

BOARD OF GOVERNORS

June 27, 2019 Meeting #336

MINUTES

Adopted:

In Attendance: Louise Anne Comeau (Chair), Sean Kelly (Vice-Chair), Diann ~~Starr~~,
Faten Alshazly, Greg Bambury, Kassidy Bernard, Ross Cantwell, Siobhan Cleary, Gary Edwards
Joanne Hamee, Rebecca Hannon, Jim Horwich, Cameron Jantzen, Dean Leland*, Rory
MacDonald, Alan MacPherson, Maggie Marwar, McFarlane, Steve Peters,

Agenda item # 13 – Election of Board Officers – Chair, Vice Secretary and Treasurer will be recused;

Agenda item # 13 – Appointment of Committee Chairs – Greg Bambury, Alan MacPherson and Dave van de Wetering will be recused. Marco Chiarot was not in attendance.

Agenda item # 12 – Appointment of Life Governor – Jeff Somerville will be recused;

Agenda item # 16 – FUNSCAD Unit Faculty will be recused;

Agenda item # 16 – Appointment Presidential Candidate President Dianna Taylor Gearing will be recused;

Agenda item # 16 – Economic Increases – Union Exempt Employees Linda Hutchison and Jim Bamby will be recused.

3. Acceptance of the Agenda

The Chair asked if there were any amendments to the agenda. K. Bernard requested Agenda Item # 9 – Approve 2019/2020 Budget and Tuition Increase be moved for consideration after Agenda Item # 6 – Key Correspondence.

The Chair stated the matter will be dealt with up-3(o)12(n)-3(s(c l)6(nc)10(rtTc 0 Tw 5.95 0 Td ()Tj EM

6. Key Correspondence

The Board Secretary read into the record a letter from President Diane G. Taylor. The President wrote to express her deepest gratitude and appreciation for the presentation of gifts made by the Board

In recognition of NSCAD University's long history of collaboration with Drs. Klein and Christie through the drawing lab, the committee approved the reappointment of Dr. Ray Klein and appointment of Dr. John Christie of Dalhousie University as Research Fellows.

The following motion was tabled:

Motion: To approve the recommendation of the Governance & Human Resources Committee reappointment Dr. Ray Klein and appointment Dr. John Christie of Dalhousie University as Research Fellows in recognition of their potential contribution to research and student mentorship at NSCAD University for a period of five years (renewal) commencing July 1, 2019.

Moved by G. Bambury, seconded. Carried [BOG 336/19-4]

8.2.2 Resignation – Dr. Jamie Allen

On May 27, 2019, Dr. Ann-Barbara Gearing informed the NSCAD community Dr. Jamie Allen has resigned as NSCAD's Tier 2 Canada Research Chair ("CRC") in Infrastructure, Media & Communications effective September 4, 2019.

The Governance & Human Resources Committee was informed at its May 28, 2019 meeting.

8.2.3 Leave of Absence – Elena Brebenel

An email vote of the Governance & Human Resources Committee was conducted on June 21, 2019. The G&HR Committee received a memorandum from President Dianne Taylor Gearing recommending approval of a request from Dr. Barbara

8.2.4 30 Day Notice – Amend Bylaws

At the May 28 G&HR meeting, the committee agreed to proposed amendments to the Terms of Reference of the Advancement Committee. In order to amend the by laws, 30-day notice to the Board must be given.

Motion: To approve the recommendation of the Governance & Human Resources Committee to the proposed amendments to the Terms of Reference for the Advancement Committee. The G&HR Committee is providing 30-day notice to amend the Bylaws.

Moved by G. Bambury, seconded. Call No. 336/19-4

It was noted, other suggested recommendations for amendments to the by-laws can be brought forward at the Aug 2019 G&HR meeting.

8.2.5 Vice President Academic & Research Academic Administrative Appointment Renewal

Dr. Ann-Barbara Graff was recused for discussion of this agenda item.

The committee was advised as per the FUNSCAD Unit I Collective Agreement Article 34.07 the President shall undertake a review of the performance of the Vice President, Academic & Research (VPAR) during the term year of the contract.

The President undertook the review and made a recommendation to the Governance & Human Resources Committee to offer a renewal.

On June 7, 2019, an email vote was conducted of the Governance & Resources Committee.

R. MacDonald raised the matter of Article 34.7(c) and (d) of the Collective Agreement for FUNSCAD Unit I. The discussion centered on whether the findings were reported to the full Board and if the published objectives of the appointment had been undertaken in the process.

The President and G. Bambury, Chair of the Governance & Human Resources Committee assured the Board appropriate process was followed and was very thorough, transparent and agreed by the President of FUNSCAD Unit I.

G. Bambury further stated the language in the Collective Agreement is silent on the degree of exposure necessary for the full Board. It is his opinion the findings of academic reviews of this nature would require full Board review.

The President informed the Board the members of the Governance & Human Resources Committee reviewed the complete report.

Motion: In compliance with FUNSCAD Unit I Collective Agreement Article 34.07 recommend the President Academic & Research Academic Administrative Appointment Renewal of incumbent Dr. Ann Barbara Graff for a full five year term effective July 1, 2020.

Moved by G. Bambury, seconded. Hannon abstained. Carried [BOG 336/19-7]

8.3 Audit & Risk Oversight Committee – Minutes June 13, 2019

- Dave van de Wetering, Chair

8.3.1 Audited Financial Statements and Audit Report

At the June 13, 2019 A&RO meeting, Paul Janes and Nick Sutherland presented Deloitte's audit report for NSCAD for the year ending March 31, 2019

The highlights of the Audit Report are captured in the June 13 A&RO minutes.

Motion: To accept the recommendation of the Audit & Risk Oversight Committee to approve the Audited Financial Statements and Audit Report for the fiscal year ended March 31, 2019.

Moved by D. van de Wetering, seconded. Carried [BOG 336/19-4B]

8.3.2 Appointment/Compensation of the External Auditors for 2020

At its June 13 meeting the A&RO Committee was advised NSCAD is currently in its second year of a three year contract with Deloitte and is recommending renewal for 2019/2020.

Motion: To accept the recommendation of the Audit & Risk Oversight Committee to appoint Deloitte as external auditors for 2019/2020.

Moved by D. van Wetering, seconded. Carried [BOG336/19-9]

8.4 Financial & Physical Resources Committee – Minutes June 18, 2019

- Alan MacPherson, Chair

8.4.1 Global Philanthropic Inc. Phase III

At its June 18, 2019 meeting, the F&PR Committee, L. Hutchison reviewed the minutes and reported that the committee's review is satisfactory.

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The development of the 2019 budget has been a transparent process overseen by the Budget Advisory Committee. The Budget Advisory Committee met five times during the period of November 2018 to June 2019 to consider new budget requests and strategize recommendations.

Moved by A. MacPherson, seconded. K. Bernier, M. F. Arlane, R. Hannan and S. Peters abstained. R. MacDonald contrary minded. Carried [BOG 336/19-53]

10. Q4 Financial Statements and Activity Based Costing Dashboard

Alan MacPherson stated the Q4 statements were posted prior to today's meeting. The Board received a comprehensive financial report during the Budget 2019/2020 presentation, and therefore, a review of the Q4s is not required.

The Activity Based Costing document was circulated to the Board.

11. Senate Restructuring

At the May 28 G&HR meeting, Rory MacDonald, Chair of NSCAD Senate, tabled an Executive Summary detailing the NSCAD Senate Restructuring. The report states what is being proposed in changes to Senate committees and structure through the process outlined in the NSCAD By Laws. This is not a set of cosmetic changes in the evolution of the academic governance body of NSCAD from Academic Council to Senate, but a fundamental look at the structure, need and capacity to build a better functioning body.

The Executive Summary provided a rationale for the changes and a summary of the main changes in Senate's structure.

Motion: To approve the recommendation of the Governance & Human Resources Committee to the changes outlined in the NSCAD Senate Restructuring Executive Summary which will allow Senate the capacity to fulfill its obligations as an academic governance body for the university.

Moved by G. Bambury, seconded. Carried [BOG 336/19-4]

12. Enterprise Risk Management Master Reporting Template

In the interest of time, the Chair requested this agenda item be deferred until the next Board meeting.

D. van de Wetering, Chair of Audit Risk Oversight Committee reminded Board members to read the safety moments circulated prior to the meeting.

13. Elections

On June 5, 2019, the Nominations Committee Louise Anne Comeau advised there are no changes to the Officers of the Board for 2019/2020.

13.1 Chair, Vice Chair, Treasurer and Secretary

Louise Anne Comeau, Sean Kelly, Alan MacPherson and Cameron Jantzen were recused from discussion and vote on this agenda item.

Motion: To accept the recommendation of the Nominations Committee to appointment of officers of the Board as follows:

Louise Anne Comeau, Chair
Sean Kelly, Vice Chair
Alan MacPherson, Treasurer
Cameron Jantzen, Secretary

Moved by President Taylor-Gearing, seconded. ~~QBOS~~ 36/19-55

Louise Anne Comeau, Sean Kelly and Cameron Jantzen rejoined the meeting. Alan MacPherson remained recu

There was discussion of diversity in the Board. It was agreed that although there has been some improvement in this area more work must be done.

13.3 Appointment Life Governor

Motion: To appoint Jeff Somerville as Life Governor effective September 26,

2019 Moved by President Taylor-Gearing, seconded. (CAG 36/19-57)

14. AGM Planning

The Chair stated the AGM is a formal process that deals with the reporting requirements. One of the main requirements being the NSCAD Annual Report. President Taylor-Gearing will be working on finalizing the report prior to the end of her term.

15. President's Report – 2019 Focus: Deliver Results and Succession Plan

15.1 Executive Summary

President Taylor-Gearing stated that in review of the year 2018-2019 she became overwhelmed with the evidenced based accomplishments of NSCAD across each pillar of the strategic framework 2015-2020 and the attendant plans.

The 2015-2020 strategic framework boldly states that NSCAD can achieve its inspirational long-term goals and extraordinary results through its collaborative approach and creating the conditions for institutional success.'

NSCAD is a healthier organization and the conditions are set for a positive future and transition to new leadership.

The focus for 2018-2019 aligned with the President's five year mandate 2019 key deliverables:

- Enrolment and retention stabilized and achieving targets;
- Capital Campaign Board APPROVAL to proceed with planning for successful fundraising leading to the launch of a Capital Campaign;
- Facilities strategy mobilized;
- Financial position stabilized and achieving target;
- Delivery on institutional plans; and
- End of the President's five year mandate and contractual term.

15.2 Enrolment and retention stabilized and achieving targets (ERM#3)

Student recruitment is achieving target and working to diversify international markets. There is an increase in applications from Vietnam, USA, Nigeria, India and Russian Federation attributed to new market cultivation working in collaboration with EduNova Co-operative Ltd.

Retention continues to be high at 94%.

Effective May 22, 2019, Bob Kearns joined NSCAD in the role of Director Marketing & Communications.

15.3 Capital Campaign Board APPROVAL - to proceed with planning for successful fundraising leading to the launch of a Capital Campaign (ERM#2)

Significant work has been ongoing to prepare NSCAD to deliver a successful Capital Campaign for investment in the facilities strategy new campus on the Halifax Waterfront in collaboration with AGNS and Develop Nova Scotia, a vision that we have heard is an exciting proposal for potential.

The Board Advancement Committee and Finance & Physical Resources Committee have oversight of this initiative and pending Board APPROVAL the next phase will be ready to kick-off on July 8, 2019.

Preparing for a Capital Campaign with Global Philanthropic Inc.- As per the RFP issued in January 2018, Global has been working with NSCAD University on a Capital Campaign and Execution since April 2018.

To date this work has resulted in the delivery of Phases I and II

- Internal Readiness to Fundraise Assessment and associated recommendations;
- Philanthropic Culture Assessment and associated recommendations; and
- High level campaign execution framework and associated recommendations for pre campaign planning.

Providing NSCAD successfully builds its Advancement Office and completes all of the recommendations stemming from the Comprehensive Readiness Assessment and the Planning Study, NSCAD should be in a position to start the campaign quiet phase in January 2020

15.4 Facilities strategy mobilized

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NSCAD planning documents are owned by members of the Senior Management Team (SMT) and priorities are aligned with budget allocation and investment for growth and long-term sustainability.

15.7 End of the President's five year mandate and contractual term

In conclusion, the President stated "it is quite remarkable to review the deliverables of the five-year mandate and acknowledge the impact on each objective by the end of the contractual term".

The President expressed her sincere thanks and appreciation to the NSCAD Board, students, faculty and staff for working together to accomplish NSCAD's vision since 2014. It has truly been a privilege to serve and end my career here at NSCAD. I have done my best and wish the President and NSCAD a positive future.

The Chair stated President Taylor Gearing's passion and commitment to NSCAD is remarkable and has given NSCAD the gift of financial stability.

16. In Camera

R. MacDonald and R. Hannon will be recused for discussion of FUNSCAD Unit I.

L. Hutchison and Jim Barmby will be recused for discussion of the Economic Incentives for Union Exempt Employees.

President Taylor Gearing will be recused for discussion of the appointment of the Presidential Candidate.

Motion: By motion of R. Cantwell, the June 27, 2019 meeting of the Board of Governors moved in camera at approximately 6:20pm. [BOG 396/19-8]

Motion: By motion of E. Currie, the June 27, 2019 meeting of the Board of Governors moved out of camera at approximately 6:35 pm. [BOG 396/19-5]

Out of Camera Motions

Motion: To accept for the record the mediation/arbitration award between NSCAD and FUNSCAD Unit I for recommendation to the NSCAD Board of Governors.

