



Draft Minutes
138th Annual General Meeting of the RSC
Chateau Laurier, Ottawa
November 23, 2019, 15h00 – 16h30

1. Opening

C. Gaffield called the meeting to order at 15h05 and welcomed members.

C. Gaffield emphasized the ongoing governance and management efforts of Council and the Board of Directors, noting that the agenda for the Annual Meeting has been reviewed by the RSC's auditors at Deloitte to ensure conformity with best practices.

2. Approval of the Agenda

MOTION (A. Lapierre/R. Nilson)

That the agenda be accepted as presented.

CARRIED

3. Approval of the minutes of the 2018 Annual Business Meeting

MOTION (C. Verduyn /D. Barnard)

That the minutes of the 2018 Annual Business Meeting be approved as posted online.

CARRIED

4. Election of the Board of Directors

C. Gaffield reviewed the context and process toward presenting a slate of Board Directors for the coming year and introduced them to the meeting's attendees.

MOTION (L. Mysak /G. Slater)

That the following persons as presented, J. Brennan, J. Brodie, S. Embleton, C. Gaffield, J. McNeil, R. Nilson, J. Quinn, J. Smol, C. Tessier, J.M. Toulouse, J. Wright, serve as members of the Board of Directors from November 23, 2019 to November 28, 2020 and that Jeremy McNeil serves as the Chair of the Board of Directors.

CARRIED



5. By-Law Amendments

By-Law 1

S. Embleton reviewed the context and process leading to the proposed by-law amendments:

It was proposed that By-Law 1 be amended as follows (with the amended text underlined):

- “meeting of Fellows” includes an annual meeting of Fellows and members of the College or a special meeting of Fellows;

**and the parallel in French

- “special meeting of Fellows” includes a meeting of any class or classes of Fellows or members of the College and a special meeting of all Fellows or members of the College entitled to vote at an annual meeting of Fellows or members of the College;

**and the parallel in French

***A correction to the French translation was brought forward as an amendment: “assemblée de membres” and assemblée extraordinaire de membres” will be updated to “des” membres for both.*

MOTION (J. Quinn / C. Milton)

That the amendment be endorsed as presented and corrected.

CARRIED

By-Law 5

It was found that the French version of By-Law 5 used a different term than the English.

It was proposed that the French version of By-Law 5 be amended as follows (with the amended text underlined):

- Au moment de leur mise en candidature, ils doivent avoir la nationalité canadienne ou avoir le statut de résident permanent depuis au moins trois ans ...

***A correction, that the English add ‘as Canadian Permanent Residents’*

MOTION (R. Lockhart /J. Smol)

That the amendment be endorsed as presented and corrected.

CARRIED



By-Law 7

It was proposed that By-Law 7 be amended as follows (with the amended text underlined):

The College of New Scholars, Artists, and Scientists constitutes a fourth body of the Royal Society of Canada. Members of the College are Canadians and Permanent Residents who, at an early stage in their career, have demonstrated a high level of achievement. The criterion for election is excellence. College Members are elected for a limited term of seven years. The College is not divided into academies or divisions, but instead stands as a single bilingual and multidisciplinary body.

**and the parallel in French

It was noted that for the College the residency requirement for Permanent Residents does not mention a minimum of three years, so is not exactly parallel to the requirement for Fellows. It was agreed to refer this back to the Governance Committee.

MOTION (J. Quinn /J. McNeil)

That the amendment be endorsed as presented.

CARRIED

By-Law 23

It was proposed that By-Law 23 be amended as follows (with the amended text underlined):

The Expert Panels Secretary shall be a Fellow or a Member of the College elected by the Members of the RSC according to procedures developed by the Council, for a term of three (3) years renewable for one (1) additional term. A person having served two (2) consecutive terms as Expert Panels Secretary is not eligible for further appointment to that office until a period equal to the period of service has elapsed. The Expert Panels Secretary shall chair the standing Committee on Expert Panels and shall be responsible to the Council for all matters relating to selection and operation of Expert Panels.

**and the parallel in French

MOTION (J. Quinn /K. Kehoe)

That the amendment be endorsed as presented.

CARRIED



By-Law 24

It was proposed that By-Law 24 be amended as follows (with the amended text underlined):

There shall be a Communications Secretary of the RSC, who shall be a Fellow or a Member of the College elected by the members of the RSC according to procedures developed by the Council, for a term of three (3) years, renewable for one (1) term. A person having served two (2) consecutive terms as Communications Secretary is not eligible for further appointment to that office until a period equal to the period of service has elapsed. The Communications Secretary shall chair the Standing Committee on Communications, be responsible to the Council for all Society publications, print or electronic, including all Academy publications, and shall submit an annual report to the Council for the Annual Business Meeting of the RSC.

**and the parallel in French

MOTION (J. Quinn /J. Brodie)

That the amendment be endorsed as presented.

CARRIED

6. Appointment of auditors

JM Toulouse provided a quick report on the financial statements for the period ended June 30, 2019. It was noted that the results show a deficit due to members not remitting their dues and that the PAGSE programme is no longer operating under the auspices of the RSC.

JM Toulouse introduced D. Hume from Deloitte and encouraged that if anyone had questions that she can reply to them directly. A question from the floor asked about the bad debt right off and if it is related to dues. It was confirmed that the assumption was correct.

MOTION (J.M. Toulouse /A. Gagnon)

That Deloitte LLP is appointed the auditor for 2019-2020

CARRIED



7. Moment of Silence for the Deceased

S. Embleton read the names of the members who the RSC was advised had passed since the last annual business meeting. A moment of silence was then observed.

8. Other Business

There was no other business.

9. Recognition of outgoing Members of the Board of Directors

C. Gaffield acknowledged and awarded plaques to the outgoing members of the Board of Directors. D. Barnard, Marie D'lorio, A. Gagnon, J. Grondin, C. Loreto (in absentia), and V. Raghavan.

J. McNeil thanked C. Gaffield for leaving the RSC in very good shape after his term as RSC President and noted the files in particular that he had advanced under his term such as the RSC's governance, strategic plan, G7 and international portfolios.

10. Adjournment

The meeting was adjourned at 16h21.

MOTION (C. Gaffield /J. McNeil)

That the meeting be adjourned.

CARRIED