



BOARD OF GOVERNORS
September 23, 2021 (Meeting #353)
MINUTES

Adopted: November 25, 2021

In Attendance: Louise Anne Comeau (Chair), Marco Chiarot, Gary Edwards, Jennifer Green, Cheryl Hann, John Keating, Dean Leland, Jamie Loughery, Sarah McKinnon, Charmaine Nelson, Anthony Novac, Sunil Sarwal, Bruce Sparks

Regrets: Shelley Burke, Fabienne Colas

Invited: Martine Durier-Copp, Academic Dean, Ann-Barbara Graff, VP (Academic and Research) & Provost, Kara Holm, Advancement Director, Isabelle Nault, Associate Vice-President Operations, Leanne Dowe, Chief Financial Officer, Ashley Lorette, Director of Human Resources, Ratish Mohan, Special Advisor to the Provost for Enrolment Management & Acting Registrar

1. Call to Order Establishment of Quorum and Welcome

Meeting called to order at approximately 3:00pm by Chair, Louise Anne Comeau 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

There were no conflicts of interest declared.

4. Acceptance of the Agenda

The agenda was accepted as presented.

<p>Motion: To approve the September 23, 2021 Board agenda as presented. Moved by Dean Leland. [BOG 353/21-60]</p>
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5. Adoption of the Meeting Minutes and Business Arising from the Minutes

No changes being requested, the minutes of the June 24, 2021 are hereby adopted as a true record.

6. Business Arising

There was no business arising from the minutes of June 24, 2021.

7. Key Correspondence

There was no key correspondence.

8. Welcome

Louise Anne Comeau, Board Chair

The Chair welcomed Sunil Sarwal, the new President of the Alumni Association and member of the Board of Governors.

Sunil Sarwal is an award-winning branding consultant in the food and drink industry, working with innovative companies around the world to build creative brands that people love. Clients range from billion-dollar multinationals such as London-based Compass Group Inc., to small, innovative companies like PEI's Upstreet. Recent brands created include Libra Craft Beer (recipient of the Bronze Medal for Design at the World Beer Awards) and local favourite Viveau. A graduate of NSCAD, Sunil ran Montreal's rambunctious design agency the Small Monsters for over 10 years before recently returning to his hometown of Halifax.

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.

There were three requests for items to be removed from the consent agenda, only one will be discussed at this time. The other two will be discussed in camera.

Consideration of Item Removed from the Consent Agenda:

- Financial & Physical Resources Committee
 - Anthony Novac, F&PR Committee Member
 - University's Investment and Endowment Funds

At the September 1, 2021 meeting of the Financial & Physical Resources Committee, the committee reviewed the performance of the University's Investment and Endowment Funds.

The CFO presented the Scholarship Pool Calculation for the Scholarship Endowment Fund and the sensitivity analysis for the Creative Innovators of Tomorrow Scholarship Endowment Fund. The calculation is based on the spending guidance as contained in the University's Investment Policy.

Based on this analysis, it was recommended that we increase the general endowment scholarship allocation from the previous \$150,000 to \$175,000 for the 2022-23 fiscal year.

The Financial & Physical Resources Committee tabled the following motions:

Motion: To accept the recommendation of the Financial & Physical Resources Committee that a general endowment scholarship allocation of \$175,000 be awarded for fall 2022 (\$130,000) and winter 2023 (\$45,000).
Moved by Anthony Novac, seconded. Carried [BOG 353/21-61]

Motion: To accept the recommendation of the Financial & Physical Resources Committee that the fourth round of bursaries be awarded from the Creative Innovators of Tomorrow Endowment Fund for fall 2022 and winter 2023.
Moved by Anthony Novac, seconded. Carried [BOG 353/21-62]

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, Report of Advancement Committee, Report of Audit & Risk Oversight Committee, NSCAD Board Meeting Schedule 2021/2022 and the Board of Governors – Attendance Report.

The Senior Leaderships Team left the meeting.

10. Consideration of Items Removed from Consent Agenda Excluding Senior Leadership Team – G&HR – Motion Requested Move In/Out of Camera

By motion of Sarah McKinnon the September 23, 2021 meeting of the Board of Governors moved in-camera at approximately 3:11 pm.

By motion of Cheryl Hann the September 23, 2021 meeting of the Board of Governors moved out of camera at approximately 3:22 pm.

11. Nominations Committee Report

Louise Anne Comeau, Board Chair

The Governance & Human Resources Committee considered the 2021/2022 Nominations Report at its September 16th meeting. It was acknowledged there were a few vacancies still outstanding, they will be addressed at such time the Board complement is completed.

The report details a Governor-at-Large that has agreed to serve an additional three-year term, as well as the recommendation of three new Governors-at-Large.

Dean Leland – Renewed
Maggie Marwah – New Governor-at-Large
Jim Horwich – New Governor-at-Large

Joanne Hames – New Governor-at-Large

Motion: To approve the recommendation of the Nominations Committee to adopt the 2021/2022 Nominations Report.
Moved by Louise Anne Comeau, seconded. Carried [BOG 353/21-63]

Nomination appointments will take place at the AGM immediately following the Board meeting.

The Senior Leadership Team rejoined the meeting.

12. Q1 Financial Statements

Leanne Dowe, Chief Financial Officer

The Board received the Q1 Financial Statements for the first quarter, April, May, and June for their review prior to the meeting. Some of the highlights:

Summer tuition is projected to be over budget by roughly \$150k, which is an additional 28 FTFE students than budgeted (23 DOM, 5 INTL).

Academic Compensation - Decrease over prior year due to expected savings from vacant faculty positions due to retirements.

Ancillary Expenses - Increase over prior year primarily due to extended studies, which resumed summer camps, and courses, which were forced to cancel in F21.

Positive results for the Endowment and Creative Innovators funds, realizing 17% returns.

13. ERM Risk Register

Cheryl Hann, Chair, Audit & Risk Oversight Committee

The Board was advised that this is the first presentation of the revised ERM Risk Register. The report today is tracking what we have recorded so far. Going forward, we will start to build on the report and look at the trending.

14. In-Camera: Excluding Faculty, Students and Management

Sarah McKinnon, Interim President

Faculty, students, and management were recused, with the exception of Ashley Lorette.

By motion of Dean Leland, the September 23, 2021 meeting of the Board of Governors moved in-camera at approximately 3:33pm.

By motion of Sunil Sarwal, the September 23, 2021 meeting of the Board of Governors moved out of camera at approximately 3:47pm.

Out of Camera Motion

Following the in-camera session, the motion was tabled

Motion: In accordance with article 19.03 (B) of the collective agreement between the Employer and FUNSCAD Unit I and having met the burden and standard of proof detailed in article 19.02, as recommended by the Interim President, it is moved to proceed with an unpaid suspension of the faculty member, for a period of one (1) month, beginning October 1, 2021.
Moved by Sarah McKinnon, seconded. Carried [BOG 353/21-64]

Ashley Lorette left the meeting.

15. In Camera – Excluding Management

Louise Anne Comeau, Board Chair

Faculty rejoined the meeting.

By motion of Cheryl Hann, the September 23, 2021 meeting of the Board of Governors moved in-camera at approximately 3:51pm.

By motion of Cheryl Hann, the September 23, 2021 meeting of the Board of Governors moved out of camera at approximately 4:10pm.

There were no motions as a result of the in-camera discussion.

16. 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 Dean Leland, the September 23, 2021 meeting of the Board of Governors moved in camera at approximately 4:10pm.

By motion of Jamie Loughery, the September 23, 2021 meeting of the Board of Governors moved out of camera at approximately 4:15pm.

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

17. Adjournment – Next Meeting

Motion: By motion of Louise Anne Comeau, the September 23, 2021 meeting of the Board of Governors adjourned at approximately 4:15pm.

18. Next Meeting

The next meeting of the Board of Governors will be held on Thursday, November 25, 2021.

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

Approved for internal circulation by Maggie Marwah, Board Chair on October 13, 2021.