



BOARD OF GOVERNORS – REGULAR SESSION MINUTES

Thursday, January 12, 2017, 10:48 am

Emily Carr University, Boardroom (210)

ATTENDANCE:

Voting Members:

Ron Burnett	
Kim Peacock, Chair	Lucille Pacey
Shauna Bryan, Vice Chair	Alex Phillips
Geoff Plant, Chancellor, Director-at-large	Joey Cheung
Jo Delesalle, Director-at-large	Joakim Zatko

Michael O'Brian, Director-at-large

Non-Voting Members

Lynda Brown-Ganzert

Bonne Zabolotney, VP, Academic + Provost

Zdenka Buric

Michael Clifford, VP, Finance + Administration

Gaye Fowler

Jennifer DeDominicis, VP, Enrolment + Student Services/Registrar

Scott Hawthorn

Guests: Tori Klassen, Rita Wong

Randy Lee Cutler

Support: Carina Clark, EA to the President + Vice Chancellor

I. ADMINISTRATIVE BUSINESS

1. Call to Order – Kim Peacock, Chair, called the meeting to order at 10:48 am.
2. Oath of Office – Zdenka Buric, new Board Member, read and signed the Oath of Office.
3. Approval of AGM Minutes: September 29, 2016
Moved / Seconded to approve the AGM September 29, 2016 Minutes. Carried
4. Approval of Previous Minutes: November 9, 2016
Moved / Seconded to approve the November 9, 2016 Minutes. Carried
5. Approval of Extraordinary Minutes: November 10, 2016
Moved / Seconded to approve the November 10, 2016 Minutes. Carried
6. Adoption of the Agenda. The VP, Finance + Administration's report was moved up to number two under Reports. Geoff Plant will report about his meeting with Minister Andrew Wilkinson after Kim Peacock's report.
Moved / Seconded to approve the updated Agenda Carried

II. BUSINESS / DECISIONS

1. New Campus Progress Report. Ron Burnett showed recent visuals of the new campus, and reported that the construction of the new campus is proceeding as scheduled, and that the move will commence in late July.

III. REPORTS

1. Chair's Report – Kim Peacock addressed the discussion regarding Board nominations at the last Board meeting, in particular the decision to forward the renewal form for Michael O'Brian to the Board Resourcing Office (BRDO) without discussing this first with the Governance Committee. Any upcoming Board nominations will be discussed at Governance Committee meetings. Lucille Pacey is the Chair of the Governance Committee, and the Committee will be developing a transparent nomination process. Kim noted that we can forward recommendations to the BRDO but ultimately, BRDO appoints Board members. Kim thanked Michael for his willingness to serve another term on the Board, and reported that the BRDO has not yet confirmed the renewal of his term.

Board Calendar + Board Agendas - Kim reported that she is developing a calendar of Board meetings that will outline the timing of annual discussions and decisions. Kim noted that she would like generative discussions at the Board meetings, and that she is developing a new tracking system for upcoming agenda items. It was noted and agreed that "Other Business" should be added to all Board and Board subcommittee agendas.

March Board meeting Kim asked if the Board members would be willing to meet again in March. The Board members agreed to meet in March, and a meeting date will be confirmed as soon as possible.

Board Retreat Report - Kim is working on a report with feedback and action items from the November 9 + 10, 2016 Board Retreat. The final report will be circulated to the Board.

Board Finance + Audit Committee – Kim reported that there is an opening on the Board Finance + Audit Committee, and that there is also a need for a new Chair. Jo Delesalle, already a member of the Finance + Audit Committee, volunteered to Chair the Committee. The Board thanked Jo for his willingness to serve as Chair for the Finance + Audit Committee. Kim will be contacting Board members regarding serving on the Board Finance + Audit Committee.

Meeting with Minister Andrew Wilkinson – Geoff Plant, Chancellor, reported that he met with Andrew Wilkinson, Minister of Advanced Education, on November 30, 2016. Geoff raised several issues for the Minister to consider; the transition funding issue, the pressing situation with respect to the salaries and workload for teaching staff and the suggestion to consider an adjustment to Emily Carr's status as a special purpose, teaching university. Premier Christy Clark will be contacted next regarding these pressing issues.

2. Vice President Finance + Administration. Michael Clifford provided information on the purchase and sale agreement (PSA) between Emily Carr University of Art + Design (ECUAD) and Great Northern Way Trust (GNWT) for Lot 1 at Great Northern Way.

Background:

- In 2016, the GNWT Board and ECUAD agreed to enter into a PSA to transfer fee simple ownership of "Lot 1" on which the new Emily Carr Campus is being constructed, from GNWT to ECUAD.
- The GNWT shareholders supported the decision.
- To date, ECUAD has had a "right of use" agreement with GNWT to utilize Lot 1 for the construction of its new campus
- The objective of the PSA is to provide ECUAD with a long-term security of tenure; simplify the process of negotiations with the 3rd parties (such as City of Vancouver) who currently must deal with GNWT as landowner on issues that affect Lot 1 and ECUAD; and to reduce residual ownership-related risk to the non-ECU Shareholders.

Moved / Seconded that the ECUAD Board of Governors approves the proposed purchase and sale agreement for the purchase of Lot 1 at Great Northern Way and directs staff to conclude the purchase transaction. Carried

3. President and Vice Chancellor's report. Ron Burnett presented the Benchmark report which has been developed by KPMG. The Board thanked Jo Delesalle for funding the report. The Benchmark report compares faculty salaries and faculty member teaching loads with comparator institutions selected for their relevance to the inquiry. The findings of the report strongly support the argument that there is an urgent need for a change in respect to faculty salaries and faculty member teaching loads if Emily Carr is to retain its international stature as one of the leading art and design universities in the world. There was a discussion, in particular about the lack of funding for graduate students. The final report will be distributed to the Board members.
4. Vice President Academic + Provost's Report. Bonne Zabolotney reported that the ECU community will be invited to give feedback and final comments for the Draft *Self-defining Excellence: 8 Commitments to an Emergent Future, Emily Carr University's 2016 – 2020 Strategic plan* via a Moodle site.
5. Vice President Enrolment + Student Services/Registrar's Report. Jennifer DeDomincis reported that the application deadline for the next semester is in a few days, and that Graduation is scheduled for Friday, May 5 at the Chan Centre. The Board is welcome, and encouraged, to attend the Graduation ceremonies.

IV. INFORMATION – Kim encouraged Board members to read the included information.

V. UPCOMING BOARD MEETING: Thursday, February 9, 2017 and an extraordinary Board Day in March, date to be confirmed.

VI. ADJOURNMENT – the meeting adjourned at 12:00 pm.