

AGM RESOLUTION 1 (6.1.a)

RE: APPROVAL OF BYLAWS AMENDMENTS—2023–2024

WHEREAS In 2020, CIAJ Board of Directors set up a Governance Committee to review CIAJ’s governance practices.

WHEREAS The Governance Committee has undertaken the review of the Bylaws.

WHEREAS One amendment has been made to the bylaws which was approved by the Board of Directors during its meeting on October 24, 2023. This amendment requires the ratification of the AGM.

After consideration of the Governance Committee’s recommendation and discussion, the Board passed a resolution to present an amendment to the Bylaws, providing for the appointment of Patrons, to the AGM for approval in October. We suggested that the proposed amendment should become article 39 of the Bylaws and that subsequent articles should be renumbered.

39. a. The Board may appoint an individual as a Patron in recognition of outstanding service to the Corporation.
- b. The Position of Patron: Patrons will lend their name to the Corporation as an expression of support for its mission and programs. They will contribute to the Corporation’s mission by the sharing of insights, experiences, and other enriching leadership perspectives. They will encourage other educators and leaders to contribute their time and knowledge to the intellectual enrichment of the Corporation’s programs.
- c. Constraints to the Position of Patron: Patrons will not be directors of the Corporation, will have no Board voting privileges and will not bear any liabilities on behalf of the Corporation.
- d. Duration of Appointment: The Term of a Patron will end when the Patron resigns, or the Board terminates the Patron’s appointment by written notice to the Patron.
- e. Appointment: The Board may appoint Patrons on the recommendation of the Governance Committee.

Upon a motion made by and,

Seconded by

IT IS RESOLVED:

THAT CIAJ's members of the AGM approve the amendment to the Bylaws presented by the Board of Directors.

Approved on October 25, 2023.

**The Honourable Peter Willcock
Chair of the Governance Committee**

AGM RESOLUTION 2 (6.1.b)

RE: ELECTIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS FOR 2023–2024

WHEREAS CIAJ’s can appoint between 10 and 30 members on the Board of Directors.

WHEREAS The Governance Committee is acting as CIAJ nominating committee. Applications are regularly received by CIAJ.

WHEREAS The Governance Committee has examined applications received and recommends the appointment of five new candidates to CIAJ’s Board of Directors and the continuance of those, whose terms are not up yet.

Upon a motion made by and,

Seconded by

IT IS RESOLVED:

THAT The election of the following new members is proposed for a first term of two years:

1. Justice Suzanne Boucher, Superior Court of Justice, Ontario
2. Jaimie Graham, member of the Alberta Utilities Commission and member of the CIAJ Legislative Drafting Committee
3. Justice Veronica Jackson, BC, Supreme Court
4. Janet McIntyre, former Director Justice Canada, Access to Justice Secretariat
5. Nazrina Umarji, legal director, College of Physicians and Surgeons of Alberta

DRAFT NOMINATIONS REPORT — July 5, 2023

This is the draft nomination report as revised on July 5, 2023, which has been discussed at the Governance Committee meeting to ensure succession at the Executive Committee and approved at the Board meeting on October 24, 2023.

Expired Directorships on October 24, 2023

The Hon. Marc Richard

Professor Bradford Morse—will remain on the Education and Research Committee

Mr. Stephen Bindman—will remain on the Governance and Communication committees.

The Hon. James O'Reilly

Mark Benton

The second year of their third term.

The Hon. Julie Dutil—next President

The Hon. Lana Krogan

The Hon. Peter Willcock

Professor Kent Roach

The Hon. Eric Tolppanen

First year of their third term.

The Hon. Scott Hughes

Adam Letourneau

Mark Spakowski

Linda Abrams

First year of their second term

Jennifer Cox, lawyer

Miray Granovsky, lawyer

Megan Longley

Martine Valois

The second year of their first term

Brian A. Blumenthal

Angela Caseley

Mélanie Chartier

Keiran Gibbs

Doug LePard

Hong Nguyen

Brenda Young

The Hon. Colleen Suche's term as President will end on October 27, 2023, and she will become past president for two more years.

Approved on October 25, 2023.

The Honourable Peter Willcock, Chair of the Governance Committee

AGM RESOLUTION 3 (6.1.c)

RE: APPOINTMENT OF THE AUDITORS FOR FISCAL YEAR 2023–2024

WHEREAS The Auditors Gosselin Inc. were appointed for the 2021–2022 fiscal year by the Board of Directors following a call for proposals in August 2021.

WHEREAS Gosselin Inc., and its senior auditor Pierre Villeneuve, CPA, conducted the audit for the second time in the 2022–2023 fiscal year.

WHEREAS This appointment is only for one year at a time.

Upon a motion made by and,

Seconded by

IT IS RESOLVED:

THAT The Board introduces a motion to the Annual General Meeting to appoint Gosselin Inc. as CIAJ’s Auditors for the 2023–2024 fiscal year, for one year with a basic fee ranging from \$9,000 to \$11,000.

Approved on October 25, 2023.

**The Honourable Scott Hughes
Treasurer**