

Attendees:

Dr. Daniel Doz, Carol Ryder (Board Chair), Larry Clausen, Amanda Hu, Natasha Pashak, Patti Dibski, Jim Stanford, Cassandra Dam, Bobby Yin, Reid Cummings, Ashif Merani, A. Stewart Hanlon, Rickee-Lee Webster

Regrets:

Spil Kousinioris, Iain Howe

Resources:

Dr. André Plante, Jamie Leong-Huxley, Nicole Hamilton, Jill Brown, Stephany Laverty (Recording Secretary)

Guests:

John Galloway, Carolyn Craig

AUArts Boardroom

The Board Meeting began at 4:01 p.m. with quorum present and Carol Ryder as Chair. The Board Chair extended congratulations to the new student representative of the Board.

1 Approval of Agenda

Moved by Amanda Hu and Seconded by Patti Dibski that the agenda be approved as presented.

MOTION: 1901

CARRIED

Carol Ryder

2 Approval of Minutes

2.1 Attached: October 30, 2019, Draft Minutes

Discussion: The President's ability to move and second a motion, the circumstances for when the President would not participate in the in camera portion.

Decision: Amend the minutes to line up the appropriate committee chair with the appropriate committee under the Committee Reports section.

Moved by Jim Stanford and Seconded by Larry Clausen that the minutes be approved as amended.

MOTION: 1902

CARRIED

Carol Ryder

3 Consent Agenda

3.1 Cabinet

3.1.1 Attached: December 2019 Cabinet Report

3.2 AUArts Faculty Association

3.2.1 Attached: AUAFA Board of Governors Report –
December 4, 2019

3.3 AUArts Student Association

3.3.1 Attached: AUArts SA Board of Governors Report
2019-12-03

3.3.2 Electronic Circulation: Student Association Audited
Financials

3.4 AUPE

3.4.1 Attached: AUArts AUPE Staff Report to the Board of
Governors

Carol Ryder

Moved by Natasha Pashak and Seconded by Rickee-Lee Webster that the consent agenda be approved as presented.

MOTION: 1903

CARRIED

Discussion: The construction on the west walk sidewalk began December 11 with construction scheduled for completion by the end of the month, enrollment numbers for the fall pilot dual-credit program with Crescent Heights, whether lighting will be upgraded in the hallway to the cTrain station as part of the main mall lighting upgrade, ongoing discussions with Office of the Auditor General, student protests.

Action: The exact numbers for enrollment in the Crescent Heights program and clarity on whether the university has the jurisdictional ability to upgrade the lighting in the hallway to the cTrain will be brought to the next Board meeting.

4 Board Chair's Report

4.1 Attached: Board Chair's Report December 11 2019

Carol Ryder

The Board Chair reviewed the report with the committee.

5 Board Committee reports

5.1 Finance + Audit Committee

Jim Stanford

5.1.1 Attached: October 16, 2019, Finance and Audit minutes

The Committee Chair reviewed the minutes with the committee and provided a review of the Risk Report presented at the November Finance and Audit Committee meeting. The Chair then provided an update on the Auditor General's report on the 2019 Audit at AUArts, the decision of the Auditor General to amend an item to a recommendation, and the Committee Chair's response to the Auditor General.

Discussion: The possibility of the recommendation becoming an observation following receipt of letter, the threshold of size for an internal audit control system compared to AUArts, timelines for the report to be public.

5.2 Advancement Committee

5.2.1 Attached: September 18, 2019, minutes

Larry Clausen

The Committee Chair provided a review of the October 13 Advancement meeting.

5.3 Governance/HR Committee

5.3.1 Attached: October 23, 2019, minutes

Natasha
Pashak

The Committee Chair provided a review of the November 27 Governance/HR Committee meeting.

6 Action Items

6.1 Annual Report

Dr. Daniel Doz

6.1.1 Electronic circulation: 2018/19 Annual Report

6.1.2 Attached: Motion on 2018/19 Annual Report

The President and CEO reviewed the annual report with the Board.

Discussion: Significant work done by previous government to have institutions enact a sexual violence policy and unknown at this time whether the current government will continue to prioritize, the retroactive billing received from SAIT for utilities.

Moved by Reid Cummings and Seconded by Patti Dibski that the Board of Governors approve the 2018/19 Annual Report

MOTION: 1904

CARRIED

6.2 Strategic Plan

6.2.1 Electronic circulation: AUArts Strategic Plan

6.2.2 Attached: Motion on AUArts Strategic Plan

Dr. Daniel Doz
and Guests

The President and CEO reviewed the strategic plan with the Board and invited the guests to provide an overview on the strategic plan development process.

Discussion: The academic plan for GFC approval and the unit plans, the reflection of accountability and transparency in the values, capacity to do work vs. planning, General Faculty Council's input in the documents, Dean's Council roll to monitor the progress of achieving the plans, accountability for each key performance indicator to be assigned in the unit plans.

Decision: The Board of Governors approve the AUArts strategic plan subject to the inclusion of the transparency and accountability in the values statement.

Moved by Larry Clausen and Seconded by Rickee-Lee Webster that the Board of Governors approve the AUArts Strategic Plan subject to the inclusion of transparency and accountability in the values statement.

MOTION: 1905

6.3 Board of Governors Terms of Reference

6.3.1 Attached: Board of Governors Draft Terms of Reference

6.3.2 Attached: Motion to Approve Board of Governors Terms of Reference

Natasha
Pashak

The Governance/HR Chair reviewed the terms of reference with the committee.

Moved by Natasha Pashak and Seconded by Dr. Daniel Doz that the Board of Governors approve the Board of Governors Terms of Reference.

MOTION: 1906

CARRIED

6.4 Board Expenses Policy

6.4.1 Attached: Current Board of Governors Honoraria Guidelines

6.4.2 Attached: Draft Board of Governors Expenses Policy

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- 6.4.3 Attached: Board Remuneration at other Alberta PSIs
 - 6.4.4 Attached: Motion to Approve Board of Governors Expenses Policy

The Governance/HR Chair reviewed the policy with the Board.

Discussion: The procedure for reviewing where endowment funds are disbursed, letters to donors to notify them of how their investment was handled for the year.

Moved by Natasha Pashak and Seconded by Amanda Hu that the Board of Governors approve the Board Expenses Policy.

MOTION: 1907

CARRIED

- 6.5 Mandate of the Board of Governors Policy
 - 6.5.1 Attached: Current Mandate of the Board of Governors Policy
 - 6.5.2 Attached: Motion to Rescind Mandate of the Board of Governors Policy

The Governance/HR Chair reviewed the Mandate of the Board of Governors policy with the Board.

Moved by Natasha Pashak and Seconded by Reid Cummings that the Board of Governors rescind the Mandate of the Board of Governors Policy.

MOTION: 1908

CARRIED

- 6.6 Planning Cycle Policy
 - 6.6.1 Attached: Current Board of Governors Planning Cycle Policy
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6.6.2 Attached: Motion to rescind the Board of Governors
Planning Cycle Policy

Moved by Natasha Pashak and Seconded by Cassandra Dam that the
Board of Governors rescind the Board of Governors Planning Cycle Policy.

MOTION: 1909

CARRIED

6.7 Indemnification Policy

6.7.1 Attached: Current Board Indemnification Policy

6.7.2 Attached: Board Indemnification Section of Board
Bylaws

6.7.3 Attached: Motion to Rescind Board of Governors
Indemnification Policy

Moved by Natasha Pashak and Seconded by Cassandra Dam that the
Board of Governors rescind the Board of Governors Indemnification Policy.

MOTION: 1910

CARRIED

6.8 Financial Oversight Policy

6.8.1 Attached: Current Board of Governors Financial
Oversight Policy

6.8.2 Attached: Motion to Rescind Board of Governors
Financial Oversight Policy

Moved by Natasha Pashak and Seconded by Jim Stanford that the Board
of Governors rescind the Board of Governors Financial Oversight Policy.

MOTION: 1911

CARRIED

6.9 Privacy and Information Security Policies

6.9.1 Link: Current Board of Governors Privacy Policy

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- 6.9.2 Link: Current Board of Governors Information Security Policy
6.9.3 Attached: Motion to Rescind Board of Governors Privacy and Information Security Policies

Moved by Natasha Pashak and Seconded by Reid Cummings that the Board of Governors rescind the Board of Governors Privacy and Information Security Policies.

MOTION: 1912

CARRIED

6.10 Human Resources Policy

- 6.10.1 Link: Current Board of Governors Human Resources Policy
6.10.2 Attached: Motion to Rescind Board of Governors Human Resources Policy

Moved by Natasha Pashak and Seconded by Amanda Hu that the Board of Governors rescind the Board of Governors Human Resources Policy.

MOTION: 1913

CARRIED

6.11 Tuition Fee Policy

- 6.11.1 Link: Current Board of Governors Tuition Fee Policy
6.11.2 Attached: Motion to Rescind the Board of Governors Tuition Fee Policy

The Committee Chair reviewed the policy with the committee and provided an overview of the institutional process for student fee consultation.

Moved by Natasha Pashak and Seconded by Amanda Hu that the Board of Governors rescind the Tuition Policy.

MOTION: 1914

CARRIED

7 Business Arising

7.1 Number of individuals consulted for Strategic Plan

The Vice-President, Advancement, presented the following numbers at the invitation of the President and CEO: **Dr. Daniel Doz**

Open house consultation with faculty and staff: 35 faculty and staff responded

Open house consultation with student: 75 students participated

8 AUArts SA Report

The Student Association reported on the student protests and the issues informing the protests, including feelings of distrust and concerns over staff position changes, wanting to hear from the President, communications with the Minister.

Discussion: The Board's support of the students as students are the primary reason for the institution to exist, the role of the student association to give voice to the students, the appropriate items for student consultation, the authority of the administration in making human resources decisions, the agenda for the Board to have an item on the relationship between the student association and the Board to ensure that everyone is getting the appropriate information and engagement, internal association board representative membership on Finance/Audit and Governance/HR committees.

**Rickee-Lee
Webster**

9 AUAFA Report

The faculty association representative reported on faculty participation in the protests on campus and emphasized the concerns of the faculty as well as the varying responses to changes within the faculty.

Discussion: The difficulty of change, the need to communicate to ensure the risk of rumors is mitigated, the time of year for change is stressful.

**Cassandra
Dam**

10 AUPE Report

The Board Chair read a statement to the Board on behalf of the representative.

Iain Howe

11 GFC Report

The GFC bylaws will be presented to the next GFC meeting for approval, focused on establishing its framework and the ad hoc committee continues to move forward on putting pieces together. **Dr. Daniel Doz**

12 President's Report

12.1 Verbal Report

The President provided a verbal update on activities since the previous Board meeting with a primary focus on budget and strategic planning, the need for diverse methods of communication, the challenges for executive administration in answering questions that executive does not have the answers for, the bicameral system and search for university secretary to bridge the GFC and Board. **Dr. Daniel Doz**

12.2 Deferred Maintenance and Operating Costs

The President and CEO reviewed the current state of the deferred maintenance and operating costs for the institution.

Discussion: Emphasize that focused on developing the current building and put the rumors that AUArts is moving to rest.

13 For Information

13.1 Risk Management Report

13.1.1 Attached: Executive Summary Risk Management Report 2019

13.1.2 Attached: Appendix A Heat Map Nov 2019

13.1.3 Attached: Appendix B Risk Management Report 2019

14 In Camera Session

The committee went in camera at 6:04 p.m.

15 Adjournment

The meeting adjourned at 6:27 p.m.

Next Meeting Date: February 12, 2019