

Agenda Item 7(a)(1)
January 17/23 EOC Meeting

Board Appointment of Valerie Gillis As New CAFII Director From TD Insurance

From: Brendan Wycks

Sent: December-05-22 10:46 AM

To: CAFII Board Members

Cc: CAFII EOC Members and Board Surrogates

Subject: Valerie Gillis, Senior Vice President, Insurance Canada, Scotia Insurance, Has Been Unanimously Appointed to the CAFII Board of Directors

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

I am pleased to advise that Valerie Gillis, Senior Vice President, Head of Life, Health and Credit Protection Insurance at TD Insurance, has been unanimously appointed to the CAFII Board of Directors as the Director from TD Insurance.

All of the existing CAFII Directors have now voted on the Resolution/Motion proposed by Chris Lobbezoo and seconded by Peter McCarthy; and all fourteen (14) have voted ***In Favour***, well in excess of the two-thirds majority affirmative vote required for a Resolution/Motion to be passed under *Article 5.14: Voting By Electronic Means, Outside of a Board Meeting* as set out in CAFII's By-Law No.1.

Valerie: welcome to the CAFII Board of Directors! I know that your fellow CAFII Directors and everyone else involved in our Association looks forward to meeting you tomorrow at the December 6/22 CAFII Board meeting; and to having the benefit of your experience and insights in the Board's deliberations.

Best regards,

Brendan Wycks, BA, MBA, CAE

Co-Executive Director

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From: Brendan Wycks
Sent: December-01-22 10:01 AM
To: CAFII Board Members
Cc: EOC Members and Board Surrogates
Subject: Electronic Vote Of CAFII Board Re Appointment Of Valerie Gillis, TD Insurance, As A New CAFII Director: Return Of Ballot Requested By Monday, December 5/22

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

Please see the information attached and the ballot below related to a request that you vote electronically, **at your earliest possible convenience**, on TD Insurance's nomination of Valerie Gillis as its new Director on the CAFII Board of Directors.

Please cast your vote asap – via a reply email message to Keith Martin and me -- so that Valerie can be appointed to the CAFII Board via an *Electronic Vote of the Board, Outside of a Board Meeting* on a duly authorized Resolution/Motion (moved by Chris Lobbezoo; and seconded by Peter McCarthy) **by no later than Monday, December 5**; and that thereafter she can be welcomed as a new Director at next week's Tuesday, December 6/22 CAFII Board meeting (which Valerie has indicated she is available to attend in-person).

As per the CAFII Bylaw provision cited in the attached document, a two-thirds majority affirmative vote of the Board (i.e. 9 of the existing 14 Directors on the Board) is required for this *Electronic Vote of the CAFII Board* to carry.

Thanks and best regards,

Brendan Wycks, BA, MBA, CAE

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**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 Chris Lobbezoo, CAFII Director from RBC Insurance Holdings Inc.; and seconded by Peter McCarthy, CAFII Director from BMO Insurance,

THAT Valerie Gillis, Senior Vice President, Head of Life, Health and Credit Protection Insurance at TD Insurance, be appointed to the CAFII Board of Directors as the Director from Scotia Insurance, effective December 5, 2022.

CAFII Director's Name and Member Company Affiliation:

___ **In Favour**

___ **Opposed**

___ **Abstain**

Background Context/Rationale: on October 11/22, TD Insurance informed CAFII that it wished to nominate Valerie Gillis, Senior Vice President, Head of Life, Health and Credit Protection Insurance at TD Insurance (see *Capsule Biography in accompanying PDF*), 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 Ms. Gillis' appointment could be effected prior to the CAFII Board's next meeting on Tuesday, December 6/22.

(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.)