



**BOARD OF GOVERNORS**  
September 26, 2019 Meeting #337  
MINUTES

Adopted: November 28, 2019

**In Attendance:** Louise Anne Comeau (Chair), Faten Alshazly, Greg Bambury, Ross Cantwell, Marco Chiarot, Gary Edwards, Joanne Hames, Rebecca Hannon, Cameron Jantzen, Dean Leland, Aoife Mac Namara, Rory MacDonald, Alan MacPherson, Maggie Marwah, Peri McFarlane, Dave van de Wetering

**Regrets:** Kassidy Bernard, Siobhan Cleary, Jim Horwich, Sean Kelly, Jeff Somerville

**Invited:** Ann-Barbara Graff, Vice-President Academic & Research, Linda Hutchison, Associate Vice-President University Relations, James Barmby, Associate Vice-President Student Experience & Registrar, Leanne Dowe, Interim Chief Financial Officer

**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.

Louise Anne Comeau welcomed President Mac Namara to her first Board/AGM meeting. President Mac Namara had met the majority of the Governors in the various committee meetings leading up to the Board/AGM of September 26<sup>th</sup>.

**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 September 6, 2019 Board agenda as presented.

Moved by S. Kelly, seconded. Carried [BOG 337/19-64]

**4. Approval of Minutes – June 27, 2019**

No changes being requested, the minutes of June 27, 2019 are hereby declared adopted as a true record.

## **5. Business Arising – Minutes**

The Chair advised there was no business arising from the June 27<sup>th</sup> Board meeting minutes.

## **6. Key Correspondence**

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

## **7. 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. The Chair asked if there were any requests for items to be removed from the Consent Agenda.

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
  - A. MacPherson
    - Review and Approve Endowment Scholarship Allocation – Agenda Item # 8
  
- Governance & Human Resources Committee
  - G. Bambury
    - Province of Nova Scotia Superannuation Plan (PSSA)
    - Approve Recommendations – NSCAD By-Laws
    - 30 Day Notice to Amend By-Laws

Once the removal of the consent agenda items has been acknowledged, it is then stated:

With the approved amendment, the Consent Agenda items are declared adopted.

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 5, 2019, the report of Advancement Committee of August 22, 2019, NSCAD Board Meeting Schedule 2018/2019, and the Board of Governors Attendance Report.

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

- 8.1 Alan MacPherson  
Financial & Physical Resources Committee

### 8.1.1 Review and Approve Endowment Scholarship Allocation

Alan MacPherson stated at its August 29<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 2020 (\$110,000) and winter 2021 (\$40,000). 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 2018/19 was \$138,090. The market volatility buffer was 20.05% at the end of fiscal 2018-19 and with this buffer NSCAD has enough reserve to pay up to two years' worth of scholarships at \$130,000/year.

Moved by A. MacPherson, seconded. Carried [BOG 337/19-65]

**Motion:** Be it Resolved that the fourth round of bursaries be awarded from the Creative Innovators of Tomorrow Endowment Fund for fall 2020 and winter 2021. 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 \$89,300 for fall 2020 and \$89,300 for winter 2021 (before netting NS bursary of \$641.52/term, if the recipient student is from Nova Scotia). Actual realized income on the fund in fiscal 2018/19 was \$115,233.

Moved by A. MacPherson, seconded. Carried [BOG 337/19-66]

Greg Bambury  
Governance & Human Resource

### 8.2.1 Province of Nova Scotia Superannuation Plan (PSSA)

At the September 11<sup>th</sup> G&HR meeting, the committee was advised that the NSCAD University (NSCAD) Joint Pension and Benefits Advisory Committee is interested in exploring the possibility of transitioning its pension plan to the Province of Nova Scotia Superannuation Plan (PSSA) and in doing so identify risks, costs, and benefits for both members of the NSCAD Pension Plan and the University.

The committee received a draft RFP for consideration. Upon discussion, the committee suggested an amendment to the RFP so that it includes a pension calculator for potential entrants into the plan.

**Motion:** To approve the recommendation of the Governance & Human Resources Committee to approve the Formal RFP for Proposal for Pension Consulting Services.

Moved by J. Hames (on behalf of G. Bambury), seconded. Carried [BOG 337/19-67]

#### 8.2.2 Approve Recommendations – Approval NSCAD By-Laws

The Board received 30-day notice of amendments to the NSCAD By-Laws at its June 27<sup>th</sup> meeting.

At its September 11<sup>th</sup> G&HR meeting, the committee considered the amendments to the following areas.

- Article VII – Advancement Committee Terms of Reference;
- Article VIII – Financial & Physical Resources Terms of Reference;
- Article X – Other Governors – Item 3 – Life Governors; and
- Article XVII – Powers and Functions of the Members of Academic Senate.

**Motion:** To approve the recommendations of the Governance & Human Resources Committee to approve the amendments to the NSCAD by-laws.

Moved by G. Bambury, seconded. Carried [BOG 337/19-68]

#### 8.2.3 30 Day Notice to Amend By-Laws

At the G&HR September 11<sup>th</sup> meeting, the President advised there is further review taking place on the language within the by-laws, which may result in additional amendments.

Therefore, we issue 30-day notice to amend the by-laws, if required.

### 9. Nominations Committee Recommendation Report

Board Chair, Louise Anne Comeau advised that under Governance & Human Resources/Nominations Committee a slate of officers will be coming forward for appointment at the September 26, 2019 AGM.

The Chair advised there are three (3) Governor-at-Large vacancies to be filled. The three vacancies come as a result of Jeff Burns' resignation in May 2019, Jeff Somerville's end of term and Steven Peters' resignation in September 2019.

A GIC appointment is currently in the process of being confirmed with the Department of Labour and Advanced Education.

*Motion:* To approve the recommendation of the Nominations Committee to adopt the 2019 Nominations Report as prepared by the Nominations Committee.

Moved by Louise Anne Comeau, seconded. Carried [BOG 337/19-69]

## **10. Q1 Financial Statements**

Alan MacPherson provided an overview of the Q1 financial statements.

Some of the highlights are:

- Summer tuition shortfall to budget of (15%) and (\$70k). Due to closed studios.
- Operating grant was increased by 1% over the prior year. Additional \$2500 for library grant that was not budgeted.
- Extended Studies revenue tracking ahead of prior year by 3% budget due to increase in enrollments in summer camps.
- Due to the reduced summer offerings in the Craft department as a result of the summer closure, current year School Store sales fall short of prior year by \$12.7k.
- Additional legal and recruiting expenses incurred.
- Current surplus - \$650,745.

It was reported we are not projecting a deficit for the end of fiscal year due to enrolment growth. We will have more information when Q2 results have been compiled.

## **11. Enterprise Risk Management Reporting Template**

Dave van de Wetering advised that the A&RO committee will be considering the ERM top ten risks at its next meeting, in addition to a review of the metrics associated with the risks. This report will come back to the Board for their consideration.

The President stated there were lessons learned from Hurricane Dorian and the F&PR committee will be addressing and reporting back to the Board.

## **12. Board Annual Self Evaluation 2018/2019**

G. Bambury, Chair of Governance & Human Resources Committee reported on the Board Self Evaluation.

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. Using the new survey tool “Blue Explorance”, we achieved 100% participation.

G. Bambury stated the G&HR committee will be reviewing the results and the commentary. The committee will be putting forward to the Board recommendations to address the concerns in the report and look at opportunities to be more self-aware and make progressive changes.

There was discussion of the how the survey questions align with the business of the institution.

The Board was asked to consider and bring forward at the next meeting what would be high value questions. A more robust discussion on this matter will be held at the next Board meeting.

### **13. President’s Report**

President Mac Namara provided a verbal update on her thoughts from her start on August 4<sup>th</sup>. The President has been extremely busy meeting with a host of people including internal and external stakeholders.

The President stated she is looking at two bodies of work, firstly a discovery period and then a strategic action/decision period.

The President praised the ability and accomplishments of NSCAD staff, but acknowledged we also have real challenges and systems failures.

There is a schism between ability and achievement. Consideration needs to be given to barriers to decision making. A plan is in process.

The President stated going forward the goal is to have more meaningful engagement with the Board. Some of the work currently done by the Board is more managerial and operational.

### **14. Other Business**

No other business.

### **15. In Camera**

Ann-Barbara Graff, L. Hutchison, Jim Barmby and Leanne Dowe were recused.

*Motion:* By motion of A. MacPherson, the September 26, 2019 meeting of the Board of Governors moved in camera at approximately 4:10pm. [BOG 337/19-70]

Following the first part of the in camera session, the Board Chair requested the President to recuse herself due to conflict of interest.

The President requested it be noted in the minutes she was not in agreement with the request. The President noted that the Agenda did not include any items that indicated that she would be in conflict of interest, and if such items were to be discussed they should be included on the Agenda so she could declare conflict of interest as per Item 2.

*Motion:* By motion of D. Leland, the September 26, 2019 meeting of the Board of Governors moved out of camera at approximately 4:40pm. [BOG 337/19-71]

## **16. Adjournment**

*Motion:* By motion of J. Hames, the September 26, 2019 meeting of the Board of Governors adjourned at approximately 4:40 pm. [BOG 337/19-72]

## **17. Next Meeting**

The next meeting of the Board of Governors will be held on Thursday, November 28, 2019.

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

*Approved for internal circulation by Louise Anne Comeau, Board Chair on November 25, 2019.*