



BOARD OF GOVERNORS

February 10, 2022

MINUTES

(Meeting #356)

Adopted: March 24, 2022

In Attendance: Maggie Marwah (Chair), Alexandra Butu, Anthony Novac, Bruce Sparks, Cheryl Hann, Dean Leland, Jennifer Green, Jim Horwich, Joanne Hames, John Keating, Marco Chiarot, Sam Fisher, Sarah McKinnon, Shelley Burke, Sunil Sarwal

Regrets: Fabienne Colas

Invited: Isabelle Nault – AVP Operations, Ashley Lorette – Director of Human Resources, Martine Durier-Copp – Academic Dean, Ann-Barbara Graff – VP (Academic and Research) & Provost, Leanne Dowe – Chief Financial Officer, Kara Holm – Advancement Director, Adi Fleisher – NSCAD Alum

1. Call to Order Establishment of Quorum and Welcome

Meeting called to order at approximately 4:01pm by Chair, Maggie Marwah, 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

The Chair noted there were two motions being tabled, one from the Governance & Human Resources Committee and the other from the Financial & Physical Resources Committee.

- Appointment of G&HR Vice-Chair; Shelley Burke
- Appointment of F&PR Vice-Chair; Anthony Novac

Note: S. Burke and A. Novac were recused from discussion and voting on these appointments.

4. Acceptance of the Agenda

The agenda was amended to include a five-minute break ahead of the in-camera session, agenda item #14.

Motion: To approve the February 10, 2022 Board of Governors meeting agenda as amended.
Moved by S. McKinnon. [BOG 356/22-01]

5. Getting to Know the NSCAD Community

Adi Fleisher, NSCAD Alum, MA 2021 (Master of Art in Art Education)

S. McKinnon introduced Adi Fleisher (MA 2021) – an interactive designer and a recent graduate from NSCAD’s new Master of Art in Art Education program.

Ms. Fleisher gave a brief overview of her work experience since graduating which has mainly consisted of working for start-ups such as: Showbox.com, AudioBurst, Colu, and CapIntel. After deciding she needed a creative recharge, she sought out the new Master of Art in Art Education program at NSCAD. On completing her program, her current employer, Bizzabo, saw her thesis and brought her in for an interview. She is currently a product designer for the event management platform company. More information on her presentation of her thesis work can be found here: [! Love You Even If There Isn't Any Me \(iloveyouevenifthereisntany.me\)](https://www.iloveyouevenifthereisntany.me)

S. Sarwal added he saw her video presentation at the Anna Leonowens Gallery and loved it, was amazed and thought it was a sensational project.

B. Sparks also commented he thought it was mesmerizing and left him thinking about it a lot after, as it had a strong emotional content. Keep up the great work!

The Board Chair thanked Ms. Fleisher for her presentation and for helping us understand what grads are doing in the world after leaving NSCAD.

6. Welcome & Introduction of New Board Member

Alexandra Butu, VP Academic, SUNSCAD

M. Marwah welcomed and introduced the new student board member Alexandra Butu. Alexandra is an Interdisciplinary Fine Arts student at NSCAD and is the current VP Academic for SUNSCAD.

Ms. Butu said her love for art, history, research, and linguistics brought her to NSCAD and she is happy to be part of the Board of Governors.

M. Marwah noted that bios for board members are on the NSCAD website for A. Butu’s review and encouraged her to reach out to anyone if she has questions.

7. Adoption of the Meeting Minutes

No changes being requested, the minutes of the November 25, 2021 are hereby adopted as a true record.

8. Business Arising

There was no business arising from the minutes of November 25, 2021.

9. Key Correspondence

There was no key correspondence.

10. Consent Agenda

Maggie Marwah, Board Chair

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. It was noted that now included in the Consent Agenda is the Enterprise Risk Management Reporting Matrix.

There were three requests for items to be removed from the consent agenda.

11. Consideration of Items Removed from the Consent Agenda

11.1 ADVANCEMENT Committee

Marco Chiarot, Committee Chair

- 7.1 Gift Acceptance Policy
- 7.4 Annual & Endowment Fund Management Policy
- 7.3 Gift-in-Kind Policy (*for info only*)
- 7.9 Naming Policy (*for info only*)
- 7.10 Honorary Degree Policy (*for info only*)

M. Chiarot advised the above policies were reviewed at the last meeting as part of the annual work plan. There were housekeeping changes only to department names and titles, no changes to the actual policies.

Following discussion, the motion was tabled:

Motion: To adopt the recommendation of the Advancement Committee to approve the revised policies to the Board of Governors as presented.

- 7.1 Gift Acceptance Policy
- 7.4 Annual & Endowment Fund Management Policy

Moved by M. Chiarot. Seconded. Carried [BOG 356/22-02]

11.2 GOVERNANCE & HUMAN RESOURCES Committee

Joanne Hames, Committee Chair

- Senior Administration Compensation
- Vice-Chair, G&HR (Shelley Burke)

Motion: To adopt the recommendation of the Governance & Human Resources Committee to approve Senior Administration compensation effective July 1, 2022.

Moved by J. Hames. Seconded. B. Sparks abstained. Carried [BOG 356/22-03]

[S. Burke was recused and left the meeting.]

Motion: To adopt the recommendation of the Governance & Human Resources Committee to nominate Shelley Burke as Governance & Human Resources Vice-Chair commencing February 10, 2022.

Moved by J. Hames. Seconded. Carried. [BOG 356/22-04]

[S. Burke rejoined the meeting.]

M. Marwah congratulated S. Burke on her appointment of Vice-Chair, Governance & Human Resources Committee.

11.3 Financial & Physical Resources Committee

Jim Horwich, Committee Chair

- Operating Reserve Fund Allocation
- Colliers Contract Extension
- Facilities Options Analysis Report
- Acknowledgement of work by SLT regarding Facilities Solution
- Vice-Chair, F&PR (Anthony Novac)

Following discussion, the following motions were tabled:

Motion: To adopt the recommendation of the Financial & Physical Resources Committee to the Board of Governors that a NSCAD Innovation Fund be established and that the internally restricted fund be set up from the Operation Reserve Fund. The Innovation Fund is to be governed by policies and procedures to be finalized by the administration in consultation with stakeholders, subject to final Board approval.

Moved by J. Horwich. Seconded. Carried. [BOG 356/22-05]

Motion: To adopt the recommendation of the Financial & Physical Resources Committee to the Board of Governors the extension of Colliers Project Leaders Inc.'s contract for another one-year term: no change to the maximum upset contract amount. In the first one-year term, we've expended \$81,078 worth of project management services out of the \$162,500 approved by the Board of Governors in February 2021. Funds to be realized from the operating reserve.

Moved by J. Horwich. Seconded. A. Butu abstained. Carried. [BOG 356/22-06]

Motion: To adopt the Financial & Physical Resources Committee’s acknowledgment and recognize with gratitude the significant amount of time, skill and effort that has gone into the development of a facilities solution and recommendation being advanced by the current Senior Leadership Team of NSCAD to the Board through the Financial & Physical Resources Committee.
Moved by J. Horwich. Seconded. Carried. [BOG 356/22-07]

[A. Novac was recused and left the meeting.]

Motion: To adopt the recommendation of the Financial & Physical Resources Committee to the Board of Governors, the nomination of Anthony Novac Vice-Chair of the Financial & Physical Resources Committee commencing February 10, 2022.
Moved by J. Horwich. Seconded. Carried. [BOG 356/22-08]

[A. Novac rejoined the meeting.]

12. Q2 Financial Statements

Jim Horwich, Chair, Financial & Physical Resources Committee

Leanne Dowe, Chief Financial Officer

L. Dowe presented the Q2 Financial Statements for the quarter ending September 30, 2021. The statements provided a dashboard of the university’s assets and liabilities for this period.

The committee received a review of the highlights of Revenue and Expenses for Q2.

Highlights from the full report included:

- Revenue & Expenses:
 - 2021-22 Forecast
 - \$21.09M Operating Revenue
 - \$21.36M Operating Expenses
- Summer Enrolment 2021-22 (FFTE):
 - 2021-22 Actual
 - 76 Domestic
 - 25 International
 - 101 Total (highest it’s been since 2017-18)
- Fall Enrolment 2021-22 (FFTE):
 - 2021-22 Actual
 - 474 Domestic
 - 133 International
 - 607 Total (slightly less than last year)
- % AAU Headcount change from Oct 1, 2020 – Oct 1, 2021:
 - -2.9%, other small universities face similar drop
- Q2 Overall:
 - Total Revenues were \$12.1M and exceeded prior year by \$477,000
 - Total Expenditures were \$8.5M and were lower than 2020-21 by \$177,000

- Excess Revenue over Expenditures for Q2 was \$3.6M compared to \$3.0M in 2020-21.
- We are currently projecting a year-end surplus of \$62,000.
- Q2 Revenue to Budget:
 - ↑ Summer Tuition exceeded prior year by \$176,000 and budget by \$153,000. An additional 23 FFTE Domestic students and 5 International students to budget.
 - ↓ Fall Tuition was under budget by \$365,000 resulting from a loss of 27 FFTEs compared to budget (increase of 16 Domestic, decrease of 43 International).
 - ↑ Government Grant exceeded prior year by 1% for an increase of \$168,000. Additional grants received YTD exceeded budget by \$107,000.
 - ↓ Rental Income projected shortfall to budget of \$15,000. The commercial rental market continues to be soft.
 - = Donations expected to exceed budget. Fall annual giving campaign just launched. Projection adjusted to actual. Reassess in Q3.
 - ↑ Ancillary enterprises are looking stronger, up \$223,000 over prior year.
- Q2 Expense to Budget:
 - ↓ Academic compensation savings to budget of \$301,000 primarily due to faculty retirements.
 - ↑ Academic operating costs projected to exceed budget by \$19,000 to cover unbudgeted expenditures.
 - ↑ Facilities costs up \$336,000 over prior year as the team is undertaking more repair & maintenance projects this year. No adjustment to projection.
 - ↓ Administrative expenditures are down \$149,000 from 2020. Projected savings of \$73,000 due to vacant positions.
 - ↓ Service department expecting a savings of \$52,500 due to unfilled positions in the department.
 - ↑ Ancillary costs up \$149,000 over prior year – Summer camps and programming. Projection to exceed budget by \$87,000.
- Q3 and Q4 – Projection Uncertainty:
 - Winter Enrolment
 - Utilities
 - Repairs & Maintenance
 - Halifax Port Authority Lease: In-Kind
 - Rental & Ancillary Income

13. President's Report

Sarah McKinnon, Interim President

S. McKinnon tabled a full report prior to the meeting, and commented on the following ahead of highlights from her report:

- Advancement & Alumni – working with faculty, members of the NSCAD Board and the Alumni Board to develop a NSCAD University Film Festival (tentative dates: April 4-6).
- Plans for Convocation – May 12, 2022 – week of activities – more info to come.
- Posters and Instagram account by “Action Against NSCAD” have come to our attention – Senior Leadership Team is aware of the issues. Two townhalls are scheduled to address

complaints and concerns on February 14, 2022 – one with students and the other with faculty and staff. Any questions, please contact Sarah.

- Would like to thank the Senior Leadership Team for the tremendous amount of hard work they are doing for the university.
- Thank you to Alison for assisting today in the absence of Kathy Connor who is out on sick leave.

M. Marwah echoed Sarah's thanks to both Alison and the Senior Leadership Team as she knows how hectic things are and how exhausted everyone is. J. Green suggested sending flowers to Kathy on behalf of the Board of Governors. The Chair agreed to take care of this through the President's Office.

The Board engaged in a discussion regarding the Action Against NSCAD complaints. There were raised concerns over its impact on the Capital Campaign. It is always concerning as its never good to see negative comments/publicity.

Report highlights:

ACADEMICS:

Martine Durier-Copp, Academic Dean

Our focus at the Office of Academic Affairs & Research during this reporting period consisted in planning for, and delivering, successful academic terms in continuing pandemic times. Planning for the Fall was predicated by provincial guidelines, and a carefully orchestrated return to campus strategy, that included vaccination mandates or regular testing, cleaning and ventilation protocols, masks, and social distancing. With those in place, and a clear communication strategy, close to 240 courses were offered to NSCAD new and returning students. Of those courses, 33 were offered online.

Focus groups were conducted which brought to light student anxiety, fatigue, stress, and burnout, as a result of Covid and related circumstances (financial, housing, mental health, and other factors) and helped us to understand how to strengthen the resources needed to better support our students through health, wellness, and academic resources.

The Winter Term and the arrival of the Omicron variant necessitated adjustment to the academic timetable and mode of delivery. While orientation activities took place on January 4 as planned, the term began fully online January 10, 2022. The shift to in-person classes took place January 17. This rescheduling required strong instructional design and technical support to enable all 225 in-person classes to begin delivery on virtually. Thirty-two courses were designed to be fully online in the Winter Term.

The Winter Term also includes stronger academic success resources, including workshops, tutorials, panels, and online technical support, hosted by the Writing Centre and by our Learning Commons. Analytics also allowed for a better understanding of challenges faced by students, and targeted consultations to provide early intervention measures to students experiencing difficulty.

Other initiatives this Winter include a curriculum renewal process focused on equity, inclusion, diversity and decolonization. Like other universities across the country, NSCAD has initiated a

decolonization curriculum renewal process, wherein issues of systemic racism, settler colonialism, and other discriminatory practices that foster barriers in post-secondary education are analysed and addressed in how we teach and learn. A student- and faculty-led consultation process will begin in early February 2022 to hear from all members of the university community.

FACILITIES:

Isabelle Nault, AVP Operations

- ***Port Renovation Update***

-see shared ***NSCAD Facilities Options Analysis Report*** for the most up-to-date information.

UPCOMING STUDENT ACTIVITIES

- ***Convocation 2022 – Thursday, May 12, 2022 @ 1:00pm – “Save the date”***
- Student Art Awards – April/May 2022 - TBD
- Graduate Exhibitions – April/May 2022 – TBD

ANNA LEONOWENS GALLERY

<http://theanna.nscad.ca/>

Gallery Hours: Tuesday – Friday (11am-5pm) and Saturday (12pm-4pm)

Facebook: <https://www.facebook.com/AnnaLeonowensGallery/>

Instagram: <https://www.instagram.com/annaleonowensgallery/>

- Gallery has suspended public gatherings such as exhibition receptions due to Omicron wave. We reassess every Thursday depending on government guidance.
- We opened the winter semester with the annual MFA group show, which introduces the new cohort to the community and allows us to catch up with the 2nd year students. There is a walk-through video of the exhibition and recorded talks with the participating students through this link:
<https://kultura.nscad.ca/channel/2022%2BMFA%2BGroup%2BExhibition/244327972>
- The January/ February exhibitions are posted on the Anna’s Website: [Anna Leonowens Gallery \(nscad.ca\)](http://theanna.nscad.ca/anna-leonowens-gallery)
- We are also working with NSCAD alumni Co & Co for a new website which should be released before the end of the semester. This is funded through an HRM grant received in 2021.
- The Gallery is working on a \$200k Digital Access to Heritage grant to assist with migrating the NSCAD permanent collection database to a publicly accessible program. Results of this grant will be released in early spring.

[At 5:29pm the Board took a 5-minute break.]

[At 5:34pm the Board returned from break.]

14. In-Camera: Including Senior Leadership Team

Jim Horwich, Chair – Financial & Physical Resources Committee

Leanne Dowe, Chief Financial Officer

- **NSCAD Facilities Options Analysis Report**

By motion of M. Marwah, the February 10, 2022 meeting of the Board of Governors moved in-camera at approximately 5:35pm.

By motion of J. Horwich, the February 10, 2022 meeting of the Board of Governors moved out of camera at approximately 7:39pm.

15. Out of Camera Motion

Following the in-camera session, the following motion was tabled:

Motion: To adopt the recommendation of the Financial & Physical Resources Committee to the Board of Governors that we proceed with the recommendations identified in the NSCAD Facilities Options Analysis Report by Colliers Project Leaders as follows:

- It is recommended that NSCAD submit a formal request to lease the existing vacant tenant space known as Shed 22 and Shed 23 (Cunard Centre) for a total existing floor area of 95,000 sq. ft (8,800 sq. m.). Additional floors and mezzanines can be added in both sheds to provide NSCAD the area required and pursue alternative locations available for lease to determine if an alternate leased space is a viable option.
- It is recommended that NSCAD in collaboration with MTA / Fathom Studio and their engineering consultant team, identify opportunities to reduce the operational and maintenance costs for the existing Port Campus as part of the expansion and renovation project. This will improve building efficiency, sustainability and reduce the future financial obligations to NSCAD. These strategies can also be considered for the fit up of the Shed 22 and Shed 23.
- It is recommended that NSCAD engage MTA / Fathom and their consultant team for Phase 2 of the Space Needs Feasibility Study. The Phase 2 scope will include site visits to investigate existing conditions and verify the accuracy of existing drawings as well as develop a “test-fit” based on the Phase 1 functional program. A Class “D” construction cost estimate will also be developed and will assist in identifying financial strategies and fundraising targets to support this project.

Moved by J. Horwich. Seconded. Carried. [BOG 356/22-09]

Post February 10, 2022 Board Meeting – At the February 10, 2022 Board meeting the Board considered and participated in a robust discussion on an important facilities decision for NSCAD, resulting in the unanimous approval by those present of the above motion. As a follow up, there was agreement that we would circulate an additional related motion by email and request that Governors vote on it immediately. On February 11, 2022, the following motion via email vote was conducted.

Motion: That the Board of Governors acknowledges that success of NSCAD’s facilities strategy will require:

- continued and detailed sustainability analyses
- continued stakeholder engagement

- financial projections and
 - communications strategies as the planning proceeds
- Moved by J. Horwich, seconded. Unanimously carried. [BOG ev/22-1]*

16. Any Other Business

Marco Chiarot, Chair – Advancement Committee

- **NSCAD Board of Governors Facilities Strategy Information Session – Feb 3, 2022**
M. Chiarot reported that the Board of Governors attended a Facilities Strategy Information Session on February 3, 2022. It was well attended, and he wanted to acknowledge and express the Board's gratitude for all the work that the administration has done on this matter. There has been an immense amount of work done by management and the manner in which that work, and information has been conveyed to the board is appreciated.
- **Governors Fund Support**
M. Chiarot also wanted to say "thank you" to all the governors who have supported the Governors Fund. He is looking for full support so if you haven't already donated, please do so by the end of the fiscal year which is March 31, 2022. Any amount helps so please consider making a donation.

17. In Camera – Excluding Senior Leadership Team (If required)

No additional in camera required.

18. In Camera – Excluding President (If required)

No additional in camera required.

19. Adjournment – Next Meeting

Motion: By motion of M. Marwah, the February 10, 2022 meeting of the Board of Governors adjourned at approximately 7:46pm.

The next meeting of the Board of Governors will be held on Thursday, March 24, 2022.

*Recorded by A. Molloy, Administrative Assistant – President's Office & University Relations
Approved for internal circulation by Maggie Marwah, Board Chair on March 21, 2022.*