

**BOARD OF GOVERNORS**

**Approved Minutes of the Meeting (Open Session)  
held on June 26, 2012 at 3:00 p.m.  
Coburg Board Room, Mona Campbell Building**

**MEMBERS PRESENT:** Jim Spatz (Chair), Jamie Aaron, Jay Abbass, John Baxter, William (Bill) Black, Joyce Carter, Richard Clark, Wadih Fares, Fred Fountain, Lloyd Fraser, Lynn Irving, Nancy MacCready-Williams, George McLellan, Aubrey Palmeter, Chris Smith, Stan Spavold, Larry Stordy, Gail Tomblin Murphy, Tom Traves, Jim Wilson, Susan Brousseau (University Secretary)

**NON-MEMBERS PRESENT:** Darrell Cochrane (University Controller), Martha Crago (VP Research), Ken Burt (VP Finance and Administration), Floyd Dykeman (VP External), David Mensink (DFA Observer), Bonnie Neuman (VP Student Services), Ian Nason (Assistant VP Financial Services), Carolyn Watters (VP Academic and Provost), Kathryn MacDonald (Minute Taker)

**REGRETS:** Michelle Awad, Barrie Black, Curtis Johnston, Candace Thomas

**1. Approval of Agenda**

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

**THAT the agenda be approved as presented.**

**The motion CARRIED.**

**2. Presentation of Environmental Health and Safety Award**

T. Traves and J. Spatz presented the 2012 Environmental Health and Safety Award to three recipients: Dr. Josh Leon, Dean, Faculty of Engineering, for his ongoing leadership in health and safety within the Faculty of Engineering; Dr. Blaine Cleghorn, Assistant Dean, Dental Clinical Sciences, Faculty of Dentistry, for his support of several programs in response to health, safety and environmental issues related to the teaching, research and clinical activities of the Faculty of Dentistry; and the Facilities Management Hazardous Materials Team (Darrell Boutillier, Dennis Gillis, Ian Wagschall, Scott Anderson, Lori Lamrock, Catherine MacAulay, Brenda MacPhee and Gordon Rines), for their work in establishing a major proactive initiative to identify, quantify and address hazardous materials in University buildings.

**3. Consent Agenda**

**3.1 Approval of Minutes of the Meeting of April 17, 2012**

Motion: **THAT the minutes of the meeting held on April 17, 2012 be approved with the amendment that John Baxter be shown as present at the meeting.**

**Approved by Consent.**

### **3.2 Board of Governors Appointments/Reappointments**

Motions: **THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the nominations of Jay Abbass and George McLellan 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, 2012 to June 30, 2015.**

**Approved by *Consent*.**

**THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the nomination of Sherry Porter 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, 2012 to June 30, 2015.**

**Approved by *Consent*.**

**THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of Paula Simon to the Board of Governors of Dalhousie University for a three-year term from July 1, 2012 to June 30, 2015.**

**Approved by *Consent*.**

**THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the reappointment of John Baxter to the Board of Governors of Dalhousie University for a three-year term from July 1, 2012 to June 30, 2015.**

**Approved by *Consent*.**

### **3.3 Appointment of Board Officers and Committee Members**

Motions: **THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of the following Officers of the Board of Governors of Dalhousie University for a one-year term from July 1, 2012 to June 30, 2013:**

<b>Chair</b>	<b>Jim Spatz</b>
<b>Vice-Chair</b>	<b>Bill Black</b>
<b>Honorary Secretary</b>	<b>Joyce Carter</b>
<b>Honorary Treasurer</b>	<b>Lawrence Stordy</b>
<b>President</b>	<b>Tom Traves</b>

**Approved by *Consent*.**

**THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of the following Chairs of the Board Standing Committees for a one-year term from July 1, 2012 to June 30, 2013:**

<b>Academic Affairs and Research Committee</b>	<b>Joyce Carter</b>
<b>Audit Committee</b>	<b>Chris Smith</b>
<b>Executive Committee</b>	<b>Jim Spatz</b>
<b>Governance and Nominating Committee</b>	<b>Lawrence Stordy</b>

**Human Resources Committee  
Investment Committee  
Operations Committee  
Steering Committee  
Student Experience Committee**

**Bill Black  
Stan Spavold  
Wadih Fares  
Jim Spatz  
Jim Wilson**

**Approved by *Consent*.**

**THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of members to the Board Standing Committees for a one-year term from July 1, 2012 to June 30, 2013 as presented on the attached list dated June 14, 2012. [Attached as Appendix A]**

**Approved by *Consent*.**

### **3.4 Pension Trust Fund and Retirees' Trust Fund Appointments**

Motions:

**THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the reappointments of George McLellan and Iraj Fooladi as members of the Pension Trust Fund and the Retirees Trust Fund for a three-year term from July 1, 2012 to June 30, 2015.**

**Approved by *Consent*.**

**THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the reappointment of Ron Pink as a member of the Pension Trust Fund and the Retirees Trust Fund for a two-year term from July 1, 2012 to June 30, 2014.**

**Approved by *Consent*.**

**THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the reappointment of David Cameron as a member of the Retirees Trust Fund for a three-year term from July 1, 2012 to June 30, 2015.**

**Approved by *Consent*.**

### **3.5 Appointment of Ombudsperson**

Motion: **THAT the Board of Governors approve the reappointment of Ms. Nicole Adams as Ombudsperson for 2012-13.**

**Approved by *Consent*.**

### **3.6 Appointment of Auditors for 2012-13**

Motion: **THAT the Board of Governors, on the recommendation of the Audit Committee, approve the appointment of Ernst & Young as auditors of the University for the year ending March 31, 2013.**

**Approved by *Consent*.**

#### **4. Business Arising from the Minutes**

##### **4.1 Report on 2011-12 Use of Differential Fee Increase for International Students.**

C. Watters, Vice-President Academic and Provost, reported on the 2011-12 use of the Differential Fee increase for international students. As agreed with the Minister of Labour and Advanced Education and the Board last spring, the amount of the increase allowed in the differential fees for international students was to be allocated to improve services to international students during the academic year.

#### **5. Chair's Report**

J. Spatz welcomed new student Board members, Jamie Arron and Richard Clark, to their first meeting, and the new Dalhousie Faculty Association Observer for 2012-13, DFA President David Mensink. Dr. Spatz recognized Board member Wadih Fares who was recently named one of Atlantic Business Magazine's "Top 50 CEOs" in Atlantic Canada for 2012.

Dr. Spatz also reported on motions approved by the Board Executive Committee, on behalf of the Board, in the interval since the last Board meeting. These motions included approval of the appointment of Richard Clark as a Student Board member for a two-year term from May 1, 2012 to April 30, 2014; approval of an increase in the endowment management fee to 0.70% of the Endowment Funds' annual average market value effective for the 2011-12 fiscal year; and approval of the appointment of Jim Wilson to the Presidential Search Committee as a replacement for Wadih Fares, effective immediately.

Dr. Spatz also reported that, on Friday, May 25, 2012, he and Dr. Traves reviewed the Dalhousie University-Nova Scotia Agricultural College Merger Agreement and, on behalf of the Board of Governors, approved the signing of the June 1, 2012 agreement between the Province and Dalhousie giving effect to the merger. Authorization for this approval and signing was given in a motion approved by the Board at the special meeting on March 22, 2012.

Dr. Spatz thanked retiring Board members, N. MacCready-Williams and L. Irving for their significant service to the Board and the University.

#### **6. President's Report**

T. Traves reported on various achievements for Dalhousie in 2011-12 and a number of issues that will require ongoing attention in the coming year. He also reported briefly on recent student enrolment numbers for 2012-13, which look quite positive at this point in time. Dr. Traves noted the signing of a new license agreement with Access Copyright which will have financial implications for Dalhousie; the additional costs from increased licensing fees will be absorbed this year, but will need to be reviewed more closely next year. Dr. Traves outlined his personal priorities for the next year as: 1) working to ensure that University costs are managed more effectively; 2) introducing structures and processes that enhance and support academic innovation; and 3) working with the provincial government to revisit the government's funding formula for allocating operating grants for universities.

Following his report, Dr. Traves thanked Board members for their commitment to and support of the University over the past year.

## **7. Dalhousie Student Union President's Report**

J. Aaron spoke briefly to a number of current issues for the Dalhousie Student Union and the work that the new Executive has undertaken since members took office on May 1st. He also spoke to his desire to create strong connections between the Board and students through several initiatives, including mentoring programs and activities.

## **8. Items for Decision**

### **8.1 2011-2012 Operating Budget Report**

W. Fares reported on the results for the 2011-12 year. He noted that the University achieved a surplus from operations of \$1,860,000 for the year, largely generated by higher than expected enrolment (which resulted in a positive tuition revenue variance of \$3.3 million). With the knowledge of this projected surplus, a decision was made mid-year to direct some of this favourable variance into classroom and lab upgrades, additional student support and unit restructuring costs - primarily severance and early retirement costs - to facilitate longer term reduction of expenses in a number of units. The energy line within the operating budget generated savings of approximately \$1.4 million in 2011-12; again, the surplus was applied to sustainable energy projects on campus and, in particular, the repayment of the debt for the LSC retrofit project. The surplus of \$1.86 million has been appropriated at year-end and will be available in 2012-13 on a one-time only basis for specific projects to improve campus buildings and grounds.

### **8.2 2011-2012 Audited Financial Statements**

C. Smith introduced the motion.

Moved by C. Smith, seconded by J. Wilson:

**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, 2012.**

**The motion CARRIED.**

### **8.3 2012-2013 Operating Budget Approval**

W. Fares noted that the budget is, for the twenty-fifth consecutive year, a balanced budget with revenue and expenditures each of \$330.9 million. He noted that the provincial operating grant will decrease by \$4.9 million in 2012-13 and the Nova Scotia student bursary program funding will increase by \$350,000. The budget reflects a conservative assumption that there will be no increase in enrolment for 2012-13; however tuition revenue is projected to increase by \$8.4 million as a result of the enrolment experience in 2011-12, expansion of enrolment in Medicine and Nursing, and tuition fee increases for 2012-13. On the expenditure side, budget increases reflect an increase of \$750,000 million in student assistance (including \$350,000 for the provincial bursary program); \$6.5 million for faculty and staff compensation adjustments (including employee benefits and pension contributions); and \$4.7 million for Strategic Initiatives expenditures (including \$2.5 million available for one-time high priority projects). The budget for utilities has been decreased by \$300,000 to reflect an overall decline in energy costs in the last couple of years.

In order to balance the budget and maintain the strategic initiatives fund at the desired level, a base budget reduction of \$5.9 million from Faculty and other units is necessary; however \$1.9 million will be returned to Faculties through Enrolment-Related Budget Adjustments.

Following the report, W. Fares, K. Burt and T. Traves responded to several questions on the budget document. T. Traves commented generally on the budget process in terms of how the University works to direct resources to new areas of focus; the University is a large and complex organization and it can be difficult to change direction in the short-term, but over time headway can be made, as for example, with deferred maintenance. The priorities and new areas of focus comes out of a combination of the Board's Long-Term Financial Planning Report from 2006 and the Strategic Plan which makes it very transparent where the University is heading and where it will direct new resources. He noted that it is likely that new resources will be scarcer in the future, so it may be more difficult to shift in terms of new priorities. On the other hand, the University can examine whether it can manage its costs more effectively to maintain the progress achieved or generate surplus resources for new initiatives. This is one of the reasons he has identified cost management as one of his priority areas to examine this year.

Moved by W. Fares, seconded by G. McLellan:

**THAT, the Board of Governors, on the recommendation of the Operations Committee, approve the 2012-2013 Operating Budget with revenues and expenditures each of \$330,927,000.**

**The motion CARRIED.**

## **9. Items for Presentation**

### **9.1 Dalhousie Alumni Association Report**

J. Wilson reported on the activities and accomplishments of the Dalhousie Alumni Association (DAA) during 2011-12. He noted that the goal of the DAA is to engage alumni and encourage them to participate and be involved with the University; a particular focus has been to engage alumni in connecting with students through a variety of initiatives, including recruitment events and mentorship programs. He also noted that the Association has moved from having no alumni chapters to having eleven in one year; these are located throughout Canada and in several international locations. In response to the report, T. Traves thanked Mr. Wilson and other members of the DAA Board for their work, noting that, from his perspective, there has been a notable increase in alumni engagement with University priorities over the past several years. He also noted that alumni will be helpful in moving forward on elements of the internationalization strategy being developed by the University and that these sorts of initiatives and those noted by Mr. Wilson signal a new layer of alumni engagement beyond the traditional fund-raising and social areas of activity.

## **10. Items for Information**

### **10.1 Board Standing Committee Annual Reports**

J. Spatz noted that the annual reports of the Standing Committees were distributed in the agenda package. Committee Chairs commented briefly on the work of their respective committees during the year and thanked committee members and staff for their work over the course of the year.

T. Traves commented that the committee reports demonstrate some very significant work and a significant increase in the responsibilities and quality of the work at the committee level. He reported briefly on his intention to begin to introduce a more formal process of risk management into the University. He also spoke to the introduction of a more formal process of performance review at the senior level.

#### **11. *In Camera* Session**

The Board moved to an *in camera* session.

#### **12. Adjournment**

The meeting adjourned at 6:00 p.m.



## BOARD OF GOVERNORS

### 2012-2013 Standing Committee Membership

#### **Executive Committee:**

Composition: No more than twelve members of the Board, including the Board Chair, the Vice-Chair, the Honorary Secretary, the Honorary Treasurer, the University President, the Chair of the University Senate, the President of the Dalhousie Student Union, the Chairs of the following Board Committees: Academic Affairs & Research, Human Resources, Operations, and Student Experience. Additional members can be added from time to time as needed.

Members:            Jim Spatz, Chair  
                         Bill Black (Vice-Chair; Chair, Human Resources Committee)  
                         Joyce Carter (Honorary Secretary; Chair, Academic Affairs & Research Committee)  
                         Larry Stordy (Honorary Treasurer)  
                         Tom Traves (President)  
                         Lloyd Fraser (Chair of Senate)  
                         Jamie Arron (President of Dalhousie Student Union)  
                         Wadih Fares (Chair, Operations Committee)  
                         Jim Wilson, (Chair, Student Experience Committee)

Non-Voting:        Susan Brousseau (University Secretary)

#### **Steering Committee:**

Composition: Not less than five members of the Board, including the Board Chair, Vice-Chair, Honorary Secretary, Honorary Treasurer and President. Additional members can be added as needed. The Vice-Presidents meet as part of the Steering Committee on a regular basis.

Members:            Jim Spatz, Chair  
                         Bill Black (Vice-Chair)  
                         Joyce Carter (Honorary Secretary)  
                         Larry Stordy (Honorary Treasurer)  
                         Tom Traves (President)  
                         Ken Burt (VP Finance & Administration)  
                         Martha Crago (VP Research)  
                         Floyd Dykeman (VP External)  
                         Bonnie Neuman (VP Student Services)  
                         Carolyn Watters (VP Academic & Provost)

Non-voting:        Susan Brousseau (University Secretary)



**Academic Affairs & Research Committee:**

Composition: **Not less than six members of the Board**, including the Chair of Senate, a Senate Board member, and a Student Board member; *ex officio* members are the Board Chair and President.

- Members: Joyce Carter, Chair (External Board member)  
Barrie Black (External Board member)  
Paula Simon (External Board member)  
Lloyd Fraser (Chair of Senate)  
John Baxter (Senate Board member)  
Richard Clark (Student Board member)  
Curtis Johnston (Student Board member)
- Ex officio: Jim Spatz (Board Chair)  
Tom Traves (President)
- Non-voting: Martha Crago (VP Research)  
Carolyn Watters (VP Academic & Provost)  
Susan Spence Wach (Associate VP Academic Programs)  
Fiona Black (Office of the Vice-President Academic & Provost)  
Susan Brousseau (University Secretary)

**Audit Committee:**

Composition: **Not less than five members** including members of the Board and members of the general public; *ex officio* members are the Board Chair and President. The Committee Chair shall be an External Board member.

- Members: Chris Smith, Chair  
Jay Abbass (External Board member)  
Joyce Carter (External Board member)  
Stan Spavold (External Board member)  
Larry Stordy (External Board member)  
Louise Upton (General Public member)
- Ex officio: Jim Spatz (Board Chair)  
Tom Traves (President)
- Non-voting: Ken Burt (VP Finance & Administration)  
Ian Nason (Assistant VP Financial Services)  
Darrell Cochrane (Controller)  
Margaret Sterns (Director of Internal Audit Services)  
Sonya Fraser (External Audit Partner)  
Susan Brousseau (University Secretary)

**Governance and Nominating Committee:**

Composition: Board Chair, Board Vice-Chair, President and three additional members of the Board.

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| Members: | Larry Stordy, Chair<br>Bill Black (Board Vice Chair)<br>Lloyd Fraser (Chair of Senate)<br>George MacLellan (External Board member)<br>Jim Spatz (Board Chair) |
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Non-voting	Candace Thomas (External Board member) Tom Traves (President)  Susan Brousseau ( University Secretary) Floyd Dykeman ( VP External)
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**Human Resources Committee:**

Composition: **Not less than four external members** of the Board; ex officio members are the Board Chair and President. Membership may include members of the general public who are not Board members.

Members:	Bill Black, Chair (External Board member) Michelle Awad (External Board member) Sherry Porter (External Board member) Larry Stordy ( External Board Member) Jim Wilson (External Board member)
Ex officio:	Jim Spatz (Board Chair) Tom Traves (President)
Non-voting:	Ken Burt (VP Finance & Administration) Carolyn Watters (VP Academic & Provost) Katherine Sheehan Assistant VP Human Resources) Susan Brousseau (University Secretary)

**Investment Committee:**

Composition: **Not less than three members of the Board**, one nominee of Senate, at least one member not otherwise affiliated with the University; ex officio members are the Board Chair, President and Vice-President Finance and Administration.

Members:	Stan Spavold, Chair (External Board member) George McLellan (External Board member) Chris Smith (External Board member) Iraj Fooladi (Senate nominee) Paul Conrod (General Public)
Ex officio:	Jim Spatz (Board Chair) Tom Traves (President) Ken Burt (VP Finance & Administration)
Non-voting:	Ian Nason (Assistant VP Financial Services) Colin Spinney (Treasurer) Robert Mitchell (Investment Consultant) Susan Brousseau (University Secretary)

**Operations Committee:**

Composition: **Not less than five members of the Board**; ex officio members are the Board Chair and President. Membership may include members of the general public who are not Board

members.	
Members:	Wadih Fares (Chair) (External Board member) Jay Abbass (External Board member) Jamie Arron (Student Board member) Michelle Awad (External Board member) Barrie Black (External Board member) Aubrey Palmeter (External Board member) Candace Thomas (External Board member)
Ex officio:	Jim Spatz (Board Chair) Tom Traves (President)
Non-voting:	Ken Burt (VP Finance & Administration) Floyd Dykeman (VP External) Ian Nason (Assistant VP Financial Services) Jeff Lamb (Assistant VP Facilities Management) Susan Robertson (Director, Budgets & Financial Analysis) Susan Brousseau (University Secretary)
<b><u>Student Experience Committee:</u></b>	
Composition: <b>Not less than five members of the Board</b> , at least two of whom are Student Board members; ex officio members are the Board Chair and President. Membership may include members of the general public who are not Board members.	
Members:	Jim Wilson (External Board member) (Chair) Aubrey Palmeter (External Board member) Paula Simon (External Board member) Gail Tomblin Murphy (Senate Board member) Jamie Arron (Student Board member) Richard Clark (Student Board member) Curtis Johnson (Student Board member)
Ex officio:	Jim Spatz (Board Chair) Tom Traves (President)
Non-voting:	Bonnie Neuman (VP Student Services) Susan Brousseau (University Secretary)
Resources:	Heather Sutherland (Assistant Vice President, Ancillary Services) Meri Kim Oliver (Assistant Vice-President, Student Academic Success) Marc Braithwaite (Assistant Vice-President, Student Affairs) Verity Turpin (Director of Student Services (Finance and Administration)) Jeff Lamb (Assistant VP Facilities Management)

**Other Committees/Bodies (members appointed by Board of Governors)**

<b><u>Pension Trust Fund (PTF):</u></b>
Composition: Not less than three members of the Board of Governors, one nominee of Senate, one nominee of the Dalhousie Faculty Association, at least one member not otherwise affiliated with the University, the President and the Vice-President Finance and Administration.

<b>Members:</b>	<b>Term:</b>
Span Spavold, Chair (Board of Governors)	July 1, 2011 – June 30, 2014
George McLellan (Board of Governors)	July 1, 2009 – June 30, 2015
Chris Smith (Board of Governors)	July 1, 2011 - June 30, 2014
Iraj Fooladi (Senate)	July 1, 2009 – June 30, 2015
Ron Pink (Dalhousie Faculty Association)	June 22, 2010 – June 30, 2014
Paul Conrod (General Public)	2014
Tom Traves (President)	July 1, 2011 – June 30, 2014
Ken Burt (Vice-President, Finance & Administration)	<i>Ex officio</i> <i>Ex officio</i>
<b>Retirees Trust Fund (RTF):</b>	
Composition: Not less than three members of the Board of Governors, one nominee of Senate, one nominee of the Dalhousie Faculty Association, at least one member not otherwise affiliated with the University, the President and the Vice-President Finance and Administration.	
<b>Members:</b>	<b>Term:</b>
Stan Spavold, Chair (Board of Governors)	July 1, 2011 – June 30, 2014
George McLellan (Board of Governors)	July 1, 2009 – June 30, 2015
Chris Smith (Board of Governors)	July 1, 2011 – June 30, 2014
Iraj Fooladi (Senate)	July 1, 2009 – June 30, 2015
Ron Pink (Dalhousie Faculty Association)	June 22, 2010 – June 30, 2014
David Cameron (Retiree)	2014
Paul Conrod (General Public)	July 1, 2009 – June 30, 2015
Tom Traves (President)	July 1, 2011 – June 30, 2014
Ken Burt (Vice-President, Finance & Administration)	<i>Ex officio</i> <i>Ex officio</i>
<b>Senate Honorary Degrees Committee:</b>	
Michelle Awad	July 1, 2011 – June 30, 2014
Chris Smith	July 1, 2011 – June 30, 2014
<b>Pension Advisory Committee:</b>	
Jasmine Walsh	July 1, 2012 – June 30, 2015
<b>Dalhousie University Foundation:</b>	
Larry Stordy	June 2, 2010 – June 1, 2013
Tom Traves	June 2, 2010 – June 1, 2013