

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

DATE: Thursday, May 19, 2022	TIME: 2:56pm – 3:19pm
Meeting Conducted Online	
<p>Chair: Robert Poirier Directors: Tom Wright (Vice-Chair) Mary Shenstone (Secretary), Ken Kwall (Treasurer), Saqib Cheema, Janet Clark, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma, Marnie Silver, Jeffrey Steiner</p> <p>RPRA: Frank Denton, Noah Gitterman, Lorella Hayes, Emily Rix</p> <p>Board Secretariat: Andrea Abraham</p>	

1.0 Call to Order

With a quorum present, the meeting was called to order at 2:56 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 18, 2021 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

The Governance Committee Chair provided opening remarks. The appointment of Officers was conducted anonymously via electronic vote.



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
Andrea Abraham	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	Chair	Members
Audit and Risk	Saqib Cheema	Mary Shenstone Jeffrey Steiner Tom Wright Robert Poirier (Ex-Officio)
Finance and Technology	Ken Kawall	Janet Clark Tanweer Gilani Rajesh Sharma Marnie Silver Robert Poirier (Ex-Officio)
Human Resources	Rajesh Sharma	Andrea Nemtin Tanweer Gilani Marnie Silver Janet Clark Mary Shenstone Robert Poirier (Ex-Officio)
Governance, Regulatory, and Stakeholder Affairs	Mary Shenstone	Ken Kawall Rajesh Sharma Jeffrey Steiner Tom Wright 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 2021 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 2023 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 18, 2021, 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 3:19 p.m.

Robert Poirier

Andrea Abraham

Chair

Secretary