

Alberta College of Art + Design (ACAD)



Minutes of the regular meeting of the Board of Governors (the Board), Thursday, **November 3, 2011**, at 4:00 p.m. in the ACAD Boardroom, 1407 – 14th Avenue NW, Calgary, with the following persons present:

CHAIR: James Peacock, QC

VICE CHAIR: Margaret-Jean Mannix, *via telephone*

BOARD MEMBERS: Dr. Daniel Doz
Darren Delichte
Ben Fullalove
Joseph Leung
Roxanne McCaig
Cynthia P. Moore
G. Bradley Moore
Sheila O'Brien
Dwayne Prazak
Susan Thomas
Sue Anne Valentine, *Absent*
Kris Weinmann

RESOURCES: Wayne Baerwaldt
Susan Veenhoven
Donald Dart
David Aldrich
Shane Smith
Melissa Trono
Julie Snyder (Recording Secretary)

The Board meeting was called to order at 4:04 pm quorum present and with James Peacock, QC as chair.

1. APPROVAL OF AGENDA

MOVED by Mr. Kris Weinmann and SECONDED by Ms. Sheila O'Brien that the agenda be approved as amended to move item E. 1, Approval of committees' composition following item G., Board Committee Reports.

CARRIED
Unanimous
MOTION: 1519

2. APPROVAL OF MINUTES

MOVED by Mr. Kris Weinmann and SECONDED by Mr. Dwayne Prazak that the minutes of the May 25, 2011 meeting of the Board of Governors be approved.

CARRIED
Unanimous
MOTION: 1520

3. **CONSENT AGENDA**

MOVED by Ms. Sheila O'Brien and SECONDED by Mr. G. Bradley Moore that the Board of Governors adopt the consent agenda, as presented.

CARRIED
Unanimous
MOTION: 1521

4. **BUSINESS ARISING**

The next meeting of the Board of Governors will be held on Wednesday, November 30, 2011 at 4:00 p.m. in the ACAD Boardroom.

With the concurrence of the board, the Audited Financial Statements were circulated as an attachment to an email message from the board chair to the board, together with a motion by the chair of the finance and audit committee, duly seconded by Brad Moore, seeking approval of the Audited Financial Statements. The motion received unanimous approval of the 12 of 14 board members who responded.

MOVED by Mr. G. Bradley Moore and SECONDED by Mr. Joseph Leung that the Board ratify the October 28, 2011 resolution as presented.

CARRIED
Unanimous
MOTION: 1522

5. **ACTION ITEMS**

There was discussion pertaining to the composition of the four Board committees (Finance + Audit, Governance, Human Resources and Development). The chair proposed the composition for each committee based on feedback received from board members. The chair proposed that the Human Resources Committee be comprised of all four committee chairs and the ACAD President and Board Chair as ex officio members.

MOVED by Ms. Cynthia P. Moore and SECONDED by Mr. Ben Fullalove to constitute the committees as proposed. (Appendix A)

CARRIED
Unanimous
MOTION: 1523

Mr. James Peacock, QC's term as Chair is ending in April and as such, there is a need to address chair succession and it is recommended that discussions commence in the HR committee with a presentation to the Board at the February meeting.

6. **CHAIR'S REPORT**

Mr. James Peacock, QC, reported that ACAD has been granted a one-time \$213,000 grant from the Alberta Government for enrolment pressures and it will be rolled into the campus Alberta grant in future years.

7. **BOARD COMMITTEE REPORTS**

7.1 Finance and Audit

Written report presented to the Board and attached (Appendix B).

7.2 Governance

The Governance committee met following the fall retreat to review the committees' make up. Board engagement, strategic recruitment of Board and committee members as well as exit interviews for departing Board members are all initiatives being considered for implementation. The committee is also working towards reviewing the policy manual and making a recommendation concerning approval or possible changes at the next Board meeting.

7.3 Human Resources

The Board is accountable for improving the performance of the President of the College. The president's compensation is now partially fixed and partially variable. The objectives of the President were reviewed. The HR committee chair expressed the view that an excellent job was done by the President in planning for the next five years looking at a high level and then subdividing the goals accordingly. A summary of the high level objectives were distributed and attached (Appendix C).

MOVED by Ms. Sheila O'Brien and SECONDED by Ms. Roxanne McCaig on behalf of the committee that the Board accept the objectives of the President as presented.

CARRIED
Unanimous
MOTION: 1524

7.4 Development Committee

Two meetings were held this year with the last one being October 12. The committee is actively engaged in the planning stage of a number of initiatives for implementation in the New Year.

8. ACAD STUDENT BOARD MEMBER REPORT

Mr. Kris Weinmann presented the report included in the agenda package. In addition, Sam Roberts visited the school for a lunch talk with students which was very well attended. A Speaker Series is being planned to build up the internal community in a casual format. The presenters will speak to what they do as an artist, how they got there and how to stay.

9. ACAD FACULTY BOARD MEMBER REPORT

Mr. Ben Fullalove, Faculty Representative to the Board of Governors, advised that second round interviews for the Vice President of Research and Academic Affairs will be complete by November 10, 2011 at which point the search committee will forward their recommendation to the President.

10. ACAD STAFF BOARD MEMBER REPORT

Mr. Dwayne Prazak, Staff Representative to the Board of Governors, indicated that negotiations are ongoing for the contract that ended June 30, 2011.

11. PRESIDENT'S REPORT

Congratulations to Shane Smith, VP for Advancement for making the "Top 40 under 40," and to Melissa Trono, Director, Advancement + Alumni Relations for being appointed to the Calgary Public Art Board.

Dr. Daniel Doz attended the fall meeting of AACTI (Alberta Association of Colleges and Technical Institutes), an umbrella organization representing all the post-secondary

institutions in the province with the exception of the three large universities and religious institutions. Mount Royal University indicated they will no longer be a part of AACTI.

The administrative area renovations currently underway will include: the first ever career centre, consolidated academic and administrative area, a dedicated graduate space, consolidating of student experience, creation of a reception area as well as a group study room for the library and a dedicated AUPE office.

Financial and academic rigor are two of the many pieces in progress in what is a year of transformation.

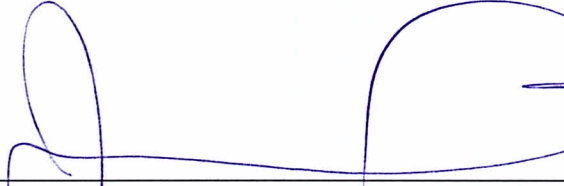
12. BOARD PRESENTATIONS

Shane Smith presented on Advancement and Alumni Relations. (Appendix D)


13. ADJOURNMENT

MOVED by Ms. Susan Thomas and SECONDED by Ms. Sheila O'Brien that the meeting be adjourned at 5:45 pm.

CARRIED
Unanimous
MOTION: 1525



James Peacock, QC
Chair, ACAD Board of Governors



Daniel Doz
President + CEO, ACAD

**BOARD OF GOVERNORS'
COMMITTEE MEMBERSHIP
November 3, 2011**

The ACAD Board of Governors' Committees are:

1. Finance + Audit Committee
2. Governance Committee
3. Human Resources Committee
4. Development Committee

Terms of Reference and Committee Structure

Terms of Reference will be reviewed and amended as required; the last review of all Terms of Reference for Committees was completed in October 2008.

Committee Membership/Committee Chair

The membership of each Board Committee will be confirmed annually. A publicly appointed Board Member will chair each Committee. The Board Chair and President are ex-officio members on all Committees.

Recording of Meeting Notes

Board committees should avoid making motions at their meetings. Items requiring an official decision should come forward to the Board of Governors as a recommendation and the motion to approve would then be presented in a regular board meeting. This information and decision will then be recorded in the Board's regular meeting minutes.

The Executive Assistant to the President + CEO will be available to record minutes if desired.

Committee Meetings

Board committees meet on an as-needed basis; however, the Finance + Audit Committee will meet at least three times a year in order to meet college reporting deadlines as set out by the Province of Alberta.



**BOARD OF GOVERNORS'
COMMITTEE MEMBERSHIP**
November 3, 2011

Committee	Chair	Board Members	Meeting Schedule
Finance + Audit Committee	Brad Moore	<ul style="list-style-type: none"> ▪ Joseph Leung ▪ Sheila O'Brien ▪ Ben Fullalove ▪ Roxanne McCaig ▪ Daniel Doz, President (Ex. Officio) ▪ James Peacock, Board Chair (Ex. Officio) 	<ul style="list-style-type: none"> ▪ Minimum three times per year - October - February, and - May
Governance Committee	Margaret-Jean Mannix (Vice Chair –Board)	<ul style="list-style-type: none"> ▪ Sue Anne Valentine ▪ Kris Weinmann ▪ Susan Thomas ▪ Dwayne Prazak ▪ Daniel Doz, President (Ex. Officio) ▪ James Peacock, Board Chair (Ex. Officio) 	As needed
Human Resources Committee	Sheila O'Brien	<ul style="list-style-type: none"> ▪ Margaret-Jean Mannix ▪ Brad Moore ▪ Cynthia Moore ▪ Daniel Doz, President (Ex. Officio) ▪ James Peacock, Board Chair (Ex. Officio) 	At least four times per year, and then on an as-needed basis
Development Committee	Cynthia Moore	<ul style="list-style-type: none"> ▪ Sue Anne Valentine ▪ Roxanne McCaig ▪ Darren Delichte ▪ Kris Weinmann ▪ Susan Thomas ▪ Dwayne Prazak ▪ Daniel Doz, President (Ex. Officio) ▪ James Peacock, Board Chair (Ex. Officio) 	

ACAD
Report from the Finance and Audit Committee – November 2011

Over the last 12 months the Finance and Audit Committee had met with the Office of the Auditor General (“OAG”) at various times, with the last meeting held on October 25, 2011 to go over the audited financial statements for the year ended June 30, 2011.

ACAD has 2 excellent people in the Finance Department, Don Dart and Shirlee Friesz (who joined ACAD just 6 months ago in April). They put in a heroic effort working until 10:00p.m. at night with the auditors. Despite their talent and effort the OAG concluded that it was “not a satisfactory audit”. They went further to say:

- ACAD needs to decrease its audit inefficiencies. OAG had to pull out of the audit process for 2 weeks as ACAD did not have the required information ready for them and their audit went \$40,000 over the OAG’s budget to complete the audit.
- The financial control environment is weak.
- ACAD needs to change its attitude towards the importance of and compliance with ACAD’s requirements for improved financial management.

In this year’s audit OAG assessed the 11 issues from the previous audit, as follows:

- Satisfactory Progress with 8 of them.
- 2 were deemed Implemented.
- One recommendation was repeated...”ensure bank reconciliations are completed and reviewed promptly”.
- They found no new issues.

Despite all the “satisfactory progress” OAG repeated over and over again how much more work was required before they would deem the outstanding recommendations as “Implemented”.

ACAD is named in the public report as one of the 4 institutions unable to demonstrate adequate internal controls.

The Committee's assessment:

- a) The OAG is losing their patience, telling us in no uncertain terms, "it is critical to clear up the remaining/longstanding recommendations in a timely matter".
- b) Negative OAG reports impede ACAD's enrolment, fundraising efforts and expansion plans.
- c) ACAD has two smart, dedicated and excellent people in the Finance Department. We could not dream of anyone better than Don and Shirlee. They need more resources and support to bring ACAD up to the new standard required of it. We cannot ask any more of these two. These two are overworked and are at risk of burn out.
- d) The OAG told us Don and Shirlee know the vision but they need help delivering it.
- e) This Department remains on its heels, inundated with menial tasks and, therefore, are unable to think and act proactively – something Don and Shirlee are both very capable of, given a chance and proper supports.

The Committee's recommendations:

- 1) Continue to work with the Implementation Plan initiated last year and to meet monthly until ACAD receives a satisfactory audit.
Look at bringing in a consultant or hiring an employee to support the execution of the Implementation Plan. This may only be necessary for 2 years. The Finance Department will run much more efficiently once the OAG's recommendations are fully implemented, and the computer and internal control systems and processes are fully up and running. In essence ACAD should provide adequate resources and support to the Finance Department.
- 2) Improving the Audit Committee's ability to provide oversight by inviting an accountant to volunteer on the Committee (possibly as a new Board member).
- 3) The Board of Governors officially thank Don and Shirlee for the extraordinary dedication and effort they demonstrated during this very stressful time, and for the poise with which they gave so much for ACAD.

The Chair of the Committee wishes to thank all Committee members in participating in this strenuous exercise, especially Mr. Brad Moore. This should be my last report on audited financial statements for ACAD as I will be turning the chair over to Mr. Brad Moore.

Respectfully submitted by Joseph Leung on November 3, 2011.

To: James Peacock, Chair, Board of Governors
 Sheila O'Brien, Chair, Human Resources Committee

From: Daniel Doz, President + CEO

Date: November 2, 2011

Subject: Year 2 – Goals Summary - Narrative

Year 2 Goals	Description	Measuring Success
1. Operational:	a. Workflow between administrative units	That each area of the institution will have developed an autonomous and rigorous operating environment which will allow the College through synergy and redundancy to maximize its limited resources (HR-Space - Finances).
	b. Operating Rigor	
	c. Budget Planning	
2. Strategic:	a. Academic Planning Exercise	That through the Academic Plan exercise and related initiatives (such as growth exploration), the institution as a whole will have developed a clear understanding of where it wants to be as well as where it needs to be for the next ten years or so. Further to this understanding will be the development of strategies and possible timelines as to enable the vision.
	b. New Partnerships	
	c. Facility	
	d. Value Proposition	
	e. Advocacy	
3. Reputation Enhancement:	a. Internal Community	That the institution will have put in place a clear strategy for being <u>the</u> voice in Calgary and Alberta for Craft, Fine Arts and Design. This voice will be about education, creativity, arts and culture as much as community (and city) building. This strategy will be supported by the Academic Plan and will lead to major initiatives such as a capital campaign.
	b. External Community	

Advancement & Alumni Relations

“Plans must be simple and flexible...

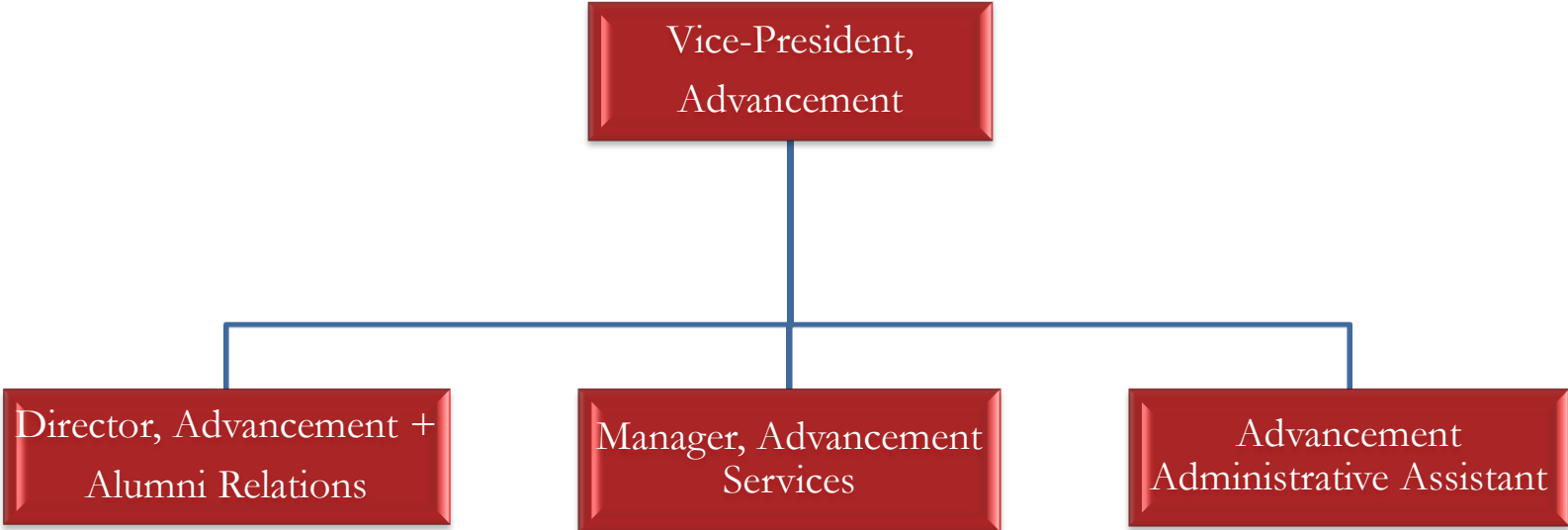
They should be made by the people who are going to execute them.”

George S. Patton (1944)

Mission:

To build strategic, creative and enduring relationships that mutually benefit ACAD, its alumni and the wider community.

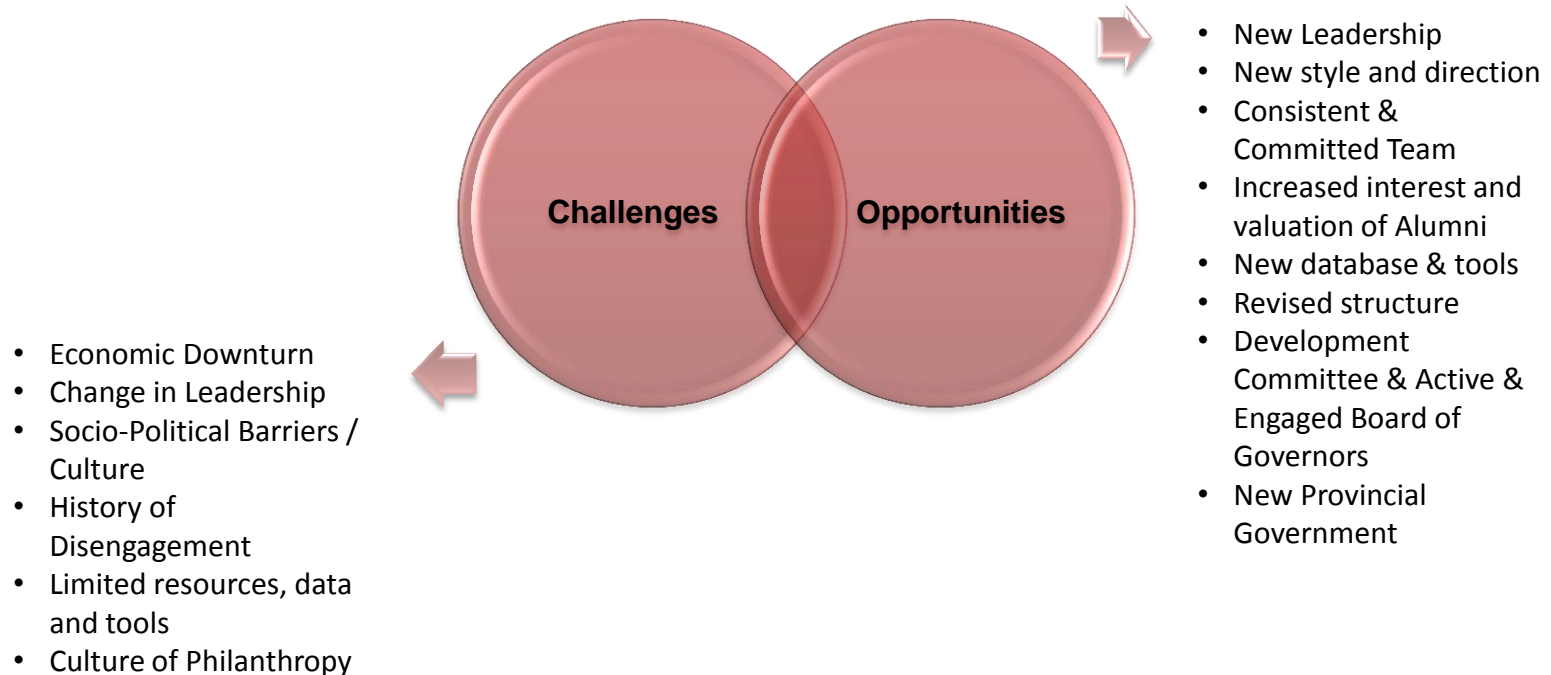
Structure of Advancement Division



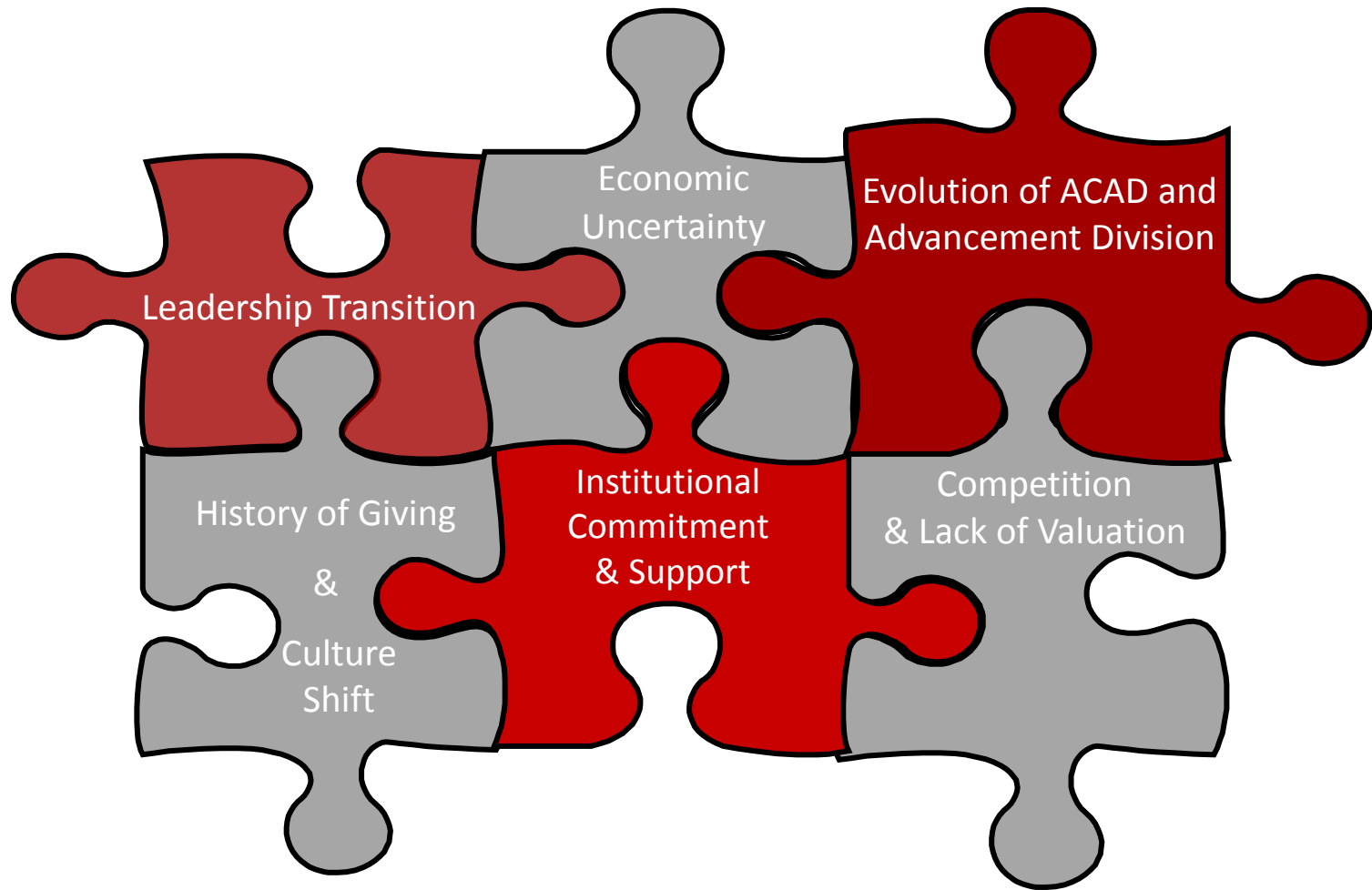
Structure of other AICAD Advancement & Alumni Relations Teams

- 1. California College of the Arts (San Francisco)**
8 Staff: 1 VP, 2 Grants, 2 Major Gifts & Individual Giving, 1 Events
- 2. University of the Arts (Philadelphia)**
11 Staff: 8 Development, 2 Alumni Relations, 1 Events
- 3. College of Creative Studies (Detroit)**
9 Staff: 9 Development, 1 Alumni Relations, 1 Events
- 4. Milwaukee Institute of Art & Design**
3.5 Staff: 1 VP, 1 Director, 1.5 Alumni Relations
- 5. ACAD**
4 Staff: 1 VP, 1 Director Adv/AR, 1 Manager Events
- 6. NASCAD (Halifax)**
6 Staff: 1 VP, 1 Director, 2 FD Officers, 1 Alumni Relations, 1 Communications
- 7. OCAD (Toronto)**
7 Staff (plus Foundation staff): 1 VP, 1 Major Gifts, 1 Manager of Development & Alumni, 1 Annual Giving, 1 Advancement Services, 1 Gift Processing & Data, 1 Development & Alumni Events Asst.
- 8. Emily Carr University of Art + Design**
8 Staff: 1 VP, 1 ED, 1 Annual Fund & Alumni Relations, 2 Development & Research, 2 Communications, 1 Designer

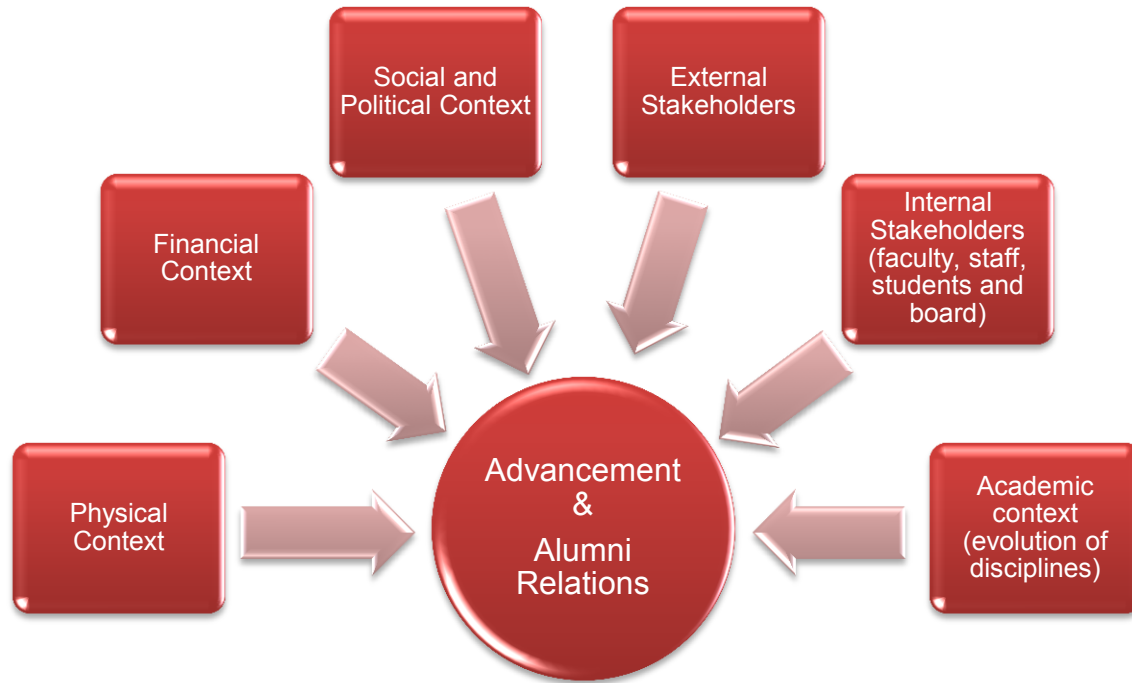
Advancement & Alumni Relations has a unique set of Challenges & Opportunities.



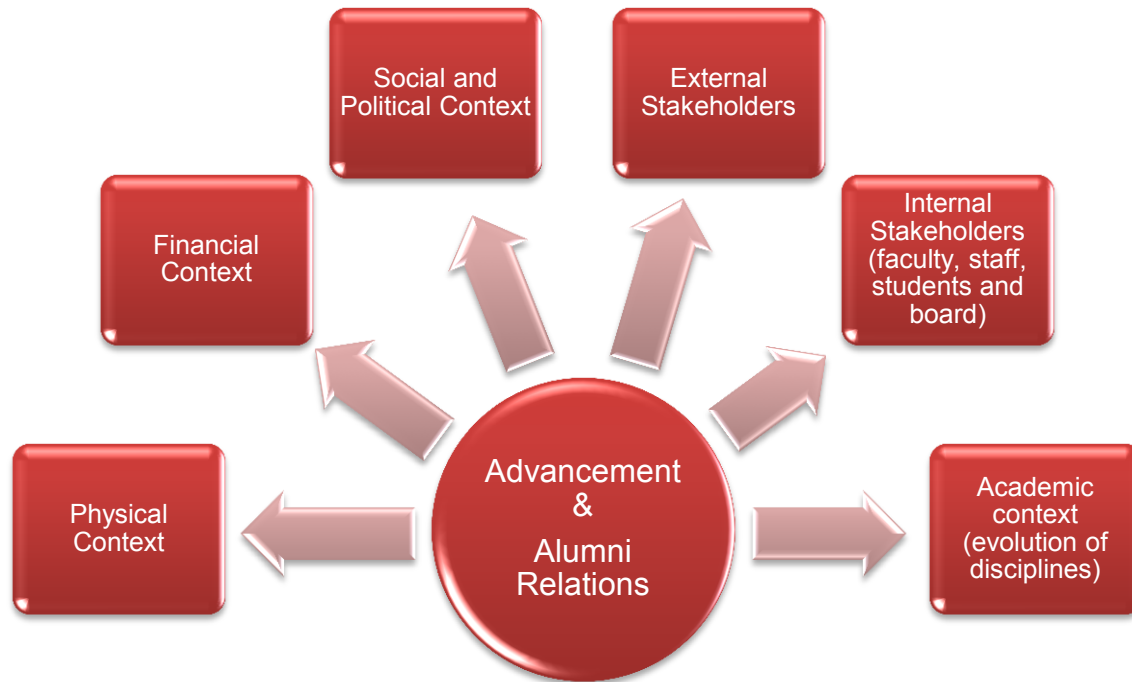
The Challenge...



Reactive:



Proactive:



Advancement & Alumni Relations Strengths:

Committed &
Professional

Consistent team
vs. regular staff
turnover

New Database

Solid, Recent
Foundation

Support of
President & Board
of Governors

Adaptable &
Nimble

Advancement & Alumni Relations Barriers & Limitations

Resources (Dollars
& Man power)

Role Confusion &
misaligned
expectations
internally

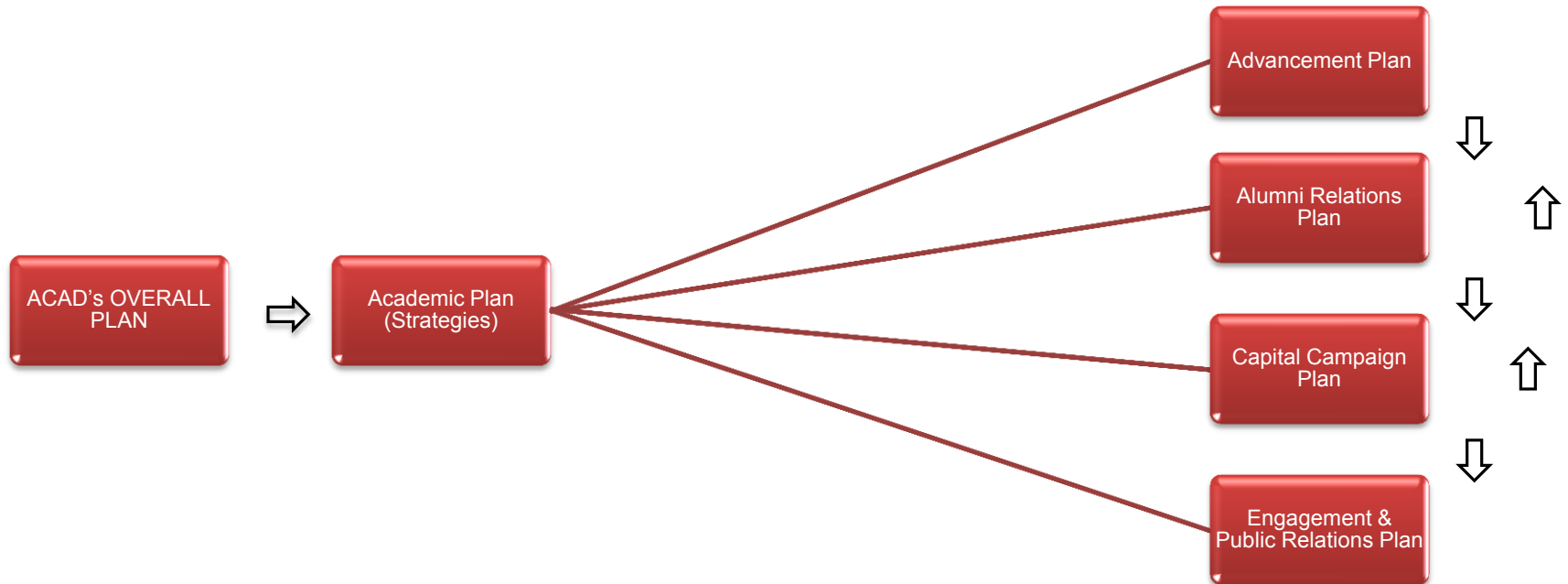
Limited data

Culture of
Philanthropy &
Giving / History

Best Use & Time

Workload & Time

ACAD's Advancement Division plans fit within the larger ACAD Planning structure.



Another View



Identification of
ACADs Academic
Strategy



Development of
Program Areas
Academic Plans



Development of
Supporting Plans
(Advancement,
Alumni Relations,
Student
Recruitment,
Extended Studies
etc.)



Development of
Capital Campaign
Plan



The Planning Sequence

(Balanced and gradual approach to strategic & sustained success)



The ACAD Board of Governors & the Advancement Division

- What is the role of the Board in the development and sustained success of the College, the Advancement Division, Signature Events, Donor Relations & Asks?
- What strategic priorities is the Board of Governors willing and/or able to support? Ex.) Governance vs. Operational / Idea Generation vs. Tactical
- How can Advancement best support work and needs of the Board of Governors?
- What are agreed upon next steps?

Making it Work...

