



**BOARD OF GOVERNORS'
REGULAR MEETING MINUTES
FEBRUARY 22, 2007**

Board Members In Attendance

George F.J. Gosbee, Chair
Gillian Basford, Vice-Chair
Lisa Benschop
Lance Carlson
Elizabeth Carson
Alison Miyauchi
Jack Moxness
A. Gordon Stollery

Guests

David Aldrich, VP, Research & Academic Affairs
Gary Draper, VP Finance + Corporate Services
Laura Larsen, VP, Advancement
Claudia Shepherd, Director, Student Services +
Admissions

Recording Secretary

June Dubois

Board Members' Regrets

Jenny Belzberg
Denise Carpenter
Daryl Fridhandler
Yves Trépanier
Steve Snyder

The Board Meeting was called to order at 4:55 p.m. with quorum present.

On behalf of the Board of Governors, Chair George Gosbee welcomed Jack Moxness and Gordon Stollery to their first ACAD Board Meeting.

At this time, President Lance Carlson welcomed Laura Larsen to her first Board Meeting; Ms. Larsen recently assumed the position of Vice-President, Advancement.

1. APPROVAL OF AGENDA

MOVED by Alison Miyauchi and **SECONDED** by Elizabeth Carson that the Agenda is approved as presented.

CARRIED

MOTION: 06/07-1339

2. APPROVAL OF MINUTES

MOVED by Elizabeth Carson and **SECONDED** by Gillian Basford that the Minutes of the October 30, 2006 meeting of the Board of Governors are accepted as presented.

CARRIED

MOTION: 06/07-1340

3. CONSENT AGENDA

Board Members were advised that should there be any concerns and/or requests for discussion regarding items listed on the Consent Agenda for information and/or items requiring approval, it is necessary to request the specific item(s) be removed from the Consent Agenda and added to the Discussion/Action Items section of the Agenda. The motion(s) approving the Consent Agenda would then be amended as necessary.

MOVED by Elizabeth Carson and **SECONDED** by Gordon Stollery that the Board of Governors accepts the information items noted on the Consent Agenda, as presented.

CARRIED

Unanimous

MOTION: 06/07 1341

4. **BUSINESS ARISING**

4.1 ***Proposed Amendments to Board Bylaws No. 1***

ACAD's Board Bylaws No. 1, section 13, notes that changes in the Bylaws, by addition or alternation, may be made by notice to the members detailing the change or addition, and that notice is to be presented at a regular Board meeting for consideration at the next regular Board meeting. Approval of Bylaw change must be by vote, with 75% of the total Board members in office at the time voting affirmatively.

The Notices of Motions for the proposed amendments to the current Board Bylaw No. 1 were provided at the October 30, 2006 regular meeting of the Board of Governors. The Board passed a motion to accept the Notice of Motion, with an additional amendment of replacing the current statement of purpose and goals of the college with the Mission and Mandate statements (Preamble, Item 1). The remaining proposed changes reflect updates related to the Post-Secondary Learning Act.

A revised copy of the proposed amendments to the Board Bylaw No. 1 is attached for reference.

Following discussion, it was recommended that an additional amendment be made to the proposed amendments, as follows:

- ◆ Section 7. a. ADD the word **ratified**.

MOVED by Alison Miyauchi and **SECONDED** by Jack Moxness that the Board of Governors approves the proposed amendments to ACAD's Board of Governors Bylaws No. 1, Preamble Section, Item 1, Item 2., Item 4., Item 7. a) and Item 10. a), as follows:

- Proposed: 1. Replacement of current Statement of purpose and goals of the Alberta College of Art + Design with that of the Mission and Mandate of the College
- Proposed: a. The responsibilities of the Board are set out in the ~~Colleges~~ **Post Secondary Learning Act, 1980** ~~1980~~ **2003**;
- Proposed: b. Membership on the Board is also set out in the ~~Colleges~~ **Post-Secondary Learning Act**, which defines as well the term of office, meetings of the Board, quorum and voting, and the powers and duties of the Board;
- Proposed: c. ii) Members should acquaint themselves with the Board's responsibilities, powers and duties delineated in the ~~Colleges~~ **Post-Secondary Learning Act**;

and

“that the Board of Governors approves the proposed amendment to ACAD’s Board of Governors Bylaw No. 1, Item 4., Item 7. a), and Item 10. a) , as follows:

- Proposed: 4. As defined in the ~~Colleges~~ **Post-Secondary Learning Act**, a majority of the persons holding office from time to time as members of the Board constitutes a quorum.
- Proposed: 7. a) The Chair of the Board may appoint an Executive Committee of the Board, to be comprised of the Chair, the Vice-Chair, **if one exists, the President + CEO, and a minimum of two public members** ~~and two members of the Board.~~ The decisions of this committee shall be ~~deemed to be decisions of the Board, pending ratification~~ **ratified** by the full Board ~~at its next regular meeting.~~ **by either polling the Board or via a Board meeting.**
- Proposed: 10. a) shall be responsible for the administrative structure of the Alberta College of Art + Design and shall ~~set up operating procedures~~ **establish policies** for the administration of the college;

CARRIED

Unanimous

MOTION: 06/07 1342

5. DISCUSSION / ACTION ITEMS

5.1 *Academic Council Restructuring*

The college is beginning the process of preparing to apply for membership in the Association of Universities and Colleges of Canada (AUCC). In addition to the association’s many benefits, membership in AUCC would also significantly enhance the external credibility of the degrees we offer. There are strict criteria for membership and a lengthy application process involved.

One of the criteria is that there is a faculty majority academic body in place. Our current Academic Council, mandated by the Alberta Post-Secondary Learning Act, is composed of equal one-third representation of administration, faculty and students.

The recent implementation of the Alternative Academic Council Regulation under the Act provides colleges the opportunity to establish an alternative academic council. As a result, President Carlson mandated Academic Council to study and make recommendation on a new structure, meeting the criteria outlined for AUCC membership. This new structure was presented to Academic Council in February, and by majority vote was presented to the President to bring forward to the Board of Governors for review and approval.

Upon presentation to the Board of Governors, the Board would be requested to recommend to the Minister the establishment of an alternative Academic Council for ACAD that would be compliant with the AUCC membership criteria.

Subsequent to discussion, the following motion was presented:

MOVED by Gordon Stollery and **SECONDED** by Gillian Basford that the Board of Governors approve the recommendation presented by Academic Council and that Academic Council begin the process of establishing an alternative Academic Council as outlined in article 2.A of the Post-Secondary Learning Act, Alternative Academic Council Regulation.
CARRIED
MOTION: 06/07 1343

5.2 Proposed Policy Amendments

i. Policy 500-04 – Student Awards

The proposed amendments to this policy are reflective of the proposed amendments to the operational procedure, along with the college's style guide.

MOVED by Alison Miyauchi and **SECONDED** by Elizabeth Carson that the Board of Governors approves the proposed amendments to Policy 500-02 – Student Awards – as presented.
CARRIED
MOTION: 06/07 1344

ii. Policy 800-03 – Board of Governors' Alumni Award of Excellence

The proposed amendments to Policy 800-03 – Board of Governors' Alumni Award of Excellence – are reflective of the college's style guide, along with the proposed amendments to the operational procedure. The Policy number change is reflective of moving the document from the 'academic' section to the 'alumni' section of the college's policies and procedures.

During discussion, the Board recommended the following changes to the proposed amendments presented:

- ◆ amend to include **'the Board of Governors may award...'**,
- ◆ from the standpoint of the operational procedure, it is still an academic decision; therefore, the policy should be maintained in the 'academic' section of the college's policies and procedures.

President Carlson was requested to amend the policy with the above changes for presentation to the Board at their April 26, 2007 meeting.

L. Carlson

5.3 President's Report

President Carlson briefed Board members on the following:

President's Circle – The President's Circle proceeds received this year have purchased the faculty laptop initiative.

Student Seating Areas – The college is purchasing soft seating for three areas within the building that will create areas of lounge-like settings for students.

Professional Development Day – January 4, 2007 – A very positive response was received from employees regarding the January 4th PD day activities, focusing on Health & Safety and Systemic Change.

Management is currently planning for future topics to be scheduled as half-day or full-day professional development activities.

New York Trip – The second art and design tour is being offered; seats were filled within 14 days. A group of approximately 25 will travel to NYC from April 19th to April 23rd. An exciting itinerary is under development.

Canadian Art Foundation – The CAF publishes Canadian Art magazine. ACAD was approached to host a panel discussion; we are currently working with the CAF to organize this activity on Monday, March 26. There will be no costs to the college.

Stirring Culture 2 – Planning is underway for Stirring Culture 2 – A Time to Act. Once again, it will be a full year activity.

5.3 Chair's Report

No discussion.

5. PRESENTATION(S)

At this time, President Lance Carlson introduced Tom McFall, Director of the Alberta Crafts Council.

Mr. McFall provided an overview of the Craft Council, its activities and recognized the many ACAD faculty who are actively involved in the Council.

At the conclusion of the presentation, Chair George Gosbee thanked Mr. McFall for providing this overview and for the information distributed.

6. CHAIR'S NOTES TO THE MINUTES

Chair George Gosbee advised the Board of the following notes to this meeting's minutes:

a. **Financial Reporting** – it is the preference in future to change the current presentation format of the regular financial reports to the Board by comparing the approved budget to the year to date and projection to year end.

L. Carlson

b. **Academic Council Alternative Structure**

The vote for the following motion earlier in this meeting appears to have not been carried: The motion read:

MOVED by Gordon Stollery and **SECONDED** by Gillian Basford that the Board of Governors approve the recommendation presented by Academic Council, that Academic Council begin the process of establishing an alternative Academic Council as outlined in article 2.A of the Post-Secondary Learning Act, Alternative Academic Council Regulation.

For: 5
Abstained: 2
- A. Miyauchi
- L. Benschop

Therefore, it requested that this item be brought forward to the next regular meeting – April 26, 2007 - enabling a more in-depth discussion of the information, the request being made to the Board, and a vote.

L. Carlson

- c. ACAD's Proposed Amended 2006-2007 Operating Budget
This item is deferred to the Board's Executive Committee, scheduled for Tuesday, March 6, 2007, for approval, pending ratification by the Board of Governors at their next regularly scheduled meeting on April 26, 2007.

L. Carlson

7. **INFORMATION**

8. **ADJOURNMENT**

There being no further discussion, the February 22, 2007 Board of Governors Meeting terminated at 6:35 pm.

;jed

George F.J. Gosbee, Chair, Board of Governors

Lance Carlson, President + CEO

Date

Date