

In Attendance: Jeff Somerville, (Chair), Dianne Taylor-Gearing, Ian Austen, Evan Cameron, Elizabeth Currie, Cameron Jantzen, Sean Kelly, Kim Knoll, Rudi Meyer, Rafael Macdonald, Matthew MacLellan, Alan MacPherson, David van de Wetering

Regrets: Faten Alshazly, Greg Bambury, Gary Edwards, Jeff Burns, Ross Cantwell, Louise-Anne Comeau, Siobhan Cleary, 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: Dr. April Mandrona

1. Call to Order Establishment of Quorum

Meeting called to order at approximately 4:00 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 November 23, 2017 Board agenda as presented.

Moved by D. van de Wetering, seconded. Carried [BOG 324/17-68]

4. Approval of Minutes – September 21, 2017

No changes being requested, the minutes of September 21, 2017 are hereby declared adopted as a true record.

5. Business Arising – Minutes

The Chair advised there was no business arising from the September 21, 2017 meeting minutes.

6. Key Correspondence

S. Kelly, Board Secretary advised there was key correspondence to the Board of Governors that would be addressed in the in camera session.

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.

E. Currie on behalf of the Advancement Committee requested the minutes of the October 12, 2017 Advancement meeting be removed for consideration.

A. MacPherson on behalf of the Financial and Physical Resources Committee requested the minutes of the November 7, 2017 Financial and Physical Resources Committee be removed for consideration.

M. MacLellan on behalf of the Governance and Human Resources Committee requested the minutes of the October 26, 2017 Governance and Human Resources 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 of the Audit and Risk Oversight Committee of October 19, 2017 and the SUNSCAD report.

There was no report tabled from Senate or the Alumni Association.

8. Consideration of Items Removed From Consent Agenda

Consideration of Items Removed from Consent Agenda – Advancement

8.1 Advancement Committee

- Elizabeth Currie

8.1.1 Minutes – October 12, 2017 – Application to the Maritime Provinces Higher Education Commission (MPHEC) for Masters of Arts in Art Education

E. Currie advised this matter will be dealt with under the President’s Report in agenda item # 11 at which time Dr. Ann-Barbara Graff and Dr. April Mandrona will present on the new academic program.

8.2 Financial and Physical Resources Committee

- Alan MacPherson

8.2.1 Minutes Financial and Physical Resources Committee – November 7, 2017 – Policies Revised

A. MacPherson advised that administration has undertaken a comprehensive review of the Finance policies. The Financial and Physical Resources Committee approved the policies at its November 7th meeting.

Before Board today are a number of policies that have been revised:

- Travel Expense Policy;
- Entertainment and Meal Expense Policy;
- Purchasing Policy;
- Signing Authority Policy; and
- Mobile Device Policy.

Motion: To approve the recommendation of the Financial and Physical Resources Committee to adopt the following revised policies that fall under the authority of the Board of Governors: Travel Expense Policy, Entertainment and Meal Expense Policy, Purchasing Policy, and Signing Authority Policy.

Moved by A. MacPherson, seconded. Carried [BOG 324/17-69]

The Mobile Device Policy was received by the Board for information purposes only. The Senior Management Team is the approval authority for this policy.

8.2.2 Minutes Financial and Physical Resources Committee – September 7, 2017 – Policy New – Tuition Payment and Refund Policy

Alan MacPherson stated that in consultation with the AVP Student Experience and Registrar a policy was developed to address student tuition and refunds. Previously there was not a policy in place and refunds were automatically being issued. This policy aligns NSCAD with the industry standard. This policy was approved at the September 7, 2017 Financial and Physical Resources Committee.

The Board was advised SUNSCAD had vetted and approved the draft policy.

The following motion was tabled:

Motion: To approve the recommendation of the Financial and Physical Resources Committee to adopt the following policy that falls under the authority of the Board of Governors: Tuition Payment and Refund Policy.

Moved by A. MacPherson, seconded. Carried [BOG 324/17-70]

8.2.3 Minutes Financial and Physical Resources Committee – November 7, 2017 – Policy New – Operating Reserve

Alan MacPherson advised at the November 7, 2017 Financial and Physical Resources Committee the committee received a draft of the Operating Reserve policy. The policy is to establish a contingency fund to mitigate the effects of a revenue shortfall and spending emergencies on the general operations of the University, and to establish policy for managing the disbursement and replenishment of these funds. The maximum amount that will be held in the Operating Reserve will be 5% of the total budgeted operating fund revenues. This is sector norm and NSCAD is deficient with no policy in place. Anything expended from the reserve would need Board approval.

The following motion was tabled:

Motion: To approve the recommendation of the Financial and Physical Resources Committee to adopt the following policy that falls under the authority of the Board of Governors: Operating Reserve Policy.

Moved by A. MacPherson, seconded. Carried [BOG 324/17-71]

8.3 Governance and Human Resources Committee

- Matthew MacLellan

8.3.1 Minutes Governance and Human Resources – October 26, 2017 – Policy Revised – Succession Planning

M. MacLellan advised that at the October 12, 2017 Governance and Human Resources Committee meeting, the committee approved a revised Succession Planning Policy.

It was stated the nature of NSCAD's employee structure is small and does not provide for multi-layered staffing structure in most departments. The policy statement reinforces that it is the shared and individual responsibility of all University leaders to ensure staff are provided with the guidance and support to be successful in their current positions. Of equal importance is to identify, inform and assist staff who demonstrate the potential and interest to assume higher level positions within the University.

The following motion was tabled:

Motion: To approve the recommendation of the Governance and Human Resources Committee to adopt the following revised Human Resources policy that falls under the authority of the Board of Governors: Succession Planning Policy.

Moved by M. MacLellan, seconded. Carried [BOG 324/17-72]

8.3.2 Minutes Governance and Human Resources – October 26, 2017 – Policies New – Acting Interim Senior Administrator Policy and Student Employment Policy

8.3.2.1 Acting Interim Senior Administrator Policy

At the October 26, 2017 Governance and Human Resources Committee meeting the committee received a draft of the Acting and Interim Senior Administrator Policy. The reason for the policy is to address those instances when it is appropriate to appoint a person as an acting senior administrator when the “permanent” officer is on leave or there are other extenuating circumstances. The policy defines how such appointments will be made.

8.3.2.2 Student Employment Policy

M. MacLellan advised the University strives to provide job opportunities to students through its departments and academic divisions that require various levels of support. The Student Employment Policy addresses terms of employment including compensation and hours of work.

The following motion is being tabled for the new Human Resources policies.

Motion: To approve the recommendation of the Governance and Human Resources Committee to adopt the following Human Resources policies that fall under the authority of the Board of Governors: Acting and Interim Senior Administrator Policy and Student Employment Policy.

Moved by M. MacLellan, seconded. Carried [BOG 324/17-73]

9. Enterprise Risk Management Master Risk Template

J. Somerville, on behalf of Louise-Anne Comeau addressed this agenda item.

It was acknowledged that mitigating NSCAD’s Enterprise Risk Management (ERM) top three risks remain key critical to our long-term sustainability; good progress has

been made with the change of risk status on the top thirteen (13) red KPI's to three (3) amber and four (4) green with six (6) red remaining.

The top three risks are:

- Risk #1 Budget and Cost Trends – one (1) amber and two (2) red. The Budget Advisory Committee is now meeting and will be discussing how red risks can be mitigated as costs exceed revenue with the provincial grant at 1%.
- Risk #2 Facility Planning and Condition and Maintenance – one (1) green, one (1) amber, and three (3) red. This risk continues to be the highest red status risk and the facilities strategy plan is progressing.
- Risk #3 Recruitment and Retention – three (3) green, one (1) amber and one (1) red. The focus on Risk #3 has achieved the most significant change with three (3) of five (5) KPI's changed from red to green. Recruitment remains red status and investment in this area will be prioritized in the 2018-19 budget setting process informed by the response to the HESA Report 'Moving Forward: A Plan to Building Capacity in Recruitment and Admissions.'

The Board noted the University is starting to see progress on its key risk areas.

10. Q 2 Financial Statements

S. Johnson-Legere, VP Finance and Administration provided an overview of the second quarter ended September 30, 2017. The statement shows a positive second quarter and this can partially be contributed to enrolment up fifty students over budget and a NSCAD receiving a surplus adjustment from Manulife in the amount of \$84,000.

Our expenses are trending on par with a few overages in facilities due to roof repair at the Fountain Campus, the undertaking of the economic impact assessment and additional expenses for the website. These are all onetime expenses.

Ms. Johnson-Legere stated the University is on track for a surplus.

11. President's Report

11.1 Critical Areas for Long Term Sustainability

The President noted with a strategic and sharp focus on “*Critical Areas for Long-term Sustainability*” the NSCAD community is working together to align our strategic planning objectives and deliver on the Outcome Agreement forty-three (43) performance measures for 1% increase in provincial grant funding to 2019.

11.2 Macro Board Agenda

The Board was informed the NSCAD Governance Office has prepared a Macro Agenda identifying the workflow agenda for each Board Committee for 2017-2018. The Senior Management Team workflow is aligned with reporting to the Board Committees on an annual cycle. Work on new and revised policies has also been undertaken since the September Board meeting.

11.3 Bicameral Governance

An education session on Bicameral Governance was planned to be delivered at today's Board meeting, however this has been put forward to a future date. The education session will also include members of NSCAD Senate.

The President advised that in October, 2017 she was appointed to the Universities Canada Board Governance Committee and on Monday, December 4, 2017 she will be attending Universities Canada, University Governance and Institutional Autonomy discussion session to facilitate a discussion group: “Rethinking bicameral governance.”

The President stated today the Board has an opportunity to test bicameral governance at NSCAD. Institutional financial and fiduciary responsibilities reside with the Board and academic decision-making rests with Senate. The entire governance process should be open and transparent for collegial university governance.

11.4 NSCAD Academic Plan: Toward 2020

Significant progress has been made to deliver on the NSCAD Academic Plan: Towards 2020. A new academic program, recommended by Senate, was presented to the NSCAD Board Advancement Committee in October 2017. The Advancement

Committee approved the submission to be brought forward to the Board for approval of a new academic program MA Art Education to be submitted to the Maritime Provinces Higher Education Commission (MPHEC) with immediate effect.

Through the Chair the President respectfully requested Dr. Ann-Barbara Graff, VP Academic and Research and Dr. April Mandrona present the new academic program.

11.5 Masters of Arts in Art Education (MAEd)

Dr. Ann-Barbara Graff introduced Dr. April Mandrona. Dr. Mandrona's research spans local and international contexts, including: Art education, participatory visual methodologies, ethical practice, childhood studies, rurality and spatial justice, visual culture. Dr. Mandrona's current project "For Us by Us": Children's Picture Books to Promote Solidarity and Acceptance in the Age of Refugees. This project will involve refugee communities in Halifax, Nova Scotia and Coventry, England.

The MAEd program aims to offer rigorous learning experiences in the area of Art Education and to provide a curriculum for the advanced pursuit of theoretical research and practical innovations on issues in Art Education.

Dr. Graff stated that there is demand for a regional MAEd degree offering, specifically, students in our Visual Arts Certificate programs, as well as BFA and BDes graduates who are seeking opportunities for more applied arts based graduate curriculum.

The program will be supported by assignment and re-assignment of existing faculty; by year 3 of the program there is projected to be sufficient generation of resources to invest in additional faculty hires, should there be demonstrated need.

It was noted NSCAD has had ongoing consultations with the Art Gallery of Nova Scotia who will be a key partner in the delivery of the program with respect to both the Museum Curatorial and Community Based Practice streams.

Dr. Graff and Dr. Mandrona held a Q&A session on the new program, following which the motion was tabled:

Motion: Be it Resolved NSCAD University Board accepts the recommendation of NSCAD University Advancement Committee and NSCAD University Senate to approve the proposed new graduate program, Masters of Arts in Art Education to commence 2018-19 Academic Year, subject to MPHEC approval.

Moved by E. Currie, seconded. Carried [BOG 324/17-74]

The Board offered congratulations to Dr. Graff and Dr. Mandrona on this exciting new program.

12. Other Business

E. Currie, Chair of Advancement Committee reminded Board members that Advancement Committee and staff will be seeking sponsorships for Starfish and the Fashion Gala.

The Board was also advised of the Alumni Association and Sculpture Nova Scotia's invitation to the "Passages" sculpture dedication at 4:00 pm November 30th at the sculpture site on the Boardwalk by the Sands at Salter.

13. In Camera

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

Motion: By motion of K. Knoll, the November 23, 2017 meeting of the NSCAD Board of Governors moved in camera at approximately 5:10 pm. [BOG 324/17-75]

Motion: By motion of S. Kelly, the November 23, 2017 meeting of the NSCAD Board of Governors moved out of camera at approximately 6:00 pm. [BOG 324/17-76]

President Taylor-Gearing, S. Johnson-Legere and K. Connor left the meeting for the second portion of the in camera session.

14. Out of Camera Motions

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

15. Adjournment

Motion: By motion of K. Knoll, the November 23, 2017 meeting of the Board of Governors adjourned at approximately 6:00 pm. [BOG 324/17-77]

16. Next Meeting

The next meeting of the Board of Governors will be held on Thursday, February 15, 2018.

*Recorded by K. Connor, Executive Assistant Governance & President's Office
Approved for internal circulation by J. Somerville, Board Chair on November 28, 2017.*