

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

*Teleconference

Regrets: Faten Alshazly

Invited: Linda Hutchison, AVP University Relations, Jim Barmby, AVP Student Experience and Registrar

Guests: Danielle Boucher, Partner and Senior Consultant Global Philanthropic Inc., Nick Locke, Senior Consultant Global Philanthropic Inc., and Tina Thibodeau, Associate Global Philanthropic Inc.

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. Introduction

2.1 Welcome Back

The Chair welcomed back two returning students to the Board of Governors, Kassidy Bernard and Peri McFarlane. Kassidy and Peri will be serving a second one year term as student members of the Board.

2.2 End of Year Events

The Chair drew attention to work being showcased from installation images from the NSCAD Graduation Exhibition “Along the way”, which exhibited the wonderful work of NSCAD graduate students.

The Chair thanked Board members that attended recent events, The Starfish Student Awards and Fashion Show which included a spectacular jewellery show.

2.3 Thank You

The Chair mentioned this may be President Taylor-Gearings last Board meeting. On May 16th there is a special event to celebrate all President Taylor-Gearing has done over the past five years to secure NSCAD's future.

When the President arrived, it was unclear whether or not NSCAD would last longer than a year. Government and Board tasked the President with stabilizing the institution, which she has done and a great deal more. Under her leadership, NSCAD has turned around its financial situation and is now in a position to seriously consider undertaking a capital campaign for a new home for NSCAD on the Halifax waterfront. Student enrolment is increasing with a record number of applicants for next year.

The Chair thanked the President for all she has accomplished stating the Board will be forever grateful.

President Taylor-Gearing stated that upon her arrival NSCAD did not look like it had a future, between its financial situation and reputational damage. Change and difficult decisions had to be made. NSCAD is now in a different place and ready to move forward. Acknowledging the working together of each and everyone with the support of the Board.

3. Conflict of Interest

There were a number of conflicts of interest identified:

- Agenda Item # 10 – Student Demands Response – Cassidy Bernard and Peri McFarlane will be recused;
- Agenda Item # 16 – FUNSCAD Unit I and II – Rory MacDonald and Rebecca Hannon will be recused; and
- Presidential Search Update – President Taylor-Gearing, Linda Hutchison and Jim Barmby will be recused.

4. Acceptance of the Agenda

The agenda was accepted as presented.

Motion: To approve the May 9, 2019 Board agenda as presented.

Moved by J. Hames. Carried [BOG 335/19-25]

5. Approval of Minutes – March 28, 2019

No changes being requested, the minutes of March 28, 2019 are hereby declared adopted as a true record.

6. Business Arising – Minutes

The Chair advised there was no business arising from the March 28, 2019 Board meeting minutes.

7. Key Correspondence

Cameron Jantzen, Board Secretary, advised there was no key correspondence.

8. 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.

Consideration of Items Removed from the Consent Agenda

- Financial & Physical Resources Committee
 - Alan MacPherson, Chair
 - Policy – New and Revised
 - FUNSCAD Unit I Update – *Held In Camera (Agenda Item #16)*
 - FUNSCAD Unit II Update – *Held In Camera (Agenda Item #16)*

- Governance & Human Resources Committee
 - Greg Bambury, Chair
 - 6.12 Social Media Policy – *Information Purposes Only*
 - HR Resources – *Held in Camera (Agenda Item #10)*
 - Student Demands Response – *Held in Camera (Agenda Item #10)*

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, and Audit and Risk Oversight Report. There was no SUNSCAD Report, Alumni Report or Senate Report filed.

9. Consideration of Items Removed From Consent Agenda

Consideration of Items Removed from Consent Agenda – Financial and Physical Resource (F&PR)

9.1 Alan MacPherson, Chair F&PR Committee

Alan MacPherson stated at the April 9th F&PR meeting, the committee received six revised policies and one new policy:

- 6.6 – Acceptable Use Policy – Revised
- 6.7 – Electronic Device Procurement - Revised
- 6.8 – Email Account Policy – Revised
- 6.9 – ERP System Access Policy – Revised
- 6.10 – Data Management Policy – New
- 6.11 – Enterprise Password Policy – Revised
- 6.12 – Social Media Policy – Revised

The Financial & Physical Resources Committee is requesting approval of these policies.

Motion: To approve the recommendation of the Financial & Physical Resources Committee to approve of the following new policy that falls under the authority of the Financial & Physical Resources Committee: Data Management Policy.

Moved by A. MacPherson, seconded. Carried [BOG 335/19-26]

Motion: To approve the recommendation of the Financial & Physical Resources Committee to approve following revised policy that falls under the authority of the Financial & Physical Resources Committee: Acceptable Use Policy.

Moved by A. MacPherson, seconded. Carried [BOG 335/19-27]

The remaining policies are presented to the Board for information purposes only.

- 6.7 Electronic Device Procurement - Revised
- 6.8 Email Account Policy – Revised
- 6.9 ERP System Access Policy – Revised
- 6.11 Enterprise Password Policy – Revised
- 6.12 Social Media Policy – Revised

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

9.2 Greg Bambury, Chair
G&HR Committee

Greg Bambury stated at its April 16th meeting, the committee received a revised Social Media Policy. Under the Policy Framework, the Board receives this policy for information purposes only.

10. In Camera

Motion: By motion of C. Jantzen, the May 9, 2019 meeting of the Board of Governors moved in camera at approximately 4:15 pm. [BOG 335/19-28]

Motion: By motion of A. MacPherson, the May 9, 2019 meeting of the Board of Governors moved out of camera at approximately 4:20 pm. [BOG 335/19-29]

Kassidy Bernard and Peri McFarlane were recused for the discussion on Student Demands Response. They were present for the HR Resources discussion.

Out of Camera Motion

Motion: To approve the recommendation of the Governance & Human Resources Committee to approve the following new staffing positions pending approval of the 2019/2020 Budget:

- Dean
- Director of Fundraising
- Finance/HR Assistant

- Director of International Relations
- Academic Administrator

Moved by G. Bambury, seconded. Carried [BOG 335/19-30]

11. Enterprise Risk Management Reporting Template

D. van de Wetering reported on the ERM Master Reporting Template.

D. van de Wetering stated he was establishing a “safety moment” at the beginning of each A&RO meeting. The practice will keep top of mind the importance of health and safety.

With respect to the ERM Reporting Template the Board was advised:

- Senior Management Team will be evaluating metrics;
- Achieved applications received target for end of April;
- Management in process of filling two vacancies for recruiters; and
- Under Risk #8 – Profile and Perception – given recent events should this be updated to see where we are trending?

The President stated that the reporting cycle for academic institution is June. This is when business is concluded and the final update goes to the Board.

12. President’s Report

The President reported that on April 29th NSCAD celebrated the graduation of the Class of 2019. Upon reflection of all the celebratory events at the end of the year, what truly outstanding talent we have here at NSCAD. The President thanked our community for working together to achieve success and for celebrating together.

The President acknowledged Geri Musqua-LeBlanc, Indigenous Council of Elders for the Graduation Smudging Ceremony and for sharing the Four Sacred Medicines.

The Graduation 2019 Honorees, Rebecca Belmore, Robert Storr, Michael Donovan and Board Life Governors Elizabeth Currie, Gordon Whittaker, David Murphy and Paul Goodman connect NSCAD’s distinguished past to the future as NSCAD continues to make an outstanding contribution to Canadian culture and beyond.

Also acknowledged was Ursula Johnson, BFA 2016, for delivering the Graduation Address and Olivia King, BFA 2019 Class Valedictorian.

The President thanked the Graduation Exhibition Curator Meghan Dunsmuir and Catalogue Designer Cameron Thomas, stating their collaboration, professionalism and commitment were exemplary as they worked to represent the Graduating Class of 2019.

As we have all worked together to graduate a class, the President acknowledged her reports to the Board have been focused upon the critical business challenges. However, the Senior Management Team works together with a holistic approach, all that we do is aligned with the NSCAD strategic planning documents to enable NSCAD to thrive. In recognition of everyone's contributions NSCAD is in a stronger position now than it has been for many years.

We continue to work to mitigate our risks as identified on the ERM as the Academic Year cycle of business will conclude in June the ERM updates will be reported.

The Facilities Strategy discussions with the province are ongoing.

NSCAD has been proactive this year working with Global Philanthropic, Inc. to assist us with planning the structure for a successful Capital Campaign.

Global Philanthropic have been on ground since mid-April 2018 working to complete phase one and two of the Capital Campaign readiness assessment.

Work is underway to plan the foundation for successful long-term fundraising at NSCAD.

The President, through the Chair respectfully requested Danielle Boucher and Nick Locke, Global Philanthropic Inc. be invited to make an In-Camera presentation to the Board through the Advancement Committee Chair.

The President thanked members of the Board of Governors for their service, support and commitment. It is greatly appreciated.

13. In Camera

Motion: By motion of R. Cantwell, the May 9, 2019 meeting of the Board of Governors moved in camera at approximately 4:55 pm. [BOG 335/19-31]

Motion: By motion of A. MacPherson, the May 9, 2019 meeting of the Board of Governors moved out of camera at approximately 6:05 pm.
[BOG 335/19-32]

Danielle Boucher, Nick Locke and Tina Thibodeau left the meeting.

Out of Camera Motion

Motion: To approve the recommendation of the Advancement Committee to accept the Global Philanthropic Inc. NSCAD Feasibility Findings and Recommendations Report to move forward with Advancement and capital campaign planning based on evidence provided by Global Philanthropic Inc. NSCAD Feasibility Study Findings and Recommendations Report.

Moved by M. Chiarot, seconded. Carried [BOG 335/19-33]

14. In Camera

Rebecca Hannon, Rory MacDonald, Cassidy Bernard and Peri McFarlane were recused for discussion of this matter.

Motion: By motion of M. Chiarot, the May 9, 2019 meeting of the Board of Governors moved in camera at approximately 6:07 pm. [BOG 335/19-34]

Motion: By motion of A. MacPherson, the May 9, 2019 meeting of the Board of Governors moved out of camera at approximately 6:13 pm. [BOG 335/19-35]

Out of Camera Motions

Motion: To approve the recommendation of the Governance & Human Resources Committee to approve the additional costs associated upcoming mediation/arbitration process for FUNSCAD Unit I as presented.

Moved by G. Bambury, seconded. Carried [BOG 335/19-36]

Motion: To approve the recommendation of the Governance & Human Resources Committee to approve a change of mandate for FUNSCAD Unit II as presented.

Moved by G. Bambury, seconded. Carried [BOG 335/19-37]

Motion: To approve the recommendation of the Governance & Human Resources Committee to accept the Memorandum of Settlement 2018 – 2022 for FUNSCAD Unit II.

Moved by G. Bambury, seconded. Carried [BOG 335/19-38]

Rebecca Hannon, Rory MacDonald, Cassidy Bernard and Peri McFarlane rejoined the meeting.

15. In Camera

President Taylor-Gearing was recused for discussion of this matter.

Motion: By motion of A. MacPherson, the May 9, 2019 meeting of the Board of Governors moved in camera at approximately 6:15 pm. [BOG 335/19-39]

Motion: By motion of K. Bernard, the March 28, 2019 meeting of the Board of Governors moved out of camera at approximately 6:33 pm. [BOG 335/19-40]

Out of Camera Motion

Motion: The Presidential Search Committee recommends to the NSCAD Board of Governors that Dr. Aoife Mac Namara be considered for President of NSCAD.

Moved by J. Horwich, seconded. Carried [BOG 335/19-41]

Once negotiations have been completed, the matter will progress through the Governance and Human Resources Committee.

16. Other Business

There was no other business tabled.

17. Adjournment

Motion: By motion of Louise Anne Comeau, the May 9, 2019 meeting of the Board of Governors adjourned at approximately 6:40 pm. [BOG 335/19-42]

18. Next Meeting

The next meeting of the Board of Governors will be held on Thursday, June 27, 2019.

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

Approved for internal circulation by Louise Anne Comeau, Chair on June 24, 2019.