

UNIVERSITY OF TORONTO ALUMNI ASSOCIATION
MINUTES OF THE ANNUAL GENERAL MEETING
Saturday, June 3, 2017, 11:00 a.m.
Convocation Hall, 31 King's College Circle

Welcome

Scott MacKendrick, University of Toronto Alumni Association (UTAA) President, welcomed attendees to the 118th UTAA Annual General Meeting (AGM) and Alumni Celebration. He acknowledged the First Nations lands on which the University of Toronto campus sits.

Address by U of T President

Scott MacKendrick invited President Meric Gertler, the 16th President of the University of Toronto, to address attendees. President Gertler thanked Scott MacKendrick and the UTAA Board for their service to the University alumni community, and also welcomed the Celebration's keynote speaker, Mr. Brian Stewart.

President Gertler reviewed significant achievements at the University over the past year and cited a number of high-profile research and teaching infrastructure projects, such as the opening of the Jackman Law Building and the Vector Institute. In addition, the President stated that the University Boundless campaign reached its target of \$2 billion in December 2016, and that the University had set a new goal of \$2.4 billion to expand the campaign's impact.

President Gertler emphasized the role of alumni in the University's success and stated that this was the motivation for the University to conduct its inaugural Alumni Impact Survey.

The President also announced the beginning of the Landmark Project on the St. George campus. This historic initiative will change the landscape of King's College Circle and its immediate surroundings, ensuring that its key spaces are re-dedicated to the enjoyment of the University community by removing cars from the Circle, creating a pedestrian-friendly environment, and amplifying the Circle's green spaces. He announced that the campaign for the Landmark Project is officially being launched today; the University's fundraising goal for this project is \$20 million. He directed alumni to learn more about the project via the Landmark displays set up in Convocation Tent, Croft Chapter House, and Sidney Smith Hall.

President Gertler closed his address by once again thanking the alumni present for their dedication to the University.

Carl Mitchell Award for Community Engagement

Scott MacKendrick explained that this award was created three years ago as the Alumni Award for Community Engagement and recognizes exceptional volunteer service by University alumni in their broader communities. The award was renamed this year in honour of Carl Mitchell, a devoted alumnus who served as UTAA President from 2009 to 2011, and under whose leadership the Community Engagement initiative of the Association was established. He thanked Carl's wife, Margaret Shaw, and his children Nancy and Thomas, for being in attendance at the Alumni Celebration.

Scott MacKendrick announced this year's recipient of the Carl Mitchell Award for Community Engagement as Ms. Kimberley Tull, an alumna who earned her Bachelor of Arts from the University of Toronto Scarborough (2000), and her Master of Education from the Ontario Institute for Studies in Education (2013). Scott highlighted Kimberley's extensive community involvement, particularly her work with Black Pearls Community Services, where Kimberley has empowered countless young black women through academic and social programs.

A short video highlighting Kimberley's volunteer contributions was shown. Scott MacKendrick thanked Kimberley for her outstanding volunteer service to her community and announced that the UTAA would be donating \$1,000 to the Black Pearls Scholarship Fund in honour of the award recipient.

Business Meeting

1. Call to order

The Chair, Scott MacKendrick, called the business meeting to order at 11:05 a.m.

Scott MacKendrick introduced Olga Klenova from University Advancement as the recording secretary of the meeting.

2. Meeting Procedure

Scott MacKendrick reviewed meeting procedure as follows:

- Stated that the meeting would be conducted in accordance with the UTAA AGM Rules of Order as posted on the UTAA website. He introduced the scrutineers: Mariaveronica Barbuto and Jonathan Cheevers.
- Confirmed quorum, which in accordance with sub-section 6.07 (a) of the current UTAA By-Law, states that the presence of 100 members constitutes quorum for the transaction of business.

- Confirmed that notice of the meeting was communicated in accordance with the UTAA By-Law, Section 6.05: the UTAA Annual General Meeting was advertised in the Spring issue of the *University of Toronto Magazine*, on the alumni website, and in *News@UofT*, which is sent electronically to more than 220,000 alumni. An email invitation was sent to all alumni for whom University Advancement has email addresses, and the AGM was promoted via the Alumni Relations social media channels (Twitter and Facebook).
- Called upon Satpal McCaughey, a representative from University Advancement, to confirm that notice was given as described. She provided confirmation.

3. Minutes of the Previous Annual General Meeting

Scott MacKendrick informed members that the minutes for the meeting held on May 28, 2016, were posted on the alumni website in advance of today's meeting. Scott proposed that these minutes be taken as read and he asked for a motion to approve them. Moved by Fredrick Jackman (Trinity 1957)/Seconded by Peter Dadzis (UTSC 1977). Carried.

4. Reports, Elections and Appointments

Nominating Committee Report

Scott MacKendrick called on Tye Farrow, Chair, UTAA Nominating Committee, to present the Proposed Slate of Directors.

Tye Farrow stated that according to section 4.06 of the UTAA By-Law, the duty of the Nominating Committee is to recommend to each annual general meeting of the members a slate of those individuals it proposes as candidates for election as directors. In accordance with section 4.06, the proposed slate of directors was provided to the UTAA Secretary fourteen days prior to today's AGM. It was also posted on the alumni website along with other AGM materials. Tye presented the proposed slate of the 2017-2018 Board of Directors as follows, and invited members to stand as their name was called.

The following members will continue for a second year of a two-year term or are eligible to continue in an officer position and are not required to be elected:

Corwin Cambray – School of Graduate Studies (MsPl 1999)
 Sana Halwani – Law (JD 2004)
 Joshua Hunter – Law (LLB 2003), Rotman School of Management (MBA 2003)
 Melinda Jacobs – Trinity College (BA 2012)
 Pedram Kaya – University College (BCom 2006)
 Lesley Riedstra – New College (BA 1995)

The following members are proposed for re-election for a two-year term:

Dario Di Censo – University of Toronto Mississauga (BCom 1988)

Tye Farrow – Architecture (BArch 1987)

Susan Gillmeister – Victoria College (BA 1981)

Jeffrey Luciano – Rotman School of Management (MBA 2006)

Scott MacKendrick – Engineering (BASc 1982)

Geeta Yadav – University College (BSc 2003)

Tye Farrow reminded members that as per section 7.01 of the UTAA By-Law, the Officers of the Association are elected or appointed by the Board of Directors. He asked for a motion to approve the individuals nominated for re-election as directors, for a two-year term, as per the slate for 2017-2018. Moved by Colin Swift (New College 1980)/Seconded by Mary Spring (University College 1965). Carried.

At the conclusion of his report, Tye Farrow thanked the alumni members of this year's Nominating Committee – Marian Hebb, Peng Fu, Colin Swift and Andrew Szende.

Treasurer's Report / Appointment of Auditors

Scott MacKendrick called on Dario Di Censo, UTAA Treasurer and Director, to present the audited financial statements and address the appointment of auditors.

Dario Di Censo confirmed that the financial statements for the fiscal year ended on April 30, 2017, were reviewed and audited by Grant Thornton LLP, who issued their report dated May 11, 2017. Grant Thornton LLP indicated, without reservation, that the financial statements present fairly, in all materials respects, the financial position of the University of Toronto Alumni Association, and the results of its operations and cash flow for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations. These financial statements were posted on the UTAA website as part of today's meeting package.

The UTAA ended the year with a net income of \$99k after a loss of \$37k the previous year.

The change in the fair value of investments as at April 30, 2017 reflects an unrealized gain of \$62k compared to an unrealized loss of \$36k at the end of the prior year.

The Association awarded \$24k in prizes and scholarships in the current year (the same as last year), including a \$10k national scholarship.

With a cumulative Operating Fund Surplus of \$844k and portfolio investments of \$931k against current liabilities of \$17k, the Association is financially viable and has sustainable capital to chart future capacity-building.

Dario Di Censo requested a motion to approve the UTAA audited financial statements for the fiscal year ended on April 30, 2017, as presented. Moved by Linda Hazelton (Woodsworth College 1980)/Seconded by Ray Shugar (Dentistry 1968). Carried.

Dario Di Censo asked for a motion to reappoint Grant Thornton LLP as auditors for the UTAA for the 2017-2018 fiscal year and to authorize the Board of Directors to fix their remuneration. Moved by Anna Dohler (Woodsworth College 1997)/Seconded by Marian Hebb (Victoria College 1961, Law 1976). Carried.

5. Ratification of UTAA By-Law No. 2017-1

At this point, Scott MacKendrick called on Joshua Hunter, Secretary of the UTAA and Chair of the Policy Committee, to provide its report, specifically focusing on the proposed By-Law No. 2017-1.

Joshua Hunter advised members that Miller Thomson LLP was retained as legal counsel to advise on amendments to the UTAA by-law being presented for approval today.

Joshua Hunter explained that as a not-for-profit corporation, the UTAA is governed by the Ontario Corporations Act, and under that Act, by-laws are made by the Board of Directors, as was done at the UTAA board meeting on May 11, 2017. Following this, the by-law must then be submitted to the membership for approval at a general meeting by a special resolution that needs to be passed by two-thirds of those present and voting.

To provide context for the by-law amendments, Joshua Hunter stated that Ontario has enacted a new Not-For-Profit Corporations Act (ONCA) to modernize the law governing not-for-profit corporations. That Act will come into force in the next several years. The UTAA wants to ensure that its current by-law is updated in anticipation of requirements of the new Act. The by-law amendments also provided an opportunity for the UTAA to provide greater transparency on how the UTAA functions and to ensure the Association can continue to work effectively on behalf of its membership in the future.

Joshua Hunter advised that on Monday, May 29, 2017, the UTAA hosted an information session in order to provide members with an opportunity to learn more about the proposed by-law. An open invitation was communicated to all alumni via the Alumni Celebration evite sent out to all contactable alumni, as well as through the Celebration ad in the Spring issue of *U of T Magazine*.

The new general by-law, UTAA By-law 2017-1, has been drafted to comply both with the existing Corporations Act and with the new Not-For-Profit Corporations Act, which has been enacted but has not yet been proclaimed into force. By-law 2017-1 provides that all previous by-laws of the Corporation will be repealed without prejudice to any actions that were taken under the former by-laws.

Joshua Hunter moved that that it be resolved as a Special Resolution of the members that By-law 2017-1, being a by-law relating generally to the conduct of the business and affairs of the Corporation, be confirmed as a by-law of the Corporation.

Moved by Joshua Hunter (Law 2003, Rotman 2003)/Seconded by George Biro (Engineering 1967). Carried.

6. UTAA President's Report

Next, Scott MacKendrick delivered the President's Report, advising members that the entirety of the report has been posted on the alumni website. He started by thanking the 2016-2017 UTAA Board of Directors for their commitment and support of the Association's activities over the past year.

Scott MacKendrick addressed President Meric Gertler's earlier announcement regarding the University of Toronto's launch of the Landmark Project. He underscored the importance of this project in enhancing the landscape and the impact it will have on the lives of future students, alumni, staff, faculty, and residents of the city. He also stressed the key role alumni have historically played since the very early days of the institution in building and helping restore its most iconic buildings, including University College, Convocation Hall, and Soldiers' Tower.

Scott MacKendrick stated that the Landmark Project was a unique and significant opportunity to continue this long tradition of alumni support for the University and announced that the UTAA, in partnership with the University of Toronto, would be providing a lead gift to the Landmark Project in the amount of \$2 million. This gift is a partnership between the UTAA and the University, with the UTAA committing \$1 million and the University contributing the remaining \$1 million, which would come from a portion of unrestricted funds raised through the Boundless campaign.

7. Remarks

Scott MacKendrick invited President Meric Gertler to speak.

President Gertler thanked the UTAA for its generous gift to the University of Toronto and stressed the importance of the gift in inspiring more alumni to support this Project, as well as the impact the gift would make in shaping the campus landscape for the benefit of generations of individuals who will frequent it.

President Gertler invited the University's Chancellor, the Honourable Michael Wilson, to the stage to present brief remarks.

Chancellor Wilson thanked Scott MacKendrick and the UTAA for its gift to the Landmark Project and reiterated its significance in restoring King's College Circle as a pedestrian haven for all University community members.

He then thanked the alumni members present for their attendance at Spring Reunion and their continuing contributions to their alma mater and their communities. He remarked on the global and local accomplishments of University of Toronto alumni and the pride that this brought to the University.

Chancellor Wilson closed by congratulating Scott MacKendrick for his exceptional leadership of the UTAA and thanked the Board for their time and commitment over the past year.

8. Meeting Conclusion

Upon completion of the business portion of the meeting, Scott MacKendrick thanked guests for attending and asked for a motion to terminate the meeting. Moved by James Broughton (Victoria College 1967)/Seconded by Pamela McColgan (Social Work 1981). Carried. It was resolved that the meeting be concluded.