

EMILY CARR UNIVERSITY OF ART + DESIGN

BOARD OF GOVERNORS

ANNUAL GENERAL MEETING  
MINUTES

Thursday, September 25, 2008  
1:30 pm  
ECU Boardroom

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***Attendance:***

*Voting Members*

George Pedersen, Chair  
Debra Hoggan  
Noel Best

Ruth Beer  
Tracy Calogheros  
John McLean

Ron Burnett  
David Wotherspoon

Regrets:       Graham Case  
                  Rick Griffiths

Gaye Fowler  
Jake Kerr

Art Perret

*Administration*

David MacWilliam, Dean  
Michael Clifford, VP Finance + Administration  
Wendy Wait, University Secretary

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**I.       CALL TO ORDER**

Chair, Dr. George Pedersen called the Annual General Meeting of the Board to order at 1:25 pm.

**II.       ADOPTION OF THE AGM AGENDA**

**MOVED/Seconded to adopt the agenda as circulated.**

**Carried**

**III.      AUDIT**

The "Request for Proposals" for external auditors was discussed at the Regular Session of the Board.

**IV.      BOARD BYLAWS**

**MOVED/Seconded to approve the Emily Carr University of Art and Design Board Bylaws as presented and included with the minutes as filed in the University Secretariat office.**

**Carried**

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## **V. ELECTION OF BOARD EXECUTIVE MEMBERS**

Wendy Wait was requested to act as Parliamentarian to conduct the nominations and election of the Board Executive members.

### **1. Nomination Report**

Noel Best reported that several Board members had agreed to serve on the Executive as posted at the meeting.

### **2. Nomination + Election of Chair**

Wendy Wait indicated that Dr. George Pedersen was nominated and agreed to stand for the position of Chair. Ms. Wait called for further nominations from the floor of the meeting, three times, and hearing none, she declared nominations closed and **declared**

**Dr. George Pedersen elected by acclamation as Chair of the Board.**

### **3. Nomination + Election of Vice Chair**

Ms. Wait indicated that Tracy Calogheros was nominated and agreed to stand for the position of Vice-Chair. Ms. Wait called for further nominations from the floor of the meeting three times, and hearing none, she declared nominations closed and **declared**

**Tracy Calogheros elected by acclamation as Vice-Chair of the Board.**

### **4. Nomination and Elections for three (3) Directors-at-Large**

Wendy Wait indicated that five (5) individuals were being presented from the Nomination Committee, and had agreed to serve if elected, for the three (3) positions of Director-at-Large. She called for further nominations from the floor. Dr. Ruth Beer was nominated. Hearing no further submissions, she declared nominations closed and called for a ballot vote for the following nominees:

Ruth Beer	Glenn Entis
Rick Griffiths	Debra Hoggan
John McLean	Art Perret

A ballot vote was taken and votes tabulated, overseen by Michael Clifford, VP Finance + Administration after which the following three individuals were **declared Elected by ballot vote to the positions of Director-at-Large:**

**Glenn Entis  
Debra Hoggan  
John McLean**

The Board congratulated all candidates.  
The meeting was then turned back to Dr. Pedersen, Chair.

**MOVED/Seconded to destroy the ballots as collected.**

**Carried**

## **VI. BOARD COMMITTEE REVIEW**

A list of Board committees had been circulated with the agenda, and Dr. Pedersen requested that Board members contact the office and indicate their preference and willingness to serve on these committees.

A discussion took place about the Board Awards Committee.

**MOVED/Seconded to amend the Board Awards Committee Terms of Reference to reflect the *University Act*. The new Terms of Reference to be brought to the Board and Senate for review.**

**Carried**

A discussion took place about University Planning / Strategic Planning at the Board level, and it was agreed to allot time for a detailed discussion the November meeting of the Board.

**ACTION:** Place "Planning" on the November Board Agenda.

Dr. Pedersen indicated he would be away during November and that the Vice Chair, Tracy Calogheros would be chairing that meeting in his absence.

## **VII. BANKING RESOLUTION**

Michael Clifford presented the banking resolution and reviewed the signing authorization requirements for the Institute.

**MOVED/Seconded to approve the 2008/09 banking resolution as attached to the Minutes as Appendix I.**

**Carried**

## **VIII. ADJOURMENT**

There being no further business, the Annual General Meeting adjourned at 1:55 pm.

## **APPENDIX "I"**

(FOR BANK USE ONLY)

SRF No.  
865-104-871

### **RESOLUTION REGARDING BANKING**

EMILY CARR UNIVERSITY OF ART + DESIGN

(Name of City, Town, Village, Municipality, Hospital, Regional Health Authority or School District, Division or Regional Division)

Address: 1399 Johnston Street, Granville Island, Vancouver, BC V6H 3R9

INCORPORATING STATUE: The BC "University Act"

RESOLVED:

1. That ROYAL BANK OF CANADA (the "Bank") is appointed banker for the Customer.
2. That REFER TO THE ATTACHED SCHEDULE 'A'  
are authorized on behalf of the Customer from time to time:
  - (a) to withdraw or order transfers of funds from the Customer's accounts by any means including the making, drawing, accepting, endorsing or signing of cheques, bills of exchange, other orders for the payment of money or other instruments or the giving of other instructions;
  - (b) to sign agreements or other documents or instruments with or in favour of the Bank, including the Bank's general financial services agreement and contracts relating to products or services provided by the Bank to the Customer; and
  - (c) to do, or to authorize any person or persons to do, any one or more of the following:
    - (i) to receive from the Bank any cash or any securities, instruments or other property of the Customer held by the Bank, whether for safekeeping or as security, or to give instructions to the Bank for the delivery or other transfer of any such cash, securities, instruments or other property to any person named in those instructions;

- (ii) to deposit with or negotiate or transfer to the Bank, for the credit of the Customer, cash or any security, instrument or other property, and for those purposes to endorse (by rubber stamp or otherwise) the name of the Customer, or any other name under which the Customer carries on business, on any security or instrument;
  - (iii) to instruct the Bank, by any means, to debit the accounts of third parties for deposit to the credit of the Customer;
  - (iv) to receive statements, instruments and other items (including paid cheques) and documents relating to the Customer's accounts with or any service of the Bank (including any revisions to the Bank's rules and manuals of operation), and to settle and certify the Customer's accounts with the Bank; and
  - (v) to receive from the Bank any software and any security devices, including security cards, codes, and passwords, relating to electronic banking services or electronic communications between the Customer and the Bank, and to determine and set the levels and limits of authority applicable to individual security devices.
3. That the provisions contained in the Bank's general financial services agreement including, without limitation, the provisions concerning the binding effect of electronic communications received by the Bank from or in the name of the Customer, are expressly approved.
4. That all instruments, instructions, agreements and documents made, drawn, accepted, endorsed or signed (under the corporate seal or otherwise) as provided in this Resolution and delivered to the Bank by any person, shall be valid and binding on the Customer, and the Bank is hereby authorized to act on them and give effect to them.
5. That the Bank be furnished with:
- (a) a copy of this Resolution; and
  - (b) a list of the names of the persons authorized by this Resolution to act on behalf of the Customer, and with written notice of any changes which may take place in such list from time to time, and with specimens of the signatures of all such persons;

each certified by the (1) PRESIDENT and (2) VP-FINANCE & ADMINISTRATION of the Customer; and

- (c) in writing, any authorization made under paragraph 2 (c) of this Resolution.

6. That any document furnished to the Bank as provided for in paragraph 5 of this Resolution shall be binding upon the Customer until a new document repealing or replacing the previous one has been received and duly acknowledged in writing by the branch or agency of the Bank where the Customer has its account.

We hereby certify that the above is a true copy of a resolution passed at a meeting of the (Council, Board or Board of Trustees)

BOARD of the EMILY CARR UNIVERSITY OF ART AND DESIGN

duly convened and regularly held in accordance with the law governing the Customer on the

25 day of September, 2008

(SEAL)

\_\_\_\_\_  
(1) PRESIDENT

\_\_\_\_\_  
(2) VP-FINANCE & ADMINISTRATION

**(FOR BANK USE ONLY)**

_____	
<b>Initials</b>	

## **EMILY CARR UNIVERSITY OF ART AND DESIGN**

SCHEDULE 'A' TO THE FORM 380 DATED September 25, 2008

### **CHEQUE SIGNING PRIVILEGES:**

#### **> FOR ALL ACCOUNTS (WITH EXCEPTION OF TR#6550 A/C #107-319-6 PAYROLL)**

**> FOR AMTS UP TO AND INCL \$1000  
ANY ONE OF THE PRESIDENT, VP-FINANCE & ADMINISTRATION, DIRECTOR  
OF STUDENT SERVICES & REGISTRAR**

**> FOR AMTS \$1001.00 UP TO \$14,999.99  
ANY TWO OF THE PRESIDENT, VP-FINANCE & ADMINISTRATION, DIRECTOR  
OF STUDENT SERVICES & REGISTRAR OR;**

**ANY ONE OF THE PRESIDENT, VP-FINANCE & ADMINISTRATION,  
DIRECTOR OF STUDENT SERVICES & REGISTRAR TOGETHER WITH  
ANY ONE OF THE DIRECTOR OF INFORMATION SERVICES OR THE VP-  
ACADEMIC OR THE DEAN**

**> FOR AMTS \$15,000 AND OVER  
THREE TO SIGN:  
ANY TWO OF THE PRESIDENT, VP-FINANCE & ADMINISTRATION,  
DIRECTOR OF STUDENT SERVICES & REGISTRAR TOGETHER WITH  
ANY ONE BOARD EXECUTIVE (WITH EXCEPTION – BOARD MEMBERS  
NOT REQ'D TO SIGN OFF FOR CHEQUES OVER \$15,000 FOR BC  
HYDRO, TERASEN GAS, CMHC, CONVENIENCE BUILDING  
MAINTENANCE, GARDA SECURITY ONLY)**

#### **> TR#6550 A/C#107-319-6 (PAYROLL ACCOUNT)**

**> FOR AMTS UP TO & INCL., \$25,000  
ANY TWO OF THE PRESIDENT, VICE-PRESIDENT FINANCE &  
ADMINISTRATION, DIRECTOR OF STUDENT SERVICES & REGISTRAR  
OR;**

**ANY ONE OF SAME TOGETHER WITH ANY ONE OF TOGETHER WITH  
ANY ONE OF THE DIRECTOR OF INFORMATION SERVICES OR VP-  
ACADEMIC OR DEAN**

**> FOR AMTS OVER \$25,000  
THREE TO SIGN:  
ANY TWO OF THE PRESIDENT, VICE-PRESIDENT FINANCE &  
ADMINISTRATION, DIRECTOR OF STUDENT SERVICES & REGISTRAR  
TOGETHER WITH ANY ONE BOARD EXECUTIVES (WITH EXCEPTION –  
BOARD EXECUTIVE NOT REQ'D TO SIGN OFF –PENSION CORP.,  
RECEIVER GENERAL FOR CANADA, GREENSHIELD CANADA, AIG LIFE  
ONLY)**

### **FUNDS TRANSFER PRIVILEGE**

**FOR ANY TRANSFER BETWEEN UNIVERSITY BANKING ACCOUNTS AND  
UNIVERSITY INVESTMENT ACCOUNTS:**

**ANY ONE OF THE PRESIDENT OR VP-FINANCE & ADMINISTRATION**

**ALL OTHER OBLIGATIONS:**

**THREE TO SIGN:**

**ANY TWO OF THE PRESIDENT, VP-FINANCE & ADMINISTRATION,  
DIRECTOR OF STUDENT SERVICES & REGISTRAR TOGETHER WITH ANY ONE  
BOARD EXECUTIVE**

\_\_\_\_\_  
**PRESIDENT**

\_\_\_\_\_  
**DATE Sept 25, 2008**

\_\_\_\_\_  
**VP-FINANCE & ADMINISTRATION**



**LIST OF OFFICERS AND DIRECTORS**

To: Royal Bank of Canada

I, the undersigned, **President** of EMILY CARR UNIVERSITY OF ART AND DESIGN

hereby certify that the following are its officers and directors, namely:

OFFICERS (Titles and Names)

PRESIDENT	RON BURNETT
VP-FINANCE & ADMINISTRATION	MICHAEL CLIFFORD
DIRECTOR OF STUDENT SERVICES & REGISTRAR	ALAN MCMILLAN
DIRECTOR OF INFORMATION SERVICES	SHEILA WALLACE
VICE-PRESIDENT, ACADEMIC	MONIQUE FOUQUET
DEAN	DAVID MACWILLIAM
 BOARD OF GOVERNORS – EXECUTIVE CHAIR	 GEORGE PEDERSEN
VICE-CHAIR	TRACY CALOGEROS
DIRECTOR-AT-LARGE	GLENN ENTIS
DIRECTOR-AT-LARGE	DEBRA HOGGAN
DIRECTOR-AT-LARGE	JOHN MCLEAN

Dated Sept 25, 2008\_\_\_\_\_

\_\_\_\_\_  
**President**

(FOR BANK USE ONLY)

INITIALS
Prepared By
Checked By