



BOARD OF GOVERNORS

March 25, 2021 (Meeting #350)

MINUTES

Adopted: May 6, 2021

In Attendance: Louise Anne Comeau (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, Charmaine Nelson, Anthony Novac, Kris Reppas, Dave van de Wetering

Regrets: Fabienne Colas

Invited: Martine Durier-Copp, Acting Vice-President (Academic and Research), 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

1. Call to Order Establishment of Quorum

Meeting called to order at approximately 4:00pm 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

Charmaine Nelson and Jennifer Green will be recused for discussion on the recommendations for Academic Appointments, agenda item # 14.

4. Acceptance of the Agenda

The agenda was accepted as presented.

Motion: To approve the March 25, 2021 Board agenda as presented.

Moved by Sarah McKinnon. [BOG 350/21-16]

5. Adoption of the Meeting Minutes and Business Arising from the Minutes

No changes being requested, the minutes of the February 11, 2021 and February 12, 2021 Board meetings are hereby adopted as a true record. Noted were the minutes of February 12, 2021 were result of an email vote.

There was no business arising from the minutes of February 11th or 12th, 2021.

6. Key Correspondence

There was no key correspondence.

7. Getting to Know the NSCAD Community

Greg Adolphe-Nazaire, Director, Creative Entrepreneurship Lab

The Chair, Louise Anne Comeau, welcomed Greg Adolphe-Nazaire to the meeting to present on the Creative Entrepreneurship Lab.

In September 2020 NSCAD University announced the establishment of the Creative Entrepreneurship Lab. The lab will be led by Gregory Adolphe-Nazaire, a multi award-winning instructor, consultant to governments, economic development agencies, community-based organizations, and a former executive member of an international trade organization. Adolphe-Nazaire will also serve as Special Advisor to NSCAD's VP (Academic & Research) and Provost, Dr. Ann-Barbara Graff, and will instruct Entrepreneurship for Visual Arts for the fall semester.

Adolphe-Nazaire holds Master of Science from University of Bordeaux Management School, an MBA from University of Nantes, and he is currently pursuing a Ph.D. at Aix Marseille University.

Greg thanked the Board for the opportunity to share some of the initiatives that are long overdue with respect to the creative economy in Nova Scotia.

The Creative Entrepreneurship Lab will help NSCAD students develop the business, networking, financing, and advocacy skills they need to succeed with their arts-based businesses. The lab will foster an inclusive environment where all artists have the same chance of success, regardless of skills, race, gender, or creed.

Adolphe-Nazaire noted that Creative industries (Orange Economy) is everything that is related to fine arts, publishing, visual arts, audiovisual/cinema, music, performing arts, plastic, media arts, design. It generates \$54.6 billion annually for Canada and is growing faster than the rest of the economy.

Too often, many see anything related to art or design as a passion but not as a viable business opportunity. Many aspirant cultural entrepreneurs when starting a business will have to overcome these hurdles.

NSCAD Entrepreneurship Lab – How we help?

Our unique core competencies in combination with our business network, as well as our alumni community, led us to believe that we can offer a comprehensive package to creative entrepreneurs and help create the right business and social infrastructure for them to thrive by emphasizing the following priorities:

- Customized training
- Mentorship
- Business Development Partnerships
- Research and policy prescriptions

In addition, we are a cultural accelerator positioning itself to be a strategic partner to the NSCAD community and creative entrepreneurs in Nova Scotia.

This is a good news story for NSCAD since we are the only cultural incubator east of Montreal. We have talented young artists but had no support system in place.

Greg also spoke about succession planning and the possibility of mentor matching, those who may wish to sell a business to those who may want to purchase. These are all strategies to be developed.

It was agreed it is important to empower students by understanding the business end, then they can focus on doing their craft knowing their best interest are being taken care of.

An advisory board has been created and its members cover every walk of life and willingly share their resources.

Interim President, Sarah McKinnon advised TD has provided a \$150,000 grant over three years to advance this initiative.

Adolphe-Nazaire thanked the Board for their support and the opportunity to speak to them on the lab.

8. Consent Agenda

The Chair stated there were several 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 were two requests for items to be removed from the consent agenda.

Consideration of Item Removed from the Consent Agenda:

- Financial & Physical Resources Committee
 - Alan MacPherson
 - Project Management Consultant
- Governance & Human Resources Committee
 - Joanne Hames

- Consider any Promotions or Appointments forwarded by the VP Academic and Research
 - Solomon Nagler – Full Professor
 - Jennifer Green – Third Appointment with Tenure and Promotion to Associate Professor
 - April Mandrona - Third Appointment with Tenure and Promotion to Associate Professor
 - Tabitha Osler – Appointment Regular Part-Time Faculty
 - Carolyn Crewe – Appointment Regular Part-Time Faculty

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, minutes of the Advancement Committee of February 25, 2021, minutes of the Audit & Risk Oversight Committee of March 11, 2021, SUNSCAD Report and Alumni Report.

9. Consideration of Items Removed from Consent Agenda – F&PR and G&HR

9.1 Financial & Physical Resources Committee

- Alan MacPherson, Chair, F&PR
 - Project Manager Consultant

Alan MacPherson, Chair of F&PR, stated that at its February 18, 2021 the committee received the results of the RFP for a Project Management Consultant issued in December 2020. Alan noted that he engaged in frank and worthwhile conversations with management involved in the selection process. Colliers was selected as the project manager.

To assure the Financial & Physical Resources Committee that the project is keeping within the spending parameters, the committee requested quarterly reviews be submitted to the committee from management.

With everyone in agreement, the following motion was tabled:

Motion: To approve the recommendation of the Financial & Physical Resources Committee to engage and proceed to contracting phase with Colliers Project Leaders Inc. as the successful applicant of the RFP - Project Management Consultant issued in December 2020. The maximum contract amount not to exceed \$162,500 over a one-year term, including a quarterly review and approval by F&PR Committee. Funds to be realized from the operating reserve.

Moved by A. MacPherson, seconded. Carried [BOG 350/21-17]

9.2 Governance & Human Resources Committee

- Joanne Hames, Chair, GHR
 - Consider any Promotions or Appointments forwarded by the VP Academic and Research

The recommendations will be brought forward in an in camera session, agenda item # 14 with out of camera motions to follow.

10. Enterprise Risk Management (ERM) Master Reporting Template & Update

Dave van de Wetering, Chair A&RO

The Board received the draft ERM KPI-KRI Reporting Matrix for consideration. Dave van de Wetering asked Leanne Dowe to provide an update.

L. Dowe advised this was an ongoing project that has been undertaken over several months with Leah White of Grant Thornton leading two workshops at the start of the process. There were forty-nine risks identified and ranked. At the end of the exercise eleven top risks were identified and will comprise the revised ERM risk register.

One important thing learned was the matrix and KPIs should provide value and enable the university to make decisions and enhance resilience. When establishing the top risk areas, consideration was given to what the financial and reputational risks are and whether we are willing to accept that risk.

It was acknowledged that with limited resources we need to carefully consider where we will invest. In the current year, we need to invest in online offerings.

The reporting format will provide both quantitative and qualitative metrics which we will see on a quarterly basis.

The Board will receive a final presentation and ERM Risk Template at the May 6, 2021 meeting. Once adopted we will commence using the revised template in fall of 2021.

11. Budget 2021/2022 Update

Alan MacPherson, Chair F&PR

Alan requested Leanne Dowe, CFO, to provide an update on the status of the 2021/2022 Budget.

Leanne advised the Budget Advisory Committee will be holding its final meetings over the next couple of weeks. There has been a call with Dr. Robert Strang on the vaccine rollout, the province is positive everyone will be able to get their first dose by June. The second vaccines should be administered by September. There is a template being developed by AAU and CONSUP on a COVID return to campus plan. The same template will be used by all universities.

At the next Board meeting we will consider the implications of COVID and the multi-year impact on the university. It will be a view of a five year window and how that might look.

The draft budget will be tabled at the April 13, 2021 F&PR meeting and brought to the Board at its May 6, 2021 meeting.

Jim Horwich asked Leanne Dowe to provide the Board an understanding of how the Budget Advisory Committee and Finance team prepare the budget and the consultative approach that is undertaken.

L. Dowe explained the process which starts in the fall and includes all constituents of NSCAD.

12. President's Report & NSCAD's Mission & Vision Statement

Sarah McKinnon, Interim President

Interim President McKinnon provided a written President's Report with appendices to the Board for the period covering February 11, 2021 to March 19, 2021. It identified the work being done at all three levels of government, Federal, Provincial and Regional.

Highlights of the report:

- ***Academics:*** On the academic front, the winter term is progressing well, with over 200 courses being delivered online through Brightspace, NSCAD's Learning Management System. An Instructors' Panel was held, where online faculty members exchanged experiences on what strategies had worked well for academic success and student engagement and discussed challenges, and how these were addressed. Five faculty members, both full time and part-time, took part in the 90 minute session on March 3, 2021.

Planning for the summer term has been a major area of focus, with 42 exciting courses being opened up for registration this week. This will be a Multi-Modal with the delivery of online courses; online courses with limited access to studio by students; and hybrid (both online and in person delivery). The in person delivery will consist of the instructor teaching in person to a very small group of students – 3 or 4, with the session being livestreamed to the rest of the class. The in-person attendance by students will work on a rotational basis.

A student survey is being prepared to assess the student experience during this year of Covid, and to help us prepare for the next academic year, with the inclusion of a continuing stream of online courses (post pandemic) to provide students with more flexibility, and to extend our reach.

- ***Faculty and Staff Activities:*** A Faculty and Staff Town Hall was held on Wednesday, March 10, 2021. Topics of discussion included the vision and mission statements, Equity, Diversity and Inclusion Initiatives, a financial update, course delivery plans for upcoming semesters and the planning process for renovations to the Port campus. A question and answer session followed, with the majority of questions related to the Port campus planning.
- ***Student Activities:*** A Student Town Hall was held Tuesday, March 23, 2021. Major topics of discussion included tentative plans for a spring graduation ceremony,

courses to be offered over the summer and contingency plans for the fall. A question and answer session moderated by members of the SUNSCAD executive rounded out the 90 minute free flowing discussions.

S. McKinnon advised the Board that this was Jim Barmby's, AVP Government Relations last meeting. Ms. McKinnon thanked him for his support and acknowledged his contribution as a valuable member of the Senior Leadership Team.

Louise Anne Comeau, extended thanks and best wishes on behalf of the Board.

13. In Camera(s)

Motion: By motion of Dave van de Wetering, the March 25, 2021 meeting of the Board of Governors moved in camera at approximately 5:14pm. [BOG 350/21-18]

13.1 Including Senior Leadership Team

Agenda items for this in camera were

- Academic Appointments; and
- Port Campus Renovations

Charmaine Nelson and Jennifer Green left the meeting left the meeting for the discussion on Academic Appointments and returned for the discussion of the Port Campus renovations.

Out of Camera Motions

Motion: By motion of Cheryl Hann, the March 25, 2021, meeting of the Board of Governors moved out of camera at approximately 5:24pm. [BOG 350/21-19]

Joanne Hames stated that the Governance & Human Resources vetted all submissions and were pleased to bring forward the following recommendations.

Motion: In accordance with Article 15.03 of the Collective Agreement between the Board of Governors and the Faculty Union, to approve the recommendation to promote Solomon Nagler from Associate Professor to full Professor effective July 1, 2021.

Moved by Joanne Hames, seconded. Carried [BOG 350/21-20]

Motion: In accordance with Article 16.07(E)(i) of the Collective Agreement between the Board of Governors and the Faculty Union, to grant the recommendation to promote Jennifer Green a Third Appointment with Tenure and Promotion to Associate Professor effective July 1, 2022.

Moved by Joanne Hames, seconded. Carried [BOG 350/21-21]

Motion: In accordance with Article 16.07(E)(i) of the Collective Agreement between the Board of Governors and the Faculty Union, to grant the recommendation to promote April Mandrona a Third Appointment with Tenure and Promotion to Associate Professor effective July 1, 2022.

Moved by Joanne Hames, seconded. Carried [BOG 350/21-22]

Motion: In accordance with Article 37.05 (D) of the Collective Agreement between the Board of Governors and the Faculty Union, to approve the recommendation to grant a Regular Part-Time Faculty Appointment to Tabitha Osler effective May 1, 2021.

Moved by Joanne Hames, seconded. Carried [BOG 350/21-23]

Motion: In accordance with Article 37.05 (D) of the Collective Agreement between the Board of Governors and the Faculty Union, to approve the recommendation to grant a Regular Part-Time Faculty Appointment to Carolyn Crewe effective May 1, 2021.

Moved by Joanne Hames, seconded. Carried [BOG 350/21-24]

Charmaine Nelson and Jennifer Green rejoined the meeting.

14. Any Other Business

The Chair noted the Alumni Association is bringing forward a second alumni member to serve on the Board of Governors. Duane Jones, President of the Alumni Association tabled the motion:

Motion: To accept the recommendation of the NSCAD Alumni Association to appoint Bruce Sparks for a term commencing March 25, 2021 and ending September 2021

Moved by Duane Jones, seconded. Carried [BOG 350/21-25]

15. Final Call for Governors-at-Large

Louise Anne Comeau stated it was the time of year we look for nominations to the Board, in particular Governors at Large. Board members were encouraged to put forward names of persons they feel would be an important addition to the Board.

Joanne Hames explained how nominees are vetted through the Nominations and Governance & Human Resources committees with the core competencies of the skills matrix in mind.

The Senior Leadership Team left the meeting.

16. In Camera – Excluding Senior Leadership

Motion: By motion of Joanne Hames, the March 25, 2021 meeting of the Board of Governors moved in camera at approximately 5:46pm. [BOG 350/21-26]

Jim Horwich provided an update on the Presidential search during this in camera session.

17. Out of Camera

Motion: By motion of Joanne Hames, the March 25, 2021 meeting of the Board of Governors moved out of camera at approximately 5:55pm. [BOG 350/21-27]

18. Outgoing Governors

The Chair, Louise Anne Comeau advised that four governors will be leaving the Board. The terms for SUNSCAD representatives, Kris Reppas and Jacey Byrne end on May 4, 2021 - Laura Lima Nishida and Nicole Maggio will be joining the Board effective May 4, 2021.

In addition, the Chair advised that Alan MacPherson and Sean Kelly will be leaving the Board, these are two very big losses to the Board, but even with these losses our Board is incredibly strong. Nominations for the positions left vacant, Chair, Financial & Physical Resources, Treasurer and Vice-Chair will be brought forward at the April 20, 2021 NOM/GHR meetings.

All Board members agreed of how much both Alan and Sean brought to the Board over the last six plus years. It was agreed, the faculty, students, and staff of NSCAD are in their debt for the significant contributions you have made in the best interests of NSCAD.

Alan spoke to his decision to resign from his positions of Chair of Financial & Physical Resources (Treasurer) and his seat on the Board of Governors of NSCAD.

Alan has been on the NSCAD Board since 2014 and, together with a great group of people, he has been instrumental in having progressed outcomes for the University regarding facilities, policies, programs, finances, and operations.

Alan explained that his two-term obligation in 2020 was prolonged because of the circumstances we were in through COVID, facilities' direction, and management structures. He acknowledged it was right to stay and support the University through those tumultuous times – and now the time is right to exit.

Recent Board appointments and management changes have positively positioned F&PR, the broader Board, and the University in a better position to evaluate and achieve facilities' goals than we were in just a year ago.

Alan stated he is confident that the Board and the University are now in a better place because of those changes and that it is time for him to move on, making place for others to take NSCAD even further.

In conclusion, Alan stated that although his resignation is effective as of today, he assured the Board he can be available for consultation with the Board and/or Management to affect the smooth transition of his responsibilities.

The Chair once again, thanked Alan and Sean for their contribution and continued support of NSCAD.

The Chair requested motions of thanks be prepared for the four outgoing governors. The Executive Assistant, Governance and President's Office will circulate an email vote for the motions. The motions of thanks will comprise part of the minutes of this meeting.

19. In Camera – Excluding President

During the third 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 6:30pm.

20. Motions of Thanks – Outgoing Governors

An email vote of the Board was conducted and the following motions of thanks were approved for inclusion in the March 25, 2021 Board meeting minutes.

Motion of Thanks to Student Governors

Motion: I move that the NSCAD Board of Governors offer Thanks to Kris Reppas and Jacey Byrne of SUNSCAD, for their leadership role in representing and supporting the student body. They have been strong representatives, always providing thoughtful input and ensuring student concerns are heard. We appreciate their dedication, hard work and spirit of working together for the benefit of the NSCAD Community.

Motion of Thanks to Sean Kelly

Motion: I move that the NSCAD Board of Governors offer Thanks to Sean Kelly. Sean served as a Governor-in-Council from October 2015 to March 2021. His relentless commitment to advancing the goals of the institution, all the more so during his time as Vice Chair, has been greatly appreciated. His support and leadership have been invaluable to the Board and the NSCAD community.

Motion of Thanks to Alan MacPherson

Motion: I move that the NSCAD Board of Governors offer Thanks to Alan MacPherson. Alan served as a Governor-at-Large from September 2014 to March 2021. He made an important contribution to the board, in particular during his time as Chair of the Finance and Physical Resources Committee. His support and leadership have been invaluable to the Board and the NSCAD community.

21. Adjournment – Next Meeting

Motion: By motion of Louise Anne Comeau, the March 25, 2021 meeting of the Board of Governors adjourned at approximately 6:40 pm. [BOG 350/21-31]

22. Next Meeting

The next meeting of the Board of Governors will be held on Thursday, May 6, 2021.

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

Approved for internal circulation by Louise Anne Comeau, Board Chair on April 30, 2021.