

## Alberta College of Art + Design (ACAD)



Minutes of the regular meeting of the Board of Governors (the Board),  
Wednesday, October 29, 2014, at 4:00 pm in the ACAD Boardroom,  
1407 – 14<sup>th</sup> Avenue NW, Calgary, AB with the following persons present:

CHAIR: M. Carol Ryder

VICE-CHAIR: James Stanford

BOARD MEMBERS: Dr. Daniel Doz  
Dan Barnfield (arrived at 4:21)  
Reid Cummings  
Ian FitzGerald  
Gregory Forrest  
Sarah Grodecki (non-voting)  
Cynthia Moore  
Susan Thomas

REGRETS: Loradonna Botter  
Larry Clausen  
Martin Kratz

RESOURCES: Cicilia Brasby (Recording Secretary)

Kristyn Wozniewich, commissioned artist for the 2014-2015 board name tag project was recognized for her work.

Ryan Gaudreault, commissioned artist for the 2014-2015 glass pitchers was recognized for his work.

Alberta Williams' photo *'Mother/Daughter'* was recognized as the selected image for the 2014-2015 ACAD holiday greeting card.

The Board meeting was called to order at 4:07, with a quorum present and with M. Carol Ryder as chair.

### 1. APPROVAL OF AGENDA

MOVED by Mr. Jim Stanford and SECONDED by Ms. Susan Thomas that the agenda be approved as amended.

CARRIED  
MOTION:1672

2. APPROVAL OF MINUTES

MOVED Mr. Greg Forrest and SECONDED by Ms. Cynthia Moore that the minutes of the September 20, 2014 Board meeting be approved as presented.

CARRIED  
MOTION:1673

3. CONSENT AGENDA

MOVED by Mr. Reid Cummings and SECONDED by Ms. Natasha Pashak that the Board of Governors adopt the consent agenda.

CARRIED  
MOTION:1674

4. BUSINESS ARISING

The board drew attention to the Engagement report regarding a source of funds raised. How it was raised was discussed.

5. ACTION ITEMS

5.1 Approval of the Corporate Financial Statements for the year ended June 30, 2014

MOVED by Mr. Jim Stanford and SECONDED by Mr. Reid Cummings that the Board of Governors approves the Corporate Financial Statements for the year ended June 30, 2014.

CARRIED  
MOTION:1675

The Finance + Audit committee chair reported that they had met with the Office of the Auditor General (OAG) following the audit and that ACAD received a very good audit report. The year-end finance statements were also audited and found to be in order and the OAG is approving them.

The committee chair and the board recognized and applauded the Finance team for their commitment to the work required to receive this report and approval.

## 5.2 Governance/Human Resources Updated Terms of Reference

The committee chair requested that this item be tabled as the committee would like to have a more thorough examination of the terms of reference before recommending it to the board for approval.

## 5.3 Mandate and Roles Document Update (per Government's Request)

MOVED by Ms. Susan Thomas and SECONDED by Mr. Gregory Forrest that the Board of Governors approves the Mandate and Roles document as amended (dated October 29, 2014) and ask that it be sent to the Minister of Innovation and Advanced Education for final approval.

CARRIED  
MOTION:1676

The update was initiated by the Ministry of Innovation and Advanced Education because they are doing away with the previously required letter of expectation.

Several points of the document were discussed. The board required that an amendment be made to the document with the phrase 'shall consist of 7 persons' be amended to read 'consists of a minimum of 7 persons'.

## 6. CHAIR'S REPORT

The board chair reported:

- September 19 and 20, 2014 was the first board meeting and board retreat of the year.
- The informal board dinner was held at Model Milk and the retreat was held at ACAD. The board chair thanked the administration for organizing both.
- She has attended each committee meeting that has taken place.
- She meets with the President + CEO for two hours every three weeks to discuss emerging issues and opportunities for ACAD.
- She attended the 'Made in Calgary' art exhibition at the Glenbow Museum on September 26, 2014 and was proud of the fact that many of the works displayed were contributed by the ACAD faculty and alumni.
- She attended a meeting with Mr. Jack Davis, Banff Centre's interim President and ACAD's President + CEO on September 30, 2014.
- She attended the October 15, 2014 visit by Minister Don Scott to the ACAD Campus.
- The ACAD Squares Founder's dinner took place on October 21, 2014. It was an excellent event for high level topics of art, craft and design to be discussed.
- She attended the October 23, 2014 exit interview with the Finance + Audit committee, highlighting the same positive comments and feedback given earlier in the board meeting.

- The chair of the Governance/HR Committee and Board Chair have been meeting with the President + CEO to discuss his 2013-2014 performance review.
- She attended a casual lunch with SAIT Board Chair, Joe Lougheed to discuss mutual interests the potential to move forward in ACAD's autonomy from SAIT.
- She had a meeting with the Faculty Representative to the board. She spoke directly to the Faculty present indicating that she would be set aside 10 minutes for the Faculty to present on new and interesting topics that they felt could educate the board on their department. It was noted that this kind of presentation was made last year and it was very useful to the board. The Board Chair tasked the Faculty Representative with determining a process for submitting requests to present to the Board Secretary for review by the President + CEO and the Board Chair and finally the inclusion on upcoming board meeting agendas.
- A suggestion of a meeting of the AB board chairs just as the Presidents' Council meets.

## 7. BOARD COMMITTEE REPORTS

### 7.1 Finance + Audit Committee

The Committee Chair reported that a verbal report was given by Finance department at the October 23, 2014 committee meeting regarding a proposal they received from Price Waterhouse Cooper (PWC) to conduct an internal controls assessment that would be done in conjunction with the Auditor General's annual audit.

The board discussed the proposal and decided that more justification was required to spend the dollars aforementioned in light of the fact that ACAD is already on a path to successfully meeting the expectations of the auditors. If ACAD administration wants this discussion to continue then the board requires a business case outlining the benefits and risks associated with the assessment and implementation of the PWC proposal.

The Mawer investment report was discussed.

Executive expenses for the course of the year were reported on and no issues were flagged.

The committee reviewed the progress being made with regard to legislative compliance. The committee chair reported on its progress.

### 7.2 Governance/HR Committee

The Committee Chair reported that the committee has met twice, October 7, 2014 and October 28, 2014.

At the October 7<sup>th</sup> meeting the scope of the committee was discussed including the board orientation and board evaluation process as well as the required policy and board document

review process. The Committee Chair acknowledged that they also had a late start on the President + CEO's 4<sup>th</sup> year performance review as well as his contract renewal process.

At the October 28<sup>th</sup> meeting the committee met with the HR Director where she provided a high level overview of her work which will be outlined in the committee minutes.

### **7.3 Development Committee**

The Committee Chair reported that they are focused on two main areas:

- The ACAD Squares – with the intent to ensure good attendance at key events and an increase in the membership.
- Raising money for scholarships.

It was reported that the ACAD Squares are in a membership drive.

The President + CEO was thanked for distributing a bi-weekly newsletter with a list of key events that are upcoming. The Committee Chair encouraged the board to take note and to participate in as many as possible.

Two upcoming events were highlighted: Bruce Fergusson at Jarvis Hall and the co-sponsored event between ACAD and the Calgary Philharmonic Orchestra (CPO).

The Vice President, Engagement was thanked for her team's contribution to the committee.

### **7.4 Government Relations Committee**

The Committee Chair reported that the committee has met once on September 11, 2014 and that they attempted to meet October 28, 2014 but did not have quorum.

The by-elections are complete and the hope is for stability with a new Premier and cabinet.

It was reported that Administration has done a comprehensive government relations plan which will receive feedback from the committee members as they spend time discussing it and narrowing it down in terms of the real opportunities required to lay the ground work for future government asks.

Another primary objective is to have the Cabinet and Caucus visit the ACAD campus. It was reported that the Ministers and MLAs want to know what is going on in their constituencies. The Board was encouraged include them in what is going on at ACAD.

A 4 page document was prepared for the Minister's October 15, 2014 visit. The Board tasked administration with narrowing it down and placing it on a small card for the board to have with them so they can hand it out when they are out in the community.

## 8. ACAD STUDENT ASSOCIATION REPORT

The Student Representative reported that:

- The IKG space will be used for the upcoming show + sale.
- There is an increase by 150 participants at this year's event.
  - The Board Chair reported that the last show + sale was very professional.
- The ACADSA Vice President of Academic as well as the ACADSA President are leading a discussion in next week's Research Ethics Symposium.
- The ACADSA online retail 'store front' has been launched.
- Minister Don Scott also visited ACADSA on October 15, 2014. The visit went well.
- The focus for ACADSA right now is how to communicate the purpose of organization to the students as well as how the experience of being involved in student government can be beneficial.

## 9. ACAD FACULTY ASSOCIATION REPORT

The Faculty Representative reported that:

- A formal report was submitted to the board in the board package.
- ACADFA executive and administration have been meeting over the past several months to discuss and review letters of understanding.
- There are a number of initiatives underway that appear to be progressing reasonably well.
- ACADFA is participating in the upcoming Research Ethics Symposium and the Board Chair reported that there would be board representation at each of the events.
- It was noted that a number of issues that reference the collective agreement are now being raised after bargaining instead of before the bargaining. An initiative has begun to review the collective agreement thoroughly before the next bargaining session.

## 10. STAFF BOARD REPORT

The Staff Representative to the board reported that he has not had a chance to meet with the local AUPE chair. He will have a full report prepared for the next meeting.

## 11. PRESIDENT'S REPORT

The President + CEO reported:

- The 5<sup>th</sup> Annual Administration Area Art Exhibition opening reception would take place immediately following the board meeting.
- He hosted Minister Don Scott's visit to the ACAD Campus on October 15, 2014.
- Campus Alberta Strategic Directions Committee (CASDC) met on October 20, 2014.
- Council of Presidents met prior to the CASDC meeting.

- He attended the Fall AGM of the Association of Independent Colleges of Art and Design (AICAD) in Minneapolis, MN on October 17 + 18, 2014.
- He attended the Premier's Council on Culture October 28 + 29, 2014.

Board members requested an update and report on two items on which the President reported.

- 1) Perrenoud Ranch in Cochrane
- 2) Entrepreneur in Residence

The process for selecting the Entrepreneur in residence was discussed.

## 12. IN CAMERA

The board went in-camera from 5:33pm - 6:25pm to discuss the President + CEO's 2013-2014 performance review and contract renewal.

MOVED by Ms. Natasha Pashak and SECONDED by Mr. Reid Cumming that the board approve a 3% increase to the President + CEO's base pay and a 3% bonus for the 2013-2014 year.

CARRIED  
MOTION:1677

MOVED by Mr. Jim Stanford and SECONDED by Ms. Cynthia Moore that board shall enter into negotiations to extend the President + CEO's contract.

CARRIED  
MOTION:1678

## 13. ADJOURNMENT

MOVED by Mr. Reid Cummings and SECONDED by Mr. Dan Barnfield that the meeting be adjourned at 6:27 pm.

CARRIED  
MOTION:1679




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M. Carol Ryder  
Chair, ACAD Board of Governors




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Dr. Daniel Doz  
President + CEO, ACAD