

UWCA Annual General Meeting

June 25, 2020 Fiduciary Minutes - DRAFT



United Way
Calgary and Area

1. Welcome

Beth Gignac welcomed everyone to the meeting and provided a land acknowledgement recognizing they are gathering virtually on the traditional land of the Blackfoot Confederacy, as well as Treaty 7 Territory which includes Kainai, Siksika, Piikani, Tsuut'ina, and Stoney Nakoda nations. She also acknowledged the Metis people, and the Inuit people who have made their home in Calgary.

2. Call to Order

Dan Allen, United Way of Calgary and Area Board Chair, called the fiduciary portion of the meeting to order at 8:03am. Quorum was present and Dan stated that each person who has made a financial contribution to UWCA between January 1, 2019 and December 31, 2019 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 Calgary Herald on May 30, 2020, in accordance with the bylaws. 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 will be done via the electronic voting portal.

Minutes of the 2019 Annual General Meeting and the 2019 Audited Financial statements were posted on the United Way of Calgary and Area's website.

MOVED by Dan Allen and **SECONDED** by Roc Spence, 'That the minutes of the April 25, 2019 Annual General Meeting be approved as presented.'

CARRIED

3. Finance

Ken Skingle presented the 2019 Audited Financial Statements and noted that they were prepared by the finance staff at United Way and audited by Deloitte.

MOVED by Ken Skingle and **SECONDED** by Kent Feguson, "That United Way of Calgary and Area's audited financial statements for the year ending December 31, 2019, be approved as presented."

CARRIED

Ken thanked Deloitte for providing outstanding service for 18 years as UWCA's auditors but informed that they have resigned. After the conducting a comprehensive search process for new auditors, the UWCA Board of Directors has recommend that PwC be appointed as auditors for 2020.

MOVED by Ken Skingle and **SECONDED** by Bruce McFarlane, "That PwC be appointed as auditors for United Way of Calgary and Area for 2020."

CARRIED

4. Governance

Rachel Moore, Chair of the Board Governance and Strategy 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 elected for an initial three-year term and then eligible to renew for a second three-year term.

Rachel noted that the slate presented to the members 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

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United Way and other organizations; and professional skills required to meet United Way's strategic needs.

The Board of Directors has also recommended the need to retain certain skills and expertise within the Board as it guides and supports management through the current uncertain times.

MOVED by Rachel Moore and **SECONDED** by John Rossall, "that the requirement that Directors of the Society be limited to serving two consecutive terms of three years, as set forth in Section 4.05(b) of the Society's Bylaws, be waived for the purposes of electing Directors at this Annual General Meeting, such waiver to apply until the termination of the next Annual General Meeting of the Society."

CARRIED

MOVED by Rachel Moore and **SECONDED** by John Rossall, "that Bruce McFarlane be elected to the 2020 United Way of Calgary and Area Board of Directors for an additional two-year term."

CARRIED

There are four nominees running for election to United Way's Board of Directors for an initial three-year term: Marc Joiner, Myrtle Engram, Nancy Foster and Stephanie Pankratz.

MOVED by Rachel Moore and **SECONDED** by Mike MacSween, "That Marc Joiner, Myrtle Engram, Nancy Foster and Stephanie Pankratz be elected to the 2020 United Way of Calgary and Area Board of Directors for a three-year term."

CARRIED

There are five nominations for re-election to the Board of Directors for an additional three-year term: Darwin Smith, Janet Drage, John Rossall, Mike MacSween and Trevor Wills.

There are three nominations for re-election to the Board of Directors for a remaining two-year term: Ken Skingle, Roc Spence and Rachel Moore.

There are two nominations for re-election to the Board of Directors for a remaining one-year term: Dan Allen and Vance Langford.

MOVED by Rachel Moore and **SECONDED** by David Smith, "That Darwin Smith, Janet Drage, John Rossall, Mike MacSween and Trevor Wills be re-elected to the United Way of Calgary and Area Board of Directors for a three-year term."

"That Ken Skingle, Roc Spence and Rachel Moore be re-elected to the United Way of Calgary and Area Board of Directors for a two-year term."

"That Dan Allen and Vance Langford be re-elected to the United Way of Calgary and Area Board of Directors for a one-year term."

CARRIED

Rachel Moore explained that there are several individuals who sit on the Board of Directors as non-voting, ex-officio Board members because of their involvement in various aspect of United Way's work.

Alec Clark and Beth Reimer-Heck, Co-Chairs of the 2020 Campaign

Alexander Shevalier, representing the Labour Partnership

Heather Culbert, representative to United Way Worldwide

Jason Hatcher, representative to United Way Centraid Canada

Larry Macdonald, Board Member emeritus

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MOVED by Rachel Moore and **SECONDED** by Marc Joiner, "That Alec Clark, Beth Reimer-Heck, Alexander Shevalier, Heather Culbert, Jason Hatcher and Larry Macdonald, be approved as ex-officio members for 2020-2021."

CARRIED

Rachel recognized that there are five Directors continuing in their current terms: Ashley Anderson, David Smith, Kent Ferguson, Seyi Oyewumi and Shane Fildes.

She announced that Dan Allen accepted the role of Board Chair in April and John Rossall was appointed to the role of Board Vice-Chair for 2020.

Karen Young will continue to serve on the Board as President of United Way of Calgary and Area.

Rachel paid tribute to each of the four Board members and one ex-officio member who are retiring. The ex-officio member recognized was Robb Hart, Chair of Gen Next. Retiring Board member are Noralee Bradley, Alison Jackson, Deborah Yedlin and Jason Hatcher.

Rachel introduced Dan Allen as the 2020-2021 Chair of the United Way of Calgary and Area's Board of Directors.

5. **New Chair Greetings**

Dan Allen spoke briefly about his personal motivation to be involved with United Way. He thanked Rachel Moore for her contributions as Chair for 2019.

6. **Question and Answer**

No questions were brought forward.

7. **Closing Remarks**

Dan Allen spoke about why United Way exists and how they have risen to the challenges brought on by the Covid-19 pandemic. He 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 the many partners including agencies, workplaces and other organizations that have helped United Way deepen its impact in Calgary over the past year.

8. **Adjournment**

Dan Allen declared the fiduciary component of the AGM adjourned at 8:29am