

Special General Meeting of Members Youth Science Foundation Canada

Saturday, May 22, 2004, 9:00 A.M.
Room SN2109– Memorial University of Newfoundland
St. John's, Newfoundland & Labrador

Minutes

1. Opening Remarks

The president, F. Seif welcomed everyone and noted that this special general meeting (SGM) was taking place in accordance with the amendments to the Bylaws adopted in May 2003 whereby the fiscal year-end was changed to June 30 and the president/chair was required to call a Special General Meeting of the foundation during the Canada-Wide Science Fair to transact such business as is normally associated with the Annual General Meeting (AGM), excepting any business required by law to be transacted at the AGM. He noted that all Members had been mailed an information package prior to the November 22, 2003 AGM, which included an invitation to join the meeting by toll-free telephone call. He also reminded Members that a similar package, including an agenda, proxy, and a copy of the proposed and current Bylaws had been mailed to Members a month ahead of the SGM. Questions and discussion indicated that some members were unaware of the Bylaw changes and that some Regional Chairpersons had not passed on the information to their CWSF delegates.

F. Seif chaired the meeting; R. Barlow recorded the minutes.

2. Report Of The Scrutineer

G. Cooke, acting as Scrutineer, reported that twelve (12) proxies were assigned to C. Charlebois, six (6) to F. Seif, one (1) to D. Cashin and one (1) to C. Page for a total of 20 proxy votes. He reported that, in addition to the Members present, this constituted the quorum necessary (15) to conduct the business of a Special General Meeting.

3. Managing Director's Report

R. Barlow reported that YSF Canada had experienced another challenging year, but that several significant steps had been taken to improve the financial and operational health of the organization. Most significantly, in November 2003 the Board of Directors decided to terminate its three contracts with The Platform Group Inc. effective January 12, 2004. This meant that YSF essentially operated with a single full-time contractor from November to the CWSF, realizing a significant saving for the organization, but making the lead-up to the CWSF challenging. Last November, YSF initiated a process to select a new business partner to provide fundraising and marketing/communications support. This began by sending a request for interest to over 65 Toronto-area firms that specialize in this type of work. Eleven firms requested the Request for Proposal (RFP) from YSF Canada, and in mid-January seven detailed proposals were

received. A task group of the Board narrowed the list to four, who were invited to present to Board members on February 19th. All four proposals were excellent, but the combination of Redefinery and Disruptor was selected in early March. The firm has been reviewing YSF operations and programs and presented an interim report in April. One immediate effect of this process has been the redesign of the Gold Minds publication for 2004. The draft cover design was shown. Improved service to regions and to CWSF Host Committees heads the list of priorities for the coming year, including the provision of improved web-based communication.

4. Treasurer's Report

T. Lee reported that because YSF Canada changed its fiscal year-end to June 30 from the previous December 31 year-end, the financial statements presented at the AGM in November were for the six months ended June 30, 2003 and were compared to the previous twelve months ended December 31, 2002. He reminded Members that there was also a change of auditor for fiscal year 2003 to PricewaterhouseCoopers LLP, who is the current auditor.

Fiscal 2003 was a challenging year with the total revenue of just over \$1.3 million. Accounting for the integration of CWSF registration fees, the net total revenue for fiscal 2003 was essentially the same when compared to 2002. This was unfortunate in the sense that YSF was not successful in securing any significant new strategic sponsors that we set out to target for in 2003. On a more positive note, YSF continues to be very successful in having its current sponsors renew their financial commitments.

In 2003, over 60% of expenses went directly to support the CWSF in Calgary. Another 24% of expenses financed other initiatives, such as Team Canada. Management and general administrative expenses were lower than last year, at 13% of total expenses. Fundraising expenditures were also consistent with those of prior year.

Overall, the financial position of YSF Canada remains sound. A positive change in our strategic direction requires a commitment of financial resources. We have invested in the online management and registration system. We have hired outside consultants to assist us in updating our policies and procedures. And yet, we have been diligent in minimizing administrative and other overhead costs. This cost containment approach has helped us to direct funds to make the required strategic investments. Having said that, we can only cut costs to a certain extent. We must focus on increasing our revenue base and expanding our reach nationally.

Later this year, when you review the financial statements for the fiscal period ending June 30, 2004, you should expect the 2004 financial results to be largely comparable to 2003. However, the 2005 budget will include stretch revenue goals to increase the financial resources so that we can fulfill our mission and

better serve regions and Members. This will be our number one priority in the next few years. Members will be sent a financial update along with the 2004 financial statements later this year.

5. Motion (from the floor)

It was MOVED by D. McLintock (Chatham-Kent) and SECONDED:

That the board of YSF consider changing the fiscal year-end to permit holding the annual general meeting at the CWSF.

Discussion indicated that a number of Members felt that the AGM is more appropriate at the CWSF when a representative from each region can be in attendance. Several members stated that the reasons for the change of fiscal year had been clearly presented at the May 2003 AGM and that the motion had been well supported.

MOTION DEFEATED.

6. Motion (from the floor)

It was MOVED by D. Turcotte (YSF Board) and SECONDED:

That the board of YSF put in place before the next CWSF, a trust fund, appropriate to the goals of the foundation, which interest will be allocated to the regions and the CWSF through a comprehensive funding program.

Discussion suggested that while the intent of the motion – the provision of funding to regions and the CWSF – was desirable, there were legal and financial implications that would need to be considered prior to implementation. A question was asked regarding whether having a large trust fund would limit the organization's ability to raise operating and program funds. An observer familiar with fund raising noted that this would not be a problem as it is common practice for hospitals and other foundations. It was generally requested that the motion be amended as follows:

That the board of YSF study the possibility of creating, before the next CWSF, a trust fund, appropriate to the goals of the foundation, which interest will be allocated to the regions and the CWSF through a comprehensive funding program.

D. Turcotte accepted the amendment.

MOTION CARRIED.

7. Motion (from the floor)

It was MOVED by D. Turcotte (YSF Board) and SECONDED:

That the board of YSF put in place a task group headed by a minimum of three board members, to study the operational aspects of the CWSF, including the work of the host committee for the CWSF, the NSFC, the relation to the regions and the

office of the YSF in order to maximize the efforts and resources invested by all parties involved.

C. Charlebois (YSF Board) requested that the motion also be made in French.

D. Turcotte (YSF Board) presented the following translation:

Que le C.A. de la FSJC mette en place un comité de travail dirigé par trois membres de C.A. ayant pour mandat d'étudier les aspects opérationnels de l'ESPC, incluant le travail du comité hôte pour l'ESPC, le CNES, et la relation aux régions et le bureau de la FSJC, avec comme objectif de maximiser les efforts et ressources investis par les parties impliquées.

Discussion indicated that a review of this type was already underway as part of Phase I of YSF's contract with R&D. Further discussion suggested that the proposed task group might be redundant and that YSF might better served by waiting for the report from R&D, due in July.

MOTION DEFEATED (24 FOR, 42 AGAINST)

8. Presentation Of Proposed New Constitution And Bylaws

R. Barlow made a presentation on the history of the Bylaws and the revision process. He indicated that YSF was originally incorporated in 1966 by Letters Patent and that the Bylaws had been last revised in 1993. The proposed Bylaws presented in May 2003 had since undergone significant revision, with all Board members encouraged to participate in the process. The currently proposed Bylaws were developed in consultation with the Centre for Sport and Law at Brock University and the Canadian Society for Association Executives (CSAE) and were approved by the Board on March 20, 2004. He also indicated that, courtesy of CDLS, both the proposed Constitution and Bylaws are available in French.

Highlights of the new documents include:

- Addition of a Constitution that defines how the organization is constituted and connects the objects of the Letters Patent (1966) to the governance of the organization
- Addition of Partner Members
- Clarification of membership
- Provision of bilingual services
- A clear process for nomination and election of Directors
- Provision for Board and Management Committee meetings using communications technology
- Clarification of the Management Committee's role
- Provision for official communication to Members by electronic means

He noted that changing the Bylaws is a three-step process:

- Approval by the Board of Directors

- Ratification by special resolution (two-thirds majority) of Members at a meeting
- Approval of the Registrar (Industry Canada)

MOTION: It was MOVED by F. Seif (YSF Board) and SECONDED:
That the proposed new constitution for YSF Canada be accepted by the members.

MOTION CARRIED

MOTION: It was MOVED by F. Seif (YSF Board) and SECONDED:
That the proposed new bylaws for YSF Canada be accepted by the members.

Discussion indicated that certain articles of the proposed new Bylaws might still require review and refinement, particularly sections:

- 2.7 in which some felt the wording was ambiguous and could be interpreted to mean that only existing members may be admitted for membership
- 2.15, 2.16 and 4.4 which some saw as provisions by which a mean-spirited Board could expel Members it disliked
- 4.2 which some felt provided for the Board to delegate powers, duties or functions that should or must remain with the Board
- 4.29 which defines the term of an officer to be one year when it has traditionally been three years
- 5.4 which omits the explicit 2003 bylaw provision restricting the business of the AGM to that which is legally required and specifying that the Special General Meeting at the CWSF transact all other business normally associated with the AGM
- 5.5 which provides for a quorum small enough (15) that the Board can form the majority (Note: This was not changed from the 1993 Bylaws.)
- That there is no section prescribing a process by which a motion may be brought before a meeting of Members.

Several members felt that the proposed bylaws contained provisions that could be used to support draconian disciplinary measures for dealing with Members. Some discussion questioned whether Members had been given sufficient time to review the new Bylaws as some stated that they had only received them the day before, while others spoke in favour of the process and suggested that the problems of communication and document distribution were internal to regions and not caused by YSF. Several Members noted that the new Bylaws were a significant improvement over the 1993 version, that waiting until proposed new Bylaws were perfect might result in never adopting new Bylaws, and that YSF would be better governed by adopting the new Bylaws and amending them in the future to address any concerns.

MOTION CARRIED (56 FOR, 20 AGAINST)

9. Election Of Directors

R. Barlow indicated that the list of nominees had been mailed to Members as part of the meeting package a month before the meeting. As the new Bylaws specify a clear nomination procedure and the reintroduction of staggered terms, the nominees are presented for election to a one-year term, from May 22, 2004 to May 21, 2005 as follows:

- Terry Allen - Calgary, AB
- Carole Charlebois – La Prairie, QC
- Stefane Filion - Sudbury, ON
- Antoine Garwah – Timmins, ON
- Bob Grant – Calgary, AB
- Lorne Heslop - Almonte, ON
- Thomas Lee - Markham, ON
- Anie Perrault - Bromont, QC
- Farhad Seif - North York, ON
- Dave Turcotte – Saskatoon, SK
- Marilyn Webster - Halifax, NS

MOTION: It was MOVED by Gerry Cooke (SASFI) and SECONDED:
That the proposed list of directors be elected to serve until May 21, 2005.

MOTION CARRIED

10. Other Business

MOTION (from the floor): It was moved by P. Whippey (Hon. Life Member) and SECONDED:

That the board of directors appoint a speaker to chair the special general meeting of members held at the CWSF.

P. Whippey stated that the meeting had been a frustrating experience for Members and that the proper and effective conduct of a large, formal meeting such as the SGM requires the control of an appointed speaker with a clear knowledge of the rules of order, who is not required to present information or respond to questions.

MOTION CARRIED UNANIMOUSLY

11. Adjournment

MOTION: It was moved by F. Seif:

That the special general meeting of members be adjourned.

MOTION CARRIED

The meeting was adjourned at approximately 11:20 a.m.