



BOARD OF GOVERNORS

**Approved Minutes of the Meeting (Open Session)
held on Tuesday, June 27, 2017 at 3:00 p.m.
University Hall, Macdonald Building**

MEMBERS PRESENT: Larry Stordy (Chair), Amina Abawajy, Sara Austin (via telephone), Michelle Awad, Ian Bezanson, Joyce Carter, Cassandra Dorrington, Richard Florizone, Kati George-Jim, Elaine Gibson, Kevin Hewitt, Laurie Jennings, Courtney Larkin, Audrey Palmeter, Sherry Porter, Robert Richardson, Jeremy Ryant, Paula Simon, Candace Thomas, Michele Williams

NON-MEMBERS PRESENT: Peter Fardy (Vice-President Advancement), Ian Nason (Vice-President Finance and Administration), Carolyn Watters (Provost and Vice-President Academic), Susan Brousseau (University Secretary)

REGRETS: Wadih Fares, Jody Forsyth, Robert (Bob) Hanf, Anne McLellan, Gail Tomblin Murphy

GUESTS: Darren Abramson (DFA Observer), Karen Crombie (University General Counsel), Jeff Larsen (Executive Director, Innovation, Creativity & Entrepreneurship), Andrea Power (Associate Secretary, Senate)

1. Approval of Agenda

Moved by M. Williams, seconded by L. Jennings:

THAT the agenda be adopted as circulated.

CARRIED.

2. Presentation of Environmental Health and Safety Award

R. Florizone presented the 2016 Environmental Health and Safety Award to the Facilities Management Rescue Team, in recognition of their initiative in creating a team dedicated to ensuring the safety of workers on campus through their commitment to rescue training. This extensive training prepares team members to respond immediately to rescue situations in coordination with other emergency personnel. It was noted that this award symbolizes the importance that Dalhousie places on the health and safety of its community and recognizes the important work being done on campus in this area.

3. Consent Agenda

3.1. Minutes of Meeting of April 18, 2017

THAT the Board of Governors approve the minutes of the meeting held on April 18, 2017.

Approved by CONSENT.

3.2. Board of Governors Appointments/Reappointments 2017-18

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointment of Iain Klugman to the Board of Governors of Dalhousie University for a three-year term from July 1, 2017 to June 30, 2020.

Approved by CONSENT.

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointments of Ian Bezanson and Brian Johnston to the Board of Governors of Dalhousie University, each for a two-year term from July 1, 2017 to June 30, 2019.

Approved by CONSENT.

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointment of Brenda Hogan to the Board of Governors of Dalhousie University for a three-year term from July 1, 2017 to June 30, 2020.

Approved by CONSENT.

3.3. Appointment of Board Officers

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the reappointment of Lawrence (Larry) Stordy as Chair of the Board of Governors for a two-year term from July 1, 2017 to June 30, 2019.

Approved by CONSENT.

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointment of Robert (Bob) Hanf as Vice-Chair of the Board of Governors for a one-year term from July 1, 2017 to June 30, 2018.

Approved by CONSENT.

3.4. Appointment of Board Committee Chairs & Members

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, 2017:

Academic & Student Affairs	Robert (Bob) Hanf
Finance, Audit, Investment & Risk	Joyce Carter
Capital Projects and Facilities	Aubrey Palmeter
Community Affairs	Sherry Porter
Executive	Larry Stordy
Governance & Human Resources	Candace Thomas

Approved by CONSENT.

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 19, 2017.

Approved by CONSENT.

3.5. Appointment of PTF and RTF Trustee

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the reappointment of Paul Conrod as a trustee of the Pension Trust Fund and the Retirees Trust Fund for a three-year term from July 1, 2017 to June 30, 2020.

Approved by CONSENT.

3.6. Board Appointments to University Committees

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointment of Ian Bezanson as Board representative on the search committee for the Assistant Vice-President, Information Technology Services (ITS) & CIO, such appointment to be effective on the date of Board approval.

Approved by CONSENT.

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointment of Cassandra Dorrington as Board representative on the search committee for the University Advisor & Assistant Vice-President, Equity and Inclusion, such appointment to be effective on the date of Board approval.

Approved by CONSENT.

That the Board of Governors, on the recommendation of the Governance & Human Resources Committee, approve the appointments of Laurie Jennings, Sherry Porter and Candace Thomas as Board representatives on the review committee for the President, such appointments to be effective immediately.

Approved by CONSENT.

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the appointment of Cassandra Dorrington as a Board of Governors representative on the Senate Honorary Degrees Committee for a one-year term from July 1, 2017 to June 30, 2018.

Approved by CONSENT.

3.7. University Policy Amendments (Board Committee references)

THAT the Board of Governors, on the recommendation of the Governance & Human Resources Committee, approve the amendments as presented to the following Dalhousie University policies:

1. University Policy Regarding Academic Appointments: Amend Section E.3. to replace "Academic Affairs & Research Committee" with "Academic & Student Affairs Committee".

2. Document Execution/Contract Signing Authority: Amend Section 1.c) vii to replace "Steering Committee" with "Executive Committee"; amend Sections 2 d) ii and iii to replace "Academic Affairs & Research Committee" with "Academic & Student Affairs Committee"; amend Section 5 to replace "Operations Committee" with "Finance, Audit, Investment & Risk Committee"; and amend Section 1 of the Offers of Employment/Appointment Approvals Process attachment to replace "Steering Committee" with "Governance and Human Resources Committee".

3. External Debt Policy: Amend Sections C1; 7b; and 8 to replace "Operations Committee" with "Finance, Audit, Investment & Risk Committee".

4. Purchase and Sale of Real Property Policy: Amend Sections 6, 8 and 9 to replace "Operations Committee" with "Finance, Audit, Investment & Risk Committee".

5. Senior Administrative Appointments Policy: Amend Sections D.2.b. and E.1 to replace "Academic Affairs & Research Committee" with "Academic & Student Affairs Committee", and amend Addendum 1 and 2 to the Policy to replace "Human Resources Committee" with "Governance and Human Resources Committee".

Approved by CONSENT.

THAT the Board of Governors, on the recommendation of the Governance & Human Resources Committee, approve the amendment of the Board's Approval Mechanism under the Document Execution/Contract Signing Authority Policy, adopted by the Board on November 24, 2008, to replace "Operations Committee" with "Finance, Audit, Investment & Risk Committee".

Approved by CONSENT.

3.8. Appointment of External Auditors for 2017-18

THAT the Board of Governors, on the recommendation of the Finance, Audit, Investment & Risk Committee, approve the appointment of KPMG as auditors of the University for the year ending March 31, 2018.

Approved by CONSENT.

3.9. Matters from Senate

3.9.1. Faculty of Health Professions – Name Change

THAT the Board of Governors approve the name change for the Faculty of Health Professions to the Faculty of Health, effective July 1, 2017.

Approved by CONSENT.

3.9.2. Academic Syllabus Policy

THAT the Board of Governors approve the Draft Academic Syllabus Policy

Approved by CONSENT.

3.9.3. New Program Proposal – Bachelor of Arts, Major/Double Major/combined honours in Cinema and Media Studies, FASS

THAT the Board of Governors approve the new program proposal for the Bachelor of Arts, Major/Double Major/combined honours in Cinema and Media Studies.

Approved by CONSENT.

3.9.4. Student Ratings of Instruction Policy and Procedure

THAT the Board of Governors approve the revised SRI Policy and Procedures.

Approved by CONSENT.

4. Business Arising from the Minutes

There was no business arising.

5. Chair's Report

L. Stordy welcomed Amina Abawajy and Jeremy Ryant to their first Board meeting. He also welcomed Dr. Darren Abramson who is the new DFA President for 2017-18 and will serve as DFA Observer for the coming year.

Mr. Stordy offered congratulations to Candace Thomas on receiving her Queen's Council designation earlier this spring, and to Joyce Carter on recently being named one of the Top 50 CEOs in Atlantic Canada by Atlantic Business Magazine. He also acknowledged the support and assistance given to the Board by two senior administrative staff who are retiring at the end of June - Jeff Lamb, Assistant VP Facilities Management, and Dwight Fischer, CIO and Assistant VP Information Technology Services.

At the conclusion of his remarks, Mr. Stordy thanked retiring Board members for their significant contributions to the Board, both at the Board and committee level: Sara Austin, Michelle Awad, Wadih Fares and Courtney Larkin.

6. President's Report

6.1. University Strategic Direction 2014-2018 Update

R. Florizone presented an update on the University Strategic Direction.

During discussion and questions following the presentation, the following was noted:

- A suggestion that the Board consider integrating an acknowledgement of the University's location on traditional Mi'kmaq territory. This suggestion will be referred to the Governance & Human Resources Committee.
- A comment that indigenous students still see a lack of racial visibility in University leadership and a suggestion that the President's Office consider the possibility of creating grants for racialized students to promote diversity and inclusion. It was noted that this suggestion could best be directed to the Strategic Priority 5.2 Advisory Committee.

- Discussion on the University's current response to the Truth & Reconciliation Commission recommendations. R. Florizone noted that the principle focus has been on curriculum and noted the work happening in the Faculties of Law and Medicine and the School of Nursing in particular. With respect to the implementation of language courses, there have been discussions regarding a potential partnership with Cape Breton University. Going forward, it was noted that a strategy is developing to increase faculty and staff representation from under-represented groups. R. Florizone also noted that Dalhousie's 200th anniversary celebrations are focused on inclusion and a primary theme for events is the "Year of Belong".
- A concern that the University continue to focus on retention of Nova Scotia students and appropriate supports for these students. It was noted that the \$6.5M private commitment noted in the President's report will in part be allocated towards bursaries and support for rural Nova Scotia students. The importance of intersectionality for retention was also noted.
- Comments on Dalhousie's research results. While it was noted that Dalhousie is above the U15 average with respect to dollars per faculty member received from Tri-Council funding, Dalhousie is very low in comparison with U15 universities on provincial funding and on the PhD to Masters students ratio. It was suggested that Dalhousie is well-positioned regarding its diversity and inclusion efforts to align with the federal government focus on equity, diversity and inclusion in its research funding programs (including the Canada Research Chairs program), and other initiatives. It was also noted that Dalhousie's Pathways programs are ahead of U15 institutions, so good work is happening but it needs to continue. There was also some caution around the University's statistics regarding racially visible faculty (which compares 2006 to 2011 data); when the new 2016 census data is analyzed, there is the likelihood that this gap will be larger. Efforts also need to continue to increase diversity in the University's senior leadership ranks.

7. Dalhousie Student Union President's Report

A. Abawajy circulated her report and spoke to various highlights, including the new DSU Executive planning and goal-setting work; the DSU campaign this past spring to increase voter turnout during the provincial election; the current hiring process underway for a Manager of the Survivor Support Centre; the DSU decision to boycott Halifax Pride events this year; and planning for the DSU orientation to run September 2-4, 2017. K. George-Jim added some additional comments regarding her interest in public art and noted the importance of inclusive art and visual spaces on campus and the message this can convey in creating a welcoming community for members of diverse communities. She also suggested that perhaps Board meetings could periodically include reports or short presentations from students on various initiatives. She also encouraged Board members to reflect on Canada's 150th and to learn about Indigenous issues and communities.

8. Items for Decision

8.1. 2016-2017 Operating Budget Report

J. Carter introduced the report and congratulated Ian Nason and his team on the excellent results this year. Mr. Nason responded to question on the University of Kings College transfer and the status of funding from the province for the Faculty of Agriculture.

8.2. 2016-2017 Audited Financial Statements

J. Carter introduced the 2016-2017 audited financial statements and thanked Susan Robertson and her team for their work in preparing these. She noted that it is an unqualified audit report.

Moved by J. Carter, seconded by C. Dorrington:

THAT the Board of Governors, on the recommendation of the Finance, Audit, Investment & Risk Committee, approve the audited Financial Statements of the University for the year ended March 31, 2017.

CARRIED.

8.3. 2017-2018 Operating Budget Approval

J. Carter introduced the 2017-2018 operating budget, noting that it is a balanced budget. It was noted that the work to achieve this result is tremendous and again thanked Ian Nason, Susan Robertson and their colleagues for this work. I. Nason also commented on the recent establishment of the Board's ad hoc Financial Planning Committee to examine issues of financial sustainability more deeply; this is a positive step that should help the University determine a course for the next several years.

Moved by J. Carter, seconded by A. Palmeter:

THAT the Board of Governors, on the recommendation of the Finance, Audit, Investment and Risk Committee, approve the 2017-2018 Operating Budget with revenues and expenditures each of \$415,359,000.

CARRIED.

(A. Abawajy, K. George-Jim, J. Ryant opposed).

8.4. AC Feed Barn/Ruminant Animal Centre (Board 2 Approval)

A. Palmeter introduced the motion. S. Porter noted that there is currently a fundraising effort underway to support construction of the Interpretative Centre, but it is critical that the Board approve both elements now; it will be more cost effective to proceed with both projects simultaneously given the integration of the structures) R. Florizone commented that the former Nova Scotia Agricultural College had not previously had a capital campaign, as it operated in some respects as a part of government. The current fund-raising effort has been phenomenally successful and he wanted the Board to be aware of this.

Moved by A. Palmeter, seconded by R. Richardson:

That the Board of Governors approve the expenditure of a sum not to exceed \$2.8M for the implementation of Phase 1 of the RAC Expansion Project, consisting of the replacement of the Feed Barn and construction of the shell of the Interpretive Centre (Board 2 Approval).

CARRIED.

8.5. AC Student Learning Commons (Board 2 Approval)

A. Palmeter introduced the motion. In response to a question about the importance of culture around space, and particularly the importance of diverse art in such spaces, and whether this has been considered in relation to this new facility, it was noted that an architectural designer is engaged in such conversations.

Moved by A. Palmeter, seconded by R. Richardson:

That the Board of Governors approve the expenditure of a sum not to exceed \$3M to complete the Implementation Phase of the Agricultural Campus Student Learning Commons project (Board 2 Approval).

CARRIED.

8.6. Draft Gift Acceptance Policy

S. Porter spoke to the draft Gift Acceptance Policy, noting that it has undergone extensive consultation and discussion. The Policy will formalize current practices and procedures and is consistent with the approach of other Canadian universities.

The following points were noted during the discussion following this report:

- A question was raised regarding the Board as the sole Policy sponsor and it was noted that the Senate had raised queries regarding whether Senate should be a co-sponsor. In response, it was noted that Legal Counsel had advised that the University statutes are clear that it is the Board's sole jurisdiction to manage the funds and assets of the University and gifts are clearly assets. Additionally, the Senate Constitution sets out the jurisdiction of Senate and there are no references to managing assets or gifts. Lastly, the Policy on Policies sets out whom is a policy sponsor and it is clear that this is the Board's area of jurisdiction. The Gift Acceptance Policy does not fall under any Senate jurisdiction and so Senate is not appropriately a sponsor. K. Hewitt confirmed that this issue came up at Senate and that he does not agree that Senate should be a co-sponsor given the scope and limits of its jurisdiction. He did, however, note additional suggestions made at Senate that he felt should be considered:
 - Inclusion of the following in section F(1) of the policy: "the proposed gift does not undermine academic freedom or grant inappropriate access to academic programs or initiatives." It was suggested that this idea be highlighted even though academic freedom is also addressed in section D(5)(a). In response, it was noted that gifts are not approved without the consent of a relevant Faculty's dean.
 - Inclusion of a faculty member on the Gift Acceptance Committee to ensure faculty representation. He suggested that this could be the Chair of Senate or designate, similar to the provision in the Naming Policy. This is in the spirit of the Board/Senate integration provided for in the University statutes.
- It was also suggested that consideration be given to adding a student representative to the Gift Acceptance Committee, if the Policy is returned to the Committee for further discussion.
- A query was raised concerning section D(2) and whether more nuanced wording might be helpful to allow very preliminary conversations to happen without potentially violating the requirement to consult with the Office of Advancement prior to preliminary discussions with major donors. S. Porter and P. Fardy responded, noting the discussion at the Community Affairs Committee.

At the conclusion of the discussion, it was noted that Dalhousie examined what other universities have done in this area and incorporated best practices from these. Additionally, feedback from various parties was incorporated, including from Deans Council, Senate and the Community Affairs Committee. The Community Affairs Committee that has recommended the policy has both student and faculty representation in its membership and the policy was discussed thoroughly at the Committee on two occasions. P. Fardy commented that he and his team agree absolutely that it is critical that academic freedom be respected and he confirmed that the relevant Deans are always intimately involved when gifts to academic units or programs are under consideration.

Board members agreed that the draft Gift Acceptance Policy should be returned to the Community Affairs Committee for further discussion in light of the discussion today. Board members also spoke to the importance of having confidence in committees to carry out their mandates. It was noted that this confidence should be balanced with the Board's responsibility for decisions and that the Board has the responsibility, when appropriate, to request that an item be sent back to a committee for further consideration.

8.7. Revised Board Bylaws

C. Thomas introduced the revised Board bylaws. It was noted that the Governance and HR Committee oversaw a first phase of restructuring last year, which included a new Board committee structure and a realignment of officer roles. The second phase of restructuring included a Board bylaw review and policy updates to reflect the new committee structure. She noted that the bylaws have been significantly overhauled and modernized and reflect a "plain language" approach.

Moved by C. Thomas, seconded by S. Porter:

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the draft revised General By-Laws of the Board of Governors of Dalhousie University as presented.

CARRIED.
(J. Ryant abstaining)

8.8. Selection & Appointment Procedures – Board Chair, Vice-Chair, and Chancellor

C. Thomas spoke to the draft selection and appointment procedures documents, noting that similar procedures previously existed in the by-laws, but have been moved to this separate document on the advice of the governance consultant (to provide more flexibility in such procedures without the need to amend the bylaws).

A small correction was noted to section 2 of Procedures for Selection and Appointment of Board Chair and Board Vice-Chair. The first sentence should read: "The Board of Governors By-laws provide that the Vice-Chair shall be appointed annually."

Moved by C. Thomas, seconded by M. Awad:

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the Procedures for Selection and Appointment of Board Chair and Board Vice-Chair, as amended.

THAT the Board of Governors, on the recommendation of the Governance and Human Resources Committee, approve the revised Chancellor Profile and Procedures for Appointment, as presented.

CARRIED.
(J. Ryant abstaining)

9. Items for Information

9.1. Board Standing Committee Annual Reports

C. Thomas thanked retiring member Michelle Awad and Jasmine Walsh, AVP Human Resources, for their contributions to the Governance and Human Resources Committee this year.

S. Porter noted that this was the first year that the Community Affairs Committee was in operation and that it is still exploring its role. The importance of the Committee in giving new voices to units on campus was noted, and it was reported that an assessment of the Committee will occur in due course.

10. In Camera Session

The Board moved to an *in-camera* session.

11. Adjournment

The meeting adjourned at 6:05 p.m.