

Approved Minutes  
Board Meeting of the Canadian Permafrost Association  
Teleconference  
Meeting #4  
Monday July 9, 2018 1200-1400 EDT

**Members attending:**

Antoni Lewkowicz (AL),  
Peter Morse (PM),  
Lukas Arenson (LA),  
Ashley Rudy (AR),

**Members excused:**

Richard Trimble (RT),  
Wayne Pollard (WP),  
Chris Burn (CB),  
Carolyn Gibson (CG),  
Isabelle de Grandpré (IDG)

**Minute-taker:** PM

Agenda

1. Approval of the Agenda
2. Approval of the Minutes of June 4, 2018 meeting.
3. Matters arising (not covered later as agenda items)
4. President's report (AL)
  - a. Message to list (June 22)
  - b. Report on EUCOP5
  - c. Named awards
5. Treasurer's report (LA)
  - a. Bank account finalisation
  - b. Stripe update.
  - c. Number of paid-up memberships
  - d. GNWT funds
  - e. CNC-IPA funds
  - f. GST registration (Business Number)
6. Secretary's report (PM)
  - a. Director's and Officer's Insurance
  - b. New applications for membership received
  - c. PM security check.
7. Communications director report (AR)
  - a. Brochure for EUCOP
  - b. Graphics ownership
  - c. Web-site and social media
  - d. Web-site translation
  - e. Logo lapel pins

8. MOU Eighth Canadian permafrost conference in Quebec City in August 2019 (Discussion by all – please read in advance)
9. CPA Endorsement Policy (CB and all – please read draft in advance)
10. Update on Annual Meeting – Yukon College, Whitehorse, October 10-12 (IDG, AL and RT)
  - a. Planned addition of an ERT workshop on Saturday October 13
  - b. Contract stating CPA obligations (IDG)
  - c. PDF for registrants to fill out and send to Yukon College (IDG)
  - d. List of speakers to Yukon College (IDG)
11. Update on Arctic Change meeting (AR)
12. Translation of by-laws and recommended changes to By-Laws (IDG)
13. Proposal to develop a Canadian Permafrost Association Education and Research Fund (title to be discussed) as a non-profit with charitable status (AL)
14. Any other business
15. Adjournment

## Minutes

**NOTE: Quorum not met. No decisions ratified. Discussion recorded, decisions taken by President, and to be ratified at next meeting. Proceeded with agenda.**

- 1) Approval of the Agenda
  - a) AL: Hearing no objections, Board supports; no ratification.
- 2) Approval of the Minutes of June 4, 2018 meeting.
  - a) AL: Hearing no objections, Board supports; no ratification.
- 3) Matters arising (not covered later as agenda items)
  - a) None
- 4) President's report (AL)
  - a) Message to list (June 22)
    - i) Message to list sent out. A follow-up included the membership form. People are aware of the CPA. Some Follow up on Institutional Membership and Corporate Membership.
  - b) Report on EUCOP5
    - i) AL: 3 of the 4 of us went. AL made a presentation to the IPA Council. Brochures went to delegates; we were short by about 40. Comment from IPA Council that they liked what we had done. Canada 3<sup>rd</sup> in delegates (43) after Russia and Germany. Samuel Gagnon (Bishop's University) won the PYRN award. AL presented the idea to host the 2024 conference in Whitehorse, and no objections. Canada (CNC-IPA) proposed a motion to change the IPA constitution to create a date earlier than 4-years in advance to apply to host ICOP. Constitutional change needed so requires 6-months to mull over before the amendment proposed at next IPA Council meeting. No Proposals for an RCOP for 2022 at the meeting. Chris Burn voted in as the next president of IPA (third Canadian).
    - ii) AR: Positive feedback on brochure. Impressed by speed at which we are progressing.
  - c) Named awards

- i) AL: Donor candidate interested, and has committed to creating an award. Candidate would like it to go to somebody active in the field, more like the Roger Brown award. Interested in the long term, flow-through for now, and interested in his estate continuing.
  - ii) AL: Brings up the issue of endowments. If given by an individual, seems clear, but may be trickier if several people contribute to a fund. Do we need help putting together a charitable arm of the CPA? Probably we do. More onerous reporting with a charitable arm. We might want a different treasurer for example. Seems feasible, but because not merely educational, it is less clear how it needs to be constrained so that we maintain charitable status.
  - iii) LA: Agrees that we need support.
  - iv) AL: Set aside for now, but try to set this up for the end of the year. If we meet that goal, then we really have progressed. Will bring back to the Board again.
  - v) AR: If there aren't any student awards, can we set aside membership money to sponsor student travel?
  - vi) AL: In the short term, we might approach POLAR and see if they would provide travel funding. This could be regarded as an award. The original budget has room for travel bursaries. But if we get outside help, then we can support more students
  - vii) LA: The CGS has a support model, and has larger awards, but also the individual divisions have the ability to support travel. The Cold Regions division supported two travel awards recently, and the support is at their discretion, does not have to be regular.
  - viii) AL: IPA sets aside money regularly, and sets aside the more funds for ICOP years.
- 5) Treasurer's report (LA)
- a) Bank account finalisation
    - i) Running smoothly. PM and AL allowed to sign on it. Does LA need to give AL and PM access to the on-line account? How to do this?
    - ii) PM: We need this if you are unavailable.
    - iii) AL: Also, if you need to be paid, or are paying funds. You can email us the information so that we can take over in an emergency.
    - iv) LA: Will order cheques so that we have that option as well.
  - b) Stripe update.
    - i) LA: Registered for Stripe Account. AR and LA had some back and forth, and it seems that it can be incorporated into the webpage. AR has the add-on for WordPress, just needs the "keys" from LA
    - ii) AR: The add-on would be included in the website. One add-on lets us build the registration form into the payment method. Will keep working on this.
    - iii) LA: Simple if people use the form, and we just receive payment there. It is easy if we have all of the information right away from the website, but simpler if we just use the original form and receive payment there.
    - iv) AL: Worried about people who want to fill out the form, and then forget. We need it to be as easy as possible for them to pay.
    - v) LA: Yukon college/AGM: Important so set this up on-line so that we can start accepting money for the workshop and AGM in October.

- vi) AR: Once set up on the website, we can also use multiple forms. I.e. one for registration, one for the conference.
- c) Number of paid-up memberships
  - i) Only 7 paid up, 4 lifetime members. Registrations: 6 lifetime, 10 Regular, 4 Early Career.
  - ii) AL: Do we need to remind any board members? Only one has yet to pay, but the cheque is in the mail.
  - iii) LA: Additional people have said that they want to become a lifetime member, but haven't seen the application yet.
- d) GNWT funds
  - i) LA: Did get a call, and should receive the paperwork soon in the mail in the coming days. Will let us know what happens there.
- e) CNC-IPA funds
  - i) Has sent CNC-IPA and invoice, and they will send a cheque our way.
  - ii) AL: Will send a follow-up email to CNC-IPA.
- f) GST registration (Business Number)
  - i) LA: Paperwork submitted, but haven't heard anything else. Start date to collect GST/HST is 1 August 2018. Confirmed that until we have the GST number, and as long as we are below the \$ threshold, we don't have to submit GST.
  - ii) AL: How does that work with the on-line form? Does the tax depend on where the person is paying?
  - iii) LA: There are 3 options: GST (5%); HST (13%); and OST (15%), and these depend on where the Payee resides.
  - iv) AL: What about foreign payments?
  - v) LA: Will look into this.
  - vi) PM: Probably they pay GST and then would have to ask Canadian Government to be reimbursed, like when Americans visit Canada.
  - vii) LA: We can check the mail to see if there is any related paperwork.
- 6) Secretary's report (PM)
  - a) Director's and Officer's Insurance
    - i) PM: Worked with an insurance broker at Smith, Petrie, Carr & Scott of Ottawa. Other Brokers were not as enthusiastic. He sent me a few applications, I filled them out, he returned them on my behalf to underwriters. We heard back from ENCON Group, also of Ottawa. Most other underwriters could not get enough information about us, and are based elsewhere. He said the quoted policies are very good ("Cadillac"), and the premiums are lower than he had expected, \$700 for \$2,000,000 per claim limit Directors and Officers Liability, and \$650 for \$2,000,000 per claim limit for Commercial General Liability. ENCON's approach is to defend clients based on merits, rather than settle as to most insurers do. Broker recommends the \$2,000,000 coverage for both Directors and Officers Liability Insurance and the Commercial General Liability Insurance. The standard today is \$2,000,000, and many companies are going with \$5,000,000. General Liability is missing a clause for property because we do not have any. It is also missing a clause for Publications because we don't have any yet.

- ii) AL: We must have a clause about publications such as website, newsletter, etc. We had \$4000 set inside the budget, so the premiums are quite a bit less. Which is good.
  - iii) LA: Insurance is for the whole board or individuals?
  - iv) PM: The Directors, the board.
  - v) LA: This will cover those who may not be covered elsewhere.
  - vi) AL: We should get this in place as soon as possible.
  - vii) PM: Will ask broker to add in a clause for publications
  - viii)AL: AR, comments?
  - ix) AR: No.
  - x) AL: Ask for a quote with publications, and then you are be authorized to go ahead when we see the quote. The board wants this and has approved a larger budget go ahead. We just need to know the final number.
- b) New applications for membership received
    - i) See 5.c.i. above
  - c) PM security check.
    - i) Not done yet, but will be soon.
- 7) Communications director report (AR)
- a) Brochure for EUCOP
    - i) Talked about above.
  - b) Graphics ownership
    - i) Original Web Designer will give us full ownership.
    - ii) AL: What has actually been given to us? What sort of confirmation have we got?
    - iii) AR: An email. Will put in LOGO folder in our records.
    - iv) AL: Any other concerns about this? Is there a standard form? A release form? Without an invoice, and without clarity, we are in a bit of a gray-zone here.
    - v) AR: Will make sure this is tied up, but difficult because designer has not been easy to reach by email. Doesn't anticipate problems, but we need to do our due diligence.
  - c) Web-site and social media
    - i) AR: CG got the bare bones sorted, and we got it up live for the EUCOP. CG asked around for other estimates to get a website developed. Seems like original web designer was giving us a good deal. If we are happy with the look now, we can do this our self. But if we want to change things and build it up, we are somewhat limited because of our skills and the software available. AR is reaching out to website developers to find out about costs. Other developers may charge twice as much.
    - ii) AL: A bit hesitant to keep working with original web designer from now on.
    - iii) AR: We will contact the designer tomorrow so that we can move forward.
    - iv) AR: We had intended on paying \$2200 to develop the website, but our budget is \$10000 (for comms). Other website developers would charge at least twice what we were intending on paying.
    - v) AL: Strategically, we need to pay more to get this done quickly. We should not be offering this to the original designer at this time.
    - vi) AR: Will contact website designers in the area to get quotes

- vii) AR: Instagram and Twitter launched at EUCOP. Trying to produce something every 2 weeks or so. As we ramp up for the conference, or have news, we can send out more. Looking into setting up a good Facebook Account. Made a Linked-In page, but is still working on it.
- viii) AL: Congratulate award recipients.
- d) Web-site translation (AR)
  - i) A few different options. Once we have content, Canadian Heritage Canada provides translation to non-profit organizations (websites, brochures, etc.). There are calls for funds, one type is in September (every 6 months?), and a rolling application but for more limited funding.
- e) Logo lapel pins
  - i) AR: CG got a quote for pins. \$3, and 6-8 weeks production time. Needs the lead time for production. Sticker \$1, and a much faster turn around time, and more popular.
  - ii) AL: Silver pins for lifetime members. Should be possible to do this using a jeweler. Silver is inexpensive, work/cost is setting up the cast. Will look into the cost for a silver pin.
  - iii) AR: Pin will have logo, once we have permission.
  - iv) AL: Cut out for maple leaf or indentation?
  - v) AR: How many pins? Probably have a minimum order size.
  - vi) AL: At least 100
  - vii) AL: How is email working for everyone? We are all trying to get it sorted out so it works smoothly.
- 8) MOU Eighth Canadian permafrost conference in Quebec City in August 2019 (Discussion by all – please read in advance)
  - i) AL: Asked conference organizers what will the publishing costs be, will all abstracts/papers have to be reviewed? No response yet. Also asked that the AGM of the CPA be included in the meeting schedule. AL told him that it is against our rules to have complimentary registration to president of CPA or CNC-IPA, but the funds could be given back and redistributed.
  - ii) AL: MOU: profit will be shared 40% CGS and 60% between other groups (20% to CPA). The risk is held by the CGS, but we stand to lose \$10,000. We are not sharing profits at 25%, but we have less risk.
  - iii) LA: What is happening with the CNC-IPA money?
  - iv) AL: CNC-IPA has not met on this, but expects that they will support this MOU. Not sure if the Secretary of CNC-IPA has received this yet since the MOU was sent out on 18 June.
  - v) AL: Reiterates, has not heard back on his proposed amendments to the MOU. We will register the CPA. If AL's changes are made, seems that it probably will not be a problem signing the agreement, but the CPA Board will have to ratify the final version. Hopefully the organizing committee can wait.
- 9) CPA Endorsement Policy (CB and all – please read draft in advance)
  - a) Not discussed.
- 10) Update on Annual Meeting – Yukon College, Whitehorse, October 10-12 (IDG, AL and RT)
  - a) Planned addition of an ERT workshop on Saturday October 13

- i) AL: Good idea to have an ERT workshop to teach the basics. We would probably charge another \$50 for the course
  - b) Contract stating CPA obligations (IDG)
    - i) Not discussed
  - c) PDF for registrants to fill out and send to Yukon College (IDG)
    - i) Not discussed
  - d) List of speakers to Yukon College (IDG)
    - i) List of speakers recommended to the meeting organizers. Organizers are trying to have a meeting this week to discuss.
- 11) Update on Arctic Change meeting (AR)
- a) No update, but expects to hear soon. Once we have confirmation of session approval, we can advertise on website and social media
- 12) Translation of by-laws and recommended changes to By-Laws (IDG)
- a) AL: Still some mistakes and contradictions
    - i) AL: Quorum for directors meeting. We don't have a number for Quorum of the Board in the Bylaws and this needs to be remedied. If we follow similar logic to the AGM, we need 5 people to have Quorum of the Board. If we have Quorum, and Quorum is subsequently not met, then we cannot ratify decisions. Need an amendment to address this in the By-Laws.
    - ii) AL: Procedures for nomination
      - (1) Some of the dates that we have approved so far do not work that well. E.g., in 2019, the meeting will be ahead of the date that we will normally be asking for nominations. This would lead to some problems!
      - (2) The nomination committee has been struck, and committee members have to be members to be able to stay on the committee, in this case President, Secretary, Ed Hoeve, and Kumari Karunaratne. We are not working in a vacuum, we will want to receive self-nominations and external nominations, and there are Board members who might wish to change positions? It is advantageous to call for people to self nominate, and communicate directly to chair of Nomination committee (AL). If the person self nominates and is not chosen by the committee, the person should have a chance to go through the alternate method to be added to the slate (external nomination with 10 signatures).
    - iii) AL: The board can continue to make changes to the by-laws until the annual meeting. After ratified, we can't make changes. We can make changes until then with the exception of membership. Will send around the draft amendments to the By-Laws to correct these problems.
- 13) Proposal to develop a Canadian Permafrost Association Education and Research Fund (title to be discussed) as a non-profit with charitable status (AL)
- a) AL: We have had some discussion above, but will leave for future meeting.
- 14) Any other business
- a) The note to members
    - i) AL: Next notice will provide an update on the nomination process. Will also include news about EUCOP. Any other news that you feel that we should pass on?
  - b) Benefits of corporate membership

- i) LA: What are we giving away?
- ii) AL: We are giving up space on the website. We are giving up one member's registration cost, but we get a lot from the membership.
- iii) AL: We need a number of sponsors up on the website right away who have already supported the CPA.
- iv) AL: We need to send the letter of "Benefits of corporate membership" around for approval because we don't have quorum. Give the board the chance to respond.
- v) LA: Will add to letterhead and send round for comment. USPA has a section that indicates benefits. Could be a guide.
- vi) AL: Followed the example, but thinks ours is a bit more imaginative.
- c) AL: Many will be away in August. Cancel the August meeting. Take decisions as required via email. Next meeting will be in September.

15) Adjournment

- a) 2:02 PM