

Voting Members Present with Carol Ryder in the Chair were Patti Dibsiki, Susanne DiCocco, India Dmytriev, Dr. Daniel Doz, Dr. John Faul, Ian FitzGerald, A. Stewart Hanlon, Chi Iliya-Ndule, Spil Kousinioris, Ashif Merani, Adrian Stimson, Sheila Taylor, Justin Waddell

Non-Voting, Ex-officio Member: Andrea Power, Secretary to the Board of Governors

Regrets: Jamie Russett

Guests: Jill Brown, Vice President Administration; Nicole Hamilton, Dean, Innovation, Learning & Development; Jamie Leong-Huxley, Vice President Advancement; Dr. Alex Link, Associate Vice President, Academic Affairs; and Carissa Cameron Matthews, Director, Academic Resources

Observers: Rickee-Lee Webster, President, Student Association; Natali Rodrigues, President, AUArts FA; René Martin, Director, Learning & Instructional Services; Jolie Bird, incoming AUPE Board Member

The Chair welcomed all members, guests, and observers to the meeting, read the Treaty 7 Land Acknowledgement and then called the meeting to order at 4:08pm.

1. Approval of Agenda

MOVED and SECONDED:

THAT the Board of Governors approve the draft November 3, 2021 Board of Governors agenda, as presented.

CARRIED

2. Consent Agenda

2.1 April 14, 2020 Draft Board Meeting Minutes

2.2 May 18, 2021 Draft Board Meeting Minutes

2.3 Constituent Reports:

2.3.1 General Faculties Council

2.3.2 AUArts Student Association

2.3.3 Alberta Union Of Provincial Employees

2.3.4 AUArts Faculty Association

2.4 President's Cabinet

Approved by CONSENT

In response to questions on the Consent Agenda items, the following was noted:

The President is the sole employee of the Board. The current contract for the President was for the most part handled by the Alberta government. For the new contract in 2019, the government advised that all Presidential contracts must be prepared by the government and as per their

terms. The pending review of the Post-Secondary Learning Act (PSLA) in Spring 2022 may result in further changes to the control of the President's contract.

3. Board Chair's Report

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

- There was a recent Alberta government Webex meeting to discuss Bill 74 which relates to governance for the Alberta Post-Secondary Institution (PSI) Boards. At one time there was going to be a long list of items amended in the PSLA, but at this time there appears to be only a few potential items, which include:
 - Apprenticeship
 - Board member terms
 - Elimination of the six-sector model
 - Establishment of the Minister's Advisory Council on Higher Education
- Bill 73 was also appended to the meeting package, and the associated changes could be:
 - Role of Ministers
 - Role of Responsible ministers
 - Criteria for capital planning submissions
 - Deputy Ministers Capital Committee
 - Strategic Capital Plan
- The AUArts exhibit entitled Contingent Systems will host a closing reception on November 18, 2021 at 7pm. This will be an in-person event held at the Illingworth Kerr Gallery on campus and all Board members are invited. There will also be a screening of the Helen Knowles film, *The Trial of Superdebthunterbot* in the Stanford Perrott Lecture Theatre at 5pm on Nov. 18, 2021.
- The Faculty Research Soirée is an online event that will be held on Wednesday, December 1, from 1:30pm-4:30pm and all Board members are invited. The Soirée is when select faculty present on their research. The meeting link to the Soirée will be provided when available.

4. President and CEO Report

The President and CEO provided a verbal report, and the following was discussed:

- The Alberta government has provided an update on the pending Investment Management Agreements (IMA). In 2020-2021 there was one IMA associated with Work Integrated Learning (WIL). The next series of IMAs have been provided with a request for feedback. The new IMAs are proposed to be phased in over a period of years.
- There is a new digital strategy explored by the government and this includes the PSI system. The new digital strategy would be a single access point for all prospective students.

4.1 Update: Academic and Administrative Leadership Restructure

- Two searches still underway with the BIPOC Search firm (from Toronto). The second round of interviews for the Dean, Academic Programs have just concluded. Next, the second round of interviews for the Associate Dean, Research, International and Graduate Studies will be conducted.

- The Vice President, Administration, Jill Brown, will be leaving the university in early December and today will be her last Board meeting. The departure has provided an opportunity to re-examine the administrative structure and it has been confirmed that a new position of Vice President Finance and Operations would be most appropriate at this time.
- Further updates on the administrative and academic revised structure will be provided at the December 15, 2021 Board meeting.

4.2 Recovery Management Team (RMT) Report

The President and CEO invited the Associate Vice President, Academic Affairs and the Vice President, Administration to speak to RMT. The following was noted:

- The new Vaccination Policy will be in place by November 15, 2021, which will require all faculty, staff, and students to be full vaccinated or be exempt through an approved accommodation. The processes for implementation of the Vaccination Policy are going quite smoothly. In the future it is anticipated that RMT will meet less frequently.
- There is a confident feeling on campus with the implementation of the Vaccination Policy. Eventually, the external community looks forward to being welcomed to events on campus.
- Thanks, and congratulations were extended to the Vice President, Administration for her past efforts as she moves through the final weeks of her employment with AUArts.

4.3 Student Complaint Guide and Form

The President and CEO invited the Dean of Students to present the new Student Complaint Guide and Form. The following was noted:

- Worked closely developing the documents with staff in Human Relations, Security, and the University Secretary. The Guide was also reviewed by the GFC Student Affairs Committee.
- It was important that the Guide be separate and apart from AUArts policies and procedures. The new Guide and Form will be reviewed in one year and on an as needed basis.

5. Board Committee Reports

5.1. Finance and Audit Committee

A written committee report was presented by the Committee Chair, and there were no questions.

5.2 Advancement Committee

A written committee report was presented by the Committee Chair, and there were no questions.

5.3 Governance and Human Resources Committee

A written committee report was presented by the Acting Committee Chair, and the following was noted:

- The Board Chair was the acting committee chair for this one meeting with the resignation of the former Governance and HR Chair, Amanda Hu.
- Following the Board meeting today, it is anticipated a new Governance and HR Chair will be approved.

5.4 Honorary Degree Committee

A written committee report was presented by the Committee Chair, and it was noted that eight (8) honorary degree nominations have been received to date.

6. Appointment: Chair, Governance and Human Resources Committee

Chi Iliya-Ndule was appointed to the Board of Governors on October 6, 2020 to October 5, 2023 and joined the Governance and HR committee immediately upon appointment. Chi Iliya-Ndule was recommended to the Board of Governors as Chair of the Governance and Human Resource Committee at the October 5, 2021 meeting.

On behalf of the Governance and Human Resources Committee:

THAT the Board of Governors appoint Chi Iliya-Ndule as Chair, Governance and Human Resources Committee, effective immediately.

Unanimously CARRIED

7. Finance and Audit Committee: Audited Financial Statements for the Year Ended June 30, 2021

As per the Post-Secondary Learning Act (PSLA) and the Board of Governors' Bylaws, the Auditor General of Alberta is the auditor for Alberta University of the Arts (AUArts). In fulfilling the Finance and Audit Committee terms of reference, the committee reviews and recommends AUArts' audited financial statements prior to their submission to the Board. The recommendation for the approval of the financial statements aligns with the Delegation of Authority Policy, the Board of Governors Terms of Reference, and specifically Section 2.1.2 (Audit Duties) of the Finance and Audit Committee Terms of Reference.

On behalf of the Finance and Audit Committee:

That the Board of Governors approve the Alberta University of the Arts Audited Financial Statements for the Year Ended June 30, 2021, as presented.

Unanimously CARRIED

The Chair of the Finance and Audit Committee invited the Vice President, Administration to speak to the statements. The following was noted:

- Credit and thanks were extended to the Finance team on a clean audit report.
- AUArts year end was June 30, 2021 and the audit started just after September 7, 2021. The budget for last year had a projected 22% reduction in enrolment as a conservative budgeting process was used throughout due to the pandemic. Expenditures did come in short of the budgeted projections.
- Maintained unfilled vacancies and many items were under spent.
- Utilities and other fixed costs came in under budget.
- One new recommendation was received with the 2020-2021 audit and the Finance team are continuing work on the recommendation from 2019-2020. This 2019-2020 recommendation will be tested next year as there were three years to work on the internal controls' framework recommendation.

The Finance and Audit Chair met with the Office of the Auditor General (OAG) twice and then at the Finance and Audit Committee meeting. The Chair personally thanked the Vice President, Administration for her efforts on the audit and her work with the committee. The Chair formally welcomed a new Board member, Adrian Stimson, to the Finance and Audit Committee.

8. Update: Indigenous Framework

The President and CEO invited the Dean of Students to provide an update on the Draft Indigenous Framework. The following was noted:

- The Lodgepole has been under the portfolio of the Office of Student Affairs for one year and the preparation of the Framework has taken several months, involving external consultants.
- There has been considerable engagement with the community and Elder Casey has discussed an approach for local cultural engagement, involving pillars for the foundational elements. It is anticipated a further update will be provided at the end of the semester and then the Framework will come to the Board of Governors for approval or endorsement. Following the approval, the recommendations can be actioned in 2022.

In discussion of the update, the following was noted:

- The decision for the university involving the September 30 National Day for Truth and Reconciliation is outside the scope of the work for the Framework. On September 30, 2021 the university was closed to respect the day and there was training, and education provided on that same day.
- An update has been provided in several venues and it is important to ensure indigenous voices are included in the review and preparation. The discussion with the Elders Council is now focused on the pillars, using the vision of a teepee, and includes a review of administrative practices for hiring (faculty and staff) and student recruitment.
- Indigenous healing practices will be discussed and there is a sharing circle with several individuals in the coming weeks. Certain supports for indigenous students are underway and the western approach to counselling for indigenous students is evolving.

9. Business Arising from the May 18, 2021 Board Meeting

The Chair noted that both business arising items were noted in the Governance and HR Committee Report.

9.1 Gender Neutral Language for Board Documents: When an Equity, Diversity, and Inclusion (EDI) staff member is announced, direction on the appropriate gender-neutral language for the university will be developed, following engagement with the internal community. The Board will ensure the language is incorporated into the governance documents at that time ensuring the corresponding edit to the Board

Bylaws, which states that “words in one gender include all genders” is made. The EDI staff member would provide direction with respect to changing the names for she/her, etc for all Board governance and policy documents.

9.2 Request for Board meeting transcript: Board meetings are not recorded and there would be considerable cost related to ensuring transcription services were made available. The MS Teams transcription feature does not provide a complete transcript and would also require Board meetings to be recorded. Board meetings should provide for a free and open discussion without attribution to specific members.

10. Board of Governors Governance Documents

Annually, Board members are provided the Board governance documents for their review. There were no questions.

11. 2020-2021 General Faculties Council Annual Reports & Organization Chart

The Board participated in a bi-cameral governance presentation at the September 25, 2021 Board retreat and the organization chart for General Faculties Council (GFC) was provided at that time. The GFC organization chart and the 2020-2021 GFC annual reports have now been provided to all Board members for their review. It was noted there has been a lot of information sharing between the bicameral chambers and both bodies have completed a considerable amount of work. The 2020-2021 Board and GFC annual reports are now available on their respective websites.

12. 2020-2021 BOG Graduating Student Award Recipients

The BFA, BDes, MFA programs each nominate two graduating students from each major/stream Graduating Student Awards. However, due to the pandemic, there were no MFA nominees in 2020-2021. A PowerPoint presentation of the award recipient's artwork was provided in the meeting package and reviewed at the meeting.

At this point in the meeting, it was noted this would be the last Board meeting for Susanne DiCocco as she is relocating outside of Canada. Thanks was extended to Susanne DiCocco for her service on the Board and the Governance and HR Committee.

13. The Legislative Assembly of Alberta Documents

Three documents were distributed with the meeting package and discussed during the Board Chair's report.

The Board of Governors open session meeting adjourned at 5:22pm. The Board Chair thanked the members of the President's Cabinet and observers for attending the Board meeting. The Board in-camera session was held using a separate MS Teams link.

14. In Camera Session

The Board of Governors went in camera at 5:30pm.

15. Adjournment

The meeting adjourned at 6:20pm.