

Approved Minutes
Board Meeting of the Canadian Permafrost Association
Teleconference
Meeting #2
Monday May 7, 2018 1200-1400 EDT

Members attending:

Antoni Lewkowicz (AL),
Peter Morse (PM),
Lukas Arenson (LA),
Ashley Rudy (AR),
Isabelle de Grandpré (IDG)
Wayne Pollard (WP)
Chris Burn (CB),
Richard Trimble (RT),
Carolyn Gibson (CG),

Members excused:

N/A

Minute-taker: PM

Agenda

1. Approval of the Agenda
2. Approval of Minutes of April 9, 2018 Meeting
3. Matters arising (not covered as agenda items)
 - a. Update Annual Meeting – Whitehorse, October 10-12 (IDG/RT)
 - b. Update Arctic Change meeting (AR)
 - c. Update Eighth Canadian permafrost conference in Quebec City in August 2019 (AL)
 - d. Translation of By-Laws (IDG)
4. Selection of financial institution and designation of signing authority (LA)
5. Budget (LA)
6. Student and early career membership rates (All – discussion)
7. Directors and officers insurance / Non-profit registration in Ontario (PM)
8. Publicity plan for the CPA (AR)
 - a. Logo and branding update (AR)
 - b. Web-site
 - c. Other communications
9. Creation of the Nomination Committee for 2019 appointments - AL, PM and two other members of the CPA who are not officers. Suggestions – Kumari Karunaratne, Jim Oswell, Fabrice Calmels.
10. CNC-IPA News (AL)
11. Any other business
12. Adjournment

Minutes

1. Approval of the Agenda (AL)
 - a. AL: Any additions?

- b. No comments.
 - c. DECISION: Unanimous approval of Agenda.
2. Approval of Minutes of April 9, 2018 Meeting
- a. AL: Any additions or corrections, comments?
 - b. RT: Let's number meetings.
 - c. ACTION: PM will add meeting numbers.
 - d. No other comments.
 - e. DECISION: Unanimous approval to of Minutes.
3. Matters arising (not covered as agenda items)
- a. Update Annual Meeting – Whitehorse, October 10-12 (IDG/RT)
 - i. AL has had one email from Yukon College
 - ii. IDG: Will meet with Yukon College in 2 weeks.
 - iii. RT: No contact with YC to date. Still have a loose end with YGS, but will let YGS know that we will proceed on our own.
 - iv. AL: Comments to IDG?
 - 1. WP: Establish a line of communication, and then relay info to us
 - 2. AL: Plenary speakers presents an opportunity to the CPA to indicate who we would like to hear talk
 - 3. ACTION: Members of the board are charged with submitting names for plenary speakers to IDG to pass on the planning committee. Try for a balance; male/female, northern/southern.
 - b. Update Arctic Change meeting (AR)
 - i. AR (liaison for this meeting). Sessions due May 18th. Themes are outlined. Do we address 1 theme or more? Do we address a plenary theme? Early career researchers are recommended as a co-chair, a few co-chairs are recommended. AL's draft email suggests contacting AR with a permafrost session.
 - ii. AL: What are the groupings?
 - iii. AR: Typically there is one session with several difference groups thrown in. We could put together a broad permafrost session that would appeal to a number of researchers.
 - iv. WP: a broad session could have sub-themes within it.
 - v. AR: 2 possible session titles drafted
 - vi. AL: We can change the text of our email to the permafrost community, so that we are soliciting talks for our session. The Arctic Change organizers seem open to suggestions for plenary speakers.
 - vii. AR: Good idea to put forward a name, because permafrost not often a plenary topic.
 - viii. ACTION: AR to reach out to planners and will make our suggestions for potential plenary speaker (WP) and session title.
 - c. Update Eighth Canadian Permafrost Conference in Quebec City in August 2019 (AL)
 - i. AL: Not much has happened. CPC wrote to AL, asking for an answer. AL said CPA board is in favour, but that we were still waiting on the question of risk and what happens if there is not profit. Also dependent on getting life memberships, or we have to borrow from TETRA TECH EBA. 4 members of the board have

already agreed to become life members (\$6000). We are in better financial position than we expected. We are probably in position to support the conference, providing that our losses are not greater than our investment.

- ii. ACTION: Board agrees that AL to tell CPC that the CPA can support the conference, providing that our losses are not greater than our investment. Also tell CPC that we are OK with a sole source provider for the conference organization.

d. Translation of By-Laws (IDG)

- i. IDG: No update. Go ahead right now, or wait until by-laws approved in October?
- ii. AL: Now, to be prepared for the AGM.
- iii. ACTION: IDG: Proceed with translation. On the legal side, IDG has French friends whom are lawyers that she will draw on.

4. Selection of financial institution and designation of signing authority (LA)

- a. LA: Suggests that we have single signing authority up to \$5000. Higher needs 2 signing officers. Does not expect the need for 2 officers to occur every often. Suggests working with RBC: Canadian, many branches, most non-profit orgs. Many non-profits under their umbrella, and RBC is flexible in how to set up the account. Open an E-bank account to minimize fees. No fees as long as transactions are electronic. Manual transactions cost some money. Recommends to try it out. Suggest AL and LA, and PM with signing authorities for now.
- b. AL: Auditor within the board to review the books?
- c. LA: Has to be member of the CPA, registered with a professional association. Reasoning is that such an individual should follow a code of ethics.
- d. AL: When used?
- e. LA: Auditor used to look at annual summary, and probably on expenditures over \$5000
- f. CB: (Joined at 12:39). Should be every transaction, so that all transactions are looked at. Usually 2 auditors for the books at the end of the year. Too cumbersome?
- g. LA: We should think about this in the future.
- h. CB: Concern is small transactions that whittle away funds.
- i. LA: Absolutely right
- j. WP: Agree. Absolute transparency and control eliminates potential problems down the road.
- k. AL: Need someone outside the board to review transactions, then problems can be brought to the board. Every expenditure at this stage, but maybe loosen down the line when we have a public accountant. Stay strict for now.
- l. RT: Perhaps in the 1st year, lower 2 signature authority to all expenditures? Then we will fulfill the purpose of having backup on expenditures.
- m. LA: Problem is the need for 2 signatures. Account is set up for small business, and two signatures is hard/awkward. Most banks wouldn't even open an account unless signing officers could both go to the same banking location. At this point, with the smaller numbers, prefers not to have 2 signatures on every transaction.
- n. RT: Second board member approve by email? Somebody on the board can act as an internal auditor. List of expenditures could be tabled and approved at each board meeting.
- o. AL: Would you (RT) be the approver? You would be informed if there is an expenditure of less than \$5000, and then at every meeting we would approve expenditures made in between them.

- p. CB: Good. RT will not be asked to approve expenditures, just be informed. The list would be expenditures that he has been informed of. Good for first year. Uninformed expenditures would raise questions.
 - q. AL: Agrees
 - r. RT: The board should approve every expenditure item. It should be a standing item.
 - s. AL: PM, AL, and LA will set the agenda in advance, so that we have things like expenditures up to a certain date ready for the meeting.
 - t. DECISION: Board agrees unanimously that LA move ahead, set up an E-banking account with RBC, have PM and AL do whatever they need to do to support LA, and deposit CNC-IPA funds and lifetime membership fees. CPA needs account to pay for the website and insurance.
 - u. ACTION: Board agrees unanimously to oversight on spending over this first year, that RT should be informed of all expenditures.
 - v. ACTION: LA needs to get the GST number.
5. Budget (LA)
- a. LA: Budget tabled. Challenge is the timing (2018/19), so the plan is for 2 years with membership drive. Similar to budget assembled by steering committee. We don't know the actual membership numbers or annual meeting values. Annual meeting numbers are therefore kept high. Annual meeting sponsorship (expense) of students is a bit high. Board meeting and Board travel costs could be zeroed.
 - b. Consider keeping board travel in so that the student board member can travel, otherwise the student's supervisor is on the hook. Having the flexibility of the category is helpful.
 - c. DECISION: Unanimous agreement that board meeting and board travel costs should stay.
 - d. LA: Plan to build up reserves so that we have a buffer in case we don't have enough to cover the meeting in 2019. Funds for awards are nice to have to make recognitions. Reduce reserve to \$8000.
 - e. PM: Double the insurance expense
 - f. AL: Budget appears realistic; not optimistic, not pessimistic.
 - g. LA: Amount for web-site and comms. reasonable, AR?
 - h. AR: \$5000 per year seems OK . There will be other work next year. :eft over money can be used to print pamphlets.
 - i. AL: Motion: LA's Budget with amendments to reduce reserve to \$8000, and increase insurance to \$4000. WP seconds.
 - j. DECISION: Unanimously approved.
6. Student and early career membership rates (All – discussion)
- a. AL: move discussion of definition to end of meeting?
 - b. Agreed. (See Item 11).
7. Directors and officers insurance / Non-profit registration in Ontario (PM)
- a. PM: All received an emailed memo about Insurance and Liability for not-for-profit organizations. CPA doesn't need Loss Coverage because the CPA doesn't own anything. Basic coverage is *Commercial General Liability Insurance* that is intended to cover the organization and the people from claims arising in the context of the organization's operations. A second *Directors and Officers Liability Insurance* policy is recommended to

cover risks not covered under general liability insurance, but not all. This insurance protects against damages that the directors or officers are legally obliged to pay and for which the CPA cannot or will not pay; and claims made against a director or officer whom the CPA is obliged to indemnify (e.g., a claim made against a past CPA board member). There are many plans, so that we should use an insurance broker with experience insuring not-for-profits. PM called a number of brokers in Ottawa and is arranging for quotes. In general, the annual premiums for simple not-for-profit organizations for the 2 insurance policies range from about \$1400 to \$1700. We may want to joining the Ontario Non-profit Network (ONN). It seems like a good resource. The ONN partnered with an insurance broker, HUB International, and members can develop customized insurance plans at apparently good rates (30%+ insurance savings for ONN members). The annual ONN membership fee is \$113 (including HST).

- b. AL: The CAG has insurance, and we can contact to ask about insurance and how they operate.
 - c. CB: The RCGS has directors insurance. A number of agencies offer insurance.
 - d. AL: For now suggest keep it simple. Don't bother with the ONN.
 - e. General agreement
 - f. ACTION: PM get quotes and present a proposal to board at next meeting, not to bother with ONN.
 - g. PM: In order to register CPA in Ontario, we fill out Ontario form 007-07201 "Initial Return / Notice of Change by an Extra Provincial Corporation – Form 2". We have 60 days from the date of incorporation to file this form.
 - h. AL: We have about another week.
 - i. ACTION: PM to fill out form, pass to AL for review. AL to send to Ministry of Government and Consumer Services.
 - j. No other questions.
8. Publicity plan for the CPA (AR)
- a. Logo and branding update
 - i. AR: Met with logo designers. The logo has some small changes to make it more website friendly. For website branding, we need high quality photos. The publicity plan is to have the big launch at our meeting in Whitehorse, but have social media presence this summer.
 - b. Web-site
 - i. Ready by October. In the interim, we can distribute pamphlets at EUCOP2018, and have logos for power point. The specialty features on the website are what take time. There would be 2 websites, 1 French and 1 English.
 - ii. PM: Can we have some sort of minimum splash page just to have a web presence?
 - iii. AL: We can try.
 - iv. LA: Can we have LinkedIn tied in to the launch?
 - v. AR: We can.
 - vi. AL: Timeline is a bit of a surprise. We thought May. Another source to send people to, like a Facebook page? We need to address this issue. Should we be asking somebody else to develop this website?
 - vii. AR: A lot of the website development time will going toward adding content. Designers have had success in the past and are northern.

- viii. AL: As per voting at the meeting, when the notice to the meeting goes out, the members at the time of the notice are eligible to vote. If we want on-line voting, then we need a September cut-off to have the voting list for the website.
- ix. LA: We can process payments without using the website.
- x. AL: Sounds like the significant interaction between AR and website designers means that it is not ideal to go back to square 1. but timeline is worrying. Can the Board help?
- xi. AR: Will reach out to the subcommittee to get help with content. Will ask designers about getting a minimal website up.
- xii. AL: Do we want Yukon College to set up their own website for the meeting, given the timeline?
- xiii. All agree, yes.
- xiv. ACTION: AL to contact Yukon College to ask them to please set up their own website for the meeting.
- xv. ACTION: AR to go back to website designers, come up with a coherent plan to develop the website in stages. We need a splash page in a few weeks, with basic information: contact info, timing of annual meeting, timelines for creation of various tabs. We don't need a big rollout.
- xvi. RT: We need to set up the official email addresses
- xvii. AR: Agreed.
- xviii. AL: With this change, we must approve the contract for the website designer
- xix. ACTION: Unanimous approval for AR to go ahead with the proposed website contract.

- c. Other communications
 - i. No discussion.

9. Creation of the Nomination Committee for 2019 appointments - AL, PM and two other members of the CPA who are not officers.

- a. AL: Have to establish this by July. According to the By-Laws, we need 2 members of the CPA who are not officers plus AL and PM. Suggest Kumari Karunaratne (northern, past nomination committee member), and one other. Probably need an engineer, even better if from the north. Jim Oswell or Ed Hoeve might be good. Fabrice Calmels might be helpful, but not an engineer.
- b. LA: Supports Kumari, and Ed might be good.
- c. RT: Maybe Paul Murchison. Supports Kumari and Jim or Ed.
- d. LA: Guy Doré?
- e. AL: We can afford to wait.
- f. ACTION: AL will come back with 2 names and the board can vote on them next meeting.

10. CNC-IPA News (AL)

- a. AL: No news. The CNC-IPA has not had a meeting.

11. Back to Item 6

- a. AL: Same definition for both registration costs or students and early career? Are all students early career, when do early career become full member
- b. RT: Have never heard the term early-career. Young professionals are usually up to age 35

- c. AL: Association of Polar Early Career and Permafrost Young Researchers Network use early career.
- d. AR: Usually 3-5 years post graduation.
- e. CG: PYRN, you can get support if you identify as a young researcher.
- f. AR: For PYRN, it was within 6 years of graduation to receive funding.
- g. LA: If you graduate and you have a good job, why would you draw on the early career membership, when there are those that need the cash break.
- h. AL: Not in favour of a fixed age (ageist), but on the other hand, 6 years seems generous, suggests that we include an asterisk that this membership is designed for people who have not entered into full time careers. Leave it up to the honesty of individuals to decide which to apply for.
- i. CB: If somebody has a M.Sc. and graduates, compared to the Ph.D. who graduates, the Ph.D. will have more time. This could also potentially mean that there are people later on in their career that have jobs, and still draw on the early career. Post docs are not exactly penniless. 3 years seems fine.
- j. WP: Many post docs come with funding to support membership.
- k. AL: Vote. Within 4 years of the person's last confirmed official degree, and post doc does not count.
- l. DECISION: All in favour.

12. Any other business?

- a. None

13. Adjournment

- a. 14:05