

In attendance: Jeff Somerville (Acting Chair), John Carruthers (Treasurer), Ian Austen, Ross Cantwell, Louise-Anne Comeau, Elizabeth Currie, Caleb Hung, ME Luka, Matthew MacLellan, Alan MacPherson, Jane Milton, Mathew Reichertz, Yalitsa Riden, Dianne Taylor-Gearing (President), Gordon Whittaker

Invited: Sharon Johnson-Legere

Regrets: Rob Cameron, Margaret Fountain, Kim Knoll, Grant Machum, Julia Rivard-Dexter

1. Meeting called to order at 4:10 with the establishment of quorum.
2. Declaration of any conflict of interest – none brought forward
3. Acceptance of the agenda: no changes being requested, the agenda was accepted by motion. (BOG303/15-6)
4. Presentation by Grant Thornton – Enterprise Risk Management: Risk Impact and Appetite
5. a) Adoption of the meeting minutes of January 15, 2015: no changes being requested, the circulated minutes of January 15 are hereby adopted as a true record.
b) Adoption of the meeting minutes of March 6, 2015: no changes being requested, the circulated minutes of March 6 are hereby adopted as a true record.
6. Key Correspondence: there was no correspondence to share at the date of the meeting.
7. President's Report: report circulated at the meeting and added to the official record. Topic included the Provost and Vice President Academic and Research search, strategic plan progress, new arrangements for student counselling services and support for students; mental health and wellbeing, therapy dog sessions and ongoing government relations. The president also announced the departure of Registrar Shawna Garrett. The governors expressed their regret at her departure, and best wishes for her future endeavours. The President acknowledged and thanked governors for the successful donor recognition event held in February.
8. Consent Agenda: no items being marked for removal, the items of the consent agenda are considered adopted. They include Statutory Remittance Certificate, University Relations report and minutes of the Occupational Health and Safety committee (March 4, 2015)
9. Removal of items from the consent agenda: none.

10. Report from SUNSCAD: presented as circulated. Some discussion of follow up to be done with students who have withdrawn from NSCAD due to mental or physical illness. Research needed into best practices, professional advice before moving forward with contacting students after departure. Students also reported that their elections went well, with several positions having multiple candidates. Next year's executive will be ratified and formally announced on March 31, 2015 at the SUNSCAD AGM.
11. Motion to approve the updated constitution of Academic Council: I. Austen on behalf of the GHR committee gave a brief overview of the committee's discussion and the background behind the changes to the constitution. He then made the motion, which was seconded, and a brief discussion took place. The main objection to the changes surrounded the lack of functional change they represented; the change is in name only.

Motion for the Board of Governors to approve the presented changes dated December 8, 2014 to the Constitution and By-Laws for the Academic Governance of the Nova Scotia College of Art and Design. Vote taken - Motion carried. (BOG303/15-7)

12. Report from Governance and Human Resources Committee: I. Austen presented the minutes of October 9, 2014 and discussed the lag time between committee meetings minutes and the written report to the Board. All committee chairs present agreed that they felt this was a difficulty, and it was agreed that the matter would be brought back to the GHR committee for discussion and solution. The next meeting of the GHR committee will be April 16, 2015
13. Report from Audit and Risk Oversight Committee: J. Somerville presented the minutes of November 18, 2014 and gave an update on the subsequent business of the committee, including meeting with the auditors to set up the 2014/15 audit parameters. A question was asked about snow loads and building safety; the VP Finance and Administration updated the governors on the ongoing structural and insurance consultations. The next meeting of the ARO committee will be April 8, 2015.
14. Report from Advancement Committee: E. Currie presented the minutes of November 4, 2015 and gave an update on the subsequent business of the committee. Starfish sponsorship proceeding well (one half of goal at meeting time), donor event went well. It was reported that the Annual Fund results are lower than anticipated, and made the case that the lack of a Director of Development was being felt. Amounts are down, number of donors has risen. In requesting donations from faculty for the Annual Fund, it was uncovered that there is significant discontent towards the Board regarding the lack of Professor Emeritus appointments. In discussion, the governors had no explanation for this lack, and ask the GHR committee to look into this issue further. The next meeting of the Advancement committee will be April 15, 2015.

15. Report from Financial and Physical Resources Committee: J. Carruthers presented the minutes of October 28, 2014 and the Q3 financial update. He also gave an update on the committee's subsequent business, including capital projects, HST review, architect choice for upcoming projects and changes to the university's credit structure. It was also announced that the government has agreed to fund the 2014/15 deficit to the amount budgeted. Currently forecasting a deficit for 2015/16. The budget will be reviewed by the committee on April 7, and discussed by the Board on April 23. The next meeting of the FPR committee will be March 31, 2015.
16. No report from the Chair.
17. Business Arising from the minutes:
 - a. Spring Retreat to continue long-term planning discussions: given schedules within the President's Office, a date in late May is recommended. A Doodle poll will be issued shortly.
 - b. Deficits within Extended Studies: there have been significant improvements, and new initiatives are coming forward. Further action to be deferred for incoming Provost, Vice President Academic. Return to agenda October 2015.
18. Other Business: none brought forward.
19. In Camera: a motion was made to go in camera by J. Carruthers at 6:10 – motion carried. (BOG303/15-8)
Motion to leave in camera at 6:15 by R. Cantwell – motion carried. (BOG303/15-9)
20. Meeting adjourned by motion of M. Reichertz at 6:15. Motion carried. The next meeting of the Board will be April 23, 2015. (BOG303/15-10)

Recorded by A. Murray, Executive Assistant Governance

Approved for internal circulation by J. Somerville April 11, 2015