

UWCA Annual General Meeting

April 21, 2021 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 8:36am. Quorum was present and Dan stated that each person who has made a financial contribution to UWCA between January 1, 2020 and December 31, 2020 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 March 20, 2021, 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 2020 Annual General Meeting, the 2020 Audited Financial statements and proposed Bylaws were circulated to each registered attendee in advance of the meeting.

MOVED by Dan Allen and **SECONDED** by Seyi Oyewumi, "that the minutes of the 2020 Annual General Meeting be approved as presented."

CARRIED

3. Finance

Kent Ferguson, chair of the Finance, Audit and Technology Committee, presented the 2020 Audited Financial Statements and noted that they were prepared by the finance staff at United Way and audited by PwC.

MOVED by Kent Ferguson and **SECONDED** by Marc Joiner, "that United Way of Calgary and Area's audited financial statements for the year ending December 31, 2020, be approved as presented."

CARRIED

Kent thanked Virginia Baescu and her team and the PwC audit team. The UWCA Board of Directors has recommended that PwC be appointed as auditors for 2021.

MOVED by Kent Ferguson and **SECONDED** by John Rossall, "that PwC be appointed as auditors for United Way of Calgary and Area for 2020."

CARRIED

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

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There are four nominees running for election to United Way's Board of Directors for an initial three-year term: Alec Clark, Beth Reimer-Heck, Debasis Bhaumik and Pam Kazeil.

MOVED by Rachel Moore and **SECONDED** by Vance Langford, "that Alec Clark, Beth Reimer-Heck, Debasis Bhaumik and Pam Kazeil be elected to the 2021 United Way of Calgary and Area Board of Directors for a three-year term."

CARRIED

There is one nomination for re-election to the Board of Directors for an additional three-year term: Kent Ferguson and one nomination for re-election to the Board of Directors for an additional one-year term: Dan Allen.

MOVED by Rachel Moore and **SECONDED** by Roc Spence, "that Kent Ferguson be elected for an additional three-year term and that Dan Allen be elected for an additional 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.

Janet Soles and Michael Crothers, Co-Chairs of the 2021 Campaign

Alexander Shevalier, representing the Labour Partnership

Jason Hatcher, representative to United Way Centraid Canada

Larry Macdonald, Board Member emeritus

MOVED by Rachel Moore and **SECONDED** by Nancy Foster, "that Janet Soles, Michael Crothers, Alexander Shevalier, Jason Hatcher and Larry Macdonald, be approved as ex-officio members for 2021-2022."

CARRIED

Rachel recognized that there are fourteen Directors continuing in their current terms: Ashely Anderson, Bruce McFarlane, Darwin Smith, David Smith, Janet Drage, John Rossall, Ken Skingle, Marc Joiner, Mike MacSween, Nancy Foster, Roc Spence, Stephanie Pankratz, Trevor Wills and herself, Rachel Moore.

She announced that Stephanie Pankratz has accepted the role of Board Vice-Chair for 2021 and Karen Young will continue to serve on the Board as President and CEO of United Way of Calgary and Area.

Dan Allen shared that the Society Bylaws were reviewed and updated. The Board has reviewed and is recommending them for approval.

MOVED by Dan Allen and **SECONDED** by Bruce McFarlane, "that

1. The Amended and Restated By-Law No. 1 of the United Way of Calgary and Area, as presented to the members, are hereby approved.
2. The approval set out in resolution 1 shall be subject to any further changes to the Amended and Restated By-law as may be required by Canada Revenue Agency (CRA) or the Alberta Registrar of Corporations (the Registrar) upon filing of the Amended and Restated By-laws and the Amended and Restated By-law so revised as required by the CRA and/or the Registrar shall be deemed to be the Amended and Restated By-law approved by the members of the United Way of Calgary and Area, without any further action by the members.

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Calgary and Area

3. Any one director or officer of the UWCA is hereby authorized and directed to: (i) file, or cause to be filed, with the Alberta Registrar of Corporations a certified copy of the special resolution amending the By-laws of the United Way of Calgary and Area, along with the Amended and Restated By-law, (ii) file, or cause to be filed with the CRA, as required, the Amended and Restated By-laws; (iii) make such amendments to the Amended and Restated By-law as deemed necessary by the CRA and/or the Registrar; and (iv) execute any other documentation or take any such other actions as are deemed necessary or desirable by such director or officer, in his or her sole discretion, to give effect to the foregoing resolutions.”

CARRIED

5. Tribute to Retiring Board Members

Dan Allen paid tribute to each of the four Board members who are retiring: Shane Fildes, Seyi Oyewumi, Myrtle Sharkey and Vance Langford.

Dan introduced John Rossall as the 2021-2022 Chair of the United Way of Calgary and Area’s Board of Directors.

6. New Board Chair Remarks

John Rossall thanked Dan Allen for his contributions as the 2020 Chair and thanked all the donors for their support last year. He spoke briefly about his hope and optimism for the coming year.

7. Question & Answer

No questions were brought forward.

8. Closing Remarks

Dan Allen provided closing remarks reflecting on the past year through the pandemic and the successes United Way of Calgary and Area achieved. He thanked his fellow Directors, Karen Young and all the United Way staff for their support.

9. Adjournment

Dan Allen declared the fiduciary component of the AGM adjourned at 9:29am