



RESOLUTION OF THE BOARD OF DIRECTORS OF THE JEWISH GENERAL HOSPITAL FOUNDATION

2024 BYLAW AMENDMENTS

THAT it be and is hereby resolved that the following amendments be made to Article 4 of the Bylaw No. 2023 of the Foundation, as previously adopted on September 7, 2023 and confirmed on September 28, 2023:

1. Section 4.1 is hereby amended such that it shall now read as follows:

4.1.1. Committees of the Board

The Board, upon the recommendation of the Nominating Committee, may appoint from its directors one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board, except those which pertain to items which, under the Act, a committee of the Board has no authority to exercise. The Board shall appoint the chair of each committee. The Board, upon the recommendation of the Nominating Committee, may also appoint to such committees members who are not directors, provided that such individuals shall serve on the committee in an advisory capacity solely and, notwithstanding any other provision of this By-law, shall not be entitled to vote on any matters presented to the committee for approval, although their views shall be taken into account by the voting members of the committee in casting their votes. Except as may otherwise be determined by the Board, or as expressly provided otherwise below, the chair of each committee of the Board must be a member of the Board.

2. Section 4.2.1 is hereby amended such that it shall now read as follows:

4.2.1 Composition of the Audit Committee

The Board shall establish an audit committee, and appoint its chair, who shall be an independent member. An independent member for the purposes of this By-law is defined as an individual (whether or not a director) who is not an officer of the Foundation. This committee shall consist of its chair, the chair of the Board, the president and chief executive officer and the



treasurer, in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding ex officio members) appointed by the Board. The additional members need not be members of the Board. The majority of the committee members must be independent members and should have accounting or related financial expertise. The vice-president, finance and administration of the Foundation and one representative of the Centre intégré universitaire de santé et de services sociaux du Centre-Ouest-de-l'Île-de-Montréal (CIUSSS) (or its successor) finance department shall be ex officio members of this committee.

3. Section 4.2.2 is hereby amended such that it shall now read as follows:

4.2.2. Powers and Duties

The purpose of this committee is to assist the Board in the performance of its duties as they relate to safeguarding the Foundation's assets and the financial reporting processes, by overseeing the Foundation's relationship with its independent external auditor (the "Auditor"), by providing oversight to the Foundation's accounting and reporting process, including the Foundation's financial procedures and system of internal financial controls and the audit of the Foundation's financial statements, and by providing oversight regarding significant risks relating to financial matters and transactions. The Audit Committee shall report on such matters at each Board meeting.

4. Section 4.3.1 is hereby amended such that it shall now read as follows:

4.3.1. Composition of the Nominating Committee

The Board shall establish a nominating committee and appoint its chair. Unless determined otherwise by the Board, the immediate past chair of the Board shall serve as chair of this committee. This committee shall consist of its chair, the chair of the Board and the president and chief executive officer, in addition to a minimum of three (3) and a maximum of seven (7) additional members appointed by the Board. The additional members need not be members of the Board.

5. Section 4.4.1 is hereby amended such that it shall now read as follows:

4.4.1. Composition of the Investment Committee

The Board shall establish an investment committee and appoint its chair. This committee shall consist of its chair, the chair of the Board, the president and chief executive officer and the treasurer, in addition to a minimum of



three (3) and a maximum of seven (7) additional members (excluding ex officio members) appointed by the Board. The additional members need not be members of the Board. The vice-president, finance and administration shall be an ex officio member of this committee.

6. Section 4.6.1 is hereby amended such that it shall now read as follows:

4.6.1. Composition of the Human Resources Committee

The Board shall establish a human resources committee and appoint its chair. This committee shall consist of its chair, the chair of the Board and the president and chief executive officer, in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding ex officio members) appointed by the Board. The additional members need not be members of the Board. The vice-president, finance and administration shall be an ex officio member of this Committee. As employees of the Foundation, the president and chief executive officer and the vice-president, finance and administration shall abstain themselves from meetings and discussions that concern their position, performance and/or compensation and employment benefits. Otherwise than as provided above, all members of this committee shall be at arm's length from employees of the Foundation.

7. Section 4.6.2 is hereby amended such that it shall now read as follows:

4.6.2. Powers and Duties

The purpose of this committee is to establish and monitor the overall human resources policies and strategy of the Foundation. It is also responsible for a professional development plan for the senior management of the Foundation. This committee has responsibility for the development of the performance standards and the evaluation of the president and chief executive officer as well as the development of a succession plan for all senior management positions within the Foundation.

8. Section 4.6.3 is hereby amended such that it shall now read as follows:

4.6.3. Compensation Subgroup

The human resources committee shall establish a compensation subgroup consisting of the chair of the committee, the chair of the Board, the immediate past chair of the Board and the treasurer. The compensation subgroup shall have the authority to set the compensatory arrangements, including severance packages, in respect of the president and chief executive officer and to allocate funds for compensatory arrangements for



non-Foundation employees representing a financial commitment to the Foundation which do not exceed an aggregate of \$1,000,000, provided that any such compensatory arrangements for non-Foundation employees which exceed such threshold shall require the approval of the Board.

9. Section 4.7.1 is hereby amended such that it shall now read as follows:

4.7.1. Composition of the Governance Committee

The Board shall establish a governance committee and appoint its chair. This committee shall consist of its chair, the chair of the Board and the president and chief executive officer, in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding ex officio members) appointed by the Board. The additional members need not be members of the Board. The vice-president, strategy, governance and campaign operations shall be an ex officio member of this committee.

10. Section 4.8.1 is hereby amended such that it shall now read as follows:

4.8.1. Composition of the Strategic Planning Committee

The Board shall establish a strategic planning committee and appoint its chair. This committee shall consist of its chair, the chair of the Board, the president and chief executive officer and the treasurer, in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding ex officio members) appointed by the Board. The additional members need not be members of the Board. All members of the Senior Management Group of the Foundation shall be ex officio members of this Committee.

11. Section 4.9.1 is hereby amended such that it shall now read as follows:

4.9.1. Composition of the Fundraising Projects Review Committee

The Board shall establish a fundraising projects review committee and appoint its chair. This committee shall consist of its chair, the chair of the Board, the president and chief executive officer and the treasurer, in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding ex officio members) appointed by the Board. The additional members need not be members of the Board. All members of the Senior Management Group of the Foundation shall be ex officio members of this committee.

12. Section 4.9.2 is hereby amended such that it shall now read as follows:



4.9.2. Powers and Duties

This committee is charged with the general oversight of the fundraising projects and allocations process and advising the Board on fundraising priorities. In addition, this committee is authorized to make decisions on behalf of the Board on project requests from the Hospital, and to report its conclusions to the Board at its next meeting. Such decisions related to "Confirmed Commitments" (i.e., where the Foundation agrees to fund a project in advance of the funds being raised) shall not exceed \$5,000,000 per project.

13. Section 4.10.1 is hereby amended such that it shall now read as follows:

4.10.1. *Composition of the Financial Resource Development Committee*

The Board shall establish a financial resource development committee and appoint its chair. This committee shall consist of its chair, the chair of the Board, the president and chief executive officer and the treasurer, in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding ex officio members) appointed by the Board. The additional members need not be members of the Board. The vice-president and chief development officer and the vice-president, finance and administration shall be ex officio members of this committee.

THAT the aforesaid amendments be submitted to the next Annual General Meeting of the Foundation for ratification by the Trustees.