

Item: Board of Governors Minutes, March 1992
Call Number: Board of Governors Fonds UA-1, 57.19

Additional Notes:

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**BOARD OF GOVERNORS
DALHOUSIE UNIVERSITY
AGENDA**

Tuesday, March 17, 1992 - 4:00 p.m.
Board and Senate Room

1. Minutes of Board Meeting of January 23, 1992 (enclosed)
2. Approval of Agenda
3. Board Matters
 - (a) Chair of Senate
 - (b) Ad hoc Task Force on Tuition Fee Policy (enclosed)
 - (c) Governors' Awards (enclosed)
 - (d) Report of Nominating Committee
4. Reports of Standing Committees
 - (a) Audit Committee (A. Shaw)
 - (b) Buildings and Grounds Committee (N. Newman)
 - (c) Development Committee (D. Curry)
 - (d) Finance and Budget Committee (L. Doane)
 - (e) Student Relations & Residence Committee: (B. Walker)
- 1992-93 Residence Rates
5. Pension Advisory Committee - Revision to Pension Plan Text
(to be circulated)
6. Board Governance - (enclosed)
 - (a) Amendment to By-Law 6.1.1 - Regular Meetings
 - (b) Proposed By-Law - Committee Meetings
 - (c) Executive Committee Membership
7. Discussion on Quality of Education at Dalhousie
8. Enrolment Statistics (enclosed)
9. President's Report
10. Other Business
11. **In Camera** - Nominations for Board Membership (tentative)
12. Adjournment

Additional Enclosure

- **University Affairs** (AUCC) - March 1992

Minutes of a Meeting of the
Board of Governors held on Tuesday,
March 17, 1992 at 4:00 p.m. in the
Board and Senate Room

Dalhousie University
Halifax, Nova Scotia

PRESENT: Mr. George C. Piercey
 Chairperson
 Mrs. Linda Fraser
 Mrs. Cynthia Gorman
 Ms. Beth Beattie
 Dr. Margaret Hansell
 Dr. D. Wayne Bell
 Mr. Donald A. Kerr
 Dr. Howard C. Clark
 Mr. Thomas E. G. Lynch
 President
 Mrs. Annemarie Macdonald
 Dr. Fay Cohen
 Ms. Bernadette Macdonald
 Dr. Donna M. Curry
 Dr. Albro D. MacKeen
 Honorary Secretary
 Hon. Jacqueline Matheson
 Mr. James S. Cowan
 Dr. T. John Murray
 Mr. J. Dickson Crawford
 Ms. Patricia Roscoe
 Mr. Tom Digby
 Mr. Allan C. Shaw
 Mr. H. Larry Doane
 Vice-Chairperson
 Honorary Treasurer
 Miss Barbara Walker
 Dr. John C. Fentress
 Mr. Robert Zed
 Mr. Fred S. Fountain

Also present were Dr. Denis Stairs (Vice-President, Academic and Research); Mr. Bryan G. Mason (Vice-President, Finance and Administration); Mr. Eric A. McKee (Vice-President, Student Services); Mr. Henry E. Eberhardt (Vice-President, External); Professor Jennifer Bankier (President, Dalhousie Faculty Association); Mr. Brian D. Christie (Executive Director, Institutional Affairs and Assistant to the President for Planning); Mr. Ian Nason (Director of Financial Services); Ms. Charlotte Sutherland (Director, Development Office); Mr. Michael Roughneen (Director, Personnel Services); Ms. Jane Spurr (Research and Policy Analyst); Ms. Sue Porter (Associate Registrar); Ms. Lale Kesebi (President-elect, Dalhousie Student Union); Mr. Scott Crawford (Incoming student representative to the Board of Governors); Mr. Fraser Matte (Incoming student representative to the Board of Governors); Mr. Dennis McNeil (Vice-President elect, Dalhousie Student Union); Mr. Brian L. Burnell (Manager and Actuary, Wyatt, Halifax); and Ms. Joann Griffin (Secretary).

Regrets were received from Mr. David J. Almon, Dr. Marie Battiste, Mr. Dan M. Campbell, Mr. George T. H. Cooper, Mr. Fred J. Dickson, Mr. Peter R. Doig, The Hon. T. Alex Hickman, Mr. George W. MacDonald, Mr. Ralph M. Medjuck, Mr. Norman H. Newman, Mrs. Ann Petley-Jones, Mr. Sherman Zwicker and Mrs. Peggy Weld.

The Chair called the meeting to order at 4:10 p.m.

Minutes

Following a correction to note that Dr. Albro D. MacKeen's name should be added to the list of those present, it was moved by Dr. MacKeen and seconded by Mr. Zed that the Minutes of the Board of

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Governors Meeting held on January 23, 1992 be approved. The motion carried.

Approval of Agenda

The Agenda was approved as circulated. Before proceeding to address the various Agenda items, Dr. Clark briefly referred to the possibility of a retreat for Board Members this spring, or preferably early in the fall with all of the new Board Members. Such a retreat would replace the Orientation Session for new Board Members and would focus on the role and responsibility of Board Members. Dr. Clark said that he would welcome suggestions and reactions from Board Members regarding the planning of a retreat.

Board Matters

Chair of Senate

Dr. Clark noted that effective April 1, 1992, Dr. Ken Dunn, incoming Chair of Senate, would replace Dr. Patricia Lane as a Member of the Board and for the rest of the year would also replace Dr. Lane as a member of the Development Committee. The Secretary was requested to write a letter to Dr. Lane to convey thanks for her contribution to the Board of Governors during her time as Chair of Senate.

Ad hoc Task Force on Tuition Fee Policy

It was noted that the Task Force on Tuition Fee Policy had already held one meeting, and that the terms of reference for this task force accorded fully with the substance of discussions that had already occurred, particularly at the January 23, 1992 meeting of the Board of Governors.

Governors' Award

Dr. Clark commented that the Board of Governors' Award had been discussed by the Executive Committee, which was in favour of it, but that clearly the Awards would be given on behalf of the Board. Mr. McKee noted that the response to the call for nominations for the Governors' Award had been very good, and it was hoped that the selection committee would meet on Monday, March 23 and that presentations of the Award would be made on Wednesday, March 25 at the DSU Student Appreciation Night.

Report of Nominating Committee

In the absence of the Nominating Committee Chair, Dr. Murray presented the Report of the Nominating Committee. He noted that

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the committee had met and considered a number of issues and recommendations and he was now pleased, on behalf of the committee, to recommend that Mr. Allan C. Shaw be appointed Chairperson of the Board of Governors for a term of one year effective 1 July, 1992. Dr. Murray then moved and Mr. Kerr seconded a motion to that effect. The motion carried.

With respect to student membership on the Board of Governors, Dr. Murray moved and Mr. Lynch seconded that, on the nomination of the Dalhousie Student Union, the following students be appointed as Members of the Board of Governors for a term of one year effective 1 May, 1992: Ms. Lale Kesebi (President-elect, Dalhousie Student Union), Mr. Scott Crawford and Mr. Fraser Matte. The motion carried.

Dr. Murray noted that the Nominating Committee was pleased to recommend that Mrs. Ann Petley-Jones, Miss Barbara Walker and Mr. Peter Pottier be appointed as the Board's representatives on the Governors' Awards Committee. He then noted that the Committee was pleased to report that Mr. Sherman Zwicker had agreed to serve on the Government Relations Committee of the Board.

Reports of Standing Committees

Audit Committee

Mr. Shaw advised that the Audit Committee had met on February 26 and reviewed the Audit Management letter. He noted that all items from the previous letter had been taken care of and several items from the current letter are well in hand. They also reviewed and agreed with the general Audit Plan to take place between now and the middle of June, and expect to report on the audit results at the Annual Meeting of the Board in June.

Buildings and Grounds Committee

In the absence of the Committee's Chair, Dr. Curry reported on behalf of the Buildings and Grounds Committee. She noted that the \$500,000 made available for the Tupper Building project must be spent by March 31, 1992; and that the draft policy and procedure statement for the purchase and sale of real property, which defines the role of the Board in terms of timing and pricing, was to be revised and it was expected that it would come forward to the Board at the April meeting. It was also noted that the Macdonald Library building was nearing completion and Mr. Eberhardt extended an invitation to interested Board Members to contact his office to arrange for a tour of the building.

Development Committee

Dr. Curry noted that the total contributions to date were over \$5,000,000 which was an increase of thirty percent from last year. She indicated that final totals would be available at the May meeting of the Board. She reported that the 1991 Annual Fund contributions were over \$1,320,000 which was an increase of thirteen percent from last year. The Parents' fund, which was started last year, had received \$27,000 to date. Student calls to alumni, which had started in November from the new phonathon room in the Macdonald Building, had resulted in 1200 donors contributing \$70,000. The 1818 Society would be holding receptions in Calgary and Toronto next week and in Halifax in May. The Donner Foundation had granted \$250,000 to Dalhousie for the U.S. Policies Studies Project - a sum which had been matched by ACOA. A total of \$530,000 in gifts and pledges had been received for the Canadian Chair in Black Studies.

In concluding her report, Dr. Curry recalled the challenge that Mr. Crawford had extended at the January 23 meeting of the Board for all Board Members to raise additional money for student assistance. She then acknowledged, with gratitude, that Mr. Crawford is a "man of his word" and that a pledge of \$20,000 had been received from Maritime Life. Dr. Curry noted that there had already been a very good response, in only a few days, to Mr. Piercey's letter to 6,000 regular donors requesting an additional donation this year specifically for student assistance.

Finance and Budget Committee

Mr. Doane noted that the Finance and Budget Committee had met twice since the last meeting of the Board, and he highlighted information contained in the Finance and Budget Committee report which had been distributed in advance of the meeting. In doing so, he noted that an operating budget surplus of approximately \$1,000,000 could be projected for the current year and that this was largely the result of higher than projected student registrations in September and January. As well, on the expense side, one-quarter of a million dollars should be realised due to interest savings. The Committee discussed at length the anticipated severe financial pressures which would affect the University in 1993/94 and beyond when the wage freeze would be lifted but government funding increases would remain at zero percent.

Mr. Doane then referred to the establishment of the Budget Advisory Committee, at which point Dr. Clark distributed copies of a memo he had written on March 2, 1992 to Vice-Presidents, Deans, Directors, Chairs and Heads about a new budgeting process for Dalhousie. A copy of that memo is attached to these Minutes.

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(Appendix A) Mr. Mason then explained that the rolling five year model included assumptions that were far more cautious about projected government funding and he stressed that the model was a planning tool to enable us to have an improved measure of understanding about the implications of long term decisions.

Mr. Doane moved and Mrs. Macdonald seconded a motion THAT the 1991/92 operating fund surplus be appropriated at year-end for use by the University in responding to the major budgetary shortfall which had been identified for 1993/94 and beyond.

Ms. Beattie, a member of the Finance and Budget Committee, noted that she was not in favour of the motion and suggested, as some of the surplus was the result of increased student enrolments that a portion of it should go towards providing extra classes, maintaining faculty and student assistance.

Dr. Clark observed that while he understood the students' concerns, the Board had a responsibility not only to the students but also to all of its employees. He noted that the wage freeze had also contributed significantly to the surplus and that many staff would receive over a two year period zero percent increase in their salaries. Beyond that, at the end of the freeze, the University would have a responsibility to look very carefully indeed at the staff salary situation.

Mr. Mason, in response to a suggestion from Dr. Cohen that we use the surplus for several other purposes, as was done last year, noted that the surplus last year had been used to retire a portion of the accumulated operating deficit.

Professor Bankier expressed concern about the impact of the wage freeze and the persistent rumours she was hearing that the freeze would be extended for an additional year.

Board Members then declared they were ready for the question and the motion carried.

Student Relations & Residence Committee:
- 1992-93 Residence Rates

Miss Walker noted that the Student Relations and Residence Committee had met to consider the room and board rates for 1992/93 earlier this month and that the Presidents of the various residences had been invited to attend that meeting. At that meeting it was agreed to recommend to the Finance and Budget Committee a four percent increase for 1992/93 for room and board rates.

Miss Walker then moved, seconded by Dr. MacKeen THAT, on the

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recommendation of the Finance and Budget Committee, with the concurrence of the Student Relations and Residence Committee, the Board approve residence fees for 1992/93, incorporating a four percent overall increase, as set out in the schedule attached to these Minutes. (Appendix B) The motion carried.

Miss Walker then noted that the Committee considered the tuition fee increase and specifically endorsed the recommendation that the Board make every effort to lobby, at both the provincial and federal levels, to secure improvements in government funding. She then particularly noted two suggestions made by student members of the committee, namely that the President along with various student group leaders consider meeting with government officials, and that people be encouraged, as individual citizens, to write letters requesting improved levels of funding for education.

Pension Advisory Committee - Revision to Pension Plan Text

Mr. Mason conveyed Mr. Cooper's regrets at being unable to be present at the meeting. He then noted that the revised Pension Plan text had been circulated to all Board Members in advance of the meeting, and that all employee groups had indicated their approval of the revised text. He observed that the Plan had been extensively edited and was more exact than the previous plan, and that early retirement benefits had also been changed. Mr. Mason distributed information regarding Early Retirement Benefits Improvements which is attached to these Minutes. (Appendix C)

Mr. Burnell (Manager & Actuary, Wyatt, Halifax) explained that the changes to the Plan were required to maintain compliance with the Pension Benefits Act of Nova Scotia and Regulations thereunder. He also observed that the Plan, as amended, requires that any use of surplus must be agreed to by the University and all of the employee groups. Following an inquiry from Mr. Crawford, it was agreed that Mr. Mason and Mr. Burnell would ensure that the text was worded in a manner that clearly states that individuals may retire before age fifty-five.

It was moved by Mr. Shaw and seconded by Mrs. Macdonald THAT, on the recommendation of the Advisory Committee (Pension Plan) and with the agreement of the employee groups, the Board of Governors adopt the revised Dalhousie University Staff Pension Plan text as presented and amended to provide for (a) compliance with the Pension Benefits Act, Nova Scotia and (b) the introduction of improved early retirement benefits at a cost of \$3,264,000 funded from Plan surplus. Upon approval by the Board, the approval of Revenue Canada and the Superintendent of Pensions, Nova Scotia, will be sought. The motion carried.

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Board Governance

Amendment to By-Law 6.1.1 - Regular Meetings

Dr. Clark introduced this item, noting that a little more than three years ago the Board of Governors routinely met five times a year, with the Executive Committee meeting between those meetings. At that time it was arranged that any Board Member could, if they wished, attend Executive Committee meetings, so there was very little difference between the two meetings. After much discussion it had been agreed that the Board would meet monthly between September and June. Dr. Clark then observed that increasingly over the last year many Board Members had expressed frustration over the demands upon their time and some measure of dissatisfaction with the fact that often there was little opportunity for substantial debate on important issues. It had been suggested by some that a much smaller group meeting between meetings of the full Board would be far more efficient and this view had been discussed by the Officers of the Board.

In response to an inquiry from Mr. Zed about the proposed composition of the Executive Committee, Dr. Clark stated that the President of the Alumni Association would be designated a Chair of a Standing Committee, if possible, in order to ensure that he or she would be on the Executive Committee.

Dr. Cohen expressed an interest in having more time to think about the implications of the proposed change. She wanted to consider how it would affect the decision-making process and how the Board would be perceived within the University. She suggested that the Board agree to discuss the matter but not adopt the proposed amendment to the By-Law until a later meeting. Professor Bankier then supported Dr. Cohen's remarks, noting that the Board represented a number of different constituencies and that it would be difficult to compress all of them into the Executive Committee. She also observed that the Executive Committee had the full power of the Board and expressed her concern with the proposal that meetings of Board Committees be closed unless otherwise determined by the Committee or the Board. She suggested that if the By-Law were amended, the range of input into major decisions could be reduced.

Mr. Kerr commented that while a change in the way business was done might be a good thing, the Board for all practical purposes could delegate. He was concerned that if the activities of the Board were reduced, matters of interest to the full Board might only be considered by the Executive Committee. He recommended, as a minimum, that Agendas and Minutes for all meetings of the Executive Committee should be sent to all Members

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of the Board. Mr. Fountain concurred with that suggestion.

Mrs. Fraser supported delaying a decision and asked if some thought shouldn't be given to reducing the number of people on the Board rather than the number of meetings. Dr. Clark explained that this would require a change in the legislation, which would take anywhere from two to five years to accomplish, and that the current proposal would make the operation of the Board more efficient and effective during such an interim period.

Mr. Crawford stated that the Board was always dominant and could determine what committees do, including the Executive Committee. He suggested that the distribution of Executive Committee Minutes should be mandatory and that, if the Executive Committee acted in an insensitive manner, the full Board would have the power to intervene and make changes. In light of that, he stated that he was in favour of the proposed amendment to the By-Law.

Mr. Cowan noted his agreement with Mr. Crawford and observed that the change would then give the full Board valuable time to consider broader issues.

Dr. Bell noted that he viewed his contribution as being largely at the committee level, and that he was accustomed to travelling from North Sydney for committee meetings prior to the meeting of the Board. A change in the schedule of regular meetings could therefore present some difficulty for him and other Board Members who travel some distance to attend meetings.

Ms. Gorman noted that matters could be discussed at the Executive Committee that might be of extreme interest to Board Members, but they might not get an opportunity to provide input in time for it to be considered.

Ms. Roscoe observed that the Mount Saint Vincent University Board had a policy of meeting every other month, which worked well, and that the Executive Committee Minutes were thoroughly reviewed at Board Meetings so there was accountability. An additional benefit was that work done in committees could be strengthened as more time was available between Board Meetings in which to complete reports.

Dr. Cohen stated she would like to see a statement circulated explaining the rationale for the proposed By-Law change and suggested as well that the assumption that Board Members felt they were being called upon to give too much of their time should be checked.

Dr. Murray said that he was bewildered by the fact that

the Board had functioned without an Executive Committee.

It was then moved by Mr. Digby and seconded by Mr. Zed that the motions pertaining to Board Governance that had been circulated in advance of the Meeting be tabled until such time as the Board of Governors saw fit to present the motions. The motion carried.

The proposed motions read as follows:

(a) THAT, the Board of Governors approve the following amendment to By-Law 6.1.1.: Regular meetings of the Board normally shall be held on the third Tuesday of February, April, June, September and November in each year or at such other time as may be determined by the Board. The Annual Meeting of the Board shall be the regular meeting in June unless determined by the Board.

(b) THAT, the Board of Governors agree that the following be added as By-Law 7.5.13 of the By-Laws of the Board: Unless otherwise determined by a Committee or the Board, meetings of a Committee shall not be open to the public. A Committee or the Board may allow a person who is not a member of the Committee to attend a meeting or a portion thereof for a specified purpose but subject to such terms and conditions as might be imposed by the Committee or the Board.

(c) THAT, until otherwise determined by the Board, the Chair of Senate and the President of the Dalhousie Student Union be appointed to the Executive Committee of the Board.

Discussion on Quality of Education at Dalhousie

It was agreed that, in light of the limited time available, Dr. Stairs' presentation would be deferred until the April Board Meeting. Dr. Clark observed that had it been possible to have a matter such as the Pension Plan dealt with by an Executive Committee, we would have had time for a presentation on the Quality of Education.

Enrolment Statistics

Dr. Stairs noted that the Enrolment Statistics had been distributed in advance of the meeting and he briefly reviewed the information contained in that Report.

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President's Report

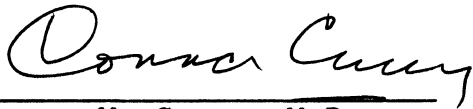
Dr. Clark, in his Report, drew particular attention to the theme of accountability that was the focus of recent meetings of the AUCC. As well, he distributed copies of an editorial from The Times that also dealt with accountability. A copy of the President's Report and the editorial are attached to these Minutes. (Appendix D) In addition to the information contained in the President's Report, he commented that the search for a Chair of NSCHE is proceeding with a search committee working with Janet Wright of the Landmark Consulting Group.

Other business

No matters were raised under this agenda item.

Adjournment

At 6:10 p.m., all observers with the exception of Professor Jennifer Bankier left the meeting prior to the In Camera session dealing with the Nominations for Board Memberships.



Donna M. Curry, M.D.
Honorary Secretary



George C. Piercey, Q.C.
Chairperson

Dalhousie University
Revised Budgeting Process

2 March 1992

1. The President is responsible to the Board of Governors for preparing the University budget.
2. The budget should be informed by:
 - University Mission Statement
 - Board policies regarding
 - deficits
 - compensation
 - other
 - enrolment trends (and management)
 - available revenues - government
 - fees
 - other (fund-raising, sale of services, etc.)
 - longer term academic plans as determined by Faculties and Senate
 - required service levels
 - Financial Strategy Committee objectives
 - available data, statistics, program and unit reviews
 - co-operative arrangements with other institutions
3. President should establish a Budget Advisory Committee whose task is to advise him on budget allocations for the 1993/94 fiscal period and subsequent fiscal periods, and also to recommend multi-year funding directions by unit (unit "level" e.g. Faculty, Department, program, will need to be determined).
4. In the shorter term, BAC should advise the President of significant disparities or imbalances between and among unit budgets and recommend remedial adjustments.
5. The BAC should develop the appropriate mechanisms for seeking input from and engaging in dialogue with academic and support units, and with Senate and its committees, for identifying and assembling data and statistics, and for formulating its recommendations.
6. BAC should respond to requests for advice from the President on the budgetary implications of pursuing alternative program and service strategies, staffing levels, enrolment targets, etc.