



BOARD OF GOVERNORS

June 24, 2021 (*Meeting #352*)

MINUTES

Adopted: September 23, 2021

In Attendance: Louise Anne Comeau (Chair), Marco Chiarot, Gary Edwards, Jennifer Green, Joanne Hames, Cheryl Hann, Jim Horwich, Duane Jones, John Keating, Dean Leland, Jamie Loughery, Nicole Maggio, Maggie Marwah, Sarah McKinnon, Charmaine Nelson, Laura Lima Nishida, Anthony Novac, Bruce Sparks, Dave van de Wetering

Regrets: Shelley Burke, Fabienne Colas

Guests: Guy Mallabone, Global Philanthropic Inc., Kara Holm, Advancement Director, Ann-Barbara Graff, Vice-President (Academic and Research) & Provost (*Sabbatical*)

Invited: Martine Durier-Copp, Acting Vice-President (Academic and Research), Linda Hutchison, Associate Vice-President University Relations, Isabelle Nault, Associate Vice-President Operations, Leanne Dowe, Chief Financial Officer, Ashley Lorette, Director of Human Resources

1. Call to Order Establishment of Quorum and Welcome

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 offered sympathy to the families and victims of the Marieval residential school in Saskatchewan where today it was announced there was discovered 751 unmarked graves, the largest discovery of such remains in Canadian history to date.

Following this acknowledgement, President 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

There were no conflicts of interest declared.

4. Acceptance of the Agenda

The agenda was accepted as presented.

Motion: To approve the June 24, 2021 Board agenda as presented.

Moved by Jim Horwich. *[BOG 352/21-46]*

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

No changes being requested, the minutes of the May 6, 2021 and May 10, 2021 Board meetings are hereby adopted as a true record. Noted were the minutes of May 10, 2021 were an email vote.

6. Business Arising

There was no business arising from the minutes of May 6th or May 10th, 2021.

7. Key Correspondence

There was no key correspondence.

8. NSCAD Comprehensive Capital Campaign Planning Approach

Marco Chiarot, Chair Advancement Committee

The Chair, Louise Anne Comeau, welcomed Guy Mallabone of Global Philanthropic Inc. and Kara Holm, Advancement Director to the meeting.

For discussion of the agenda item, the Board moved in camera.

By motion of J. Hames, the June 24, 2021 meeting of the Board of Governors moved in camera at approximately 4:07pm. *[BOG 352/21-47]*

By motion of Dave van de Wetering, the June 24, 2021 meeting of the Board of Governors moved out of camera at approximately 4:45pm. *[BOG 352/21-48]*

It was acknowledged a motion on this matter will be tabled by the Financial & Physical Resources Committee as part of the items being removed from the Consent Agenda.

9. 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 four requests for items to be removed from the consent agenda.

Consideration of Item Removed from the Consent Agenda:

- Advancement Committee
 - Marco Chiarot
 - NSCAD Comprehensive Capital Campaign Planning Approach

- Financial & Physical Resources Committee
 - Jim Horwich
 - RFP Water Sprinkler Main – Fountain Campus
 - NSCAD Comprehensive Capital Campaign Planning Approach

- Audit & Risk Oversight Committee
 - Dave van de Wetering
 - Audited Financial Statements and Audit Report
 - Appointment of External Auditors

- Governance & Human Resources Committee
 - Joanne Hames
 - Leave of Absence - Dr. Christopher Kaltenbach

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, and the SUNSCAD Report.

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

10.1 Advancement Committee

- Marco Chiarot, Advancement Committee Chair
 - NSCAD Comprehensive Capital Campaign Planning Approach

Marco Chiarot noted that was not a great deal to add at this time since the proposal was considered in the opening in camera session. The Financial & Physical Resources Committee would be tabling a motion in support of the Comprehensive Capital Campaign Planning Approach.

In addition, he thanked the Board for their thoughtful comments and support. We now have a thoughtful strategic approach to fundraising.

10.2 Financial and Physical Resources Committee

- Jim Horwich, Financial & Physical Resources Committee Chair
 - RFP Water Sprinkler Main – Fountain Campus

At its June 3rd meeting, the F&PR committee was advised of the situation dealing with a leak in the domestic water line that runs into the basement under the Khyber space as well a second similar situation in the basement under the Art Supply Store. It agreed given the urgency of the matter to approve the issuance of the RFP.

The value of the project is currently estimated at \$270,000. Funding for the project is included in the operating budget for the fiscal year ending March 31, 2022. The award of the contract will be subject to Board approval.

The Board of Governors will be advised at the June 24th meeting regarding the RFP content and will be presented with the recommendations for the award of the contract at a later date.

- NSCAD Comprehensive Capital Campaign Planning Approach

This matter was dealt with at the June 3rd meeting of the Financial & Physical Resources Committee and an update provided to the Board in camera at today's meeting.

The following motion is tabled:

Motion: To approve in principle the recommendation of the Financial & Physical Resources Committee the adoption of the "NSCAD Comprehensive Capital Planning Approach" of May 28, 2021 with a total additional campaign budget of up to \$1,000,000 for fiscal years ending March 31, 2022, 2023 and 2024. Approvals for fiscal years ending 2023 and 2024 pending budget submission and review by the Advancement and Financial & Physical Resources Committees. The monies will be realized from the Operating Reserve Fund.

Moved by Jim Horwich, seconded. Carried [BOG 352/21-49]

The Board Chair and President acknowledged Linda Hutchison who has been instrumental in representing NSCAD with key stakeholders and beyond. Linda has been a leader and resource for many years, and we acknowledge her contribution.

10.3 Audit & Risk Oversight Committee

- Dave van de Wetering
 - Audit & Risk Oversight Committee Chair
 - Audited Financial Statements and Audit Report

The A&RO Committee approved the Audited Financial Statements and Audit Report at its June 10, 2021 meeting. The following motion was tabled.

Motion: To approve the Audited Financial Statements and Audit Report for the fiscal year-end March 31, 2021.

Moved by Dave van de Wetering, seconded. Carried [BOG 352/21-50]

- Appointment of External Auditors

The A&RO Committee appointed Deloitte as external auditors for 2021/2022. The following motion was tabled.

Motion: To approve the appointment and recommend to the Board of Governors the appointment of Deloitte as external auditors for 2021/2022.

Moved by Dave van de Wetering, seconded. Carried [BOG 352/21-51]

10.4 Governance & Human Resources Committee

- Joanne Hames, Governance & Human Resources Committee Chair
 - Leave of Absence - Dr. Christopher Kaltenbach

Joanne Hames noted that an email vote of the G&HR Committee was conducted on June 20, 2021. The following motion was tabled.

Motion: Pursuant to the Collective Agreement (23.07), to approve the recommendation of the Governance & Human Resources Committee to grant an unpaid special leave of absence commencing August 26, 2021- June 30, 2022 to Dr. Christopher Kaltenbach.

Moved by Joanne Hames, seconded. Carried [BOG 352/21-52]

11. Enterprise Risk Management Reporting Template

Dave van de Wetering, Chair A&RO

Dave van de Wetering noted it has only been a month since we have been working with the new risk template. Over the next couple of meetings, we will see the document be populated and be able to monitor the KRI/KPIs for each risk.

Dave provided an update on Senate advising there are key initiatives currently underway, including course updates and work on EDI.

12. Q4 Financial Statements

Jim Horwich, Chair F&PR

Jim Horwich invited Leanne Dowe to present the Q4 Financial Statements.

In reviewing the variances, the following variance analysis was provided:

12.1 Revenue

12.2.1 Tuition - Summer tuition exceeded budget by 8% and \$30k. Fall tuition exceeded by budget of 18% and \$541k. Winter tuition exceeded budget by 20% and \$589k. We released the \$450k contingency tuition budget.

12.2.2 Government Grants - Funding increased over prior based on the following changes: operating grant was increased by 1% over the prior year. \$1.215M received in COVID funding, moved to Strategic fund for 2021-22. \$450k in facilities funding, deferred until

2021-22 to match spending. CRC funding increased by \$190k with the addition of Charmaine Nelson. YCW funding received in both the library and gallery (\$21k).

12.2.3 *Rental Income* – Rental income not impacted by COVID as significantly as budgeted. Decrease from prior year due to the deferral program provided to tenants. To defer April - September rent over the months remaining on the lease. Some tenants were eligible for the federal CECRA grant program. To take part in the program, the university discounted rent by 25%, the tenant paid 25% and the federal government granted 50% of the tenant's commercial rent. The 25% discount is reflected as an expense in the facilities department.

12.2.4 *Donations* - Significantly higher than last year as Community has responded to student emergency bursary campaign.

12.2.5 *Ancillary Fees* - Extended Studies had to cancel classes for the summer due to Covid 19 restrictions resulting in lost revenue of \$278K (75%) compared to last year. The school store remained open, but revenue was down \$189k (57%) from last year. New online non-credit projected program was expected to roll out in Q4 F21 but was delayed until Q1 F22 due to lack of enrollment.

12.2 Expenses

12.2.6 *Academic Compensation* - Increase in Academic compensation compared to prior year the result of the following expenses: - Academic salary/COLA/step increases (-\$110k) - New positions added during the year (-\$305k) - Faculty course design & course release costs (-\$319k) - Additional instructional designers incurred (\$120k). Offset by the following savings: - Savings from parental leave/retirement & other leave, positions not filled (+\$506k) - Reduction in courses relating to reduced RPT/ICA/Student Assistants (+\$108k) Current year over budget by \$108k as a result of the following significant changes: - Retirement/Leaves positions not filled, savings compared to budget (\$365) - Additional course release/ faculty course development costs/ Student Assistants hired as part of Covid measures (450k).

12.2.7 *Facilities Operations* - Facilities expenses decreased compared to prior year primarily due to the following: Major renovations deferred during the year (\$450k); facilities grant deferred to next year to cover costs. Major decisions were deferred until new AVP of Operations was hired in November. Electricity, water, telephone costs reduced as a result of empty buildings. Savings were as \$190k, \$15k, & 22k, respectively. Security was also reduced for a portion of the summer resulting in \$40k in savings. Compared to budget, facilities had savings of \$546k, which is mainly due to: Major renovations moved to next year. Shared facility costs at the Port Campus down as a result of lower overall usage in the facility (\$146k). Increase in property management fees of 30k, which includes the initial Colliers fees for Port Redesign. Provision for doubtful accounts expense of \$36k which includes CERCA 25% write off and potential uncollectable rents estimated at year-end. Compensation savings of \$66k as roles were empty through parts the year (Coordinator of Facilities, AVP Operations, Technicians sent home during slower times).

12.2.8 *Service Departments* - Compared to prior year, compensation in service departments is down \$40k from last year due to a reorganization in current year, as well as staff furloughs and staff on ST leave. Minimal change in compensation compared to budget. Opex compared to budget increased by \$66k as a result of additional emergency bursaries paid out to students.

12.2.9 *Administration* - Increase is due to the following: - \$325k in interim roles & restructuring costs that took place during the year - Presidential search costs of \$75k.

The Chair thanked Leanne for her presentation.

13. Equity, Diversity, and Inclusion Action Plan

Dr. Ann-Barbara Graff, VP (Academic and Research) & Provost

Dr. Graff advised that the EDI Action Plan has been presented to PADCARI (President's Advisory Council on Anti-Racist Initiatives) and to the Governance & Human Resources Committee.

Dr. Graff spoke about the development of the plan and the work that has been ongoing since January 2021.

In the Academic Plan, it is recognized that we must demonstrate a commitment to redressing systems and structures that present barriers before we can advance other priorities. With support from the CRC and EDI consultant Anne-Marie DeLorey, NSCAD hosted nine EDI workshops to gather feedback on gaps and barriers, and another nine workshops were hosted to truth test the priority set that emerged from the gaps and barriers analysis. This broad consultation forms the foundation upon which the EDI action plan will be built. Many Board members participated in these workshops, and Dr. Graff thanked those who gave their time and feedback.

The report outline "Where we are now."

The action plan in its draft form, and we will be sharing it once it is more complete. In the meantime, below is a general overview of the themes and priorities.

- At the May 19th PADCARI meeting there was a motion supporting the action plan in principle.
- We are connecting with those who have direct, upcoming deliverables within the action plan, to make sure the direction and instructions are clear and comprehensive.
- For the Board, we are in a position to propose a number of actions which complement and support the actions which the operational side of the organization will be undertaking.
- One of the messages we heard through the consultations was that everyone wanted to have a role in this important work. As the draft action plan is developed, there will be opportunities for the Board to participate in the actions.

Over the summer months, we will be working on the creation of a webpage to host all our developments, including a report card to keep the NSCAD community and the public informed on the status of our promised deliverables. We are also planning additional feedback mechanisms to gather information, including a planned census for staff, faculty, and students, as well as a fall town hall. The census and cluster hire are key to next steps. On the census, we anticipate some concern

expressed by community members who may be anxious about how the data will be collected, stored, and used. The data is essential to being able to establish benchmarks, track the effectiveness of our approaches, and demonstrate success. We need to know and understand who is “here” and who is not at NSCAD.

There have been four themes developed and within those four themes exist fifteen priorities.

- Foundation – Drive the Strategy;
- Internal – Attract and Retain People;
- Bridging – Align and Connect; and
- Embed EDI into Services, Programs and Community Relations to ensure Opportunity and Belonging for students, staff, and faculty.

The question was raised on whether there were repercussions for not meeting our targets and the Board was advised that we currently have two CRC Chairs which are federally funded and if we do not meet targets, we would lose the funding.

Charmaine Nelson inquired about the cluster hire and was advised the process will begin soon with the positions commencing in July 2022.

Dr. Graff advised there will be a hard launch of the EDI Action Plan in September 2021.

Laura Lima Nishida inquired about the development of a smudging policy. Ann-Barbara Graff advised this initiative is within the action plan and will extend to all faculty and staff positions. We are looking to diversify the entire institution. The objective is to have the policy developed by the start of the first semester in September.

The Chair thanked Dr. Graff for her presentation on this important initiative.

14. President’s Report

Sarah McKinnon, Interim President

Interim President McKinnon provided a written President’s Report with appendices to the Board for the period covering May 7, 2021 to June 24, 2021. It identified the work being done at all three levels of government, Federal, Provincial and Regional.

Highlights of the report are:

- ***Academics***
Since the last report, the summer term (Summer A) was successfully launched on May 10, 2021, with 42 courses offered online. The original pre-lockdown plan was to have one course offered in a hybrid model (in-person instruction, with rotating groups of students), but those plans were shelved when the province announced its new set of restrictions. Summer B term will begin on July 5, 2021. Planning has been underway for the Fall and Winter terms of the Academic year, with an expected return to face-to-face in-person teaching and learning, 18 months after the pandemic was declared, when all classes were migrated to online delivery almost overnight. Student registration opened on June 21st. In addition to the

regular in-person classes, a new stream of online courses, NSCAD@online, will offer students a supplemental option, serving, in particular, international, and domestic students who are not able to travel to Nova Scotia, students looking for more flexibility and those who are combining work with study. The Certificate in Creativity and Innovation, offered jointly by Dalhousie and NSCAD University, completed its first delivery, and is expected to run again in Winter 2022. The Creative Entrepreneurship Lab offered a Spring Webinar Series on various themes in entrepreneurship and was very well attended by participants from across the country.

- **Facilities**

The project management team has been working hard at completing the facilities option analysis. The document will be presented and explained to the F&PR Committee during a retreat, so a proposition can be brought forward to the Board. The stakeholder engagement process for the Port Revitalization started on June 1, 2021. To date, we consulted with 6 departments (approx. 26 hours of consultations); the consultations will continue until mid-July. The design team and the faculty and staff engaged so far have been quite pleased about the process. We are preparing the campus for a face-to-face fall semester. The team is cleaning, painting, fixing the campus to make it as welcoming as we can for our students, staff, and faculty.

- **IT / Computer Services**

Computer Services has been working to finish the installation of a new phone system at the Fountain and Academy Campuses. In March, our System Administrator left for an opportunity elsewhere. We have attempted to replace this employee as well as hire a second System Administrator but have not yet been able to successfully attract a candidate. We are gearing up to help welcome the staff and faculty that have been working from home since the beginning of the pandemic back to campus.

- **Human Resources:**

- **Recruitment**

The shared Sexualized Violence Prevention and Response Consultant between NSCAD, MSVU, CBU and AST began June 1 and over the next year, will be working via the provincial grant to create a shared provincial framework for Sexual violence response and assisting each university with upcoming recommended changes to their respective Sexualized Violence Policies.

We welcomed a new Counsellor to the Opportunity and Belonging Team and are in the process of interviewing for the Director, Opportunity and Belonging vacancy. Hiring is also underway for a Jewelry Technician, Systems Administrator and Registrar. Ratish Mohan has taken the role of overseeing the Office of the Registrar, Opportunity and Belonging in the interim until those positions are filled and continues to provide leadership to the office of Admissions.

- **OHS**

OHS training during the summer will include updated Fire Warden training. The JOHS met June 17 and will meet again in August. The OHS Coordinator is continuing to assist in the planning for the Fall Semester.

- **Pension**

Keeping in line with the MOU's in each of the unionized groups, the Joint Benefits Committee will meet again in early July on the feasibility of transitioning to the PSSP which will be an upcoming item for the Governance & Human Resources Committee in August.

Interim President, Sarah McKinnon also provided an update on PADCARI and its role within the institution going forward. Since September, the group has been meeting to review and establish its principles. We are now moving into the second phase and envision PADCARI playing more of an oversight role for EDI. There will be a report tabled at the fall Board meeting.

The Board was also informed that enrolment is very close to the target set, and we are pleased with the numbers. Ratish Mohan is working with Admissions overseeing work with the existing staff. Ratish will be joining SLT and is a real addition to our team.

The Chair thanked the SLT for their support of the school and the Interim President.

Nicole Maggio inquired whether in addition to the hire of the Director of Opportunity and Belonging if there was going to be a hire with the specific focus on international students.

Sarah McKinnon advised we are very close to hiring the Director of Opportunity and Belonging and we are intending to hire another person to provide services for international students. This may not be their entire scope of responsibilities, but certainly primarily it will be international students.

15. AGM Planning

Louise Anne Comeau, Board Chair

The Board was advised that planning was underway. It is too early to determine whether we will be able to have an in-person meeting at this time, but we will advise as soon we are in a position to make an informed decision.

16. In Camera – Including Senior Leadership Team

By motion of Jim Horwich, the June 24, 2021 meeting of the Board of Governors moved in camera at approximately 5:50pm. [*BOG 352/21-53*]

By motion of Maggie Marwah, the June 24, 2021 meeting of the Board of Governors moved out of camera at approximately 6:54pm. [*BOG 352/21-54*]

There were not motions as a result of the in camera session.

17. Any Other Business

There was no other business.

18. In Camera – Excluding Senior Leadership

Jim Horwich, Chair Presidential Search Committee

The Senior Leadership Team left the meeting.

By motion of Jennifer Green, the June 24, 2021 meeting of the Board of Governors moved in camera at approximately 6:55pm. [BOG 352/21-55]

By motion of Maggie Marwah, the June 24, 2021 meeting of the Board of Governors moved out of camera at approximately 7:03pm. [BOG 352/21-56]

There were not motions as a result of the in camera session.

19. In Camera – Excluding President

Louise Anne Comeau, Board Chair

Interim President, Sarah McKinnon and EA Governance and President’s Office left the meeting.

By motion of Bruce Sparks, the June 24, 2021 meeting of the Board of Governors moved in camera at approximately 7:04pm. [BOG 352/21-57]

By motion of Jim Horwich, the June 24, 2021 meeting of the Board of Governors moved out of camera at approximately 7:08pm. [BOG 352/21-58]

There were not motions as a result of the in camera session.

20. Adjournment – Next Meeting

Motion: By motion of Louise Anne Comeau, the June 24, 2021 meeting of the Board of Governors adjourned at approximately 7:08 pm. [BOG 350/21-59]

21. Next Meeting

The next meeting of the Board of Governors will be held on Thursday, September 23, 2021 and will be followed by the AGM.

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

Approved for internal circulation by Louise Anne Comeau, Board Chair on September 20, 2021.