

UWCA Annual General Meeting

April 19, 2023 Fiduciary Minutes



United Way
Calgary and Area

1. Welcome

Gayle Burnett 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

Gayle Burnett provided the Land Acknowledged followed by Reg Crowshoe who provided a blessing to open the meeting with the help of Elder Francis Melting Tallow and Elder Ruth Melting Tallow.

3. Call to Order

Stephanie Pankratz, United Way of Calgary and Area Board Chair, called the fiduciary portion of the meeting to order. Quorum was achieved, and Stephanie stated that each person who has made a financial contribution to UWCA between January 1, 2022 and December 31, 2022 is a member and is therefore entitled to vote on matters brought before the meeting. She also confirmed that United Way has posted the minutes from the 2022 Annual General Meeting along with the 2022 Audited Financial Statements on its website. 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 Digital Joy.

MOVED by Stephanie Pankratz and **SECONDED** by Debasis Bhaumik, that the 2022 Annual General Meeting minutes be approved as posted.

CARRIED

4. Finance

Pam Kazeil, Chair of the Finance, Audit and Technology Committee, presented the 2022 Audited Financial Statements and noted that they were prepared by the finance staff at United Way and audited by PwC.

MOVED by Pam Kazeil and **SECONDED** by Kent Ferguson, that United Way of Calgary and Area's audited financial statements for the year ended December 31, 2022, be approved as presented.

CARRIED

Pam thanked Gayle Burnett and her team, and the PwC audit team. The UWCA Board of Directors has recommended that PwC be appointed as auditors for 2023.

MOVED by Pam Kazeil and **SECONDED** by Alec Clark, that PriceWaterhouseCoopers International Limited (PwC) be appointed auditors for United Way of Calgary and Area for 2023.

CARRIED

5. Board Governance

John Rossall, Chair of the Board Governance and Strategy Committee, spoke to the By-Law amendments that have been approved by the Board of Directors.

The proposed amendments to the By-laws will:

- *Enable the Board Chair and Vice Chair to be appointed for up to two years;*
- *Eliminate a formal role for the Past Chair; and*
- *Allow for a Board Member to be appointed for a term of up to two years following completion of two,3-year terms.*

As per Section 15(1) of the *Societies Act*, I would like to make a **MOTION that the Special Resolution of the Members, as presented, be approved.**

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BE IT HEREBY RESOLVED AS A SPECIAL RESOLUTION OF THE MEMBERS THAT:

1. The Amended and Restated By-Law No. 1 of the United Way of Calgary and Area, as presented to the members, is 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.
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.”

MOVED by John Rossall and **SECONDED** by Darwin Smith as per the above.
CARRIED

John moved on to the election of the new Board members; the appointment of one Board Member for an additional two-year term; the re-election of one board member; and the approval of our 2023-24 ex-officio Board members.

United Way board members are dedicated, volunteer community members who stand behind our vision of a city where everyone thrives and is treated equitably.

- Our board members lead in their workplaces and communities to support United Way’s positive, sustainable impact;
- They guide investment in the most effective and impactful partnerships to maximize cost efficiency and results; and
- They are accountable for financial decisions and performance.

United Way of Calgary and Area is governed by an independent Board of Directors reflecting Calgary’s diverse community members and workplaces. In general, members are nominated by current Board members, elected for an initial three-year term and then eligible to renew for a second, three-year term.

The **Board Governance and Strategy Committee** meets regularly and is responsible for ensuring the Board is operating as it should and recruiting and reviewing prospective candidates for the Board of Directors.

The slate presented to the AGM has been developed considering such factors as each individual’s:

- Commitment to United Way’s mission;
- Willingness to volunteer considerable time;

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- Years of volunteer service at United Way and other organizations; and
- Professional skills required to meet United Way's strategic needs.

Our by-laws state that Board Director nominations are 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 provide evidence that the nominee is prepared to serve as a Director.

No nominations are received other than those presented by the Board Governance and Strategy Committee.

The following nominees have been approved by the United Way's Board of Directors for an initial three-year term.

- Lara Conrad
- Shasta Kadonaga (pronunciation Kad-a-naga)
- Christy Morgan

MOVED by John Rossall and **SECONDED** by Marc Joiner that Lara Conrad, Shasta Kadonaga, and Christy Morgan be elected to the 2023-24 United Way of Calgary and Area Board of Directors for a three-year term.

CARRIED

John declared the list of nominees duly elected to the United Way's Board of Directors for three-year terms. He welcomed all three (3) to the Board!

John **MOVED** and Beth Reimer-Heck **SECONDED** that that Kent Ferguson be appointed for an additional two-year term.

CARRIED

There was one nomination for re-election to the Board of Directors for an additional three-year term and the appointment.

- Marc Joiner

MOVED by John Rossall and **SECONDED** by David Smith that Marc Joiner be re-elected for an additional three-year term.

CARRIED

John declared the nominees duly elected.

John highlighted individuals who sit on the Board as **non-voting, ex-officio Board members** because of their involvement in various aspects of our work.

They are:

- **Vivek Warrior**, Co-Chair of our 2023 Campaign
- **Jana Mosley**, Co-Chair of our 2023 Campaign
- **Jason Hatcher**, Representative to United Way Centraide Canada
- **Larry Macdonald**, Board Member emeritus
- **Alex Shevalier**, representing our Labor Partnership

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MOVED by John Rossall and **SECONDED** by Michael Crothers that Vivek Warriar, Jana Mosley, Jason Hatcher, Larry Macdonald, and Alex Shevalier be approved as ex-officio members for 2023-2024.

CARRIED

6. Tribute to Retiring Board Members

Stephanie Pankratz paid tribute to each of the six Board members who are retiring: Ashley Anderson, Janet Drage, Nancy Foster, Mike MacSween, Darwin Smith and John Rossall.

Stephanie Pankratz will be continuing as the 2023-2024 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. She expressed how honored and humbled she was for the opportunity to continue for another Board Chair term. She further indicated her vision and hope for the upcoming year.

8. Question & Answer

There were no questions brought forward from the Q and A portal.

9. Closing Remarks

Stephanie Pankratz provided closing remarks and thanked the United Way staff, board, donors, and partners in advance for working with her in the upcoming year and to continue to make strides in improving local lives.

10. Adjournment

Gayle Burnett declared the fiduciary component of the AGM adjourned at 5:20 pm.