

Present: with Carol Ryder in the chair were Dr. Mark Clintberg, Dr. Cassandra Dam, Patti Dibski, Susanne DiCocco, Dr. Daniel Doz, John Faul, A. Stewart Hanlon, Iain Howe, Amanda Hu, Chi Iliya-Ndule, Spil Kousinioris, Jamie Russett, Sheila Taylor, Rickee-Lee Webster

Regrets: Ashif Merani

Guests: Reid Cummings, non-governor Finance and Audit Committee member, Jill Brown, Vice President Administration; Jamie Leong-Huxley, Vice President Advancement; Dr. André Plante, Vice President Academic and Provost; Andrea Power, Secretary to the Board of Governors

Observers: Lisa Cerny, AUPE representative, and Sarah Grodecki, SA Executive Director

The Chair welcomed two new Board members, John Faul and Chi Iliya-Ndule, to their first meeting and, on behalf of the Board, thanked two outgoing Board members, Larry Clausen, former vice chair for his six (6) year term and Reid Cummings, former Finance and Audit Committee chair for his six (6) year term and three (3) years as a non governor committee member. The Chair then welcomed all members and guests to the meeting, read the Treaty 7 Land Acknowledgement and then called the meeting to order.

1. Approval of Agenda

MOVED by Ms. Dibski and **SECONDED** by Mr. Howe:

THAT the Board of Governors approve the draft October 28, 2020 Board of Governors agenda, as presented.

CARRIED

2. Consent Agenda

THAT the Board of Governors receive the Cabinet Report, as presented.

Approved by **CONSENT.**

THAT the Board of Governors elect Andrea Power as the Secretary to the Board.

Approved by **CONSENT.**

In response to questions on the Cabinet Report, the following was noted:

- The first Indigenous Framework draft is near completion and there has been early consultation with the Elders. Thorough consultation will start in November and run through December. In addition, there are planned monthly meetings with the Elders Council to further explore these topics.

- The consultant for the EDI framework has not been identified as first there must be a Request for Proposal (RFP) distributed. The RFP process will be used to hire the consultant. The planned Listening Sessions (students, staff and faculty) will help inform the RFP.
- The new digital consultant is Tara Fleming and the content creator is Wanda Baker. Advancement will be engaging students in the content work.
- We are very pleased to receive two government Capital Maintenance and Renewal grants: \$4,850,000 for the mechanical Room retrofit and \$840,000 for the Power Panels and Transformers Replacement.
- 134 students have enrolled to date in the free bootcamps sponsored by the RBC Futures grants.
- Extreme gratitude was extended for the ongoing work to all faculty and staff during the pandemic.

3. Board Chair's Report

The Board Chair provided a verbal report and the following was discussed:

- There were numerous meetings with Dr. Doz on a range of topics since the Board last met.
- Pleased to offer an online Board orientation for the two new Board members, John Faul and Chi Iliya-Ndule.
- Attended a range of government meetings, including meetings with the Minister of Advanced Education.
- The Alberta Budget and PSI surveys are both still available for Board members to complete.

4. President's Report

The President and CEO verbally reported the following:

- Financial issues for post-secondary institutions are of concern; particularly considering potential measures that could be implemented by the government. Some universities are struggling to balance their budgets due to the pandemic impact on their ancillary revenues as universities are not allowed to run a deficit budget.
- The government will be re-launching discussions on the IMAs.
- The PSI system review is ongoing, and a report is expected to the Alberta provincial cabinet sometime in December.
- AUArts is on track to re-open more for the Winter 21 semester, thus offering students about 20 studio courses on site. Fall enrolment has remained strong; however, international enrolment has experienced a reduction with domestic enrollment remaining very strong.
- Listening sessions for Equity, Diversity, and Inclusion are ongoing for students, faculty and staff and will run for the next 2.5 weeks.
- Program and Curriculum Innovation is currently underway as discussed at the September Board retreat.
- Fatigue and burnout with online meetings for all has been noted and is concerning. There has been a discussion regarding workload with a potential to survey students regarding anxiety on a return to the university. A wellness survey is being conducted by Human Resources with all Managers.

5. Board Committee Reports

5.1. Finance + Audit Committee

The Committee Chair welcomed Reid Cummings to provide the committee update.

- Recognized and thanked Patti Dibski for her service on the Finance and Audit Committee. Ms. Dibski was recently elected as the Chair of the Advancement Committee.
- The Committee last met on October 20, 2020 and at that meeting the Office of the Auditor General (OAG) was present for the exit report for the audited annual financial statements and the audit results. There was a clean audit opinion. There was one significant accounting change which created considerable time and effort for the Finance team related to the Capitalization Policy. It was recently updated resulting in the threshold increased from \$1,000 to \$5,000.
- No errors were found by the OAG as well as no specific covid concerns or risks.
- The hours spent by the OAG on the audit rose from the 980 budgeted hours to 1270 hours. The additional time was due to sharing schedules and scheduling online meetings in a time where staff are working from home.
- The management representation letter required by the Finance and Audit Committee indicated there were no significant issues noted.
- Thanks were extended to Jill Brown and Marion Shill and the finance team for completing the audit during covid and working from home.
- The Finance and Audit Committee have recommended the 2019-2020 year-end Financial Statements to the Board for approval.
- The Mawer investment report was received, noting a positive return with the market adjustments.
- 2019 Legislative compliance report was received, and it was noted that there is continued oversight of legislative compliance.
- Annual review of the Finance and Audit Terms of Reference and the annual workplan.
- In the Statement of Management Responsibility there is a statement related to internal members; however, this relates to past terms of reference and membership. The Finance and Audit Committee, as per the current terms of reference, do not permit internal members.
- The status of the outstanding recommendation from last year was noted. These recommendations can take up to 3 years for formal follow-up, so this matter was left unassessed; however, an implementation plan will be reviewed at the next Finance and Audit Committee.

At this point in the meeting, the Chair asked that the Board move to the approval items and then return to the balance of the committee reports.

5.2 Advancement Committee

The Committee Chair noted the following:

- The October 7, 2020 meeting was the first meeting for the new Chair and it was also the first meeting for several new internal Board members.
- Reviewed the Advancement Committee Terms of Reference and the Office of Advancement Function and Priorities.
- An introduction of the new university fundraising program, *Boost a Student*.

5.3 Governance and Human Resource Committee

The Committee Chair noted the following:

- Last met on October 13, 2020 and recommended the revised code of conduct policy, which was as a result of the Alberta Government legislative amendments. The draft Information Security Policy, which was revised as per routine updating, was also recommended to the Board.
- A new e-voting protocol was developed and recommended to the Board. E-voting has increased in use as a result of covid. The AUArts Bylaws provides for e-voting but does not articulate the process. The Governance and HR Committee will review the new protocol in May 2020.
- Reviewed all Board committee workplans and ToR, discussed the comprehensive review of university policy documents and received an update on collective bargaining.

6. Annual Financial Statements, year ended June 30, 2020

As per the PSLA and the Board of Governors' Bylaws, the Auditor General of Alberta is the auditor for the Alberta University of the Arts (AUArts). The 2019-2020 Audited Financial Statements must be approved by the Board as per the Post-Secondary Learning Act (PSLA). There were no questions by the Board members.

THAT the Board of Governors approve the 2019/20 Audited Financial Statements, as presented.

CARRIED.

7. Allocation of Internally Restricted Funds for AUArts Fundraising Program

With stewardship from the Advancement Committee of the Board of Governors, the Office of Advancement has identified supporting student financial needs as an important strategy for AUArts' fundraising program for 2020-21. Management is proposing to launch a *Boost-A-Student* fundraising campaign aimed at establishing a fund dedicated to ensuring our students' ongoing welfare and success by providing bursaries and scholarships. Donations will help students with necessities, tuition and fee assistance, upgraded technology, materials, and work-integrated learning research scholarships. This campaign's success is predicated on AUArts matching donor's contributions dollar for dollar, up to \$50,000.

In order to provide this fundraising campaign with up to \$50,000 of available matching funds, AUArts proposes creating a depleting restricted fund using current unrestricted reserves funds. The terms of the *Boost-A-Student* fund would include:

- All donation and pledges made to *Boost-A-Student* to June 30, 2021 are eligible for matching by the reserve fund, up to \$50,000 maximum.

- If the *Boost-A-Student* fund (including both donated and matching contributions) is not fully expended by June 30, 2022, any remaining funds will be released to the General Scholarship Fund endowment.

That the Board of Governors approve the allocation of up to \$50,000 from the University's unrestricted reserves to allow the University to execute its Boost-A-Student fundraising student support campaign.
CARRIED.

8. Draft Code of Conduct Policy

As a result of the amendment to the Conflicts of Interest Act (Part 4.3 Designation Order), the AUArts Code of Conduct needed to be revised. The amendment, applicable to public post-secondary institutions subject to the *Conflicts of Interest Act*, relieves presidents of requirements for Designated Senior Officials under this act. There were no questions by the Board members.

THAT the Board of Governors approve the revised Code of Conduct Policy, as presented.

CARRIED.

9. Draft Board of Governors E-Voting Protocol

As covid-19 remains amongst communities, it is important that AUArts follows public health protocols. Physical distancing has required online meetings and the need for efficient decisions via email vote. The AUArts Board have, over the past 8 months, utilized e-voting for routine decisions. The Governance and HR Committee have asked that the E-Voting Protocol be reviewed in May 2020. There were no questions by the Board members.

THAT the Board of Governors approve the draft Board of Governors E-Voting Protocol, as presented.

CARRIED.

10. Draft Information Security Policy

Over the past year, Computing, Technology and Services (CTS) have reviewed and revised all policy and procedure documents that are the responsibility of their department. On August 11, 2020, all CTS policies and procedures under the jurisdiction of the President and CEO were approved and now available on the Policy and Procedures revised website. The one remaining document for review, Information Security Policy, is under the jurisdiction of the Board of Governors and must be approved by the full Board. CTS have made minor edits to the Policy by replaced ACAD with AUArts, clarified definitions, updated roles and procedure descriptions to be more general and applicable over time. There were no questions by the Board members.

THAT the Board of Governors approve the draft Board of Governors Information Security Policy, as presented.

CARRIED.

11. AUArts University Continuity

- **Recovery Management Team:** Very busy preparing for the Winter 21 semester. In Fall 2020 there has been increased access in campus access for MFA, 4th and 3rd year students. In Winter 2021 there will be increased access for students and ~25% of studio classes. All actions related to access will be continually assessed going forward.
- **Winter 21: Update:** Appreciate the efforts expended to maintain caution and a conservative approach to students, faculty and staff as we move forward to Winter 21.

12. Reports

12.1. General Faculties Council Report

Dr. Clintberg provided the following in addition to the report submitted:

- It was noted that there is excitement related to GFC's responsibility as it relates to academics at the university. GFC is working very well and there is rich discussion at each meeting. Faculty feel empowered.

12.2. AUArts SA Report

Ms. Webster provided the following in addition to the report submitted:

- There has been increased collaboration between the SA and AUArts. The SA have been working with several members of Cabinet and had discussions with members of the Elders Council. When the Board resumes in person meetings, there is a desire for Indigenous training for the Board.
- The computer donation program resulted in 22 computers donated to students. Computer labs also have ever greened or upgraded computers. The demand for the donation program was not as high as anticipated, so this enabled the university to ensure staff received computers for home use. A budget for the program was requested for the next Board meeting. For any students who are experiencing computer concerns, please contact Jill Brown to confirm how they can be addressed.

12.3. AUFAFA Report

Dr. Dam provided the following in addition to the report submitted:

- The report notes fatigue by faculty and students. There is continuous problem solving as a result of the new process due to covid and everything seems to take longer.
- The increase in class sizes is also a concern. It was noted that students often expect small class sizes when enrolling at AUArts. The increase is as a result of strong enrolment and the Provost with the Academic Leadership team are reviewing additional resources that might be required.
- Board member, Dr. John Faul, noted that he is available to help with the staff and faculty mental health needs.
- It was noted that research would not be evaluated this year, however for some faculty, research endeavors has not stopped.
- It was recommended that students be sent a clear message on who or how to connect with on a variety of issues (e.g. Computer issues).

- Concerns for hiring full-time faculty was noted and it was stated that there is a process underway for reviewing School faculty hiring plans and offers are being made now.

12.4. AUPE Report

Mr. Howe provided the following in addition to the report submitted:

- Concerns for fatigue and multiple staff changes within the university. These concerns are currently under review by Cabinet.

13. Business Arising

There was no business arising.

14. Email Votes

14.1 Results: AUArts Board E-Vote ratification of the 2019-2020 AUAFA and AUArts Collective Agreement

On June 19, 2020 the AUArts Board of Governors e-voted to approve the ratification of the 2019-2020 Alberta University of the Arts Faculty Association (AUAFA) and AUArts Collective Agreement.

14.2 Results: AUArts Board of Governors E-Vote Advancement Committee Chair

On August 28, 2020, the Board of Governors e-voted to appoint Patti Dibski as Chair of the Advancement Committee, effective September 20, 2020.

14.3 Results: AUArts Board of Governors E-Vote Board Vice-Chair

On September 11, 2020 the AUArts Board of Governors e-voted to appoint Amanda Hu as the Vice-Chair of the Board, effective September 21, 2020.

14.5 Results: AUArts BoG E-Vote Draft May 28, 2020 Board Meeting Minutes

On July 22, 2020, the AUArts Board of Governors e-voted to approve the draft May 28, 2020 Board of Governors meeting minutes, as presented.

14.5 Results: AUArts Board E-Vote-Finance and Audit Committee

On October 19, 2020, the Board of Governors e-voted, as of October 19, 2020, to appoint Stewart Hanlon as the Chair, Finance and Audit Committee, for the balance of his term; and appoint Reid Cummings as a non-governor member to the Finance and Audit Committee to December 17, 2020.

15 Info. 20200528 BoG Approved Meeting Minutes

The approved May 28, 2020 Board of Governors minutes were attached for information.

16. Info. 20200912 BoG Retreat Notes Final

The September 12, 2020 Board of Governors retreat notes were attached for information.

17. Info. BOG Self-Serve Password Reset Opportunity

A few Board members have not completed their Self Serve Password Reset (SSPR) registration. It is advised that all Board members complete this in order to reset their password for the AUArts account, without requiring administrator's assistance.

18. Adjournment of the Open Board Meeting

The open session of the Board of Governors meeting adjourned at 6:30pm. The Board in-camera session was held using a separate Teams link.

19. In Camera Session

The Board went in camera at 6:35pm.

20. Adjournment

The in-camera meeting adjourned at 7:00pm.