



OUTSASKATOON

AGM PROCESSES & GUIDELINES

Purposes of the AGM

The conduct of an Annual General Meeting serves several purposes, including:

- To report on various accountability measures from the Board to members, community, partners, funders, and stakeholders and to the community, including fiduciary/financial reporting, strategic reporting and other relevant matters.
- To appoint the Auditor for the coming financial year.
- The election of Directors to the Board in accordance with Bylaws, OUTSaskatoon.
- To seek approval of amendments to Bylaws, OUTSaskatoon.
- To enhance member and community engagement.
- To demonstrate compliance with regulatory requirements of *The Non-profit Corporations Act, 2022 (Saskatchewan)*; Bylaws, OUTSaskatoon.

Financial Reporting

- Presentation of the Audited Financial Statements (AFS)
- Appointment of the Auditor

Board Membership/Composition

- Description of recruitment process
- Elections

Bylaw Changes

- As needed, to seek changes to the bylaws.

Strategic Reporting

- Committees of the Board will report on their yearly priorities.

Timing of the AGM

Background

The AGM is a significant responsibility of the Board to exercise accountability for governance. It must be held in compliance with the *The Non-profit Corporations Act, 2022 (Saskatchewan)* and with the Bylaws of OUTSaskatoon. The relevant requirements from the Act and Bylaws are appended.

In planning for the AGM, the following principles apply:

- It is preferable to hold the AGM in a timely fashion following the financial year end, and no later than 15 months following the previous AGM, in accordance with *The Non-profit Corporations Act, 2022 (Saskatchewan)*.
- Our current Bylaws indicate that the AGM must be held within 15 months of the last AGM.
- It is recommended that the AGM date be determined collaboratively between the Board (specifically the Audit Committee), the Auditor and the Executive Director.



Assuming the AGM is held in June, the following guidelines may be useful (2023 date in parentheses):

Late May - Early June

1. Notice given to members, date of the AGM and Agenda for the AGM (no later than June 6, 2023)
2. If Bylaw amendments, distribute those along with the Notice of AGM and the Agenda.

Early June

1. Draft of AFS to Audit Committee (June 6, 2023)
2. Board consideration of the AFS
3. Board approval of the AFS (no later than June 12, 2023)
4. Committee Chairs prepare accountability/yearly reports.

Mid-June

1. Provide Members with access to AFS no later than 15 days prior to the AGM (June 13, 2023)

End of June

1. AGM (June 28, 2023)

AGM Roles and Responsibilities

Board:

- Board Chair will prepare Annual Governance Report
- Board Committees will prepare Annual Accountability Reports
- Audit Committee will:
 - Work together with the Board, Auditor and Executive Director (ED) to oversee the audit process, including reviewing the draft AFS.
 - Work together with the Board, the Auditor, and the ED to recommend an AGM date.
- With the ED, consider the nature of the AGM to support member and community engagement.
- Prepare a slate of candidates for Director positions in accordance with their assessment of needs.

Staff:

- Facilitate Audit process as soon as is possible following year end.
- Maintain an accurate record of membership, including contact information.
- ED will prepare Annual Operational Report
- Ensure Notice, Agenda and other relevant information is provided to members in accordance with the requirements of the Act and Bylaws
- Ensure that social media channels support awareness of and purposes of AGM.
- Collaboratively with the Board, will consider the nature of the AGM to support member and community engagement.

Members:

- Will review the Agenda, AFS and other meeting documentation.
- Will participate in dialogue, discussion, and voting.
- Offer feedback and advice to OUTSaskatoon regarding the AGM processes.

Recommendations:

1. The Board reviews the Bylaw requirement that the AGM be conducted in the month of June.
2. The Board develops a set of policies to address Board Composition, Recruitment, Orientation and Education.