

Item: Board of Governors Minutes, November 2012

Call Number: Board of Governors fonds, UA-1

Additional Notes:

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BOARD OF GOVERNORS

APPROVED Minutes of the Meeting (Open Session) held on November 27th, 2012 at 3:00 p.m. MacDonald Building, University Hall

MEMBERS PRESENT: Jim Spatz (Chair), Jamie Arron, Jay Abbass, Michelle Awad, John Baxter, Barrie Black, William (Bill) Black, Joyce Carter, Wadih Fares, Fred Fountain, Lloyd Fraser, Curtis Johnston, Lori MacLean, George McLellan, Ibrahim Merdan, Aubrey Palmetter, Sherry Porter, Paula Simon, Chris Smith, Larry Stordy, Tom Traves, Jim Wilson, Susan Brousseau (University Secretary)

NON-MEMBERS PRESENT: Martha Crago (VP Research), Ken Burt (VP Finance and Administration), Floyd Dykeman (VP External), Jeff Lamb (Assistant VP Facilities Management), Rochelle Owen (Director, Sustainability Office), Bonnie Neuman (VP-Student Services), Carolyn Watters (VP Academic and Provost), Rana Shams (Minute Taker)

REGRETS: Stan Spavold, Gail-Tomblin Murphy, Candace Thomas

1. Approval of Agenda

Moved by J. Abbass, seconded by L. Stordy:

THAT the agenda be approved as presented.

The motion CARRIED.

2. Consent Agenda

2.1 Approval of Minutes of the Meeting of October 16, 2012

Motion: **THAT the minutes of the meeting held on October 16, 2012 be approved as presented.**

Approved by Consent.

2.2 Board of Governors Appointments – Alumni Representative

Motion: **THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of Lori MacLean as an Alumni Board member for the term November 27, 2012 to June 30, 2015.**

Approved by Consent.

2.3 Board of Governors Representative – Review Committee for Vice-President Research

Motion: **THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of Barrie Black to the Review Committee for the Vice-President Research effective immediately.**

Approved by Consent.

3. Business Arising from the Minutes

There was no business arising from the minutes.

4. Chair's Report

J. Spatz welcomed Lori MacLean as a new Alumni representative on the Board. He reported briefly on the appointment of the new President, Dr. Richard Florizone, and noted the motion approved by the Board at a special meeting on November 8, 2012:

THAT the Board of Governors approve the appointment of Richard Florizone as President and Vice-Chancellor of Dalhousie University for a six-year term from July 1, 2013 to June 30, 2019.

Dr. Spatz noted that feedback from members on the current meeting room location would be helpful. Most members indicated a preference for University Hall as opposed to the Coburg Board Room (in terms of the space limitations of the latter). It was suggested that the Dalhousie space planning unit be consulted as to whether any alternate table arrangements in University Hall might provide a more intimate environment for Board discussions.

5. President's Report

T. Traves highlighted several areas in his report, including the work of the University's Budget Advisory Committee which is expected to produce its first report for 2013-14 in December, the proposed Tri-Generation project which is a significant priority under the University's Campus Energy Master Plan, and transitional planning for the new president. Dr. Traves also noted the recent Senate Forum on Undergraduate Education as an important first step in a more focused, university-wide approach to exploring academic innovation in a changing environment.

Dr. Traves also noted that Lloyd Fraser has agreed to serve an additional year as Chair of the Senate, following the expiry of his current term on June 30, 2013. Dr. Traves approached Dr. Fraser about this extension in the interests of ensuring continuity and stability during the period of transition to a new president and is deeply appreciative of his willingness to continue in this role. The proposed extension was recently approved by Senate.

6. Dalhousie Student Union President's Report

J. Arron highlighted various items in his verbal report, including a meeting with the incoming President, Dr. Richard Florizone, during his visit to the campus in November; an upcoming meeting with the new Mayor of HRM and councilors for Districts 7 and 8; and planning for the DSU's second TEDx event in March 2013. Mr. Arron also noted the recently released draft position paper prepared by Students Nova Scotia on the Memorandum of Understanding with the provincial government; the document recommends a shift in the way provincial operating funding is distributed to Nova Scotia universities.

7. Items For Information

7.1 Facilities Renewal Preliminary Budget 2013-14

W. Fares reported that the Operations Committee reviewed the 2013–14 Facilities Renewal preliminary budget proposal at its meeting on November 14, 2012, and agreed to recommend the proposed list of projects to the Board of Governors. He noted that within the preliminary FR budget there are 15 projects whose estimated cost will be \$250K or greater. The total estimated value of these projects is \$9.66M which is less than 75% of the 2012-13 Facilities Renewal budget of \$15.8M (in accordance with the University Facilities Renewal Budget policy approved by the Board of Governors in February 2007).

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

THAT THE Board of Governors, on the recommendation of the Operations Committee, approve funding not to exceed \$1 million for preliminary design and procurement work prior to the commencement of the fiscal year 2013-14 and approval of the expenditure in fiscal year 2013-14 of the remaining funds for the included list of proposed Facilities Renewal projects greater than \$250k.

The motion CARRIED.

7.2 Proposed Capital Projects and Facilities Committee – Draft Terms of Reference and 2012-13 Membership

L. Stordy, Chair of the Governance and Nominating Committee, spoke briefly to the rationale for the creation of a new Board standing committee to deal with capital projects and facilities and presented the draft terms of reference. Discussion followed, with some members proposing that the new Capital Projects and Facilities Committee (CPFC) be charged with responsibility for reviewing the financial element of capital projects (on the basis that capital projects funding and the sources of funding are normally outside of the operating budget which is the purview of the Operations Committee). Requiring the financial aspect of these projects to be dealt with by the Operations Committee adds another level of bureaucracy which seems unnecessary and inefficient.

T. Traves noted his sympathy for this view, but also cautioned that the University needs to be mindful that it can have a capital budget that accumulates over time and, at some point, there may be a need to build this into the operating budget. In recent years the University has begun to finance more projects itself as a result of attractive interest rates, but this financing can impact the operating budget over time. If such a situation were to develop, it would be important for the “left hand to know what the right hand is doing”. Members acknowledged this point, but noted that the Vice-President Finance and Administration will sit on both the CPFC and Operations committees and should serve to communicate and report information as appropriate and necessary. There was some discussion of other possible measure, including a report on capital debt and financing that the VP Finance and Administration could prepare annually for presentation to the Operations Committee. Additionally, there was a suggestion that a threshold could be adopted whereby if the funding for a capital project is anticipated to encroach on or impact the University operating budget (i.e. the financing is not budget-neutral), this would be reported to the Operations Committee.

At the conclusion of this discussion, members agreed that the CPFC should become operational as a standing committee immediately, but that the terms of reference should be referred back to the Governance and Nominating Committee with an expectation that these will be presented for approval at the next meeting of the Board. L. Stordy proposed to amend his motion to delete the portion related to the approval of the terms of the reference. B. Black, as seconder of the original motion, agreed to second the amended motion.

Moved by L. Stordy, seconded by B. Black:

THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the establishment of a Board standing committee to be known as the Capital Projects and Facilities Committee.

The motion CARRIED.

L. Stordy presented the motion with respect to the proposed membership for the new Capital Projects and Facilities Committee.

Moved by L. Stordy, seconded by C. Smith:

THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of the following members to the Board Capital Projects and Facilities Committee for the term November 27, 2012 to June 30, 2013.

Board Member – Wadih Fares

Board Member – Jay Abbass

Board Member – Aubrey Palmeter

General Public Member – Wes Campbell, President, Campbell Comeau Engineering Limited

General Public Member - Andy Fillmore, Associate Professor and Director, Dalhousie School of Planning

Non-Voting Member – Vice-President Finance and Administration – Ken Burt

Non-Voting Member – Assistant Vice-President Facilities Management – Jeff Lamb

Non-Voting Member – Assistant Vice-President Capital Projects – TBD

Non-Voting Member – University Secretary – Susan Brousseau

Moved by J. Arron, seconded by I. Merdan:

THAT the proposed membership of the Capital Projects and Facilities Committee as presented in the motion be amended to include a student as a non-voting member.

J. Arron noted that while a student member on the Board may not, in every year, have the background or expertise to serve on this committee, it would be important to have a student representative in light of the fact that many of the current and proposed capital projects impact the student academic and extra-curricular experience. Members were agreeable to this addition, but noted that while the Dalhousie Student Union might suggest names of potential student members, the final recommendation to the Board should come from the Governance and Nominating Committee. **The motion to amend the main motion CARRIED.**

Moved by L. Stordy, seconded by C. Smith:

THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, approve the appointment of the following members to the Board Capital Projects and Facilities Committee for the term November 27, 2012 to June 30, 2013.

Board Member – Wadih Fares

Board Member – Jay Abbass

Board Member – Aubrey Palmeter

General Public Member – Wes Campbell, President, Campbell Comeau Engineering Limited

General Public Member - Andy Fillmore, Associate Professor and Director, Dalhousie School of Planning

Non-Voting Member – Vice-President Finance and Administration – Ken Burt

Non-Voting Member – Assistant Vice-President Facilities Management – Jeff Lamb

Non-Voting Member – Assistant Vice-President Capital Projects – TBD

Non-Voting Member – University Secretary – Susan Brousseau

Non-Voting Student Member - TBD

The motion CARRIED.

Moved by L. Stordy, seconded by M. Awad:

THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, appoint Wadih Fares as Chair of the Capital Projects and Facilities Committee for the term November 27, 2012 to June 30, 2013.

The motion CARRIED.

Moved by L. Stordy, seconded by L. Fraser:

THAT the Board of Governors, on the recommendation of the Governance and Nominating Committee, appoint Michelle Awad as Chair of the Operations Committee for the term November 27, 2012 to June 30, 2013.

The motion CARRIED.

7.3 Energy Performance Contract

W. Fares introduced the item and presented the motion as indicated in the meeting materials. Following this introduction, there was some discussion of whether the payback period on this project is clearly understood. K. Burt spoke to the issue noting that the analysis resulting from the study will indicate the amortization of the payback as well as the amortization of assets over time.

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

THAT the Board of Governors, on the recommendation of the Operations Committee, approve the completion of a Detailed Feasibility Study for the Tupper Energy Project, for a cost not to exceed five hundred thousand dollars.

The motion CARRIED.

7.4 Pension Plan Amendment

K. Burt reported on the proposed amendment, noting that the Pension Advisory Committee approved the amendment on October 31, 2012 and that it was approved by all of the required employees groups as of November 16, 2012. The amendment, which will add a "Member Supplementary Contribution" of 2% of salary, is retroactive to July 1, 2012.

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

THAT the Board of Governors approve an amendment to the Dalhousie University Staff Pension Plan as presented to add a Member Supplementary Contribution of 2% of Salary.

The motion CARRIED.

8. Items for Presentation/Discussion

8.1 Research Issues and Priorities

Dr. Martha Crago, Vice-President Research, gave a presentation on Dalhousie's research activity and performance over the last several years and strategies to further support and build research strength. Following the presentation, Dr. Crago responded to several questions about how the University would define success in the research area over the next several years.

9. Items for Information

9.1 Ancillary/Auxiliary Fees Report

The Board reviewed a report on student ancillary and auxiliary fees, the preparation of which was requested in a motion approved by the Board in April 2012. The report contains a breakdown of all ancillary and auxiliary fees collected by the University including but not limited to: the manner in which each fee was brought into existence, the justification for and original purpose of each fee, modifications over time, and the current services, programming and/or staffing that the fee is being used to provide.

9.2 Preliminary Report on Senate Forum on Undergraduate Education

L. Fraser presented a preliminary verbal report on DALVision 2020 – the Senate Forum on Undergraduate Education that took place on November 13, 2012. He commented that the Forum was a very significant initiative from the Senate’s point of view, particularly in terms of “kick starting” a broader University focus on innovation and work to ensure that systems and processes are in place to facilitate innovation. He noted that it is hugely important that the University community engage in this discussion about where the University is going, what it believes undergraduate education should look like in 2020, and what measures need to be put in place to achieve this vision.

Dr. Carolyn Watters, Vice-President Academic and Provost, also reported briefly on activities underway as part of a three-year initiative to encourage and support academic innovation in program and curricular development. Current initiatives include work to develop a set of principles around academic innovation, the establishment of an Academic Innovation website and funding to support faculty and staff in exploring innovation in learning, teaching and curricular development.

J. Arron commented that as he reflected on the Forum event, he was surprised at the congruence of faculty/student views and was pleased that these constituencies seem to “be on the same page” in a number of respects. He noted that as the University talks more about interactive learning, there is a need to consider appropriate space that supports such learning.

9.3 Board Standing Committee Reports

J. Spatz noted that the reports of the following standing committees were distributed in the agenda package: Governance and Nominating, Human Resources, Operations and Student Experience. W. Fares noted that the Operations Committee is continuing to monitor the development of proposals for the replacement of the arena and the renewal of athletics facilities; it is anticipated that recommendations will come forward to the Board by June 2013. There were no questions on the reports.

10. In Camera Session

The Board moved to an *in camera* session.

11. Adjournment

The meeting adjourned at 6:20 pm.