



BOARD OF GOVERNORS
Approved Minutes of the Meeting (Open Session) held on
Tuesday, June 28, 2022, 3:00 p.m.
Jacob Slonim Conference Room, Goldberg Computer Science Building
and Videoconference

MEMBERS PRESENT:

Robert Hanf (Chair), Paul Beesley, Scott Brison, Anne Campbell, Level Chan, Glen Dexter, Cassandra Dorrington, Cheryl Fraser, Jonathon Frontain, Angeline Gillis, Ahsan Habib, Kristan Hines, Laurie Jennings, Murray Lyu, Jay MacIsaac, Merle MacIsaac, Catherine MacPherson, Carolan McLarney, Aparna Mohan, Arvin Ramlakhan, Robert Richardson, Deep Saini, Devarsh Sood, Louise Spiteri

MEMBERS REGRETS:

Joyce Hoeven

NON-MEMBERS PRESENT:

Alice Aiken (Vice President Research & Innovation), Susan Brousseau (University Secretary), Frank Harvey (Provost & Vice President Academic), Matt Hebb (Vice President Government & Global Relations), John Hope (General Counsel), Gitta Kulczycki (Vice President Finance & Administration), Cheryl MacDonald (Associate Secretary, Board of Governors), Judith Ng'ethe (Associate Secretary Senate)

GUESTS:

Sonia Beattie (Vice-Provost, Planning and Analytics), Carey Blair (KPMG), Cheryl Earle (Chief Financial Officer & Assistant Vice-President Finance), Rukayat Ibrahim (Student Minute Taker), Laurel Munroe (Director Communications and Public Relations), Doug Reid (KPMG), Mary-Ann Rowston (Director Budgets and Financial Analysis), Chloe Westlake (Senior Manager Communications and Special Projects – President's Office), David Westwood (DFA Observer)

1. Approval of Agenda

The agenda was approved as presented.

2. Consent Agenda

All items were adopted by consent.

2.1 Minutes of Meeting of Meetings of February 15, 2022 and March 29, 2022

THAT the minutes of the meetings of February 15 2022 and March 29, 2022 be approved as presented.

Approved by CONSENT.

2.2 Board of Governor's Appointments 2022-23

THAT Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the reappointment of Paul Beesly as an alumni representative on the Board for a three-year term from July 1, 2022 to June 20, 2025.

Approved by CONSENT.

2.3 Appointment of Board Vice-Chair

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointment of Cheryl Fraser as Vice-Chair of the Board of Governors for a one-year term from July 1, 2022 to June 30, 2023.

Approved by CONSENT.

2.4 Appointment of Board Committee Chairs and Members

MOTION 1:

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointment of the following Chairs of the Board Standing Committees, effective July 1, 2022.

Academic and Student Affairs	Level Chan
Finance, Audit, Investment and Risk	Cassandra Dorrington
Capital Projects and Facilities	Paul Beesley
Community Affairs	Kristan Hines
Executive	Robert (Bob) Hanf
Governance and Human Resources	Cheryl Fraser

MOTION 2:

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointments of members to the Board Standing Committees as presented on the attached list dated June 22, 2022.

Approved by CONSENT.

2.5 Appointment of Board Committee Chairs and Members

2.5.1 Appointment of IC Members, PTF and RTF Trustees

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointment of Paul Beesley as the Board of Governors appointee to the University Investment Committee and as a trustee of the Pension Trust Fund and the Retirees' Trust Fund for a term to run from July 1, 2022 to June 30, 2025.

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the reappointment of Level Chan as the Board of Governors appointee to the University Investment Committee and as a trustee of the Pension Trust Fund and the Retirees' Trust Fund for a term to run from July 1, 2022 to June 30, 2025.

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the reappointment of Aubrey Palmeter as a member of the University Investment Committee and as a trustee of the Pension Trust Fund and the Retirees' Trust Fund for a term to run from July 1, 2022 to June 30, 2025.

Approved by CONSENT.

2.6 Appointment of External Auditors for 2022-23

THAT the Board of Governors, on the recommendation of the Finance, Audit, Investment and Risk Committee, approve the appointment of KPMG as auditors of the University for the year ending March 31, 2023.

Approved by CONSENT.

2.7 Governor's Awards Terms of Reference

THAT the Board of Governors, on the recommendation of the Academic and Student Affairs Committee, approve the revised terms of reference for the Board of Governors' Awards as presented.

Approved by CONSENT.

2.8 Matters from Senate

2.8.1 Grading Practices Policy

THAT the Board of Governors approve the addition of a Credit/No Credit (CR/NCR) grade option to the Grading Practices Policy, as presented, to provide a GPA-neutral grading option for students experiencing exceptional extenuating circumstances, when other solutions (such as retroactive withdrawal) are not appropriate, and subject to program accreditation requirements that may constrain which courses are eligible for a CR/NCR grade.

Approved by CONSENT.

3. Business Arising from the Minutes

There was no business noted.

4. Chair's Report

R. Hanf thanked C. Dorrington for her service as Vice-Chair of the Board during the past year and welcomed C. Fraser as the Vice-Chair for 2022-23.

R. Hanf reported that he, along with C. Dorrington and C. Fraser, recently attended the virtual conference of the Canadian University Boards Association (CUBA), which afforded the opportunity to hear from Board and university leaders across Canada. Sessions included a panel on the 'Academic Mission to the Future', focusing on the role and future of universities in society.

In closing, R. Hanf thanked retiring Board members L. Jennings and R. Richardson for their significant contributions to the Board and Dalhousie during their respective terms.

5. President's Report

D. Saini expressed his appreciation to the retiring board members for their valuable contributions to Dalhousie. He referred members to his written report in the Board materials. There were no questions on the report.

5.1 Annual Strategic Plan Progress Report 2021-2022

D. Saini, F. Harvey, A. Aiken, and M. Hebb presented the Annual Progress Report 2021-22 highlighting achievements and progress in the five pillars of Dalhousie's Strategic Plan Third Century Promise: Exceptional Student Experience; Inclusive Excellence; High-Impact Research; Civic University with Global Impact; and A Foundation for Inclusion and Distinction.

Following the report, members of the senior leadership team responded to questions of clarification related to student retention, funding for the Ocean Frontier Institute, and budget allocations for Facilities Renewal. Additional questions focussed on engagement with the African Nova Scotian and Indigenous communities, with F. Harvey and D. Saini noting that the African Nova Scotian Strategy is embedded in various layers of the strategic plan and the African Nova Scotian Strategy Advisory Council is committed to ensuring the recommendations out of the strategy are realized.

The Board thanked President Saini and members of the senior leadership team for their informative report and commended them on the work being done to advance Dalhousie's mission.

6. Dalhousie Student Union President's Report

A. Mohan reported on various DSU projects and initiatives. An archiving project to optimize record-keeping and archival management practices is underway, and the DSU is collaborating with Dalhousie Archives to receive donated records. She spoke to a governance review in progress and on track to be completed over the next few months, which will be the most significant review and revision of policies undertaken in recent years.

A. Mohan reported on plans for Orientation Week, and spoke to student bursaries granted by the DSU, with more than \$180,000 allocated in the last year. She highlighted several student-led food security initiatives including the Loaded Ladle, the DSU Farmer's Market, and the DSU Food Bank, noting that the food bank is the most in-demand student service offered by the DSU. She also spoke to advocacy efforts, with a focus on tuition fees, housing, unsanctioned street parties, food security, and the international student experience.

Following the report, A. Mohan responded to a question related the impact the housing crisis may have on student recruitment and retention. G. Kulczycki noted that a housing study has been completed and a session was held to workshop ideas to improve the situation in the short-, medium-, and long-terms, with several courses of action identified. These solutions include assistance for international students and the particular challenges they face, and the allocation of residence spaces.

R. Hanf thanked A. Mohan for her report and acknowledged the challenges that student Board members may experience in balancing their mandated role as student representatives as set out in the DSU bylaws and their fiduciary responsibilities as Board members.

7. Items for Decision

7.1 2021-2022 Operating Budget Report

C. Dorrington introduced the report and provided a high-level summary of the 2021-22 results. There were no questions on the report.

7.2 2021-2022 Audited Financial Statements

C. Dorrington presented the Audited Financial Statements for 2021-22. She noted the FAIR Committee, at its meeting on June 8, 2022, reviewed the audited financial statements along with the Operating Budget results report and the audit findings report from the external auditors KPMG. Highlights from the statements include a net surplus of \$6.4M, representing 1.3% of operating revenues. This surplus is due primarily to revenue losses better than expected by \$3.1M and unspent contingency funds and utility costs savings of \$2.3M. The surplus will be used to address some pressure related to the renewal and modernization of core facilities across the three campuses to further support an enhanced teaching, learning and research environment.

Following the report, G. Kulczycki spoke to the allocation of the surplus to fund various capital projects, noting that while there is an allocation mechanism in the budget for deferred maintenance, there is currently no source of money to deal with capital renovations or new construction. She noted this will be an ongoing challenge for the university, as quality facilities are a requirement in supporting teaching, research, learning and work.

Additional discussion included opportunities for income-generation, including short-term investment opportunities, and mechanisms in place to provide budget adjustments for some faculties based on enrolment.

Moved by C. Dorrington, seconded by R. Richardson:

THAT the Board of Governors, on the recommendation of the Finance, Audit, Investment and Risk Committee, approve the audited Financial Statements of the University for the year ended March 31, 2022.

CARRIED.

Governance & Human Resources Committee

7.3 Dalhousie Advisory Council – Delegation of Appointment Approvals

C. Fraser presented the proposal to terminate the Governance and Human Resource Committee's delegated authority for the appointment of members to the Dalhousie Advisory Council (DAC) and to approve that the president of Dalhousie University have the authority to approve future appointments to the DAC. She noted that if approved, amendments to the Terms of Reference for the Governance and Human Resources Committee and for the DAC will also require approval.

Responding to a question related to current and future DAC membership, D. Saini noted that the current membership list is available on the website and the Board will be informed of new members via the President's annual report.

Moved by C. Fraser, seconded by L. Jennings:

THAT the Board of Governors, on the recommendation of the Governance & Human Resources Committee, approve the following:

- 1. THAT the delegation to the Governance and Human Resources Committee to approve the appointment of members to the Dalhousie Advisory Council on behalf of the Board of Governors be terminated, effective as of the date of Board approval of this termination. The termination of this delegation has no effect on the appointments of those members currently appointed to the Dalhousie Advisory Council.**
- 2. THAT the president of Dalhousie University have the authority to appoint members of the Dalhousie Advisory Council, effective as of the date of Board approval of this authority.**
- 3. THAT the proposed revisions to the terms of reference for the Governance and Human Resources Committee be approved as presented.**
- 4. AND THAT the proposed revisions to the terms of reference for the Dalhousie Advisory Council be approved as presented.**

CARRIED.

8. Items for Information

8.1 Board Standing Committee – Annual Reports

R. Hanf thanked members for their service on the standing committees of the Board. He thanked L. Jennings for his dedicated service as chair of the Academic and Student Affairs Committee for the past several years and welcomed L. Chan who will take on the role for 2022-23. He also offered thanks to R. Richardson for his committed service as chair of the Capital Projects and Facilities Committee and welcomed P. Beesley who will take on the role for 2022-23. R. Hanf referred members to the Committee reports contained within the meeting materials. There were no questions on the reports.

The chairs thanked members of each committee for their contributions and expressed thanks and gratitude to the members of administration and the University Secretariat who so ably supported the work of the committees.

Board members took the opportunity to congratulate S. Brousseau on her upcoming retirement and thank her for her commitment to Dalhousie and her outstanding contributions to the university over the last three decades.

9. *In Camera* Session

The Board moved to the *in camera* session.

10. Adjournment

The meeting adjourned at 6:00 p.m.