



Decisions

Date Raised	Owner	Item	Description	Decision Type
28-May-20	Directors & Members	Adopted bylaws	The Bylaws relating generally to the affairs of the Corporation, in the form to be represented to the members and enclosed with these resolutions of the Corporation, hereby be adopted as the Bylaws of the Corporation.	First Directors Resolution & First Members Resolution
28-May-20	Directors	Consent to act as Directors	The official record of directors' consents, including their initial terms and their consents to electronic communications, will be hard copies with wet signatures held at the Registered Office of HDRN Canada.	First Directors Written Resolution
28-May-20	Directors & Members	Terms	Catherine Fooks will serve for three (3) years, Guy Bujold will serve for two (2) years, Christine Power will serve for one (1) year, and Anne Martin-Matthews will serve for three (3) years.	First Directors Written Resolution & First Members Resolution
28-May-20	Directors	Officer appointments	Chair Catherine Fooks Vice Chair Guy Bujold Secretary Anne Martin-Matthews Treasurer Christine Power Scientific Director & CEO Kimberlyn McGrail	First Directors Resolution
28-May-20	Directors & Members	Interim Public Accountant	Carla Cove CPA, CGA is hereby appointed interim public accountant of the Corporation to hold office until the close of the first members	First Directors Resolution & First Members Resolution
28-May-20	Directors	Registered office	The location of the registered office of the Corporation be located at 25th Floor, 700 West Georgia Street, Vancouver, BC V7Y 1B3 and the mailing address of the Corporation be the same as the registered office address.	First Directors Resolution
28-May-20	Directors	Location of books and records	The Corporation maintain at its registered office Farris LLP the records and registers of the Corporation or as the Board determines from time to time.	First Directors Resolution
28-May-20	Directors	Financial year end	The financial year end of the Corporation be and is March 31.	First Directors Resolution



28-May-20	Directors	Banking resolution	The Board appoints and authorizes the Scientific Director & CEO to sign a banking arrangement in the form required by XX before the next meeting of the Board.XX shall be the banking institution of HDRN Canada. Upon entering into such banking arrangement, the terms of the banking arrangement required by XX shall be entered into the records of HDRN Canada and thereby formally adopted by the Board.	First Directors Resolution
28-May-20	Directors	Signing authority	<p>In accordance with the provisions of the Bylaws of the Corporation, all deeds, transfers, assignments, contracts, obligations and other instruments, including but not limited to cheques, drafts or orders for payment of money and all notes and acceptance and bills of exchange, not exceeding \$100,000.00, may be signed by the Scientific Director & CEO and the Operations Director until such time that such appointment is revoked.</p> <p>Notwithstanding the foregoing, the directors may, from time to time, direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed.</p> <p>In accordance with the provisions of the Bylaws of the Corporation, all deeds, transfers, assignments, contracts, obligations and other instruments, including but not limited to cheques, drafts or orders for payment of money and all notes and acceptance and bills of exchange, in excess of \$100,000.00 must be considered by the Directors and are subject to a Board Resolution, and the Board will appoint one officer or director to co-sign, alongside the Scientific Director & CEO, such deed, transfer, assignment, contract, obligation or other instrument as may be authorized by the Board from time to time.</p>	First Directors Resolution
28-May-20	Directors	Issuance of memberships	<p>The following persons, being the incorporators of the Corporation as set out in the Articles of the Corporation, are confirmed as the first members of the Corporation:</p> <p>Catherine Fooks Guy Bujold Christine Power Anne Martin-Matthews</p>	First Directors Resolution



28-May-20	Directors	First Members meeting	The Board agreed to present consent resolutions confirming the bylaws, electing directors, appointing the public accountant, and transacting other business to properly come before the members for signature of the members.	First Directors Resolution
28-May-20	Members	French version of corporate name	Adding the French version of the corporate name to its name	First Members Resolution
28-May-20	Directors	Board Terms of Reference	Conditional upon incorporation of text stating that it is a responsibility of the Board to conduct a regular rolling review of all policies on a rotating basis, the Board of Directors Terms of Reference are approved and adopted by the Board.	Directors Resolution
28-May-20	Directors	Nominations Policy	Conditional upon incorporation of text related to Francophone representation and other equity considerations, the Nominations Policy is approved and adopted by the Board.	Directors Resolution
28-May-20	Directors	Signing Authority Policy	Conditional upon clarification of the text related to expenditures outside of the annual budget and incorporation of text specifying that signatures are required from the SD & CEO plus one director or officer of the corporation in cases where expenditures exceed \$100,000.00, the Signing Authority Policy is approved and adopted by the Board.	Directors Resolution
28-May-20	Directors	Board Conflict of Interest Policy	Conditional upon incorporation of text stating that there will be annual declarations of Conflict of Interest by all directors and that Declaration of Conflicts of Interest will be a standing item on the agenda of all meetings of the Board of Directors, the Board Conflict of Interest Policy is approved and adopted by the Board.	Directors Resolution
28-May-20	Directors	Charitable status	<p>The Board authorizes the Chair to submit an application for HDRN Canada to become a registered Canadian charity.</p> <ul style="list-style-type: none"> •Update as of November: Discussions in progress •It was noted that services from an external consultant alleviated concerns that registering as a charity would increase the risk that HDRN Canada’s work advocating on policy matters to policy makers would be deemed to be lobbying. Canada Revenue Agency (CRA) has recently clarified the requirements for charities and defined the term “Public Policy Dialogue and Development Activities” (PPDDA) which specifically allows charities to perform the kinds of policy development activities with policy makers that 	Directors Resolution



			<p>HDRN Canada plans to undertake.</p> <p>Note: During a review of the minutes for the Meeting, Farris LLP noted that, regardless of whether HDRN Canada becomes a registered charity, the Corporation will need to be aware of, and comply with, provincial and federal lobbying legislation which is distinct from the regulation of charities, and in particular that the Corporation may be required to register as a lobbyist.</p> <p>Management noted that establishing HDRN Canada as a registered charity could cost as much as \$20,000. The Board indicated strong support for this investment noting tax benefits and the fact that becoming a charity would likely increase HDRN Canada's ability to attract external funding.</p>	
23-Jul-20	Nominations Committees	Nomination policy edits	Approval of edits to the Nominations Policy.	Nominations Committee Decision
23-Jul-20	Nominations Committees	Nominating applicants	Once the Nominations Committee receives and reviews all the applications, they, as Directors of the Corporation, will nominate a list of qualified applicants to the HDRN Canada Board.	Nominations Committee Decision
23-Jul-20	Nominations Committees	Recruitment timeline	Recruitment should begin in September and end in December, but will be confirmed at the HDRN Board meeting in September.	Nominations Committee Decision
23-Jul-20	Nominations Committees	Application package	Decision to defer this decision (free text questions) until the Nominations Committee reviews the amended application package at the September HDRN Canada Board meeting.	Nominations Committee Decision
23-Jul-20	Members	Number of Directors	The number of Directors of the Corporation be set at 'up to 8 Directors'.	Members Written Consent Resolution
23-Jul-20	Directors	D&O insurance liability limit	Meeting of directors within Nominations Committee meeting: The Board agreed that they would like to proceed with a \$3,000,000 liability limit at a yearly premium of \$2,625. In addition, they would like to review the risk analysis framework at each Board meeting.	Directors Decision
23-Jul-20	Directors	Risk register/framework	Directors would like to review the risk analysis framework at each Board meeting.	Directors Decision
16-Sep-20	Directors	Approval of May 28 2020 minutes	Minutes approved with amending text to the Bylaws resolution section to reflect "The Bylaws relating generally to the affairs of the Corporation, in the form to be represented to the members and enclosed with these resolutions of the Corporation, hereby be adopted as the Bylaws of the Corporation".	Directors Resolution



16-Sep-20	Directors	Publishing Board Book	The Directors decided that the board book should be translated and they will defer to the December 3rd 2020 Board meeting to determine when they will be posted on the HDRN Canada website (“published”), either in December or once the board book is more fully developed.	Directors Resolution
16-Sep-20	Directors	Publishing other Board materials	The CEO/SD report and a list of decisions and resolutions passed at the meetings should be translated and published on the website. It should be made clear on the website that full minutes can be provided upon request	Directors Resolution
16-Sep-20	Directors	Tax documentation signatory	Approval of Treasurer to sign tax documentation.	Directors Resolution
16-Sep-20	Directors	Official notice for AGM	Approval of giving official notice to hold the annual general meeting on May 20, 2021.	Directors Resolution
16-Sep-20	Directors	Risk Register/framework	The Board decided that it was important to update this and to spend time identifying risks and risk mitigation options at the next Board meeting, December 3rd 2020.	Directors Decision
16-Sep-20	Directors	Strategic Advisory Council	Specific reporting structure would be revisited (majority of directors felt this should report to the Exec v. the Board) once additional Directors have been recruited, and the SPOR CDP Advisory Committee was fully operational, in order to determine what perspectives may be missing.	Directors Decision
16-Sep-20	Directors	Finance Committee next steps	The Board decided that the Finance Committee should not be developed until HDRN Canada has secured dedicated funding	Directors Decision
16-Sep-20	Members	Approval of financial statements	Members approved the financial statements. The Treasurer will sign the financial statements on behalf of the Board and the Public Accountant will file the T2 with Canadian Revenue Agency.	Directors Resolution
16-Sep-20	Members	Waive financial audit	Members approved the financial statements and waived an audit for the 82 days of the 2020 fiscal year.	Members Resolution
16-Sep-20	Directors	Recruitment materials	The Board agreed the HDRN Canada website should be added as a recruitment channel. HDRN staff to create an explicit triaging system that includes the skills and competencies we are looking for and the geographic representation we are striving to have. HDRN staff will ensure reminders of application deadlines are shared with Board Directors should they have recommended candidates they would like to inform of this opportunity.	Directors Decision



3-Dec-20	Directors	Approval of Sept 16 2020 minutes	Approval of minutes	Directors Resolution
3-Dec-20	Directors	Approval for timing for Board Book, CEO/SD report and main meeting decisions to be posted on HDRN website	The Directors decided that the board book should be posted on the HDRN Canada website and updated as policies are developed. The Directors decided that the CEO/SD report should be summarized into a 1-pager and be posted to the HDRN Canada website following each meeting, including decisions and CEO/SD report starting at the inaugural Board meeting in May 2020.	Directors Decision
3-Dec-20	Directors	Approval of risk management policy	Conditional upon amending text to give the CEO/SD the opportunity to reach out to the Chair of the Board if there needs to be a special meeting of the Board to discuss a substantial new or evolving risk. In addition, the role of the secretary should be added to the roles and responsibility chart and a risk added to the risk register to reflect oversight of the secretary role.	Directors Resolution
3-Dec-20	Directors	Nominations Committee Terms of Reference	Approval of Nominations Committee TOR	Directors Resolution
3-Dec-20	Directors	Finance Committee Terms of Reference	Approval of Financial Committee TOR	Directors Resolution