

Youth Science Canada Special General Meeting

Wednesday, May 15, 2019 @ 2:30pm
Kinesiology Building - KIN 215
University of New Brunswick
Fredericton, New Brunswick

DRAFT MINUTES

Meeting Chair: Mr. Alastair Komus, Chair of Board, Youth Science Canada
Meeting called to order at 2:30pm

1. Chair's Welcome - Mr. Alastair Komus

Good afternoon everyone. Thank you for joining us today at the 2019 Special General Meeting of Youth Science Canada. My name is Alastair Komus, and I am the Chair of the Board of Directors for YSC. The agenda for the meeting was circulated in the member's package. The purpose of today's meeting is for the Board to review this past year's activities and financial statements, elect three Board members, and vote on accepting the revised set of Bylaws that were provided in your membership package. We will begin today with the report of the scrutineer.

- Board Members are.
 - Shawn Sanderson - Vice-Chair - who couldn't attend this week
 - Najib Hayat - Treasurer
 - Caroline Whippey - Secretary
 - Jeff Hoyle
 - Steve Karrel
 - Elaine Ma
 - Trevor Maguire
 - Vivian Pang
- Minutes taken by Lori Murray.

2. Reports

• Chair Report

First off, I would like to congratulate the team that has organized the 2019 Canada-Wide Science Fair, and is hosting us here in Fredericton. I only arrived yesterday but from everything I have been hearing they have done an amazing job. Not only have they welcomed hundreds of finalists and delegates, but they have also hosted a successful STEM expo that allows for thousands of local students to gain exposure to academic and career opportunities in the STEM fields.

At the AGM we discussed how last year saw tremendous improvement in YSC's financial situation. As you will hear later in the Treasurer's report, we made great progress in reducing the deficit. Getting our financial house back in order will allow us to bolster our existing programs, undertake exciting new initiatives, and reassure our government and corporate sponsors that we are managing our affairs in a sustainable manner.

At last year's SGM, the Board was excited to announce our newly adopted Ends. The Ends state what the purpose of the organization is, rather than what it does. The Ends are used to communicate expectations from the Board to management. They consist of three main parts: the outcomes or results, the recipients, and the cost or priority of the outcome. The outcomes should be achievable, yet also ambitious. It is up to the Executive Director to decide how to achieve the Ends. Just this morning the board reviewed the Ends to ensure they continue to remain relevant and make adjustments as needed. I will briefly summarize the Ends, since they are basis for everything we do as an organization.

Our highest level End states, "Fueling the curiosity of Canadian Youth through STEM projects." The Ends include:

- a) Canadian Youth are engaged in STEM projects.
- b) Canadian youth have the capacity and skills to generate and answer questions, and identify and solve problems, as the result of their interaction with Youth Science Canada resources.
- c) Youth Science Canada is the leading youth STEM project organization in every province and territory.
- d) Youth Science Canada is recognized by business, media, education and government sectors as the authority on STEM projects, and the principal advocate for the youth STEM project community.

As part of achieving these Ends, our staff have been developing new programs and creating new relationships throughout this past year. YSC received a three-year NSERC PromoScience grant that enables middle and high school students to visit the CWSF and has been used to enhance the CWSF STEM Expo experience.

Additionally, YSC is working on a National Youth STEM Project Development. The new initiative is focused on registering, engaging, & supporting regional fair participants not selected for CWSF. We are currently finalizing funding for the activity which will determine the scope and scale of the final program. As part of this development our staff have recently been consulting with all the regions.

YSC has also coordinated with NSERC and regions on the NSERC Young Innovators grant program. This program allowed regions to apply for funding to help support sending a finalist to CWSF.

YSC also created a new partnership with Rogers Communications Canada to support one award per region (\$100 cash plus \$100 support for the region), as well as 10 CWSF awards.

Another exciting event was the Prime Minister's Science Fair. This was the second year for the event that took place in Ottawa and recognized the top young scientists from across Canada. It included an all expenses paid trip for the student and a parent or guardian. YSC alumni made up almost 60% of the 35 students who were invited to the event.

We are also excited that next year the CWSF will be held in Edmonton as part of the first year of a three-year rotation in that city. Lots of hard work is already taking place to ensure next year's CWSF is equally successful as this year's.

None of YSC's programs would be possible without the support of the many volunteers across the country that help support YSC at a local, regional, and national level. I would like to take a moment to thank every one of them for their hard work and dedication. I also want to thank Dave Desjardins for his service as a board member. Dave resigned his seat on the Board earlier this year in order to focus on his duties as one of the co-chairs of this year's CWSF. Lastly, I want to thank our staff. They work tirelessly throughout the year to not only put on a successful Canada-Wide Science Fair, but to support all of YSC's programs. Their hard work and dedication is valued by the entire YSC community.

I am excited to see what this year has in store for YSC as we continue to develop some of our new programs. I believe the future is bright for our organization. Thank you.

- Treasurer – Najib Hayat
My name is Najib Hayat and I'm the Treasurer at YSC. I am responsible for going over the financial statements as provided by HSM.

Financial Review Process

- Hurren Sinclair MacIntyre audited the financial statements for the year-end June 30, 2018 prepared by Management.
- The Board received and reviewed the draft financial statements on October 13, 2018.
- Hurren Sinclair MacIntyre provided a qualified audit opinion on the financial statements consistent with what many other charitable organization are provided.
- For 2018, there was no longer an operating deficit.
- YSC actually reported a surplus of \$173K; 2017 was 15.5K.
- Significant changes were implemented as part of the austerity measures and fiscally responsible objectives.
- It is acknowledged that significant strides were taken in to being recognized as a "Going Concern".

- The auditor is obligated to include this in a section on “Basis for Qualified Opinion”.
- Hurren Sinclair MacIntyre expressed their appreciation for Management and the staff’s assistance on the overall audit process and was a very smooth audit.
- We have decided to retain our Auditor, Hurren Sinclair MacIntyre LLP, for year end June 30, 2019.
- This was approved at the AGM on December 8, 2019.

2018 Financial Statements

Bottom Line

- Surplus of \$173K (2018) from \$15.5K (2017).
- YSC’s net deficit was reduced to \$43,000 (2018) from \$216,000 (2017).
- YSC’s net unrestricted assets improved from to \$-45,000 (2018) \$-450,000 (2017).
- All outstanding expenses and loans were paid.

YSC 2019 Budget

- \$2.1 Million in Revenues
- \$2.075 Million in Expenses
- Budgeted for a Surplus
- Projecting a surplus from this CWSF

Going Forward

- Net surplus
- Positive net unrestricted assets value
- Continue to diversify funding - Revenue from philanthropy, admissions, event fees, merchandise part of the mix

What We Accomplished

- New Effective Leadership, Governance & Management (Executive Director [ED], Board)
 - Sponsorship (Rogers, Etc., NSERC, Intact)
 - Without YOU, there would be no YSC!
- Scrutineer – Andrika Tittenberger
 - I wish to table the scrutineers report indicating 104 members present and 9 represented by proxy totaling 113 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.
Scott Berry, Quinte
2nd by Mervat Yehia, Northern Manitoba
Unanimous to accept minutes
CARRIED

- Nominating Committee – Steve Karrel
 - Thanks to the committee: Steve Karrel (Chair), Caroline Whippey, Reni Barlow and Karen Price (member at large).
 - The Call for Nominations was sent out
 - 3 available Board positions.
 - 3 candidates were contacted.
 - 4 candidates committed and completed their written applications.
 - All candidates are qualified.
 - The nominees for election to the 3 available Board positions are:
 1. Mandy Dennison
 2. Trevor Maguire
 3. Jamie Parsons
 4. Shawn Sanderson

- 3. Election of Officers – Steve Karrel
 - Four members of YSC have been nominated to the Board of Directors and there are 3 vacant positions to be filled on the Board. As per the Bylaws, each member will vote candidates to the Board.
 - Each candidate gave a presentation about themselves, followed by secret ballot voting.
 - **MOTION** that the following members: Mandy Dennison, Trevor Maguire, and Jamie Parsons be elected to the Board of Directors.
David Desjardins, Member
2nd by Patrick Whippey, Life Member
Unanimous Vote
CARRIED

- 4. Revision of Bylaws – Caroline Whippey

Bylaw updates were completed including:

 - Change election of Directors from in-person at the SGM to electronic vote ahead of CWSF.
 - Enables regional committees to review the candidates and then direct their representative on how the region wishes to vote.
 - It also gives newly elected Directors the opportunity to attend the CWSF the year they are elected.
 - If the Director, without reasonable excuse, fails to attend three (3) consecutive meetings of the Board with or without regrets, or four (4) meetings within one fiscal year.
 - The Board has extended the number of consecutive meetings that may be missed, added clarification regarding regrets to a meeting, and added that only four meetings may be missed within a fiscal year. This better reflects current practice amongst nonprofit Boards.
 - A number of other minor changes were made. A complete list of these changes was included in the SGM Member package.
 - Q&A

- i. How many meetings in a year? 12 (most meetings are by Skype with 2-3 in person)
- ii. Could a corporation be a member? Yes any corporation could purchase a membership for \$50
- iii. Electronic Vote – opportunity for regions to discuss as a committee – communication is a problem sometimes
- iv. Grouping of Bylaw changes make them less clear; could the changes be voted on separately? – Board approved Bylaws previously and members now need to accept or not.
- v. Open vote at this meeting.
- vi. Was there a conversation prior to this meeting?
- vii. Is there a comfort level for an open vote? No

Caroline made ballots and the vote became secret.

- o **MOTION** to revise the Bylaws. Resolved, that the Bylaws be revised to include all amendments in the Bylaw Amendment Summary document circulated to Members on April 16, 2019.
 - o 98 Yes – 9 No – 4 Abstention – 1 Spoiled
 - o Motion Passed 131 total – 88 required – 112 voted yes
CARRIED

5. Other Business – Alastair Komus

- Q&A
 - i. Photo ID on badge – why was it taken off? Minimal benefit for amount of work; not checked by security, and CWSF is one of the the only fairs in the world to have photo on the ID badge.
 - ii. Having judging on Monday is a travel issue sometimes. Can judging go back to Tuesday? No – arrivals were supposed to be on Saturday this year, but some were very early Sunday morning.
- Board around all week so feel free to come talk to any of us.

6. Adjournment – Alastair Komus

- **MOTION** to adjourn the 2019 Special General Meeting of Members.
 - o Moved: Jon Pittman, Peace Country
 - o Adjourned – 4:33pm