NOTICE OF ANNUAL GENERAL MEETING OF THE MEMBERS

NOTICE is hereby given that the Annual General Meeting of the Members of IMAGINE CANADA (the "Corporation") is called for and will be held at Miller Thomson LLP (40 King Street West, Suite 5800, Toronto, ON) on the 14th day of June, 2017, at the hour of 4:00 pm (EDT) for the following purposes:

1. To receive the financial statements and Annual Report of the Corporation for the financial year ended December 31, 2016.

2. To elect Directors of the Corporation.

3. To appoint the Auditors of the Corporation for the ensuing year.

4. To transact such other business as may properly be brought before the meeting.

If you are attending, you must RSVP by no later than 5:00 pm EDT on Friday, June 9 and designate the voting representative by emailing eip@imaginecanada.ca with the name of the person and the name of the member organization he/she will be representing.

If you are unable to attend the meeting, you may complete and return the Proxy appointing your representative to vote at the meeting on your behalf and return same to the Secretary of the meeting prior to the commencement thereof.

DATED the 2nd day of May, 2017.

BY ORDER OF THE BOARD

Name: Owen Charters
Title: Chair, Board of Directors of Imagine Canada
Annual General Meeting of the Members of
Imagine Canada
4:00 PM EDT, June 14, 2017
40 King Street West, Suite 5800, Toronto (Ontario)

AGENDA

1. Welcome and call to order
2. Minutes of the June 2016 Annual General Meeting
3. Report from the Chair and the President & Chief Executive Officer
4. Financial statements and appointments of Auditors
5. Election of Directors
6. Other business
7. Adjournment
MINUTES of the Annual General Meeting of the Members of Imagine Canada held on June 15, 2016 at the Imagine Canada office, Toronto, Ontario.

1. CALL TO ORDER

Owen Charters, Chair of the Board of Directors, called the meeting to order. He confirmed that the Notice of Meeting had been duly sent to members on May 16, 2016 and reported that 6 proxies had been received and quorum was achieved.

It was moved by Derek Gent, seconded by Lynne Toupin, that the Agenda be approved as presented. CARRIED

2. MINUTES OF JUNE 2015 ANNUAL GENERAL MEETING

It was moved by Margaret Mason, seconded by Marlene Deboisbrinad, that the minutes of the Annual General Meeting of the members of Imagine Canada held on June 17, 2015 be approved as presented. CARRIED

3. REPORTS FROM THE CHAIR AND PRESIDENT & CEO

Owen Charters, Chair of the Board of Directors, congratulated the staff on a full and fantastic year that came with tough choices but also many achievements.

Bruce MacDonald, President & CEO, spoke to the annual report which is aptly titled, Focus. He echoes the chair’s remarks of the year being full of challenges but also great accomplishments. One of which was witnessing the resonance of Imagine Canada’s strategic plan with internal and external stakeholders. Bruce thanked the staff for a great year as well as the board for being active and engaged to demonstrate leadership to the sector.

4. FINANCIAL STATEMENTS AND AUDITOR APPOINTMENTS
Refat Jiwani, Chair of the Risk Management, Finance & Audit Committee, reported on the 2015 Financial Statements (hard copies were distributed at the meeting).

It was moved by Refat Jiwani, seconded by Margaret Mason, that the Audited Financial Statements for the year January 1, 2015 to December 31, 2015 be received as presented. CARRIED

It was moved by Refat Jiwani, seconded by Margaret Mason, that Collins Barrow Toronto LLP be appointed Auditors for the Corporation for the year ending December 31, 2016 and the board to approve compensation for the auditors. CARRIED

5. ELECTION OF DIRECTORS

Marlene Deboisbriand, Chair of the Governance and HR Committee, presented a slate of nominees for election and re-election as Directors that was approved.

It was moved by Marlene Deboisbriand, seconded by Derek Gent, and carried that the following persons be

elected to the Board of Directors of Imagine Canada for a three-year term (one candidate):

- Kevin McCort, President & CEO, Vancouver Foundation (Vancouver, BC)

re-elected to the Board of Directors of Imagine Canada for a three-year term (three candidates):

- Refat Jiwani, Chief Financial Officer, Aga Khan Museum (Toronto, ON)
- Mike Pedersen, Group Head Wealth Management, Insurance & Corporate Shared Services, TD Bank Group (Toronto, ON)
- Lynne Toupin, President, Interlocus Group (Shediac, NB)

6. OTHER BUSINESS

Owen Charters thanked the Board members for their service and commitment over the past year and acknowledged with appreciation the retiring Directors (Will Van Klooster, Stéphane Vaillancourt ).

7. AJOURNMENT

It was moved by Derek Gent, seconded by Lynne Toupin, that there being no further business, the meeting was adjourned.
The Nominating Committee is composed of the following members:

1. Owen Charters (ex officio), President & CEO, Boys and Girls Clubs of Canada; Board Chair, Imagine Canada
2. Kevin McCort, President & CEO, Vancouver Foundation
3. Lee Rose, Director, Community Knowledge & CKX Sherpa, Community Foundations of Canada
4. Lynne Toupin, President, Interlocus Group
5. Marlene Deboisbriand, Vice-President, Boys and Girls Clubs of Canada

There are fifteen positions on the Board. There are six positions to be filled in 2016. The Nominations Committee, following Board approval, recommends that the following people be elected to the Board of Directors at the June 13, 2017 Annual General Meeting:

**To be elected for a three-year term (three candidates):**

- Shachi Kurl, Executive Director, Angus Reid Institution
- Ronan Ryan, Chief Development Officer, Canadian Red Cross
- Lynne Skromeda, Executive Director, Winnipeg Folk Festival

*(click here to view Bios)*

**To be re-elected for a second three-year term (three candidates):**

- Marlene Deboisbriand, Vice-President, Boys and Girls Clubs of Canada
- Darlene Jamieson, Partner, Merrick Jamieson Sterns Washington & Mahody Barristers
- Margaret Mason, Partner, Charities + Tax-Exempt Organizations Bull Housser & Tupper LLP

**Directors continuing to serve in 2017-18 include:**

- Derek Gent, Executive Director, Vancity Community Foundation (Vancouver, BC)
- Katherine Hay, President & CEO, Women's College Hospital Foundation (Toronto, ON)
- Refat Jiwani, Chief Financial Officer, Aga Khan Museum (Toronto, ON)
- Pascal Lépine, président fondateur, d'Atypic (Île des Sœurs, QC)
- Allan Northcott, Vice-President, Max Bell Foundation (Calgary, AB)
- Mike Pedersen, Group Head Wealth Management, Insurance & Corporate Shared Services, TD Bank Group
- Lynne Toupin, President, Interlocus Group
Shachi Kurl  
Angus Reid Institute  
Vancouver, BC

As Executive Director of the Angus Reid Institute, Shachi Kurl can be found offering analysis on CBC’s “At Issue,” Canada’s most-watched political panel, as well as in The Globe and Mail, the National Post, and other influential forums. At the Institute—one of North America’s premier nonpartisan, not-for-profit research and public opinion polling organizations—she works to further public knowledge, debunk myths, and contribute to debate and discussion in meaningful ways, enhancing the understanding of issues that matter to Canada and the world. She brings nearly two decades of public policy expertise to her role, spending the first part of her career as political reporter.

Kurl is a recipient of the prestigious Jack Webster Award for Best TV Reporting. Along with former Australian and UK Prime Ministers Julia Gillard and Margaret Thatcher, she is an Alumnus of the US State Department’s International Visitor Leadership Program. Her expertise has been sought by policymakers who have invited her to testify before parliamentary committees at the House of Commons. She holds a degree in Journalism and Political Science from Carleton University.
Ronan Ryan
Canadian Red Cross
Toronto, ON

Ronan Ryan is Chief Development Officer of the Canadian Red Cross. Ronan is a fundraising and marketing professional with 17 years in the not-for-profit sector and has served as a C-level executive in a number of organizations.

From 2010 to 2015, Ronan was Head of Communications and Fundraising at the Irish Red Cross. In fundraising, he was responsible for all aspects of Philanthropy, including individual giving, major gifts, community fundraising and retail. His communication portfolio included brand management, press relations, digital and commercial marketing. As a senior leader of the Irish Red Cross, Ronan was part of the management team that drove the organization’s five-year strategy. Ronan was named National Fundraiser of the Year in 2012 at the Fundraising Ireland Awards. He also served the wider Red Cross Movement as the Chair of the International Federation of the Red Cross Corporate Fundraising Group.

A graduate of University College Dublin, Ronan has a Bachelor’s degree in Commerce as well as a Master’s degree in German. A passionate fundraiser and supporter of international humanitarian organizations, Ronan has served in several Board of Director capacities. These include terms on the ICTR – a national representative body of Irish charities as well as a term supporting War Child Ireland.

In 2015, Ronan, his wife and three children made the move to Canada as he settled into his new role at the Canadian Red Cross. With a responsibility to lead fundraising efforts within the organization, Ronan has developed a new Philanthropy structure to align staff into various centers of fundraising excellence.
Lynne Skromeda
Winnipeg Folk Festival
Winnipeg, MB

Lynne Skromeda is the Executive Director of the Winnipeg Folk Festival where she oversees both the four-day summer festival and its year-round initiatives. She is a graduate of the Asper School of Business at the University of Manitoba with specialization in Marketing and Small Business Management. Prior to joining the Festival in 2012, Lynne spent over 13 years in the film & TV industry, largely at Frantic Films, where she produced over 150 hours of original award-winning film & television programming. She was also responsible for overseeing the production company’s business affairs and managing the international distribution of nearly 600 hours of television programming. A passionate supporter of her community, Lynne has spent time volunteering on the boards of the Festivals and Major Events (FAME) Canada, West End Cultural Centre, On Screen Manitoba, the Plug In Institute of Contemporary Art and TEDxWinnipeg as well as Manitoba’s Premier’s Economic Advisory Council. She is currently on the boards of Manitobans for the Arts and the Green Action Centre in Winnipeg.
IMAGINE CANADA
Board of Directors – Process for Nomination

Nominations Process

The Nominating Committee has considered a range of candidates according to the criteria set out in the call for nominations, and made recommendations to the Board of Directors. The report of the Board of Directors identifies the slate recommended to the Members by the Board.

Further Nominations

Nomination of alternative candidates will be accepted for consideration at the Annual General Meeting scheduled for June 14, 2017.

- Nominations for the alternative candidates must be received no later than 5:00 p.m. Eastern time, May 30, 2017 (15 days in advance).
- Nomination for the alternative candidates must be submitted on the Nomination form below. Nominations may be submitted by:
  - written notice delivered to Imagine Canada, 65 St. Clair Avenue East, Suite 700, Toronto, ON
  - faxed notice sent to (416) 597-2294
  - e-mail to eip@imaginecanada.ca

- Nominees must be nominated by five (5) members of Imagine Canada.
- The nomination of alternative candidates must be accompanied by the consent of the nominee.

PLEASE NOTE THAT DIRECTORS ARE TO BE NOMINATED, AND ARE ELECTED, AS INDIVIDUALS AND NOT AS ORGANIZATIONAL REPRESENTATIVES.

Please submit this form by fax to:
Imagine Canada
(416) 597.2294
Attention: Erica Ip

no later than
5:00 PM EDT, May 30, 2017
Board of Directors – Nomination of Alternative Candidates

We would like to recommend the following candidate(s) for election to the Imagine Canada Board of Directors at the June 14, 2017 Annual General Meeting.

There are six Board positions to be filled in 2017. In light of the recommendations of the report on membership and governance, all positions are being filled at this time.

All nominators must be members of the Imagine Canada and this notice must be accompanied by the written consent of the proposed candidate.

1. Name: __________________________ Telephone: (   ) _________
   Address: _________________________________________________________
   Postal Code: _______________________________________________________
   Organizational affiliation/position (if any): ______________________________

2. Name: __________________________ Telephone: (   ) _________
   Address: _________________________________________________________
   Postal Code: _______________________________________________________
   Organizational affiliation/position (if any): ______________________________

3. Name: __________________________ Telephone: (   ) _________
   Address: _________________________________________________________
   Postal Code: _______________________________________________________
   Organizational affiliation/position (if any): ______________________________

4. Name: __________________________ Telephone: (   ) _________
   Address: _________________________________________________________
   Postal Code: _______________________________________________________
   Organizational affiliation/position (if any): ______________________________

(Use additional sheets if required)

N.B. Please submit a brief summary of each nominee’s experience and the strengths they would bring to the Board. Additional documentation supporting the nomination is welcome.

Nominators (must all be members of Imagine Canada)

Your Name: __________________________ Telephone: (   ) _________
Organizational affiliation/position: ___________________________ Date: __________________________
Signature: __________________________

Your Name: __________________________ Telephone: (   ) _________
Organizational affiliation/position: ___________________________ Date: __________________________
Signature: __________________________