

**WGCC WOMEN GENERAL COUNSEL CANADA NETWORK
(the “Corporation”)**

MINUTES OF THE ANNUAL GENERAL MEETING OF MEMBERS

Held virtually over Zoom on Thursday, January 27, 2022, at 11:30 a.m., Toronto time (the “Meeting”).

OPENING OF MEETING

The Annual General Meeting opened at 11:30 a.m. The Chair of the Meeting, Alexa Abiscott, called the Meeting to order, noting no proxies had been received.

QUORUM

A quorum of members being present and notice of the meeting being properly given, the meeting was properly constituted for the transaction of business.

APPROVAL BY MEMBERS - AGM AGENDA AND 2021 AGM MINUTES

The Chair proposed that the members proceed with an omnibus motion to approve the first two items set out in the notice of meeting dated January 13, 2022. A motion was made and seconded, and the following was unanimously approved by the members present at the meeting:

1. AGM Agenda – the Agenda for the 2022 AGM was approved as presented.
2. Minutes of 2021 Annual General Meeting – the Minutes of the Annual General Meeting held on January 28, 2021 (“**Exhibit A**”) were approved as presented.

PRESIDENT’S REMARKS

Ms. Abiscott welcomed everyone to the second virtual WGCC AGM. She described the successful and transformative year the WGCC had noting some of the highlights including launching WGCC General Counsel University (GCU) and a new scholarship program, piloting the WGCC mentoring program, retaining professional administrative services, and hosting a successful 2021 conference. She described how excited WGCC was with the inpouring of new members and sponsors and partners in 2021 memberships. Ms. Abiscott completed her remarks on a personal note thanking the community of women in WGCC and encouraging members to become more involved in the WGCC community. She then asked Ms. Quann to provide an update on the WGCC Mentoring Program, WGCC General Counsel University and WGCC Scholarships.

Ms. Quann addressed the following:

WGCC Mentoring Program - A 10-month pilot project was launched in the Spring of 2021 matching 13 senior general counsels with 13 general counsels new to their role. The pilot was structured to have mentor and mentees meet one on one with three group sessions to help build the WGCC mentoring community. Ms. Quann noted that the feedback received was very positive. She thanked all members who participated in the program.

WGCC Scholarships - Ms. Quann reviewed the three awards for students at Canadian Laws schools and noted that the WGCC had received exceptional applications. She announced the winner of the Indigenous scholarship, Laurie Paulin a second-year law student at Thompson Rivers University and a member of the Haisla nation and the two winners of the general scholarship Shelly Baird, a second-year student at Lincoln Alexander School of Law at Ryerson and Lea Ricard, a second year student at the University of Montreal's Faculty of Law. Ms. Quann then announced the winner of the inaugural GCU scholarship to recognize the contribution of GCU faculty, Clancy McDaniel, a first-year law student at the University of Victoria.

WGCC General Counsel University (GCU) - GCU is an executive level program designed for the personal and professional development of general counsels. The inaugural cohort commenced in October and will be graduating in May 2022. A second cohort commenced in the beginning of January. Ms. Quann noted that the inaugural program had been well received by participants and was a great opportunity to learn and build your GC network. She thanked Ms. Cudjoe and her team for moving GCU from a concept to a reality. She encouraged members to enrol in the program, noting enrolment is limited to 12 participants, and thanked the faculty and sponsors for their contributions.

Ms. Quann turned it back to Ms. Abiscott. Ms. Abiscott thanked Ms. Quann

President's Award – Alexa Abiscott recognized Kimberley Graham for her many contributions in her role as Conference Chair in 2020 and Secretary of the WGCC in 2021.

Ms. Abiscott thanked Ms. Quann and asked Ms. Wong to address the financial review for the year ended December 31, 2022.

APPROVALS BY MEMBERS

FINANCIAL STATEMENTS AND APPOINTMENT OF THE AUDITORS

Ms. Wong provided highlights of the unaudited financial statements for the year ended December 31, 2021. She highlighted the major expense items for 2021 noting that chapter expenses were low because of the pandemic. She provided year end bank balance details and noted that a portion of the balance represented revenue from 2022 membership and sponsorship. Ms. Wong also highlighted several credits that were being investigated to confirm that they were appropriately credited to the WGCC account. She concluded her remarks advising that the unaudited financial statements for the year ended December 31, 2021, were available to members upon request.

Ms. Wong requested a motion to approve the review of the financial statements of the Corporation for the fiscal year ended December 31, 2020 ("**Exhibit B**").

A motion was made and seconded, and the review of the financial statements of the Corporation for the fiscal year ended December 31, 2020, was unanimously approved by the members present at the meeting.

Ms. Wong then requested a motion to approve the appointment of Kriens-LaRose LLP as auditors of the Corporation for 2022 fiscal year end.

A motion was made and seconded, to appoint Kriens-LaRose LLP as auditors of the Corporation for 2022 fiscal year and was unanimously approved by the members present at the meeting.

Ms. Wong turned it back to Ms. Abiscott. Ms. Abiscott thanked Ms. Wong

ELECTION OF DIRECTORS OF THE BOARD AND EXECUTIVES 2022-2023

Ms. Abiscott first thanked the departing members of the Board for their contribution to the WGCC and noted that each would be receiving a custom work of art. She then referred to the nominees presented to the membership in the Notice of Meeting and read out the name of each candidate.

A motion was made and seconded, to approve, as presented, the 2022-2023 slate of directors and executives and was unanimously approved by the members present at the meeting (“**Exhibit C**”).

FURTHER BUSINESS

The Chair asked if there was any further business to discuss which could be properly brought before the Meeting.

TERMINATION

There being no further business to transact, the Meeting was terminated by the Chair.

EXHIBIT "A"

MINUTES OF 2021 ANNUAL GENERAL MEETING

EXHIBIT "B"

2021 FINANCIAL STATEMENTS



EXHIBIT "C"

SLATE OF DIRECTORS AND EXECUTIVES



WGCC WOMEN GENERAL COUNSEL CANADA NETWORK

Slate of Nominees for Directors and Executives for 2022- 2023

Alexa Abiscott	President
Elsbeth Hagan	Past President and Atlantic Canada Chapter Lead
Lara Speirs	Vice President
Hilda Wong	Treasurer
Alison Harnick	Secretary
Genevieve Richard	Quebec Chapter Lead
Jennifer Good	Ontario Chapter Lead
Jennifer Addison	Prairies Chapter Lead
Lilac Bosma	British Columbia Chapter Lead
Heather Mullen	Memberships & Awards
Catherine Lau	Partnerships & Sponsorships
Deborah Greenberg	Communications & Website
Jolie Lin	Mentorship & Emeritus
Clare Smith	2023 Conference Co-Chair
Ratika Gandhi	2023 Conference Co-Chair