

Youth Science Canada Special General Meeting

Tuesday, May 17, 2011 @ 9:00am
Studio Theatre – Room D1010 (Seneca College, Newnham Campus)
Toronto, Ontario

MINUTES

Meeting called to order at 9:10 by Elaine Ma.

1. Chair's Welcome – Elaine Ma
 - Welcome to all.
 - Elaine Ma will act as Chair, Reni Barlow will act as Secretary.
 - Switching Items 3 & 4 to give the Scrutineer time to count the ballots.

2. Chair's Report (Board's Progress and Achievement) – Elaine Ma
 - Board of Directors thanked for their service and introduced – Vice-Chair – Amberly Dooley, Secretary – Len Reimer, Treasurer – Sanjil Shah, Incoming Treasurer – Mayur Gadhia, Peter Calamai, Carole Charlebois, Cliff Coveyduc, Antoine Garwah, Lorne Heslop, Steve Karrel
 - Comments on the CWSF 2011 – 50th Anniversary
 - YSC Board of Directors met seven times since the last SGM including the AGM held November 27, 2010 at the YSC office in Pickering. This year the Board revisited and revised the strategic direction for the organization to focus, in priority of order, on:
 - Engaging youth in science-related activities
 - Promoting the value of an inquiry-based approach to science learning
 - Recognizing youth for achievements in science
 - Providing resources and tools to support inquiry and critical thinking in science
 - Identifying and supporting youth with the potential for excellence in science
 - As part of this process, the Board recognized the need to have additional input from members as well as other individuals in Canada interested in engaging youth in science inquiry and critical thinking. To this end, the Board initiated a survey as part of the Youth Science Month mail out in March to get feedback from educators across Canada. The survey remains open and can be accessed from the Youth Science Canada website; we'd really appreciate your input. The Board encourages and welcomes comments and suggestions and if you have any thoughts or comments, please feel free to approach any one of us at any time for a discussion.

Scrutineer's Report - Gina Collins

- There are:
 - 104 Members present
 - 16 represented by proxy
 - 120 total Members present
- 15 voting members present in person or by proxy must be in attendance for quorum.
- Therefore, quorum is present to conduct the business of the Special General Meeting.

Minutes of the SGM 2010

- All members received minutes by email, copies available at meeting.
- Any changes or omissions?

MOTION: That the minutes of the 2010 Special General Meeting of members be approved as presented.

- Moved: Steve Karrel, YSC Board of Directors
 - 2nd: Lorne Heslop, YSC Board of Directors
- CARRIED

Treasurer's Report - Sanjil Shah

- Introduced Mayur Gadhia (appointed in fall 2010).
- Deloitte & Touche (D&T) audited the financial statements prepared by management.
- The Board received and reviewed the draft financial statements on October 19.
 - D&T provided an unqualified audit opinion on the financial statements
 - D&T provided a post-audit report which included information on five audit adjustments (mostly related to classification of expenditures related to MRI funds) and comments related to review and approval policies (expected due to size and type of organization)
 - D&T expressed their appreciation for management and the overall audit process

2010 Financial Statements

- Statement of financial position:
 - Cash balance declined to a deficit (bank overdraft) of \$201K due to the timing of maturity of \$2.5M of funding from Government of Ontario invested in long-term GICs at 4%.
 - Accounts receivable decreased to \$227K (from \$418K) mainly due to sponsorship amounts receivable.
 - Capital assets decreased to \$166K (from \$210K) mainly due to amortization.
 - Deferred revenue decreased to \$2.412M (from \$3.241M) mainly due to recognition of MRI funds.
 - No other significant changes.

- Statement of operations:
 - Revenues increased by \$848K in 2010 from \$2.331M in 2009 to \$3.179M in 2010 – \$506K of Government of Ontario funding was recognized and sponsorships increased by \$358K.
 - Expenses increased by \$419K in 2010 from \$2.375M in 2009 to \$2.794M in 2010 – \$506K of expenses related to Government of Ontario funding recognized.
 - The combined impact of increasing revenues and increasing expenses has resulted in a surplus of \$385K (compared to a deficiency of \$45K in 2009).

2011 Operating Budget

- In September 2010, Management prepared and presented a balanced 2011 operating budget to the Board – revenues and expenses budgeted at \$3.368M.
- Statement of financial position:
 - As of March 31, 2011, YTD revenues are \$1.98M and YTD expenses are \$1.56M (with majority of CWSF revenues and expenses still to be realized/incurred).
 - 2011 revenues are projected to be significantly lower than budget.
 - Management has responded by scaling back certain discretionary expenses related to the CWSF by \$140K
 - Management will also increase its focus on sponsorship and fundraising following the CWSF
 - As a result, a deficit is expected in 2011, which will be offset by the 2010 surplus of \$385K

3. Nominating Committee Report – Elaine Ma

- Election: Board of Directors
 - Malcolm Butler
 - Cliff Coveyduc
 - Anita Luszczak
 - Jaymie Matthews
- Nominees each gave a brief presentation to members.
- Election: Votes were cast and ballots were counted. The new Board of Director members are:
 - Malcolm Butler
 - Anita Luszczak
 - Jaymie Matthews

MOTION: To destroy the ballots.

- Moved: Len Reimer, YSC Board of Directors
 - 2nd: Danny Glin, Calgary Youth
- CARRIED

4. Motions - To Amend the Bylaws - Elaine Ma

- Motion #1: Eligibility of Directors for Election or Appointment.
 - Change to 2 3-year terms, take a year off, then reapply.

MOTION: *Resolved*, that Article 4, Section 4.14, Subsection c) of the bylaws be amended to require that Directors who have served the maximum number of two terms be absent from the Board for at least one year before becoming eligible for election or appointment, as indicated:

OLD WORDING

Article 4 - Governance

- 4.14 Terms - The Terms of the elected and appointed Directors shall be in accordance with the following:
- a) Elected and appointed Directors shall hold office for a term of three years and shall hold office until their successors have been duly elected or appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.
 - b) Elected and appointed Directors shall only be eligible to maintain office for a maximum of two terms.
 - c) Elected and appointed Directors shall be eligible for a third term if nominated by the Nominating Committee.

NEW WORDING

Article 4 - Governance

- 4.14 Terms - The Terms of the elected and appointed Directors shall be in accordance with the following:
- a) Elected and appointed Directors shall hold office for a term of three years and shall hold office until their successors have been duly elected or appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.
 - b) Elected and appointed Directors shall only be eligible to maintain office for a maximum of two terms.
 - c) Elected and appointed Directors who have served their maximum number of terms shall only be eligible to return as an elected or appointed Director after having been absent from the Board for one year.
- Moved: Amberly Dooley, YSC Board of Directors
 - 2nd: Antoine Garwah, YSC Board of Directors
- CARRIED

- Motion #2: Separation of the Secretary/Treasurer position into two positions.
 - Cheryl from Vancouver Island asked: If the position is split and assume both roles as one person, do they get two votes. Answer: No since it doesn't matter who holds the role, it's individual members who get to vote.

MOTION: *Resolved*, that Article 4, Section 4.28, be amended; and Section 4.31, Subsection c), of the bylaws be replaced by two new subsections, c) and d), to separate the position of Secretary/Treasurer into two positions; and that Section 5.10, Subsection a), be amended to reflect this change, as indicated:

OLD WORDING

Article 4 - Governance

4.28 Officers - The Officers of the Corporation are the Chair, the Vice-Chair, the Secretary/Treasurer and such other officers as the Board of Directors may determine. Officers are appointed by the Board at the Board's first meeting following the Special General Meeting.

NEW WORDING

Article 4 - Governance

4.28 Officers - The Officers of the Corporation are the Chair, the Vice-Chair, the Secretary, the Treasurer, and such other officers as the Board of Directors may determine. Officers are appointed by the Board at the Board's first meeting following the Special General Meeting.

OLD WORDING

Article 4 - Governance

4.31 c) The Secretary/Treasurer shall cause to be kept proper accounting records as required by the Act, shall supervise the deposit, management and disbursement of the funds of the Corporation, when required shall provide the Board with an account of financial transactions and the financial position of the Corporation, shall present audited financial statements to Members at the Annual General Meeting, shall be responsible for the documentation of all amendments to the Corporation's Constitution or Bylaws, shall ensure that all official documents and records of the Corporation are properly kept, shall have custody of the corporate seal, and shall perform such other duties as may from time to time be established by the Board.

NEW WORDING

Article 4 - Governance

- 4.31 c) The Treasurer shall cause to be kept proper accounting records as required by the Act, shall supervise the deposit, management and disbursement of the funds of the Corporation, when required shall provide the Board with an account of financial transactions and the financial position of the Corporation, shall present audited financial statements to Members at the Annual General Meeting, and shall perform such other duties as may from time to time be established by the Board.
- d) The Secretary shall be responsible for the documentation of all amendments to the Corporation's Constitution or Bylaws, shall ensure that all official documents and records of the Corporation are properly kept, shall have custody of the corporate seal, and shall perform such other duties as may from time to time be established by the Board.

OLD WORDING

Article 4 - Governance

- 5.10 a) The proxy is received by the Secretary/Treasurer prior to the start of the meeting.

NEW WORDING

Article 4 - Governance

- 5.10 a) The proxy is received by the Secretary prior to the start of the meeting.
- o Moved: Carole Charlebois, YSC Board of Directors
 - o 2nd: Len Reimer, YSC Board of Directors
- CARRIED

5. Board Service Recognition - Carole Charlebois

- Thank you to Sanjil Shah, Amberly Dooley and Elaine Ma.
- Carole gave a brief presentation to each Director and a Service Recognition plaque.

6. Other Business - Elaine Ma

- Thank you Cliff Coveyduc.
- A Service Recognition plaque will be presented to Cliff in Nova Scotia.

7. Adjournment - Elaine Ma

MOTION: To adjourn the 2011 Special General Meeting of Members.

- Moved: Amberly Dooley, YSC Board of Directors
- Adjourned - 10:00am