



It starts with Scouts.

Tout commence
avec les Scouts.

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**Minutes of the
99TH Meeting of
the Corporation of
Scouts Canada**

at

**Montréal Marriott Château Champlain
1 Place du Canada
Montréal, Québec**

8:30 A.M.

November 20, 2010



MINUTES OF THE 99TH MEETING OF THE CORPORATION OF SCOUTS CANADA

NO. 1 WELCOME:

Steve Kent welcomed members to the 99th Meeting of the Corporation of Scouts Canada. Introduction of the head table: Jessica Page, Vice Chair of the Board – Strategic, Janet Yale, Executive Commissioner and Chief Executive Officer, Jon Singleton, Vice-Chair of the Board – Finance and Steve Kent, Chief Commissioner and Chair of the Board.

The meeting was called to order. The AGM was broadcast live via the internet.

NO. 2 INVOCATION AND GONE HOME:

Jessica Page, Vice-Chair of the Board – Strategic, presented the invocation. Scouts Canada recognized Scouters who have 'Gone Home' since the last meeting:

Mr. Bob Black	Alberta, Honorary Member (Non-Voting) Scouts Canada.
Reverend Pete Collins	(January 2010) British Columbia, He was involved in Scouting for over 60 years; Served on the National Team; and was the Scouting contact for the United Church of Canada.
Mrs. Pete Collins	(January 11, 2010) British Columbia, Wife of Pete Collins
Mrs. Doris Elaine Duncan	(March 26, 2010) Nova Scotia, Wife of former Council Executive Director, Nova Scotia, Donald Duncan.
Bill Fetter	(July 27, 2009) Ontario, Council Field Executive in former Blue Water Region
Pierre Laurin	(May 31, 2010) Ontario, Director of Risk Management, Scouts Canada
Mr. A. Bruce McLean	Surrey, British Columbia
John Partlo	Ontario
Chesley Alwyn Pippy	(April 5, 2010) Newfoundland & Labrador; St. John's, Devoted Scouter in Rovers Ground Search and Rescue; Honorary Member of the Scouts Canada Corporation; Silver Acorn recipient 1982
Jim Watson	(May 13, 2010) Ontario, Former Executive Director, Greater Toronto Council
Grandson of Warren Edis	(April 19, 2010) British Columbia, Council Field Executive, Cascadia Council
John D. MacKay	(May 2010) Scouts Canada Foundation and long-time

Scouter

Fred Bishop (May 24, 2010) Nova Scotia, long-time Scouter

Brian Moore's Mother (October 15, 2010)

Jessica asked for any further names from the floor to be added:
John Rowswell – Honorary Member of Northern Ontario

A moment of silence followed.

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

*Four scrutineers were introduced:
Melissa Martins Casagrande
Charles Johnston
Jeff Smith
JP Busschaert

NO. 3 SPECIAL CORRESPONDENCE AND REGRETS:

Janet Yale, Executive Commissioner and Chief Executive Officer received regrets from Board Members: Sean Naldrett and John Waddington, Honorary Legal Counsel William Vanveen, and Honorary Officers (Voting) John Adams, BC; Roger Philips, SK; David Huestis, NB; John Edgecombe, NS; Don Livingston, PE; Joan Cook, NF; Douglas Ward, MB; Members of L'Association des Scouts du Canada: Robert Nowlan, Jean-François Champagne, and Christian Perreault.

NO. 4 APPROVAL OF THE MINUTES:

Janet Yale brought forward the previously circulated Minutes of the 98th Meeting for approval. Hearing no errors or omissions, the following Motion was made:

MOTION:

Moved that the Minutes of the 98th Meeting of the Corporation of Scouts Canada on November 21, 2009, as circulated following that meeting, be approved.

Moved: Peter Ng

Seconded: Mark Simpson

CARRIED

NO. 5 REPORT TO MEMBERS FROM THE CHIEF COMMISSIONER AND CHAIR OF THE BOARD:

Steve Kent thanked Quebec Council for their generosity and for the exciting new partnership with L'Association des Scouts du Canada, proclaiming this to be the first ever joint National Scout Conference between Canada's two Scouting Associations. Steve Kent expressed pride and congratulations on this being the first time in thirty years Scouts Canada has experienced two consecutive years on membership growth and highlighted some key projects that have been put in place to contribute to Scouts

success. A brief overview of the Scouting Now Action Plan was made and the transition into SCOUT LOOK 2020 was mentioned.

MOTION:

Moved that the Report of the Chief Commissioner and Chair of the Board to the Members be accepted.

Moved: Senator Consiglio Di Nino Seconded: Kyle van Delft CARRIED

NO. 6 REPORT OF THE NOMINATING COMMITTEE:

Glenn Armstrong, Chair of the Nominating Committee, presented a brief overview of the Nominations Report (see attached).

Chief Commissioner Reappointment

Glenn Armstrong submitted for approval by the Voting Members, the Nominating Committee's recommendation for Chief Commissioner, which needs to go forward to The Chief Scout of Canada, His Excellency The Right Honourable David Johnston, Governor General of Canada

On behalf of the Nominating Committee, Glenn made the following Motion,

MOTION:

That Scouts Canada makes recommendation to the Chief Scout for re-appointment as Chief Commissioner, Mr. Stephen (Steve) P. Kent of Mount Pearl, NL.

Moved: Glenn Armstrong Seconded: Rod Wilson CARRIED

NO. 7 ELECTION OF OFFICERS AND MEMBERS

Glenn Armstrong submitted for acceptance, by the Voting Members, that portion of the nominating Committee's report respecting the election of Vice-Chair Finance, the 18 members of the Board, the 11 Honorary Officers with voting rights, and the 152 Honorary Members Non-Voting of the Scouts Canada Corporation.

On behalf of the Nominating Committee, Glenn made the following Motion,

MOTION:

The acceptance of that portion of the Nominating Committee's report respecting the 18 members of the Board, the Vice-Chair Finance, the Past Chair and Chief Commissioner, the 11 Honorary Officers and the 152 Honorary Members Non-Voting as circulated in the report:

For election as a Member of the Board and as Vice-Chair Finance

- Jon Himmens, Calgary, AB

For Election as Members of the Board:

- Stephen (Steve) P. Kent, Mount Pearl, NL – Chair
- Jessica Page, Toronto, ON – Vice-Chair Strategic

- Glenn Armstrong, Winnipeg, MB – Past Chair
- William Vanveen, Ottawa, ON – Legal Counsel
- Janet S. Yale, Ottawa, ON – Chief Executive Officer
- Kyle Tiney, Port Coquitlam, BC Member (Youth)
- Brian Taylor, Edmonton, AB Member
- Gillian Roberts*, Saskatoon, SK Member (Youth)
- Sean Naldrett, Winnipeg, MB Member
- Phil Gazaleh, Gloucester, ON Member (Youth)
- Neal Rice*, Nepean, ON Member (Youth)
- Christopher von Roretz, Dorval, QC Member (Youth)
- David Connelly*, Yellowknife, NWT Member
- Peter R. Ford*, Moncton, NB Member
- Karl West, Kingston, NS Member
- Derek Key, Summerside, PE Member
- Maurice J. Tuff*, Mount Pearl, NL Member
- Jaff Valiani, Vancouver, BC Member-at-Large
- John Estrella*, Markham, ON Member-at-Large
- Andrew Bienhaus, Binbrook, ON, Member-at-Large
- Michael O'Connor, Oakville, ON Member-at-Large
- Craig Kielburger, Toronto, ON Member-at-Large
- Amy Barrett-Smith*, Guelph, ON Member-at-Large

N.B. "*" – New Members

For election as Honorary Officers (Voting):

- British Columbia/Yukon - John Adams, Duncan, BC
- Alberta – Dr. Monty Audenart, Red Deer, AB
- Saskatchewan - Roger Phillips, Regina, SK
- Manitoba - Douglas Ward, Q.C., Winnipeg, MB
- Ontario - Senator Consiglio Di Nino, Toronto, ON
- Québec - Andrew Molson, Montréal, QC
- New Brunswick - David Huestis, Saint John, NB
- Nova Scotia - John Edgecombe, Halifax, NS
- Prince Edward Island - Don Livingstone, Charlottetown, PE
- Newfoundland/Labrador - The Honourable Joan Cook (Retired Senator), St. John's, NF

And for election, the 152 Honorary Non-Voting Members as submitted by councils and contained in the report as circulated.

Moved: Glenn Armstrong

Seconded: Tim McNaughton

CARRIED

NO. 8 SELECTION OF NOMINATING COMMITTEE MEMBERS:

The Chief Commissioner confirmed that all nominations received must be Voting Members of the Corporation. The top three candidates will be nominated (should include one youth).

The Chief Commissioner received the following nominations from the floor: Laura Jarvis (adult), Christopher Pike (adult), Dylan Reinhart (youth), Ann Jennings (youth). Elections took place by secret ballot.

NO. 9 MOTIONS PRESENTED TO THE MEMBERS BY THE CHIEF COMMISSIONER ON BEHALF OF THE BOARD

MOTION:

On motion duly made, seconded and passed, it was **RESOLVED THAT:**

1. Article IV b. (1) of By-Law No. 2 is hereby deleted and replaced with the following:

"Term of Office"

All appointments of Officers, other than the CEO who shall hold office for such term as may be set out in the employment agreement referred to in Article IV b (2), and the Chief Commissioner who is appointed by the Chief Scout, shall become effective on the termination of the annual general meeting of Members at which the appointments were made and shall end at the conclusion of the next succeeding annual general meeting of Members. With the exception of the Chief Scout, the Chief Commissioner, the Honorary Officers, the most recent Past Chief Commissioner, Honorary Legal Counsel and the CEO, no Officer shall be eligible to serve more than three (3) consecutive one (1) year terms in any one (1) office. The Chief Commissioner shall be eligible to serve a maximum of four (4) consecutive one (1) year terms in that office. The Chief Commissioner shall serve until such time as his/her successor is duly appointed by the Chief Scout."

2. Article V d. of By-Law No. 2 is hereby deleted and replaced with the following:

"Term of Office"

The term of office of each member of the Board shall commence on the termination of the annual general meeting of Members at which such member was elected and shall end at the conclusion of the next succeeding annual general meeting of Members. The Board (except for the CEO, who is appointed by the Board, and the Chief Commissioner, who is appointed by the Chief Scout) shall be elected by the Voting Members at each annual general meeting of Members for a term of one (1) year. No member of the Board, other than the CEO who shall hold office for such term as may be set out in the employment agreement referred to in Article IV b (2), the Chief Commissioner and the most recent Past Chief Commissioner of the Board, shall be eligible to serve more than three (3) consecutive one (1) year terms in any one office. The Chief Commissioner shall be eligible to serve a maximum of four (4) consecutive one (1) year terms in that office. The Chief Commissioner shall serve until such time as his/her successor is duly appointed by the Chief Scout."

3. Article VII b. (4) and VII b. (7) of By-Law No. 2 are hereby deleted and replaced with the following:

"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 Chief Scout for appointment to the position of Chief Commissioner;

(b) Additional Officers, namely, Vice-Chair of the Board – Finance, Vice-Chair of the Board - Strategic, Past Chief Commissioner, Honorary Legal Counsel and such other Officer or Officers as the Board may determine;

(c) Eighteen (18) individuals with at least one (1) individual from each Province and one (1) from the Northwest Territories and Nunavut provided that four (4) of the eighteen (18) must be Youth Members;

(d) Honorary Members; and

(e) The Chief Scout, in the event the Governor General, for any reason, is unable to accept the office.

(7) Additional nominations for positions on the Board, including additional recommendations for Chief Commissioner, may be made provided that (a) each nomination is signed by five (5) Voting Members and is accompanied by a curriculum vitae and a written confirmation from the nominee acknowledging that he is willing to serve and that he has an understanding of the position to which he has been nominated and (b) such additional nominations are presented to the Chair of the Nominating Committee, care of the National Office, at least twenty-five (25) days prior to the date of the annual general meeting of Members

Moved: Jon Himmens

Seconded: Glenn Bradley CARRIED

NO. 8 SELECTION OF NOMINATING COMMITTEE MEMBERS (Continued)

Steve Kent announced the results of the election for members of the Nominating Committee. The successful candidates are Christopher Pike, Newfoundland and Labrador Council, Laura Jarvis, Greater Toronto Council and Ann Jennings, Newfoundland and Labrador Council

MOTION:

To destroy the ballots.

Moved: Gord Ellison

Seconded: Darren Thompson

CARRIED

The Chief Commissioner thanked the past members of the 2010 Nominating Committee for their dedicated service.

NO. 9 MOTIONS PRESENTED TO THE MEMBERS BY THE CHIEF COMMISSIONER ON BEHALF OF THE BOARD (continued)

MOTION:

On motion duly made, seconded and passed, it was RESOLVED THAT:

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* Chief Scout of an individual to fill the position of Chief Commissioner;
- (5) appointment of Officers and election of Members of the Board (except for the CEO, who is appointed by the Board, and the Chief Commissioner, who is appointed by the Patron Chief Scout);

ARTICLE IV - OFFICERS

a. Officers - The officers of the Corporation shall be the *Patron Scout* Chief Scout, Chief Commissioner, Vice Chair of the Board - Strategic, Vice Chair of the Board - Finance, CEO, Past Chief Commissioner, Honorary Legal Counsel and such other officers as the Board may determine (herein referred to, individually, as an "Officer" and collectively, as the "Officers").

b. Term of Office –

(1) All appointments of Officers, other than the CEO who shall hold office for such term as may be set out in the employment agreement referred to in Article IV b (2), shall become effective on the termination of the annual general meeting of Members at which the appointments were made and shall end at the conclusion of the next succeeding annual general meeting of Members. With the exception of the *Patron Scout* Chief Scout, the Honorary Officers, the most recent Past Chief Commissioner, Honorary Legal Counsel and the CEO, no Officer shall be eligible to serve more than three (3) consecutive one (1) year terms in any one (1) office.

d. Roles of the Officers - The respective roles of the Officers are as follows:

(1) Patron Scout: *The office of Patron is normally held by the Governor General of Canada. If the Governor General of Canada, for any reason, is unable to accept the office, a Patron shall be elected by the Voting Members.*

(2) Chief Scout: *The Chief Scout is an honorary, non-voting position and is normally held by an individual who will actively promote the values and ethics of Scouting in Canada. The Chief Scout shall be appointed by the Board of Governors.*

(3) Chief Commissioner:

ARTICLE V - BOARD OF GOVERNORS

d. Term of Office - The term of office of each member of the Board shall commence on the termination of the annual general meeting of Members at which such member was elected and shall end at the conclusion of the next succeeding annual general meeting of Members. The Board (except for the CEO, who is appointed by the Board, and the Chief Commissioner, who is appointed by the *Patron Scout* Chief Scout) shall be elected by the Voting Members at each annual general meeting of Members for a term of one (1) year. No member of the Board, other than the CEO who shall hold office for such term as may be set out in the employment agreement referred to in Article IV b (2), and the most recent Past Chief Commissioner of the Board, shall be eligible to serve more than three (3) consecutive one (1) year terms in any one office.

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:

(d) The *Patron Scout* Chief Scout, in the event the Governor General, for any reason, is unable to accept the office.

Moved: Michael O'Connor Seconded: Chris von Roretz CARRIED

NO. 10 ADOPTION OF AUDITORS REPORT AND FINANCIAL STATEMENTS:

Jon Singleton, Vice-Chair, Finance introduces the auditor report and financial statements. Scouts Canada was audited by KPMG. The audit was reviewed by the Scouts Canada Audit Committee and the Board of Governors. The Board of Governors moved to approve the audit.

MOTION:

Moved that the Auditor's Report for the Scouts Canada National Operation dated October 26, 2010, be accepted; and that the financial statements of the National Operation of Scouts Canada for the year ending August 31, 2010 be accepted.

Moved: Jon Singleton Seconded: Rod Wilson CARRIED

NO. 11 APPOINTMENT OF AUDITORS FOR 2010/2011:

Jon Singleton expressed appreciation for our auditors, KPMG for their continued support over the past Scouting year.

MOTION:

Moved that the firm of KPMG be appointed as Auditors for the National Operation for the year ending August 31, 2011.

Moved: Jon Singleton Seconded: Gord Varey CARRIED

NO. 12 ADOPTION OF THE 2009-2010 ANNUAL REPORT:

The Scouts Canada Annual Report is printed in both official languages (English and French). It visually highlights the SCOUTING NOW year and the difference we are making.

MOTION:

Moved that the Annual Report of the National Operation of Scouts Canada for the year ending August 31, 2010, be adopted.

Moved: Phil Gazaleh Seconded: Kyle Tiney CARRIED

NO. 13 TRIBUTE TO ADULT VOLUNTEERS:

Andrew Price, Deputy National Commissioner – Volunteer Services, asked for the following Motion:

MOTION:

It gives me great pleasure to salute the tireless efforts and the outstanding dedication of volunteers who make our programs so successful. Volunteers have, and will continue to inspire young people to be thoughtful, contributing members of Canadian society. I move we sincerely recognize the contribution of all Scouts Canada volunteers.

Moved: Larry Rivers

Seconded: Stewart Ross

CARRIED

NO. 14 APPRECIATION TO SPONSORS/PARTNERS:

Dylan Reinhart, National Youth Commissioner, made the following Motion:

MOTION:

On behalf of Scouts Canada, I would like to extend our sincere and grateful appreciation to all of our Sponsors/Partners across this great nation, who support and dedicate themselves to aiding us to fulfill our Mission to Canadian youth.

Moved: Dylan Reinhart

Seconded: Mark Simpson

CARRIED

NO. 15 OTHER BUSINESS

(a) Confirmation of Acts:

MOTION:

Be it resolved that all acts, by-laws, proceedings, appointments, elections, and payments enacted, made, done and taken by the Board of Governors and the Operations Advisory Committee members since the last annual meeting of the Corporation, referred to in the minutes of these bodies, of the Annual General Meeting or of the Annual Report, or in any way connected with the day-to-day business of the Corporation, are hereby approved and confirmed.

Moved: Jon Singleton

Seconded: Sheila Caruthers-Forget

CARRIED

(b) Special Guests:

Jane Johnston, Past President, Canadian Fellowship of B-P Guilds and Doug Stanbrook, President Canadian Fellowship of B-P Guilds, Charles Dahlquist of Church of Latter Day Saints and Boy Scouts of America.

(c) Closing Comments:

Chief Commissioner Steve Kent thanked everyone for their support over the year and is looking forward to the future. He extended an invitation for everyone to come to the next National Conference in St. John's, Newfoundland and Labrador in November 2011

NO. 16 ADJOURNMENT:

Steve Kent called for a motion to adjourn.

MOTION:

That the 99th Meeting of the Scouts Canada Corporation is adjourned at 10:05am.

Moved: Ken Pepin

Seconded: Dick Riewe

CARRIED

Approval of Minutes Meeting #99 Minutes:

Steve Kent
Scouts Canada
Chair, Board of Governors

SCOUTS CANADA

REPORT OF THE NOMINATING COMMITTEE

2010

Honorary Officers (Voting):

British Columbia/Yukon	John Adams	Duncan, BC
Saskatchewan	Roger Phillips	Regina, SK
Manitoba	Douglas Ward, Q.C.	Winnipeg, MB
Ontario	Consiglio Di Nino	Toronto, ON
Quebec	Andrew Molson	Montreal, QC
New Brunswick	David Huestis	Saint John, NB
Nova Scotia	John Edgecombe	Halifax, NS
Prince Edward Island	Don Livingstone	Stratford, PE
Newfoundland/Labrador	Senator Joan Cook	St. John's, NF

**** Nominated from the Field****

Elected by Councils as Voting Members of the Corporation (2010)

British Columbia/Yukon			
Cascadia Council	Daren Thomson	Susan MacGregor	Kyle Van Delft
Fraser Valley Council	Jim Bryce	Graham Walters	Josh Brown
Pacific Coast Council	Peter Ng	Kevin Li	Linda Mei
Alberta			
Chinook Council	Gord Ellison	Brenda Carstens	Scott Gordon
Northern Lights	John Woodcock	Jill Gustafson	Kaylee Galipeau
Saskatchewan	Randy Carnduff	Lynn Eremondi	Kendra Bray
Manitoba	Martin Drapeau	Colleen Champagne	Chantelle LaRose
Ontario			
Battlefields Council	Mark Simpson	Linda Way	Bruce Hunter
Central Escarpment Council	Tony Copperthwaite	Ruth Millard	Calvin Weir
<i>Greater Toronto Council 2010</i>	Tim McNaughton	Laura Jarvis	Stephen Monica (Youth)
Northern Ontario Council	Tom McGibbon	Brenda Jorgensen	Larry Rivers
Shining Waters Council	Ken Forbes	Bill Wells	Beth Katzman
Tri-Shores Council	Agnes Denham	Jim Golab	Alex Killby
Voyageur Council	Andrew Paterson	Neal Rice	Francesca Viney
White Pine Council	Dave Fletcher	Karl Holliday	Dylan Reinhart
Quebec Council	Glenn Bradley	Mark Brenchley	Chris Ladd
New Brunswick Council	Paul Murray	Nancy Gallop	Apolline Savage
Prince Edward Island Council	Ted Cross	Vacant	Vacant
Nova Scotia Council	Don Connors	Herb Ripley	Laura Ripley
Newfoundland and Labrador Council 2010	Lawson Dickson	Bill Hickey	Matthew Jones

Other Appointed Voting Members of the Corporation (2010):

The Salvation Army	Raymond Varkki, Territorial Scout Director
L'Association des Scouts du Canada	Robert Nowlan/ Christian Perreault/ Jean-François Champagne
Canadian Fellowship of B-P Guilds	Jane M. Johnston, President

Current List of Board of Governors/Honorary Officers (Voting) (2010):

For Election as Officers and Members of the Board of Governors:

Stephen (Steve) P. Kent (Appointed by the Chief Scout) +	Mount Pearl, NF	Chief Commissioner & Chair of the Board of Governors
Jessica Page	Toronto, ON	Vice-Chair of the Board - Strategic
John (Jon) Singleton	Winnipeg, MB	Vice-Chair of the Board – Finance
Glenn Armstrong	Winnipeg, MB	Past Chair of the Board and Chair of the Nominating Committee
J. Robert Stewart (Appointed by the Board)	Ottawa, ON	Executive Commissioner & Chief Executive Officer

For Appointment as an Officer:

William Vanveen	Ottawa, ON	Honorary Legal Counsel
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For Election as Members of the Board:

Andrew Bienhaus	Binbrook, ON	Member
Maurice Tuff	Mount Pearl, NL	Member
Amy Barrett-Smith	Guelph, ON	Member
Phil Gazaleh	Gloucester, ON	Member (Youth)
Jon Himmens	Calgary, AB	Member-at-Large
Ann Jennings	St. John's, NL	Member (Youth)
Derek Key	Summerside, PEI	Member
Craig Kielburger	Toronto, ON	Member
Sean Naldrett	Winnipeg, MB	Member
Michael O'Connor	Oakville, ON	Member
Peter Ford	Moncton, NB	Member
Brian Taylor	Edmonton, AB	Member
Kyle Tiney	Port Coquitlam, BC	Member (Youth)
Jaff Valiani	BC	Member
Christopher von Roretz	Dorval, QC	Member (Youth)
Gillian Roberts	Saskatoon, SK	Member
Karl West	Kingston, NS	Member
David Connelly	Yellowknife, NT	Member

N.B.: “+” Appointed by the Chief Scout of Canada; “~” Appointed by the Board of Governors “**” New

N.B.: “+” Appointed by the Chief Scout of Canada; “~” Appointed by the Board of Governors; “**” Term completed. New term on the Board of Governors.