

# UWCA Annual General Meeting

April 20, 2022 Fiduciary Minutes - DRAFT



**United Way**  
Calgary and Area

## 1. **Welcome**

Beth Gignac welcomed everyone to the meeting and provided an overview of the fiduciary content being presented along with relative meeting information on voting and Q&A's.

## 2. **Indigenous Opening and Prayer**

Elder Patrick Diagneault provided a blessing to open the meeting.

## 3. **Call to Order**

John Rossall, United Way of Calgary and Area Board Chair, called the fiduciary portion of the meeting to order at 11:06 am. Quorum of 20 members was present and John stated that each person who has made a financial contribution to UWCA between January 1, 2021 and December 31, 2021 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 on the United Way of Calgary and Area website on March 20, 2022, in accordance with the bylaws. 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 2021 Annual General Meeting, the 2021 Audited Financial statements and proposed Bylaws were circulated to each registered attendee in advance of the meeting.

**MOVED** by John Rossall and **SECONDED** by Bruce McFarlane, that the 2021 Annual General Meeting minutes be approved as posted.

**CARRIED**

## 4. **Finance**

Kent Ferguson, Chair of the Finance, Audit and Technology Committee, presented the 2021 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 Nancy Foster, that United Way of Calgary and Area's audited financial statements for the year ended December 31, 2021, be approved as presented.

**CARRIED**

Kent thanked Virginia Baescu, her team, and the PwC audit team. The UWCA Board of Directors has recommended that PwC be appointed as auditors for 2022.

**MOVED** by Kent Ferguson and **SECONDED** by Pam Kazeil, that PriceWaterhouseCoopers International Limited (PwC) be appointed auditors for United Way of Calgary and Area for 2022.

**CARRIED**

## 5. **Board Governance**

Dan Allen, 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.

Dan outlined the slate presented to the members which is developed based on a matrix identifying skills required by the Board and that considers such factors as the individual's commitment to United Way's

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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.

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

There are five nominees running for election to United Way's Board of Directors for an initial three-year term: Liz Stretch, Michael Crothers, Janet Soles, Naushad Jamani and Lillian Pan.

**MOVED** by Dan Allen and **SECONDED** by Rachel Moore, that Liz Stretch, Michael Crothers, Janet Soles Naushad Jamani and Lillian Pan be elected to the 2022 United Way of Calgary and Area Board of Directors for a three-year term.

**CARRIED**

There are two nominations for re-election to the Board of Directors for an additional three-year term: Ashley Anderson and David Smith

**MOVED** by Dan Allen and **SECONDED** by Ken Skingle, that Ashley Anderson and David Smith be elected for an additional three-year term.

**CARRIED**

Dan Allen explained that several individuals who sit on the Board of Directors as non-voting, ex-officio Board members because of their involvement in various aspects of United Way's work.

Lara Conrad, Co-Chair of the 2022 Campaign

Jason Hatcher, representative to United Way Centraide Canada

Larry Macdonald, Board Member emeritus

Alex Shevalier, representing the Labour Partnership

Johnathan Wright, Co-Chair of the 2022 Campaign

**MOVED** by Dan Allen and **SECONDED** by Stephanie Pankratz, that Lara Conrad, Jason Hatcher, Larry Macdonald, Alex Shevalier, and Jonathan Wright be approved as ex-officio members for 2022-2023.

**CARRIED**

Dan Allen recognized the twelve Directors continuing in their current terms: Debasis Bhaumik, Alec Clark, Janet Drage, Kent Ferguson, Nancy Foster, Marc Joiner, Pam Kazeil, Mike MacSween, Stephanie Pankratz, Beth Reimer-Heck, John Rossall, Darwin Smith. He announced that Kent Ferguson has accepted the role of Board Vice-Chair for 2022 and Karen Young will continue to serve on the Board as President and CEO of United Way of Calgary and Area.

## 6. Tribute to Retiring Board Members

John Rossall paid tribute to each of the five Board members who are retiring: Bruce McFarlane, Dan Allen, Roc Spence, Rachel Moore, Ken Skingle.

John introduced Stephanie Pankratz as the 2022-2023 Chair of the United Way of Calgary and Area's Board of Directors.

## 7. New Board Chair Remarks

Stephanie Pankratz reflected on the inspirational work of United Way and the journey that lead her to becoming the new Board Chair. She further indicated her vision and hope for the upcoming year.

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## **8. Question & Answer**

Questions were brought forward via Zoom chat and answers ensued.

## **9. Closing Remarks**

John Rossall provided closing remarks reflecting on the challenges still existing during the pandemic. He further acknowledged the donors, volunteers, partner agencies, fellow Directors, staff, and Karen Young for the successes achieved at United Way of Calgary and Area. John expressed his gratitude for his time and journey Chairing the Board.

## **10. Adjournment**

Beth Gignac declared the fiduciary component of the AGM adjourned at 11:45 a.m.

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