

CAFII Board's Approval of Three-Part Written Resolution Re Admission of Valeyo as New Regular Member; Confirmation of Nicole Benson's Continuation as A CAFII Director, Now Representing Valeyo; and Appointment of Rob Robinson as CAFII Director from Canadian Premier Life Insurance

February 11, 2021

From: Brendan Wycks

Sent: February-11-21 9:59 AM

To: *CAFII Board Members (c.c. EOC Members):*

Subject: CAFII Board's Approval of Three-Part Written Resolution Re Admission of Valeyo as New Regular Member; Confirmation of Nicole Benson's Continuation as A CAFII Director, Now Representing Valeyo; and Appointment of Rob Robinson as CAFII Director from Canadian Premier Life Insurance

I am pleased to advise that all 13 CAFII Directors have now signed and returned the attached Three-Part Written Resolution and, as a result, it can be declared Approved.

Therefore:

- Valeyo, an affiliate of current CAFII Member Canadian Premier Life Insurance Company, is admitted as a Regular Member of the Association, effective today, February 11, 2021;
- Nicole Benson, previously the CAFII Director from Canadian Premier Life Insurance Company, is confirmed to continue on the Association's Board of Directors as the CAFII Director from Valeyo, effective today, February 11, 2021; and
- Rob Robinson, Senior Vice President, Affinity Insurance Solutions at Canadian Premier Life Insurance Company, is appointed to the CAFII Board of Directors as the Director from Canadian Premier Life Insurance Company, effective today, February 11, 2021.

Thank you to all Directors for their co-operation in expediting the Board's approval of these important governance matters through a Written Resolution.

Please join Keith Martin and me in

- congratulating and welcoming Valeyo as a new/independent and 14th Member of our Association;
- congratulating Nicole Benson on her confirmation for continuation on the CAFII Board as the Director from Valeyo; and
- congratulating and welcoming Rob Robinson on his appointment as the CAFII Director from Canadian Premier Life Insurance Company.

Given that there are now 14 Members of CAFII and 14 Directors on the Board, quorum for any meeting of the Board of Directors is now eight (8) Directors (up from the 7 Directors required when we had 13 Members).

See/speak to you at today's CAFII Special Purpose Board Meeting – focused on a review and possible updating of the Association's Three-to-Five-Year Strategic Plan (pre-read deck attached) – from 1:00 to 2:00 p.m.

Brendan Wycks, BA, MBA, CAE

Co-Executive Director

Canadian Association of Financial Institutions in Insurance

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From: Brendan Wycks

Sent: February-05-21 5:11 PM

To: CAFII Board Members (c.c. EOC Members)

Subject: For CAFII Board Approval: Three-Part Written Resolution Re Admission Of Valeyo To Membership; Confirmation Of Nicole Benson As Director From Valeyo; and Appointment Of Rob Robinson As Director From Canadian Premier Life Insurance Company

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

Attached for your consideration, as a CAFII Director, is a Three-Part Written Resolution – moved by Peter Thompson, National Bank Insurance; and seconded by Paul Cosgrove, Assurant -- recommending the Board's

- admission of Valeyo, an affiliate of current CAFII Member Canadian Premier Life Insurance Company, as a Regular Member of the Association, effective February 11, 2021;
- confirmation of Nicole Benson, currently the CAFII Director from Canadian Premier Life Insurance Company, to continue on the Association's Board of Directors as the CAFII Director from Valeyo, effective February 11, 2021; and
- appointment of Rob Robinson, Senior Vice President, Affinity Insurance Solutions at Canadian Premier Life Insurance Company, to the CAFII Board of Directors as the Director from Canadian Premier Life Insurance Company, effective February 11, 2021.

These three governance-related matters are being undertaken as a Written Resolution of the Board in order to expedite their approval prior to the upcoming February 11/21 Special Purpose CAFII Board Meeting; and so that that one-hour meeting can maintain a single-minded focus on reviewing and possibly updating the Association's current Strategic Plan, without having to deal with other matters at its outset.

If you are supportive of this Three-Part Written Resolution, we ask that you

- print the first two pages in the attached document;
- initial at the bottom of Page 1 to indicate your approval of the Resolution set out on that page;
- sign and date in the appropriate place on Page 2; and
- submit your signed and initialed two-page Resolution in the following manner: scan and submit the two pages electronically to each of Albert Lin (albert.lin@cafii.com), Brendan Wycks (brendan.wycks@cafii.com), and Keith Martin (keith.martin@cafii.com) **by 12 Noon on Wednesday, February 10/21.**

Nicole Benson: please sign and initial the two-page Resolution as the Director from Canadian Premier Life Insurance Company, as you remain its current Director until after the Board's approval of this three-part Written Resolution.

Clause 5.13 Resolutions In Writing of our CAFII Bylaw permits such a Written Resolution outside of a Board meeting, and thereby allows the Board to deal with each of the above-noted, inter-related governance matters prior to the February 11/21 Special Purpose Board meeting.

Approval of this Written Resolution requires a favourable and unanimous response from all 13 current Directors. Therefore, we will be following up with any Director whose signed and initialed two-page Resolution is not received by 12 Noon on Wednesday, February 10, with a view to securing the complete tally of Director responses by end of day on Wednesday.

If the outcome of the Written Resolution is favourable, Rob Robinson will be able to participate in the February 11 Board meeting at its outset, without any further ado; and Nicole Benson will be able to do the same under a new Director affiliation, representing the Association's newest and 14th Member, Valeyo.

Thanks, in advance, for your co-operation in attending to this Board Resolution.

Brendan Wycks, BA, MBA, CAE

Executive Director

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