STEM Collegiate Canada Society
Charter Board Meeting
May 24, 2023
Teams Electronic Meeting

MINUTES

Present:	**Not Present:**	**Administration:**
Randy Heaps		Lisa Davis, Founder
Dean Lindquist		Liana Appelt, Superintendent
Cheryll Watson		John Liu, Secretary-Treasurer

1. Appointment of Chair and Vice-Chair
The meeting was called to order at 1001h.

MOTION:
That the Charter Board appoints C. Watson as Chair of the Charter Board.
Moved; Seconded; Carried.

2. Consent Agenda
The following items were presented as part of the consent agenda:

- Meeting Agenda for May 24, 2023; and
- Minutes of the April 18, 2023 meeting.

3. Appointment of Randy Heaps, Dean Lindquist and Cheryll Watson

MOTION:
That the Charter Board accepts the resignation of Brent Bieber, Sarah Bieber and Doug Davis, effective April 18, 2023.
Moved; Seconded; Unanimously Carried.

MOTION:
That the Charter Board accepts the resignation of Cliff Badger, effective May 16, 2023.
Moved; Seconded; Carried.

4. Banking Resolutions

MOTION: That the following members, officers, agents and employees of the Society (as may be replaced from time to time pursuant to subpargraph 1(f) below, the "Authorized Person(s)" is/are authorized to do any one or more of the following on behalf of the Society, all to the extent indicated in the table under subparagraph 1(f):

> To sign all cheques and orders for the payment of money and other negotiable instruments of the Society drawn on the accounts indicated in the table under subparagraph 1(f);
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> To open or close any deposit or other account(s) with the Bank (the "Accounts") and to sign authorization, set-up or other documentation and agreements with the Bank regarding any of the Accounts, any services (including, without limitation, cash management services) or any other matters as such Authorized Person(s) in his, her or their sole discretion deem advisable or as the Bank may request including, without limitation, providing for ratification of any signature or action on behalf of the Society;
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> To negotiate with, deposit with or transfer to the Bank (but for credit to the Society's account only) all or any bills of exchange, promissory notes, cheques and orders for

the payment of money and other negotiable instruments, and for the said purpose to endorse the same on behalf of the Society (by rubber stamp or otherwise);

To arrange, settle, balance and certify all books and accounts between the Society and the Bank; and to receive all paid cheques and vouchers, unpaid and unaccepted bills of exchange and other negotiable instruments;

To obtain delivery from the Bank of all or any stocks, bonds and other securities held by the Bank in safekeeping or otherwise for the account of the Society and to give valid and binding receipts therefor.

To revoke or modify any and all authorizations herein and to authorize on behalf of the Society from time to time, at his, her of their discretion other person(s) or Authorized Person(s) to do all or any of the foregoing including the matters set out in this subparagraph 1(f).

That all acts and actions taken by the Authorized Person(s) or any of them prior to the date hereof with respect to the transactions contemplated by these resolutions, including, without limitation, the Accounts and any service in connection with the Accounts, be, and hereby are, in all respects confirmed, approved and ratified.

That the previous authorities granted by way of a resolution/by-law in respect of the foregoing matters passed by the Board or other governing body, as applicable, of the Society is repealed as of this date of the resolution/by-law in respect of matters done hereafter. The foregoing resolution/by-law shall continue in force until a certified copy of a resolution/by-law revoking, repealing or modifying it has been received by the Bank.

Moved; Seconded; Carried.

WHEREAS the Society has the power and capacity to borrow money upon the credit of the Society and to mortgage and charge all or any of the real and personal property of the Society;

AND WHEREAS it is in the best interest of the Society to enter into an arrangement with Bank of Montreal (“BMO”) to provide the Society with credit by way of a corporate credit card account (an “Account”);

MOTION: That the Society is hereby authorized to enter into an arrangement with BMO to provide the Corporation with credit by way of an Account, under which arrangement the Society may request that BMO issue cards on the Account, and the Society will be responsible for the payment of all amounts (including fees and interest) charged to the Account, the whole substantially on the terms and conditions set out in the draft corporate card agreement (the “Agreement”) submitted to, and hereby approved by, the directors;

That any two of the following persons with the titles of: Founder, Co-Founder, Chief Operating Officer, Superintendent of Schools, Secretary-Treasurer and Principal are hereby authorized to sign the Agreement with BMO substantially on the terms and conditions of the draft thereof approved by the directors, with such changes or modifications as the persons so signing may in their sole discretion deem appropriate,

and to sign from time to time such other documents, agreements, amendments to, and restatements of, the Agreement and to do such other things they in their sole discretion deem appropriate or advisable in connection with, or to give effect to, such Agreement and the program contemplated thereunder.

The execution and delivery of any other agreements, instruments or documents ancillary or incidental to the documents referred to in this resolution which may have been executed or delivered prior to the enactment of this resolution, regardless of the officer or other employee of the Society who executed such agreement, instrument or document, and regardless of any informality in such execution or delivery, are hereby ratified, approved and confirmed in all respects.

Moved; Seconded; Carried.

5. Superintendent Update

L. Appelt presented an update to the Charter Board. D. Lindquist, L. Davis and L. Appelt will connect on a superintendent of schools recruitment strategy.

6. Board Workplan

MOTION: That the Charter Board approves the 23023/24 Board Workplan, as amended.
Moved; Seconded; Carried.

7. Chief Operating Officer Update

L. Davis provided an update to the Charter Board.

L. Appelt and J. Liu left the meeting at 1052h.

8. In-Camera

MOTION:
That the Charter Board moves its meeting *in camera*.
Moved; Seconded; Carried.

Regular meeting re-convened at 1101h.

MOTION:
That the Charter Board approves the Founder contract with West Point GP with edits to the job title to Founder and CSO and the addition of an annual review of past progress and goal setting for the following year.
Moved; Seconded; Carried.

9. Meeting Termination

The meeting was terminated at 1103h.