

In Attendance: Rob Cameron (Acting Chair), Dianne Taylor-Gearing, Ian Austen, Greg Bambury, Ross Cantwell, John Carruthers, Siobhan Cleary, Elizabeth Currie, Gary Edwards, Kim Knoll*, ME Luka, Jessica MacDonald, Grant Machum, Matthew MacLellan, Rudi Meyer, Julie Nicholson, David van de Wetering*, Rebecca Young

*Participating By Teleconference

Regrets: Jeff Somerville, Louise-Anne Comeau, Sean Kelly, Alan MacPherson, Gordon Whittaker

Invited: Sharon Johnson-Legere, Vice-President Finance and Administration, Ann-Barbara Graff, Vice-President Academic & Research, Linda Hutchison, Associate Vice-President University Relations, James Barmby, Associate Vice-President Student Experience and Registrar, Katherine Frank, Chief Human Resources Officer, Leanne Dowe, Controller

1. Call to Order Establishment of Quorum

Meeting called to order at approximately 3:00 pm by Acting Chair, Rob Cameron.
Quorum established.

2. Conflict of Interest

There were no areas of conflict identified.

3. Acceptance of the Agenda

The agenda was accepted as presented.

- **Motion:** To approve the September 22, 2016 Board agenda as presented.

Moved by Elizabeth Currie, seconded. Carried. [BOG 315/16-47]

4. Approval of Minutes

No changes being requested, the minutes of June 23, 2016 are hereby declared adopted as a true record.

5. Business Arising – Minutes

The Chair advised there was no business arising from the June 23, 2016 minutes.

6. Key Correspondence

K. Knoll, Board Secretary advised there was no key correspondence to bring forward to the Board.

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.

President Taylor-Gearing representing the Audit and Risk Oversight Committee (A&RO) requested the minutes of the August 31, 2016 A&RO Committee be removed for consideration. John Carruthers, Chair of Financial and Physical Resources Committee (F&PR) requested the minutes of the September 7, 2016 F&PR meeting be removed for consideration.

With these items removed, the remaining items of the Consent Agenda are declared adopted. These include the Statutory Remittance Certificate, report of the Advancement Committee, report of the Governance and Human Resources Committee, the NSCAD Board Meeting Schedule 2016/2017 and the Board of Governors Annual Attendance report.

8. Consideration of Items Removed From Consent Agenda

8.1 Audit and Risk Oversight Committee

President Taylor-Gearing, representing the Audit and Risk Oversight Committee stated that the item to be considered was under #13 of the August 31, 2016 Audit and Risk Oversight Committee minutes.

These items are now being brought forward to the Board for their approval.

Minutes – # 13 – Appointment of External Auditors

President D. Taylor-Gearing stated the Board is required to approve the external audit services. The Board was advised that there were two responses to the RFP for external audit services. Following a review of both proposals, administration is recommending Deloitte due to the breadth of services that Deloitte can offer as well as their risk based approach to audit.

Motion: To approve the recommendation of the Audit & Risk Oversight Committee that Deloitte perform the audit services for NSCAD University for the fiscal year 2016-17, and for the following four fiscal years, contingent upon a satisfactory annual evaluation and formal appointment by the NSCAD Board of Governors. According to the terms of the RFP, the audit services engagement with Deloitte may be extended by the Board of Governors for an additional five years (from 2022-2026), if the Committee chooses to not go out to tender in 2021.

Moved by Matthew MacLellan, seconded. Carried [BOG 315/16-48]

It was noted in the original proposal from Deloitte they outlined a 3% price escalation over the five years based on an estimate of inflationary increased. Upon reflection, they changed the pricing increase to 1%.

8.2 Financial and Physical Resources Committee

J. Carruthers, Chair of the Audit and Risk Oversight Committee stated that the item to be considered was under # 9 and # 13 of the September 7, 2016 Financial and Physical Resources Committee meeting minutes.

Minutes # 9 – Review of the University’s Medium to Long-Term Facilities Plan

J. Carruthers stated that the Financial and Physical Resources Committee was presented with a draft Business and Feasibility Plan for a Joint Facility – Nova Scotia College of Art and Design (NSCAD) and Nova Scotia Art Gallery (AGNS) One Nova Scotia Arts and Cultural Destination.

The plan received support and the committee agreed it be submitted to the province as the NSCAD submission. There is no motion required by the Board since the plan flows from the motion of the August 20, 2016 Board meeting.

J. Carruthers circulated a copy of the bound document and stated that the plan will be delivered to the province on September 23rd, 2016.

Minutes – #13 – Approve Website Revitalization Project Expenditure – Appropriation Fund

The Board was advised that the Advancement Committee at its August 23, 2016 meeting approved the selection of WeUsThem to undertake the NSCAD website revitalization along with and associated branding narrative and positioning for NSCAD.

The Financial and Physical Resources Committee is being asked to approve the expenditure out of the appropriation fund. The following motion was tabled:

Motion: To approve the recommendation of the Financial & Physical Resources Committee to engage WeUsThem website design services contract for the amount of \$49,725 + HST for a total of \$52,211 and their proposal for brand narrative and positioning development for web content for the amount of \$14,975 + HST for a total \$15,724.

To further approve an additional \$5,000 to cover potential associated costs to link the new website to Easy Recruit, Brightspace, NSCAD application process, equipment rentals, library sites, etc. for a grand total of \$72,935. The monies will be realized from the Appropriation Fund.

Moved by Siobhan Cleary, seconded. Carried [BOG 315/16-49]

9. Review Q1 Financials

J. Carruthers stated that at this time the financials are indicating a shortfall due to a decline in enrolment. Otherwise everything is on track and we are showing a \$150,000 saving being realized from compensation.

The President stated that there is another enrolment opportunity in January. The Admissions Department under J. Barmby, Associate Vice-President Student Experience and Registrar is focused on enrolment targets for January.

The President stated that the Board approved a balanced budget at the March 31, 2016 Board meeting. We are currently tracking expenditures against the budget and enrolment is having an impact. The Senior Management Team will be meeting to discuss the budget and any cost saving measures that can be taken to achieve a balanced operating budget.

10. Enterprise Risk Management - Master Risk Reporting Template

President Taylor-Gearing spoke to this agenda item on behalf of the Audit and Risk Oversight Committee.

The President stated that prior to each Audit and Risk Oversight Committee meeting, the responsible risk owner updates the risk performance metrics in the Master Risk Reporting Template. The status of the performance metrics is captured using “red” “amber” “green” (RAG System). The Master Risk Reporting Template is tabled as an agenda item at each meeting of the Board of Governors.

After a year of implementation, the Enterprise Risk Management framework continues to evolve and the approach will continue to be fine-tuned to ensure there is a solid foundation of core traditional risk management, while providing a framework to foster broader strategic and operational risk management.

11. Nominations Recommendation Report

Matthew MacLellan, Chair of Governance and Human Resources presented the Nominations report advising the motions appointing the new Governors would be tabled at the upcoming AGM.

M. MacLellan stated that there was very little turnover in the Board this year so the Standing Committees are staying relatively the same. There were also no Life or Honorary Governors appointed this year.

12. Board Evaluation Results

M. MacLellan, Chair Governance and Human Resources Committee presented the report to the Board.

M. MacLellan stated the results of the survey indicate Board members feel engaged and have strong confidence in Board Chair, J. Somerville. This feedback, in conjunction

with the positive results of the President's Annual Performance gives the Board assurance in NSCAD's strong leadership.

Responses in the report did not indicate there was a need for change to committee complement. There was reference to the need for more diversity in the Board. It was acknowledged there were a number of terms ending in 2017 and this would afford the Board an opportunity to build in more diversity.

13. Update Higher Education Strategy Associates (HESA) Review

President Taylor-Gearing stated that enrolment and retention has been a challenge for NSCAD for a number of years. Now was the right time to engage an external agency to conduct a review to provide an evidence base for NSCAD to plan to turn the decline situation around. A draft report from HESA has been received. The President has synthesized the report and encapsulated the report into twenty bullet points. The President reviewed the recommendations in the report.

Once the report has been completed, Alex Usher will prepare an executive summary and present his recommendations to the November 24, 2016 Board meeting.

14. In Camera

Motion: By motion of Ross Cantwell, the September 22, 2016 meeting of the NSCAD Board of Governors moved in camera at approximately 3:50 pm. [BOG 315/16-50]

Motion: By motion of Grant Machum, the September 22, 2016 meeting of the NSCAD Board of Governors moved out of camera at approximately 4:00 pm. BOG 315/16-51]

There were no motions resulting from the Board's in camera session.

15. Adjournment

By motion Jessica MacDonald, the September 22, 2016 meeting of the Board of Governors adjourned at approximately 4:00 pm.

16. Next Meeting

The next meeting of the Board of Governors will be held on Thursday, November 24, 2016.

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

Approved for internal circulation by Rob Cameron, Acting Chair, October 21, 2016.



BOARD OF GOVERNORS ANNUAL GENERAL MEETING

September 22, 2016 Meeting Adopted on: September 21, 2017
MINUTES

In Attendance: Rob Cameron (Acting Chair), Dianne Taylor-Gearing, Ian Austen, Greg Bambury, Ross Cantwell, John Carruthers, Siobhan Cleary, Elizabeth Currie, Gary Edwards, Kim Knoll*, ME Luka, Jessica MacDonald, Grant Machum, Matthew MacLellan, Rudi Meyer, Julie Nicholson, David van de Wetering*, Rebecca Young

*Participating By Teleconference

Guest: Dr. David Murphy (Honourary Governor)

Regrets: Jeff Somerville, Louise-Anne Comeau, Sean Kelly, Alan MacPherson, Gordon Whittaker

Invited: Sharon Johnson-Legere, Vice-President Finance and Administration, Ann-Barbara Graff, Vice-President Academic & Research, Linda Hutchison, Associate Vice-President University Relations, James Barmby, Associate Vice-President Student Experience and Registrar, Katherine Frank, Chief Human Resources Officer, Leanne Dowe, Controller

1. **Call to Order Establishment of Quorum** - Meeting called to order at approximately 4:30 pm by Acting Chair, Rob Cameron. Quorum established.
2. **Welcome** – R. Cameron, Acting Chair welcomed the attendees to the Annual General Meeting of the Board of Governors of NSCAD University. The Board acknowledged guests and new members of the Board. Joining the AGM is Dr. David Murphy, Honourary Governor and Faten Alshazly, a Governor in Council appointment of the Province of Nova Scotia. Ms. Alshazly is the Principal and Chief Creative Officer of WeUsThem Inc. Also joining the Governors are Faculty representatives Rudi Meyer, Associate Professor, Design and Rory MacDonald, Associate Professor, Ceramics Professor MacDonald is currently Chair of Senate and Faculty Forum.

Cameron Jantzen joins the Board as an Alumni representative. Cameron is an award winning Creative Director and Owner at Rarebird. Siobhan Cleary joined the Board in February 2016 and was installed for a second term as an Alumni representative. Siobhan is President and Creative Director of Spectacle Group.

3. **Conflict of Interest** – No conflicts of interest were declared.
4. **Acceptance of the Agenda** – The agenda was accepted as presented.
Motion: To approve the September 22, 2016 Annual Board Meeting agenda as presented.
Moved by Grant Machum, seconded. Carried [BOG 316/16-52]
5. **Approval of Minutes** – No changes being requested, the minutes of September 17, 2015 are hereby declared adopted as a true record.
6. **Business Arising – Minutes** – The Chair advised there was no business arising from the September 17, 2015 minutes.
7. **Nominations Report** – The Governance and Human Resources Committee approved the Nominations Report at its September 6, 2016 meeting. The Board accepted the report at the regular meeting of the Board held prior to the AGM.

7.1 Officers of the Board

Motion: To accept the recommendations of the Nominations Report of the Governance and Human Resources Committee, entailing approval of the appointment of officers of the Board as follows:

Jeff Somerville, Chair
Robert (Rob) Cameron, Vice Chair
Alan MacPherson, Treasurer
Kim Knoll, Secretary

Moved by Grant Machum, seconded. Carried [BOG 316/16-53]

7.2 Standing Committee Chairs

Motion: To accept the recommendations of the Nominations Report of the Governance and Human Resources Committee, entailing approval of the appointment of Standing Committee Chairs as follows:

Matthew MacLellan, Governance and Human Resources
Louise-Anne Comeau, Audit & Risk Oversight
Elizabeth Currie, Advancement
Alan MacPherson, Financial & Physical Resources

Moved by Siobhan Cleary, seconded. Carried [BOG 316/16-54]

7.3 **Governors at Large**

Motion: To reappoint Jeff Somerville as Governor-at-Large for a second three year term commencing September 22, 2016.

Moved by Ross Cantwell, seconded. Carried [BOG 316/16-55]

Motion: To reappoint Grant Machum as Governor-at-Large for a third three year term commencing September 22, 2016.

Moved Ross Cantwell, seconded. Carried [BOG 316/16-56]

7.4 **Governor in Council**

Motion: To accept the recommendation of the Province of Nova Scotia the appointment of Faten Alshazly as a Governor-in-Council for a three year term commencing September 1, 2016 and ending August 31, 2019.

Moved by Ross Cantwell, seconded. Carried [BOG 316/16-57]

7.5 **Alumni Association**

Motion: To accept the recommendation of the NSCAD Alumni Association to appoint Siobhan Cleary and Cameron Jantzen for a one year term commencing September 2016.

Moved by John Carruthers, seconded. Carried [BOG 316/16-58]

7.6 **Faculty Representative**

Motion: To accept the recommendations of Faculty Forum to appoint Rory MacDonald and Rudi Meyer to the NSCAD Board of Governors for a one year term commencing September 2016.

Moved by Jessica MacDonald, seconded. Carried [BOG 316/16-59]

Rudi Meyer abstained.

7.7 Union/Board Representatives

Motion: To accept the recommendation of the Governance and Human Resources Committee to appoint Ian Austen and Sean Kelly to the Union Board Committee to serve for an additional one year term.

Moved by Elizabeth Currie, seconded. Carried [BOG 316/16-60]

7.8 NSCAD Board of Governors – Senate and Faculty Forum

Motion: To accept the recommendation of the Governance and Human Resources Committee to appoint Ian Austen to Senate and Faculty Form for an additional one year term.

Moved by Matthew MacLellan, seconded. Carried [BOG 316/16-61]

8. Committee Reports

Acting Chair, R. Cameron stated that all Annual Committee Reports were provided for the Board of Governors review prior to the today's AGM. He asked the Committee Chairs to provide a brief overview of the highlights for the year.

8.1 Governance and Human Resources

Matthew MacLellan presented the Annual Report on behalf of the Governance and Human Resources Committee (G&HR).

M. MacLellan stated that the G&HR met five times over the course of the year. The committee completed all of the work plan agenda items for the year in addition to a number of new initiatives:

- Development of a new Board Orientation Program;
- Comprehensive policy review and development of NSCAD Policy Framework;
- Review of the NSCAD Board of Governors' Code of Conduct; and
- Comprehensive Collective Bargaining with FUNSCAD Units I & II resulting in 30 months of Labour Peace.

8.2 Audit and Risk Oversight

On behalf of the Audit and Risk Oversight Committee, President Taylor-Gearing presented the report of the Audit and Risk Oversight Committee (A&RO).

The committee met four times during the year. The committee completed all of the work plan agenda items for the year. The primary focus of the committee has been the oversight and rollout of the Enterprise Risk Management project. At its December 2015 meeting, the committee approved and adopted the Enterprise Risk Management (ERM) reporting and monitoring process with the top risks being overseen by A&RO.

The committee received the first of the ERM reports from the responsible Risk Manager at its December 2015 meeting. The committee received reports for all top ten risks from the responsible Risk Manager over the course of the year.

After a year of implementation, the Enterprise Risk Management framework continues to evolve and the approach will continue to be fine-tuned to ensure there is a solid foundation of core traditional risk management, while providing a framework to foster broader strategic and operational risk management.

The external auditors are appointed each year at the AGM. President Taylor-Gearing then tabled the following motion:

Motion: To appoint Deloitte as external auditors for 2016/2017.

Moved by Ross Cantwell, seconded. Carried [BOG 316/16-62]

8.3 Advancement

Elizabeth Currie, Chair of the Advancement Committee presented the report on behalf of the Advancement committee.

E. Currie stated that the Advancement Committee supports the Board's stewardship relating to strategic planning and advancement and provides leadership in areas of fundraising and friend-raising.

The Advancement Committee met five times during the course of the year. The committee completed all of the work plan agenda items for the year. E. Currie

highlighted some of the events supported by the by the Advancement Committee through University Relations:

- NSCAD Annual Fund - \$225,000 in gifts supporting scholarships and bursaries;
- Artist for a Day – This is an Annual event. NSCAD faculty, students and alumni volunteers led a wide variety of hands-all art making activities;
- Starfish Student Art Awards Gala – Held on April 21st, representing ten artistic disciplines. The grand prize winner, Sydney McKenna was awarded \$5,000 purchase price for her artwork, which is now part of NSCAD University’s permanent collection.
- Fall Donor Reception – This was combined with the student scholarship reception.
- Holiday Pop-Up – There were approximately 80 students participating in the second annual Holiday Pop-Up.
- Dine By Design East – Held October 1 to 4 at the Olympic Community Hall. Funds raised through Dine By Design support the Amber Harkins Memorial Scholarship.

8.4 Financial and Physical Resources

J. Carruthers, Chair of the Financial and Physical Resources Committee presented the report on behalf of the Financial and Physical Resources Committee (F&PR).

J. Carruthers stated that F&PR supports the Board in its fulfillment of its stewardship relating to financial planning, University investments and physical facilities.

The Financial and Physical Resources Committee met five times during the course of the year. The committee completed all of the work plan agenda items for the year. J. Carruthers highlighted some of the events supported by the by F&PR:

- Brought forward to Board the undergraduate market adjustment (phased in over 3 years) and the graduate tuition increase be approved with an overall 3% tuition increased to the provincial cap for 2016-17 fiscal year;
- Facility planning for an exit strategy from Fountain Campus;
- Approved balanced budget for 2016-17;

- Strategic Investment Fund – F&PR approved “in principle” for NSCAD to make a Federal Post-Secondary Institutions Strategic Investment Fund (SIF) application.
- HST Report – Engaged KPMG to perform two projects, the first for recovery related to the application of the University’s commercial rate and the ability to claim a higher portion of Input Tax Credits. The second was the review of HST/GST processes for compliance.
- In fiscal 2016, NSCAD’s total unrestricted and restricted revenues totaled \$19,698,990 and expenses totaled \$18,747,288 resulting in excess of revenue over expenses of \$951,702. Total assets were reported as \$55,763,196 and liabilities of \$36,100,342 leaving a total unrestricted and restricted fund balance of \$19,662,854.
- Audited Financial Statements 2015-16 – Approved by A&RO. The University had a successful audit with no significant Management letter points noted.

9. Stakeholder Annual Reports

9.1 SUNSCAD

Jessica MacDonald and Julie Nicholson presented the report on behalf of SUNSCAD.

J. MacDonald stated that it has been a very eventful summer with the Fountain campus undergoing many positive changes such as the new Learning Commons area and the new SUNSCAD office space. The student Wellness space has been transformed and the room is open during the day for students to use as a quiet, safe space.

The Board was advised that the SUNSCAD executive is feeling optimistic about NSCAD’s future and they are very excited to be part of this time of great change.

9.2 Senate

Rory MacDonald, Chair of Senate and Faculty Forum presented the report on behalf of Senate.

R. MacDonald stated that building on the successes of last year Senate will continue to fulfill its mandate of serving the University and Board of Governors

through the flow of information concerning decisions impacting academic programs, teaching and research.

During this academic cycle (2015-16), Senate has met six times since September. In addition to conducting its own business directly, Senate is helped by twelve standing committees, and nine ad hoc committees.

9.3 Alumni Association

Siobhan Cleary, the newly elected President of the Alumni Association presented the report on behalf of the Alumni Association.

S. Cleary noted several highlights of year:

- I AM NSCAD Alumni Exhibition – A roaring success that took place in at three Anna Leonowens gallery spaces from September 29th – October 9th. To close the show, the NSCAD Alumni Association hosted a party and sale of works;
- Alumni Scarfing – The 2nd scarfing of new NSCAD alumni with a purple scarf screen printed with the “I AM NSCAD” logo took place on April 25, 2016 at the Graduation Ceremony;
- Alumni Association Board of Governor Representatives – Siobhan Cleary and Cameron Jantzen have been appointed to the NSCAD Board of Governors for 2016-17;
- Looking ahead, the Alumni Association is planning initiatives to coincide with NSCAD University’s 130th Anniversary.

Ms. Cleary noted that this year the Alumni Association changed their mission statement and to that end they are excited to build together with the Board of Governors NSCAD’s image on the world stage.

10. NSCAD Annual Report

President Taylor-Gearing presented the NSCAD 2015-2016 Annual Report. The Board of Governors and AGM attendees received a copy of the report.

11. **Thanks** – The Board of Governors is grateful for the support and efforts of all those who have helped NSCAD succeed. In particular, we would like to offer the following motions of thanks. [BOG 316/16-63]

11.1 **Students of NSCAD and SUNSCAD**

Motion: I move that the NSCAD Board of Governors offer Thanks to the Students of NSCAD for choosing NSCAD University, and for contributing to our community. I further move that the Board extends thanks to SUNSCAD, for their leadership role in representing and supporting the student body. We appreciate their dedication, hard work and spirit of working together for the benefit of the NSCAD Community.

Moved by Ross Cantwell, seconded by Kim Knoll.

11.2 **Faculty of NSCAD**

Motion: I move that the NSCAD Board of Governors offer Thanks to the esteemed Faculty of NSCAD for providing an academic experience without equal, and for their continued dedication and support of NSCAD University.

Moved by Matthew MacLellan, seconded Julie Nicholson.

11.3 **Staff of NSCAD**

Motion: I move that the NSCAD Board of Governors offer Thanks to the Staff of NSCAD or their diligence and loyalty. The Board recognizes that the gains of the past years could not have been made without the contribution of this outstanding staff.

Moved by Grant Machum, seconded by ME Luka.

11.4 **NSCAD Alumni and the Alumni Association**

Motion: I move that the NSCAD Board of Governors offer Thanks to the Alumni of NSCAD and the Alumni Association for their unwavering support of NSCAD University and their strong voice and leadership in our community.

Moved by Ian Austen, seconded by Gary Edwards.

11.5 To Our Donors

Motion: I move that the NSCAD Board of Governors offer Thanks to our many donors. These donations continue to make it possible for NSCAD University to provide a student experience beyond compare.

Moved by Elizabeth Currie, seconded by Jessica MacDonald.

11.6 To Government of Nova Scotia

Motion: I move that the NSCAD Board of Governors offer Thanks to the Government of Nova Scotia for their considered and continued support of post-secondary education and NSCAD University.

Moved by John Carruthers, seconded by Greg Bambury.

11.7 To Community at Large

Motion: I move that the NSCAD Board of Governors offer Thanks to our Community of Halifax and Nova Scotia for their abiding support and interest in the success of NSCAD University.

Moved by Rudi Meyer, seconded by Dave van de Wetering.

11.8 To Outgoing Governors

Motion: I move that the NSCAD Board of Governors offer Thanks to John Carruthers, Governor-at-Large and served as Treasurer and Chair of the Financial and Physical Resources Committee since September 2013.

Motion: I move that NSCAD Board of Governors offer Thanks to Mary Elizabeth Luke, Alumni Association representative serving the Board since September 2016.

Motion: I move that NSCAD Board of Governors offer Thanks to Rebecca Young, Faculty representative serving the Board since September 2015.

Your support and leadership has been invaluable to the Board and the NSCAD community.

Moved by Dianne Taylor-Gearing, seconded by Siobhan Cleary.

12. Any Other Business

Acting Chair, Rob Cameron asked if there was any other business before the Board today. There being none, R. Cameron called for adjournment.

13. Motion to Adjourn by Jessica MacDonald. Carried. [BOG 316/16-64]

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

Approved for internal circulation by Rob Cameron, Acting Chair on July 5, 2017