

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

<b>DATE: Wednesday May 20, 2020</b>	<b>TIME: 3:45pm – 4:01pm</b>
<b>Meeting Conducted Online</b>	
<p><b>Chair:</b> Glenda Gies <b>Directors:</b> Tom Wright (Vice Chair), Mary Shenstone (Secretary), Ken Kawall (Treasurer), Christine Bomé, David Brezer, Saqib Cheema, Andrea Nemtin, Robert Poirier, Rajesh Sharma,</p> <p><b>RPRRA:</b> Frank Denton, Noah Gitterman</p> <p><b>Board Secretariat:</b> Andrea Abraham</p>	

**1.0 Call to Order**

With a quorum present, the meeting was called to order at 3:45 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, 2019 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:

Name	Office Held
Glenda Gies	Chair
Tom Wright	Vice-Chair
Ken Kawall	Treasurer
Mary Shenstone	Secretary

**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:

Committee	Members
<b>Audit and Risk</b>	David Brezer – Chair Saqib Cheema Robert Poirier Glenda Gies
<b>Finance and Technology</b>	Ken Kawall - Chair Andrea Nemtin Rajesh Sharma Glenda Gies – Ex-Officio
<b>Governance</b>	Tom Wright - Chair David Brezer Rajesh Sharma Mary Shenstone Glenda Gies – Ex-Officio
<b>Human Resources</b>	Robert Poirier – Chair Ken Kawall Andrea Nemtin Glenda Gies – Ex-Officio
<b>WDTA Transition and Oversight</b>	Glenda Gies - Chair Saqib Cheema



Committee	Members
	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 2019 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 2021 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, 2019, 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 4:01 p.m.

Glenda Gies

Mary Shenstone

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Chair

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Corporate Secretary