



BOARD OF GOVERNORS

**Approved Minutes of the Meeting (Open Session)
held on June 25, 2013 at 3:00 p.m.
MacDonald Building, University Hall**

MEMBERS PRESENT: Jim Spatz (Chair), Barrie Black, William Black, Wadih Fares, Fred Fountain, Lloyd Fraser, John Hutton, Laurie Jennings, Sagar Jha, George McLellan, Ibrahim Merdan, Gail Tomblin-Murphy, Aubrey Palmeter, Sherry Porter, Paula Simon, Chris Smith, Candace Thomas, Tom Traves, Jim Wilson

NON-MEMBERS PRESENT: Ken Burt (VP Finance and Administration), Susan Brousseau (University Secretary), Karen Crombie (University Legal Counsel), Floyd Dykeman (VP External), Richard Florizone (Incoming President), Jackie Kellestine (External Auditor, Ernst & Young), Ian Nason (Assistant Vice – President, Financial Services), Bonnie Neuman (VP Student Services), Susan Robertson (University Controller), Nathan Rogers (Assistant Director of Capital Planning), Katherine Sheehan (Assistant Vice-President, Human Resources), Carolyn Watters (VP Academic and Provost), Rana Shams (Minute Taker)

REGRETS: Jay Abbass, Michelle Awad, John Baxter, Joyce Carter, Lori MacLean, Larry Stordy, Martha Crago (VP-Research), Kevin Grundy (DFA Observer)

1. Approval of Agenda

J. Spatz noted that the award presentation in Item 2 is deferred and that a further item has been added to the *In Camera* session – Item 11.1.1.

Moved by C. Smith, seconded by A. Palmeter:

THAT the agenda be approved as amended.

The motion CARRIED.

2. Presentation of Environmental Health and Safety Award.

This presentation was deferred until the fall.

3. Consent Agenda

J. Spatz inquired whether there were any items that members wish to have removed from the consent agenda and discussed individually. As there were no objections, the following items were adopted by consent.

3.1 Approval of Minutes of the Meeting of April 16, 2013.

Motion: **THAT the minutes of the meeting held on April 16th, 2013 be approved as presented.**

Approved by Consent.

3.2 Board of Governors Appointments and Reappointments.

Motion: **THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the nominations of William (Bill) Black, Joyce Carter, Lawrence Stordy and Jim Spatz 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, 2013 to June 30, 2016.**

Approved by *Consent*.

Motion: **THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the nominations of Robert (Bob) Hanf and Robert (Rob) Sobey 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, 2013 to June 30, 2016.**

Approved by *Consent*.

Motion: **THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of Courtney Larkin to the Board of Governors of Dalhousie University for a two-year term from July 1, 2013 to June 30, 2015**

Approved by *Consent*.

3.3 Appointment of Board Officers, Committee Chairs and Committee Members.

Motion: **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, 2013 to June 30, 2014:**

Chair	Jim Spatz
Vice-Chair	Bill Black
Honorary Secretary	Joyce Carter
Honorary Treasurer	Lawrence Stordy
President	Richard Florizone

Approved by *Consent*.

Motion: **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, 2013 to June 30, 2014:**

Academic Affairs and Research Committee	Joyce Carter
Audit Committee	Chris Smith
Capital Projects and Facilities Committee	Wadih Fares
Executive Committee	Jim Spatz
Governance and Nominating Committee	Lawrence Stordy
Human Resources Committee	William (Bill) Black
Investment Committee	George McLellan
Operations Committee	Michelle Awad
Steering Committee	Jim Spatz
Student Experience Committee	Paula Simon

Approved by *Consent*.

Motion: **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, 2013 to June 30, 2014 as presented on the attached list dated June 10, 2013.

Approved by *Consent*.

3.4 Pension Trust Fund and Retirees' Trust Fund Appointment.

Motion: **THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of Robert Sobey as a Trustee of the Pension Trust Fund and the Retirees Trust Fund for a three-year term from July 1, 2013 to June 30, 2016.**

Approved by *Consent*.

3.5 Dalhousie University Foundation Membership.

Motion: **THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, agree to recommend Lawrence (Larry) Stordy to the Governor in Council for reappointment to the Dalhousie University Foundation for a three-year term from July 1, 2013 to June 30, 2016.**

Approved by *Consent*.

Motion: **THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, agree to recommend Laurie Jennings and Sherry Porter to the Governor in Council for appointment to the Dalhousie University Foundation for a term to coincide with their respective current term on the Board of Governors.**

Approved by *Consent*.

3.6 Appointment of Auditors for 2013-14.

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, 2014.**

Approved by *Consent*.

3.7 Revisions to Boards Bylaws – Terms for Chair and Vice Chair.

Motion: **THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the revisions to the General by-Laws of the Board of Governors of Dalhousie University as presented.**

Approved by *Consent*.

4. Business Arising from the Minutes

There were no matters arising from the minutes.

5. Chair's Report

J. Spatz welcomed new members Laurie Jennings, John Hutton and Sagar Jha. He also welcomed Richard Florizone, incoming Dalhousie President. Dr. Spatz noted that Dr. Kevin Grundy is the new DFA President for 2013-14 and will serve as the DFA Observer at Board meetings for the coming year.

Dr. Spatz reported on the joint meeting of the Dalhousie Advisory Council and the Board of Governors held on April 19, 2013. He noted that the opportunity for the two groups to meet was a valuable one and he would encourage a regular meeting of the two bodies annually in Halifax.

Finally Dr. Spatz thanked retiring Board member Jim Wilson, an alumni representative for the past seven years, for his significant contributions to the Board and the University.

6. President's Report

President Traves presented his annual statistical progress report on Dalhousie's Strategic Focus, 2010-2013, noting that there has been very good progress in many areas and that the University continues to work on significant projects in a variety of areas to ensure continued progress on these and other goals. Dr. Traves reported on the orientation and transition activities for the new President and expressed his confidence that Dalhousie will continue to move forward in very positive ways under Dr. Florizone's capable leadership.

Following his report, Dr. Traves thanked Board members for their commitment to, and support of the University over the past year and for the support offered to him personally throughout his tenure as President of Dalhousie University. He noted that it has been a tremendous privilege to serve as president of Dalhousie for the past eighteen years.

T. Traves introduced Dr. Florizone who offered his thanks to Dr. Traves and the senior administrative team for the support and assistance given to him to date in gaining a more thorough understanding of Dalhousie and the issues and opportunities for the university. He noted his desire to build on the success Dalhousie has seen through Dr. Traves's tenure and spoke briefly to the "100 days of listening" process he will embark on beginning on July 2nd. He noted also that he is very much looking forward to working with, and getting to know, members of the Board.

7. Dalhousie Student Union President's Report

J. Spatz referred members to Mr. Jha's written report, noting that any questions for Mr. Jha could be directed to him when he is present later in the meeting.

8. Items for Decision.

8.1 2012-13 Operating Budget Report

A. Palmetter presented the report on behalf of the Operations Committee. He noted that Administration should be congratulated for maintaining a balanced budget for the past twenty-five years. K. Burt, Vice-President Finance and Administration, provided an overview of the report highlighting some key factors influencing the 2012-13 year results. There were no questions on the report.

8.2 2012-2013 Audited Financial Statements

C. Smith, Chair of the Audit Committee, presented the financial statements, noting that the external auditors have given an unqualified audit opinion with respect to these reports. He thanked the Financial Services team, noting that there were a number of challenges to deal with this past year, including the merger with the Agricultural College, the required introduction of new accounting standards and some personnel transition within the team. He reported that both the internal and external auditors have indicated that they are pleased with the results for this year and also noted the remarkable achievement of the Financial Services staff in dealing with the various challenges. There were no questions on the financial statements.

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, 2013.

The motion CARRIED.

8.3 2013-2014 Operating Budget Approval

A. Palmetter presented the proposed budget and K. Burt provided a brief overview of the budget highlights. In response to a question, T. Traves noted that one of the crucial assumptions in the budget is the projections around student enrolment. He noted that although there has been positive enrolment growth over the past several years, the University is cautious about counting on continued growth in the budget projections. He commented briefly on the current information regarding enrolment numbers for 2013-14; at the moment projections are quite solid, but the final numbers will not be known for some time.

K. Burt and T. Traves responded to several questions of clarification on the budget document.

Moved by A. Palmetter, seconded by W. Fares:

THAT the Board of Governors, on the recommendation of the Operations Committee, approve the 2013-2014 Operating Budget with revenues and expenditures each of \$ 371,927,000.

The motion CARRIED.

8.4 Endowment Spending Policy – Proposed Amendment

G. McLellan, Chair of the Investment Committee, presented the motion for the policy amendment and spoke briefly to the consideration of the matter by the Investment Committee. I. Nason, Assistant Vice-President Financial Services, provided some background on the University's rationale behind the adjustment to banded inflation spending rates.

Moved by G. McLellan, seconded by S. Porter:

WHEREAS Dalhousie University desires to achieve intergenerational equity from its endowments, and to do so, needs to preserve the real economic value of the endowment capital and to establish sustainable policies from time to time;

AND WHEREAS the Board's Investment Committee has had the endowments' spending and investment policies reviewed and concluded that an adjustment in the spending policy is advisable;

THEREFORE, BE IT RESOLVED that the University's banded inflation spending policy rates be amended where the target rate will now be 4.25%, with the upper band reduced to 5.0% and the lower band maintained at 3.75%. The transition to these spend rate and band limits is to be implemented on the following basis:

- **spending allocations for 2013/14 will be frozen to the 2012/13 nominal dollar allocations;**
- **endowments with an effective spend rate in excess of 4.25% will have a permanent reduction of 5% in 2014/15;**
- **thereafter, endowments whose effective spend rate exceeds 4.25% will have annual allocations frozen until the 4.25% rate is reached, after which the endowment will be eligible for annual inflationary increases subject to the band limits.**

The motion CARRIED.

8.5 IDEA Building Project – Student Fee Proposal

A. Palmetter presented the item on behalf of the Operations Committee and provided a brief introduction to the motion as presented in the information circulated. He noted the support of students in the two Faculties to the fee proposed in order to have this project move forward.

In response to a question on the wording of the motion, T. Traves clarified the request of students with respect to the \$180.00 fee for renewal of fitness and recreational facilities approved by the Board in 2010. That fee will not be implemented until the renewed facilities are open for student use. Student in Engineering and Architecture and Planning wanted to have it clearly recognized that in consideration for their support of this \$100 fee for the IDEA Building, monies collected from students on Sexton campus from the \$180 fee (when implemented), will be directed to the improvement of fitness and recreational facilities on the Sexton campus. The motion also confirms that this \$100 fee will only be implemented once the IDEA Building is open for use.

Dr. Traves also noted that under the Memorandum of Understanding with the Province of Nova Scotia, the University must report ancillary and auxiliary fees to the government. This fee falls into the category of fees that must be reported and, if approved today, Dalhousie will communicate this to the government now so that this requirement is not inadvertently overlooked in a few years when the building is opened. He also clarified that the fee is a permanent fee; initially monies will be directed to construction and then to the maintenance and refurbishment of the building over time.

Several Board members expressed their pleasure at seeing this project move forward as a result of this support from the students and noted the frustration among students and employees with the state of facilities on the Sexton campus. Members also encouraged administration to continue to move it forward. T. Traves noted in response to a question that it would be difficult to move the project forward without the support from the student fee, as there is no apparent source of funding from government or the operating budget at this time, and there is no certainty that fund-raising would provide the necessary funding in a reasonable period of time.

Moved by A. Palmetter, seconded by J. Wilson:

THAT the Board of Governors, on the recommendation of the Operations Committee, approve a student fee for students in the Faculty of Architecture and Planning and the Faculty of Engineering, of \$100 per term (excluding co-op terms) to help finance the design and construction of the proposed IDEA Building on Sexton Campus. This new building fee will be implemented as a charge to students in the year in which this new facility is open for student use. In recognition of this consideration of students in the Faculties of Engineering and Architecture and Planning to the implementation of this building fee, the University agrees to update the Sexton campus athletics facilities from the Fitness and Recreation Facility Renewal Fee revenue consistent with the previous Board motion of April 20, 2010.

The motion CARRIED.

9. Governance

9.1 Academic Appointments Policies

B. Black introduced the three policies on behalf of the Academic Affairs and Research Committee. It was agreed that the three motions should be presented together. There were no questions on the policies.

9.1.1 Revised Policy on Senior Administrative Appointments

Moved by B. Black, seconded by W. Black:

THAT the Board of Governors, on the recommendation of the Academic Affairs and Research Committee and the Human Resources Committee, approve the Senior Administrative Appointments Policy and Procedures, as presented.

The motion CARRIED.

9.1.2 Academic Appointments Policy

Moved by B. Black, seconded by W. Black:

THAT the Board of Governors approve the University Policy Regarding Academic Appointments, as presented.

The motion CARRIED.

9.1.3 Regulations Concerning Continuing Appointment With Annual Academic Career Development (Medicine)

Moved by B. Black, seconded by W. Black:

THAT the Board of Governors approve the Regulations Concerning Continuing Appointment with Annual Academic Career Development for Members of Clinical Departments within the Faculty of Medicine, as presented.

The motion CARRIED.

10. Board Standing Committees: Annual Reports.

J. Spatz noted that the annual reports of the Standing Committees were distributed in the agenda package. T. Traves thanked the committees for all of their work over the past year and for the significant work accomplished. J. Spatz also thanked committee members for their dedicated service over the past year.

11. *In Camera* Session

The Board moved to an *in camera* session.

12. Adjournment

The meeting adjourned at 6:00 pm.

BOARD OF GOVERNORS**Proposed 2013-2014 Standing Committee Membership**

<u>Executive Committee:</u>	
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 (External Board member) Bill Black (Vice-Chair; Chair, Human Resources Committee) Joyce Carter (Honorary Secretary; Chair, Academic Affairs and Research) Larry Stordy (Honorary Treasurer) Richard Florizone (President) Lloyd Fraser (Chair of Senate) Sagar Jha (President of Dalhousie Student Union) Wadih Fares (Chair, Operations Committee) Paula Simon (Chair, Student Experience Committee)
Non-Voting:	Susan Brousseau (University Secretary)
<u>Steering Committee:</u>	
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 (External Board member) Bill Black (Vice-Chair) Joyce Carter (Honorary Secretary) Larry Stordy (Honorary Treasurer) Richard Florizone (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) Ibrahim Merdan (Student Board member) John Hutton (Student Board member) (Alternate)
Ex officio:	Jim Spatz (Board Chair) Richard Florizone (President)
Non-voting:	Martha Crago (VP Research) Carolyn Watters (VP Academic & Provost) Susan Spence Wach (Associate VP Academic) Fiona Black (Associate VP Academic) 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 (External Board member) Jay Abbass (External Board member) Joyce Carter (General Public) Larry Stordy (External Board member) Louise Upton (General Public)
Ex officio:	Jim Spatz (Board Chair) Richard Florizone (President)
Non-voting:	Ken Burt (VP Finance & Administration) Ian Nason (Assistant VP Financial Services) Susan Robertson (Controller) Margaret Sterns (Director of Internal Audit Services) Sonya Fraser (External Audit Partner) Susan Brousseau (University Secretary)

Capital Projects and Facilities Committee:

Composition: **Not less than three 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:	Wadih Fares, Chair (External Board member) Jay Abbass (External Board member) Aubrey Palmeter (External Board member) Wes Campbell, Campbell Comeau Eng. Ltd (General Public Member) Andy Fillmore, Waterfront Development Corporation (General Public Member)
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Ex officio:	Jim Spatz (Board Chair) Richard Florizone (President)
Non-voting:	Dalhousie Student – To Be Determined Ken Burt (VP Finance & Administration) Jeff Lamb (Asst. VP Facilities Management) Asst. VP Capital Projects - TBD Susan Brousseau (University Secretary)
<u>Governance and Nominating Committee:</u>	
Composition: Board Chair, Board Vice-Chair, President and three additional members of the Board.	
Members:	Larry Stordy, Chair (External Board member) Bill Black (Board Vice Chair) Lloyd Fraser (Chair of Senate) George MacLellan (External Board member) Jim Spatz (Board Chair) Candace Thomas (External Board member) Richard Florizone (President)
Non-voting	Susan Brousseau (University Secretary) Floyd Dykeman (VP External)

<u>Human Resources Committee:</u>	
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) Laurie Jennings (External Board member) Sherry Porter (External Board member) Larry Stordy (External Board Member)
Ex officio:	Jim Spatz (Board Chair) Richard Florizone (President)
Non-voting:	Ken Burt (VP Finance & Administration) Carolyn Watters (VP Academic & Provost) Katherine Sheehan Assistant VP Human Resources) Susan Brousseau (University Secretary)
<u>Investment Committee:</u>	
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:	George McLellan, Chair (External Board member) Chris Smith (External Board member) Rob Sobey (External Board member) Iraj Fooladi (Senate nominee) Paul Conrod (General Public)

Ex officio:	Jim Spatz (Board Chair) Richard Florizone (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)
<u>Operations Committee:</u>	
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:	Michelle Awad, Chair (External Board member) Sagar Jha (Student Board member) Barrie Black (External Board member) Aubrey Palmeter (External Board member) Candace Thomas (External Board member) Paul Dykeman (General Public Member)
Ex officio:	Jim Spatz (Board Chair) Richard Florizone (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)
<u>Student Experience Committee:</u>	
Composition: Not less than five members of the Board , 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:	Paula Simon, Chair (External Board member) Courtney Larkin (External Board Member) Lori MacLean (External Board member) Aubrey Palmeter (External Board member) Gail Tomblin Murphy (Senate Board member) Sagar Jha (Student Board member) Ibrahim Merdan (Student Board member) John Hutton (Student Board member)
Ex officio:	Jim Spatz (Board Chair) Richard Florizone (President)
Non-voting:	Bonnie Neuman (VP Student Services) Susan Brousseau (University Secretary)
Resources:	Heather Sutherland (Assistant Vice President, Ancillary Services) TBD (Assistant Vice-President, Student Academic Success)

	Zane Robison (Director, Student Life) Verity Turpin (Director of Director of Student Services (Finance and Administration)) Jeff Lamb (Assistant VP Facilities Management)
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Other Committees/Bodies (members appointed by Board of Governors)

<u>Pension Trust Fund (PTF):</u>	
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.	
Members:	Term:
George McLellan, Chair (Board of Governors)	July 1, 2009 – June 30, 2015
Chris Smith (Board of Governors)	July 1, 2011 - June 30, 2014
Rob Sobey (Board of Governors)	July 1, 2013 - June 30, 2016
Iraj Fooladi (Senate)	July 1, 2009 – June 30, 2015
Ron Pink (Dalhousie Faculty Association)	June 22, 2010 – June 30, 2014
Paul Conrod (General Public)	July 1, 2011 – June 30, 2014
Richard Florizone (President)	<i>Ex officio</i>
Ken Burt (Vice-President, Finance & Administration)	<i>Ex officio</i>
<u>Retirees Trust Fund (RTF):</u>	
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.	
Members:	Term:
George McLellan (Board of Governors)	July 1, 2009 – June 30, 2015
Chris Smith (Board of Governors)	July 1, 2011 – June 30, 2014
Rob Sobey (Board of Governors)	July 1, 2013 – June 30, 2016
Iraj Fooladi (Senate)	July 1, 2009 – June 30, 2015
Ron Pink (Dalhousie Faculty Association)	June 22, 2010 – June 30, 2014
David Cameron (Retiree)	July 1, 2009 – June 30, 2015
Paul Conrod (General Public)	July 1, 2011 – June 30, 2014
Richard Florizone (President)	<i>Ex officio</i>
Ken Burt (Vice-President, Finance & Administration)	<i>Ex officio</i>
<u>Senate Honorary Degrees Committee:</u>	
Michelle Awad	July 1, 2011 – June 30, 2014
Chris Smith	July 1, 2011 – June 30, 2014
<u>Pension Advisory Committee:</u>	
Jasmine Walsh	July 1, 2012 – June 30, 2015
<u>Dalhousie University Foundation:</u>	
Larry Stordy	June 2, 2010 – June 30, 2016
Laurie Jennings and Sherry Porter nominated (NS Gov't to appoint one)	July 1, 2013 – June 30, 2015 or 16

