

Minutes of the United Way of Calgary and Area's Annual General Meeting
Fiduciary Component
April 27, 2015, 5:00 p.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 5:20 p.m. A quorum was present. Jeff stated that each person who has made a financial contribution to UWCA between January 1, 2014 and December 31, 2014 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 March 31, 2015, 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 2014 United Way of Calgary and Area's Annual General Meeting Minutes

Minutes from the 2014 Annual General Meeting and the 2014 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 Jeff Pearson and **seconded** by Wayne Chiu to approve the minutes of the April 9, 2014 Annual General meeting as posted. **Carried.**

4. Presentation of Financial Statements

Marlie Burt, Chair of the Board Finance and Audit Committee presented the 2014 Audited Financial Statements. The 2014 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.

Marlie noted that we have a rigorous process in place to ensure the best investment of resources into the community based on needs, research and funding as we are very serious about our responsibility to ensure donated dollars have the greatest impact on community. Program results are continuously monitored as our Board and staff take this responsibility very seriously. Outcome measurements, operating with sound business practices, accountability and stewardship are standards which we apply to ourselves and our partners with a strong governance of all matters.

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 2014.

Moved by Marlie Burt and **seconded** by Bruce McFarlane that the Audited Financial Statements for United Way of Calgary and Area for the year ended December 31, 2014 be approved as presented. **Carried.**

5. Appointment of Auditors

Moved by Marlie Burt and **seconded** by Adam Waterous that Deloitte be the appointed Auditors for United Way of Calgary and Area for the year 2015. **Carried.**

Thanks were also extended to the many workplaces that generously provide sponsorship donations to United Way. These sponsorships enable United Way to work cost-effectively and maximize investments into community. These companies are listed in the Annual Report and a full page thank you was published in the Calgary Herald on April 8, 2015. Thanks were extended to the Calgary Herald for their support.

6. Board Governance and Development Committee Report

Heather Culbert, Chair of the Board Governance and Development Committee, stated that United Way Board Members are volunteers and reviewed their responsibilities. Board members determine United Way's direction to ensure positive, sustainable impact is made in our community. They help to invest in the most effective partnerships to maximize cost-efficiency and results and they take responsibility for financial decisions and performance. She also provided an overview of the process of Board recruitment. United Way is governed by an independent Board of Directors reflecting Calgary's diverse community members and workplaces. Members are selected by current Board members and elected for an initial term of three years and then 1 year renewals to a maximum of 6 years.

The Board Governance and Development Committee, chaired by the Past Chair of the Board, meets regularly to review 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 six nominees running for election to United Way's Board of Directors for an initial three-year term:

- Dan Allen, Vice President of Business & Agriculture, ATB Financial
- Alison Jackson, Tax Partner, Ernst & Young LLP
- Dave Kelly, Partner, Kelly Brothers Productions
- Vance Langford, Partner, Field Law
- Gianna Manes, President and CEO, ENMAX Corporation
- Don Marchand, Executive VP and Chief Financial Officer, TransCanada Corporation

Moved by Heather Culbert and **Seconded** by Barb Higgins that Dan Allen, Alison Jackson, Dave Kelly, Vance Langford, Gianna Manes and Don Marchand each be elected to United Way of Calgary and Area Board of Directors for a three year term. **Carried.**

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

- Marlie Burt
- Ellen Dungen
- Rod Gray
- Nick Johnson
- John Masters
- Jeff Pearson
- Sue Riddell Rose
- Jaymal Ruparell

Moved by Heather Culbert and **seconded** by Joe Lougheed that Marlie Burt, Ellen Dungen, Rod Gray, Nick Johnson, John Masters and Jeff Pearson, Sue Riddell Rose and Jaymal Ruparell be re-elected to the United Way of Calgary and Area Board of Directors for a one year term. **Carried.**

Heather Culbert explained that seven individuals sit on our Board as non-voting, ex-officio Board members because of their involvement in various aspects of our work.

- Seyi Oyewumi, Chair of our Gen Next initiative
- Judith (Judi) Hadden, Co-Chair of our Women's Leadership Council
- Alexander (Alex) Shevalier, representing our Labour Partnership
- Brian Boulanger and Lorraine Mitchelmore, Co-Chairs of our 2015 Campaign
- Larry Macdonald, Board Member emeritus, and
- Heather Culbert, representative to United Way Worldwide.

Moved by Heather Culbert and **seconded** by John Masters that Seyi Oyewumi, Judith Hadden, Alexander Shevalier, Brian Boulanger, Lorraine Mitchelmore, Larry Macdonald, and Heather Culbert be approved as ex officio members for 2015-2016. **Carried.**

Heather announced that Sue Riddell Rose has accepted the role of Board Vice Chair for 2015. Heather recognized the 11 members of the Board who have assisted United Way over the past year and who are continuing in their current term. They are: Lindsay Blackett, Wayne Chiu, Jason Hatcher, Barb Higgins, Rich Kruger, Bruce McFarlane, Bob Michaleski, Leslie O'Donoghue, Salimah Walji-Shivji, Adam Waterous 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

Jeff Pearson, Board Chair, paid tribute to each of the 5 retiring Board Members and the 4 ex-officio members whose one year terms have ended. Ex-officio members recognized were Rachel Moore (Co-Chair Women's Leadership Council), Megan Marshall (Chair of our Gen Next initiative), Gianna Manes and Dave Kelly (2015 Campaign Co-Chairs). Retiring Board members were Ryan Bechard, Chris Burley, Chris Seasons, Joe Lougheed and Past Board Chair, Heather Culbert. Jeff extended his sincere thanks to these individuals for their tireless commitment to United Way.

8. Introduction of the Incoming United Way Board Chair

Jeff Pearson introduced Bob Michaleski as the 2015 - 2016 Chair of the United Way of Calgary and Area Board of Directors. Bob is the retired CEO of Pembina Pipeline Corporation and continues to serve as a Director on Pembina's Board as well as Essential Energy Services Ltd. and Coril Holdings Ltd. He is a proud supporter of the community, a significant donor and has provided his leadership to United Way of Calgary and Area since 2010 serving as co-chair of the General Oil and Gas Division. Bob joined the Board in 2013, has served on several Board committees, and has been our Vice Chair for the past year.

9. Recognition of the Outgoing United Way Board Chair

Bob Michaleski, incoming Board Chair, spoke briefly about his personal motivation to get involved in United Way. He then thanked outgoing Board Chair, Jeff Pearson for his leadership over the past year. Bob acknowledged Jeff's significant dedication and commitment to the United Way of Calgary and as someone who really cares and works hard to ensure Calgary is a place where people feel valued, live with dignity and contribute to our community.

10. Closing Remarks

Jeff Pearson 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 2014.

11. Adjournment

Jeff Pearson declared the fiduciary component of the AGM adjourned at 5:50 p.m.

1. Welcome and Opening Remarks

Jeff Pearson, Board Chair, United Way of Calgary and Area, welcomed attendees and shared that Larry and Gloria MacDonald have received the 2015 Alexis de Tocqueville award. They are the first recipients of this Award outside of the United States. A video of their award presentation from United Way Worldwide followed. Jeff introduced United Way of Calgary and Area's President and CEO, Dr. Lucy Miller. He thanked Lucy for her outstanding leadership in 2014.

Lucy Miller, President & CEO, United Way of Calgary and Area, thanked outgoing Board Chair Jeff Pearson for his leadership and commitment to our city.

2. Francis Lefavre Award Presentation

Lucy Miller explained the background and history of the Francis Lefavre Award. As this is a special year for United Way, Lucy described it as fitting that we recognize and celebrate two very special couples whose leadership and benevolence have played a critical role in United Way's success in our community. Jointly receiving the Francis Lefavre Award in 2015 are Heather and Michael Culbert and Sue and Mike Rose.

Heather and Michael Culbert have provided outstanding leadership on our Gen Next initiative, which supports the development of our city's next generation of community builders and philanthropists. Their generosity funded The Next, a leadership development initiative of Gen Next, and in 2014, the first Culbert Family Award for Philanthropy was introduced. Heather served as our Board Chair in 2013, a key year for the city and United Way as it was the year we experienced the flood. The Culberts have also made important contributions to the Alberta Cancer Foundation and SAIT.

Sue and Mike Rose have actively championed the Calgary Learning Village Collaborative to ensure the children and families in the Greater Forest Lawn area have access to the educational, recreational and family supports needed to thrive. This work is now informing the Calgary Poverty Reduction Initiative's Community Hub work.

Sue is also a Board member of United Way and in 2011 she took on the responsibility of Campaign Co-chair. In addition to all the Roses have done to support United Way, they have made important contributions to Queen's University, UNICEF and Alberta's Promise.

3. 2014 Address and Overview

Lucy shared with attendees that 2014 was a great year and at the AGM of our 75th year, we want to celebrate what it is that makes United Way so unique and integral to the success of Calgary. Lucy summarized qualities that distinguish our value add. Firstly, we are strategic in terms of identifying outcomes and we surround ourselves with the best volunteers, agencies, corporate and government partners, and staff. Our current Business plan has 4 goals and Lucy shared examples of how we are achieving each of the goals which are documented in our Annual Report. Accountability is the second quality that distinguishes United Way. We invest strategically in social change and monitor and report on those investments including the impact and the social return on investment. Thirdly, we are nimble and for 75 years we have grown with our city and the changing demands. For example, we connect and meet regularly with governments and monitor where others are investing to make sure there are no gaps, especially for our most vulnerable people. The fourth quality is our efficiency. Lucy highlighted that because we are strategic we are efficient. Our cost of fundraising is one of the lowest in the country and Money Sense Magazine gives us an A+ rating.

Vision for 2015

Lucy spoke about the current reality of the economic environment and that we are ready and equipped to respond to the circumstances that will emerge. She emphasized that we know the need in the community will increase and we will be there to meet it. Meeting greater needs also means being creative and innovative. A wonderful example of being creative is the launch of YYC Connects which is a website that connects corporate partners to the needs of our agencies.

Lucy highlighted that Campaign this year will be about asking people to step up and to be the voice of hope for those around us.

4. Closing remarks

Lucy invited everyone to join her in the reception area for a celebration of United Way's 75 years of investing in Calgary and reminded all to fill out the "dare" cards. The dare cards have on the front a truth about our city and on the back individuals are asked to do something that will help make our city great.

Shell Canada created a video with memories that celebrate United Way of Calgary & Area's 75 years in Calgary. Attendees were asked to send in photos or memories to UWCA at media@calgaryunitedway.org.

Lucy thanked everyone for caring and believing in our shared work. Shell Canada's video was shown.

Adjournment

The Annual General Meeting was adjourned at 6:15 p.m.