

In Attendance: Jeff Somerville (Chair), Dianne Taylor-Gearing, Ian Austen, Greg Bambury, Rob Cameron, Ross Cantwell, John Carruthers, Siobhan Cleary, Louise-Anne Comeau, Elizabeth Currie, Gary Edwards*, Julie Hall, Sean Kelly, ME Luka, Grant Machum, Matthew MacLellan, Alan MacPherson, Rudi Meyer, Gabriel Soligo, David van de Wetering, Gordon Whittaker

Regrets: Kim Knoll, Rebecca Young

Invited: Sharon Johnson-Legere (VP Finance and Administration), Ann-Barbara Graff (VP Academic and Research), Linda Hutchison (Associate VP University Relations), Terry Bailey (Acting Associate VP Student Experience and Registrar), Mark Atwood and Keith Tufts of Lydon Lynch

The meeting was hosted by Stewart McKelvey.

1. **Call to Order Establishment of Quorum** - Meeting called to order at approximately 4:00 pm by Chair, Jeff Somerville. Quorum established.
2. **Conflict of Interest** – There were no conflicts of interest disclosed.
3. **Acceptance of the Agenda** – The agenda was accepted as presented.

Motion: To approve the February 18, 2016 Board agenda as presented.

Moved by Gabriel Soligo, seconded. Carried. [BOG 310/16-1]

4. **Approval of Minutes** – No changes being requested, the minutes of November 26, 2015 are hereby declared adopted as a true record.
5. **Business Arising – Minutes** – The Chair advised there was no business arising from the November 26, 2015 minutes.
6. **Key Correspondence** – The Chair advised Board Secretary, Kim Knoll sent regrets for today's meeting. On behalf of the Secretary, Rudi Meyer read key correspondence

received from Prof. Jan Peacock, Director of the MFA Program. Prof. Peacock was addressing concerns on behalf of the MFA Committee regarding the increase to graduate tuitions and the implications for NSCAD's MFA Program.

President Dianne Taylor-Gearing advised that on December 14th Academic Senate agreed for the President to establish an AdHoc Committee on Graduate Tuition, Scholarships and Bursaries and to present its report to Senate at its January 11, 2016 meeting. The mandate of the committee was to prepare a proposal and recommended approach to NSCAD graduate tuition, fees, scholarships and bursaries.

The committee met several times, beginning just before the Christmas break and continuing into January, to discuss the financial feasibility of the Masters programs at NSCAD University. The goal was to adjust the MFA program towards a more financially stable model for students, faculty and the institution.

On January 11th, Senate received a 52 page report containing numerous recommendations. Affirmative action has taken place on these recommendations.

7. **Approval Amendment By-Law – Internal Audit** – The Chair advised amendments to NSCAD By-Laws have proceeded through the Governance consultative and approval structure and thirty day notice of intent to amend was given at the September 17th Board meeting.

The Chair advised the reason for the amendment to the by-laws pertain to the terms of reference of the Audit & Risk Oversight Committee. Mr. Somerville stated NSCAD's By-Laws reference an Internal Audit function. The size of the institution does not suggest one is necessary. As a result, the Audit and Risk Oversight Committee requested the by-laws be amended to better reflect NSCAD's needs and the Board's responsibilities.

Motion: To approve the revisions of the By-Laws of Nova Scotia College of Art and Design as presented.

Moved by Dave van de Wetering, seconded. Carried. [BOG 310/16-2]

8. **Report From SUNSCAD Facilities Update** – Gabriel Soligo and Julie Hall spoke to the SUNSCAD report.

The report spoke of both student concerns and the positive developments taking place at NSCAD, including Cabaret Voltaire Atlantique and the Kyber Centre for the Arts. It

was noted these initiatives are encouraging and getting students thinking about their relationship to the art world and how they can become active contributors.

Gabriel Soligo, SUNSCAD Union President, on behalf of the student body made a request that the Governance and Human Resources Committee consider putting forth a motion to allow the SUNSCAD President to sit as a member of the Committee.

Board Chair, thanked Gabriel and Julie for their report and respected their request. The Chair agreed to consider the request in consultation with the Chair of Governance and Human Resources, Matthew MacLellan.

The matter will be brought forward at the March 9th Governance and Human Resources Committee.

9. **Senate Report** – The NSCAD Board of Governors received its first report from Senate. The Chair of Senate, Rudi Meyer presented the report. A report from Senate will become a standing agenda item for the Board.

Prof. Meyer noted the mandate of Senate of being charged with the duties to meet regularly, conduct business and maintain records. Senate is supported by 12 standing committees, and, at this time 9 Ad hoc committees.

The NSCAD Academic Plan: Towards 2020 has been presented to Faculty Form. It is expected that in the near future significant modifications to the Master of Fine Arts, the Master of Design, and the Master of Art Education will be presented to Faculty Form before being sent to MPHEC, and then to the NSCAD Board of Governors.

Prof. Meyer proceeded to provide highlights of the activities of the Senate committees thus far for this academic year.

Jeff Somerville thanked Prof. Meyer for this comprehensive report.

10. **Welcome** - The Chair took the opportunity to acknowledge and welcome the NSCAD Senior Management Team present at today's Board meeting. Present were Sharon Johnson-Legere, VP Finance & Administration, Dr. Ann-Barbara Graff, VP Academic & Research, Linda Hutchison, Associate VP University Relations, and Terry Bailey, Acting Associate VP Student Experience and Registrar. The Chair noted that Ms. Johnson-Legere regularly attended meetings of the Board. Following recent discussions with the President, it was agreed going forward all members of the Senior Management Team would be invited to attend Board meetings

11. **Consent Agenda** –The Chair stated there were a number of reports presented under the Consent Agenda and the Board had an opportunity to read through the reports prior to today’s meeting.

The Chair asked if there were any requests for items to be removed from the Consent Agenda. Matthew MacLellan, Chair of Governance and Human Resources requested the minutes of the January 14, 2016 G&HR Committee be removed for consideration. John Carruthers, Chair of Financial and Physical Resources requested the minutes of February 9, 2016 be removed for consideration.

With these two items removed, the remaining items of the Consent Agenda are declared adopted. These include the Statutory Remittance Certificate, report of the Advancement Committee, Q3 Financial Statements, and report of the Audit and Risk Oversight Committee.

12. **Consideration of Items Removed from the Consent Agenda** – The Chair of the Governance and Human Resources Committee stated that the items to be considered were #6.1, 6.2 and 7.2 of the January 14th minutes, which are now being brought forward to the Board for their approval.

Motion: To approve the recommendation of the Governance & Human Resources Committee as per Article 16.10 of the Collective Agreement (FUNSCAD I), the request from Pamela Ritchie, Professor of Jewellery Design and Metalsmithing a change in appointment from Regular Full-Time to a Regular Pro-Rated half time appointment beginning July 1, 2016.

Moved by Matthew MacLellan, seconded. Carried [BOG 310/16-3]

Motion: To approve the recommendation of the Governance & Human Resources Committee and of the President and the duly appointed Selection Advisory Committee and approve the appointment of Dr. April Mondrona to a Regular Pro-Rated Appointment as Assistant Professor (0.5), Art Education effective July 1, 2016.

Moved by Matthew MacLellan, seconded. Carried [BOG 310/16-4]

Motion: To approve the recommendation of the Alumni Association and the Governance & Human Resources Committee to appoint Siobhan Cleary as the new Alumni representative to the NSCAD Board of Governors. The appointment will be effective from February 18, 2016 to September 2016.

Moved by Matthew MacLellan, seconded. Carried [BOG 310/16-5]

The Chair of the Financial and Physical Resources Committee stated that the items to be considered were item #9 in the February 9th F&PR minutes. These motions will be dealt with under Section 13 – President’s Report – Update Facilities Planning.

Siobhan Cleary, the new Alumni Association representative joined the meeting. The Chair welcomed Ms. Cleary to the NSCAD Board of Governors.

13. President’s Report

13.1 Introduction

The President stated NSCAD is making positive progress with some key critical deliverables accomplished. We have met internal and external due dates and expectations for reporting that provide evidence for a high level of confidence in NSCAD’s sustainable future. Some of the highlights are:

- Successful Labour Relations negotiations resulting in thirty (30) months of Labour peace;
- Approved tuition market adjustment submitted to Department of Labour and Advanced Education;
- Cost controls tracking to achieve a balanced operating budget for 2016/17;
- Student recruitment targets set and admission and scholarship processes reviewed for immediate implementation; and
- Implementation of the Enterprise Risk Management (ERM) reporting.

13.2 NSCAD’s Enterprise Risk Management (ERM)

The ERM is now in place and reporting to the Audit and Risk Oversight Committee. NSCAD’s top three risks are:

- Costs increasing faster than revenue;
- NSCAD does not maintain a balanced budget; and
- Inability to deal with the existing extent of deferred maintenance, or provide an engaging and attractive physical environment for students.

The President advised administration is working to mitigate the risks and significant work is underway with facilities planning as will be reported at the today’s meeting by Lydon Lynch. University Relations and Admissions are making significant progress addressing student recruitment, admission and retention processes.

13.3 Academic Plan

The President stated that the most critical component and core to NSCAD's future direction is the NSCAD Academic Plan: Towards 2020. This plan establishes a framework for evidence-based, transparent decision making. NSCAD will build upon the arts-based education and pedagogical innovation of experiential learning, the flipped classroom, blended learning and internships.

With approval of the Chair, the President invited Dr. Ann-Barbara Graff to provide an Academic Plan overview.

Dr. Ann-Barbara Graff thanked the Board for the opportunity to speak to the Academic Plan. It was stated that in drafting the Academic Plan consideration was given to what NSCAD could deliver in 5 years, priorities were identified that would align with the MOU and also the benchmarks of the Strategic Plan.

Dr. Graff stated the Academic Program review is continual – programs are in steady states of self-reflection and change and typically run a 5-7 year cycle.

The intent of an Academic Plan are:

- Make explicit the philosophy that shapes programs, delivery, student experience;
- Distill context of operation;
- Set priorities of the enterprise; and
- Direct pace and direction of change.

Dr. Graff advised the NSCAD Academic Plan is well underway and delivered to Senate on December 15, 2015 and to Faculty Forum on January 18th.

13.4 Facilities Interim Report

The President stated that the Academic Plan is driving the facilities discussions and decisions. With approval of the Chair, the President invited Mark Atwood and Keith Tufts of Lydon Lynch to present the Facilities Interim Report.

Mr. Atwood opened discussion stating the project scope and the role of ECS. The project will include a detailed analysis of current space inventory and scheduling date along with an assessment of the capacity of existing space at the Port and Academy campuses. Lydon Lynch will develop a Functional Space Program (FSP) which will detail the space footprint required to accommodate all NSCAD activities. ECS will have an advisory role to Lydon Lynch during the development of the architectural design, tendering, construction planning and support work plan.

The report detailed the project tasks completed to date, which include an inventory of NSCAD space, course scheduling data from Dashboard and space allocation standards.

Mr. Atwood advised Lydon Lynch had consulted with a number of entities including meetings with Academic Resource Committee, all academic departments, student services and academic support units, administrative groups, and other stakeholders and users.

FSP development is currently underway. The aim is to map the FSP to the academic plan. The goal is to allocate an appropriate equitable amount of space for teaching activities, scaled to enrolment where applicable.

The presentation concluded with a number of questions being raised that will need to be addressed by NSCAD in order for Lydon Lynch to confirm FSP allocations. Lydon Lynch will move forward with obtaining answers to the questions as they develop the FSP.

Mr. Atwood advised they have completed a number of space test fits for various departments, but they are very much in flux at this time. It is anticipated the test fits will be part of Lydon Lynch's presentation to the Board on March 31st.

The Chair thanked Mr. Atwood and Mr. Tufts for their presentation.

13.5 Update Facilities Planning

President Dianne Taylor-Gearing opened the discussion stating NSCAD has come a long way since 2010-211 when it hit a period of financial difficulty.

As NSCAD moves forward we are ambitious to solidify its position as Eastern Canada's premier university of the visual arts and strengthen its reputation for excellence both nationally and internationally. NSCAD is working to deliver on its Bilateral Agreement with the Government of Nova Scotia with a commitment to a shared priority to growing Nova Scotia economic prosperity, cultural development and social wellbeing.

The President further advised NSCAD has been in very informal and confidential discussions with the AGNS, Waterfront Development, all levels of government – municipal, provincial and federal, and other cultural sector partners on the creation of a collaborative facility (Arts and Cultural Hub) on

the Halifax peninsula. The group is assessing site options and opportunities for shared spaces and services.

NSCAD's strategic vision and plan 2015-2020 is aligned for such a collaboration and NSCAD is well positioned to take a leading role at the backbone of any potential collaborations with the objective of leveraging synergies and sharing of space and services resulting in collaborative impact and efficiency gains – A One Nova Scotia Arts and Cultural Destination.

Based on this information, the Chair invited the President to bring the motion to the Board.

Motion: Be It Resolved on recommendation of the Physical Resources Committee, NSCAD will develop a feasibility study exploring potential collaboration opportunities with other Nova Scotia cultural sector partners. The objective is to identify synergies and sharing of space and services resulting in collaborative impact and efficiency gains. NSCAD will take a leading role as the backbone of any potential collaboration.

Moved by President Dianne Taylor-Gearing, seconded. Carried [BOG 310/16-6]

The Chair stated that with respect to today's motion on collaboration opportunities, there has been a communication prepared that will be released to the public tomorrow. The message will emphasize that the Board understands the opportunity to identify synergies to collaborate and find innovative ways to share space and resources with other sector partners so that we can not only be efficient, but we can contribute to a thriving cultural economy – something that benefits all Nova Scotians.

13.6 Consent Agenda Items – Financial and Physical Resources

John Carruthers, the Chair of the Financial and Physical Resources Committee brought forward the final items to be considered under item #9 in the February 9th F&PR minutes.

Motion: Be It Resolved to approve on recommendation of the Financial & Physical Resources Committee, NSCAD will hire a Project Manager to commence framing a plan and options to exit the Fountain Campus by 2019.

Moved by John Carruthers, seconded. Carried. [BOG 310/16-7]

Motion: Be It Resolved to approve on recommendation of the Financial & Physical Resources Committee that a subcommittee of Financial and Physical Resources be struck to oversee the planning for a sale of the Fountain Campus. The subcommittee will be comprised of the following members of the Financial and Physical Resources Committee and NSCAD administration: John Carruthers, Jeff Somerville, Alan MacPherson, Ross Cantwell, Rob Cameron, Sharon Johnson-Legere and Steve Houle.

Moved by John Carruthers, seconded. Carried. [BOG 310/16-8]

14. Adjournment

By motion of John Carruthers, the February 18, 2016 meeting of the Board of Governors adjourned at approximately 5:40 pm.

15. Next Meeting – March 31, 2016

The next meeting of the Board of Governors will be held on Thursday, March 31st, 2016.

*Recorded by K. Connor, Executive Assistant Governance & President's Office
Approved for internal circulation by Jeff Somerville, March 27, 2016.*