

In Attendance: Louise Anne Comeau (Chair), Cassidy Bernard, Ross Cantwell*, Marco Chiarot, Joanne Hames, Rebecca Hannon, Jim Horwich, Marlene Ivey, Cameron Jantzen, Duane Jones*, Jamie Loughery, Dean Leland, Aoife Mac Namara, Alan MacPherson, Maggie Marwah, Peri McFarlane, Dave van de Wetering*

*Teleconference

Regrets: Greg Bambury, Gary Edwards, Sean Kelly

Invited: Ann-Barbara Graff, Vice-President Academic and Research, Linda Hutchison, Associate Vice-President University Relations, James Barmby, Associate Vice-President Student Experience and Registrar, Leanne Dowe, Interim Chief Financial Officer

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 drew the Board's attention to the loop that was running on screen. Being showcased was a display of the exhibitions that were at the Anna Leonowens this fall.

The semester started with a focus on jewellery and metalsmithing with a spotlight on new faculty Greg Simms.

NSCAD was pleased to host the ISANS printed picnic table project facilitated by RPT Charley Young and the Art Factory.

Our biggest exhibition was RESPONSIVE, an international light art exhibition in collaboration with Dalhousie Art Gallery and Gallerie Seippel in Cologne, Germany. The exhibition featured 16 international artists across downtown Halifax over 4 days in September.

2. Conflict of Interest

There were no conflicts of interest declared.

3. Acceptance of the Agenda

The agenda was accepted as presented.

Motion: To approve the February 13, 2020 Board agenda as presented. Moved by M. Chiarot. [BOG 340/20-1]

4. Approval of Minutes – November 28, 2019 and February 5, 2020

No changes being requested, the minutes of November 28, 2019 are hereby declared adopted as a true record.

No changes being requested, the minutes of the February 5, 2020 are hereby declared adopted as a true record.

5. Business Arising – Minutes

The Chair advised there was no business arising from the November 28, 2019 or the February 5, 2020 Board 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 tabled 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 and Human Resources Committee
 - Cameron Jantzen for Greg Bambury
 - Acting Interim Senior Administrator Policy
 - Standard Operating Procedure (SOP) Acting Interim President
 - Retired Professor and Appointment of Professor Emerita/Emeritus Policy
- Audit & Risk Oversight Committee
 - Dave van de Wetering and Joanne Hames
 - Crisis Management Team Plan
 - Appointment Vice-Chair – A&RO

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 December 10, 2019. There were no reports filed by SUNSCAD, the Alumni Association or Senate.

8. Consideration of Items Removed From Consent Agenda –G&HR and A&RO

8.1 Cameron Jantzen for Greg Bambury Governance and Human Resources Committee

8.1.1 Acting Interim Senior Administrator Policy

At its January 16, 2020 meeting the committee was presented with revisions to the Acting Interim Senior Administrator Policy. The revisions to this policy deal with instances where senior administrators are temporarily or unexpectedly absent from duty to ensure measures are in place to facilitate efficiency and continuity of University operations.

Motion: To approve the recommendation of the Governance and Human Resources Committee to approve the revised Acting Interim Senior Administrator Policy.

Moved by Cameron Jantzen, seconded. Carried [BOG 340/20-2]

8.1.2 Standard Operating Procedure (SOP) Acting Interim President

The revisions to the SOP deal with instances when the President is absent or unable to fulfil their responsibilities for a period of less than three weeks, or while on approved vacation, the President will assign a Vice-President to serve as Acting President.

If the President is absent or unable to fulfill their responsibilities for a period exceeding three weeks, other than for vacation, the Board of Governors will appoint an Interim President through a motion recommended by the Governance and Human Resources Committee of the Board.

Motion: To approve the recommendation of the Governance and Human Resources Committee to approve the revised Standard Operating Procedure Acting Interim President.

Moved by Cameron Jantzen, seconded. Carried [BOG 340/20-3]

8.1.3 Retired Professor & Appointment of Professor Emerita/Emeritus Policy

At the January 16, 2020 G&HR meeting, the committee considered proposed changes to the Retired Professor & Appointment of Professor Emerita/Emeritus Policy. The changes incorporate corrections to the timeline to ensure that recognition of this honour can be provided at the earliest Spring Convocation to any meritorious application that meets the first internal deadline for submission of November 1.

Motion: To approve the recommendation of the Governance and Human Resources Committee to approve the revised Retired Professor & Appointment of Professor Emerita/Emeritus Policy.

Moved by Cameron Jantzen, seconded. Carried [BOG 340/20-4]

8.2 Dave van de Wetering and Joanne Hames
Audit and Risk Oversight Committee

8.2.1 Crisis Management Team Plan – Joanne Hames

At its February 4, 2020 meeting, the committee considered the Crisis Management Team Plan. The plan is reviewed once a year and was last updated in November 2018.

The committee was advised that the Crisis Management Team was activated twice so far this year, first with Hurricane Dorian and then for the Coronavirus.

Motion: To approve the recommendation of the Audit and Risk Oversight Committee to approve the Crisis Management Plan as presented.

Moved by Joanne Hames, seconded. Carried [BOG 340/20-5]

8.3 Appointment Vice-Chair A&RO Committee – Dave van de Wetering

Joanne Hames recused herself for the discussion of this agenda item.

At its February 4, 2020 meeting, it was recommended the A&RO committee appoint Joanne Hames as Vice-Chair of the committee.

Motion: To accept the recommendation of the Audit and Risk Oversight Committee to appoint Joanne Hames as Vice Chair of the Audit and Risk Oversight Committee.

Moved by Dave van de Wetering, seconded. Carried [BOG 340/20-6]

Joanne Hames rejoined the meeting.

9. In Camera

Motion: By motion of Alan MacPherson, the February 13, 2020 meeting of the Board of Governors moved in camera at approximately 4:20pm. [BOG 340/20-7]

Motion: By motion of Jamie Loughery, the February 13, 2020 meeting of the Board of Governors moved out of camera at approximately 6:20pm. [BOG 340/20-8]

10. President's Reports – November 2019 and February 2020

The Chair asked if there were any questions on the President's reports that were posted to SharePoint. There was none.

11. Enterprise Risk Management Master Reporting Template

Dave van de Wetering, Chair of the Audit and Risk Oversight Committee, advised that in order to frame the work on the review of the 10 major risks to the institution, the committee was planning a mini retreat of the Audit and Risk Oversight Committee in April 2020. There will be a consultant engaged to lead the work. Other members of the Board interested in participating in the discussions are invited to attend.

12. Any Other Business

The President advised Dr. Jutta Treviranus is visiting NSCAD on February 18th. There will be a panel discussion on **Designing for the future: How inclusive design impacts the now economy**. This panel will explore the design challenges to making communities inclusive, and will consider business adaptations, technology infrastructure, physical infrastructure and design. The discussion will be of interest to academics, industry and government.

Featuring Dr. Jutta Treviranus, Founder of the Inclusive Design Research Centre at the Ontario College of Art and Design University. Dr. Treviranus is a thought leader in inclusive design. Her work recognizes the uniqueness of individuals and aspires to create processes for design in which everyone can participate.

13. In Camera (Excluding President)

Aoife Mac Namara, Ann-Barbara Graff, Linda Hutchison, Jim Barmby, Leanne Dowe and Kathy Connor left the meeting.

Motion: By motion of Marlene Ivey, the February 13, 2020 meeting of the Board of Governors moved in camera at approximately 6:25pm. [BOG 340/20-9]

Motion: By motion of Marlene Ivey, the February 13, 2020 meeting of the Board of Governors moved out of camera at approximately 6:45pm. [BOG 340/20-10]

14. Out of Camera Motion

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

15. Adjournment

Motion: By motion of Louise Anne Comeau, the February 13, 2020 meeting of the Board of Governors adjourned at approximately 6:45pm. [BOG 340/20-11]

16. Next Meeting

The next meeting of the Board of Governors will be held on Thursday, March 26, 2020.

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

Approved for internal circulation by Louise Anne Comeau, Board Chair on March 23, 2020.