

Voting Members: Adrian Stimson, Board Chair, Patrick Chiu (left during Item 9), Chris Cran, Dr. Janis Goldie, Tom Graham, Evan Legate, Kurtis Lesick, Chi Iliya-Ndule (Teams), Mackenzie Kelly-Frère, Samantha Mirjah, Tammi Price, Ruby Gupta and Murray Wittmeier.

Management & Resource Members: Jessica O'Connell, Executive Director, External Relations, Pablo Ortiz, Dean of Students, Scott Powell, Vice President Finance and Operations, and Cherie Tutt, University Secretary and Joanne Deaver, Scribe.

Regrets: Sheila Taylor and Tanya Mryglod.

The Chair provided the land acknowledgement and welcomed Jessica O'Connell as our new Executive Director of External Relations to the October 21, 2025 meeting.

The meeting was called to order at 4:02 p.m. and quorum was confirmed.

1. Approval of the Agendas

Moved / Seconded

That the Agenda for the October 21, 2025 Board of Governors meeting be approved.

Carried

2. Conflict of Interest Declaration

No conflicts were declared.

3. Consent Agenda

Documentation was included in the meeting materials.

The following Consent Agenda items were adopted:

3.1 June 17, 2025 Board of Governors Meeting Minutes.

That the Minutes of the Board of Governors meeting held on June 17, 2025 be approved.

Adopted

The following motion was approved by Email Vote in August 2025 and is reported in accordance with the Board E-Voting Protocol.

That the Board of Governors appoint Krista Lauridsen as a member of the Advancement Committee, effective immediately for a term ending August 31, 2028, as recommended by the Governance and HR Committee.

The following Consent Agenda items were received by the Board for information:

3.2 Board Standing Committee Reports

1. Advancement
2. Honorary Degree
3. Finance and Audit
4. Governance & HR

3.3 Board Work Plan

3.4 Constituent Reports

1. Students' Association (SA)
2. General Faculties Council

3.5 Cabinet Reports

1. Dean, Academic Programs
2. Executive Director, External Relations
3. Vice President Finance & Operations
4. Dean Innovation, Learning & Development
5. Dean of Students
6. Executive Director, People & Culture

4. Approval of the Annual Financial Statements

Documentation was included in the meeting materials. Tom Graham and Scott Powell presented this item.

Highlights:

- The Chair of Finance and Audit Committee commented that feedback from the Office of the Auditor General (OAG) was positive on the annual audit and in regard to the Finance team who were acknowledged for their preparedness and transparency.
- Management reported that:
 - AUArts received a clean audit with no recommendations, following a clean report in the prior year.
 - The fiscal year ended with a \$350,000 deficit associated with the accrual of administrative leave benefits related to the former President and CEO's period of service, higher employee salaries and benefits, and increased scholarship and bursary disbursements.
- In response to a question, Management reported on its financial strategy for determining the university's liquidity (cash) ratio based on several post-secondary industry standards.

Moved / Seconded

That the Board of Governors approve the Alberta University of the Arts' audited financial statements for the year ended June 30, 2025, as set out in the form provided to the Board, and as recommended by the Finance and Audit Committee.

Carried

5. Board Standing Committee Terms of Reference

Documentation was included in the meeting materials. The University Secretary presented this item.

Highlights:

- The presenter reported that a review of the Board's governing documents commenced last year and the changes to the Standing Committee Terms of Reference (ToR) are a part of this work. The updates aim to better reflect current practices, policies and legislation and increase clarity and transparency, so each Committee is clear on their roles and responsibilities.
- Changes to the Honorary Degree Committee represent changes in management positions.
- Changes to the Board Bylaws and Terms of Reference will be brought forward to the Board following legal review of the updates.
- In response to a question, it was reported that the Honorary Degree Procedure, which sets out the criteria for honorary degree candidates was reviewed and approved by the Board two years ago when a clause relating to revocation was added.

Moved / Seconded

That the Board of Governors approve the changes to the Standing Committee Terms of Reference for the:

- Governance and Human Resources Committee
- Honorary Degree Committee
- Finance and Audit Committee,

in the forms provided to the Board, effective immediately, and as recommended by the Governance and HR Committee.

Carried

6. Board Education – Teaching, Learning and Research Digest

The Board Chair and President and CEO presented this item.

Highlights:

- The presenters reported that in response to feedback from the Board there is a plan on a go forward basis to provide short information sessions at each Board meeting relating to various initiatives and academic affairs at the university, such as presentations from faculty, students, or researchers to enhance connections and education.

7. Student Conduct Reports: A. Academic Misconduct B. Non-Academic Misconduct and Gender-Based Sexual Violence

The President and CEO and the Dean of Students presented this item.

Highlights:

- Management reported that in accordance with the student conduct policies and procedures these reports are presented to the Board.
- Management provided an overview of each report, highlighting case numbers, root causes, decisions, appeals and outcomes.
- In response to a questions, it was reported that:
 - The creation of the Gender-based Sexual Violence Policy was initiated in response to government policy and that as a result there is strong alignment across the policy suite with other post-secondary institutions (PSIs), as much of the development was done cross-institutionally.
 - The number of cases AUArts has had reported tend to be lower than most other PSIs.

8. AUArts Safety Campaign

A table document was provided for this item. The Vice-President, Finance and Operations presented this item.

Highlights:

- Management reported that the Campus Operations team has launched a Safety Campaign and is working to promote a safe campus with the community. One of the aims of the campaign is to increase usage of the AUArts Safety App and Board members were encouraged to sign up using the QR code provided on the table document.
- Members were informed that there is an event over the lunch hour on Friday and were encouraged to stop by during the retreat lunch break to learn more.
- It was suggested that it be considered to move away from the use of “See something, say something” due to potential negative connotations with the association to homeland security and surveillance culture.

- A member of the Board noted that it would be good to broaden the campaign to also include more information relating to using the Safe App or other reporting mechanisms for reporting hazards on campus.

9. Centennial Update

Documentation was included in the meeting materials. The Executive Director, External Relations presented this item.

Highlights:

- The Board received a presentation on the Centennial, reviewing the vision, core objectives and current progress on related projects, such as community partnerships, the microsite and publication and the alumni database.
- It was suggested that:
 - It would be beneficial to highlight the history of the Illingworth Kerr Gallery and past exhibits and curators via the Centennial
 - Information related to the campaign and how to donate to the scholarships is needed on the home page of the website
- The Board discussed:
 - Ongoing alumni engagement and promotion of re-engagement in the Centennial year
 - Fundraising and relationship building efforts and the foundational elements that are being developed through Centennial

10. President and CEO Report

Documentation was included in the meeting materials. The President and CEO presented this item.

Highlights:

- The President and CEO reported on recent engagements with the external community, post-secondary, and government highlighting:
 - That the university is in discussion with the government on the new Investment Management Agreement and streamlined Mandate. The feedback and suggestions have been well received, and it is anticipated an update and approvals will occur in the next month.

- The Ministry has indicated it will be accepting Exceptional Tuition increase proposals, which in AUArts' case would be tied to quality improvements for programs. The university is exploring this option.
- It was reported that a Continuing Education Professional Certificate in Generative AI, which was approved through governance has been put on hold to allow for more consideration and research due to several questions arising about the content and negative feedback from the internal community. Additionally, Management is initiating new discussions and knowledge building on AI with the broader university community, next steps include, reviewing other PSIs procedures as well as implementing privacy and data security standards to ensure personal and sensitive information is protected.

11. Board Chair Report

Documentation was included in the meeting materials. The Board Chair presented this item.

Highlights:

- The Board Chair reported on activities from May to October, highlighting key community events and meetings.

12. Adjournment of the Open Session

Moved / Seconded

That the Board of Governors adjourn the Open Session and move into the Closed Session.
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Carried

Secretary's Note: The Open Session adjourned at 5:17 p.m. and a break was held until 5:32 p.m.