

Annual Meeting of the Board of Directors

Teleconference Information: [1.800.201.7439](tel:18002017439); Conference ID: 688794

Note: Members of the public may comment on items on the agenda prior to Board consideration of the item. The Chair may limit the amount of time allocated for comment on a particular issue and/or for each individual speaker. Members of the public who provide comments shall be asked to provide their name and affiliation to ensure transparency and for proper recording in the minutes of the meeting.

Monday, October 31, 2022

Public Session: 11:00 AM Pacific / 2:00 PM Eastern / 3:00 PM Atlantic Time

Convene Public (open) Meeting of the Board of Directors and Establish a Quorum

- Welcome and call to order
- Roll call and establish a quorum of Directors
- Review agenda and approve any modifications

Note: The following agenda items may be heard in a different order at the Board meeting.

I. Board Meeting Minutes

RESOLVED that the English and French versions of the May 13, 2022 Board Meeting Minutes, as presented and attached to the minutes of this meeting, are hereby ratified, approved, and adopted.

Attachment 1a: May 13 Board Meeting Minutes_English

Attachment 1b: May 13 Board Meeting Minutes_French

II. Corporate Policies

a. Amendment of Ethical Guidelines and Conflict of Interest Policy and of Compensation Committee Charter

Review of proposed amendment to the policies, followed by the presentation of the following resolution:

RESOLVED that the English and French versions of the Ethical Guidelines and Conflict of Interest Policy and of the Compensation Committee Charter, as presented and attached to the minutes, are hereby ratified, approved, and adopted.

Attachment 2a: Ethical Guidelines and Conflict of Interest Policy_English

Attachment 2b: Ethical Guidelines and Conflict of Interest Policy_French

Attachment 2c: Compensation Committee Charter_English

Attachment 2d: Compensation Committee Charter_French

b. Amendment of Accounting Policies and Procedures

Review of proposed amendment to the policy, followed by the presentation of the following resolution:

RESOLVED that the English and French versions of the Accounting Policies and Procedures, as presented and attached to the minutes, are hereby ratified, approved, and adopted.

Attachment 2e: WCI, Inc. Accounting Policies and Procedures_English

Attachment 2f: WCI, Inc. Accounting Policies and Procedures_French

c. Ethical Guidelines and Conflict of Interest Policy

Annual review of the Ethical Guidelines and Conflict of Interest Policy.

Attachment 2a: Ethical Guidelines and Conflict of Interest Policy_English

Attachment 2b: Ethical Guidelines and Conflict of Interest Policy_French

III. Election of Officers and Appoint Standing Committee Members for 2022-2023

a. Officers

Nominations for Officers, followed by the presentation of the following resolution:

RESOLVED that the following-named persons are elected to the offices set forth beside their respective names, to serve until the next annual meeting of the Directors and until their successors are duly elected and qualified:

Chair:

Vice Chair:

Treasurer:

Secretary:

b. Standing Committee Members

i. Executive Committee

Discussion of the purpose of the Executive Committee and its powers under the By-laws. Per the By-laws, membership of the Executive Committee shall consist of the four corporate officers and additional Class A directors as approved by the Board. The discussion shall be followed by the presentation of the following resolution:

RESOLVED that the additional Class A Director(s) shall be approved to serve on the Executive Committee until the next annual meeting of the Directors:
[Names: Only list the Additional Class A Director(s)]

ii. Audit Committee

Discussion of the purpose of the Audit Committee and its powers under the By-laws, followed by presentation of the following resolution:

RESOLVED that the Audit Committee shall comprise the following Directors or Designees:
[Names: At least 2-6 Directors or Designees per the By-laws]

iii. Finance Committee

Discussion of the purpose of the Finance Committee and its powers under the By-laws, followed by presentation of the following resolution:

RESOLVED that in addition to Treasurer who shall serve as the Chair of the Finance Committee per the By-Laws, the Finance Committee shall also comprise the following Directors or Designees:
[Names: At least 2 Directors or Designees per the By-laws]

IV. Finance Committee Report

a. Treasurer's annual evaluation of compliance with the Funds Management Policy

Attachment 4a: Treasurer's Report on Compliance with the Funds Management Policy_English

Attachment 4b: Treasurer's Report on Compliance with the Funds Management Policy_French

b. 2023 Budget

Finance Committee presentation of the 2023 budget and projected expenses for 2024, followed by presentation of the following resolution:

RESOLVED that the budget for the fiscal year of the Corporation beginning January 1, 2023, and ending December 31, 2023, as presented and attached to the Agenda for the Board of Directors meeting at which this resolution has been adopted, is hereby ratified, approved, and adopted.

Attachment 4c: 2023 Budget and Projected Expenses for 2024_English

Attachment 4d: 2023 Budget and Projected Expenses for 2024_French

V. Adjourn the Public (open) Session of the Board Meeting