

In Attendance: Dave van de Wetering (Acting Chair) Jeff Somerville, Dianne Taylor-Gearing, Greg Bambury, Jeff Burns, Evan Cameron, Marco Chiarot, Siobhan Cleary, Elizabeth Currie, Gary Edwards, Cameron Jantzen, Sean Kelly, Louise-Anne Comeau, Rudi Meyer, Rafael Macdonald, Rory MacDonald, Matthew MacLellan, Alan MacPherson, Gordon Whittaker

Regrets: Faten Alshazly, Ross Cantwell

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

Guests: Dr. Peter MacKinnon

1. Call to Order Establishment of Quorum

Meeting called to order at approximately 4:00 pm by Acting Chair, D. van de Wetering with the establishment of quorum.

2. Conflict of Interest

There were no conflicts of interest identified.

3. Acceptance of the Agenda

The agenda was accepted as presented.

Motion: To approve the February 15, 2018 Board agenda as presented.

Moved by S. Kelly, seconded. Carried [BOG 325/18-01]

4. Approval of Minutes – November 23, 2017

It was noted the minutes of the November 23, 2017 Board meeting were approved by email vote on December 4, 2017.

5. Business Arising – Minutes

The Chair advised there was no business arising from the November 23, 2017 meeting minutes.

6. Key Correspondence

S. Kelly, Board Secretary advised there was key correspondence to the Board from Board Chair, J. Somerville.

The letter stated that following the August 20, 2016 Board Retreat a Special Board meeting was held where the following Motion was APPROVED.

Motion: Be It Resolved that the NSCAD Board of Governors agree “in principle” that NSCAD University be included in the AGNS Business Case for a joint facility in their funding application to the Province of Nova Scotia. NSCAD will communicate its agreement to AGNS prior to the province’s application due date of August 26, 2016.

Subsequently, at the September 2016 Board meeting the Financial and Physical Resources Committee presented the 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 Board support and the committee agreed it be submitted to the province as the NSCAD submission.

In September 2016 a facilities business plan was submitted to the Department of Labour and Advanced Education at the request of the Minister.

The plan is NSCAD’s preferred facility strategy and work has commenced on an element of that plan, which is the intensification of the NSCAD Port Campus.

In June 2014 the Board considered its facility strategy and rejected an additional lease facility due to the financial risks and the desire to control its facilities through ownership.

In the absence of any further information it is the Boards intent to proceed with the best viable option to own its own property and co-locate with the Art Gallery of Nova Scotia (AGNS).

The Port Campus plan will be presented to the Board at the March 2018 meeting.

NSCAD is proceeding on known plans and financial implications.

Following reading of the letter A. MacPherson, Chair Financial and Physical Resources Committee stated that in August 2016 the Board agreed “in principle” to moving forward with this option. The Board is now affirming its commitment to the plan submitted to the Province of Nova Scotia in September 2016.

Following reading of the letter into the record, the motion was tabled:

Motion: Be It Resolved that the NSCAD Board of Governors agree to formally reaffirm its decision of August 20, 2016 Special Board meeting that NSCAD University’s intent is to proceed with the best viable option to own its own building and co-locate with the Art Gallery of Nova Scotia on the Halifax Waterfront. This was the preferred option stated in the September 2016 Business Plan presented to the Province of Nova Scotia.

Moved by S. Cleary, seconded. Carried [BOG 325/18-02]

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.

Louise-Anne Comeau on behalf of the Audit and Risk Oversight Committee requested the minutes of the December 12, 2017 Audit and Risk Oversight Committee meeting be removed for consideration.

A. MacPherson on behalf of the Financial and Physical Resources Committee requested the minutes of the February 1, 2018 Financial and Physical Resources Committee be removed for consideration.

M. MacLellan on behalf of the Governance and Human Resources Committee requested the minutes of the January 16, 2018 Governance and Human Resources Committee be removed for consideration.

With these items removed, the remaining items of the Consent Agenda are declared adopted. These include the Statutory Remittance Certificate and Officer's Certificate - Facilities, the report of the Advancement Committee of December 19, 2017, the Alumni report and the SUNSCAD report.

There was no report tabled from Senate.

8. Consideration of Items Removed From Consent Agenda

Consideration of Items Removed from Consent Agenda – Audit and Risk Oversight Committee

8.1 Audit and Risk Oversight Committee

- Louise-Anne Comeau

8.1.1 Minutes – December 12, 2017 – Student Travel Policy

Louise-Anne Comeau stated the purpose of the policy is to ensure NSCAD University takes reasonable precautions on behalf of NSCAD University students traveling for the purpose of curriculum enrichment. This policy applies whether or not the travel is subsidized by NSCAD University.

Legal counsel has reviewed and provided an opinion and suggested language in the development of the policy. Faculty have used the policy on two recent trips as a test to see if there was anything that needed to be amended or added. The tests have proved informative.

The policy was approved by the Audit and Risk Oversight Committee on December 12, 2017.

Motion: To approve the recommendation of the Audit and Risk Oversight Committee to adopt the following policy that fall under the authority of the Board of Governors: Student Travel Policy.

Moved by Louise-Anne Comeau, seconded. Carried [BOG 325/18-03]

8.2 Financial and Physical Resources Committee

- Alan MacPherson

8.2.1 Minutes Financial and Physical Resources Committee – February 1, 2018 - Appointment Fund Managers 2018/19

Alan MacPherson stated that at its February 1st meeting, the committee considered the performance evaluation criteria for Scotia MacLeod. It was agreed to renew for 2018-2019.

Motion: To approve the recommendation of the Financial and Physical Resources Committee that NSCAD maintain their relationship with Jack Gorill and ScotiaMacLeod as fund managers for the upcoming 2018/2019 year.

Moved by A. MacPherson, seconded. Carried [BOG 325/18-04]

8.2.2 Minutes Financial and Physical Resources Committee – February 1, 2018 - Operating Budget Management Policy

At its February 1st meeting, the committee considered and approved the revised Operating Budget Management Policy.

Motion: To approve the recommendation of the Financial and Physical Resources Committee to adopt the following policy that falls under the authority of the Board of Governors: Operating Budget Management.

Moved by A. MacPherson, seconded. Carried [BOG 325/18-05]

8.3 Governance and Human Resources Committee

- Matthew MacLellan

8.3.1 Minutes Governance and Human Resources – January 16, 2018 – Union Exempt Employee Handbook

M. MacLellan stated that at the January 16, 2018 G&HR meeting, the committee reviewed and approved the revised Union Exempt Employee Handbook.

The following motion is being tabled:

Motion: To approve the recommendation of the Governance and Human Resources Committee to adopt the revised Union Exempt Employee Handbook which falls under the authority of the Board of Governors.

Moved by M. MacLellan, seconded. Carried [BOG 325/18-06]

8.3.2 Minutes Governance and Human Resources – January 16, 2018 – Professor Emeritus – Harold Pearce

At the January 16, 2018 G&HR committee meeting, the committee received a nomination from the Committee on Status and Affairs recommending the appointment of Dr. Harold Pearce for Professor Emeritus.

Dr. Harold Pearce merits the appointment of Professor Emeritus on the basis of his outstanding contributions to NSCAD and the broader community as an educator, scholar and artist.

The following motion was tabled:

Motion: To approve the recommendation Governance and Human Resources Committee to confer the honorary title of “Professor Emeritus” to Harold Pearce at the NSCAD 2018 Graduation.

Moved by M. MacLellan, seconded. Carried [BOG 325/18-07]

8.3.3 Minutes Governance and Human Resources – January 16, 2018 – Regular Part-Time Faculty Appointment

At the January 16, 2018 G&HR committee meeting, the committee received a recommendation from Dr. Ann-Barbara Graff to grant a Regular Part-Time Faculty Appointment to Sharon Murray effective May 1, 2018. The recommendation is in accordance with Article 37.05(D) of the Collective Agreement between the Board of Governors and the Faculty Union.

The following motion is being tabled.

Motion: In accordance with Article 37.05(D) of the Collective Agreement between the Board of Governors and the Faculty Union, to approve the recommendation of the Governance and Human Resources Committee to grant a Regular Part-Time Faculty Appointment to Sharon Murray effective May 1, 2018.

Moved by M. MacLellan, seconded. Carried [BOG 325/18-08]

9. Enterprise Risk Management Master Risk Template

Louise-Anne Comeau provided an update on ERM Master Reporting Template that was presented to the Audit and Risk Oversight Committee on December 12, 2017.

Some of the highlights of the report are:

Risk # 2 – Facility Planning Condition and Maintenance – Currently reviewing codes and updating known deficiencies. This has changed the status from Amber to Red.

Risk # 3 – Recruitment and Retention – 91% retention of FT 2016-17 students registered for 2017-18. Graduation rate for 2016-17 was 16% against the target of 18 – 20%. The status of the risk is Green.

Risk # 8 – Profile and Perception – In fall 2017 there were 209 FTE taking 2,742 credits compared to fall 2016 with 177 students taking 2,607 credits. The Higher Education Strategy Associates (HESA) has undertaken a market and economic impact analysis.

Risk # 9 – Program Relevance – Program changes have been made to Media Arts and Ceramics in 2016-17; DHX donation support Film and Media Arts. Craft is introducing an entrepreneurship minor. New graduate program in Arts Education approved by Board of Governors in 2017 – awaiting MPHEC approval. NSCAD has been awarded the Tier 2 CRC in Interactive Media (Dr. Jamie Allen). Dr. April Mandrona received an Insight Grant of \$66K.

Risk # 10 – Cybersecurity Vulnerability – Working through the recommendations from the recent penetration test.

It was acknowledged that mitigating NSCAD's Enterprise Risk Management (ERM) top three risks remain key critical to our long-term sustainability.

10. President's Report

The President reported NSCAD is making progress to deliver the strategic and operational key performance indicators (KPI's) aligned with the ERM Critical Areas for Long Term Sustainability.

The top three ERM risks are:

- Risk #1 Budget and Cost Trends;
- Risk #2 Facility Planning and Condition and Maintenance; and
- Risk #3 Recruitment and Retention.

10.1 Risk #1 – Budget and Cost Trends

NSCAD plans to achieve a balanced budget year-end result in 2018 as mandated by the Board and province. The Spending Control Risk Impact Assessment (SCRIA) remains in place. Although frustrating for budget holders, controlling NSCAD's spending is critical to stabilizing its financial health and long-term sustainability. The SCRIA process has enabled NSCAD to control spending and not implement a moratorium. The Budget Advisory Committee has approved a balanced budget for 2018-19 and this will be presented to the Board in March.

10.2 Risk #2 Facilities Planning and Condition and Maintenance

Continues to be the highest red status risk and the facilities strategy plan is progressing with the provincial government. Planning to intensify the NSCAD Port Campus continues and will be a priority as the condition of the Fountain Campus will not be fully compliant with Bill 59 Accessibility Act.

10.3 Risk #3 Recruitment and Retention

Continues to be a sharp focus for the Senior Management Team (SMT). YTD applications are up 9% with completed applications up 16% overall. The Admission Committee is working to review applications to make offers earlier than in previous years. The contract for the Special Advisor to the President for the Implementation of the HESA Report Recommendations ended December 2017. This work provides NSCAD with a plan for the future. We continue to work to deliver on the plan and the priority Transfer and Articulation development work is ongoing.

With the appointment of the Director of Marketing (2 year contract) NSCAD is increasing its global reach and presence. The new website is receiving very positive responses and the NSCAD Portfolio Day on February 19th is planned to be even more engaging. TEDx NSCAD was a sold out event on January 28th and plans are now moving ahead for the Fashion Gala and Starfish Student Art Awards. Student retention is currently 91% and we will be receiving the results of the International Student Barometer Survey on March 1.

10.4 Dr. Peter MacKinnon

Through the Chair, the President respectfully requested Dr. Peter MacKinnon be invited to join the Board meeting for a ‘fire side chat’ session on University Governance. NSCAD senators were invited to join the meeting following the Board session for further discussion on bicamerality and its value and features as a structure of Governance at NSCAD University.

11. Other Business

No other business.

12. In Camera

No in camera session held.

13. Adjournment

Motion: By motion of J. Somerville, the February 15, 2018 meeting of the Board of Governors adjourned at approximately 6:10 pm. [BOG 325/18-09]

14. Next Meeting

The next meeting of the Board of Governors will be held on Thursday, March 29, 2018.

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

Approved for internal circulation by D. van de Wetering, Acting Board Chair on March, 12, 2018.