

## **BY-LAWS of NOVA SCOTIA COLLEGE OF ART AND DESIGN**

**Adopted by the Board of Governors on February 18, 2016 pursuant to Section 9 of the Nova Scotia College of Art and Design Act Chapter 138, N.S. Statutes 1969**

### **Article I – Interpretation**

In these By-laws

- (a) "Act" means the Nova Scotia College of Art and Design Act (Ch. 138 of the N.S. Statutes of 1969);
- (b) "NSCAD" means the Nova Scotia College of Art and Design;
- (c) "academic year" means the period of twelve months commencing with the opening of the annual term or the first term thereof if there are two or more terms, as in the Act;
- (d) "Board" means the Board of Governors of NSCAD, as in the Act;
- (e) "Fiscal year" means the period of twelve months ending on the thirty-first of March each year;
- (f) "governor" means a person elected or appointed to be a member of the Board pursuant to Section 5 of the Act;
- (g) "Officer" means a person who is elected Chair, Vice-Chair, Secretary, or Treasurer of the Board, and the President of NSCAD; and
- (h) "President" means the person appointed President of the Nova Scotia College of Art and Design.

### **Article II – Meetings**

- (a) Except as herein after provided, the Board shall normally meet in ordinary meetings at least six times during each year plus once for the Annual General Meeting.
- (b) The Chair upon advice of the Officers may call special meetings of the Board at any time during the year if deemed necessary or desirable.
- (c) The Chair shall consult the Board at each meeting to determine the date and time for the next ordinary meeting and shall consult the Officers to determine the date and time for any special meetings, but otherwise shall determine the dates and times.
- (d) The Board shall hold its annual meeting before the end of September each year and shall in the annual meeting:
  - (i) consider the annual financial statements, the Auditor's Report, and the reports of Chairs of all Standing Committees, the President and the Chair of the Board;
  - (ii) consider the Nominating Report, but the meeting shall not consider or vote on any further nominations unless such nominations have been made to the Governance and Human Resources Committee prior to May 1 of the year and have been supported by provision in writing of adequate information about the proposed nominee;
  - (iii) appoint, pursuant to section 5 (2) (g) of the Act, persons to be Governors;
  - (iv) elect and appoint Chair, Vice-Chair, Secretary, Treasurer, and Chair of all standing committees;

(v) appoint as Honorary Counsel, if deemed desirable, a Governor who is a barrister-at-law;

(vi) appoint an auditor; and

(vii) consider other appropriate matters.

(e) If the Chair and the Vice-Chair decide that a special meeting of the Board to consider a stated matter or stated matters is in the best interest of NSCAD or if three governors request a special meeting of the Board, to consider a stated matter or stated matters, the Chair or Vice-Chair shall convene a special meeting within fourteen (14) days of such determination or request. Notice of such meetings shall include full information of such stated matter or matters and any motion or motions to be made.

(f) The Secretary shall send or cause to be sent written notices of a meeting seven (7) clear days in advance of the meeting.

(g) Nine governors, including at least one officer, shall constitute a quorum of the Board.

(h) The Board may delegate any of its powers to the Governance and Human Resources Committee for a limited and predetermined time.

(i) If the Board decides that any specific matters be kept confidential within the Board, then each Governor shall treat the said matters as confidential to the Governors only.

### **Article III - Attendance of Governors-at-Large**

(a) The Secretary shall maintain a record of attendance at Board and Committee meetings of all Governors.

(b) A Governor-at-Large shall be deemed to have resigned as a Governor and the office *ipso facto* vacated under any of the following circumstances:

(i) Refusal to accept appointment to at least one committee of the Board; or

(ii) Failure to attend in any year, from the Annual Meeting to and including next Annual Meeting, any three meetings comprised of a combination of regularly called Board meetings and of regularly called meetings of committees to which the Governor has been assigned without having obtained prior permission of the Chair of the Board.

(c) The Secretary shall notify the Board at its next meeting following the learning of any such circumstances as per paragraph (b) hereof with respect to any Governor-at-Large, whereupon the Board, if satisfied, shall declare the vacancy and request the Governance and Human Resources Committee to bring a nomination to the next Board meeting to fill the vacancy.

### **Article IV - Standing Committees**

(a) There shall be the following Standing Committees of the Board:

Governance and Human Resources Committee

Audit and Risk Oversight Committee

Advancement Committee

Financial and Physical Resources Committee

- (b) Each Standing Committee may elect a Vice-Chair of the respective Committee.

## **Article V - Governance and Human Resources Committee**

1. The Governance and Human Resources Committee supports the NSCAD Board of Governors in its efforts to continuously improve the effectiveness and efficiency of its governance of NSCAD and in the oversight of NSCAD's management of its human resources.

- (a) The Governance and Human Resources Committee shall be constituted as follows:
  - (i) the Chair or Vice-Chair of the Board, as decided by the Governance & Human Resources Committee;
  - (ii) one other Officer of the Board;
  - (iii) one Governor, elected to the Board by the Faculty;
  - (iii) three other Governors of the Board; and
  - (iv) The President who is an *ex officio* member of the Committee but does not vote, except for the Nominating Committee sub-committee of the Board, and count in meeting requirements for a quorum.
- (b) The Chair of the Board may act as Chair of the Governance and Human Resources Committee.
- (c) A quorum for Committee meetings consists of at least four (4) voting members of the Committee.
- (d) The Governance and Human Resources Committee shall have the following responsibilities:
  - (i) Ensure appropriate governance principles, structures, and procedures are in place to allow the Board to function effectively;
  - (ii) Review regularly NSCAD's governance framework and the Board's governance policies and advise the Board regarding: areas of concern, best practices, and recommended changes if any;
  - (iii) Review and approve changes to Committee Terms of Reference recommended by other Board committees before presentation to the Board;
  - (iv) Provide oversight to NSCAD's Code of Conduct and Conflict of Interest Guidelines to ensure they are current and appropriate, and address any issues and concerns;
  - (v) Ensure the Board has a good understanding of the entities within Government that participate in the governance of NSCAD (e.g. Responsible Minister/Ministry, Lieutenant Governor in Council, Board of Management, etc.); and
  - (vi) Monitor legislation, government policy and /or strategic direction that affects the duties and responsibilities of the Board.

## 2. Board Composition and Succession Planning

- (a) Consider and recommend to the Board the ideal skills, qualifications, experience and

background required of the Board as a whole based on the strategic opportunities and challenges of the organization and the Board's stewardship responsibilities (the "Board Skills and Experience Profile").

- (b) Annually review the composition of the Board as a whole and recommend, if any, changes to the Board Skills and Experience Profile.
- (c) Track governors' terms and plans for filling upcoming vacancies. As vacancies arise, review and update the Board Skills and Experience Profile and compare it to the skills of continuing governors, and identify gaps that should be filled in new governor candidates (the "Governor Recruitment Profile").
- (d) Facilitate the process for the annual election of a Board Chair, Vice-Chair, Treasurer and Secretary.
- (e) Provide advice, where requested, to the Board Chair in the composition of Board committees.

### 3. Orientation and Professional Development

- (a) Create and oversee a comprehensive orientation program for new governors.
- (b) Recommend to the Board an annual professional development program for the Board and as required for individual governors.

### 4. Board evaluation

- (a) Develop (for approval by the Board) and support the annual processes for evaluating the effectiveness of Board committees, the Board Chair, Committee Chairs and governors.
- (b) Recommend a Board meeting evaluation process.

### 5. General Human Resources Oversight

- (a) Ensure NSCAD's compensation, human resource and labour relations philosophies and strategies are in keeping with: NSCAD's mission, vision, values and key goals, and legislative and government policy guidelines and requirements.
- (b) Make recommendations to the Board on all aspects of the employment of the President and Chief Executive Officer (the President), including recruitment, remuneration, performance management, and succession planning.
- (c) Make recommendations to the Board on the extent to which the employment of other senior management/executive positions in NSCAD is to be delegated to the President, and provides oversight to the President for the delegated responsibilities.
- (d) Ensure the bargaining strategy for unionized staff supports NSCAD's goals and philosophy, and is consistent with the Government-approved mandate, if any; otherwise, employment matters related to unionized staff are typically delegated to the President/management.

## 6. Compensation

- (a) Review and recommend to the Board the compensation philosophy and guidelines for the President and senior management, including salary, incentive awards, perquisites, benefits and other remuneration.
- (b) Review and recommend to the Board annual compensation for the President including: salary, incentive awards, perquisites, benefits and other remuneration.
- (c) Review (and approve, depending on the extent of delegation the President) the President's recommendations regarding annual compensation for senior management, including salary, incentive awards, perquisites.
- (d) May periodically appoint a third-party consultant to advise the Board on the compensation program for the President and senior management compensation program for the President.
- (e) Stay informed of good practices in executive compensation issues relevant to the mandate of the Committee.

## 7. Recruitment of the President

- (a) Recommend to the Board the process to be undertaken to recruit the President, including the composition of the Search Committee.
- (b) Recommend to the Board the parameters of the President's terms of employment.
- (c) Review (and approve, depending on the extent of delegation to the President) the President's recommendations regarding on the terms and conditions of employment and severance arrangements for senior management/executive positions; these arrangements must be in keeping with the relevant legislative/policy limits (e.g. employment standards legislation).

## 8. Presidential Evaluation

- (a) Review and recommend the President's annual goals and objectives to the Board.
- (b) Recommend the President's evaluation process to the Board.
- (c) Lead and oversee the implementation of the President's evaluation process.

## 9. Succession Planning

- (a) Review and recommend to the Board a succession plan to deal with a planned or unplanned departure of the President.
- (b) If there are no President Succession candidates internal to NSCAD, consults with an external advisor regarding potential external candidates.
- (c) Provide overall guidance, context and oversight to the President in his/her responsibility for succession planning for NSCAD.
- (d) Annually review and verify for completeness, succession and development plans for management prior to the President's discussion of those plans with the Board.

## 10. Organizational Structure

- (a) Review any significant changes to organizational structure recommended by the President, and make recommendations to the Board on those changes.

## 11. Labour Relations

- (a) Ensure the bargaining strategy for unionized staff supports the NSCAD goals and philosophy.
- (b) Recommend to the Board the general terms and guiding principles upon which management will be authorized to negotiate collective agreements.

## 12. Communications and Disclosure

- (a) Periodically assess the organization's communication to stakeholders and the public with respect to its policies and practices in the area of corporate governance and recommend changes if any to the Board.
- (b) Ensure NSCAD's public exposure requirements related to human resources including public disclosure of executive compensation (if any) are met.

## 13. Meetings and Organization

### The Governance and Human Resources Committee:

- (a) Has a meeting calendar and annual work plan for the year.
- (b) Meets at least quarterly with pre-determined dates and agendas.
- (c) Holds special meetings as required.
- (d) Will hold *in-camera* sessions immediately before and/or after the Committee meetings; these sessions will be structured by the Committee Chair.

## 14. Minutes and Reporting Responsibilities

- (a) A member of the administrative staff will act as the recording secretary for meetings of the Governance and Human Resources Committee. Minutes of the meeting will include highlights of major discussions and all recommendations, decisions and directives of the Committee.
- (b) A draft copy of the minutes of each meeting, approved by the Committee Chair, will be circulated to the Committee prior to the next Committee meeting (where practicable) for approval by the Committee.
- (c) The Chair of the Committee (or his/her designate) will present the Committee's report at the next scheduled Board meeting in such form and manner as required by the Board.

## 15. Confidentiality

All deliberations of the Committee, and all records, material and information pertaining to GHRC obtained by a member of the Committee shall be considered confidential. Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access. At no time will any Committee member use or disclose or divulge any confidential personal information for personal gain or for the benefit of others.

## 16. Other

The Governance and Human Resources Committee will:

- (a) Annually review and receive approval from the Board of its Terms of Reference to ensure they meet the needs of the Board.
- (b) Annually assess its performance in carrying out its duties.
- (c) Through the Committee Chair, report regularly to the Board on the results of its activities in such manner approved by the Board.
- (d) Provide an orientation to new Committee members and ongoing training and development opportunities for its members.
- (e) May engage independent consultants as required to assist the Committee with its duties, subject to budgetary approval by the Board.

## **Article VI: Audit and Risk Oversight Committee**

- (a) The Audit Committee supports the NSCAD Board of Governors in the fulfillment of its stewardship responsibilities in the following areas: financial oversight, risk oversight, and monitoring the integrity of internal controls and management information systems.
- (b) The Audit Committee shall be constituted as follows:
  - (i) Chair of the Board.
  - (ii) Vice-Chair of the Board.
  - (iii) At least three other Governors of the Board.
  - (iv) The President who is an *ex officio* member of the Committee does vote, and count in meeting requirements for a quorum.
- (c) The Chair of the Audit and Risk Oversight Committee is not the Chair of the Board.
- (d) A quorum for Committee meetings consists of four (4) voting members of the Committee.

2. The Audit and Risk Oversight Committee shall have the following responsibilities:

- (a) Financial Systems, Risk and Internal Controls Oversight.
  - (i) Review and approve financial and performance information provided to government and stakeholders;
  - (ii) Review the quality and accuracy of financial and performance information to ensure it accurately and completely portrays NSCAD's economic circumstances;
  - (iii) Review significant accounting accruals, reserves, judgments and estimates, and any accounting policy changes for reasonableness and appropriateness.
  - (iv) Regularly review information related to NSCAD's risks, and management processes to mitigate these risks, to assess whether NSCAD has appropriate systems in place to identify and manage risks.

(v) Ensure that the Board structure provides effective oversight of major risks and related mitigation systems.

(vi) Review NSCAD risk profile at least annually and be educated and aware of key warning signals that indicate problems (i.e. indicators of fraud, potential risks and exposure to the organization).

(vii) Regularly review NSCAD's internal control framework, including controls over financial reporting, information technology and data security, for adequacy and effectiveness. Such review will include audits of selected internal categories chosen by the committee, to be conducted by an internal or external auditor as appropriate.

(viii) Review all public reporting by NSCAD to ensure it represents a complete, accurate and balanced picture of NSCAD's performance and financial situation.

(b) External Audit Oversight

(i) Recommend the appointment and compensation of the external auditor.

(ii) Oversee the independence of the external auditor; the external auditor reports directly to the Audit Committee.

(iii) Work with the external auditor to define the purpose of the audit, identify areas for review, review and approve the audit plan, and review audit results.

(iv) Review and pre-approve any non-audit related services to be provided by the external auditor.

(v) Meet with the external auditor at least twice per year.

(vi) Hold *in-camera* meetings with the external auditor

(c) Other Responsibilities

(i) Review the adequacy of NSCAD's insurance program, including Governors' and Officers' Liability insurance.

(ii) Review any legal pursuits/claims against NSCAD.

(iii) Monitor NSCAD's compliance with legislation, regulations, legislative mandate and public sector reporting requirements.

(iv) Set the ethical tone and ensure organizational ethics are maintained.

(v) Ensure that NSCAD establishes a formal safe disclosure policy, a code of conduct and a conflict of interest policy, and review the adequacy of the policies and the organization's adherence to them; make recommendations for changes to these policies to the Governance and Human Resources Committee of the Board.

(vi) Provide a direct link to provincial audit authorities such as the Auditor General's Office.

(vii) Review any proposed changes to the position of NSCAD's Chief Financial Officer.

### 3. Meetings and Organization

The Audit and Risk Oversight Committee:

- (a) Has a meeting calendar and annual work plan for the year.
- (b) Meets at least quarterly with pre-determined dates and agendas.
- (c) May, at the request of the Committee Chair, require the external auditor, Controller, Chief Financial Officer and other NSCAD executives to attend Committee meetings in an ex officio and non-voting capacity.
- (d) Holds special meetings as required.
- (e) Will hold *in-camera* sessions immediately before and/or after the Committee meetings; these sessions will be structured by the Committee Chair.

### 4. Minutes and Reporting Responsibilities

A member of the administrative staff will act as the recording secretary for meetings of the Audit and Risk Oversight Committee. Minutes of the meeting will include highlights of major discussions and all recommendations, decisions and directives of the Committee.

A draft copy of the minutes of each meeting, approved by the Committee Chair, will be circulated to the Committee prior to the next Committee meeting (where practicable) for approval by the Committee.

The Chair of the Committee (or his/her designate) will present the Committee's report at the next scheduled Board meeting in such form and manner as required by the Board.

### 5. Confidentiality

All deliberations of the Committee, and all records, material and information pertaining to AROC obtained by a member of the Committee shall be considered confidential. Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access. At no time will any Committee member use or disclose or divulge any confidential personal information for personal gain or for the benefit of others.

### 6. Other

The Audit and Risk Oversight Committee will:

- (a) Annually review and receive approval from the Board of its Terms of Reference to ensure they meet the needs of the Board.
- (b) Annually assess its performance in carrying out its duties.
- (c) Through the Committee Chair, report regularly to the Board on the results of its activities in such manner approved by the Board.
- (d) Provide an orientation to new Committee members and ongoing training and development opportunities for its members.
- (e) May engage independent consultants as required to assist the Committee with its duties, subject to budgetary approval by the Board.

The Chief Financial Officer will be the senior administrator designated to support the work of the Audit Committee.

## **Article VII: Advancement Committee**

1. The general purpose of the Advancement Committee is to:

- (a) Support the Board's stewardship responsibilities relating to strategic planning and advancement.
- (b) Provide active leadership in support of the Advancement Office's efforts in such areas as fundraising and friend-raising.
- (c) The Advancement Committee shall be appointed by the Board and shall be constituted as follows:
  - i. The Chair or the Vice-Chair of the Board as decided by the Governance & Human Resources committee, who is an *ex officio* member of the Committee but does not vote and count in meeting requirements for a quorum;
  - ii. one other Officer of the Board;
  - iii. one Governor of the Board, elected to the Board by the Faculty;
  - iv. one Governor of the Board, elected by the Council or governing body of the students;
  - v. three other Governors of the Board; and
  - vi. The President who is an *ex officio* member of the Committee but does not vote and count in meeting requirements for a quorum.
- (d) The Advancement Committee may increase the number of its non-voting members as needed.
- (e) A quorum for Committee meetings consists of four (4) voting members of the Committee.

2. Specific Responsibilities

The Advancement Committee is delegated the following responsibilities: -

- (a) Strategic Planning Oversight
  - (i) Recommend to the Board a strategic planning cycle;
  - (ii) Recommend to the Board a strategic planning process;
  - (iii) Monitor the implementation of the strategic planning process and make recommendations for potential changes to that process for the next round of strategic planning based upon NSCAD's experience with the current process; and
  - (iv) Review annually, through a report from the President, NSCAD's progress in relation to its approved Strategic Plan.

### 3. Advancement Plans and Policies

- (a) Identify, develop/study and recommend advancement-related governance policies to the Board for approval.
- (b) Study and make recommendations to the Board on any new and significant advancement initiatives (e.g., capital campaigns, etc.).
- (c) Review the annual advancement plan (and goals) for NSCAD prepared by the Administration and the related budget.
- (d) Monitor advancement-related best practices for post-secondary education institutions and make recommendations to the Board regarding the continuous improvement of advancement efforts at NSCAD.

### 4. Monitoring Advancement Achievements

- (a) Monitor NSCAD's progress in relation to the advancement plan/budget.
- (b) Identify appropriate benchmarks for measuring the effectiveness and efficiency of NSCAD's advancement efforts and monitor its performance in relation to those benchmarks.

### 5. Engagement of the Board and NSCAD Community

- (a) Work with the Advancement Office to effectively engage all Board members in fundraising and friend-raising activities, such as prospect identification, donor cultivation, introductions, specific case development, gift solicitations, recognition and stewardship.
- (b) Work with the Advancement Office to establish and implement a system of recognition for board and other volunteers who are active in fundraising.
- (c) Work with the Advancement Office to identify and recruit the right leaders for any major fundraising campaign.
- (d) Monitor the Advancement Office's efforts to educate the NSCAD community on the importance of additional funding to ensure the future of NSCAD.

### 6. Stakeholder Relations and Communications

- (a) Recommend to the Board a stakeholder relations and communication policy communications policy (and any changes thereto).
- (b) Review the annual stakeholder relations and communications plan and report highlights of same to the Board.
- (c) Monitor the quality of NSCAD's relationships with key external stakeholders (e.g., Government, alumni, etc.).

### 7. Meetings and Organization

The Advancement Committee:

- (a) Has a meeting calendar and annual work plan for the year.

- (b) Meets at least quarterly with pre-determined dates and agendas.
- (c) Holds special meetings as required.
- (d) Will hold *in-camera* sessions immediately before and/or after the Committee meetings; these sessions will be structured by the Committee Chair and include the President.

#### 8. Minutes and Reporting Responsibilities

A member of the administrative staff will act as the recording secretary for meetings of the Advancement Committee. Minutes of the meeting will include highlights of major discussions and all recommendations, decisions and directives of the Committee.

A draft copy of the minutes of each meeting, approved by the Committee Chair, will be circulated to the Committee prior to the next Committee meeting (where practicable) for approval by the Committee.

The Chair of the Committee (or his/her designate) will present the Committee's report at the next scheduled Board meeting in such form and manner as required by the Board.

#### 9. Confidentiality

All deliberations of the Committee, and all records, materials and information pertaining to the Advancement Committee obtained by a member of the Committee shall be considered confidential. Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access. At no time will any Committee member use or disclose or divulge any confidential personal information for personal gain or for the benefit of others.

#### 10. Other

The Advancement Committee will:

- (a) Annually review and receive approval from the Board of its Terms of Reference to ensure they meet the needs of the Board.
- (b) Annually assess its performance in carrying out its duties.
- (c) Provide an orientation to new Committee members and ongoing training and development opportunities for its members.
- (d) May engage independent consultants as required to assist the Committee with its duties, subject to budgetary approval by the Board.

The Director of University Relations will be the member of NSCAD administration designated to support the work of this Committee.

### **Article VIII: Financial and Physical Resources Committee**

1. The Financial and Physical Resources Committee supports the NSCAD Board of Governors in the fulfillment of its stewardship responsibilities in the following areas: oversight of NSCAD's financial planning and policy framework including multi-year financial plans and annual budgets; monitoring NSCAD's ongoing financial performance and needs; oversight of NSCAD's investments; and oversight of NSCAD's short and long-term plans for its physical facilities.

- (a) The Financial and Physical Resources Committee shall be constituted as follows:

(i) The Chair or Vice-Chair of the Board as decided by the Governance & Human Resources committee, who is an *ex officio* member of the Committee but does vote and count in meeting requirements for a quorum;

(ii) the Treasurer of the Board;

(iii) one Governor who is elected to the Board by the Faculty;

(iv) one Governor who is appointed to the Board by the Council or governing body of the students;

(v) three (3) other Governors of the Board; and

(iv) the President who is an *ex officio* member of the Committee but does vote and count in meeting requirements for a quorum.

(v) Two (2) members from the outside community will be appointed to the Investment Committee and will be non-voting.

(b) A quorum for Committee meetings consists of four (4) voting members of the Committee.

## 2. Specific Responsibilities

The Financial and Physical Resources Committee has the following specific responsibilities:

### (a) Financial Planning and Policies

(i) Ensure that NSCAD develops multi-year financial plans that reflect NSCAD's strategic plans.

(ii) Annually review updated multi-year financial plans prepared by NSCAD's senior administration.

(iii) Review and recommend to the Board the adoption of an annual business plan and budget.

(iv) Understand the risks associated with NSCAD's finances and the main systems that are in place to manage and mitigate those risks.

(v) Ensure that NSCAD has appropriate contingency plans in place to deal with unforeseen circumstances affecting NSCAD's finances.

(vi) Annually review NSCAD's financial policies and reviews and recommend to the Board any management recommendations for changes to these policies.

### (b) Monitoring of Financial Performance

(i) Receive and review quarterly financial results with variance analysis and monitor any corrective action to be undertaken by senior administration.

(ii) Highlight significant issues relating to NSCAD's ongoing financial performance to the Board.

(c) Investment Oversight

- (i) Ensure that NSCAD's investment and endowment funds and policies are clearly explained and reviewed with the full Board on an annual basis.
- (ii) Recommend investment and endowment policies (and any changes thereto) to the Board.
- (iii) Consider how investment and endowment funds should be managed.
- (iv) Recommend to the Board the appointment or termination of any external investment managers.
- (v) Develop the criteria against which the performance of external investment managers will be evaluated on an annual basis.
- (vi) Monitor the performance of NSCAD's investment and endowment funds;
- (vii) Recommend to the Board the disbursement levels that are appropriate from endowed funds while maintaining the integrity of the funds capital; and

(d) Physical Facilities

- (i) Ensure that NSCAD has a long-term facilities plan in place that supports its strategic direction;
- (ii) Understand the risks associated with NSCAD's physical facilities and the main systems that are in place to manage or mitigate those risks;
- (iii) Monitor the implementation of NSCAD's short to medium-term facilities plan;
- (iv) Recommend to the Board the allocation of financial resources to support the implementation of NSCAD's short to medium-term facilities plan (as part of the annual budget approval process); and
- (v) Ensure that NSCAD has a business continuity policy/plan in place to ensure continued operations in the event of damage to or loss of any or all of its physical assets.

3. Meetings and Organization

The Financial and Physical Resources Committee will:

- (a) Have a meeting calendar and annual work plan for the year.
- (b) Meet at least quarterly with pre-determined dates and agendas.
- (c) May, at the request of the Committee Chair, require the external auditor, Controller, Chief Financial Officer and other NSCAD executives to attend Committee meetings in an ex officio and non-voting capacity.
- (d) Hold special meetings as required.
- (e) Will hold *in-camera* sessions immediately before and/or after the Committee meetings; these sessions will be structured by the Committee Chair.

#### 4. Minutes and Reporting Responsibilities

A member of the administrative staff will act as the recording secretary for meetings of the Financial & Physical Resources Committee. Minutes of the meeting will include highlights of major discussions and all recommendations, decisions and directives of the Committee.

A draft copy of the minutes of each meeting, approved by the Committee Chair, will be circulated to the Committee prior to the next Committee meeting (where practicable) for approval by the Committee.

The Chair of the Committee (or his/her designate) will present the Committee's written report at the next scheduled Board meeting in such form and manner as required by the Board.

#### 5. Confidentiality

All deliberations of the Committee, and all records, materials, and information pertaining to FPRC obtained by a member of the Committee shall be considered confidential. Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access. At no time will any Committee member use or disclose or divulge any confidential personal information for personal gain or for the benefit of others.

#### 6. Other

The Financial and Physical Resources Committee will:

- (a) Annually review and receive approval from the Board of its Terms of Reference to ensure they meet the needs of the Board.
- (b) Annually assess its performance in carrying out its duties.
- (c) Provide an orientation to new Committee members and ongoing training and development opportunities for its members.
- (d) May engage independent consultants as required to assist the Committee with its duties, subject to budgetary approval by the Board.

The Chief Financial Officer will be the member of NSCAD administration designated to support the work of this Committee.

### **Article IX - Special Committees**

The Board may establish from time to time special committees as it deems necessary and assign to each appropriate duties.

### **Article X - Other Governors**

#### 1. Life Governor

- (a) The special group of interested persons formerly constituted as "Honourary Governors" are hereby reconstituted as "Life Governors". The Board may select each year individuals to hold for life the title of Life Governor, such individuals to be past Governors who have had a special interest in NSCAD as demonstrated by years of service, acceptance of offices and contributions of time and expertise.

- (b) Life Governors shall be appointed at the Annual General Meeting of the Board from a list of nominees to be submitted by the Nominating Committee.
- (c) Such Life Governors shall not be formally constituted.
- (d) By accepting the position, Life Governors will agree to continue their interest in NSCAD, and to be available as feasible and convenient, individually and collectively, to provide information and advice to the Board of Governors and/or its officers as, and/if, required.
- (e) NSCAD will, unless the Board determines otherwise, provide Life Governors with:
  - (i) a copy of the Annual Report.
  - (ii) an invitation to:
    - a) attend (but not vote at) the Annual General Meeting,
    - b) attend openings at the Gallery,
    - c) attend Graduations,
    - d) attend other NSCAD functions if deemed appropriate and subject to space and other limitations,
    - e) join such committees of the Board, as a non-voting member, as the Board considers appropriate.

## 2. Honourary Governors

- (a) The title and position of "Honourary Governor" is hereby established. The Board may select each year individuals to hold the title of Honourary Governor, such individuals to have expressed special interest in NSCAD, but who, because of national or international location or previous commitment are unable to serve as full Governors.
- (b) Honourary Governors shall be appointed from time to time for a five-year term, with the right to successive appointments, from a list of nominees to be submitted by the Nominating Committee.
- (c) Such "Honourary Governors" shall not be formally constituted.
- (d) By accepting the position, Honourary Governors will agree to continue their special interest in NSCAD, and to be available as feasible and convenient to provide service and advice to the Board of Governors and/or the Officers of NSCAD as, /and if, required.
- (e) NSCAD will provide, unless the Board determines otherwise, such Honourary Governors with:
  - (i) a copy of the Annual Report.
  - (ii) an invitation, when available, to NSCAD functions including, but not limited to:
    - a) attend (but not vote at) the Annual General meeting,
    - b) attend scheduled or special Board meetings,

- c) attend openings at the Gallery,
- d) attend Graduations,
- e) attend other NSCAD functions if deemed appropriate and subject to space and other limitation.

### 3. Life Fellow

- (a) The title and position of "Life Fellow" is hereby established. The Board may select each year individuals to hold for life the title of "Life Fellow", such individuals who as faculty, alumni or practitioners, have made a significant, long term contribution to the art or cultural world.
- (b) Life Fellows shall be appointed at the Annual General Meeting from a list of nominees to be submitted by the Honourary Degree Committee, for Board approval.

### **Article XI - General Procedures**

1. At all meetings of the Board and at all meetings of Committees the respective Chair may request the attendance of the Vice-President (Academic & Research), Vice-President (Finance & Administration), and the Dean, who may have special knowledge of subjects to be discussed.
2. The Chair of the Board may attend any or all Committee meetings. The President of the NSCAD may attend any or all Committee meetings. The Chair of the Board and the President, when in attendance at Committee Meetings, shall have full voting privileges and count towards quorum.
3. The Chair of each Committee shall give notice of all meetings of his/her respective Committee to the Chair of the Board, or in his/her absence to the Vice-Chair of the Board and to the President of the NSCAD, at the same time as the notice and with the same material as being sent to the respective Committee members.
4. As soon as feasible after every Committee meeting, the Chair shall submit a report in writing to the Chair of the Board, or in his/her absence to the Vice-Chair, and to the President.
5. The Officers shall submit to the Board within two weeks a report in writing for each Officers meeting held. (or remove altogether – no executive in place)

### **Article XII - Appointment of Governors to the Board by the Board**

When a Governor who was appointed in accordance with Section 5 (2) (g) of the Act, resigns or dies before the end of his/her appointment period as Governor, the Nominating Committee shall meet to consider nominations for such vacancy, and shall present in nomination to the Board at the second meeting of the Board following such vacancy, or if the second meeting be within less than two months then at the third meeting following such vacancy, a nomination for appointment to fill such vacancy; and the Board shall thereupon at such meeting appoint the said nominee or refer the matter back to the Nominating Committee for an alternative nomination.

### **Article XIII - Duties of Officers**

- (a) The Chair shall:
  - (i) preside at meetings of the Board;
  - (ii) sign with one other officer on behalf of the Board, all leases, deeds, mortgages and contracts, and any other documents which require NSCAD seal; and
  - (iii) perform such other duties as ordinarily pertain to the office.
- (b) The Vice-Chair shall:
  - (i) preside at meetings of the Board;
  - (ii) if the Chair is not available for signing, sign with one other officer on behalf of the Board all leases, deeds, mortgages and other contracts, and any other documents which require the NSCAD seal; and
  - (iii) perform such other duties as ordinarily pertain to the office.
- (c) The Secretary shall:
  - (i) send out notices of meetings at least seven (7) clear days before the meeting;
  - (ii) keep minutes of each meeting;
  - (iii) attend to correspondence; and
  - (iv) perform such other duties as ordinarily pertain to the office.
- (d) The Treasurer shall:
  - (i) have and exercise oversight over all financial matters of NSCAD;
  - (ii) have charge of the finances to the extent authorized by the Financial and Physical Resources Committee and the Board; and
  - (iii) perform such other duties as ordinarily pertain to the office.
- (e) The Honorary Counsel shall:
  - (i) advise the Board, the Governance and Human Resources Committee and the Officers on legal questions as they may arise, and as to need or desirability to refer specific matters to outside counsel.

### **Article XIV - Voting**

- A) Members, including Chairs of the Board, of Committees, may vote on a question before such bodies.
- B) When a vote is tied, the Chair shall cast the deciding vote.
- C) In exceptional cases, or in cases where only minor items are being considered, materials may be circulated by e-mail for discussion and approval. A member may request a full

meeting to discuss any material circulated by email before such a vote for approval is taken.

D) A vote by written resolution (through email voting) may be called if required in order to deal with a matter outside of a regularly scheduled Board meeting, at the determination of the Chair of either the Board or any of the respective Committees. The e-mail address that will be used is the one provided by the Board members and updated regularly. The regulations for e-mail votes of the Board of Governors are as follows:

a. Decision by e-mail votes shall require an eighty percent (80%) return of responses and a two thirds (66.6%) majority of those voting.

b. Three business days from date of e-mailing shall be allowed to complete the poll, from date of notification by e-mail.

c. Decisions taken by the Board of Governors by e-mail are deemed approved and will be announced by e-mail and documented by the University Secretary in the official record of the Board of Governors.

d. Committee decisions by e-mail will be recommended to the Board of Governors for approval at its next meeting.

A resolution approved by electronic mail ballot permitted by the Chair of the committee and passed by a majority of the committee members shall have the same force and effect as if passed at a regularly constituted meeting.

#### **Article XV – Decisions**

Except as otherwise provided, the Board and its Committees shall make decisions by a majority of the members present.

#### **Article XVI - Powers and Functions of the President**

The President, as the chief administrative and academic officer of NSCAD, shall supervise and direct the academic and administrative work of NSCAD, the Faculty, administrative staff and persons employed by NSCAD, and shall exercise such authority and perform such duties as are from time to time assigned to the President by the Board.

Without restricting the generality of the foregoing the President shall:

(a) make recommendations to the Board respecting appointment to, promotions in, and removals from the Faculty and the administrative staff of NSCAD; and

(b) report in writing to the Board at every meeting of the Board upon the state of NSCAD;

#### **Article XVII - Powers and Functions of the Members of the Faculty**

The Faculty of NSCAD may meet as a body and the body shall have the following powers and functions:

- (a) to recommend to the President programs of study leading to such degrees, diplomas, and certificates or other recognitions as may be awarded by NSCAD;
- (b) to recommend to the President such regulations and provisions for the guidance of students and the Faculty of NSCAD as may be appropriate to carry out the teaching functions of the Faculty and to support the programs of study offered by NSCAD;
- (c) to call to the attention of the President any problems or other matters requiring consideration in the interest of NSCAD; and to recommend any actions, proposals or policies which, in its judgment, may be expected to further the purposes of NSCAD;
- (d) The President will convey these recommendations and concerns to the Board.

#### **Article XVIII - The Awarding of Degrees, Diplomas and Certificates**

- (a) The Board of Governors shall establish the general areas of teaching and study that may be undertaken at NSCAD and shall designate the degrees, diplomas, certificates and any other awards given in recognition of successful work in these various areas of study.
- (b) The Chair of the Board, the Secretary of the Board, and the President of NSCAD, or any two of them on behalf of the Board of Governors, shall issue or cause to be issued such degrees, diplomas, certificates and other recognitions upon determination by the Faculty that the respective students have met the qualifications prescribed by the Board for the award of such recognition.
- (c) The Board of Governors, in consultation with the Faculty, may grant or confer honorary degrees, at its discretion.

#### **Article XIX - Order and Procedure**

When a question of order or procedure arises, Parliamentary Rules accepted in Canada (Robert's Rules of Order, latest edition) shall be the authority.

#### **Article XX - Amendment of the By-Laws**

If a Governor gives notice of motion to amend the By-Laws and sets forth the motion to amend at a meeting of the Board, the Board may amend the By-Laws at a subsequent meeting by a vote of twelve of the members of the Board in favour of the amendment.

## **APPENDIX A**

Passed by resolution of the Board of Governors on January 23, 1998

**PURPOSE:** The purpose of this by-law is to determine and clarify the role and responsibility of Faculty in the academic governance of NSCAD.

Note: in 2013, the Powers and Functions of the President, and the Powers and Functions of the Members of the Faculty were enshrined in the current By-Laws. The remaining appendix items are herein retained.

### **BACKGROUND:**

1. By s. 5 of the Nova Scotia College of Art and Design Act, the government, control, management and powers of NSCAD are vested in the Board.
2. By s. 7, the Board may appoint Faculty members and determine the duties of each member.
3. By s. 9(1), the Board may make by-laws determining the duties and functions of the Faculty.
4. The current by-laws, adopted February 4, 1993, deal with academic matters as follows:

### **FRAMEWORK FOR ACADEMIC GOVERNANCE**

5. The assignment of responsibility to the Faculty as set out below is made with the understanding that academic governance involves interests, issues and responsibilities so diverse as to make it advisable for the Board to seek the involvement of persons representing a broad array of insights and wisdom throughout NSCAD.
6. While the Board is ultimately responsible for all matters of control and management of NSCAD, including academic governance, it recognizes that the particular knowledge, experience and sensitivity of Faculty members make the Faculty most appropriate to deal with and be responsible for those aspects of academic governance set out below, and that in order to achieve optimal academic governance at NSCAD by working together, this by-law is passed.

### **ACADEMIC GOVERNANCE PROCEDURES**

1. Meetings of all Faculty committees will be open to the NSCAD community with the exception of meetings or the portions of meetings limited to the business of reviewing the status of individual students or Faculty members, and with the exception of meetings which a Faculty committee unanimously agrees to be held in private.
2. Appropriate notice of all meetings will be given.
3. Assignment of responsibility to the Faculty is made with the further understanding that:
  - (1) The Board of Governors will seek Faculty Committee and other reports, recommendations, and advice through the office of the President. The President shall receive on behalf of the Board, reports, recommendations and advice produced by the Faculty as it carries out its responsibilities.
  - (2) The President as the chief academic officer appointed by the Board to administer NSCAD, shall serve ex officio on standing Faculty committees, but shall not vote.
  - (3) Academic administrators shall be included in the Faculty governance structure. Apart from the President, all academic administrators with faculty appointments shall be voting members of

the Faculty. There shall be at least one academic administrator with a faculty appointment who is a voting member on all standing Faculty committees charged with academic program matters.

(4) Professional librarians shall be voting members of the Faculty.

(5) Students shall have representation on Faculty standing committees.

(6) In establishing governance structures to exercise the responsibilities given to it, the Faculty shall ensure that standing committees include elected representation of diverse program interests within NSCAD. Standing committees shall also include appropriate representation of academic administrators responsible for diverse program interests.

(7) Faculty governance procedures shall assure timely exercise of assigned responsibilities.

### **ASSIGNMENT OF RESPONSIBILITY**

The Board hereby assigns the following responsibilities to the Faculty:

(a) Matters where the knowledge and competence of the Faculty allow it to act on behalf of, and report to, the Board, consistent with clearly articulated Board policy:

- a. Electing Faculty members to the Board of Governors and other bodies as required;
- b. Setting the Academic Calendar;
- c. Establishing specific degree requirements;
- d. Approving new courses and course changes;
- e. Setting admission standards and regulations;
- f. Setting policy and standards for credit transfer and advanced standing;
- g. Setting and monitoring policy and standards for student performance and evaluation;
- h. Establishing student academic discipline and appeal policy and standards;
- i. Establishing required academic program review policy and procedures;
- j. Regulations governing the above.

(a) Matters where the Board shall seek the recommendation of the Faculty. While the Board might not accept Faculty recommendations, the Board shall consider Faculty recommendations with respect to:

- a. Introducing or terminating academic programs;
- b. Setting general NSCAD requirements for degrees, majors and minors;
- c. Setting priorities for allocation of academic resources, including finances and space;
- d. Recommending Honourary degree recipients and graduation speakers.

(3) Matters where the Board shall seek and consider Faculty advice on policy questions:

- a. Establishing general policy direction;
- b. Developing strategic plans.

(4) Responsibilities exercised jointly by the Faculty and Board:

- a. Reviewing applications for scholarships and awards.

**RESIDUAL AUTHORITY**

The Board retains all authority for responsibilities not assigned under this resolution.

**DURATION AND FORCE OF BY-LAW**

This Academic Governance By-law shall be in force as of the date it is passed by the Board and shall continue until amended or repealed by the Board. Where inconsistent with any previous by-law, the provisions of this by-law shall prevail.