



**Annual Meeting of the Board of Directors
Meeting Minutes – Approved**

DATE: Wednesday May 16, 2018	TIME: 1:30pm – 2:00pm
Location: 4711 Yonge Street, Suite 408, Toronto Ontario	
Chair: Glenda Gies Directors: Tom Wright (Vice Chair), Joyce Barretto (Secretary), Ken Kawall (Treasurer), David Brezer, Saqib Cheema, Andrea Nemtin, Robert Poirier, Rajesh Sharma, Mary Shenstone, Nidhi Tandon	
RPRA: Frank Denton, Noah Gitterman	
Board Secretariat: Andrea Abraham	

1.0 Call to Order

With a quorum present, the meeting was called to order at 12:35pm.

1.1 Adoption of the Agenda

Motion: To adopt the meeting agenda as presented.

It was duly Moved, Seconded and Carried.

1.2 Declaration of Real, Potential or Apparent Conflict of Interest

None was declared.

1.3 Approval of Minutes

Minutes of the May 23, 2017 annual meeting were distributed for approval.

Directors that were not members in May 2017 abstained from voting.

Motion: To approve the May 23, 2017 Annual Meeting of the Board of Director Minutes.

It was duly Moved, Seconded and Carried.



2.0 Annual Meeting of the Board of Directors – Internal

2.1 Appointment of Officers

Motion: The following officers are hereby appointed as Officers of the Corporation, to hold office until the next Annual Meeting of the Corporation, or until their successors are duly appointed, namely:

<u>Name</u>	<u>Office Held</u>
Glenda Gies	Chair
Tom Wright	Vice-Chair
Joyce Barretto	Secretary
Ken Kawall	Treasurer

It was duly Moved, Seconded and Carried.

2.2 Appointment of Committees

The Board Chair had previously reached out to the Chair of each Committee to ask if they were willing to continue as Chair and to solicit views on Committee membership. The Chairs agreed that maintaining the current committee structure and member composition would benefit the work of the Committees.

Motion: The following Committees are hereby continued or established, with the Chair and members of each Committee to hold office until the next Annual Meeting of the Board, or until their successors are duly appointed, namely:

Committees: Chairs and Members

Audit and Risk Committee

David Brezer, Chair
Saqib Cheema
Robert Poirier
Glenda Gies

Governance Committee

Tom Wright, Chair
Joyce Barretto
David Brezer
Rajesh Sharma
Mary Shenstone
Glenda Gies

Finance Committee

Ken Kawall, Chair
Andrea Nemtin
Rajesh Sharma
Nidhi Tandon
Glenda Gies

Human Resources Committee

Glenda Gies, Chair
Ken Kawall
Andrea Nemtin
Robert Poirier
Nidi Tandon



IFO Wind Up Ad Hoc Committee

Glenda Gies, Chair

Joyce Barretto

Saqib Cheema

Mary Shenstone

Tom Wright

It was duly Moved, Seconded and Carried.

2.3 Approval of Auditor's Report and Financial Statements

Motion: That the Board approves the 2017 Audited Financial Statements and the Auditor's Report.

It was duly Moved, Seconded and Carried.

2.4 Appointment of Auditor

Motion: Chaplin & Company are hereby appointed as the Auditor of the Corporation, to hold office until the 2019 Annual Meeting of the Board, at such remuneration as may be fixed by the Board of Directors.

It was duly Moved, Seconded and Carried.

2.5 Ratification of the Acts of the Directors and Officers

Motion: Those acts and omissions of each Director and Officer of the Corporation, which:

- (a) Were within their respective scopes of authority;
- (b) Did not constitute a breach of their respective duties to act honestly and in good faith with a view to the best interests of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) Since May 23, 2017, are referred to or appear in or may be inferred from any resolution, minutes of meetings, financial statements, registers, records, reports or notices of or concerning the Corporation which are now or have been available to the Directors;

are hereby ratified, sanctioned and approved.

It was duly Moved, Seconded and Carried.

3.0 Other Business



RPRA

Resource Productivity
& Recovery Authority

No new business was brought forward for discussion.

4.0 In Camera Session

Motion: To move In Camera.

It was duly Moved, Seconded and Carried.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

5.0 Adjournment

The meeting was adjourned at 1:00pm.

Glenda Gies

Chair

Joyce Barretto

Corporate Secretary