

MINUTES BOARD OF GOVERNORS — ANNUAL GENERAL MEETING

Thursday, September 29, 2022, 1-2 p.m.
In person + Zoom webinar

ATTENDANCE:

Voting Members:

| | | |
|---|------------------|-------------------|
| Keith Kerrigan (Board Chair) | Mary Macaulay | Esther Rausenberg |
| Carleen Thomas (Chancellor) | Lindsay McIntyre | Keith Reynolds |
| Gillian Siddall (President + Vice-Chancellor) | Lorcan O'Melinn | Ishika Tripathi |
| Megan Ellis | | |
| Gaye Fowler | Alex Phillips | |

Regrets: Stephanie Schneider

Resource Trish Kelly (Vice-President, Academic + Provost), Viktor Sokha (VP, Finance + Administration), Adrian Tees (Associate Vice-President, Human Resources), Kevin Bird (Director, Recruitment, Admissions, International Development + Registrar), Heather Sanford (Interim University Secretary), Christen Downie (Associate University Secretary), Alex Muir (IT support)

Territorial Acknowledgement: We respectfully acknowledge that Emily Carr University is situated on the unceded, traditional and ancestral territories of the Musqueam, Squamish and Tsleil-Waututh Nations.

I. ADMINISTRATIVE BUSINESS

1. Call to Order — Keith Kerrigan, Chair of the Board, called the meeting to order at 1:07 p.m.
2. Welcome new Board member — The Chair welcomed new Board member Ishika Tripathi.
3. Adoption of the Agenda

Moved that the agenda for the Board Annual General Meeting of September 29, 2022 be approved as presented.

Carried.

4. Oath of Office — New Board member Ishika Tripathi took the Oath of Office.
5. Board Bylaws and Annual Conflict Declaration — The Chair referred to the Board Bylaws and asked all Board members to review the Code of Conduct, complete the Annual Conflict Declaration and return completed forms by

email to the Interim University Secretary.

II. BUSINESS

1. ELECTION: Board Executive + HR Committee

K. Kerrigan, previous Chair of the Executive + HR Committee, provided an overview of the role of the Committee. The Chair raised for consideration the potential of separating the committee into an Executive Committee and a HR Committee.

There was discussion about the Executive + HR Committee's terms of reference (TOR) and board bylaws. A Board member raised their view that under the current structure there are differences in how elected Board members and appointed Board members are able to participate on committees, and suggested that committee structure and practices might be examined with consideration for evolving practices in the sector. The Interim University Secretary noted inconsistency between the Board bylaws and Board committee TORs in relation to how committees are populated. It was noted that the Board Governance Committee will review all Board Committees' TOR to address inconsistencies.

- a. Call for nominations – Kevin Bird, Registrar, issued the call for nominations for Board Executive positions.
- b. Nominations + Election of Chair – Keith Kerrigan was nominated and agreed to stand for the position of Chair. There were no further nominations.

Keith Kerrigan was elected by acclamation as Chair of the Board of Governors.

- c. Nominations + Election of Vice Chair – Lorcan O'Mellin was nominated and agreed to stand for the position of Vice Chair. There were no further nominations.

Lorcan O'Mellin was elected by acclamation as Vice Chair of the Board of Governors.

- d. Nominations + Election of three (3) Directors-at-large. There were three nominations for Directors-at-large: Megan Ellis, Esther Rausenberg and Lindsay McIntyre were nominated and agreed to stand as candidates. There were no further nominations.

Megan Ellis, Esther Rausenberg and Lindsay McIntyre were elected by acclamation as Directors-at-large of the Board of Governors.

2. APPOINTMENT: Board Governance Committee

K. Reynolds, previous Chair of Governance Committee provided an overview of the role of the Committee.

- a. Governance Committee members. The following board members offered to serve and were appointed by the board as members of the Governance Committee: Keith Reynolds, Gaye Fowler, Alex Philipps, Mary Macaulay, Ishika Tripathi

III. OTHER BUSINESS

L. O'Melinn, Chair of the Finance + Audit Committee, provided an overview of the Committee, and it was confirmed that in accordance with the Committee's Terms of Reference, the Board Chair will appoint members

IV. ADJOURNMENT: The meeting adjourned at 1:45 p.m.