

In Attendance: Jeff Somerville, (Chair), Rob Cameron, Dianne Taylor-Gearing, Faten Alshazly, Ian Austen, Greg Bambury, Siobhan Cleary, Louise-Anne Comeau, Elizabeth Currie, Gary Edwards, Cameron Jantzen, Sean Kelly, Kim Knoll, Jessica MacDonald, Grant Machum, Alan MacPherson, Rudi Meyer, David van de Wetering,

Regrets: Ross Cantwell, Rory MacDonald, Matthew MacLellan, Julie Nicholson, Gordon Whittaker

Invited: Sharon Johnson-Legere, Vice-President Finance and Administration, Ann-Barbara Graff, Vice-President Academic & Research, Linda Hutchison, Associate Vice-President University Relations, James Barmby, Associate Vice-President Student Experience and Registrar

Guest: Alex Usher, Principle of Higher Education Strategy Associates

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 areas of conflict identified.

3. Acceptance of the Agenda

The agenda was accepted as presented.

Motion: To approve the November 24, 2016 Board agenda as presented.

Moved by Siobhan Cleary, seconded. Carried. [BOG 316/16-53]

4. Approval of Minutes

No changes being requested, the minutes of September 22, 2016 are hereby declared adopted as a true record.

5. Business Arising – Minutes

The Chair advised there was no business arising from the September 22, 2016 minutes.

6. Key Correspondence

K. Knoll, Board Secretary advised she was in receipt of three pieces of key correspondence which was read into the Board meeting record:

6.1 Board Chair Letter to Minister Regan – Re Faten Alshazly

Correspondence from Board Chair, J. Somerville to Minister Regan regarding the optics of a perceived conflict of interest due to the timing of the appointment of Fatan Alshazly by Order in Council No. 2016-216. Ms. Alshazly is Principal and Creative Officer of WeUsThem Inc.

On August 23, 2016 WeUsThem was awarded through the RFP procurement services contract for the revitalization of the NSCAD website project. Ms. Alshazly was appointed to the NSCAD Board of Governors on September 1, 2016 and the NSCAD Governance office was informed of the appointment on September 6th.

Full disclosure was made to the Minister detailing timelines and the fact the matter was discussed by the Financial & Physical Resources committee at the time the matter arose and it was deemed there was no conflict of interest. The selection of WeUsThem Inc. had taken place before NSCAD was advised of the appointment of Faten Alshazly as a Governor-in-Council.

J. Somerville stated he spoke with Deputy Minister Montgomerie and received thanks for the disclosure and advised the matter was handled appropriately.

6.2 Siobhan Cleary – Disclosure

Siobhan Cleary, President of Spectacle Communications Group Inc. submitted a letter of formal statement declaring that to the best of her knowledge, there is no

situations in which her person or business interests would come into conflict with her duties as a member of the NSCAD University Board of Governors.

Further, if during her tenure as a Board member, any situations should arise in which her private or business affairs might come into conflict with her duties as a member of the University Board, she will immediately inform the Board in writing.

6.3 Statement by the Honourable Wilfred P. Moore – Remembering the Late Dr. Daniel O’Brien

Board Secretary, Kim Knoll read into the record a Statement by The Honourable Wilfred P. Moore. The Statement was delivered to Senate on November 16, 2016 and becomes part of the official record of Canada. In addition to the many accomplishments and accolades in the Statement, the following was expressed regarding his involvement at NSCAD:

He was President of the Nova Scotia College of Art and Design University in Halifax from 2012-2014, guiding it through a challenging financial period and developing its “Framework for Sustainability” document. Upon Dan’s passing, Grant Machum, Immediate Past Chair of NSCAD’s Board of Governors, said of him: “He is the reason that NSCAD remains an independent fine arts university with a worldwide reputation”.

J. Somerville thanked Mr. Machum on behalf of NSCAD University stating Dr. O’Brien has a great legacy we will all remember.

7. 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.

Alan MacPherson the Financial and Physical Resources Committee (F&PR) requested the minutes of the October 25, 2016 F&PR Committee be removed for consideration.

Ian Austen, on behalf of the Governance and Human Resources Committee (G&HR) requested the minutes of the November 9, 2016 G&HR meeting be removed for consideration.

The Chair noted the SUNSCAD reported was not received, so its reference will be removed from the Consent Agenda.

With these items removed, the remaining items of the Consent Agenda are declared adopted. These include the Statutory Remittance Certificate, report of the Audit & Risk Oversight Committee, the report of the Advancement Committee, the Senate report and the Alumni Association report.

It was noted this is the first Alumni Association report filed with the NSCAD Board of Governors. A report from the Alumni Association will become a standing agenda item for the Board.

8. Consideration of Items Removed From Consent Agenda

8.1 Financial & Physical Resources Committee

8.1.1 Proposal for Appropriation Fund Expenditure

Alan MacPherson, Chair of the Financial & Physical Resources Committee stated that the item to be considered was under Item # 9 – Other Business – Proposal for Appropriation Fund Expenditure of the October 25, 2016 Financial & Physical Resources Committee minutes.

Mr. MacPherson advised that at the October 25, 2016 meeting of the Financial & Physical Resources Committee a motion was passed to recommend approval of up to \$100,000 with immediate effect to hire a one year contract term position to assist with implementing the recommendations in the HESA report. It was further recommended the monies be realized from the Appropriation Fund.

It was acknowledged that the Board would need to approve the expenditure from the Appropriation Fund. In order to move the matter forward, it was agreed that an email vote would be held to gain Board approval of the expenditure.

An email vote was conducted on November 7th and passed by the Board on November 10, 2016. Email results were circulated at today's Board meeting.

Board Chair, J. Somerville advised that there was concern voiced that the email voting process did not allow for fruitful discussion on matters that are not of a straightforward nature. Mr. Somerville stated that although the NSCAD By-Laws allow for the use of email voting, this process should be used sparingly and in critical situations.

The Financial & Physical Resources Committee deemed moving quickly on the hiring of the Special Project Advisor to be critical and therefore, moved to a Board email vote.

Mr. Somerville encouraged Governors to reach out to him or the President if they are asked to vote via email on a matter but feel more in-depth discussion would be beneficial. If this should arise, then a teleconference will be convened quickly to explore issue and options.

8.2 Governance & Human Resources Committee

Ian Austen representing the Governance & Human Resources stated that the items to be considered were under Item 12.1 – Travel Expense Policy – Revised and Item 12.2 – Annual Operating Budget and Balanced Financial Position Policy of the November 9, 2016 Governance & Human Resources Committee meeting minutes.

8.2.1 Travel Expense Policy – Revised

Mr. Austen advised that the policy amendment in the Travel Expense policy addresses travel per diem. The amendment allows for the following:

- For travel within the US, the per diem amounts to be claimed are considered to be in US dollars.
- For travel outside of the US and Canada, NSCAD will use the National Treasury Board meal allowance rates for those meals which itemized receipts are provided. If no receipts are provided, then the employee will be reimbursed the Canadian dollar meal allowance rates of \$10.00 Breakfast; \$15.00 Lunch; \$20.00 Dinner, for a total of \$45.00 CAD per day.

Motion: To approve the recommendation of the revised Finance policy “Travel Expense” that falls under the authority of the Board of Governors. The policy was approved by the Financial & Physical Resources Committee on October 25, 2016 and the Governance and Human Resources Committee on November 9, 2016

Moved by Ian Austen, seconded. Carried [BOG 316/16-54]

8.2.2 Annual Operating Budget and Balanced Financial Position Policy

Ian Austen brought forward the “Annual Operating Budget and Balanced Financial Position Policy” stating that it has been mandated by the NSCAD Board and the Nova Scotia Government to achieve a balanced budget.

This policy provides a statement and timelines for submission of a balanced budget to the Board of Governors.

Motion: To approve the recommendation of the Governance and Human Resources Committee to adopt the following Finance policy that fall under the authority of the Board of Governors: Annual Operating Budget and Balanced Financial Position Policy.

The policy was presented to the Financial & Physical Resources Committee for approval on October 25, 2016 and the Governance and Human Resources Committee for approval at its November 9, 2016 meeting.

Moved by Ian Austen, seconded. Carried [BOG 316/16-55]

9. ERM Master Risk Reporting Template

Louise-Anne Comeau reported on the updated ERM Master Risk Reporting Template. The template was presented and reviewed at the October 12, 2016 Audit & Risk Oversight Committee (A&RO) meeting.

The template captures performance metrics using “red” “amber” “green” (RAG System). The Master Risk Reporting Template is tabled as an agenda item at each meeting of the Board of Governors.

Ms. Comeau noted there have been a number of enhancements made to the template which provides a more complete picture of each risk area. These include:

- when risk owner last presented to the Committee (A&RO);
- the current risk status and how long it has been at that status; and
- inclusion of an action plan which defines steps to be taken in order to move from the risk status position.

Ms. Comeau acknowledged that the budget continues to be front of mind given our enrolment challenges. The A&RO committee along with administration will be keeping a close watch on recruitment and the budget implications as we move into the third quarter of the fiscal year.

10. President's Report

10.1 Remembering the Late Dr. Daniel O'Brien, C.M., O.N.B.

In delivering the President's report, President Taylor-Gearing imparted these words to the Board of Governors:

"I am thankful for the dedicated service of Dr. Daniel W. O'Brien for leading NSCAD University from 2012-2014. I was proud and humbled to represent NSCAD at Dan's Funeral Mass on November 3, 2016 at St. Mary's Basilica together with Immediate Past Chair Grant Machum. On behalf of NSCAD University community we send sincere condolences to Dan's wife Valerie and sons Professor Peter and Father Craig.

10.2 Respect, Pride, Collegiality and Trust

The President reflected upon NSCAD's values of Respect, Pride, Collegiality and Trust being mindful of our collective commitment to being a welcoming inclusive and diverse community.

10.3 NSCAD Academy

The President affirmed that our number one priority is the academy of NSCAD – the faculty research, teaching and learning that enables a unique NSCAD student experience with high overall student satisfaction (84%). We will have some exciting news to share in the near future, evidence that NSCAD continues to be a leader in creative and artistic innovation.

The President advised NSCAD and DHX Media will be making an important announcement tomorrow. DHX Media has donated \$600,000 to NSCAD University over six years. The funds will be used to expand internship opportunities, support thesis film projects by senior undergraduates and improve facilities and software for the animation lab at the Academy Campus. Great news for NSCAD!

10.4 ERM

It was reported that since the September 22, 2016 Board meeting and AGM the Senior Management Team (SMT) has made significant progress on a number of strategic objectives aligned with the following key institutional risks:

- Risk #1 Budget and cost trends;

- Risk #2 Facility condition and maintenance;
- Risk # 3 Recruitment and retention;
- Risk #7 Government and business relationships;
- Risk #8 Profile and perception; and
- Risk #9 Program relevance.

10.5 Higher Education Strategy Associates (HESA)

In March 2016 the Board approved the engagement of Higher Education Strategy Associations (HESA) to conduct an admissions review, market research and analysis for NSCAD University. The work has been completed and a final report received.

With Board approval by email vote, a Special Project Advisor, fixed one-year term position, reporting to the President has been posted and interviews concluded. The position will work with the SMT to lead and deliver a NSCAD implementation plan based upon the HESA report findings and recommendations. The President thanked the Board for participating in the email vote which resulted in interviews being conducted with an offer to the successful candidate being made.

With the agreement of the Chair the President invited Alex Usher, Principle of HESA to present the key findings and recommendations from the report: *'The Path Forward'* for NSCAD University to the Board at today's meeting.

Earlier today, Mr. Usher presented to a Town Hall for faculty and staff.

11. A Path Forwards – NSCAD University

By way of introduction, Alex Usher is the President of Higher Education Strategy Associates and Editor-in-Chief of Global Higher Education Strategy Monitor. Mr. Usher has served as the Director of the Educational Policy Institute of Canada and the Director of Research and Program Development at the Canada Millennium Scholarship Foundation. He sits on a variety of advisory, supervisory and editorial boards in Canada, Europe and Asia.

An internationally recognized expert in student financial aid and quality measurement in post-secondary education, Mr. Usher has authored numerous ground-breaking studies in higher education. In addition to his years of work on higher education in Canada, his recent work spans Asia, Europe and Africa as well.

Mr. Usher thanked the Board for the opportunity to speak with them on the findings of their report. He stated that Higher Education's Strategy Associates was engaged by NSCAD to:

- Build a strategic approach to generate application and enrolment growth;
- Drive improvements in admissions and recruitment; and
- Help communicate to the broader NSCAD University community.

Mr. Usher stated there are a number of challenges facing educational institutions in Canada, in particular NSCAD for 2014-2016:

- Declining demographics;
- Loss of admissions and recruitment capacity;
- Damage to institutional reputation;
- Fewer applications; and
- Unsustainable enrolment levels.

It was acknowledged that applications drive enrolments and the 2011 – 2015 dips create smaller cohorts that affect enrolments for 4 -5 years.

The Atlantic Provinces face a long-term demographic challenge. The impact of annual declines are cumulative and persistent. On an annual basis, however, they only explain a small portion (3%) of the drop in applications in 2015-2016.

Fine Arts in Nova Scotia has declined in terms of absolute popularity in Nova Scotia, but this decline is less than in some other areas. Nationally, Fine Arts application totals have been relatively stable.

Mr. Usher stated that NSCAD faces an urgent need for focused action to recover and rebuild. This process is a call to action and an opportunity to make NSCAD's core processes more effective and represent the institution's vision for the future.

The goal is to attain enrolment of 850 undergraduate students. This goal is ambitious, but feasible. Meeting this enrolment goal requires expansion in non-transitional markets such as transfer and international students, alongside strategic efforts to improve the effectiveness of the key Admissions and recruiting functions.

In speaking to strategy and tactics, Mr. Usher detailed four pillars:

- Rebuild admissions and recruitment capacity;
- Recover market share and grow in new markets;

- Process and structure improvements;
- Improve management and monitoring.

Mr. Usher provided direction on how these four pillars can be achieved and maintained.

The Board was provided with a graph showing application response times from 2011 until 2016. Mr. Usher explained the importance of connecting and staying connected to students during the application process. It was stated that accepting applications in a timely manner was of utmost importance.

In summation, Mr. Usher stated that NSCAD has a position of strength and opportunity including being the only provider of an arts-focused education in the region and a strong historical reputation.

The Chair acknowledged the Board would move in camera for a Q&A session on the HESA report.

12. In Camera

Motion: By motion of President Taylor-Gearing, the November 24, 2016 meeting of the NSCAD Board of Governors moved in camera at approximately 5:25 pm. [BOG 316/16-56]

Motion: By motion of Jessica MacDonald, the November 24, 2016 meeting of the NSCAD Board of Governors moved out of camera at approximately 6:10pm. [BOG 316/16-57]

There were no motions resulting from the Board's in camera session.

13. Adjournment

By motion Jessica MacDonald, the November 24, 2016 meeting of the Board of Governors adjourned at approximately 6:10 pm. [BOG 316/16-58]

14. Next Meeting

The next meeting of the Board of Governors will be held on Thursday, February 16, 2017.

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

Approved for internal circulation by Jeff Somerville, Board Chair, on December 8, 2016.