

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

<b>DATE:</b> Tuesday, May 18, 2021	<b>TIME:</b> 3:41pm – 4:05pm
<b>Meeting Conducted Online</b>	
<p><b>Chair:</b> Robert Poirier <b>Directors:</b> Tom Wright (Vice Chair), Mary Shenstone (Secretary), Ken Kawall (Treasurer), Saqib Cheema, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma, Jeffrey Steiner</p> <p><b>Guest:</b> Christine Bomé</p> <p><b>RPRA:</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 3:41 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**

**Motion:** To ratify approval of the May 20, 2020 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
Robert Poirier	Chair
Tom Wright	Vice-Chair
Ken Kawall	Treasurer
Mary Shenstone	Secretary

**It was duly Moved, Seconded and Carried.**

## 2.2 Appointment of Committees

Director T. Gilani requested that she be removed from one of the three committees she was assigned to. The Board Chair and the Governance Committee Chair accepted this request, and she was removed from the Human Resources committee.

Director R. Sharma was approached and asked if he would participate on the Human Resources committee. He agreed.

**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	Proposed Members
<b>Audit and Risk</b>	<b><u>Chair:</u></b> Saqib Cheema  <b><u>Members:</u></b> Tom Wright Jeffrey Steiner Robert Poirier (Ex-Officio)
<b>Finance and Technology</b>	<b><u>Chair:</u></b> Ken Kawall  <b><u>Members:</u></b> Christine Bomé Andrea Nemtin Rajesh Sharma Tanweer Gilani Robert Poirier (Ex-Officio)
<b>Governance</b>	<b><u>Chair:</u></b> Tom Wright  <b><u>Members:</u></b> Rajesh Sharma Mary Shenstone Robert Poirier (Ex-Officio)



Committee	Proposed Members
<b>Human Resources</b>	<b><u>Chair:</u></b> Andrea Nemtin  <b><u>Members:</u></b> Ken Kawall Rajesh Sharma Mary Shenstone Robert Poirier (Ex-Officio)
<b>WDTA Transition and Oversight</b>	<b><u>Chair:</u></b> Christine Bomé  <b><u>Members:</u></b> Saqib Cheema Mary Shenstone Jeffrey Steiner Tanweer Gilani Robert Poirier (Ex-Officio)

**It was duly Moved, Seconded and Carried.**

### **2.3 Approval of Auditor's Report and Financial Statements**

**Motion:** That the Board approves the 2020 Audited Financial Statements containing the Auditor's Report.

**It was duly Moved, Seconded and Carried.**

### **2.4 Appointment of Auditor**

**Motion:** Welch LLP are hereby appointed as the Auditor of the Corporation, to hold office until the 2022 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 20, 2020, 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**

**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 4:05 p.m.

Robert Poirier

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Chair

Mary Shenstone

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Corporate Secretary