



## Board and Committee Resolutions

Date Raised	Owner	Item	Description	Notes
28-May-20	Directors	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
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 Resolution
28-May-20	Directors	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 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	Interim Public Accountant meeting.	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
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 maintains 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 HSBC before the next meeting of the Board. HSBC shall be the banking institution of HDRN Canada. Upon entering into such banking arrangement, the terms of the banking arrangement required by HSBC 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	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. 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. 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,	First Directors Resolution



			contract, obligation or other instrument as may be authorized by the Board from time to time.	
28-May-20	Directors	Issuance of Memberships	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: Catherine Fooks Guy Bujold Christine Power Anne Martin-Matthews	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	Adopting the bylaws	Adopting the Bylaws	First Members Consent Resolution
28-May-20	Members	Terms	Electing directors with specified terms	First Members Consent Resolution
28-May-20	Members	Public Accountant	Appointing the public accountant	First Members Consent Resolution
28-May-20	Members	French version of corporate name	Adding the French version of the corporate name to its name	First Members Consent 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	The Board authorizes the Chair to submit an application for HDRN Canada to become a registered Canadian charity.	Directors Resolution
23-Jul-20	Nominations Committees	Nomination's policy edits	Approval of edits to the Nominations Policy.	Directors Resolution
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.	Directors Resolution



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.	Directors Resolution
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.	Directors Resolution
23-Jul-20	Nominations Committees	Number of Directors	Electronic and paper copies of a consent resolution will be distributed to the HDRN Canada Board members to sign to confirm the number of Directors of the Corporation be set at 'up to 8 Directors'.	Directors Resolution
23-Jul-20	Directors	D&O insurance liability limit	Meeting of directors within NC meeting: The Board agreed that they would like to proceed with a \$3,000,000 liability limit at a yearly premium of \$2,625.	Directors Resolution
23-Jul-20	Directors	Risk register/framework	Directors would like to review the risk analysis framework at each Board meeting.	Directors Resolution
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 Resolution
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 SPOOR CDP Advisory Committee was fully operational, in order to determine what perspectives may be missing.	Directors Resolution
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 Resolution
16-Sep-20	Directors	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	Directors	Waive financial audit	Members approved the financial statements and waived an audit for the 82 days of the 2020 fiscal year.	Directors 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 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 Resolution
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 Finance Committee TOR	Directors Resolution
04-Mar-21	Directors	Agenda approval	Approval of agenda.	Directors Resolution



04-Mar-21	Directors	Minutes approval	Approval of December 3rd meeting of Directors' minutes.	Directors Resolution
04-Mar-21	Directors	Minutes approval	Approval of February 9th meeting of Directors' minutes.	Directors Resolution
04-Mar-21	Directors	Succession of Board Chair	Acknowledgement that as a result of Cathy Fooks passing, she no longer is a Member, Director, and Chair of the Board. To fill the Chair vacancy Guy Bujold will be appointed as the new Board Chair until the next AGM. All other Board officer positions will remain the same.	Directors Resolution
29-Apr-21	Nominations Committee	Minutes amendment and approval	Approval of February 9 <sup>th</sup> meeting minutes pending the rewording of the declaration of conflict of interest to read, "A Member raised a conflict of interest with one of the candidates. The Committee discussed and deemed that it was not a conflict of interest for the Member". The Nominations Committee and Board of Directors meeting minutes will be separated into two documents. Approval of March 26 <sup>th</sup> and April 6 <sup>th</sup> minutes.	Directors Resolution
29-Apr-21	Directors	Agenda approval	Approval of agenda.	Directors Resolution
29-Apr-21	Directors	Minutes approval	Approval of March 4 <sup>th</sup> meeting of Directors' minutes.	Directors Resolutions
29-Apr-21	Directors	2021 annual general meeting	A General Meeting of the Corporation (the "Meeting") be called and held by Electronic Means using the online Zoom platform on May 20, 2021 at 8:00 AM (PST).	Directors Resolution





29-Apr-21	Directors	Sending notice of annual general meeting	The Notice of Meeting substantially in the form attached to these minutes be approved for mailing or sending to the members of the Corporation with any and all such additions, omissions and amendments thereto as may be approved by the Chair of the Corporation.	Directors Resolution
29-Apr-21	Directors	2020-2021 Finance Statements	The financial statements of the Corporation for the financial period from January 11, 2020 to March 31, 2020, and for the financial period from April 1, 2020 to March 31, 2021 be mailed together with the Notice of Annual General Meeting for consideration and approval of the members at the Annual General Meeting. The treasurer is hereby authorized and directed to sign the balance sheet on behalf of the Board.	Directors Resolution
29-Apr-21	Nominations Committee	Director candidate recommendations	The Nominations Committee recommends the following candidates to the Board of Directors: Robert Bell, Rebecca Fuhrer, Mahadeo A. Sukhai, Christina Weise.	Directors Resolution
20-May-21	Members	Approval of agenda	Approval of agenda.	Members Resolution
20-May-21	Members	Approval of minutes	Approval of May 28th 2020 meeting minutes	Members Resolution
20-May-21	Members	Report of Directors	Report of the Directors of the Corporation for the previous year be approved as presented and that it be attached as a schedule to the minutes of this Meeting.	Members Resolution
20-May-21	Members	Financial Statements 2020-2021	The financial statements for the period January 11, 2020 to March 31, 2020 and the financial statements from April 1, 2020 to March 31, 2021 be received and that they be attached as a schedule to the minutes of this Meeting.	Members Resolution



20-May-21	Members	Public Accountant	Roger Kok be and is hereby appointed as the Public Accountant to hold office until the close of the next annual meeting, with the remuneration therefore to be fixed by the Board of Directors.	Members Resolution
20-May-21	Members	Number of Directors	The number of directors of the Corporation to be elected for the next year be set at 4, which is within the minimum/maximum number of directors as set out in the Articles of the Corporation.	Members Resolution
20-May-21	Members	Election of Directors	Guy Bujold and Anne Martin-Matthews are mid-term, and will continue to serve as directors of the Corporation for the ensuing year. Christine Power, Robert Bell, Rebecca Fuhrer, Mahadeo Sukhai and Christina Weise will all serve for 3 years.	Members Resolution
20-May-21	Members	Past Acts and Proceedings	All acts and proceedings of the Directors and Officers of the Corporation since the last annual general meeting be and the same are hereby ratified, confirmed and approved.	Members Resolution
20-May-21	Directors	Agenda approval	Approval of agenda.	Directors Resolution
20-May-21	Directors	Minutes approval	Approval of April 29th meeting minutes	Directors Resolution
20-May-21	Directors	Consent to act as Directors	Guy Bujold - Chair; Anne Martin-Matthews - Secretary; Christine Power - Treasurer; Kimberlyn McGrail - Scientific Director and CEO; Robert Bell: Vice Chair	Directors Resolution
20-May-21	Directors	Agreement (MOU's) with external partners	The 'Agreements (MOU's) with External Partners' be approved as presented in the meeting package as an HDRN Canada Board policy. It was noted this approval does not override the Board reviewing actual MOUs with future partners prior to signing	Directors Resolution



20-May-21	Directors	Conflict of Interest and Consent Form	The 'Conflicts of Interest and Consent Form (Annual)' be approved as presented in the meeting package as an HDRN Canada Board policy.	Directors Resolution
20-May-21	Directors	Nominations Committee membership	Anne Martin-Matthews, Mahadeo Sukhai and Rebecca Fuhrer be members of the Nominations Committee.	Directors Resolution
20-May-21	Directors	Finance Committee membership	Chris Power, Guy Bujold, Christina Weise and Bob Bell be members of the Finance Committee.	Directors Resolution
1-Sep-21	Directors	Agenda approval	Approval of agenda.	Directors Resolution
1-Sep-21	Directors	Minutes approval	Approval of May 20th meeting minutes with an edit to page 5 to reflect the members listed are members of the Finance Committee not the Nominations Committee	Directors Resolution
1-Sep-21	Directors	Strategic Plan	The Board endorsed and approved the strategic plan with minor edits to be included in the final draft	Directors Resolution
3-Nov-21	Finance Committee	Agenda approval	The Agenda be approved as presented	Finance Committee Resolution
3-Nov-21	Finance Committee	Minutes approval	The Minutes be approved with two edits including relabeling risk register 8.2 and moving the discussion item from 8.2 to 7	Finance Committee Resolution
3-Nov-21	Finance Committee	Finance Committee Terms of Reference Amended	The Finance Committee Terms of Reference be approved as presented	Finance Committee Resolution



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3-Nov-21	Finance Committee	Risk Manage Policy Amended	The Risk Management Policy be approved as presented	Finance Committee Resolution
24-Nov-21	Directors	Agenda approval	Approval of agenda.	Directors Resolution
24-Nov-21	Directors	Minutes approval	Approval of Sept 1st meeting minutes	Directors Resolution
24-Nov-21	Directors	Finance Committee Terms of Reference Amended	The Finance Committee Terms of Reference be approved as presented in the meeting package	Directors Resolution
24-Nov-21	Directors	Risk Management Policy Amended	The Risk Management Policy be approved as presented in the meeting package.	Directors Resolution