



It starts with Scouts.

Tout commence  
avec les Scouts.

**Minutes of the  
101<sup>ST</sup> Meeting of  
the Corporation of  
Scouts Canada**

**at**

**Scouts Canada National Office  
1345 Baseline Road  
Ottawa, Ontario**

**4:00 pm ET**

**May 5, 2012**



## **MINUTES OF THE 101<sup>st</sup> MEETING OF THE CORPORATION OF SCOUTS CANADA**

### **NO. 1 WELCOME:**

Steve welcomed the members to the 101<sup>st</sup> meeting of the Corporation of Scouts Canada and called the meeting to order at 4:00 pm ET. Steve explained that this meeting was a Special Meeting of the Members called by the Board of Governors and would consist of only one agenda item. The meeting was broadcast live via the internet and had Voting Members in-person in Ottawa, in-person in Toronto, via conference call and on-line.

After consulting with the Scrutineers it was confirmed there was quorum.

Steve welcomed and introduced the new Executive Commissioner and CEO, effective April 30, 2012, Michael McKay and thanked Rob Stewart for his continued contribution and dedication as the past CEO. Michael thanked Steve and Scouts Canada for the opportunity to work with them.

The Chief Commissioner provided delegates with a brief overview of voting instructions prior to proceeding with the business of the meeting.

### **NO. 2 MOTION PRESENTED TO THE MEMBERS BY THE CHIEF COMMISSIONER ON BEHALF OF THE BOARD**

Jessica Page introduced the motion.

#### **MOTION:**

BE IT RESOLVED THAT:

- The size of the Board of Governors of Scouts Canada shall be comprised of 15 individuals, each of whom shall be at least eighteen (18) years of age and have power under law to contract:

1. Chief Commissioner and Chair of the Board
2. Vice Chair of the Board - Strategic
3. Vice Chair of the Board - Finance
4. Past Chair of the Board
5. National Youth Commissioner (Ex –Officio if not at least 18 years old)
6. 10 individuals at large.

\*\* Of these 15 members:

- a. At least one member from BC/Yukon
- b. At least one member from Alberta/NWT
- c. At least one member from Saskatchewan/Manitoba
- d. At least two members from Ontario/Nunavut
- e. At least one member from Quebec
- f. At least one member from Atlantic Canada

7. At least 3 of the 15 individuals must be between the ages of 18 and 26.

BE IT FURTHER RESOLVED THAT:

- The selection of the National Youth Commissioner shall be added to the business of the Annual General Meetings;
- The National Youth Commissioner (if 18 years of age or older) shall be an officer of the Scouts Canada Corporation;
- The Executive Commissioner/CEO and the Honorary Legal Counsel shall be Ex-Officio non-voting members of the Board of Governors and non-voting members of the Scouts Canada Corporation.
- The nomination of a new Chief Commissioner may take place up to one year in advance, that the nomination shall be submitted to the Voting Members of the AGM for consideration, and that if approved the individual shall become the Deputy Chief Commissioner and an Ex-Officio member of the Board of Governors.
- That two minor wording changes take place in Bylaw II, to add the nomination of Honourary Officers to the role of the Nominating Committee and to complete a missed change in wording from Chief Scout to Patron Scout when referring to the Governor General.

**ARTICLE III - MEETINGS OF MEMBERS**

b. **Business at Annual General Meetings** - The following business shall be transacted at each annual general meeting:

- (4) recommendation to the Patron Scout of an individual to fill the position of Chief Commissioner, ***and this recommendation may take place up to one year in advance***;

**ARTICLE IV - OFFICERS**

- a. **Officers** - The officers of the Corporation shall be the Patron Scout, Chief Commissioner, Vice Chair of the Board - Strategic, Vice Chair of the Board - Finance, ***Executive Commissioner/CEO***, Past Chief Commissioner, Honorary Legal Counsel, ***National Youth Commissioner if at least 18 years of age*** and such other officers as the Board may determine (herein referred to, individually, as an "Officer" and collectively, as the "Officers").
- d. **Roles of the Officers** - The respective roles of the Officers are as follows:
  - (9) **National Youth Commissioner**: The National Youth Commissioner ensures that the youth of Scouts Canada are involved and engaged in every decision that relates to their Scouting experience; advocates for young volunteers throughout the movement; and ensures that youth leadership development opportunities are provided for all youth members.

**ARTICLE V - BOARD OF GOVERNORS**

a. ***Composition - The Board shall be comprised of 15 individuals, each of whom shall be at least eighteen (18) years of age and have power under law to contract:***

- 1. Chief Commissioner and Chair of the Board***
- 2. Vice Chair of the Board - Strategic***
- 3. Vice Chair of the Board - Finance***
- 4. Past Chair of the Board***
- 5. National Youth Commissioner***
- 6. 10 individuals at large.***
- 7. Of these 15 members, at least one member must be from each of BC/Yukon,***

**Alberta/NWT, Saskatchewan/Manitoba, Quebec and Atlantic Canada. At least two members must be from Ontario/Nunavut.**

**8. Of these 15 members at least three members must be between the ages of 18 and 26.**

**9. The Executive Commissioner/CEO and the Honorary Legal Counsel will be Ex-Officio non-voting members**

**10. In the event that the National Youth Commissioner is not at least 18 years of age, the National Youth Commissioner would be an Ex-Officio, non-voting member.**

## **ARTICLE VII- COMMITTEES AND TASK GROUPS**

### **b. Nominating Committee**

(4) The Nominating Committee shall prepare for presentation to the Annual General Meeting of Members in each year a list of:

- a) Recommendation to the Patron Scout for appointment to the position of Chief Commissioner **and this recommendation may take place up to one year in advance;**
- b) Additional Officers, namely, Vice-Chair of the Board – Finance, Vice-Chair of the Board – Strategic, Past Chief Commissioner, **National Youth Commissioner**, Honorary Legal Counsel and such other Officer or Officers as the Board may determine;
- c) **Up to ten (10) members at large.**
- d) **Of these fifteen (15) members, at least one member must be from each of BC/Yukon, Alberta/NWT, Saskatchewan/Manitoba, Quebec and Atlantic Canada. At least two members must be from Ontario/Nunavut.**
- e) **Of these 15 members at least three members must be between the ages of 18 and 26.**
- f) **Honorary Officers and** Honorary Members; and
- g) The **Patron** Scout, in the event the Governor General, for any reason, is unable to accept the office.

**Moved: Jessica Page**

**Seconded: Glenn Armstrong**

**CARRIED**

## **NO. 3 ADJOURNMENT:**

Steve Kent called for a motion to adjourn.

## **MOTION:**

**That the 101<sup>th</sup> Meeting of the Scouts Canada Corporation was adjourned at 4:45 pm ET.**

**Moved: Neal Rice**

**Seconded: Elizabeth Smith-Windsor**

**CARRIED**