birdsell))

9286. Lieutenant Governor in Council Appointee (LGIC) – Committee Appointments (*oral*)

Doyle reported that the new LGIC has not yet been appointed and is currently with Cabinet awaiting approval.

It is being recommended that current LGICs Elaine Mintz and Michelle Longlade be temporarily appointed respectively to Audit Committee and Complaints Committee until the appointment of the new LGIC is finalized.

It was moved by Laberge and seconded by Krickhan that Lieutenant Governor in Council appointee Elaine Mintz be appointed to the OAA Audit Committee until such time that the position be filled by a newly appointed Lieutenant Governor in Council appointee.

-- CARRIED (1 abstention)

It was moved by Laberge and seconded by Kurtin that Lieutenant Governor in Council appointee Michelle Longlade be removed from Discipline Committee and appointed to Complaints Committee until such time that the position be filled by a newly appointed Lieutenant Governor in Council appointee.

-- CARRIED

9287. Audit Committee Appointment (*oral*)

The Senior Vice President and Treasurer reported that the recommendation is to appoint past President, John Stephenson to the Audit Committee as he has demonstrated significant experience with Council, in particular in the capacity of past Senior Vice President and Treasurer.

It was moved by Mancini and seconded by Erskine that John Stephenson be appointed to the OAA Audit Committee for a two-year term effective immediately.

-- CARRIED

9288. *Reference Material Reviewed:* Memorandum from Vice President Regulatory, Paul Hastings dated October 20, 2021 re. Appointment of Life Members. (**APPENDIX 'B'**)

The Vice President Regulatory reported the names of the members to be appointed to the status of life members.

It was moved by Hastings and seconded by Mintz that the following architects be appointed as Life Members:

Angelo D. Albergo
Juan Ania Blecua
Joseph A. Bogdan
Stephen J-S Chang
Basil J. Edmundson
Steven M. Eskind
John Farrugia
Adel Iskandar
James W. King

Mel M. Mekinda
David K. Mesbur
Richard Morrison
Laszlo I. Nemeth
K.S. Patkar
Ciro Polsinelli
Kalina Serlin
Bijaya B. Shrestha
Michael B. Summers

Christopher Knowles
Donald J. Loucks
Brian C. McKibbin
-- CARRIED

Jacek Vogel
James M. Wright
Mario J. Zirone

9289. *Reference Material Reviewed:* Memorandum from Vice President Regulatory, Paul Hastings dated October 20, 2021 re. Recognition of Architects of Long Standing. **(APPENDIX 'C')**

The Vice President Regulatory reported the names of the members to be recognized as Long Standing.

It was moved by Hastings and seconded by Krickhan that the following architects be recognized as members of long standing:

E. George Kneider
Leonard Sedun
Tonu Altosaar
Roger E. Fennell
-- CARRIED

Desmond Roychauduri
Medhat Abdou
Louis E.J. Cooke
Allan J. Stone

9290. *Reference Material Reviewed:* Memorandum from the Governance Committee dated October 19, 2021 re. Eligibility Requirements for Officers/Executive Committee of Council Policy and attached background information. **(APPENDIX 'D')**

The Immediate Past President reported that the Governance Committee has considered the direction given by Council to consider requirements for Executive Committee candidacy. The policy for consideration takes into account the importance of understanding the roles and mandate of Council by incorporating the requirement to have minimum 1 year experience on Council or an OAA committee. In addition, it is mandatory that the President and Senior Vice President and Treasurer be a licensed architect.

A member of Council requested some clarification that the requirement for President or Senior Vice President and Treasurer to be an architect implies that the position cannot be held by a Licensed Technologist OAA (Lic.Tech.OAA).

The Immediate Past President confirmed that the intent is that the positions may only be filled by an architect.

It was suggested by a Council member that the policy be amended such that LGICs be permitted to vote for candidates in the election of officers.

Mills noted that further to the regulations, LGICs are not permitted to cast a vote for Executive Committee since they are not elected members, however it could be considered in the context of modernization of the legislation.

A member of Council requested clarification for the reason that the Senior Vice President and Treasurer must be an architect.

The Immediate Past President responded that the Senior Vice President and Treasurer may be called on to perform the President's duties in their absence and in general the succession is often such that the SVP & Treasurer will eventually run for President

A Council member suggested that the eligibility requirements be amended to include experience served on the executive for an architectural society.

It was suggested by a member of Council that the policy appears to create different levels of class for members which may be problematic

The Immediate Past President responded that the policy addresses levels of responsibility in the profession and scope of practice as opposed to class..

Missio joined the meeting at 1:50 p.m.

It was suggested by a member of Council that the policy should be presented at the AGM to lend a voice to the membership.

It was moved by Kurtin and seconded by Paquette that the policy 'Eligibility Requirements for Officers/Executive Committee of Council' be approved as amended to include experience as Society Executive in order to be eligible for Executive Committee.

-- CARRIED (5 opposed (King, Mancini))

9291. *Reference Material Reviewed:* Memorandum from Executive Director, Kristi Doyle dated October 21, 2021 re. No. 9 – "Imagining My Sustainable City" and attached supporting documentation.

(APPENDIX 'E')

Davies joined the meeting at 1:55 p.m.

The President welcomed Davies to the meeting.

Davies presented an update on the IMSC program to Council, noting that the program has been operating for over 10 years and delivered to 4,500 students. The program aspires to encouraging youth to lead the development of sustainable communities. The program's purpose is to empower the next generation and give them the tools to develop such communities.

A member of Council enquired as to the method by which students are selected for participation in the program.

Davies responded that No. 9 works with the school boards to identify schools in need of assistance. It was noted by Davies that in Peel Region, they are working with an architectural educator which they found to be beneficial.

A member of Council enquired as to whether there are architectural educators in the program. Further clarification with respect to access to the publications was requested.

Davies responded that the core staff have an architectural background and No. 9 has been bringing on other educators. The workbook is only offered once entering the class to maintain its integrity.

It was suggested by the Council member that as part of sharing the videos highlighting architecture, the names and background of the architects be recognized and shared with the students. Additionally, some projects may be further enhanced with the inclusion of Indigenous elders in the design element. An honorarium for architects and elders may also be an initiative to consider.

A member of Council suggested that Davies may wish to consider developing a presentation on the program at the next OAA Conference.

The President thanked Davies for the presentation.

Davies left the meeting at 2:20 p.m.

It was moved by Krickhan and seconded by Laberge that Council approve the funding of the No.9 – Imagining My Sustainable City Project for 2021 in the amount of \$25,000 to be drawn from the 2021 policy contingency budget.

-- CARRIED (1 abstention, 1 opposed)

9292. *Reference Material Reviewed:* Memorandum from the Equity, Diversity, Inclusion | Truth & Reconciliation Report Working Group dated October 27, 2021 re. Final Report from Equity, Diversity, Inclusion | Truth & Reconciliation Working Group and Working Group Sunset and attached background information. **(APPENDIX 'F')**

The President reported on the final recommendations of the Working Group and requested that it be sunset with completion of the work tasked to it.

It was moved by Kurtin and seconded by Laberge that the following recommendation be added to the approved list of Working Group recommendations such that, *Effective immediately, the Annual Report shall include an update on the Equity, Diversity and Inclusion initiatives at the OAA.*

-- CARRIED (1 abstention)

It was moved by Kurtin and seconded by Vilardi that Council approve the creation of two new annual scholarships under the OAA's existing scholarship program for students enrolled in each of the 5 Ontario Schools of Architecture; that the amount of these scholarships be set at \$2,500 each for a total of \$25,000 to be added to the OAA's annual scholarship budget effective 2022; and, that the full details for the scholarships be brought forward to the December meeting of Council for final approval.

-- CARRIED (1 opposed)

It was moved by Kurtin and seconded by Mintz that the Equity, Diversity and Inclusion | Truth and Reconciliation Working Group be sunset effective November 4, 2021.

-- CARRIED

9293. Appointment of Representative to University of Toronto, John H. Daniels Faculty of Architecture, Landscape and Design School Curriculum Committee (*oral*)

Doyle reported that four applications were received for the position as OAA representative on the Curriculum Committee.

It was moved by Schuhmann and seconded by Krickhan that Council approve the appointment of Hadi Khouzam as OAA representative on the University of Toronto, John H. Daniels Faculty of Architect, Landscape and Design School Curriculum Committee for a three year term, effective immediately

-- CARRIED

9294. *Reference Material Reviewed:* Memorandum from Executive Director, Kristi Doyle dated October 15, 2021 re. Appointments to the Canadian Architectural Certification Board (CACB) and attached background information. **(APPENDIX 'G')**

Doyle reported on the recommendations for appointment to the CACB Board from the National CACB Standing Committee.

It was moved by Birdsell and seconded by Laberge that Council approve the recommendation of the National CACB Standing Committee to appoint Rob Bateman to the CACB Board as the CALA representative; and, Robert Mellin to the CACB Board as the joint CALA/CCUSA representative.

-- CARRIED

9295. *Reference Material Reviewed:* Memorandum from Executive Director, Kristi Doyle dated October 26, 2021 re. OAA Policy re. Mandatory COVID-19 Vaccination and attached supporting documentation. **(APPENDIX 'H')**

Doyle reported that the proposed policy is a result of review by the Manager, Human Resources and the Governance Committee as well, feedback from the OAA staff survey was taken into consideration.

It was noted by Doyle that the office remains closed adding that a return to office transition schedule will be presented at the December meeting of Council. How meetings will be conducted in the New Year will be dependent on the comfort level of the attendees.

There was some suggestion that a December meeting be held with a committee as an experiment in process. Doyle suggested that Council may wish to consider the transition report in December before moving forward with opening the building.

It was moved by Kurtin and seconded by Laberge that Council approve the policy 'Mandatory COVID-19 Vaccination' and that it be implemented immediately.

-- CARRIED (2 abstentions)

9296. *Reference Material Reviewed:* Memorandum from Executive Director, Kristi Doyle dated October 27, 2021 re. Canadian Architectural Certification Board (CACB) Annual Budget 2022 and attached supporting documentation. **(APPENDIX 'I')**

Doyle reported that the CACB 2022 Budget will require a lower per capita contribution from each of the CALA jurisdictions as compared to last year.

A member of Council enquired as to consideration to budget for further marketing of the BEFA program for foreign-trained professionals for 2022.

Doyle responded that the Broadly Experienced Foreign Architects (BEFA) program through CACB is awaiting confirmation of government funding through a grant which explains why there is no amount in the budget for it at this time in terms of marketing.

It was moved by Hastings and seconded by Vilardi that Council approve the draft Canadian Architectural Certification Board (CACB) 2022 Budget, dated October 20, 2021.

-- CARRIED

ITEMS FOR DISCUSSION

9297. There were no items for discussion.

EXECUTIVE COMMITTEE REPORTS

9298. *Reference Material Reviewed:* Activities for the months of September-November. **(APPENDIX 'J')**

The report was noted for information.

9299. *Reference Material Reviewed:* Memorandum from Executive Director, Kristi Doyle dated October 26, 2021 re. Update on Activities of the Executive Director. **(APPENDIX 'K')**

The report was noted for information.

9300. *Reference Material Reviewed:* Memorandum from Vice President Strategic, Kristiana Schuhmann dated October 22, 2021 re. Update on activities under the Vice President Strategic portfolio. **(APPENDIX 'L')**

The Vice President Strategic reported on activities under the portfolio. Staff Adam Tracey and Sara Trotta were thanked for the significant work undertaken on the World Architecture Day Queen's Park Picks project.

The President shared a presentation with Council on the University of Toronto Long Term Care (LTC) Facilities Study. It was noted that the 27 recommendations which stemmed from the LTC Roundtable will dovetail into the study's work.

Tracey noted that in recent discussions with MPPs, it was apparent that the issue of LTC is priority issue for the government. The next provincial election will be held in June 2022 the study is making all attempts to shorten the timelines to finalize in advance of that date.

It was noted by the President that Phase 1 is almost complete with the research in place. For Phase 2, there will be a LTC assessment and white paper development.

The Vice President Strategic acknowledged that school timelines also need to be considered in the study's progress.

Trotta noted the study is targeting the creation of 25-50 design guidelines.

A Council member enquired as to whether a cost estimator will be included in the study's recommendations.

A member of Council responded that the market is currently experiencing huge fluctuations in costs and a cost estimator should be deferred or even eliminated until there is market stability. It was additionally suggested that a discussion of capital cost may not be considered constructive for a Best Practice.

It was suggested by a Council member that for Phase 1, site planning is important would be beneficial to include pre-planning and site location with a solution on how to integrate into the community.

Trotta responded that it is being included in the study though a request to be more specific may be made to the team.

The report was noted for information.

9301. *Reference Material Reviewed:* Memorandum from Executive Director, Kristi Doyle dated October 22, 2021 re. Update on Appeal of Harmonized Zoning By-law. **(APPENDIX 'M')**

The report was noted for information.

9302. *Reference Material Reviewed:* Memorandum from Vice President Strategic, Kristiana Schuhmann dated October 22, 2021 re. Post event debrief on World Architecture Day and attached background information. **(APPENDIX 'N')**

The Vice President Strategic reported.

The report was noted for information.

9303. *Reference Material Reviewed:* Memorandum from the Communications Committee dated October 26, 2021 re. Communications Committee Update and attached background information. **(APPENDIX 'O')**

The Vice President Communications reported.

A request for recommendations for potential jury members for the Design Excellence Award was requested by the Vice President Communications. Suggestions from Council should be submitted by Monday November 15.

The report was noted for information.

9304. *Reference Material Reviewed:* Memorandum from Vice President Regulatory, Paul Hastings and Registrar, Christie Mills dated October 26, 2021 re. Activities under the Registrar September 9, 2021 – October 20, 2021 and attached background information. **(APPENDIX ‘P’)**

The Vice President Regulatory reported that the Office of the Registrar is active in the area of act enforcement and diligently following up on reported cases.

The report was noted for information.

9305. *Reference Material Reviewed:* Memorandum from Councillor and Chair, Farida Abu-Bakare dated November 4, 2021 re. Interns Committee Update. **(APPENDIX ‘Q’)**

Councillor Abu-Bakare reported the recent virtual event ‘Meet the OAA’ was successful and well attended.

It was noted by Abu-Bakare that the final report on the interns’ title will be presented to Council at the December meeting.

It was noted by a member of Council that the American Institute of Architects (AIA) is now calling interns “architectural associate” and “design professional”.

The report was noted for information.

9306. *Reference Material Reviewed:* Memorandum from Vice President Practice, Settimo Vilardi dated October 21, 2021 re. Report from Vice President Practice. **(APPENDIX ‘R’)**

The Vice President Practice reported that the CCDC 2 supplementary conditions have now been officially issued and are available to the membership. Document 600 is currently in its final stage of development.

It was noted by the Vice President Practice that the Ministry of Municipal Affairs and Housing (MMAH) has shared a proposal for 850 code changes with feedback requested by December 2. The review is currently ongoing through the Sub-committee on Building Codes and Regulations (SCOBCAR).

A Council member enquired if there are statistics available to breakdown the nature of the calls to Practice Advisory Services (PAS).

Audet responded that PAS is undertaking more research in that area adding that there will be a detailed report to Council at the January meeting.

Clarification was requested by a member of Council as to an estimate on the implementation date for the code changes and an accompanying education piece to accompany it.

The Vice President Practice responded that implementation is expected sometime in 2022. Doyle added that in discussion with James Ross of MMAH, it was confirmed that there will be another consultation in the spring adding that the earliest date of implementation would be in fall 2022.

A Council member enquired as to whether there is a timeline for the amalgamation of the Ontario Building Code (OBC) and National Building Code (NBC).

Doyle noted that staff would follow up for clarification from Ross who is willing to meet for a more focused discussion. It is not imminent though the government is working on it.

The report was noted for information.

9307. *Reference Material Reviewed:* Memorandum from the Vice President Education, Natasha Krickhan dated October 27, 2021 re. Report from Vice President Education. **(APPENDIX 'S')**

The Vice President Education reported that work is progressing on the dashboard for public education and expressed appreciation to Communications for their work on the project.

A request for feedback from Council was requested by the Vice President Education on sustainable Continuing Education offerings for Conference.

The report was noted for information.

9308. *Reference Material Reviewed:* Memorandum from the Building Committee dated October 26, 2021 re. Update from OAA Building Committee and attached background information. **(APPENDIX 'T')**

The Immediate Past President reported that a report on the Building Reserve Fund Study will be presented at the December meeting of Council.

It was suggested by a member of Council that as an alternative to a Building Headquarters tour that a podcast be considered.

The report was noted for information.

ITEMS FOR INFORMATION

9309. *Reference Material Reviewed:* Ontario Association for Applied Architectural Sciences (OAAAS) Report to OAA Council – November 2021 **(APPENDIX 'U')**

The update was noted for information.

9310. Society Updates and 2021 Fall President's Tour *(oral)*

The President reported that pre-meetings with the Society Chairs have been held in advance of the virtual visits to review the new format as well as a few visits have been completed. The agendas have been developed with a focus on climate education. Conference staff have been contacted to consider content ideas for Conference. Additionally, case studies are being posted on the sustainable webpage.

The update was noted for information.

OTHER BUSINESS

9311. December In-person Council Meeting *(oral)*

This item was reported under minute number 9295.

9312. *Reference Material Reviewed:* Memorandum from Executive Director, Kristi Doyle dated November 1, 2021 re. Proposed Amendments to OAA By-Laws – Schedule A and attached background information. **(APPENDIX 'V')**

Doyle reported that with the approval of the 2022 Budget which included a fee increase, an amendment to the current Schedule A of the OAA By-laws is required to reflect the change in fees for 2022.

It was moved by McKendrick and seconded by Cline that Schedule A to the OAA Bylaws be approved as circulated reflecting and increase in fees of 3.7%.

-- CARRIED (1 opposed)

A member of Council reminded Councillors of the OAA membership with the Institute of Corporate Directors (ICD) and encouraged use of its offerings. The Governance Committee will be reviewing the membership and how to make the best use of it.

A member of Council requested an update as to the recent Council election nomination results.

Mills noted in the results of the nomination period included seats requiring election, acclaimed seats and vacant seats. There will be an election for the Province of Ontario seat and the Intern Architect Non-Voting seat.

Mills noted for the City of Toronto, the two seats are acclaimed and thus this precludes an election for these seats; as set out in out in s.7 and s.8 of the Regulation. Council will need to consider and make appointments to the available three-year term seat and the one-year term seat. Both candidates have been asked to submit their term preference.

Mills noted the Eastern electoral district received no eligible candidates nor interest as of the close of nominations October 25, 2021. By way of background, in the 2017, there were no eligible candidates for the 2018 Council Eastern District seat. At that time, expressions of interest were solicited from Eastern District members. In the December 2017 meeting Council made an appointment to the Eastern District seat based on the submissions received. The same process has been initiated for this year.

Mills noted the Western electoral district seat received no nominations, however, there are several eligible candidates within the Province of Ontario election. Given that there will be eligible and interested candidates after the Province of Ontario seat is voted upon it is recommended that Council appoint the Western District seat from the eligible candidates remaining. Ballot counts will be made available to assist in the appointment process.

It was suggested by a member of Council that the seat remain vacant until the next election.

Mills indicated that it is incumbent upon Council to fill vacant seats. The requirements related to Council vacancies are set out in the *Architects Act* s.3(10 - 11); s.3(11.1) is particular to election vacancies. The methods are set out but this typically is undertaken via a process of appointment. Regulation s.2(2) further sets out the specific districts and the required number of seats for each district.

The Council member suggested that if quorum is met then there is no requirement to fill the seats.

A member of Council suggested that since those members have expressed interest, they should be considered. With a fewer number of Councillors, there would be a resultant increase in the workload for each Councillor.

Doyle recalled that Council executed a mechanism in a 2010 *Act* revision to fill seats to facilitate a lighter workload.

It was noted by a Council member that Council had reviewed its strengths and weaknesses and now has an opportunity to select a candidate suitable for the role.

DATE OF NEXT MEETING

9313. The next regular meeting of Council is Friday December 10, 2021 at 9:30 a.m. via Zoom.

ADJOURNMENT

9314. **It was moved by Vilardi and seconded by King that the meeting be adjourned at 4:02 p.m.**
-- CARRIED UNANIMOUSLY

President

Date