**RASC Winnipeg Centre**

**COUNCIL MEETING 2 May 2024**

**MINUTES - APPROVED 5 June 2024**

**Location:** Judy A.'s house

**Present:** Dennis L. (Chair), Judy A., Stan R., Kamala K., gAIL W., Mark I. Michelle B., Daemon N., Scott Y (recorder), Wing K.

**Online:** Ed W., Marc S.

**1.Call to Order** - Dennis called the meeting to order at 7:10pm and read the Land Acknowledgement.

**2. Welcome and Introductions** - Dennis invited every member to introduce themselves.

**3. Adoption of Agenda** - the Agenda was adopted by consensus.

**4. Adoption of Previous Minutes** - The previous meeting's Minutes were accepted by consensus as circulated.

**5. Finance report** - Treasurer Mark I. reported that we have a $17K bank balance plus $9K GIC (4.75% interest), a $2K GIC, a third GIC was cashed out and sitting in a savings account. The Centre's new credit card has arrived.

> **MOTION 2405-001** Moved Mark I, seconded Daemon N.: to adopt the Finance Committee's report as circulated. The motion was CARRIED.
>
> **MOTION 2405-002** Moved Mark I., seconded Stan R. : that the Centre take out another $10,000 GIC. The motion was **CARRIED.**

It was reported that since 2019 the Centre has not been making its customary $500 donation to St John's College scholarship fund as payment for the use of our meeting facilities. There was discussion over whether we should pay for the missing years, some of which included COVID closures. Discussion of "catch-up" payments deferred to next meeting.

> **MOTION 2405-003** Moved Mark I, seconded Judy A.: to give $500 to St John's College for the 2024 year. The motion was CARRIED.

**6. Board Orientation** - As part of the new on-boarding process, new and returning Council members were given an orientation of how Council operates. Highlights:

- Scott gave a tour of the new Google Drive where Council keeps its working files and archives. All Council members have access to these files. They are considered

confidential information and can't be distributed without Council approval. The Folder is called "Council 2024" and contains subfolders for committees, minutes, events, the Bylaws, Policies and Procedures, Code of Conduct, and other information of use to Council. The Drive "belongs" to a Centre email account that the Executive have access to, which also controls the Zoom account.

- Dennis described the responsibilities of Council as an Incorporated Not-for-profit organization in Manitoba, including technical and fiduciary responsibilities.

- Council is covered by "Directors and Officers" insurance which covers acts of Council. The Centre also has Liability Insurance for events through the national Society which covers injuries etc. at Centre events that have been approved by Council. (All regular meetings, events, members' observing nights, etc. are covered, as is any other event that Council approves.) Some event venues require a "named insured" form, which is available from the National website and usually takes a couple of days to come back. Coverage is for liability, not equipment damage (which is claimed under household insurance of the owner).

- Council needs to approve usage of green laser pointers, and runs a training course. You need to be a qualified/trained user with a trained spotter, and must be at least 10km from any airport). You must notify council for each and every usage or our training/certification will not cover you and you could be fined.

- The Centre, and Council, are democratic parliamentary bodies with Bylaws which outline our operation. Robert's Rules of Order apply for official meetings of the Centre, the Council, and Committees. Changes to the Bylaws must be approved by the Centre membership at the Annual General Meeting (or a Special Meeting called for the purpose)

- Policy and Procedures: There are some written policies like Finance Policy, and many others in development or in need of development. They are found on the Google Drive.

Mark I. asked about the policy regarding supporting a vote by Council. Dennis answered that once a decision is made by Council, all members are expected to treat it as binding.

- Roles and Responsibilities: President, Vice-President, Secretary, Treasurer, Councilor, Director, Past President. The Executive consists of the President, Vice-President, Secretary, and Treasurer, and they handle the Centre's business between meetings via email as needed. All actions are reported to Council and many decisions will be brought to the Council for discussion first if time allows. The President gets a seconds vote to break any ties.

- For purposes of Incorporation, the Executive plus four Director positions make up the Corporation's Board of Directors. There are also four non-Director Councilor positions, who have equal standing with the Directors on all decision-making. Since Directors have certain requirements by law (e.g. must be over 21), having Councilor positions allows us to open Council up to any member.

- The four Councilor positions are Wing, Daemon, Stan, and Kamala; the four Director/Councilors are Michelle, Marc, Ed, gAIL (confirmed by referring to the AGM minutes). **BUT** gAIL did not accept a Director position, only a Councilor position, and Stan nominated her as a Councilor. Investigation is deferred to next meeting due to time constraints.

- Communications: There is an appointed Newsletter Editor for Winnicentrics, and Moderator(s) for social media channels. Appeals of moderator decisions go to the Executive.

- Responsibilities: the intention and expectation are not that Council needs to do everything. There are many good ideas, but Council does not have to do everything. Everyone is expected to participate in the meetings of Council, and be prepared in advance to discuss the issues. We are all Councilors for the purpose of doing Council work, and all have a vote with the same “value: n=1”. Dennis asks everyone to read the Bylaws. This year we will be doing a bit of a strategic planning review to update and revise things.

- Strategic planning – there is a strategic plan, and discussion about revisions was just starting before the AGM. The plan is long and has a lot of information, following a formal process by previous Councils. It is dated, especially now post-COVID, and we are expecting changes.

- Fundraising – part of the model is that we have added a fundraising committee now. But the pitfall of fundraising is that you can start to live off fundraising, grants, etc., and that can be a disaster if there is a lot of overhead and expectations. Fundraising supports projects, and for the most part, our membership fees support our annual expenses. So when we do strategic planning about an observing site, we have to decide if we touch reserves, or raise money for a particular project. One of the reasons we got incorporated, is that an early question about funding a project for us, was at that time, whether we are incorporated. Charitable status brings a lot of additional paperwork, and at least so far we have opted not to carry that work. Much less paperwork to support an incorporated entity. Fundraising won’t offset the need for fees, but pays for projects of the Council, such as Telescopes for Kids. If there’s surplus money, it stays on that line item, such as for Scopes for Kids, as an enduring project; whereas e.g. a wall around Glenlea would need fundraising. In making fundraising projects, plans should always specify what happens to excess unspent money (we need it to return to operating funds). We need to be realistic, and having a professional fundraiser on Council is a real benefit. Wing hasn’t sent out a call for members of the fundraising committee; Wing/Council will soon be recruiting people to the committee. Mark notes that we don’t want to become a charitable organization (with a requirement for national incorporation) until we have sufficient long-term expertise to support all the paperwork/filing to maintain such charitable status. We might want to do that if we had a major project that would need nationally-scoped fundraising. If we wanted to hire someone to manage the charitable-status paperwork, it would be important to really know the major requirements

and be careful not to overspend (Council would be responsible for benefits on salary). It was previously the case for National, that any money they received could not be given to a Centre that was not a charity. Now it is possible but is not a simple process. We would need to be partnered with National and they with us. National doesn't have the resources to administer such a partnership. About half the Centres that used to be charities have let it drop.

- Council is the decision-making body. All Committees, individuals, donors, etc. who want to make things happen, need to present a proposal or recommendation to Council for approval.

- How to make a good idea happen: if someone brings you a good idea (or you have one), then it should be discussed at Council. But it needs to be doable by someone, and get sufficient volunteers to support the activity. It's okay to say we can't do something. If you have a good idea, ideally put it on GoogleDrive in writing. Please try to do this a week before the Council meeting, so we can think about it. We can make motions by email, and pass them by a vote, when time is of the essence.

Wing K. asks about conflict of interest that comes with a proposal. Let's say someone wants to do an outreach event using Centre volunteers that is sponsored by their company and includes company shirts, etc. Dennis responds that Council should agree the event meets our Centre's goals and membership needs. Hopefully, we know in advance what that company is planning. Officially, Council would need to approve that event as a RASC event. A corporate thing would require a partnership, and there needs to be a benefit to the RASC of each event. We can co-sponsor an event. Another option is that an event could also be a company event that is not officially a RASC event. Ideally proposals are in writing and from Council on GoogleDrive.

- Members' Observing Nights: Last year we discussed whether it should be an expectation of Council that each person on Council would "host" one Members' Observing Night per year. You don't have to run the scope or do training, you just have to be there (cloudy or clear) and talk with members. These events are limited to Centre members (we have accepted family members as guests before, but not friends or public.) Scott will send the sign-up link around, please sign up for one event.

**6a. May Event Updates** - several upcoming events were discussed now as time was running short to cover the rest of the agenda.

- The May 10 meeting is all eclipse content. Judy has relieved Michelle and Bryan (to be done) of the need to present, and the meeting is devoted to member experiences with the eclipse. Scott will do the beginner session.
- Ed asks if he should continue to do meeting invitations, and Council agrees. Scott will provide Ed with access to the Council email and Zoom account to facilitate this.
- Science Rendezvous - May 11: Stan is coordinating.
- Astronomy Day - May 18: Mark I. is coordinating event at Assiniboine Park.
- Whitehsell outreach event May 18: Jay, Judy, Daemon are attending.

- SWSP - Daemon N. reported that we need to let the Observer's Handbook folks know the dates for the 2025 SWSP.

  **MOTION 2405-04** Moved by Daemon N. on behalf of the committee that the dates for the 2025 SWSP be August 19-22, 2025. The motion was CARRIED.

Other Updates:

- Scott has observatory keys available
- Dark sky site potentially at Gun Club, received an offer to put an observatory there but we are still waiting on response from club on an agreement for member use. Mark I. will follow up.
- Moderators: we need a second name on all accounts for back-up (e.g. groups.io). Mark I. was added to groups.io.
- Stan R. points out the Nominating Committee should be struck soon.

The meeting was adjourned at 9:05 pm.