

Approved Minutes  
Board Meeting of the Canadian Permafrost Association  
Teleconference  
Meeting #3  
Monday June 4, 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),  
Carolyn Gibson (CG)

**Members excused:**

Richard Trimble (RT),

**Minute-taker: PM**

Agenda

1. Approval of the Agenda
2. Approval of the Minutes of May 7, 2018 meeting.
3. Matters arising (not covered later as agenda items)
4. President's report (AL)
  - a. Message to list
  - b. Progress with lifetime membership pledges
  - c. Named awards
  - d. Suggested appointments to the 2019 Nomination committee (2 names)
5. Treasurer's report (LA)
  - a. Bank account
  - b. Membership fee payment options (Stripe, Paypal, or Moneris)
  - c. Method for Board members to make payments
  - d. GNWT funds
  - e. CNC-IPA funds
  - f. GST registration (Business Number)
6. Secretary's report (PM)
  - a. Ontario registration
  - b. Director's and Officer's Insurance
  - c. Contact list
7. Communications director report (AR)
  - a. Publicity plan for the CPA
  - b. Logo and branding
  - c. Brochure for EUCOP

- d. Web-site
- e. Other communications (e.g., pamphlets?)
- 8. Update on Annual Meeting – Yukon College, Whitehorse, October 10-12 (IDG, AL and RT)
  - a. Abstract (150 words) deadline September 4 (Prolonged if <40 abstracts); oral presentations only.
  - b. Timing of CPA memberships in relation to formal notice of meeting. Need to pass a motion making the record date to inform members of the Annual Meeting as September 20, and the record date to determine members entitled to vote at the meeting as September 30. This issue will not arise in subsequent years.
  - c. Draft budget with registration fees for discussion (attached). Either no on-site registration, cash only, or must have a way to take funds electronically on-site. CPA to do the billing and pay costs back to Yukon College afterwards (means that we must control the budget carefully and have a secure site for payments).
- 9. Update on Arctic Change meeting (AR)
- 10. Update Eighth Canadian permafrost conference in Quebec City in August 2019 (AL)
- 11. Update on translation of by-laws (IDG)
- 12. Progress with links/joint fees with other organizations (ALL)
- 13. CNC-IPA news (AL)
- 14. Any other business
- 15. Adjournment

### Minutes

- 1. Approval of the Agenda
  - a. No comments.
  - b. WP: Moves to approve.
  - c. DECISION: Unanimous consent to approve Agenda.
- 2. Approval of the Minutes of May 7, 2018 meeting.
  - a. No comments.
  - b. DECISION: Unanimous consent to approve Minutes.
- 3. Matters arising (not covered later as agenda items)
  - a. AL: No matters arising not already covered on the agenda
- 4. President's report (AL)
  - a. Message to list
    - i. The message is stalled, drafted, but. first we need to make a few decisions regarding finalized logo, social media feeds, and how to make payments. Looking for agreement on the logo. Comments?
    - ii. CB: Emphasize the 8<sup>th</sup> Canadian Permafrost Conference. It will be the archetypal stamp as to what the CPA is all about.
  - b. Progress with lifetime membership pledges
    - i. We now have 7 lifetime members. A decent start! Still have a few more names that I am working on.
  - c. Named awards
    - i. One idea is to set up a second, charitable organization that would administer the awards. This allows us to set up named awards for prizes

(e.g., student, lifetime, engineering, pf science). We are not for profit and cannot administer awards as we are currently structured. Minimum amount would be \$1500/year. The idea is to get “flow-through” money to the awardee. Subsequent amounts would be pledged in a will to the “CPA Foundation” that would be held in trust, in perpetuity to support the award. \$50K at %3 interest allow you to get \$1500/year. The goal is to have something ready for the 8<sup>th</sup> Canadian Permafrost Conference.

- ii. LA: Fantastic idea, good timeline, good member benefit. In general a great idea.
  - iii. WP: Agrees entirely. Would be good if smaller donations could also contribute to the foundation.
  - iv. AL: Something for the foundation to consider. One thing you don't want is to have too many awards. Hard to get people to contribute to an award with somebody else's name on it. If you have a generic award, this is a flow-through award, or a combination of that and an endowment that can be built up. The foundation could take on something like that. We could look to other foundations as well for ideas
  - v. CB: Look for synergy. The Roger Brown award is kind of the Canadian Award at the moment. Good to join forces with that initiative. This might give an opportunity to open up a discussion with CGS Cold Regions. We need to be careful of having our own awards that are completely separate from other awards. In the long run a collaborative award would be beneficial.
  - vi. LA: Talking with other groups to avoid competition is a good idea.
  - vii. CB: Agrees
  - viii. CB: Will help on this at a meeting next week. LA has a good idea, that doing things with another organization would be to our benefit.
- d. Suggested appointments to the 2019 Nomination committee (2 names)
- i. AL: IDG has looked into our statutes, that have a slight error, but they do not prevent us from creating a nomination committee before July: President, Secretary, and we need 2 others. AL proposes Kumari Karunaratne and Ed Hoeve. Ed is still interested in the CPA, and he is not an officer, not in the last few years. Kumari also interested.
  - ii. WP: Sounds good to me.
  - iii. AL: Vote: AL to ask them to join the committee.
  - iv. DECISION: Unanimous consent for AL to ask KK and EH to join the committee.

5. Treasurer's report (LA)

a. Bank account.

- i. We now have a bank card and can accept money. Now I can go back and add AL and PM for signing authority. PM needs a security check.
- ii. LA: Need a letter from Secretary, by mail, that LA has permission to add us to the account, PM and AL need to go to a bank together.

- iii. ACTION: PM to get a security check, letter needs drafting, and PM and AL go to bank.
- b. Membership fee payment options (Stripe, Paypal, or Moneris)
  - i. Stripe versus Paypal. Reimbursing or refunding seems too difficult in Paypal. Moneris is used often by small businesses. RBC gives an estimated cost for the service. Is efficient if there a lots of payments, but we are not likely to get lots. LA leans toward Stripe.
- c. Method for Board members to make payments
  - i. Goes back to point 5b, we can always accept money transfers and checks with our bank account. This can be done right away and we wouldn't lose any money (no transaction fees). This is the easiest option for board members. I can send you an invoice and you can send a money transfer.
  - ii. AL: Important to do, to be a member, and therefore a director, we need to pay up. This seems to be the best way. Bill us. Must be done by July.
  - iii. AR: Web designer has quit, but nothing to stop us from using whatever we want.
  - iv. LA: Moves to use Stripe. AR Seconds. No further discussion.
  - v. DECISION: Unanimous consent to use Stripe.
  - vi. ACTION: LA to set up Stripe as soon as possible.
- d. GNWT funds
  - i. AL: GNWT Transportation promised \$10-15K, probably closer to the \$10K. LA to follow up?
  - ii. ACTION: LA to follow up with GNWT Transportation.
  - iii. AL: We can flow-through this money to the 8<sup>th</sup> Permafrost Conference.
  - iv. IDG: I can help with person support, as I live in the NWT.
- e. CNC-IPA funds
  - i. LA: Spoke to CNC-IPA and will ask for a check
  - ii. ACTION: LA to contact CNC-IPA about contribution check.
- f. GST registration (Business Number)
  - i. We do now have Business Number. GST registration (number) is a bit complicated. Once we register with the CRA we then request one. We fall under a \$50K limit, so we may not need one, but if we get one, we don't need to worry about this in the future.
  - ii. AL: If we are under \$50K, do we not charge GST?
  - iii. LA: Correct, but if we go over the limit, we have to pay it out of the money that we've got from members. We are registered in Ontario, so we would also have to use the Ontario tax.
  - iv. AL: Problem is that lifetime members would have to pay GST if we registered now. The budget will probably not go over \$50K this year.
  - v. CB: A great danger once the Annual Meeting is added in. Unless the money is kept completely separate from the CPA (with Yukon College?). Other point, the HST will be 13%. The other way is to have a financial year that starts beginning of August, and get the lifetime members in before then.

- vi. LA: True, we are free to choose the FY start.
- vii. AL: The current budget for the meeting with a 15% contingency is only \$6258, and we expect \$10K from NWT, and \$5K from CNC-IPA, it seems like we will not get that close. Perhaps best to regularize it and move on.
- viii. AL: Vote: To regularize the GST, then go ahead and apply for it.
- ix. DECISION: Unanimous consent to regularize the GST, then go ahead and apply for it.
- x. ACTION: LA will follow up with this.
- xi. LA: Can I send out the invoice now before we have the GST number? Yes from all.
- xii. WP: Has to leave the meeting.

#### 6. Secretary's report (PM)

- a. Ontario registration
  - i. We are now registered in Ontario
- b. Director's and Officer's Insurance
  - i. I have contacted a few different insurance brokers, and am waiting for underwriters to get back with quotes.
- c. Contact list
  - i. A contact list is compiled and is posted
- d. Federal Business Number
  - i. We now have a federal business number.
- e. LA: Contact list and Membership numbers? A database? An Excel Spreadsheet?
- f. AL: Secretary in charge of the list, and Treasure in charge of billing. For now, Name, Email address, Mailing address, category of membership, duration, due paid or in arrears.
- g. LA: Anything we need to be aware of in terms of security?
- h. AL: Wise to think of this. Password protection is important. Do we need anything on the invoice that indicates that by becoming a member that we will keep this information in our records
- i. ACTION: AL and PM will work on this.

#### 7. Communications director report (AR)

- a. Publicity plan for the CPA
  - i. Website designer had to quit. Need a new designer.
- b. Logo and branding
  - i. AR: Need a decision on the final logo version.
  - ii. AL: Vote on logo version.
  - iii. DECISION: Unanimous approval for the third Logo as is.
  - iv. Caroline: Does website designer have exclusive rights to the design? Can we make changes to the logo after purchase or not?
  - v. AR: Contacted website designer, but hasn't heard back.
  - vi. ACTION: AR will confirm the question as to whether or not we can make changes.
  - vii. AL: Problem: We have no contract, we have no clearly defined cost, and do we have a defined basis to use logo? The original logo design is based

on Yukon College design. Can we take the risk to use this without knowing the details?

- viii. ACTION: AR will reach out to web designer today.
- ix. CB: Perhaps a registered letter, making designer an offer to use logo in perpetuity, and that designer is releasing use this material, and that we can use the logo (modify it if we want). Maybe we need to make a similar gesture to Yukon college. The students could easily feel that they were not treated appropriately. A registered letter, or have it delivered in person. We give a date (2-weeks), and if we don't hear back by then, then we assume that we have full ownership.
- x. AL: We need to have full ownership. If we don't get that from designer then we go back to Yukon College version and modify it ourselves.
- xi. CG: What you normally do is purchase the rights to the various versions of the logo.
- xii. LA: What is modifiable from the Yukon College logo?
- xiii. AR: Was there a contract/agreement with Yukon College regarding the logo?
- xiv. AL: AR, please contact website designer and YC. The students got course credit for this, so we may not have to arrange a payment to them.
- xv. AL: We do need to take action before we use what we've got.
- xvi. LA: Maybe we move ahead and use the logo.
- xvii. CB: The risk is the something happens with website designer. If designer agrees that in the statement of sale that we can have all rights to the logo, and we pay designer, then we should be OK.
- xviii. AL: CG, your partner is a graphics designer, what would you guestimate would be the charge for the logo?
- xix. CG: Not sure, but whatever the cost is, it would also include the other mock ups that were submitted.
- xx. ACTION: AR, PM, LA need to write this up in a short form what we wish to do, and attach this to a registered letter. We need to offer about \$250 for the logo. Ashley, do you know how much time he put in to this?
- xxi. AR: Not sure.
- xxii. CG: Will send the branding package to CG's partner and ask for an opinion, with the understanding that the basis of this logo comes from Yukon College
- xxiii. LA: First step is to see if we hear from website designer, then send a letter if necessary.

c. Web-site

- i. AR: CG and I will get a splash page together before EUCOP. We do have an email set up. Website has an SSL certificate, so we can accept money.
- ii. AL: Will follow up with Geography Department's web designer to see if he can help.
- iii. AR: All of our registered web addresses point to the same web page. AR and CG will soon pass around the login info so that we can all have a look.

- d. Other communications (e.g., pamphlets?)
  - i. ACTION: AR will send the logos to CG, and CG will send round a draft pamphlet.
  - ii. AL: Sent a version of the text to IDG, would be good if the French was checked.
  - iii. IDG: Will look at it.
  - iv. CG: Will take to printers and send directly to France to place in the conference bags. All 400 delegates will get the brochure.
  - v. LA: A typo in the URL. Are we going to have Facebook or Twitter links?
  - vi. AR: Yes, and roll out social media with EUCOP, but primary blitz will be in Whitehorse.
  - vii. CG: Will send out updated pamphlet shortly.
  - viii. AR: discuss pins at another meeting.
- 8. Update on Annual Meeting – Yukon College, Whitehorse, October 10-12 (IDG, AL and RT)
  - a. Abstract (150 words) deadline September 4 (Prolonged if <40 abstracts); oral presentations only.
    - i. AL: IDG was in Whitehorse, I was on the phone, about how to arrange the meeting.
    - ii. IDG: Worked backwards to establish the deadlines. Abstract submission September. End of June, beginning of July need to set up website and have a way to bill registrants/members.
  - b. Timing of CPA memberships in relation to formal notice of meeting. Need to pass a motion making the record date to inform members of the Annual Meeting as September 20, and the record date to determine members entitled to vote at the meeting as September 30. This issue will not arise in subsequent years.
    - i. AL: We need to resolve the voting question. September the 20<sup>th</sup> should be the record date to inform people that September the 30 is the final day to become a voting member at the AGM. Need to Motion to address those dates, then discuss the CPA taking in the money and paying YC, and also need to look at the budget.
    - ii. IDG: At the last meeting we were asked to send names to send to IDG. Still something good to do? Plenary speakers/Keynote speakers, one in Engineering, one in Science
    - iii. PM: Motion: Record Date of September 20<sup>th</sup> to inform members that the annual meeting will be held October 11<sup>th</sup>. LA seconds.
    - iv. DECISION: Unanimous approval of the motion.
    - v. PM: Motion: Record Date of September 30<sup>th</sup> to determine the members entitled to vote at the meeting. LA seconds.
    - vi. DECISION: Unanimous approval of the motion.
  - c. Draft budget with registration fees for discussion (attached). Need to decide on either no on-site registration, cash only, or must have a way to take funds electronically on-site. CPA to do the billing and pay costs back to Yukon College afterwards (means that we must control the budget carefully and have a secure site for payments).

- i. AL: Yukon College is willing to host, we would pay them afterward for the costs of the meeting. There may be a possible change, but YC indicated we may not be charged for the facilities \$800. AL has added in a reception cost for \$750 for the icebreaker. Also a contingency of %15. Then did 3 models with different turn out. Registration to the conference will automatically include membership to the CPA. If you look at the budget, life members will receive a refund. We would give back membership to anyone already a member. If the contingency is spent, then we don't make a profit, but if we don't spend it, we do. It is pretty close to break even in any case.
- ii. LA: Any sponsors?
- iii. AL: YC didn't want to do anything about sponsorship. RT may be able to look into this, but the CPA would be doing the legwork
- iv. LA: I may be able to finance something.
- v. AL: Comments on the budget?
- vi. CB: See in the next 2 months, whether there is any sponsorship is confirmed. After this, the registration could be changed by a little bit to erase any deficit. Also worth getting a contract from YC about what we are responsible for. Nothing mentioned about producing the materials for the conference.
- vii. AL: There will only be oral presentations, no posters. I think YC is prepared to cover the small costs such as producing an abstract book, but you are right, that we need a small contract to ensure what we are responsible for.
- viii. ACTION: IDG will look into a contract.
- ix. AL: Any other comments on the budget?
- x. LA: Is registration up to us?
- xi. AL: Yes. YC suggested EventBright. We won't have on-site registration. People coming to the meeting will know in advance
- xii. LA: Meals? Taking the money is easy, it is the other parts of the registration that are more work. Perhaps we set up a PDF that we can have registrants fill in and send to YC.
- xiii. IDG will look after this.
- xiv. AL: Plenary speakers. Ideal time for public speaker is the very last day. Take ourselves off the list. IDG: Paul Merchison for a plenary?
- xv. CRB: Fabrice Calmels for the public talk. Jim Coates?
- xvi. CG: Had to leave meeting.
- xvii. PM: FC for public talk.
- xviii. ACTION: IDG will get a list together then and send on to YC.

9. Update on Arctic Change meeting (AR)

- a. Things are going fine. Have not heard back yet about submitted session.

10. Update 8th Canadian Permafrost Conference in Quebec City in August 2019 (AL)

- a. Organizing Committee wants the logo, and the MOU will be sorted out soon.



11. Update on translation of by-laws (IDG)
  - a. Move to next meeting agenda
12. Progress with links/joint fees with other organizations (ALL)
  - a. No news
13. CNC-IPA news (AL)
  - a. AL: Sharon will not be at council meeting, and LA and AR are welcome to attend.
14. Any other business
  - a. No
15. Adjournment
  - a. 14:06 EST