

Youth Science Canada Special General Meeting

Tuesday, May 16, 2017 @ 8:45am
Education Auditorium 106, EA Main Campus
3737 Wascana Parkway
University of Regina
Regina, Saskatchewan

DRAFT MINUTES

Meeting Chair: Trevor Maguire, Chair of Board, Youth Science Canada
Meeting called to order at 8:45am

1. Chair's Welcome - Trevor Maguire
 - Welcome everyone. Thanks for attending.
 - 2 Board Members are present. 2 here and 1 on the phone from England:
 - Trevor Maguire - Chair
 - Elaine Ma - appointed in December 2016
 - Najib Hayat - Treasurer
 - Other members who are on the Board but couldn't be here but send their best regards are:
 - Malcolm Butler - Vice-Chair - resigned in February 2017 but he's helping with Carleton contract - conflict of interest
 - Jennifer Gerritsen - Secretary
 - Gorick Ng
 - Shawn Sanderson
 - Bob Thirsk
 - Alison Thompson
 - Minutes taken by Lori Murray.
 - I'm available to chat throughout the week if you have any questions or concerns.
 - DSA recipients - congratulations!!
2. Reports
 - Chair/ED Report - Trevor Maguire
 - 2017 fair going awesome. Amazing in Regina. Congratulations to Host Committee!
 - Interesting journey for this past year. September 6, 2016, we let ED go. Reni Barlow is back as a volunteer in September. We've stabilized finances. A huge thank you to Reni Barlow for helping through this transition.
 - Big hopes for Ottawa and a big opportunity for funding as well.
 - Any questions?
 - Chuck Buckley, Calgary Youth: Where are we debt wise? A: At this point we have no debt but we are carrying \$240K from a

cash flow point of view. We are using money from this year to pay for last year.

- Why do sponsors say no? A: It takes time to build relationships. It's important to get them here at the CWSF. We've been very busy working on fundraising.
- Melina Found, 4-H: What about federal funding? A: Yes, we are on contact with them.

- Scrutineer - Dan Bowman
 - I wish to table the scrutineers report indicating 85 members present and 20 represented by proxy totaling 105 members. A quorum is present to conduct the business of the Special General Meeting. (15 voting members present in person or by proxy must be in attendance for quorum.)

- Approval of Minutes
 - **MOTION** to accept as circulated.
 - Kelly MacAlpine, Thames Valley
2nd by Heather Weber, Member
Unanimous to accept minutes
CARRIED

- Treasurer - Najib Hayat

My name is Najib Hayat and I'm the Treasurer at YSC and I may have met some of you in Montreal. I am responsible for going over the financial statements as provided by Deloitte. With regards to the report, there are several distinct sections which include the Auditors report - opinion and the financial statements - broken into 4 parts and includes the balance sheet or statement of position, income statement or statement of operations, statement of net assets, and statement of cash flow.

Financial Statements and Audit Opinion

- Deloitte Touche Tohmatsu Limited (Deloitte.) audited the financial statements, prepared by management, for the year-end June 30, 2016.
- The Board received and reviewed the draft financial statements on October 25th, 2016:
- Deloitte provided a qualified audit opinion on the financial statements consistent with what many other charitable organizations are provided. There was a note regarding the completeness of revenue from donations in part due to donations potentially being received in cash.
- Unfortunately, the "Qualified Opinion" and "Emphasis of Matter" paragraphs relate to the fact that we have a recurring deficiency; as this is our 4th year with a deficiency.
- Statement of Financial Position shows the deficiency and the Statement of Operations shows the net loss and the Board and Management are actively working to try and resolve this.
- Deloitte continued to express their appreciation for Management and the staff's assistance on the overall audit process.
- Deloitte advised that this continued to be a very smooth audit.

2016 Financial Statements

- Note the operating loss in 2015 of \$90K, as noted in last year's report. For 2016, this operating loss was decreased to approximately \$72.5K as a result of the decreased ratio of expenses in relation to the increase in revenues.
- Significant changes were implemented as part of the austerity measures and objectives as a result of the decrease in revenue. Active oversight on the cash management (cash inflows and cash outflows) is being performed on a weekly basis and all expenses are being scrutinized to ensure that they are absolutely needed in order to maintain the status quo.
- The "Emphasis of Matter" paragraph notes the existence of the ongoing deficiency (unrestricted net assets deficiency) condition and was the basis for the material uncertainty.
- Reni Barlow is aggressively pursuing funding opportunities with a goal to gain and provide sustainable operations and eventually completely eliminate the accumulated deficit.

Bottom Line

- Net loss of \$72,500 for fiscal year, but carried forward effects of net loss of \$90,000 from 2015 - not sustainable.

Questions

- What is our total debt? A: Nothing, it's just a cash flow issue now.
- We received a loan of \$75,000 from a sister organization and paid that back fully in February.
- This report was accepted in December 2016. This is just a repeat from the AGM. It's important to attend the AGM as each region has a vote as well as members and life members. I encourage your region to get involved.
- We are looking for people who know YSC. We are building to repair Youth Science Canada. We need your help.
- Nominating Committee - Trevor Maguire
 - Thanks to the committee: Trevor Maguire (Chair), Najib Hayat, Shawn Sanderson and Dianne Fraser (member at large).
 - The Call for Nominations was sent out on March 16, 2017, inviting the membership to nominate individuals for election to 4 available Board positions.
 - In total, 4 candidates were contacted and/or considered running for the Board.
 - Four candidates committed and completed their written applications by the April 3, 2017 deadline. A short factual profile for each candidate was prepared by the Nominating Committee and confirmed by the Nominee. The Nominees provided a Statement of up to 150 words and a response to the key skill set being sought for the Board this term. These were provided in the SGM package sent to the YSC membership and in the slides presented at the SGM.
 - The nominees for election to the 4 available Board positions are:
 1. David Desjardins

2. Jeff Hoyle
 3. Steve Karrel
 4. Alastair Komus
- The Nominating Committee finds these are all qualified candidates. We are very pleased to present these exceptional nominees to the membership to the 2017 Special General Meeting in Regina.
3. Election of Officers - Trevor Maguire
 - Four members of YSC have been nominated to the Board of Directors and there are 4 vacant positions to be filled on the Board. As per the Bylaws, they will be acclaimed to the Board.
 - A review of each candidate was presented.
 - **MOTION** that the following members: David Desjardins, Jeff Hoyle, Steve Karrel and Alastair Komus be elected to the Board of Directors by acclamation.
Dan Bowman, Bay Area
2nd by Andrika Tittenberger, MSSS
1 Abstention
CARRIED
 - There is a Board Meeting all day tomorrow. We are hitting the ground running.
 4. Board Service Recognition - Trevor Maguire
 - Malcolm Butler, Robert Thirsk and Alison Thompson - thank you for your term of service on the YSC Board of Directors. YSC is very grateful. A glass plaque will be given to all.
 5. Other Business - Trevor Maguire
 - Q&A
 - i. Q: Chuck Buckley, Calgary Youth: What other ventures does YSC have? A: Team Canada-ISEF - Team Canada-MILSET - Team Canada-EUCYS, require names by June 2017.
 - ii. Q: What can we do differently to receive funding? A: Sponsors need to see this fair. Pitches in past asked for money but didn't talk about us. Takes a lot time building relationships from scratch. In past did hard sells, not soft sells.
 - iii. Q: Alumni - are there anyone here who can help? A: Yes and we are working on databases - finalists change emails as they get older and we are not informed.
 - iv. Louis Silcox, Waterloo-Wellington: YSC is a charitable organization. Make donations as YSC gives charitable receipts for income tax purposes.
 - v. Q: Arlan Schultz, Lethbridge - What about crowd funding? Smaller donations will make more in the end. Donate button on website more visible, must be matched with event.
 - vi. Q: Celebrities, anyone? A: Bob Thirsk from our Board is an astronaut - he has offered any help when we need it even though his Board term is finished

vii. Q: Tony Rafaat, Edmonton – Do all people here feel science fairs are going away, same, better? We are grass roots. A: Growing 50%, same 40%, low 10%.

- We need to work together and get a strong team to help. Regional fairs make strong regions which make a strong CWSF. Some regions struggle, they need resources and help and skill sets. We need to talk and think. One staff member. Contractors get paid. Website needs updating. SFIAB is 10 years old.
- Volunteer – there is a link on website
- Regions need to read what they receive by email
- Who do you know, make introductions.
 - i. Q: Heather Weber, NPAC Chair – Conference 150 this week, share ideas and start the discussion.
- YSC is not a hard sell.
- Communications – we have someone new working on this now. Emails and press releases are going out this week.
- I'm around all week so feel free to come talk to me.

6. Adjournment – Trevor Maguire

- **MOTION** to adjourn the 2017 Special General Meeting of Members.
 - Moved: Scott Berry, Quinte
 - Adjourned – 9:35am