

**In Attendance:** Jeff Somerville, (Chair), Rob Cameron, Dianne Taylor-Gearing, Ian Austen, Greg Bambury, Evan Cameron, Ross Cantwell, Louise-Anne Comeau\*, Cameron Jantzen, Sean Kelly, Kim Knoll\*, Rafael Macdonald, Rory MacDonald, Grant Machum, Matthew MacLellan, Alan MacPherson, Rudi Meyer, David van de Wetering, Gordon Whittaker

\* Participated – Teleconference

**Regrets Governors:** Faten Alshazly, Siobhan Cleary, Elizabeth Currie, Gary Edwards

**Invited:** Sharon Johnson-Legere, Vice-President Finance and Administration, Linda Hutchison, Associate Vice-President University Relations

**Regrets Administration:** Ann-Barbara Graff, James Barnby

**Guest:** Justine Somogyi, Special Project Advisor

**1. Call to Order Establishment of Quorum**

Meeting called to order at approximately 4:00 pm by Chair, J. Somerville. Quorum established.

**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 June 22, 2017 Board agenda as presented.

Moved by Gordon Whittaker, seconded. Carried [BOG 321/17-28]

#### **4. Approval of Minutes – May 11, 2017**

No changes being requested, the minutes of May 11, 2017 are hereby declared adopted as a true record.

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

The Chair advised there was no business arising from the May 11, 2017 meeting minutes.

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

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.

Alan MacPherson on behalf of the Financial and Physical Resources Committee (F&PR) requested the minutes of the June 1, 2017 F&PR Committee be removed for consideration.

Matthew MacLellan on behalf of the Governance and Human Resources Committee (G&HR) requested the minutes of the June 6, 2017 G&HR Committee be removed for consideration.

Louise-Anne Comeau on behalf of the Audit and Risk Oversight Committee (A&RO) requested the minutes of the June 13, 2017 A&RO 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, the report(s) of the Advancement Committee of May 30, 2017, the SUNSCAD report and the Alumni Association report.

## 8. Consideration of Items Removed From Consent Agenda

### Consideration of Items Removed from Consent Agenda – F&PR

#### 8.1 Financial and Physical Resources Committee

- Alan MacPherson

##### 8.1.1 Minutes – June 1, 2017 Item # 8.1 – Website Development – Copywriting/Extended Studies/Shopping Experience

Alan MacPherson stated that at the June 1, 2017 F&PR meeting the committee was advised that the website project was well underway, however there were additional enhancements that are required to complete the website before it is launched.

In order to move forward with these enhancements, management has proposed a temporary contract for two copywriters for a two-month period be approved. Dedicated copywriters will help the website get online sooner and more efficiently so we are able to meet the new admission and recruitment cycle.

With the website in development, it was felt a “shopping experience” could be incorporated so users visiting the NSCAD website could have a heightened user experience.

The Board discussed whether or not the additional scope of work went out to tender and if there was a conflict of interest in the tendering process.

It was agreed J. Somerville and M. MacLellan would review the Code of Conduct and Conflict of Interest policy.

The motion was tabled:

**Motion:** To approve the recommendation of the Financial & Physical Resources Committee to engage WeUsThem for an additional contract for the amount of \$19,900 + HST to enhance the end-user shopping experience on the NSCAD website for those registering for Extended Studies courses and/or purchasing from the on-line School Store. To further approve an additional \$17,550 to cover the costs of two dedicated web and copyright editors for a

period of nine weeks to build content for the new NSCAD website, for a grand total of \$38,445. The monies will be realized from the Appropriation Fund.

Moved by A. MacPherson, seconded. Carried [BOG 321/17-29]

The Board approved the motion in principle based on J. Somerville and M. MacLellan being satisfied there were no breaches of the Code of conduct and Conflict of Interest policy.

#### **8.1.2 Minutes – June 1, 2017 – Item # 10 Marketing Professional and Special Project Advisor**

Alan MacPherson advised this matter will be discussed in camera.

#### **8.1.3 Minutes – June 1, 2017 Item # 10 – Scholarships for Fall 2017**

A. MacPherson tabled the following motion:

**Motion:** To approve the recommendation of the Financial & Physical Resources Committee of \$17,000 for admission scholarships for the fall 2017 cohort. The monies will be realized from the 2016-17 surplus.

Moved by A. MacPherson, seconded. Carried [BOG 321/17-30]

### **8.2 Governance and Human Resources Committee**

- Matthew MacLellan

#### **Consideration of Items Removed from Consent Agenda – G&HR**

##### **8.2.1 Minutes – June 6, 2017, # 9 – President’s Goals and Objectives**

M. MacLellan advised this matter will be held in camera.

### **8.3 Audit and Risk Oversight Committee**

- Louise-Anne Comeau

#### **Consideration of Items Removed from Consent Agenda – A&RO**

##### **8.3.1 Minutes – June 13, 2017, # 13 – Audited Financial Statements and Audit Report**

Louise-Anne Comeau stated that Deloitte presented their report on the NSCAD financial statements for the year ended March 2017 to the Audit and Risk Oversight Committee on June 13, 2017. They reported that they did not find any material misstatements and agree with NSCAD management's assessment of NSCAD's ability to continue as a going concern.

Deloitte will render their audit opinion on the financial statements following approval of the financial statements today by the Board.

**Motion:** To approve recommendation of the Audit and Risk Oversight Committee to approve the Audited Financial Statements and Audit Report for the fiscal year-end March 31, 2017.

Moved by Louise-Anne Comeau, seconded. Carried [BOG 321/17-31]

For further discussion, the Board moved in camera.

**Motion:** By motion of Rob Cameron, the June 22, 2017 meeting of the NSCAD Board of Governors moved in camera at approximately 4:35 pm. [BOG 321/17-32]

**Motion:** By motion of Alan MacPherson, the June 22, 2017 meeting of the NSCAD Board of Governors moved in camera at approximately 4:40 pm. [BOG 321/17-33]

## **9. Q4 Financial Statements and Activity Based Costing Dashboard**

### **9.1 Q4 Financial Statements**

S. Johnson-Legere reported that there was a positive net result for the year of \$347,000. This result can be attributed to three things:

- Implementation of the Spending Control Risk Impact Assessment (SCRIA) process;
- Avoidance of spending down budgets; and
- Lower than anticipated utilities due to milder winter.

### **9.2 Activity Based Costing Dashboard**

The Board received the "Activity Based Costing" dashboard. The document details by academic program course revenue, total academic program operating costs,

program space allocation, and program costs per fFTE student. In addition, the report shows program enrolment trends over the last seven years.

The Board engaged in discussion of the program operating costs and how Senate and the Academic Plan will influence programming complement.

## **10. Enterprise Risk Management Master Risk Template**

Louise-Anne Comeau advised that the Enterprise Risk Management Master Risk Template has been updated for the Board.

Ms. Comeau provided an overview of the risks presented at the last Audit and Risk Oversight Committee meeting:

- Risk # 7 – Government and Business Relationships – President Dianne Taylor-Gearing.

Ms. Comeau stated the President is active in the Halifax and broader communities. Her leadership and experience benefits these institutions and NSCAD.

- Risk # 10 – Resource Available – Ashely Lorette, Director Human Resources.

Ms. Comeau stated that A. Lorette reviewed the top risks in his area for the committee and discussed the current approach to reduce these risks.

- Risk # 2 – Recruitment and Retention – Jim Barmby, AVP Student Experience and Registrar.

The Audit and Risk Oversight Committee received an update on Risk # 3 Recruitment and Retention. Mr. Barmby advised the committee that the forecasts are promising that enrollments in the summer, fall and winter will generate sufficient tuition revenues to sustain the budget.

## **11. Approve Nominations – AGM**

Board Chair, J. Somerville advised that under Governance and Human Resources Committee, a slate of officers will be coming forward for appointment at the September 22, 2017 AGM.

## 12. AGM Planning

Board Chair, J. Somerville advised that everything is in place for the upcoming AGM. Board members were encouraged to pass along any suggestions on the AGM.

## 13. President's Report

The President informed the Board that we are building upon the successful alignment of NSCAD's key strategy and planning documents in 2015-16. The focus for 2016-17 has been the preparation of the Outcome Agreement with the Province of Nova Scotia Department of Labour and Advanced Education signed on April 25, 2017 and are in alignment with the Memorandum of Understanding (MOU) 2015-2019.

NSCAD is well positioned to achieve the Outcome Agreement and fulfill the MOU and in doing so, will achieve NSCAD's strategic plan objectives.

This year the Senior Management Team (SMT) membership included the addition of the Associate Vice President Student Experience and Registrar, appointed effective July 1, 2016. The Special Project Advisor (HESA Report implementation) joined the team in January 2017. The SMT has six (6) members supported by EA to the Office of the President and Board of Governors. The leadership structure is working to deliver key critical objectives.

Collectively the Senior Management Team achieved the following key deliverables in 2016-2017:

- ✓ A budget net positive cash result for fiscal 2016-17
- ✓ A balanced budget for fiscal 2017-18
- ✓ Outcome Agreement performance measures and targets
- ✓ Enterprise Risk Management (ERM) first cycle of reporting
- ✓ Accountability for ERM KPI metrics
- ✓ Major Initiatives Gantt Chart 2016-2028 mapping our time-line review
- ✓ NSCAD Strategic Plan Annual Reporting Template completed
- ✓ HESA Report completed and implementation plan due June 2017
- ✓ Facilities Planning and Lord Cultural Resources Report
- ✓ Planning and implementation of the Learning Commons
- ✓ NSGEU ratified Collective Agreement
- ✓ Donor recognition event and commitments from new donors
- ✓ Outstanding events well organized and attended
- ✓ Full occupancy of lease facilities
- ✓ Improved proactive communications, no ongoing negative publicity

#### **14. Moving Forward: A Plan for Building Capacity in Recruitment and Admissions**

Sharon Johnson-Legere and Linda Hutchison left the meeting for the in camera discussion.

**Motion:** By motion of Gordon Whittaker, the June 22, 2017 meeting of the NSCAD Board of Governors moved in camera at approximately 5:15 pm. [BOG 321/17-34]

**Motion:** By motion of Alan MacPherson, the May June 22, 2017 meeting of the NSCAD Board of Governors moved out of camera at approximately 6:05 pm. [BOG 321/17-35]

#### **15. Out of Camera Motion:**

**Motion:** To recommend approval of \$330,000 for the hire of a marketing professional on a two year contract and the extension and re-positioning of the contract Special Projects Advisor position to assist and provide oversight to the implementation of the recommendations in the HESA report. The monies will be realized from the 2016-17 surplus.

Moved by Ross Cantwell, seconded. Carried [BOG 321/17-36]

#### **16. In Camera**

President Taylor- Gearing and Kathy Connor, Executive Assistant Governance & President's Office left the meeting for the in camera discussion.

**Motion:** By motion of Rob Cameron, the June 22, 2017 meeting of the NSCAD Board of Governors moved in camera at approximately 6:10 pm. [BOG 321/17-37]

**Motion:** By motion of Cameron Jantzen, the June 22, 2017 meeting of the NSCAD Board of Governors moved out of camera at approximately 6:25 pm. [BOG 321/17-38]

#### **17. Out of Camera Motions**

President Taylor- Gearing and Kathy Connor, Executive Assistant Governance & President's Office rejoined the meeting.



**Motion:** The Board of Governors approves the recommendation of the Governance and Human Resources Committee to adopt the President's Goals and Objectives for 2017-18. The President is performing at a satisfactory level and the Board approves an increase in base salary of 1%.

Moved by Ross Cantwell, seconded. Evan Cameron opposed, Rafael Macdonald abstained. Carried [BOG 321/17-39]

## **18. Adjournment**

By motion Rory MacDonald, the June 22, 2017 meeting of the Board of Governors adjourned at approximately 6:30 pm. [BOG 321/17-40].

## **19. Next Meeting**

The next meeting of the Board of Governors will be held on Thursday, September 21, 2017. The regular Board meeting will be followed by the AGM.

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

*Approved for internal circulation by J. Somerville, Board Chair on July 14, 2017.*