

**In Attendance:** Jeff Somerville (Chair), Dave van de Wetering, Dianne Taylor-Gearing, Greg Bambury, Kassidy Bernard, Louise-Anne Comeau, Elizabeth Currie, Gary Edwards\*, Sean Kelly, Rudi Meyer, Rory MacDonald\*, Peri McFarlane, Gordon Whittaker

\*Teleconference

**Regrets:** Faten Alshazly, Ross Cantwell, Marco Chiarot, Siobhan Cleary, Cameron Jantzen, Alan MacPherson, Jeff Burns

**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:** Danielle Boucher, Partner and Senior Consultant Global Philanthropic Canada

### 1. Call to Order Establishment of Quorum

Meeting called to order at approximately 4:00 pm by Chair, J. Somerville with the establishment of quorum.

J. Somerville welcomed Kassidy Bernard and Peri McFarlane to the Board of Governors. Ms. Bernard and Ms. McFarlane are the new student members to the Board of Governors.

### 2. Conflict of Interest

Faculty and student Governors declared conflicts of interest for agenda item # 9:

- Regular Full-Time Faculty Appointment; and
- FUNSCAD Unit I and II

They will recuse themselves for these discussion items.

### 3. Acceptance of the Agenda

The agenda was accepted as presented.

**Motion:** To approve the May 10, 2018 Board agenda as presented.

Moved by G. Whittaker, seconded. Carried [BOG 327/18-24]

#### **4. Approval of Minutes – March 29, 2018**

No changes being requested, the minutes of March 29, 2018 are hereby declared adopted as a true record.

#### **5. Business Arising – Minutes**

The Chair advised there was no business arising from the March 29, 2018 meeting minutes.

#### **6. Key Correspondence**

Board Secretary read into the record a letter from Board Chair, J. Somerville dated May 10, 2018.

J. Somerville on behalf of the Governance and Human Resources Committee, advised that Matthew MacLellan resigned as Chair of the Governance and Human Resources Committee and from the Board of Governors on April 26, 2018 effective immediately.

#### **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.

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

- Governance and Human Resources Committee
  - S. Kelly, G&HR Vice Chair
  
- Financial and Physical Resources Committee
  - D. van de Wetering on behalf of Alan MacPherson, Committee Chair

S. Kelly on behalf of the Governance and Human Resources Committee requested the minutes of the April 26, 2018 Governance and Human Resources Committees be removed for consideration.

It was noted the matter of the appointment of the Vice-Chair would be dealt with by J. Somerville and S. Kelly would be recused for this discussion and motion.

D. van de Wetering on behalf A. MacPherson and the Financial and Physical Resources Committee requested the minutes of the April 16, 2018 Financial and Physical 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 Audit and Risk Oversight Committee of April 19, 2018, and the report of the Advancement Committee of April 5, 2018.

There was no reports tabled from Alumni Association, SUNSCAD or Senate.

## **8. Consideration of Items Removed From Consent Agenda**

### **8.1 Governance and Human Resources Committee - Minutes of April 26, 2018**

- S. Kelly and J. Somerville

#### **8.1.1 NSCAD's Conflict of Interest Policy**

In September 2017, the Governance and Human Resources Committee engaged Maureen Reid of BoardWorks to undertake a review of NSCAD's Conflict of Interest policy. Ms. Reid provided a summary of her review to the G&HR Committee.

J. Somerville and M. MacLellan met to discuss the suggested changes and the philosophy of the policy.

The G&HR Committee approved the suggested changes at its April 26th meeting.

The question was raised on how the change to the policy is disseminated to Faculty. Ann-Barbara Graff advised the change to policy will be introduced through the new Senate agenda process.

**Motion:** To approve the recommendation of the amendments of the Governance and Human Resources Committee of NSCAD's Conflict of Interest Policy.

Moved by S. Kelly, seconded. Carried [BOG 327/18-25]

#### 8.1.2 **Appointment G&HR Vice-Chair**

S. Kelly recused himself for discussion of this matter.

J. Somerville advised that at the April 26, 2018 the Governance of Human Resources Committee appointed S. Kelly Vice-Chair as per Article IV (b) of the By-Laws: "Each Standing Committee may elect a Vice-Chair of the respective Committee". The term ending September 2018.

G&HR is requesting the Board approve the recommendation.

**Motion:** To approve the recommendation of the Governance and Human Resources Committee to appoint S. Kelly as Vice-Chair of the Governance and Human Resources Committee term ending September 20, 2018.

Moved by E. Currie, seconded. Carried [BOG 327/18-26]

S. Kelly rejoined the meeting.

### 9. **In Camera**

The following Faculty and students were recused for the next two agenda discussion items, Rudi Meyer, Rory MacDonald, Kassidy Bernard and Peri McFarlane.

**Motion:** By motion of D. van de Wetering, the May 10, 2018 meeting of the NSCAD Board of Governors moved in camera at approximately 4:20 pm. [BOG 327/18-27]

**Motion:** By motion of D. van de Wetering, the May 10, 2018 meeting of the NSCAD Board of Governors moved out of camera at approximately 4:40 pm. [BOG 327/18-28]

Rudi Meyer, Rory MacDonald, Cassidy Bernard and Peri McFarlane rejoined the meeting for the Fountain Campus facilities code issues discussion.

## 10. Out of Camera Motions

**Motion:** To accept the recommendation of the Governance and Human Resources Committee to approve the appointment of Erica Mendritzki to a Regular Full Time position at the rank of Assistant Professor, Fine Arts (Painting and Drawing) effective July 1, 2018.

Moved by S. Kelly, seconded. Carried [BOG 327/18-29]

**Motion:** To approve the recommendation of the Governance and Human Resources Committee to approve a bargaining mandate for FUNSCAD Unit I and FUNSCAD Unit II aligned with the strategy and financial costing as presented, discussed and approved by the Advisory Committee on Labour Relations at its April 23, 2018 meeting.

Moved by S. Kelly, seconded. Carried [BOG 327/18-30]

The President informed the Board of the Lead Negotiator for bargaining as recommended by the Advisory Committee on Labour Relations. The Board acknowledged and raised no objections.

**Motion:** To approve the recommendation of the Financial and Physical Resources Committee to expend up to \$527,000 to attenuate facilities code issues at the Fountain Campus over the next 1 - 2 years. The monies will be realized from the Operating Reserve Fund.

Moved by D. van de Wetering, seconded. Carried [BOG 327/18-31]

## 11. Enterprise Risk Management Reporting Template

Louise-Anne Comeau provided updates on Risk # 4 – Resource Available.

Employee turnover is stable with 10 – 15% turnover, Faculty 5%, Technicians 17%, Admin and NSGEU 12%.

The ratio of staff FTEs (Administrative, Student Support, and Academic) per student FTE is Admin / FTE student 1 per 12 Technician / FTE Student 1 per 25 Faculty / FTE Student 1 per 14.

The Board was advised 65% of total operating budget is compensation.

## **12. President's Report**

Danielle Boucher of Global Philanthropic joined the meeting.

The President acknowledged and thanked Board members that have attended recent NSCAD year-end events.

On April 30 NSCAD celebrated the graduation of Class of 2018 with 119 graduates. The President noted the Graduation 2018 Honorees Lani Maestro, Margaret Fountain, C.M., and Ash K. Prakash, C.M., Professor Emeritus Harold Pearse, and Board Honourees Life Governors Ian Austen and Kim Knoll connect NSCAD's distinguished past to the future as NSCAD continues to make an outstanding contribution to Canadian culture and beyond.

The President acknowledged her reports to the Board is focused upon the critical business challenges. However the Senior Management Team works together with a holistic approach, all that we do is aligned with the NSCAD strategic planning documents to enable NSCAD to thrive. In recognition of everyone's contributions NSCAD is in a stronger position now than it has been for many years.

On April 25, 2018 Nova Scotia Universities submitted Outcome Agreement Reports to the Minister of the Department of Labour and Advanced Education. Through the Outcome Agreement the University commits to uphold the MOU and work to achieve its objectives for which it will receive a predictable, multi-year, government funding commitment.

As NSCAD's outlook indicators are more positive the Spending Control Risk Impact Assessment (SCRIA) was lifted effective May 1, 2018.

The Facilities Strategy with the province is moving forward with an RFP for project management of the feasibility phase released on April 30, 2018. NSCAD is involved with all aspects of the facilities project planning and we are now working to a compressed time-line over the next six months. NSCAD has been proactive this year in identifying a philanthropic consulting company to assist us with planning the structure

for a Capital Campaign. Global Philanthropic have been on the ground since mid-April working to complete phase one and two of the Capital Campaign readiness assessment

Through the Chair, the President respectfully requested Danielle Boucher, Global Philanthropic be invited to make an In-Camera presentation to the Board.

### **13. In Camera**

**Motion:** By motion of S. Kelly, the May 10, 2018 meeting of the NSCAD Board of Governors moved in camera at approximately 4:55 pm. [BOG 327/18-32]

**Motion:** By motion of Louise-Anne Comeau, the May 10, 2018 meeting of the NSCAD Board of Governors moved out of camera at approximately 6:10 pm. [BOG 327/18-33]

### **14. Out of Camera Motions**

There were no out of camera motions as a result of the in camera session.

### **15. Other Business**

No other business.

### **16. Adjournment**

**Motion:** By motion of D. van de Wetering, the May 10, 2018 meeting of the Board of Governors adjourned at approximately 6:35 pm. [BOG 327/18-34]

### **17. Next Meeting**

The next meeting of the Board of Governors will be held on Thursday, June 28, 2018.

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

*Approved for internal circulation by J. Somerville, Board Chair on May 19, 2018.*