



**Halifax Centre Board of Directors
Minutes of Meeting on Requisition regarding Finances and SCO Upgrade
September 10, 2020: 7:00 PM - 9:15 PM
held via Zoom (Meeting ID # 947 8821 4420)**

Present: Judy Black, Peter Hurley, Gregg Dill, Pat Kelly, David Hoskin, Paul Gray, Wayne Harasimovitch, Matt Dyer, Mary Lou Whitehorne, Paul Heath, John Liddard (joined meeting at 7:44 PM).

Regrets: Tom Crosman

1. Welcome & Introductions

Judy Black called the meeting to order at 7:03 PM and welcomed members and reminded them the meeting was being recorded for minute taking purposes only; it would not be posted.

The purposes of this meeting are to:

- a- Discuss the process of completing improvements to SCO
- b- Determine specifically what is to be financed and when
- c- Determine how best to acquire buy-in from the Centre's membership

2. Financial Discussion

Documents had been pre-circulated for review:

1. Financial Report to June 18, 2020
2. Financial Report to September 2, 2020
3. 2020-2021 DRAFT budget proposal
4. Historical perspective of RASC net income (1981–2019)

Gregg Dill noted there are three GICs currently held by the Centre. One \$2000.00 GIC requires a decision to cash it in or to reinvest by September 20 of this year. There are also two \$4000.00 GICs due June 16, 2021. As of today, we have \$10,000.00 in GICs.

There have been losses in the past three years: \$2042 in 2017 (anomaly in profit of Nova East revenue so lost \$400.00), \$870 in 2018 (unusual large increase to office administration costs of \$1000) and \$1633 in 2019 (almost offset by break-in at SCO).

When SCO was created, funds derived from the General Assembly (\$5,000.00), sale of reprints of photos of a comet, and donations from members (\$18,724.00).

Typically, at this time of year, we have a balance of \$3000 - \$4000 and sometimes still end up in a deficit situation. The question was asked whether members were comfortable having a balance of \$2500, and whether more than \$7500 should be raised through donations. We may have to rely on donations superseding expectations.

The one large item in the budget is the SCO insurance that gets paid in January. Questions were raised as to how improvements would affect the insurance costs. The possible outcome may be a decreased cost due to the electrical work being done in all the buildings, which would then be up to current code. Propane heating would remain for now; provision for electric heating was never included in the price quotes. We should check if there could be a benefit if we were to change from propane to another heat source.

20200910MN-Act01:

Gregg Dill will contact the insurance company to determine a possible change to the cost of insurance.

3. Offer from Minas Energy

The timeline for response to the offer at this time is unknown. There never has been any indication that Minas Energy made the offer for this fiscal year. It came about because of an inquiry to Roy Bishop over the Christmas holidays.

If we postpone a decision, the offer as it stands may be removed from the table. It behooves us to determine the expiry date of the offer and when the work would be done.

20200910MN-Act02:

Judy Black will contact John Woods of Minas Energy to determine if the proposal is valid until at least December 2020.

Because the observatory would not have happened without Roy's efforts from its original conception to current day, it was suggested the Centre consider renaming the SCO to the "Roy L. Bishop Observatory". This will be determined prior to the grand reopening.

4. Discussion re Members

There are currently 176 members and due to the COVID situation numbers may drop. This will impact income from membership renewals. Members have not been yet been approached to donate to the improvements. It is important to have member support for the improvements. SCO is a great asset but not all members use it; therefore, we don't want to use members' money to support the activities of a few if we don't have the support from the majority of members.

The other consideration is the ability of members to contribute to the fund raising due to unemployment. We don't want to be driving a wedge in the membership. We represent them and we have to have their buy in to use their money for the observatory, or to determine another cause they feel is a priority. Also, the realization is that despite only a small percentage of members use SCO, we are asking all members to contribute.

5. Discussion re Education Campaign and Poll

A straw poll was suggested to determine members' support. An education campaign should be conducted via email explaining the opportunity for improvements at the one-time special low price, noting the Board supports it, and asking if they would or would not support the proposal going forward. It would provide the confidence to proceed. The proposal should be concise but must contain all relevant facts.

In the letter, it should be noted the 25th anniversary is coming up and that it would be a great idea to revitalize SCO at this time. A grand reopening could be held at a SCO BBQ.

The initial "straw" poll would be sent via email through perhaps Survey Monkey. It was determined that only 5 members did not provide an email address but all have a mailing address. The survey could consequently be mailed to those without an email address.

The straw poll would be conducted before any special meeting. Membership will be notified of a letter soliciting funds at a later date.

20200910MN-Act03:

Judy Black, Peter Hurley and Pat Kelly will draft the letter to be circulated to Board members before sending to Centre members.

The letter will be forwarded to Board members for proof reading and adjustments.

6. Members' Meeting on Requisition

A special meeting could be called to gain approval from the membership for the expenditures via Special Resolution related to SCO improvements. Approval from at least $\frac{3}{4}$ ¹ of the members in attendance would be required.

According to the Bylaw #1, a *Members' Meeting in Requisition*:

- can be called by the Chair, a majority of the directors or by requisition signed by at least 10 voting members of the Centre
- considers the business specified and at such a place as specified in the requisition
- requires 30 days notification
- requires a quorum of 15 members who are personally present or represented by proxy

Dr. Roy Bishop is providing us with a golden opportunity to improve SCO, but we also need to have the correct process to do so. Obtaining 15 members to attend a Zoom meeting should not be a challenge, given the topic to be discussed. Members would also be told they can provide their vote via email prior to the meeting; the outcome of the pre-meeting votes would not be presented until after the voting at the special meeting has been tabulated, to remove possible vote bias.

Time will be required to provide a detailed document for the membership to consider. We need a clear message back from them to proceed or not to proceed.

7. Suggested Improvements / Wish List

Judy and John Liddard had previously discussed a wish list of improvements, i.e., nice-to-haves but not required right now. John had stated the replacement of the door and door frame of the warm room would be the number one priority when additional funds were available, given the damage and wear; however, this was not an urgent need as he had recently repaired it. Also, it would not cost \$1000.00 as the previous door repair cost included labour. The cost now would be the door itself because we now have free labour.

The wish list should be prioritized as the amount of monies raised would determine which of the items can be addressed.

SCO Improvement Wish List

1. Replace door frame and door of warm room
2. Steel peers
3. Dehumidifying drying cabinet for eyepieces
4. Shelving in Warm Room (for equipment, etc., on the floor)
5. Appropriate sealing of two windows and replace siding
6. Additional gravel for parking lot and around 3 telescope pads
7. Changeover of propane heater to electrical heat

To increase buy-in, it was suggested we prioritize changes that will make SCO more accessible to the wider membership and to tell them the changes are advantageous to everyone. The following were also suggested:

8. Enlarging the parking lot
9. Adding more telescope pads

Items that could be added once the site is electrified include:

- Remote camera for security purposes
- Internet access
- Weather station

8. Development Phases

Members agreed to a 3-phase development process.

- Phase 1: Bring in the electrical to the site

¹ The requirement for approval by $\frac{3}{4}$ of the membership in attendance was a requirement of the Nova Scotia Registry of Joint Stock Companies.

- Phase 2: Electrify the three buildings
- Phase 3: Prioritized wish list

The first two phases are the project components for which we would acquire the necessary funds and request approval to go forward.

9. Price Quotes and Electrical Requirements

Minas Energy price quote was \$9,000.00 plus HST, totaling \$10,350.00. The first electrician's price quote received was for \$3000 plus HST, totaling \$3,450.00. The total of the two quotes with HST is \$13,800.00. With a 10% buffer for contingencies, we should suggest a total of \$15,000.00 is required.

John noted that a second electrician has been at SCO for an assessment earlier this week but that he has not provided a quote as yet. The electrician was asked to include a provision for electric heat in his quote. We currently hold a 5-year contract with Superior Propane and the cost of cancelling the service should be considered.

20200910MN-Act04:

John Liddard will contact the electrician to determine if any progress has been made towards providing a quote.

The electrician indicated a number of things that would have to be changed:

- Conduits between buildings don't have expansion joints and may not be buried deep enough to meet Nova Scotia electrical code (requires 14" when no vehicle traffic drives over the conduit)
- 12-Volt system, if left in place, would have to be rewired for two reasons:
 - o Existing wiring doesn't meet the current and newly established electrical code for low voltage systems
 - o Cannot run both AC and DC wiring in the same conduit.
- Wiring in the roll-off is in an exposed wall. The new wiring should be run close to the top ledge of the wall with a 6" protective wood strip covering it to prevent accidental damage to the wiring.
- Site will require exterior lighting (a light that is on and used primarily to illuminate the parking area and telescope pads for packing up)

The recommendation is that we pull out the 12-volt wiring and provide 12-volt adapters for the AC outlets, if and when needed.

Conduit could be used for the roll-off wiring and then enclosed behind a partial wall. Because there has been no evidence of rats at the observatory, this is not a requirement.

It is likely that deeper trenches for the conduits will need to be dug. It is a significantly longer run from the storage shed to the warm room as compared to the distance from the warm room to the roll-off. Because of the possible high expense, John suggested possibly abandoning power to the storage shed because power out there only runs a 12-volt light. He was able to dig down 8" before hitting shale rock but not solid rock. It may be possible to dig a trench with manpower and a jack hammer versus contracting a backhoe. He was hoping to contact Jamie Carmichael to determine if he could access his backhoe. A contractor may cost up to \$800.00. Paul Gray offered to meet John at SCO to test whether a small jackhammer might dig the trench required.

20200910MN-Act05:

John Liddard and Paul Gray will test whether a small jack hammer can handle digging a trench to the required 14 inches depth.

Questions arose about the cost of electrical bills. John noted that all the discussions so far have heavily implied we would not have to pay for power, that Roy had stressed this project would eliminate the use of fossil fuels at SCO. One of the electricians, after meeting with Jamie Carmichael, thought we would not have to have a meter. Roy had suggested that a meter would not be required because of the low use of power at the site. However, Jamie had previously said there would be a meter in order to account for how much power Minas Energy was giving us. It's important to determine this for future budget discussions.

10. Project Budget Contributions

With a 10% buffer for contingencies, a total of at least \$15,000.00 is required. This should be presented to members as a 50/50 effort, utilizing two sources of funds:

- RASC Halifax Centre: that has access to \$7,500.00 for the improvements
- Members' donations: for the additional \$7,500.00

Members need to be advised that a charitable receipt will not be offered this year. We would be asking members, especially those who use the facility frequently, to contribute generously because of the benefits they receive from the use of the facility – not only direct access but enjoyment of outcome of activities at the site.

It should be impressed upon members that this is a generous offer presented by Minas Energy, and that it's a one-time opportunity to hugely improve our facility for the benefit of our members.

11. Future Fund Development

Costs of conducting this improvement in the future needs to be discussed. An increase in the Centre's membership fees and increases to Nova East registration fees have been discussed at previous Board meetings, not only to fund SCO but also to ensure the Centre remains financially viable.

Implementing an annual key fee was raised. Other Centres use this method to fund future improvements to their observatories and is kept on a separate budget line. If we went this route, the annual key fee funds would be dedicated to SCO maintenance. This will be discussed further at a later meeting as part of membership renewal fees.

12. SCO Development Plan

A timeline for the various activities involved in the SCO upgrade was determined.

- 1- Requests:
 - a. ASAP - deadline of price quote and timeline for work to be done from Minas Energy (Judy)
 - b. ASAP - second electrical price quote (John)
 - c. possible changes to annual SCO insurance (Gregg)
- 2- Test effectiveness of small jackhammer (John, Paul G.)
- 3- Sept 12: Provide an information item at Members' meeting (Judy)
- 4- By Sept 15: Drafted letter (Judy, Peter and Pat) to be approved by the Board for circulation
- 5- Sept 16: Send letter with poll to members (Judy)
- 6- Sept 23: Deadline for responses to poll & collation of results (Judy)
- 7- Sept 24: Board meeting to discuss outcome of poll
- 8- 30-Day Notification of Members' Meeting on Requisition (between October 3 and November 7 Members' Meeting) – depending on outcome of poll

13. Adjournment

Because discussion about SCO and Centre finances was concluded, Judy Black closed the meeting at 9:17 PM.

Wayne asked if Paul and John could remain to discuss the pop-up display repairs. Peter Hurley, Gregg Dill, David Hoskin, Mary Lou Whitehorne, and Paul Gray left the meeting.

Post-Meeting Discussion

A. RASC Calendars

We are going ahead with the sale of calendars. Paul Gray or Judy Black would pick up the calendars at the printers in Dartmouth. Gregg had agreed to e-transfer payments of the calendars; a mailing address would have to be supplied. It had not been definitively decided who would conduct the mailout. Wayne volunteered to do the mailing. An increase in postage costs will need to be considered; if considerably more to mail two, mail them individually.

B. RASC Pop-Up Displays

Judy Black, Wayne Harasimovitch, Paul Heath and John Liddard remained to discuss the replication of the plug

Wayne stated the machine they have can do anything, but the filament could be a problem because it is hard. John has same challenge. The original is a rubbery material like an iPhone case. The prototype was made of hard material; they will hold it up but may not stand up to numerous insertions and removals.

The cost of certain types of filament, especially the softer filaments, may be prohibitive. John can print 3 or 4 sets to be used at the Discovery Centre display; the plugs will be needed by September 25. The plugs are harder and may only get 1 or 2 uses.

The supplier should be contacted to provide only the plugs, not a whole new display as had happened previously.

Post-Meeting ended at 9:43 PM.

Action List

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Gregg Dill will contact the insurance company to determine a possible change to the cost of insurance.

20200910MN-Act02:

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20200910MN-Act03:

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