

In attendance: Grant Machum (Chair), Julia Rivard-Dexter (vice-Chair), John Carruthers (Treasurer), Ian Austen, Rob Cameron, Ross Cantwell, Louise-Anne Comeau, Elizabeth Currie, Caleb Hung, Kim Knoll, Matthew MacLellan, Alan MacPherson, Jane Milton, Mathew Reichertz, Yalitsa Riden, Jeff Somerville, Gord Whittaker

Invited: Kenn Honeychurch (P-VPA), Marilyn Smulders (UR), Jaime Rudolph and Leah White of Grant Thornton

Regrets: Margaret Fountain, Sharon Johnson-Legere, ME Luka, Dianne Taylor-Gearing

1. Meeting called to order at 4:04 with the establishment of quorum
2. There were no declarations of conflict of interest.
3. No changes being requested, the agenda was accepted by motion of R. Cantwell (seconded, carried). [BOG 302/15-1]
4. As Chair of the Audit and Risk Oversight committee, J. Somerville introduced the presenters from Grant Thornton with a brief overview of the Enterprise Risk Management project. Leah White and Jaime Rudolph of Grant Thornton gave a 40 minute presentation introducing the project and answering general questions. They departed at the end of their presentation.
5. No changes being requested, the minutes of November 27, 2014 are declared adopted.
6. Key correspondence: the Chair reminded Board members of email correspondence that had been previously circulated regarding the retirement of Kenn Honeychurch, Provost and Vice President Academic and Research; he shared the regrets of President Taylor-Gearing and M. Fountain; and directed the Board to investigate an article that was recently published regarding the School of Extended Studies.
7. President's Report – was circulated in absentia, and is attached to the official minutes.
8. Consent Agenda: No items being requested for removal, the Consent Agenda items are declared adopted. These include the Statutory Remittance Certificate, Facilities Capital report, and University Relations report.

9. All business arising from the minutes has been addressed in the Facilities Capital report in the consent agenda.

10. Motion to Approve the Updated Constitution of Academic Council: I. Austen moved to approve the updated constitution of Academic Council. Seconded, discussion commenced. K. Honeychurch presented the updates, explaining that the changes are largely to move from the term “academic council” to the term “senate”. Questions regarding the process and the objections of faculty were raised; the governors would like a clearer understanding of the situation and the next steps before making a decision. It was agreed that a white paper would have been helpful to assist the governors in making an informed decision. Questions about the role of Faculty Forum were also brought forward. While it was generally agreed that the changes in the document are “benign,” there was concern that approval would stall the work still to be done. The governors were reluctant to make a decision based on the limited information given. On request of the Chair, I. Austen withdrew his motion, on the condition that the Constitution be referred to the Governance and Human Resources committee for further research and debate. The Chair agreed, and the matter deferred. [BOG 302/15-2 (deferred)]

11. Presentation of the Strategic Plan for Approval by the Board: J Rivard-Dexter gave an overview of the strategic planning process over the past two years, then presented a motion to adopt the presented Strategic Plan document. Seconded, discussion commenced.

K. Honeychurch reported that the Academic Council had adopted the plan as presented, although clarified that they were not automatically approving the implementation plan as well. The Academic Council also felt that the funding of the plan would need to be explained before further approval could be gained.

It was explained that while the implementation plan is underway, it could not be completed until the foundation document had been approved; therefore the committee completed the 6-page strategic plan document as a foundation for approval by all bodies to ensure no work was done in vain on the implementation plan. Governors were assured that they would have an opportunity to review and approve this plan when it was ready. The implementation plan will go through the Advancement committee as the standing committee responsible for strategic planning.

It was remarked that as a framework, the document is very good, but it requires goals, objectives and measurable to be a “plan”. It was suggested that the name be changed

to reflect the further work to be done – “strategic direction” and “strategic framework” were suggested.

I. Austen moved to amend the motion on the table to “accept this draft document as the Strategic Framework for the strategic plan to use moving forward.” Seconded, carried. The document was also accepted through this motion. [BOG 302/15-3]

There was much recognition of the work that has gone into the document presented. The effort and time involved is very appreciated. The committee has the thanks of the Board.

Further to the conversation regarding vocabulary, some governors felt that “laser-focus” had a connotation that was too aggressive, negative. The concept of pinpointing certain areas was considered good, but they requested the terminology be revisited.

With the acceptance of the Strategic Framework document, the Chair declared that the ad hoc Strategic Planning Committee is hereby dissolved, with the sincere thanks of the governors for their work. A round of applause followed this announcement.

12. SUNSCAD Report –The SUNSCAD members reported on the plans for the CFS Day of Action on February 4th. They also reported that their first Winter Orientation was well received by students, and that their airport pick up service was noticed in the media. The students departed for another meeting after their report.
13. Report from Governance and Human Resources – Chair G. Machum gave an overview of the expected agenda items for the February meeting. The next meeting of the GHR committee will be on February 11.
14. Report from Audit and Risk Oversight – Chair J. Somerville stated that the main focus of the committee for the next few months will be the Enterprise Risk Management project. The next meeting of the ARO committee will be March 4.
15. Report from Advancement – Chair E. Currie gave information on the friend-raising event being planned for February 26, and requested the assistance of governors in honing the guest list, and in acting as tour guides during the event. She also gave an update on the Annual Fund drive. Finally, she discussed the installation of the President, which will happen during the graduation ceremonies of May 16. The next meeting of the Adv. Committee will be February 4.

16. Report from Financial and Risk Oversight – Treasurer J. Carruthers confirmed that the favourable variance from the Q2 report continues, showing the university ahead of budget. As noted in the Facilities Capital report (consent agenda), projects are underway, currently at the stage of seeking an architect to design the changes recommended by the Academic Resource Committee. As-built drawings are being prepared, and it is hoped that construction will take place between May and September 2015. The Board will approve designs before construction begins. The next meeting of the FPR committee will be February 24.
17. Other Business: G. Machum turned the Chair over to J. Rivard-Dexter in order to make a motion.

G. Machum moved that the Governors offer a Motion of Thanks to Dr. Kenn Honeychurch, Provost and Vice-President Academic and Research, for his work for NSCAD, particularly in the past few years when his dedication through interim presidents and financial difficulties has been both exemplary and very much appreciated. Seconded, carried. A round of applause followed this vote.
[BOG 302/15-4]

J. Rivard-Dexter turned the Chair over to G. Machum.

18. No call for an in camera session was received
19. Adjourned at 6:20 by motion of M. Reichertz. Seconded, carried. [BOG 302/15-5]
The next meeting of the NSCAD Board of Governors is scheduled for March 26, 2015.

Recorded by A. Murray, Executive Assistant Governance

Approved for internal circulation by G. Machum on January...