

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, ME Luka, Matthew MacLellan, Alan MacPherson, Jane Milton, Mathew Reichertz, Yalitsa Riden, Jeff Somerville, Dianne Taylor-Gearing, Gordon Whittaker

Invited: Sharon Johnson-Legere (VP Finance), Marilyn Smulders (UR), Leah White and Jaime Rudolph (Grant Thornton)

Regrets: Margaret Fountain

1. Meeting called to order at 4:05 by Vice-Chair Rivard-Dexter with the establishment of quorum.
2. No conflicts were declared, although it is understood that they may arise from the budget discussion.
3. Acceptance of the Agenda: C. Hung asked to add the SUNSCAD report to the Consent Agenda. With this amendment, M. Reichertz moved to accept the agenda. Carried. (BOG304/15-11)
4. Grant Thornton gave a presentation to update the governors on the risk assessment and prioritization phase of the ERM project (document circulated). The next steps are deciding the top 15-20, laying out reporting strategies and assigning risk owners. The project is on track for completion at the end of May and roll out at the end of June.
5. Minutes of March 26, 2015: no changes being requested, the minutes of March 26, 2015 are hereby adopted as a true record.
6. Key Correspondence: the NSCAD University Community Studio Residencies 2015-16 and Graduation 2015 Invitations were brought to the attention of the Governors.
7. President's Report: as circulated. The President also offered a brief overview of the AUCC, now Universities Canada (UC), reception and dinner that was hosted at the NSCAD University Port Campus, which was a very successful event on the evening of April 21, 2015 attended by Minister L&AE with keynote presentation by His Worship Mayor Mike Savage and attended by 110 distinguished university sector guests.

8. Consent Agenda: J. Somerville asked to remove item #8.8 (Faculty Appointments). The remaining items are declared adopted, including statutory remittances, university relations report, reports from all standing committees, and a proposed calendar of meeting dates for 2015/16.
9. Removed from the Consent Agenda: Question on faculty appointments regarding effective dates, in particular one retroactive to 2013, and one proactive to 2016. Administration of appointments and promotions was explained. J. Somerville moved to approve the faculty appointments and promotions as circulated. Carried. (BOG304/15-12)
10. Budget Presentation: Treasurer Carruthers gave an overview of the documents circulated to the governors, including key assumptions, operating budget, budget paper and deferred maintenance. He highlighted the high level of consultation with stakeholders that took place to set the budget. He also informed the governors that while the provincial government recognizes that a projected deficit for 2015/16 is in the NSCAD Sustainability Plan of July 2014, a balanced budget is expected to be achieved for 2016/17. This was corroborated by the President and VPF as part of their continuing talks with the province.

The VP Finance then gave some background on past budgets, going back to the financial difficulties of 2011 and bringing the governors forward to present day. She also discussed the Windsor Report, affiliation study and space study results. She reiterated that a balanced budget was mandatory for 2016/17, citing the recently introduced legislation for accountability in universities as evidence that no further deficits will be tolerated. It was also noted that in developing the 2015/16 budget, modeling to achieve a balanced budget was undertaken and a risk impact assessment process was implemented. The outcome evidenced that medium term strategies for efficiencies implemented over a year timeline would provide greater overall success for NSCAD.

11. **Motion: To adopt the above motion of the Financial & Physical Resources committee, thereby declaring the presented budget approved by the Board of Governors.**

“It is understood that this budget has been developed in consultation with all stakeholders, including students, faculty and staff. These consultations have led to the presented budget, which includes a cash deficit that is reduced over last year, an increase in tuition of 3% over last year, and an increase in expenses (largely compensation) over last year.

Having reviewed and discussed the budget documents and risk assessments, as well as the obligations of the Board to the University and to the government, the Financial

and Physical Resources Committee recommends that all elements of the presented budget for the 2015/2016 year be approved by the Board.

The committee further requires a plan from administration within the next three months to address the deficit and bring the budget into balance for the 2016/2017 fiscal year.”

Motion by J. Carruthers. 17 in favour, 2 opposed, no abstention. Motion carried. (BOG304/15-13)

12. **Motion: To maintain NSCAD’s relationship with Jack Gorill and Scotia McLeod as external investment manager.** Brief overview of the excellence of service, explanation of reporting procedures.

Motion by J. Carruthers. Carried. (BOG304/15-14)

13. **Ratify: Ross Cantwell, Rob Cameron and Alan MacPherson as Board representatives on the Architectural Design Project Steering Committee in an oversight capacity.** Confirmation was sought that these members would report to the FPR committee. It was also mentioned that committee appointments are the purview of the Governance committee. Motion by J. Carruthers. Carried.

(BOG304/15-15)

14. **Motion: To approve a 0.5 Regular Pro-Rated Faculty position, to be situated in the Division of Art History and Critical Studies. While this would normally be pre-approved through the collective agreement, this represents a reduction of 0.5 for the replacement, which requires Board approval.** Motion by I. Austen. Carried. (BOG304/15-16)

15. **Motion: to adopt the recommendation of the GHR committee regarding committee reporting requirements.** The committee recommends that minutes are circulated to the committee and adopted via email approx. one week after the meeting; this way all business and actions are known to committee members well in advance, and minutes can be presented at the next Board meeting. It was noted that this requires an amendment to the bylaws (pending). Motion by I. Austen. Carried.

(BOG304/15-17)

16. **30 Day Notice of Motion to Amend the By-laws:** a review of the bylaws was conducted (see circulated report for recommended amendments), including a revision of the voting provisions to allow for email votes in certain circumstances. It was noted that the Internal Audit section of the Audit & Risk Oversight article will need revision, and that these revisions will not be ready within 30 days. This matter will be put to the Board on May 28, 2015.

17. **Motion to approve the circulated 2015/16 Goals and Objectives of the President:** clarification that specific metrics will be tied to upcoming internal measures (i.e. enrollment). This document has been aligned with strategic goals and departmental objectives, and metrics will be added when targets are set. Motion by I. Austen. Carried. (BOG204/15-18)
18. Report from the Chair: the Chair presented outgoing student representatives Caleb Hung and Yalitsa Riden with certificates of service, and thanked them for their passionate and considered contributions to the NSCAD Board of Governors. The Board wished them well on their future endeavours amid a round of applause.
19. **Motion to go In Camera** by R. Cantwell at 6:20. Moved out of camera at 6:40. No actions were presented. (BOG304/15-19)
20. **Motion to adjourn** by J. Milton. Carried. The next meeting of the NSCAD Board of Governors will be May 28, 2015. (BOG304/15-20)

Recorded by A. Murray, Executive Assistant Governance

Approved for internal circulation by G. Machum May 11, 2015