

Draft Board Meeting Minutes
The Vancouver Life Drawing Society

Thursday November 19, 2020; 6:00 PM

Meeting held via Zoom.

In attendance: Douglas Smardon (president), Suzanne saint pierre (vice-president), Ron Bijok (treasurer), Paul Kernan (secretary), Alain Boullard, Dean Gazeley, Nick Jackiw (technology manager)

Meeting Chair: Doug Smardon

Standing Items:

1. The meeting was called to order at 6:05 PM
2. Agenda approved, with addition of items 2 and 3 to Old Business
3. Minutes of previous meeting: October 15, 2020 minutes issued to members via email and have been issued to the website manager for posting to the website.
4. Financial Report
No formal report at this time.
5. Tech Systems Report
No formal report at this time.
6. Models Report
No formal report at this time.

Old Business:

1. Broken Window at Studio

- a. On October 26 and 27, 2020 the Board changed its decision by email vote to not pursue an insurance claim.
 - b. Repair scheduled for Tuesday morning November 24, 2020 with proposed payment of \$1,460.32 by cheque.
 - c. Doug will meet with the installers on Nov. 24th to review work.
- 2. Email from Cyprian Libera re Arts Funding
 - a. Ron will forward an email from Cyprian re: City of Vancouver funding for arts organizations. Discussion tabled at this time. (*Note E.O.I. date was Nov 4).
- 3. Federal Government Rent Relief Program
 - a. The Canada Emergency Rent Subsidy (CERS) program is intended to provide direct relief to businesses, non-profits, and charities that continue to be economically impacted by the COVID-19 pandemic. The new rent subsidy would be available retroactive to September 27, 2020, until June 2021.
 - b. Qualifying organizations that have suffered a revenue drop would be eligible for a subsidy on eligible expenses to a maximum
 - c. Nick will post details to Slack under 'Studio'.

New Business:

- 1. Electronic Sales & Seat-Registrations: Robostrar proposal & prototype discussion
 - a. Prior to the meeting Nick circulated a proposal document (see attachment). Nick briefly reviewed the document and

board members were asked to provide comments and indicate

- b. Ron provided the following comments:
 - i. The system may be too technical for some members.
 - ii. Possibly an over reaction to Covid 19.
 - iii. System must be customer focused.
 - iv. Not opposed to the proposed system but it must provide an equivalent user experience.
- c. Dean provided the following comments:
 - i. Some concern about non tech-savvy members not being able to make the system work.
 - ii. There should be a back-up plan in place in case we need to go back to cash.
 - iii. The proposed system provides an opportunity to streamline our process and address a number of current issues.
- d. Alain, Suzanne and Paul indicated support for the proposal.
- e. Doug provided the following comments:
 - i. We've been discussing this issue for a long time.
 - ii. Like the proposed system as it mimics the current ticket buying process.
 - iii. Likes the idea of Nick working on this project but recognized we need to find a way to compensate him.
- f. Next Steps. Nick will continue building the system and report back with a prototype within 2 weeks.

- g. The committee (Nick and Ron) will continue the discussion on Slack.

2. Nick proposed the following motion to formalize Board's decision-making authority by e-mail, in two parts:

- a. *Board members can put forward and approve any motion outside of Board meetings provided the following conditions are met:*
 - i. *The motion is circulated to all Board members in an e-mail with a subject line uniquely identifying it as "Motion For Vote".*
 - ii. *Within a reasonable period of time, not less than three days, at least four Board members have expressed as a Yes or No vote on the motion by responding e-mail to the entire Board.*
 - iii. *At least a $\frac{2}{3}$ majority of responding Board member e-mail votes are in favor of the motion—i.e. 3 out of 4; 4 out of 5 or 6.*
 - iv. *No responding Board member insists, by e-mail to the entire Board, that the topic requires more discussion than e-mail can provide and insists that the motion be tabled to the next formal Board meeting.*
 - v. *All such Voted Motions shall be read into the Minutes of the next Board meeting as having passed by e-vote prior to that Meeting.*
- b. It was agreed to amend the motion to change "next board meeting" in item (iv) to "emergency board meeting".

It was also agreed that all such Voted Motions shall be read into the Minutes of the next Board meeting as having passed by e-vote prior to that Meeting.

- c. Paul seconded the motion.
- d. Voting: In favour, Nick, Dean, Suzanne, Alain, Paul.
Opposed, Ron. Motion passed.

3. Proposal for Holding Emergency Meetings.

- a. Doug proposed the following for holding emergency Board meetings when deciding on important issues such as closures, when a narrow timeline (48 hours or less) is required or when Board members have a serious stake in the decision:
 - i. *Any Board member may call an emergency meeting by email when decisions are needed to, for example, closing of the studio for a period that will affect more than one session. In addition to email, texting/phoning individual Board members is recommended to ensure all Board members are apprised of the meeting call.*
 - ii. *The meeting can be held by Zoom and/or at an agreed venue with phone conferencing permitted.*
 - iii. *A quorum of Board members must be present, as a minimum to discuss and vote.*
 - iv. *Minutes must be taken that records the issue of discussion and decision made and what Board members will be responsible for actioning what items.*
 - v. *Only the “emergency” item and items affected by it are to be discussed and voted on. For example a decision to close the studio may affect model compensation, reimbursement*

to attendees, work scheduled by contractors and so on that will also have to be considered and possibly voted on.

- b. The proposal was discussed but not voted on.
4. Proposal to discuss and decide on financial compensation to models affected by a Board decision to close the studio.
- a. Doug suggested the following issues be discussed:
 - i. Continuing past/present practise.
 - ii. No compensation.
 - iii. Prorated form of compensation.
 - b. Ron made a motion, seconded by Nick, that models be paid in full if sessions are cancelled with less than one week notice.
 - c. Voting: In favour, Nick, Ron, Opposed, Dean, Paul, Abstaining, Alain, Suzanne, Doug, as chair voted in favour, Motion passed.
5. Safety Plan amendment
- a. Tabled.
6. Studio Closure
- a. Recording of decision taken to close the studio. On November 7, 2020 the Board by email vote decided to suspend studio operations following the Sunday November 8 session in compliance with B.C. Health authority's directive for a 2 week shutdown. As a result the storefront broken window repair was postponed from Tuesday November 10 to Tuesday November 24 when a reopening was speculated.

- b. It was agreed that models whose sessions had been cancelled with less than two weeks notice would be paid the full fees for these sessions; resulting in an estimated cost of over \$800.
- c. A motion to continue with the closure of the studio until such time the Board feels it is safe to open by either the B.C. Health Authority lifting restrictions or signalling it is safe to at least resume social gatherings was voted on.
- d. Voting: In favour, Nick, Ron, Dean, Suzanne, Alain. Abstaining, Paul. Motion passed.

7. AGM 2020?

- a. Tabled.

Next Meeting

It was agreed the next board meeting would take place on December 10th at 6:00 - 8:00 PM via Zoom.

The Meeting was adjourned at 8: 15 PM.