

BOARD OF GOVERNORS – ANNUAL GENERAL MEETING

Thursday, September 17, 2009

3:00 pm

Boardroom

ATTENDANCE:

Voting Members:

George Pedersen, Chair

Noel Best

Ron Burnett

Graham Case

Gaye Fowler

Debra Hoggan

Evaleen Jaager Roy

Meghan King

John McLean

Art Perret

John Wertschek

David Wotherspoon

Non-Voting Members:

Michael Clifford, Vice President Finance + Administration

Monique Fouquet, Vice President Academic + Provost

Alisha Walsh, University Secretary

Guest:

Alan McMillan, Registrar + Director of Student Services

REGRETS:

Glenn Entis

Jake Kerr

I. ADMINISTRATIVE BUSINESS

1. Call to Order

Chair George Pedersen called the meeting to order at 3:10 pm. George Pedersen introduced Alan McMillan, Registrar + Director of Student Services who will conduct the elections.

2. Adoption of the Agenda

Moved/Seconded to approve the agenda as circulated.

Carried

II. BUSINESS / DECISIONS

1. Election of Board Executive Members

a) Nominating Committee Report

Alan McMillan reported on the nominations for the executive positions.

b) Nominations + Election of Chair

Alan McMillan reported that George Pedersen was nominated and agreed to stand for the position of Chair.

A call for nominations from the floor was made three times and there being no further nominations, nominations were closed.

It was declared that George Pedersen was elected by acclamation as Chair of the Board.

c) Nominations + Election of Vice-Chair

Alan McMillan reported that Debra Hoggan and John McLean were nominated and agreed to stand for the position of Vice-Chair. A call for nominations from the floor was made three times and there being no further nominations, nominations were closed and a ballot vote was called. A ballot vote was taken and votes were tabulated by Alan McMillan and Alisha Walsh after which a tie was announced. According to Roberts Rules of Order, a second vote is required. A ballot vote was taken and votes were tabulated by Alan McMillan and Alisha Walsh.

It was declared that Debra Hoggan was elected by ballot vote as Vice-Chair of the Board.

d) Nominations + Election of three (3) Directors-at-Large

Alan McMillan reported that Glenn Entis, Debra Hoggan, Evaleen Jaager Roy, John McLean and David Wotherspoon were nominated and agreed to stand for the positions of Director-at-Large. As Debra Hoggan was nominated Vice-Chair her name would be removed from the list of nominations. A call for nominations from the floor was made three times and there being no further nominations, nominations were closed and a ballot vote was called. A ballot vote was taken and votes were tabulated by Alan McMillan and Alisha Walsh.

It was declared that Glenn Entis, John McLean and David Wotherspoon were elected by ballot vote to the positions of Director-at-Large.

e) Motion for Destruction of Ballots

Moved/Seconded to destroy the ballots as collected.

Carried

2. Board Committee Membership Review

George Pedersen requested that members review the Board Committee membership list and that Alisha Walsh contact members to fill the Board committees.

3. Motion: Banking Resolution

Michael Clifford presented the banking resolution and reviewed the updates to the signing authorizations.

Moved/Seconded to approve the 2009/10 banking resolution as attached to the minutes as Appendix I.

4. Appointment of Auditor Update

Michael Clifford provided an update on the appointment of the auditor and reported that the Audit Committee would meet in the near future to review this issue and to present information to the Board.

III. ADJOURNMENT

There being no further business, the meeting adjourned at 3:30 pm.

SRF No.

865-104-871

RESOLUTION REGARDING BANKING

Emily Carr University of Art and Design (the "Customer")

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

INCORPORATING STATUTE: University Act of British Columbia

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:

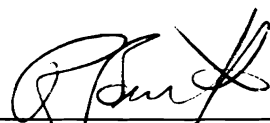
- (a) to withdraw or order transfers of funds from the Customer's accounts by any means including the making, drawing, accepting, endorsing or signing of cheques, bills of exchange, other orders for the payment of money or other instruments or the giving of other instructions;
- (b) to sign agreements 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 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 17th day of September 2009.

(SEAL)



 (1) **President**



 (2) **VP Finance + Administration**

(FOR BANK USE ONLY)

Initials
Prepared by Checked by

SCHEDULE A TO FORM 380 DATED SEPTEMBER 17, 2009

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, VP ACADEMIC, DIRECTOR OF STUDENT SERVICES + REGISTRAR

>FOR AMTS \$1001.00 UP TO \$14,999.99

ANY TWO OF THE PRESIDENT, VP FINANCE + ADMINISTRATION, VP ACADEMIC, DIRECTOR OF STUDENT SERVICES + REGISTRAR OR;

ANY ONE OF THE PRESIDENT, VP FINANCE + ADMINISTRATION, VP ACADEMIC, DIRECTOR OF STUDENT SERVICES + REGISTRAR TOGETHER WITH ANY ONE OF THE UNIVERSITY LIBRARIAN OR DEAN OF THE FACULTY OF VISUAL ART + MATERIAL PRACTICE

> FOR AMTS \$15,000 AND OVER

THREE TO SIGN:

ANY TWO OF THE PRESIDENT, VP FINANCE + ADMINISTRATION, VP ACADEMIC, DIRECTOR OF STUDENT SERVICES + REGISTRAR TOGETHER WITH ANY ONE BOARD EXECUTIVES (WITH EXCEPTION – BOARD EXECUTIVE NOT REQ'D TO SIGN OFF FOR CHEQUES OVER \$15,000 FOR BC HYDRO, TERASEN GAS, CMHC, CONVENIENCE BUILDING MAINTENANCE, GARDA SECURITY, 3132 INVESTMENTS, 20.0 LAB INC., MACQUARIE EQUIPMENT FINANCE LTD. ONLY)

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

> FOR AMTS UP TO & INCL \$25,000

ANY TWO OF THE PRESIDENT, VP FINANCE + ADMINISTRATION, VP ACADEMIC, DIRECTOR OF STUDENT SERVICES + REGISTRAR OR;

ANY ONE OF THE PRESIDENT, VP FINANCE + ADMINISTRATION, VP ACADEMIC, DIRECTOR OF STUDENT SERVICES + REGISTRAR TOGETHER WITH ANY ONE OF THE UNIVERSITY LIBRARIAN OR DEAN OF THE FACULTY OF VISUAL ART + MATERIAL PRACTICE

> FOR AMTS OVER \$25,000

THREE TO SIGN:

ANY TWO OF THE PRESIDENT, VP FINANCE + ADMINISTRATION, VP ACADEMIC, DIRECTOR OF STUDENT SERVICES + REGISTRAR TOGETHER WITH ANY ONE BOARD EXECUTIVES (WITH EXCEPTION – BOARD EXECUTIVE NOT REQ'D TO SIGN OFF FOR PENSION CORP., RECEIVER GENERAL FOR CANADA, DESJARDINS FINANCIAL SECURITY ONLY)

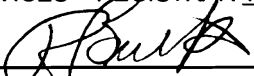
FUNDS TRANSFER PRIVILEGE


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, VP ACADEMIC, DIRECTOR OF STUDENT SERVICES + REGISTRAR TOGETHER WITH ANY ONE BOARD EXECUTIVE



President


VP Finance + Administration

September 17, 2009
Date

S.R.F. No. 865-104-871

LIST OF OFFICERS AND DIRECTORS

To: Royal Bank of Canada

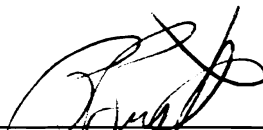
I, the undersigned, President of EMILY CARR UNIVERSITY OF ART AND DESIGN hereby certify that the following are its officers and directors, namely:

OFFICERS (Titles and Names)

Title	Name
President	Ron Burnett
VP Finance + Administration	Michael Clifford
VP Academic	Monique Fouquet
Director of Student Services + Registrar	Alan McMillan
University Librarian	Sheila Wallace
Dean, Faculty of Visual Art + Material Practice	David MacWilliam
Board Executive, Chair	George Pedersen
Board Executive, Vice-Chair	Debra Hoggan
Board Executive, Director-at-Large	Glenn Entis
Board Executive, Director-at-Large	John McLean
Board Executive, Director-at-Large	David Wotherspoon

September 17, 2009

Date



President



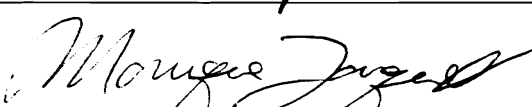

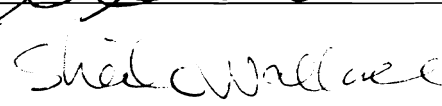
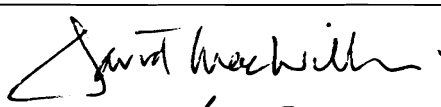
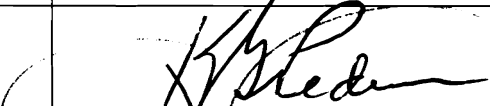


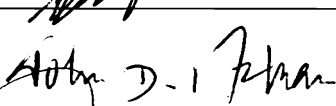
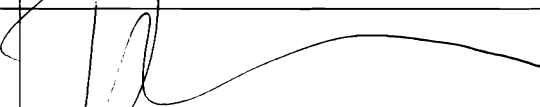
(FOR BANK USE ONLY)

Initials	
Prepared by	Checked by

S.R.F. No. 865-104-871

SIGNATURE CARD

EMILY CARR UNIVERSITY OF ART AND DESIGN

Name + Title	Signature
Dr. Ron Burnett President	
Michael Clifford VP Finance + Administration	
Dr. Monique Fouquet VP Academic	
Alan McMillan Director of Student Services + Registrar	
Sheila Wallace University Librarian	
David MacWilliam Dean, Faculty of Visual Art + Material Practice	
Dr. George Pedersen Board Executive, Chair	
Debra Hoggan Board Executive, Vice-Chair	
Glenn Entis Board Executive, Director-at-Large	
John McLean Board Executive, Director-at-Large	
David Wotherspoon Board Executive, Director-at-Large	

BRANCH: Hastings & Granville Br
685 W Hastings St
Vancouver, BC V6B 1N9

DATE: September 17, 2009

(FOR BANK USE ONLY)

Initials	
Prepared by	Checked by