



SPECIAL MEETING OF MEMBERS MINUTES
November 29, 2023
via Zoom

01. Welcome, Call to Order

The Chair called the meeting to order at 8:08 PM ET and welcomed all participants and guests.

02. Land Acknowledgement

The Chair read a land acknowledgement as part of Truth & Reconciliation measures that WCL is undertaking.

03. Roll Call of the Delegates & Determination of Quorum

The Secretary performed the roll call, as follows:

Chair:	Lee MacKay	Chair, Executive Committee
Voting Members:	Mike Drought	Alberta
	Nick Ugoalah	British Columbia
	Alanna Stein	Manitoba
	*Don Ryan	New Brunswick
	Spider Jones	Northwest Territories
	Tim MaGarrey	Ontario
	Megan Morrison	Prince Edward Island
	Martine Dugrenier	Quebec
	Clark Gawryluik	Saskatchewan
Non-voting:	Jess Tang	Director, Executive Committee
	Russ Pawlyk	Director, Executive Committee
	Gary Bird	Director, Executive Committee
	Kelly Rich	Director, Treasure & Secretary
	Paul Bellavia	Director
	Rachna Kumar	Director
	Bill Whiteway	Director
	*Daniel Olver	Director
Observers:	Curtis Leung	CAWO
	Tom Waldron	Saskatchewan





Staff:	Tamara Medwidsky	CEO
Guests:	David Bush	Director nominee
	Bill Haliburton	Director nominee
	Indhyra Helfrich-Linares	Director nominee
	Kim Ma	Director nominee
	Theresa Vladicka	Director nominee
Absent:	Ian Janes	Newfoundland & Labrador
	Amanda Silver	Nova Scotia
	Chris Crooks	Nunavut

Quorum of voting members was confirmed (8 of 12). *Late additions to the meeting after quorum was confirmed.

04. Meeting Norms

The Chair reminded everybody about WCL’s meeting norms to help guide behaviour and conduct. Voting delegates are permitted to vote and speak during the meeting. Observers are welcome, but are only allowed to speak, when identified/requested by the Member(s) or at the discretion of the Chair.

05. Disclosure of Conflicts of Interest

The Chair reminded everybody of WCL’s Conflict of Interest Policy. He asked everybody, if they had any conflicts of interest in relation to the circulated agenda and materials, and if so, that they should be disclosed at this time or whenever possible at the time of a particular discussion item.

After declaring the conflict, such individuals are not permitted to participate in the meeting, unless the unanimous consent of all other Members. With such consent, the individual is allowed to remain in the meeting, and participate, but is not allowed to vote or make any motions.

No conflicts were declared at this time.

06. Approval of Agenda

MM-12-23

MOTION: To approve the agenda as circulated.

Drought / Gawryluik

CARRIED

* Daniel Olver joined the meeting at this time.





07. Acknowledgement of Outgoing Directors

The Chair thanked and acknowledged all outgoing directors for their service and contribution to the BOD over the past several years, noting their direction and leadership in supporting the governance changes.

*Don Ryan joined the meeting at this time.

08. BOD Nominations

Kelly Rich, Chair of the Nominations Committee, referenced the briefing note previously submitted, providing a summary of the governance revision process, including new steps and mechanisms for nominations. He summarized the recommendations of the BOD and Nominations Committee including the slate of seven candidates.

MM-13-23

MOTION: To approve a Board of Directors of nine individuals.

Jones / Gawryluik
CARRIED

MM-14-23

MOTION: To elect the presented slate of seven individuals, including terms (in alphabetical order) to the BOD, effective immediately following the conclusion of this Special Members Election Meeting.

- Director-at-large, David Bush (1-year term)
- Director-at-large, Bill Haliburton (1-year term)
- Director-at-large, Indyra Helfrich-Linares (1-year term)
- Director-at-large, Brittane Laverdure (2-year term)
- Director-at-large, Kim Ma (2-year term)
- Director-at-large, Russ Pawlyk (2-year term)
- Director-at-large, Theresa Vladicka (1-year term)

Ryan / Stein
CARRIED

ACTION: For future elections, the Members are requesting more detailed information on the candidates.

09. Next Meeting

To be confirmed.





10. Adjournment of Meeting

The meeting was adjourned at 8:48 PM ET.

