



FUSION CREDIT UNION LIMITED
Annual General Meeting
Wednesday, April 20, 2022
Roblin Community Centre, Roblin Manitoba

Minutes of the 4th Annual Meeting of Fusion Credit Union Limited held at the Roblin Community Centre, 55 6th Avenue NE, Roblin Manitoba, on Wednesday, April 20, 2022, 7:00 p.m.

Members in attendance

- There were 68 members in attendance in Roblin, 15 via video feed at the Brandon branch location, Unit E, 1212 18th Street Brandon, 17 via video feed at the Hamiota branch location, 50 Maple Avenue East, Hamiota, 39 via video feed at the Dauphin branch location, 505 Main Street North, Dauphin, for a total of 139 members in attendance.

O Canada

- Members were lead in the singing of “O, Canada”.

Call to Order

- Chairman, Guy Huberdeau welcomed everyone and called the meeting to order at 7:02 p.m.
- Chairman, Guy Huberdeau shared that the meeting locations of Roblin, Hamiota, Brandon, and Dauphin are located on Treaty 2 and 4 territories, the original lands of the Anishinaabek, Cree, Oji-Cree, Dakota, and Dene peoples, and on the homeland of the Metis Nation.

Proof of Due Calling

- Guy Huberdeau stated that as per the Fusion Credit Union’s By-Laws Sec 5.05, notice of the time and place of the AGM of members shall be given not less than 14 days and not more than 40 days before a meeting to each member entitled to vote at the meeting.
- Notice of meeting ads addressed to Fusion Credit Union members appeared in newspapers and radio as follows:
 - Brandon Sun – March 24th and April 2nd, 2022
 - Dauphin Herald – March 22nd and March 29th, 2022
 - Roblin Review – March 22nd and March 29th, 2022
 - Russell Banner – March 22nd and March 29th, 2022
 - Crossroads This Week – March 25th and April 1st, 2022

- 730 CKDM Radio- April 14th and April 15th, 2022
- Member notices were also posted on the Fusion website, on Facebook, and Instagram during the applicable time frame.
- Therefore, proper notice to members has been given.

Moment of Silence

- Chairman, Guy Huberdeau called a moment of silence for all those affected by the humanitarian crisis in Ukraine, and for all members who have passed away in the past year.

Introduction of Guests

- Chairman, Guy Huberdeau noted the invited guests that were in attendance for the Annual General Meeting and thanked them for their presence and continued support for Fusion Credit Union.

Recognition of Board

- Chairman, Guy Huberdeau thanked the Board of Directors for their hard work and dedication over the past year.
- Albert Paziuk was recognized for 45 years of service as a Director.
- Outgoing Director Margaret Hodgson was recognized for 10 years of service as a Director and was presented a retirement gift on behalf of Fusion Credit Union.

Rules of Order

- Chairman, Guy Huberdeau reviewed the rules of order for the meeting.
- Chairman, Guy Huberdeau introduced the moderators at the remote locations- Malorie Gauthier in Brandon, Greg Facey in Hamiota, and Susan Mervyn in Dauphin.

Appointment of Recording Secretary

MOTION 42-22 by Malorie Gauthier that Katrina Sigurdson be appointed as the recording secretary for the meeting, seconded by Oshane Haseley.

CARRIED

Approval of Agenda

MOTION 43-22 by Greg Facey that the agenda be accepted as presented, seconded by Katherine Woodley.

CARRIED

Approval of Minutes

MOTION 44-22 by Susan Mervyn that the minutes from Fusion Credit Union's 3rd Annual General Meeting dated April 20, 2021, be accepted, seconded by Kelli Zeiler.

CARRIED

Message from the Chairman

- Chairman, Guy Huberdeau presented the 2021 Annual General Meeting Chairman's Report.

Message from the CEO

- CEO Darwin Johns presented the 2021 Annual General Meeting CEO Report.

MOTION 45-22 by Richard Dereniwski that the Chairman's Report and the CEO Report be accepted as presented, seconded by Leanne DeVliegere.

CARRIED

2021 Year in Review

- Kelly Brook, Chief Financial Officer and Leanne DeVliegere, Chief Operations Officer, provided a review of Fusion in 2021.

Message from Credit Union Central of Manitoba

- Curtis Wennberg, CEO Credit Union Central of Manitoba, provided congratulations to Fusion Credit Union for the achievements throughout 2021. An overview of the credit union system in Manitoba over the past year was also provided.
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Appointment of Auditors

- Chairman, Guy Huberdeau called on Margaret Hodgson, Chairperson of the Audit and Risk Committee to do the appointment of Auditors.
- Margaret Hodgson indicated that one of the most important roles of the Audit and Risk Committee is to recommend an external auditor for the Credit Union.

MOTION 46-22 by Margaret Hodgson to approve the appointment of MNP as the auditors for Fusion Credit Union for the upcoming fiscal period, seconded by Richard Dereniwski.

CARRIED

Appointment of Directors

- Chairman, Guy Huberdeau called on Paul Orsak, Chair of the Nominating & Governance Committee to do the appointment of Directors.
- This year, the Fusion Board had two members whose terms were expiring- Richard Dereniwski, Fusion Northwest District & Margaret Hodgson, Fusion At Large.
- The nominations process requested that all interested parties submit an application by February 15, 2022, at midnight.
- Richard Dereniwski, District Fusion Northwest let his name stand for re-election and there were no nominations received. Margaret Hodgson, District At Large, did not let her name stand for re-election and five nominations were received in the Fusion At Large District.
- As per the process, the Nominating and Governance Committee completed a number of steps to determine eligibility, including a self-assessment of skillset, ensuring the nominee is a member in good standing, completing an in-person interview, and the completion of background checks including criminal record check, bonding application, credit check, and reference check.
- Two candidates subsequently chose to withdraw from the nomination process, and one candidate did not meet the criteria to become a director. The committee chose to endorse both remaining candidates, Jason Roblin and Harold Reid.
- An election was held online and in branch for members from March 28th to April 8th, 2022. On the second last day of the elections, official notice was received from candidate Harold Reid that he had chosen to withdraw from the nomination process due to unforeseen circumstances.
- The Nominating and Governance Committee notified the service provider of the election and requested that no online or paper ballots be tabulated, as the results became null and void. All online ballots were deleted and paper ballots were destroyed. As such, Jason Roblin was acclaimed to the open at-large seat.

MOTION 47-22 by Paul Orsak that Richard Dereniwski is the sole candidate for the three-year term to the Fusion Northwest District and Jason Roblin is the sole candidate for the three-year term to the Fusion At Large District, therefore the acclamation of Richard Dereniwski and Jason Roblin to the Board is hereby ratified, seconded by Melissa Rushton.

CARRIED

Amendment to Bylaws

MOTION 48-22 by Guy Huberdeau to approve the following amendments to the Fusion Credit Union by-laws, seconded by Erin McDuff:

- **Sections 2.02 and 2.03** amended to clarify what documents and records must be made available to the members for examination.
- **Sections 4.01, 4.02, 4.03, 4.04, 4.07, 4.08 and 4.09** amended. The Act requires that the by-laws shall provide for the qualifications, conditions, and method of applying for and terminating membership and associate status. This will be made clear within the by laws.
- **Section 6.02 and 6.05 amended.** Directors are required to comply with certain credit union policies, and those policies will be embedded into the by-laws for greater transparency. Additional director qualifications are also proposed. The by-laws must also provide for the

removal of directors. The Act specifies the ways a director may be removed from the board, and this is will be amended within the by-laws.

- Amendments to the Act which are not yet in force, will permit the board to appoint additional directors. The board has determined that it would like this flexibility, so once the amendments to the Act are in force, the Board is recommending the adoption of a new by-law to permit the appointment of directors by elected directors.
 - "Clean-up" amendments
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- A member questioned how many additional Board members would be appointed, and Chair Guy Huberdeau responded up to two additional Board members.

1 OPPOSED

CARRIED

Question Period

- Chairman, Guy Huberdeau asked for any questions from the floor.
- A member asked about the redemption of surplus shares, and what the future forecast and predictions of patronage looks like.
- A member asked about the recent staff turnover in the Dauphin.

New Business

- Chairman, Guy Huberdeau called for new business from the floor and there was no new business brought forward.

MOTION to adjourn at 8:08 p.m. by Margaret Hodgson.

CHAIRMAN

SECRETARY