



**In Attendance:** Louise Anne Comeau (Chair), Sean Kelly (Vice-Chair), Jacey Byrne, Marco Chiarot, Joanne Hames, Rebecca Hannon, Jim Horwich, Marlene Ivey, Duane Jones, Jamie Loughery, Dean Leland, Alan MacPherson, Maggie Marwah, Sarah McKinnon, Kris Reppas, Dave van de Wetering

**Regrets:** Gary Edwards

**Invited:** Ann-Barbara Graff, Vice-President (Academic and Research) and Provost, Linda Hutchison, Associate Vice-President University Relations, James Barmby, Associate Vice-President Government Relations, Leanne Dowe, Interim Chief Financial Officer, Ashley Lorette, Director of Human Resources

**1. Call to Order Establishment of Quorum**

Meeting called to order at approximately 3:00 pm by Chair, Louise Anne Comeau with the establishment of quorum.

**2. Territorial Acknowledgement**

Interim President Sarah McKinnon read into the record the Territorial Acknowledgement, which is an acknowledgement of First Peoples on whose traditional territories we live and work.

“NSCAD is in Mi’kma’ki on the ancestral and unceded territory on the Mi’kmaq Nation. This territory is covered by the “Treaties of Peace and Friendship” which Mi’kmaq and Wolastoqiyik (Maliseet) peoples first signed with the British Crown in 1725. The treaties did not deal with surrender of lands and resources but in fact recognized Mi’kmaq and Wolastoqiyik (Maliseet) title and established the rules for what was to be an ongoing relationship between nations.”

The Board was reminded that October is Mi’kmaq History Month.

**3. Conflict of Interest**

There were no conflicts of interest declared.

**4. Acceptance of the Agenda**

The agenda was accepted as presented.

**Motion:** To approve the September 24, 2020 Board agenda as presented.

Moved by D. van de Wetering. [*BOG 346/20-53*]

## **5. Welcome & Introductions**

The Chair welcomed Interim President Sarah McKinnon. Dr. McKinnon is one of Canada's most experienced and respected academic leaders in the world of fine and applied arts. She comes to NSCAD from The Glenn Gould School of The Royal Conservatory of Music in Toronto, where she is serving as Director of Academics. She has held senior academic and administrative roles at The School of the Museum of Fine Arts in Boston (SMFA), the University of Winnipeg, and the Ontario College of Art and Design University (OCAD U), where she spent over a decade and served as Acting President. We are thrilled to have Dr. McKinnon join NSCAD at this time.

The Chair acknowledged that the events of the summer were difficult for everyone, faculty, students as well as the Board, who were subject to unjust abuse. The Board recognize the frustration and understand the situation was difficult for everyone. The Chair encouraged everyone to resume our responsibilities as a Board and work together as one to advance the goals of NSCAD. The Chair stated she was pleased at the progress achieved on a number of fronts and extended the invitation to reach out to her if there are concerns.

## **6. Adoption of the Meeting Minutes**

No changes being requested, the minutes of the following Board meetings are hereby adopted as a true record.

- June 25, 2020;
- June 29, 2020;
- July 6, 2020 (*email vote*)
- July 8, 2020
- August 10, 2020 (*email vote*)

## **7. Business Arising from the Minutes**

The Chair advised there was no business arising from Board meeting minutes.

## **8. Key Correspondence**

There was no key correspondence.

## **9. Consent Agenda**

The Chair stated there were a number of reports presented under the Consent Agenda and the Board had an opportunity to read the reports prior to today's meeting. The Chair asked if there were any requests for items to be removed from the Consent Agenda.

There will be one request for an item to be removed from the consent agenda.

Consideration of Item Removed from the Consent Agenda:

- Financial & Physical Resources Committee
  - Alan MacPherson
    - Review and Approve Endowment Scholarship Allocation

### **Approval of Items from the Consent Agenda**

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, the report of the Audit & Risk Oversight Committee of September 3, 2020, the report of Advancement Committee of August 20, 2020, the report of the Governance & Human Resources Committee of September 10, 2020, NSCAD Board Meeting Schedule 2020/2021, and the Board of Governors Attendance Report, SUNSCAD report, and Alumni report.

## **10. Consideration of Items Removed from Consent Agenda – F&PR and G&HR**

### 10.1 Financial & Physical Resources Committee Alan MacPherson

#### 10.1.1 Review and Approve Endowment Scholarship Allocation

Alan MacPherson stated at its August 27<sup>th</sup> meeting the F&PR committee reviewed the status of the scholarship funds. Before the Board is the recommendations from the F&PR committee.

**Motion:** Be it Resolved that a general endowment scholarship allocation of \$150,000 be awarded for fall 2021 (\$100,000) and winter 2022 (\$50,000). Typically, 25%-30% of scholarships are allocated in the winter term and the remainder in the fall term. This calculation is based on a 3-year rolling average adjusted for CPI. Actual realized income on the fund in fiscal 2019/20 was \$442,946. The market volatility buffer was 20.24% at the end of fiscal 2019-20 and with this buffer NSCAD has enough reserve to pay up to four years' worth of scholarships at \$150,000/year.

Moved by Alan MacPherson, seconded. Carried [BOG 346/20-54]

**Motion:** Be it Resolved that the fourth round of bursaries be awarded from the Creative Innovators of Tomorrow Endowment Fund for fall 2021 and winter 2022. These bursaries pay the full tuition for five students for four years of continuous study. It is estimated these bursaries for the twenty students will cost \$92,082 for fall 2021 and \$92,082 for winter 2022 (before netting NS bursary of \$641.52/term, if the recipient student is from Nova Scotia). Actual realized income on the fund in fiscal 2019/20 was \$222,605.

Moved by A. MacPherson, seconded. Carried [BOG 346/20-55]

## **11. Nominations Committee Recommendation Report**

Board Chair, Louise Anne Comeau advised that under the Governance & Human Resources/Nominations Committee, a slate of officers would be coming forward for appointment at the September 24, 2020 AGM.

The Chair advised there are five (5) Governor-at-Large vacancies to be filled. We are pleased to advise we have been able to fill the vacancies and these potential new governors are detailed in the Nominations Report.

**Motion:** To approve the recommendation of the Nominations/Governance and Human Resources committees to adopt the 2020 Nominations Report as prepared by the Nominations Committee.

As Chair of the Nominations Committee, Louise Anne Comeau moved this motion.

Moved by Louise Anne Comeau, seconded. Carried [BOG 346/20-56]

Louise Anne Comeau stated she was grateful for all members of the Board, both new members and those that have decided to remain on the Board during these challenging times. The Chair extended thanks to Sean Kelly and Joanne Hames for all of their work in this area. We have an incredible slate of new members, which broadens our reach and diversity across Canada.

The Chair emphasized the importance of the appointment process being clear and transparent. To that end, and as agreed at the June 22 G&HR meeting, the university will be making a public call for applications for Governors at Large. For the September 2020 appointments we did not have sufficient time for advertising and vetting of applications. The process along with public advertising will be established and implemented for 2020/2021.

## **12. Q1 Financial Statements**

Alan MacPherson provided an overview of the Q1 financial statements stating overall the Q1 statements are good news and better than originally projected. Leanne Dowe, Interim Financial Officer was invited to provide the Board with more detail.

- Summer tuition is projected to exceed budget by \$34k.
- There were fewer classes in total offered this summer & many course material fees were waived for online courses as students provided their own supplies. Once material fees are finalized for fall, we anticipate an adjustment in projected material fee revenue and a corresponding student material expense reduction.
- Operating grant was increased by 1% over the prior year. Received a CRC grant of \$50k and a provincial deferred maintenance grant of \$469k during Q1.
- Extended Studies had to cancel classes for the summer due to COVID 19 restrictions resulting in lost revenue of \$160K (99%) compared to last year. The school store remained open, but revenue was down \$19k (46%) from Q1 last year.
- New online non-credit projected program revenue in fall and winter is anticipated to offset the reduction in summer ancillary revenue. School Store Revenues are expected to increase in the fall so no adjustment is currently projected.
- Departmental revenue is down because students are not on campus.

### **Variations – Expenses**

- Increase in academic compensation over prior year due to anticipated collective agreement increases.
- Maintenance & repairs and utilities have decreased over prior year due in most part to savings from empty buildings.
- Compensation in service departments is down \$56k from last year due to fewer positions in current year. Student emergency bursaries have increased by \$54k over prior year due to pandemic relief fundraising program.
- Compensation costs in Administration for Q1 are \$40K higher than Q1 prior year, while operating expenses are down \$92k. Compensation increased over prior year due to the addition of the Dean and Occupational Health & Safety positions.

The Chair thanked Alan MacPherson and Leanne Dowe for their presentation of the Q1 quarterly results.

The President reported there is a CONSUP initiative to make a request to the Department of Labour and Advanced Education (L&AE) to review the impact of COVID 19 on each university. The President will be meeting with L&AE to discuss the NSCAD's financial implications on October 8.

L. Dowe advised a bi-weekly report is sent to L&AE to keep them informed of NSCAD's enrolment and the financial implications.

The Chair commended management in its efforts, to reach this result without a tuition increase is amazing.

### **13. Enterprise Risk Management Reporting Template & Update**

Dave van de Wetering advised two ERM workshops have been held to review NSCAD's top risks and associated criteria. The outcome of the consultations are now been reviewed by Leah White of Grant Thornton. Key to this process are the metrics, which will be included in the ERM Reporting Template.

It is anticipated the Top Risks including metrics will be tabled at the November Board meeting.

### **14. Board Annual Evaluation Results/Comments**

The evaluation was provided to all members of the NSCAD Board of Governors with the intent to gather information from the Board members regarding evaluating the functions and effectiveness of the Board over the previous year. For the second year, we used the survey tool "Blue Explorance".

Joanne Hames, Chair Governance & Human Resources Committee thanked Board members that took the time to complete the evaluation. Overall, the response rate was good. The commentary included good suggestions and critical feedback which helps in charting our way forward.

The Governance & Human Resources Committee will be reviewing the survey more fully at its October 29 meeting and bring forward recommendations to the Board at its November Board meeting.

## **15. President's Report**

Interim President McKinnon stated she was pleased to be at NSCAD during this unusual time and to take on new challenges and work together to conquer them.

The Interim President reported that we have started the 2020 fall semester with a completely revamped online program and a full complement of students, meeting our post-COVID targets.

In the area of facilities planning, there have been several meetings and discussions on this topic since July 15, and the sense of priority and urgency is understood. Aside from health and safety issues related to COVID19, a facilities plan for submission to Nova Scotia government officials is clearly our top priority.

The Anna Leonowens' Gallery is hosting a series of lectures; all are online via Kaltura and patched through to Facebook Live. We were delighted with the response to the September 15 lecture by Haitian-Canadian actress, director and producer Fabienne Colas. Hosted by NSCAD Alumnus Duane Jones, over 3000 people attended the lecture via Facebook and Kaltura.

NSCAD has also committed to hosting conversations about systemic racial injustice and redress for the NSCAD community over the upcoming year as part of the commitments outlined in both President's Advisory Committee on Anti-Racist Initiatives (PADCARI) and NSCAD's Academic Plan: Opportunity and Belonging, 2020-25. The schedule of these conversations will be announced shortly.

A new position has been created, the Associate Vice-President Operations. This person will assist in evaluating our current facilities and proposal for a new facility. It is anticipated this individual will be in post early fall 2020.

In addition, a Director of Opportunity and Belong has been hired. In this new and pivotal role, which is reflected in the goals developed over the last year in the University's Academic Plan 2020-2025: Opportunity & Belonging, the person will work closely with the NSCAD's students, senior leadership team, and Senate. They will play an institutional leadership role in advancing the academic priorities of the university by building and strengthening a culture of opportunity and belonging across all aspects of the community. They will also be responsible for designing and leading consultative processes to create and influence a culture of engagement across the University, and for leading NSCAD's engagement and partnership strategies, particularly with Mi'kmaq, Indigenous and African Nova Scotian communities.

## **16. Other Business**

### **16.1 Presidential Search**

The Chair advised that a Presidential Search would be undertaken. An update on the status of the search will be brought forward at the November Board meeting.

### **16.2 Thank You**

The Chair thanked both Rebecca Hannon and Marlene Ivey, outgoing Board members. The Board expressed thanks for their contribution and commitment.

The Chair congratulated Marlene Ivey on her retirement in December.

## **17. In Camera – Excluding Senior Leadership**

**Motion:** By motion of R. Hannon, the September 24, 2020 meeting of the Board of Governors moved in camera at approximately 3:57pm. [BOG 346/20-57]

The following left the meeting for the first part of the in camera session, Ann-Barbara Graff, Linda Hutchison, Jim Barmby, Leanne Dowe and Ashley Lorette.

## **18. In Camera – Excluding President**

During the second segment of the in camera session, the Board held an in camera session excluding the President. Interim President McKinnon and EA Governance and President's Office left the meeting at approximately 4:02pm.

**Motion:** By motion of M. Chiarot, the September 24, 2020 meeting of the Board of Governors moved out of camera at approximately 4:15pm. [BOG 346/20-58]

## **19. Adjournment – Next Meeting**

**Motion:** By motion of Louise Anne Comeau, the September 24, 2020 meeting of the Board of Governors adjourned at approximately 4:15 pm. [BOG 346/20/59]

### **Next Meeting**

The next meeting of the Board of Governors will be held on Thursday, November 26, 2020.

*Recorded by K. Connor, Executive Assistant Governance & President's Office*

*Approved for internal circulation by Louise Anne Comeau, Board Chair on November 19, 2020.*