



BOARD OF GOVERNORS

**Approved Minutes of the Meeting (Open Session) held on
Tuesday, February 13, 2018, 3:00 p.m.
University Hall, Macdonald Building**

MEMBERS PRESENT: Amina Abawajy, Ian Bezanson, Joyce Carter, Richard Florizone, Kati George-Jim, Robert (Bob) Hanf (Vice Chair), Kevin Hewitt, Brenda Hogan, Brian Johnston, Iain Klugman, Aubrey Palmetter, Sherry Porter, Robert Richardson, Jeremy Ryant, Paula Simon, Candace Thomas, Gail Tomblin Murphy

NON-MEMBERS PRESENT: Peter Fardy (VP Advancement), Ian Nason (VP Finance & Administration), Carolyn Watters (Provost and VP Academic), Susan Brousseau (University Secretary)

REGRETS: Eleanor Bernard, Cassandra Dorrington, Elaine Gibson, Laurie Jennings, Anne McLellan, Lawrence (Larry) Stordy (Chair), Michele Williams

B. Hanf (Acting Chair in Larry Stordy's absence) welcomed all Board members, guests, and visitors to the meeting. He opened the meeting with an acknowledgement that the University sits on the traditional territory of the Mi'kmaq people. He further recognized February as African Heritage Month. Condolences were offered to Mr. Stordy and his family on the death of Mr. Stordy's father earlier in the day.

1. Approval of Agenda

The agenda was adopted as presented.

2. Consent Agenda

All items on the Consent Agenda were approved.

2.1 Approval of Minutes of Meeting of November 29, 2017

THAT the Board of Governors approve the minutes of the meeting of November 29, 2017.

Approved by CONSENT.

2.2 Appointment of PTF and RTF Trustee

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointment of Robert Richardson as a trustee of the Pension Trust Fund and the Retirees Trust Fund, and a member of the University Investment Committee, for a term to run from February 13, 2018 to June 30, 2019.

Approved by CONSENT.

2.3 Search Committee Appointment-Board Representative

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointment of Brian Johnston to the Search Committee for the Associate Vice-President, Research, effective immediately.

Approved by CONSENT.

2.4 Appointments – Halifax Student Housing Society

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointments of Dean Martin, Director of Residence and Student Life, and Greg McNutt, Facilities Planner in Facilities Management, as the Board's representatives on the Board of Directors of the Halifax Student Housing Society, which operates Peter Green Hall.

Approved by CONSENT.

2.5 Items from Senate

2.5.1 New Program Proposal – PhD Agricultural Studies

THAT the Board of Governors approve the new program proposal for the PhD Agriculture Sciences as presented.

Approved by CONSENT.

2.5.2 Termination – Institute of Society and Culture

THAT the Board of Governors approve the termination of the Dalhousie Institute on Society and Culture, effective immediately.

Approved by CONSENT.

3. Business Arising from the Minutes

There was no business indicated as arising from the minutes.

4. Chair's Report

The Chair's Report included several congratulations. B. Hanf commended Candace Thomas on receiving the Canadian Bar Association Nova Scotia Branch 2017 Community Service Award. Gail Tomblin Murphy was also recognized for her work as principal lead on a joint Dalhousie/IWK project that seeks to reduce maternal and child mortality in Jamaica. The project was recognized by Grand Challenges Canada as among the top twenty (20) Canadian innovations for global health.

B. Hanf further directed the Board's attention to the report of the Board Executive Committee, in which two motions, approved on the Board's behalf in the interim since the Board's November meeting, are reported. The two motions are as follows:

THAT the Board Executive Committee, on behalf of the Board of Governors, approve the funding agreement with the Atlantic Canada Opportunities Agency to establish “DeepSense: A Platform for Academic and Industry Collaboration of Applied R&D in Analytics and the Ocean Economy” to establish and fund DeepSense at Dalhousie for a five-year period effective December 31, 2017.

THAT the Board Executive Committee, on behalf of the Board of Governors, and on the recommendation of the Governance and Human Resources Committee, approve the appointment of Paula Simon as the Board representative on the search committee for the Vice-Provost Student Affairs, effective immediately.

5. President’s Report

President Florizone provided a brief overview of his written report, touching briefly on highlights of recent activities and initiatives under the four “R’s” of Dalhousie University’s strategic direction: Retention, Research, Returns to Society, and Respect. Among the highlights were successes in retention initiatives, health research, faculty awards, and returns to society, including the Creative Destruction Lab. He also spoke briefly to the Dalhousie University 200th anniversary celebrations.

Following his report, Dr. Florizone responded to questions focused on the tenor of discussions with provincial and federal governments around post-secondary education and research funding. He noted that conversations have been positive, and that all levels of government recognize and appreciate what universities and Dalhousie do, but the challenge is turning that into further investment and funding given current financial challenges (particularly at the provincial level). Members also took the opportunity to congratulate Dalhousie’s men’s swim team for their recent success in capturing their 20th consecutive Atlantic University Sport (AUS) championship.

At the conclusion of the report, B. Hanf noted the recent notice of the upcoming retirement of Carolyn Watters as Provost and Vice-President Academic. He extended thanks and appreciation to Dr. Watters for her years of dedicated service to Dalhousie University.

6. Dalhousie Student Union President Report

A. Abawajy reported on the recent activities and initiatives of the Dalhousie Student Union (DSU), including volunteer training for the Survivor Support Centre, the success of the recent Racial Justice Symposium, and the well-attended Society & Volunteer Expo. She reported that the DSU is also preparing for its general elections in mid-March. A. Abawajy noted the proposal prepared by J. Ryant respecting a proposed “meet and greet” for Board members and students and student interest in such an event. There were no questions on the report.

7. Items for Decision

7.1 Motion – November 29, 2017 meeting

A. Abawajy introduced the motion, noting that a vote on the motion is not a vote to divest. She spoke briefly to the elements of the motion and the intention in bringing this forward.

Moved by A. Abawajy, seconded by K. George-Jim:

Whereas Dalhousie University acknowledges that human caused climate change poses an existential threat to humanity and all living species;

Whereas the international community, including the Government of Canada, has committed to keeping global warming within 1.5 degrees above pre-industrial levels;

Whereas Dalhousie University has the moral imperative to engage in climate action through its finances and operations;

Whereas cursory research about divestment has found that Dalhousie University could be saving \$220,000 per year, based on management expense ratios alone;

Be it resolved that the Finance, Audit, Investment and Risk Committee be tasked with the responsibility to engage in a third-party search for fossil free investment funds for Dalhousie to conduct its dealings with, and report back to the Board of Governors on its findings by March 2019;

Be it further resolved that the Board of Governors Standing Committee Chairs of the Finance, Audit, Investment and Risk Committee, Academic and Student Affairs Committee, Capital Projects and Facilities Committee, and the Community Affairs Committee will:

- i. Host any relevant meetings as needed;**
- ii. Add this motion to their respective Committee agendas;**
- iii. Before October 1, 2018, hold a facilitated activity during a Committee meeting and engage in a constructive dialogue with other Committee members on the impacts of divestment on committee business during the aforementioned activity; and,**
- iv. By November 1, 2018, submit to the Chair of the Board of Governors a Divestment Overview Report, the particulars of which will be outlined prior to the Committee-level activity, to be distributed among all Board Members.**

Board members proceeded to discuss the motion. The issue of good governance was raised with respect to the second part of the motion which proposes to refer the divestment discussion to most of the Board standing committees. There was discussion that the most appropriate route for any discussion would be through the University Investment Committee which could then report to the Board through the Board Finance, Audit, Investment & Risk Committee (FAIR). Further discussion of this point followed with student members noting that they saw potential connections to the other committees outside of the request for a third-party fund search. The intention of the motion was to request that the named committees explore the connection each respectively may have to divestment. Other members raised concerns that this approach is contrary to the defined accountabilities of each committee and adding this issue to the agendas of all committees also impacts their responsibilities for other issues that are significant priorities for the university. It was also acknowledged that while input from others may be appropriate, this is something that the Investment Committee and FAIR could consider.

Moved by K. Hewitt moved, seconded by R. Richardson:

THAT the proposed motion be split into two separate and distinct motions:

Motion 1:

Be it resolved that the Finance, Audit, Investment and Risk Committee be tasked with the responsibility to engage in a third-party search for fossil free investment funds for Dalhousie to conduct its dealings with, and report back to the Board of Governors on its findings by March 2019.

Motion 2:

Be it further resolved that the Board of Governors Standing Committee Chairs of the Finance, Audit, Investment and Risk Committee, Academic and Student Affairs Committee, Capital Projects and Facilities Committee, and the Community Affairs Committee will:

- v. Host any relevant meetings as needed;**
- vi. Add this motion to their respective Committee agendas;**
- vii. Before October 1, 2018, hold a facilitated activity during a Committee meeting and engage in a constructive dialogue with other Committee members on the impacts of divestment on committee business during the aforementioned activity; and,**
- viii. By November 1, 2018, submit to the Chair of the Board of Governors a Divestment Overview Report, the particulars of which will be outlined prior to the Committee-level activity, to be distributed among all Board Members.**

The Board proceeded with further discussion of the first motion with alternate wording proposed as follows:

Motion 1:

R. Florizone moved, seconded by C. Thomas:

BE IT RESOLVED that the Investment Committee assess a third-party search for fossil free investment funds for Dalhousie to conduct its dealings with, and report back through the Finance, Audit, Investment and Risk Committee to the Board of Governors on its findings by March 2019.

CARRIED.

(A. Abawajy abstaining)

Discussion followed on Motion 2 with Board members seeking clarification on the intent of the motion. Student members noted that part of the intention is to provide an exploration and learning experience for Board members who serve on the various committees on the social, economic and other implication of divestment that go beyond investment. Members noted that the spirit of the motion could be met without a motion and without impacting the work and priorities of the various Board committees. It was noted that many of Dalhousie's priorities, like divestment, connect to or touch more than one area, but this does not result in a specific priority forming the work of all committees. Alternate approaches could be used to ensure that the input of the other Board committees is received when the report of the Investment Committee comes to FAIR. Other members proposed that it should be left to the Investment Committee and FAIR to decide the level of consultation and that these parameters do not need to be determined today.

Motion 2:

Be it further resolved that the Board of Governors Standing Committee Chairs of the Finance, Audit, Investment and Risk Committee, Academic and Student Affairs Committee, Capital Projects and Facilities Committee, and the Community Affairs Committee will:

- i. Host any relevant meetings as needed;**
- ii. Add this motion to their respective Committee agendas;**
- iii. Before October 1, 2018, hold a facilitated activity during a Committee meeting and engage in a constructive dialogue with other Committee**

- members on the impacts of divestment on committee business during the aforementioned activity; and,
- iv. **By November 1, 2018, submit to the Chair of the Board of Governors a Divestment Overview Report, the particulars of which will be outlined prior to the Committee-level activity, to be distributed among all Board Members.**

Motion Defeated.
(K. Hewitt abstaining)

8. Items for Information

8.1 Board Standing Committee Reports

There were no questions on the reports. C. Thomas, Chair of the Governance and Human Resources Committee, thanked Board members for their willingness to step forward, when asked to serve as representative of the Board on various senior administrative search committees. She noted that there have been a larger number of searches over the past couple of years and these can involve a significant amount of time and extra work.

9. *In Camera* Session

The Board moved to an *in camera* session.

10. Adjournment

The meeting was adjourned at 6:00 p.m.