

Annual Meeting of the Board of Directors

HILTON QUÉBEC,
1100 BOULEVARD RENÉ-LÉVESQUE E
QUÉBEC CITY (QC), CANADA
CONFERENCE ROOM: LAUZON (1ST FLOOR)

Teleconference Information for Directors and Staff: 1-877-876-9174; Conference ID: WCI

Note: The Board will enter into executive (closed) session at 1:00 p.m. Eastern Time / 11:00 a.m. Pacific Time to discuss procurement and personnel matters. The Board will then convene a public (open) session beginning around 2:00 p.m. Eastern Time / 11:00 a.m. Pacific Time. 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 comment shall be asked to provide their name and affiliation to ensure transparency and for proper recording in the minutes of the meeting.

THURSDAY, OCTOBER 11, 2018 – 2:00 PM EASTERN / 11:00 AM PACIFIC

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. **Announcement of Actions Taken by the Board in Executive Session**
- II. **Consideration of approval: Board Meeting Minutes**
Attachment: May 11 Board Meeting Minutes_English
Attachment: May 11 Board Meeting Minutes_French
- III. **Corporate Policies**
Annual review and execution of the WCI, Inc. Ethical Guidelines and Conflict of Interest Policy for all Directors.
Attachment: Ethical Guidelines and Conflict of Interest Policy_English
Attachment: Ethical Guidelines and Conflict of Interest Policy_French
- IV. **Election of Corporate Officers and Appoint Standing Committee Members for 2019**
 - 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:
[Names: At least 2-6 Directors 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: [Names: At least 2 Directors per the By-laws]

V. Consideration of approval: Ontario Funding Agreement

Discussion of the proposed amendment to the Ontario Funding Agreement (“Amendment No. 2 to Ontario Agreement”) presented to the Board for approval, followed by presentation of the following resolutions:

RESOLVED that the Board of Directors hereby approve the Amendment No. 2 to Ontario Agreement in form and substance as presented to the Board and attached to the Agenda for the Board of Directors meeting at which this resolution has been adopted and authorize and direct the Executive Director to sign and file the Amendment No. 2 to Ontario Agreement.

Attachment: Amendment No. 2 to the Ontario Funding Agreement

- VI. Consideration of approval: Amendment to the WCI, Inc. By-laws**
Discussion of the proposed amendment to the WCI, Inc. By-laws to remove Ontario as a Participating Jurisdiction for Board approval, followed by the presentation of the following resolution:
RESOLVED that the Board of Directors hereby approve the amendment to the WCI, Inc. By-laws to remove Ontario as a Participating Jurisdiction in the form and substance as presented to the Board and attached to the Agenda for the Board of Directors meeting at which this resolution has been adopted.
Attachment: Amendment to WCI, Inc. By-laws_English
Attachment: Amendment to WCI, Inc. By-laws_French
- VII. Consideration of approval: WCI, Inc. Strategic Plan**
Attachment: WCI, Inc. 2018-2021 Strategic Plan_English
Attachment: WCI, Inc. 2018-2021 Strategic Plan_French
- VIII. Finance Committee Report**
- a. Treasurer’s Evaluation of Compliance with Funds Management Policy.
Presentation of Treasurer’s annual evaluation of compliance with Funds Management Policy.
Attachment: Treasurer’s report on Compliance with the Funds Management Policy_English
Attachment: Treasurer’s report on Compliance with the Funds Management Policy_French
- b. Finance Committee presentation of the 2019 budget and projected expenses for 2020 and 2021, followed by presentation of the following resolution adopting the 2019 budget:
RESOLVED that the budget for the fiscal year of the Corporation beginning January 1, 2019, and ending December 31, 2019, 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: 2019 Budget and Projected Expenses for 2020 - 2021_English
Attachment: 2019 Budget and Projected Expenses for 2020 - 2021_French
Attachment: Financial Status Report_English
Attachment: Financial Status Report_French
- IX. Consideration of approval: Agreement to Support the Development of an Impact Assessment**
Attachment: Impact Assessment Agreement_English
Attachment: Impact Assessment Agreement_French
- X. Update from the Executive Director on Grant to Support Carbon Pricing Discussions**
- XI. Adjourn the Public (open) Session of the Board Meeting**