

***Agenda Item 6(a)(2)
March 21/23 EOC Meeting***

From: Keith Martin <Keith.Martin@cafii.com>

Sent: Thursday, March 16, 2023 11:59 AM

To: CAFII Board Members

Cc: CAFII EOC Members

Subject: UPDATE RE: Follow up To CAFII Board Members--Proposed Management Structure 2024--
Relevant Materials, and Request to Participate in an Electronic Vote of the CAFII Board

Hello CAFII Board Members (copy EOC):

I'm pleased to report that all Board members have now submitted their electronic vote on the 2024 Proposed Management Structure, and all 15 Board members have voted in favour.

Thanks again to each of you for your support.

I also want to acknowledge three important comments that were made by various Board members:

- seek bilingual capabilities to the extent possible;
- strive to achieve greater diversity in the team;
- develop a succession plan for the Executive Director position.

I will be working on each of these three priorities. In terms of next steps, I will be developing a plan with options around hiring, and will reach out initially to the Board Chair Peter Thompson, EOC Chair Rob Dobbins, and EOC Vice Chair Karyn Kasperski on these, and will provide updates as the process moves forward to the full Board and EOC.

Thanks,

--Keith

Keith Martin

Co-Executive Director / Co-Directeur général

Canadian Association of Financial Institutions in Insurance

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From: Keith Martin

Sent: Tuesday, March 7, 2023 11:05 AM

To: CAFII Board Members

Cc: CAFII EOC Members

Subject: Follow up To CAFII Board Members--Proposed Management Structure 2024--Relevant Materials, and Request to Participate in an Electronic Vote of the CAFII Board

CAFII Board Members (c.c. EOC Members and Board Surrogates):

Please see the information attached and the Board Ballot below related to a request that you vote electronically, **at your earliest convenience and by EOD Tuesday, 14 March/23**, on a motion to support the recommended management structure in 2024, with Keith Martin as sole Executive Director, with two new hires reporting into him (Policy Analyst; Operations Manager). The form to vote is below my signature block.

A summary of a Special Purpose Board Meeting held on 6 March, 2023 is attached, along with the presentation made by Keith Martin at that meeting on the proposed management structure in 2024, and a link to a recording of the meeting. No vote on the proposed structure was taken at that Board meeting, to give the Board members who did not attend the chance to review these materials, and ask any questions or offer any comments they may have.

LINK TO THE 6 MARCH, 2023 SPECIAL PURPOSE BOARD MEETING ON THE PROPOSED MANAGEMENT STRUCTURE 2024 (NOTE: 30 MINUTE DURATION):

https://infocafii-my.sharepoint.com/:v/g/personal/info_cafii_com/EVuUYwcWW6dDqTKJevi2z4EBmMiO82q-1ZSU00X8WsReEw?e=CE2f6p

After reviewing these materials, and offering any thoughts or comments you may have, please cast your vote asap – via a reply email message to me -- so that the motion can be supported by the CAFII Board via an *Electronic Vote of the Board, Outside of a Board Meeting* on a duly authorized Motion (moved by Valerie Gillis, TD Insurance; and seconded by Wally Thompson, Manulife) **by EOD Tuesday, March 14;** after which CAFII can move forward on the hiring process.

As per the CAFII Bylaw provision cited in the attached document, a two-thirds majority affirmative vote of the Board (i.e. 10 of the existing 15 Directors on the Board) is required for this *Electronic Vote of the CAFII Board* to carry.

Thanks and best regards,

--Keith

Keith Martin

Co-Executive Director / Co-Directeur général

Canadian Association of Financial Institutions in Insurance

**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 Valerie Gillis, CAFII Director from TD Insurance; and seconded
by Wally Thompson, CAFII Director from Manulife,*

THAT the recommended management structure in 2024 be adopted, with Keith Martin as sole Executive
Director, with two new hires reporting into Keith Martin (Policy Analyst; Operations Manager).

CAFII Director's Name and Member Company Affiliation:

___ **In Favour**

___ **Opposed**

___ **Abstain**

Background Context/Rationale: On March 6, 2023 a presentation was made on a proposed management
structure in 2024. It was agreed to have that recommended structure voted on via Article 5.14 of the
Association's By-Law: *Voting By Electronic Means, Outside Of A Board Meeting* so that, if CAFII Board
members support the recommended structure, the hiring process can begin without delay.

(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.)*