



# MINUTES

## BOARD OF GOVERNORS – REGULAR SESSION

Thursday, November 21, 2019, 12:50 pm  
Emily Carr University, Boardroom (D2315)

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### ATTENDANCE:

#### Voting Members:

Kim Peacock	Randy Lee Cutler
Gillian Siddall	Esther Rausenberg
Geoff Plant (teleconference)	Sanya Arora
Bill Tam (teleconference)	Alex Phillips
Sonny Assu (videoconference)	Selina Huang
Scott Hawthorn	Keith Reynolds
Emma Somers	Regrets: Keith Kerrigan, Shauna Bryan

Guests: Kevin Bird, Michael Clifford, Trish Kelly

Support: Philippa Mennell, University Secretary, Carina Clark, EA to the President

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### I. ADMINISTRATIVE BUSINESS

1. Call to Order – Kim Peacock called the meeting to order at 12:50 pm.
2. Adoption of Agenda.  
**Moved/Seconded to approve the agenda. Carried.**
3. Approval of the Previous AGM Minutes of the Meeting of September 26, 2019.  
**Moved/Seconded to approve the AGM Minutes of the Meeting of September 26, 2019 as presented. Carried.**
4. Approval of the Previous Regular Session Minutes of the Meeting of September 26, 2019.  
Two friendly amendments to the minutes were recommended:
  1. Under III. Business, add: “**Action: Report on ECU services and programs that support international students.**”
  2. Also under III. Business, add: “**Action: Report on costs for administrative personnel not directly involved in delivery of curriculum going back five years.**”

**Moved/Seconded to approve the Regular Session Minutes of the Meeting of September 26, 2019 with friendly amendments. Carried.**

## **II. BUSINESS**

1. Designation of Head of the Public Body under FIPPA.  
Adrian Tees, Associate VP, Human Resources, reported that ECU is a public body subject to the [Freedom of Information and Protection of Privacy Act](#) (FIPPA). All public bodies are required to designate a head of the public body.

Section 77 of FIPPA, when read in conjunction with other sections of the Act, directs the ECU Board of Governors to designate a head for the purposes of the Act.

There was a discussion about whether the motion should specify that the President and Vice Chancellor has the authority to delegate the power. It was noted that Section 66 in the FIPPA Act states that, "The head of a public body may delegate to any person any duty, power or function of the head of the public body under this Act."

**Moved / Seconded to approve that the Board of Governors designates the position of President and Vice Chancellor of Emily Carr University as head of the local public body for the purposes of the Freedom of Information and Protection of Privacy Act. Carried.**

## **III. REPORTS**

1. Chair's Report.  
Kim Peacock reported on an upcoming survey for feedback on the Board Retreat that was held in April 2019. The Board will also be asked to comment on whether a retreat should be held in 2020, and if so, in what format and including which topics for discussion and presentation.
2. Finance + Audit Committee Report.  
Geoff Plant, Chancellor and Chair of the Board Finance + Audit Committee reported that the committee met on November 14, and invited Michael Clifford, VP, Finance + Administration to report on the details of the *Financial Report for the Six Months Ended September 30, 2019*. There was a discussion. It was noted that there was a decline in FTEs, due to different courses offered this past summer. A Strategic Enrollment Committee has been formed, and is meeting regularly to review and discuss enrollment details and statistics.

**Moved / Seconded to approve the Financial Report for the Six Months Ended September 30, 2019 as presented. Carried.**

3. Governance Committee Report.  
Keith Reynolds, Chair, Governance Committee thanked the members serving on the committee: Emma Somers, Alex Phillips, Scott Hawthorn, Sanya Arora and reported on current work of the committee.

- The Request for Board Appointments (RFA) is due Dec. 3<sup>rd</sup> to the Crown Agencies and Board Resourcing Office (CABRO). There are currently no vacancies on the board. The terms for three board members expire in the summer of 2021, and all three are eligible for reappointment. To prepare for any vacancies on an ongoing basis, board members are encouraged to send recommendations for possible candidates for consideration to the University Secretary. The Governance committee will review recommendations, and bring forward to the Board.
- The Board Skills Competency Matrix has recently been updated by CABRO. Board members are asked to fill in the updated individual skills competency forms, and submit completed forms to the University Secretary as soon as possible.
- There is guidance in policy for the Board to conduct self-evaluation and the Board Governance Committee to oversee the self-evaluation process as per the Committee Terms of Reference. This includes “Developing any survey or form to obtain Board and Board Member Self Evaluation information.” The Governance Committee discussed approach and timelines for the Board Self-Evaluation process. First step is to seek Board member feedback on the previous survey tool from May 2017. This will be circulated to members with the summary report that was presented to the Board in February 2018. Members’ feedback will inform the development of the survey tool to be used in 2020.
- In response to a request for clarification about the authority delegated to the President for hirings and dismissals, the Board directed the Governance Committee to review hiring policies and report back to the Board. The Governance Committee directed Human Resources to review policy *8.10 Authority to Appoint Employees*. Clarification was required for the scope of the review. At their recent meeting, Governance Committee resolved to send a memorandum to the AVP, HR providing this clarification of scope.
- *3.6 Sexual and Gender-based Violence and Misconduct Policy* will be due for review as of May 2020, as required by legislation [[Sexual Violence and Misconduct Policy Act](#), 3 (1) (a)]. The Governance Committee recommends that a memo should be sent to the Policy Officer, the President + Vice-Chancellor, recommending that review of the policy should be undertaken in spring of 2020 as per the policy requirements; and, that a multi-stakeholder working group should be struck to participate in the review.

There was a Board discussion regarding interest in receiving Board committee minutes. The Board agreed that going forward Finance + Audit Committee draft minutes and Governance Committee draft minutes should be included in Regular Session Board agenda packages.

**Action: Finance + Audit Committee and Governance Committee draft minutes will be included in the Regular Session Board agenda package.**

4. President + Vice Chancellor’s Report.

Dr. Gillian Siddall thanked her team and the ECU community for incredible work and support in the aftermath of the fire in October. Michael Clifford, Trish Kelly and Janice Wong were

especially acknowledged for their hard and tireless work to get the campus up and running again as quickly as possible. Rob Maguire, Director, Communications and his team were also acknowledged for excellent communications work.

There was a discussion regarding the possible development of a report that would outline the details of the incident, the extent of damages and the cost of restoration. It was noted that the investigation and the restoration is still ongoing, and all information has not yet been gathered.

Dr. Siddall reported on recent and upcoming meetings with the Ministry regarding the budget mitigation plan and the request for a permanent increase in the operating budget. Further information will be reported to the Board in the new year.

The Climate Action Committee, an ad hoc committee of the Senate, has been meeting regularly and communication regarding next steps is forthcoming.

An Equity, Diversity and Inclusion (EDI) Committee will be formed soon, and communication regarding next steps will be circulated soon to the community.

The following reports were included in the Board agenda package:

5. Vice President, Academic + Provost's Report
6. Vice President, Finance + Administration's Report
7. Executive Director, Student Services + Registrar's Report

#### **V. OTHER BUSINESS**

A Board member thanked HR and Dr. Siddall for the well-attended Long-Service Recognition event, which was held in the Reliance Theatre on October 4<sup>th</sup>. HR acknowledged 200+ employees with 5+ years of service, and Faculty Emeritus status was bestowed on a number of Faculty members.

Chantale Lavoie, Executive Director, Advancement + Events, invited the Board to participate in the Emily Carr Foundation fundraising campaign. Information can be found on [Facebook](#), and on [Instagram](#). The Emily Carr Foundation was established in 1995 and is devoted to supporting student excellence in visual arts, media arts, and design.

#### **VI. UPCOMING EVENTS** – The next Regular Session Board Meeting is scheduled for Feb. 20, 2020.

#### **VII. ADJOURNMENT** – The meeting adjourned at 2:17 pm.