

The 2023 Annual General Meeting of PBC Health Benefits Society, carrying on business as “Pacific Blue Cross”, will be held on June 14, 2023, with formal commencement at 6:00 p.m., PT.

Order of Business

1. Call to Order
2. First Nations Land Acknowledgement
3. Report of the Credentials Committee
4. Appointment of Recording Secretary and Parliamentarian
5. [Adoption of Rules of Order](#)
6. Adoption of the Agenda
7. Approval of the [Minutes of the Annual General Meeting held June 15, 2022](#) and the Minutes of the [Special General Meeting held April 17, 2023](#)
8. Chair’s Remarks
9. Introduction of the Board of Directors
10. Report of the Board of Directors
11. Presentation of the Audited Financial Statements and the Report of the Auditor
12. Appointment of Auditors
13. President and Chief Executive Officer’s Remarks
14. Election of Directors
 - 14.1. Report of the Nominating Committee
 - 14.2. Announcement of the Results of the Election of Directors from the following categories:
 - 14.2.1. Health Care Professional Members
 - 14.2.2. Organizational Members
 - 14.2.3. Individual Members

15. Special Business
 - 15.1. [Resolution Amending the Pacific Blue Cross Bylaws](#)
 - 15.2. [Revised Pacific Blue Cross Bylaws — tracked changes version](#) – for reference
16. New Business
17. Date and Place of the Next Annual General Meeting
18. Closing Remarks
19. Adjournment

GENERAL INFORMATION FOR MEMBERS

The meeting will take place in the Whistler Auditorium at the offices of Pacific Blue Cross, at 4250 Canada Way, Burnaby, British Columbia.

Read the full [2022 Annual Report](#) including our annual financial statements. This material can also be requested through the head office of Pacific Blue Cross at corporatesecretary@pac.bluecross.ca.

2023 Election of Directors

The number of directors to be elected this year shall be nine (9) in total, comprising the following:

1. Three (3) Health Care Professional Members
2. Three (3) Organizational Members
3. Three (3) Individual Members

Nominations of members to stand for election as directors must be in writing, signed by not less than ten (10) voting members of Pacific Blue Cross and include the written consent of the member agreeing to stand for election, and must be received at the head office of Pacific Blue Cross not later than thirty (30) days and not more than forty-five (45) days prior to the date of the Annual General Meeting.

For more information on becoming a director of Pacific Blue Cross and the Director Nomination Process, please click on the link below.

[Pacific Blue Cross Recruitment for Directors](#)

Eligible members can vote on the election of directors. Voting for the election of directors will take place only through Absentee Voting in advance of the Annual General Meeting via Electronic Ballot and there will be no voting for the election of directors at the Annual General Meeting. Instructions on how to vote will be distributed along with the list of Director Nominees. Absentee voting will occur between **Friday, June 2, 2023 at 8:00 a.m. PT and Monday, June 12, 2023 at 4:30 p.m. PT.**

Voting on the remaining general and special business being brought forward will occur at the Annual General Meeting.

Special Business

The special business being put forward at the Annual General Meeting involves a special resolution to amend Pacific Blue Cross's current Bylaws and the following is a summary of the main proposed Bylaw amendments as well as the rationale of same.

A. Filling Board Vacancies

i. Proposed Amendment

Section 5.14 of the Bylaws has been amended to state:

1. the failure of the members of Pacific Blue Cross to elect the requisite number of directors at an annual general meeting results in a Board vacancy (thus allowing the Board to fill the vacancy outside of a general meeting pursuant to section 5.14 of the Bylaws); and
2. any director appointed by the Board to fill a vacancy will hold office only until the close of the following annual general meeting (rather than for the remainder of the outgoing director's term of office).

ii. Rationale

The change outlined in paragraph 1 above is not a substantive change as the failure of the members of Pacific Blue Cross to elect the requisite number of directors at an annual general meeting results in a vacancy on Pacific Blue Cross's board regardless of whether or not this is expressly stated in Pacific Blue Cross' Bylaws. However, the recommended revision provides greater clarity on this situation and expressly allowing the Board to fill this type of vacancy relieves the burden on the other directors who are required to compensate for the vacancy.

The change outlined in paragraph 2 above ensures that a Board-appointed director will not hold office for a significant duration and that the members of Pacific Blue Cross will

be able to replace or re-elect the Board-appointed director at the next annual general meeting.

B. Health Care Professional Directors

i. Proposed Amendment

Section 5.5 of the Bylaws was revised to delete the words “those members who are or represent” in relation to directors elected from among the health care professional members.

ii. Rationale

The words “those members who are” have been deleted as health care professional members are not required to be members to become directors (see the last sentence of Section 5.6).

The words “or represent” are only applicable where there are health care professional members who are not individuals (e.g., health care organizations). As all health care professional members are individuals, the words “or represent” are inapplicable and may cause confusion.

C. Director Nomination Process

i. Proposed Amendment

Section 3.4 and 8.4 of the Bylaws have been amended to state director nominations made by members must be in a form approved by Pacific Blue Cross and endorsed (rather than signed) by 10 voting members of Pacific Blue Cross.

ii. Rationale

It has been challenging for members of Pacific Blue Cross to gather signatures of nominators in light of and subsequent to the COVID-19 pandemic. Accordingly, the above amendment removes the requirement for each nominator to sign a nomination. The nomination form will include fields for the names, Pacific Blue Cross policy numbers, and contact information of each nominator, and a disclaimer that Pacific Blue Cross may use the contact information to verify the nomination.

D. Societies Amendment Act Amendments

i. Proposed Amendments

1. Proxy Voting at Board Meetings

The *Societies Amendment Act* added, at section 54(3) of the Act, a provision which states directors may not vote by proxy at a meeting of directors. The Bylaws have

been amended to add section 6.10 which expressly sets out this prohibition on proxy voting at meetings of directors.

2. *General Meeting Notices Provisions*

The *Societies Amendment Act* amended section 77 of the Act to:

- (a) reduce the threshold number of members required to permit a society to avail itself of special procedures for giving notices of general meetings from 250 members to 100 members; and
- (b) require, as part of those special procedures, societies to send notice of the meeting to every member *for whom the society has an email address in the register of members*.

Section 3.5 of the Bylaws was revised to better reflect the amendment to section 77 of the Act. Section 1.1(z) of the Bylaws, which sets out the definition of “registered address”, to make it clear that the address of a member includes the member’s email address as stated in the register of members.

3. *Director with Conflict of Interest*

Section 6.14 of the Bylaws was added to better reflect the amendments to section 56 of the *Societies Amendment Act*, including to state that a director with a conflict of interest may remain in a directors’ meeting for the purpose of providing information if asked to do so by one other director.

4. *Indemnification*

New Part 15 was added to better reflect the technical requirements that were updated in the *Societies Amendment Act*.

ii. *Rationale*

Although the amendments to the Act introduced by the *Societies Amendment Act* are not yet in force at the time of this Notice, the British Columbia Ministry of Finance has advised that it anticipates enacting one regulation by May 2023 to bring into force all outstanding amendments. Accordingly, the proposed Bylaw amendments described above reflect changes which are necessary or desirable as a result of the amendments to the *Societies Act* introduced by the *Societies Amendment Act*.

E. Other Housekeeping Amendments

1. *Electronic Meetings*

Bill 9 – 2021: Financial Statutes Amendment Act (No. 2), 2021 introduced the concept of “electronic meetings”, meaning a “fully electronic meeting” or a “partially

electronic meeting”. General meetings and meetings of directors may now be held by way of an electronic meeting. The Bylaws has been amended to reflect this new terminology and to incorporate the necessary changes to provisions regarding locations of meetings and electronic meeting information which must be included in notices of general meetings.

2. *Definition of “Associate Members”*

The word “that” has been deleted from the definition of “associate members” in section 1.1(a) of the Bylaws.

3. *Definition of “dependent”*

The words “resolution of the Board” in the definition of “dependent” in section 1.1(h) of the Bylaws has been replaced with “Board Resolution”.

4. *Definition of “directors”*

The words “elected or replacement” in the definition of “directors” in section 1.1(i) of the Bylaws has been deleted as it is not correct that directors are either elected or “replacement” directors. Per the proposed amendment to section 5.14 of the Bylaws, directors may be appointed to fill a vacancy following a general meeting, in which case the appointed director would not be a “replacement” director.

5. *Definition of “Group”*

It appears the definition of “Group” was partially deleted as part of previous Bylaw amendments. The previous definition of “Group” was:

“a person or group of persons as designated by [Board Resolution] consisting of one or more persons who are determined by the Board or its delegate to be otherwise eligible to be members of the Society and to receive benefits from the Society”.

This definition was reinserted in section 1.1(m) of the Bylaws.

The use of the word “group” in section 1.1(b) was capitalized.

6. *Ceasing to be Member*

Section 2.10(b) of the Bylaws, which states a person will cease to be a member of Pacific Blue Cross upon their death, has been revised to state a person will cease to be a member of Pacific Blue Cross upon their death if the person is an individual or, where the person is a partnership or corporation, upon the person’s dissolution. This reflects section 69(1)(d) of the Act.

7. *Removal of Gender Specific Terminology*

In alignment with other work undertaken by Pacific Blue Cross and the health benefits industry with respect to rendering documents more inclusive, such as governance documents, the language of the Bylaws was amended to remove gender specific terminology for more inclusive language.

8. *Amendment to Chair and Vice Chair Terms*

Section 9.1 was adjusted to a Chair and Vice-Chair term of 3 years, instead of 2 years, in order to align with Pacific Blue Cross's normal director term lengths and the internal governance policy on chair and vice-chair succession.

The full text of the special resolution to be presented at the meeting is attached to this Notice and is also available on Pacific Blue Cross's website at www.pac.bluecross.ca. The special resolution attaches as Schedule "A" a copy of the proposed revised Bylaws, and a tracked changes version of the proposed revised Bylaws has also been made available on Pacific Blue Cross's website at www.pac.bluecross.ca. The special resolution may not be amended.

Voting and Registration

Click here for more information on this year's [Voting Procedures](#).

Registration for members attending the Annual General Meeting will open at 4:30 p.m. PT on June 14, 2023 in the foyer of the offices of Pacific Blue Cross at 4250 Canada Way, Burnaby, British Columbia, and all members are reminded to bring proof of membership and photo ID to present at the registration desk.

Any further questions about Pacific Blue Cross's Annual General Meeting may be sent to the Corporate Secretary at corporatesecretary@pac.bluecross.ca.

Allison S. MacLean
Corporate Secretary