

**In Attendance:** Jeff Somerville (Chair), Dianne Taylor-Gearing, Ian Austen, Greg Bambury, Rob Cameron, Ross Cantwell, John Carruthers, Louise-Anne Comeau, Elizabeth Currie, Gary Edwards, Julie Hall, Sean Kelly, Kim Knoll, ME Luka, Grant Machum, Alan MacPherson, Rudi Meyer, Gabriel Soligo, David van de Wetering, Gordon Whittaker, 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), Chris Hattie (Director of Human Resources), Marilyn Smulders (Director of Communications), Leah White (Grant Thornton)

**Regrets:** Matthew MacLellan

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 two areas of conflict identified:
  - Collective Agreements – Ratification FUNSCAD Units I and II; and
  - Update on Board’s Motion Regarding Article 40 of Collective Agreement.

Rudi Meyer and Rebecca Young will recuse themselves from discussion on these two agenda items.

3. **Acceptance of the Agenda** – The agenda was accepted as presented.

**Motion:** To approve the November 26, 2015 Board agenda as presented.

Moved by ME Luka, seconded. Carried. [BOG 309/15-51]

4. **Approval of Minutes** – No changes being requested, the minutes of September 17, 2015 are hereby declared adopted as a true record.
5. **Business Arising – Minutes** – The Chair advised there was no business arising from the September 17, 2015 minutes.

6. **Key Correspondence** – The Secretary, Kim Knoll advised she had received a letter from Vice Chair, Julia Rivard-Dexter.

Citing the demands of her growing business along with a young family, Julia Rivard-Dexter submitted her resignation from the Board of Governors. Ms. Rivard-Dexter's resignation is effective November 26, 2015.

Ms. Rivard-Dexter was an elected NSCAD Alumni Association Board member. Ms. Rivard-Dexter's resignation leaves the position of Vice Chair vacant.

7. **Consent Agenda** – With no items being requested for removal, the Consent Agenda items are declared adopted. These include the Statutory Remittance Certificate, report of the Financial & Physical Resources Committee, report of the Advancement Committee, and report of the Governance & Human Resources Committee.
8. **Facilities Update – Lydon Lynch Proposal** – Ross Cantwell provided background information on Lydon Lynch's proposal which included the option to contract part of the work to ECS. Mr. Cantwell explained ECS is a national firm that specializes in space programming and they have a wealth of experience, including work with ACAD and OCAD. Lydon Lynch in consultation with ECS would prepare a functional space program for the NSCAD Port and Academy campuses.

Lydon Lynch has also been asked to assist NSCAD in assessing the Fountain Campus. They will prepare a study of the Fountain Campus which will assist with monetizing the campus when it goes on the market.

Mr. Cantwell further noted NSCAD is planning to relocate three programs to the Port Campus as early as Summer of 2016.

At the November 5<sup>th</sup> meeting of the Financial and Physical Resources Committee, a motion was passed to recommend the Board approve the Lydon Lynch proposal. Based on that recommendation, the following motion was tabled.

**Motion:** The Board of Governors approves the recommendation of the Financial and Physical Resources Committee of November 5, 2015 to approve Lydon Lynch's proposal to work with ECS to prepare a functional space program for the NSCAD Port and Academy campuses and a design plan for moving three programs from Fountain to the Port in 2016. Lydon Lynch's plan also encompasses a study of the Fountain Campus which will assist with monetizing the campus when it goes to market.

Moved by Ross Cantwell, seconded. Carried. [BOG 309/15-52]

9. **Enterprise Risk Management** - The Chair welcomed Leah White of Grant Thornton to the meeting. Ms. White provided an overview of the process and the significant work that has been done by the Board.

It was noted, risks owner are responsible for monitoring each risk assigned to them and to do this they must establish performance measures and compare them to targets. The risk owners must also identify any potential issues and implement action plans and report the results. A standard reporting template has been developed and provided to the risk owners. This report will be the basis of the reports delivered to the Audit and Risk Oversight Committee and subsequently the Board of Governors.

Ms. White outlined the Board's role in the Enterprise Risk Management Process:

- Understand how much risk NSCAD is willing to live with;
- Understand the Enterprise Risk Management process;
- Knowing the most significant risks and management's responses; and
- Consider whether NSCAD is taking on too much risk.

As the process moves forward, the Board was directed to ask a number of questions to ensure the top ten risks remain relevant:

- Are these the right risks for us to focus on;
- How do we monitor for new or changed risks on an ongoing basis;
- Are our risk management action plans on track; and
- Are action plans to mitigate key risks proving effective?

The first reports from risk owners will be presented to Audit and Risk Oversight Committee at its December 2<sup>nd</sup> meeting.

The Chair noted this would be the final presentation of Grant Thornton to the Board of Governors on Enterprise Risk Management. The Chair expressed the Board's appreciation for the high quality work and thanked Ms. White and Grant Thornton for their assistance with the project.

10. **Q2 Financials** – The Chair of Financial & Physical Resources, John Carruthers presented the Q2 financial statements.

Mr. Carruthers noted there is a \$460,000 deficit projection, but it could be as high as \$670,000. Also noted, revenue is down, primarily due to enrolment being low and its effects such as the bookstore having lower sales.

President Dianne Taylor-Gearing stated that government is monitoring all universities and they are aware NSCAD plans to have a balanced budget for 2016/2017. Labour and Advanced Education has mandated all universities achieve a balanced budget in 2016/17.

Protesting students entered the Board of Governors meeting. The Chair noted that the Board of Governors' meetings were closed meeting, but the students were welcome to stay for the presentation(s). The group was cautioned that if they became disruptive the meeting would be adjourned.

11. **Student Enrolment Update** – The Board of Governors received an enrolment report from Associate Vice President University Relations and the Acting Associate Vice President Student Experience and Registrar.

The report detailed some of the admission challenges and the actions undertaken by both the Admissions Committee and the University. The report also addressed the issue of the relevance of its Academic programs and stated in every division there is currently a review of all program offerings which is accompanied by a 5-year enrolment plan.

It was further noted there is a decline in the number of high school graduates each year in most regions of Canada. To augment enrolment actions have been taken to recruit further afield while still focusing on recapturing the Nova Scotia market share and expand enrolment from Ontario, Western Canada and the Prairies. The presenters spoke to the investment the University is making in recruitment and its work with other stakeholders and partnerships.

Before moving ahead with agenda items #12 and #13, faculty representatives Rudi Myer and Rebecca Young were asked if they had any statement pertaining to either of these agenda items.

- Agenda Item #12 – Collective Agreements – Ratification FUNSCAD Units I and II; and
- Agenda Item #13 – Update on Board's Motion Article 40 of Collective Agreement

Rudi Meyer stated Units I and II ratified the Collective Agreements on October 28<sup>th</sup> and were awaiting the Board's ratification. With respect to Article 40, Mr. Meyer said that faculty was questioning the motion due to the fact they were having difficulty understanding its intent.

Mr. Meyer and Ms. Young having declared being in conflict on these two agenda items, left the meeting.

12. **Collective Agreement – Ratification FUNSCAD Units I and II** – Grant Machum addressed this agenda item on behalf of Matthew MacLellan, Chair of the Governance and Human Resources Committee.

By way of background, the Board was informed that both FUNSCAD Bargaining Units I and II ratified the Board's proposal on October 28<sup>th</sup>. The two agreements, for FUNSCAD Unit I, representing faculty and librarians, and FUNSCAD Unit II, representing technical, library and gallery staff, were ratified by the Union memberships on October 28, 2015.

The new agreements cover the period from January 1, 2016 to June 30, 2018, and include salary increases of one per cent in the first year, one per cent in the second year, and a half per cent in the first half of the third year. The new collective agreements essentially roll over all other provisions of the current collective agreements, set to expire Dec. 31, 2015.

On October 30<sup>th</sup>, the Advisory Committee on Labour Relations made recommendation to the Governance and Human Resources Committee to accept the Comprehensive Collective Bargaining Proposal for FUNSCAD Unit I & Unit II.

At its November 16<sup>th</sup> Governance and Human Resources Committee meeting a recommendation was made to the NSCAD Board of Governors to ratify new collective agreements between the Board and FUNSCAD Units I and II for the period of January 1, 2016 – June 30, 2018. This matter is before the Board for approval.

The following motion was tabled:

**Motion:** The Board of Governors formally ratifies new collective agreements between the Board and FUNSCAD Units I and II for the period of January 1, 2016 – June 30, 2018. The agreements were ratified by the FUNSCAD Bargaining Units I and II on October 28<sup>th</sup> and recommended by the Advisory Committee on Labour Relations on November 2<sup>nd</sup> and the Governance and Human Resources Committee on November 16<sup>th</sup>.

Moved by Grant Machum, seconded. Carried [BOG 309/15-53]

13. **Update – Board’s Motion Regarding Article 40 of Collective Agreement** – The Board approved the following motion at its September 17<sup>th</sup> Board meeting:

**Motion:** The Board will direct the Vice-President (Academic & Research) to advise FUNSCAD of the consequential changes to LOA#3 while the Board exercises its rights and fulfills its obligations under Article 40.

On September 25<sup>th</sup> the Vice-President Academic & Research provided a letter to FUNSCAD informing the Union of the Board’s motion.

On September 28<sup>th</sup>, Jeff Somerville, Board Chair, University representatives and FUNSCAD representatives met to discuss the motion. FUNSCAD raised concerns about the motion and the Board Chair agreed to take these concerns under consideration. On November 9<sup>th</sup>, Prof. Alvin Comiter, President of FUNSCAD wrote to NSCAD’s President and the Vice-President Academic & Research formally requesting the motion passed by the Board on September 17<sup>th</sup> be withdrawn.

At the November 16<sup>th</sup> meeting of the Governance and Human Resources Committee, the Director, Human Resources, Chris Hattie, provided an overview of the University’s next steps for providing appropriate notice under Article 40. He indicated that the next step would be for the Vice-President Academic & Research to provide formal notification of potential modifications to programs and/or departments at the next Faculty Forum meeting. He indicated that such notice will include specifics on the programs and/or departments which could be affected, and that those details will be informed by the draft Academic Plan currently being prepared by the Vice-President Academic & Research for presentation to Senate in December. The Director, Human Resources indicated that this course of action should address the concerns raised in Prof. Comiter’s letter.

Following discussion the Governance and Human Resources Committee agreed that the Board would be advised at its November 26<sup>th</sup> meeting of the request from FUNSCAD to rescind the motion and that the decision of the Governance and Human Resources Committee was to not rescind and to bring to the Board for information purposes only.

Grant Machum stated that under the Collective Agreement notice must be given one year in advance. During the year there will be ongoing dialogue on what we can do to change overall programming. At this time, nothing has been determined.

The September 17<sup>th</sup> Board motion pertaining to Article 40 stands.

14. **Tuition Market Adjustment** – Following discussion, it was agreed the approximately 50 NSCAD students and representatives of the Canadian Federation of Students currently in the room would be permitted to stay for the presentation by the Vice President, Finance and Administration, Sharon Johnson-Legere.

In commencing her presentation, Ms. Johnson-Legere stated the Province of Nova Scotia through its 2015-16 provincial budget was allowing universities a one-time only tuition market adjustment. It was noted a tuition reset was recommended by NSCAD in its Framework for Sustainability which passed unanimously by the Board of Governors in 2012, but until this recent provision of the Province of Nova Scotia, the Board was unable to implement this recommendation as proposed in the Framework for Sustainability.

Ms. Johnson-Legere went on to explain the market adjustment would allow NSCAD to rectify its relatively low tuition rates; NSCAD's tuition is the lowest for an arts education compared to all other Nova Scotia universities. As a highly specialist visual art and design University, the studio model at NSCAD is more expensive to deliver because classes are smaller, with enviably low student-to-faculty and student-to-technician ratios, while facility and equipment needs are greater.

After consultation—including three sessions with students throughout the fall—the University decided the best approach was to move away from the flat fee tuition model. Currently, full-time undergraduate NSCAD students pay the same tuition per semester whether they are taking 12 credits, 15 credits or an overload of 18 credits per semester. By way of background, typical classes at NSCAD account for three credits per semester, although the more intensive studio-based classes in the upper years can be six or nine credits.

Under the proposed new structure, students would begin paying for credits they choose to take above 12 credits per semester, phased in over three years. That means students taking 15 credits both semesters in 2016-17 would pay an additional \$579 each year for three years— a 9.1 per cent increase in the first year. By 2018-19, NSCAD's tuition will be in line with other Nova Scotia universities in its comparator group.

It was further noted, part-time students taking three to nine credits a semester or full-time students taking 12 credits would not be impacted by the move away from the proposed market adjustment. Currently, a majority of students (62 per cent) take 12 credits or fewer per semester.

Ms. Johnson-Legere stated the University is also proposing an increase to graduate student tuition, which has been held to the same amount as undergraduate tuition since 2005. In any other university in Canada, graduate students pay more for tuition than undergraduates, although there are more teaching and research opportunities and scholarships available to them.

The proposed market adjustment would increase graduate student tuition by 30 per cent to \$8,270 for Master of Design (MDes) and Master of Fine Art (MFA) students, and \$8,900 for the proposed Master of Art Education program.

Following the presentation, the Chair requested the students leave the meeting as per governance meeting protocol so the Board could discuss further. The students refused to leave the meeting.

The Chair called for a motion to adjourn.

15. **Motion to Adjourn** by Ross Cantwell. Carried. [BOG 309/15-54]

16. **Next Meeting** – February 18, 2016

17. **Business Not Concluded** – Due to early adjournment, the following agenda items were deferred:

- Tuition Market Adjustment – Debate and Motion;
- Report from SUNSCAD;
- President’s Report; and
- Dr. Ann-Barbara Graff – Academic Planning and Program Review.

*Recorded by K. Connor, Executive Assistant Governance*

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