



The Architectural Conservancy of Ontario
 ANNUAL GENERAL MEETING OF THE MEMBERS
 Saturday September 11, 2021 TIME: 10:30 am EDT

By video conference: Amazon Chime Teleconference - to participate online with your computer or cellphone or tablet, click on <https://chime.aws/6416651128> Meeting ID 6416 65 1128 - to participate by telephone dial 1-437-266-0866

1. Welcome

- Quorum being established, the Chair called the meeting to order at 10:30 am and gave a land Acknowledgement
- COO explained Chime software for this meeting

2. Approval of Agenda

- No questions and no objections

Moved by Leslie Thompson, seconded by Eben Rawluk/Jocelyn Kent that the agenda be approved. CARRIED.

3. Approval of Minutes of 2020 AGM

- No questions and no objections

Moved by Eben Rawluk, seconded by Sandra Parks that the Minutes of 2020 AGM be approved. CARRIED.

4. Business Arising from the Minutes

- None

5. Reports

5.1 Chair's Report – ACO Year in Review – Visual Presentation

- Chair spoke about the accomplishments that ACO achieved during the last two years and presented a well put together slideshow, it will be posted to the ACO website

5.2 COO's Report

- COO said that working remotely for the last 18 months was difficult but staff have started to return to work at the office, Devorah Miller has left ACO and the remaining staff will share her workload until someone is hired to replace her

5.3 Treasurer

5.3.1 Approval of the audited financial statements for 2020

- There were no questions and no objections

Moved by Eben Rawluk, seconded by Diane Chin that the audited financial statements for 2020 be approved. CARRIED.

5.3.2 Appointment of the auditor for 2021 audit

- There were no questions and no objections

Moved by Eben Rawluk, seconded by Doug Evans that the appointment of Vloet and Kan LLP as auditor for the 2021 audit be approved. CARRIED.

6. Election of Board

6.1 Nominating Committee Report

The Governance and Nominating Committee of ACO assists the ACO Board of Directors and its Executive Committee in meeting its fiduciary oversight and related obligations in relation to governance matters.

This year the Governance and Nominating Committee added an assessment of governance performance indicators to its work plan. Of note, is that the Executive Committee is 100%:

- Aware of ACO policies and key documents,
- Has a basic knowledge of ACO governance,
- Fulfills its Duty-of Care (measured by meeting attendance)
- Understands that ACO is a charitable organization (measured by percentage who are donors)
- Are qualified members (percentage who are paid-up members)

When the whole board, both elected directors on the Executive Committee and branch representatives are considered together however, the scores are less than optimal.

The Governance and Nominating Committee recommends appointments to the Executive Committee on the basis of the board's skill and experience gaps. Annually we survey the whole Board and management to determine which competencies are a priority. Then, we ask the elected directors and branch representatives to anonymously self-assess themselves against the prioritized skills and experience. Comparison of both surveys informs the board of its competency gaps and determines the recruitment priorities for new board members. Like many charities, the one attribute we have prioritized but find difficult to recruit for is diversity.

6.2 Election of new members of the Board

- Article 2 of ACO's Bylaw stipulates that the ACO board be composed of Directors elected as Officers, Directors-at-large, an Ex-officio Director and Branch Representatives. The AGM package (posted on the website) includes biographical information for the elected Directors and ACO Executive Committee for 2021-2022.

Motion 1: Whereas the Architectural Conservancy Ontario (ACO) regards its governance and leadership practices as both critical to the fulfillment of its mandate and the sustainability of its relationships with stakeholders, and as a member-based organization, ACO's Bylaw and associated legislation call for the approval of Elected Directors by the membership.

Moved by: Leslie Thompson

Seconded by: Sarah Shepherd

Questions: none

Objections: none
Approved: carried

Motion 2: Whereas ACO's elected directors are elected for a two-year term for a maximum of three consecutive terms, I move that the membership approve the second terms of Bill Greaves and Marlee Robinson as Directors-at-large.

Moved by: Leslie Thompson
Seconded by: Tammy Dewhirst
Questions: none
Objections: none
Approved: carried

Motion 3: That the ACO board and membership extend its gratitude to Kae Elgie as Chair of the ACO board 2019 to 2021 for all her accomplishments as a leader and advocate.

Moved by: Leslie Thompson
Seconded by: Doug Evans
Objections: none
Approved: carried

7. New Business

- None

8. Adjournment of business meeting

- Chair moved adjournment at 11:04 am, seconded by Sandra Parks.
- Chair invited all to attend "Spark" ground-breaking presentations by up-and-coming heritage professionals Alex Robinson, Sean Blank and Larissa Ida