

## **Approved Minutes**

Organizational Meeting of Incoming Board of Canadian Permafrost Association

Teleconference

Meeting #1

Monday April 9, 2018 1200-1330 EDT

### **Members attending:**

Antoni Lewkowicz (AL),  
Peter Morse (PM),  
Lukas Arenson (LA),  
Ashley Rudy (AR),  
Carolyn Gibson (CG),  
Isabelle de Grandpré (IDG)

### **Members excused:**

Chris Burn (CB),  
Richard Trimble (RT),  
Wayne Pollard (WP)

### **Minute-taker: PM**

### Agenda

1. Approval of the Agenda
2. Approval of Minutes of March 22 Meeting
3. Matters arising (not covered as agenda items)
  - a. Logo and branding update (AR)
  - b. First meeting in Whitehorse (AL)
  - c. Sessions at Arctic Change 2018 (AL)
  - d. Request from Guy Doré for sponsorship of 17<sup>th</sup> International conference on cold regions engineering and the Eighth Canadian permafrost conference in Quebec City in August 2019 (AL)
4. Discussion, amendment and approval of By-Laws (see clean version in Drop-Box dated March 28, 2018)
5. Appointment of Officers

President: Antoni Lewkowicz  
Chair of the Board: Antoni Lewkowicz  
Vice-Chair of the Board: Richard Trimble  
Secretary: Peter Morse  
Treasurer: Lukas Arenson  
Communications Director: Ashley Rudy  
Early Career Representative: Carolyn Gibson  
Members-at-large: Richard Trimble  
Isabelle de Grandpré  
Wayne Pollard

Note: Chris Burn is an Ex-officio member of the Board and so does not need to be appointed as an officer.

6. Location to maintain records (PM)
7. Decision to appoint or not appoint a public accountant (AL/LA)
8. Setting of membership fees (AL/LA)  
Fees collected in 2018 could cover calendar years 2018 and 2019 (i.e. "introductory offer"). We could also advertise slightly higher fees for individual members for 2019 onwards which would match what were originally in the budget.

Note: If the membership fee is paid before the notice of the Annual Meeting then that person is officially a member for the vote at that meeting. Membership fees would also need to be paid if an individual wants to be considered to become a Board member in 2019.

Board members for 2018 must become members immediately.

#### Proposed Fee structure

- Lifetime: \$1500; recognized somewhere on web-site and at meetings and through a special CPA pin (to be manufactured).
  - Regular: \$90/year (advertise \$100 in 2019)
  - Student: \$25/year (defined as enrolled in a high school, diploma or degree program) (advertise \$30 in 2019)
  - Corporate: 2 levels
    - \$500/year – recognized somewhere on the web-site and at meetings
    - \$1000/year – recognized on web-site front page and at meetings
  - Institutional: 2 levels
    - \$500/year – recognized somewhere on the web-site and at meetings
    - \$1000/year – recognized on web-site front page and at meetings
  - Community: \$50/year
  - We will need to add GST or HST depending on residency
9. Selection of financial institution and designation of signing authority (LA)
  10. Future Board Meetings (AL/PM)
    - a. Monthly meetings at a regular date and time. Suggest first Monday of the month (unless a holiday) at 1200-1400 EST/EDT. This means:
      - May 7
      - June 4
      - July 9
      - August 6
      - September 10
      - October 1
      - November 5
      - December 3
  11. Joint fees with other associations (for discussion)  
These will need to be negotiated on a case-by-case basis. Suggest a general principle that 15-25% savings relative to the two memberships separately. But in each case, we will need to be

flexible because of the wide range of circumstances, membership numbers, and the age of the organization. Student fees can also be negotiated if a reduced rate is available at a partner organization. Some have retiree rates but CPA did not plan this.

CPA-USPA: Total separately: \$90 CDN + 30USD = ~\$130 total. 15% saving = ~\$110 CDN. This then divided 90:40, i.e. CPA gets \$75 and USPA gets \$35 CDN (26 USD). (Would change to \$85 for CPA and \$35 CDN for USPA in 2019)

CPA-CGS: Total separately: \$90 + \$190 (regular) = \$280 total. CGS reduced combined costs with CSCE by \$50 total and by \$35 total with CSEM. It's not clear if this reduction is given solely by the partner organization or shared with CGS. CPA could propose a \$40 reduction, shared 50:50.

CPA-CGU:

CGU separately is \$60. CGU has reduced membership fees with

- Canadian Association of Physicists
- Canadian Geomorphology Research Group
- Canadian Institute of Geomatics
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- Geological Association of Canada
- Société Québécoise de Géophysique

Membership in these organisations reduces membership fees to become an "Associate Member" of CGU to \$45.

CGRG is \$25. Combined is \$70.

Cleanest method would be for CGU to accept CPA members as "Associate Members". CPA could share the \$15 reduction 50:50 and advertise CGU membership as an additional \$45 on our site.

12. Items that must be presented at the May meeting
  - a. Budget (LA)
  - b. Publicity plan for the CPA (AR)
  - a. Creation of the Nomination Committee for 2019 appointments - AL, PM and two other members (could be KK, JO, FC but not if they want to stand). All the initial Board members plus those nominated to start in January 2019 will need to be approved at the fall Members meeting.
  - c. Directors and officers insurance (PM)
  - d. Translation of By-Laws
13. CNC-IPA News (AL)
14. Any other business
15. Adjournment

## Minutes

1. Approval of the Agenda (AL)
  - a. No Comments.
  - b. DECISION: Consensus to approve Agenda.
2. Approval of Minutes of March 22 Meeting (AL)
  - a. No Comments.
  - b. Consensus to approve Minutes.

3. Matters arising (not covered as agenda items)
  - a. Logo and branding update (AR)
    - i. AR: Final logo, fonts, etc. selected and to be presented to CPA as a package on April 11.
    - ii. ACTION: AR will follow up with passing around the logo, and document on how the logo is to be used.
    - iii. AR: Meeting with website designers.
      1. ACTION: AR will follow up on this with a meeting of the comms. sub-committee
    - iv. AL: Happy to have help from Yukon College
    - v. LA: Do we have any related expenses?
    - vi. AR: Logo was a volunteer exercise, so no.
    - vii. AL: Costs are related to the domain registration, etc. but we have not used any of our funds yet.
  - b. First meeting in Whitehorse (AL)
    - i. Yukon College is willing to host the meeting. Need to approve it now, so that people can attend. Potential dates are either October 10<sup>th</sup> or 12<sup>th</sup>, or the following week 17<sup>th</sup> to 19<sup>th</sup>. Cost, including meals and field trip, is estimated @ \$100 person. Plus add on cost of membership for each person. Preference to take a decision today. Once we have the logo, we can send out an announcement about the first meeting of the CPA.
    - ii. PM: Earlier dates are better
    - iii. LA: Agrees. Also need to decide who will present.
    - iv. IDG: Possible conflicts with field work at the earlier date.
    - v. AR: Accommodations are off campus?
    - vi. AL: Correct. YC would make these arrangements. A number of ways to keep the costs down.
    - vii. AL: Vote?
    - viii. DECISION: Unanimous approval to arrange the meeting to be held 10<sup>th</sup> to the 12<sup>th</sup>.
    - ix. ACTION: AL will get back to YC.
  - c. Sessions at Arctic Change 2018 (AL)
    - i. AL: Contacted Arctic Net, and AN happy to have a special session. Call for special session coming, we should lead a few of them. Who wants to take the lead on either item?
    - ii. ACTION: IDG will take over lead of meeting in Whitehorse at YC.
    - iii. ACTION: AR will take over lead of Arctic Change.
  - d. Request for sponsorship of 17<sup>th</sup> International Conference on Cold Regions Engineering and the Eighth Canadian Permafrost Conference in Quebec City in August 2019 (AL)
    - i. AL: Conference organizers looking for funding from us. TETRA TECH EBA might loan \$10,000 to the CPA if we became a co-sponsor. AL let the organizers know CPA might be interested. Meeting could be the AGM for the CPA in 2019. Do we want to pursue this further? There is potential to go into debt on this, but we will raise money from memberships.

- ii. LA: Not a fan of starting with a debit, but the risk of the conference bring a failure is quite low. Still debating.
- iii. AL: We don't have a timeline yet, let's delay and see how successful we are at getting lifetime members. That could be a way.
- iv. LA: Lifetime and corporate are critical.
- v. AR: Good to get an idea about how much we might get from membership first.
- vi. ACTION: AL will get back to Guy and tell him that the CPA board is interested, but not yet ready to commit. CPA needs some more time.

4. Discussion, amendment and approval of By-Laws (AL)

- a. AL: Working version from March 28, 2018. Track changes shows edits. Comments on the working version?
- b. LA: How do we differentiate between a student and early career?
- c. AL: Some early career members who are employed would pay full fees. Students are covered in the Early Career Membership. Let's discuss fee structure later.
- d. LA: The by-law is fine, we will change the fee structure later.
- e. IDG: Clarification on Corporate Membership. The institution gets a vote, the individual who is a member also gets a vote, even if they are a part of the institution?
- f. AL: Yes. Vote on the Constitution and By-Laws?
- g. LA: Proposes the motion to accept Constitution and By-Laws, PM seconds.
- h. DECISION: Unanimous vote in favour of approving the Constitution and By-Laws.
- i. IDG: translation to the French?
- j. AL: Yes we do need to translate, but to make it easier, this will be the legal version. The French will have a caveat pointing to the English as the legal version.

5. Appointment of Officers

President: Antoni Lewkowicz  
 Chair of the Board: Antoni Lewkowicz  
 Vice-Chair of the Board: Richard Trimble  
 Secretary: Peter Morse  
 Treasurer: Lukas Arenson  
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 Early Career Representative: Carolyn Gibson  
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   Isabelle de Grandpré  
   Wayne Pollard

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- a. AL: All of these positions are in the By-Laws. Vote one-by-one, or as a slate?
- b. PM: Vote on the slate
- c. AL: Will go round the board and ask if the board agrees to vote on the slate.
- d. DECISION: Unanimous in favour of voting on the slate.
- e. AL: Goes over the slate.
- f. DECISION: Unanimous vote in favour to approve the slate of Officers.

6. Location to maintain records (PM)
  - a. PM: Two main options. Either a controlled on-line system such as Google Docs or Drop Box with permissions to share with just one other officer in the event that the Secretary is incapacitated; or keep records on personal desktop that would require an ATIP request to access if the Secretary is incapacitated.
  - b. AL: Share with the Vice-Chair. On Drop Box. Working documents can be shared around with the board, then the Secretary keeps final documents that are in a permanent repository with closed permissions. Note that we can continue to adjust documents until the first meeting when the membership approves the document. Vote?
  - c. DECISION: Unanimous in favour of the Secretary using a controlled DropBox folder, shared with the Vice-Chair, to keep final documents.
  
7. Decision to appoint or not appoint a public accountant (AL/LA)
  - a. AL: At this point we don't need one, and so probably don't need to pay one yet.
  - b. LA: Agrees. Proposes motion not to appoint a Public accountant at this point, PM seconds.
  - c. AL: Vote?
  - d. DECISION: Unanimous in favour not to appoint a public accountant this point.
  
8. Setting of membership fees (AL/LA)
 

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- Community: \$50/year
- We will need to add GST or HST depending on residency
  - a. AL: Goes over rates indicated.

- i. Lifetime is similar to USPA, lifetime members are recognized a meetings, and on the website. Could also offer a special pin made up, out of silver or something. Lifetime is equivalent to about 15 years of membership. AL has a short list in mind and will approach them.
      - ii. Regular and Student. Reduced this year as an incentive to get things going.
      - iii. Corporate – 2 levels
      - iv. Institutional – 2 levels
      - v. Community not to be a financial burden
      - vi. Open for discussion
    - b. LA: Not sure we need an introductory fee. Instead, buy membership this partial year, and have it roll over to the next fiscal year. It is like getting 1.5 years. We can also recognize communities in our materials, and putting their sponsorship in the social media feed.
    - c. AR: We could do this on our various media. Agrees with LA about not reducing the fees this year.
    - d. AL: Takes the point that 1.5 years is a good deal.
    - e. IDG: Agrees with 1.5 years. Does not think that Early Careers should be charged the Regular Member cost.
    - f. AR: Early career may not have a job, or may have minimal funding like a post doc.
    - g. LA: Student and Early Career.
    - h. AL: Students are enrolled, and Early Career are not enrolled.
    - i. AR: Some Early Careers are considered to be within 3 years of their graduation.
    - j. IDG: In general, we will probably not lose much money if we get Early Career rather than Regular members.
    - k. AL: Maybe we need more thought. We should approve what we have here with the exception of the Early Career and Student membership. This way AL can get going on the fund raising. Vote?
    - l. LA: Motion to approve the proposed fee structure, with the amendment that there is no reduced fee structure for this year, but what we are offering is an extended membership covering 2018 and 2019, and we decide on Student and Early Career later on. AR seconds.
    - m. DECISION: Unanimous in favour of the motion.
9. Selection of financial institution and designation of signing authority (LA)
- a. LA: Working on reducing or eliminating banking fees. It comes down to how we handle our money and our fees. PayPal is the easiest way to collect money for a small business.
  - b. AL: Money going in versus money going out: with e-banking can we write cheques?
  - c. LA: There would be a fee for writing cheques, but with e-transfers there would not be a fee.
  - d. AL: Lifetime members might want to pay by cheque, and not use Paypal. Are we ready to be paper free, or do we need to be prepared to write/accept cheques?
  - e. LA: Seeking clarification with the bank. We would encourage people to use e-banking.
  - f. AL: Suggests we are not ready to take a decision on this today, but we could take a decision on-line if Lucas sends around a proposal and summary.
  - g. ACTION: LA will find out more about signing authority, and will send around a summary and a proposal.
  - h. AL: Vote on making the decision on –line?

- i. DECISION: Unanimous in favour of making the decision on-line after reviewing the summary and proposal.

10. Future Board Meetings (AL/PM)

- a. Monthly meetings at a regular date and time. Suggest first Monday of the month (unless a holiday) at 1200-1400 EST/EDT. This means:
  - May 7
  - June 4
  - July 9
  - August 6
  - September 10
  - October 1
  - November 5
  - December 3
- b. AL: We seem to need 2h. If we have a clear schedule, then it is easier to block time. First Monday of the month is proposed.
- c. DECISION: Unanimous agreement to meet on the first Monday of each month.

11. Joint fees with other associations (for discussion)

These will need to be negotiated on a case-by-case basis. Suggest a general principle that 15-25% savings relative to the two memberships separately. But in each case, we will need to be flexible because of the wide range of circumstances, membership numbers, and the age of the organization. Student fees can also be negotiated if a reduced rate is available at a partner organization. Some have retiree rates but CPA did not plan this.

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- a. AL: No comments from the board at this point.
  - b. ACTION: Move item to next agenda.
12. Items that must be presented at the May meeting (AL)
- a. Budget (LA)
    - i. AL: We need this.
  - b. Publicity plan for the CPA (AR)
    - i. AL: What is the social media blast and timing?
  - b. Creation of the Nomination Committee for 2019 appointments - AL, PM and two other members (could be KK, JO, FC but not if they want to stand). All the initial Board members plus those nominated to start in January 2019 will need to be approved at the fall Members meeting.
    - i. AL: Need to create this. Some suggestions, see above, but we need to create something for the next meeting.
    - ii. ACTION: AL to create the NC.
  - c. Directors and officers insurance (PM)
    - i. ACTION: PM will put together a proposal.
  - d. Translation of By-Laws
    - i. ACTION: IDG will lead this.
    - ii. CG: Will look into this with IDG.
13. CNC-IPA News (AL)
- a. Still waiting to hear back from Conference Organizing Committee.
14. Any other business
- a. PM: Registration in Ontario seems likely.
  - b. ACTION: PM will look into this further.
15. Adjournment
- a. Meeting adjourned at 1:33 pm.