



BOARD OF GOVERNORS

November 28, 2019

Meeting #338

MINUTES

Adopted: February 13, 2020

In Attendance: Louise Anne Comeau (Chair), Greg Bambury, Cassidy Bernard*, Marco Chiarot, Gary Edwards*, Joanne Hames, Jim Horwich, Marlene Ivey, Cameron Jantzen, Sean Kelly, Jamie Loughery, Dean Leland, Alan MacPherson, Maggie Marwah*, Peri McFarlane*, Dave van de Wetering

Regrets: Ross Cantwell, Rebecca Hannon, Aoife Mac Namara

Invited: James Barmby, Associate Vice-President Student Experience and Registrar, Leanne Dowe, Interim Chief Financial Officer, Kara Holm, Director of Advancement

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.

Louise Anne Comeau welcomed the new members of the Board of Governors whose terms commenced in September:

- Jamie Loughery - Mr. Loughery was appointed by the Province of Nova Scotia as a Governor in Council on September 26, 2019 for a three-year term ending August 31, 2022;
- Marlene Ivey – Ms. Ivey was appointed by Faculty Forum for a one year term commencing September 26, 2019; and
- Duane Jones – Mr. Jones was appointed by the Alumni Association for a one-year term commencing September 26, 2019.

Louise Anne Comeau drew the Board’s attention to the loop that was running on screen. Being showcased was the artwork of the 2019 graduate students.

2. Conflict of Interest

Marlene Ivey declared a conflict of interest for agenda item # 13 – In Camera discussion of NSGEU Bargaining Mandate.

3. Acceptance of the Agenda

The agenda was accepted as presented.

Motion: To approve the November 28, 2019 Board agenda as presented.

Moved by M. Chiarot, seconded. Carried [BOG 338/19-67]

4. Approval of Minutes – September 26, 2019

No changes being requested, the minutes of September 26, 2019 are hereby declared adopted as a true record.

5. Business Arising – Minutes

The Chair advised there was no business arising from the September 26th Board meeting minutes.

6. Key Correspondence

Board Secretary, C. Jantzen, 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 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 & Human Resources Committee
 - Greg Bambury
 - Submission of Meeting Materials
 - Harassment and Discrimination Policy – Rescind
 - NSGEU Bargaining Mandate – To be Considered Under Agenda Item # 13 – In Camera
- ADV and F&PR Joint Meeting

- Marco Chiarot and Alan MacPherson
 - Report from Global Philanthropic Inc. - External Review (Planning Study) Strategic Portrait, Risks and Amended Summary of Recommendations - To Be Considered Under Agenda Item # 13 – In Camera

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 October 8, 2019, report of the Financial and Physical Resources Committee of October 10, 2019, report of the Audit and Risk Oversight Committee of November 5, 2019, the SUNSCAD report and the Alumni Association report. There was no Senate report filed.

8. Consideration of Items Removed from Consent Agenda –G&HR and ADV/FPR

8.1 Greg Bambury

Governance & Human Resources Committee

8.1.1 Submission of Meeting Materials

G. Bambury explained that at its October 29th meeting, the committee considered the timing of submission of meeting materials. In the past meeting materials were received late and business could not move forward due to the fact committee members did not have sufficient time to review materials prior to meeting date.

To inform the committee's discussion, the committee considered a report prepared by the Executive Assistant Governance and President's Office.

Following a review and discussion the committee agreed to bring to the Board the following recommendation.

Motion: To approve the recommendation of the Governance and Human Resources Committee to adopt the procedure of requiring committee and Board meeting materials be filed with the Executive Assistant, Governance and President's Office 10 days prior to the scheduled meeting. The materials will be upload to SharePoint 7 days prior to the meeting.

Moved by G. Bambury, seconded. Carried [BOG 338/19-68]

8.1.2 Harassment and Discrimination Policy

At its October 29, meeting the committee was informed that with the creation and implementation of the Sexualized Violence Policy and the Respectful Workplace and Learning Environment Policy, the University is now in a position to rescind the earlier policy on Harassment and Discrimination.

Motion: To approve the recommendation of the Governance and Human Resources Committee to rescind the NSCAD Harassment and Discrimination Policy. The policy is being rescinded due to the creation and implementation of the Sexualized Violence Policy and the Respectful Workplace and Learning Environment policies.

Moved by G. Bambury, seconded. Carried [BOG 338/19-69]

8.1.3 NSGEU Bargaining Mandate - To Be Considered In Camera

8.2 Marco Chiarot and Alan MacPherson

Co-Chairs – Joint Advancement and Financial and Physical Resources Committees

8.2.1 Report from Global Philanthropic Inc. - External Review (Planning Study) Strategic Portrait, Risks and Amended Summary of Recommendations - To Be Considered Under Agenda Item # 13 – In Camera

8.3 Ongoing G&HR Work Items

G. Bambury informed the Board on a number of agenda items the G&HR Committee are considering.

- Management’s Attendance Committee/Board Meetings;
- Conflicts of Interest/In Camera Sessions; and
- Board Self Evaluation and Professional Development for Governors.

G. Bambury advised review is underway on what is best practice in the area of management’s attendance at committee and Board meetings and handling of conflicts of interest and in camera sessions.

With respect to the Board Self Evaluation and Professional Development for Governors, G. Bambury advised J. Hames, S. Kelly and C. Jantzen have reviewed the

comments received in the Board Self Evaluation and have prepared a report with recommendations to the Board.

All of these matters will be brought back to the Board at its February 13, 2020 meeting.

9. Enterprise Risk Management Reporting

Dave van de Wetering, Chair of the Audit and Risk Oversight Committee spoke to this agenda item.

The Chair stated the President's team is working on refining the ERM and will be brought back to A&RO at its next meeting. In addition, L. Dowe, Interim Chief Financial Officer will confirm Directors' Insurance to ensure there is adequate coverage.

10. Q2 Financial Statements

L. Dowe, Interim Chief Financial Officer, provided an overview of the Q2 financial statements.

Some of the highlights:

- The report shows a \$2.8M surplus as of quarter end;
- We are starting to see an increase in student debt due to the increase in international students paying higher tuition rates
- There has been no adjustment to tuition forecast; and
- There has been an increase in administration expenses incurred to replace the phone system.

11. Retention & Recruitment and New Initiatives Report

The Chair stated that due to the late posting of this report, the matter is being deferred to the February 13, 2020 Board meeting.

12. President's Report

The Chair stated that since the President is absent from today's meeting, the report will be deferred to the February 13, 2020 Board meeting.

13. In Camera

Marlene Ivey participated in the discussion on the Global Philanthropic Report but recused herself for the NSGEU Bargaining Mandate.

Motion: By motion of D. Leland, the November 28, 2019 meeting of the Board of Governors moved in camera at approximately 4:40pm. [BOG 338/19-70]

Motion: By motion of D. van de Wetering, the November 28, 2019 meeting of the Board of Governors moved out of camera at approximately 6:10pm. [BOG 338/19-71]

14. Out of Camera Motion

Motion: To accept the recommendation of the Governance and Human Resources Committee to approve the University's bargaining team proceed to bargain with a mandate of reaching an agreement with the NSGEU Union as discussed.

Moved by G. Bambury, seconded. Carried [BOG 338/19-72]

15. Closing In Camera

The Chair requested management be recused for the closing in camera session. James Barmby, Leanne Dowe and Kara Holm left the meeting.

Motion: By motion of D. Leland, the November 28, 2019 meeting of the Board of Governors moved in camera at approximately 6:15pm. [BOG 338/19-72]

Motion: By motion of D. van de Wetering, the November 28, 2019 meeting of the Board of Governors moved out of camera at approximately 6:25pm. [BOG 338/19-73]

16. Other Business

Marco Chiarot reminded Board Governors they will soon be receiving an Annual Fund Appeal. Governors were encouraged to give to whatever capacity they can. The goal is to achieve 100% participation by Board Governors.

17. Adjournment

Motion: By motion of Louise Anne Comeau, the November 28, 2019 meeting of the Board of Governors adjourned at approximately 6:30 pm. [BOG 338/19-74]

18. Next Meeting

The next meeting of the Board of Governors will be held on Thursday, February 13, 2020.

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

Approved for internal circulation by Louise Anne Comeau, Board Chair on February 6, 2020.