

Item: Board of Governors Minutes, February 2009
Call Number: UA-1

Additional Notes:

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BOARD OF GOVERNORS

Approved Minutes of the Meeting held on Tuesday, February 17, 2009 (Open Session) University Hall, Macdonald Building

MEMBERS PRESENT: Jim Spatz (Chair), Jay Abbass, Michelle Awad, Nancy Barkhouse, Level Chan, James Cowan, Wadih Fares, Fred Fountain, Lloyd Fraser, Lynn Irving, Courtney Larkin, Nancy MacCready-Williams, Sunny Marche, Gail Tomblin Murphy, Chris Smith, Stan Spavold, Bruce Towler, Tom Traves, Jim Wilson, Shannon Zimmerman, and Susan Brousseau (University Secretary)

REGRETS: Jamie Baillie, William Black, Elizabeth Beale, Robert Chisholm, David Russell, Lawrence Stordy

NON-MEMBERS: Ken Burt, Martha Crago, Floyd Dykeman, Jeff Lamb, Ryan MacNutt, David Mensink, Bonnie Neuman, Rochelle Owens, Alan Shaver, Susan Spence-Wach

1. Approval of the Agenda

Moved by M. Awad, seconded by W. Fares:

THAT the agenda be approved as circulated.

The motion CARRIED.

2. Approval of Minutes of the Meeting held on November 24, 2008.

Moved by L. Fraser, seconded by L. Chan:

THAT the minutes of the meeting held on November 24, 2008 be approved as circulated.

The motion CARRIED.

3. Business Arising from the Minutes

There was no business arising.

4. Chair's Report

J. Spatz welcomed Gail Tomblin Murphy to her first meeting as a Senate representative on the Board of Governors. He reported that the reception for the Governors Awards recipients will be held on Monday, March 2nd at 4:00 p.m. in the atrium of the Rowe Management Building. Board members are encouraged to attend. The 2009 recipients are Amy Florian, Kaylyn Fraser, Emily Rideout and Eric Snow. He also noted that the date of the April Board meeting is now Tuesday, April 14th; members were previously notified of this change.

Dr. Spatz congratulated Wadih Fares on being named in December to the Premier's Economic Advisory Panel. He is one of 14 business leaders from across the province who has been asked to serve in this role. He also congratulated President Traves on his stellar showing in the Salvation Army's "Great Stocking Stuffer Challenge" in December; Dr. Traves raised almost \$14000 and finished first among the celebrity participants.

Dr. Spatz briefly reported on the meeting of Board Committee Chairs held in December and noted that there was much useful discussion. He reported that there was agreement at this meeting that it would be useful for two committee chairs to provide an overview of the mandate and work of their respective committee at each Board meeting over the next several meetings. This practice will begin at the meeting today with the Audit and Investment Committee Chairs each providing a report.

5. President's Report

President Traves updated members on the current budget planning challenges resulting from a variety of mostly external factors. He noted that while things look relatively optimistic for this next budget year, the senior executive group is more cautious in its thinking about the longer term than it was about six months ago. The feeling is that, where possible, the University needs to preserve as much flexibility as possible. He noted some recent good news from the federal budget wherein the federal government has committed about \$1.4 billion over two years to infrastructure funding for universities. There is still a great deal of uncertainty about the criteria for the funding, but it appears that it will involve matching dollars (from the provincial government or, if that is not forthcoming, potentially from the University itself). This funding could provide some very substantial opportunities to obtain funding for several major projects, including the proposed Health Education building and the renovation of the Life Sciences Centre facility. The University will continue to watch this program and communicate closely with provincial and federal representatives about opportunities for Dalhousie. The first goal is to explore the potential for a provincial commitment for matching funds.

6. Dalhousie Student Union President's Report

C. Larkin highlighted several items in her written report, particularly noting the DSU's recent "Imagine" campaign which flows out of its annual strategic planning process. She also noted the policy statements the DSU has developed on 24-hour study space and on uniform grading scales. In response to questions on these two policy issues, Ms. Larkin noted that the DSU is exploring options with respect to both these issues and is eager to work with the University to find a resolution to these matters. T. Traves and A. Shaver, Vice-President Academic and Provost, also confirmed that the University is exploring these issues and is looking forward to working with students to address them.

Ms. Larkin also distributed a document entitled "Traditions Task Force Report" and highlighted discussions from the recent meetings of this group which includes student services personnel and student representatives. B. Neuman, Vice-President Student Services, added that the document is a good reflection of the recent positive discussions. She noted that the recent series of meetings has been very informative and productive in better understanding the many contributions of Dalhousie's student societies.

7. ITEMS FOR DECISION

7.1 Board By-law Amendment

B. Towler, Chair of the Governance Committee, presented the proposed amendment to Section 3.4.2 of the Board by-laws as outlined in the information contained in the agenda package. Under the proposal, By-law 3.4.2 would now read as follows:

- 3.4.2 Normally no Member may be appointed to the Board pursuant to by-law 3.1.1 (b), 3.1.1 (c), or 3.1.1 (d) for more than three consecutive three-year terms (or for no greater than a total of nine consecutive years), unless such Member is the Chair or Vice-Chair of the Board.

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

THAT the Board of Governors, on the recommendation of the Governance Committee, approve the revisions to the Board of Governors By-law 3.4.2 as presented.

The motion CARRIED.

7.2 Process for Appointment of Chair and Chancellor

B. Towler reminded members that the consideration of appropriate processes for the appointment of the Chair of the Board and the Chancellor of the University was referred by the Board to the Governance Committee last fall. The Governance Committee has reviewed the issue and is proposing a process which is intended to ensure transparency and provide an opportunity for the input of Board members with respect to these positions. If approved, the processes will be incorporated into the Board by-laws. It was agreed to deal with the three motions together.

Moved by B. Towler, seconded by J. Cowan:

THAT the following process be recommended for the appointment of the Board Chair:

- 1. Where there is a current or anticipated vacancy in the Board Chair position, the Chair of the Board Governance Committee shall, in confidence, contact Board members by electronic mail or other appropriate means to seek their suggestions for appropriate names from the roster of current Board members.**
- 2. A committee comprised of the Chair of the Governance Committee, the out-going Board Chair and the President shall review the names submitted and shall bring forward one or more names for consideration by the Governance Committee.**
- 3. The Governance Committee shall determine an appropriate candidate and shall approach that individual to determine their willingness to serve as Board Chair. If the candidate approached declines to serve, the Governance Committee shall undertake further deliberations as necessary. At the conclusion of its deliberations, the Governance Committee shall bring forward a recommendation to the full Board for approval.**

THAT the following process be recommended for the appointment of the University Chancellor:

1. **Where there is a current or anticipated vacancy in the University Chancellor position, the matter will be discussed at an *in camera* session of the Board and an opportunity presented for Board members to offer suggestions of possible candidates for the position.**
2. **A committee comprised of the Board Chair, the Chair of the Governance Committee and the President shall review the names submitted by Board members and others, and shall bring forward one or more names for consideration by the Governance Committee.**
3. **The Governance Committee shall determine an appropriate candidate and shall request that the Board Chair and the President proceed to approach that individual to determine their willingness to serve as University Chancellor. If the candidate approached declines to serve, the Governance Committee shall undertake further deliberations as necessary. At the conclusion of its deliberations, the Governance Committee shall bring forward a recommendation to the full Board for approval.**

THAT the above processes, upon approval by the Board of Governors, be incorporated into the Board of Governors by-laws.

The motions CARRIED.

7.3 New Legal Entity – Carbon Storage Consortium

K. Burt, Vice-President Finance and Administration, briefed Board members on the background to the creation of the Carbon Storage Corporation as an incorporated entity, noting the information circulated in the agenda package. The existing consortium partnership involves Dalhousie, Nova Scotia Power Inc. and NS Energy. He noted that, essentially, the Carbon Capture and Storage Research Corporation of Nova Scotia will create a vehicle that allows the members of the consortium to receive \$5million in federal funding and to bridge into other forms of research funding.

Moved by S. Marche, seconded by W. Fares:

THAT the Board of Governors approve Dalhousie's participation in the incorporation of the Carbon Capture and Storage Research Corporation of Nova Scotia (the "Corporation").

The motion CARRIED.

8. ITEMS FOR PRESENTATION/DISCUSSION

8.1 Budget Advisory Committee Report

A. Shaver, Vice-President Academic and Provost, provided an overview of the Budget Advisory Committee Report XXXVIII, noting that it is not a budget document, but a discussion of a budget model. He noted that much has happened in terms of external uncertainty even since the release of this report in December and the Committee is continuing its discussions around these external factors. Currently, the report indicates a deficit of \$3.7million; this would normally be balanced by a base budget cut (commonly called the "BAC cut"), but no Faculty or unit reductions are included at

this stage. The Committee is also continuing to think about the allocation for strategic initiatives spending and how best to spend in these areas in light of the current economic climate.

In the discussion that followed, A. Shaver and T. Traves addressed several questions regarding the current pension plan concerns and the likely removal of mandatory retirement after July 1, 2009. It was noted that while these issues contribute to the general uncertainty the University faces, these particular issues will not impact the budget until the 2010-11 budget year. A. Shaver also provided further clarification on some of the figures in the document.

9. ITEMS FOR INFORMATION

9.1 Campus Master Plan Update

K. Burt reported that the first report is expected on February 18th. The second phase of the project will focus on generating options and this will involve a number of charettes (workshops) on each campus over the next few weeks. He noted that there will be a lot of work happening in the early part of March in order to encourage student participation before the end of the winter term. The next stage will involve the development of the second report which will be the first draft of the plan. It is anticipated that the final report will come to the Board next fall.

9.2 Dalhousie University Sustainability Statement

K. Burt noted the "principles" document in the Board agenda package and provided Board members with a brief overview of a variety of initiatives that the University has initiated in the area of sustainability. He introduced Rochelle Owen, Dalhousie's Director of Sustainability and spoke to some of the activities she has initiated and her work in institutionalizing sustainable practices. In response to a question, Ms. Owen briefly reviewed the elements considered in the process of prioritizing projects and activities.

9.3 Board Standing Committee Reports

C. Smith, Chair of the Audit Committee, and S. Spavold, Chair of the Investment Committee, gave brief presentations on the roles and work of their respective committees and responded to questions from other Board members. J. Spatz referred members to the reports of the other standing committees which were distributed in the agenda package.

IN CAMERA SESSION

The Committee moved *in camera* for the remainder of the meeting. During the *in camera* session the following resolution was approved:

THAT the Board of Governors approve the sale of Fenwick Place subject to review and recommendation to the Board Executive Committee by the Operations Committee of the Board.

Adjournment

The meeting adjourned at 6:05 p.m.