



BOARD OF GOVERNORS

**Approved Minutes of the Meeting (Open Session)
held on Tuesday, October 18, 2016 at 3:00 p.m.
University Hall, Macdonald Building**

MEMBERS PRESENT: Larry Stordy (Chair), Michelle Awad, Ian Bezanson, Joyce Carter, Wadih Fares, Jody Forsyth, Kati George-Jim, Elaine Gibson, Robert (Bob) Hanf, Kevin Hewitt, Courtney Larkin, Audrey Palmeter, Sherry Porter, Kathleen Reid, Robert Richardson, Paula Simon, Bart Soroka, Candace Thomas, Gail Tomblin Murphy, Michele Williams

NON-MEMBERS PRESENT: Martha Crago (Vice-President Research), Carolyn Watters (Provost and Vice-President Academic), Susan Brousseau (University Secretary)

REGRETS: Sara Austin, Cassandra Dorrington, Richard Florizone, Laurie Jennings, Anne McLellan, Peter Fardy (Vice President Advancement), Ian Nason (Vice-President Finance and Administration)

GUESTS: Peter Nicholson (Guest Speaker), Andrea Power (Associate Secretary, Senate), Laurene Rehman (DFA Observer)

1. Approval of Agenda

Moved by C. Larkin, seconded by M. Williams:

THAT the agenda for October 18, 2016 be approved as circulated.

CARRIED.

2. Consent Agenda

Item 2.1 - Minutes of June 28, 2016 - were removed from the Consent Agenda in order to note two corrections. Item 2.2 - Board Committee Appointments 2016-17 was approved by consent.

2.2 THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointment of Sara Austin to the Board Academic & Student Affairs Committee, and the appointment of Bart Soroka to the Board Capital Projects and Facilities Committee, effective immediately.

Approved by CONSENT.

Item 2.1 - Minutes of Meeting of June 28, 2016

E. Gibson noted under Item 2.5 that the date for the reappointment of the chair should be "2019" rather than 2018, in order to reflect the three-year term. J. Carter noted that for Item 8.2, she did not present the audited financial statements as she was not present for the meeting; this should be revised to indicate that L. Jennings presented this item on her behalf.

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

THAT the minutes of the meeting held on June 28, 2016 be approved as amended.

CARRIED.

3. Business Arising from the Minutes

There was no business noted.

4. Chair's Report

L. Stordy welcomed members to the new Board year and introduced new Board members attending their first meeting: Kati George-Jim, Robert Richardson, and Bart Soroka. He reminded all members of their fiduciary responsibility as Board members and trustees and noted the importance of declaring any conflicts of interest as those arise.

Mr. Stordy reported that new (and some returning) members attended a Board orientation session in mid-September and thanked members of the senior administrative team for the thorough introduction provided.

Mr. Stordy noted the report of the Executive Committee in the Board package and particularly the four motions approved on behalf of the Board since the annual meeting in June. As noted in the report, these were time-sensitive matters and, as a result, there was a need to deal with them in advance of the meeting today. The motions are as follows:

1. Approval of Post-Secondary Institutions Strategic Investment Fund ("SIF") Funding Agreement (August 12, 2016)

THAT the Executive Committee on behalf of the Board of Governors approve the agreement with the Province of Nova Scotia in relation to funding provided by the Government of Canada under the Post-Secondary Institutions Strategic Investment Fund ("SIF").

2. Fitness Centre Construction Contract (September 20, 2106)

THAT the Board Executive Committee, on the recommendation of the Finance, Audit, Investment & Risk Committee, and on behalf of the Board of Governors, approve the CCDC-2 Stipulated Price Contract with Bird Construction Group in the amount of \$16,944,330.00 for the construction of the Fitness Centre.

3. Appointment of Student Board Member (September 20, 2016)

THAT the Board Executive Committee, on the recommendation of the Governance and Human Resources Committee, and on behalf of the Board of Governors, approve the appointment of Bart Soroka as a student Board member for a term to run from September 20, 2016 to April 30, 2017.

4. Search Committee - Assistant Vice-Provost & University Registrar (September 20, 2016)

THAT the Board Executive Committee, on the recommendation of the Governance and Human Resources Committee, and on behalf of the Board of Governors, approve the appointment of Candace Thomas as the Board representative on the search committee for the Assistant Vice-Provost & University Registrar effective September 20, 2016.

Mr. Stordy reported briefly on upcoming events, including a meeting of the Board chair and vice-chair with the Senate officers and the President scheduled for November 1st; periodic meetings of this group provide an opportunity to enhance communication between the Board and Senate, particularly in terms of making progress together on Strategic Direction priorities. He also noted that planning is underway for an informal joint reception for Board and Senate members, likely following the Board meeting in November.

5. President's Report

L. Stordy reported that R. Florizone could not be present today due to his attendance at MIT (which results from the acceptance of Nova Scotia's team into MIT's Regional Entrepreneurship Acceleration Program (REAP)). He spoke briefly to the purpose of REAP and noted that Dr. Florizone is presenting at MIT as part of Nova Scotia's participation in this prestigious program.

In response to a question on the reference in the President's report to the development of an indigenous strategy, C. Watters responded that Dr. Fiona Black, Associate Vice-President, has been working with the Indigenous Advisory Committee to draft a strategy; the draft is nearing completion and she anticipates that it will then be presented to Senate and the Board for information and comment. Dr. Watters also addressed a question on the reference in the report to a slight decline in retention. She noted that overall, results are going the right direction and the University is just beginning to see the impact of initiatives that were put in place over the summer and fall. She noted that a new predictive tool has been developed and retention data can now be reviewed on a weekly basis.

6. Dalhousie Student Union President's Report

K. Reid highlighted various items in her written report, including the completion of the Student Union Building (SUB) renovations, and the success of Orientation Week and other events this fall. Ms. Reid also spoke to the establishment of the new Ombudsperson position which will begin in November 2016, and the Sexual Assault and Harassment Phone Line which will run until November 3rd. There has been a high level of interest in this latter project, as well as interest in establishing other survivor support initiatives on campus. Finally, Ms. Reid noted that November 2, 2016 is the National Student Day of Action and Dalhousie students will be taking part to raise awareness of concerns around tuition fees and accessible education. She encouraged members of the Board to support students at this event. There were no questions on the report.

7. Items for Decision

7.1 Sexton Campus Renewal Project – "D" Building Envelope (Board 2 Approval)

W. Fares introduced the motion, speaking to the "D" Building Envelope project as a key element of the Sexton Campus Renewal Project. He noted that this is one of the projects funded under the federal Post-Secondary Institutions Strategic Investment Fund ("SIF") and that there is some urgency to moving it through the approval process in a timely manner to ensure substantial completion by April 2018 (as required under the SIF program).

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

THAT the Board of Governors, on the recommendation of the Capital Projects and Facilities Committee, give Board 2 Approval to proceed with the D Building Exterior Envelope Project at a cost not to exceed \$ 6.3 million.

CARRIED.

8. Items for Information

8.1 The Importance of Research and Innovation to Nova Scotia's Future

L. Stordy introduced Peter Nicholson to the Board. Mr. Nicholson presented on his recent report, "*The Field Guide for Nova Scotia's Innovation Ecosystem: An Innovative Growth Strategy for Nova Scotia*". Following the presentation, Mr. Nicholson responded to a number of questions and comments from Board members on wide-ranging areas of interest in the presentation and report. It was agreed that Mr. Nicholson's report will be made available to all Board members through S. Brousseau.

8.2 Board Standing Committee Annual Reports

Several committee chairs spoke briefly to the highlights of the first meeting of their respective committees this term.

C. Thomas, Chair of the Governance and Human Resources Committee (G&HR), spoke briefly to the process of finalizing Terms of Reference documents for the new Committee structure. G&HR expects to have feedback from all committees regarding their draft Terms of Reference documents for its next meeting on November 4th. Following final review, these will come back to the Board for approval in November. She noted that she would encourage each committee to look at their terms of reference regularly over the coming year to consider whether they appropriately reflect the responsibilities of the committee or whether they require some adjustment. Ms. Thomas noted that the next step will be to review and update the Board bylaws to reflect the new structure and to modernize this document. This will be undertaken initially by the University Secretary and General Counsel.

Ms. Thomas also spoke to the new Guidelines for Guests Attending a Board Meeting, noting that these have been reviewed by G&HR and the Executive Committee. The intention is to provide guidelines to ensure a safe and respectful environment for Board members, guests and members of the public attending Board meetings. There were no question on the Guidelines. C. Thomas notes that the guidelines will be posted on the Board website following the meeting.

9. In Camera Session

The Board moved to an *in camera* session.

10. Adjournment

The meeting adjourned at 4:50 p.m.

Lawrence Stordy, Chair

Susan Brousseau, University Secretary