



BOARD OF DIRECTORS
 MINUTES OF SPECIAL BOARD MEETING
 JANUARY 26, 2026

The meeting was held via Zoom.

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|--------------------|--|--|---------------------|
| PRESENT: | Nonie Brennan Ken Deane Sara De Candido Rev. Gary Ducharme Dan Lang (Vice-Chair and Treasurer) Braedan Lovie Vince MacDonald Jessica Matthys Jean-Pierre Morris Ilona Niemi | Jane Sanders Chuck Scott Michaela Therrien Joseph Turnbull Paul Tufts (Chair) Robert Ventresca Amna Wasty Peter Wilkinson (Vice-Chair) Paul Wilton (Secretary) | <i>* non-voting</i> |
| Regrets: | Randolph Mank Houssam (Sam) Mourad | | |
| By Invitation: | | | |
| Committee Resource | Ann Hoffer | | |

1. Call to Order

Board Chair, P. Tufts, called the meeting to order 4:32 pm.

2. Conflicts of Interest Declarations and Approval of the Draft Agenda

Members were invited to disclose any real or perceived conflicts of interest in relation to the draft agenda.

Motion: To approve the draft agenda
 Moved by: P. Wilkinson, V. MacDonald
CARRIED

3. Committee Reports

a. Governance Committee Report

Committee Chair, P. Wilkinson, provided an update on the Vice President and Academic Dean search policy review, noting the process began in 2024 as part of a regular policy review. The policy was sent to Academic Council (Council) for consultation in mid-2025, and some revisions were made based on Council’s feedback. Following the Board Chair’s letter to Council, thanking members for their input, Council later expressed concern that few of its suggestions were adopted, prompting the Board to request a further review by the Governance Committee. After

reconsidering the materials, the Committee concluded that no additional changes were warranted. The Committee Chair invited the University Secretary to comment, who confirmed all relevant points had been addressed. The Chair then opened the floor for questions, noting he might refer to the University Secretary for historical context. No discussion. (438pm)

The Board Chair thanked the Committee for its work and confirmed that the 2025 policy will guide the Vice-President and Academic Dean search. Paul emphasized the need for confidentiality until an official announcement is made. In response to a question about timing, P. Wilton noted that the Board Chair will work with him on a communication to Academic Council, with the next likely opportunity being the regular Council meeting on February 11.

b. Executive Committee Report

The Board Chair presented the draft motion from the Executive Committee which allows King's to begin the Vice-President and Academic Dean search under the President's leadership.

Draft Motion: That the Board approve a search which is open to external candidates be conducted for the position of Vice-President and Academic Dean, without using an external search consultant.

P. Tufts then proposed an amended motion to clarify the wording, allow both external and internal candidates, and permit the use of appropriate professional resources. All Executive Committee members present indicated their support for the proposed amendment.

Amended Motion: That the Board authorize the initiation of a search process open to both internal and external candidates and conducted using appropriate professional resources as determined by the president and in compliance with board policies for the VPAD position. Moved and seconded by the Executive Committee.

CARRIED

Highlights from a 9-minute discussion: (446pm)

- In response to a question about required resources, the President noted that the HR department is small and already manages a wide range of responsibilities. Additional support may be needed depending on the scope of the search and volume of applicants. Rob emphasized the desire for flexibility to access external support, if necessary, short of engaging a full external search firm.
- The University Secretary noted that a governance procedural point related to the question could be addressed during the in-camera session.
- With unanimous consent, the Board Chair agreed to table the discussion until after the in-camera session.
- The Board Chair announced the transition to an in-camera session. Non-voting members were advised to monitor email for updates.

At 4:55 p.m., all non-voting members left the meeting, and P. Wilton recused himself due to a previously declared conflict of interest.

4. In-camera Session

Motion: To move in-camera to discuss personnel matters at 4:56 p.m.
Moved by: P. Wilkinson, D. Lang

CARRIED

At 6:03 p.m. M. Therrien left the meeting due to a conflicting meeting.

Motion: To move out-of-camera at 6:11 p.m.

Moved by: I. Niemi, N. Brennan

CARRIED

At 6:13pm, J. Sanders joined the meeting.

The Board returned to **Agenda Item 3b, Committee Reports - Executive Committee**, following the in-camera discussion and held the vote.

5. Executive Session

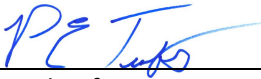
As this was a special session, the Chair suggested this item was not required and invited Voting Members to indicate if it should proceed. No members did so.

6. Adjournment

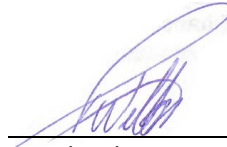
Motion: To adjourn the meeting at 6:16 p.m.

Moved by: N. Brennan, seconded by D. Lang

CARRIED



Paul Tufts,
Chair



Paul Wilton,
University Secretary