

In Attendance: Grant Machum (Chair), Dianne Taylor-Gearing, Ian Austen, Ross Cantwell, John Carruthers, Julie Hall, Kim Knoll, ME Luka, Matthew MacLellan, Mathew Reichertz, Jeff Somerville, Gordon Whittaker

Invited: Sharon Johnson-Legere (VP Finance), NSCAD Director of Human Resources and Leah White and Jamie Rudolph (Grant Thornton)

Regrets: Julia Rivard-Dexter, Rob Cameron, Louise-Anne Comeau, Elizabeth Currie, Gabriel Soligo, Alan MacPherson, Jane Milton

1. **Call to Order Establishment of Quorum** - Meeting called to order at approximately 4:10 pm by Chair, Grant Machum. Quorum established.
2. **Conflict of Interest** - There were no declarations of conflict of interest.
3. **Acceptance of the Agenda** - The Chair requested an amendment to the agenda. Under item #10.4 – Report of the Governance and Human Resources Committee, the meeting minutes of the June 3rd meeting should be removed from the “Consent Agenda”. The minutes discuss the recommendation from the Governance and Human Resources Committee to the Board to approve the appointment of the V.P. Academic and Research effective July 1, 2015. With this amendment, the agenda was accepted by motion of Ian Austen (seconded). Motion carried. [BOG 306/15-24]
4. **In Camera** – By motion of Grant Machum, the Board moved in camera at approximately 4:20. [BOG306/15-25]

By motion of Ross Cantwell, the Board moved out of camera at approximately 5:20 pm. No actions were presented. [BOG306/15-26]

5. **Review and Approve Revised Policies**
 - Safe Disclosure;
 - Code of Conduct; and
 - Conflict of Interest.

The Director of Human Resources stated there have been some minor amendments to the policies since the Board originally approved them in March 2014. The policies were before the Board today by way of an update. Following discussion, the Board agreed to approve the amended policies.

Motion: To approve the following polices as amended, Safe Disclosure, Code of Conduct and Conflict of Interest.

Moved by Grant Machum, seconded. Motion carried.
[BOG306/15-27]

The President formally acknowledged the Director of Human Resources and the Audit and Risk Oversight Committee for their work on the policies.

The Director of Human Resources left the meeting.

6. **Approval of Minutes** - No changes being requested, the minutes of May 28, 2015 are hereby declared adopted as a true record.
7. **Grant Thornton – ERM Update** – Leah White and Jamie Rudolph joined the meeting. J. Somerville provided an overview on work thus far by Grant Thornton and the Audit and Risk Oversight Committee.

Grant Thornton circulated two documents on strategic mapping of risks. One document detailed the forty-five risks and the second document grouped the risks into twenty-four categories where the risks were similar and measured the same.

The group engaged in discussion of identification of the top ten risks, performance indicators and key drivers. The Board was asked to consider whether the top ten risks were identified correctly and if they could be managed by the Board. It was noted this was a live document and the Board had the ability to change or adjust the risks as they move forward.

After a review of the grouped risks, there was discussion of next steps. L. White stated they would be working with management to identify the risk owners for each risk. In addition, they would be holding one-on-one meetings with each risk owner and with the risk owners as a group to discuss processes in place, expectations as a risk owner and on the use and application of the ERM framework.

Grant Thornton will also be meeting with management on the development of risk reports and expected outcomes of the reports.

The Board was advised Grant Thornton would be reporting back to them in September to provide an update on the status of the project.

L. White and J. Rudolph left the meeting.

Grant Machum requested the Chair of the Audit and Risk Committee to incorporate into the Committee's regular reporting process to the Board an update on Enterprise Risk Management.

8. **Key Correspondence** – No key correspondence to report.
9. **President's Report** – The Board received a written report from President D. Taylor-Gearing. The President drew the Board's attention to the matter of the Fountain Donation Campus Revitalization project. The Board engaged in discussion of the matter and it was agreed to add this as an agenda item to the July 7th meeting of the Finance and Physical Resources Committee.
10. **Consent Agenda** – With the approved amendment, the Consent Agenda items are declared adopted. These include the University Relations report, report from Audit & Risk Oversight Committee, report from Financial and Physical Resources Committee, April 16th report from Governance and Human Resources Committee and Statutory Remittances.
11. **Discussion of Items Removed From Consent Agenda** – The minutes of the June 3rd Governance and Human Resources Committee were removed from the Consent Agenda for discussion. The Board was advised that at its June 3rd meeting, the G&HR Committee moved to recommend to the Board the appointment of the incumbent Dean as V.P. Academic and Research. This item is tabled as item #16 of today's Board agenda.

12. **Review and Approve Risk Assessment Protocol – International Travel**

The Board was advised the Risk Assessment Protocol on International Travel was presented and approved by the Governance and Human Resources Committee on June 3rd. Following discussion, the following motion was tabled.

Motion: To approve the Risk Assessment Protocol – International Travel policy as presented.

Moved by Matthew MacLellan, seconded. Motion carried.
[BOG306/15-28]

13. **Report from SUNSCAD**

Julie Hall presented to the Board the SUNSCAD report. The report covered three main areas:

- (a) Report on the Foodbank – Ms. Hall stated work has been completed on sprucing up the foodbank. Now there is newer shelving, deliveries every week and a registry system has been implemented to track students who use the space.
- (b) Orientation – Campus tours will start at the beginning of September and the orientation presentation will happen on September 4th at the Port Campus. Ms. Hall spoke of the success of the 2014-15 airport pickup for students arriving in Halifax. The Board of Governors was invited to Orientation Fall 2015 and to contribute donations to the orientation and airport pickup initiative.
- (c) Report on the CFS AGM and YND – Ms. Hall advised the SUNSCAD executive attended the Canadian Federation of Students Annual General Meeting in Gatineau Quebec from June 3rd – 8th.

The Chair thanked Ms. Hall for her report.

14. **Composition of Board Committees**

The Chair advised the Governance and Human Resources Committee will be preparing a report to the Board on committee structure for 2015/2016. The Chair will consult with committee Chairs to determine whether they have the right committee complement to fulfil their mandate.

Government has advised they will appoint three new Governors in Council before September. A review of current Board of Governors competencies along with those of the new appointees will be considered in establishing committee structure.

The matter to be deferred to the September meeting of the Board of Governors.

15. **Receive and Approval Audited Financial Statements 2015/2016**

Jeff Somerville reported the Audit and Risk Oversight Committee met with the external auditors on June 10th. The Committee approved the Audited Financial Statements and Audit Report for the fiscal year-end March 31, 2015 by email vote of June 17th. Mr. Somerville stated there would be a more in depth presentation at the September AGM.

Motion: To approve the Audited Financial Statements fiscal year-end March 31, 2015.

Moved by Jeff Somerville, seconded. Motion carried. [BOG306/15-29]

16. **Appointment V.P. Academic and Research**

At its June 3rd meeting, the Governance and Human Resources Committee recommended approval to the Board the appointment of the incumbent Dean to the position of V.P. Academic and Research.

Motion: To approve the appointment of Dr. Ann-Barbara Graff as V.P. Academic and Research.

Moved by Ian Austen (seconded). Motion carried. [BOG 306/15-30]

17. **Other Business:**

It was brought to the Board's attention, there were two additional policies to be considered and approved:

- Social Media; and
- Acceptable Use.

It was noted, the Social Media policy was new, whereas, the Acceptable Use policy was already in effect and had only been updated to address social media.

The Board engaged in discussion of the Acceptable Use policy and it was agreed the changes were not substantive.

Motion: To approve the Social Media and Acceptable Use policies as presented.

Moved by Grant Machum, seconded. The motion carried with Mathew Reichertz abstaining. [BOG306/15-31]

The President advised the Board she has been appointed to three Boards, Immigration Services Association of Nova Scotia (ISANS), EduNova, Chair as of July 7th, and Nova Scotia Research and Innovation Trust as Secretary. The President has also been invited to be a member of the International Women's Forum. In addition, the President recently completed a professional development program with Harvard University.

The Board extended congratulations to the President on these achievements.

18. **In Camera** – By consensus, the Board moved to in camera.

19. **Motion to Adjourn** by Mathew Reichertz. Carried. The next meeting of the Board of Governors is September 17th. [BOG 306/15-32]

Recorded by K. Connor, Executive Assistant Governance

Approved for internal circulation by Grant Machum September 11, 2015