



BOARD OF GOVERNORS – ANNUAL GENERAL MEETING MINUTES

Thursday, September 26, 2019, 10 am

Emily Carr University, Boardroom (D2315)

ATTENDANCE:

<u>Voting Members:</u>	Keith Kerrigan (via videoconference)
Kim Peacock	Alex Phillips
Gillian Siddall	Esther Rausenberg
Shauna Bryan	Sanya Arora
Bill Tam	Selina Huang
Sonny Assu	Regrets: Geoff Plant, Randy Lee Cutler, Emma Somers, Kevin Bird (Registrar)
Scott Hawthorn	Guests: Michael Clifford, Trish Kelly, Mark Douglas
Keith Reynolds	Support: Philippa Mennell, University Secretary, Carina Clark, EA to the President

I. ADMINISTRATIVE BUSINESS

1. Call to Order – Kim Peacock, called the meeting to order at 10:10 am.
2. Adoption of agenda. The agenda was approved.
Moved / Seconded. Carried.
3. Oath of Office: new Board Members Selina Huang, Sanya Arora, and Alex Phillips took the oath of office.
4. Board Bylaws and Conflict of Interest Annual Declaration – Philippa Mennell referred to the circulated the Board Bylaws, noting sections on member responsibilities, meeting rules of order and code of conduct. She asked Board members to review the bylaws. Kim Peacock asked all Board members to complete the conflict of interest annual declaration, and return completed forms to Philippa Mennell.

II. BUSINESS

1. Election - Board Executive Members
 - a) Call for Nominations. Philippa Mennell, University Secretary, reported on nominations received for Board Executive positions, and called for further nominations. The University Secretary served as the Registrar's designate in running the elections.
 - b) Nominations + Election of Chair – Kim Peacock was nominated for the position of Chair. Kim agreed to stand as a candidate for the position of Chair. A final call for nominations from the floor was made and there being no further nominations, the nominations were closed.

It was declared that Kim Peacock was elected by acclamation as Chair of the Board of Governors.

- c) Nominations + Election of Vice Chair – Keith Kerrigan, Shauna Bryan and Esther Rausenberg were nominated for the position of Vice Chair. Esther Rausenberg declined the nomination. Keith Kerrigan and Shauna Bryan agreed to stand as candidates and each gave a brief statement of interest. An election was held, the ballots were counted and the results announced.

It was declared that Keith Kerrigan was elected as Vice Chair of the Board of Governors.

- d) Nominations + Election of three (3) Directors-at-large. There were five nominations for Directors-at-large: Geoff Plant, Shauna Bryan, Scott Hawthorn, Keith Reynolds, and Bill Tam. All the nominees agreed to stand as candidates. An election was held, the ballots were counted and the results announced.

It was declared that Geoff Plant, Shauna Bryan, and Scott Hawthorn were elected as Directors-at-large of the Board of Governors.

It was noted that for future elections, candidates for all Executive positions must give a brief statement of interest in advance of the voting.

- e) Motion for destruction of ballots. The Board approved the destruction of ballots.

Moved / Seconded.

Carried.

2. Board Committee Membership – Kim Peacock asked Board members to consider joining Board committees. Kim and Philippa will follow up with Board members regarding committee membership.
3. Approval of the Banking Resolution – Michael Clifford presented the annual Banking Resolution, which details the list of signing authorities. Michael reported updates to the signing authorities due to personnel changes.

The Board approved the Banking Resolution as presented.

Moved / Seconded.

Carried.

It was requested that going forward, the Banking Resolution will be distributed and not only presented on screen.

4. Approval of the Commercial Card Resolution – Michael Clifford reported on signing authority updates for the Commercial Card. Introduction of the Scotiabank Commercial Card was presented and authorized by resolution of the Board at the April Board meeting.

The Board approved the updates to the Commercial Card Resolution as presented.

Moved / Seconded.

Carried

III. OTHER BUSINESS – There was no further business.

VI. ADJOURNMENT – The meeting adjourned at 10:50 am.