

CONFIDENTIAL

UNIVERSITY OF KING'S COLLEGE

MINUTES OF THE BOARD OF GOVERNORS

The Board of Governors of the University of King's College met in the Board Room of the University on 23 June, 2016 at 1:00 p.m.

PRESENT: Ms Adriane ABBOTT, Mr David ARCHIBALD, Ms Katrina BEACH (Treasurer), Mr Andrew BLACK, Dr Daniel BRANDES, Ms Jonna BREWER, Mr Liam COMPTON, Dr George COOPER (President), The Right Reverend Ronald CUTLER, Dr Gwendolyn DAVIES, Mr Bernard DOUCET, Dr Elizabeth EDWARDS, Mr Tom EISENHAUER, Dr Chris ELSON, Mr Kevin GIBSON (Secretary), Ms Dale GODSOE (Chair), Ms Julie GREEN, Professor Kim KIERANS (Vice President), Professor William LAHEY (President-Elect), Ms Mary MARTIN, Ms Alexandra McCANN, Mr Curran McCONNELL, Ms Aidan McNALLY, Ms Bonnie SANDS, Mr Paul THOMSON, Ms Lindsay CAMERON WILSON, Mr Hugh WRIGHT

REGRETS: Admiral Glenn DAVIDSON, Mr Thomas LEDWELL, The Honourable Kevin LYNCH, Mr Colin MacLEAN, Professor Kelly TOUGHILL

(16:21) **PRAYER:** Bishop Cutler read the College prayer.

(16:22) **NECROLOGY:**

The Secretary read the Necrology. A moment of silence was observed.

(16:23) **CONSENT AGENDA:**

A Consent Agenda addressing the following matters was circulated:

- a) Approval of Minutes of the meeting of 10 March, 2016;
- b) Alumni Report;
- c) Facilities Management Update;
- d) Campus Planning Committee Report;
- e) Academic Integrity Officer Report;
- f) Research Report;
- g) Equity and Accessibility Report;
- h) Information Access and Privacy Administrator's Report; and
- i) Meeting Dates for 2017

MOTION: (Kierans/Elson) that the Consent Agenda be approved as circulated. **Carried.**

(16:24) **CHAIR'S REPORT:**

The Chair remarked that this would be the President's last meeting and invited members to share information with her about prospective nominees to the Board and their connection with King's. Professor William Lahey, the President-Elect, was welcomed to the meeting.

(16:25) **PRESIDENT'S REPORT:**

The President looked forward to working with Professor Lahey, an enthusiastic and able successor, as he prepares to take office. He then invited a motion to enter *in camera* discussion. **MOTION:** (Davies/McCann) that the Board of Governors enter *in camera* discussion. **Carried.** *In camera* discussion followed. **MOTION:** (Kierans/Black) that the Board of Governors conclude *in camera* discussion. **Carried.** The President reported that an Outcomes Agreement would be prepared in accordance with the government's direction to universities following introduction of the Universities Accountability and Sustainability Act. In response to a concern expressed by Ms McNally about the purpose and content of such an agreement, the Vice President responded that the document would be Student focused and reflect the College's character and successes. Ms McNally suggested that the recent MOU, which was concluded between the government and universities without the involvement of Students, contains several items of concern to Students, including an affirmation of the ability of universities to increase tuition through a "reset" for some and the removal of a cap on tuition increases altogether for others. It was agreed that the MOU would be distributed to members.

(16:26) **VICE PRESIDENT'S REPORT:**

The Vice President reported that a review of the Chapel had concluded with receipt of a final report in February, in which the high professional standards of the Chapel's programmes were praised and the contribution of these programmes to the academic mission of the College was recognized. The Vice President added that, while the Chapel's activities continue, there is concern about their sustainability, and a full time administrator has been hired to assist with the financial aspects of Chapel programming. She reported that a review of the Advancement Office had occurred between 13 and 15 June, and a draft report is expected in early July. A review of the Dean of Students and of services for Students, such as Athletics, will also be conducted this year. A new Librarian, who will also be the College's copyright officer and academic integrity officer, has recently been appointed. Turning to the College's academic programmes, the Vice President reported that the School of Journalism will implement a revised curriculum in September, and that combined honours programmes are undergoing comprehensive curricular review in light of an examination of what Students want and need. Finally, the Vice President reported that many have signed up for the College's Humanities for Young People programme, and she thanked Professors Penny and Clift for their work to establish this offering.

(16:27) **REGISTRAR'S REPORT:**

A report was circulated and the Registrar reviewed its analysis of enrolment, situating the College's recent performance within an environment of declining enrolment across Canada, significant declines in enrolment in the Atlantic provinces, and a smaller decline in the number of Ontario students coming to study in Nova Scotia. Despite these conditions, the College's enrolment has declined less than might be anticipated, and she suggested that efforts to increase enrolment should concentrate in Nova Scotia, Ontario, and British Columbia, where a decline in interest in the humanities has not been as significant. Examining the College's Recruitment Strategy for 2016-2017, she acknowledged that, despite exhaustive efforts in traditional recruitment, enrolment targets for September 2016 have not been met, and she emphasized the need for adjustment in the College's approach to recruitment.

A plan has been developed to direct the College's recruitment efforts in schools where there has been success over the past four years. This plan will employ a marketing strategy to raise awareness of King's in important markets and efforts to build relationships with schools through such initiatives as faculty lectures, school visits, expanded Alumni involvement, and the sponsorship of extracurricular activities. Greater cooperation with Dalhousie in recruitment efforts will also be pursued, along with a reinvigorated online presence for King's. Dr Brandes suggested that Students in the upper years, who are often the greatest champions for the College, could be invited to join recruiting efforts, and the Registrar agreed to seek ways to involve current Students in these activities.

(16:28) **PENSION COMMITTEE REPORT:**

A memorandum addressing the proposed transfer of the College's defined benefit pension plan to the Public Service Superannuation Plan ("PSSP") was circulated. Mr Wright introduced discussion of the memorandum's background and proposal for a negotiated Pension Transfer Agreement, noting his own involvement as a professional advisor for the College in work relating to the review and preparation of materials concerning the proposed transfer. He reviewed the challenges now confronting the College's Plan, the risk to Plan members, and the history of discussion and consultation preceding the preparation of the proposal set forth in the memorandum. He outlined the proposal again and concluded by observing that a transfer of the Pension Plan to the PSSP would mark the College's exit from the "pension business" and the beginning of its participation in a larger and more sustainable pension plan, allowing King's to focus on its core mission while reducing both short and long-term risk. Although the benefit formula available under the PSSP is less advantageous than that of the current Plan, he noted that the PSSP offers more generous early retirement provisions and a chance of indexing. While the PSSP would likely produce a lower benefit, it is more sustainable and should allow members to have greater confidence in the benefit they would receive. Mr Wright thanked members of the Pension Committee for their contributions throughout the discussion of the College's Pension Plan and development of the proposal. Discussion of the proposed transfer followed, and Dr Elson and Dr Brandes inquired closely into the consequences of a transfer for the members of the College's Plan, expressing concern about its implications for members. A motion for the approval of the proposed transfer was then presented for discussion. **MOTION:** (Wright/Beach) that:

- (A) The entering into and completion by the University of the Pension Proposal, on and subject to the terms set forth in the Pension Transfer Agreement, be and is hereby approved and authorized,
- (B) The entering into by the University of the Pension Transfer Agreement, substantially in the form presented to the Board for its review, together with such amendments as any two of the President, the Vice President, the Treasurer, the Secretary and the Bursar shall approve, such approval to be evidenced by the execution of the Pension Transfer as authorized hereby, and the performance of the University's obligations thereunder, be and it is hereby approved and authorized,
- (C) Any two of the President, the Vice President, the Treasurer, the Secretary and the Bursar, acting together, be and they are hereby authorized and empowered to execute and deliver the Pension Transfer Agreement for and on behalf of the University, and whether under seal or otherwise,

- (D) The entering into by the University of all documents, agreements and other instruments (the "Other Documents") as may be considered necessary or desirable in connection with the Pension Proposal and the Pension Transfer Agreement, including without limitation amendments to the DB Plan and the DC Plan, be and it is hereby approved and authorized, and
- (E) Any two of the President, the Vice President, the Treasurer, the Secretary and the Bursar, acting together, be and they are hereby authorized and empowered to execute and deliver the Other Documents for and on behalf of the University, and whether under seal or otherwise, and to do or cause to be done all such actions and things as they may consider necessary or desirable in connection with the Pension Proposal, the Pension Transfer Agreement, the Other Documents or otherwise in order to fulfill the intent of the foregoing resolutions, including without limitation the eventual wind-up of both the DB Plan and the DC Plan.

Discussion of the motion followed. Dr Edwards reflected on the way in which the proposed transfer would ameliorate risk, but at a significant cost in a diminution of the value of the benefit. Ms McNally expressed concern about the manner in which the proposal was developed and canvassed within the College. Mr Wright observed that collegiality is important, but that it means different things to different people. He underscored the efforts made to engage in an open and collegial consultation during preparation of the proposal, adding that representatives should, and did, report to their constituencies throughout the discussion. He concluded by acknowledging the contributions of members to the College's Plan, but identified a limit to the Plan's ability to continue and suggested that a more sustainable Plan is now needed. The motion proceeded to a vote and was carried, with five members opposing and one member abstaining.

(16:29) **FINANCE, AUDIT & RISK COMMITTEE:**

Audited Financial Statements for the year ended 31 March, 2016 were circulated and reviewed by the Treasurer, who noted that a "clean" audit report had been received. The Treasurer outlined the College's position presented in the statements, including a negative balance, and proposed that the statements be approved. **MOTION:** (Beach/Black) that the Audited Financial Statements for the year ended 31 March, 2016 be approved as circulated. **Carried.** The Bursar was then invited to introduce discussion of the proposed 2016-2017 Operating Budget. She described her discussions with Students concerning the Budget's proposed increases in some tuition and fees, and outlined the effect of the proposed increases upon the fees that would be paid by Students. Mr Compton remarked that the total effect of the proposed increase should be considered in light of a Student's full course load, and Ms McNally expressed disappointment that an effective "penalty" would be imposed upon Students in a time when the College is facing declining enrolment. Mr Archibald inquired whether anything more could be done to increase Student demand in light of the enrolment challenges facing many institutions. The President noted that Nova Scotia university presidents have strenuously advocated funding increases in discussions with representatives of government, and he expressed the desire to see an increase in scholarship and bursary funding for Students unable to afford to attend King's.

The Bursar sought the approval of a motion authorizing expenditure from the College's reserve account, which was contemplated in the preparation of the proposed operating Budget. **MOTION:** (Beach/Eisenhauer) that the Board hereby approve the one-time expenditure of \$300,000 from the invested operating funds to address the critical enrolment situation at King's, to be allocated as follows: \$200,000 for an enrolment strategy, \$80,000 for website redesign and renewal and \$20,000

for temporary staffing. Be it also resolved that whatever is remaining of these invested operating funds after allowing for the \$300,000 earmarked above be available to use to fund the 2016/2017 operating fund cash deficit as required. **Carried.** Approval of the Operating Budget was then sought. **MOTION:** (Beach/Wright) that the Board of Governors approve the proposed 2016-2017 Operating Budget for the University of King's College. **Carried,** with three members opposing.

(16:30) **BURSAR'S REPORT:**

The Bursar updated members concerning a recommendation by the Finance, Audit & Risk Committee that an appraisal of the College's library collection be conducted. She reported that, following significant preliminary work by Mr Doucet, Sotheby's will conduct a free appraisal of the collection for purposes of insurance.

A report concerning the performance of the College's investments was circulated and reviewed by the Bursar. Ms Martin expressed concern about a decline in the value of these investments, and inquired as to the College's performance relative to established benchmarks and other institutions. In light of a governance review of Dalhousie's committees then underway, it was anticipated that an examination of the performance of the College's investments would occur in the autumn, but that the issue would be discussed in a meeting of the Investment Committee scheduled for the following day. A motion was then proposed to address unexpected challenges which had arisen during work in the Wardroom. **MOTION:** (Beach/Kierans) that the Board approve the use of funds from the \$1.5 million debt issue or from invested operating funds to the extent required to cover any shortfall in funding for the Wardroom renovation, with previously intended projects, specifically the Chapel cupola and soffit rebuild and/or the east wall of Alexandra Hall, to be postponed to the extent made necessary thereby. **Carried.**

The Bursar proposed the adoption of a motion confirming the purposes of the activities within the College that are supported by the College's donors. **MOTION:** (Cooper/Wright) that societies, clubs and organizations that have been recognized by the King's Students' Union or by the University as acknowledged by the President (for example, the King's Chorus), and their activities, are considered to be in pursuance of the objectives of the University, by providing extra-curricular programmes that promote a well-rounded educational experience for King's Students. Discussion of the motion followed, and the President noted that he would expect the President to consult with others, including Students, as he or she considered appropriate in the recognition of activities for purposes of this motion. The motion proceeded to a vote and was carried.

(16:31) **STUDENTS' UNION:**

A report of the Students' Union was circulated and reviewed by Ms McNally, who highlighted her attendance at the recent Annual General Meeting of the Canadian Federation of Students and the efforts of Students to promote a national vision for post-secondary education in Canada. Mr McConnell reported on activity by Students to advocate for a reversal of the decision by government to permit a one-time tuition reset.

(16:32) **GOVERNANCE, HUMAN RESOURCES & NOMINATION COMMITTEE:**

A report was circulated and Mr Black highlighted the work of the Committee over several meetings to develop the motions presented to the Board for approval. Each motion was reviewed in turn.

MOTION: (Black/Cooper) that Board of Governors approve the recommendation of the Governance, Human Resources & Nomination Committee that the University allow Diocesan representatives to act as chair of committees of the Board. **Carried.**

MOTION: (Black/Davies) that the Board of Governors direct the Governance, Human Resources & Nomination Committee to provide recommendations to the Diocese of Nova Scotia and Prince Edward Island and the Anglican Diocese of Fredericton for consideration in their appointment of Governors. **Carried.**

MOTION: (Black/Kierans) that the Board of Governors approve the recommendation of the Governance, Human Resources & Nomination Committee to adopt the Board Appointment Guidelines in the form circulated to members, replacing the existing Competency Matrix. **Carried.**

MOTION: (Black/Brandes) that the Board of Governors approve the recommendation of the Governance, Human Resources & Nomination Committee to adopt the document entitled "Proposed Changes to Meetings and Activities of the Board" in the form circulated to members. Discussion of the motion followed, in which several members opposed the retention of the Board's practices by which Board meetings are conducted in private. Dr Brandes observed that all members of the Committee had agreed that communication and transparency in the conduct of the Board's business was important, but they confronted the question how to balance that with their responsibilities to the College. The motion proceeded to a vote and was carried, with eight opposing.

(16:33) **ADVANCEMENT REPORT:**

A report of the Advancement Office and memorandum addressing the College's Naming Policy were circulated and reviewed by Ms Abbott, who proposed that the Board consider the adoption of a new Naming Policy. **MOTION:** (Martin/Cooper) that the proposed Naming Policy Guidelines for the University of King's College, appended to the report and memorandum of the Director of Advancement as Appendix A: Naming Policy Guidelines, be adopted in the form circulated to members. **Carried.**

(16:34) **PRESIDENT'S PERSONNEL RECOMMENDATIONS:**

A list of Presidential Personnel Recommendations was circulated. **MOTION:** (Cooper/Kierans) that the list of Presidential Personnel Recommendations be approved as circulated. **Carried.**

(16:35) **OTHER BUSINESS:**

The Chair expressed thanks on behalf of the Board to the President upon the conclusion of his term. **MOTION:** (Godsoe/Gibson) that the Board thank and congratulate the President for his exemplary service to King's during his term as President. **Carried.**

The meeting of the Board of Governors of the University of King's College adjourned.

Respectfully submitted,

Dale Godsoe, Chair

Kevin Gibson, Secretary