

**In Attendance:** Jeff Somerville (Chair), Dianne Taylor-Gearing, Ian Austen, Rob Cameron, Ross Cantwell, John Carruthers, Louise-Anne Comeau\*, Elizabeth Currie, Gary Edwards\*, Sean Kelly, Kim Knoll\*, ME Luka, Jessica MacDonald, Alan MacPherson, Rudi Meyer, Julie Nicholson, Gordon Whittaker, Rebecca Young.

\*Participating By Teleconference

**Regrets:** Greg Bambury, Grant Machum, Matthew MacLellan.

**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)

1. **Call to Order Establishment of Quorum** - Meeting called to order at approximately 4:00 pm by Chair, J. Somerville. Quorum established.
2. **Welcome** – J. Somerville welcomed Jessica MacDonald and Julie Nicholson to the Board of Governors. Ms. MacDonald and Ms. Nicholson are the new SUNSCAD representatives to the Board of Governors.

Following introductory comments, the following motion was tabled:

- **Motion:** To approve the recommendation of SUNSCAD to appoint Jessica MacDonald and Julie Nicholson as the new SUNSCAD representatives to the NSCAD Board of Governors. The appointments will be effective from May 2016 to May 2017.

Moved by ME Luka, seconded. Carried. [BOG 312/16-30]

3. **Conflict of Interest** –There were no conflicts of interest disclosed.
4. **Acceptance of the Agenda** – The agenda was accepted as presented.

- **Motion:** To approve the May 12, 2016 Board agenda as presented.

Moved by John Carruthers, seconded. Carried. [BOG 312/16-31]

5. **Approval of Minutes** – No changes being requested, the minutes of March 31, 2016 are hereby declared adopted as a true record.
6. **Business Arising – Minutes** – The Chair advised there was no business arising from the March 31, 2016 minutes.
7. **Key Correspondence** – K. Knoll, Board Secretary advised there was no key correspondence to bring forward to the Board.
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. J. Somerville on behalf of M. MacLellan, Chair of Governance and Human Resources (G&HR) requested the minutes of the May 5, 2016 G&HR Committee be removed for consideration.

With this item removed, the remaining items of the Consent Agenda are declared adopted. These include the Statutory Remittance Certificate, report of the Financial & Physical Resources Committee, report of the Advancement Committee, report of the Audit and Risk Oversight Committee, and Senate report.

## 9. **Consideration of Items Removed From Consent Agenda**

**9.1 Governance and Human Resources Committee** - The Chair of the Governance and Human Resources Committee stated that the items to be considered were #6 and #7 of the May 5, 2016 Governance and Human Resources Committee.

These items are now being brought forward to the Board for their approval.

### **Minutes – # 6 – Annual Review Code of Conduct and Conflict of Interest**

On behalf of the Chair, Governance and Human Resources Committee, J. Somerville spoke to this matter.

At the May 5, 2016 Governance and Human Resources Committee meeting, the Committee engaged in discussion of the Code of Conduct and the unique position of

faculty members that sit as Governors. The Committee felt there were two main issues pertaining to where the Code of Conduct infringes on the rights of faculty:

- Collective Agreements; and
- Academic Freedom.

The Committee agreed it was important to keep the Board unified around language in the Code of Conduct.

Following lengthy discussion, the Committee agreed to propose an amendment to the Code of Conduct. The amendment is being brought forward to the Board of Governors today for consideration. The amendment will be to strike the last nine words in the Code. Under Section #4 “Statement of Understanding” it currently reads “I have read and understood the Code of Conduct for Members of the Board of Governors of NSCAD University and agree to abide by its terms and spirit”. With faculty agreement, it was proposed the words “and agree to abide by its terms and spirit” be removed.

The Chair advised that the members of the Governance and Human Resources Committee with legal expertise felt there was language in the document so as not to impact the intent of the Code of Conduct. The amended document would satisfy everyone’s concerns and maintain the integrity of the Code of Conduct.

- **Motion:** To approve the recommendation of the Governance and Human Resources Committee that the NSCAD Board of Governors’ Code of Conduct be amended to remove the last nine words in Section #4 “Statement of Understanding: causing it to now read “I have now read and understood the Code of Conduct for Members of the Board of Governors of NSCAD University.

Moved by Sean Kelly, seconded. Carried [BOG 312/16-32]

### **Minutes – # 7 – 30 Day Notice to Amend By-Laws**

On behalf of the Chair, Governance and Human Resources Committee, S. Kelly spoke to this matter.

At the May 5, 2016 meeting of the Governance and Human Resources Committee the Committee engaged in discussion of the By-Laws and the Board’s ability to appoint members to the Board at other times outside of the AGM. The amendment would

allow the Governor-in-Council appointment to take effect on the date the Order in Council is issued.

It was noted the *ACT* provides for unexpected vacancies that occur during the year. This provision is under Section #5.5 of the *ACT* which states “If a vacancy occurs in the membership of the Board, the authority electing or appointing the member shall elect or appoint a person to replace the member within three months of the vacancy”.

The proposed amendment will be brought back to the Governance and Human Resources Committee at its June 16<sup>th</sup> meeting and to the Board at its June 23<sup>rd</sup> meeting.

S. Kelly advised that on behalf of the Governance and Human Resources Committee 30 day notice to amend the By-Laws is being provided.

The Chair acknowledged.

#### **10. Board of Governors – Email Vote – Federal Post-Secondary Institutions Strategic Investment Fund (SIF)**

The Chair provided background information on SIF. J. Somerville stated the Federal government announced on April 6, 2016 details regarding its Post-Secondary Strategic Investment Fund (SIF), which provides \$2billion to the PSE sector.

SIF presents an opportunity that will enable NSCAD University to deliver on its strategic framework and achieve long-term sustainability. After a review of the criteria, it was realized there was only one “shovel ready” proposal NSCAD could submit. The President and management team realized that the only option to participate in the SIF Program would be to submit our Interim Facilities Solution that was first tabled at the Board Retreat in August 2015. The strategy looked at maximizing the space potential at the Academy Campus.

May 9, 2016 was the deadline for submissions. Administration worked to pull together a comprehensive submission that met all of the requirements of the application.

In order to make a submission, the Board of Governors are requested to confirm their support for the initiative and proposal with an approval in principle.

On May 2, 2016 the Board of Governors held a teleconference to discuss the opportunity and address questions and concerns. Following the teleconference, an email vote was conducted. The following motion received unanimous approval:

**Motion:** Be It Resolved: NSCAD University Board of Governors approve in principle to submit the proposed NSCAD Academy Campus Development to the Post-Secondary Institutions Strategic Investment Fund (SIF) by the due date May 9, 2016.

Moved by Gary Edwards, seconded. Carried

J. Somerville advised the application was submitted on the due date and we have received acknowledgement of receipt. It is expected we will receive notification on the status of our application from the Federal government by the end of June.

### **11. Final Call for Governor-at-Large Nominations**

J. Somerville advised that the NSCAD Board of Governors is at capacity for Governor-at-Large status.

The Chair discussed terms ending and Governors reoffering for an additional term and Governors standing down.

### **12. Elections for Chair, Vice-chair, Treasurer and Secretary**

Board Chair, J. Somerville advised the Nominations Committee would deal with the elections and nominations of these officers of the Board. J. Somerville acknowledged there will be a vacancy for Treasurer/Chair, Financial and Physical Resources Committee.

The Nominations Committee will bring forward to the Board the slate of officers. The officers will be appointed at the September 22, 2016 AGM.

### **13. Review of Q4 Financials**

J. Carruthers, Chair, Financial & Physical Resources Committee provided an overview of the Q4 financials. J. Carruthers noted the document before the Board was not an audited statement due to the fact the audit is still underway.

The Board was made aware that the ending cash position in operating capital was (\$23,025). This is a good news story for the University since we will not have to go to government to fund our deficit.

J. Carruthers provided an overview of line items under Revenue and Expenses. In closing, J. Carruthers noted that this year we presented a balanced budget and would be working towards achieving that result.

#### **14. President’s Report – Alignment of NSCAD University Strategic Framework, Academic Plan and Strategic Research Plan**

##### **14.1 Celebrations**

President Taylor-Gearing opened discussion stating that over the past few weeks NSCAD celebrated student achievement in style and tradition with outstanding exhibitions, pop-up shops, events, awards, graduation shows, the catalogue launch and convocation. On April 29, the Class of 2016 (136 students) successfully graduated and were welcomed to the NSCAD Alumni family. It was a time of pride in all that we believe in and collectively accomplish, a time of celebration with family, friends and supporters from near and far. Every event was met with accolades and joy.

##### **14.2 Honorary Degree Recipient – Todd Saunders**

Architect Todd Saunders was given an honorary degree “Doctor of Fine Arts” from NSCAD University during the 2016 Graduation Ceremony on April 29. Commissioned by the Shorefast Foundation and the Fogo Island Arts Corporation, Todd designed a series of six artists’ studios at various Fogo Island locations and the Fogo Island Inn. Todd’s message to the Graduating Class of 2016 was “Don’t be complacent”.

##### **14.3 PSE Sector Outcome Agreement**

The President advised that work continues on the Outcome Agreements that is intended to identify activities and goals to complement the work of the Labour and Advanced Education Partnership Committee 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 there were six (6) mandatory outcomes that must be addressed. In addition, NSCAD is proposing to select four (4) optional outcomes.

#### **14.4 NSCAD's Enterprise Risk Management (ERM) Risk #3 – Recruitment and Retention**

The President stated student recruitment for Fall 2016 remain high risk to NSCAD's sustainability. Staffing is in place to focus efforts on conversion of applicants to committed students.

An external review of NSCAD's Admissions by the Higher Education Strategy Associates (HESA) commenced on May 10<sup>th</sup> with a report due July 31, 2016.

With the approval of the Chair, President Dianne Taylor-Gearing invited AVP University Relations, Linda Hutchison to present the Admission Management Report.

Ms. Hutchison presented the following statistics:

- **Undergraduate Applicants 2016/2017**
  - Completed Applications – 336
  - Acceptances – 27
  - Confirmed – 95
- **Graduate Applications 2016/2017**
  - Completed Applications – 97
  - Acceptances – 29
  - Confirmed – 21

The Board was advised that the soft deadline for admissions is June 1<sup>st</sup> although applications are received after the June 1<sup>st</sup> date. Admissions staff are focusing on applicants who as of yet have not made their final decision to convert from 'acceptance' status to 'committed' status. The applicants are being contacted by phone, e-mail, invited on site tours, and sent post cards. The students working on this effort have a call target of 162 this week. NSCAD's conversion rate is quite healthy.

#### **14.5 NSCAD's Enterprise Risk Management (ERM) Risk #4 – Facility Condition and Maintenance**

Work on the NSCAD Facilities Strategy continues as a high priority. On April 6, 2016, the Federal government announced the \$2B Post-Secondary Institutions Strategic Investment Fund (SIF). The application due date was May 9, 2016 with project completion April 2018. This funding opportunity is timely as NSCAD has already committed to plan to exit the Fountain Campus by 2019.

Through the April – May 2016 timeline for the SIF submission there were multiple competing priorities. At this very time, something quite remarkable happened: the complete alignment of NSCAD’s planning documents and tools; the Strategic Framework, Academic Plan and Strategic Research Plan.

NSCAD’s SIF proposal was submitted on time and with the Board of Governors unanimous Approval-in-Principle.

The President stated SIF presented both an opportunity and a challenge. The Board was provided with both the opportunity and challenges associated with SIF.

#### **14.6 President Taylor- Gearing Celebrates with the Art Institute of Chicago- (SAIC)**

The President advised she attended the School of the Art Institute Chicago (SAIC) 150th Anniversary Gala and fundraiser also celebrating and honouring President Walter Massey as he retires from SAIC. The event was held in the Modern wing (designed by architect Renzo Piano) of the Art Institute Chicago on May 6, 2016. The Art Institute and SAIC is an example of two institutions collaborating under one entity. The visit included meeting with the Art Institute Chicago COO, David Thurm, SAIC Vice Provost, Paul Coffey and SAIC VP Operations, Tom Buechele.

#### **15. Board Meeting Efficiency**

The Chair stated that a suggestion had come from discussions at the last Governance and Human Resources Committee meeting that he would like to implement. The idea is to ask at the end of each meeting if the Governors felt the meeting ran effectively and efficiently or if there was anything that could be done better to enhance Board meetings.

J. Somerville posed the question and advised he would continue to close each meeting with the question.

#### **16. Adjournment**

By motion of Rudi Meyer, the May 12, 2016 meeting of the Board of Governors adjourned at approximately 5:45 pm.



## **17. Next Meeting**

The next meeting of the Board of Governors will be held on Thursday, June 23, 2016.

*Recorded by K. Connor, Executive Assistant Governance & President's Office*

*Approved for internal circulation by Jeff Somerville, June 1, 2016.*