

## **MINUTES** **BOARD OF GOVERNORS — REGULAR SESSION**

Thursday, June 3, 2021, 2:00-5:00 p.m.  
Via Zoom online meeting platform.

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### **ATTENDANCE:**

Voting Members:

Kim Peacock	Jacob Brennan	Lindsay McIntyre
Geoff Plant	Megan Ellis	Alex Phillips
Gillian Siddall	Scott Hawthorn	Esther Rausenberg
Sonny Assu	Selina Huang	Keith Reynolds
	Keith Kerrigan	Emma Somers

Regrets: Esther Rausenberg

Guests: Trish Kelly, Michael Clifford, Marcia Guno, Mark Douglas, Louisa Liu, Suzanne Dorey, Kevin Bird, Philippa Mennell, Christen Downie

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*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 — Kim Peacock, Chair, called the meeting to order at 2:44 p.m.
2. Approval of the Agenda with the addition of For Approval: 2021-22 Mandate Letter if time permits, and reordering of agenda items to address Business, Reports and Unfinished Business (in that order).

**Moved / Seconded**

**Carried.**

3. Approval of the Previous Board Meeting Minutes of Apr. 29, 2021, with a friendly amendment to II. Business 6. For Information: 2021/22 Budget Planning Presentation: addition of “and research” to “Board members commented on...expenditures, salaries and revenue sources; and spending on administration, support and faculty **and research**;”.

**Moved / Seconded**

**Carried.**

### **II. BUSINESS**

1. For Information: Update on Chancellor Search

The Chair provided an update on the Chancellor search process, currently underway in collaboration with the ECU Alumni Association. It was noted that Senate consultation has taken place and the Alumni Association will discuss the feedback provided by Senate. It is

anticipated the Alumni Association will declare its nominee for Chancellor following its next meeting on June 10<sup>th</sup>.

2. For Information: Update on Strategic Planning Process

The President provided an update on the university's new strategic planning process to commence in the fall. It was noted a steering committee will lead this work. Two options for proposed composition of the steering committee were presented to the Board for feedback.

There was discussion. Board members were invited to further consider the proposed steering committee options and to provide questions and/or feedback to the President.

3. For Information + Approval: Report from the Finance + Audit Committee + Motion

Geoff Plant, Chair, Board Finance + Audit (F+A) Committee, reported on the May 20, 2021 meeting of the Board F+A Committee during which the KPMG Audit Findings Report for the year ended March 31, 2021 was presented.

It was noted that KPMG was complimentary of ECU's general oversight of the university's financial affairs and its work in preparation for the audit. It was noted that three areas of concern were identified by the auditors: 1) How ECU's deficit forecast for the current year will be funded and whether the institution will continue to have resources to conduct its business in the next year; 2) cost implications and accumulation of course release liability when course releases are not taken within the same teaching term that they are earned; 3) vacation carry-over limits that had been adjusted during COVID-19 in excess of policy requirements and recommendation that management develop a plan to mitigate risks associated with vacation liability.

There was discussion. Board members inquired about: the difference between structural and actual deficits; increased cost of annual research and where funds are allocated; clarity regarding amortization of deferred contributions; funds available for administrative professional development funds; increase in instructional support costs over previous year; and the potential to borrow against tangible capital assets.

**Moved / Seconded that the Board of Governors approves the 2020/21 Audited Financial Statements for Emily Carr University as presented.** **Carried.**

4. For Information + Approval: Report from the Governance Committee + Motions

Keith Reynolds, Chair, Governance Committee, referred to the circulated motion relating to prioritization of an audit of university policies through an anti-racist lens and allocation of financial resources for the process. It was explained the intention of the motion is for approval in principle from the board to affirm this work.

There was discussion. Board members suggested there is a need to define scope and time

limitation in relation to the audit process, as well as greater clarity relating to the amount of allocated financial resources required for the audit process. It was suggested that a plan and budget for the audit process should be developed prior to a request for board approval of allocated financial resources.

**Moved / Seconded that the Board of Governors approve the prioritization of an audit of the university's policies through an anti-racist lens and the allocation of financial resources to this audit process.** Withdrawn.

There was further discussion. The institution's current fiscal position was noted. The university's lack of resources to conduct this work in-house was also noted. It was suggested that a consultant could be engaged to develop an anti-racist policy for ECU and review the university's existing policies.

**Moved / Seconded that the Board of Governors affirm the prioritization of an audit of the university's policies through an anti-racist lens and prioritization of financial resources to support this work.** Carried.

The Chair, Governance Committee, referred to the circulated *Draft 3.6 Sexual and Gender-based Violence and Misconduct Policy Revised May 2021*. The institution was commended for the work involved in drafting revisions to this policy.

Sue Dorey, Program Manager, Violence + Incident Response, provided an update on revisions to the policy. It was noted that changes to the policy have been made in alignment with the guiding principle of ensuring a culture of response that is survivor-centred and trauma informed. She reported that a next step will involve work on related procedures.

There was discussion. Several board members commended the Program Manager and President's Taskforce on the amount of work and process involved in revising the policy. A board member raised concerns about elements of the draft policy and recommended further revisions be made. It was noted that there is potential conflict in the role of policy advisor and the investigative process should be clarified.

**Moved / Seconded that the Board of Governors approves the revisions to 3.6 Sexual and Gender-based Violence and Misconduct Policy as presented.** Withdrawn.

There was further discussion. Board members commented on the need for additional consultation on the policy, time required for further revision and approval of the policy, government deadlines, and potential impacts for continuing operation under the current policy.

**Moved / Seconded that the Board of Governors refer the approval of proposed revisions to policy 3.6 to a future meeting pending further review by Megan Ellis and Sue Dorey and following consultation with the President's Taskforce.** Carried.

**Actions:**

- Sue Dorey, Program Manager, will follow up with Board member, Megan Ellis, and the President's Taskforce on further revisions to policy 3.6.

- The Program Manager will advise government on the status of revisions to policy 3.6.

### III. REPORTS

1. Chair's Report – There were no questions or comments from Board members about the circulated Chair's Report or the April 29, 2021 Chair's Report.
2. Finance + Audit Committee (F+AC) Report – There were no questions or comments from Board members about the circulated F+AC Report or the April 29, 2021 F+AC Report.
3. Governance Committee Report – There were no questions or comments from Board members about the circulated Governance Committee Report or the April 29, 2021 Governance Committee Report.
4. President + Vice-Chancellor's Report – A Board member inquired about ECU's plans for September with respect to COVID-19. The President + Vice-Chancellor provided an update on ECU's task force and safety plan, and recent meeting of post-secondary institution (PSI) presidents with B.C. Ministry of Advanced Education, Skills and Training Deputy Minister, Shannon Baskerville. It was noted that government would like PSIs to resume face-to-face activities in the fall. The government's COVID-19 Return-to-Campus Primer was referenced, which provides guidance for the safe return to campus and campus safety plans in anticipation of a full return to face-to-face instruction.

There was discussion. Board members inquired about the return of international students to campus with differing vaccination programs in other countries, and the university's plans for communicating with faculty and students about returning to campus. It was noted that the university's plans for the safe return to campus will be in alignment with recommendations from the Provincial Health Officer, regional health authorities and the BC Centre for Disease Control.

5. Vice President, Academic + Provost's Report – A Board member inquired about the ongoing Academic Program Review process and timing of the self-study phase for the Faculty of Culture + Community. It was explained that the self-study phase has just begun following delays in relation to COVID-19. It was further noted the Faculty of Culture + Community will continue self-study work upon return to campus in August. Completion of this work is anticipated in time for External Review, planned for late fall 2021.
6. Vice President, Finance + Administration's (F+A) Report – There were no questions or comments from Board members about the circulated Vice President, F+A Report or the April 29, 2021 Vice President, F+A Report.
7. Vice Provost, Students' Report – There were no questions or comments from Board members about the circulated Vice Provost, Students' Report or the April 29, 2021 Vice Provost, Students' Report.

8. Senate Summary 2020-21 – Gillian Siddall, Chair, Senate, commented on Senate's very active year. Highlights of some of Senate's work over the year were provided: Senate Executive Committee was activated and committee Terms of Reference (TOR) were redeveloped; Senate committee chairs were brought together to address anti-racism and other initiatives; the Research Advisory Committee was established to provide structure in relation to strategic planning for research; Senate Budget Committee TOR are under review in comparison with other universities' budget committees; and Senate Governance Committee led out on Senate Bylaws review and revisions.

**IV. OTHER BUSINESS**

1. A Board member requested for discussion at the next meeting of the Board re-establishing the "chat" function for Board meetings held via Zoom. The Chair recommended that this should be considered by the incoming Chair of the Board.
2. Departing Board members were thanked for their time, efforts and guidance over the year(s):
  - Jacob Brennan (1 year on the Board; member of Executive Committee)
  - Selina Huang (3 years on the Board; member of Governance Committee)
  - Scott Hawthorn (5 years on the Board; member of Executive Committee and Governance Committee)
  - Geoff Plant (6 years as Chancellor; member of Executive Committee and Chair of Finance and Audit Committee)
  - Kim Peacock (6 years on the Board; Board Chair)

Board committee members, the Program Manager, Violence + Incident Response, and the President + Vice-Chancellor's team were also thanked for their efforts over the year.

3. For Approval: 2021-22 Mandate Letter – This agenda item was postponed to the next meeting.

**V. NEXT MEETING:** There will be a meeting in July, date to be announced.

**VI. ADJOURNMENT:** The meeting adjourned at 4:58 p.m.