



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

DATE: Thursday, May 16, 2019	TIME: 3:57pm – 4:00pm
TELECONFERENCE: Toll free dial-in number: 1-877-394-5901 Local dial-in number: 416-548-6023 Conference ID:3476387 Moderator: RPRA	
Chair: Glenda Gies Directors: Tom Wright (Vice Chair), Joyce Barretto (Secretary), Ken Kawall (Treasurer), David Brezer, Andrea Nemtin, Robert Poirier, Rajesh Sharma, Mary Shenstone, Nidhi Tandon Regrets: Saqib Cheema 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 3:57 p.m.

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

The Board Chair reminded the Board that the minutes were previously approved in order to be posted without undue delay following the meeting.

Motion: To ratify approval of the May 16, 2018 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
Mary Shenstone	Secretary
Ken Kawall	Treasurer

It was duly Moved, Seconded and Carried.

2.2 Appointment of 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

Finance and Technology Committee

Ken Kawall, Chair
Andrea Nemtin
Rajesh Sharma
Nidhi Tandon
Glenda Gies – Ex-Officio

Governance Committee

Tom Wright, Chair
Joyce Barretto
David Brezer
Rajesh Sharma
Mary Shenstone
Glenda Gies – Ex-Officio

Human Resources Committee

Robert Poirier - Chair
Ken Kawall
Andrea Nemtin
Nidhi Tandon
Glenda Gies – Ex-Officio



WDTA Transition and Oversight 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 2018 Audited Financial Statements containing 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 2020 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 16, 2018, 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

No other business was brought forward.



4.0 In Camera Session

The Board declined to hold an in camera session.

5.0 Adjournment

The meeting was adjourned at 4:00 p.m.

Glenda Gies

Mary Shenstone

Chair

Corporate Secretary