OFFICIAL Minutes of the planning meeting held between the CIELAP Executive Committee and CELA Management Committee: Wednesday January 26th, 2011

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**CIELAP Executive Committee and CELA Management Committee.**
**Wednesday January 26th, 2011**
**Meeting started at 11:09 am and ended at 12:35 pm**
**The meeting was held in the Tundra restaurant located in downtown Toronto.**

Present: CELA: Grace and Vickie (Board of Directors) and Theresa (Executive Director).

CIELAP: Grant and Paul (Board of Directors) and Tom (Executive Director).

**1. Introductions.**

**2. Review, discuss, and understand the CIELAP board's legacy-intentions for CIELAP.**

Grant spoke on CIELAP's behalf, advising that CIELAP's board of directors:

- Wants to keep CIELAP's public face and work accessible, and that the CIELAP brand is not lost (i.e. that the CIELAP library becomes part of the CELA library and that the CIELAP web-site be publicly available).
- From an external optics perspective, does not want the web-site to disappear for some time so that CIELAP's legacy continues to be alive in the public domain.
- Is looking at re-joining with CELA.

**3. Review, discuss and understand the CELA board decision related to CIELAP.**

Theresa led this discussion, with other CELA representatives contributing as required:

- The CELA organization had sadness at the ending of CIELAP and wants to preserve the CIELAP legacy.
- This process is seen by CELA as a "reuniting of family", where we are "putting humpty-dumpty back together."
- CELA wants to ensure a web-site legacy for CIELAP, and that CIELAP assets are publicly accessible and available in the public domain.
- That CELA's library would receive CIELAP's assets and that CELA would retain legal ownership over the CIELAP corporate name.
- From a logistics and administrative perspective and considering that CELA's library already has charitable status, CELA has determined it doesn't seem feasible for them to keep CIELAP going as a legal entity and so anticipates that the CIELAP legal entity will be legally wound-down by the CIELAP board of directors at a time on or soon after CIELAP's suggested close-of-operations date of June 30th, 2011.

- CELA requires some sort of legal document that outlines the agreed final outcome. CELA does not think this legal document need be a formalised MoU and instead thinks that this final outcome document can be as simple as a letter of agreement between the two organisations.

**4. Consider CIELAP's existing logistical plan(s) leading to a June 30th, 2011 end-date.**

- It was agreed by CELA that logistics are well in-hand at CIELAP.

**5. Consider and agree to joint-messaging to be used in internal/external communications.**

1. AGREED ITEM: The message theme and tag-line agreed to will be: "Homecoming 2011".

- Attached to this theme and message can be some sub-messages about our "reuniting", about our being "proactive and acting with foresight... in challenging times for NGOs", and that we are "being responsible by reducing administrative burden."

- CELA seeks that we not message about a merger or amalgamation if that is not what is being legally undertaken.

2. ACTION ITEM: Tom will oversee the development of a word-mark for this "Homecoming 2011" theme and tag-line, which will be distributed to the CELA and CIELAP boards for their approval on or by March 7th, 2011.

3. ACTION ITEM: A "Homecoming" party will be held by or just after June 30th, 2011. Party organisers will be sought from the CIELAP board.

4. ACTION ITEM: Theresa and Tom will develop "Talking Points" to be given to the boards and staff of both organisations so that they are all are on the same message.

5. ACTION ITEM: CIELAP will take responsibility for developing a "General Communications Strategy" around the broader messaging and strategies to be used in introducing and spreading this *Homecoming 2011* news/message in to and around the public domain.

**6. Agree to mutual next steps in logistics, including for public announcements.**

- Some of these items were covered in the earlier discussion.

1. ACTION ITEM: CIELAP will retain 5-years in-advance worth of web-hosting (paid service or secured freely from a reliable supplier).

2. ACTION ITEM: Theresa will provide Tom with the name of CELA's web-host service, as CELA's preference is that (assuming costs are compatible with other suppliers) CIELAP will secure any paid-in-advance web-hosting services from CELA's existing web-host provider.

3. ACTION ITEM: At an appropriate time before June 30th, 2011, Carolyn will work alongside CELA to ensure that the CIELAP web-site text is changed to: reflect the new relationship with CELA; provide the proper contact points for CELA; and to have cross-links to the CELA web-site. Once this work is completed, Carolyn will arrange for ownership of the www.cielap.org web-site, including amending the domain name's "WHO IS" record, to be changed over to CELA. Carolyn will then also forward web-site access details (i.e. addresses, usernames, passwords) over to CELA.

4. ACTION ITEM: CELA has agreed that, from March 1st, 2011 until June 30th, 2011, the CIELAP main telephone line can be re-connected at the CELA office, which then contributes to CIELAP's aim to close its physical office at the earliest convenient date.

5. ACTION ITEM: CELA has agreed that, from March 1st, 2011 and as until required, CIELAP's postal mail can be redirected to the CELA office, which then contributes to CIELAP's aim to close its physical office at the earliest convenient date.

6. ACTION ITEM: Theresa will send Tom a catalogue of all existing CIELAP publications found in the CELA library, so that this publication duplication can then be pulled and eliminated from the box of files that CIELAP will eventually send over to CELA.

7. ACTION ITEM: CIELAP is to be responsible for developing a legal letter of agreement (herein termed as an: "Asset Transfer Agreement") on all the assets that CIELAP will transfer over to CELA. This agreement is to also "include a representation that CIELAP has taken care of liabilities." The agreement will be between the "CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY / L'INSTITUT CANADIEN DU DROIT ET DE LA POLITIQUE DE L'ENVIRONNEMENT" and CELA's "Resource Library for the Environment and the Law" (the library being a registered charity directly associated with CELA and that will become the legal recipient and new owner of these CIELAP assets). This finalised asset transfer agreement will be distributed to the CELA board in-advance of that board's next meeting of March 7th, 2011. The CELA board is expected to approve this agreement at this March 7th meeting.

8. ACTION ITEM: CIELAP's lawyers are to be directed to have the legal ownership over the "Canadian Institute for Environmental Law and Policy" and "CIELAP" corporate names transferred over to CELA at or before the time CIELAP is formally wound-down.

9. ACTION ITEM: The CELA Nominations Committee has been asked to consider a CIELAP Board member nominee to sit on the CELA Board of Directors. Theresa will send CIELAP the specific skill-set that this committee seeks in a board member and then the CIELAP board will be asked to identify an appropriate board member who fits this identified skill-set.

**8. Meeting ended:** At approximately 11:35am.