

BOARD OF GOVERNORS

Approved Minutes of the Meeting (Open Session) held on June 24, 2014 at 3:00 p.m. Macdonald Building, University Hall

MEMBERS PRESENT: Jim Spatz (Chair), Jay Abbass, Michelle Awad, John Baxter, Barrie Black, William Black, Richard Florizone, Fred Fountain, Lloyd Fraser, Rebecca Haworth, John Hutton, Laurie Jennings, Courtney Larkin, Lori MacLean, Gail Tomblin-Murphy, Aubrey Palmeter, Sherry Porter, Chris Smith, Rob Sobey, Candace Thomas

NON-MEMBERS PRESENT: Floyd Dykeman (VP External), David Mensink (DFA Observer), Katherine Frank (Assistant Vice President, Human Resources), Ian Nason (Acting VP Finance & Administration), Carolyn Watters (VP Academic and Provost), Susan Brousseau (University Secretary), Andrea Power (Associate Secretary, Senate), Leslie Binnington (Minute Taker)

REGRETS: Ramz Aziz, Joyce Carter, Wadih Fares, Bob Hanf, George McLellan, Paula Simon, Larry Stordy, Martha Crago (VP Research), Bonnie Neuman (VP Student Services)

1. Approval of Agenda

Moved by M. Awad, seconded by L. Fraser:

THAT the agenda be approved as presented.

The motion CARRIED.

2. Consent Agenda

2.1 Approval of Minutes of the Meeting of April 15, 2014

Motion: THAT the minutes of the meeting held on April 15th, 2014 be approved as presented.

Approved by Consent.

2.2 Board of Governors Appointments and Reappointments

Motion: THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the nominations of Michelle Awad and Candace Thomas for recommendation to the Governor in Council for reappointment to the Board of Governors of Dalhousie University for a three-year term from July 1, 2014 to June 30, 2017.

Approved by Consent.

Motion: THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the nominations of Naiomi Metallic to the Board of Governors of Dalhousie University for a three-year term from July 1, 2014 to June 30, 2017.

Approved by Consent.

Motion: THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of Elaine Gibson to the Board of Governors of Dalhousie University for a three-year term from July 1, 2014 to June 30, 2017.

Approved by Consent.

Motion: THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the reappointment of Aubrey Palmeter to the Board of Governors of Dalhousie University for a two-year term from July 1, 2014 to June 30, 2016.

Approved by Consent.

2.3 Appointment of Board Officers, Committee Chairs, and Committee Members

Motion: THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of the following Officers of the Board of Governors of Dalhousie University for a one-year term from July 1, 2014 to June 30, 2015:

Chair Lawrence Stordy
Vice-Chair George McLellan
Honorary Secretary Joyce Carter
Honorary Treasurer Jay Abbass
President Richard Florizone

Approved by Consent.

Motion: THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of the following Chairs of the Board Standing Committees for a one-year term from July 1, 2014 to June 30, 2015:

Academic Affairs and Research Committee Joyce Carter Audit Committee Jay Abbass **Capital Projects and Facilities Committee** Wadih Fares **Executive Committee Lawrence Stordy Governance and Nominating Committee Candace Thomas Human Resources Committee Sherry Porter Investment Committee George McLellan Operations Committee** Michelle Awad **Steering Committee Lawrence Stordy Student Experience Committee Paula Simon**

Approved by Consent.

Motion: THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of members to the Board Standing Committees for a one-year term from July 1, 2014 to June 30, 2015 as presented on the attached list dated June 16, 2014.

Approved by Consent.

2.4 Pension Trust Fund and Retirees' Trust Fund Appointment

Motion: THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of Jay Abbass as a Trustee of the Pension Trust Fund and the Retirees Trust Fund for a one-year term from July 1, 2014 to June 30, 2015.

Approved by Consent.

2.5 Revised Student Accommodation Policy

Motion: THAT the Board of Governors, on the recommendation of the Academic Affairs and Research Committee, approve the Student Accommodation Policy as presented, to be effective September 1, 2014.

Approved by Consent.

2.6 Senior Administrative Appointments Policy – Minor Amendment

Motion: THAT the Board of Governors, on the recommendation of the Academic Affairs and Research Committee, approve the proposed amendments to the Senior Administrative Appointments Policy as presented.

Approved by Consent.

3. Business Arising from the Minutes

There were no matters arising from the minutes.

4. Chair's Report

J. Spatz welcomed new board members Rebecca Haworth, student representative, and Alan Pinder, newly elected Chair of Senate who will serve *ex-officio* on the board effective July 1, 2014. He also welcomed Dr. David Mensink, who was attending on behalf of Dr. Catrina Brown, the new DFA President for 2014-15. Dr. Brown will serve as the DFA Observer at Board meetings for the coming year.

Dr. Spatz highlighted that under the Consent Agenda, Larry Stordy was approved as the new Board Chair, effective July 1st, 2014. Dr. Spatz noted that Mr. Stordy was unable to attend the meeting; however, he is honoured to be assuming this role.

Dr. Spatz drew attention to the two motions that were approved by the Executive Committee on behalf of the Board in the interim since the April 15, 2014 meeting.

1. Wallace McCain Learning Commons Location and Excavation Approval (June 13, 2014)

BE IT RESOLVED THAT the Board Executive Committee, on behalf of the Board of Governors, and on the recommendation of the Capital Projects and Facilities Committee, approve the expenditure of a sum not to exceed \$550k on the Site Preparation work for the Wallace McCain Learning Commons at the location between the Life Sciences Centre and the Chase Building identified as Site 4.

2. Collaborative Health Education Building Construction Contract Approval (June 13, 2014)

BE IT RESOLVED THAT the Board of Governors Executive Committee, on behalf of the Board of Governors, and on the recommendation of the Operations Committee, approve the CCDC-2 Stipulated Price Contract with Bird Construction Co. for the construction of the Collaborative Health Education Building.

Finally, Dr. Spatz thanked retiring Board members Gail Tomblin Murphy, faculty representative for the past six years; Lloyd Fraser, Chair of Senate and a board member for the past 7 years; and, Chris Smith, a board member for the past 9 years, first as alumni and then as a Board appointee, for their significant contributions to the Board and the University.

5. President's Report

President Florizone presented his written report, noting the positive performance of the University over the past year as demonstrated by several key measures, including enrolment growth, research income, provincial government support and fund-raising commitments. He noted several recent highlights, including spring convocation ceremonies and the recent visit by Nova Scotia university and government representatives to the University of Waterloo to explore what might be learned from the approaches to research innovation and entrepreneurship in place at Waterloo.

Following his report, Dr. Florizone thanked Board members for their commitment to, and support of the University over the past year and for the support offered to him personally during his first year as President. He noted particularly his appreciation for the advice and counsel of Dr. Spatz, Board Chair, during this past transition year.

5.1 University Strategic Direction 2014-2018

J. Spatz introduced this item, noting that President Florizone began the *100 Days of Listening* exercise as a way to begin to meet the people of Dalhousie and to gain an understanding of the issues facing the University. He noted that the statement of emerging priorities was the focus of the Board retreat last December, and the refined *Strategic Direction* document was approved by Senate on April 28, 2014, following several opportunities for discussion by Senate. He commented that it is a significant document for Dalhousie and lays the necessary foundation for planning over the next four years.

Dr. Florizone then provided an overview of the *Strategic Direction* document, noting its significance in terms of creating a shared platform and shared understanding between the Senate and the Board on next steps for the university. He highlighted the process of refining the mission, vision, and strategic priorities with the collaborative input from Senate. Dr. Florizone noted that the next phase of the process will be to develop strategies to act on each priority area presented in the *Strategic Direction* document.

Following the presentation, Dr. Florizone responded to several questions on the document and the issues and priorities presented in it.

Moved by R. Florizone, seconded by J. Baxter:

THAT the Board of Governors approve the Strategic Direction 2014-18, including vision, mission, and the strategic priorities, as a statement of overall direction for the university, guiding the work of administration and others on major initiatives. Specific initiatives within Strategic Direction remain subject to Senate and Board approval as appropriate.

The motion CARRIED.

6. Dalhousie Student Union President's Report

R. Aziz was unavailable for the meeting, but his report was included in the Board meeting package. There were no questions on the report.

7. Items for Decision: Administrative/Financial Matters

7.1 2013-14 Operating Budget Report

M. Awad presented the report on behalf of the Operations Committee. She noted that the Halifax campus achieved a balance of revenues and expenditures for the year through the use of \$2.5 million of reserve funds. This was less than the \$6.0 million of reserve fund use originally budgeted and was the result of positive variances, particularly tuition revenue (\$2.78 million primarily attributable to higher international student enrolment), and operating investment income which was better than budget by \$459,000. Additionally, the amount required to supplement endowments was lower by \$415,000. There were some negative variances off-setting the positive experience, the most significant being higher than projected energy costs (contributing to a shortfall of \$243,000).

The Truro campus finished the 2013-14 fiscal year with an overall shortfall of \$268,000, primarily the result of costs in the Energy, Water, Taxes and Insurance line; the unfavourable variance of \$347,000 resulted from increased furnace oil costs incurred when the biomass boiler on campus required shutdown for repairs during the winter months. The shortfall was offset by the use of reserve funds from 2012-13. There were no questions on the report.

7.2 2013-2014 Audited Financial Statements

C. Smith, Chair of the Audit Committee, presented the financial statements, noting that the audit process proceeded smoothly in the view of both Management and the external auditors. There were no questions on the report.

Moved by C. Smith, seconded by R. Sobey:

THAT the Board of Governors, on the recommendation of the Audit Committee, approve the audited Financial Statements of the University for the year ended March 31, 2014.

The motion CARRIED.

7.3 2014-2015 Operating Budget Approval

M. Awad, Chair of the Operations Committee, presented the proposed budget for approval, noting that extensive discussion took place regarding a balanced budget. B. Black noted a possible error in the cumulative sum of the athletic budget on page 17. I. Nason responded that he will review this item. Discussion explored the availability of financial resources from the provincial government and its impact on the recovery of costs. R. Florizone noted the importance of working together on shared interests and encouraging collaborations.

Moved by M. Awad, seconded by B. Black:

THAT the Board of Governors, on the recommendation of the Operations Committee, approve the 2014-2015 Operating Budget with revenues and expenditures each of \$391,083,000.

The motion CARRIED.

8. Capital Projects

8.1 Capital Projects Governance Policy

I. Nason introduced this item in the absence of Wadih Fares, Chair of the Capital Project and Facilities Committee, who was unable to attend the meeting. Mr. Nason noted that the capital projects governance process was revised in 2012 and this proposed Capital Projects Governance Policy is an outcome of that new process. He provided an overview of the rigorous internal process that informed the development of this policy. A key element highlighted was the provision in the policy whereby any

significant change in budget, scope, or financial considerations in a capital project must be brought to the attention of the Capital Projects and Facilities Committee. This adds control on changes that occur when the approval process has already been completed.

Moved by J. Abbass, seconded by C. Smith:

THAT the Board of Governors, on the recommendation of the Capital Projects and Facilities Committee, approve the Capital Projects Governance Policy as presented.

The motion CARRIED.

8.2 Modernizing Academic and Space Scheduling (MASS) Project

I. Nason introduced this item on behalf of Mr. Fares, highlighting that this project will see the installation of the Infosilem system to modernize the management of classroom and room bookings across the campus. The current classroom scheduling system is outdated and rudimentary and this program will constitute a significant improvement and upgrade to IT infrastructure in a high priority area. He noted that this project will involve significant change to current policies and practices on campus and consultations have begun with Faculties and departments to facilitate these changes. There were no questions on the report.

Moved by M. Awad, seconded by A. Palmeter:

THAT the Board of Governors, on the recommendation of the Capital Projects and Facilities Committee, approve a project budget of \$1,009,600 to complete Phase II of the MASS project.

The motion CARRIED.

9. Governance

9.1 Senate Constitution - Proposed Revisions

L. Fraser presented the proposed revisions to Sections 1 and 2 of the Senate Constitution, noting that these are fairly minor changes to the Constitution that was significantly revised three years ago. He highlighted several items within the proposed revisions, including the additional clarity on the items that need to move from Senate to the Board for approval and where matters can be left to Senate for approval. He also noted revised provisions concerning the appointment of Senate officers. There were no questions on this report.

Moved by L. Fraser, seconded by J. Baxter:

THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the amendments to Section 1 and 2 of the Dalhousie University Senate Constitution as approved by Senate on June 9, 2014, these amendments to be effective July 1, 2014.

The motion CARRIED.

10. Items for Information: Board Standing Committees Reports 10.1 Annual Reports

J. Spatz noted the annual reports of the Board standing committee in the meeting package. There were no questions or comments on the reports.

10.2 Investment Committee – Update on Divestment Discussion

C. Smith, on behalf of G. McLellan, Chair of the Investment Committee, presented an update on the fossil fuel divestment discussion at the Investment Committee level, noting that investment performance was the focus of the committee's most recent meeting. He highlighted the next steps in the process, noting that a report back to the Board in anticipated in Fall 2014. At that time, expectations and a formal proposal for what is to be accomplished by the end of 2014 will be presented to the Board. Subsequent discussion explored the evolution of ethical investments, the issue of divestment of fossil fuels, the relationship of investment policy and academic policy, and how to best analyze the many aspects of divestment.

Joyce Carter, Honorary Secretary

11. In Camera Session

12. Adjournment

Jim Spatz, Chair

The Board moved to an in camera session.

The meeting adjourned at 5:00 pm.		



BOARD OF GOVERNORS

Proposed 2014-2015 Standing Committee Membership

Executive Committee:

Composition: No more than twelve members of the Board, including the Board Chair, the Vice-Chair, the Honorary Secretary, the Honorary Treasurer, the University President, the Chair of the University Senate, the President of the Dalhousie Student Union, the Chairs of the following Board Committees: Academic Affairs & Research, Human Resources, Operations, and Student Experience. Additional members can be added from time to time as needed.

Members:	Larry Stordy, Chair (External Board member)
	George McLellan (Vice-Chair)
	Joyce Carter (Honorary Secretary; Chair, Academic Affairs and Research)
	Jay Abbass (Honorary Treasurer)
	Richard Florizone (President)
	Alan Pinder (Chair of Senate)
	Ramz Aziz (President of Dalhousie Student Union)
	Sherry Porter, (Chair, Human Resources Committee)
	Michelle Awad (Chair, Operations Committee)
	Wadih Fares (Chair, Capital Projects & Facilities Committee)
	Paula Simon (Chair, Student Experience Committee)
Non-Voting:	Susan Brousseau (University Secretary)

Steering Committee:

Composition: Not less than five members of the Board, including the Board Chair, Vice-Chair, Honorary Secretary, Honorary Treasurer and President. Additional members can be added as needed. The Vice-Presidents meet as part of the Steering Committee on a regular basis.

Members:	Larry Stordy, Chair (External Board member)
	George McLellan (Vice-Chair)
	Joyce Carter (Honorary Secretary)
	Jay Abbass (Honorary Treasurer)
	Richard Florizone (President)
	Ian Nason (Acting VP Finance & Administration)
	Martha Crago (VP Research)
	Floyd Dykeman (VP External)
	Bonnie Neuman (VP Student Services)
	Carolyn Watters (VP Academic & Provost)
Non-voting:	Susan Brousseau (University Secretary)

Academic Affairs & Research Committee:

Composition: **Not less than six members of the Board**, including the Chair of Senate, a Senate Board member, and a Student Board member; *ex officio* members are the Board Chair and President.

Members:	Joyce Carter, Chair (External Board member)
	Naiomi Metallic (External Board member)
	Paula Simon (External Board member)
	Alan Pinder (Chair of Senate)
	John Baxter (Senate Board member)
	Rebecca Haworth (Student Board member)
	John Hutton (Student Board member) (Alternate)
Ex officio:	Larry Stordy (Board Chair)
	Richard Florizone (President)
Non-voting:	Martha Crago (VP Research)
_	Carolyn Watters (VP Academic & Provost)
	Susan Spence Wach (Associate VP Academic)
	Fiona Black (Associate VP Academic)
	Susan Brousseau (University Secretary)
Audit Commit	tee:
Audit Commit	tee: Not less than five members including members of the Board and members of the

an External Board member.

Members:	Jay Abbass, Chair (External Board member) Barrie Black (External Board member) Joyce Carter (External Board members) Laurie Jennings (External Board member) TBD (General Public)
Ex officio:	Larry Stordy (Board Chair) Richard Florizone (President)
Non-voting:	Ian Nason (Acting VP Finance & Administration) Susan Robertson (Acting Assistant VP Financial Services and Controller) Margaret Sterns (Director of Internal Audit Services) Sonya Fraser (External Audit Partner) Susan Brousseau (University Secretary)

Capital Projects and Facilities Committee:

Composition: Not less than three members including members of the Board and members of the general public; ex officio members are the Board Chair and President. The Committee Chair shall be an External Board member.

Members:	Wadih Fares, Chair (External Board member) Bob Hanf (External Board member) Aubrey Palmeter (External Board member) Jim Spatz (External Board member) Wes Campbell, Campbell Comeau Eng. Ltd (General Public member) Andy Fillmore, Waterfront Development Corporation (General Public member) Jay MacIsaac (General Public member)
Ex officio:	Larry Stordy (Board Chair) Richard Florizone (President)
Non-voting:	Elizabeth Croteau (Non-voting student member) Ian Nason (Acting VP Finance & Administration)

	Jeff Lamb (Asst. VP Facilities Management) Peter Coutts (Asst. VP Capital Projects) Susan Brousseau (University Secretary)
Governance a	nd Nominating Committee:
Composition: E	Board Chair, Board Vice-Chair, President and three additional members of the Board.
Members:	Candace Thomas, Chair (External Board member) George McLellan (Board Vice Chair) Bill Black (External Board member) Sherry Porter (External Board member) Jim Spatz (External Board member) Larry Stordy (Board Chair) Richard Florizone (President)
Non-voting	Susan Brousseau (University Secretary) Floyd Dykeman (VP External)

Human Resources Committee:

Composition: **Not less than four external members** of the Board; ex officio members are the Board Chair and President. Membership may include members of the general public who are not Board members.

Sherry Porter, Chair (External Board member) Michelle Awad (External Board member) Bill Black (External Board membr) Bob Hanf (External Board member) Laurie Jennings (External Board member)
Courtney Larkin (External Board member)
Larry Stordy (Board Chair)
Richard Florizone (President)
Ian Nason (Acting VP Finance & Administration)
Carolyn Watters (VP Academic & Provost)
Katherine Frank (Assistant VP Human Resources)
Susan Brousseau (University Secretary)

Investment Committee:

Composition: **Not less than three members of the Board**, one nominee of Senate, at least one member not otherwise affiliated with the University; ex officio members are the Board Chair, President and Vice-President Finance and Administration.

Members:	George McLellan, Chair (External Board member) Jay Abbass (External Board member) Rob Sobey (External Board member) Iraj Fooladi (Senate nominee) Paul Conrod (General Public)
Ex officio:	Larry Stordy (Board Chair) Richard Florizone (President) Ian Nason (Acting VP Finance & Administration)

Non-voting:	Susan Robertson (Acting Assistant VP Financial Services and Controller) Colin Spinney (Treasurer) Robert Mitchell (Investment Consultant) Susan Brousseau (University Secretary)

Operations Committee:

Composition: **Not less than five members of the Board**; ex officio members are the Board Chair and President. Membership may include members of the general public who are not Board members.

Members:	Michelle Awad, Chair (External Board member) Ramz Aziz (Student Board member) Barrie Black (External Board member) Aubrey Palmeter (External Board member) Rob Sobey (External Board member) Candace Thomas (External Board member) Paul Dykeman (General Public member)
Ex officio:	Larry Stordy (Board Chair) Richard Florizone (President)
Non-voting:	Ian Nason (Acting VP Finance & Administration) Floyd Dykeman (VP External) Susan Robertson (Acting Assistant VP Financial Services and Controller) Linda Penny (Director, Budgets & Financial Analysis) Susan Brousseau (University Secretary)

Student Experience Committee:

Composition: a) **Not less than five members of the Board**, at least two of whom shall be Student Board members; b) The Chair of the Board and the President of Dalhousie University who serve ex officio. They may designate a voting alternate to serve in their place; c) at least one Dean or designate; d) the President of the graduate student society or designate; e) other members of the general public/alumni who are not members of the Board, as appropriate, provided that the number of non-Board members (including those in (c) and (d) above), shall not exceed the number of Board members appointed to the Committee.

Members:	Paula Simon, Chair (External Board member) Courtney Larkin (External Board member) Lori MacLean (External Board member) Aubrey Palmeter (External Board member) Elaine Gibson (Senate Board member) Ramz Aziz (Student Board member) Rebecca Haworth (Student Board member) John Hutton (Student Board member)
Ex officio:	Larry Stordy (Board Chair) Richard Florizone (President)
Non-voting:	Bonnie Neuman (VP Student Services) Susan Brousseau (University Secretary)
Resources:	Heather Sutherland (Assistant Vice President, Ancillary Services) Anne Forrestall (Assistant Vice-President, Student Academic Success)

Zane Robison (Executive Director, Student Life)		
Verity Turpin (Executive Director, Student Wellness)		
Jeff Lamb (Assistant VP Facilities Management)		

Other Committees/Bodies (members appointed by Board of Governors)

Pension Trust Fund (PTF):

Composition: Not less that three members of the Board of Governors, one nominee of Senate, one nominee of the Dalhousie Faculty Association, at least one member not otherwise affiliated with the University, the President and the Vice-President Finance and Administration.

Members:	Term:
George McLellan, Chair (Board of Governors)	July 1, 2009 – June 30, 2015
Jay Abbass (Board of Governors)	July 1, 2014 - June 30, 2015
Rob Sobey (Board of Governors)	July 1, 2013 - June 30, 2016
Iraj Fooladi (Senate)	July 1, 2009 – June 30, 2015
Ron Pink (Dalhousie Faculty Association)	July 1, 2014 – June 30, 2016
Paul Conrod (General Public)	July 1, 2014 – June 30, 2017
Richard Florizone (President)	Ex officio
Ian Nason (Acting Vice-President, Finance & Administration)	Ex officio

Retirees Trust Fund (RTF):

Composition: Not less than three members of the Board of Governors, one nominee of Senate, one nominee of the Dalhousie Faculty Association, at least one member not otherwise affiliated with the University, the President and the Vice-President Finance and Administration.

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Members:	<u>Term</u> :
George McLellan (Board of Governors)	July 1, 2009 – June 30, 2015
Jay Abbass (Board of Governors)	July 1, 2014 – June 30, 2015
Rob Sobey (Board of Governors)	July 1, 2013 – June 30, 2016
Iraj Fooladi (Senate)	July 1, 2009 – June 30, 2015
Ron Pink (Dalhousie Faculty Association)	July 1, 2014 – June 30, 2016
David Cameron (Retiree)	July 1, 2009 – June 30, 2015
Paul Conrod (General Public)	July 1, 2014 – June 30, 2017
Richard Florizone (President)	Ex officio
Ian Nason (Acting Vice-President, Finance & Administration)	Ex officio
Senate Honorary Degrees Committee:	
Michelle Awad	July 1, 2014 – June 30, 2017
Lori MacLean	July 1, 2014 – June 30, 2017
Pension Advisory Committee:	
Jasmine Walsh	July 1, 2012 – June 30, 2015
Dalhousie University Foundation:	
Larry Stordy	June 2, 2010 – June 30, 2016
Laurie Jennings	March 31, 2014 – June 30,
	2016
SUB (Student Union Building) Board of Management:	
<u>-</u>	Feb. 11, 2014-June 30, 2015
Paula Simon	. 35. 11, 2511 04110 00, 2010
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