



**BOARD OF GOVERNORS**  
November 26, 2020 (*Meeting #348*)  
**MINUTES**

**Adopted: February 11, 2021**

**In Attendance:** Louise Anne Comeau (Chair), Sean Kelly (Vice-Chair), Shelley Burke, Jacey Byrne, Marco Chiarot, Gary Edwards, Jennifer Green, Joanne Hames, Cheryl Hann, Jim Horwich, Duane Jones, John Keating, Dean Leland, Jamie Loughery, Alan MacPherson, Maggie Marwah, Sarah McKinnon, Kris Reppas, Jeremy Tsang, Dave van de Wetering

**Regrets:** Fabienne Colas, Charmaine Nelson, Anthony Novac

**Invited:** Ann-Barbara Graff, Vice-President (Academic and Research) & Provost, Martine Durier-Copp, Academic Dean, Linda Hutchison, Associate Vice-President University Relations, Isabelle Nault, Associate Vice-President Operations, James Barmby, Associate Vice-President Government Relations, Leanne Dowe, Interim Chief Financial Officer, Ashley Lorette, Director of Human Resources, DeRico Symonds, Director Opportunity and Belonging

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

Meeting called to order at approximately 4:05pm 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.”

**3. Declaration of any 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 November 26, 2020 Board agenda as presented.

Moved by Joanne Hames. [BOG 348/20-80]

## **5. Welcome & Introductions**

The Chair welcomed the Board to its first meeting of 2020/2021. Byway of Board complement overview, the Chair asked each of the Governors to introduce themselves and provide a brief summary of their background.

Following introductions, the Chair stated that at the next meeting time would be allotted for management to provide introductions to the Board.

## **6. Adoption of the Meeting Minutes – September 24, 2020**

No changes being requested, the minutes of the September 24, 2020 Board meeting are hereby adopted as a true record.

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

The Chair advised there was one item for consideration “Enterprise Risk Management Reporting Template Update”. This matter will be considered under Agenda Item # 12.

## **8. Key Correspondence**

There was no key correspondence.

## **9. Presentation– Director of Opportunity and Belonging**

The Chair, Louise Anne Comeau, welcomed DeRico Symonds as its inaugural Director, Opportunity and Belonging. DeRico started with NSCAD effective October 5, 2020.

In this new and pivotal role, Symonds will work closely with the NSCAD’s students, senior leadership team, and Senate. He 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. He 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.

The Board was provided with an overview of initiatives that are being undertaken at this time and future visioning for the university that will enable students, faculty and staff to learn and grow in a positive welcoming environment.

The Board expressed particular interest in the “Opportunity and Belonging Gala”. The idea of a gala resonated with the Board and it was agreed this would be an excellent way to showcase NSCAD students and their work.

DeRico thanked Board Governor, David van de Wetering for his donation which provided funds to purchase mugs and hats for giveaways, it is a goodwill gesture that shows students “you are here and belong at NSCAD”.

DeRico concluded stating NSCAD has heard and is responding to the needs of marginalized groups in an immediate way.

Louise Anne Comeau thanked DeRico for his presentation and for all his team are doing to move forward in this area.

## **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 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 are three requests for items to be removed from the consent agenda.

Consideration of Item Removed from the Consent Agenda:

- Financial & Physical Resources Committee
  - Alan MacPherson
    - Purchasing Policy
- Governance & Human Resources Committee
  - Joanne Hames
    - Advancement Committee Work Plan
    - Occupational Health and Safety Policy and Program
    - Short Term Disability Policy
    - Professor Emerita Pam Ritchie
    - Professor Emerita – Jan Peacock
    - Special Leave – Elena Brebenal
- Audit & Risk Oversight Committee
  - Dave van de Wetering
    - Enrolment Status Report

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 Advancement Committee of October 8, 2020, report of the Governance & Human Resources Committee Email Vote of November 23, 2020, Senate Report and SUNSCAD Report. It was noted there was no Alumni Report filed since there had not been a meeting of the Alumni Association since the last Board meeting.

## **11. Consideration of Items Removed from Consent Agenda – F&PR, G&HR and A&RO**

### **11.1 Financial & Physical Resources Committee**

- Alan MacPherson
  - Purchasing Policy

The Chair, Alan MacPherson stated that at its October 16<sup>th</sup> meeting, F&PR considered the changes to the Purchasing Policy. The changes were made primarily to address the change in administration structure. In addition, Deloitte as part of their audit conducted

a specified procedure audit on the Purchasing Policy. One suggestion was that the Finance Department now maintain a centralized area for housing electronic files of these competitive quotations. SharePoint will be the platform used to house this information.

The following motion was tabled:

**Motion:** To approve the recommendation of the Financial & Physical Resources Committee to accept Purchasing Policy 4.6 as amended including consideration of Deloitte's recommendations.

Moved by Alan MacPherson, seconded. Carried. [BOG 348/20-81]

## 11.2 Governance & Human Resources Committee

- Joanne Hames
  - Advancement Committee Work Plan

The Chair, Joanne Hames advised that at its October 29<sup>th</sup> meeting, the committee received a briefing on the changes being requested to the Advancement work plan. The proposed changes to the plan are to better leverage this tool to create alignment between the Board Advancement Committee and the work being done by Advancement and Communications team members.

**Motion:** To approve the recommendation of the Governance & Human Resources Committee to accept the revised ADV work plan as presented.

Moved by Joanne Hames, seconded. Carried. [BOG 348/20-82]

- Occupational Health & Safety Policy and Program

At its October 26<sup>th</sup> meeting, the committee received proposed revisions to the Occupational Health & Safety Program. A full review of the safety program has been undertaken, and an entire new Occupational Health & Safety Program has been designed. With the proposed changes, much of what was previously included in the contents of the OH&S policy is now incorporated and expanded upon in the OH&S program.

**Motion:** To approve the recommendation of the Governance & Human Resources Committee to accept the revised the Occupational Health & Safety Policy and Program amendments as presented.

Moved by Joanne Hames, seconded. Carried. [BOG 348/20-83]

- Short Term Disability Policy

At its October 26<sup>th</sup> meeting, the committee considered a legislative change which required a regulatory amendment to be made to reduce the qualifying period standards for short term disability. The committee approved the recommendation.

The following motion is being tabled:

**Motion:** To approve the recommended changes of the Governance & Human Resources Committee in the Short Term Disability (STD) qualifying period from ten (10) days to five (5) days, pending agreement with all employee groups, to align with the changes in waiting period legislation and in order to continue to be eligible to participate in the EI rebate program.

Moved by Joanne Hames, seconded. Carried. [BOG 348/20-84]

#### Out of Camera Motions

J. Hames stated that at the October 26<sup>th</sup> meeting of the G&HR committee held an in camera session. The following motions were tabled out of camera and are now before the Board.

- Professor Emerita Pam Ritchie

**Motion:** To approve the recommendation of the Governance & Human Resources Committee that the NSCAD Board of Governors confer the honorary title of “Professor Emerita” to Pam Ritchie

Moved by Joanne Hames, seconded. Carried. [BOG 348/20-85]

- Professor Emerita Jan Peacock

**Motion:** To approve the recommendation of the Governance & Human Resources Committee that the NSCAD Board of Governors confer the honorary title of “Professor Emerita” to Jan Peacock.

Moved by Joanne Hames, seconded. Carried. [BOG 348/20-86]

Ann-Barbara Graff noted these are the first two women to receive the “Professor Emerita” appointment in NSCAD’s 135 year history and a cause for celebration for NSCAD.

- Special Leave – Elena Brebenal

**Motion:** To approve the recommendation of the Governance & Human Resources Committee to approve the special leave granted to Elena Brebenal from January 1, 2020- December 31, 2020 be extended to June 30, 2021.

Moved by Joanne Hames, seconded. Carried. [BOG 348/20-87]

### 11.3 **Audit & Risk Oversight Committee**

- Dave van de Wetering invited Dr. Ann-Barbara Graff to provide the Board with an update on the enrolment status.
  - Enrolment Status Report

Ann-Barbara Graff provided context for the data in the AAU report received on October 1<sup>st</sup>.

NSCAD currently has 830 student's enrolment, 122 first time students to NSCAD. In budgeting, we reduced our expectations around COVID-19 and set the target at 808, we have exceeded this target at 830. Out of the 830 students, we have 629 domestic and 221 international.

AAU reports first time students as those with no post secondary education where we record first year students as those taking first year courses.

There appears to be more activity around the winter semester, some may have opted out of the fall semester hoping that the winter semester would be face-to-face, now are opting back in realizing courses for the winter semester will be entirely online. There are 160 winter online courses.

An issue this year has been one of mental health, wellness and the ability for students to take a full course load online. The amount of screen time is challenging. Attention and resources are being directed to addressing this concern.

In looking at recovery for next year, we are reviewing current articulation and transfer agreements with colleges, with efforts to drive additional collaboration with colleges across Canada to offer block transfer and degree completion opportunities.

It was acknowledged that the current enrolment situation will have a four to five year throughput. COVID-19 is impacting persistence as well as recruitment.

Interim President, Sarah McKinnon stated that she is optimistic; the team has been proactive and have put a great deal of energy and time in addressing these challenges.

Louise Anne Comeau invited Martine Durier-Copp to present to the Board at its next meeting on teaching and learning and the excellent opportunities and benefits that have arisen with moving to online learning.

## **12. Enterprise Risk Management (ERM) Master Reporting Template & Update**

Dave van de Wetering stated that this has been a long standing project which is now moving into its final stage with top core risks and metrics of the ERM. The Audit & Risk Oversight Committee will review the ERM at its February 4<sup>th</sup> meeting and bring forward to the Board on February 11<sup>th</sup>.

### **13. President's Report**

Interim President McKinnon provided a written President's Report with appendices to the Board for today's meeting.

The Board was advised that Dr. McKinnon recently met with Andy Fillmore, Member of Parliament for Halifax. It was agreed this was a good connection and were pleased that Mr. Fillmore, MP, indicated he would be interested in working with approval process on NSCAD infrastructure.

Highlights of the report:

- **Winter Semester Revised** - The first two weeks of the winter semester will be used as opportunities to share orientation and training for all students, faculty and staff. The week of January 4 will focus on orientation for new students, online learning strategies, wellness workshops and occupational health and safety training. The following week will feature training for everyone on anti-oppression and sexual violence prevention. We are also enhancing our support for student wellness and mental health through the work of our Peer Mentors, led by NSCAD Director of Opportunity and Belonging DeRico Symonds. Classes will officially begin on or after Monday, January 18, 2021.
- **PADCARI** - The first meeting of the President's Advisory Council on Anti-Racist Initiatives (PADCARI) was held November 13, with the objective of developing a plan to decolonize NSCAD policies and practices and create a sustainable culture of inclusiveness and accountability in an environment that champions anti-racism. It is expected a report to be presented to the university community by the end of the Winter 2021 semester.
- **Board Training** – We engaged Global Philanthropic on November 12 to provide a Board training for all members of the Board of Governors, both new and returning.
- **Film Screening – Bread in the Bones**, which was created, produced and directed by NSCAD faculty member Darrell Varga was screened online for the NSCAD community on November 5. The documentary won the award for Best Atlantic Documentary at the 2020 FIN Atlantic Film Festival.
- **Tuition and Fee Review** - Higher Education Strategic Associates (HESA) has been engaged to complete a competitive analysis of NSCAD's tuition and fee structure. The report will identify risks, costs and benefits of the current tuition and fee structure, perform a comparison of tuition and fees of competitive programs and universities and determine if the university is achieving full cost-recovery of all value added ancillary services. The report is expected by December 31.
- **Vision Exercise** - A key element in the development of planning for the future, including facilities, recruitment and fundraising, all within the context of the academic plan, is the creation of a vision statement. The consultative NSCAD Vision Exercise and Survey is well underway, with the surveys being completed by November 13. Four focus groups (Students & Alumni; Senior Leadership and Directors; Board of Governors; Faculty & Staff) have been formed and meetings with each group will be completed by December 4. One representative of each group will then join a working committee develop a proposal to the Board for a definitive vision statement. From this vision statement, we expect over time the development of a mission statement, which should shape all future foreseeable planning and budget exercises.

- **NSCAD’s Campus Response Plan** – The plan has been fully implemented. Accordingly, we have ensured safe protocols are in place in all areas of the campus. Signage regarding handwashing, ingress/egress, cleaning, social distancing, and face masking requirements are clearly posted and the campus access form protocol is well understood and respected by members of the campus community.

In Phase 1, only essential personnel, those supporting online course production, MFAs, and faculty and students requiring access to perform limited functions are permitted on campus.

Phase 2 of the Campus Response Plan allows for return to campus of a wider range of staff including technicians and staff who rely on access to perform the full scope of their roles. Access to the campus remains extremely limited, and we are monitoring the current spike in cases in case we need to rollback access.

The President’s Report also provided numerous other updates in the areas of Federal, Provincial and Regional relations as well as activities conducted external to NSCAD.

The Chair thanked Dr. McKinnon for the comprehensive report.

#### **14. Presidential Search Update from G&HR**

Joanne Hames, Chair of Governance & Human Resources (G&HR) Committee advised that an email vote of G&HR was conducted on November 23<sup>rd</sup> to establish the Presidential Search Committee.

G&HR was advised the NSCAD Board of Governors was embarking on a search for a new President. The by-laws require that the Governance & HR Committee recommend to the Board the process to be undertaken to recruit the President, including composition of the Committee (per Article V(7)(a)).

The following recommendation was tabled:

**Motion:** To approve the recommendation of the Governance & Human Resources Committee the establishment of the Presidential Search Committee.

#### **Recommended Presidential Search Committee Composition:**

Jim Horwich, Committee Chair

Maggie Marwah

Louise Anne Comeau

Joanne Hames

Cheryl Hann

Faculty Appointee #1 – to be appointed by FUNSCAD by December 3, 2020

Faculty Appointee #2 – to be appointed by FUNSCAD by December 3, 2020

Student Appointee – to be appointed by SUNSCAD by December 3, 2020

Moved by Joanne Hames, seconded. Carried [BOG 348/20-88]



## **15. Other Business**

As part of the annual process, Governors were requested to sign the Code of Conduct. This is a prerequisite of all Governors in order to be able to participate in Board business.

There were concerns raised regarding some of the language in the Code and its possible impact on a number of constituencies.

It was agreed to have a discussion on the matter to come to a better understanding of the concerns. Various options were put forward in order to facilitate the signing of the Code of Conduct, but it was agreed the same Code of Conduct must be signed by all members of the Board of Governors.

All Governors were encouraged to sign the current Code of Conduct while the matter was under consideration. Any Governor not signing the Code of Conduct will not be able to participate in Board business.

A meeting will be set for the following week.

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

**Motion:** By motion of Alan MacPherson, the November 26, 2020 meeting of the Board of Governors moved in camera at approximately 5:57pm. [BOG 348/20-89]

The following left the meeting for the first part of the in camera session, Ann-Barbara Graff, Martine Durier-Copp; Linda Hutchison, Jim Barmby, Leanne Dowe, Ashley Lorette, Isabelle Nault, DeRico Symonds.

## **17. 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 6:15

**Motion:** By motion of Joanne Hames, the November 26, 2020 meeting of the Board of Governors moved out of camera at approximately 6:32pm. [BOG 348/20-90]

## **18. Adjournment – Next Meeting**

**Motion:** By motion of Sean Kelly, the November 26, 2020 meeting of the Board of Governors adjourned at approximately 6:32 pm. [BOG 348/20-91]

### **Next Meeting**

The next meeting of the Board of Governors will be held on Thursday, February 11, 2021.

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

*Approved for internal circulation by Louise Anne Comeau, Board Chair on February 8, 2021.*