

# Notice of Annual Meeting of Members of Farm Mutual Reinsurance Plan Inc.

---

**Wednesday, March 25, 2020**

Grand Ballroom East, Sheraton Centre Toronto Hotel  
123 Queen Street West  
Toronto, Ontario



# Notice of Annual Meeting of Members of Farm Mutual Reinsurance Plan Inc.

Notice is hereby given that the 2020 Annual Meeting of Members of Farm Mutual Reinsurance Plan Inc., a corporation incorporated under the laws of the Province of Ontario, will be held at the Grand Ballroom East, Sheraton Centre Toronto Hotel on Wednesday, March 25, 2020 at 1:00 p.m. (EST), for the purpose of:

- a) approving minutes of the prior Annual Meeting of Members;
- b) receiving the financial statements for the year ended December 31, 2019, together with reports from the auditor and appointed actuary on those statements;
- c) electing directors; and
- d) appointing the auditor for 2020.

In accordance with corporate by-laws, only the information in the notice of the meeting may be transacted at the meeting.

By order of the Board of Directors,

Emily McHugh  
Corporate Secretary  
February 26, 2020

The annual statement of the company is available on the company's website at [farmmutualre.com/annual-reports/](http://farmmutualre.com/annual-reports/). A Member may obtain a printed copy of the annual statement in advance of the meeting by sending a written request to the company's head office at least 14 days before the date of the Annual Meeting.

The record date for Members entitled to vote at the annual meeting is January 2, 2020.

The meeting will be governed by "Call to Order". By-law Article III paragraph 2 states that voting at any meeting shall be by show of hands unless a poll vote is demanded, provided however that every election of directors shall be by ballot as required by the *Corporations Act*.

Because the Corporate Secretary has not received a request to conduct any voting by poll or ballot, voting will be conducted by a show of hands, except that voting for election of directors shall be conducted by ballot.

Minutes for Annual Meetings of members and Special Meetings of members are published on the company's website.



# Business of the Meeting

## Minutes of Prior Annual Meeting of Members

---

### Minutes of Prior Annual Meeting of Members

Farm Mutual Reinsurance Plan Inc. is not under any obligation, by legislation, by-laws or otherwise, for members to approve minutes of meetings of members. However, it is common and good practice to do so.

The minutes of the March 20, 2019 Annual Meeting of the Members of Farm Mutual Reinsurance Plan Inc. are attached as Appendix A. The Board of Directors recommends voting in favour of a motion that approves the minutes of the March 20, 2019 Annual Meeting of Members of Farm Mutual Reinsurance Plan Inc.

---

## Financial Statements

---

### Corporations Act

The *Corporations Act* (Ontario) requires that prior to the election of directors the annual statement shall be presented and read. The company's Annual Report, including audited financial statements for the year ended December 31, 2019 is made available to members in accordance with the *Corporations Act* (Ontario).

The Board of Directors recommends voting in favour of a motion that the requirements to present and read the annual statement for the year ended December 31, 2019 and the auditor's report thereon be waived.

---

## Election of Directors

---

### Company By-laws

The company's by-laws provide that the Board of Directors shall consist of twelve directors. One third of the directors shall retire annually, in rotation, and at every annual meeting one-third of the total number of directors shall be elected for a period of three years to fill the places of retiring directors.

---



---

All nominations for election of directors shall be received by the Corporate Secretary at least sixty days prior to the Annual Meeting or Special General Meeting called for the purpose of electing directors.

---

Expiring Terms

The terms of the following directors expire with effect at the conclusion of the March 25, 2020 Annual Meeting:

Nominating Committee	Name and other affiliation
A	Tom Oegema
B	Jill Chuli, Director, Caradoc Townsend Mutual Insurance Company <sup>1</sup>
C	Paul Vandembosch, Director, Middlesex Mutual Insurance Company
Board	Jill Taylor, Director, Tradition Mutual Insurance Company

Candidate Nomination

A candidate for nomination for election to a position on the Board of Directors must meet eligibility requirements under the *Corporations Act* (Ontario) and the *Insurance Act* (Ontario). Company by-laws specify that no person may be elected or acclaimed as a director for more terms than will constitute twelve years of service whether or not such twelve-year period is comprised of consecutive terms. In addition, a person may, with his or her consent in writing, be a director of the Company even though the person is not a director, officer, or member of a voting and participating Member. Consistent with guidelines established from time to time by regulatory authorities, the Board of Directors may establish additional qualifications and require assessment of a person's suitability and integrity to perform properly the duties of a director before that person may be appointed a director.

Expiring Term Date and Notification

All directors whose terms of office expire with effect at the conclusion of the March 25, 2020 Annual meeting are eligible under Farm Mutual Reinsurance Plan Inc. by-laws to be nominated to stand for election to another three-year term.

---

---

<sup>1</sup> Ms. Jill Chuli was elected in 2018 to replace retiring director Barbara Bethune. Ms. Chuli's nomination and subsequent election was misstated as a three (3) year term. Ms. Chuli was in fact only eligible for a two (2) year term to fulfill the remainder of Ms. Bethune's term. Ms. Chuli has fulfilled the remainder of Ms. Bethune's term and is now eligible for re-election for a three (3) year term.



**Nomination of Directors**

Under the procedures and conventions for recruiting and nominating persons for a position on the Board of Directors, the Board Nominating Committee is responsible for assessing a potential candidate’s suitability and integrity to perform properly the duties of a director before that person may stand for election to the Board of Directors.

The Corporate Secretary received the following nominations for a position on the Board of Directors:

Nominating Committee	Name and other affiliation
<p><b>A</b></p>	<p><b>Christine Van Daele, Officer, Westminster Mutual Insurance Company</b></p> <p><i>Ms. Van Daele spent her youth working on the family tobacco and turkey farm near Aylmer, Ontario. Ms. Van Daele began her insurance career immediately after university, first with Wellington Insurance. In 1993 Ms. Van Daele became the accountant at Westminster Mutual Insurance Company. In 2001 Ms. Van Daele was appointed to the role of President of Westminster Mutual Insurance Company.</i></p> <p><i>Ms. Van Daele was elected to the OMIA Board in 2009 and served as Chair in 2018. She chaired the Regulatory Review Committee and Data Strategy Committee and is a member of the Accounting Advisory Committee. She has also chaired a number of roundtables within OMIA and Cognition+ (formerly MCCG). She currently sits on the board of directors of Collectivfide Insurance Group Inc.</i></p> <p><i>Ms. Van Daele graduated from McMaster University with an Honours Bachelor of Commerce degree in 1990. Ms. Van Daele received her Certified Management Accountants designation in 1992.</i></p>
<p><b>B</b></p>	<p><b>Jill Chuli, Director, Caradoc Townsend Mutual Insurance Company</b></p> <p><i>Ms. Chuli’s career, spanning over 34 years, has been dedicated to the successful operation of small businesses in the agriculture and automotive industries. Ms. Chuli retired in 2018 as Secretary-Treasurer of Robert H. Laning &amp; Sons Limited, a family-owned farm equipment distribution company operating in Eastern Canada for over 50 years. Throughout her career, Ms. Chuli was also heavily involved in family-</i></p>



*owned Waterford Auto Centre Inc. (formerly Chuli's Chevrolet Oldsmobile Limited), operating in Waterford for 50 years.*

*Ms. Chuli was elected to the Board of Directors of Townsend Mutual Insurance Company in 2010 which amalgamated with Caradoc Delaware Mutual Insurance Company in 2018 to form Caradoc Townsend Mutual. Ms. Chuli currently serves as Second Vice-Chair of Caradoc Townsend Mutual and is a member of the Audit and Risk Management Committees. Ms. Chuli was originally elected to the board of Farm Mutual Re in 2018. Ms. Chuli is a director of United General Insurance Corporation. Ms. Chuli is also active in her community, as a member of 100 Women Who Care Norfolk, a volunteer organization raising money for local charities, as well as the Villa Nova Baptist Church.*

*Ms. Chuli graduated from Ryerson University Business Administration Program in 1984 and obtained her OMIA Director Certification in 2018.*

**C Paul Vandenbosch, Director, Middlesex Mutual Insurance Company**

*Mr. Vandenbosch practices law at Cram & Associates, a four-lawyer general practice law firm located in London, Ontario where he is also the managing/general partner specializing in corporate & commercial, wills & estates and real estate law.*

*Mr. Vandenbosch was elected to the Board of Directors of London Township Mutual in 1988 which amalgamated with McGillivray Mutual in 1998 to form Middlesex Mutual. He recently completed his fourth term as Chairperson of Middlesex Mutual. Mr. Vandenbosch was originally elected to the board of Farm Mutual Re in 2014. He is a former trustee of the Fire Mutuals Guarantee Fund and a former member of the Solvency Protection Committee. Mr. Vandenbosch is also a director of United General Insurance Corporation.*

*Mr. Vandenbosch attended the Ontario Agricultural College at the University of Guelph and subsequently transferred to and graduated from Osgoode Hall Law School at York University. He was Called to the Ontario Bar in 1984.*



---

**Board**      **Jill Taylor, Director, Tradition Mutual Insurance Company**

*Ms. Taylor has served as a director of Tradition Mutual Insurance since 2009. She was elected to the Farm Mutual Re board in 2017 and currently sits on the Investment Committee, Audit Committee, and Conduct Review Committee. Ms. Taylor is currently the President of the Farm Mutual Foundation. She is a member of the United General Insurance Company Board and sits on the Governance and Human Resources Committee.*

*Ms. Taylor continues to pursue higher education for her role as director through courses, including those at the Institute of Corporate Directors where she has completed short courses on Cyber Security and Audit Committee Effectiveness.*

*Ms. Taylor has a Business Administration Degree from Wilfrid Laurier University and holds her Chartered Insurance Professional and Fellow Chartered Insurance Professional with Risk Management designations through the Insurance Institute. Ms. Taylor has previous work experience in both the P&C industry and municipal risk management.*

The Board Nominating Committee determined that each of the persons nominated for election to a position on the Board of Directors meets the eligibility requirements under the *Corporations Act* (Ontario) and the *Insurance Act* (Ontario) and meets the eligibility requirements under Company by-laws. In addition, the Board Nominating Committee completed an assessment of each person's suitability and integrity to perform properly the duties of a director in accordance with the Company's *Assessment Policy* and found no matters of potential concern. Each nominee is either an officer or a director of a mutual insurance company that has entered into reinsurance contracts with Farm Mutual Reinsurance Plan Inc. which are material contracts of the mutual insurance company. The Nominating Committee of Farm Mutual Reinsurance Plan Inc. has determined that this is not a material finding and therefore all directors nominated are found to be independent.

---

**Nominee Term**

Each nominee is eligible for election as a director for a three-year term. The Board of Director's confirmed each person's nomination to stand for election to a position on the Board of Directors.

---



---

**Nominee Vote**

As the number of individuals nominated equals the number of vacancies on the Board of Directors and there being no further nominations as permitted by Company by-laws, the Board of Directors recommends voting in favour of a motion that the Corporate Secretary be instructed to cast a single ballot in favour of each of the nominated persons for election as a director for a three-year term.

---

## Appointment of Auditor

---

**Recommendation**

On the advice of the Audit Committee, the Board of Directors recommends voting in favour of the appointment of the firm of KPMG LLP, Chartered Professional Accountants as auditors of the company for the financial year commencing January 1, 2020 and ending December 31, 2020 and to hold office until the next Annual Meeting of members.

---

## Summary of Directors' Meetings and Attendance at Directors' Meetings

---

**2019 Board and  
Committee  
Meetings**

The number of directors' meetings and directors' committee meetings held during the financial year ended December 31, 2019 are as follows:

Meetings	No.
Board Meetings	9
<b>Committee Meetings</b>	
Audit Committee	3
Conduct Review Committee	3
Executive Committee	7
Nominating Committee	3

---



## Attendance

The table below shows the record of attendance by director at board meetings and committee meetings held during the financial year ended December 31, 2019.

Number of Meetings Attended/Number of Applicable Meetings					
Director	Board	Audit	Conduct	Executive	Nominating
Cameron, Cara	9/9	3/3	3/3	-	-
Chuli, Jill	9/9	-	-	-	-
Fehr, Valerie	9/9	3/3	3/3	-	-
Forbes, Ed	9/9	-	-	-	-
Gowan, Ross	9/9	-	-	7/7	3/3
Konecny, Kevin	9/9	3/3	3/3	-	-
Lincoln, Ross	2/2	-	-	1/1	-
Lodwick, Gord	9/9	-	-	-	-
MacFarlane, Derek	7/7				-
Oegema, Tom	9/9	-	-	7/7	3/3
Taylor, Jill	9/9	2/2	2/2	-	-
Vandenbosch, Paul	8/9 <sup>2</sup>	1/1	1/1	6/6	3/3
Whiting, Jeff	9/9	-	-	7/7	3/3

## Appendix A: Minutes of Prior Annual Meeting of Members

<sup>2</sup> Mr. Vandenbosch was unable to attend the brief reorganization meeting held immediately following the 2019 Annual Meeting of Members due to a family commitment.





Minutes of the Annual Meeting of the Members of FARM MUTUAL REINSURANCE PLAN INC. held on Wednesday March 20, 2019 in the Grand Ballroom East of the Sheraton Centre Toronto Hotel, 123 Queen Street West, Toronto, Ontario.

---

1.  
Call  
to  
order

The Chair called the meeting to order at 1:14 p.m. and stated that the meeting would be governed by the rules and procedures of “Call to Order”.

Notice of the Annual Meeting was circulated to voting and participating members in accordance with the *Corporations Act* and the Company’s by-laws. The Company’s by-laws provide that only the business stated in the notice for a meeting of members shall be transacted at the meeting of members.

As duly authorized representatives representing 51 percent or more of voting and participating members were present, a quorum existed and the Chair declared the meeting to be duly constituted.

---

2.  
Annual  
statement

The *Corporations Act* requires that prior to the election of directors, the annual statement shall be presented and read. The company’s Annual Report, including audited financial statements for the year ended December 31, 2018, was made available to members in accordance with the Act.

It was duly MOVED, SECONDED and CARRIED that the requirement to present and read the annual statement for the year ended December 31, 2018 and the auditors’ report thereon be waived.

---

3.  
Election  
of  
directors

The Chair advised the meeting that the company’s by-laws provide that the board of directors shall consist of twelve directors. One third of the directors shall retire annually, in rotation, and at every annual meeting one-third of the total number of directors shall be elected for a period of three years to fill the places of retiring directors.

All nominations for election of directors shall be received by the Corporate Secretary at least sixty days prior to the annual meeting or special general meeting called for the purpose of electing directors.

---

**Expiring terms**

The term of the following directors expires with effect at the conclusion of the March 20, 2019 Annual Meeting:

Nominating Committee	Name and other affiliation
D	Ed Forbes, Officer, Dufferin Mutual Insurance Company
G	Valerie Fehr, Officer, My Mutual Insurance Company
Board	Jeff Whiting, Officer, Ayr Farmers Mutual Insurance Company
Board	Kevin Konecny, Officer, Kent & Essex Mutual Insurance Company

In addition, the following director announced has announced his retirement from the Board of Directors with resignation effective at the conclusion of the March 20, 2019 Annual Meeting:

Nominating Committee	Name and other affiliation
Board	Ross Lincoln, Officer, Grenville Mutual Insurance Company

**Candidates for election**

The Chair advised the meeting that a candidate for nomination for election to a position on the board of directors must meet eligibility requirements under the *Corporations Act* and the *Insurance Act*. Company by-laws specify that no person may be elected or acclaimed as a director for more terms than will constitute twelve years of service whether or not such twelve-year period is comprised of consecutive terms. In addition, a person may, with his or her consent in writing, be a director of the company even though the person is not a director, officer, or member of a voting and participating member. Consistent with guidelines established from time to time by regulatory authorities, the board of directors may establish additional qualifications and require assessment of a person's suitability and integrity to perform properly the duties of a director before that person may be appointed a director.

**Expiring term and notifications**

The Chair advised the meeting that all directors whose terms of office expire with effect at the conclusion of the March 20, 2019 Annual Meeting are eligible to be nominated to stand for election to another three-year term. Mr. Ross Lincoln, Officer,



---

Grenville Mutual Insurance Company, has advised the Corporate Secretary that he will resign his position on the Board of Directors effective with the conclusion of the March 20, 2019 Annual Meeting.

---

#### Nominations

Under the procedures and conventions for recruiting and nominating persons for a position on the Board of Directors, the Board Nominating Committee is responsible for assessing a potential candidate's suitability and integrity to perform properly the duties of a director before that person may stand for election to the Board of Directors.

The Corporate Secretary received the following nominations for a position on the Board of Directors:

Nominating Committee	Name and other affiliation
D	Ed Forbes, Officer, Dufferin Mutual Insurance Company
G	Valerie Fehr, Officer, My Mutual Insurance Company
Board	Jeff Whiting, Officer, Ayr Farmers Mutual Insurance Company
Board	Kevin Konecny, Officer, Kent & Essex Mutual Insurance Company
Board	Derek MacFarlane, Director, Stanley Mutual Insurance Company

The Board Nominating Committee determined that each of the persons nominated for election to a position on the Board of Directors meets the eligibility requirements under the *Corporations Act* and the *Insurance Act* and meets the eligibility requirements under Company by-laws. In addition, the Board Nominating Committee completed an assessment of each person's suitability and integrity to perform properly the duties of a director in accordance with the Company's Assessment Policy and found no matters of potential concern. All candidates are independent. Accordingly, the Board of Director's confirmed each person's nomination to stand for election to a position on the Board of Directors.

---

#### Assessment

The Chair advised the meeting that the Board Nominating Committee determined that each of the persons nominated for election to a position on the board of directors meets the eligibility requirements under the *Corporations Act*, the *Insurance Act*, and meets the eligibility requirements under company by-laws. In addition, the Board Nominating Committee completed an assessment of each person's suitability and integrity to perform properly the duties of a director in accordance

---



---

with the company's Assessment Policy and found no matters of potential concern. Accordingly, the board of directors confirmed each person's nomination to stand for election to a position on the board of directors.

Each nominee is eligible for election as a director for a three-year term.

Each nominee is either an officer or a director of a mutual insurance company that has entered into reinsurance contracts with Farm Mutual Reinsurance Plan Inc. which are material contracts of the mutual insurance company.

---

Election  
by  
ballot

As the number of individuals nominated equals the number of vacancies on the board of directors and there being no further nominations as permitted by the company's by-laws,

It was duly MOVED, SECONDED and CARRIED that the Corporate Secretary be instructed to cast a single ballot in favour of each of the nominated persons.

---

Election  
declared

The Corporate Secretary cast a single ballot for each person nominated and the ballot was counted. Mr. Forbes, Ms. Fehr, Mr. Whiting, Mr. Konecny and Mr. MacFarlane were declared duly elected to a position on the board of directors for a three-year term.

---

Appointment  
of  
auditors

It was duly MOVED, SECONDED and CARRIED that the firm of KPMG LLP, Chartered Professional Accountants, are appointed as auditors of the Company for the financial year commencing January 1, 2019 and ending December 31, 2019 and to hold office until the next Annual Meeting of policyholders.

---

Adjournment

As all business on the agenda has been concluded, the Chair declared the meeting adjourned at 1:22 p.m.

---



Jennifer Allan  
Corporate Secretary

