

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

\*Participating By Teleconference

**Regrets:** Ross Cantwell, Gordon Whittaker

**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), Eugene Pieczonka, Keith Tufts and Mark Atwood of Lydon Lynch, Brian Barron of Educational Consulting Services

- 1. Call to Order Establishment of Quorum** - Meeting called to order at approximately 4:00 pm by Chair, J. 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 March 31, 2016 Board agenda as presented.

Moved by G. Soligo, seconded. Carried. [BOG 311/16-9]

- 4. Approval of Minutes** – No changes being requested, the minutes of February 18, 2016 are hereby declared adopted as a true record.
- 5. Business Arising – Minutes** – The Chair advised there was no business arising from the February 18, 2016 minutes.
- 6. Key Correspondence** – K. Knoll, Board Secretary read into the record a letter received from Associate Professor, Craig Leonard, addressed to the Board of

Governors. The letter informed the Board of the establishment of a Cooperative Tuition Support Fund (CTSF). The CTSF is to be available annually starting in the Fall of 2016. Six \$500 scholarships will be made available to students falling within prescribed criteria. The process will be adjudicated by the NSCAD Scholarship and Awards Committee.

The Chair acknowledged this generous gift and requested it be communicated to Associate Professor Craig Leonard that he is to be commended for the initiative and for inspiring Faculty and Board members to consider this opportunity.

7. **Enterprise Risk Management (ERM)** - Board Chair, J. Somerville stated, on behalf of the Chair of the Audit and Risk Oversight Committee the ERM process has been developed and the Audit & Risk Oversight Committee has established a schedule to receive reports from the risk owners. The Board will be responsible for monitoring the top ten risks and will receive reports from the Audit & Risk Oversight Committee on the status of the top ten risks.

The Board acknowledged the ERM process has been finalized and reporting to the Audit & Risk Oversight Committee has commenced.

The following motion was tabled:

**Motion:** Approve the adoption of the Enterprise Risk Management (ERM) reporting and management process as established by Audit & Risk Oversight Committee in consultation with Grant Thornton.

Moved by D. Taylor-Gearing, seconded. Carried. [BOG 311/16-10]

8. **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. M. MacLellan, Chair of Governance and Human Resources (G&HR) requested the minutes of the March 9, 2016 G&HR Committee be removed for consideration. J. Carruthers, Chair of Financial and Physical Resources (F&PR) requested the minutes of the March 10, 2016 F&PR Committee 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, report of the Audit and Risk Oversight Committee, report of University Relations – Advancement Plan 2016/2017 and Communications Plan 2016/2017, SUNSCAD report and Senate report.

9. **Thank You** - J. Somerville, Board Chair acknowledged this was the last Board meeting for SUNSCAD student representatives, Gabriel Soligo and Julie Hall. J. Somerville thanked Gabriel and Julie for the service they have provided to the Board of Governors over the past year and noting the exemplary manner in which they have represented SUNSCAD and the Board.

The Board was informed that the incoming SUNSCAD representatives were Jessica MacDonald, (SUNSCAD President) and Julie Nix, (SUNSCAD VP Finance).

## 10. Consideration of Items Removed From Consent Agenda

**10.1 Governance and Human Resources Committee** - The Chair of the Governance and Human Resources Committee stated that the items to be considered were #5.1, 6.1 - 6.4 of the March 9th G&HR Committee. These items are now being brought forward to the Board for their approval.

### **Minutes – # 5.1 – Vice Chair**

At the March 9<sup>th</sup> Governance and Human Resources Committee the following recommendation was made.

- **Motion:** To approve the recommendation of the Governance and Human Resources Committee to appoint Robert (Rob) Cameron to the position of Interim Vice-Chair of NSCAD Board of Governors. The appointment will be effective March 31, 2016 to September 2016.

Moved by M. MacLellan, seconded. Carried [BOG 311/16-11]

- **Minutes – # 6.1 – 6.4 Promotions/Appointments – VP Academic & Research**

At the March 9<sup>th</sup> Governance and Human Resources Committee the following recommendations were received from the Review Committees of the respective Faculty and President D. Taylor-Gearing.

**Candace Ellicott**

- **Motion:** In accordance with Article 37.05(D) of the Collective Agreement between the Board of Governors and the Faculty Union, grant the recommendation of the Governance and Human Resources Committee of a Regular Part-Time Faculty Appointment to Candace Ellicott effective May 1, 2016.

Moved by M. MacLellan, seconded. Carried [BOG 311/16-12]

**Assistant Professor Max Haiven**

- **Motion:** In accordance with Article 16.07(E)(i) of the Collective Agreement between the Board of Governors and the Faculty Union, grant the recommendation of the Governance and Human Resources Committee of a second Regular Pro-Rated Faculty Appointment to Max Haiven effective July 1, 2016.

Moved by M. MacLellan, seconded. Carried [BOG 311/16-13]

**Associate Professor Carla Taunton**

- **Motion:** In accordance with Article 16.07(E)(i) of the Collective Agreement between the Board of Governors and the Faculty Union, grant the recommendation of the Governance and Human Resources Committee of a third appointment with Tenure and Promotion to Associate Professor to Carla Taunton effective July 1, 2016.

Moved by M. MacLellan, seconded. Carried [BOG 311/16-14]

### **Associate Professor Ericka Walker**

- **Motion:** In accordance with Article 16.07(E)(i) of the Collective Agreement between the Board of Governors and the Faculty Union, grant the recommendation of the Governance and Human Resources Committee of a third appointment with Tenure and Promotion to Associate Professor Ericka Walker effective July 1, 2016.

Moved by M. MacLellan, seconded. Carried [BOG 311/16-15]

**10.2 Financial & Physical Resources Committee** - The Chair of the Financial and Physical Resources (F&PR) Committee stated that the items to be considered were #5.1, 9 and 10 of the March 10<sup>th</sup> F&PR Committee. These items are now being brought forward to the Board for their approval.

### **Minutes – # 5.1 – Jack Gorrill and ScotiaMcLeod**

- **Motion:** To approve the recommendation of the Financial & Physical Resources Committee for NSCAD to maintain their relationship with Jack Gorrill and ScotiaMacLeod as fund managers for the upcoming 2016/2017 year.

Moved by J. Carruthers, seconded. Carried [BOG 311/16-16]

### **Minutes – # 9 – Appropriation**

The Chair of the Financial & Physical Resources Committee stated that over the last five years there has been an accounting accrual of \$200,000 per year for leased property. Meetings have been held with the landlord and administration has been advised there is no expectation on behalf of the landlord to receive these funds. Based on this information, the following motion was tabled:

- **Motion:** Be It Resolved That the \$1,096,000 in accrued liability be set aside in an appropriated fund for the maximization of the Port campus as well as a review of NSCAD's admissions portfolio and economic impact analysis, a feasibility study related to a joint cultural building as well as marketing and an update of the NSCAD website. The spending of this appropriation is contingent on the Province's approval for NSCAD to retain the funds.

Moved by J. Carruthers, seconded. Carried [BOG 311/16-17]

Ian Austen noted that the Board should keep in mind scholarship funding for graduate programs.

John Carruthers stated the Financial & Physical Resources Committee will keep this in mind.

### **Minutes – # 10 – Economic Impact Study and Admissions**

The Board was informed an RFP was issued to conduct an Admissions Review and Market Research and Economic Impact Analysis. Six responses were received. After review and scoring, the proposal from Higher Education Strategy Associates (HESA) was deemed to be the most aligned with NSCAD's objectives.

On behalf of the Financial & Physical Resources Committee, J. Carruthers tabled the following motion:

- **Motion:** To approve the recommendation of the Financial & Physical Resources Committee the Higher Education Strategy Associates (HESA) proposal to conduct an admissions review and market research and economic impact analysis for NSCAD University. The total costing of both components to total \$85,000. The spending of this appropriation is contingent on the Province's approval for NSCAD to retain the funds.

Moved by J. Carruthers, seconded. Carried [BOG 311/16-18]

The President advised the Board that the Department of Labour and Advanced Education has provided confirmation of approval to retain the funds.

## **11. Budget Presentation**

Sharon Johnson-Legere, VP Finance and Administration presented the 2016/17 budget.

Ms. Johnson-Legere stated that the budget for 2016/17 was guided by the NSCAD Strategic Framework 2015/2020, the MOU between NSCAD and the province and was developed with the objective of achieving a balanced budget. Reaching a balanced budget has been challenging due to declining enrolments and costs escalating faster than revenues. The balanced budget was accomplished through:

- i) NSCAD 2015 staffing structure reorganization to align with the delivery of the Strategic Framework;
- ii) Reducing expenses in all possible areas, while maintaining academic quality and investments in key areas of need;
- iii) Phasing out the flat fee tuition structure;
- iv) Achieving the Collective Agreement FUNSCAD Units I & II settlement for thirty (30) months; and
- v) Implementing a hiring freeze for 2016/17 (no net new positions).

A balanced operating budget 2016/17 was mandated by both the Province of Nova Scotia and the Board of Governors.

Ms. Johnson-Legere emphasized the fact that the risk of not achieving a balanced position in 2016/17 rest almost entirely on the ability to meet the enrolment targets and tuition levels established based on current trends and expectations of tuition changes.

In closing, Ms. Johnson-Legere stated NSCAD has made significant strides to achieve a balanced budget in 2016/17. While NSCAD's 2016/17 budget is balanced, it does not allow for flexibility.

It is absolutely critical that NSCAD achieve the enrolment targets in 2016/17 to ensure it does not fall into a cash deficit position.

Following the presentation and discussion, the Board was presented with the following motion:

- **Motion:** To adopt the recommendation of the Financial & Physical Resources Committee thereby declaring the presented 2016/2017 Annual Business Plan and Budget approved by the Board of Governors.

Moved by Elizabeth Currie, seconded. Carried [BOG 311/16-19]

J. Carruthers acknowledged the hard work of administration and offered congratulations on achieving a balanced budget.

## 12. Governance & Human Resources Committee – Post March 9<sup>th</sup> Meeting Matters

M. MacLellan, Chair of the Governance & Human Resources Committee brought forward to the Board two matters of business conducted by the Committee post the March 9<sup>th</sup> meeting via email vote.

### 12.1 Union/Board Appointments

On March 21, 2016, an email vote of the Governance & Human Resources Committee was conducted to appoint Ian Austen and Sean Kelly as the NSCAD Board of Governors of the Union/Board Committee. The motion was adopted and is being presented to the Board of Governors for final approval.

- **Motion:** To approve the recommendation of the Governance and Human Resources Committee to appoint Ian Austen and Sean Kelly as NSCAD Board of Governors representatives of the Union/Board Committee.

Moved by M. MacLellan, seconded. Carried [BOG 311/16-20]

### 12.2 Regular Full-time Faculty Appointments – Textiles – Elena Brebenel and Jennifer Green

On March 24, 2016, an email vote of the Governance and Human Resources Committee was conducted to approve the appointments of two faculty members in Textiles. The Committee received the recommendations of the duly appointed search committee. The motions were adopted and are being presented to the Board of Governors for final approval.

- **Motion:** To accept the recommendation of the Governance and Human Resources Committee, the President and the duly appointed Selection Advisory Committee and approve the appointment of Elena Brebenel to a Regular Full Time position at the rank of Assistant Professor, Textiles (Surface) effective July 1, 2016, *subject to the candidate's ability to obtain and maintain appropriate immigration status to work in Canada.*

Moved by M. MacLellan, seconded. Carried [BOG 311/16-21]

- **Motion:** To accept the recommendation of the Governance and Human Resources Committee, the President and the duly appointed Selection Advisory Committee and approve the appointment of Jennifer Green to a



Regular Full Time position at the rank of Assistant Professor, Textiles (Structure) effective July 1, 2016.

Moved by M. MacLellan, seconded. Carried [BOG 311/16-22]

- 13. Review/Approval New and Updated Policies – Approval Authority Board of Governors** - Ms. Johnson-Legere provided background on the policies being presented to the Board. In the Summer of 2015, a consultant was engaged to complete a comprehensive review of all of NSCAD's policies and a policy gap analysis. In addition, a pan-Canadian review of best practice was conducted and additional policies were brought forward for development.

A Policy Framework was developed which has been approved by the Board of Governors. The Policy Framework identifies the way in which NSCAD policies are to be developed and approved.

Ms. Johnson-Legere stated the policies have undergone a robust review by members of the Senior Management Team and have been approved by the appropriate standing committees as identified in the Policy Framework.

Following discussion and with minor edits being requested the following motions were tabled:

- **Motion:** To approve the recommendation of the Governance and Human Resources Committee to adopt the following University Relations policies that fall under the authority of the Board of Governors: Gift Acceptance, Donor Bill of Rights, and Annual and Endowment Fund Management Policy.

Moved by Grant Machum, seconded. Carried [BOG 311/16-23]

- **Motion:** To approve the recommendation of the Governance and Human Resources Committee to adopt the following Finance policies that fall under the authority of the Board of Governors: Cash Handling, Capital Asset Control, Meals and Entertainment, Insurance, Travel and Purchasing.

Moved by Rob Cameron, seconded. Carried [BOG 311/16-24]

- **Motion:** To approve the recommendation of the Governance and Human Resources Committee to adopt the following Board of Governors policies that

fall under the authority of the Board of Governors: Board of Governors Travel, Signing Authority and Pension Governance.

Moved by Grant Machum, seconded. Carried [BOG 311/16-25]

The Board engaged in discussion of the group of policies falling under the Office of Academic and Research. After debate, it was agreed the Retired Professors and Professor Emerita/Emeritus would be withdrawn from the motion and dealt with separately. The amended motion was tabled:

- **Motion:** To approve the recommendation of the Governance and Human Resources Committee to adopt the following Office of Academic and Research policies that fall under the authority of the Board of Governors: Use of Copyright Materials, Privacy, and Academic Integrity.

Moved by Grant Machum, seconded. Carried [BOG 311/16-26]

R. Meyer raised concerns regarding the Retired Professors and Professor Emerita/Emeritus policy. It was acknowledged issuance of this policy was time sensitive as there are long standing faculty retiring this year. The policy has been six years in development. It was agreed the policy would move to the vote.

- **Motion:** To approve the recommendation of the Governance and Human Resources Committee to adopt the Office of Academic and Research policy that falls under the authority of the Board of Governors: Retired Professors and Professor Emerita/Emeritus.

Moved by Grant Machum, seconded. One opposed. Carried [BOG 311/16-27]

Keith Tufts, Eugene Pieczonka and Mark Atwood of Lydon Lynch and Brian Barron of ECS joined the meeting.

**14. President's Report** - President Taylor-Gearing outlined the outstanding progress being made by NSCAD with evidence-based deliverables with the reporting template for the Bilateral Agreement submitted to Labour and Advanced Education on March 11, 2016.

Labour and Advanced Education is working to implement an Outcome Agreement approach with a standard reporting template for the PSE sector. The Outcome

Agreement is intended to identify activities and goals to complement the work of the Partnership Table and align with the priorities and core objectives outlined in the Memorandum of Understanding between the Province of Nova Scotia and the Nova Scotia Universities 2015-2019.

The President reported on NSCAD's Enterprise Risk Management and the reports being presented to the Audit & Risk Oversight Committee. It was noted, student recruitment for Fall 2016 remains the highest risk to NSCAD's sustainability and is top priority for the Senior Management Team

The President stated the NSCAD University Space Study Final Report is now complete and ready for presentation, deliberation and informed decision making. With the approval of the Chair, the President invited Lydon Lynch and ECS to present the NSCAD University Space Study Final Report.

Eugene Pieczonka provided a comprehensive overview of the space study. Mr. Pieczonka detailed a list of services undertaken in the study:

- Prepare a Functional Space Study in terms of:
  - Comparable Benchmarks at other art schools;
  - Current and future enrolment projections;
  - Establishing spatial requirements specific to the Port Campus and other campus.
- Review the existing Port Campus in terms of its potential to create additional floor areas;
- Analyzing existing accommodations with the Port to determine the 'right-sizing' of departments;
- Determining opportunities to accommodate additional departments that will be relocated from the Fountain Campus;
- Conduct a 'Test Fit' to illustrate the potential layouts of a full utilized Port Campus; and
- Provide a Construction Cost Estimate of the 'Test Fit'.

Brian Barron of ECS spoke to the space allocation summary- comparison with current inventory. This was broken down by Division/Unit and then benchmarked against other art schools.

Mr. Pieczonka provided the Board with an overview of the extensive consultation process that was undertaken to gather information outlined in their final report.

The Board thanked Lydon Lynch and ECS for the work completed on this project.

The Board was encouraged to address any questions to the presenters.

Following the presentation, the motion was tabled:

- **Motion:** Be It Resolved, The NSCAD University Space Study Final Report of March 31, 2016 be received by the Board of Governors.

Moved by D. Taylor-Gearing, seconded. Carried [BOG 311/16-28]

The President went on to state that following the Board meeting of February 18, 2016 and approval of the motion that NSCAD 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.

The Board was advised that NSCAD President met with the AGNS incoming Board Chair and current interim CEO followed by a meeting with the Premier, Deputy Minister Communities, Culture and Heritage and Keith Tufts to discuss a BOLD VISION of a one Nova Scotia Arts and Cultural Destination.

The Premier embraced the BOLD VISION and asked that his commendation be communicated to the NSCAD University and AGNS Board members for their vision and commitment to thinking differently and for their openness to collaborate for the benefit of all Nova Scotians.

With approval of the Chair, the President invited Keith Tufts to share his Bold Vision for a One Nova Scotia Arts and Cultural Destination.

Mr. Tufts thanked the Board for the opportunity to share his vision.

Following the presentation, the discussion was opened up for questions.

The Board was presented with the following motion:

- **Motion:** Be It Resolved, NSCAD pause on planning to intensify the Port Campus and take time to fully develop feasibility plans and explore

opportunities to embrace a BOLD VISION and a long term sustainability model.

Moved by Elizabeth Currie, seconded. Carried [BOG 311/16-29]

#### **15. Thanks to Board of Governors**

Gabriel Soligo and Julie Hall thanked the Board for the opportunity to work with them over the last year as SUNSCAD Board representatives. Mr. Soligo advised the new SUNSCAD representatives, Jessica MacDonald (President) and Julie Nix (VP Finance) will be commencing on May 1, 2016.

#### **16. Adjournment**

By motion of Grant Machum, the March 31, 2016 meeting of the Board of Governors adjourned at approximately 6:45 pm.

#### **17. Next Meeting**

The next meeting of the Board of Governors will be held on Thursday, May 12, 2016.

*Recorded by K. Connor, Executive Assistant Governance & President's Office  
Approved for internal circulation by Jeff Somerville, April 19, 2016.*