

In Attendance: Louise Anne Comeau, (Chair), Sean Kelly, (Vice Chair), Dianne Taylor-Gearing, Greg Bambury, Kassidy Bernard, Marco Chiarot, Gary Edwards, Joanne Hames, Rebecca Hannon, Cameron Jantzen, Dean Leland, Alan MacPherson, Maggie Marwah, Peri McFarlane, Steven Peters, Jeff Somerville, Dave van de Wetering

Regrets: Faten Alshazly, Jeff Burns, Ross Cantwell, Siobhan Cleary, Jim Horwich, Ericka Walker

Invited: Sharon Johnson-Legere, Vice-President Finance and Administration, Ann-Barbara Graff, Vice-President Academic and Research, James Barmby, Associate Vice-President Student Experience and Registrar

1. Call to Order Establishment of Quorum

Meeting called to order at approximately 4:00 pm by Chair, Louise Anne Comeau with the establishment of quorum.

2. Conflict of Interest

Rebecca Hannon will recuse herself for the in camera negotiations update.

3. Acceptance of the Agenda

The agenda was accepted as presented.

Motion: To approve the February 14, 2019 Board agenda as presented.

Moved by K. Bernard. Carried [BOG 333/19-1]

4. Approval of Minutes – November 29, 2018

No changes being requested, the minutes of November 29, 2019 are hereby declared adopted as a true record.

5. Business Arising – Minutes

The Chair advised there was no business arising from the November 29, 2019 Board meeting minutes.

6. Key Correspondence

Board Secretary advised key correspondence will be dealt with in camera.

7. Chair's Introduction

The Chair introduced the Board to some of the works by NSCAD MFA students:

- Aralia Maxwell - performing her interpretation of Pedro Reyes' instructions Good Blood;
- Chloe Kinsella & Philp Kanwischer - 2020 performing their interpretation of Lygia Pape's; and
- Barbara Lounder's – interpretation of professional practice class.

The interpretations were based on “*do it*” which began in Paris in 1993. Curator Hans Ulrich Obrist began inviting artists to propose artworks based on instructions that could be openly interpreted every time they are presented. These instructions are the bases of an exhibition that has travelled the world, constantly generating new versions of itself.

In December 2018, lead by the NSCAD MFA cohort and the Anna Leonowens Gallery, over 38 participants chose 20 instructions of the 250 available. They chose instructions created by artists who had a history or connection to the Anna as a way to celebrate the 50th Anna-versary of the gallery. Together the participants interpreted their works in their own light, contributing to the ongoing legacy of the Obrist's world renowned project.

8. Faculty Presentation – Kye-Yeon Son, Professor Jewellery Design and Metalsmithing

Dr. Ann-Barbara Graff introduced Professor Kye-Yeon Son to the Board of Governors.

Professor Kye-Yeon Son has been an influential teacher at NSCAD University since 1995. In 2011 she won the Saidye Bronfman Award at the Governor General Awards in Fine Craft.

Professor Kye-Yeon Son showcased some of her works over recent years explaining process and technique.

Professor Kye-Yeon Son is one of the twenty-nine finalists for the Loewe Craft Prize 2019. The works will be exhibited from 26 June – 22 July 2019 in Tokyo, where the overall winner will be revealed. Professor Kye-Yeon Son’s work that made it to the finalist for the Loewe Craft Prize was the result of her research and creation during her sabbatical in 2018.

The Board thanked Professor Kye-Yeon Son for her presentation and offered congratulations on her recent accolade.

9. Occupational Health & Safety Presentation – Board Education Session

The Chair invited Sean Kelly, Board Vice-Chair to speak to the issue of Occupational Health and Safety for Board, Directors and Employers. S. Kelly is a Labour and Employment lawyer with Stewart McKelvey and 25% of his practice is dealing with occupational health and safety matters.

The presentation covered the following areas:

- *The Occupational Health and Safety Act*
- Duties and Responsibilities of Employers (Director Liability)
- Workplace Accidents, Investigations & Recent Incidents at NSCAD
- Defence of “Due Diligence” and Establishing a “Culture of Safety”

The Board was advised that a safety audit is underway, following which a corrective action plan will be filed.

10. Consent Agenda

The Chair stated there were a number of reports presented under the Consent Agenda and the Board had an opportunity to read through the reports prior to today’s meeting.

There will be two requests for items to be removed from the consent agenda and an update from the Chair of the Financial and Physical Resources Committee:

Consideration of Items Removed from the Consent Agenda

- Governance and Human Resources Committee

- Greg Bambury, Chair
 - Respectful Workplace and Learning Environment**
 - University Closure Policy* - For Information Purposes
 - Second Appointment – April Mandrona
 - Regular Part Time Faculty Appointment – Annie Cheung
 - Regular Part Time Faculty Appointment – Marlene Ramos
 - Canada Research Chair Tier I – Readvertisement
 - Appointment of Research Fellows
 - Appointment of Academic Dean
- *Revised Policy - ** New Policy
- Audit and Risk Oversight Committee
 - Dave van de Wetering, Chair
 - Crisis Management Team Plan*
- *Revised Plan
- Financial and Physical Resources Committee
 - Alan MacPherson, Chair
 - NSCAD Financial Sustainability Assessment Ad Hoc Committee

With these items removed, the remaining items of the Consent Agenda were declared adopted. These include the Statutory Remittance Certificate and Officer's Certificate - Facilities, Advancement Committee Report. There was no SUNSCAD Report, Alumni Report or Senate Report filed.

11. Consideration of Items Removed From Consent Agenda

Consideration of Items Removed from Consent Agenda – Governance and Human Resources (G&HR)

11.1 Greg Bambury, Chair G&HR Committee

11.1.1 Respectful Workplace and Learning Environment**

The new policy on Respectful Workplace and Learning Environment Policy was tabled at the January 17th G&HR meeting. The committee approved the policy.

Motion: To accept the recommendation of the Governance and Human Resources Committee to approve the following new Human Resources policy that falls under the authority of the Board of Governors: Respectful Workplace and Learning Environment Policy.

Moved by G. Bambury, seconded. Carried [BOG 333/19-2]

11.1.2 University Closure Policy*

Under the Policy Framework, the Board is receiving this policy for information purposes only. The policy aligns with best practice in other universities. No motion required.

11.1.3 Second Appointment – April Mandrona

At the January 17th G&HR meeting, the committee approved the following recommendations.

Motion: In accordance with Article 16.07(E)(i) of the Collective Agreement between the Board of Governors and the Faculty Union, grant the recommendation of a second appointment to April Mandrona effective July 1, 2019.

Moved by G. Bambury, seconded. S. Peters abstained. Carried [BOG 333/19-3]

11.1.4 Regular Part-Time Faculty Appointment – Annie Cheung

Motion: In accordance with Article 37.05(D) of the Collective Agreement between the Board of Governors and the Faculty Union, grant the recommendation of a Regular Part-Time Faculty Appointment to Annie Cheung effective May 1, 2019.

Moved by G. Bambury, seconded. S. Peters abstained. Carried [BOG 333/19-4]

11.1.5 Regular Part-Time Faculty Appointment – Marlene Ramos

Motion: In accordance with Article 37.05(D) of the Collective Agreement between the Board of Governors and the Faculty Union,

grant the recommendation of a Regular Part-Time Faculty Appointment to Marlene Ramos effective May 1, 2019.

Moved by G. Bambury, seconded. S. Peters abstained. Carried [BOG 333/19-5]

11.1.6 Canada Research Chair Tier I – Readvertisement

NSCAD University has been awarded a prestigious Canada Research Chair (Tier I) Special Allocation.

In our efforts to recruit in the area of Indigenous Art and Community Engagement, we have been unsuccessful at securing a strong application. The CRC Program has made changes to its nomination processes since NSCAD was last able to apply. The CRC now insists on a process that reflects the principles and values of Equity, Diversity and Inclusion (EDI).

The Research Committee has proposed that we extend the advertisement to include “Transatlantic Black African Diasporic Art and Community Engagement which is also on NSCAD’s list of priority research areas.

Following discussion, the motion was tabled:

Motion: To approve the recommendation of the Governance and Human Resources Committee to create a regular full-time faculty position in Art History and Contemporary Culture for the appointment of a CRC Tier I in Indigenous Art and Community Engagement OR Transatlantic Black African Diasporic Art and Community Engagement the rank of Associate Professor, effective July 1, 2019 in conformance with the Collective Agreement and upon the CRC Notice of Award and Acceptance (NOA).

Moved by G. Bambury, seconded. Carried [BOG 333/19-6]

11.1.7 Appointment of Research Fellows

At its October 29, 2018 meeting, the Governance and Human Resources Committee, President Taylor-Gearing brought forward from

the VP Academic and Research a nominations for the appointment of five (5) research fellows.

Under the Collective Agreement (Clause 16.11), the Board may acknowledge faculty and scholars from other institutions who, by virtue of their research expertise, will actively contribute to research culture and student mentorship through the designation of Research Fellow.

In recognition of NSCAD University's new Craft Institute's Research Project, "UnCommon Craft: A Symposium of all Nations" the request is for the following appointments for Research Fellows:

- Dr. Denis Longchamps, Executive Director, Canadian Clay and Glass Gallery;
- Dr. Juliette MacDonald, International Dean, Edinburg College of Art; and
- Emma Quin, Executive Director, Textiles Museum of Canada.

The appointments will be for a term of five (5) years (effective July 1, 2019) with possibility of renewal.

In recognition of the inauguration of NSCAD University's new Master of Arts in Art Education Program (enrollment to begin in September 2019), the request is for the following appointments for Research Fellows:

- Dr. Joanna Black, Professor, Dept. of Curriculum, Teaching and Learning, University of Manitoba; and
- Dr. Pam Patterson, Lecturer, OCAD University.

The appointments will be for the term of five (5) years (effective July 1, 2019) with the possibility of renewal.

There are no compensation costs associated with these positions.

The process falls under the remit of the VP Academic and Research. There is a research committee of Senate that brought forward the nominations.

Motion: To accept the recommendation of the Governance and Human Resources Committee to approve the appointments of Denis

Longchamps, Juliette MacDonald, Emma Quin, Joanna Black and Pam Patterson as Research Fellows in recognition of their potential contribution to research and student mentorship at NSCAD for a period of five years (renewal) commencing July 1, 2019.

Moved by G. Bambury, seconded. Carried [BOG 333/19-7]

11.1.8 Appointment of Academic Dean

Motion: To recommend to the Board of Governors that the position of Academic Dean be created, with an anticipated start date of July 1, 2019.

Moved by G. Bambury, seconded. Carried [BOG 333/19-8]

It was agreed following passing of the motion that it be noted in the minutes the creation of the position of Academic Dean be subject to budget approval.

12. Update of the Financial and Physical Resources Committee

Alan MacPherson, Chair

Financial and Physical Resources Committee

Alan MacPherson stated that the management team does an excellent job in the preparation of the financial statements in its support to the Financial and Physical Resources Committee, still on a regular basis there are questions.

In order to provide a document that is straightforward a subcommittee entitled “NSCAD Financial Sustainability Assessment Ad Hoc Committee” has been struck. A. MacPherson is Chair, and membership is Jim Horwich, Steve Peters, Dave van de Wetering and Sharon Johnson-Legere.

The subcommittee will be looking into preparing data to present a more visual informative financial package.

13. Consideration of Items Removed from Consent Agenda – Audit and Risk Oversight Committee

Dave van de Wetering, Chair

Audit and Risk Oversight Committee

13.1 Crisis Management Team Plan

D. van de Wetering advised that at its February 7th meeting the Audit and Risk Oversight Committee approved the revised Crisis Management Team Plan. The plan is being tabled for Board approval.

Motion: To accept the recommendation of the Audit and Risk Oversight Committee to approve the revised Crisis Management Plan as presented.

Moved by D. van de Wetering, seconded. Carried [BOG 333/19-9]

14. Enterprise Risk Management Reporting Template

D. van de Wetering reviewed the ERM master reporting template highlighting improvements in the risk areas.

Risk # 1- Budget and Cost Trends, this is still our number one risk. NSCAD has a structural deficit with costs rising more than revenues.

Risk # 2 Facility Planning and Condition Maintenance – This is key given our need to invest in a new facility and the deferred maintenance in our current facilities.

Risk # 3 – Recruitment and Retention – D. van de Wetering advised that critical business for A&RO is the focus on strategic market diversification.

15. President's Report

15.1 2018 – 2019 Focus on Investing for the Future and Long-Term Sustainability

The President reported the NSCAD community has continued to work together to ensure the delivery of outstanding academic quality as evidenced by achievement and accolades for the work of the students, faculty and staff.

As the 21st president, Dianne Taylor-Gearing was mandated to turn NSCAD around from a challenging position – to focus on vision; the business and administration of education, how to achieve the vision and build the foundations for NSCAD's future.

A few short years ago NSCAD fought for its independence. With a focus on strategy and implementation of plans, fair and firm stewardship of scarce resources and a commitment to working together NSCAD has driven hard to reach a position where it can fully deliver on the sustainability plan and, evidenced based, has a potential future.

15.2 Key Risks and ERM Performance Measures

The top two RED risks continue to be ERM #1 Budget Cost and Trends and ERM #2 Facility Planning Condition and Maintenance.

The Chair of A&RO Committee provided an ERM Master Reporting Template at the meeting of February 7, 2019. The measurement tool will be implemented to track and update timelines and direction on progress of NSCAD's top 10 risks.

15.3 Occupational Health and Safety (OHS)

The A&RO Committee received an Executive Summary report from the co-chairs of NSCAD's Joint Health and Safety Committee (JOHSC). NSCAD is committed to providing a healthy and safe environment for every member of the NSCAD community as reflected in the Occupational Health and Safety Policy (OHSP). NSCAD is also committed to its obligations under the *Nova Scotia Occupational Health and Safety Act* (NSOHS Act) and relevant provincial regulations.

There were changes to the Workplace Hazardous Materials Information System (WHMIS) standing in 2015 with a compliance date due December 31, 2018. NSCAD worked diligently to ensure NSCAD employees and students were certified and compliant. From 2017 NSCAD has worked with Nova Scotia Community College (NSCC) to implement an on-line WHMIS education and certification program.

With NSCAD's Board Vice-Chair presenting a Board education session on OH&S at today's meeting, this demonstrates NSCAD's commitment to improve overall safety performance.

16. In Camera

Motion: By motion of S. Kelly, the February 14, 2019 meeting of the Board of Governors moved in camera at approximately 5:48 pm. [BOG 333/19-10]

Rebecca Hannon recused herself for the final in camera agenda item.

Motion: By motion of J. Somerville, the February 14, 2019 meeting of the Board of Governors moved out of camera at approximately 6:35 pm. [BOG 333/19-11]

17. Other Business

No other business.

18. Adjournment

Motion: By motion of J. Somerville, the February 14, 2019 meeting of the Board of Governors adjourned at approximately 6:35 pm. [BOG 333/19-12]

19. Next Meeting

The next meeting of the Board of Governors will be held on Thursday, March 28, 2019.

*Recorded by K. Connor, Executive Assistant Governance & President's Office
Approved for internal circulation by Louise Anne Comeau, Board Chair on March 25, 2019.*