

## **I. INTRODUCTION**

This report summarizes the findings and recommendations of a special committee of independent directors (the Special Committee) of the Boards of Directors (the Boards) of We Charity in Canada and the U.S (WE). The Special Committee was formed on July 22, 2020 to conduct a workplace review (the Review) in response to allegations made by certain current and former employees of WE about discriminatory actions and inactions by former and current staff or team members against Black, Indigenous and People of Colour (BIPOC).<sup>1</sup>

The Special Committee retained McCarthy Tétrault LLP (McCarthy) to perform the Review. The McCarthy team was comprised exclusively of BIPOC professionals with strong credentials in labour and employment, the education sector, and in anti-racism work and workplace reviews to conduct the review. McCarthy retained Amorell Saunders N'Daw, a respected educator, as an expert in Equity, Diversity and Inclusion (EDI) matters. The Review team was directed by and reported to the Special Committee only, not other Board members and senior management.<sup>2</sup>

The Special Committee is mindful that WE is winding down its operations in Canada. Nevertheless, in the interest of transparency and accountability to its stakeholders, the Special Committee has recommended, and with the Board's unanimous approval, the public release of this report.

## **II. BACKGROUND TO THE REVIEW**

In June 2020, Amanda Maitland publicly described her experiences as a speaker and facilitator for WE and alleged that, while on an anti-racism tour in February and March 2019, her speech was rewritten without her consent by other WE employees. She also alleged that during a WE town hall in June 2019, Marc Kielburger diminished her concerns about BIPOC issues at WE and "aggressively" shut her down.<sup>3</sup>

Shortly thereafter, a petition circulated amongst current and former employees of WE which contained allegations of actions and inactions against BIPOC persons at WE, including instances of "overt racism, trauma from a culture of fear, abuse of power, silencing tactics and micro-aggressions".<sup>4</sup> The Petitioners emailed the petition to the Boards using a gmail account from "Anon Yimity" (antiracistwe@gmail.com).

The Boards acknowledged receipt of the petition and committed to an independent review of the concerns the Petitioners had raised. Anon Yimity subsequently wrote to the WE Boards on behalf of the Petitioners to request that all communications related to the petition be done by emailing antiracistwe@gmail.com. Anon Yimity identified Amanda Maitland, Talitha Tolles and Raia Carey, all former BIPOC employees of WE, as the Petitioners' representatives. Ms.

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<sup>1</sup> The resolutions of the WE Boards appointing the Special Committee are attached as **Schedule "A"**.

<sup>2</sup> We use the term "senior management" to refer to both WE senior management and WE's co-founders.

<sup>3</sup> <https://www.cbc.ca/news/canada/toronto/we-charity-amanda-maitland-1.5639716>

<sup>4</sup> <https://www.change.org/p/we-charity-board-of-directors-we-calling-for-anti-racist-action>

Maitland, Ms. Tolles and Ms. Carey were copied on Anon Yimity's correspondence.

### **III. THE REVIEW PROCESS AND METHODOLOGY**

The Special Committee directed the Review team to make every reasonable effort to interview Ms. Maitland, Ms. Tolles and Ms. Carey, and any and all Petitioners so that their experiences and views could be considered. The Special Committee further instructed the Review team to provide the Petitioners and their allies an opportunity to participate in the Review before anyone from WE's senior management.

The Review team commenced the Review by extending an open invitation to all Petitioners to participate in the Review via group email to the [antiracistwe@gmail.com](mailto:antiracistwe@gmail.com) email account, as the Petitioners had requested. The Review team also emailed Ms. Carey, Ms. Tolles, and Ms. Maitland directly to invite them to participate in the Review, and posted an open invitation for individuals to participate in the Review process on WE's website.<sup>5</sup>

The Review team subsequently sent several follow-up emails to the [antiracistwe@gmail.com](mailto:antiracistwe@gmail.com) email account, as well as Ms. Carey,<sup>6</sup> Ms. Tolles,<sup>7</sup> and Ms. Maitland.<sup>8</sup> The Review team also sent a follow-up email to every Petitioner who had signed the petition whose contact email was available after a diligent search, and circulated an open invitation to all current employees of WE inviting them to participate in the Review.<sup>9</sup> Anon Yimity subsequently shared the Review team's open invitation for current and former employees of WE to participate in the Review publicly on [change.org](https://www.change.org), alongside the petition.<sup>10</sup>

The Special Committee also instructed the Review team to inform interviewees that their identities would be kept confidential from WE management, and that the Review team would use an anti-oppressive, trauma-informed approach in the interviews. Accordingly, the Review team did not press for further information when an interviewee did not feel comfortable providing particulars of factual allegations.

The Review team benefitted from speaking with 29 individuals, of whom eight were BIPOC and eleven of whom had signed the petition, and a number of whom occupied mid-upper level management positions (e.g. leads, heads, directors).

Thereafter, the Review team interviewed the following senior management:

- Dalal Al-Waheidi (Executive Director);
- Russell McLeod (Chief Operations Officer);
- Marc Kielburger (Co-Founder);

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<sup>5</sup> <https://www.we.org/en-CA/transparency-reporting/anti-racism/open-letter-from-the-board>.

<sup>6</sup> Ms. Carey replied to request compensation in the amount of \$1,500/hour for her participation in the Review. It is not standard practice to pay a fact witness and the Special Committee did not compensate any interviewees.

<sup>7</sup> Ms. Tolles replied to request an unspecified amount in compensation for her participation in the Review.

<sup>8</sup> Ms. Maitland did not respond to any communication from the Review team.

<sup>9</sup> The Review team sent the invitation by group email using WE's WEConnect platform.

<sup>10</sup> <https://www.change.org/p/we-charity-board-of-directors-we-calling-for-anti-racist-action/u/27599654>.

- Craig Kielburger (Co-Founder); and
- Kerri Stewart (Head, WE Schools and Partner Activations).

All current members of management to whom the Review team reached out to cooperated fully with the Review team and participated willingly in the Review, as did a leadership consultant WE utilized. Several former members of senior management declined to be interviewed.

The Review team also reviewed and considered the policies and procedures outlined in WE's current and former employee handbook(s) and other relevant policies.

#### **IV. THE SPECIAL COMMITTEE'S FINDINGS**

##### **A. Factual Findings**

The Review did not identify any evidence of overt acts of racism. The majority of the allegations concerning BIPOC matters were non-specific and related to (a) perceived systemic/structural issues at WE, and (b) the perceived culture at WE which facilitated an environment where BIPOC employees and volunteers felt unsupported and tokenized. As such, there was limited need for the Special Committee to make factual findings and weigh credibility as part of the Review, with one exception: Ms. Maitland's allegations.

The Review confirmed that Ms. Maitland's speech was revised, which was not disputed by anyone. Ms. Maitland also alleged that her speech was revised without her consent. Her speech was subjected to the review process applied to all speeches for quality control purposes and was initially revised without her consent. She was given the opportunity to comment on the revisions. There was no evidence that Ms. Maitland's speech was re-written with any ill-intent towards Ms. Maitland, disrespect for her lived experiences or racial animus. Apparently (we say "apparently" because Ms. Maitland did not participate in the Review), due to the power-dynamics of her position and an insufficient awareness of how to recognize and address EDI issues at WE (as noted below), the revisions to Ms. Maitland's speech became permanent even though Ms. Maitland remained uneasy about them. WE's senior management have acknowledged that, in hindsight, given the nature of Ms. Maitland's speech, comments should have been made through an EDI lens.

The Review concluded that Ms. Maitland was not shut down or silenced at the WE town hall in June 2019. A recording and transcript of the town hall confirm that Ms. Maitland aired her perspective in several exchanges, was not cutoff by Mr. M.Kielburger or anyone else, and she was invited by Mr. M.Kielburger to continue the conversation after the town hall.<sup>11</sup> Ms. Maitland elected not to do so.

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<sup>11</sup> The relevant exchange from the town hall is attached as **Schedule "B"**.

## B. Systemic Findings

### i. WE's policies relating to harassment and discrimination were appropriate

WE's Employee Handbook "provide[s] an overview of WE's key Human Resources policies" which "[apply] at every level of the Organization". It directs employees to "read the entire handbook carefully" and emphasizes that their "employment with WE is explicitly subject to the terms, policies, and conditions set forth herein". The Employee Handbook is unequivocal on the following principles:

#### *Respectful workplace*

- a. Everyone is to "observe the highest standards of professional ethics".
- b. WE is "firmly committed to ensuring a positive and professional working environment in which all people are treated with respect and dignity".
- c. WE is "committed to creating and maintaining an environment that is inclusive and that is free of barriers".
- d. WE "believes in a proactive approach to workplace respect and is committed to providing employees with a healthy and safe workplace, free from physical or psychological bullying, harassment and violence."
- e. "Discrimination may be intentional or unintentional. It may involve direct actions that are discriminatory or rules, practices or procedures that appear neutral, but have the effect of disadvantaging certain groups of people. Discrimination may take obvious forms or it may occur in very subtle ways. In any case, even if there are many factors affecting a decision or action, if discrimination is one factor, the decision or action will violate this policy."

#### *Discrimination and harassment should be reported*

- a. Employees "should not ignore any employee or other person engaging in such behaviour. When it occurs, it must be taken seriously."
- b. Employees are "required to report discriminatory, harassing or violent behaviour in the workplace, as well as potential threats of violence or harassment that become known to the employee."
- c. Employees are informed about how to report misconduct and WE commits to investigating reported incidents and maintaining confidentiality subject to disclosure required to complete the investigation, take disciplinary action and as required by law.

#### *Managers have an important role to play*

- a. "Managers are responsible for creating and maintaining a harassment, discrimination and violence-free organization, and should address potential problems before they become serious. Managers must act immediately on

observations or allegations of workplace harassment, discrimination and violence. Managers who identify prohibited conduct and/or indicators of a troubling situation or behaviour must consult with a People and Culture team member for guidance before taking any further action.”

*Reprisals are prohibited*

- a. “No person shall be negatively treated for bringing forward a complaint, providing information related to a complaint, or assisting in the resolution of a complaint. Reprisals for complaints filed with the Organization will not be tolerated. Any individual attempting to retaliate or engaging in retaliation against an employee who has filed a complaint will face appropriate disciplinary action that may include dismissal for just cause.”

*WE is an equal opportunity workplace*

- a. “In order to provide equal employment and advancement opportunities to all individuals, employment and hiring decisions at WE will be based on merit, qualifications, and abilities”.
- b. WE “will provide equal opportunity in all aspects of employment and hiring, including recruitment and selection, promotions and transfers, reduction of workforce and termination, compensation, selection for training participation in all Organization sponsored employee activities, and terms and conditions of employment”.

ii. WE’s policies did not expressly address EDI matters

WE’s policies concerning discrimination and harassment did not expressly address EDI matters. Many employees interviewed in the Review did not consider the anti- discrimination and harassment principles in WE’s Employee Handbook as being responsive to potential EDI issues.

While there is no evidence of any intentional effort to downplay EDI matters, senior management acknowledged that more could have been done to foster and emphasize the importance of EDI in the workplace and that generally, there was a belated appreciation of the importance of incorporating EDI into WE’s workplace policies. Senior management acknowledged this shortcoming and explained that as WE developed from a grassroots social justice organization to one that had a more traditional institutional structure, certain employees likely developed the impression that senior management did not accept feedback from employees, including on EDI matters. In their view, WE’s lack of emphasis on EDI was exacerbated when BIPOC employees were also dissatisfied with their work environment and their ability to drive change within WE.

iii. The training, resources and support to appreciate and address EDI issues was lacking

WE did not provide sufficient training specific to cultural sensitivity, BIPOC, EDI or anti-racist practices. As a general matter, WE did not provide mandatory EDI training. The foregoing was

acknowledged by senior management, and several mid-level managers stated that as a result, they did not adequately recognize, address and escalate EDI issues at WE including those reported to them.

In 2019, WE introduced Plum.io, a hiring platform which uses artificial intelligence to remove unconscious bias in the recruitment process. However, WE's recruiters were not sufficiently diverse themselves or trained to consider EDI issues which might have impacted recruitment outcomes and the perception of recruitment outcomes. WE introduced Plum.io in consultation with an HR-consultant, following concerns WE employees raised about WE's work environment more generally in WE's annual or bi-annual surveys.

Senior management stated they relied on a leadership consultant to address and respond to organizational matters at WE; however, the consultant acknowledged that he did not have the personal background or the professional experience to provide EDI-related training, and that he did not do so.

Reprisals are prohibited in WE's Employee Handbook and there is a clear process for reporting discrimination and harassment. However, some individuals the Review team interviewed remained concerned about the risk of reprisal in response to voicing concern about EDI (and other) matters, which they believed had a chilling effect on employees coming forward. The Review found no evidence of reprisal against any employee in response to that employee raising EDI issues. But certain employees reported that there was a general reluctance at WE to openly discuss and escalate EDI matters. For this reason, senior management appear to have not become aware of employee concerns about EDI matters until Ms. Maitland's public allegations and the petition.

iv. WE did not apply an EDI lens to its internal and external practices

Some individuals interviewed were concerned about certain practices they considered to be culturally insensitive and tokenistic. Almost none of these concerns related directly to the actions of senior management. The Review concluded that had WE applied an EDI lens to its internal and external practices (for example, with the benefit of sufficient training on EDI matters and formal policies that addressed EDI), the individuals involved in the alleged events<sup>12</sup> would have been better equipped to proactively identify and respond to issues when they arose or were at risk of arising, and to respond to those issues in an effective and respectful manner.

## **V. THE SPECIAL COMMITTEE'S RECOMMENDATIONS**

### **A. WE should ensure that EDI is an organizational priority**

WE should emphasize EDI as an organizational priority; this will make WE more inclusive and

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<sup>12</sup> As noted above, many of the allegations could not be verified with the limited information provided to the Review team. The Review team did not push interviewees for particulars given their commitment to using an anti-oppressive, trauma-informed approach. Although the Review could not make factual findings in relation to many allegations raised during interviews, the Review assumed the majority of assertions for the purpose of understanding the themes in the Review, without accepting that they were true.

diverse. In addition, to the extent practicable in light of the current wind-down of Canadian operations, the Special Committee recommends:

1. Introducing an EDI action plan that identifies measurable and realistic outcomes.
2. Prioritizing the hiring and retention of qualified BIPOC candidates at all levels within WE, including at middle and senior management.
3. Highlighting and celebrating important cultural days, including days of commemoration, mourning and celebration (e.g. National Indigenous Peoples Day, Black History Month, Orange Shirt Day, etc.). Some for-profit organizations have done this by:
  - a. offering and encouraging employees to take time off on significant cultural days; and
  - b. adding a diversity calendar into the employee handbook and employee calendar (if applicable) which includes significant cultural events and dates, including days (or months) of commemoration, mourning, and celebration.
4. Hiring a human resources professional with competencies in EDI to help build organizational capacity.

#### **B. WE should ensure that its policies include EDI principles**

WE should embed EDI principles into its policies by:

1. Introducing an EDI policy that emphasizes anti-racism principles and includes a process through which employee can raise and address concerns related to EDI, perhaps similar to the manner in which discrimination and harassment concerns are already addressed. WE should ensure that its EDI policy is included in WE's Employee Handbook.
2. Supporting EDI events that celebrate and promote EDI at a comparable level to other inclusion events (e.g. LGBTQ2+ initiatives), and encouraging WE employees to attend inclusion events.
3. Developing and maintaining a guide for EDI best practices in consultation with an EDI expert.

#### **C. WE should ensure its employees are given mandatory EDI training**

WE should provide EDI training to its management and employees by:

1. Implementing mandatory training provided by a member of the BIPOC community on cultural sensitivity and anti-racist behavior.
2. Implementing mandatory training provided by a member of the BIPOC community on identifying and responding to EDI matters.
3. Encouraging and supporting employees to continue their own independent learning on EDI and anti-racist behavior and providing a free or inexpensive resources such as:
  - a. a BIPOC reading list;
  - b. lists of recommended podcasts or other media; and/or
  - c. maintaining a directory of free or inexpensive external courses and programs, (as one example, the University of Alberta's "Indigenous Canada" course).

## Schedule "A"

### RESOLUTION OF THE DIRECTORS OF KIDS CAN FREE THE CHILDREN (WE CHARITY)

#### Establishing a Special Committee for Workplace Review

#### PREAMBLE:

- A. The Boards of Directors (the "**Boards**") of Kids Can Free The Children (We Charity), a charity formed under the *Canada Corporations Act*, R.S.C. 1970, c. C-32 ("**WE Canada**") and Kids Can Free The Children (We Charity), a charity formed under the *Not-for-Profit Corporation Law* of the State of New York ("**WE US**") (collectively, WE Canada and We US are the "**Organization**") have jointly initiated a workplace review (the "**Review**") in response to recent allegations made by current and former employees of the Organization about discriminatory actions and inactions by former and current staff or team members against Black, Indigenous and People of Colour (BIPOC) (the "**BIPOC Concerns**").
- B. The Boards have jointly retained McCarthy Tétrault LLP ("**McCarthys**") to conduct the Review.
- C. In light of the nature of the BIPOC Concerns, the Boards have agreed to form a joint committee of independent directors from both Boards (the "**Special Committee**") to oversee the Review and instruct McCarthys.
- D. The Special Committee shall be comprised of three (3) members of the Boards.
- A. The Boards considers it appropriate for the Special Committee to, among other things, (i) conduct through McCarthys an independent review of the BIPOC Concerns; (ii) monitor and provide instruction and direction to McCarthys with respect to the scope of the Review and the further investigation of any matters arising out of the Review; (iii) monitor and provide instruction and direction to McCarthys with respect to any related matters; and (iv) take such actions and make such recommendations to the Organization related to matters arising out of the Review as are in the best interests of the Organization (collectively, the "**Special Committee Review**").

#### RESOLVED THAT:

- 1. A Special Committee of the Boards is established, comprised of Tawfiq Rangwala, Gerry Connelly, and Kannan Arasaratnam.
- 2. The responsibilities of the Special Committee are:
  - (a) to monitor, supervise and provide instructions with respect to the Special Committee Review;
  - (b) to review and make recommendations to the Boards related to matters arising out of the Special Committee Review; and



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- (c) to report to the Boards after the conclusion of the Special Committee Review.
3. In furtherance of its responsibilities under this resolution, the Special Committee shall be authorized and empowered to:
- (a) continue to retain McCarthys at the Organization's expense to assist it with respect to the Special Committee Review;
  - (b) if appropriate, retain Dr. Avis Glaze or other advisors at the expense of the Organization in order to assist the Special Committee in fulfilling its mandate;
  - (c) to monitor and instruct McCarthys with respect to its engagement and to provide direction to McCarthys on issues arising from the Review;
  - (d) to direct management and other employees of the Organization to co-operate with the Special Committee and its advisers in such manner as the Special Committee considers necessary, including, without limitation, through the provision of information concerning the business practices, management practices and other affairs of the Organization and any other person or company that may assist the Special Committee in fulfilling its mandate;
  - (e) to direct management and other employees of the Organization as to actions on the part of the Organization that are made necessary or advisable for the proper performance by the Special Committee of its responsibilities under this resolution;
  - (f) require information and assistance from management or any employee of the Organization as appropriate;
  - (g) to issue, in consultation with McCarthys and its advisors, such news and other releases as the Special Committee determines are necessary or desirable to advise stakeholders regarding to matters being considered by the Special Committee;
  - (h) to oversee the consideration of requests, or consider requests, made by third parties for information related to matters being considered by the Special Committee and, subject to any confidentiality requirements or other considerations the Special Committee deems necessary, to authorize the release of such information as the Special Committee considers appropriate;
  - (i) supervise the process of, exercise oversight with respect to, and review any public disclosure to be made by the Organization relating to the Review and the scope of the Review;
  - (j) to report to the Boards after the conclusion of the Review; and
  - (k) take such other steps and do such other things as the Special Committee, in its discretion, considers to be necessary, appropriate or incidental to the foregoing.

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4. The Special Committee may determine when and whether its responsibilities have been performed and are at an end.
5. The Special Committee has the power to establish its own procedures for meetings of the Special Committee.

The undersigned, being all the directors of the Organization, sign the foregoing resolutions:

**DATED** the 21<sup>st</sup> day of July, 2020.

14/12/20

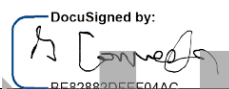
Date



Dr. Astrid Christoffersen-Deb, WE Canada

07/27/2020

Date

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Gerry Connelly, WE Canada

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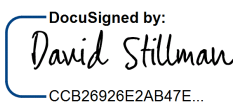
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David Stillman, WE US

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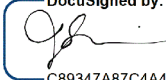
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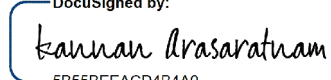
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Kannan Arasaratnam, WE US

### **Schedule “B”**

Amanda [00:26:42] And that's where that culture of fear is that everyone's having this conversation, not just the hands down [audio not hearable]. We're all saying stuff it's true. but it's just like are we saying enough so regularly so the right people are hearing it so that we can really formulate change in the work, with the people of positions can make the changes with us.

Marc [00:26:59] I mean, fine. And I, look I know you know, me and I'm happy to sit down with you, you and have that conversation.

Amanda [00:27:07] Ok.

Marc [00:27:07] No problem. I do. I take a deep breath. I'm listening. You weren't in my sessions. I did. Three, four sessions with the entire team and today's purpose is to continue to listen.

Amanda [00:27:17] mmhmm.

Marc [00:27:17] And so we'd like to continue to listen.

Amanda [00:27:19] I appreciate it.

Marc [00:27:19] Happy to sit down. And I also appreciate you. And I've worked so hard, so hard over the last 12 months to umm to. Protect this organization. Really important work we do the work we do in, in building schools, helping kids, to leadership training. So excited to build to open up the college, which is going to be happening in a couple weeks. The first lady of Kenya just agreed to come. So I just wanted to say we are listening. If we haven't honestly, done it perfectly, and I'm not claiming perfection. I just want to say thank you for your comments. And I can assure you, we're listening.

Amanda [00:28:09] Thank you.