



## BOARD OF GOVERNORS – REGULAR MEETING MINUTES

Thursday, February 22, 2018, 1:00 pm

Emily Carr University, Boardroom (D2315)

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### ATTENDANCE:

Voting Members:

Kim Peacock	Lucille Pacey
Ron Burnett	Alex Phillips
Sonny Assu	Nichollette Prince (via video conference)
Shauna Bryan	Joakim Zatko
Joey Cheung	Regrets: Geoff Plant, Bill Cunningham, Bill Tam, Kevin Bird
Gaye Fowler	Non-voting members: Michael Clifford, Bonne Zabolotney
Scott Hawthorn	Guests: Adrian Tees, Philippa Mennell, David Wotherspoon
Randy Lee Cutler	Support: Carina Clark, EA to the President + Board Secretary

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### I. ADMINISTRATIVE BUSINESS

1. Call to Order – Kim Peacock, called the meeting to order at 12:59 pm.
2. Approval of Regular Board November 23, 2017 Minutes. The Minutes were approved.  
**Moved / Seconded to approve the Regular Board November 23, 2017 Minutes. Carried**
3. Adoption of Agenda. Michael Clifford will report under II. Business, agenda item 1, and will have nothing further to report on under III. Reports. The updated agenda was approved.  
**Moved / Seconded to approve the updated Agenda. Carried**
4. New Board Members Oath of Office: Sonny Assu and Nichollette Prince were welcomed to the Board, and read and signed the Oath of Office.
5. Board Member re-appointment Oath of Office: Scott Hawthorn. Kim Peacock reported that Scott Hawthorn has been re-appointed to serve on the Board until December 31, 2019. Scott Hawthorn read and signed the Oath of Office.
6. Thank you to departing Board Members. Kim Peacock reported that the terms for Lynda Brown-Ganzert and Zdenka Buric expired December 31, 2017.

## II. BUSINESS

1. Board Finance + Audit Committee report. Kim Peacock reported that Bill Cunningham is the new Chair of the Board Finance + Audit Committee. Bill was not present at the meeting. Kim asked Michael Clifford, VP, Finance + Administration to report on the discussions that took place at the the Board Finance + Audit Committee meeting on February 16.  
Michael Clifford reported on the Operating Fund Analysis for the ten months ended January 31, 2018. The University reports an operating deficit of (\$108,522) for the ten months ended January 31, 2018. This reflects an improvement of \$416,058 compared to the prorated budget projection of (\$525,030) for the same period. Michael reported on the ongoing review of the budget adjustment submission by BDO, Ministry appointed external consultants. The BDO consultants have met with the Board Chair, the Chair of the Board Finance + Audit Committee, the members of the President's Executive Committee and various stakeholders at ECU to discuss the financial situation. The final report by BDO will be submitted to the Ministry end of February.

Michael Clifford further reported on the closing of the Granville island properties. The transfer of the South Building to Arts Umbrella was completed on January 31, 2018. The closing of the North building will be completed by March 31, 2018.

2. Governance Committee report. Lucille Pacey, Chair, Governance Committee reported on the development of the draft 3.6.3 Sexual and Gender-based violence and misconduct procedures for members of the Board of Governors.  
Gaye Fowler, member of the Governance Committee, reported that this is an initial draft, that has been reviewed by the Committee. She discussed the following clauses of the draft in particular:  
**Option 1: Report to the University, Step 1 information gathering.** The University will immediately appoint an external professional investigator who will review the Report and determine whether the allegations fall within the scope of the Policy and whether the University has jurisdiction to investigate. The results of an investigation carried out by the external investigator will determine whether policy has been breached and will inform further actions to be taken by the University. It was noted that an external investigator must be involved in the process.

**Step II – Legal Counsel.** The University will make available to each party legal counsel for consultation on next steps. It was noted that it is still to be determined how this process will look but the idea is that information regarding the investigation should be communicated through legal counsel. A member recommended that the procedures identify a maximum dollar amount that the University will provide towards legal counsel.

Gaye confirmed that the presented procedures apply to government-appointed members of the Board of Governors. ECU staff, faculty and administration are covered under the procedures for ECU employees and non-students (3.6.2) and students under the procedures for students (3.6.1). Gaye reported that Communication Design students are developing an infographic which will be used in the official rollout of Policy 3.6 in the fall.

Lucille and Gaye welcomed feedback and comments concerning the draft 3.6.3 Sexual and Gender-based Violence and Misconduct Procedures for Members of the Board of Governors,

especially around the legal counsel clause. Comments can be emailed directly to Lucille Pacey, and Philippa Mennell, University Secretary.

Lucille Pacey presented the Board Evaluation Survey report, and pointed out a few sections;

- the Board has requested that the Board materials are circulated a week prior to the meetings in order to allow for adequate time to read through all the information.
- the Board Executive + HR Committee, Governance Committee and Finance + Audit Committee meetings should be scheduled at least two weeks prior to the regular Board meeting. It was noted that Faculty Board members will have to arrange for additional substitutes for classes, Student Board members will have to ensure they can miss more classes, out of town Board members will not be able to attend committee meetings in person but will have to phone in, and it will add to the workload of Administration to stagger committee meetings. As per Lucille, some Board members would still like to try the staggering of meetings for a while to see if it is workable.
- the Board would like to be more involved in the development and approval of the Strategic Plan. Bonne Zabolotney, VP, Academic + Provost, welcomed the suggestion of more Board involvement. Kim Peacock will follow up with Bonne to discuss options for further Board involvement in strategic planning development and follow up process.
- the Board is requesting more education and clarity around the role of the Board, the committees, responsibilities, policies and procedures.
- the Board is requesting more transparency, and access to all Board committee agendas. The Board discussed whether all committee minutes should be publicly accessible. It was noted that Board members serve on various Board committees and can report on the work that is being performed in various committees at the regular Board meeting. The University Secretary will research practices at other Universities and report back to the Board. It was noted that the Board Chair's report on the regular Board agenda will now be called the Executive + HR Committee report.

### **III. REPORTS**

1. Chair's report – Kim Peacock reported on the progress of the Presidential search. The shortlisted candidates will be interviewed soon by the Search committee.
2. President's + Vice Chancellor report - Ron Burnett reported on the Superclusters Initiative by the Government of Canada. The Government is investing \$950 million dollars in this initiative which is expected to create tens of thousands of jobs in Canada. Emily Carr University's research team, led by Maria Lantin, Director, Research S3D Centre and Alan Goldman, Adjunct Research Associate, and five other BC universities are part of the Digital Technology Supercluster. Further information on the impact of the supercluster will be forwarded to the Board and the community soon.
3. VP, Academic + Provost's Report – Bonne Zabolotney reported that the contract is being finalized for the new A/VP, Research and Dean, Graduate studies. The search for a Dean of Audain Faculty of Art is underway, and the search for a Dean of Ian Gillespie Faculty of Design + Dynamic Media will commence soon. It is expected that both searches will be finalized by end of May. Bonne also reported on Infosilum a scheduling software that ECU will be adopting. Bonne, and Chelsea Hug, Manager of Operations, are working on a follow up to the Data Academic Informatics report that was presented previously to the Board.

4. Executive Director, Student Services/Registrar's Report – Kevin Bird's report was included in the agenda package.

**IV. OTHER BUSINESS**

Kim Peacock reported that a report from the Director of Communications will be forwarded to the Board on a regular basis.

**V. INFORMATION**

Faculty sabbatical + education leaves, approved by the Board In Camera November 23, 2017:

- Haig Armen, 12 month sabbatical leave, beginning August 1, 2018
- Elizabeth McIntosh, 6 month sabbatical leave, beginning January 1, 2019
- Ingrid Koenig, 6 month sabbatical leave, beginning January 1, 2019
- Julie York, 6 month sabbatical leave, beginning July 1, 2018
- Mimi Gellman, 6 month sabbatical leave, beginning January 1, 2019
- Rob Stone, 6 month sabbatical leave, beginning July 1, 2018
- Fawn Daphne Plessner, 4 month educational leave, beginning August 20, 2018

**VI. UPCOMING BOARD MEETING: APRIL 19, 2018**

**VII. ADJOURNMENT:** The meeting adjourned at 2:16 pm.