



BOARD OF GOVERNORS
May 7, 2020 (Meeting #342)
MINUTES

Adopted: June 25, 2020

In Attendance: Louise Anne Comeau (Chair), Sean Kelly (Vice-Chair), Aoife Mac Namara, Alan MacPherson, Cameron Jantzen, Dave van de Wetering, Duane Jones, Gary Edwards, Greg Bambury, Jamie Loughery, Jim Horwich, Joanne Hames, Kris Reppas, Maggie Marwah, Marco Chiarot, Marlene Ivey, Rebecca Hannon,

Regrets: Dean Leland, Jacey Byrne

Invited: Ann-Barbara Graff – Vice-President Academic & Research, Ashley Lorette – Director of Human Resources, Jim Barmby – Associate Vice-President Student Experience & Registrar, Leanne Dowe – Chief Financial Officer (Interim), Linda Hutchison – Associate Vice-President University Relations, Martine Durier-Copp – Academic Dean, Rory MacDonald – Associate Professor Ceramics

1. Welcome – Call to Order and Establishment of Quorum

Meeting called to order at approximately 4:03 pm by Chair, Louise Anne Comeau, with the establishment of quorum.

The Chair introduced and welcomed the new incoming student board members:

- Kris Reppas – incoming SUNSCAD President; and
- Jacey Byrne – incoming SUNSCAD VP Equity & Finance

2. Conflict of Interest

There were no conflicts of interest declared.

3. Acceptance of the Agenda

The agenda was accepted as presented.

Motion: To approve the May 7, 2020 Board agenda as presented.

Moved by C. Jantzen. [BOG 342/20-18]

4. Adoption of Meeting Minutes – March 26, 2020 and April 23, 2020

No changes being requested, the minutes of March 26, 2020 are hereby declared adopted as a true record.

No changes being requested, the minutes of April 23, 2020 are hereby declared adopted as a true record.

5. Business Arising from Minutes

The Chair advised there was no business arising from the March 26, 2020 or April 23, 2020 Board minutes.

6. Key Correspondence

No key correspondence.

7. Consent Agenda

The Chair stated there were several reports tabled 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 no requests for items to be removed.

8. Consideration of Items Removed from Consent Agenda – G&HR

8.1 Greg Bambury, Chair – Governance & Human Resources Committee

8.1.1 30-Day Notice to Amend the By-Laws

At the G&HR meeting on April 16th, 2020, the committee recommended 30-day notice be given to the Board to amend the Terms of Reference of the Advancement Committee. Therefore, we issue 30-day notice to amend the By-Laws.

8.1.2 Universities Operations Organizational Chart

In an in camera discussion at its April 16th, 2020 G&HR meeting, the committee approved and agreed to recommend to the Board of Governors the University Operations Organizational Chart updates be implemented as presented.

Motion: To approve the recommendation of the Governance & Human Resources Committee to approve the University Operations Organizational Chart updates be implemented as presented. The Financial & Physical Resources Committee approved the University Operations Organizational Chart updates at its April 9th, 2020 meeting based on “no net cost increase”.

Moved by Greg Bambury, seconded. Carried [BOG 342/20-19]

9. Q3 Financial Statements

Leanne Dowe, CFO (Interim), stated the Q3 statements were posted prior to today's meeting. She commented that this report was the last positive before COVID-19. A summary of the presented report was given noting the following:

- Cash variance due to billing in January instead of December. Our short-term cash management procedure is to maintain approx. \$300k in operating cash daily and \$1,200k in our business investment account (BIA) for monthly cash flow. Our BIA earns P-2.5% interest. Excess cash is invested in a liquid high interest GIC at Scotiabank earning rates of 2.2%-2.5%.
- Accounts receivable variance is usually a negative. Receivables are broken down as (\$210k) current student tuition & deposits, \$40k rents and grants, \$24k HST receivable. \$323k allowance for doubtful accounts. Prior year receivables are broken down as \$3.7M current student, \$3k rents and grants, \$26k HST receivable. \$321k allowance for doubtful accounts. Student receivables at Dec 31 do not reflect winter tuition as in previous year. Billing was deferred effective Jan 1 to correct previous years systems issue of generation of T4A for NS bursary in previous calendar year not matching with tuition paid.
- No significant changes to projections. Summer tuition shortfall to budget of (16%) and (\$72k). Fall tuition had a surplus to budget of (5%) and (\$209k).
- Student Fees also shows a decrease compared to prior year & budget due to revenue recognition in January 2020 for Winter fees. Projecting a slight increase over budget but consistent with prior year.
- Government Grants – 1% increase in operating grant over prior year. Not budgeted for was an additional \$6,500 for library grant. HRM grant of \$9k received by the Gallery. Until new CRC is hired the CRC grant is on hold.
- Investment Income – Operating Fund Reserve increase has allowed earning higher interest amounts on excess funds. Similar/if not higher return on investment over prior year is expected.
- Rental Income – almost fully leased, except one loss of tenant in January. Up from prior year.
- Academic Compensation – variance of \$112k due to change in hiring timeline of several full-time positions.
- Facilities Operations – two position vacancies due to failed searches (\$93k savings) and projected savings in utilities (\$100k). Postponed replacement of HVAC (\$360k savings). New custodial contract estimated savings of (\$25k).
- Financing Costs – estimated budget savings of \$150,000 due to receipt of operating grant in a lump sum versus monthly payments.

President Mac Namara commented that to get the operating grant from the province in one lump sum is very significant as it is not easy to do and is getting harder each year to accomplish. She also commented that our priorities are around growth and not just getting through this crisis.

The Chair stated that another significant positive for us is that we have a reserve fund as not many do.

10. Budget Development Update

Leanne Dowe, CFO (Interim), provided a summary on the presented memo regarding the 2020-21 Operating Budget and explained to the Board that in normal circumstances a budget would also be presented but due to being hit by the COVID-19 pandemic that is not possible at this time. It was recommended that the presentation of the budget for fiscal 2020-21 be moved to the June 4th Financial & Physical Resources Committee meeting for the university to review all budget assumptions, assess risk due to COVID-19, evaluate scenarios, and plan the semester accordingly.

Further discussion to take place later in agenda in camera.

11. Enterprise Risk Management Master Reporting Template

Dave van de Wetering, Chair of the Audit and Risk Oversight Committee, advised that the ERM is being revisited and it's in a holding pattern right now.

Joanne Hames, Vice-Chair of the Audit & Risk Oversight Committee reminded the Board to complete the survey request that was sent to all as the deadline is May 11, 2020.

Leanne Dowe informed the Board that consultant Leah White at Grant Thornton has been re-engaged to assist with the survey of all our current risks. Once the survey results are in a meeting will be scheduled to discuss. All in all, the review is progressing well.

12. President's Report

The President provided a summary of her report as presented which included the following discussion points:

- Federal Government Relations: they do a lot and are our biggest stakeholder. We are continuously building and stewarding with them to articulate our needs. The Senior Leadership Team (SLT) however has identified we have an over reliance on them and the Department of Labour & Advanced Education. Since the start of the pandemic we have been participating in weekly meetings with the Mayor and Halifax Partnership which have provided great focus and direction.
 - *Financial Assistance for Students* – on April 22 the Federal Government announced some emergency programs for students and they are very generous.

- *Universities Canada meeting with The Honourable Navdeep Bains, Minister of Innovation, Science and Industry* – took place on April 17th with over 200 university presidents in the meeting. Atlantic Canada was recognized as having the highest percentage of international students in Canada and we must do all we can to make sure we remain a destination of choice. Concerned for our international students for many reasons, one being which where they will live. We must lobby on behalf of them as they are a big driver of our population growth.

- Regional University Relations:

- *AAU Infrastructure Portfolio* – NSCAD SLT met with AAU on April 22 and once we have our finalized general plans, they will be included in their inventory of potential projects to be presented to federal officials. AAU would only consider already existing “shovel ready” projects. A summary sheet of projects at the Port was presented and will be included as well.

The board engaged in general discussion around this topic.

- Provincial Relations:

- *CONSUP Collaborative Planning for Post-COVID-19 Campus Operations* – we continue to work together with CONSUP, all provincial VP Academic’s and Labour & Advanced Education reps on policy issues affecting our sector.
- *A New Vision for NSCAD* – NSCAD SLT has been invited by the Department of Labour & Advanced Education to present a preliminary perspective on a new vision for NSCAD. Representatives from multiple departments will be in attendance. It will be an opportunity for SLT to understand the emerging provincial priorities with respect to programming and infrastructure. We have been developing video’s etc. to educate people on what it is we do/teach because art design is more than just arts and crafts. This lack of education can be a significant factor in preventing funding. We must take advantage of opportunities like these that present themselves provincially/federally.

The board engaged in general discussion around this topic.

- External to NSCAD:

- *Student Exchange Programs* – none for Fall 2020, but we are hopeful they will be possible for Winter 2021.

- Internal to NSCAD:

- *University Relations Fundraising Campaign for Emergency Bursaries* – launched the campaign to raise \$10,000 for emergency assistance to students. The response and generosity have been amazing. People have given donations in the amount of \$5.00 up to very substantial amounts. People are recognizing what students will need and it is very touching to see this support. As a result of this support we surpassed our initial

target so we raised it to \$30,000. As of today, we have met our target raising \$30,200 and growing.

- *Last day of classes* – April 22, 2020
 - *COVID-19 Crisis Management Committee (CCMC)* – meets weekly on Monday's and Wednesday's focusing on developing strategies for recovery etc.
 - *Summer Schedule of Courses* – no May-June courses offered. Only online courses will be offered in July-August. New type of summer semester but its going to be amazing.
 - *Staff Safety* – majority of employees continue to work from home, with a skeletal staff continuing on campus.
- Student Activities:
 - *NSCAD 2020 Graduation Exhibition* – hosted online starting April 13 through May 15 with artist features at 10am and 3pm daily.
 - *NSCAD 2020 Student Art Awards* – 10 shortlisted artists have been announced. The winning artist will be awarded the \$5,000 purchase prize for their artwork. The remaining finalists will each receive \$1,000. Winner will be announced in the fall of 2020. Congratulations to all the nominees.
 - *Virtual Student Celebration* – to be held online on May 14 via Teams to celebrate our students and to thank them for making it through the semester. Invite to be sent.

13. Senate Report

Dr. Ann-Barbara Graff, VP Academic & Research provided a summary of the report as presented which included the following:

- Constitution and Bylaws: have been updated with small amendments only, no substantial changes to structure.
- New Policies: two new policies have been developed, (1) The Notice of Restriction and Curriculum Completion Policy; and (2) The NSCAD Course Credit Policy. Also, a review of all other policies for gaps etc. has been conducted.
- Policy or Academic Statements: Force Majeure
- Academic Quality Assurance Reviews: all mandated program reviews have been temporarily suspended and will be reviewed to determine how they will proceed on June 1st and September 1st if required.
- Standing Committee Reports and Activity: will be available to the Board once final reports have been submitted.

Rory MacDonald, Senate Chair added that the committee and standing/sub committees are working hard and keep meeting to identify and get the right questions to the right groups to get through this tough time.

The Chair commented that Rory is a leader of change in Senate operations and notices changes are being implemented. The Board recognizes all the work being done and appreciates the strength of senate.

14. Elections for: Chair, Vice-Chair, Treasurer and Secretary for 2020-2021

The Chair advised that the information regarding elections would be circulated to the Board prior to the next board meeting therefore this agenda item would be deferred until the June 18, 2020 Board meeting.

15. In Camera

Motion: By motion of Aoife Mac Namara, the May 7, 2020 meeting of the Board of Governors moved in camera at approximately 5:20pm. [BOG 342/20-20]

Motion: By motion of Dave van de Wetering, the May 7, 2020 meeting of the Board of Governors moved out of camera at approximately 6:13pm. [BOG 342/20-21]

There were no out of camera motions as a result of the in camera session.

16. Other Business

No other business.

17. In Camera

Ann-Barbara Graff, Ashley Lorette, Jim Barmby, Leanne Dowe, Linda Hutchison and Martine Durier-Copp left the meeting.

Motion: By motion of Sean Kelly, the May 7, 2020 meeting of the Board of Governors moved in camera at approximately 6:15pm. [BOG 342/20-22]

Motion: By motion of Sean Kelly, the May 7, 2020 meeting of the Board of Governors moved out of camera at approximately 6:25pm. [BOG 342/20-23]

Aoife Mac Namara and Alison Molloy left the meeting.

18. Adjournment

Motion: By motion of Louise Anne Comeau, the May 7, 2020 meeting of the Board of Governors adjourned at approximately 6:31pm. [BOG 342/20-24]

The next meeting of the Board of Governors will be held on Thursday, June 18, 2020.

Recorded by Alison Molloy, Administrative Assistant – President’s Office & University Relations

Approved for internal circulation by Louise Anne Comeau, Board Chair on June 24, 2020.