



BOARD OF GOVERNORS

**Approved Minutes of the Meeting (Open Session)
Held on Tuesday, October 21, 2014 at 3:00 p.m.
Macdonald Building, University Hall**

MEMBERS PRESENT: Larry Stordy (Chair), Michelle Awad, Ramz Aziz, John Baxter, Barrie Black, William Black, Wadih Fares, Richard Florizone, Elaine Gibson, Bob Hanf, Rebecca Haworth, John Hutton, Laurie Jennings, Courtney Larkin, Lori MacLean, George McLellan, Naomi Metallic, Aubrey Palmeter, Alan Pinder, Sherry Porter, Paula Simon, Jim Spatz, Candace Thomas

NON-MEMBERS PRESENT: Karen Crombie (General Counsel), Peter Fardy (Acting VP External Services), Leanne French-Munn (Director of Institutional Planning and Project Management), Ian Nason (VP Finance & Administration), Susan Robertson (Acting AVP Financial Services), Carolyn Watters (Provost and VP Academic), Susan Brousseau (University Secretary)

REGRETS: Jay Abbass, Joyce Carter, Fred Fountain, Rob Sobey

1. Approval of Agenda

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

THAT the agenda for October 21, 2014 be approved as presented.

The motion CARRIED.

2. Consent Agenda

1.1. Approval of Minutes of the Meeting of June 24, 2014

Motion : **THAT the minutes of the meeting held on June 24, 2014 be approved as presented.**

Approved by CONSENT.

1.2. Review Committee for Vice-President Academic

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

Approved by CONSENT.

3. Business Arising from the Minutes

There was no business noted.

4. Chair's Report

L. Stordy welcomed new Board members Elaine Gibson (Senate-appointed faculty representative), Naomi Metallic (Order in Council appointee) and Alan Pinder (Chair of Senate, ex officio). He also welcomed Mr. Peter Fardy, Acting Vice-President External. Mr. Stordy extended congratulations to Board member Wadih Fares on the recent announcement that he will receive the Canadian Red Cross 2014 Humanitarian of the Year Award for Nova Scotia.

Mr. Stordy, on behalf of the Executive Committee, reported on the motions approved on behalf of the Board since the annual meeting in June. These motions relate to the approval for the detailed design and construction of the Wallace McCain Learning Commons, the advancement of the Student Union Building Renovation and Expansion project to the design phase, and the appointment of Peter Fardy as Acting Vice-President External. The motions are as follows:

1. McCain Learning Commons – Schematic Design and Project Budget

That the Board Executive Committee, on behalf of the Board of Governors and upon the recommendation of the Capital Projects and Facilities Committee, give Board 2 approval for the detailed design and construction of Option 1 for the Wallace McCain Learning Commons for a total project cost of \$6 million and with a projected completion date of September 2015.

AND THAT the Board Executive Committee request that the Capital Projects and Facilities Committee and Dalhousie Administration, in moving forward to determine the exterior colour and materials of the Wallace McCain Learning Commons, be sensitive to the aesthetics of other campus buildings in the surrounding area, as expressed in the design principles for the project.

2. SUB Renovation & Expansion Project

That the Board Executive Committee, on behalf of the Board of Governors and upon the recommendation of the Capital Projects and Facilities Committee, approve the advancement of the Student Union Building Renovation and Expansion project to the Design Phase (Board 1 approval).

3. Appointment of Vice-President External (Acting)

- 1. THAT the Board Executive Committee, on behalf of the Board of Governors, approve the appointment of Peter Fardy as Acting Vice-President External for up to one year, effective September 8, 2014.**
- 2. THAT the Board Executive Committee, on behalf of the Board of Governors, authorize Peter Fardy to sign on behalf of the University all documents covered under the Document Execution/Contract Signing Authority Policy while serving as Acting Vice-President External.**

5. President's Report

R. Florizone highlighted several items in his report, including recent positive student enrolment numbers for 2014-15; Dalhousie's movement in the Times Higher Education rankings; work on the development of a potential Canada First Research Excellence Fund (CFREF) application which would access funding from the \$1.5 billion fund committed by the Government in Canada in its 2014

budget; and recent news on the government relations front which includes the signing of a bilateral agreement with the Nova Scotia government and the launch by the province of a broad consultation process on the future of the university system.

Dr. Florizone also spoke to the next phase of work following on board and senate approval last spring of *Inspiration and Impact: Dalhousie Strategic Direction 2014-2018* and the strategic priorities contained in the document. Broad areas of strategic direction are focused on the “3 Rs”: Retention and degree completion, Research (advancement of priorities), and Returns to society (innovation, entrepreneurship and catalyzing Nova Scotia’s economy). He reported that the senior administrative team worked over the summer to develop project charters for each of the key priorities which summarize objectives, proposed team members and initial goals. Work will initially focus on 10 of the 25 identified strategic priorities and the Provost will lead the development of detailed plans for each of these priorities. Annual reports will be presented to analyze progress on priorities relative to the plan.

Dr. Florizone noted that upcoming issues include a number of key searches, including for five new Deans, a permanent VP External and the Registrar, as well as the review process for the Provost and VP Academic position.

6. Dalhousie Student Union President’s Report

R. Aziz highlighted various items in his report, including the Student Union’s continuing examination of the implications of fossil fuel divestment by the Union; concerns over the application of the Hazing Policy and the Residence Drug Policy to recent incidents involving students; a proposal to examine the need for an Ombudsperson role at Dalhousie; and issues he is currently raising with Dalhousie administration around trans students on campus.

7. Items for Discussion

7.1 Board Standing Committee Reports

W. Fares spoke to the current status of the Arena project as noted in his report from the Capital Projects and Facilities Committee. He reported that Dalhousie is currently engaged in further discussions with Saint Mary’s University concerning a proposed partnership for a shared single pad arena on the Gorsebrook site and it is anticipated that there may be a decision on this partnership by the next meeting. It was noted that the President and Vice-President Finance and Administration will work to see if this project can be advanced before the end of Dr. Dodd’s terms as president of Saint Mary’s.

7.2 Investment Committee – Interim Report on Divestment

G. McLellan noted the presence of a large number of students in the gallery and thanked them for attending the meeting. He spoke to the origin of the request from Divest Dal, the role and responsibilities of the Investment Committee with respect to the University’s endowment funds and the background and context of the interim report. He noted that the Investment Committee takes its responsibilities seriously, that it has been very careful and diligent in examining the request to divest from fossil fuels, and that it has tried to be as transparent as possible in its report; he noted that he hopes that others will recognize the care and consideration that has gone into the examination of this issue.

Mr. McLellan noted that the Investment Committee has been very challenged by the number of interests that it has had to consider, including financial issues; the University’s engagement in industry through research, academic programs and other activities; and the practicalities of how the University manages its investments (through “pooled” funds, etc.). He commented that while these matters should not be over-magnified, neither can they be discounted. Lastly, he noted that the Committee’s response in its final report will be specific to the request made from Divest Dal; Divest Dal and the DSU have prompted the Board and administration to look at this issue

and he believes the Committee has tried to do this sincerely and carefully. He noted as well that the University and the Investment Committee has looked at the evolution and development of various forms of responsible investing for the last several years, which led to the incorporation of environmental, social and governance (ESG) principles in the University's investment policies. He believes that ESG principles will continue to evolve and the University will continue to work proactively on these principles as they evolve.

Following Mr. McLellan's comments, a representative of Divest Dal, Emi Belliveau, was extended an opportunity to speak briefly. She read a statement on behalf of Divest Dal reiterating the arguments for divestment for fossil fuels and urged Board members to make a decision in favour of divestment when the final report is presented at the November Board meeting. She noted that Dalhousie has the opportunity to be one of the first institutions to agree to divest from fossil fuels, thereby being a leader in Canada on the issue of climate change.

During the discussion and questions that followed, members commented that they felt the Investment Committee had done a very thorough job of laying out the considerations and that this was helpful to individual members in understanding the issues and the complexity of the considerations. Questions of clarification followed on a number of areas, including the effect and practical difficulties of many of the University's funds being co-mingled (78%), and the projections of the financial impact of divestment in dollar terms. In response to the latter question, it was reported that Dalhousie's calculation of divesting the University's holdings from the list of 200 companies and running funds on a segregated basis (if this could be implemented), is that it would cost \$1.2 million more to manage than the cost today.

Further discussion also raised issues and questions on whether divestment on this scale would actually have an impact on climate change and whether investment policy is the right mechanism for seeking change. There was also discussion of potential reputational impacts for Dalhousie. At the conclusion of the discussion, Mr. McLellan responded to a question on the next steps, noting that the Board, which has been examining this issue for many months, needs to bring the discussion to a close before long. He commented that Divest Dal has prompted the discussion, but it is for the Board to decide how Dalhousie deals with this going forward, what actions it should take and what dialogues it should sustain. What has been key for him is that the process have integrity and that there be real listening and dialogue. He noted that there will be an additional opportunity for representatives of Divest Dal to meet with the Investment Committee before the final report is prepared for the November Board of Governors meeting. Board members who wish to have a deeper understanding of the work undertaken by the Investment Committee and the considerations at play will also have an opportunity to meet further with members of the Investment Committee.

8. *In Camera* Session

The Board moved to an *in camera* session.

9. Adjournment

The meeting adjourned at 5:20 pm.

Lawrence Stordy, Chair

Joyce Carter, Honorary Secretary