

RASC Halifax Centre
Special Meeting by Requisition – Outcome of Discussion
February 20, 2024 – Zoom ID # 817 3528 0806

Present: Tony McGrath (President), Judy Black (Vice-President), Peter Hurley (Secretary), Gregg Dill (Treasurer), Matthew Dyer, Dave Robertson, Mary Lou Whitehorne.

Regrets Received: David Hoskin, John Liddard, Jaime Whynot.

Opening Remarks

Judy thanked Tony for asking *the* question that instigated the re-investigation of the budget relating to publications. She noted a document containing the summary of emails circulating prior to this meeting had been forwarded to our Board members. There were topics addressed by members to which Judy provided clarification:

Judy contacted Jenna Hinds to clarify the question raised by David Hoskin about the rent. It was confirmed that a co-renter had been found before Christmas but due to their negative budget cannot afford rent. The lease does not have an “escape clause.” Two things will be happening this year – looking for another not-for-profit to help pay rent and looking to increase external funding sources.

When products are purchased such as the eclipse t-shirts, they are outsourced and are not stored in-house. It is the clothing company that produces and mails it. Solar glasses were purchased and all are sold; no further purchases can be made as there no sources that can deliver prior to the eclipse. In some instances, RASC utilizes an external distribution company. In this way, storage space is kept at a minimum. Judy did not have an answer for print publications.

When the pandemic began, national RASC opened the Zoom account for all Centres to utilize both the meeting and webinar capabilities. The Zoom account is used by everybody in RASC: national, the Board, committees, the GA, and 30 Centres. The big problem we had in Halifax was the issue of having to schedule our various Centre Zoom sessions through the national account, and not conflict with other Centre Zoom meeting reservations. Our Centre opened its own account but there were several smaller Centres that could not afford Zoom. Our account is for meetings only; we do not have webinar capability.

Discussion

Tony expressed concern over the error made and others that he could identify, and wondered why they hadn't noticed. He expressed concern that the organization is in danger of collapse. Sixty-five percent of the budget was spent on overhead (salaries, space, etc.). It appears that the RASC has lost its way with respect to matching activities with their mission and goals. The rent this year was up 12% and that cannot be sustained. He felt the RASC needed to be on notice.

Mary Lou explained that National Office took on administrative roles that Centres did not want to perform:

- Distribution of the Observer's Handbook (OH), calendars, EtU Guides, and all other publications versus promoting and flogging them at various stores and universities
- Membership promotion, fee collection and reporting
- Insurance for officers and directors, especially in light of the litigious nature of the world these days

Tony questioned what the RASC was doing for the Centres. Some activities were explained such as committees. The Society is handling all transactions for sales and income for all 30 Centres. There are differing fees for each Centre due to differences in operating costs. Some Centres have observatories while smaller ones do not. Some have room rental and other meeting expenses.

The Journal of the RASC should be removed. It doesn't cost anything to send electronically but the production of content, layout, etc., still has a cost associated with it. We are no longer an organization for professional astronomers; CASCA serves that purpose. Should fold in some of what was SkyNews content. The OH is expensive to produce but we are taking the profit as a charitable asset. The Editorial Board is investigating the potential of offering publications in paper

In the past few years, our investments were not handled well and have consequently cost us dearly. Gregg noted there are legacy challenges that have tied finances, such as the acquisition of larger office space at \$95,000 per year which included space for the Dorner Telescope Museum. The National Technology and Science Museum refused the telescopes as they weren't historically relevant but the RASC decided to accept it. The latter has a policy that puts financial management of the Dorner donation in “the sole discretion of the Director of the Museum” (*RASC Policy R3: Dorner Endowment Fund*) and not the RASC. Not sure if the money for this comes in an annual disbursement or whether it was given as a lump sum to manage.

Tony expressed concern that 65% of the budget was spent on overhead (salaries, space, etc.). It appears that the RASC has lost its way with respect to matching activities with their mission and goals.

Mary Lou noted that this budget was a vast improvement over last year's which showed a \$700,000 deficit. Yes, the question of national office relevance has been asked over the years. It was stated at that point that it would take a several years to turn this budget around. Regarding the incompetence concern, she noted the people in the office are far superior than those who were there 1.5 years ago. Michael Watson and Jenna Watson are doing a phenomenal job in their attempts to bail out the sinking ship.

Concerns were expressed over the lack of a Treasurer. The Presidents and members of the National Council were asked to inquire at their Centres for a volunteer, and advertisements through RASC electronic notices. No one stepped forward. It's time for an active search, not continuing with the passive search. It's time to acquire a Treasurer who also understands the operations. There were gaps in the information needed and they've been trying to fill in those gaps, such as the gaps in the accounting of the Helm Fund. Mary Lou noted that although the Fund shows on the spread sheets, it is separate trust fund for which the RASC is a trustee.

The original \$1M donation was put into general coffers for expenditures and it was agreed it was mismanaged.

Peter asked two questions:

- 1- How did \$500,000 get to be written off? Part of it was due to SkyNews. The remainder was used towards expenses. It was real money that was moved over to cover the deficit.
- 2- What is the Dorner Fund and where does it come from? Rudolph Dorner wanted the museum and he made a \$1.4M bequest for a Canadian telescope museum. No other science museum wanted the telescopes being donated and the RASC decided to host it despite not knowing how it was to be run with cost benefit being conducted. Randall Rosenfeld currently manages the Museum and makes the decisions regarding acquisitions.

It was questioned why the museum couldn't be revenue neutral and why the telescopes weren't in a science museum. In part, it was due to a romantic ideal but the realistic management was not considered.

Tony wondered what the mechanisms were for Centres to inform the Board of their discontent. Judy explained they could go to the President directly, to the National Council through Centre representative, to the forums both NC and President. All agreed that at this point there isn't a mechanism in place for Centres to directly vote no. However, if the membership does not like the Board or what the Board is doing, they can be removed through the mechanisms provided in the bylaw and policies. Judy noted that because of the Open Letter to the RASC Board of Directors from the National Council and the Centres, the Board began listening. Consequent to the letter, we have had several discussions with the Board and they now report at every NC meeting. We can raise our voices and make a big stink to effect change. The Centres do have a mechanism to utilize but if they don't participate then problems will continue to appear. Gregg noted that more member participation is needed.

Tony noted there had been an error in the spread sheet and that had been corrected; however, the Board does need to go through the budget line by line to find other errors. Gregg stated there should also be an increased involvement of the Finance Committee in developing the budget before it goes to the Board before it goes to the NC for comment.

Mary Lou pointed out that the RASC has been here before but perhaps not as badly. The success of the RASC ebbs and flows and is dependent on the talents of the volunteers and staff at the time.

The following areas of concern were identified:

- Priority: need a treasurer
- Overhead to revenue ratio must be reduced; office lease needs addressing
- Get rid of the Dorner Museum
- Get rid of the Journal
- Accountability for RASC profits and expenses relating to publications

ACTION: Judy will draft a document for members in attendance to review and provide input prior to forwarding to the RASC.

Adjournment at 9:07 PM.

To: RASC Board of Directors
From: RASC Halifax Centre
Date: February 23, 2024

We would like to thank the volunteers of the RASC Board of Directors and the Finance Committee and certainly Jenna Hinds for the numerous hours they spent developing and correcting the 2024 RASC Budget. It is recognized that Michael Watson and Jenna Hinds are in a tough spot and that National Council is the best mechanism to address concerns raised by the Centres.

RASC Halifax Centre Board of Directors held a special meeting on Tuesday, February 20, 2024, at which the RASC 2024 budget was discussed. Here are the concerns raised.

1. *Priority* - Need a volunteer Treasurer: We recognize the bookkeeping and accounting functions were moved in-house. However, the past passive search for a Treasurer who can provide guidance and oversight needs to be more active. It has been almost two years and a more aggressive search is now required.
2. It is imperative the RASC Board provide documentation regarding priorities, actions to be taken regarding those priorities, and success criteria that can then be annually evaluated and suggestions for improvements made. The RASC did conduct a strategic planning session in 2017; perhaps this could be revisited. (<https://www.rasc.ca/system/files/Strategic-Plan-2017-Summary.pdf>)
3. Overhead to revenue ratio needs to be reduced from the current 65% to around 30% to 40%. Overhead expenses need to be brought down to a reasonable level. Several changes have been made that have taken us a good ways in that direction (such as sale of the robotic telescope, killing SkyNews and paying off its debts, dispensing with numerous staff, etc.). More needs to be done sooner than later.
4. Strongly question the existence of the Dorner Telescope Museum within the RASC office space and the *RASC Policy R3: Dorner Endowment Fund* related to how it is managed. We recommend the RASC investigate how to get rid of the Museum. The RASC may have what best may be described as an emotional attachment to the Museum given its past and present donors, but the business of divesting ourselves of it must be addressed as soon as possible.
5. The office lease needs to be addressed, especially in light of 14% of revenue being currently spent on rent.
6. Responsibility for / accountability for RASC profits and expenses for all publication revenue needs to be explained somewhere (transparency). For example, the plan and rationale for the proposed 92% calendar expansion needs to be in writing; it can then be evaluated next year as to its success and failures. Same holds for other items expected to bring profits. This may be accomplished in the strategic plan mentioned in the introduction or in the budget assumptions documentation.
7. Stop producing JRASC. Given the majority of our members are amateur astronomers, the expenditures for producing and distributing a 'professional peer-reviewed journal' to less than the majority of our members are no longer warranted. Even if we considered including SkyNews content, some of which was originally included in the JRASC, the cost of production and distribution would again set another strain on the finances.
8. It is recognized that the Canadian Not-for-profit Corporations Act (CNCA) regulations mean that the previous succession method used by our Board could no longer be used. Instead of the 2nd VP going to 1st VP who goes to President for a two-year period, Directors are elected and they choose/elect the Executive. The experiences gleaned by holding these roles (and the responsibilities of chairing or being a member of specific committees albeit at times only an *ex officio* role) meant that by the time they reached the presidency, they had inside working knowledge of all aspects of the RASC. There needs to be a mechanism put in place that could better ensure that expertise is acquired.