

UWCA Annual General Meeting

June 6, 2024 Fiduciary Minutes

Lumi Experience Calgary, 14th Floor, Brookfield Place



United Way
Calgary and Area

1. Welcome

Rhonda Roth, Chief Impact Officer, welcomed everyone to the meeting and provided an overview of the fiduciary content being presented along with meeting information on voting and Q&As for attendees.

Rhonda provided a land acknowledgement.

2. Parallel Ways: Indigenous Opening

Dr. Reg and Dr. Rose Crowshoe welcomed everyone with an Indigenous opening and blessing.

3. Call to Order

Kent Ferguson, Board Vice Chair, on behalf of Stephanie Pankratz, Board Chair, called the meeting to order at 3:05 pm and confirmed that quorum was achieved.

Kent stated that each person who has made a financial contribution to UWCA between January 1, 2023 and April 24, 2024 is a member and is therefore entitled to vote on matters brought before the meeting. He also confirmed that United Way posted the minutes from the 2023 Annual General Meeting along with the 2023 Audited Financial Statements on its website. Voting on all motions was done via the Lumi electronic voting system.

MOVED by Kent Ferguson and **SECONDED** by Debasis Bhaumik, that the 2023 Annual General Meeting minutes be approved as posted.

CARRIED

4. Finance

Pam Kazeil, Chair of the Finance, Audit and Technology Committee, presented the 2023 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 Naushad Jamani, that United Way of Calgary and Area's audited financial statements for the year ended December 31, 2023, be approved as posted.

CARRIED

Pam thanked Bruce MacDonald, VP Finance, and the corporate services team, and the PwC audit team. The UWCA Board of Directors has recommended that PricewaterhouseCoopers be appointed as auditors for 2024.

MOVED by Pam Kazeil and **SECONDED** by Alec Clark, that PricewaterhouseCoopers be appointed auditors for United Way of Calgary and Area for 2024.

CARRIED

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5. Board Governance

Beth Reimer-Heck, Chair of the Governance and Strategy Committee, provided background information on the appointment of Board Directors.

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

- Ron Laing
- Brad Corson
- Vivek Warriar
- Shaheen Amirali

MOVED by Beth Reimer-Heck and **SECONDED** by Michael Crothers that Ron Laing, Brad Corson, Vivek Warriar and Shaheen Amirali be elected to the Board of Directors of United Way of Calgary and Area for a three-year term.

CARRIED

Beth declared the list of nominees duly elected as Board Directors of United Way of Calgary and Area for three-year terms. She welcomed all four to the Board.

The following Board Members were approved by the United Way's Board of Directors for an additional three-year term:

- Debasis Bhaumik
- Alec Clark
- Beth Reimer-Heck

MOVED by Kent Ferguson and **SECONDED** by Janet Soles that Debasis Bhaumik, Alec Clark and Beth Reimer-Heck be re-elected as Board Directors for an additional three-year term.

CARRIED

Kent declared the nominees duly elected for an additional three-year term and thanked them for continuing to serve on the Board.

Beth presented 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:

- Susan O'Brien, Co-Chair of our 2024 Campaign
- Jason Hatcher, Representative to United Way Centraide Canada
- Larry Macdonald, Board Member Emeritus
- Alex Shevalier, representing our Labor Partnership

MOVED by Beth Reimer-Heck and **SECONDED** by Lara Conrad that Susan O'Brien, Alex Shevalier, Jason Hatcher, and Larry Macdonald be approved as ex-officio members of the Board of Directors.

CARRIED

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Kent noted that the following thirteen members of the Board are continuing in their current terms:

Kent Ferguson	Stephanie Pankratz	Karen Young
David Smith	Janet Soles	Lara Conrad
Lillian Pan	Liz Stretch	Marc Joiner
Michael Crothers	Naushad Jamani	Shasta Kadonaga
Christy Morgan		

6. Tribute to Retiring Board Member

Kent paid tribute to Board Member Pam Kazeil who is retiring. Kent noted that she has been incredibly generous with her time over her years as a Board Member. Pam has always been a strategic thinker who initiates strong discussions with our Board, and it has been a real pleasure to work with her.

7. Francis Lefavre Award Presentation

Karen Young, President and CEO, provided background information on the Francis Lefavre Award and announced that the recipient of this year's award is Pam Kazeil. She noted that Susan and Chris, Lefavre family members, are in attendance virtually and she thanked them for taking the time to attend.

Karen provided comments, noting that Pam has been an exceptional volunteer and donor, exhibiting the spirit of Francis Lefavre. Karen presented Pam with the award and invited her to speak. Pam thanked United Way of Calgary and Area for honouring her with this award and for giving her the opportunity to work with an excellent group of people in the effort to find solutions to complex social problems.

8. Outgoing Board Chair Remarks

Karen expressed her personal thanks to Stephanie Pankratz for her leadership as Chair of the Board over the past two years.

Kent read remarks from Stephanie on her time as Board Chair. He also reflected on the amazing leadership qualities that from his perspective she brought to the Board. Kent thanked Stephanie for taking on her new role as Chair of the Audit, Finance and Technology Committee.

9. Incoming Board Chair Remarks

Kent noted that he is honoured to have served as Board Vice Chair and is looking forward to stepping into the Board Chair role. He noted that the organization is on a great path forward, commenting on how it has evolved from a fundraiser to a social impact organization. He thanked Karen and the management team for bringing together donors, corporate partners, agency partners, government and others to deepen our impact in the community.

10. Q&A

There were no questions from attendees.

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11. Closing Remarks

Rhonda provided closing remarks and thanked the members of United Way of Calgary and Area for their participation. She noted that this concludes the fiduciary component of the AGM. This was followed by remarks from the President and CEO looking back at the 2023 year and ahead to 2024-25.

The meeting adjourned at 3:55 pm.