

**Minutes of the United Way of Calgary and Area's Annual General Meeting  
Fiduciary Component – April 26, 2016, 7:30 a.m.  
Downtown Campus, University of Calgary - Events Centre 906 8 Ave SW**

**1. Welcome and Opening Remarks**

See non-fiduciary minutes.

**2. Call to order**

The fiduciary portion of the meeting was called to order at 7:30 a.m. A quorum was present. Bob Michaleski stated that each person who has made a financial contribution to UWCA between January 1, 2015 and December 31, 2015 is a member and is therefore entitled to vote on matters brought before the meeting. He also confirmed that notice of the meeting was published in the Metro News on April 4, 2016, in accordance with our by-laws. In order to expedite the meeting, specific individuals who are members and donors were requested to make certain motions at the appropriate time. Voting on all motions is by a show of hands.

**3. Approval of 2015 United Way of Calgary and Area's Annual General Meeting Minutes**

Minutes from the 2015 Annual General Meeting and the 2015 Audited Financial statements have been posted on the United Way of Calgary and Area's website and are also available in hard copy upon request.

**Moved** by Bob Michaleski and **seconded** by Lindsay Blackett to approve the minutes of the April 24, 2015 Annual General meeting as posted. **Carried.**

**4. Presentation of Financial Statements**

Marlie Burt, Chair of the Board Finance and Audit Committee presented the 2015 Audited Financial Statements. The 2015 condensed financial statements were included in the Annual Report at each seat. These statements were prepared by the finance staff at United Way and audited by our external audit firm, Deloitte. Deloitte has provided excellent service to United Way since 2000.

Thanks were expressed to the Deloitte audit team led by Harman Gill, Audit Partner as well as to United Way CFO Malcolm Gowie and his staff, and the members of the Board Finance and Audit committee, for their excellent work and due diligence in the effective stewardship of United Way's financial resources during 2015.

**Moved** by Marlie Burt and **seconded** by Alison Jackson that the Audited Financial Statements for United Way of Calgary and Area for the year ended December 31, 2015 be approved as presented. **Carried.**

**5. Appointment of Auditors**

**Moved** by Marlie Burt and **seconded** by John Masters that Deloitte be the appointed Auditors for United Way of Calgary and Area for the year 2016. **Carried.**

Thanks were also extended to the many workplaces that generously provide sponsorship donations to United Way. These sponsorships allow United Way to work cost-effectively and maximize investments into community.

**6. Board Governance and Development Committee Report**

Jeff Pearson, Chair of the Board Governance and Development Committee, stated that United Way Board Members are volunteers and reviewed their responsibilities. United Way of Calgary and Area is governed by an independent Board of Directors reflecting Calgary's diverse community members and workplaces. Members are generally nominated by current Board members and are elected for an initial three year term and one year renewals to a maximum of six years.

The Board Governance and Development Committee, chaired by the Past Chair of the Board, meets regularly and is responsible to ensure the Board is operating as it should, and recruiting and reviewing prospective candidates for the Board of Directors.

The slate presented to the Annual General Meeting was developed based on a matrix identifying skills required by the Board and taking into account such factors as the individual's commitment to United Way's mission; willingness to devote considerable volunteer time; years of volunteer service at UW and other organizations; and professional skills to assist in meeting United Way's strategic needs.

United Way's by-laws allow for nominations to be presented by members up to seven days prior to the date of the meeting. Each nomination must be supported by at least two members and show evidence that the nominee is prepared to serve as a Director. No nominations were received other than those presented by the Board Governance and Development Committee.

There are three nominees running for election to United Way's Board of Directors for an initial three-year term:

- Rachel Moore, VP Human Resources, Encana Services Company Ltd.
- Ken Skingle, Q.C., Partner, Felesky Flynn LLP
- Roc Spence, VP Global Business Development, Sales and Marketing, Seastar Chemicals Incorporated

**Moved** by Jeff Pearson and **Seconded** by Don Marchand that Rachel Moore, Ken Skingle, and Roc Spence be elected to the 2016 United Way of Calgary and Area Board of Directors for a three year term. **Carried.**

This year there are twelve nominations for re-election to the Board of Directors for an additional one year term:

- |                   |                          |
|-------------------|--------------------------|
| 1. Marlie Burt    | 7. Leslie O'Donoghue     |
| 2. Rod Gray       | 8. Jeff Pearson          |
| 3. Jason Hatcher  | 9. Sue Riddell Rose      |
| 4. Rich Kruger    | 10. Jaymal Ruparell      |
| 5. John Masters   | 11. Salimah Walji-Shivji |
| 6. Bob Michaleski | 12. Adam Waterous        |

**Moved** by Jeff Pearson and **seconded** by Vance Langford that Marlie Burt, Rod Gray, Jason Hatcher, Rich Kruger, John Masters, Bob Michaleski, Leslie O'Donoghue, Jeff Pearson, Sue Riddell Rose, Jaymal Ruparell, Salimah Walji-Shivji and Adam Waterous be re-elected to the United Way of Calgary and Area Board of Directors for a one year term. **Carried.**

Jeff Pearson explained that we have several individuals who sit on our Board as non-voting, ex-officio Board members because of their involvement in various aspects of our work.

- Jerrica Goodwin, Chair of our Gen Next initiative
- Judith (Judi) Hadden, Chair of our Women's Leadership Council
- Alexander (Alex) Shevalier, representing our Labour Partnership
- Mick Dilger and Deborah Yedlin, Co-Chairs of our 2016 Campaign
- Larry Macdonald, Board Member emeritus, and
- Heather Culbert, representative to United Way Worldwide.

**Moved** by Jeff Pearson and **seconded** by Gianna Manes that Jerrica Goodwin, Judith Hadden, Alexander Shevalier, Mick Dilger, Deborah Yedlin, Larry Macdonald and Heather Culbert be approved as ex officio members for 2016-2017. **Carried.**

Jeff announced that Bruce McFarlane has accepted the role of Board Vice Chair for 2016. Jeff recognized the ten members of the Board who have assisted United Way over the past year and who are continuing in their current term. They are: Dan Allen, Lindsay Blackett, Wayne Chiu, Alison Jackson, Dave Kelly, Vance Langford, Gianna Manes, Don Marchand, Bruce McFarlane and Phil Welch. Dr. Lucy Miller will also continue to serve on the Board as President of United Way of Calgary and Area.

#### **7. Tribute to Retiring Board Members**

Bob Michaleski, Board Chair, paid tribute to each of the three retiring Board Members and the three ex-officio members whose one year terms have ended. Ex-officio members recognized were Seyi Oyewumi (Chair of our Gen Next initiative), Brian Boulanger and Lorraine Mitchelmore (2015 Campaign Co-Chairs). Retiring Board members were Ellen Dungen, Barb Higgins, and Nick Johnson. Bob extended his sincere thanks to these individuals for their tireless commitment to United Way.

#### **8. Introduction of the Incoming United Way Board Chair**

Bob Michaleski introduced Sue Riddell Rose as the 2016 - 2017 Chair of the UWCA Board of Directors. Sue brings over 25 years of experience in the Canadian oil and natural gas industry and is President and CEO of Perpetual Energy Inc. Sue was Co-chair of UWCA's 2011 fundraising campaign and helped raise over \$54 million. Sue has served on several United Way Board Committees acting as Board Vice Chair and a member of the Governance and Development Committee and Strategic Planning Committee.

#### **9. Recognition of the Outgoing United Way Board Chair**

Sue Riddell Rose, incoming Board Chair, spoke briefly about her personal motivation to get involved in United Way. She then thanked outgoing Board Chair, Bob Michaleski for his tremendous commitment as Board Chair over the past year. Sue acknowledged Bob's leadership since 2010 when he was Co-chair of the General Oil and Gas Division prior to joining the Board in 2013. Bob has participated in, chaired or vice chaired many of the Board Committees over the years.

#### **10. Closing Remarks**

Bob Michaleski spoke about what he believed was achieved while Board Chair and thanked the Board members for their support, expertise, hard work and remarkable dedication of time. He also thanked the outstanding community volunteers, United Way staff and our many partners including agencies, workplaces and other organizations, which helped United Way deepen our impact in Calgary in 2015.

#### **11. Adjournment**

Bob Michaleski declared the fiduciary component of the AGM adjourned at 7:55 a.m.



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Non-Fiduciary Component - April 26, 2016, 7:30 a.m.  
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**1. Welcome and Opening Remarks**

Bruce McFarlane, Board member and in-coming Vice Chair of United Way of Calgary and Area, welcomed and thanked everyone for rising so early to attend the meeting and coming together to make such a difference for our city. Bruce shared that today is the launch of The Social Equation and introduced Bob Michaleski, Board Chair of UWCA to lead the fiduciary portion of the AGM.

**2. The Social Equation: Overcoming Poverty + Successful Kids + Strong Communities = A Great City for All**

President & CEO Dr. Lucy Miller and 2016 Campaign Co-chair Deborah Yedlin started the presentation with a video reminding everyone that "We Are All Calgary." Lucy shared some accomplishments from 2015 providing examples of the number of Calgarians who benefitted from programs and initiatives in our three focus areas of overcoming poverty, successful kids and strong communities. Lucy presented The Social Equation and together with Bruce and Deborah identified some of the 10 key facts and examples of actions anyone can take to achieve our goal of a great city for all. Bruce described his reasons for investing in United Way, and his goal of setting an example to young people, helping them become the next generation of philanthropists. Finally, Lucy reiterated the key areas United Way will be focusing on in 2016 – finding new approaches to help people overcome poverty by building their skills and knowledge through Financial Empowerment, building momentum of All In for Youth, and connecting Calgarians to resources and creating strong foundations through Community Hubs. Lucy concluded by asking everyone to take action by reading one copy of The Social Equation and then multiplying their impact by giving the second copy to someone else, and mentioned the full Community Impact report will be released in June 2016.

**3. Special Announcement**

Sue Riddell Rose announced that United Way of Calgary and Area President and CEO Dr. Lucy Miller will be retiring at the end of the year. The Board of Directors has chosen to appoint Karen Young, current Vice-President and COO, as the new CEO. The position of Vice-President and COO will be advertised externally.

Sue shared that Karen came to United Way from The City of Calgary where she served for 26 years as an award-winning, visionary leader. Her expertise in change management, strategic planning and policy, partnerships and community relations, program development and funding as well as her gift for building relationships will ensure Lucy's legacy and the work we have done together will continue.

Lucy thanked everyone for what they have brought to her life over the past years. She articulated how humbled she was by the generosity of Calgarians, and the passion and expertise of United Way partner agencies, and the leadership and commitment of our volunteers and staff. Lucy also gave a special thank you to her Executive Assistant, Fran Blacklaws.

**4. Closing remarks**

Karen gave thanks to the Board, Lucy, the United Way team, and all in attendance and reminded everyone that she will work shoulder to shoulder with Lucy to make the vision of The Social Equation a reality.

Bruce McFarlane thanked everyone for caring and being a critical part of The Social Equation.

**Adjournment**

The Annual General Meeting was adjourned at 8:25 a.m.