



In Attendance: Jeff Somerville, (Chair), Rob Cameron, Dianne Taylor-Gearing, Faten Alshazly, Ian Austen, Evan Cameron, Ross Cantwell, Siobhan Cleary, Louise-Anne Comeau*, Elizabeth Currie, Gary Edwards*, Cameron Jantzen, Sean Kelly, Kim Knoll, Rafael Macdonald, Grant Machum, Matthew MacLellan, Alan MacPherson, David van de Wetering*

* Participated – Teleconference

Regrets Governors: Greg Bambury, Rudi Meyer, 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

Guests: Justine Somogyi, Special Project Advisor and Mike Hill, Academic Partnership Advisor

1. Call to Order Establishment of Quorum

Meeting called to order at approximately 3:00 pm by Chair, J. Somerville 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 September 21, 2017 Board agenda as presented.

Moved by Cameron Jantzen, seconded. Carried [BOG 322/17-41]

4. Approval of Minutes – June 22, 2017

No changes being requested, the minutes of June 22, 2017 are hereby declared adopted as a true record.

5. Business Arising – Minutes

The Chair advised there was no business arising from the June 22, 2017 meeting minutes.

6. Key Correspondence

K. Knoll, Board Secretary reported that there was no key correspondence to be read into the Board meeting record.

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.

M. MacLellan on behalf of the Governance and Human Resources Committee (G&HR) requested the minutes of the September 12, 2017 G&HR Committee be removed for consideration.

J. Somerville, Board Chair on behalf of the Nominations Committee requested the minutes of the September 12, 2017 Nominations 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(s) of the Advancement Committee of August 24, 2017, the Audit and Risk Oversight Committee of August 29, 2017, and the Financial and Physical Resources of September 7, 2017. In addition, the SUNSCAD report and the Alumni Association report were adopted. From the Governance Office, the NSCAD Board meeting schedule for 2017-18 and the Board of Governor's Attendance report were adopted.

8. Consideration of Items Removed From Consent Agenda

Consideration of Items Removed from Consent Agenda – G&HR

8.1 Governance and Human Resources

- Matthew MacLellan

8.1.1 Minutes – September 12, 2017 – Library Position

M. MacLellan acknowledged receipt of a memorandum from the Vice President Academic and Research to President-Taylor Gearing. The memorandum stated that effective June 30, 2017 there has been a vacancy of a FUNSCAD Unit II Technician. Upon careful consideration of the needs of the Library, a FUNSCAD Unit I Systems Librarian is being proposed. Working with the timeline presented, the proposed start date would be April 1, 2018.

Through the President, the Vice President Academic and Research advised that she along with the Director of Human Resources met with FUNSCAD Unit I and II representatives to convey the university's position.

The motion was tabled:

Motion: To approve the recommendation of the Governance and Human Resources Committee that to meet the operational needs of the University, rather than filling the vacancy created by the retirement of the Unit II Technician (previously Supervisor, Library, Information and Technical Services), that resources instead be shifted to create a Unit I Systems Librarian.

Moved by M. MacLellan, seconded. Carried [BOG 322/17-42]

8.1.2 Minutes – September 12, 2017 – Request Permanent Reduction to Appointment (Faculty 1.0 to 0.5)

M. MacLellan advised that at the September 12, 2017 G&HR meeting through the President, the Vice President Academic and Research advised that on June 21, 2017 she received a request from an Associate Professor to consider reduction in appointment from 1.0 to 0.5 effective July 1, 2018. Such a request is permitted under Article 16.10 of the Collective Agreement with FUNSCAD Unit I.

The Board was advised that following meeting and discussion with the Associate Professor and in consideration of the academic needs of the institution the VP Academic and Research recommends the request be denied. The President upholds the recommendation of the VP Academic and Research.

The motion was tabled:

Motion: To approve the recommendation of the Governance and Human Resources Committee that the request for permanent reduction to appointment (Faculty 1.0 to 0.5 Associate Professor) as permitted under Article 16.10 of the Collective Agreement with FUNSCAD Unit I be denied.

Moved by M. MacLellan, seconded. Carried [BOG 322/17-43]

8.1.3 Minutes Nominations Committee – September 12, 2017 Nominations Committee Recommendation Report

J. Somerville advised this matter will be dealt with under agenda item # 11.

9. Q1 Financial Statements

Vice President Finance and Administration provided a summary of the highlights of the audited financial statements. S. Johnson-Legere advised the Board of a running surplus. This was due to two factors:

- A refund cheque from Manulife in the amount of \$84,000; and
- Prepayment of provincial operating grant resulting in budget savings of \$150,000.

Although NSCAD budgeted for steady state enrolment, registration reporting indicates there will be an increase in enrolment.

10. Enterprise Risk Management Master Risk Template

Louise-Anne Comeau advised that there are no material changes in Enterprise Risk Management (ERM) Master Risk Template since the last Board meeting. There is positive news on recruitment; the efforts of the President and the team have paid off.

In addition, to the ERM Master Risk Template the A&RO Committee have added “Cybersecurity Vulnerability” to the top ten monitoring risks.

Louise-Anne Comeau commented that the A&RO Committee reviews the top ten risks over the year and any high risks are asked to report back to the committee with an update. The ERM tool is working effectively.

11. Approve Nominations – AGM

Board Chair, J. Somerville reviewed the nominations coming forward from the Nominations Committee in its Nominations Recommendations Report. A slate of officers will be coming forward for appointment at the September 21, 2017 AGM.

The report details Governors at Large that have agreed to serve an additional three year term and well as the recommendation of one new Governor at Large.

Motion: To approve the recommendation of the Nominations Committee to adopt the 2017 Nominations Recommendations Report. Nomination appointments will take place at the AGM immediately following the Board meeting.

Moved by: J. Somerville, seconded. Carried [BOG 322/17-44]

12. Board Evaluation

M. MacLellan provided an overview of the 2016-17 Board Self Evaluation. The overall ratings and themes from last year remain consistent.

M. MacLellan stated all Board members are encouraged to support the Advancement Committee. The work of this committee will greatly increase as we move into planning for a capital campaign.

13. President's Report

13.1 President's Report

The President reported that in her President's report to the June 22, 2017 Board meeting she reflected upon the academic year 2016-17. With a strategic and sharp focus on "*positioning for the future, acquiring support and forging effective teams*" the NSCAD community achieved extraordinary results by working together and aligning with our strategic planning objectives.

On June 25, 2017 NSCAD submitted to Labour and Advanced Education a report on progress and the delivery of the Outcome Agreement forty-three (43) performance measures. NSCAD reported that 42% (18) of the targets have been achieved; 51% (22) of targets are on track and 7% (3) need adjustment to the target. NSCAD's strategic planning

documents are enshrined in the Outcome Agreement and we know what our priorities are and we are focused upon achieving the outcomes for 1% increase in provincial grant funding to 2019.

Building upon the successful alignment of NSCAD's key strategy and planning documents in 2015-16 and 2016-17 the 2017-18 year will "*focus on critical areas for long-term sustainability.*" We must keep our eyes high and continue to work together to achieve long term sustainability for NSCAD to thrive and achieve its audacious plans for the future.

The President advised that it was with NSCAD pride she will be delivering the Annual Report 2016-17 to the AGM. The report is inspired by the NSCAD ripple effect as NSCAD celebrates its 130th year as an educational and cultural leader in our community.

In closing, the President stated that "As I commence my fourth year of a five-year mandate I am looking forward to a very positive year for NSCAD. We have most definitely turned a corner. I would like to express my appreciation to Past Chair Grant Machum for his steadfast leadership, support and commitment to the future of NSCAD. Also to Rob Cameron, Vice-Chair for his insights and wisdom. You will both be missed on the Board but always connected and welcome at NSCAD."

In response to the HESA report, the President requested Justine Somogyi, Special Project Advisor and Mike Hill, Academic Partnership Advisor be invited to present the progress made on the implementation of the HESA recommendations.

13.2 Moving Forward: A Plan for Building Capacity in Recruitment and Admissions

Motion: By motion of Kim Knoll, the September 21, 2017 meeting of the NSCAD Board of Governors moved in camera at approximately 3:25 pm. [BOG 322/17-45]

Motion: By motion of Kim Knoll, the September 21, 2017 meeting of the NSCAD Board of Governors moved out of camera at approximately 4:00 pm. [BOG 322/17-46]

Ann-Barbara Graff, Linda Hutchison, and James Barmby, left the meeting for the second segment of the in camera discussion.

14. Out of Camera Motions

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

15. In Camera

President Taylor- Gearing, Sharon Johnson-Legere and Kathy Connor, left the meeting for the in camera discussion.

Motion: By motion of Evan Cameron, the September 21, 2017 meeting of the NSCAD Board of Governors moved in camera at approximately 4:10 pm. [BOG 322/17-47]

Motion: By motion of Evan Cameron, the September 21, 2017 meeting of the NSCAD Board of Governors moved out of camera at approximately 4:30 pm. [BOG 322/17-48]

16. Out of Camera Motions

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

17. Adjournment

Motion: By motion of Rafael MacDonald, the September 21, 2017 meeting of the Board of Governors adjourned at approximately 4:30 pm. [BOG 322/17-49]

18. Next Meeting

The next meeting of the Board of Governors will be held on Thursday, November 23, 2017.

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

Approved for internal circulation by J. Somerville, Board Chair on November 13, 2017.