

Item: Board of Governors Minutes, June 2008
Call Number: UA-1

Additional Notes:

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BOARD OF GOVERNORS

Minutes of the Annual Meeting held on Tuesday, June 24, 2008 University Hall, Macdonald Building

MEMBERS PRESENT: James Cowan (Chair), Jay Abbass, Elizabeth Beale, William Black, Level Chan, Robert Chisholm, Richard Evans, Lloyd Fraser, Lynn Irving, Courtney Larkin, Nancy MacCready-Williams, Cathy MacNutt, Don Mills, Robert Radchuck, David Russell, Jim Spatz, Tom Traves, Jim Wilson, Shannon Zimmerman, and Susan Brousseau (University Secretary)

REGRETS: Jamie Baillie, Lorne Clarke, Fred Fountain, Sunny Marche, Chris Smith, Lawrence Stordy, Bruce Towler

NON-MEMBERS: Carl Breckenridge, Ken Burt, Darrell Cochrane, Karen Crombie, Lee Crowell, Floyd Dykeman, David Mensink, Ian Nason, Bonnie Neuman, Alan Shaver, Susan Zinck

1. Approval of the Agenda

Moved by B. Black, seconded by R. Chisholm:

THAT the agenda be approved as circulated.

The motion was CARRIED.

2. Environmental Health and Safety Award 2007-08

J. Cowan presented the 2007-08 Environmental Health and Safety Award to the Department of Chemistry Safety Committee.

3. Approval of Minutes of the Meeting held on May 12, 2008.

Moved by S. Zimmerman, seconded by R. Evans:

THAT the minutes of the special meeting held on May 12, 2008 be approved as distributed.

The motion was CARRIED.

4. Business Arising from Minutes

4.1 Enrolment Management Steering Committee Report and 4.2 Long Term Financial Planning Committee Report Update

J. Cowan noted that these two items were on the agenda for the April Board meeting but that there was insufficient time for discussion of them. Further material on each item was distributed to Board members following the meeting with an invitation to address questions to A. Shaver or T. Traves respectively.

An opportunity for further discussion was offered but no further questions were raised at this time.

5. Chair's Report

J. Cowan welcomed David Mensink as the Dalhousie Faculty Association (DFA) Observer for 2008-09. Mr. Mensink is currently President of the DFA. He also congratulated Board members Jamie Baillie, Level Chan, Nancy MacCready-Williams, Don Mills and Jim Spatz for various honours and recognition they have received in recent months.

Mr. Cowan noted that this is the last Board meeting for Lorne Clarke, Richard Evans, Cate MacNutt, Don Mills and Bob Radchuck, and thanked them for their active service and their important contributions to the Board and its committees throughout their terms. He presented small gifts of thanks on behalf of the Board and the University.

6. President's Report

T. Traves expressed his thanks to retiring Board members and thanked them for their outstanding service and contributions to Dalhousie. He also noted that Dr. Carl Breckenridge, Vice-President Research, will retire at the end of June. His many contributions to the University in this and other roles during his years at Dalhousie will be acknowledged at a reception to be held later this week.

Dr. Traves reported on the following matters:

- Enrolment prospects at this point look promising and he is cautiously optimistic about the numbers for this year. Applications to the University and to the residences have been strong.
- In response to recent discussions with the province, he has authorized the Faculty of Medicine and the School of Nursing to increase their enrolment intakes for this year by 10 students and 25 students respectively. The 25 students in Nursing will eventually grow to 50 additional students a year. The province has indicated financial support for these increases and he is confident that all of the financial arrangements will be completed shortly. These increases will create some space issues that the University will need to accommodate in the short term, but discussions have already begun with the province on a proposal to enter into a partnership to fund additional space at the University. Our ability to handle these additional students is contingent on working out a reasonable funding arrangement for new space. The Board will hear more about this issue in the fall.
- The Faculty of Medicine and the New Brunswick government have completed negotiation of an agreement to open a branch of the Dalhousie Medical School in Saint John, New Brunswick. The program will take 30 students each year and is set to commence in about 18 months. The financial arrangements have been reviewed and the University is confident that it will be a good arrangement.
- The University recently approved two significant new academic initiatives: the College of Sustainability, an interdisciplinary unit which will essentially coordinate a number of environmental programs under the general rubric of Environment, Sustainability and Society; and a new, re-designed "fast-track" M.B.A. program which will model the job experience format of the undergraduate commerce program and which will involve a

substantially enhanced fee. Both of these initiatives will be unique in the region and the results in terms of student recruitment and employer interest are expected to be very positive.

- The Association of Universities and Colleges of Canada (AUCC) has just released a major report on the financing of universities. Dr. Traves noted that the report is very useful in that it puts the Canadian experience in a historical context and in an internationally comparable perspective. The comparative data (particularly from the United States), is very striking in its contrasts with the Canadian experience and, from his perspective, raises some concerns that there continue to be substantial long-term problems with the system that will continue to impact Canadian economic capacity. This report will be circulated to Board members and some further discussion in the fall may be appropriate.
- The Strategic Focus Update report circulated prior to the meeting provides a summary of the recent statistics. Again, further discussion may be appropriate in the fall when Board members have had an opportunity to digest the material. It was noted that the President has begun to collect targets in the various areas and some feedback on these targets would be welcome.

Following his report Dr. Traves responded to a number of questions regarding the new M.B.A. program and the plans for a possible new Health Science Building.

7. Dalhousie Student Union President's Report

C. Larkin briefly highlighted current activities of the DSU Executive as set out in her written report. She noted that the DSU Annual Report will be coming out in the next month and copies will be distributed to Board members.

ITEMS FOR DECISION

8. Financial Matter

8.1 2007-08 Budget Report

J. Spatz, Chair of the Operations Committee, briefly touched on highlights of the 2007-08 budget report, noting that the University completed the year with a slight surplus of \$232,000, which was appropriated together with accumulated surpluses for a total accumulated surplus of \$1.7 million. The 2007-08 year was also the last year of the current five-year, \$15.6 million strategic initiatives funding plan. He also noted that the University continues to make some progress in the area of facilities renewal with expenditures of just under \$10 million.

8.2 2007-08 Audited Financial Statements

Moved by R. Radchuck, seconded by D. Mills:

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, 2008.

The motion was CARRIED.

8.3 Appointment of Auditors for 2008-09

R. Radchuck, on behalf of B. Towler, Chair of the Audit Committee, briefly reviewed the Board's policy on the appointment of auditors and the review process followed by the Audit Committee.

Moved by R. Radchuck, seconded by D. Mills:

THAT, based on the recommendation of the Audit Committee, the Board of Governors approve the reappointment of KPMG Chartered Accountants as auditors of the University for the 2008-09 year.

D. Mills noted that it is his feeling that there should be a formal review process on a regular basis and that the issue of audit services be tendered at some interval. R. Radchuck responded that the Committee intends to deal with this issue in the coming year.

The motion was CARRIED.

8.4 BAC Report XXXVII/2008-09 Budget Approval

A. Shaver, Vice-President Academic and Provost, noted that the BAC final report is late this year due to the development of the Memorandum of Understanding with the province. He reported that this final report is very similar to the BAC XXXVI Report released several months ago. One significant change in the current report relates to energy costs; the estimate for this area has increased by 16% since April. This necessitated some correction in order to achieve a balanced budget and, as a result, the BAC cut, while it is less than last year, is slightly higher than had been anticipated earlier.

He also pointed out the following:

- All tuition fees are frozen at 2007-08 rates for 2008-09;
- Nova Scotia students will receive a bursary of up to \$761 for a full-course load;
- An overall enrolment decline of 155 students is predicted;
- A new program of strategic priorities funding is included.

In response to a question, Dr. Shaver reported on initiatives that support activities aimed at the retention of students. Other questions focused on strategies for the reduction of energy consumption and costs, enrolment and retention targets and funding spent on recruitment activities in order to grow enrolment, and potential risk areas in terms of inflationary pressures on the budget.

Moved by J. Spatz, seconded by E. Beale:

THAT, based on the recommendation of the Operations Committee, the Board of Governors approve the 2008-2009 Operating budget with revenues and expenditures each of \$270,637,000.

The motion was CARRIED.

9. Governance Matters

9.1 Board of Governors' Appointments

C. MacNutt, Chair of the Governance Committee, noted that there are a number of motions related to appointments and reappointments, reflecting the various constituencies from which appointments are made. The Board agreed to deal with all of the motions together.

Moved by C. MacNutt, seconded by D. Mills:

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the nomination of Jamie Baillie 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, 2008 to June 30, 2011.

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the nomination of Michele Awad and Stan Spavold for recommendation to the Governor-in-Council for appointment to the Board of Governors of Dalhousie University for a three-year term from July 1, 2008 to June 30, 2011.

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the appointment of Chris Smith to the Board of Governors of Dalhousie University for a three-year term, from July 1, 2008 to June 30, 2011.

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the reappointment of Sunny Marche for a further one-year term, from July 1, 2008 to June 30, 2009, to the Board of Governors of Dalhousie University.

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the reappointment of Level Chan for a further one-year term, from July 1, 2008 to June 30, 2009, to the Board of Governors of Dalhousie University

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the appointment of Nancy Barkhouse for a one-year term, from July 1, 2008 to June 30, 2009, to the Board of Governors of Dalhousie University.

The motions were CARRIED.

9.2 Appointment of Executive Officers and Committee Members

C. MacNutt noted one amendment to the list of Board Chairs for 2008-09: Nancy MacCready-Williams has agreed to serve as Chair of the Human Resources Committee. The Board agreed to deal with all of the motions together.

Moved by C. MacNutt, seconded by L. Fraser:

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the appointment of the following Officers of the Board of Governors of Dalhousie University for a one-year term from July 1, 2008 to June 30, 2009:

Chair

Jim Spatz

Vice-Chair	Bill Black
Honorary Secretary	Elizabeth Beale
Honorary Treasurer	Bruce Towler
President	Tom Traves
Member at Large	James Cowan

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the appointment of the following Chairs of the Board Standing Committees for a one-year term from July 1, 2008 to June 30, 2009:

Academic Affairs and Research Committee	Bill Black
Audit Committee	Chris Smith
Executive Committee	Jim Spatz
Governance Committee	Bruce Towler
Human Resources Committee	Nancy MacCready-Williams
Investment Committee	Stan Spavold
Operations Committee	Elizabeth Beale
Steering Committee	Jim Spatz
Student Experience Committee	Robert Chisholm

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the appointment of members to the Board Standing Committees for a one-year term from July 1, 2008 to June 30, 2009 as presented on the attached list dated June 24, 2008.

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the appointment of Chris Smith and Paul Conrod to the Pension Trust Fund and the Retirees Trust Fund for the term July 1, 2008 to June 30, 2011.

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the appointment of Bill Black to the Pension Trust Fund and the Retirees Trust Fund for the term July 1, 2008 to June 30, 2009.

The motions were CARRIED.

Following approval of these motions, T. Traves took the opportunity to note the long tenure of J. Cowan as Chair of the Board of Governors and his many contributions in that role. The experience, wisdom and judgment that Mr. Cowan has brought to the role has been a huge support for him as President and a tremendous strength for the University. He reported that there will be an opportunity in the fall to thank Mr. Cowan more formally for his contributions. Dr. Traves congratulated J. Spatz as the incoming Board Chair and noted that he is very much looking forward to working with him in that capacity.

9.3 Appointment of Dalhousie University Foundation Members

C. MacNutt reported on the current status of the Dalhousie University Foundation and the requirement that some members of the Foundation be Board members who are appointed by the Board.

Moved by C. MacNutt, seconded by L. Fraser:

THAT, on the recommendation of the Governance Committee, the Board of Governors approve:

(a) that the list of five Board members from whom two persons shall be appointed by the Governor in Council as members of the Dalhousie University Foundation consist of Elizabeth Beale, Bruce Towler, Jamie Baillie, Jay Abbass and Bill Black, and;

(b) that Bruce Towler and Jamie Baillie be nominated as the two members recommended to the Governor in Council for appointment to the Dalhousie University Foundation for a two-year term from July 1, 2008 to June 30, 2010.

The motion was CARRIED.

9.4 Appointment of Ombudsperson/Assistant Ombudsperson

T. Traves noted that the recommendation for this item comes to the Board following approval by the Dalhousie Student Union and the University Senate.

Moved by T. Traves, seconded by E. Beale:

THAT based on the recommendation of the Ombudsperson Advisory Committee, the Board of Governors approve the appointments of Ms. Lianne Locke as Ombudsperson for 2008-09, and Mr. Nathaniel Smith as Assistant Ombudsperson for 2008-09.

The motion was CARRIED.

9.5 Amendment to By-laws, Repeal and Replacement of Signing Authority Resolution

J. Spatz and C. MacNutt briefly reviewed the earlier consideration given this item by both the Operations Committee and the Governance Committee, noting the primary objectives of the new contract signing policy. The resolutions presented indicate the actions that must be taken to give effect to this policy.

Moved by C. MacNutt, seconded by S. Zimmerman:

Upon the recommendation of the Operations Committee and the Governance Committee, that the following be approved:

- 1. THAT By-Law 9.1.1 be amended by deleting the first sentence so that By-Law 9.1.1 now reads:

9.1.1 The Board shall have power from time to time to appoint any other person or persons on behalf of the Board either to execute contracts, documents or instruments in writing, generally, or to execute specific contracts, documents or instruments in writing. The corporate seal of the University may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.**
- 2. THAT By-Law 9.2.1 be repealed.**
- 3. THAT the Signing Authority Resolution passed by the Board September 16, 1986 and**

amended February 15, 2000 be repealed and replaced with the following resolution:

THAT legal instruments, contracts, agreements, deeds, leases, transfers, assignments, obligations, certificates or any other documents that create a binding obligation upon the University may be signed by the following:

**Chair of the Board of Governors
President
Vice-President Academic and Provost
Vice-President Finance and Administration
Vice-President Research
Vice-President Student Services
Vice-President External**

alone or in combination, or by their delegates, in accordance with a policy approved by the Board then in effect. All such instruments so signed shall be binding upon the University without any further authorization or formality.

In addition, the Board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

Any signing officer authorized as set out above may affix the University seal.

4. THAT the Document Execution/Contract Signing Authority Policy be approved.

The motion was CARRIED.

ITEMS FOR INFORMATION

10. Board Standing Committees: Annual Reports

J. Cowan noted that the annual reports of the Standing Committees were distributed in the agenda package and invited Board members to ask any questions they might have for the chairs of the various committees. Committee Chairs expressed their thanks to staff for their work and support over the year. The reports were received for information.

IN CAMERA SESSION

The Board then moved to the *in camera* portion of the meeting. During this session the Board approved:

- The appointment of Dr. Richard Goldbloom as Chancellor Emeritus of Dalhousie University. The Board also resolved that the normal process in future be that, when the Chancellor steps down, he/she assumes the title of Chancellor Emeritus unless the Board determines otherwise.
- The filing with the Superintendent of Pensions of the June 30, 2007 Valuation of the Dalhousie University Staff Pension Plan.

- An amendment to sub-rule 10 (b) of the Dalhousie University Staff Pension Plan.
- A motion to authorize a sum not to exceed \$33.1 million for the design and construction of the New Academic Building.

The meeting adjourned at 5:50 p.m.