



BOARD OF GOVERNORS – REGULAR SESSION MINUTES

Thursday, November 22, 2018, 12:30 pm

Centre for Digital Media (CDM), Boardroom, 685 Great Northern Way, Vancouver

ATTENDANCE:

Voting Members:

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| Kim Peacock | Gaye Fowler |
| Geoff Plant | Randy Lee Cutler |
| Gillian Siddall | Trish Kelly |
| Shauna Bryan | Selina Huang |
| Sonny Assu | Susan Wilson |
| Bill Tam | Regrets: Sonny Assu |
| Esther Rausenberg | Non-voting members: Michael Clifford, Kevin Bird, Bonne Zabolotney |
| Scott Hawthorn | Guests: Adrian Tees, Philippa Mennell, Lori MacDonald, Joshua Ralph |
| Keith Reynolds | Support: Carina Clark |

I. ADMINISTRATIVE BUSINESS

1. Call to Order – Kim Peacock, called the meeting to order at 12:32 am and welcomed the new Board members.
2. Oath of Office: Esther Rausenberg and Trish Kelly took the oath office.
3. Conflict of Interest Annual declaration: Esther Rausenberg and Trish Kelly signed the Conflict of interest declaration.
4. Motion: Adoption of Agenda. The Agenda was approved.
Moved / Seconded to approve the Agenda. Carried
5. Motion: Approval of AGM September 27, 2018 Minutes.
Moved / Seconded to approve the AGM September 27, 2018 Minutes. Carried
6. Motion: Approval of September 27, 2018 Regular Board Minutes.
Moved / Seconded to approve the September 27, 2018 Regular Board Minutes. Carried

II. PREVIOUS BUSINESS

1. Lecturer Emeritus Update. Gillian Siddall reported that upon reviewing the 8.8 Emeritus policy it is confirmed that all Faculty, who meet the requirements, are eligible to receive Emeritus status. The Associate VP, Human Resources is the Policy Officer for the 8.8 Emeritus policy, and the President's Executive Committee is the approval body. Gillian will review the policy in detail with HR in order to determine if any updates need to be made.

2. Updated on draft 3.6.3 Sexual and Gender-based Violence and Misconduct Procedures for Members of the Board of Governors. Gaye Fowler and Philippa Mennell reported on the background information of the drafting of the procedures. Gaye pointed out that in the Procedures for Board members allegations shall be reported directly to an investigator, and not to the Care Team as is the process in the Procedures for ECU students and employees. It was noted that the 3.6.3 Procedures need to be updated to reflect the updated name for the Care Team, as well as other minor edits. The procedures will be reviewed and discussed further by the Board Governance Committee, which is mainly made up of new members, and brought to the full Board next year for final review and approval.

III. NEW BUSINESS

1. Board Retreat. Kim Peacock reported on an upcoming all day Board retreat in the Spring. The date and venue for the retreat is to be confirmed. A facilitator will run the retreat and the Board Executive + HR Committee will draft the agenda for the day. Kim will report on all Board retreat details to the full Board at the next regular meeting, February 21, 2019.
2. Student Board member election. Kevin Bird reported that one of the student Board members, Susan Wilson, will be graduating in December 2018, and an election has been run to fill her position on the Board. Joshua Ralph has been elected to serve on the Board as of December 19, 2018 to July 31, 2019. Kim Peacock and the Board thanked Susan Wilson for her contribution while serving on the Board of Governors, and congratulated her to her upcoming graduation in December.

IV. REPORTS

1. Executive + HR Committee Report. Kim Peacock reported on discussions at the recent Board Executive + HR Committee meeting regarding the development of a new process for an annual Presidential performance evaluation. An external consultant will be hired to do the performance review. ECU Human Resources will be consulted regarding best practices and various existing models in the educational system for Presidential reviews.
2. Finance + Audit Committee Report. Geoff Plant reported on discussion at the recent Board Finance + Audit Committee meeting, and referred the circulated Financial Report for the six months ended September 30, 2018. The total revenue projected during this six-month period represents an improvement of 1% compared to budgeted revenue projections for the same period. The expenditures to date also reflect a positive variance of 1%.

The contractual relationship with KPMG as external auditors expired in Fiscal year 2017/18. In June 2018 KPMG submitted a proposal to continue in the role of external financial statement auditors for Fiscal years 2018/19 through 2020/21. The proposal was reviewed by the Finance + Audit Committee at the meeting on November 8. The Finance + Audit committee recommend that KPMG is re-appointed for three consecutive years.

Moved / Seconded to approve that KPMG is re-appointed for three consecutive years. Carried

Moved / Seconded to circulate the Financial Report for the six months ended September 30, 2018 to the full Board. Carried

3. President's + Vice Chancellor report. Gillian Siddall referred to the section in her Board report regarding the report in the Canadian Centre for Policy Alternatives on Contract Faculty. The percentage listed in the report is based on the number of individuals with contract appointments at ECU, however faculty workload distribution at ECU is lower percentage-wise based on individual contracts. In 2016-17 permanent faculty taught 44% of courses.
4. VP, Academic + Provost's Report was included in the Agenda package.
5. Executive Director, Student Services Report was included in the Agenda package.

V. OTHER BUSINESS – there was no further business.

VI. INFORMATION: Kim Peacock referred to the included Board Committee Membership list, and thanked Board members for serving on various Board committees.

VII. UPCOMING Meetings & Events:

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| February 7, 2019: | Board Committee day |
| February 15, 2019: | President Installation |
| February 21, 2019 | Regular Board meeting and Board In Camera meeting |

VIII. ADJOURNMENT: The meeting adjourned at 1:10 pm.