

**Special General Meeting of Members  
Youth Science Foundation Canada**

Wednesday, May 14, 2008 @ 13:30  
Marion Auditorium, University of Ottawa  
Ottawa, Ontario

**MINUTES**

Meeting called to order at 13:30 by Lorne Heslop.

1. Welcome by Chair, Lorne, extended tribute to Host Committee. Introduced Reni Barlow, Secretary, Lori Murray, Minutes. Thomas Lee is on speakerphone for the Treasurer Report and any questions in French will be answered by Carole Charlebois.

Reni Barlow explained why YSF has a SGM and AGM. Fiscal year end is June 30. The AGM must be held within 6 months of fiscal year end, which is held towards end of November and that meeting is restricted to appointing auditors and approval of the financial statements. The financial statements are sent to members in November. The SGM at CWSF covers all other business, including bylaws, Board of Director elections and motions as members from across Canada are able to be present.

Lorne: There are 2 motions to cover today including:

- a. Election by acclamation of 3 members to the Board.
- b. Change of bylaw to remove all references to "Management committee".

Motions must be distributed 30 days prior to the SGM so no motions can come from the floor. However, questions or issues can come from the floor at this time.  
No questions or issues were presented from the floor.

2. Scrutineer Report presented by Steve Karrel, CWSF 2007.
  - a) 91 members present
  - b) 17 proxies
  - c) 108 total membersThe necessary 15 Members for quorum are present.  
MOTION: Accept report - Scott Berry, Quinte  
Seconded – Lorraine Cantin, Timmins  
CARRIED

Approval of May 16, 2007 minutes.

- a. Moved - Raymond Corbeil, Timmins
  - b. Seconded – Peggy O’Sullivan, Kiwanis Southeast Alberta
  - c. 1 abstention
- CARRIED

3. Lorne Heslop delivered report
  - i) Lorne acknowledged YSF input – framework development: Eight principal areas in new strategic direction: marketing and service delivery are primary focus, with technology and financial management as key support areas.
  - ii) YSF needs to ensure staff and resource growth are appropriate to operations.
  - iii) Build business plan and budget, with establishment of new committee to oversee program development.
  - iv) Environmental Innovation highlighted at CWSF 2008 – article in Tuesday Ottawa Citizen.
  - v) Judges – Ethics (NJAC) presentation growth with tools to ensure continued high quality projects.
  - vi) Richard Epp (Perimeter Institute of Theoretical Physics) who gave “Dark Matter” presentation in Major’s Hill Park on May 13, was impressed with interest of students and looks forward to PI’s participation at CWSDF 2009 in Winnipeg.
  - vii) Popular Science magazine front page and feature on Ben Gulak, former Intel ISEF participant and inventor of “Uno” provides excellent recognition.
  - viii) Greater strength at regional level will come from Corporate and government support of youth science.
4. Thomas Lee, Secretary Treasurer Report (on phone)
  - a. Presented financial report June 30, 2007
  - b. Recap of AGM November 24, 2007 (see report)

YSF has strong cash and working capital. The travel plan providing flat fee service protects regions from variability in travel costs.
  - c. Small increase in revenue with a 13% increase in expenses. Thus year ended in deficit.
  - d. Positive sustainability of organization. Note #9 highlight
  - e. TrojanOne Consulting working on strategy and sponsorship.
  - f. YSF continues with regional support for excellence in science and technology.
  - g. Personal note that working with YSF has been very rewarding.
  - h. Update does not require motion.
5. Current Board members introduced: Carole Charlebois, Marilyn Webster, Thomas Lee, Farhad Seif, Elaine Irwin, Bob Grant.

Antoine Garwah will speak about Board of Directors elections.

Nominating committee – Bob Grant, Marilyn Webster, Paula Piilonen (non-board member of committee), Reni Barlow, Antoine Garwah

Nominees 2008

Amberly Bailey-Romanko, Calgary, Alberta

Cliff Coveyduc, Dartmouth, Nova Scotia

Elaine Irwin, Gormley, Ontario

**MOTION:**

Resolved that Amberly Bailey-Romanko, Cliff Coveyduc and Elaine Irwin be elected as acclaimed to the board of directors.

Kjell Wooding, Calgary Youth

Seconded – Mervat Yehia, Northern Manitoba

CARRIED UNANIMOUSLY

6. Motion to amend bylaws:

Board provides strategy and direction and writes governance policy to place limits on the Executive Director, to whom responsibility for all YSF operations are delegated. The board is required by policy to act as a whole.

Question: Andrew Trivett, P.E.I. – Explain oversight strategy

Reni is provided overall direction for the organization by the board. He develops and implements operational plans within an approved budget and provides written monitoring reports to demonstrate compliance with policy to the board. Reports are reviewed at end of year to evaluate performance. The Board acts as a whole and the responsibility for oversight rests with the Board as a whole.

Question: Len Reimer, Greater Vancouver. If this motion is implemented will the Board revise the policy when the Executive Director is replaced?

When ED changes then the policy would be reviewed, and revised if necessary.

**MOTION:**

Resolved, That Article 4, sections 4.31 to 4.46 of the bylaws be amended to eliminate all references to the Management Committee, as indicated in the Notice of Motion.

Andrew Trivett, PEI

Seconded – Scott Berry, Quinte

107 for, 1 against

CARRIED

7. Other Business – None.

8. Adjournment

MOTION: Amberly Bailey-Romanko, Calgary Youth

CARRIED UNANIMOUSLY

Meeting adjourned at 14:05.