

Youth Science Canada Special General Meeting

Tuesday, May 14, 2013 @ 2:15pm
Room PE250, University of Lethbridge
Lethbridge, Alberta

MINUTES

Meeting called to order at 2:21pm by Len Reimer.

1. Chair's Welcome – Len Reimer
 - Welcome and thank you for taking the time to be here.
 - For this meeting, Len Reimer will act as Chair, Jaymie Matthews as Board Secretary, Lori Murray will take the minutes.

2. Reports
 - Chair's Report – Len Reimer
 - Congratulations to the Host Committee and volunteers here in Lethbridge and in Alberta!
 - Hosting a CWSF is never a small task so it is great to be hear and see that everything is ready.
 - You certainly did not keep this a secret. I have been asked by all sorts of people if I knew the Fair was going to be Lethbridge because a relative or friend sharing the exciting news. Being a town so committed to welcoming and pitching in is wonderful. All the best!
 - I thank all of you for being here. I know that getting the time and making the arrangements to attend is not easy and having been a Delegate several times, I know this is not a relaxing week for any of you.
 - From the Board, congratulations to this year's recipients of the Distinguished Service Award.
 - A huge thanks to all of you! Being here represents a huge commitment on your part. You have had to reschedule many things. It is typical that each of you is a leader, likely both in your Region and in your career and each of you will have a stack of emails and tasks to do when you get back. Thank you for your commitment. I've been a delegate several times and I know your workload this week. Thank you.
 - Thank you to the sponsoring companies, organizations, individuals and governments. We find that often these sponsors are as passionate about the activities of Youth Science Canada as are all of us. Without their generous support, we could not do the good things that engage us all. To all the sponsors a big thank you.
 - Thank you NSFC and NJC, NEC and my colleagues on the Board

- We must recognize the amazing work done by Reni Barlow and Lori Murray in the YSC office, Liette Philippe our CWSF planner, Dominic Tremblay who coordinates SMARTS, delivers Smarter Science workshops in French and emceeds the ceremonies this week, Mike Newnham the effervescent Smarter Science lead, and Eric Ma who is currently on parenthood leave.
- Thank Board for service. Before I introduce you, I need to explain to the Members what has happened this year.
- Last year you elected Dave Jaworsky to the Board. Unfortunately Dave's employment changed and he found he could no longer serve on the Board and he reluctantly resigned.
- Before Dave's resignation, we had made a commitment to include youth input in a significant way. We had asked the CWSF Ambassadors to provide suggestions on inclusion of youth and their ideas to the Board. Two Ambassadors, Vivian Pang and Elise Tessier, who are both at this CWSF in their Ambassador roll, were selected by the rest of that group and provided an excellent report to the Board. Vivian joined us for a very significant meeting where we began to consider how we will approach the future. Elise was invited but had not-to-be-missed exams that day.
- However, we were short one director and we decided that a person from the Youth would match our commitment. Last May a university student who is a fairly recent CWSF Alumni had actually run for the position of Director so we appointed Brian Le to the Board until the end of this year's term.
- Introduce Board. I was reminded to describe the background of each Board member so you get a sense of the depth of experience this team brings.
 - Vice Chair - Anita Lusyszak - from Calgary. Anita is a project lead for Devon Petrochemicals and a great organizer. Anita is a CWSF Alumni Alumni.
 - Secretary - Jaymie Matthews - Professor and Department Head of Astrophysics at UBC in Vancouver and coordinator of MOST the Canadian space telescope operated by the Canadian Space Agency. Jaymie is also a CWSF alumni.
 - Appointed Treasurer - Mayur Gadhia - from Toronto. Mayur is a senior corporate Chartered Accountant for Price Waterhouse Coopers of Canada
 - Malcolm Butler - Dean of Science at Carlton University in Ottawa and is a real live theoretical physicist
 - Peter Calamai - from near Ottawa is now a free lance journalist involved with science items, a former Toronto Star columnist. When we first met Peter, he was proudly wearing his Gold Medal from the Canadian National Science Fair that preceded the Canada-Wide.

- Antoine Garwah – President of Science Timmins and former Chair of this Board of Directors. Antoine was also the Chair of the CWSF in Timmins.
- Jennifer Gerritsen – a medical doctor and is involved publishing. Jennifer is another CWSF alumni.
- Lorne Heslop – with a pharmaceutical degree, Lorne was a lead organizer with Agriculture Canada for several years. Lorne is the Chair of the Board of Youth Science Ontario and is now farming near Ottawa. Lorne is also a former Board Secretary and Chair of this Board.
- Brian Le – recently graduated with his Bachelor of Science. Brian is also a CWSF alumni.
- I live near Vancouver and am a retired science teacher, school principal and UBC science education lecturer. I now edit and write books ... or try to.
- Thank you Board.
- I am sure you are often asked if all the time and effort each of us put into this role is worth it. Recently I was able to explain what this whole venture is about. I was able to talk about the amazing ripple effect that happens as we engage in this exercise of inspiring and showcasing excellence; the connections and career long networks that are made and shared. That ideas that would have been just fleeting moments of thought are highlighted and provide the catalyst for university entrance, for academic focus and for whole careers. There are young people who have a voice, who have a forum for their ideas, who are recognized for their ability in a social setting that often ignores or tries to repress invention, dedication, the maths and the sciences. Collectively, we provide that opportunity and we are connecting the people who will make a difference now and in the future. Collectively we engage in the celebration of excellence, of dedication and of commitment. The webs created through this exercise are amazing and the number of people who are supported, who are touched and who are inspired is incredible. Let us never forget that together we are making a difference. Thank you.
- In the same conversation, I was asked how much I was paid for taking on this role. So if you did not know, all directors are all volunteers just like you.
- This is a very significant year for Youth Science Canada for several reasons.
- We did meet and set in motion a set of strategic imperatives that match the mission statement goals. Reni and the staff have been very involved in taking the ideas and giving them flesh. It has been and continues to be an exciting exercise.
- We are excited to see the continued growth of Smarter Science which now has a footprint in a number of provinces, the support provided by the SMARTS network. Schools are kept informed and involved through “Invent the Future” and Canada is reminded of the contributions of youth in

science through Science Month. And of course our highlight program is happening right now at the Canada-Wide Science Fair.

- At the Annual General Meeting in December, I did announce that Reni will be retiring from the position of Executive Director although the exact date has not been established. We are well aware that the foundation of this organization is the volunteers; the backbone is the Regions and the goal is to get every student in Canada engaged in critical thinking through science.
- **We** encourage involvement in science and critical thinking and seek to identify and acknowledge science excellent among the youth in Canada. It is good to know that science is being recognized for adults as well.
- Bayer Canada has established an award to recognize significant contributions of Canadians. It is good to see contributions to science being recognized. Among this year's recipients are Roberta Bondar from the Canadian Space Agency and NASA (and a CWSF alumni), David Suzuki on behalf of the Suzuki Foundation and other notable Canadians exhibiting excellence and accomplishment. Included in that set of scientists was the award for Innovation in Science. This was presented to our very own Reni Barlow! Reni has been a teacher-sponsor, a Delegate, a Member of the National Science Fair Committee, a Member of the Board of Directors and for over a decade as Executive Director. This event reflects the inspiration and ideas that Reni has brought to the Youth of Canada and all of us. We have all been the beneficiary of the incredible hard work, commitment and inspiration of Reni Barlow. Reni you can be very proud that you have made a huge contribution for all Canadians. Standing ovation!!

3. Scrutineer's Report - Elaine Ma

- There are:
 - 109 Members present
 - 6 represented by proxy
 - 115 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 May 2012

- All members received minutes by email, copies available at meeting.
- Any changes or omissions? None forthcoming

MOTION: That the minutes of the 2012 Special General Meeting of members be approved as presented.

- Moved: Scott Berry, Quinte
 - 2nd: Andrew Hodgson, Durham
- CARRIED

4. Treasurer's Report – Mayur Gadhia

Financial Review Process

- Deloitte & Touche (D&T) audited the financial statements prepared by management for the year ended June 30, 2012.
- The audit report was dated November 12, 2012.
 - qualified audit opinion on the financial statements (common for NPOs)
 - no major issues noted
 - there was only one item unadjusted for about \$14K
 - expressed their appreciation for management and the overall audit process

2012 Financial Statements

- Statement of financial position:
 - Current assets decreased to \$354K from \$1.2M.
 - Capital assets decreased to \$119K (from \$131K) mainly due to amortization.
 - Deferred revenue decreased to \$123K (from \$1.2M) mainly due to recognition of Ontario MRI funds.
 - No other significant changes.
- Statement of operations:
 - Revenues decreased by \$443K due to lower sponsorship and donations.
 - Expenses decreased by \$375K.
 - There is continuing focus on statement of operations due to difficult sponsorship environment.

2013 Operating Budget

- In the fall 2012, Management prepared and presented 2013 operating budget to the Board – revenues and expenses budgeted at around \$2.4M (versus \$2.9M in previous year) which was reduced to \$2.3M in March 2013.
- Management working hard in light of difficult times:
 - Scaling back certain discretionary expenses related to CWSF.
 - Rased new sources of funds (RIM, Microsoft).
 - Continuing to focus on fundraising and looking for new ways to raise money. We are very confident that this will be successful.

Financial statement were already accepted at the Annual General Meeting on December 8, 2012.

Any questions? None forthcoming

Thank you.

5. Nominating Committee Report – Malcolm Butler

- The nominating committee for 2013 consisted of Anita Luszcak, Jennifer Gerritsen, Reni Barlow, Nancy Krakar-Hermans from the Niagara Region as Member-at-large and Malcolm Butler as chair.

- As per the Bylaws, three Board Members (Peter Calamai, Antoine Garwah and Lorne Heslop) were finishing their current three-year terms. One member (Brian Le) had been appointed to the Board following the resignation of Dave Jaworsky, and that appointment was also finishing. In accordance with the By-laws, Antoine Garwah and Lorne Heslop were completing second successive terms and were thus not eligible to run again. Peter Calamai was completing his first term and was eligible for re-election at the Special General Meeting of 2013. However, the Nominating Committee was informed by Peter that he had chosen not to be considered for re-election at the Special General Meeting of 2013.
- This charged the Nominating Committee to identify sufficient new persons to enable the election of three new Board Members. It was decided not to fill the slot left vacant by Dave Jaworsky through election, as that would have distorted the election cycle of replacing/renewing three board positions per year. There was a mandate to consider appointing a youth representative should one not be elected at the Special General Meeting of 2013.
- The nominating committee submitted the updated nomination letter and package for distribution in late January of 2013.
- The nominating committee would like to thank the Youth Science Canada office for sending out the link to the 2013 nominating package. Special attention was paid to recruiting youth nominees, and to that end CWSF alumni were contacted to consider standing for the Board.
- The Nominating Committee received nominations for four persons to stand for election: Ross Haley, Brian Le, Gorick Ng, and Jamie Parsons. They were informed that their short biographies would be distributed to the membership, and they were presented the opportunity to speak to the membership for two minutes at the Special General Meeting in 2013. Two nominees could not attend, but one elected to submit their presentation electronically. The other was presented with this same opportunity, but chose to let their biography speak for itself.

ACTION: Nominees are not obliged to attend the SGM, and it is apparent that attendance and presentation does have an impact. In order to ensure a fair process, this step should be reviewed and options to discuss an even presentation of nominees to the membership for election.

ACTION: The Board lacks private-sector representation, and the current nomination process does not lend itself to easy identification of nominees from this sector who would be engaged with, and passionate about, Youth Science Canada. The Board is encouraged to charge the nominating committee in September 2013 to begin the process of identifying nominees early, specifically nominees from under-represented sectors of strategic importance to the organization.

6. Election of Officers - Malcolm Butler

- 4 nominees for 3 positions.
 - Ross Haley (did not send in a video presentation)
 - Brian Le

- Gorick Ng (sent in a video presentation)
- Jamie Parsons
- Nominees each gave a brief presentation to members.
- Ballots were filled out and put into the sealed box and taken away to be counted.

7. **MOTION:** Revision of Bylaws – Len Reimer

Driven by the new Federal Not-for-Profit Corporations Act.

Reni did a lot of work preparing the Bylaws.

They went to a lawyer who compared the requirements of the new act with the existing bylaws and suggested most of the changes you see.

It then went to the Board and a Board Committee of Lorne Heslop, Brian Le and myself. We examined all the bylaws and the suggested changes, the Board has authorized this package for your approval.

Reni has included a summary of the major changes.

One note: regarding membership and voting, the end result would actually be exactly what we have now.

This motion has been previously moved by Lorne Heslop and seconded by Brian Le, are there any questions? None forthcoming

CARRIED

8. Board Service Recognition – Len Reimer

- Peter, Lorne, Antoine and Brian. To those that are running for a spot on the Board this year, you have very big shoes to fill.
- Brian Le. Thank for jumping in and filling the vacant spot.
- Peter Calamai. Peter's career had him being a journalist for the Toronto Star and is he ever good at getting to the foundation of any issue! I have great respect for Peter. There is not a job he committed to doing that he has not done with excellence and on time. He has a science background and has proudly sported his Gold Medal from his national science fair which evolved shortly after into the Canada-Wide Science Fair. Beside his sharp and wry sense of humor, he brings a different insight and is never shy about asking difficult and uncomfortable questions which have helped reveal new ideas and directions. We all have learned a lot from him. Peter we will miss you on the Board.
- For several years, Youth Science Canada has had the calm, determined wisdom of Antoine Garwah. Antoine is the President of Science Timmins, former Chair of the CWSF in Timmins and former Chair of the Board of YSC. Our bylaws dictate that Antoine may not run again this year and so we say good-bye to a man of wisdom and commitment. He has been a great contributor and advisor. Antoine, thank you.
- The bylaws also dictate that Lorne Heslop will be leaving the Board this year. Lorne has been a force within Youth Science Canada from his years

on the Board of Directors more than a few as Chair. Lorne has worked incredibly hard this past year as he has always done. Through his children he knows how this organization can change lives and he brings that passion and commitment to every meeting. Lorne, thank you.

- Plaque presented each to Peter, Antoine and Lorne.

9. Election of Officers - Malcolm Butler

- Election: Votes were cast and ballots were counted. The new Board of Director members are:
 - Brian Le
 - Jamie Parsons
 - Gorick Ng

MOTION: To destroy the ballots.

- Moved: Peter Calamai, YSC Board of Directors
 - 2nd: Elaine Ma, Frontenac, Lennox & Addington
- CARRIED

10. Other Business - Len Reimer

- None forthcoming

11. Adjournment - Len Reimer

MOTION: To adjourn the 2013 Special General Meeting of Members.

- Moved: Reni Barlow, YSC Executive Director
- Adjourned - 3:17pm