

MINUTES BOARD OF GOVERNORS — REGULAR SESSION

Thursday, July 29, 2021, 3:00-5:30 p.m.
Via Zoom online meeting platform.

ATTENDANCE:

<u>Voting Members:</u>	Jacob Brennan	Alex Phillips
Kim Peacock (Board Chair)	Megan Ellis	Esther Rausenberg
Geoff Plant (Chancellor)	Scott Hawthorn	Emma Somers
Gillian Siddall (President + Vice Chancellor)	Selina Huang	
Sonny Assu	Keith Kerrigan (Board Vice Chair)	

Regrets: Lindsay McIntyre, Keith Reynolds

Guests: Trish Kelly (Provost + Vice-President Academic), Mark Douglas (Executive Director Financial Services), Adrian Tees (Associate Vice-President, Human Resources), Kevin Bird (Director, Recruitment, Admissions, International Development + Registrar), Marcia Guno (Vice Provost, Students), Louisa Liu, Philippa Mennell (University Secretary), Heather Sanford (Interim University Secretary), Christen Downie (Associate University Secretary)

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, Vice-Chair of the Board and acting Chair of the meeting, called the meeting to order at 3:07 p.m.

2. Adoption of the Agenda

Moved / Seconded

Carried.

3. Approval of the Previous Board Meeting Minutes of June 3, 2021.

Moved / Seconded

Carried.

4. Update on Board membership.

Philippa Mennell, University Secretary, informed board members that the Crown Agencies and Board Resourcing Office has confirmed the following appointments to the ECU Board:

- Two new Order in Council appointments as of August 1, 2021: Mary Macaulay and Lorcan O'Mellin.
- Two reappointments to July 2024: Esther Rausenberg and Keith Reynolds.
- The University Secretary also reported on the election of two new student members of the board as of August 1, 2021: Stephanie Schneider and Charles Simon.

It was noted that the new external appointees possess financial and legal expertise and previous governance expertise.

II. BUSINESS

1. For Approval: 2021-22 Mandate Letter

The Chair referred to the circulated 2020/21 Mandate Letter received from the B.C. Minister of Advanced Education, Skills and Training (AEST). It was noted that this agenda item had been postponed from the previous meeting. A Board member inquired whether the institution had been involved in consultations with government in development of the letter. It was noted that the Mandate Letter outlines statutory obligations and government priorities, and that ECU had not been consulted by government regarding the letter.

Moved / Seconded that the Board of Governors approve the signing of the 2021/22 Mandate Letter by the Board Chair. **Carried.**

Action: The University Secretary will arrange electronic signing of the mandate letter by Kim Peacock, Board Chair, prior to conclusion of her term on July 31, 2021.

2. For Information & Approval: Report from Finance + Audit Committee + Motion on 2021/22 Budget

Geoff Plant, Chair, Board Finance + Audit (F+A) Committee, referred to the circulated 2021/22 Budget Presentation. It was reported that the Board F+A Committee reviewed the proposed 2021/22 All Funds Budget and recommends its endorsement by the Board.

Gillian Siddall, President + Vice-Chancellor, informed the Board that the 2021/22 Budget Presentation had been delivered to Senate Budget Committee; there was robust discussion at the meeting, but the committee expressed no concerns or comments for the Board about the proposed budget. President Siddall provided an update on ECU's financial situation. It was noted that the university's Preliminary Draft Budget, compiled in March 2021, had projected an operating deficit of \$7.2 million for fiscal 2021/22. Due to COVID-19-related expenditures, the Ministry had informed ECU of Government's lack of discretionary funds and, unlike in previous years, its inability to provide a one-time funding allocation. It was further noted the Ministry indicated to ECU that the university will be required to identify internal means of deficit reduction.

It was explained that, through utilization of accumulated savings and deferred contributions, ECU has been able to reduce its deficit this year to approximately \$2 million. The university will be able to further reduce the deficit to a level that can be supported through internal funds via: increased registration projections resulting from revised Foundation Student intake and class fill rates; reduced non-salary budget expenses (by 5%, based on the 2019/20 Operating Budget); and deferred hiring. It was noted these expense reductions have been focused in areas that would not significantly impact student experience, cybersecurity or revenue

generation. While impacts of expense reductions on university operations will be mitigated as much as possible, it was pointed out that impacts this year will include fewer classes with more students, reduced levels of IT support, continued cybersecurity risk, delayed implementation of Equity, Diversity and Inclusion programs, deferred hiring of faculty and counselling services, and reduction in research and teaching assistance for students.

The seriousness of ECU's financial situation next year without assistance from government was emphasized. It was pointed out that the university would be unable to fund a deficit of the same level in 2022/23 and that by March 2022 its accumulated savings will be exhausted. The government has appointed consultant Peter Lockie to conduct a financial review and fulsome analysis of ECU's financial situation to identify recommendations for ECU's potential financial sustainability that can be presented to Treasury Board in Fall 2021. It was noted that determination of the scope of work for the review is currently underway.

Mark Douglas, Executive Director, Financial Services, presented the 2021/22 All Funds Budget. There was discussion. Board members inquired about: deferred funding; cost of research; impact of deferred hiring and services; cash flow management; plans to address ECU's financial situation; discrepancy between international and domestic student FTE projections; potential discussion about alignment with other universities; and process and timing of ECU's financial review. A Board member commented on the Board's need to understand the gravity of ECU's financial situation. Board members suggested consideration of government advocacy and proactive outreach with government, and potential consideration of an increase in tuition to address ECU's deficit.

Planned adjustments to the budgeting process for the upcoming year were noted, including an earlier start to the annual budgeting process and sharing of revenue projections with managers.

Moved / Seconded that the Board of Governors approve the 2021/22 All Funds Budget as presented, incorporating the following:

Revenue	\$50,255,282	
Expenses	\$52,988,422	
Endowment Contributions	\$36,600	
Deficit	\$(-2,696,540)	Carried.

3. For Approval: Revision to *3.6 Sexual and Gender-based Violence and Misconduct Policy*

Sue Dorey, Program Manager, Violence + Incident Response, provided an update on the circulated Draft *3.6 Sexual and Gender-based Violence and Misconduct Policy*. It was noted that recent changes to the draft were focused on increasing transparency and clarifying reporting processes. She reported that an additional review of newly revised policies from several other B.C. post-secondary institutions was also part of the revision process.

There was discussion. A Board member indicated support for approving the policy, but raised issues with some provisions. It was recommended the policy be approved but that a legal opinion be obtained, in particular with respect to the appeal process and alignment with

relevant provisions of the *University Act*. It was noted the previous draft policy had undergone legal review, but that revisions made after June were not included in that review. There were concerns that will be referred to the Board Governance Committee.

Moved / Seconded that the Board of Governors approve the 3.6 Sexual and Gender-based Violence and Misconduct Policy with revisions as presented. Carried.

Action: The Program Manager will seek a legal review of the entire appeal process section on page 42 of the *3.6 Sexual and Gender-based Violence and Misconduct Policy*, with special reference to *University Act*, s 35.2(6)(j).

Alex Philips departed the meeting at 4:59 p.m.

Sue Dorey, Adrian Tees (Associate VP, Human Resources), Megan Ellis (Board Member) and all members of the President's Taskforce were thanked for their input and work on the policy.

III. REPORTS

There were no written reports for this meeting.

IV. OTHER BUSINESS

1. Board Meetings – Fall 2021

It was noted one additional set of Board meetings has been added in October 2021.

2. Discussion on the use of chat function in Zoom meetings.

The Chair noted concerns regarding use of the chat function during Zoom meetings. It was noted the plan will be to disable the chat function and encourage all discussion via open channels. There was discussion.

The University Secretary noted that board meetings will be held online via Zoom for the Fall semester. A Board member inquired about the ability of guests to raise questions during Zoom meetings. It was recommended that meeting protocols be shared at the beginning of each Board meeting.

Action: The University Secretary will develop a meeting protocol for use at future Board meetings.

The Chair and President Siddall thanked departing Board members Kim Peacock, Geoff Plant, Scott Hawthorn, Selina Huang and Jacob Brennan for their work on the Board over the year(s).

3. A board member recognized the contributions of Michael Clifford, former VP, Finance + Administration, for helping educate her as part of her role on the Board.

V. NEXT MEETING: September 23, 2021

VI. **ADJOURNMENT:** The meeting adjourned at 5:13 p.m.