

**In Attendance:** Jeff Somerville (Chair), Dianne Taylor-Gearing, Greg Bambury, Rob Cameron, Ross Cantwell, John Carruthers, Siobhan Cleary, Louise-Anne Comeau\*, Elizabeth Currie, Gary Edwards, Sean Kelly, Kim Knoll, Jessica MacDonald, Matthew MacLellan, Alan MacPherson, Rudi Meyer, Julie Nicholson, David van de Wetering, Rebecca Young

\*Participating By Teleconference

**Regrets Governors:** Ian Austen, ME Luka, Grant Machum, Gordon Whittaker

**Regrets Administration:** Linda Hutchison, Associate Vice-President University Relations, Ann-Barbara Graff, Vice-President Academic & Research

**Invited:** Sharon Johnson-Legere, Vice-President Finance and Administration, 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. **Conflict of Interest** – There were two areas of conflict identified:
  - **NSGEU Bargaining Mandate** – Faculty and Student representatives will recuse themselves for discussion of this agenda item; and
  - **President’s Annual Performance Review** – President D. Taylor-Gearing and NSCAD Administration will recuse themselves for discussion of this agenda item.
3. **Acceptance of the Agenda** – The agenda was accepted as presented.
  - **Motion:** To approve the June 23, 2016 Board agenda as presented.  
  
Moved by Kim Knoll, seconded. Carried. [BOG 313/16-33]
4. **Approval of Minutes** – No changes being requested, the minutes of May 12, 2016 are hereby declared adopted as a true record.

5. **Business Arising – Minutes** – The Chair advised there was no business arising from the May 12, 2016 minutes.
6. **Key Correspondence** – K. Knoll, Board Secretary advised there was no key correspondence to bring forward to the Board.
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. Matthew MacLellan, Chair of Governance and Human Resources (G&HR) requested the minutes of the June 16, 2016 G&HR Committee be removed for consideration. Louise-Anne Comeau, Chair of Audit and Risk Oversight Committee (A&RO) requested the minutes of the June 15, 2016 A&RO Committee be removed for consideration. John Carruthers, Chair of Financial and Physical Resources Committee (F&PR) requested the minutes of the June 20, 2016 F&PR meeting be removed for consideration.

With these items removed, the remaining items of the Consent Agenda are declared adopted. These include the Statutory Remittance Certificate, report of the Advancement Committee, and SUNSCAD report.

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

**8.1 Governance and Human Resources Committee** - The Chair of the Governance and Human Resources Committee stated that the items to be considered were under #6, # 7, # 8, and # 16 of the June 16, 2016 Governance and Human Resources Committee minutes.

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

### **Minutes – # 6 – NEGEU Bargaining Mandate**

Rudi Meyer, Rebecca Young, Jessica MacDonald and Julie Nicholson recused themselves for discussion of this matter.

President D. Taylor-Gearing stated NSCAD has two bargaining units FUNSCAD I and II and the NSGEU. In October 2015, FUNSCAD I and II ratified their agreements with not at-the-table bargaining. This represents 30 months of labour peace.

On May 4, 2016 NSCAD received notice to bargain from NSGEU, Local 82. In preliminary discussions there was consideration given for the same approach to collective bargaining that occurred with FUNSCAD. It was agreed the President, on behalf of the Board would submit a proposal to extend the current NSGEU Collective Agreement without at-the-table bargaining.

A draft Collective Agreement proposal was circulated to the Board.

Following discussion, the motion was tabled.

**Motion:** To approve the recommendation of the Governance and Human Resources Committee of the NSCAD Board of Governors to approve the collective bargaining mandate for the University's bargaining teams to provide NSGEU with the written Collective Agreement proposal as presented.

Moved by Elizabeth Currie, seconded. Carried. [BOG 313/16-34]

Rudi Meyer, Rebecca Young, Jessica MacDonald and Julie Nicholson rejoined the meeting.

### **Minutes # 7 – Annual Board Evaluation**

The Board received a draft of the proposed NSCAD Board of Governors Annual Evaluation 2016. M. MacLellan noted there was an additional section added to this year's evaluation, Section VII – My Performance as an Individual Board Member.

In addition to the addition of the self-assessment there are three questions posed at the end of the survey pertaining to Board standing committees and professional development.

After consideration of the 2016 Board evaluation, the following motion was tabled:

**Motion:** To approve the recommendation of the Governance and Human Resources Committee to approve the amended Board Annual Self-Evaluation for 2016.

Moved by Elizabeth Currie, seconded. Carried. [BOG 313/16-35]

## **Minutes # 8 – Amendment to By-Laws**

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 Governors at other times outside of the AGM. The Governor in Council appointments were discussed. It was agreed that in order to ensure the government has the ability to appoint at times other than the AGM, an amendment to the By-Laws was proposed.

Thirty day notice of intent to amend the By-Laws was communicated to the Board at the May 12, 2016 Board meeting.

**Motion:** To approve the recommendation of the Governance and Human Resources to approve the presented By-Law change with the following language added to the Article XII – Appointment of Governors to the Board by the Board “Governor in Council appointments shall take effect on the date the Order in Council is issued”.

Moved by Sean Kelly, seconded. Carried. [BOG 313/16-36]

## **Minutes # 16 – President's Annual Performance & President's Goals and Objectives**

J. Somerville, Board Chair noted this agenda item is comprised of two parts. The first being the President's Annual Performance. As prescribed in the “Employee Handbook for Union Exempt Employees”, the President's annual performance was conducted. Over the last month Matthew MacLellan, Ian Austen and Kim Knoll have been meeting with Board Governors seeking feedback on the President's performance over the last year. The Governance and Human Resources Committee reviewed the document on the President's performance at its June 16, 2016 meeting.

J. Somerville stated discussion of this matter would be held during an in camera session at the end of the meeting.

In addition, J. Somerville stated the President had prepared and presented a draft President Performance Plan for July 1, 2016 to June 30, 2017 to the Governance and Human Resources Committee on May 5, 2016.

The President's Performance Plan for 2016-2017 is aimed to deliver on the strategic direction – NSCAD's Strategic Framework 2015-2020, approved by the Board of Governors, endorsed by Academic Council and Faculty Forum. The fundamental

commitments of the plan are aligned with four strategic pillars, NURTURE, CURIOSITY, STEWARD, AND CONNECT.

The Board was advised the Governance and Human Resources Committee approved the President's goals and objectives at its June 16, 2016 meeting.

The document is circulated to the Board for information purposes.

President D. Taylor-Gearing thanked members of the Governance and Human Resources Committee for the work undertaken in providing her such valuable feedback, it will prove helpful in the coming year. The President further noted that she has been nominated and elected to Chair the Council of Nova Scotia University Presidents (CONSUP). The term will be July 1, 2016 to June 30, 2018.

The Board Chair congratulated President Taylor-Gearing on her appointment stating that it was good not only for the President, but also good for NSCAD.

**8.2 Audit and Risk Oversight Committee** – The Chair of the Audit and Risk Oversight Committee stated that the item to be considered was under # 8 of the June 15, 2016 Audit and Risk Oversight Committee meeting minutes.

#### **Minutes # 8– Deloitte – External Auditors**

Deloitte presented their report on the NSCAD financial statements for the year ended March 2016 to the Audit and Risk Oversight Committee on June 15, 2016. They reported that they did not find any material misstatements and agree with NSCAD management's assessment of NSCAD's ability to continue as a going concern.

Deloitte will render their audit opinion on the financial statements following approval of the financial statements today by the Board.

**Motion:** To approve recommendation of the Audit and Risk Oversight Committee to approve the Audited Financial Statements and Audit Report for the fiscal year-end March 31, 2016.

Moved by Dave van de Wetering, seconded. Carried [BOG 313/16-37]

**8.3 Financial and Physical Resources Committee** - The Chair of Financial and Physical Resources Committee stated that the item to be considered was under # 11 of the June 20, 2016 Financial and Physical Resources Committee meeting minutes.

## **Minutes – #11 – Financial & Physical Resources Committee**

J. Carruthers, Chair Financial and Physical Resources Committee advised the Board that the matter of professional development of the Senior Leadership Team (SLT) was brought forward by the President at the June 20, 2016 meeting of the Financial and Physical Resources Committee. Monies for professional development of the SLT is not in the current budget.

The Committee considered the request and felt the ask of \$20,000 was reasonable. The monies would come from the “appropriated fund”.

**Motion:** To approve the recommendation from the Financial and Physical Resources Committee that \$20,000 from the appropriated fund be set aside for 2016/2017 to be used at the President’s discretion in the professional development of the Senior Leadership Team.

Moved by Ross Cantwell, seconded. Carried. [BOG 313/16-38]

### **9. Review Q4 Financials and Activity Based Costing Dashboard**

**9.1 Review Q4 Financials** - S. Johnson-Legere, VP Finance and Administration provided an update on the Q4 financials. The highlights were:

- The year ended with an accounting surplus of \$951,702 and a cash flow operating deficit of \$109,815 due to a contingent liability accrual of \$79,000. This deficit amount will be funded by the province (against a \$500,000 agreed deficit cover for 2015/2016).
- In addition, we accrued a prior period adjustment of rental expense that had been over-accrued in error. This created a prior period adjustment of \$951,668 and a current year adjustment of \$145,000. This increase has been set aside as a special purpose appropriation in the Research and Special Purpose Fund.
- There was a tuition revenue shortfall to budget of \$724,000. With a staff reorganization and cost management, we were able to realize overall savings of \$888,000 to offset this.

## **9.2 Activity Based Costing Dashboard**

S. Johnson-Legere spoke to this agenda item. The Board received the “Activity Based Costing” dashboard. The document details by academic program course revenue, total academic program operating costs, program space allocation, and program costs per fFTE student. In addition the report shows program enrolment trends over the last five years.

## **10. Enterprise Risk Management Master Risk Template**

J. Somerville provided background. – The ERM implementation cycle delivered for the first time, the ERM Master Risk Template at the June 15, 2016 meeting of the Audit and Risk Committee.

Since December 2015, risk owners have been reporting to the Audit and Risk Oversight Committee on the top ten risks identified by the Board. The Master Risk Template document articulates the targets and measures where we stand against the targets.

The template will be reviewed at each Audit and Risk Oversight Committee meeting and Board meeting

Responsible Risk Owners must ensure their metrics are reported in the Master Risk Table before each meeting and determine whether performance is on track. If off track, the risk owner should outline additional mitigation measures being taken and timelines. The Master Risk Table should not include a lot of narrative, rather targets and how NSCAD is tracking against achieving targets.

## **11. President’s Report**

### **11.1 2015/16 Year in Review**

President D. Taylor-Gearing provided an overview of the work undertaken and completed during the year.

The President stated that as the Academic Year 2015-2016 comes to a close we have been working towards completing the review and evaluation phase of delivery on institutional plans, goals and objectives and professional performance and achievement.

The review and evaluation process informs planning for 2016-2017 building upon the significant development of comprehensive metrics aligned with the strategic implementation plan through 2015-2016.

Collectively, the Senior Management Team and Leadership Team achieved the following top 20 key deliverables in 2015-2016.

- Student satisfaction is good (EduNova Barometer survey 2016);
- Comprehensive Collective Bargaining with FUNSCAD Units I & II resulting in 30 months of Labour Peace;
- Delivery on the NSCAD Sustainability Plan of July 2014;
- Delivery on the NSCAD Bilateral Agreement due March 31, 2016;
- Tuition Market Adjustment;
- Enterprise Risk Management (ERM) process and implementation; Established ERM KPI metrics;
- Comprehensive Policy Review and Policy Framework;
- Major Initiatives Gantt Chart 2016-2028;
- NSCAD Strategic Plan Implementation Annual Reporting Template completed;
- NSCAD and province Outcome Agreements established and aligned with NSCAD strategy and planning documents;
- Facilities Planning and extensive consultations for the Fountain Donation enhancements to the Fountain Campus
- Space Review and facilities planning to exit Fountain Campus by 2019;
- NSCAD safety update project including key card access;
- Renovations to the Anna Leonowens Gallery and establishment of the ArtBar+Projects and Cabaret Voltaire Atlantiqué and Granville Art Hub;
- Donor recognition event and commitments from new donors;
- Events well organized and attended;
- Full occupancy of lease facilities;
- Improved proactive communications, no ongoing negative publicity;
- Strategic Infrastructure Fund Application (SIF); and
- A balanced financial position 2015-16 and a balanced budget 2016-17

## **11.2 Continuing with the BOLD VISION**

NSCAD has also continued with the BOLD VISION plan: A One Nova Scotia Arts and Cultural Destination. The foundation of this initiative is being built and a number of meetings have taken place. NSCAD President met with the Chair of the Board of Symphony Nova Scotia and Chair of the Board AGNS and received firm support for a NSCAD led scoping exercise and information sharing to commence this summer to inform a high-level operational cost feasibility-planning phase. In addition the Executive Director, Nova Scotia Designer Crafts Council has also expressed firm interest in joining the feasibility planning for a one-campus facility and collaboration.

### **11.3 Library Learning Commons**

Implementation of phase one of the Library Learning Commons is in progress at the Fountain Campus and is scheduled to open in September 2016. This outcome celebrates the culmination of 18 months of discussions, consultations and planning by the NSCAD community.

### **11.4 MOU**

A four-year memorandum of understanding (MOU) between the province and Nova Scotia's ten universities was signed on June 22, 2016.

The new MOU is retroactive to April 1, 2015 and runs to March 31, 2019. It states a commitment to improved supports for students around sexual violence prevention and disability services. It also provides guidelines around executive compensation and a clear process for reviewing auxiliary and ancillary fees with students.

A key element of the MOU requires that Outcome Agreements be established with each university. They will include measurable sector and institution-specific outcomes around quality, sustainability, and that enable and encourage transparency, accountability, and alignment with provincial priorities. NSCAD's Outcome Agreements were drafted and submitted to Labour & Advanced Education on May 18, 2016.

### **11.5 Board Retreat**

A NSCAD University Board Retreat is in the planning for August 2016 for an informed and fulsome discussion on the progress of the Facilities Strategy. This will enable NSCAD to be ready for the next steps to be taken in the Fall 2016.

### **11.6 Enrolment Management**

The President noted that in terms of Enterprise Risk Management, NSCAD's highest risk is # 3 Retention and Recruitment. With the Chairs approval, the President invited Mike Hill, Acting Director of Admissions to update the Board on this matter.

M. Hill provided an Admissions Team Activity Report detailing the efforts undertaken in recruitment for the months of May and June.

- Voice mail campaigns – were targeted to prospects through the ezRecruit SEM database platform. An ongoing ‘soft touch’ dialogue established with a goal toward cascading and conversion;
- E-mail campaigns – targeted to prospects, applicants, and those accepted but not yet committed;
- Call and e-mail campaigns – targeted applicants that indicated not attending NSCAD for Fall 2016. This included outreach to all accepted students in the past two years that had declined our offer.
- Division Chairs and faculty contacted to provide new art and images for website and other promotion/communication sources.
- Admission Committee met three times during the May/June period to review portfolios and transcripts of applicants, ensuring the process was consistent, recommendations were respectful, transparent and efficient.
- A project was initiated at the request of Senior Management Team (SMT) to develop a robust and creative student cost/investment section for our NSCAD website.
- A public school art teacher PD in-service day at NSCAD has been planned for Friday September 30.
- Recruitment Activity Plan has been drafted for Fall 2016/2017.
- An Admissions Department daily snapshot is always available.

Mr. Hill reviewed the NSCAD Undergraduate Admissions Funnel as of June 22, 2016. It showed there were 404 completed application with NSCAD accepting 305 application and out of that number 162 have confirmed for a 53% conversion rate.

The question was raised on the amount of monies spent on recruitment last year. The VP Finance and Administration was requested to obtain this information so that it could be recorded in the minutes.

Recruitment and Admissions expended \$289,178 from operating last year plus access to an additional \$100,000 in a donation designated for recruitment (this donation was not used during the year, \$86,000 remaining). Staffing costs for departmental supervision were \$55,000-\$60,000. In total \$344,178 from operating.

Funding is also available through NSCAD’s membership of EduNova for the promotion of study in Nova Scotia for both domestic and international student recruitment.

M. Hill circulated an Enrolment Gap Analysis which shows where we are today, factors that influence low enrolment and what can be done.

The President, Chair of EduNova Board, spoke to the good initiatives being undertaken by EduNova in terms of international recruiting and promoting Nova Scotia as a study destination.

The Chair thanked Mr. Hill for his presentation. It was agreed the presentation provided a clearer picture of enrolment and where we stand at this point in time.

### **11.7 Strategic Plan**

President D. Taylor-Gearing presented the first draft of NSCAD's Strategic Plan reporting template. The document was presented to the Advancement Committee at its June 8, 2016 meeting. Each strategic objective under every strategic pillar has been populated. The President stated next year's document will be driven and populated by the Outcome Agreements.

### **11.8 Facilities Strategy**

**Motion:** By motion of President D. Taylor-Gearing, the June 23, 2016 meeting of the NSCAD Board of Governors moved in camera at approximately 5:45 pm. [BOG 313/16-39]

**Motion:** By motion of K. Knoll, the June 23, 2016 meeting of the NSCAD Board of Governors moved out of camera at approximately 5:50 pm. [BOG 313/16-40]

There were no out of camera motions brought forward from the in camera session.

## **12. Approve NSCAD's University Functional Space Program/Space Study of Lydon Lynch and Educational Consulting Services**

S. Johnson-Legere stated that Eugene Pieczonka of Lydon Lynch and Brian Barrows of ECS presented their report at the March 31, 2016 Board meeting.

Following their presentation a few minor enhancements were made to the report. The final report was presented to the Financial and Physical Resources Committee at the June 20, 2016 meeting. Before the Board today, is the final report for adoption.

**Motion:** To approve the recommendation of the Financial and Physical Resources Committee to approve the NSCAD University Space Study Final Report prepared by Lydon Lynch Architects and Educational Consulting Services (ECS).

Moved by Alan MacPherson, seconded. Carried. [BOG 313/16-41]

### **13. Other Business**

#### **13.1 Thank You**

Board Chair, J. Somerville thanked Governor Greg Bambury for his assistance with the development of the 2016 Annual Board Evaluation.

#### **13.2 SUNSCAD Student Orientation**

Jessica MacDonald, SUNSCAD President requested the Board's support for the upcoming student orientation. In previous years, Governors have offered support both financially and physically doing airport pickups.

The Chair asked SUNSCAD to follow up with an email which will be circulated to the Board through the Executive Assistant, Governance and President's Office.

### **14. In Camera**

**Motion:** By motion of Dave van de Wetering, the June 23, 2016 meeting of the NSCAD Board of Governors moved in camera at approximately 6:00 pm. [BOG 313/16-42]

**Motion:** By motion of Alan MacPherson, the June 23, 2016 meeting of the NSCAD Board of Governors moved out of camera at approximately 6:10 pm. [BOG 313/16-43]

The following out of camera motions were tabled:

**Motion:** To approve the recommendation of the Governance and Human Resources Committee to approve a 1% COLA adjustment for President Dianne Taylor-Gearing adjusting her base salary to \$227,250.

Moved by Matthew MacLellan, seconded. Carried [BOG 313/16-44]

## **15. Adjournment**

By motion Alan MacPherson, the June 23, 2016 meeting of the Board of Governors adjourned at approximately 6:15 pm.

## **16. Next Meeting**

The next meeting of the Board of Governors will be held on Thursday, September 22, 2016. The regular Board meeting will be followed by the AGM.

*Recorded by K. Connor, Executive Assistant Governance & President's Office  
Approved for internal circulation by Jeff Somerville, August 23, 2016.*