

CAFII BOARD OF DIRECTORS RESOLUTION ON A CAFII DIRECTOR APPOINTMENT

TO BE VOTED UPON VIA ELECTRONIC MEANS, OUTSIDE OF A BOARD MEETING

(AS PERMITTED BY ARTICLE 5.14 OF CAFII BY-LAW No. 1)

**CAFII BOARD OF DIRECTORS' VOTE ON A DULY AUTHORIZED RESOLUTION: VIA ELECTRONIC MEANS,
OUTSIDE OF A BOARD MEETING**

I support the Resolution below moved by Peter McCarthy, CAFII Director from Bank of Montreal, BMO Insurance; and seconded by Paul Cosgrove, CAFII Director from Assurant Canada,

THAT Wayne Hewitt, Senior Vice President, Insurance Canada at Scotia Insurance (formerly ScotiaLife Financial), be appointed to the CAFII Board of Directors as the Director from Scotia Insurance, effective October 6, 2022.

CAFII Director's Name and Member Company Affiliation:

___ **In Favour**

___ **Opposed**

___ **Abstain**

Background Context/Rationale: in July 2022, Scotia Insurance informed CAFII that Zack Fuerstenberg, its current Director on the CAFII Board of Directors, had left the company's employ. Subsequently, in September 2022, Scotia Insurance informed CAFII that it wished to nominate Wayne Hewitt, Senior Vice President, Insurance Canada at Scotia Insurance (see Appendix A for Capsule Biography), for appointment as its new Director on the CAFII Board of Directors; and that it was amenable to having that appointment occur via Article 5.14 of the Association's By-Law: *Voting By Electronic Means, Outside Of A Board Meeting* so that Mr. Hewitt's appointment could be effected prior to the CAFII Board's next meeting on Tuesday, October 11/22.

(The foregoing Resolution was moved and seconded pursuant to Article 5.14 of the Canadian Association of Financial Institutions in Insurance By-Law No. 1: *Voting By Electronic Means, Outside Of A Board Meeting*:

At the discretion of the board chair – or in his/her absence, the board vice-chair – and in lieu of 5.13, a resolution in writing may be proposed to the directors via electronic means, outside of a properly constituted board meeting, for approval via electronic means. Where this option is exercised, a simple affirmative vote response by a director shall suffice and be as valid as if it had been cast at a board meeting. A two-thirds majority vote of all directors entitled to vote shall be required for approval of the resolution -- absent any vote against the resolution by a director entitled to vote, the occurrence of which shall void the voting on the resolution by electronic means, outside of a board meeting. Voting by electronic means outside of a board meeting shall be reserved for matters of particular time-sensitivity and urgency. A copy of every such resolution in writing proposed to directors for voting by electronic means, outside of a board meeting shall be kept with the minutes of the proceedings of the board or committee of directors.)



Wayne Hewitt Capsule Biography

About

Proven empathetic and highly respected leader with strong execution capabilities. Known for his deep operational and process knowledge, strong customer focus, a collaborative approach to building strong partnerships, a passion for building and nurturing high performing teams, and his future forward business vision. A seasoned banker with a strong work ethic, and broad, extensive banking experience, particularly in Corporate & Commercial Banking, Risk Management, Client Relationship Management and Internal Audit and Controls. I have worked successfully in banking in more than one bank, more than one country, and more than one business line. Improving Spanish language capability. And lots of heart.

Experience

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Senior Vice President, Insurance Canada, Scotia Insurance: Sep 2022 – Present: Leader of Scotiabank's Insurance business in Canada

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[Vice President, Business Operations & Credit Controls, Commercial Banking](#)

[Sep 2019 - Sep 2022; 3 yrs, 1 mo, Toronto, Ontario](#)

[Vice President, Internal Audit, Operations; Apr 2018 - Sep 2019 · 1 yr., 6 mos, Toronto, Ontario](#)

As VP Operations Audit, I am responsible for planning and executing Internal Audit program covering Operations departments and processes in Scotiabank's Canadian Banking and International Banking divisions.

[Vice President - Internal Audit, Caribbean; May 2014 - Apr 2018 · 4 yrs; Toronto, Ontario, Canada](#)

As Vice President, Caribbean Audit, I am responsible for planning and executing the Internal Audit program for the 20 countries in the English & Spanish Caribbean in which Scotiabank has a presence. As Vice President, Caribbean Audit, I am responsible for planning and executing the Internal Audit program for the 20 countries in the English & Spanish Caribbean in which Scotiabank has a presence.



Resident Vice President

Citi, Jun 1993 - Jun 2003; · 10 yrs, 1 mo, Jamaica