

**United Way Centraide Canada (UWCC)
Annual General Meeting (AGM) Minutes
May 12, 2016 – Vancouver, BC**



1. Call to Order and Opening Remarks

Dennis Jackson, UWCC Board Chair called the meeting to order and welcomed Members to the 2016 UWCC AGM. He congratulated United Way Worldwide (UWW) and United Way Lower Mainland (UWLM) for a successful conference. He stated that the purpose of the AGM was to review the activities of the past year, elect UWCC Board Members and to vote on key issues of importance for the United Way Centraide (UWC) Movement.

Dennis Jackson took a few moments to recognize the situation in Fort McMurray and surrounding areas in regards to the wild fires and that Canadians have once again shown their compassion and support towards the community.

Dennis Jackson then introduced Marc Jolicoeur, legal counsel from Borden, Ladner, Gervais who was invited to assist with any process questions during the meeting and to oversee the voting procedures.

Dennis Jackson stated that he, along with other UWCC Board Members, was holding 77 proxies given by Members who were unable to be present. He then indicated that quorum was reached and that the meeting would be guided by Robert's Rules of Order.

2. Approval of the Agenda

MOTION

Moved by Kingsley Bowles, UWCC Board Member
Seconded by Rachel Larabie-LeSieur, UWCC Board Member

That the May 12, 2016 AGM Agenda be approved as circulated.
CARRIED.

3. Approval of the May 22, 2015 AGM Minutes

MOTION

Moved by Oryssia Lennie, UWCC Board Member
Seconded by Kelly Harrington, UWCC Board Member

That the Minutes of the May 22, 2015 AGM Minutes be approved as circulated.
CARRIED (6 abstentions).

4. Report from the UWCC Board Chair, Dennis Jackson and UWCC President & CEO, Jacline Nyman

Dennis Jackson highlighted some of the major activities of UWCC over the past year of UWCC including the renewal of the Membership Agreement, the dues formula, and the revised Transparency, Accountability and Financial Reporting (TAFR) Policy, and the engagement of

the Movement on these key initiatives. Jacline Nyman reported on the 5-Year Strategic Plan and on the accomplishments to this halfway point in the plan by UWCC in partnership with Members:

2014 & 2015

- ✓ **National Office** – re-organization and re-alignment of resources against Strategic Plan complete
- ✓ **Community Impact – Focus Area Framework** – research and communications complete
- ✓ **Learning & Talent Management** – leader’s forum 2014; national conference 2015; new CEO/ED orientation; campaign basics & major-gift training completed.
- ✓ **UWC Member Engagement Improvements** – Hill & Knowlton report & implementation complete
- ✓ **President’s Advisory Council** *transformation to Movement Advisory Council*
- ✓ **Business Intelligence Data** – dashboard creation for RD, CI & Membership data: training, data collection & reporting
- ✓ **211 National Funding** – federal government engagement phase 1
- ✓ **National Marketing & Communications Strategy** (project scoping & phases 1 & 2 implementation)
- ✓ **United Way Worldwide Membership** – review, decision & rapid-action implementation plan
- ✓ **State-of-the-Art Resource Development Strategy** (KCI research & report, phase 1 implementation including National Corporate Partnership Task Force (NCPTF) recommendations)
- ✓ **Movement Transformation Program** (*i.e. collaborative structures, amalgamations, Transformation Investment Fund (TIF)*) –Completion of Ontario Project; Strategy Development; TIF implementation phase 1 and support to UWCs

2016 (YTD)

- ✓ **UWCC Governance** – review complete
- ✓ **UWC Membership Accountability** (*Membership Agreement, Licensed Trademarks & TAFR renewal complete*)
- ✓ **Resourcing the UWC Movement** (*Dues formula renewal – phase 1*)

5. Treasurer's Report

Kingsley Bowles, on behalf of François Marcoux, provided the Treasurer's Report. He presented the financial activities and the audited financial statements for 2015. The audited financial statements are part of the 2015 Annual Report and can be accessed on the UWCC Website.

6. Appointment of Auditors for 2016

MOTION

Moved by Kingsley Bowles, UWCC Board Member
Seconded by Tammy Holland, UWCC Board Member

That KPMG be appointed as the Auditors for the 2016 fiscal year.

CARRIED (2 opposed, 2 abstentions).

7. Ratification of 2015-2016 Board of Directors' Actions and Decisions

MOTION

Moved by Oryssia Lennie, UWCC Board Member
Seconded by Rick Gibbons, United Way Centraide Ottawa Board Member

That all acts, contracts, by-law, proceedings, appointments, elections and payments enacted, made, done and taken by the Directors and Officers of the Corporation since the last Annual General Meeting of Members be hereby approved.

CARRIED (1 opposed, 1 abstention).

8. UWCC By-law Revisions – Special Resolution

Dennis Jackson informed the Members that over the course of the last two years, the Board of UWCC under the leadership of the Governance Committee has undergone a thorough review of its governance to ensure that the UWCC Board was effectively stewarding UWCC. As a result of this work, UWCC has reviewed its By-Law and proposed a number of changes that include:

- Revisions to the Officer of the Board positions;
- Revisions to the provisions on Committees of the Board;
- The inclusion of Arbitration Rules to guide issues and disputes between Members; and
- A variety of minor adjustments with respect to numbering, formatting and for clarification purposes.

All changes were highlighted in the AGM package.

MOTION

Moved by François Mercier, UWCC Board Member
Seconded by Kelly Harrington, UWCC Board Member

That the UWCC by-law be revised as presented.

CARRIED (1 opposed, 1 abstention).

**This motion required a majority of 2/3rd vote.*

9. Articles of Continuance – Amendment of Number of Directors – Special Resolution

Dennis Jackson stated that as part of the Governance review, there was an examination of the number of Directors required to effectively carry out the duties of the Board. As such, the Board is recommending a change to the Articles of Continuance to reflect a new range. The new proposed range is a minimum of 10 to a maximum of 15 Directors. The Board believes this change will produce a more efficient Board, while still ensuring it has the competencies required to effectively carry out the duties of the Board.

MOTION

Moved by Donald Lafleur, UWCC Board Member

Seconded by Oryssia Lennie, UWCC Board Member

That the Articles of Continuance for UWCC be amended to reflect that there be a minimum of ten (10) and a maximum of fifteen (15) Directors for UWCC.

Discussion:

Members enquired whether Labour still had a position on this smaller board, and whether diversity reflective of Canada will be accomplished with a smaller Board. D. Jackson advised that all positions on the UWCC board are competency based, and there are no ex-officio positions following changes to the Federal legislation, but labour competencies are still required by the board. D. Jackson also stated that the Board still strives to balance the cultural and geographic diversity with the need for the appropriate competencies to achieve the work of the Board.

CARRIED (1 opposed, 2 abstentions).

**This motion required a majority of 2/3rd vote.*

10. Governance Committee Report and Election for UWCC Board Members

Kingsley Bowles, Chair of the Governance Committee, provided a report on nominations to the UWCC Board. He stated that the Board of UWCC is committed to ensuring that it has the talent to provide strategic direction to the UWC Movement, ensuring necessary resources are in place to support this direction and providing effective risk management and oversight. He presented the new candidates and those that are renewing their terms.

MOTION

Moved by Kingsley Bowles, UWCC Board Member

Seconded by Tammy Holland, UWCC Board Member

That the following individuals be re-elected to the Board of Directors of UWCC for a three-year term ending in 2019: Yuri Fulmer, Kelly Harrington, Motilall Sarjoo and Dennis Jackson.

CARRIED (2 abstentions).

MOTION

Moved by Kingsley Bowles, UWCC Board Member

Seconded by Oryssia Lennie, UWCC Board Member

That the following individuals be elected to the Board of UWCC for a three-year term ending in 2019: Marlie Burt, Debra Pozega Osburn and Ayn Wilcox.
CARRIED (2 abstentions).

11. Approval of Number of Directors for 2016-2017

MOTION

Moved by Pierre Métivier, UWCC Board Member
Seconded by Motilall Sarjoo, UWCC Board Member

That the Board of UWCC recommends that the number of Directors shall be set at fifteen (15) for 2016-2017.

CARRIED (1 opposed, 2 abstentions)

On behalf of the Board Members and staff of UWCC, Dennis Jackson thanked the retiring Board Members for their dedicated service, their advice and counsel and for the commitment each individual has made for the Movement. Thank you Oryssia Lennie, Tammy Holland, Rachel Larabie-LeSieur and Kingsley Bowles!

12. Approval of Revised Transparency, Accountability and Financial Reporting (TAFR) Policy

Dennis Jackson thanked everyone for their input in the revision of the TAFR Policy which will ensure UWCs continue to comply with the General Accepted Accounting Principles and that UWCs are reporting in a consistent manner.

MOTION

Moved by Tammy Holland, UWCC Board Member
Seconded by Pierre Métivier, UWCC Board Member

That the TAFR Policy, Appendix E to the Membership Agreement be amended as presented.

CARRIED (3 opposed, 2 abstentions).

13. Endorsement of New Membership Agreement and Trademark License Agreement

Dennis Jackson stated that the next two motions are motions of support of the decisions made by UWCC Board. As a result, in his capacity as Chair and in accordance with section 14.6 of the By-Law, he requested that the motions required written ballots rather than a show of hands.

In regards to the new Membership Agreement, Dennis Jackson indicated that the document would be "evergreen" and that the Board will continue its deliberations with the comments and feedback it receives from the Membership.

MOTION

Moved by Kingsley Bowles, UWCC Board Member
Seconded by Motilall Sarjoo, UWCC Board Member

Whereas:

1. Following an extensive engagement process with UWC Members, the UWCC Board has adopted the 2016 UWCC Membership Agreement and 2016 UWCC Trademark License Agreement setting out the respective rights and obligations of UWCC and its Members;
2. The UWCC Board is seeking the support of the Membership for the new Membership Agreement and Trademark License Agreement (hereinafter referred to as the “2016 UNITED WAY CENTRAIDE CANADA Membership Agreement” and “2016 UNITED WAY CENTRAIDE CANADA Trademark License Agreement”) which were distributed to the Members together with the Notice of this Annual Meeting;
3. This agreement requires that, in order to be a Member of UWCC and to use UWCC’s Licenced Marks, each local organization will be required to enter into the 2016 UWCC Membership Agreement and the 2016 UWCC Trademark License Agreement with UWCC and abide by the terms therein;

Resolved, that the Members support the UWCC Board’s adoption of the new 2016 UWCC Membership Agreement and 2016 UWCC Trademark License Agreement as presented.

Discussion:

As proxy holder for Centraide du Grand Montréal (CGM), Rachel Larabie-LeSieur read a statement from CGM who proposed the following amendment:

1. *Whereas it is important and relevant to adopt clear and measurable Membership Requirements in order to minimize the potential risks to the United Way Centraide Canada trademark and to define common bench marks;*
2. *Whereas an extensive consultation exercise, in which the local United Way Centraides participated through the establishment of a committee that was diverse and representative of the movement, succeeded in outlining broad conformity guidelines for Membership Requirements;*
3. *Whereas this working committee did not address the Membership Agreement itself;*
4. *Whereas the Membership Agreement was forwarded to Members on April 21, and several Members have raised legitimate questions and concerns about the content and spirit of the document;*
5. *Whereas significant changes have been made to several articles of the Membership Agreement, including the Preamble and a new section on the Trademark License Agreement;*
6. *Whereas United Way Centraide Canada defines itself as a movement and, as such, identifies the role and place of each of its parties’ as well as the interrelationships between them, including the obligations of the national office towards its Members, of its Members towards each other, and of its Members towards the national office;*

It is proposed to:

1. *Split and separate the Membership Agreement from the Membership Requirements;*
2. *Vote for the approval of the Membership Requirements;*
3. *Extend the current Memberships Agreement until the 2017 Annual General Meeting of Members;*
4. *Review the proposed Membership Agreement to ensure that it reflects the federal nature of the movement, while continuing to provide the national office with the necessary tools and means to apply the new Membership Requirements.*

Dennis Jackson thanked Rachel Larabie-LeSieur and CGM for the document presented but given that the proposal was not an amendment but a new motion it was not accepted as it does fulfill the requirements for presenting motions to Members in the By-Law. It will however be considered by the UWCC Board following the AGM.

Marc Jolicoeur reiterated that the purpose of the vote today was to seek endorsement of the UWCC Board's decision to adopt the new Membership Agreement and that the Board was seeking Members' consideration as it is responsible for acting in the best interest of the Movement. All comments and feedback received at this meeting will be considered by the Board and the Board will decide following the AGM if the Membership Agreement will be sent to the Members for execution. He explained that an amendment to a motion could be considered, however, any amendment would have to be minor as the motion is simply asking Members for a show of support for the Board's decision to adopt the new Agreement as presented, and is not a motion to accept the agreement as presented. Any major changes would not be accepted.

Dennis Jackson encouraged Members to send their comments in writing to UWCC for the Board's consideration.

Susan Nicholson from United Way Kingston, Frontenac Lennox and Addington shared concerns about some of the language used in a number of articles in the Membership Agreement. These include: UWCCs authority to assign postal codes and geographic areas Members, elements of the compliance guidelines, and elements of authority contained in the review assessment and audit sections of the Agreement. Secondly, she asked if the motion could be amended to allow for more input from Members, deferred to a future date, or that the motion be withdrawn.

Dennis Jackson stated that given the relatively small number of Members present at the meeting, and that the motion concerns whether Members support the materials as presented to them, the request to defer or withdraw the motion would not be granted. The decision would be based on the motion as put forward. He thanked everyone for their thoughtful comments.

Results:

In favour = 76
Opposed = 22
Abstentions = 7
CARRIED.

14. Endorsement of New Membership Dues Formula

Dennis Jackson stated the process for the Membership Dues Formula would be the same as the Membership Agreement. He acknowledged the process of engagement with the Members and their feedback as well as those of the advisory group over the past year.

MOTION

Moved by François Mercier, UWCC Board Member

Seconded by Rachel Larabie-LeSieur, UWCC Board Member

Whereas:

1. Following an extensive engagement process with Members, the UWCC Board has determined an appropriate revised formula used to calculate Membership dues levied on Members;
2. The UWCC Board is seeking the support of the Members for the proposed changes to the current dues formula;
3. Members pay Membership dues annually to UWCC to support UWCC's costs in fulfilling its mission of supporting the UWC Movement in Canada including enhancing the UWC brand and protecting the UWCC licensed marks, all in accordance with the UWC 10-Year Strategic Directions and the UWCC 5-Year Strategic Plan;
4. Total Revenue for all UWCs is calculated in accordance with Article 1, Reporting Revenue, of the revised (2016) TAFR policy, distributed with the Notice of this Annual Meeting;
5. The UWW Supplemental Dues levied to support Membership in UWW are not included in the UWCC Membership dues calculation;

RESOLVED, That the Members support the adoption of a new UWCC Dues formula, effective as of the 2017 calendar year, set at the greater of 0.78% of each Member's annual Total Revenue or \$3,000 per year, but for each of calendar year 2018 and 2019, no Member shall be required to pay UWCC dues in excess of that levied for the 2017 calendar year.

Discussion:

Jerry Lambert of United Way of the Lower Mainland (UWLM) thanked everyone for attending the UWW Community Leaders Conference. He stated that the Board of UWLM voted unanimously against the proposed dues formula and that the formula should be tied to the fundraising successes of local campaigns only not total revenues and especially grants.

Catherine Campbell from United Way Greater Simcoe County also voiced her concerns in regards to the new formula, specifically around funds administered on behalf of a third party, i.e. government where there was no decision-making authority on the part of United Way and the monies were held effectively in trust.

Marylyn McLaren from United Way Winnipeg supports the work that has been done on the 5-Year Strategic Plan and the 10-Year Strategic Directions and voiced her support in favour of the new Membership dues formula.

Dennis Jackson thanked everyone for their comments and called the vote by written ballots.

Results:

In favour = 76

Opposed = 28

Abstentions = 1

CARRIED.

Dennis Jackson again thanked everyone for their comments and feedback and reminded the Members that the Board would be taking the votes as well as all other feedback under consideration following the AGM and before final decisions are made.

15. Other business

Not items were brought forward for other business.

16. Adjournment

Having concluded all of the Agenda items, Dennis Jackson thanked everyone for their participation and support. The 2016 UWCC AGM was adjourned at 1:15 p.m. Pacific Time.