

Board Meeting Minutes
The Vancouver Life Drawing Society
Tuesday February 23, 2021; 5:00 PM

Meeting held via Zoom.

In attendance: Douglas Smardon (president), Ron Bijok (treasurer), Paul Kernan (secretary), Dean Gazeley, Alain Boullard (from 5:40 pm), Nick Jackiw (technology manager)

Regrets: Suzanne Saint Pierre (vice-president)

Meeting Chair: Doug Smardon

Standing Items:

1. The meeting was called to order at 5:15 PM
2. Agenda adopted
3. Minutes of previous meeting: January 19, 2021 minutes were approved.
4. Financial Report
No formal report at this time.
However, Ron, as treasurer, noted that he still needed to do some work on the accounts prior to filing for the rent recovery program. Also, a number of additional donations have been received.
5. Tech Systems Report
See separate report from Nick.
Additionally, Nick raised the issue of a suggested change to move the Basic Inquiry website to the Wordpress content management system. Nick recommended that this change not be made at this time, but be considered in one year at which time the Robostrar software will be complete and operational. This was approved unanimously.

6. Models Report

No formal report at this time.

Old Business:

1. Online sessions update (committee)

- a. Nick reported on continued ongoing challenges in getting internet service in the studio. An alternative provider, Novus, has been contacted and may be able to provide service.

2. 2021 AGM

- a. Ron provided the following background information prior to the meeting:

We filed a 2019 annual report in June 2019 based on an AGM in May 2019. Our spring 2020 AGM would have been for the 2020 fiscal/calendar year. Deadline for that AGM would normally be March 31 2021, but that has been extended to November 2021. In the past we were only part way through the fiscal year when we had our AGM, and we reported on the prior fiscal/calendar year to the members. The correct thing to do would be to meet between January 1 to March 31 to report on the prior fiscal/calendar year. If we meet before November 2021, we will be reporting on fiscal/calendar 2020 and filing the 2020 annual report. Thereafter we would meet prior to March 31 2022, reporting on 2021 and filing the 2021 annual report. This will actually get us on track.

- b. Based on this analysis it would appear that an AGM can be held at any time prior to November 2021. Ron suggested we defer holding an AGM for 6 months. Nick expressed an alternative view and suggested there would be some advantages to holding an AGM in March as originally planned. The issue was discussed with Paul, Dean and Doug supporting the idea of a March AGM. Ron pointed

out that a later date would mean that the Robostrar system would be complete, a new fee structure agreed, and that it is possible the studio could be reopened prior to the meeting. Following further discussion it was agreed that the AGM would not be held in March, but that a Presidents' Report providing an update on the current status of the organization and current initiatives would be issued to the membership.

New Business:

1. PCI Compliance & electronic payment (discussion — Nick, see attached tech systems report for additional information).
 - a. Nick provided a brief introduction to the issue of PCI (Payment Card Industry) compliance. This is a data security standard and although not a legal requirement all parties processing online credit / debit transactions must (appear to need to?) comply.
 - b. Our obligations with respect to Robostrar and online sessions are not clear but we are required to figure them out and assert that we are compliant.
 - c. The lowest tier of requirements applies to e commerce websites that outsource credit card operations to businesses like Paypal. Even at this level (Level A) the work involved in asserting compliance is significant, requiring completion of a 19-page document.
 - d. Nick indicated that despite this, it's not entirely clear that we are required to comply, noting that Paypal disagrees with PCI.
 - e. We should formulate a policy on this.
 - f. A discussion followed and considered:
 - i. dispensing with credit card transactions and using e-transfer instead; possible but transactions don't happen in real time and there is no tracking / reconciliation capability.

- ii. In discussing the risks involved it was agreed that Basic should not ever collect and store credit card information.
 - g. A further discussion addressed a related matter of cash payment for sessions. There was significant disagreement of the issue and further discussion was tabled to the next board meeting.
 - h. Nick stressed that our responsibilities and potential liabilities in this context are governed by the financial agreements we enter into as an institution (for example, with VanCity, PayPal, or Stripe), and therefore belong to Basic institutionally, rather than belong to him personally as an implementor of any particular electronic payment system.
- 2. Discussion re: maximum nominal rate. [Ron]
 - a. Ron reported that the Fee Committee has not been able to reach a consensus on the issue of the maximum nominal rate and are seeking a decision from the board.
 - b. A maximum fee of \$20 was discussed.
 - c. Further discussion on Slack is recommended.
- 3. Participants' Agreement to Society/Studio Rules [Goal-Setting Discussion, Nick]
 - a. Nick suggested that we should establish rules applicable to all participants in drawing sessions. (further details of the proposal are available on a new channel on Slack. Board members are requested to review and comment).
- 4. Future Session Handling of Potential Drop-Ins and Potential Cash Sales [Goal-Setting Discussion, Nick]
 - a. Dean expressed the opinion that regardless of new payment options members should still have the option of paying cash for studio sessions; either by simply paying in

person at the door, or by signing in with Robostrar and then paying in person at the studio.

- b. Ron also agreed that keeping the cash option was essential.
- c. Nick and Paul disagreed and are of the opinion that once Robostrar is operational, cash transactions should no longer be an option.
- d. Nick suggested a possible solution of giving the session manager the option of facilitating a cash payment by accepting the cash and personally signing the member up for the session and paying the fee via Robostrar.

5. Certificate of Insurance [Doug]

- a. Doug reported having difficulty finding the recently emailed certificate of insurance required by the City of Vancouver. Paul agreed to send a copy to the City.

Next Meeting

It was agreed the next board meeting would take place on March 23rd, 2021, at 5:00 - 7:00 PM via Zoom.

The Meeting was adjourned at 7:00 PM.



Basic Inquiry: Tech Systems Update / Feb 23 2020

Action Items

- Charitable Giving page or section. Onhold considering site migration.
- Strip front page of historical backlog. Onhold considering site migration.

Facebook

- January: Emily sitepostings

Member Mailing List

Potential iPower replacement

Investigated replacing iPower Pro hosting plan with one of Namecheap's:

- iPower costs us \$226/yr (CAD)
- Namecheap Stellar Plus costs \$73/yr
- Namecheap Stellar Business costs \$132.25/yr

The primary functional differences between Namecheap's plans from Basic's perspective are:

- Cloud vs. Server-Based Storage. The more expensive plan offers slightly better file-serving uptime and file-server damage-recovery scenarios. Lucas and I have been maintaining www.lifedrawing.com [http://www.lifedrawing.com] as a shadow copy of a cloud-hosted version-control database hosted elsewhere, so we already have an even more robust damage-recovery solution, so we already have an even more robust damage-recovery solution, although if needed it will be less automated than Namecheap's.
- PCI Compliance with the expensive option. If we ever have to achieve PCI Compliance, having a PCI Compliant server will be a *small* part of achieving that. But my hope is at no point in the near future is Basic in need of PCI compliance, so I don't see this as an important requirement for Basic to satisfy right now.

Switching to Namecheap would include some one-time fees (e.g. domain transfer) but also one-time discounts.

iPower renews annually on 27-Feb-21, so we are unlikely to make a transition this year even given Board approval on 23-Feb. However, the potential cost savings are sufficient to justify moving forward regardless (and I believe some small portion of our annual iPower fee ... DNS registration... is recoverable).

* Cyprian's Feedback on Advisability of Changeover: "Ok, in that case let's just stay with the default IPowerWeb. It's not that big a price difference compared to the headaches of any kind of switchover because there always are."

* Lucas' Feedback on Advisability of Changeover: Not a problem.

Robobooker

Robostrar

* Managing PCI DSS Compliance requirements.

The “Payment Card Industry Data Security Standard” is an international set of standards adopted by the PCI (credit & debit card industry) regulating the behavior of all merchant and payment processing participants in the credit card transaction economy, setting out legal requirements and obligations for each party based on their size and the role they play within overall transaction. “The PCI DSS applies to ANY organization, regardless of size or number of transactions, that accepts, transmits or stores any cardholder data.”

PCI compliance is complex, cumbersome to navigate, and costly. It is also legally intimidating. Agreements with card service providers bind you to terms and oblige you to penalties both in the form of fines and of legal liabilities for failure to comply; and yet compliance is something self-assessed and self-managed through a fairly complicated protocol (the 19-to-59 page “PCI Compliance Self Assessment Questionnaire”). And compliance is not a one-time thing you achieve, it is instead something you must recertify on an ongoing basis.

My goal is to implement Robostrar's payment processing so as to minimize PCI compliance issues and to avoid risks of PCI-related penalties or obligations, and therefore “not to accept, transmit, or store any cardholder data” or otherwise engage in business practices that take us out the scope of the “lowest level” of merchant PCI compliance, which is known as **SAQ A**. I believe we can achieve this provided we carefully limit the digital tools and technologies we use for e-commerce to those which keep cardholder information technically off our site at all times. This is not as simple as saying PayPal vs. Stripe, or something like that; it's very precisely technical about which services from PayPal (or Stripe) you use, and how you implement them.

I am willing to do my best technical effort possible in

1. achieving this outcome, and
2. of keeping the Board aware of any information I surface that complicates things, and
3. preparing a preliminary PCI Self-Assessment Questionnaire “A” for Basic Inquiry to the best of my knowledge, and communicating to the Board progress and roadblocks toward that goal.

But in developing Robostrar I am not taking on personal liability for Basic's obligations, if any, with respect to PCI or other fiscal compliance, and reciprocally I have not and am not personally entering into any service contracts that might oblige us to PCI compliance requirements. **I strongly recommend the Board canvas its existing contracts – with Vancity, PayPal, and any other payment or transaction-handling services we have enlisted with – to surface the extent to which we are already obligated to establish PCI compliance (presumably on a minimal SAQ A level, or some such).**

<https://pciguru.wordpress.com/2020/04/05/the-joke-that-is-saq-a/> [<https://pciguru.wordpress.com/2020/04/05/the-joke-that-is-saq-a/>] <https://www.paypal.com/ca/business/security/pci-compliance> [<https://www.paypal.com/ca/business/security/pci-compliance>] https://www.pcisecuritystandards.org/documents/PCI_DSS_v3-1_SAQ_A_rev1-1.pdf [https://www.pcisecuritystandards.org/documents/PCI_DSS_v3-1_SAQ_A_rev1-1.pdf]

Future Road Map