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**In Attendance:** Jeff Somerville\* Dave van de Wetering (Acting Chair), Dianne Taylor-Gearing, Faten Alshazly, Greg Bambury, Cassidy Bernard, Marco Chiarot\*, Siobhan Cleary, Louise Anne Comeau, Elizabeth Currie, Joanne Hames, Sean Kelly, Rudi Meyer, Alan MacPherson, Maggie Marwah, Peri McFarlane

\*Teleconference

**Regrets:** Jeff Burns, Gary Edwards, Ross Cantwell, Cameron Jantzen, Rory MacDonald, Gordon Whittaker

**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

**Guest:** Peter Bigelow, Director of Planning and Development Waterfront Development Corporation

## 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. D. van de Wetering was Acting Chair for J. Somerville who participated by teleconference.

## 2. Welcome

J. Somerville welcomed two new members to the NSCAD Board of Governors, Joanne Hames and Maggie Marwah. Ms. Hames and Ms. Marwah were appointed as Governors-in-Council by the Province of Nova Scotia. The Order in Council sets the terms commencing June 5, 2018 and ending August 31, 2021.

By way of introduction, J. Somerville provided background information for Ms. Hames and Ms. Marwah.

The Board welcomed the new members.

### **3. Conflict of Interest**

During the in camera discussion of agenda item # 15 dealing with the President's Goals and Objectives, the President and staff will be recused.

### **4. Acceptance of the Agenda**

The agenda was accepted as presented.

*Motion:* To approve the June 28, 2018 Board agenda as presented.

Moved by Louise Anne Comeau, seconded. Carried [BOG 328/18-35]

### **5. Approval of Minutes – May 10, 2018**

No changes being requested, the minutes of May 10, 2018 are hereby declared adopted as a true record.

### **6. Business Arising – Minutes**

The Chair advised there was no business arising from the May 10, 2018 meeting minutes.

### **7. Key Correspondence**

Board Secretary advised there was no key correspondence.

### **8. 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.

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

- Financial & Physical Resources Committee
  - Alan MacPherson, Committee Chair

- Audit & Risk Oversight Committee
  - Louise Anne Comeau, Committee Chair
  
- Governance & Human Resources
  - Jeff Somerville, Board Chair  
(Held In Camera – End of Meeting)

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, the report of the Advancement Committee of May 24, 2018, and the SUNSCAD report.

There was no reports tabled from Alumni Association or Senate.

## 9. Consideration of Items Removed From Consent Agenda

### 9.1 Financial & Physical Resources Committee - Minutes of June 14, 2018

- Alan MacPherson

#### 9.1.1 Policy Revisions

At its June 14, 2018 meeting, the Financial & Physical Resources Committee received two policies with suggested amendments, Policy 4.6 Purchasing Policy and 4.11 Operating Budget Management.

The committee was advised the Spending Control Risk Impact Assessment (SCRIA) in place last year has been lifted. Management realized some gaps and the policies were updated to ensure appropriate controls are in place.

**Motion:** To approve the recommendation of the Financial & Physical Resources Committee to approve the revisions to 4.6 Purchasing Policy and 4.11 Operating Budget Management Policy.

Moved by Alan MacPherson, seconded. Carried [BOG 328/18-36]

### 9.2 Audit & Risk Oversight Committee – Minutes of June 15, 2018

9.2.1 At its June 15, 2018 meeting, the Audit & Risk Oversight Committee approved the Audit Financial Statement and Audit Report for the fiscal year-end March 31, 2017.

The following motion was tabled:

**Motion:** To approve the recommendation of the Audit & Risk Oversight Committee to approve the Audited Financial Statements and Audit Report for the fiscal year-end March 31, 2017.

Moved by Louise Anne Comeau, seconded [BOG 328/18-37]

#### 9.2.2 Appointment Deloitte – External Auditors

Louise Anne Comeau advised that at its June 15, 2018 meeting the Audit and Risk Oversight Committee approved the appointment of Deloitte as external auditors for 2018/19. Deloitte’s annual increase in fees is 1%.

The motion was tabled:

**Motion:** To approve the recommendation of the Audit & Risk Oversight Committee to approved the appointment of Deloitte as external auditors for 2018/2019.

Moved by Louise Anne Comeau, seconded. [BOG 328/18-38]

### **10. Halifax Waterfront Cultural Hub Presentation**

President Taylor-Gearing, through the Chair, introduced Peter Bigelow, Director of Planning and Development with Waterfront Development Corporation.

Mr. Bigelow presented to the Board on the Waterfront Cultural Hub project. This is a –tri-party initiative involving Waterfront Development Corporation (WDC), NSCAD University and AGNS.

Key statements of the presentation were:

- Deliver a world-class waterfront experience that connects our citizens and visitors with arts, culture and education in a way that contributes to the social and economic prosperity of our province.
- Take advantage of the opportunity to establish partnerships in support of a compelling business case to facilitate the creation of a unique cultural hub.
- Create an inspiring destination on the waterfront; a place where all people can explore art and culture.

The Board engaged in discussion of the project including timeline, deliverables and governance structure.

The Board thanked Mr. Bigelow for his presentation on this very exciting project.

## **11. Q4 Financial Statements**

Alan MacPherson provided an extensive overview of the year-end financial statements detailing the contributors to the \$1.7 million year-end net positive result.

It was agreed there needed to be caution exercised in any allocation of these funds given NSCAD's possible undertaking of a capital campaign.

## **12. Enterprise Risk Management Reporting Template**

Louise Anne Comeau provided updates. Some of the highlights of the report.

Risk # 1 – Budget and Cost Trends – Ended fiscal 2017-18 in a positive higher than budgeted enrolment, expenditure oversight and lower than expected costs.

Risk # 2 – Facilities Planning Condition and Maintenance – NSCAD actual spending on renewal and maintenance is \$600,000 per year, or 40% of target. NSCAD is planning to launch a capital campaign so that it can advance a mid-term and a long-term facility strategy.

Risk # 3 – Recruitment and Retention – Retention level 91%, and overall student satisfaction for fall 2017 is 89%.

Risk # 7 – Government and Business Relationships – Successful external partnerships - NSCAD Gold Sponsor of Atlantic Film Festival, Halifax Library Alan Syliboy Public Lecture, DHX funded internships, Canada Council Grant, Canada Culture Days participant and the Art Factory.

NSCAD President past Chair, Council of Nova Scotia University Presidents (CONSUP) Co-Chair Provincial Sexualized Violence Committee (PSVPC), Treasurer and Executive Committee AICAD Board.

### **13. President's Report - 2017-2018 Focus on Critical Areas for Long-term Sustainability**

The President stated that as the 2017-18 Academic year comes to a close with the class of 2018 successfully graduated, she reflects upon a year that we realized evidenced based that NSCAD really has turned a corner. With a 9.2% (50FTE's) increase in new student enrolment and 91% student retention there has been a more positive vibe in and around NSCAD.

There have been significant student and faculty achievements and accolades; delivery of key organizational strategic goals that contribute to NSCAD's sustainability as an independent institution; and a renewed level of confidence in our future to lead visual arts education nationally and internationally and communicate its critical role in the creative and cultural economy in Halifax, Nova Scotia and beyond.

As NSCAD celebrated its 130th anniversary year we were recognized as a Cultural Leader in Ottawa (Universities Canada Mind Share) and Halifax (Creative City of Canada Network and the Art of City Building Conferences); and achieved a Halifax Regional Council Proclamation '*NSCAD University Cultural Day Leader*' October 3, 2017 for significant contribution to Arts and Culture and participation in Canada Culture Days.

In 2016-17 the Senior Management Team undertook the foundational work to establish Performance Measures; Baseline Data and Targets; Trend Data and Actions for both Sector-wide Outcomes and Institution Specific Outcomes. The first reporting period in June 2017 NSCAD Achieved 42% (18) Measures, On Track 52% (22) and Adjusted 7% (3). The reporting period on March 31, 2018 NSCAD Achieved 56% (24) Measures, On Track 40% (17) and Adjusted 4% (2).

The President stated that she is confident that the evidence based progress on Outcome Agreement measures positions NSCAD to achieve the Outcome Agreement and fulfill the MOU for one percent (1%) of the university operating grant in fiscal year 2018-19 and in doing so, will achieve NSCAD's strategic plan objectives.

#### **Leading the way with a focus on Student Experience and Success**

This year there have been some significant developments to support student success. The NSCAD University Student Experience Plan 2017-2020 to deliver services to support student success and wellbeing will be published by June 30, 2018 following a process of collaboration, engagement and review by Senate and Faculty Forum.

Work has been ongoing to prioritize resources to support students including a new role for student mental health counselling on-campus and Peer-to-Peer mentoring scheme.

Implementation of the HESA Report Recommendations has been a sharp focus this year and priority for investment in Transfer and Articulation Agreements audit, review and activation; student recruitment marketing and a new website; recruitment travel plans and staff reports; and coordination between departments and events.

More positive PR and Social Media targeting and impact reports have enabled a 46% increase in student applications for fall 2018. There has been an increase in student applications most significantly from Ontario (42), BC (11) Nova Scotia (8) and International applications China (89), USA (13), India (6), Bermuda (4) and Taiwan (3).

### **A Cultural Hub on Halifax Waterfront**

NSCAD's Facilities Business Plan (ERM Risk #2 Red) for the proposal of a new paradigm, a vibrant hub of innovation and a re-imagined vision for collaboration between NSCAD, AGNS and the Waterfront Development Corporation is making significant progress on a feasibility plan due to the province's Executive Council and Treasury Board mid-August 2018.

Planning for a Capital/Comprehensive Campaign is now in progress with Global Philanthropic Inc. Results of an initial readiness survey and test case will be presented at the Board retreat in August 2018.

### **NSCAD University President's Thought Leadership Circle (TLC)**

The inaugural TLC was held on May 1, 2018 with invited honoured guest Dr. Walter E. Massey, Chancellor School of the Art Institute of Chicago (SAIC). Dr. Massey engaged in a round-table discussion, sharing his insights on the value of university community engagement, the potential for innovation between the arts and sciences; and fundraising in the context of the School of the Art Institute of Chicago and the Art Institute Chicago. The TLC was attended by Deputy Minister and Senior Executive Labour and Advanced Education, NSCAD Board Chair, President and members of the Senior Management Team.

**Collectively the Senior Management Team achieved the following key deliverables in 2017-2018:**

- A budget net positive cash result (5%) for fiscal 2017-18
- A balanced budget for fiscal 2018-19
- Outcome Agreement performance measures and targets increase of six achieved measures
- Enterprise Risk Management (ERM) management and reporting
- Accountability for ERM KPI metrics
- Review of the Major Initiatives Gantt Chart 2016-2028 mapping our time-line
- NSCAD Strategic Plan Annual Reporting Template completed
- HESA Report Implementation plan is achieving results
- Facilities Planning underway with significant progress made
- Planning and implementation of the Learning Commons and on-line learning
- Donor recognition event and commitments from new donors
- Outstanding events well organized and attended
- Full occupancy of lease facilities
- New website, improved proactive communications, positive PR
- Planning underway for a Comprehensive Campaign launch

The President stated that we now need to take the lead on Advancement and voiced her confidence in NSCAD's future and looks forward to 2018-19.

**14. Elections Chair, Vice-Chair, Treasurer and Secretary**

J. Somerville advised in Nominations Committee held a meeting on June 1<sup>st</sup>. At that time, the committee was unable to reach a conclusion. Over the next two week period the Nominations Committee will reconvene and make its decisions on nominations to come forward in the Nominations Report for the AGM.

**15. AGM Planning**

J. Somerville stated that the AGM is a formal process that deals with the by-law reporting requirements.

The Board was asked to bring forward any planning items they would like to see included in the AGM.

There was discussion of the venue.



## **16. Thanks**

On behalf of the Board, J. Somerville offered thanks to President Taylor-Gearing for the great year NSCAD has just realized. The President's commitment and efforts have yielded terrific results over the past four years. What has been accomplished has been remarkable and great recognition of the President's leadership.

## **17. Other Business**

No other business.

## **18. In Camera**

President Taylor-Gearing, Kathy Connor, Sharon Johnson-Legere, Ann-Barbara Graff, Linda Hutchison and James Barmby were recused for discussion of this agenda item.

*Motion:* By motion of Louise Anne Comeau, the June 28, 2018 meeting of the Board of Governors moved in camera at approximately 5:35 pm. [BOG 328/18-39]

*Motion:* By motion of E. Currie, the June 28, 2018 meeting of the Board of Governors moved out of camera at approximately 6:20 pm. [BOG 328/18-40]

## **19. Adjournment**

*Motion:* By motion of Alan MacPherson, the June 28, 2018 meeting of the Board of Governors adjourned at approximately 6:20pm. [BOG 328/18-41]

## **20. Next Meeting**

The next meeting of the Board of Governors will be held on Thursday, September 20, 2018. The meeting will be followed by the AGM.

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

*Approved for internal circulation by J. Somerville, Board Chair and D. van de Wetering, Acting Chair on August 16, 2018.*