



## MINUTES - **APPROVED**

### BOARD OF GOVERNORS — OPEN SESSION

Thursday, June 5, 2025  
3:00 p.m. – 4:00 p.m.  
Board Room D2315 and via \*Zoom

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#### **ATTENDANCE:**

<b>Board Members:</b>	Parnian Anaa, Student-elected Board Member Don Avison, Board Chair Rebecca (Becky) Bair, Faculty-elected Board Member Brenda Crabtree, Board Member Trish Kelly, President + Vice-Chancellor Mary Macaulay, Board Member Eknor Matharoo, Student-elected Board Member Lindsay McIntyre, Faculty-elected Board Member* Lorcan O'Melinn, Board Vice-Chair and Audit + Finance Committee Chair Harv Phandal-Dhanda, Board Member Eduardo Rodriguez, Employee-elected Board Member Natasha Tony, Board Member
<b>Regrets:</b>	Steve Kinsey, Board Member Carleen Thomas, Chancellor Sung Van, Board Member
<b>Employee Resources:</b>	Diyan Achjadi, Vice-President, Academic + Provost Mark Douglas, Interim Vice-President, Finance + Administration Natasha Himer, University Secretary Alexander Muir, IT Support Adrian Tees, Associate Vice-President, Human Resources*
<b>Recorder:</b>	Bessie Chow, Recording Secretary

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#### **1. CALL TO ORDER AND TERRITORIAL ACKNOWLEDGEMENT**

With quorum present, the Board Chair, Don Avison, called the meeting to order at 3:01 p.m.

The Chair acknowledged that Emily Carr University (“ECU”) is situated on the unceded, traditional, and ancestral territories of the Musqueam, Squamish, and Tsleil-Waututh Nations.

#### **2. DISCLOSURE OF CONFLICT OF INTEREST**

Board members were invited to disclose any conflicts of interest related to the agenda items. No conflicts were disclosed.

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### **3. CONSENT AGENDA**

The following resolution was moved, seconded and **CARRIED**:

**THAT the Board of Governors approve the following items included under the Consent Agenda.**

#### **3.1. Agenda**

#### **3.2. Minutes of the Board Open Session of March 27, 2025**

#### **3.3. Report on Forced Labour + Child Labour**

**IT IS HEREBY RESOLVED that the Board of Governors, on the recommendation of the Audit + Finance Committee, approve ECU's Annual Report on Forced Labour and Child Labour for the year ended March 31, 2025, as presented**

#### **3.4. Draft Institutional Accountability Plan + Report**

**IT IS HEREBY RESOLVED that the Board of Governors confirms delegation of review and decision-making authority to the Executive + Human Resources Committee to approve the draft 2024/2025 ECU Institutional Accountability Plan + Report for submission to the Ministry of Post-Secondary Education and Future Skills.**

#### **3.5. Policies to Rescind: Mission and Vision**

**IT IS HEREBY RESOLVED that the Board of Governors, on the recommendation of the Governance Committee, rescind the following two policies:**

- **Policy 3.2 Mission**
- **Policy 3.3 Vision**

### **4. BUSINESS**

#### **4.1. Chair's Remarks**

The Chair welcomed Eduardo Rodriguez, Employee-Elected Board Member, whose oath of office was administered during the Closed Session. Departing Student-elected Board Members Parnian Anaa and Eknoor Matharoo were thanked for their service to the Board and broader ECU community. Both recently graduated and participated in the May Convocation.

The Chair also noted that future Convocation ceremonies will take place on ECU's campus.

#### **4.2. President's Remarks**

The President + Vice-Chancellor, Trish Kelly, acknowledged the contributions of P. Anaa and E. Matharoo, emphasizing the important role students play in fostering community. Appreciation was expressed for the efforts of faculty, staff, and the broader ECU community over the academic year, with reference to a special tribute planned for later in the meeting. The

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President also noted ongoing challenges in the post-secondary sector, including continued financial uncertainty.

### 4.3. Budget Update: 2024/25 Actual Activity vs. Approved Budget

The Audit + Finance Committee (“AFC”) Chair, Lorcan O’Melinn, acknowledged the Finance + Administration team for their work on the year-end audit and reporting processes.

The Interim Vice-President, Finance + Administration, Mark Douglas, presented highlights from the report on 2024/25 actual activities compared to the approved budget, noting:

- ECU is reporting a deficit of \$1.07 million on a consolidated all funds basis, an improvement of \$733K compared to budget.
- Note 2 was added as an acknowledgement that the University is a going concern with the assumption the University will continue to realize its assets and discharge its liabilities in the normal course of operations. Emphasis was placed on the dependency on ECU’s ability to achieve its deficit mitigation plan.
- Confirmation that the Ministry and Board are aware that the University is operating with an unappropriated deficit budget.

This report was accepted for information with no questions or comments.

### 4.4. Audited Financial Statements for Fiscal Year End (FYE) March 31, 2025

L. O’Melinn reported that the AFC was pleased that the 2024/25 audit was completed on schedule with a clean audit opinion from KPMG.

No questions or comments were offered on the presented statements.

The following resolution was moved, seconded and **CARRIED**:

**THAT the Board of Governors, on the recommendation of the Audit + Finance Committee, approve the audited Financial Statements for the Year Ended March 31, 2025, as presented.**

### 4.5. New Program Review Policy

The Vice-President, Academic + Provost, Diyan Achjadi, introduced the proposed Program Review Policy, noting that:

- It is the first of a number of policy recommendations from the 2022/23 Quality Assurance Audit.
- The policy sets out a formal framework for conducting policy reviews at ECU going forward.
- The development, led by Heather Fitzgerald, Interim Director, Teaching + Learning, involved extensive faculty and community consultation, including feedback from Senate.

No questions or comments were offered on this item.

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The following resolution was moved, seconded and **CARRIED**:

**THAT the Board of Governors, on the recommendation of the Governance Committee, approve the new Program Review Policy, as presented, and effective August 1, 2025.**

### 4.6. New Board Code of Conduct

The Board Chair introduced the new Code of Conduct (the “Code”) as a core governance policy that establishes expectations for Board member conduct and behaviour. Governance Committee Chair, Mary Macaulay, noted that the Code modernizes provisions previously embedded in the bylaws, now presented as a standalone policy.

The University Secretary, Natasha Himer, highlighted that the Code:

- aligns with sector best practices and codifies legal duties, including fiduciary duty and duty of care;
- is grounded in ECU’s mission and vision;
- applies to all Board members, both elected and appointed; and
- was developed through dialogue on shared expectations, respectful engagement, and the importance of maintaining process integrity while enabling concerns to be raised appropriately.

The following resolution was moved, seconded and **CARRIED**, with two (2) abstentions and one (1) opposed:

**THAT the Board of Governors, on the recommendation of the Governance Committee, approve the new Board Code of Conduct, as presented, and effective as of the date of this resolution.**

## 5. REPORTS

### 5.1. President + Vice-Chancellor’s Report

T. Kelly invited questions and comments on the President’s Report. None were offered.

### 5.2. Vice-President, Academic + Provost’s Report

D. Achjadi highlighted the following items from the written report:

- The 2025 Graduate Exhibition was ECU’s largest to date, featuring 420 students. Appreciation was extended to the Grad Exhibition Team, including faculty, staff, and students from across the University.
- Dr. Amanda White was nominated as ECU’s new Research Chair under the Canada Research Chairs Program.

No questions or comments were raised.

## 6. PRESIDENT’S CLOSING REMARKS

To close out the academic year, the President reflected on ECU’s accomplishments, including the University’s largest Convocation to date, the Grad Show, and the recent Donor Night, which

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celebrated the impact of donor awards on 330 students. Appreciation was extended to the faculty, staff, and students involved in organizing key events.

Highlights included ECU's role in a new national coalition of art and design institutions, emphasizing the creative sector's contribution to Canada's economy, and the launch of *Community of Practice*, ECU's first all-staff exhibition since 1997.

A video tribute was shown featuring highlights from the past year.

### **7. NEXT MEETING**

The next meeting of the Board of Governors is scheduled for September 25, 2025.

### **8. CONCLUSION**

With no further business, the open session of the June 5, 2025, Board of Governors meeting concluded at 3:48 p.m.

### **9. IN CAMERA**

An *in camera* session of the Board (Governors-only) was held from 3:48 p.m. to 4:00 p.m.