

**In Attendance:** Rob Cameron (Acting Chair), Dianne Taylor-Gearing, Ian Austen, Greg Bambury, Ross Cantwell, John Carruthers, Siobhan Cleary, Elizabeth Currie, Gary Edwards, Kim Knoll\*, ME Luka, Jessica MacDonald, Grant Machum, Matthew MacLellan, Rudi Meyer, Julie Nicholson, David van de Wetering\*, Rebecca Young

\*Participating By Teleconference

**Regrets:** Jeff Somerville, Louise-Anne Comeau, Sean Kelly, Alan MacPherson, 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, Katherine Frank, Chief Human Resources Officer, Leanne Dowe, Controller

**1. Call to Order Establishment of Quorum**

Meeting called to order at approximately 3:00 pm by Acting Chair, Rob Cameron.  
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 September 22, 2016 Board agenda as presented.

Moved by Elizabeth Currie, seconded. Carried. [BOG 315/16-47]

#### **4. Approval of Minutes**

No changes being requested, the minutes of June 23, 2016 are hereby declared adopted as a true record.

#### **5. Business Arising – Minutes**

The Chair advised there was no business arising from the June 23, 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.

President Taylor-Gearing representing the Audit and Risk Oversight Committee (A&RO) requested the minutes of the August 31, 2016 A&RO Committee be removed for consideration. John Carruthers, Chair of Financial and Physical Resources Committee (F&PR) requested the minutes of the September 7, 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, report of the Governance and Human Resources Committee, the NSCAD Board Meeting Schedule 2016/2017 and the Board of Governors Annual Attendance report.

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

##### **8.1 Audit and Risk Oversight Committee**

President Taylor-Gearing, representing the Audit and Risk Oversight Committee stated that the item to be considered was under #13 of the August 31, 2016 Audit and Risk Oversight Committee minutes.

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

### **Minutes – # 13 – Appointment of External Auditors**

President D. Taylor-Gearing stated the Board is required to approve the external audit services. The Board was advised that there were two responses to the RFP for external audit services. Following a review of both proposals, administration is recommending Deloitte due to the breadth of services that Deloitte can offer as well as their risk based approach to audit.

**Motion:** To approve the recommendation of the Audit & Risk Oversight Committee that Deloitte perform the audit services for NSCAD University for the fiscal year 2016-17, and for the following four fiscal years, contingent upon a satisfactory annual evaluation and formal appointment by the NSCAD Board of Governors. According to the terms of the RFP, the audit services engagement with Deloitte may be extended by the Board of Governors for an additional five years (from 2022-2026), if the Committee chooses to not go out to tender in 2021.

Moved by Matthew MacLellan, seconded. Carried [BOG 315/16-48]

It was noted in the original proposal from Deloitte they outlined a 3% price escalation over the five years based on an estimate of inflationary increased. Upon reflection, they changed the pricing increase to 1%.

## **8.2 Financial and Physical Resources Committee**

J. Carruthers, Chair of the Audit and Risk Oversight Committee stated that the item to be considered was under # 9 and # 13 of the September 7, 2016 Financial and Physical Resources Committee meeting minutes.

### **Minutes # 9 – Review of the University’s Medium to Long-Term Facilities Plan**

J. Carruthers stated that the Financial and Physical Resources Committee was presented with a draft Business and Feasibility Plan for a Joint Facility – Nova Scotia College of Art and Design (NSCAD) and Nova Scotia Art Gallery (AGNS) One Nova Scotia Arts and Cultural Destination.

The plan received support and the committee agreed it be submitted to the province as the NSCAD submission. There is no motion required by the Board since the plan flows from the motion of the August 20, 2016 Board meeting.

J. Carruthers circulated a copy of the bound document and stated that the plan will be delivered to the province on September 23<sup>rd</sup>, 2016.

### **Minutes – #13 – Approve Website Revitalization Project Expenditure – Appropriation Fund**

The Board was advised that the Advancement Committee at its August 23, 2016 meeting approved the selection of WeUsThem to undertake the NSCAD website revitalization along with and associated branding narrative and positioning for NSCAD.

The Financial and Physical Resources Committee is being asked to approve the expenditure out of the appropriation fund. The following motion was tabled:

**Motion:** To approve the recommendation of the Financial & Physical Resources Committee to engage WeUsThem website design services contract for the amount of \$49,725 + HST for a total of \$52,211 and their proposal for brand narrative and positioning development for web content for the amount of \$14,975 + HST for a total \$15,724.

To further approve an additional \$5,000 to cover potential associated costs to link the new website to Easy Recruit, Brightspace, NSCAD application process, equipment rentals, library sites, etc. for a grand total of \$72,935. The monies will be realized from the Appropriation Fund.

Moved by Siobhan Cleary, seconded. Carried [BOG 315/16-49]

## **9. Review Q1 Financials**

J. Carruthers stated that at this time the financials are indicating a shortfall due to a decline in enrolment. Otherwise everything is on track and we are showing a \$150,000 saving being realized from compensation.

The President stated that there is another enrolment opportunity in January. The Admissions Department under J. Barmby, Associate Vice-President Student Experience and Registrar is focused on enrolment targets for January.

The President stated that the Board approved a balanced budget at the March 31, 2016 Board meeting. We are currently tracking expenditures against the budget and enrolment is having an impact. The Senior Management Team will be meeting to discuss the budget and any cost saving measures that can be taken to achieve a balanced operating budget.

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

President Taylor-Gearing spoke to this agenda item on behalf of the Audit and Risk Oversight Committee.

The President stated that prior to each Audit and Risk Oversight Committee meeting, the responsible risk owner updates the risk performance metrics in the Master Risk Reporting Template. The status of the performance metrics is captured 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.

After a year of implementation, the Enterprise Risk Management framework continues to evolve and the approach will continue to be fine-tuned to ensure there is a solid foundation of core traditional risk management, while providing a framework to foster broader strategic and operational risk management.

#### **11. Nominations Recommendation Report**

Matthew MacLellan, Chair of Governance and Human Resources presented the Nominations report advising the motions appointing the new Governors would be tabled at the upcoming AGM.

M. MacLellan stated that there was very little turnover in the Board this year so the Standing Committees are staying relatively the same. There were also no Life or Honorary Governors appointed this year.

#### **12. Board Evaluation Results**

M. MacLellan, Chair Governance and Human Resources Committee presented the report to the Board.

M. MacLellan stated the results of the survey indicate Board members feel engaged and have strong confidence in Board Chair, J. Somerville. This feedback, in conjunction

with the positive results of the President's Annual Performance gives the Board assurance in NSCAD's strong leadership.

Responses in the report did not indicate there was a need for change to committee complement. There was reference to the need for more diversity in the Board. It was acknowledged there were a number of terms ending in 2017 and this would afford the Board an opportunity to build in more diversity.

### **13. Update Higher Education Strategy Associates (HESA) Review**

President Taylor-Gearing stated that enrolment and retention has been a challenge for NSCAD for a number of years. Now was the right time to engage an external agency to conduct a review to provide an evidence base for NSCAD to plan to turn the decline situation around. A draft report from HESA has been received. The President has synthesized the report and encapsulated the report into twenty bullet points. The President reviewed the recommendations in the report.

Once the report has been completed, Alex Usher will prepare an executive summary and present his recommendations to the November 24, 2016 Board meeting.

### **14. In Camera**

**Motion:** By motion of Ross Cantwell, the September 22, 2016 meeting of the NSCAD Board of Governors moved in camera at approximately 3:50 pm. [BOG 315/16-50]

**Motion:** By motion of Grant Machum, the September 22, 2016 meeting of the NSCAD Board of Governors moved out of camera at approximately 4:00 pm. BOG 315/16-51]

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

### **15. Adjournment**

By motion Jessica MacDonald, the September 22, 2016 meeting of the Board of Governors adjourned at approximately 4:00 pm.

## **16. Next Meeting**

The next meeting of the Board of Governors will be held on Thursday, November 24, 2016.

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

*Approved for internal circulation by Rob Cameron, Acting Chair, October 21, 2016.*