



BOARD OF GOVERNORS – REGULAR SESSION MINUTES

Thursday, April 25, 2019, 1:00 pm

Emily Carr University of Art + Design, Boardroom D2315

ATTENDANCE:

Voting Members:

Kim Peacock, Chair

Geoff Plant

Scott Hawthorn

Keith Reynolds

Esther Rausenberg

Keith Kerrigan

Dr. Trish Kelly

Dr. Randy Lee Cutler

Gaye Fowler

Joshua Ralph (via teleconference)

Non-voting members: Michael Clifford, Kevin Bird

Regrets: Dr. Gillian Siddall, Shauna Bryan, Selina Huang, Bill Tam,

Support: Philippa Mennell

Sonny Assu, Bonne Zabolotney

Guests: Lori Macdonald, Roan Lemon Reimer, Maureen Isberg

I. ADMINISTRATIVE BUSINESS

1. Call to Order – Kim Peacock, called the meeting to order at 1:00pm.
2. Motion: Adoption of Agenda. The agenda was approved with an amendment.
Moved / Seconded to approve the agenda as amended. Carried.
3. Motion: Approval of Regular Session Minutes for February 21, 2019. The Minutes were approved as circulated.
Moved / Seconded to approve the Regular Session Minutes for February 21, 2019 as circulated. Carried.

II. PREVIOUS BUSINESS

1. Follow up to Board Retreat of April 4th. The Chair reported that she would be sending out a short survey on the retreat to board members next week. The Chair requested comments, suggestions and recommendations for future retreats. It was noted that it was really interesting to see the researchers' presentations on April 4th.

III. REPORTS

1. Executive + HR Committee Report. Kim Peacock, Board Chair, gave an update on the President evaluation process and the Committee's recent meeting with consultant, Kathy McLaughlin. A 360° review process will be carried out. It will enable continued alignment with the expectations and interests of the stakeholders who informed the Presidential search process and will have the same constituents

as the search committee, as well as the President's direct reports. The process will begin in late spring and will conclude by fall of 2019, as Dr. Siddall will have been at Emily Carr for one year on September 1st, 2019.

2. Governance Committee report. Keith Reynolds, Chair, Governance Committee reported on items discussed at the Committee's meeting earlier in the day. There was discussion of draft policy 3.6.3 Sexual and Gender-based Violence and Misconduct Procedures for Members of the Board of Governors. The Committee recommended that the draft policy should be presented to the Board for review and approval at the next regular session meeting on May 16th. Keith offered his thanks to Gaye Fowler for all the work she has done to further this policy and to contribute to the Governance Committee.

The Committee has no update at this time from CABRO regarding the March request for member reappointments. The Committee discussed the need for University policy to address cannabis use on campus. Timelines for policy completion and draft policies should be made available to the Board and Governance Committee as soon as possible. New legislation is due out in fall of 2019. With Gaye's departure at the end of April, there will be only two members left on the Governance Committee – Keith Reynolds and Dr. Trish Kelly. Keith requests that board members consider joining the Committee.

3. The following Administration Reports were circulated with the board agenda package:
 - Dr. Gillian Siddall, President + Vice Chancellor Report
 - Michael Clifford, VP, Finance + Administration Report

Michael Clifford, VP, Finance + Administration, in consultation with Geoff Plant, Chair of the Finance + Audit Committee, brought forward an additional item for board consideration. He made a brief presentation on the proposal for the University to participate in a BC post-secondary commercial credit card initiative. This would replace the University's current commercial credit card and enable ECU to access incentives such as reduced service/interest charges and a 1% rebate based on the consortium's usage. The University will also benefit in being able to create automated reports where they are currently produced manually.

Moved / Seconded that Emily Carr University of Art and Design be authorized to establish credit facilities in the following amounts:

- i) **Five Hundred Thousand (\$500,000) Dollars**

With the Bank of Nova Scotia as per terms and conditions of the Commercial Card Agreement.

Carried.

Moved / Seconded that any three of the following be authorized to sign, on behalf of the University, the necessary documents providing security to the banks in order to obtain the above mentioned credit facility.

- **President + Vice-Chancellor**
- **VP Finance + Administration**
- **VP Academic + Provost**
- **Financial Services Director**
- **Associate VP of Human Resources**

- **Manager, Budgets + Financial Reporting**
- **Board Executive Chair**
- **Board Executive Vice Chair**
- **Board Executive Director-at-Large**

Carried.

Michael reported that the meeting scheduled for himself, Dr. Siddall and the Deputy Minister, Advanced Education, Skills and Training, on April 15th had been postponed to May 7th. Dr. Siddall had the opportunity to speak with the Minister and Deputy Minister briefly on April 15th and discussed funding concerns. However, ECU is still awaiting clarification on the University's budget request and the findings of the BDO report.

Michael provided background on the BDO review process as well as a Preliminary Operating Budget Summary. In response to Ministry request, the University has identified possible remedies for addressing immediate budget concerns. Michael presented three proposed strategies. There was discussion.

A member requested clarification around the increase in administration salaries and benefits expenditures in the Preliminary Operating Budget Summary. Michael identified these increases as primarily associated with new positions in IT and Financial Services, which had been advised by the Ministry as a result of the BDO reporting process. Some expenditures are also attributable to salary increase approved by PSEC following an 8-year freeze on excluded compensation salaries.

ACTION: This information about sources of increase in administration salaries and benefits expenditures will be included in the assumptions section of the Operating Budget.

- Kevin Bird, Executive Director, Student Services + Registrar Report

Kevin reminded board members that the dress rehearsal for the convocation ceremony would be held following the meeting in the Reliance Theatre. Kevin invited all board members to meet the Student Services staff assisting with convocation.

V. OTHER BUSINESS: There was no other business.

VI. INFORMATION

1. Kevin Bird reminded board members that convocation information and itinerary was circulated with the agenda package (p. 24)
2. The Chair encouraged Board members to attend the Donor Recognition Reception on May 9th at 6:00pm in the Aboriginal Gathering Place. A further list of meetings and events for Spring 2019 was included with the agenda package (p. 26)
3. The Chair expressed thanks to Gaye Fowler from everyone on the Board. She emphasized Gaye's impact and legacy to the Board. Gaye expressed her thanks to all those on the Board and informed members that Emma Somers would be taking on her role as staff member on the Board.

VIII. ADJOURNMENT: The meeting adjourned at 1:51pm.