RASC Winnipeg Centre

COUNCIL MEETING 5 Dec 2024

DRAFT MINUTES

Location: Zoom

Present: Dennis L. (Chair), Judy A., Mark I, Marc S., Ed W., Daemon N., Kamala K., Stan R., Wing K., gAIL W.

Absent: Scott Y.

Notes transcribed from recorded meeting

1. Call to Order & Land acknowledgement - Dennis called the meeting to order and read the Land Acknowledgement.

2. Welcome and Introductions - Dennis welcomed all members.

3. Adoption of Agenda - Dennis added printing a banner for outreach on the agenda. The Agenda was adopted by consensus.

4. Adoption of previous minutes - Scott received minor corrections from Judy and Ed.

> **MOTION 202412-01** - Moved by Judy A. & seconded by Mark I.. that the meeting minutes of 3 Oct 2024 be approved as presented.

The motion was CARRIED.

The November minutes were not circulated in time for approval at this minute and will be dealt with at the January meeting,

5. Financial Report - Report and current financials were circulated in advance of the meeting.

One addition as a result of the outcome of last FinComm meeting is to take out another cashable GIC for about $9,000, reducing the operating account to $3,000. This is to get the best rates. Also training James Fast as back-up treasurer. Still need to file first GST report.

> **MOTION 202412-02** - Moved by Mark I. & seconded by Marc S.. that the Financial Report be approved as presented.

The motion was CARRIED.

6. Committee Work Reports

a. Policies and Procedures Manual (Dennis) - no report

b. Observatory Committee (Dennis) - based on email discussion, decided to keep the Committee. Terms of Reference which were presented to Council in XXX were not available at meeting, so a copy was found on the Google Drive and discussed. *(Note: There is some uncertainty over which version was discussed at Council, it may not have had the latest version.)*

Discussion on whether the Committee should be a Standing Committee to be added to the Bylaws, versus an ad hoc committee which gets reconstituted every year.

Extensive discussion ensued. Decisions:

- Should become a Standing Committee
- Mandate is appropriate
- Composition will be 5, including Chair and Operations Manager.
- Judy will make edits and circulate final copy via email.

MOTION 202412-03 - MOVED by Mark I. & SECONDED by Daemon N. that the Observatory Committee Terms of Reference be accepted as amended at this meeting.

Ed W. : Should we indicate what the amendments are? Judy: I have notes. Dennis: Judy will circulate the final version later via email and if it is different than what we thought we can fix it then.

The motion was CARRIED.

Bylaw amendment required to add Observatory Committee to the Bylaws as a standing committee.

c. Member Meetings (Judy) - Scott doing Beginner's, Danielle is doing What's New, Jay is doing What's New, main speaker is Dr. Gilles Ferand on a new supernova remnant. Speakers are booked through March.

d. Explore the Universe (Stan) - working on new workshop that incorporates EtU as part of the starhopping workshop. James Fast and Scott young will be running a pair of Stellarium workshops in January but details are not available yet.

e. Fundraising (Wing) - lot of behinds the scenes work, talking to P.R. firms about pro bono work for Telescopes for Kids. Elanor Koopsammy is new Director of PR and may be able to help.

Dennis: Can you talk about Telescopes for Kids? Wing: Telescope awards will occur at multiple times throughout the year to avoid holidays, suggest twice a year.

Judy A.: Do we have funding for more than one date? Doing it once a year already takes a lot of work. Wing: we can decide that.

Mark I. We have $1473 in Telescopes for Kids account. Wing: And campaign hasn't started yet, and we have a good beginner telescope.

Judy A.: When would we launch, and when would we award? Wing: Will take advice from Council on best time of year. Mark I: Spring, March? gAIL W.: No later, it won't be dark. Wing: Could link with Spring Telescope Tune-up so new telescope users can participate.

ACTION ITEM: In discussion it was noted that James Fast had paid for the rental fee for the Spring Telescope tune-up out of his own pocket. If this is a donation it should be recorded financially, or he should be repaid.

No decision on a start date or award date was taken.

f. Nominating Committee (Dennis) - Scott's email indicated that we have James Fast and Rhianna Cohen interested in joining Council.

Dennis summarized the open positions.

Judy A. will not let her name stand as a Director at the AGM when her VP role completes.

Mark I. will let his name stand for Treasurer.

Daemon N. and Stan R. will both let their name stand for re-election as Councillor.

Open positions are President, Vice-President, Councillor (1), Director (1). Dennis encouraged anyone who is interested to contact the Committee.

7. Business Arising

a. Telescopes for Kids (Wing) - covered above

b. Volunteer recruitment and retention (All) - skipped

c. NCC (Dennis) - doesn't know if he will stay on as the National Council rep, but we should make sure we have at least one if not both positions filled. Nothing to report because meeting is this week, details will be shared by email.

d. Glenlea, damage repair (All) - Dennis stated this was parked until springtime unless there are questions.

Ed W.: What is the status of the Committee and what is the work to be done. Mark I: The repairs can happen regardless. Dennis: we will appoint this committee at next meeting.

Daemon N.: Did we ever figure out what the power issues were at Glenlea? Judy A.: No, Jay went out and it was fine but then a few days later it wasn't fine. Need someone with electrical skills and testing equipment to take a look. Ed has some of the equipment

needed to trace continuity. Dennis: Should check breaker box connections. Judy A.: Breakers haven't yet be checked. gAIL: Milton Shank is retired from MB Hydro, he might be able to help. Ed W.: is an electrical engineer, can go out and help with electrical, and is now retired.

A round of congratulations was passed on to Ed W. on his retirement.

e. Calendar Sales (Stan) - were handed out at the last meeting. Some are not paid for yet, some are not picked up. Will be dealt with at December meeting.

f. Strategic Plan/Bylaws (Dennis) - might come back to this

g. U of M meetings - Wing: only involved in setting up observing events at Southwood, etc. with U of M Properties. Not involved in the U of M discussions.

Wing/Judy/Dennis

h. Website two people access (Marc S.) - Scott has volunteered on an interim basis to be the second person, but it hasn't yet been set up because of 2-factor authentication. No other option. Also cleaning up website and groups.io list, will do some over winter holiday.

i. Award nominations (Dennis) - nominations due by end of month, both National and Centre.

j. Holiday potluck (Wing) - Facility booked at downtown Exchange facility. Whole night for $100 which is in the budget. Owner will invoice the Centre for that. Will fill out liquor license/raffle license. A mix of BYOB and supplied booze. We need a liquor license.

Ed W.: the annual celebration cost may not be in the budget. Mark I: Budget is only $50. Will need to adjust for next year.

MOTION 202412-04 - Moved by Judy A. & seconded by Wing K.. that Council approve expenditures of up to $200 for the holiday celebrations.

MOTION 202412-04 was CARRIED.

k. U of M meeting for MoA (Memorandum of Agreement) (Judy) - draft circulated via email. Judy went through the document and compilation of comments received via email. U of M lawyer will ask Risk Management about what other insurance should be put in place. $300 annual cost for heating and lighting (can be adjusted), 5-year agreement. Centre accepts liability for everything we do at the site. Want U of M added as additional named insured.

Mark I.: since we are not lawyers, we want to make sure that our Directors and Officers (D&O) Insurance protects us if we sign this document.

Dennis L.: D&O only covers Council, would require U of M to prove that we haven't acted in good faith. This document is working in good faith. But, there's never zero risk.

Mark I.: How can we show that one side (U of M) was legally vetted, and one side (ours) was not? Can talk about good faith agreements, precedent. We are depending on our D&O to cover us, but since we didn't use a lawyer, have we done our due diligence/are we negligent?

Dennis L.: Currently we are at more risk without an agreement than with an agreement.

Ed W.: MoU is not a legal contract but sets out intentions. But, liability is outlined in it, so this should be thought of as a contract.

Mark I.: these issues are one in a million, but who will look at it if not us? Should we ask for a lawyer to look at it?

Dennis: still work in progress.

Judy A: can send back our draft with our comments and concerns, we haven't addressed this section completely.

Mark I: can we ask their lawyer if we need a lawyer? Dennis: Strongly suggest we don't ask that.

ACTION ITEM: Judy will take this draft back for comment, and we will need to get a lawyer review it for due diligence.

l. Spruce Woods Star Party (Daemon) - Park reached out about turning the public event into a whole weekend instead of one event. Response was that Committee wasn't struck yet, but we were already having issues recruiting volunteers so it is unlikely we can do a full weekend.

m. Banner for outreach - Judy A: We used to have a free-standing banner we put outside the meeting room. Mark I: Stan has a glass sandwich board gAIL W.: There used to be two of them. Does Kris Keller have them? No.

ACTION: Judy will check cost at Staples to print a new one.

8. Round table

Ed W.: thinks he found ObsComm Word document, will send by email. Check version with Scott.

Judy A.: should figure out who is doing what for the holiday party. Awards nominations - who will do them? Will check with Scott tomorrow.

Marc S.: we have 264 members, 225 have paid, 19 due, 20 lapsed. Judy: Reminder at tomorrow's meeting for those who have lapsed.

Kamala K.: this is my last Council meeting. Council wished Kamala and her family Happy Holidays.

Stan R.: The Seestar is here, loans begin tomorrow at the meeting. Discussion with Mike K. of loaner scope program to see what we need and what we might want to deaccession. Also talking about pouring a pad and building a new bathroom separate from the dome, but will need to wait for agreement in place.

Judy A: When should we set next Council meeting? Dennis: not back until Jan 6th? Meeting is set for January 9th.

The Chair closed the meeting with happy holidays and happy new year.

9. Next Meeting, 9 Jan 2024, 7 PM

https://us06web.zoom.us/j/88389925105?pwd=VHRSyM2eKb4Qmw6exgjP3IFcWO2NFn.1