

Item: Board of Governors Minutes, April 2005
Call Number: UA-1

Additional Notes:

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BOARD OF GOVERNORS MEETING
Dalhousie University
April 19, 2005

MINUTES

Members Present: Alison Archibald, Jamie Baillie, Elizabeth Beale, Bill Black, Wesley Campbell, Robert Chisholm, Lorne Clarke, Murray Coolican, James Cowan, David Criag, Ezra Edelstein, Richard Goldbloom, Kevin Grundy, Lynn Irving, Daurene Lewis, Cate MacNutt, Sunny Marche, Curtis McGrath, Suzanne Rosson, Michael Shepherd, Alasdair Sinclair, Jim Spatz, Bruce Towler, Tom Traves and Bonnie Van Buskirk.

Non-Members: Vice-Presents: Breckenridge, Godsoe, Mason, McKee, Scully. Karen Crombie, Asa Kachan, Ian Nason, Michael Roughneen, Kim Thomson, Jim Vibert, Catherine Young and Susan Zinck. Other attendees included interested parties from the University community including students in Dentistry, Law and Medicine and members of the local media.

Regrets: Mo El-Hawary, Jay Forbes, Don Mills, Robert Radchuck.

1. Approval of Agenda: The agenda was approved as circulated.
2. Approval of Minutes for the March 22, 2005 Board Meeting: The Minutes were approved as circulated.
3. Report of the Chair: Chair James Cowan noted that a session to begin ongoing discussions on governance issues (facilitated by Maureen Reid of Boardworks) will take place *in camera* after the regular business items are concluded. Following the meeting all Board members are invited to the President's House for a buffet dinner.
4. Report of the President: President Tom Traves referred to his enclosed report, noting that the comments and feedback from the discussion of the items at the March 22 meeting was appreciated and helpful. This sets the stage for the ongoing project which the Board will engage in over the course of the next year which will be to look at the financial strategy of the University, to relate that to our academic ambitions and, to develop a clear focus on how to deal with our expenses and revenue as we go forward.

He then introduced the University's new Internal Auditor, Margaret Sterns. Ms. Sterns will report directly to the Board on her activities from time to time.

Dr. Traves noted the April 18 announcement on immigration policy by the Federal Department of Citizenship and Immigration. First, international students will be able to work off campus. Secondly, international students will be able to work in Canada for two years after graduation. Dr. Traves noted that these changes are "very valuable" and fit directly with Nova Scotia's provincial immigration strategy and its desire to attract more international students and future immigrants.
5. Report of the Student Union President: DSU President Curtis McGrath confirmed the new DSU Executive for 2005/06: Ezra Edelstein, President; Philip Duguay, Vice-President (Internal); Chad leClair, Vice-President (Finance and Operations); Jen Bond, Vice-President (Education) and Tara Berthier, Vice-President (Student Life).

On behalf of CASA (the Canadian Alliance of Student Associations), Mr. McGrath also noted that he was pleased with recent changes to the immigration status of international students.

Mr. McGrath noted that the Association of Nova Scotia Student Associations hosted a press conference designed to announce the results of what is done on campuses to learn how students are coping with debt loads they are assuming as a result of their education, as well as how they are financing their studies. They met with Diana Whalen, Liberal education critic and host for the press conference. No commitment on any post-secondary education issues were made regarding budget. Student representatives were formally recognized at the April 18 opening of the Nova Scotia Legislature and many MLA's chatted with the group about the issues confronting students.

Mr. McGrath also noted that Dalhousie students remain very concerned about proposed tuition fee increases and the lack of compliance by the University Boards with respect to the terms of the MOU. He said that the student executive remains "committed to solutions-based alternatives to those that President Traves has presented."

6. Tuition Fees: Dr. Traves introduced this issue by a brief overview of the work and discussions leading to today's motions for consideration. He noted that Bryan Mason, with Dalhousie staff and Vice-President Scully prepared a report (enclosed) on the issues of concern to clarify the rationale for the budget recommendations that are coming forward.

Bryan Mason, Vice-President (Finance & Administration) made a formal presentation on the five factors considered in creating differential fees. They are: relative cost of program delivery, fees charged at other universities, program demand, economic prospects/learning potential for these programs, and student assistance. He stated that dentistry and medicine are, respectively, the highest and second-highest cost programs to deliver in Nova Scotia universities. He also noted that Dentistry, Law and Medicine will receive a proposed increase in student aid of 30%, while assistance to international students will increase by 48%.

After Mr. Mason's presentation, two hours of discussion ensued. Some of the factors discussed were: levels of student assistance in various faculties, whether Dalhousie is in compliance with the terms of the MOU with the provincial government, the qualities of fairness and equity related to the proposed tuition raises, the criteria used for calculating the raises, the need for more fundraising in the university, the need for the Board of Governors to represent students fairly, and how to balance the many competing priorities the university faces.

The Board considered the following motion:

THAT based on the recommendation of the Operations Committee, the Board of Governors approve the 2005-06 tuition and facilities renewal fees as presented in the schedule attached incorporating the following adjustments:

- a. a general tuition fee increase of between 3.6% and 3.9% for all programs (except as noted in b and c below);
- b. tuition fees in MD, DDS, MD/MSc (Oral and Maxillofacial Surgery) and LLB programs to increase by 9.28%;
- c. the international differential fee to increase from \$4,830 to \$5,640; and
- d. an increase in the auxiliary fee for facilities renewal to \$41 per term for full-time students.

The motion was divided in four parts (as above):

- a. Moved by Jim Spatz and seconded by Cate MacNutt. Motion Carried.
- b. Curtis MacGrath, seconded by Michael Shepherd, introduced an amendment to limit tuition raises in these programs to 3.9%. Motion defeated. One abstention.

The original motion was moved by Jim Spatz and seconded by Cate MacNutt.
Vote: 11 to 10 in favor of. Motion carried.

Objection noted by Lynn Irving, Curtis McGrath and Michael Shepherd.

- c. Curtis McGrath, seconded by Ezra Edelstein introduced an amendment to limit international student fee increases to 3.9%. Motion defeated.

The original motion was moved by Jim Spatz and seconded by Cate MacNutt.
Motion carried.

Objection noted by Curtis McGrath and Michael Shepherd.

- d. Moved by Jim Spatz and seconded by Cate MacNutt. Motion carried.

7. Faculty of Law Auxiliary Fee

Dr. Traves introduced the motion. He explained that the administration, and subsequently the Board, entered into an agreement with the Faculty of Law three years ago to cease increasing differential fees in the Faculty of Law for a period of three years to allow them to introduce a series of auxiliary fee increases, all of which would go to the Faculty of Law. This agreement allowed the Faculty to use the funds for quality improvements deemed appropriate by the Dean and the Faculty Council. The agreement was endorsed by the Board and implemented by the administration. This agreement is now ended. The Faculty of Law has now come forward to recommend an additional auxiliary fee increase. This will be in addition to the fee increase that was just approved (b) and all of the resources will go to the Faculty of Law. This is not a University based tuition fee increase but a Faculty of Law increase.

After some discussion, the Board was given assurances by Mr. McGrath and Prof. Richard Evans that Law students supported this proposal. The Board was then asked to vote on the motion.

Moved by Jim Spatz and seconded by Cate MacNutt:

THAT based on the recommendation of the Operations Committee, the Board of Governors approve an increase to \$2,500 in the auxiliary fee applicable to full-time students in the LLB program (pro-rated for part-time students) in 2005-06.

Motion carried.

8. DSU Dental Plan Proposal: Curtis McGrath proposed a basic dental plan for all Dalhousie students, with an annual maximum coverage of \$500 per year for insured services for a premium of \$85 per year. Students can opt out if they are covered elsewhere. Eric McKee pointed out that the Student Relations and Residence Committee did not endorse this plan. He also pointed out that there is an "opt out plan" available at a cost of \$112 per year rather than the mandatory plan proposed, but could not tell if the coverage was comparable to the proposed plan. After several additional comments by Board members and Mr. McGrath, the Board was asked to vote on the following motion.

Moved by Curtis McGrath and seconded by Ezra Edelstein:

THAT the Board of Governors approve the Dalhousie Student Union Dental Plan to be effective September 2005 in the amount of \$85 per year and assessed in the same manner as the Health Plan fee.

Motion carried.

Objection noted by David Craig.

9. DSU Representatives to the Board of Governors: Curtis McGrath stated that the DSU will select a new candidate to fill the third DSU position on the Board of Governors as Jenny Cooper has resigned from the position for personal reasons. A third name will be selected by the Dalhousie Student Union in due course. The amended motion then went to the Board for approval.

Moved by Curtis McGrath and seconded by Elizabeth Beale:

THAT the following students represent the Dalhousie Student Union at Board of Governors meetings effective May 2005 for a one-year term: Ezra Edelstein, President, and Alision Archibald.

Motion carried.

In Camera: At this point, the Board of Governors began considering a decanal appointment (10) and in-depth governance issues (11) *in camera*.

There being no further business, the meeting adjourned.

Don Mills, Hon. Secretary

Jim Cowan, Chair

The meetings of the Board of Governors are recorded and the tapes are available for review in the office of the Secretary.

In Camera

10. Decanal Appointment: Dr. Traves introduced the decanal appointment of Prof. Phillip Saunders as Dean of the Faculty of Law, effective 01 July 2005.

Moved by Tom Traves and seconded by Lorne Clarke:

THAT Phillip Saunders be appointed Dean of the Faculty of Law commencing 01 July 2005 to 30 June 2010.

Motion carried.

Dr. Traves also mentioned there are three other decanal positions to fill: Dean of Engineering, Acting-Dean of Management and Dean of Health Professions. It is expected that these appointments will be brought forward for Board approval at the June meeting.

11. Board Governance Presentation and Discussion: Mr. Cowan began by introducing Maureen Reid from Boardworks to facilitate this part of the Board meeting. He stated that governance issues are always important and should always be part of the agenda. He acknowledged that some progress has been made over the past few years and considerable effort has gone into this issue by looking at the way the Board operates, by ensuring that governors contribute as much as possible to the University, and that participation as a Board member is as interesting as possible. Over the years, these discussions have led to several changes: the downsizing of the number of Board members and the number of meetings; more strategic focus in Board agendas; committee restructuring to support the work of the Board; and, greater participation in meetings.

He stated that the time has come to proceed with a renewed focus on governance. Maureen Reid was asked to lead the discussion. She began by reviewing all the materials relating to the Board's operations. She then interviewed a number of Board members and some members of the senior Administration. Her report was before the Board.

Because of the time constraints, Maureen Reid was asked to introduce the topics, seek some preliminary feedback from Board members and schedule another meeting.

Ms Reid covered the feedback received during the various interviews she conducted. She shared some immediate steps that can be taken to address concerns that were expressed and some areas that need further consideration by the Board, and perhaps, by an ad hoc committee. This overview provided a foundation for a future meeting. (For more information refer to enclosed handout.) There was a brief discussion regarding the information presented.

The *in camera* session of the Board then concluded.

Board Governance Presentation and Discussion: Mr. Cowan began by introducing Maureen Reid from Boardworks who will facilitate this part of the Board meeting. He stated that governance issues are always important and should always be part of the agenda. He acknowledged that some progress has been made over the past few years and considerable effort has gone into this issue by looking at the way the Board operates, by ensuring that governors contribute as much as possible to the University, and that participation as a Board member is as interesting as possible. He then went on to say that discussions led to several changes; those being: the downsizing of the number of Board members and the number of meetings; and, the very helpful work of Lorne Clark's committee resulted in the Board to strategically focus its agendas, and to committee restructuring to support the work of the Board; and, to encourage people to participate more in the meetings.

He stated that the time has come to proceed with a strategic focus on governance and Maureen Reid was asked to begin the discussion. She began by reviewing all the materials relating to the Board. She then interviewed a number of Board members and people associated with the University, and some members of the senior Administration. She has come back with a report and will facilitate a discussion of issues on governance.

Because of the time constraints, she was asked to give an overview of where we stand now and ask for some preliminary feedback from Board members and then try to schedule another meeting.

Ms Reid then covered the general highlights of the feedback received during the various interviews she conducted. She shared some of the immediate steps that will be taken to address some of the concerns that were expressed and some of the areas that need further consideration by this group, and perhaps, by a sub-group of the Board on an on-going basis. This overview will serve as a foundation for a future meeting.

Basically, what we are going to be focusing on are the key responsibilities of the Board and tackling various questions around Board culture and size.

She then gave an overview of the reasons for interviewing a cross-section of the Board, and the broad questions.

General Feedback: it was evident throughout the conversation that people had noted a considerable improvement in the Board effectiveness and functioning since the report that Lorne Clarke's committee offered.

There were very positive compliments around the caliber of the University administration and the leadership of the Board.

For purposes of presenting the information, the following framework which falls into three basic categories: Board Responsibilities and Structure, Board Culture and Size and the Infrastructure and Report Practices.

Board Responsibilities and Structure: All those interviewed indicated that better clarity regarding rules and responsibilities of the Board and preferably at the front end of either service or at the front end of being asked to serve. What are the expectations, what are the rules and responsibilities of the Board of Governors in 2005. What is the Board's rule in setting long-term strategy on behalf of the organization? Is the Board a rubber-stamping entity or should it be more pro-actively involved in setting the direction of the organization?

What are the appropriate boundaries between the role of the Board and the role of the senior administration? Lots of discussion and clarification needed, particularly regarding strategy development What are the legal duties and liabilities as Directors? What are the responsibilities as Board members to demonstrate personal initiative?

Board Committees: participation is essential, and that there is a need to ensure a good skill set to Committees and particularly important as Chair of Committees.

Being part of a Committee is the best way to maximize the value of members. It is where they feel they have the most impact and makes the experience more meaningful.as volunteers and is considered to be a very important learning ground for potential Board members.

Smaller but more expert Committees

Desire to even out or add some consistency to the activity level between Committees.
More opportunities to know Board members better.