



**MINUTES OF THE SPECIAL GENERAL MEETING OF
PBC HEALTH BENEFITS SOCIETY (PACIFIC BLUE CROSS)**

ROOM 636, 4250 CANADA WAY, BURNABY, BC

ON MONDAY, APRIL 17, 2023

1. CALL TO ORDER & FIRST NATIONS LAND ACKNOWLEDGEMENT

The Chair, Mr. Brendan Dick, called the Special General Meeting to order and welcomed the members and guests of Pacific Blue Cross to the Special General Meeting.

2. FIRST NATIONS LAND ACKNOWLEDGEMENT

On behalf of the Board of Directors and Pacific Blue Cross employees, Brendan Dick acknowledged that the land on which we were gathering is the unceded traditional territory of the Coast Salish Peoples, specifically the shared traditional territories of the Squamish, Tsleil-Waututh, Musqueam, and Kwikwetlem First Nations.

3. REPORT OF THE CREDENTIALS COMMITTEE

Brendan Dick reported that proper notice of the Special General Meeting (“SGM”) had been given in accordance with the Bylaws. As there were more than 15 members in attendance, Brendan Dick declared a quorum present in accordance with Section 4.2 of the Bylaws.

4. APPOINTMENT OF RECORDING SECRETARY AND PARLIAMENTARIAN

Brendan Dick appointed Maeghan Kenney as Recording Secretary and Arpal Dosanjh as Parliamentarian for the proceedings.

5. ADOPTION OF THE RULES OF ORDER

Brendan Dick stated that the rules contained in Robert’s Rules of Order would govern the meeting as prescribed in the Bylaws and an abbreviated copy was included in the registration package for all members. He provided the attendees with instructions on how to vote on agenda items requiring approval.

6. ADOPTION OF AGENDA

Brendan Dick referred to the agenda that had been issued in advance of the meeting

It was **MOVED, SECONDED AND CARRIED** that the agenda be adopted.

7. PRESIDENT & CEO’S REMARKS

Sarah Hoffman welcomed members to the meeting, noting she had just joined Pacific Blue Cross three months prior, and was inspired by the passion, dedication, and expertise of Pacific Blue Cross’s

people, as well as the impact that its products and services had on the lives of members. Sarah Hoffman also highlighted the recent milestone of the ratification of a new five-year collective agreement with CUPE 1816 and thanked those involved in reaching the agreement. She also thanked former President & CEO, John Crawford, and the Executive Leadership Team for their efforts in ensuring a smooth and successful transition.

8. CHAIR REMARKS

Brendan Dick welcomed everyone to the SGM and to the presentation of the special business regarding the Pacific Blue Cross Bylaws.

9. APPROVAL OF THE MINUTES OF THE ANNUAL GENERAL MEETING HELD JUNE 15, 2022 – DEFERRED TO THE 2023 ANNUAL GENERAL MEETING

Approval of the Minutes of the Annual General Meeting held June 15, 2022 was deferred to the 2023 Annual General Meeting (“AGM”).

10. SPECIAL BUSINESS

Brendan Dick presented the special business on the agenda involving a special resolution to amend the Pacific Blue Cross Bylaws.

Brendan Dick provided an overview of the proposed amendments, which consisted of amendments to the limits on directors’ terms of office section, as well as the rationale for the proposed amendments, and answered questions from the members. Members were reminded that for a special resolution to be adopted, a majority of not less than two-thirds of the votes cast by members present and entitled to vote at the meeting was required.

10.1 Resolution amending the Pacific Blue Cross Bylaws

Two members made a request for a vote to be held on the special resolution by means of a secret ballot, which was allowed by section 4.13 of the Pacific Blue Cross Bylaws. Brendan Dick therefore appointed Peggy Cho, Peter Choi, and May Lanto as Tellers, and Alberta Monaghan as Chair of the Tellers.

Upon completion of the secret ballot process, Chair of the Tellers, Alberta Monaghan, delivered the following report of results:

Number of votes cast: 98
Number of votes necessary for adoption: 65
Number of votes for the special resolution: 23
Number of votes against the special resolution: 75
Number of spoiled/illegal votes: 0

Brendan Dick confirmed that there not being the majority required to adopt a special resolution, the special resolution was not carried.

Brendan Dick requested a motion that the ballots be destroyed thirty (30) days after the SGM.

It was **MOVED, SECONDED AND CARRIED** that all ballots be destroyed by Pacific Blue Cross thirty (30) days after the SGM.

10.2 Revised Pacific Blue Cross Bylaws — tracked changes version - for reference

9. NEW BUSINESS

Brendan Dick called for any new business that may properly be brought before the meeting. There was none.

10. DATE AND PLACE OF NEXT ANNUAL GENERAL MEETING

Brendan Dick noted that the next AGM of Pacific Blue Cross was scheduled for Wednesday, June 14, 2023 and would take place at the Pacific Blue Cross offices.

11. CLOSING REMARKS

On behalf of the Board of Directors, Brendan Dick thanked all Pacific Blue Cross employees for their time to help with organizing the registration and proceedings for the SGM. He also thanked the members for their attendance and participation.

12. ADJOURNMENT

The meeting was adjourned at 7:18 p.m.

Chair of the Board of Directors

Corporate Secretary