



COMMUNITY  
FOUNDATIONS  
OF CANADA  
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FONDATIONS  
COMMUNAUTAIRES  
DU CANADA  
*ensemble pour tous*

## Minutes of the Twenty-seventh Annual General Meeting of CFC Members Saturday, May 12<sup>th</sup>, 2018, 10:00am EDT

**Ontario Room**  
Saint Clair College Centre for the Arts  
Windsor, ON

### **Present:**

#### **Board of Directors**

Bill Lockington, Chair  
Rasool Rayani, Vice-Chair  
Angela Bishop  
Brian Toller  
Don Thurston  
Michael Buhr  
Jessica Labonte  
Kevin McCort

Lisa Kolody  
Renu Kapoor  
Sally Ng  
Spencer Duncanson  
Victoria Grant, Past Chair  
Ian Bird, President, ex-officio (non-voting)  
Andrew Chunilall, CEO, ex-officio (non-voting)

#### **Members**

Representatives from 3 member community foundations, with 18 voting by proxy.

#### **Staff**

Andrea Dicks, Chief Operating Officer  
JP Bervoets, Vice-President  
Sara Lyons, Vice-President

Laurel Carlton, Director, Leadership Initiatives & Governance  
Lesley Inglis, Director, Corporate Services

### **1. Welcome and Approval of the Agenda**

Bill Lockington, Chair of the Board of Directors, called the Annual General Meeting of the members to order at 10:00am EDT, acknowledging that the meeting would take place on the traditional lands of the Attawandaron, Anishnaabeg, and Haudenosauonee peoples. Bill went on to note that this would be the first annual general meeting during which members could listen-in through a Zoom connection. He thanked those who had joined remotely.

It was noted that CFC's membership is uniquely comprised of individual community foundations, and that 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 three (3) votes by members in person, cast by Lisa Kolody, Angela Bishop, and Kevin McCort, and eighteen (18) by proxy held by the following members of the Board of Directors: Victoria Grant (2), Kevin McCort (1), Spencer Duncanson (1), Don Thurston (1), and Angela Bishop (13).



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The agenda was considered as circulated.

On a motion by Lisa Kolody and seconded by Victoria Grant, the agenda for the Annual General Meeting of the members was approved.

**CARRIED**

## **2. The Chair's Remarks**

Bill reflected on the past year and CFC's commitment to inclusion, belonging, and reconciliation. It was noted that the moment of 'Canada 150' had offered an important leadership opportunity for CFC and individual community foundations, as communities in all parts of Canada grappled with the past and looked to the future. CFC worked to build inclusion and belonging through the 2017 Conference, the Community Fund for Canada's 150th and the Alliance 150, as well as through a range of partnerships including with Canada C3, the 4Rs Youth Movement, and the Circle on Philanthropy and Aboriginal Peoples in Canada. Looking to the future, Bill noted the ongoing leadership role for community foundations, and the opportunity to come together around emerging and complex issues, including the Sustainable Development Goals.

Bill went on to thank the entire CFC staff team for their excellent work, and thanked the leadership and staff at community foundations in all parts of Canada for contributing the strength of the community foundation movement.

## **3. Minutes of the Twenty-sixth Annual General Meeting held on May 12, 2017 in Ottawa, ON**

On a motion by Angela Bishop and seconded by Spencer Duncanson, the minutes of the 26<sup>th</sup> Annual General Meeting were approved as circulated.

**CARRIED**

## **4. Reflections from Co-Leadership**

Ian Bird, President, thanked Lisa Kolody for hosting the Annual General Meeting in Windsor, ON, and Lisa Kolody then went on to engage Ian and Andrew Chunilall, CEO, in a dialogue about their past year. Together, they reflected on the strength of the community foundation movement during its 25th anniversary year, highlighting the Community Foundations Conference and the impact of the Community Fund for Canada's 150th. It was also noted that 2017 had seen CFC's membership grow, with Onanole Foundation and the Yukon Foundation joining the movement, and new community foundations emerging, including the Wood Buffalo Community Foundation and



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Philanthropie Outaouais. CFC also built relationships in the North through 2017, as part of an exploration for the potential of an Arctic Communities Foundation. It was acknowledged that the movement continues to be characterized by a strong level of peer support.

Ian and Andrew reflected on the complexities of 2017, highlighting that CFC had navigated nuanced relationships including those related to reconciliation, diversity, social finance, and cultural intelligence. The organization had grown its global relationships through a range of opportunities including the WINGS Forum in Mexico City, and had begun to look to the United Nations Sustainable Development Goals as a unifying framework that connects the local and the global. With these complexities in mind, the Board of Directors of CFC had identified the importance of shared leadership, and had embraced a co-leadership model for both the staff and the Board leadership.

Looking to the future, it was noted that reconciliation would be a priority that would underscore CFC's work, as would cross-sectoral collaboration for the SDGs, backboneed by the engagement of partners through the Alliance 2030. Ian and Andrew acknowledged that CFC continues to learn about the changing nature of philanthropy in respect of demographic shifts, the implications of generational change, emerging technology, artificial intelligence, globalization, and cultural intelligence.

## **5. Audited Financial Statements for 2017**

Lisa Kolody, Co-Chair of the Finance and Audit Committee, presented the Audited Financial Statements up to December 31, 2017. Thanks was extended to Lesley Inglis, Director, Corporate Services, as well as Andrea Dicks, Chief Operating Officer, for their ongoing support to the committee.

On a motion by Lisa Kolody and seconded by Spencer Duncanson, the audited financial statements for 2017 were accepted as presented.

**CARRIED**

## **6. Appointment of Auditor for 2018**

On a motion by Lisa Kolody and seconded by Victoria Grant, BDO was appointed as auditor of CFC for 2018.

**CARRIED**

## **7. Governance**



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Brian Toller, Co-Chair of the Governance Committee, noted that it had been an active year for CFC's governance, as the organization had embraced co-leadership at the Board and staff levels. As part of this commitment to shared leadership, Brian tabled recommendations on behalf of the CFC Board of Directors that the CFC corporate bylaws be amended to align CFC's governance with its operational model by stipulating that:

- The roles of President and Chief Executive Officer may be held by one or multiple people, at the discretion of the Board of Directors;
- The individual(s) that hold the role(s) of President and CEO are Officers of the Board Directors, accountable to the Board of Directors; and
- Officers that are also Directors are not entitled to any remuneration.

The recommended amendments had been drafted with support from Miller Thomson LLP, and they had been circulated with the AGM package.

On a motion by Spencer Duncanson and seconded by Victoria Grant, the amendments to the corporate bylaws of Community Foundations of Canada were approved.

**CARRIED**

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 remote interviews of each individual shortlisted by the committee. Angela had observed the Nominations Committee over the year, and thanked Victoria Grant, Committee Chair, for her leadership.

Victoria Grant tabled the nominations slate, and thanked all members of the Nominations Committee for their commitment through the year.

The nominations slate included recommendation of six (6) individuals to be elected to the Board of Directors for a 3-year term:

- Brock Hart (Kitchener-Waterloo, ON)
- Chandra Clarke (Edmonton, AB)
- Diane Carey (Tracadie, NB)
- Julia Sanchez (Ottawa, ON)
- Kevin Lamoureux (Winnipeg, MB)
- Trisha Finnegan (Louisville, KY, USA)

The nominations slate further recommended that the following Directors be re-elected to the Board of Directors, to serve a second, three-year term:



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- Brian Toller (Ottawa, ON)
- Sally Ng (Fredericton, NB)

On a motion by Spencer Duncanson and seconded by Kevin McCort, the nominations slate was approved as circulated.

**CARRIED**

## **8. Other Business**

Bill Lockington noted that the CFC Board of Directors demonstrates leadership and a strong culture, and thanked the departing Board members for their commitment to CFC and to the community foundation movement:

- Jessica Labonte (2012-2018)
- Spencer Duncanson (2012-2018)
- Terry Cooke (2012-2018)
- Don Thurston (2012-2018)
- John MacIntyre (2015-2018)
- Yvan Gauthier (2017-2018)

Bill also offered his thanks to Victoria Grant, who had been the Chair of the Board of Directors from May 2015 to December 2017, and had led the organization through important shifts.

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

## **9. Adjournment**

On a motion by Angela Bishop and seconded by Don Thurston, the Annual General Meeting of the members was adjourned.

**CARRIED**