

In Attendance: Grant Machum (Chair), Dianne Taylor-Gearing, Ian Austen, Rob Cameron, Ross Cantwell, Elizabeth Currie, Margaret Fountain, Julie Hall, Kim Knoll, Matthew MacLellan, Alan MacPherson, Mathew Reichertz, Julia Rivard-Dexter (Vice Chair), Gabriel Soligo, Jeff Somerville,

Invited: Sharon Johnson-Legere (VP Finance), Marilyn Smulders (Director of Communications), Gordon Whittaker and Leah White (Grant Thornton)

Regrets: John Carruthers, Louise-Anne Comeau, ME Luka, Jane Milton

1. **Call to Order Establishment of Quorum** - Meeting called to order at approximately 3:05 pm by Chair, Grant Machum. Quorum established.
2. **Conflict of Interest** -There were two areas of conflict identified:
 - Faculty correspondence received pertaining to the June 17th layoffs; and
 - Presidential Performance Review and Remuneration.

Mathew Reichertz will recuse himself from discussion on faculty correspondence.

President Dianne Taylor-Gearing will recuse herself from discussion of Presidential performance review and remuneration.

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

Motion: To approve the September 17, 2015 Board agenda as presented.

Moved by Kim Knoll, seconded. Carried. [BOG 307/15-33]

4. **Approval of Minutes** – No changes being requested, the minutes of June 25, 2015 are hereby declared adopted as a true record.
5. **Business Arising – Minutes** – The Chair advised there was no business arising from the June 25, 2015 minutes.

6. **Key Correspondence** – The Secretary advised there was no key correspondence to present to the Board.
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 Audit & Risk Oversight Committee, report of the Financial & Physical Resources Committee, which included a proposed change in the Creative Innovators of Tomorrow Endowment Fund Policy, and report of the Governance & Human Resources Committee, which included the Formulation and Issuance of University Policies (Policy Framework).
8. **Grant Thornton – ERM Update** – Leah White joined the meeting. J. Somerville provided an overview on work thus far by Grant Thornton and the Audit and Risk Oversight Committee. Mr. Somerville advised Grant Thornton has been working over the past nine months with the Board of Governors, administration and faculty to identify NSCAD’s most significant risks, determining whether any risks exceed acceptable levels, and developing and monitoring plans to address potential gaps. The Board will be responsible for monitoring the top ten risks. The status of the top ten risks will be reported to the Audit and Risk Committee during their quarterly meetings. Risks eleven to twenty-four have been delegated to management.

The Board received a report identifying the top ten risks as follows:

- Budget and Cost Trends;
- Facility Condition and Maintenance;
- Recruitment and Retention;
- Resource Availability;
- Revenue Sources;
- Lack of Flexibility;
- Government and Business Relationships;
- Profile and Perception;
- Program Relevance; and
- Ethical Breaches.

The report also identified the risk owner, performance metrics, risk criteria and risk drivers. The process was based on NSCAD’s mission and vision and maps back to the strategic framework.

Fall 2015 will see the rollout of the Enterprise Risk Management project.

9. **Raghd Charabaty** - The Chair advised he attended a reception celebrating Canadian Talent and the Talent Fund hosted by Margaret and David Fountain on Wednesday September 10, 2015. President Dianne Taylor-Gearing also attended the event and brought as her guest NSCAD's 3rd year film student Raghd (Ray) Charabaty, the grand prize winner of the 2015 NSCAD Starfish Student Art Awards. The award was for his short film "Alia", which is currently making the film festival circuit and will be screened at the Atlantic Film Festival on Saturday, September 19th.

The Chair thanked Mrs. Fountain for hosting and the President for inviting Raghd (Ray) to the event.

10. **Q1 Financials** – On behalf of the Chair of Financial & Physical Resources, Rob Cameron presented the Q1 financial statements. It was noted there has been a significant drop in FTEs. The President stated there has been a slight improvement on the numbers previously presented. The matter of enrolment should be added as an agenda item for an upcoming Board meeting.

The Chair encouraged Board members to promote NSCAD when they travel. The Chair asked administration to bring forward any ideas on how Governors can assist with recruitment.

11. **Update – Facilities** – Based on the Blue Sky Retreat in August, the Financial & Physical Resources Committee brought forward the following motion from its August 27th meeting:

Motion: Be it resolved that NSCAD management proceed with the planning of an exit strategy from the Fountain Campus facility on or before the year end 2019.

Moved by Rob Cameron, seconded. Carried. [BOG 307/15-34]

Donor, Mrs. Margaret Fountain, stated she had met with the President to discuss the Fountain donation and stated she was in favour of the resolution, which was passed unanimously.

12. **Nominations Report** – The Chair advised the report was being presented to the Board for information purposes. The Governance & Human Resources Committee approved the report at its September 9th meeting.

The Chair noted we are awaiting government's appointment of two Governors in Council, which we expect to happen at the end of September.

13. **Board Evaluation Results/Comments** – The Chair stated this was the first year NSCAD Board of Governors has completed a self-assessment. Based on the feedback, an executive summary was completed and circulated to the Board. The report was absent identifiers. The overall feedback was positive. The Board engaged in discussion of Board training as it pertains to the duties and responsibilities of Board members. It was agreed the Governance and Human Resources Committee would take an inventory of areas where training and education are required. The President stated administration will look into training that is low cost and effective. It was agreed Chairs of Board subcommittees may require other professional development training as it pertains to their responsibilities.

14. **Other Business**

14.1 **Faculty Vacancies - Textiles**

For information purposes the Board was advised two faculty members in textiles have announced their retirements: Robin Mueller will retire effective 31 December 2015 and Frances Dorsey will retire effective 30 June 2016. The Board was advised both members of the textile division will be replaced (the full complement).

A time line for the search was presented for a July 2016 start date. Recommendations for appointment will be presented to the Board for approval.

14.2 **30 Day Notice to Amend By-Laws**

On behalf of the Audit & Risk Oversight Committee, Jeff Somerville advised the Board he was providing 30 day notice of motion to amend the by-laws as they pertain to the terms of reference of the Audit & Risk Oversight Committee. Mr. Somerville stated NSCAD's by-laws reference an Internal Audit function. The size of the institution does not suggest one is necessary. As a result, the Audit and Risk Oversight Committee requested the by-laws be amended to better reflect NSCAD's needs and the Board's responsibilities.

The Chair confirmed notice has been given.

15. **In Camera**

Before the Board moved in camera, the Chair invited Mathew Reichertz to provide any comments to the Board pertaining to the faculty correspondence. Mr. Reichertz did not provide any comments. Mr. Reichertz left the meeting.

Motion: To move the September 17, 2015 Board meeting in camera at 3:45 pm.

Moved by Jeff Somerville, seconded. Carried. [BOG 307/15-35]

Motion: To move the September 17, 2015 Board meeting out of camera at 3:55 pm.

Moved by Ross Cantwell, seconded. Carried. [BOG 307/15-36]

Mathew Reichertz rejoined the meeting.

16. **Out of Camera Motion** – The following out of camera motion was table:

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.

Moved by Alan MacPherson, seconded. Carried. Mathew Reichertz abstained.

17. **In Camera**

The Board went into its second in camera session. President Dianne Taylor-Gearing, Sharon Johnson-Legere, Marilyn Smulders and Kathy Connor left the meeting.

Motion: To move the September 17, 2015 Board meeting back in camera at 4:00 pm.

Moved by Ross Cantwell, seconded. Carried. [BOG 307/15-37]

Motion: To move the September 17, 2015 Board meeting out of camera at 4:20 pm.

Moved by Ian Austen, seconded. Carried. [BOG 307/15-38]

1. **Motion to Adjourn** by Matthew MacLellan. Carried. [BOG 307/15-39]

Recorded by K. Connor, Executive Assistant Governance

Approved for internal circulation by Grant Machum October 1, 2015