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DU CANADA
ensemble pour tous

**Twenty-ninth (29th)
Annual General Meeting of the CFC Members
Friday, May 22, 2020
1:00-2:00 EDT**

Zoom meeting

Draft Minutes

Board of Directors Present

Bill Lockington, Board Chair
Rasool Rayani, Board Vice-Chair
Brian Toller
Brock Hart
Chandra Clarke
Diane Carey
Sally Ng
Victoria Grant
Angela Bishop
Deborah Duffy
Gordon Holley
Kevin McCort
Lisa Kolody
Renu Kapoor
Trisha Finnegan
Karen Bouchard
Julia Sanchez
Kevin Lamoureux
Andrea Dicks, President (non-voting)
Andrew Chunilall, Chief Executive Officer (non-voting)

Staff Present

JP Bervoets, Vice President
Sara Lyons, Vice President
Lesley Inglis, Director, Corporate Services
Carolyn Leslie, Events and Engagement Specialist
Dana Decent, Project Manager, Partnerships
Tracey Vavrek, Director of Learning
Michele Bridger, Manager, Investment Readiness Program
Jacqueline Reid, Communications Manager, Special Projects
Cindy Lindsay, Director, Learning and Network Engagement
Amanda Watkins, Communications Coordinator
Genevieve Vallerand, Director, Communications
Melanie Thomas, Senior Director, Emerging Opportunities

Members:

Representatives from 29 member community foundations with no votes by proxy.



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1. Welcome

Rasool Rayani, Board Vice Chair, welcomed everyone and called the meeting to order at 13:04 EDT.

It was noted that CFC's membership is uniquely composed of individual community foundations, and only those who represent a community foundation as an executive staff or Board member, or who have been appointed by proxy, may vote. It was affirmed that quorum had been met, with twenty nine (29) votes by members, and that there were no votes (0) by proxy as reported by the following Board of Director: Lisa Kolody.

2. Chair's Remarks

Rasool Rayani shared it is a unique experience to welcome everyone to the first fully virtual AGM. It is inspiring to blend the long standing tradition of the AGM with the relatively new tradition of meeting through a virtual platform. It is a testament to finding new ways to connect and fulfill our responsibilities to each other and our movement.

Rasool relayed that this was an opportunity for connection, sharing renewal and appreciation.

Rasool shared that he was deeply appreciative for the work of the network, each foundation serving our communities and supporting a time of great change and need.

Rasool expressed his gratitude for the work of the CFC team and the board.

Rasool acknowledged the contributions of outgoing Chair Bill Lockington. He shared that Bill had served on the CFC board since 2012 and in that time has been an inspired leader, contributor and mentor. Rasool highlighted Bill's shared knowledge through the teachings he shared in the masterclasses on governance and the far reaching contributions he has had on the leadership capacity in our movement. Rasool expressed a sincere and deep appreciation for his leadership, mentorship and thoughtfulness.

Acknowledgement that the 29th Annual General Meeting of the members was being conducted online.

On a motion by Chris Pegg and seconded by Wendy Rinella, it was acknowledged by the membership that the 29th Annual General meeting of the members was being held on line.

CARRIED

3. Approval of the Agenda



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On a motion by Chandra Clarke and seconded by Robert Simons, the agenda for the Annual General Meeting of the members was approved.

CARRIED

4. Minutes of the Twenty-eighth Annual General Meeting held on June 6, 2019 in Victoria, BC

On a motion by Nancy Farran and seconded by Chandra Clarke, the minutes of the 28th Annual General Meeting were approved as circulated.

CARRIED

5. Reflections from Co-Leadership

Rasool Rayani, hosted a conversation with Andrea Dicks, President and Andrew Chunilall, CEO that reflected on the last year. The questions focused on three themes: CFC's refreshed purpose statement, key shifts in communities in Canada and around the world, and some of the things that give them hope.

6. Audited Financial Statements for 2019

Lisa Kolody and Gordon Holley, Co-Chairs of the Finance and Audit Committee provided a brief update on the financial year up to December 2019 as well as some notable highlights.

On a motion by Karen Bouchard and seconded by Rebecca Hurwitz, the audited financial statements for 2019 were accepted as presented.

CARRIED

7. Appointment of Auditor for 2020

On a motion by Christine Aubry and seconded by Chris Pegg, BDO was appointed as the auditor for CFC for 2020.

CARRIED

8. Governance

Angela Bishop, Co-Chair of the Governance Committee, shared that the Nominations Committee undertakes a robust nominations process, including outreach to the movement, thoughtful consideration of each candidate, and interviews with the committee. Angela reported that the Nominations Committee had 19 highly qualified candidates from across Canada submit their name for a position on the Board.

Members were able to view the nominations report in advance of the Annual General Meeting. The bylaws allow a minimum of 14 board members and a maximum of 18 board members. It was reported that there are currently 16 board members returning including the following three (3) individuals up for re-election for a second three (3) year term:



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- Lisa Kolody (Windsor, Ontario)
- Renu Kapoor (Regina, SK)
- Karen Bouchard (Quebec, QC)

On a motion by Tony Mankowski and seconded by Nancy Farran, the following individuals were re-elected for a second three year term: Lisa Kolody, Renu Kapoor, Karen Bouchard.

CARRIED

The nominations slate further included recommendation of one (1) individual to be elected to the Board of Directors for a three-year term:

- Corey Mattie, Halifax, NS

On a motion by Nancy Farran and seconded by Gayle Barr, Corey Mattie was elected as a Director of CFC for a three-year term.

CARRIED

Brian Toller shared that part of the responsibility of the Governance Committee is to review Bylaws and policies. Brian relayed that the Board sets and monitors policies to safeguard the interests of the organisation and shared three bylaw amendments to be made regarding the following:

- Term of office for the Chair
- Term of office for the Vice Chair
- Term of office for all other Officers of the corporation

On a motion by Karen Bouchard and seconded by Tony Mankowski, the term of office of the Chair of the Board shall be for two years, or when a successor is elected, whichever last occurs—was approved.

CARRIED

On a motion by Terry Carroll and seconded by Lisa Kolody, the term of office of the Vice Chair is for one year, renewable for a second year. The Vice Chair elected in the second year of the current Chair's term is considered the incoming Chair—was approved.

CARRIED

On a motion by Lisa Kolody and seconded by Christine Aubry, all other officers, except the past Chair, shall hold office until either the officer's successor is appointed or the officer resigns and the Board, in its discretion, may remove any officer of the Corporation; officers who are also Directors of the Corporation shall not be entitled to any remuneration—was approved.

CARRIED

9. Other Business

- a) **Departing Directors:** Rasool Rayani, on behalf of the Board of Directors, expressed sincere appreciation for the exemplary leadership and continued commitment to the movement of two outgoing directors:



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Victoria Grant, Board Member and Past Chair and Julia Sanchez, Board Member.

b) **Annual Report:** Rasool shared the following highlights from the CFC 2019 Annual report:

2019 was an important year at Community Foundations of Canada - one in which, alongside the community foundation network, we deepened our work to build a future where everyone belongs - and laid an important foundation to collectively respond to critical challenges, like those we're facing in our communities today. Alongside partners and community foundations, we launched a number of strategic initiatives that are having an impact in communities from coast to coast to coast, and which show us what we can achieve when we work together as a movement. These included:

- The RBC Future Launch Community Challenge, which, with the support of 80 community foundations, is strengthening youth leadership in small and mid-sized communities across Canada.
- The Equality Fund, which is shifting power through philanthropy to the women's movements across Canada and globally.
- The Investment Readiness Program, which is helping social purpose organizations grow and thrive.

In June, we welcomed over 800 community foundation leaders to Victoria, British Columbia for #AllIn2019, where we explored how we can be *all in* on the issues that matter most and deepen our relationships with one another, and the environment.

Finally, we deepened our community knowledge as a movement in 2019 through initiatives like Vital Signs, and through a variety of efforts to align our local leadership with a global agenda - The Sustainable Development Goals.

Rasool emphasized that these efforts show that our strong network, working alongside exceptional partners, can advance outcomes that matter to our communities, to Canada and to the world.

Closing the Annual General Meeting, Rasool thanked the Board and staff at all community foundations for their hard work and contributions to the community foundation movement.

10. Adjournment

On a motion by Brock Hart and seconded by Diane Carey the Annual General Meeting was adjourned.

CARRIED