

In Attendance: Louise Anne Comeau, (Chair), Sean Kelly, (Vice Chair), Dianne Taylor-Gearing, Greg Bambury, Kassidy Bernard, Ross Cantwell, Marco Chiarot, Siobhan Cleary, Joanne Hames, Jim Horwich, Cameron Jantzen, Dean Leland, Alan MacPherson, Maggie Marwah, Peri McFarlane, Steven Peters, Jeff Somerville, Dave van de Wetering, Ericka Walker

Regrets: Faten Alshazly, Jeff Burns, Gary Edwards, Rebecca Hannon

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

1. Call to Order Establishment of Quorum

Meeting called to order at approximately 4:00 pm by Chair, Louise Anne Comeau with the establishment of quorum.

The Chair, Louise Anne Comeau welcomed the Board stating it a privilege to serve in this capacity.

Before regular Board business, the Chair spoke to Board goals and approach to doing business. There are a number of significant projects that are currently being overseen by the Board. It is necessary for all of us to rely on each other to achieve the goals and targets. We are pleased to have former Chair, J. Somerville and President Taylor-Gearing to move the agenda forward on these initiatives. In addition, we have Sean Kelly as Vice Chair and Cameron Jantzen in the role of Secretary.

We have four (4) competent Chairs of our Standing committees and they each will lead on the goals that fall to their committee's mandate.

The Chair acknowledged the President's team for all of their hard work during an extremely busy fall period.

Louise Anne Comeau went on to add the Board is responsible for the oversight of NSCAD University and at this time there are five (5) major initiatives:

- Facilities Strategy;
- Capital Campaign;
- Presidential Search;
- Recruitment; and
- Long term financial stability, NSCAD still has a structural deficit.

Louise Anne Comeau stated that in addition to these goals, she has a personal goal, which is to enrich and strengthen the collaborations between administration, faculty, staff and students. We need to know our students and their ambitions and work with faculty to help understand how we can better support them. Moving forward we will be considering adding a five to seven minute time slot on the Board agenda for faculty to present to the Board. The Chair encouraged Board members to attend NSCAD events to show a presence and get to know the institution and its key constituents (administration, faculty and students).

In speaking to the approach to meetings, the Chair requested that if there is anything to be removed from the Consent Agenda for discussion, the matter be put forward to the Chair and Vice Chair prior to the meeting.

In order to clarify the purpose of “in camera”, the Chair stated that these discussions are closed and no notes are taken by the recording secretary or by Board members. The Chair asked the Vice Chair to further elaborate on this topic.

S. Kelly, Vice Chair, opened by stating each Board member has a fiduciary duty to NSCAD University. This means putting the institution’s interests in front of competing interests. In camera is implemented when the Board needs to discuss sensitive issues which are highly confidential and must be considered privileged and for Board members only.

There may be times confidential materials are circulated to the Board during the in camera sessions. These will be on colored paper and returned to the Executive Assistant Governance and President’s Office at the end of the meeting.

The importance of Board members recusing themselves if there is a conflict of interest was emphasized.

All of these practices are in the interest of more effective operation of the business of the institution.

2. Conflict of Interest

There were no conflicts of interest declared.

3. Acceptance of the Agenda

The agenda was accepted as presented.

Motion: To approve the November 29, 2018 Board agenda as presented.

Moved by C. Jantzen. Carried [BOG 332/18-75]

4. Approval of Minutes – September 20, 2018

No changes being requested, the minutes of September 20, 2018 are hereby declared adopted as a true record.

5. Business Arising – Minutes

The Chair advised there was no business arising from the September 20, 2018 Board meeting minutes.

6. Key Correspondence

Board Secretary advised there was no key correspondence.

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.

There were four requests for items to be removed from the consent agenda:

- Advancement Committee
 - Marco Chiarot
 - NSCAD University Quality Assurance (QA) Policy & Procedure Manual
- Financial and Physical Resources Committee
 - A. MacPherson
 - Signing Authority Policy
 - Purchasing Policy

- Governance and Human Resources Committee
 - Greg Bambury
 - Sexualized Violence Prevention Policy
 - Scent Reduced Workplace Policy
 - Drug and Alcohol Policy
 - Tobacco and Smoke Free Campus Policy;
 - Alcohol Usage and Licensing Policy
- Audit and Risk Oversight Committee
 - Dave van de Wetering
 - Occupational Health and Safety Policy

With these items removed, the remaining items of the Consent Agenda were declared adopted. These include the Statutory Remittance Certificate and Officer's Certificate - Facilities, SUNSCAD Report, Alumni Report and Senate Report.

8. Consideration of Items Removed From Consent Agenda

8.1 Advancement Committee – Minutes of October 11, 2018

- Marco Chiarot, Chair
 - NSCAD University Quality Assurance (QA) Policy & Procedure Manual

Marco Chiarot advised that in 2009 the Board of Governors of NSCAD University reviewed and approved the Quality Assurance Policy and Procedures Manual prepared by the Provost and Vice-President, Academic. The manual has directed Quality Assurance for the past decade.

As part of evolving best practise and annual review of procedures, Dr. Graff has revised the manual to reflect the role of Senate, the primary body of academic governance, and to improve procedures in line with expectations of the Maritime Provinces Higher Education Commission (MPHEC) and National Association of Schools of Art and Design (NASAD).

Dr. Graff is requesting the revised policy and procedures manual, and attendant Academic Program Review Process, Self-Study Report Guide, and External Review Guide be presented to the Board of Governors for approval.

The Academic Plan aligns with the NSCAD Strategic Framework 2015 – 2020.

Motion: To accept the recommendation of the Advancement Committee to approve the revised NSCAD University Quality Assurance (QA) Policy and Procedures Manual, and Attendant Academic Program Review Process, Self-Study Guide, and External Review Guide.

Moved by M. Chiarot, seconded. Carried [BOG 332/18-76]

8.2 Financial & Physical Resources Committee - Minutes of October 18, 2018

- Alan MacPherson

8.2.1 Signing Authority Policy

The Board was informed that the major revision to the policy addresses changes to the process when a second signature from the Vice-President Finance and Administration and/or President is required on contracts. The policy now requires a second signature when it concerns an arrangement or employer obligation with an employee outside of a collective agreement and/or an employment contract.

Following review the motion was tabled:

Motion: To accept the recommendation of the Financial and Physical Resources Committee to approve the following revised policy that falls under the authority of the Board of Governors: Signing Authority.

Moved by A. MacPherson, seconded. Steven Peters abstained. Carried [BOG 332/18-77]

8.2.2 Purchasing Policy

The Board was advised the policy was amended to change where the policy references the need for hourly rates for service, to be expanded since it is not representative of the market and should be broadened to include unit pricing.

Motion: To accept the recommendation of the Financial and Physical Resources Committee to approve the following revised policy that falls under the authority of the Board of Governors: Purchasing Policy.

Moved by A. MacPherson, seconded. Ericka Walker abstained. Carried [BOG 332/18-78]

8.2.3 Provincial Financing Offer for the New NSCAD Campus Facility

To be dealt with “In Camera” followed by “Out of Camera” motions.

8.3 Governance and Human Resources Committee – Minutes October 29, 2018

- Greg Bambury

8.3.1 Sexualized Violence Prevention Policy

G. Bambury advised the policy was developed over a period of a year, with extensive consultations with students, faculty and staff. The province has mandated each university in the province have a standalone Sexualized Violence Prevention policy. This is a key deliverable in the provincial MOU in order to qualify for the 1% grant funding 2018-2019.

The policy will be reviewed annually and updated as necessary.

Motion: To accept the recommendation of the Governance and Human Resources Committee to approve the following Human Resources policy that falls under the authority of the Board of Governors: Sexualized Violence Prevention Policy.

Moved by G. Bambury, seconded. Carried [BOG 332/18-79]

8.3.2 Tobacco and Smoke Free Campus Policy and Alcohol Usage and Licensing Policy

G. Bambury advised the next two policies have been revised as a result of the legalization of cannabis on October 17, 2018.

8.3.2.1 Tobacco and Smoke Free Campus Policy

Motion: To accept the recommendation of the Governance and Human Resources Committee to approve the following revised Human Resources policy that falls under the authority of the Board of Governors: Tobacco and Smoke Free Campus Policy.

Moved by G. Bambury, seconded. Carried [BOG 332/18-80]

S. Johnson-Legere assured the Board the policy would be reviewed if there appears to be a barrier arising with respect to ceremonial tobacco. The policy aligns with requirements of the Canadian Cancer Society.

8.3.2.2 Alcohol Usage and Licensing Policy

Motion: To accept the recommendation of the Governance and Human Resources Committee to approve the following revised Human Resources policy that falls under the authority of the Board of Governors: Alcohol Usage and Licensing Policy.

Moved by G. Bambury, seconded. Carried [BOG 332/18-81]

8.3.2.3 Drug and Alcohol Policy

Motion: To accept the recommendation of the Governance and Human Resources Committee to approve the following new Human Resources policy that falls under the authority of the Board of Governors: Drug and Alcohol Policy.

Moved by G. Bambury, seconded. Carried [BOG 332/18-82]

The Board received the Scent Reduced Workplace Policy for information purposes.

8.4 Audit and Risk Oversight Committee – Minutes November 1, 2018

- Dave van de Wetering

D. van de Wetering stated there has been an Occupational Health and Safety Policy in place at NSCAD since December 2007. There have been revisions to the policy over the years.

The policy was previously approved by the NSCAD President. In a review of the document it references “Board responsibility”, therefore under the NSCAD Policy Framework the policy requires Board approval.

Motion: To accept the recommendation of the Audit and Risk Oversight Committee to approve the following Human Resources policy that falls under the authority of the Board of Governors: Occupational Health and Safety Policy.

Moved by D. van de Wetering, seconded. Carried [BOG 332/18-83]

9. Enterprise Risk Management Reporting Template

D. van de Wetering encouraged Board members to review the document and identify where their areas of expertise would be beneficial and they could make contribution.

One of the main areas of risk is still # 3 Recruitment and Retention with the target being 850 fFTE by 2020. J. Barmby is invited to attend each meeting of the Audit and Risk Oversight Committee to provide an update on the status of this risk.

NSCAD is on plan to achieve strategic enrolment.

10. Q2 Financial Statements

Alan MacPherson stated there were five (5) key contributors to the Q2 financial statements:

- Prepayment of grant from the province;
- Increase in enrolment by 50 fFTEs – increase in fee revenue;
- Full occupancy of rental properties;
- Two vacant positions impacted budget;
- Trending same with utilities as last year.

These factors resulted in the variances seen in this quarters financial statements.

11. Annual Giving Campaign

The Chair invited the Chair of the Advancement Committee to address this agenda item.

M. Chiarot encouraged all Board members to contribute to the Annual Giving Campaign, stating we are hoping for 100% participation by the Board. As noted by Guy Mallabone of Global Philanthropic Inc., it is hard to ask donors to donate if we as a Board member are not contributing.

12. In Camera

Motion: By motion of R. Cantwell, the November 29, 2018 meeting of the Board of Governors moved in camera at approximately 5:00 pm. [BOG 332/18-84]

Motion: By motion of J. Hames, the November 29, 2018 meeting of the Board of Governors moved out of camera at approximately 6:10 pm. [BOG 332/18-85]

Out of Camera Motions

Motion: Be it Resolved: To approve the recommendation of the Financial and Physical Resources (F&PR) Committee to acknowledge receipt of the provincial financial proposal of November 19, 2018. Aligned with NSCAD's Facilities Strategy, to further approve the recommendation of the F&PR Committee that the NSCAD Board of Governors APPROVE IN PRINCIPLE acceptance of the provincial financing proposal for the new NSCAD campus facility. A formal motion to APPROVE to proceed will be tabled upon the formal and final offer from the province, date TBD in February 2019.

Moved by A. MacPherson, seconded. Unanimously Carried [BOG 332/18-86]

Motion: Be it Resolved: To approve the recommendation of the Financial and Physical Resources (F&PR) Committee that the NSCAD Board refers the capital campaign fundraising program to the Advancement Committee for oversight. This recommendation includes the fundraising requirements of the new and Port campus building costs prior to the formal acceptance of the Government's offer.

Moved by A. MacPherson, seconded. Unanimously Carried [BOG 332/18-87]

13. Other Business

No other business.

14. Adjournment

Motion: By motion of A. MacPherson, the November 29, 2018 meeting of the Board of Governors adjourned at approximately 6:15 pm. [BOG 332/18-88]

15. Next Meeting

The next meeting of the Board of Governors will be held on Thursday, February 14, 2018.

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

Approved for internal circulation by Louise Anne Comeau, Board Chair on February 7, 2019.