

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

Additional Notes:

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BOARD OF GOVERNORS

Approved Minutes of the Meeting held on Tuesday, June 23, 2009 (Open Session) University Hall, Macdonald Building

MEMBERS PRESENT: Jim Spatz (Chair), Jay Abbass, Michelle Awad, Elizabeth Beale, Level Chan, Robert Chisholm, Janet Conrad, Wadih Fares, Lynn Irving, 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, Nancy Barkhouse, James Cowan, Fred Fountain, Lloyd Fraser, Adam Harris, Lawrence Stordy

NON-MEMBERS: Paul Amyotte, Ken Burt, Darrell Cochrane, Martha Crago, Karen Crombie, Floyd Dykeman, Raymond Ilson, Heather Ann Jennex, Jeff Lamb, Ryan MacNutt, Terry Mitchell, Ian Nason, Bonnie Neuman, Jamie O'Neil, Alan Shaver, Jim Vibert, Peter Wallace, Susan Zinck

1. Approval of the Agenda

Moved by W. Fares, seconded by J. Abbass:

THAT the agenda be approved as circulated.

The motion CARRIED.

2. Presentation of Environmental Health and Safety Award

J. Spatz, Chair of the Board, and T. Traves, President, presented the 2009 Environmental Health Award to two recipients, Dr. Paul Amyotte, Professor of Process Engineering and Applied Science, and Dr. Peter Wallace, Senior Instructor in the Department of Earth Sciences.

3. Approval of Minutes of the Meeting held on April 14, 2009.

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

THAT the minutes of the meeting held on April 14, 2009 be approved as circulated.

The motion CARRIED.

4. Business Arising from the Minutes

There was no business arising.

5. Chair's Report

J. Spatz welcomed new student Board member, Janet Conrad, who was attending her first Board meeting. He also welcomed the new Dalhousie Faculty Association Observer, DFA President, Terry Mitchell.

Dr. Spatz reported on the following:

- The recent approval of a resolution by the Executive Committee, on behalf of the Board, respecting the establishment of a separate legal entity to market and distribute the first-year chemistry program developed by the Department of Chemistry. He noted that the resolution and background information are included in the Board agenda package. The resolution approved is as follows:

THAT the Board of Governors, on the recommendation of the Operations Committee, approve the creation of a new for-profit corporation, wholly owned by Dalhousie University, and instruct Administration to proceed with its creation.

- Four Board members have been named again this year in Atlantic Business Magazine's Top 50 CEOs for 2009: Jamie Baillie, Wadih Fares, Nancy-MacCready-Williams, and Jim Spatz. He offered congratulations to those honoured.
- The NAUBCS (National Association of University Board Chairs and Secretaries) Conference in Winnipeg in late April, which both he and Susan Brousseau, University Secretary, attended. He noted that Ms. Brousseau will send Board members the web link for the conference site where notes and presentations from a number of very useful and informative sessions are available for review. Of particular interest were sessions by Dr. Harry Arthurs (former President of York University), on the structure of bi-cameral governance in universities, and by Ken Steele of Academica Group on current trends impacting universities.

Dr. Spatz concluded by thanking retiring Board members, Elizabeth Beale (9 years), James Cowan (37 years), Sunny Marche (6 years), and Level Chan (2 years), for their dedicated service to the Board and the University. He presented small gifts of appreciation on behalf of the Board.

6. President's Report

T. Traves reported briefly on the past year, highlighting a number of positive factors including the number and quality of students attending Dalhousie, the University's solid financial position, the continued research strength within the institution and the revitalization of the campus through a number of major new building projects. He commented on several areas of uncertainty that may impact the University's operating budget in the coming year, including enrolments, government operating grants, challenges around the pension plan and the removal of mandatory retirement in Nova Scotia. A number of short-term measures are being considered to ensure as much flexibility as possible in the University's budget to increase the capacity to manage the institution's affairs in potentially more challenging times over the next few years. Additionally, with these circumstances and challenges in mind, he intends to refresh the University's strategic plan over the next several months to ensure, among other things, that Dalhousie is well prepared to respond to these potential problems. Currently, he has begun a data collection process seeking input, in the first instance, from academic and administrative units through an on-line survey instrument; a similar instrument will be used to seek input from Board members and others over the summer months.

His plan is to come forward early in the fall with the results of this exercise and a preliminary document for discussion at the Board's fall retreat.

7. Dalhousie Student Union President's Report

S. Zimmerman referred members to her written report and noted a number of recent highlights, including the hiring of a new full-time Societies Coordinator to work with the more than 250 societies falling under the DSU, and the planned opening in early September of a "Just Us" fair trade coffee outlet in the Student Union Building. She commented on the exclusion of student representatives from recent MOU discussions initiated by the previous provincial government regarding the universities' operating grants and expressed the hope that student input would be part of any further discussions. Ms. Zimmerman also noted that she has begun a series of conversations with individuals on campus with whom the DSU President has not traditionally met; these include the Deans of the various Faculties.

ITEMS FOR DECISION

8. Financial/Administrative Matters

8.1 2008-2009 Budget Report

E. Beale briefly summarized the results of the 2008-09 operating budget, noting that the University ended the 2008-09 fiscal year with a positive variance of \$1.8 million which was largely generated from higher than anticipated tuition revenue and lower energy costs. These saving were offset to some extent by lower investment income. This surplus has been appropriated together with accumulated surpluses for a total accumulated surplus of \$3.5 million.

8.2 2008-2009 Audited Financial Statements

C. Smith, Chair of the Audit Committee, presented the audited financial statements for approval, noting that the University received an unqualified opinion from the external auditors, KPMG. He noted that the revised version of the statements circulated at the beginning of the meeting involve minor changes to notes 3 and 4 (pp 25-26), which were picked up at the Audit Committee meeting earlier in June. He thanked Jamie O'Neil of KPMG and Dalhousie's Financial Services staff for their work throughout the audit process.

Moved by C. Smith, seconded by S. Marche:

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, 2009.

The motion CARRIED.

8.3 BAC Report XL/ 2009-2010 Budget Approval

A. Shaver commented briefly on the Budget Advisory Committee (BAC) budget planning process, noting again that there has been an effort this year to generate a fairly large strategic initiatives fund, both to address some of the University's strategic initiatives but also to be available to

address some potential uncertainties going forward. The strategic initiatives fund is \$7.7 million this year. It arises from a unit budget cut of about \$3.5 million which is being reallocated, as well as new money of about \$4.2 million from funding provided under the Memorandum of Understanding with the province. The \$3.5 million will be allocated in a variety of strategic areas, some of which will involve recurring costs, and the \$4.2 will be allocated primarily for one-time only costs and mostly to facilities renewal. In response to a question, he noted that despite the negative impact of the recent economic down-turn on the University's endowments, the President made a commitment in the fall to maintain current levels of student assistance. The difference in terms of lost endowment funding will be made up from Faculty budgets where there are some carry-forwards and, if necessary, from the 2009-10 operating budget.

E. Beale briefly reviewed the 2009-10 budget highlights, noting that the budget presented for approval is once again a balanced budget with revenues and expenditures each of \$289,050,000.

Moved by E. Beale, seconded by L. Irving:

THAT, based on the recommendation of the Operations Committee, the Board of Governors approve the 2009-2010 Operating budget with revenues and expenditures each of \$289,050,000.

The motion CARRIED.

8.4 Halifax Student Alliance Fee

E. Beale summarized the rationale for the suspension of the collection of the current Dalhousie Student Union (DSU) fee for the Halifax Student Alliance.

Moved by E. Beale, seconded by M Awad:

THAT the Board of Governors, on the recommendation of the Operations Committee, approve the suspension of the collection of the Dalhousie Student Union fee to support the Halifax Student Alliance, effective with the 2009-10 fall/winter terms, until further notice.

The motion CARRIED.

8.5 Pension Plan Amendment

K. Burt, Vice-President Finance and Administration, reported that the proposed amendment to the pension plan is essentially a house-keeping item that addresses changes made in the Income Tax Act last year that extended the age limit for members who must start taking their benefits from a registered pension plan from 69 to 71 years of age. The provincial regulations were also amended to mirror this change. The amendment will ensure that the Dalhousie plan is consistent with these changes.

Moved by T. Traves, seconded by N. MacCready-Williams:

THAT the Board of Governors approve an amendment to the Dalhousie University Staff Pension Plan to change the definition of "Latest Retirement Date" in Section 1(s) to the end of the calendar year in which a member attains age 71 for members born after 1935.

The motion CARRIED.

9. Capital Projects

9.1 Knowledge Infrastructure Program – LSC Retrofit

E. Beale briefly summarized Dalhousie's plans for this project and K. Burt responded to several questions respecting the provincial loan element of the funding.

Moved by E. Beale, seconded by L. Irving:

THAT the Board, on the recommendation of the Operations Committee, approve the commencement of the Life Sciences Centre Retrofit Project within the \$27 million in funding provided through the federal Knowledge Infrastructure Program which includes approximately \$13.5 million in federal funding, \$8.3 million in provincial funding and \$5.2 million in the form of a low-interest loan from the Nova Scotia government.

The motion CARRIED.

10. Governance Matters

10.1 Board of Governors Appointments

B. Towler, Chair of the Governance Committee, presented the motions for appointments and reappointments from the various constituencies. The Board agreed to deal with all of the motions together.

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

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the nomination of Jay Abbass 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, 2009 to June 30, 2012.

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the nomination of Sarah MacDonald and George McLellan 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, 2009 to June 30, 2012.

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the reappointment of Lynn Irving to the Board of Governors of Dalhousie University for a three-year term, from July 1, 2009 to June 30, 2012.

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the reappointment of Jennifer Smith to the Board of Governors of Dalhousie University for a three-year term, from July 1, 2009 to June 30, 2012.

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the reappointments of Nancy Barkhouse and Jim Wilson to the Board of Governors of Dalhousie University for a two-year term, from July 1, 2009 to June 30, 2011.

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the reappointment of Nancy MacCready-Williams to the Board of Governors of Dalhousie University for a three-year term, from July 1, 2009 to June 30, 2012.

THAT, based on the recommendation of the Governance Committee, the Board of Governors approve the appointment of Andrew Bennett to the Board of Governors of Dalhousie University for a three-year term, from July 1, 2009 to June 30, 2012.

The motions CARRIED.

10.2 Appointment of Board Officers and Committee Members

B. Towler presented the slate of Board Officers, Committee Chairs and Committee members for 2009-10. There were no nominations from the floor. The Board agreed to deal with all of the motions together.

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

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, 2009 to June 30, 2010:

Chair	Jim Spatz
Vice-Chair	Bill Black
Honorary Secretary	Nancy MacCready Williams
Honorary Treasurer	Bruce Towler
President	Tom Traves

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, 2009 to June 30, 2010:

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	Robert Chisholm
Steering Committee	Jim Spatz
Student Experience Committee	Jim Wilson

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, 2009 to June 30, 2010 as presented on the attached list dated June 23, 2009.

THAT, based on the recommendation of the Governance Committee, the Board of Governors approval the following reappointments to the Pension Trust Fund and the Retirees Trust Fund:

(i) Stan Spavold as a Board member representative on the Pension Trust Fund and the Retirees Trust Fund for the term July 1, 2009 to June 30, 2011;

(ii) Iraj Fooladi as the Senate representative on the Pension Trust Fund and the Retirees Trust Fund for the term July 1, 2009 to June 30, 2012;

(iii) Gregory Hebb as the Dalhousie Faculty Association representative on the Pension Trust Fund and the Retirees Trust Fund for the term July 1, 2009 to June 30, 2012;

(iv) David Cameron as the Retiree representative on the Retirees Trust Fund for the term July 1, 2009 to June 30, 2012.

The motions CARRIED.

10.3 Appointment of Ombudsperson

T. Traves presented the recommendation for the appointment of the Ombudsperson for 2009-10.

Moved by T. Traves, seconded by J. Abbass:

THAT the Board of Governors approve the appointment of Mr. Nathaniel Smith as Ombudsperson for 2009-10.

The motion CARRIED.

ITEMS FOR INFORMATION

11. Board Standing Committees: Annual Reports

J. Spatz noted that the annual reports of the Standing Committees were distributed in the agenda package and invited Board Chairs to comment on their reports. Committee Chairs briefly summarized matters considered by their committees, highlighted plans going forward and expressed their thanks to staff who support the committees for their work over the year. The reports were received for information.

T. Traves noted the impressive work of the Committees as demonstrated in the reports submitted and thanked Chairs and members for their service throughout the year.

IN CAMERA SESSION

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

THAT the Board, on the recommendation of the Operations Committee, approve a 20 year lease agreement with Nova Scotia Innovation Corporation for space in the new Life Science Research Institute building commencing April 1, 2011.

Adjournment

The meeting adjourned at 5:55 p.m.