

An independent external review of Dalhousie University's Governance

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**INDEPENDENT EXTERNAL REVIEW OF DALHOUSIE UNIVERSITY'S
GOVERNANCE**

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PART I – INTRODUCTION

a) Origins of Review

In June of 2021, Dalhousie launched a new five-year strategic plan, *Third Century Promise* – a road map for the university to attain “a much higher level of achievement, inclusion, service and consequent impact”. The actions to which the plan commits the university fall under four pillars – *exceptional student experience, inclusive excellence, high-impact research, and civic university with global impact* – supported by a fifth, *a foundation for inclusion and distinction*. The fifth pillar consists of actions to improve physical, digital, and organizational infrastructure.

The plan, developed through extensive consultations before and during the coronavirus pandemic, recognized that:

[It was] launching at a time of unprecedented disruption in the global higher education sector. To successfully navigate through this challenging phase, seize inherent opportunities by capitalizing on our strengths, and address the evolving and intensifying global competition, we will be required to act thoughtfully, decisively, and nimbly. Successful implementation of our strategies will require effective governance and management structures, efficient and sustainable financial models and processes, and a keen attention to carefully managing our resources to balance current and emerging priorities and avoid the crises affecting the higher education sector.

The actions under the fifth pillar included:

Launch[ing] an independent external review of our governance and administrative structures, which will be commissioned early in the plan period to engage in broad-based consultation to provide clear recommendations for any adjustments or realignments required to facilitate the success of our strategic plan.

b) Oversight and Scope

This governance review has been overseen by the chair of the Board, Robert Hanf, on behalf of the Board of Governors. Its focus is the effectiveness of governance processes and procedures at Dalhousie in the context of achieving the strategic plan goals. The Board chair convened a Governance Review Advisory Group (“GRAG”) to advise him and to provide guidance as needed to us. The GRAG was composed of the vice-chair of the Board, the chair of the Board’s Governance and Human Resources Committee, the president, and the then interim chair of Senate. We are very grateful to them for their advice, to all the people at Dalhousie who provided input into this review, and to the members of the university secretariat and the general counsel’s office who provided administrative and other support for the process.

In response to a request for proposal (RFP) process conducted over the summer of 2021, we submitted a joint proposal and were engaged as independent external consultants. The scope of the review, as outlined in the RFP, includes, but is not limited to:

- ensuring there is appropriate division of responsibilities between the Board and the Senate, including a review of the Senate constitution and Board by-laws, while respecting the requirements of the relevant legislation;

- ensuring that governance rules and processes recognize the distinction between the oversight responsibilities of the Board and Senate and the operational responsibilities of management;
- ensuring that the practices of the Board, Senate and their committees result in an efficient exercise of their oversight responsibilities; and
- ensuring that the process through which matters are brought to the Board and the Senate for decisions is effective.

c) Exclusions from the Review

The scope of the review does not include the bicameral foundation of governance at Dalhousie, the composition of the Board or Senate, faculty governance, or administrative structure and management. Early in the process, it was agreed that administrative processes for bringing items to the governing bodies should receive separate examination. During the course of our work, it was also brought to our attention that Senate is undertaking a review of academic quality and as such, we have attempted to avoid the questions we anticipate the Senate review will address. It is hoped that the principles arising from this review will be helpful and inform Senate's work so that any reforms arising support the governance vision articulated here. Finally, we observe that questions remain about the effectiveness of student discipline processes and view this as a topic for a separate review.

d) Process

Our work took place in four phases. The first involved initial reading about Dalhousie's governance, history, and plans and preliminary discussions with the Board chair, members of the GRAG, the university secretary and others. The second phase, initial information gathering, entailed: reviewing additional documents including legislation, by-laws, minutes, policies, reports, and Board and Senate annual assessment results; the design and administration of interview and survey questionnaires; and implementation of a mechanism to enable members of the Dalhousie community to contact us by email. Between early November 2021 and early January 2022, we interviewed forty members of Dalhousie's Board, Senate, and administration to elicit their perceptions of the effectiveness of governance and any areas for improvement. Surveys of all Board and Senate members were conducted between November 25, 2021, and January 15, 2022, to elicit their input. The input received is briefly summarized in Part II below and more detail is provided in Appendix 2. We received one email message. The information obtained from the interviews, surveys and documentary review led us to seek additional documents, conduct additional interviews and seek out other information to shed more light on several issues during the third phase of the process, following which we began the fourth phase: writing this report. During the process, we met bi-weekly with the Board chair and approximately once a month with the GRAG to provide updates on our progress and obtain feedback.

e) Our Perspective and Principles

In addition to offering independent perspectives and a commitment to supporting good governance, we bring to this review decades of experience in organizing, studying, and advising on university governance across Canada, and deep respect for universities' capacities and role in society. The values espoused in Dalhousie's strategic plan – academic freedom; commitment to excellence in teaching, research, and service; equity, diversity, inclusion and accessibility; preparation of future-ready leaders; community engagement and impact; social responsibility and sustainability; and wellness, accessibility, respect, and support – are ones we share. They inform this report.

We understand that:

- humanity faces massive, complex problems;
- for the sake of future generations, people must learn to live with each other and with nature in new ways;
- as organizations dedicated to the advancement, preservation and dissemination of knowledge, universities can play vital roles in contributing to solutions and in helping current and future students cope with and surmount the challenges they face, individually and collectively; and
- the universities that contribute most will be those with globally significant intellectual strengths, high-calibre teaching and research capacity, clear purpose, effective governance, strong partnerships, and unwavering dedication to their students and communities.

Dalhousie can be among the universities contributing the most.

We see Dalhousie as a unique – and uniquely important – institution. Over the course of two centuries, it “gained regional, national, and international prestige and recognition...and developed a sterling reputation as an institution of learning excellence”¹. Dalhousie is the only U-15 university in the Atlantic region. It plays central roles in Nova Scotia while fulfilling major regional responsibilities. It is intent on contributing even more to the success and prosperity of its communities, province, and region through its new strategic plan.

Continuation of this level of achievement cannot be taken for granted. Although Nova Scotia experienced recent population growth² and strong pre-pandemic economic performance³, the pandemic was a major economic shock and much economic uncertainty remains. The pandemic caused governments across the country to incur large deficits. It has both exacerbated and brought to light many pressing needs. Universities cannot count on resources being plentiful in coming years. Universities will be challenged to maintain the quality and relevance of academic offerings. In our view, the foremost responsibility of Dalhousie’s Board, Senate and leadership is to ensure academic quality and impact – that Dalhousie continues to grow in academic and research strength and in service to students and society.

Good university governance will be key. In other words, the structures, processes, and practices for guiding and overseeing decision-making and activity must be well-aligned and advance the university’s mission and strategic plan. Since Dalhousie’s governance is bicameral, this will involve both the Board of Governors and the Senate, as well as the university’s leadership.

Bicameralism is the predominant model of university governance in Canada. In this model, “authority over finances and resources rests with a governing board made up primarily of external members whose role is to represent the public interest and to exercise responsible stewardship over institutional resources”⁴, while authority for academic matters is assigned to a Senate, general faculties council or academic council. The Board “has ‘final responsibility’ for the university and is charged to serve the best long-run interests of the institution. It both interprets the needs of society to the university and represents the university to society”⁵. The Senate or equivalent is the senior academic governance body,

responsible for matters such as admissions policy, academic programs and curriculum, academic quality, scholarships and awards, student appeals, and granting of degrees.

Bicameral governance is complex and its continued effectiveness in Canada has been questioned⁶. We believe that bicameralism can work and that bicameralism at Dalhousie can work well. With sound structures and processes in place and committed, capable and well-informed participants working together, it can enable the university to serve students and society successfully now and in the future.

PART II – SUMMARY OF WHAT WE WERE TOLD

People with direct experience of governance at Dalhousie were an important source of information for this review. Between November 2021 and January 2022, current and former members of the Board, Senate and administration generously shared their input with us on a confidential basis. Of the 40 interviewees, 13 were current or former Board members and 16 were Senate members. Four of the interviewees were students. We also interviewed seven senior administrators who served on the Board and/or the Senate and seven other administrators⁷. A list of interviewees is attached as Appendix 1.

Surveys were completed by 15 Board members (54% of those to whom the survey was sent) and 54 members of Senate (57% of those who received it). Sixty percent of the respondents to the Senate survey were elected or appointed academic unit or librarian senators, 9.4% were student members and 24.5% were ex officio members.⁸ Five of the 15 respondents to the Board survey and 6 of the 54 respondents to the Senate survey also participated in interviews.

We asked about: why people serve, the strengths and weaknesses of governance, the balance of responsibilities between the Board and Senate, Board effectiveness, Senate effectiveness, the Board/Senate relationship, communication, governing during a pandemic, and governance and the strategic plan. A short summary follows.

a) General

Board and Senate members volunteer to serve principally because they believe in the importance of the university and its contributions to students, communities, and society. The views they expressed on Dalhousie's governance were diverse -- converging on some topics and diverging on others. Even on topics on which there was a preponderance of similar views, there were differing perspectives. Overall strengths of Dalhousie's governance cited by numerous interviewees included the Board, bicameralism, faculty engagement, an environment of consultation, collaboration, and collegiality, and the scope afforded to faculties. Frequently cited weaknesses included the legislation, discontinuity associated with leadership turnover, disconnects between the governance players, bureaucratic processes, lack of timeliness and poor communication.

Most interviewees saw the division of responsibilities between the Board and Senate as generally appropriate. Several nevertheless noted that interpretation of the governing bodies' responsibilities has varied over time and suggested that roles and responsibilities be clarified. Several interviewees did not regard the existing division of responsibility as appropriate -- one suggesting the Board's authority be enhanced; a few, that Senate should have more power and/or that the prior Senate constitution should be restored.

b) Board

Of the 22 interviewees who were able to comment on the overall effectiveness of the Board in fulfilling its responsibility for stewarding Dalhousie's mission, assets, and reputation, 18 described it as effective to very effective, and 4 as somewhat or not effective. Of the respondents to the Board survey, 53% described the Board as fulfilling its role very effectively, 20% as fulfilling it effectively, and 20% as somewhat or not effectively. The remainder indicated they did not know.

Board strengths cited frequently by interviewees and survey respondents included committee structure and effectiveness, committed and capable governors, a strong focus on finances, capital projects and collective bargaining, good Board leadership, good relations between the Board and president, and a greater commitment to diversity than most Canadian boards. The Board is perceived to have made important contributions in the hiring and oversight of presidents, strong financial oversight, support for the university during the pandemic, and in pushing the university toward greater accountability. Many described the Board as having strong competencies, good relationships with administration, an effective committee structure, diverse membership, and access to good data on which to base its decisions. The following were identified as areas in which the Board needs improvement: its relationships with students; clarity among Board members respecting their roles; how the Board spends its time at meetings (more strategic discussions), and; Board members' understanding of higher education generally. Many Board members see that it needs to improve its relationship with Senate, its communications with the community, and its equity and inclusion practices.

c) Senate

There are mixed views on Senate's overall effectiveness. Of both those interviewed and those who responded to the Senate survey, approximately half felt that Senate is effective or very or extremely effective. The other half described Senate as somewhat effective (which 44% of survey respondents did) or not effective or said that its effectiveness varies. Those who deemed the Senate to be less than effective offered different explanations for that including: problems within the Senate; a lack of Senate power (either in relation to the Board and the administration or over faculty members' academic prerogatives), and/or lack of respect for the Senate on the part of the Board or the administration.

Perceived strengths of Senate include its size and representative composition, its open, diverse, inclusive, consultative, and democratic nature, the commitment of senators to Dalhousie, and its committee structure. The Senate was described as providing a strong voice for faculty and as a place for discussion of important issues. Some felt that it is a place where students can be heard. The Senate is perceived to have made important contributions in the areas of equity, diversity, and inclusion, and in attending to student needs during the pandemic. It is seen to be well-equipped in its diversity of membership, its practices of equity and inclusion, its committee structure, in having qualified membership, and in its leadership. Clarity about Senate's role and jurisdiction was identified by many as an area for improvement, as was opportunity for provision of input by Senate into the university's budget and strategic plan. Also identified frequently as areas for improvement were senators' understanding of their responsibilities, Senate's attention to academic issues, its understanding of and respect for the work of its own committees, its timeliness and efficiency, the continuity of student participation and the extent of student representation. Senators surveyed felt that Senate could be more well-equipped in its communication to the community, relationship with the president, relationships with senior administration and in converging on a shared sense of purpose. Views on

Senate's effectiveness in overseeing the academic governance of faculties was mixed with half finding it to be effective or better.

d) Board-Senate Relationship

About half of Board and Senate members surveyed see each body as less than well-equipped in its relationship to the other. Positive aspects of the relationship were cited, but so too were negative dynamics between the two bodies-- either that the Board is trying to undermine the Senate, including through this governance review, or that the Senate could not be counted upon to remain within its jurisdiction. Finally, some comments suggested a lack of relationship-- a 'great gulf between Board and Senate'.

e) Communication

Communication -- between the governing bodies, and between them and the community -- was identified by many as an issue.

f) Governing during a Pandemic

Both Senate and Board were recognized for their work during the pandemic. The move to virtual meetings was appreciated by some but interviewees reported less engagement, connection, and collegiality.

g) Governance and the Strategic Plan

The great majority of those who provided input through interviews and surveys saw both the Board and the Senate as having roles to play in helping the university achieve the goals set out in the strategic plan, but there were disparate views about the nature of the role that Senate should play.

A longer summary of "What We Were Told" is appended as Appendix 2.

PART III – CONSULTANTS' OBSERVATIONS

Our observations arise from our analysis of all the information we have received and reviewed (surveys, interviews, and reams of documents described at Appendix 2). Having reflected on the information, we offer five main observations:

a) Institutional Autonomy

We agree with the observation by several interviewees that, in practice, Dalhousie has to date had more autonomy than many universities in Canada. Dalhousie's relative autonomy is a significant institutional advantage, which stems from two sources. First, Nova Scotia governments have traditionally and wisely regarded universities as quite independent of the state⁹. This is wise because allowing universities a degree of autonomy enhances their performance¹⁰.

A second source of Dalhousie's relative autonomy is its legislation, which reflects the university's age and does not look like that of newer institutions. The legislation consists of over twenty different Acts (the "Acts"), enacted between 1820 and 1996. An unofficial consolidation exists, which is helpful as a quick reference, but a statement on the first page of the consolidation encourages the reader to consult the original statutes "[w]here accuracy is critical". The Acts provide for the university to recommend to the province candidates for appointment to its Board of Governors. The practice has been for government to accept those recommendations thereby allowing Dalhousie to build a Board with the

necessary attributes and competencies. Further, the Acts are not prescriptive about the university's internal governance and allow the Board and the Senate to build a bicameral governance framework suitable to Dalhousie. With some refinements, recommended below, we believe the existing framework will serve Dalhousie well for decades to come.

b) Tradition of Bicameral Governance

Dalhousie is recognized, along with McGill and Queen's, as among the first Canadian universities to be governed in a bicameral manner and thus has a long, strong tradition of bicameral governance. In the 1820-21 Act, both Board and Senate were delegated powers. The early Board powers included a broad general powers provision and spanned governance (including academic governance), fiscal responsibility, and human resources. The Senate was given powers over "management and regulation". The 1863 Act reinforced bicameral governance¹¹.

The structure and practice of bicameralism at the university has naturally changed over time – prominent changes including the addition of student members to the Senate and Board in the late 1960s and 1970s¹² and of faculty members to the Board in 1988¹³; reforms of the Senate committee structure in 1978 and 2011; the change from the president as chair of Senate to an elected chair in 1980; the transition to an elected Senate and reduction in the size of the Board's membership in the mid-1990s; a reform of the Board's committee structure in 2015; and changes in the Senate's composition in order to achieve diversification in 2017.

c) The Strength of Bicameralism Today

In our view, the Board and Senate each exhibit strengths and each have potential for improvement. The Board appears to be generally functioning in a sound manner and successfully carrying out key Board responsibilities (e.g., appointment of leadership, financial oversight). The Senate has been effective in important respects. Both bodies appear to be ahead of their counterparts at many other universities and organizations in the realm of equity, diversity, and inclusion ("EDI"). Although EDI remains a work in progress, Dalhousie's commitment is a reason for pride, and continued dedication to EDI will help make the university one at which all people can thrive and excel.

Notwithstanding the real strengths of the Board and the Senate, both bodies could add greater value to Dalhousie. We recommend (in Part IV below) that both step up – in some common and some differing ways.

We were asked to examine the current division of responsibilities between the Board and the Senate and to make recommendations on proposed changes. While, as noted above, most aspects are generally sound, several aspects are ambiguous and need clarification. Pertinent recommendations are in Part IV a) below.

d) Integration

Integrated governance is both legally necessary and functionally important for universities and other organizations. At Dalhousie, as at other Canadian universities, the Acts are the primary source of all authority and responsibility. All governance instruments, including by-laws, the Senate constitution, committee terms of reference, and policies are subordinate to the Acts and must be consistent with it. Authority and responsibility flow from the Acts to the Board. The Acts delegate responsibility to Senate subject to Board approval. The by-laws, Senate constitution, terms of reference and policies delegate to the Board and Senate and also distribute responsibility further down through the organization.

Responsibility flows down through the university and corresponding accountability for decisions flows back up with the Board having responsibility for the whole system. Good governance requires clarity of the flow of authority, as well as alignment between authority and accountability.

Above and beyond legislative compliance, effective alignment of governance components and activities is necessary for fulfillment of institutional purpose. The new International Standard on the Governance of Organizations¹⁴ describes “the pursuit of purpose [as] at the centre of all organizations” and “good governance...[as] lay[ing] the foundation for the fulfilment of the purpose of the organization in an ethical, effective, and responsible manner in line with stakeholder expectations”¹⁵.

The first principle is that: “The governing body is accountable for establishing and maintaining an integrated organizational governance framework across the organization that coordinates these governance activities such that the organization realizes effective performance, responsible stewardship and ethical behaviour”¹⁶.

At Dalhousie, better integration between the two governing bodies is needed as they appear to operate in quite separate orbits, rather than functioning as interconnected parts of a larger whole. Mutual knowledge and awareness appear to be low. There is little regular communication and coordination of activities. A unifying vision, mission, and set of goals to which both major governing bodies have committed themselves is lacking. Making sure this governance system works is the Board’s responsibility.

An important integrating mechanism at many Canadian universities¹⁷ is that the Senate is chaired by the president. That was the case at Dalhousie until about 1980. An elected chair model has important virtues. It can enable a president to participate more actively in Senate discussions than they could if in the chair. It can encourage Senate to ask hard questions and assist it to hold the president and provost accountable. Furthermore, a dedicated Senate leader can devote greater attention to the Senate and its role in governance than a president, whose attention is likely more divided. Notwithstanding these benefits, the model carries the risk that the president, being less responsible for the effective operation of the Senate, and the Board, pay it less heed or even minimize its role – and/or that the Senate move off into a separate orbit of its own. As described more fully under Area of Recommendation 3 b) below, we have come to believe that the move to an elected chair model at Dalhousie allowed for some disintegration within the governance system. No interviewee or survey respondent took issue with the elected chair model, nor are we recommending Dalhousie move away from it. We believe the university can make the present model work if certain gaps are addressed.

e) Trust

We observed many indications of lack of trust – amongst categories of Board members, between the Senate and the Board, the Senate and the senior administration, the administration and the Senate, between senators and Senate committees, and between faculties and the Senate. Lack of trust is reflected in comments shared with us, but also in phenomena such as the excessive level of detail in policies and procedures, Board and Senate meeting dynamics, and several Senate practices, including frequency of meetings, formal and informal caucusing by both elected and ex officio members, disposition of committee recommendations, and confusion about openness and transparency.

Why the apparent lack of trust among those involved in Dalhousie’s governance? Some interviewees suggested that lack of clarity and specificity in the Acts has led to confusion, differences in

understanding, suspicion, and tensions. Its origins aside, mutual distrust appears to be long-standing. The 1978 Report of the Ad Hoc Senate Committee on the University Constitution described the need to “restore the confidence of faculty and others in the university’s policy-making processes”¹⁸. Howard Clark, who served as president of Dalhousie from 1986 to 1995, observed in his 2003 book that the Senate “saw its role much more as a loyal but very critical opposition to the administration”¹⁹, than as “an academic equivalent to the Board”²⁰. Another factor contributing to lack of trust may be the extent of turnover in senior administrative and governance leadership -- and of differences in successive leaders’ interpretations and approaches -- over the past 5 to 10 years.

Why is lack of trust a concern? Basically, because energy that could be devoted to collaboration toward common goals is spent on worrying, speculation, maneuvering, self-protection, and politicking. Ultimately, low trust takes away from what a university can achieve. The recommendations below are intended to enable current and future Board, Senate and university leaders and members to work together more effectively to advance Dalhousie’s mission.

PART IV - FINDINGS AND RECOMMENDATIONS

a) Overarching Recommendations:

i) Improve integration

Universities, like orchestras, rely heavily on individual performance, but must also operate in an integrated manner. For Dalhousie to fulfill its mission, execute against its strategy, and have the best opportunity to retain autonomy, it is essential for its governing bodies to function in a more coordinated and coherent way. The Board is responsible for taking the lead in effecting this change. By delegating broad responsibility to the Board and committing the internal regulation of the university to the Senate subject to Board approval, the Acts established the Board as the ultimate governance authority with overall responsibility for ensuring the effective governance and stewardship of the institution and provided the foundation for the Senate’s broad jurisdiction over academic matters. Relative to most other university legislation in Canada, the Acts are not prescriptive about the internal governance of Dalhousie. It is thus left to the Board and the Senate to work together to build a governance framework that implements an effective model of bicameral governance for Dalhousie University. While the Acts’ lack of specificity has contributed to decreased integration among the governance players, this is not a necessary outcome, and this same lack of prescription provides scope and independence within which Dalhousie may hone its bicameral model. The tools at its disposal to create a framework under the Acts include by-laws/Senate constitution, committee terms of reference, policies/procedures, and a multi-year governance plan.

i.i) Clarify roles and responsibilities

To avoid misunderstandings and improve the effectiveness and efficiency of Dalhousie’s governance, the renewed governance framework we are proposing must improve the clarity of roles and responsibilities.

a) The role of the Board

The Board of Governors of Dalhousie University is (like most boards) vested with all the powers necessary to run the university. It is responsible to ensure that the governance of the

university is effective. This means ensuring the health of strong bicameral governance by paying attention to the effectiveness of governance and making sure that, to put it simply, the Board, Senate and administration understand their roles and responsibilities, there is an effective flow of communication and information between the governance players, and that there is a framework of accountability – a framework within which the governance players can and do demonstrate that they are fulfilling their important governance roles.

Area of Recommendation 1:

In respect of improving integration and clarifying the role of the Board, we recommend that:

- 1.1 the university adopt a new set of by-laws describing the relationship between the Board and Senate (“Bicameralism by-laws”) and confirming among other matters described below:
 - a) the role of the Board as having ultimate responsibility to ensure the effective governance of the institution; and
 - b) the university’s commitment to bicameral governance and an effective and strong Senate;
- 1.2 the terms of reference for the Governance and Human Resources Committee of the Board (“GHR”) be amended to confirm its responsibility more explicitly for university governance oversight, for working to ensure that Senate and Board governance plans are integrated and complementary, and for specifically establishing and overseeing a Board governance plan (a multi-year plan for ordering and prioritizing and assigning responsibility for those recommendations in this report that are ultimately adopted by the university);
- 1.3 provide for GHR to have the authority to establish a small bicameral governance working group (“BGWG”) to which the Senate chair and at least one other SPGC appointee will be appointed along with the GHR chair and at least one other GHR appointee. The role of the BGWG will be to work toward complementarity and integration between the governance work of Senate and the Board. This report contemplates a governance planning process that will enshrine a framework and practices to support integration and cooperation between the governing bodies. We expect the role of the BGWG to be temporary and to endure until such a framework and practices are in place. It will be up to the university to determine if a more permanent body is required; and
- 1.4 the terms of reference for the Senate Planning and Governance Committee be amended to confirm its responsibility more explicitly for Senate governance planning and for working with GHR to ensure that Senate and Board governance plans are integrated and complementary. During the planning period, it is anticipated that this responsibility for Senate governance planning and for working with GHR to integrate Senate and Board governance plans, will entail SPGC championship of and support for the work of the BGWG.

b) The role of the Senate

There are many things that have contributed to Senate’s isolation but perhaps key among them, is a lack of clarity about the important place of Senate within the governance structure

of the university. The Senate is the academic governing body with broad powers over academic matters. Its jurisdiction and the exercise of such jurisdiction are subject to Board approval. In other words, both the interpretation of what “internal regulation” means as a statement of jurisdiction, and the exercise of those powers of internal regulation are subject to Board approval.

The Senate constitution is a key document in clarifying Senate’s jurisdiction. Within the governance framework at Dalhousie, the constitution is the document evidencing the Board’s approval of Senate’s interpretation of its own jurisdiction. In most universities, this would be accomplished by way of a by-law. The fact that the Senate constitution has not been understood as a by-law has led to confusion within the university about the role of the Senate in writing and amending its own constitution, and the role of the Board in approving it. This also seems to have led to several other misunderstandings – such as that the Senate is somehow independent of the Board, that the Senate has sole authority over its constitution, that the Senate is the senior governing body, or that it is an alternate administration. It has also led to gaps in accountability where delegations of responsibility are not accompanied by mechanisms for accountability for the exercise of such delegation.

Area of Recommendation 2:

In respect of improving integration of the Senate within the governance system by clarifying the role of the Senate, we recommend that the new Bicameralism by-laws:

- 2.1 confirm the Senate constitution as a document that establishes Senate’s role in the internal regulation of the university as currently described in 1.1(a) of the Senate constitution;
- 2.2 confirm the process for approving changes to the Senate constitution (what must go to the Board and what process does Senate have to follow to amend its own constitution (e.g., notice to Board, consultations with the Board?));
- 2.3 establish any parameters for the Senate constitution such as consistency with the Acts and by-laws, and or mission, vision and values;
- 2.4 confirm Senate’s responsibility for its own effective governance within the broader governance framework;
- 2.5 clarify the decision-making processes as between Board and Senate:
 - a) where Board has final authority, Senate resolutions should be drafted as recommendations to the Board; and
 - b) the process and mechanisms by which Senate will provide advice to the Board;
- 2.6 following the establishment of the Bicameralism by-law, the Senate constitution be amended as follows:
 - a) to ensure consistency with the Bicameralism by-laws;
 - b) to clarify that Senate’s role includes oversight of academic quality;

- c) to replace the statement that faculties are committees of Senate, which is ambiguous and problematic, with a statement that faculties are accountable to Senate for their academic activities falling within Senate's purview; and
- d) to restructure 1.2 to separate out;
 - i) Senate's jurisdiction and areas of decision-making authority from
 - ii) Senate's authority/responsibility to recommend to the Board from
 - iii) Senate's responsibility to provide advice to the Board or others on specific matters.

i.ii) Other key roles and associated processes

a) The role of the Board chair

Dalhousie's Acts provide that there shall be a Board chair. The Board chair is to serve on the Executive Committee of the Board²¹. The General By-laws of the Board of Governors ("General By-laws") stipulate that the Board chair is an officer of the Board²². The chair is appointed by the Board on the recommendation of its Governance and Human Resources Committee and is eligible for reappointment following the same process. There are Procedures for Selection and Appointment of Board Chair and Vice Chair. The Board secretary reports to the chair (as well as the president)²³. The chair's authority includes cancelling Board meetings (with the president)²⁴, giving oral notice of meetings²⁵, permitting members of the public attending Board meetings to address the Board²⁶, and convening special meetings of the Board²⁷. The chair is entitled to vote²⁸ and has the authority to declare that a resolution has been carried. The chair may consent to the use of electronic voting to vote on special resolutions outside of meetings²⁹. The responsibility of the chair is to chair meetings, and to determine procedures for meeting conduct³⁰. The chair works with the secretary and the president to establish Board agendas³¹. The chair has the authority to hold a meeting or part thereof *in camera*³². The chair chairs the Executive Committee³³. The chair is entitled to receive notice of and has a right to attend standing committee meetings³⁴. There is no mention of and no formal role for the Board chair in the Senate constitution. There is a brief role description for the chair dated September, 2008³⁵ which provides the following:

In addition to the duties and responsibilities for all Board members, the chair:

- a) presides over all Board meetings;
- b) assures the integrity of the Board's process and is the official spokesperson for the Board;
- c) serves as the chair of the Presidential Search Committee and of the Presidential Review Committee;
- d) assesses the performance of and approves compensation and benefits for the president annually;
- e) facilitates periodic assessment of Board practices and governance;
- f) serves as the signing officer of the Board on matters related to contracts and other legal obligations undertaken by the Board, except when the chair designates otherwise;
- g) represents the Board at official functions as required, except when the chair designates otherwise; and
- h) is an advisor to the president and vice-chancellor and individual Board members.

These bits and pieces of a role description in the Acts, the General By-laws and the 2008 role description are less than optimal. There is an opportunity to clarify the leadership role of the

Board chair in ensuring that the Board is fulfilling its obligations, and particularly to clarify the skills, attributes and experience the Board seeks in the individual who fulfills such a crucial role.

Area of Recommendation 3:

In respect of improving integration and clarifying the important role of the Board chair, we recommend that the Board charge the Governance and Human Resources Committee (“GHR”) via an amendment to its terms of reference to:

- 3.1 assume responsibility for succession planning including:
 - a) establishing and maintaining a succession plan for the Board chair role including:
 - i) maintaining an up-to-date role description and articulating the skills, attributes, and experience of an ideal Board chair candidate with a focus on the Board chair’s role in leading the Board and ensuring effective governance of the university;
 - ii) a process for ensuring good succession planning in respect of Board candidates for the role of Board chair; and
 - b) establishing a succession plan for committee chairs and for other Board roles requiring key skills.

b) The role of the president in governance

The president of any university plays a crucial role in governance. Ross Paul notes, “In the face of much pessimism in universities about their governance models, the president is the pivotal individual who can best do something about them”³⁶.

At Dalhousie, the president is the chief executive officer and is both a Board member and a senator. Since inception, the Acts have provided for a president of the university appointed as a governor on the Board of Governors. The president is also a member of the Board Executive Committee. The Acts provide that the president is to be party to the annual meeting between the Board and the Senate³⁷, and at any meeting called at the request of the Senate³⁸. The General By-laws confirm the president’s membership as a governor³⁹ and further establish the president as an officer of the Board⁴⁰. Pursuant to s. 4.6 of the General By-laws, the “president shall be appointed by the Board and shall be the chief executive officer of the university”. The president is further given “responsibility for the general and active management of the academic and administrative affairs of the university, and the senior university administrators [provost, vice-presidents, secretary, treasurer, and others identified by the Board], teaching staff, employees, and students thereof ...”. The president is responsible to work with the Board chair and secretary on Board meeting agendas⁴¹. The president has a right to receive notice of and attend any Board standing committee meeting without the right to vote. The Senate constitution provides that the president is an *ex officio* member of Senate. Pursuant to the Senate Planning and Governance Committee (“SPGC”) terms of reference, the president is a member of this committee⁴², which is responsible for oversight of the work of Senate, including Senate governance.

Relevant History: In most Canadian universities, the university’s legislation establishes the president as the chair of the academic governing body. James Duff and Robert Berdahl wrote in their 1966 report:

We regard it as virtually the most important task of the president to preside over the Senate. Faculties should realize that if a president does not preside over the Senate, he (sic) will feel less obligation [and in our view, the president will feel they have no standing] to be the Senate's effective spokesman to the Board. From the chair of Senate better than anywhere else, he can focus on the discussion of academic policies, can guide them in the light of his full knowledge of any external factors involved, and can exercise the right kind of leadership, which is leadership by persuasion⁴³.

Until 1980, the president served as chair of the Dalhousie Senate. A 1979 Report on Senate Governance recommended a move to an elected chair of Senate on the following basis:

If the Senate is to fulfil its responsibilities as the principal academic policy-making body of the university, it must not only control its own affairs, but be seen to do so. It must also develop a clear identity as a working body-politic and enjoy the confidence of the university community as a whole⁴⁴.

The minutes of a special session of Senate on January 29, 1979, evidence approval in principle of the change to an elected chair and the change was implemented by September of 1980. At the time, concerns were expressed that removing the president as chair of Senate would result in isolating Senate, setting up a parallel administrative structure and of creating a "sharp division between administration and Senate". In response to these comments, assurances were given that the president would retain a leadership role on Senate. This change was not taken to the Board for approval. The minutes show that the matter was discussed with Board members at a joint meeting and that the final report describing the changes was to be circulated to the Board for information. There is no evidence that the systemic governance implications of this change were considered or addressed by either the Board or the Senate.

It was anticipated by several former senators that changes to the Senate leadership would lead to a loss of integration. Based on all that we have read and heard, we share the view that discontinuing the practice of appointing the president as chair of Senate has indeed, over time, caused Senate to distance itself from the Board and from administration. That might have been avoided had measures been taken to ensure continued integration and an ongoing leadership role for the president on the Senate. We have heard from members of the Dalhousie community that the president is a senator like any other senator, and we respectfully disagree. In a bicameral system, the presidential role is one of vital connection between the governing bodies and administration. While the president may have only one vote at Senate meetings, they are the university's leader and its principal external spokesperson – roles that provide unparalleled insight into the university's operations, environment, opportunities, and challenges. The leaders of the faculties and units which deliver the university's programs -- and are the primary source of the proposals that come before the Senate and Board -- report up to the president, who is ultimately responsible for overseeing the implementation of the governing bodies' decisions. Given a president's important leadership role, one would expect a Senate to want to hear from the president and to ensure that they have ample time and opportunity to speak to it. At Dalhousie, it is not clear that this is the case. No steps seem to have been taken to replace the avenues of connection lost when the president was no longer chair. In our consultations, we received no

suggestions that the university should revert to having the president chair Senate. However, there also seemed to be little recognition of the governance implications of having an elected chair. It is important that the loss of connection is addressed, and, in this regard, we have recommendations that affect both the Senate chair (see “Clarification of the role of Senate chair” below) and the president.

Area of Recommendation 4:

In respect of improving integration and specifically clarifying the role of the president vis-à-vis Senate, we recommend that the Bicameralism by-laws establish that:

- 4.1 the provost, as delegate for the president and leader of the academic administration, occupy a meaningful role and authority in developing Senate work plans and setting Senate agendas;
- 4.2 the president be responsible to cooperate with and appropriately consult Senate, as well as to provide resources to support the work of Senate; and
- 4.3 the president be charged with working to ensure sufficient interaction between the president, provost, Senate chair, and other administrative leaders to support governance integration.

c) The role of the Senate chair

The Senate chair is a senior leader within Dalhousie and plays a key role in the governance of the institution. The integrating functions that would have been performed by the president in the role of Senate chair, must be continued, and some must be assumed by the Senate chair. Similarly, the Senate chair must be accountable for the fulfillment by Senate of its role within the governing structure.

The Acts appoint the Senate chair as a member of the Board of Governors⁴⁵. The General By-laws confirm the membership of the Senate chair on an *ex officio* basis⁴⁶. The Senate constitution establishes that the Senate chair is one of three executive officers of Senate⁴⁷. Pursuant to s. 4.1(b), the role of the Senate chair is as follows:

The chair provides general oversight of the business of the Senate, chairs meetings of the Senate and the Senate Planning and Governance Committee, and has oversight responsibility for the reviews of faculties, libraries, and affiliated institutions ... The chair shall also set the agenda for Senate meetings ...”.

The constitution also addresses the process for election of officers⁴⁸. Qualifications are minimal: “Senate officers must be present or former (within the last ten years) academic unit Senators with a minimum of one year’s prior service to Senate”. While nominations are to come through the Senate Nominating Committee to Senate, s. 4.2(g) provides for nominations from the floor. If elections are contested, they are deferred by one meeting and biographical summaries are circulated.

The Senate Nominating Committee (“SNC”) is responsible for the nominations process and for overseeing nominations for Senate officers and appointees to Senate standing committees.

With respect to officers, the SNC is charged with developing a nominating process for Senate approval, and for nominating candidates to fill Senate officer roles. The *Senate Nominating Committee Revised Senate Executive Officer Nomination Procedures* establish a three-step process for the nomination of officers: 1) call for nominations with a role description; 2) an assessment of whether the candidates meet the criteria for the position, and 3) presentation of the nominations to Senate. Voting follows pursuant to separate voting procedures. The procedures set out the following qualifications: 1) have served a minimum of one year on Senate within the preceding 10 years; 2) have an academic appointment of 50% full-time equivalent (FTE) or greater; and 3) not be on leave. When the constitution was originally changed to provide for an elected chair, the intention was that the Senate chair could be drawn from all senators, including the president. The current requirements that the Senate chair be selected from among academic unit senators with an academic appointment of 50% FTE or greater serves to exclude *ex officio* senators such as deans, the provost, and the president.

Two unofficial documents were provided to us with respect to the role of the Senate chair. The first document dated 2007 is a statement of the skills and competencies of a Senate chair, and the second is a role description prepared by former Senate chair Lloyd Fraser based on the duties he fulfilled during his many years as Senate chair. Both documents support the breadth and importance of the role of the Senate chair. Like the position of Board chair, that of Senate chair requires significant governance and leadership knowledge, skills, and experience. Dalhousie has been and continues to be fortunate to have very dedicated, qualified Senate chairs, but the required attributes should not be overlooked in future nor taken for granted.

Area of Recommendation 5:

In respect of improving integration and specifically clarifying and enhancing the role of the Senate chair, we recommend that:

- 5.1 within the new Bicameralism by-laws:
 - a) the Senate chair be appointed as an officer of the university, thereby confirming the status of this role as a fiduciary of the university and accountable to the Board;
 - b) minimum parameters for the Senate chair role description be established; and
 - c) the Senate chair be drawn from among all senators with a continuing academic appointment thereby expanding the pool of potential candidates and allowing *ex officio* senators the opportunity to lead Senate;
- 5.2 the Senate constitution be amended as necessary to be consistent with the Bicameralism by-laws;
- 5.3 the terms of reference of the GHR be amended to approve a role description for the Senate chair, upon recommendation of the Senate Planning and Governance Committee;
- 5.4 the terms of reference for the Senate Planning and Governance Committee (“SPGC”) be amended to assign it responsibility to establish a role description for the Senate chair for recommendation to the GHR reflecting:
 - a) the senior nature of the role within the university governance structure;

- b) current Senate chair duties;
 - c) the fiduciary nature of the role; and
 - d) the necessary qualifications for fulfillment of the role, including significant university governance experience and any other skills and experience necessary to undertake leadership at this level;
- 5.5 the Terms of Reference of the Board Academic & Student Affairs Committee (“ASAC”) be amended to:
- a) establish the Senate chair as an *ex officio* ASAC committee member; and
 - b) provide for the committee to receive reports from the Senate chair respecting Senate goals and objectives and activities performed in respect of those goals and objectives, regularly; and
- 5.6 include an annual report from the Senate chair to the Board at its annual general meeting.

d) The role of the university secretary

The senior governance officer of any organization plays a crucial role as a leader and champion of good governance within the organization. In the complex university governance environment this is especially true. In undertaking this governance review as part of its strategic plan goals, Dalhousie has recognized that effective governance underpins its ability to implement its strategic plan. The university will have a choice to adopt or not the recommendations in this report. Those recommendations that are adopted should form part of a multi-year governance plan comprised of overall goals, a Board plan, and a Senate plan, and the senior governance officer should be charged with working with the Board chair, the Senate chair, and the president to develop the plan and ensure the plan’s success.

The incumbent university secretary is a universally trusted and respected governance professional (both within the university and among her colleagues across the country). In anticipation of her upcoming retirement, the university recently announced that the roles of university secretary and general counsel will be merged and that the incumbent general counsel will take on the new role of general counsel and university secretary, effective July 1, 2022. Regardless of a new structure, it is essential that it and its leader continue to maintain the confidence and trust of the governing bodies and administration. No aspect of our comments should be seen as a commentary on the excellent past work of the secretariat – our recommendations focus on the future and our assessment of what is needed for this role to best contribute to the success of the Dalhousie strategic plan.

Under the General By-laws, the secretary of the university is deemed to be an officer of the Board⁴⁹. The secretary is responsible to the president and to the chair⁵⁰. The description of the role is quite administrative in nature with responsibilities for minutes and records, giving meeting notices, and assuming such other duties as the Board assigns. The secretary is charged with working with the Board chair and the president to set Board agendas⁵¹. Board committee terms of reference identify the secretary as a resource with responsibility for minute-taking. Under the Senate constitution, the secretary of Senate is the university secretary described as “a non-elected, non-voting administrative position” and the role is to

provide “administrative and secretarial support to the Senate... [and] also coordinate Senate officer elections and committee appointments and ... advice on the interpretation of the constitution and Senate rules and procedures”⁵². The secretary serves as a non-voting member on several Senate committees.

Current Practice: We note that it is a matter of practice to exclude the university secretary from *in camera* Board meetings. This is contrary to good practice as the university secretary should remain to advise the Board on good process, provide information as needed, ensure that discussions are appropriate to an *in camera* session, and that any necessary governance advice is available to the Board throughout all meeting types.

There is currently no role description for the university secretary. We observe that to date, the General By-laws and the Senate constitution reflect a conception of the role of the university secretary as an administrator with limited explicit authority. This is not reflective of the role the current university secretary plays and may diminish the governance leadership necessary for more effective governance in the future. We see a more robust role for the university secretary going forward with an explicit mandate to lead effective governance at the university.

The university secretariat is the unit responsible for the policy function at Dalhousie. We congratulate the work done to develop the Policy on Policies. We note that while the Board and Senate are responsible for approving policy direction within their areas of jurisdiction, it is the role of administration to operationalize approved policy direction and the university secretariat should provide support to both bodies in the drafting and implementation of policies. We understand that work is underway to hire an institutional policy resource to support policy work at the institution and support the addition of this resource as it will be to the benefit of both the Board and Senate in ensuring that operational policy work is done at the administrative level.

Observation: We observe that there may be an opportunity to signal a change in the commitment to university governance with a change in title from “university secretary” to “chief governance officer”.

Area of Recommendation 6:

In respect of improving integration and specifically clarifying and elevating the role of the university secretary we recommend that:

- 6.1 the following be enacted within the General By-laws:
 - a) appoint the university secretary as an officer of the university thereby establishing this role as a fiduciary of the university;
 - b) confirm that the university secretary is responsible to provide advice to both the Board and the Senate on the interpretation of the Acts, by-laws, Senate constitution and rules of procedure and delegating the university secretary with responsibility for deciding questions of jurisdiction raised by either body; and
 - c) establish a process for escalating to the Board GHR Committee concerns raised by either body about the exercise of the university secretary’s discretion to determine jurisdiction;

- 6.2 amend the terms of reference of the GHR to:
- a) approve a role description for the 'university secretary', after consultation with the SPGC and upon recommendation of the president. Such profile to stipulate that the university secretary reports administratively to the president, with functional responsibility to both the Board chair and Senate chair. Further, to stipulate the primary responsibility of the role is to serve as the university secretary working with the governing bodies and the president to promote effective governance. Confirm the role of the university secretary as the senior policy officer for the university;
 - b) authorize the committee to serve as a body of reconsideration with respect to questions raised about the university secretary's decisions relating to jurisdiction (noting that in particularly contentious matters the committee consider exercising its authority to retain the services of professional advisors per its terms of reference); and
 - c) amend the General By-laws and the Senate constitution to provide that: the university secretary will remain in attendance at any closed and *in camera* meetings unless the performance of the university secretary is being considered and further to be consistent with the foregoing recommendations.

i.iii) Opportunity to enhance the accountability framework

Governance is a system through which delegated responsibility flows from the Acts to the Board and also to Senate, subject to Board approval. Responsibility flows further down into the organization through terms of reference, by-laws, and policies. Each delegate of responsibility is accountable for the fulfilment of the assigned responsibility and to ensure this happens, each organization needs a framework of accountability. We are using a definition of accountability which means the willingness to account for one's actions. In contrast, we use the word "responsibility" to connote an obligation. Through an accountability framework, the governance players demonstrate that they are willing to provide an account of their actions to demonstrate that they are fulfilling their important governance responsibilities. Each of the governance bodies is accountable.

For reasons set out above relating to a lack of role clarity, Dalhousie's accountability framework is poorly articulated. There are gaps in accountability because of a lack of integration between the governing bodies. The institutional commitment to accountability and the mechanisms of accountability of the two governing bodies should be restated.

a) The Board and accountability

Dalhousie traces its roots to Scotland. As retired Dalhousie scholar David Cameron wrote: "[Lord] Dalhousie's idea of a college or university for Nova Scotia was fundamentally different from that of King's. "'It is to be formed,' he stated in laying the cornerstone, 'in imitation of the University of Edinburgh'. What Dalhousie sought to imitate was the open admissions policy, public lectures, and broad, even practical, curriculum characteristic of Scottish universities."⁵³ Dalhousie also incorporated the model of having an external governing Board.

In his presidential address to the Association for the Study of Higher Education (ASHE) in 2011, William M. Zuleta explained the rationale behind the concept of an external governing Board and the Board's accountability:

Former ASHE president John Thelin in his A History of American Higher Education (2004) traces the idea of an external governing Board to what he calls, "the new world college founders" and ultimately to the example of Scottish universities. These new world founders made "provision for ultimate control by an external Board, [which] built in a mechanism for continual accountability"⁵⁴.

In the accountability framework, the Board of Governors comprised of a majority of external Board members, as well as those who bring the perspectives of key stakeholders – students, staff and faculty, stands between the university and society. Its accountability arises from its legal and fiduciary obligations to the institution as an independent legal entity, and to the province of Nova Scotia which creates the university through the Acts. The Board's responsibility for the overall governance effectiveness of the university includes a responsibility to promote bicameralism and a strong, effective Senate. The Board delegates responsibility to its committees, and the committees must account to the Board. The Board delegates to the president and mechanisms exist to hold the president accountable to the Board.

b) The Senate and accountability

As noted above, the internal regulation of the university is delegated to the Senate, subject to the approval of the Board. Within the governance framework then the Senate must regularly account to the Board and must demonstrate its fulfilment of its responsibilities. Senate must also ensure the accountability of those exercising Senate-governed responsibilities including Senate committees.

Area of Recommendation 7:

In respect of furthering integration, and specifically moving toward a more robust accountability framework, we recommend that:

- 7.1 the Bicameralism by-laws also include:
- a) a statement about the Board's commitment to ensuring its own accountability to act in the public interest, as well as its commitment to ensuring the accountability of other governance players; and
 - b) a statement about Senate's accountability and the mechanisms for reporting including:
 - i) demonstrating accountability for Senate's role in overseeing and encouraging progress on the university's academic mission and research activities through regular reporting to the Board Academic and Student Affairs Committee and to the Board of Governors by the Senate chair; and
 - ii) Senate governance reporting through senator (as described above) participation on the BGWG.

Senate's fundamental responsibility and accountability is for the quality of education at Dalhousie. The Senate needs to be clear – to itself and to others – about how it promotes

and ensures that. At present, this involves several mechanisms – program approvals, reviews of faculties, program reviews conducted by faculties, etc., some of which could be improved. A review of academic quality assurance (AQA) processes is about to begin. We take this opportunity to confirm that this review is a centrally important exercise – for taking stock, identifying opportunities for improvement, confirming, or revising policy, procedures, and reporting mechanisms, and communicating to internal and external stakeholders the Senate’s accountability for how it discharges its core responsibilities.

i.iv) More systematic interaction and communication

Clarifying roles, responsibilities and accountabilities will be a crucial step toward integrated institutional governance at Dalhousie. Regular interaction and communication between the Board, Senate and administration will be necessary to operationalize and sustain it.

The Acts specify that:

There shall, in each year during the month of October, be a meeting of the president and six members of the Board with six representatives elected by the Senate, at which meeting may be discussed any matters pertaining to the welfare of the university, and any recommendations of such meeting shall be communicated to the Board and to the Senate⁵⁵.

How that provision has been interpreted and implemented has varied over the years. Recently, the meeting has involved a ‘three and three’ meeting of the Board chair and vice-chair, the president, the Senate chair and vice-chairs, and the university secretary. It is important that the leaders of the Board, the Senate and the university continue to meet on an annual basis (and more often if needed).

Area of Recommendation 8:

In respect of improving ongoing integration and collaboration, we recommend that:

- 8.1 the Bicameralism by-laws provide for a meeting (at least annually) of the Board chair, vice-chair and a committee chair, the president, the Senate chair and vice-chairs, and the university secretary, chaired by the Board chair.

ii) Eyes up and out

The 16th Global Risks Report published by the World Economic Forum found, based on a survey conducted in the fall of 2020 of 650 business, government, civil society and other leaders, that:

the most imminent threats [to humankind] – those that are most likely in the next 2 years – include employment and livelihood crises, widespread youth disillusionment, digital inequality, economic stagnation, human-made environmental damage, erosion of societal cohesion, and terrorist attacks. Economic risks feature prominently in the 3–5-year timeframe, including asset bubbles, price instability, commodity shocks and debt crises; followed by geopolitical risks, including interstate relations and conflict, and resource geopolitization. In the 5–10-year horizon, environmental risks such as biodiversity loss, natural resource crises and climate action failure

dominate, alongside weapons of mass destruction, adverse effects of technology and collapse of states or multilateral institutions.⁵⁶

In this decade, threats and risks abound, as do opportunities for universities to foster human potential and contribute to an equitable and sustainable future including reconciliation with First Nations. Strategic planning processes are occasions for universities to reflect periodically on the broader environment and chart renewed paths forward, but given the pace of change today, ongoing awareness of the broader context is a critical ingredient of quality in decision-making and institutional success.

Area of Recommendation 9:

Both of Dalhousie's governing bodies can increase their contributions to the university's future success by broadening their focus. By looking up and out, the Board can raise its strategic game and increase the value it adds at Dalhousie. More focus on trends in higher education and research – and the place and promise of Dalhousie's offerings, activities, and capabilities in regional, national, and international contexts – would also assist the Senate in the academic governance of the university.

External awareness can be fostered through the provision of information, Board recruitment, and other means, but also by members learning from each other. In the case of Senate, for example, academic unit representatives bring awareness of the evolution of their disciplinary and professional fields. Deans know how their faculties compare with others across the country and beyond and how they are addressing common opportunities and challenges. Likewise, the president, provost and other ex officio members know what's happening at the institutional level nationally and internationally. Senate members should capitalize on this knowledge to inform themselves and their decisions.

iii) Orientation and ongoing governance education

The reality of the university sector is that its governance is unique, and universities are complex organizations. To participate effectively in university governance, Board members and senators alike need to have an appreciation for:

1. the underpinnings of bicameral governance;
2. the work of their governing body as it relates to the other governing body;
3. the nature, scope, and interests of university stakeholders;
4. the external forces and trends affecting higher education;
5. the university financial model and issues;
6. the strategic focus of Dalhousie; and
7. the major risks affecting Dalhousie.

New members of both the Board and the Senate at Dalhousie receive orientation. As a result of the pandemic, Board orientation changed from a half or full-day in-person session to three shorter sessions, which was found to be more effective. Steps were taken in 2021/22 to enhance orientation of senators. Nevertheless, 26% of senators who responded to the survey – and 31% of elected and appointed members – asked how well they understood their responsibilities as senators, said not well or somewhat well. Thirty-four percent advocated enhancement of orientation. Half of Dalhousie Board members and 40% of Senate members surveyed also expressed an interest in education sessions on university governance and their roles. Interest was also expressed in education about the issues facing the university and the sector.

Area of Recommendation 10:

We recommend that:

- 10.1 the terms of reference of the GHR be updated to reflect ongoing commitment to and responsibility for overseeing orientation and ongoing governance education for both of the governing bodies;
- 10.2 the terms of reference of the SPGC be updated to reflect ongoing commitment to and responsibility for orientation and ongoing governance education for senators,
- 10.3 the secretariat propose a professional development/education plan and work with the BGWG – the plan to address both internal and external topics and include both an orientation or onboarding plan, as well as periodic joint governing body and separate as appropriate training sessions and/or resources; and
- 10.4 Board members and senators be polled annually for topics of interest. Thought should be given to using a variety of formats including independent study modules, longer sessions, shorter sessions, online and in person.

iv) Toward a more robust stakeholder framework

Board and Senate interaction with key stakeholders is essential and stakeholder interests should guide decisions. However, at Dalhousie, it seems that participation by stakeholders in governance has obfuscated the need for an ongoing stakeholder relations and communications strategy. University governance is relatively unique in that stakeholders participate on Boards and Senates. To fulfil their obligations to the governing bodies, stakeholders serving on Boards and Senates must not represent the stakeholders but instead must, while bringing and sharing the perspective of the stakeholder, then make decisions in the best interests of the institution. This is true on both the Board and the Senate.

The governing bodies have a responsibility to establish clear membership frameworks. In establishing the frameworks, both governing bodies should establish eligibility criteria. Eligibility criteria includes basic requirements to comply with corporate and tax law (such as citizenship and minimum age, and requirements to ensure that those members elected from stakeholder groups meet the definition of stakeholder membership. For example, student members must be students in good standing at the time of nomination and for the term of service on the governing body). Eligibility criteria establish a basic threshold for nomination and are common for both

boards and senates. In addition, the governing bodies should give consideration as to what skills and experience are necessary to serve on the body. This consideration results in the development of a skills matrix which then guides recruitment and appointment decisions. Skills matrices are commonly used by university boards. We note that the application of skills and experience criteria to senators is a less common practice across the sector at this time. We anticipate that this will change as universities work to build more effective senates. There can be differences in criteria as between the Board and Senate – these differences should be principled and based on the work and roles of the two governing bodies.

iv.i) Student participation in governance

Student participation in university governance is essential and students must be set up to succeed. The process for nominating students at Dalhousie contributes to students being placed in role conflicts and undermines their ability to participate effectively in university governance.

The Acts give the Dalhousie Student Union (DSU) the responsibility of nominating candidates for the Board. The Senate constitution provides that “Students shall be elected to Senate for one-year terms as determined by the Dalhousie Student Union” (p.7). A practice has evolved that most of the candidates are drawn from among the DSU officers and Councillors. Neither of the Board of Governors nor the Senate has established criteria to guide DSU nominations of Board and Senate candidates. Under section 3 of the DSU By-Laws, Approved April 6, 2016, the objectives of the DSU include acting as the “official representative organization of the students” and serving “as the medium of communication between the students ... and the governing bodies of the University”. DSU officers are fiduciaries of the DSU, and DSU Councillors hold a similar duty being required under Section 4.4 of the DSU By-Laws to “[a]ct honestly and in good faith with a view to the best interests of the Union”. Officers and others serving on DSU bodies, must act in compliance with the DSU legislation and By-Laws. These obligations include acting as advocates for the DSU and they directly contravene the legal duty of Dalhousie Board members to serve as fiduciaries of Dalhousie as well as the Board code of conduct and roles and responsibilities. On the Senate side, these obligations conflict with senator expectations. The DSU by-laws create a legal conflict for DSU officers and Councillors. The DSU by-laws do not bind Dalhousie University.

We are making recommendations to remove the conflict of interest DSU-involved students have experienced and at the same time want to stress the importance of the student voice in governance. We believe that having students without competing legal obligations at the Board and Senate tables will enhance the student voice in governance. We encourage the university to take other steps to bolster student participation in governance. Bolstering student participation will involve measures at the Board and Senate. In addition to education, we recommend consideration be given to reinstating the previous practice of giving students precedence to speak at the Senate or the introduction of a mentorship program for student members joining the Board.

iv.ii) Governance and labour relations

The labour relations environment at Dalhousie is complex and beyond the scope of this review. We observe that faculty serving on the Board and Senate officers, are both excluded from the bargaining unit during their term of service. This is appropriate. We note also that the Dalhousie Faculty Association (DFA) has observer status at Dalhousie Board meetings. Permitting

associations to attend and observe public meetings is not an uncommon practice. These arrangements are fine; however, we suggest a thoughtful and conscious decision-making process relating to all stakeholder participation in governance would be beneficial.

In the *Constitutional Provisions Governing the Operations of the Senate* dated January 11, 2006⁵⁷, the Senate recognized that while the DFA plays an important role in negotiating the terms and conditions of faculty employment, the Senate's role in governance is to be respected and protected. At pages 11 and 12 of the 2006 Senate Constitution, the Senate confirmed:

The DFA, for its part, must recognize that Senate is the ultimate university authority on matters of academic policy. ... The primacy of Senate in academic matters is established by the university statute. It is essential, therefore, that the university recognize that collective bargaining with the DFA must not encroach upon this field of Senate responsibility.

Area of Recommendation 11:

We recommend that:

- 11.1 the terms of reference of the GHR be amended to include responsibility to consider both eligibility, and skills and experience criteria for proposed DSU nominees to the Board, and to recommend such criteria as they deem appropriate, to the Board. At a minimum, the recommendation at 11.4 below should be considered as part of the eligibility criteria;
- 11.2 the terms of reference of the Senate Nominating Committee ("SNC") be amended to include responsibility to consider eligibility, and skills and experience criteria for all senators, including proposed DSU nominees to the Senate, and to recommend such criteria as it deems appropriate. At a minimum, the recommendation at 11.4 below should be considered as part of the eligibility criteria;
- 11.3 the Community Affairs Committee ("CAC") of the Board develop a robust stakeholder engagement plan that identifies the university's significant internal and external stakeholders and the mechanisms through which they engage with the university and those relationships overseen by the Board and its committees;
- 11.4 as a general rule, officers and councillors or leaders of university community corporate entities such as the DSU or associations such as the DFA should be precluded from serving on Board or Senate as their obligations to put the interests of the other corporation or association first is at odds with their ability to put the interests of the university first; and
- 11.5 consideration be given to having the university secretary assume responsibility for organizing, administering, and running Board and Senate elections.

v) Policy

Policy instruments (policies, procedures, guidelines) sit within the hierarchy of governance documents below the Acts, by-laws and committee terms of reference and serve to distribute responsibility deeper into the organization. All organizations require a policy framework with a policy classification scheme and clear lines of approval. Such a framework tells the community

whose job it is to identify policy gaps, to prioritize policy development, and to approve which policies or amendments thereto. Policy instruments are also a tool of communication (telling those within the university community what the organization's position is on a matter), and guidance (clarifying roles and responsibilities). Those with responsibilities for policies are accountable for the exercise of the authority and for the fulfilment of the responsibilities delegated to them.

With the passage of the *Policy on Policies* in 2017, Dalhousie made an excellent start on the creation of a policy framework. More needs to be done. While the Board and Senate should establish policy direction and oversee policies within their areas of jurisdiction, neither should be involved in policy drafting or implementation and resources should be allocated to support the university in further developing a coherent policy framework. There are also many policies that are administrative in nature and those should fall within the president's purview.

v.i) Policy on Policies

The Policy on Policies ("PoP") is a very good foundation on which to build a policy framework. We have a few observations for improvement in role clarity, and assessment of jurisdiction. Roles under the PoP are unclear. Although the definitions tell the user who the policy developer is and who a policy sponsor can be, the policy is missing a section describing the roles of those individuals. As policy sponsor of the policy framework, what is the role of the university secretary? The policy should stipulate that the Policy Oversight Committee will have terms of reference approved by the Board. In section 5, policy sponsors and the scope of their authority is described but there aren't always bright lines between policy types, and it's recommended to delegate authority to make those decisions. There is sometimes merit and flexibility in having a policy reviewed at a higher level than the associated procedures under the policy (for example, if the Board can approve the policy, a Board committee or the president may approve the procedures), but there is no description of subsidiary policy instruments, and all are included within the definition of university policy. It is not clear if protocols and guidelines fall within university policy and who has approval authority over them.

Area of Recommendation 12:

We recommend that:

- 12.1 the university amend the Policy on Policies to create a section on roles and responsibilities and to:
 - a) clarify the responsibility of the university secretary for the policy framework and the integrity of policy processes at Dalhousie;
 - b) clarify the university secretary's authority to make determinations under section 5 of the policy;
 - c) write a role description for each of the policy sponsor and policy developer; and
 - d) create terms of reference for the Policy Oversight Committee and include a requirement for an annual report on policy activity to Board and Senate.

The secretariat should continue with the decision to hire a policy resource to support the development of the policy framework.

vi) Types of meetings

As governing bodies of a publicly assisted university, it is vital that the Board and the Senate be transparent, and it is appropriate that they conduct most of their business in open session. Although it is often “assume[d] that openness is unambiguously beneficial...what is less often considered is that openness may also have costs”⁵⁸. These costs include a tendency for members to posture or show loyalty to a constituency, reduction in frank, authentic discussion, enhancement of the influence of interest groups and of voices of assertive, procedure-savvy members, and reluctance on the part of some members to speak up for fear of looking stupid, inviting controversy, or being seen to be critical of management or other Board members⁵⁹. Since both open and closed meetings have benefits and costs, “thoughtful policy design and implementation [of transparency] are essential”⁶⁰.

At Dalhousie, both the General By-laws and the Senate constitution indicate that regular meetings are normally open but that the bodies may meet *in camera* to deal with confidential matters. The general by-laws specify that all committee meetings be held *in camera*. The Senate constitution also provides that committee meetings be *in camera* except with permission of the committee chair. We understand that a pilot exercise now underway may change the status of Senate committee meetings.

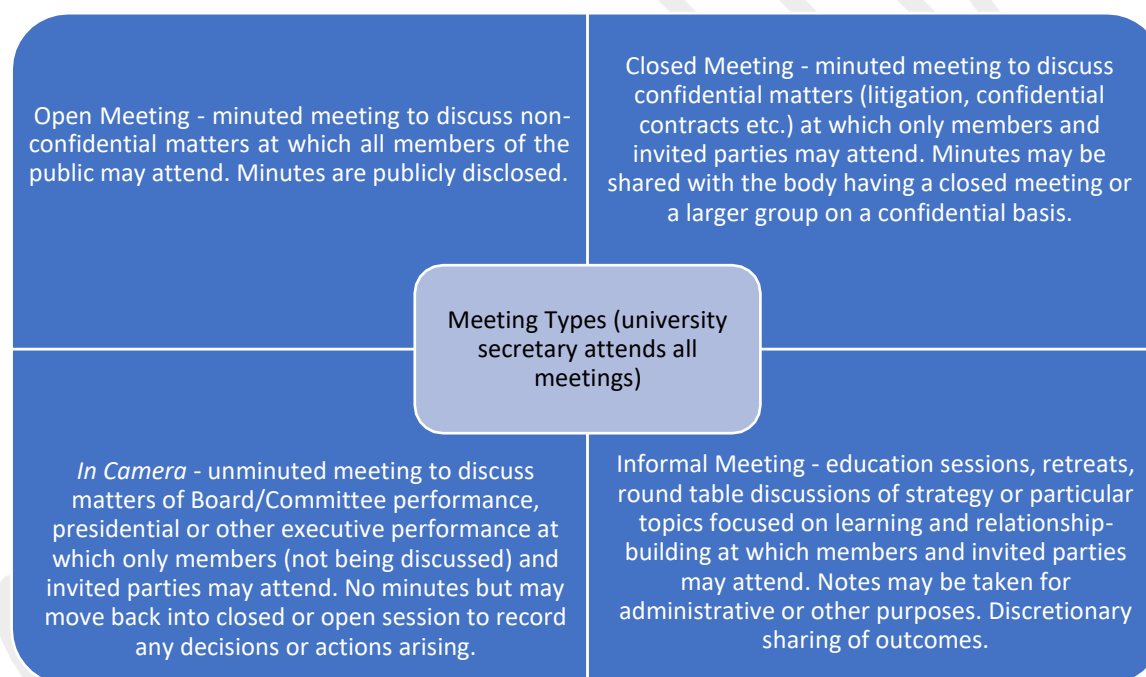
We observe inconsistency and a lack of clarity regarding meeting types and when to use them. For transparency and accountability purposes, it is important that the university be clear with its stakeholders about the types of meetings it has, and when they will be open and closed, when minutes will be shared and not, and so on. We further note that it is incumbent upon the Board to demonstrate due diligence and effective decision-making. This is essential to fulfil legal obligations. However, we note that important discussions are being held *in camera* without minutes. There are items for decision that are appropriate for consideration in a private or closed session, such as approval of human resources matters, collective bargaining and the like. These discussions should be minuted. Creating and using a new category of “closed” meetings in which minutes are taken, and limiting the use of true *in camera* sessions will satisfy this need. We further note inconsistent use of *in camera* sessions within the Board. Such sessions might be used to better advantage, if all Board Members and senators appreciate the appropriate use of *in camera* sessions. Having *in camera* sessions at which members step back to consider their work in the context of annual priorities and to reflect on meeting effectiveness is a governance best practice and can be invaluable to enhancing governance awareness and focus on priorities.

Area of Recommendation 13:

- 13.1 We suggest that the university adopt a set definition and criteria for meetings. For consideration, we set out a potential description of four meeting types below. We suggest that the university consider the following four categories of meeting: 1) open; 2) closed; 3) *in camera*, and; 4) informal.
- 13.2 We recommend that the Board and its committees hold *in camera* sessions each meeting. These are governance tools at which the bodies check in on the effectiveness of the meeting and materials, and most importantly look at annual priorities and commitments

and consider progress against them. *In camera* meetings may also be used to discuss performance matters in the absence of the person being discussed (such as performance of the chair or president).

- 13.3 Since certain implementations of open meetings could detract from the quality of Senate committee discussion and recommendations, we recommend that the result of the current pilot project be thoroughly evaluated before the Senate constitution is changed.
- 13.4 Both the Senate and the Board should ensure that transparency to stakeholders is a primary consideration in the use of meeting types. There is justification for closed meetings, particularly in the case of committees, and for keeping minutes confidential. It is likewise appropriate to hold informal sessions for planning, learning and brainstorming purposes. What is important is that the categories of meetings be clear and decisions relating to meetings be principled and defensible.



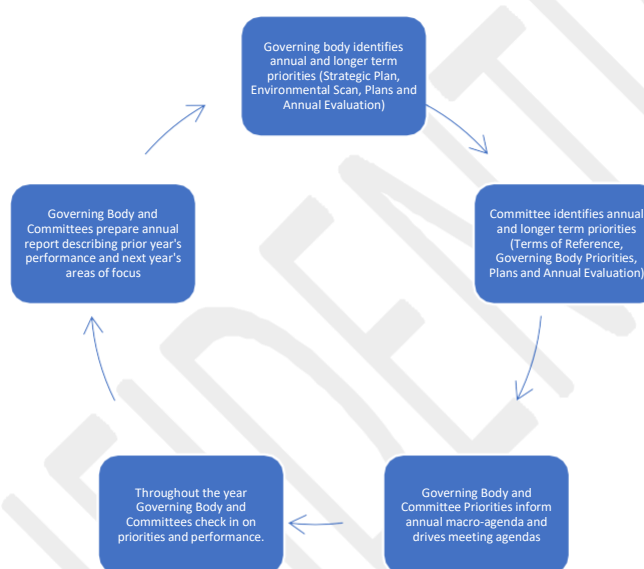
vii) **Priority-setting, performance monitoring and reporting**

There appears to be an opportunity for increased effectiveness and efficiency if, not only the Board and the Senate, but also their committees, take time annually at the end of the year to consider and communicate their annual priorities and goals for the next year.

Area of Recommendation 14:

We recommend that:

14.1 at year's end, the governing bodies and their committees be encouraged to reflect on the work accomplished in the prior year and establish their priorities for the following year, and should also follow a practice of preparing a report (committees to governing body, Senate to Board, and Board to the community) in June, summarizing the year's activities and identifying priorities for the following year. This report will provide the foundation for the next year's focus. These priorities can then be used to establish the macro-agendas currently used by the committees. Ideally, the Board and committee evaluation process will feed into this helping to identify governance priorities. The cycle chart below depicts a possible process.



viii) Communication

Transparency requires that governing bodies publicize information about their structures, membership, rules, meeting schedules, agendas and decisions. At Dalhousie, such information is available on the webpages of the university secretariat. The current and former Senate chairs have taken steps to improve communication between Senate and faculty councils. Nevertheless, as indicated in Part II, communication with the community was identified as an area for improvement by 47% of Board members and 56% of Senate members surveyed.

In the past, the university secretariat produced 'Board and Senate notes', which summarized the results of the governing bodies' deliberations and activities. That responsibility was transferred to Communications and Marketing but subsequently discontinued.

Area of Recommendation 15:

- 15.1 We recommend the resumption of reporting in university media on the composition, activities and decisions of the Board and Senate. We note that communication will also be enhanced through a stakeholder engagement strategy.

b) Recommendations for the Board

i) Board recruitment and equity, diversity and inclusion

A cornerstone of good governance is having members with the expertise, experience, skills, and diverse perspectives needed to fulfill a governing body's role and responsibilities. Interviewees and survey respondents indicated that the Board takes a purposeful approach to the identification and recruitment of candidates for appointment and seeks to ensure that it has needed competencies and diversity. (Assessing the competencies or diversity of Board members was not part of our mandate as consultants.)

The picture that emerged from the interviews and surveys was of a Board membership with appropriate skills and experience and deep dedication to Dalhousie and its students. The level of commitment displayed by Board members is outstanding -- and an invaluable asset to the university. With respect to diversity, we heard that the Board should build on the progress it has made in recent years. A number of interviewees suggested additional EDI training for Board members. The Board has begun monitoring the diversity of its membership and the Board's current appointment process guidelines recognize that "the Board should reflect the diversity of the communities it serves" and specify that "the Board will actively seek members who are Indigenous, racially visible, persons with a disability, women and persons of minority sexual orientations and gender identities".

The African Nova Scotian Strategy Overview and Recommendations prepared by the African Nova Scotian Strategy Advisory Council in 2018 included a recommendation to "designate African Nova Scotian representative(s) on the Senate and Board of Governors"⁶¹. Dalhousie recognized a need to ensure First Nations and African Nova Scotian representation on the Board in the "Breaking Barriers" report in the late 1980s. A number of interviewees also advocated embedding ongoing African Nova Scotian and Indigenous representation on the Board. Given that the governing bodies' composition is outside the scope of this review, that is beyond our mandate, however, we note that the Board's commitment to seek out and secure both needed competencies and diversity is not publicly explicit.

Area of Recommendation 16:

The terms of reference of the GHR be revised to reflect the committee's role in ensuring that the Board secures the skills, knowledge and diversity needed to govern effectively.

16.1 That the GHR:

- a) review the categories of skills in the Board skills matrix;
- b) consider the inclusion of 'experience in working in, leading or overseeing higher education or research in one or more countries'. In addition to helping the university

- identify potential candidates for appointment, it would recognize some of the knowledge that faculty members and, typically, presidents, bring to the Board;
- c) consider the benefits of implementing interviews of Board candidates;
- d) consider setting targets for critical skills, and diversity; and
- e) monitor skills status and diversity of composition.

ii) Meeting schedule and practices

The General By-laws call for at least four regular Board meetings a year. In recent years, the Board's schedule has typically included five regular meetings of three hours' length. Although some interviewees deemed the number of regular meetings to be appropriate, others suggested that more meetings are warranted, because there is currently insufficient time for discussion of some items, given the length of agendas and presentations.

The purpose of giving notice of a meeting and publishing an agenda is to allow those with interest in the agenda and the decisions to be made at the meeting an opportunity to attend the meeting. Last minute agenda changes are to be discouraged and permitted only if narrow criteria (to be developed by the Board) are met. Both the Board by-laws and the Senate constitution allow for new matters to be added to an agenda with the approval of a majority of members. The Board procedures⁶² say that normally resolutions must be submitted at least 7 days in advance of a meeting to be considered. Noting that meeting materials should be distributed a week in advance of a Board meeting, 7 days' notice for new resolutions is far too short.

Area of Recommendation 17:

We recommend that:

- 17.1 Once a clear typology of meetings has been established, the annual meeting schedule be holistically reviewed; and
- 17.2 In the meantime:
 - a) less time be devoted to presentations and that they be taken as read, to provide more time for discussion and so that all voices are heard;
 - b) the General By-laws be updated to provide for online meetings and that a protocol be established including a requirement for cameras to be on; and
 - c) the Board procedures be amended to discourage late additions to the agenda, to develop stringent criteria for agenda changes, and to provide more time than seven days for resolutions to be added to the agenda.

iii) Committee structure and operation

We commend the Dalhousie Board for undertaking a regular review of its committee structure and confirm our view that the structure appears to be appropriate and sufficient. Because of their importance to governance, we undertook a review of the work of both the Finance, Audit, Investment and Risk Committee (FAIR) and Governance and Human Resources (GHR) committees. In addition to considering prior Board evaluations, survey, and interview input, we analyzed the terms of reference for each committee and compared the scope of work within the terms of

reference to the work performed in the years 2019, 2020 and 2021. Our overall assessment is that both committees are generally fulfilling their mandates. As noted above, there is an opportunity to enhance the terms of reference of the GHR committee to clarify its responsibility for overseeing the governance system and ensuring its effective performance. We also see an opportunity for each committee to increase its focus on its own governance, and we observe some gaps in focus for each committee as compared with the terms of reference. Considering the significant global risks in the form of war, climate change, and the recent pandemic among others, it is important that the governing bodies have in place effective emergency decision-making processes.

Finance, Audit, Investment and Risk Committee ("FAIR")

The terms of reference for FAIR are comprehensive. We note that the committee annually reviews its terms of reference and recommend that this review include an analysis of each element of the terms of reference as against the work the committee has performed in the past three years to ensure that the committee is fulfilling all aspects of its assigned duties.

The committee has responsibility for financial reporting processes, internal controls, risk management, internal audit, external audit, investment committee governance and oversight, pension plan sustainability and governance, budget, compliance, significant transactions, non-audit services, finance and strategic direction, financial oversight and decision-making as well as considering its own governance. FAIR is to be commended for its excellent work. It demonstrates activity in most areas of responsibility and makes a particular contribution in the areas of budget oversight, investment governance and oversight, external and internal audit, financial oversight and strategic direction, and pension plan sustainability and governance.

There are several areas requiring more attention with respect to external auditor independence, risk and compliance, and emergency decision-making. In particular, it is important to document within confidential minutes the formal assessment of the performance of the external auditor as against consistent criteria and to ensure that the use of the auditor for non-audit services is not such that the external auditor's independence is compromised. On the risk and compliance side of things, while the committee receives both risk and compliance reports, there is not an overarching risk or compliance program although we note that recently the administration indicated an intention to embark on an enterprise-wide risk management planning process. The Board does not have emergency decision-making procedures in place.

Governance and Human Resources Committee ("GHR")

The terms of reference for GHR are comprehensive. Recommendations elsewhere in this report relating to GHR's role will not be repeated here. GHR is responsible for oversight of university governance, Board performance, committee performance, governor performance, presidential performance and the relationship with the president, human resources policies and plans, Board recruitment, human resources strategy, Board composition, Board education, collective bargaining oversight, compensation philosophy and framework, performance review framework, oversight of governance and human resources risk, and of course, its own governance effectiveness.

GHR is to be commended for its excellent work. It demonstrates activity in most areas of responsibility and, in particular, collective bargaining oversight, Board and other appointments, Board composition, presidential performance, human resources policies and plans, and compensation. The Board and committee are to be commended for recognizing a need for reviewing the overall governance of the university and the committee will have much to do in this regard moving forward.

There are several areas requiring more attention with respect to Board, committee and governor performance, human resources strategy and oversight of human resources risks. This committee spends a lot of time on appointments. At least one interviewee questioned (and we concur) the necessity of having Board appointees on so many search committees. The Board should be involved in the hiring and termination decisions of those with whom it has direct or functional relationships (e.g., president, treasurer, university secretary, general counsel, and Internal auditor) and also with key executive positions. It is questionable how much further down in the organization Board involvement should extend.

Area of Recommendation 18:

The FAIR committee is encouraged to:

- 18.1 continue use of the macro-agenda planning process ensuring that it is informed by Board priorities, its own terms of reference and assessment of priorities;
- 18.2 regularly check in against its priorities and terms of reference to ensure that it is fulfilling its responsibilities and is positioned to demonstrate accountability to the Board;
- 18.3 record minutes relating to its process and criteria for the performance assessment of the external auditor;
- 18.4 develop a policy regarding non-audit services;
- 18.5 support the development of a university risk management program (noting that the goal of such is to encourage better and risk-informed decisions and is a multi-year project);
- 18.6 encourage the development of a university compliance program;
- 18.7 consistently use *in camera* sessions for the purpose of meetings with external and internal audit and legal counsel, but also for the purpose of considering its own effectiveness; and
- 18.8 support the governance planning process by working to develop Board decision-making procedures in the event of an emergency.

The GHR committee is encouraged to:

- 18.9 continue use of the macro-agenda planning process ensuring that it is informed by Board priorities, its own terms of reference and assessment of priorities;

- 18.10 regularly check in against its priorities and terms of reference to ensure that it is fulfilling its responsibilities and is positioned to demonstrate accountability to the Board;
- 18.11 refocus on the Board self-evaluation processes to increase engagement in the process and to ensure that the data from the process informs governance priorities and Board education;
- 18.12 review the scope of the roles for which Board members serve on search committees to confirm whether this is the best use of Board member time and whether the goals of such involvement can be achieved through reporting back or other mechanisms;
- 18.13 within the context of the macro-agenda planning process, ensure an appropriate focus on human resources strategic items and ensure that they are identified as such on the agendas;
- 18.14 support the development of a university risk management program (noting that the goal of such is to encourage better and risk-informed decisions and is a multi-year project) and ensure that the GHR committee includes annual consideration of governance and human resources risks;
- 18.15 encourage the development of a university compliance program and oversee compliance in the areas of governance and human resources; and
- 18.16 consistently use *in camera* sessions for the purpose of considering its own effectiveness.

c) Recommendations for the Senate

Lest it not already be clear, this review envisions an enhanced role for Dalhousie's Senate in university governance and sees the Board's role as one of supporting a highly effective Senate. The Senate cannot occupy this enhanced role if it is acting in isolation from the Board. Further, it must focus on its central role in the academic mission of the university and on fully appreciating the strategic importance of such a role. The Senate cannot be effective unless it has effective relationships with other governance players including the president and administration (as noted above).

The Senate is to be commended for the extensive work it does. It should be careful though to ensure that its focus is not operational and, as noted above, that it plays its role in looking up and out. The role of administration is to support the Board and Senate by, in part, doing the work requested by the two bodies. Allowing administration to do the work, frees Senate up to lift its focus. As the senior academic governing body, Senate's goal should also be to **support** faculties in fulfilling their missions and their potential. We recognize and understand the skepticism of some senators toward this review. However, we come to this review as external and independent reviewers with no interest other than contributing to more effective governance at Dalhousie and we hope that the report is accepted in this spirit.

i) Meeting schedule and practices

Senate's meeting procedures are set out in the Senate constitution. With respect to the agenda, section 5.4(d) (iii) of the Senate constitution says that "The business of a meeting shall be confined to the agenda adopted unless a majority of the senators present agree to the introduction of a new matter." Both the Board by-laws and the Senate constitution allow for new matters to be added to an agenda with the approval of a majority of members. As noted above with respect to Board meeting practices, late changes to the agenda are to be discouraged.

Area of Recommendation 19:

- 19.1 Practice has evolved because of the pandemic and other factors, so the procedures should be reviewed and updated as necessary. For example, the current ones provide for audio recording of meetings by the secretariat but are silent about the practice of videorecording.
- 19.2 The provision (5.4(e)(i)) that the chair shall call a special meeting upon the request of the president or not less than five members might be reconsidered, given the increase in the size of the Senate's membership in recent years.
- 19.3 The reference in 5.4(l)(i) to the production of "full" minutes should also be reconsidered, because it might be viewed as implying something akin to parliamentary records, rather than a record of Senate's actions and decisions and a summary of the deliberations leading to them. Although minutes should not detail who said what, the procedures should enable a member to request that their individual vote or abstention be recorded in the minutes.
- 19.4 We commented earlier on the need for ongoing communication between the Senate and the administration with respect to items coming to Senate. This can occur through one or more of several possible mechanisms, such as annual forward agenda planning, an agenda review committee, the work of the university secretariat, or regular meetings between the Senate chair and secretary and the provost or their delegate. Whichever are adopted at Dalhousie, the Senate agenda, like that of the Board, should reflect collaboration between the Senate leadership, the secretariat, and the administration.
- 19.5 As noted above, for greater clarity, where the Board has final authority, Senate resolutions should be drafted as recommendations to the Board.
- 19.6 In sum, we recommend that the meeting procedures in the Senate constitution be:
 - a) updated to reflect current practices, respond to the above comments, and reflect the new typology of meetings recommended above, and:
 - b) to discourage late additions to the agenda and to develop stringent criteria for agenda changes.
- 19.7 With respect to frequency, the Senate constitution states that "Senate shall typically meet on the second Monday of each month. In addition, if there are sufficient items of business, Senate will meet on the fourth Monday of the month". It is not necessary that the procedures specify the day of the week on which Senate will meet. One meeting a month from September to June should be sufficient. Everyone is busy and many feel overloaded. We heard from interviewees that it is becoming increasingly difficult to convince people to serve on Senate and its committees. By keeping the number and length of Senate and

Senate committee meetings to manageable levels, it may be possible to enable more people to participate and serve.

ii) Committee structure and roles

Following a review conducted in 2009/10, Senate restructured its committees and reduced the number from 13 to 7 – 3 ‘core’ committees and 4 more specialized ones -- “for more effective and efficient academic governance”⁶³. Having reviewed data from several sources, we believe the existing structure to be sound and have no changes to suggest at this time, recognizing that the upcoming review of academic quality assurance processes may result in changes.

As in the case of the Board, the work of committees is a strength of the Senate. It should be nurtured and built upon. As noted earlier, we are concerned that the proposal to open some committee meetings to attendance by people other than members and invitees may undermine the committees’ effectiveness. It is vital to avoid that. Better communication about the role of committees and what they are doing might address the lack of information and trust that appears to have fueled the current initiative.

We repeat our comment that the university requires clear emergency decision-making procedures and note that Section 5.4(j) allocates authority to the SPGC to make decisions. These decisions are “deemed to be passed by the Senate” but are still subject to Senate ratification. This entire clause is unclear and should be reviewed for effectiveness and consistency with the Board emergency decision-making procedures.

Area of Recommendation 20:

We recommend:

- 20.1 continued attention to how the committees functioned should form part of the annual evaluation, which should include follow-up on the results;
- 20.2 systematic reporting by Senate committee chairs to Senate (oral as well as written);
- 20.3 education of senators on the role of committees of governing bodies, so Senate is well-equipped to receive, consider and act on committee’s recommendations; and
- 20.4 in keeping with the recommendation above, that the FAIR committee consider emergency decision-making procedures for the Board, and SPGC should work to develop complementary decision-making procedures for Senate.

PART V – MOVING FORWARD

As noted in the introduction, the rationale for this governance review was in large part to seek to ensure that Dalhousie’s governance is sufficiently robust to oversee successful implementation of the strategic plan.

Universities in Canada take different approaches to strategic planning. Such planning is almost always led by the president, involves extensive consultation, and results in a plan that is approved by the Board,

but the roles of Senates vary. A 2010/11 survey of Canadian university Senates found that 76% played at least some role in strategic planning. Respondents from 29% of the institutions surveyed indicated that their Senate approved a plan which usually required final approval by the Board of Governors; 26% indicated that the Senate played a consultative or advisory role; others said that their Senate endorsed a plan before it was approved by the Board or that one or more members of the Senate served on the planning committee or equivalent⁶⁴. At many U-15 universities, the Senate or equivalent endorses the plan or recommends it to the Board, however, at others, a set of priorities identified by the president after extensive consultation is approved by the Board alone.

Dalhousie's strategic plan for 2014-18 was approved by the Senate as a statement of overall direction for the university. A very extensive process for developing a new plan was initiated in 2019. The process was interrupted temporarily because of the pandemic. Many changes in the university's leadership took place before it concluded. Based on what we have read and heard, our impression is that the nature of the strategic planning exercise changed significantly during the process – from a very democratic, inclusive, bottom-up exercise presumed to lead to Senate and Board consideration of the outcome, to a set of Board-approved strategic actions upon the president's recommendation, after extensive consultation. The change was not explicit and the Senate's role unclear, so the result was surprise, confusion, hurt feelings, and a perception by some senators that the president and the Board were undermining the Senate.

a) The next strategic plan and oversight of strategic plan implementation

In our view, there is no one best approach to strategic planning: that which is optimal depends on the university and its circumstances. What is crucial is that the Board consider the approach carefully in advance and that the nature of the exercise be clear.

The statements of a university's vision, mission and/or values are often found in its strategic plan, however, these are conceptually separate and should guide and inform strategic planning.

Prior to the next round of planning, both the Board and the Senate have important roles to play in overseeing and guiding the implementation of the current strategic plan. That will require indicators that enable them and the administration to monitor and assess progress in relation to strategic plan goals – to identify which goals are being fulfilled and where progress is falling short. Universities are complex organizations, so simple metrics do not suffice, but good metrics and data are necessary. The current plan commits the university to monitoring progress through key performance indicators and benchmarking. We understand that the administration is currently developing a scorecard or set of measures of progress on strategic plan goals.

Area of Recommendation 21:

We recommend that:

- 21.1 the Board consider and approve in advance the process and timeline for the development of the next strategic plan;

- 21.2 well before the next strategic planning cycle begins, the president lead a review of Dalhousie's vision, mission, values statement for the Board's approval upon the recommendation of the Senate;
- 21.3 the Board ensure the development and application of measures of progress against strategic plan goals; and
- 21.4 the Senate be consulted and advise on indicators and benchmarks related to measures of strategic plan goals pertaining to the academic mission and research.

b) Principles to guide consideration and action on this report – the governance plan

We believe that we have articulated principles which should guide the consideration of this report and any action taken arising out of this report. We make no recommendations in this regard but encourage the Board and Senate and administration to enter into this process in good faith with a commitment to strengthening bicameral governance as the foundation of a successful strategic plan.

Our advice is as follows:

- i) Receive this report as the foundation for a university discussion about governance improvement at the university. Consider and discuss the recommendations (and the associated impact, risk and implementation requirements), prioritize them and, noting that Rome was not built in a day, use the report as the foundation for a multi-year governance plan. The overall governance planning process is the responsibility of the Board. Within the planning process, the Board should develop its multi-year plan and Senate should develop its multi-year plan. Both are responsible to ensure the plans are complementary and achieve the overall governance objectives.
- ii) The university secretary should assume responsibility for monitoring and facilitating progress against the governance plan. Roles and responsibilities should be identified, and progress should be measured and reported.
- iii) Understand that governance is a human system in which all the players play an important role. It is a system that requires attention and work to function well.
- iii) Strive for understanding and respect for each other's roles within the governance system.
- iv) Commit to working together in the best interests of Dalhousie.
- v) Commit to communication and transparency.

c) Summary and conclusion

Nova Scotia and the world need Dalhousie to be at its best. Improvements in the university's governance will enable it and its members to continue to thrive, excel, and contribute, now and in decades, perhaps centuries, to come.

What's called for is a more purposeful, integrated, self-aware approach to bicameral governance. Dalhousie is far from alone in having functioned in a somewhat disjointed manner. As at many older

universities, governance practices evolved over time and were enacted, without a lot of reflection on how well they all fit together. Dalhousie is to be congratulated for taking a look at the whole through this review.

Given the challenges facing Nova Scotians, Canadians, and humanity, it is vital that universities and other organizations be clear about their purposes and the roles of their governing bodies in fulfilling those purposes. And that they deliver on that.

This review can be a step toward that.

The university will determine how it follows up on this report. We expect the university to consider and prioritize the recommendations. That said, we hope the implementation will reflect the principles – overarching governance vision and oversight, integrated activity, clear accountability and reporting, purposeful partnership – espoused in this report.

PART VI – ENDNOTES AND APPENDICES

Endnotes

- ¹ Cooper, Afua et al. 2019. *Report on Lord Dalhousie's History on Slavery and Race*. Halifax: Dalhousie University, p. 90.
- ² Statistics Canada 2022. Population and population growth rate, provinces and territories, 2011 to 2016 and 2016 to 2021 <https://www150.statcan.gc.ca/n1/daily-quotidien/220209/t001a-eng.htm>
- ³ Nova Scotia. 2021. *Budget 2021-22*. ISBN 978-1-77448-180.6. <https://beta.novascotia.ca/sites/default/files/documents/6-2635/ftb-bfi-043-en-budget-2021-2022.pdf>
- ⁴ Pennock, Lea, Glen A. Jones, Jeff M. Leclerc, Sharon X. Li. 2016. Challenges and opportunities for collegial governance at Canadian universities: Reflections on a survey of academic senates. *Canadian Journal of Higher Education*. 46 (3), p. 74
- ⁵ Fallis, George. 2007. *Multiversities, Ideas, and Democracy*. Toronto: University of Toronto Press, p. 129.
- ⁶ For example, see MacKinnon, Peter. 2018. *University Commons Divided Exploring Debate & Dissent on Campus*. Toronto: University of Toronto Press, p. 123
- ⁷ We also interviewed 7 senior administrators who served on the Board and/or the Senate and 7 other administrators.
- ⁸ Sixty percent of the respondents to the Senate survey were elected or appointed academic unit or librarian senators, 9.4% were student members and 24.5% were ex officio members.
- ⁹ Nova Scotia. 2010. *Report on the University System prepared by Dr. Tim O'Neill for Premier Darrell Dexter*. Eastman, Julia, Glen Jones, Oliver Bégin-Caouette, Sharon X. Li, Christian Noumi, and Claude Trottier. 2018. "Provincial Oversight and University Autonomy." *Canadian Journal of Higher Education* 48(3): 65-81.
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- ¹¹ Cameron, David. 1991. *More Than An Academic Question: Universities, Government and Public Policy in Canada*. Halifax: The Institute for Research on Public Policy, p. 17.
- ¹² Waite, Peter B. 1998. *The Lives of Dalhousie University*, vol. 2: 1925-1980. Montreal and Kingston: McGill-Queen's University Press, p. 313, 319. Cameron, 1991, p. 311
- ¹³ Cameron, 1991, p. 312
- ¹⁴ International Standard. 2021. *Governance of organizations – Guidance*. DS/ISO 37000:2021. Danish Standards Association.
- ¹⁵ ISO 3700, 2021, p. vi
- ¹⁶ ISO 3700, 2021, p. 7
- ¹⁷ Pennock, Lea, Glen A. Jones, Jeff M. Leclerc, and Sharon X. Li. 2015. "Assessing the Role and Structure of Academic Senates in Canadian Universities, 2000-2012." *Higher Education* 70(3), p. 507
- ¹⁸ 1978 Report of the Ad Hoc Senate Committee on the university Constitution, p. 3
- ¹⁹ Clark, Howard C. 2003. *Growth and Governance of Canadian Universities: An Insider's View*. Vancouver: UBC Press., p. 133
- ²⁰ Clark, 2003, p. 141
- ²¹ Unofficial consolidation of the Statutes relating to Dalhousie University, s. 2A
- ²² Dalhousie University General By-laws of the Board of Governors, s. 4.2
- ²³ Dalhousie University General By-laws of the Board of Governors, s. 4.7
- ²⁴ Dalhousie University General By-laws of the Board of Governors, s. 6.1
- ²⁵ Dalhousie University General By-laws of the Board of Governors, s. 6.2
- ²⁶ Dalhousie University General By-laws of the Board of Governors, s. 6.4
- ²⁷ Dalhousie University General By-laws of the Board of Governors, s. 6.5
- ²⁸ Dalhousie University General By-laws of the Board of Governors, s. 6.13

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- ²⁹ Dalhousie University General By-laws of the Board of Governors, s. 6.14
- ³⁰ Dalhousie University General By-laws of the Board of Governors, s. 6.15
- ³¹ Dalhousie University General By-laws of the Board of Governors, s. 6.16
- ³² Dalhousie University General By-laws of the Board of Governors, s. 6.22
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- ³⁵ Role description of the chair
- ³⁶ Paul, Ross. 2011. *Leadership Under Fire – The Challenging Role of the Canadian University President*. Montreal and Kingston: McGill-Queen’s University Press.
- ³⁷ Unofficial consolidation of the Statutes relating to Dalhousie University, s. 8(2)
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- ³⁹ Dalhousie University General By-laws of the Board of Governors, s. 3.1
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- ⁴¹ Dalhousie University General By-laws of the Board of Governors, s. 6.16
- ⁴² Dalhousie University Senate Planning and Governance Committee (SPGC) Terms of Reference, s. 1
- ⁴³ Duff, James, and Robert Berdahl. 1966. *University Government in Canada: Report of a Commission Sponsored by the Canadian Association of University Teachers and the Association of Universities and Colleges of Canada*. Toronto: University of Toronto Press, p. 45
- ⁴⁴ The Ad Hoc Senate Committee on the university Constitution Report - November 1978- April 1979 - AS AMENDED Incorporating Amendments Adopted in Debates at Special Meetings of Senate Held on January 9, 16, 22 and 29, 1979, on February 19 and 26, 1979 and on March 19 and 26, 1979, p.12.
- ⁴⁵ Unofficial consolidation of the Statutes relating to Dalhousie University, s. 1(1)(h)
- ⁴⁶ Dalhousie University General By-laws of the Board of Governors, s. 3.1a)
- ⁴⁷ Dalhousie University Senate Constitution, s. 4.1(a)
- ⁴⁸ Dalhousie University Senate Constitution, s. 4.2
- ⁴⁹ Dalhousie University General By-laws of the Board of Governors, s. 4.2
- ⁵⁰ Dalhousie University General By-laws of the Board of Governors, s. 4.7
- ⁵¹ Dalhousie University General By-laws of the Board of Governors, s. 6.16
- ⁵² Dalhousie University Senate Constitution, s. 4.1(e)
- ⁵³ Cameron, 1991, p. 8
- ⁵⁴ Thelin, John R. 2004. *A History of American Higher Education*. The Johns Hopkins University Press, p. 11.
- ⁵⁵ Unofficial consolidation s. 8.2
- ⁵⁶ World Economic Forum. 2021. The Global Risks Report 2021. 16th edition. Insight Report. ISBN 978-2-940631-24-7, p. 7
- ⁵⁷ 2006 Senate Constitution, pp. 11-12
- ⁵⁸ Stasagage, David. 2006. “Does transparency make a difference? The example of the European Council of Ministers” in Christopher Hood and David Heald eds. *Transparency: The Key to Better Governance?* Published to British Academy Scholarship Online January 2012., 2
- ⁵⁹ Stasagage, 2006. Hearn, James. 2017. “Sunshine Laws in Higher Education”. State Policy Brief. Association of Governing Boards. Washington, D.C.
- ⁶⁰ Heald, David. 2006. Varieties of Transparency. In Christopher Hood and David Heald. Eds. *Transparency: The Key to Better Governance?* British Academic Scholarship Online, p. 11
- ⁶¹ African Nova Scotian Strategy Overview and Recommendations prepared by the African Nova Scotian Strategy Advisory Council. 2018, p. 8
- ⁶² Dalhousie University General By-laws of the Board of Governors, s. 6.19
- ⁶³ Senate Minutes, February 2011, p. 2
- ⁶⁴ Pennock, Jones et al, 2015, p. 509

APPENDIX 1: LIST OF INTERVIEWEES

NAME	TITLE	EMPLOYER OR ORGANIZATION	SERVED ON SENATE	SERVED ON BOARD
Ahsan Habib	Director, School of Planning	Dalhousie University	Yes	Yes
Alex Brodsky	University Teaching Fellow, Faculty of Computer Science	Dalhousie University	Yes	No
Alice Aiken	Vice-President, Research and Innovation	Dalhousie University	Yes	No
Bob Hanf	Board Chair	Retired	No	Yes
Carolan McLarney	Professor	Rowe School of Business, Dalhousie University	Yes	Yes
Cassandra Dorrington	President	Canadian Aboriginal and Minority Supplier Council	No	Yes
Catherine Martin	Director, Indigenous Community Engagement	Dalhousie University	No	No
Cheryl Fraser	Chief Talent Officer and VP Communications	Crombie REIT	No	Yes
David Gray	Dean and Principal, Faculty of Agriculture	Dalhousie University	Yes	No
Deep Saini	President and Vice-Chancellor	Dalhousie University	Yes	Yes
Dominic Silvo	Librarian	Killam Memorial Library, Dalhousie University	Yes	No
Erica Seelemann	Masters Student, Department of Physiology and Biophysics	Dalhousie University	Yes	No
Fatima Beydoun	Former Student, McCall MacBain Scholar (McGill University)	Dalhousie University	No	Yes
Frank Harvey	Provost and Vice-President Academic	Dalhousie University	Yes	No
Gabrielle Horne	Associate Professor, Division of Cardiology	Dalhousie University	Yes	No
Gitta Kulczycki	Vice-President, Finance and Administration	Dalhousie University	No	No
Graham Gagnon	Dean, Faculty of Architecture and Planning, former Associate Vice-President Research	Dalhousie University	Yes	No

APPENDIX 1: LIST OF INTERVIEWEES

Jalana Lewis	Director, African Nova Scotian Community Engagement	Dalhousie University	No	No
Jamie Blustein	Associate Professor, School of Information Management and Faculty of Computer Science	Faculty of Computer Science, Dalhousie University	Yes	No
Jasmine Walsh	AVP, Human Resources (former)	Dalhousie University	No	No
Kevin Hewitt	Associate Professor, Physics, Former Senate Chair and Member	Dalhousie University	Yes	Yes
Kristan Hines	Senior Vice-President, Corporate and Public Affairs	National Public Relations	No	Yes
Larry Stordy	Corporate and M&A Partner	Stewart McKelvey	No	Yes
Laurie Jennings	Owner	Masstown Market	No	Yes
Letitia Meynell	Assistant Professor, Department of Philosophy	Dalhousie University	Yes	No
Louise Spiteri	Professor in the School of Management	Dalhousie University	Yes	Yes
Madeleine H. Stinson	Former President (until April 2022)	Dalhousie Student Union	Yes	Yes
Maria Pacurar	Associate Professor of Finance, Vice Chair of Senate, Student Affairs	Dalhousie University	Yes	No
Matt Proctor	AVP, Communications, Marketing and Creative Services	Dalhousie University	No	No
Matt Hebb	Vice President, Government and Global Relations	Dalhousie University	No	No
Patti Doyle-Bedwell	Native Studies Instructor, Faculty of Open Learning & Career Development	Dalhousie University		
Peter Fardy	Vice President, Advancement	Dalhousie University	No	No
Richard Florizone	Former Dalhousie President, President and CEO	International Institute for Sustainable Development	Yes	Yes
Sachin Seth	Assistant Professor, Faculty of Dentistry	Dalhousie University	Yes	No
Sherry Porter	Former Governance and Human Resources Committee Chair (Retired)	Dalhousie University	No	Yes

APPENDIX 1: LIST OF INTERVIEWEES

Sierra Sparks	D.Phil. Engineering Science Student	Oxford University	Yes	No
Susan Brousseau	University Secretary	Dalhousie University	No	No
Susan Holmes	Professor, Faculty of Open Learning & Career Development (Retired)	Dalhousie University	Yes	No
Theresa Rajack-Talley	Vice-Provost, Equity & Inclusion	Dalhousie University	Yes	No
John Hope	General Counsel	Dalhousie University	No	No
Additional Interviewees				
Courtney Sutton	Quality Assurance Manager	Dalhousie University	No	No
Angela Siegel	Associate Vice President, Academic (Acting)	Dalhousie University	Yes	No
Donna Birmingham	Director of Internal Audit	Dalhousie University	No	No

APPENDIX 2: WHAT WE WERE TOLD

People with direct experience of governance at Dalhousie were an important source of information for this review. Between November 2021 and January 2022, current and former members of the Board, Senate and administration generously shared their input with us. Of the 40 interviewees, 13 were current or former Board members and 16 were Senate members. Four of the interviewees were students. We also interviewed seven senior administrators who served on the Board and/or the Senate and seven other administrators. (The numbers do not add up to 40 because some people serve on both the Board and the Senate.) A list of interviewees is attached as Appendix 1.

Surveys were completed by fifteen Board members (54% of those to whom the survey was sent) and 54 members of Senate (57% of those who received it). Sixty percent of the respondents to the Senate survey were elected or appointed academic unit or librarian Senators, 9.4% were student members and 24.5% were ex officio members. (The remainder checked 'other' or 'don't know'). Five of the 15 respondents to the Board survey and six of the 54 respondents to the Senate survey also participated in interviews.

Both the interviews and the surveys were conducted on a confidential basis, in keeping with which the information below is anonymized and without attribution. The information reflects people's perceptions – perceptions that may be out of date and may or may not be accurate. The views expressed converge on some topics and diverge on others. Even on topics on which there was a preponderance of similar views, there were differing perspectives. While highly informative, no one portrait of governance at Dalhousie emerged from these exercises.

a) Why people serve

The governance of Canadian universities relies principally on volunteers – community leaders, alumni, students, faculty and staff who are willing to contribute their time, energy, knowledge, skills and experience to the process. It's a big commitment. Why do they do it? Asked what prompted them to be willing to serve, external members of Dalhousie's Board said things like: 'Dal was transformational for me. I wanted to give back'; 'A strong Dalhousie is important for Nova Scotia and for the community'; and 'The Dal Board was looking for my skill set and I'm pleased to contribute'. Students serving on the Board or Senate described seeing all the challenges for students resulting from the pandemic and wanting to advocate for students, effect improvements and contribute to social justice. Faculty members, asked about the reasons for their willingness to participate in university-level governance, said things like: 'I believe strongly in Dal and want it to succeed'; 'I believe in the importance of a strong faculty voice'; 'I was interested in learning more about the university'; 'I was encouraged to do so'; and 'I want to help bring about improvements'.

In response to the survey question about what prompted them to agree to serve on the Board, by far the most frequent responses by external Board members were 'I wanted to serve the community and give back (checked by 83% of these respondents) and 'I want to help Dalhousie continue to succeed' (selected by 67%). By far the most common responses to this question from elected Senators were: 'I wanted to contribute to Dalhousie's academic mission by serving' (63%); 'My

faculty or academic unit needed someone to serve and I agreed' (69%); and 'I wanted to learn more about the university and how it works' (66%).

b) Perceived strengths of Dalhousie's governance model

Asked to identify the overall strengths of Dalhousie's system of governance, a few interviewees commented on the fact that Dalhousie has more autonomy from government than most universities in Canada. Other strengths cited by numerous interviewees included:

- The Board and its committees
- A strong tradition of bicameral governance
- Faculty engagement in governance
- Emphasis on consultation, collaboration and collegiality
- The scope afforded to faculties and their ability to be nimble.

c) Perceived weaknesses of Dalhousie's governance model

Weaknesses cited by interviewees included:

- Outdated legislation that lacks clarity, leading to misunderstandings and tensions.
- Discontinuity in governance practices and interpretations associated with changes in senior administrative and governance leadership in recent years -- on matters ranging from approval of the strategic plan to time management at meetings.
- Disconnects between the Board and the Senate, between the Board and student members, between the Senate and the administration – resulting in lack of collaboration in the larger interest.
- Too much process, too many layers, lack of timeliness, poor communication.

Some things were cited in interviews as both a strength and a weakness. For example, the sizes of the Board and the Senate were said to mean that few people speak and there is little genuine discussion, but also that both bodies are representative and everyone can see themselves in them.

d) Division of responsibilities between the Board and the Senate

The majority of interviewees who commented on the appropriateness of the formal division of responsibilities between the Board and the Senate said that it is, by and large, sound. Several who expressed this view nevertheless noted that interpretation of the governing bodies' responsibilities has varied over time and suggested that roles and responsibilities as set out in the Senate Constitution, Board bylaws and legislation be clarified. A number of interviewees did not regard the existing division of responsibility as appropriate – one suggesting the Board's authority be

enhanced; a few, that Senate should have more power and/or that the prior Senate Constitution should be restored.

e) Board effectiveness and areas for improvement

Of the 22 interviewees who were able to comment on the overall effectiveness of the Board in fulfilling its responsibility for stewarding Dalhousie's mission, assets and reputation, six described it as very effective, five as between effective and very effective, seven as effective and four as somewhat or not effective. Of the respondents to the Board survey, 53% described it as fulfilling its role very effectively, 20% as fulfilling it effectively, and 20% as somewhat or not effectively.

Many interviewees cited the following as strengths of the Board:

- A good committee structure
- Effective committees
- Capable, dedicated members, all of whom care deeply about the university
- Strong oversight of finances, capital projects and collective bargaining
- Good leadership
- A good relationship between the Board and the president
- Greater commitment to/progress on diversity than most Canadian Boards.

Asked about the Board's most important contribution to the university's progress, numerous interviewees cited it for:

- appointing good presidents – and overseeing and supporting them
- providing strong, steady financial oversight
- being very helpful and supportive of the administration and the university during the pandemic;
and
- pushing the administration toward longer term strategies and measurement of performance against objectives.

Invited to identify areas in which the Board is well-equipped: 93% of respondents to the survey cited 'Constructive relationship with the President'; 87% of respondents to the Board survey cited 'Good Board leadership'; 80% cited 'Membership with strong competencies'; 80% cited 'Constructive relationships with senior administration'; 67%, 'Effective committee structure'; 67%, 'Diverse membership'; and 67% 'Access to reliable information and resources'.

The following were identified by interviewees as areas for improvement:

- the relationship between the Board and its student members. Numerous interviewees identified this as problematic but their perspectives on the source of the problem differed. Some Board members said student members act as advocates rather than as fiduciaries, tend to see the Board as an enemy, and are on occasion confrontational – resulting in other Board members speaking less and detracting from the usefulness of Board meetings. Other interviewees said that opportunities for student participation on the Board (e.g. on committees) are limited, students don't receive honest responses to their questions or comments, and that students are sometimes disrespected.
- Board members' understandings of their roles. Fifty percent of Board survey respondents expressed an interest in 'education sessions on university governance and my role'.
- The proportion of time at Board meetings devoted to presentations, which means less time for discussion and, in particular, strategic discussion.
- Board members' understanding of the university and the higher education and research environment. As is the case at other Canadian universities, most external Board members arrive, having studied at universities some years ago, but with little current awareness of how they function. Fifty-seven percent of Board members who responded to the survey expressed interest in 'Internal education sessions to learn more about the issues facing the university and the sector'.

Invited to identify areas in which the Board is less than well equipped, 47% of Board members who responded to the survey cited 'Constructive relationship with the Senate'; 47% cited 'Effective communication with the community'; and 40% cited 'Practice of equity and inclusion'. Although interviewees described the Board as having made progress on diversity and being ahead of other Boards in that respect, practice of equity and inclusion was recognized as an area for further improvement.

f) Senate effectiveness and areas for improvement

Of the 23 interviewees who were able to comment on the overall effectiveness of the Senate in fulfilling its role as Dalhousie's senior academic governance body, two described it as very effective, one described it as between very effective and effective, nine as effective, three as somewhat effective, five as not effective, and three interviewees said its effectiveness varies by function or relationship with administrative leadership. Those who deemed the Senate to be less than effective offered different explanations for that – some seeing it as a result of problems within the Senate; others, as a result of lack of Senate power (either in relation to the Board and the administration or over faculty members' academic prerogatives) and/or lack of respect for the Senate on the part of the Board or the administration.

Of the respondents to the Senate survey, 4% described the Senate as fulfilling its role extremely effectively, 22% as fulfilling it very effectively, 20% as fulfilling it effectively, 44% as somewhat effectively and 7% not effectively.

Interviewees expressed similar views on the strengths of the Senate. Many identified the following as its strengths:

- Its size and representative nature.
- It is very inclusive, open, diverse, consultative, and democratic.
- Senators are committed to Dalhousie.
- Its committees work well.
- It is a place where students speak up and are heard. (This view was not universal among students).
- It provides a strong voice for faculty in the governance of the university.
- It can be a 'place for passionate discussion of important issues' and 'makes possible discussions that would not otherwise happen'.

Asked about the Senate's most important contribution to the university's progress, many interviewees cited it for:

- Its role in advancing equity, diversity, and inclusion. The Senate was described as having been 'a venue for uncomfortable but necessary conversations' in the wake of incidents in the Faculty of Dentistry in 2014 and as having played a key role in advancing EDI subsequently under the leadership of Kevin Hewitt as Senate chair.
- Having recognized, at the beginning of the pandemic, that it needed to change the way it conducted its work and doing so without sacrificing academic rigour. The Senate was described as attentive and responsive to students' needs – in one student interviewee's words, as having been 'stand-out during the pandemic'.

Some cited the Senate for:

- Effective oversight of academic quality through review of program proposals and other activities.

Invited to identify areas in which the Senate is well-equipped: 88% of Senators who responded to the survey cited 'Diverse membership'; 67% cited 'Practices of equity and inclusion'; 63% cited 'Membership with strong qualifications and experience'; 56% cited 'Effective committee structure' and 46% cited 'Good Senate leadership'.

The following were identified as areas for improvement:

- Clarity about Senate's role and jurisdiction. Many interviewees and survey respondents expressed the view that a clear understanding of Senate's role in the university is lacking. Some

described 'significant confusion and misunderstanding amongst Senators about the scope and extent of Senate's mandate' and/or a tendency on the part of Senate to stray beyond its mandate. In contrast, a few interviewees and survey respondents expressed the view that the administration and/or the Board either fail to recognize or seek to undermine the Senate's role and authority.

- Senators' understanding of their responsibilities and diligence in preparing for meetings was identified as another area for improvement. Several interviewees said that many Senators come to meetings not having read the materials and thought about the issues beforehand. Asked how well they understand their responsibilities as Senators, 26% of respondents to the survey – and 31% of elected and appointed members -- said not well or somewhat well. A few Senators said it had taken them a long time to understand their roles and advocated more thorough orientation for new Senators. Asked how the university could assist them to better in fulfilling their responsibilities, 40% of respondents to the Senate survey pointed to 'Education sessions on governance and my role', 40% to 'Education sessions to learn more about the issues facing the university and the sector' and 34% to 'Enhanced orientation'.
- Attention to academic issues. In the words of one interviewee, Senate tends to get bogged down in consultation and 'lose sight of the academic mission'. Others cited a need for more substantive, strategic discussions and more attention to academic excellence, innovation and/or standards. Asked how effective the Senate is in monitoring and ensuring academic quality: 7% of Senators who responded to the survey selected 'not effective'; 35% 'somewhat effective'; 26%, 'effective'; 26% 'very effective' and 2% 'extremely effective' (4% indicated they did not know).
- Reporting by committees to Senate and Senators' understanding of the roles played by committees of governing bodies. Several interviewees said that many Senators do not appreciate the work that committees put into items and are too often inclined to want to redo it. Another interviewee explained, 'as a Senator, you don't know the background to the motions'. Likewise, a survey respondent commented, 'The Senate, as a whole, approves committee decisions. Much of the work happens at committee and it's difficult, as a new person, to understand the process'.
- Timeliness and efficiency. Several interviewees said that agendas and materials had not infrequently arrived late. Some said that too much time had been spent in meetings and that some processes (e.g. new program approvals) take too long. That said, several interviewees called for more meetings and time for discussion.
- Continuity of student participation and extent of student representation. It was noted that because of the way the Senate's operations intersect with those of the Dalhousie Student Union, there are often vacancies or gaps in student participation. Some interviewees pointed out that students are numerically very much outweighed on Senate.

Invited to identify areas in which the Senate is less than well-equipped, 56% of Senate members who responded to the survey cited 'Effective communication to the community'; 56% cited

'Constructive relationship with the President'; 50%, 'Constructive relationship with the Board'; 48%, 'Constructive relationships with the senior administration'; and 38% 'Shared sense of purpose'.

Asked how effective Senate is in overseeing the academic governance of faculties and other units, 15% of respondents said it is 'not effective'; 24%, 'somewhat effective'; 31% 'effective', 13% 'very effective' and 6% 'extremely effective' (11% didn't know). Comments from interviewees on this topic were very mixed. One interviewee observed that 'Senate lacks a clear line of sight on faculty councils'. Others described the relationship as strained or disjointed. Some said that communication between Senate and faculty councils was improving with reports from Senate becoming a regular item on faculty council agendas, but we also heard that some faculty councils had regarded a request to add the chair of Senate as an ex officio member as an intrusion and that faculties are reluctant to bring items to Senate.

It was observed that faculties operate quite independently. Several academic unit Senators commented that faculties need latitude to fulfill their missions and should not be micromanaged or told what to do, but concern was expressed by others about lack of oversight. The reference in the Senate Constitution to faculties being committees of Senate was said by a number of interviewees to be ambiguous and a source of confusion.

g) The Board-Senate relationship

As noted above, 47% of respondents to the Board survey indicated that the Board is less than well-equipped in its relationship with the Senate and 50% of respondents to the Senate survey described that body as less than well-equipped in its relationship with the Board.

Interviewees made a variety of observations about the Board-Senate relationship. Some interviewees said the Board respects the Senate and its authority. Some positive comments were made about joint events in the past, as well as about the Board chair-Senate chair relationship. It was noted that the current Board chair takes time to attend Senate meetings.

Another subset of comments suggested the existence of negative dynamics -- either that the Board is trying to undermine the Senate, including through this governance review, or that the Senate could not be counted upon to remain within its jurisdiction.

Yet others perceived, not a negative relationship, but lack of a relationship – a 'great gulf between Board and Senate'. A Senator commented that 'Senate doesn't hear from the Board or know who's on it'. Likewise, a Board member commented that 'Senate is a bit of a mystery to most Board members'.

h) Communication

Communication with the university community was identified by some interviewees and survey respondents as an area for improvement for both the Board and the Senate. For example, a survey respondent wrote, 'Communication is a major issue. Senate does not have a communication strategy. Decisions are made and not communicated to the University community'. It was likewise

suggested that the rationale for Board decisions could be more effectively communicated within the university. Mention was also made of the desirability of more communication between governing bodies (e.g. of Board actions to Senate and vice versa; of Senate matters to faculties).

i) Governing during a pandemic

As noted above, both the Board and the Senate were applauded for the manner in which they performed early in the current pandemic. One of the pandemic's consequences was of course that both bodies began meeting virtually. Attendance did not decline and some interviewees appreciated the convenience of being able to participate at a distance. At the same time, interviewees reported less engagement, connection, collegiality, and sense of shared purpose. A Senator commented, 'attendance seems better but participation is worse'. Another said that, because of the size and structure of the Senate, 'especially with online meetings, you sometimes don't feel that you're making a difference as a Senator'. A number of interviewees called for meetings to resume in person as soon as possible, others for a hybrid approach. It was suggested that improved technology will be needed for a hybrid approach to be successful (i.e. for members to be able to participate effectively remotely in meetings attended by others in person). Inability of visitors to attend virtual meetings during the pandemic was identified by a few interviewees as problematic.

j) Governance and the strategic plan

Interviewees were asked what roles they thought the Board and the Senate should play in helping Dalhousie fulfill its strategic plan goals and its mission. A complication cited by several interviewees was that, since the Senate was not asked to endorse the current strategic plan, some of its members may not see it as responsible for helping implement or oversee implementation of the plan.

Many interviewees nevertheless envisioned the fundamental role of both bodies as being to oversee, guide and support members of the university in implementing the plan within their respective jurisdictions – to identify what achievement of the goals will look like, monitor data on progress, ask questions, reflect and advise, and hold the university accountable for the implementation of the plan. Numerous interviewees commented on the importance of a set of clear outcome measures (and associated timelines), whether in the form of KPIs, a scorecard or a report card. The Board was also deemed to have a key role to play in resourcing the plan, including contributing to the university's resource development strategy and opening doors to resources and partnerships.

Respondents to the Senate survey expressed a wide variety of views on Senate's role. Most saw the Senate as having an important role, but a few did not – either because Senate did not approve the plan or because they perceived little connection between the goals and Senate's work. On the *nature* of Senate's role, divergent views were also expressed. Some survey respondents envisioned broad roles for the Senate, whereas others saw Senate's role as more specific, for example, 'ensuring the implementation of equitable student admission and retention policies'. In sum, the great majority of those who provided input through interviews and surveys saw both the Board and

the Senate as having roles to play in helping the university achieve the goals set out in the strategic plan, but there were disparate views about the nature of the role that Senate should play.

Appendix 3: Overview of Documents Reviewed

The following is not a comprehensive list of every document reviewed but is intended to give the reader a sense of the scope of documentary review.

Dalhousie Statutes Unofficial Consolidation

Dalhousie Statutes 1820-21, 1823, 1838, 1840, 1841, 1848, 1863, 1875, 1881, 1883, 1886, 1912, 1934, 1935, 1936, 1958, 1963, 1967 and 1969, 1976, 1988 and 1996

By-laws

Board:

Board of Governors Roles and Responsibilities – April 18, 2006

Board annual evaluations: 2016; 2020-21

Board standing committee TORs (current)

Board Standing Committee Structure Review 2019

Board and Board Committee minutes (open; in camera) and selected historic going back to 1978

ASAC and CAC minutes 2020-21

Confidential draft Brown Governance Dalhousie University Governance Review November 20, 2015

Final Report: Review Committee on the Size and Composition of the Board of Governors April 1994

Evolution of the membership of the Dalhousie University Board of Governors

Procedures for Selection and Appointment of Board Chair and Board Vice-Chair 2017

Dalhousie University Board of Governors. Role of the Board Chair (n.d.)

Dalhousie Board Skills Matrix 2020-21

Dalhousie University Board Appointment Process April 18, 2017

Eligibility Criteria for Student Members of the Dalhousie University Board of Governors. April 2014

Protocol for Board Roundtable (*In Camera*) Sessions. June 2013.

Board retreat agendas

Joint Board-Senate meeting agendas 2002 - 2022

Senate:

Report of the Ad Hoc Committee on the University Constitution. November 1978.

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Senate Constitution. 2017.

Chair of Senate: Current Responsibilities and Tasks. 2013-14

Chair of Senate: Skills and competencies. 2007.

Senate standing committee TORs

Senate annual evaluations: 2015; 2018; 2019; 2020-21

Senator Meeting Procedures Guide (n.d.)

Senate minutes 2011/12 to 2021/22 and selected historic going back to 1978

Recent Senate meeting packages

Recent SPGC, SAPRC, SNC, SLTC minutes

Senate Reviews of Faculties Policies and Procedures

SPGC documents re. schedule of reviews of faculties

Faculty review timeline 2011/12 to 2021/22

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Criteria for New Academic Unit – effective September 14, 1998

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Revised Senate Constitution and Terms of Reference Approval Process – March 1, 2011

Other Dalhousie:

Third Century Promise: Dalhousie University's Strategic Plan

Policy on Policies

The governance structure of Dalhousie University. (August 2016)

Dalhousie University Strategic Direction 2014-18 (Vision, Mission, Strategic Priorities)

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Dalhousie University Indigenous Strategy. December 2018.

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Report on Lord Dalhousie's History on Slavery and Race. September 2019

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Program Proposal Process July 8

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Dalhousie Finances Report, September, 2019

Other:

Nova Scotia. Minister of Advanced Education Mandate Letter September 14, 2021

MPHEC Guidelines for Maritime Universities' Quality Assurance Framework. 2016.

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