

Alberta College of Art + Design (ACAD)



Minutes of the regular meeting of the Board of Governors (the Board),
Wednesday, **October 24, 2012**, 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

BOARD MEMBERS: Dr. Daniel Doz
Joseph Leung
Roxanne McCaig
Susan Thomas
Dwayne Prazak
Sheila O'Brien
Ben Fullalove
Cynthia P. Moore
G. Bradley Moore
Sue Anne Valentine
Morgan Riotte

REGRETS: Darren Delichte

Resources: Julie Snyder (Recording Secretary)

The Board meeting was called to order at 4:07 pm, quorum present and with James Peacock, QC as chair.

1. APPROVAL OF AGENDA

MOVED by Ms. Sheila O'Brien and SECONDED by Mr. Brad Moore that the agenda be approved as presented.

CARRIED UNANIMOUSLY
MOTION: 1564

2. APPROVAL OF MINUTES

MOVED by Ms. Roxanne McCaig and SECONDED by Mr. Ben Fullalove that the minutes of the September 22, 2012 meeting of the Board of Governors be approved.

CARRIED UNANIMOUSLY
MOTION: 1565

3. CONSENT AGENDA

MOVED by Ms. Margaret-Jean Mannix and SECONDED by Ms. Roxanne McCaig that the Board of Governors adopt the consent agenda as presented.

CARRIED UNANIMOUSLY
MOTION: 1566

It was clarified that the Artawearness –student initiative show is scheduled for March 2013 at ACAD.

4. ACTION ITEMS

4.1 2011-12 Year End Financial Report

MOVED by Mr. Brad Moore and SECONDED by Mr. Joseph Leung that the Board approve the Corporate Financial Statements for the year ended June 30th, 2012 as recommended by the Finance and Audit Committee.

CARRIED UNANIMOUSLY
MOTION: 1567

4.2 ACAD's Strategic Plan

The Strategic Plan was presented at another Town Hall meeting on October 17th where the plan was very well received.

It was indicated that an executive summary document of the plan will be available on the ACAD website.

MOVED by Ms. Margaret-Jean Mannix and SECONDED by Ms. Sheila O'Brien that the Board of Governors approve Inspiring Passionate Learning: ACAD's Strategic Plan for the Future: 2012-2020.

CARRIED UNANIMOUSLY
MOTION: 1568

4.3 Board of Governor's Committee Restructuring

It was suggested there is a need to develop a process around recruitment for Board committees as well as a strategy of how to engage the younger population.

MOVED by Ms. Cynthia Moore and SECONDED by Ms. Roxanne McCaig that the Board of Governors approve two new Committees: Government Relations Committee and Events Committee and a refinement of the mandate of the existing Development Committee.

CARRIED
MOTION: 1569

4.4 Ratification of ACADFA Wage Reopener

The total financial implication of the negotiated settlement is \$149,000.

MOVED by Ms. Susan Thomas and SECONDED by Mr. Ben Fullalove that the Board of Governors ratify the negotiated settlement for the wage re-opener between Alberta College of Art + Design and the Alberta College of Art + Design Faculty Association.

CARRIED UNANIMOUSLY
MOTION: 1570

5. CHAIR'S REPORT

Thank you to Brad Moore for serving on the ACAD Board of Governors who is resigning from the Board effective October 24, 2012. He will continue to assist the Finance + Audit Committee until the end of 2012.

Board Chair Jim Peacock, QC will be canvassing Board members over the next two weeks to determine who is willing to serve on each of the committees and will bring this before the Board for approval at the November 28, 2012 Board Meeting.

Meeting with the Office of the Auditor General was very positive.

More strategic level discussion at the Board meetings is desired. Committee and representative reports are to be in writing for inclusion in the Board meeting agenda package.

6. BOARD COMMITTEE REPORTS

6.1 Finance + Audit

Monday, October 22nd, 2012 the Finance + Audit Committee voted in favor of recommending to the Board the following motion: That the Board of Governors approve the financial statements for the year ended June 30, 2012.

OAG Audit – Exit Conference:

The OAG has recommended a clean audit report with:

- 4 New Recommendations
 - Improve systems to comply with legislation
 - Improve internal controls over the bookstore operations
 - Improve controls over contracts
 - Implement a disaster recovery plan
- 3 Repeated Recommendations
 - Strengthen controls over P-Card transactions
 - Implement proper controls over purchases
 - Implement change management policy and controls.
- 5 issues with Satisfactory Progress
- 6 items Implemented

6.2 Governance

The last Governance Committee meeting was held on May 24th and there will be a meeting scheduled in the coming weeks. The primary focus of that meeting will be to review the Terms of Reference, review the Board skills matrix and begin identifying potential new Board members.

One piece of documentation that was conducted since the last meeting was the Board Evaluation Survey.

The results of the survey were used to develop some of the thoughts that shaped the fall Board Retreat. There has been progression year over year in the comprehension and understanding of the Roles and Responsibilities. The answers are often dependent on how many new Board members there are in that year and the timing of the survey (new Board members often are identified or join prior to the summer). One area that we have continued to rate poorly in reflects the fact that we do not currently evaluate Committee Chairs and some action will be taken in the coming year to address this weakness. Another area where there has been some concern is in response to the status of the ACAD Board in regard to how we are perceived by external stakeholders of ACAD (such as Alberta Enterprise and Advanced Education, other funders and the Calgary community). These items were a significant part of the discussions at the fall Retreat and continue to be addressed as evidenced by the Committee recommendations for the October Board meeting.

Aside from specific comments gathered in the final pages of the summary, the only other outstanding area of comment was reflected in specifically “The Board has an effective process in place for managing conflict among Board members.” There is a fine art to managing dialogue and healthy debate in any team and that finesse relies greatly on the skills of the Board Chair to find this balance. There is no clear process to manage conflict at present and the committee will continue to explore this item. The Board evaluation survey results did not present any surprises. Majority of responses were quite consistent and positive. A summary of the survey results will be distributed at a future date.

6.3 Human Resources

A meeting is scheduled for Wednesday, October 31st.

7. ACAD STUDENT BOARD MEMBER REPORT

Friday, October 19, 2012 the ACADSA General Manager was terminated. There will be a temp coming in to help cover the accounting duties and a consultant has been contracted to assist in re-developing the ACADSA structure.

8. PRESIDENT’S REPORT

The Campus Alberta Quality Council visit pertaining to ACAD’s application to offer a Masters in Fine Art was very successful.

The function of the registrar is currently being reviewed by a consultant to help develop an appropriate structure that will best support the new school structure.

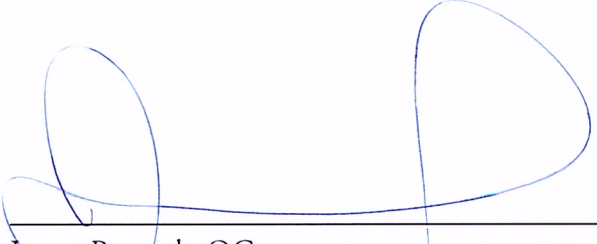
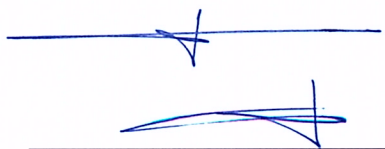
The Store has been revamped, is much more professional and is now managed by ACADSA.

The Open House held October 19th & 20th was very well attended. Thank you to Student Experience for a well done event.

9. ADJOURNMENT

MOVED by Ms. Sheila O’Brien and SECONDED by Ms. Susan Thomas that the meeting be adjourned at 5:50 pm.

CARRIED UNANIMOUSLY
MOTION: 1571


James Peacock, QC
Chair, ACAD Board of Governors
Daniel Doz
President + CEO, ACAD