

# Waterloo Regional Heritage Foundation

## Board Minutes



May 24, 2022, 5:30 p.m.  
Meeting to be held electronically  
150 Frederick Street, Kitchener, Ontario

Present: K. Redman, E. Clarke, J. Glass, D. Emberly, P. Elsworthy, M. Lee, V. Mance

Absent: J. Holland, J. Clinckett, V. Hicks

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### 1. Call to Order

Chair Glass called the meeting to order at 5:35 p.m.

### 2. Declarations of Conflict of Interest

J. Glass declared a conflict of interest for item 8.2. Discussion of Waterloo Historical Society Annual Standing Payments as he is the president for the WHS.

### 3. Finance Reports

#### 3.1 WRHF Financial Information

Connie Bogusat, Financial Analyst, Corporate Services provided an overview of the provided 2022 WRHF Accounts and Grants Summary. She stated that the current amount in the WRHF account is \$378,279.46 of which there is \$232,264.00 in outstanding 2020-2021 grant commitments which are listed in the provided summary. As of May 17, 2022 there is a net fund balance of \$145, 015.46.

In response to the Foundation, C. Bogusat clarified that the provided summary is solely the outstanding grant commitments that have not been paid out as of May 17, 2022.

E. Clarke joined the meeting at 5:36 pm.

### **3.2 Auditor Draft Financial Statements**

C. Bogusat provided two amendments for the Financial Statements as follows:

- Note 2 – this note is incorrect. The wording should be: In 2021, the Heritage Foundation transferred its investments from the Regional Municipality of Waterloo to its own bank account.
- Note 5 – this is a new note. Region of Waterloo Staff suggest the following statements be added:
  - a. The Region of Waterloo has paused grant funding to the Waterloo Regional Heritage Foundation for 2022.
  - b. The Region is revising its overall approach to discretionary grants. Accordingly, on February 8, 2022, the Heritage Foundation passed a resolution (ctd).

Moved by K. Redman  
Seconded by D. Emberly

That the Waterloo Regional Heritage Foundation approve the Auditor Draft Financial Statements dated May 24, 2022, as amended.

**Carried**

### **4. Delegations**

None.

### **5. Approval of Minutes - April 26, 2022**

Moved by E. Clarke  
Seconded by D. Emberly

That the minutes of the Waterloo Regional Heritage Foundation from April 26, 2022 be approved, as amended.

**Carried**

### **6. 2022 Committees**

#### **6.1 Allocations and Finance**

The project grant deadline for 35-39 Main Street is on May 25, 2022. Select members of the Foundation received an extension request on May

20, 2022 and by Regional Staff on May 24, 2022. The Foundation discussed that extension requests have been common for decades due to unforeseen complications that may occur with heritage projects. The Foundation also noted that procedurally every Foundation member should be forwarded the extension requests to allow for review and consideration.

Moved by D. Emberly  
Seconded by P. Elsworthy

That the Waterloo Regional Heritage Foundation approve to extend the grant deadline for 35-39 Main St. to August 25, 2022.

**Carried**

## **6.2 Heritage Advisory and Communications**

None.

## **6.3 Strategic Planning**

M. Lee summarized the Committee's communication plan which states that the purpose is to carry out a two phased strategic planning process. The first phase will involve a review of WRHF's core mandate, values and strategic objectives, and the second phase of the work will involve the review and update of the WRHF's grant and awards programs to ensure that they align with the Foundation's renewed direction.

Moved by P. Elsworthy  
Seconded by E. Clarke

The Waterloo Regional Heritage Foundation elected Michelle Lee as the Chair of the Strategic Planning Committee.

**Carried**

## **7. Information/Correspondence**

## **8. Other Business**

### **8.1 AGM and Board Elections**

J. Hale discussed the terms of current members and the date of the Annual General Meeting.

The Foundation determined that the Annual General Meeting will continue as regularly scheduled for June 14, 2022. The Foundation directed Staff to

advertise Board of Director applications in social media, both the Regional and WRHF websites, local newspapers. Additionally, Staff were directed to include strategic planning language in the application advertisements.

## **8.2 Discussion of Waterloo Historical Society Annual Standing Payments**

J. Glass removed himself from the meeting due to a declared conflict of interest. M. Lee took over as Chair.

M. Lee reviewed the purpose of these discussions, which is to determine if the Foundation is going to pause annual grant funding to the Waterloo Historical Society (WHS). At the regular meeting dated April 26, 2022, the Foundation discussed if a standing annual payment to the WHS was ever approved via resolution. The WRHF minutes dated April 25, 2017 provide a resolution that reads as follows:

"Moved by M. McCreery  
Seconded by R. Albrecht

That the Waterloo Regional Heritage Foundation approve a grant of up to \$5,000 to the Waterloo Historical Society for publication of the 2016 WHS Volume;

And that the volume is published before April 25, 2018, a one-year period from the date of the approved motions;

And that the Foundation's official name and logo appear in the Volume recognizing the contribution made by the Foundation;

And further that a statement of account with copies of supporting invoices and receipts be submitted to the Foundation upon publication of the volume with request for payment."

The financial statements list it as administration expense and it became a budget line item. The intention was to have this annual payment approved for a period of four year payment in 2017.

J. Hale confirmed that Staff reviewed all resolutions for 2017-2018 and there was no resolution passed related to any standing annual payment for the Waterloo Historical Society.

The Foundation expressed concern that in the financial statements the WHS standing annual payment is listed as an administrative expense that has been reviewed by the Foundation auditors. D. Emberly has reached out to past Foundation members for more information.

C. Bogusat explained that the payment is listed under Foundation projects as a separate line item in the budget. She expressed her belief that since the Waterloo Historical Society was applying and receiving grant funding annually that it would become a line budget item. She clarified that Staff moved the budget item to an administrative expense because it was not approved as a grant on an annual basis.

K. Redman clarified her belief that the intent was to grant the Waterloo Historical Society with annual funding of \$5,000 as the project had merit and would avoid additional work for Regional Staff and WHS volunteers.

J. Hale noted that the April 25, 2017 minutes stated that the annual funding was proposed for a four year term.

E. Clarke acknowledged that one purpose of the Regional grant review was to assess the rationale for organizations to receive grant funding based solely on a historical precedent.

D. Emberly opposed the motion to pause the WHS funding because there it has not been determined how funding has been arranged and the reason that the auditors have approved financial statements with the aforementioned line item. Also he is waiting for the response from past members to determine how the WHS standing annual payment became an administrative expense.

K. Redman moved a motion to reconsider the resolution passed to pause the annual grant funding for the Waterloo Historical Society and then defer the original motion until more information can be provided to the Foundation.

The Foundation confirmed that no funding should be granted to the Waterloo Historical Society as this matter remains to be determined.

The Foundation deferred the original motion.

Moved by E. Clarke

Seconded by P. Elsworthy

That the Waterloo Regional Heritage Foundation pause the annual grant funding to the Waterloo Heritage Society as per the Foundation resolution regarding grant funding dated February 8, 2022.

### **Reconsidered and Deferred**

Moved by K. Redman

Seconded by E. Clarke

That the Waterloo Regional Heritage Foundation reconsider the motion to pause annual funding to the Waterloo Heritage Society.

**Carried**

**9. Next Meeting - To be determined**

The Foundation decided to schedule the annual general meeting for June 14, 2022 and the next regular Board meeting is scheduled for June 28, 2022.

**10. Adjourn**

Moved by D. Emberly

Seconded by K. Redman

That the meeting adjourn at 6:32 p.m.

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Committee Clerk

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Committee Chair