

**In Attendance:** Maggie Marwah (Chair), Anthony Novac, Bruce Sparks, Cheryl Hann, Chris Parsons, Jennifer Green, Jim Horwich, Joanne Hames, John Keating, Marco Chiarot, Olivia Fay, Sam Fisher, Sarah McKinnon, Shelley Burke, Sunil Sarwal

**Regrets:** Dean Leland

**Absent:** Fabienne Colas

**Invited:** Ann-Barbara Graff – VP (Academic and Research) & Provost, Isabelle Nault – AVP Operations, Leanne Dowe – Chief Financial Officer, Martine Durier-Copp – Academic Dean, Ratish Mohan – Special Advisor to the Provost for Enrolment Management and Acting Registrar, Kara Holm – Advancement Director

**1. Call to Order Establishment of Quorum**

Meeting called to order at approximately 4:02 p.m. 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 Board Chair noted three motions being tabled from the Governance & Human Resources Committee present conflicts of interest.

- **Appointments forwarded by the VP (Academic & Research) and Provost:**
  - NICOLE LEE – Appointment to Regular Full-Time position at the rank of Assistant Professor, Art History and Contemporary Culture - Art Education effective July 1, 2022.
  - KATIE PUXLEY – Appointment to a First Regular Library appointment at the rank of Librarian II effective July 1, 2022.
- **Faculty Leave of Absence Request**
  - REBECCA HANNON – Grant an unpaid special leave of absence commencing July 1, 2022 – December 31, 2022.

**Note:** Faculty (J. Green and S. Fisher) and Students (C. Parsons and O. Fay) are to be recused from discussion and voting on these motions.

#### **4. Acceptance of the Agenda**

The Board Chair commented the regular Getting to Know NSCAD agenda item was removed for this meeting due to time constraints and the amount of material to be covered; the item will return for future meetings. A possible short break will be added if needed today. J. Horwich also requested a change: to move agenda items #16 and #17 ahead of item #10 to allow for A. Novac to participate in the discussion and voting on motions before he has to leave the meeting early. The agenda was accepted as amended.

**Motion:** To approve the June 23, 2022, Board of Governors meeting agenda as amended.  
*Moved by J. Horwich. [BOG 359/22-34]*

#### **5. Adoption of the Meeting Minutes**

The Board Chair commented the minutes were late being posted. If anyone has any changes, they are welcome to email her. A. Molloy has been working overtime to keep up with the extra work. The upcoming governance review will be looking into the number of meetings, and we could see changes. No changes being requested, the minutes of the May 5, 2022, are hereby adopted as a true record.

#### **6. Business Arising**

There was no business arising.

#### **7. Key Correspondence**

There was no key correspondence.

#### **8. 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.

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

#### **9. Consideration of Items Removed from the Consent Agenda**

***(items to be discussed under In Camera – agenda item #14)***

##### **9.1 – Governance & Human Resources Committee**

- ***Joanne Hames, Chair – G&HR***
  - 9.1.1 – **Consider any Promotions or Appointments forwarded by the VP (Academic & Research) and Provost\***

- **NICOLE LEE** – Appointment to Regular Full-Time position at the rank of Assistant Professor, Art History and Contemporary Culture - Art Education effective July 1, 2022.
- **KATIE PUXLEY** – Appointment to a First Regular Library appointment at the rank of Librarian II effective July 1, 2022.

**9.1.2 – Faculty Leave of Absence Request**

- **REBECCA HANNON** – Grant an unpaid special leave of absence commencing July 1, 2022 – December 31, 2022.

*(items to be discussed under In Camera – agenda item #16)*

**9.2 – Financial & Physical Resources Committee**

- *Jim Horwich, Chair – F&PR*
- 9.2.1 – **Lease Expansion**
- 9.2.2 – **Colliers’ Contract Increase**
- 9.2.3 – **Policy Revision: 4.3 Entertainment & Meal Expense**
- 9.2.4 – **Facilities: HPA Lease of Shed 22 & Shed 23**

*[\*NOTE: All items above will be discussed In Camera under agenda items #14 and #16 and voted on under agenda items #15 and #17*

*(Faculty, Students & B. Sparks Recused from #14 & #15 only\*)*

**16. In-Camera: Including Senior Leadership Team**

- **Lease Expansion**
- **Colliers Contract Increase**
- **Policy Revision: 4.3 Entertainment & Meal Expense**
- **Facilities: HPA Lease of Shed 22 and Shed 23**

**Motion:** By motion of J. Hames, the June 23, 2022, meeting of the Board of Governors moved **in-camera** at approximately 4:12 p.m. [BOG 359/22-35]

**Motion:** By motion of C. Hann, the June 23, 2022, meeting of the Board of Governors moved **out of camera** at approximately 5:44 p.m. [BOG 359/22-36]

**17. Out of Camera Motions**

Following the in-camera session, the following motions were tabled:

**17.1 – Lease Expansion**

**Motion:** To accept the recommendation of the Financial & Physical Resources Committee, the Board of Governors approve to proceed with the lease expansion of the Port campus, HPA Lease No. 474-H-354 – Amendment IV. If required, funds will be allocated from the Facilities budget or operating reserve.  
*Moved by C. Hann. Seconded by S. McKinnon. Carried. [BOG 359/22-37]*

Summary Information:  
 -Area: approximately 4,200 sq. ft.  
 -Term: July 1, 2022, to August 31, 2045  
 -Total value of the lease expansion is \$209,000 (plus HST) payable in monthly equal installments for the first three years of the lease with no further payments for the remainder of the lease.

### 17.2 – Colliers Contract Increase

**Motion:** To accept the recommendation of the Financial & Physical Resources Committee, the Board of Governors approve the increase of value of Colliers Project Leaders Inc.'s contract by a maximum upset value of \$36,120 (plus HST) to continue with the project management and pre-construction services for the Port Renovation until the completion of the design phases, anticipated at the end of August 2022. If required, funds will be allocated from the Facilities budget or operating reserve.  
The existing contract is currently set at a maximum of \$162,500 (approved by the Board of Governors in February 2021); the increase will bring the total value to \$198,620 (plus HST).  
*Moved by J. Keating. Seconded by M. Chiarot. Carried. [BOG 359/22-38]*

### 17.3 – Policy Revision: 4.3 Entertainment & Meal Expense

**Motion:** To accept the recommendation of the Financial & Physical Resources Committee, the Board of Governors approve the revised Entertainment and Meal Expense Policy as presented.  
*Moved by S. McKinnon. Seconded by J. Keating. Carried. [BOG 359/22-39]*

### 17.4 – Facilities: HPA Lease of Shed 22 & Shed 23

**Motion:** To accept the recommendation of the Financial & Physical Resources Committee, the Board of Governors approve proceeding with the HPA Lease of Shed 22 and Shed 23.  
*Moved by A. Novac. Seconded by J. Keating. J. Green & S. Fisher opposed. Carried. [BOG 359/22-40]*

J. Green stated she was not opposed to proceeding with the lease; she expressed disagreement with the process and wished for more information on which to base her decision. Similarly, S. Fisher stated he does not agree with the process and believes NSCAD is moving too quickly.

**The Board took a 10-minute break, from 5:57 – 6:07 p.m.**

## 10. Q4 & Year-End Financial Statements

*Leanne Dowe, Chief Financial Officer*

L. Dowe presented the report titled *Q4 2021-2022 Highlights and Audited Financial Statements for year ended March 31, 2022*. Highlights included:

### Q4 2021-2022 Highlights

#### Operating Revenue & Expenses

- 2021-22 Total Operating REVENUE = \$21.42M
- 2021-22 Total Operating EXPENSES = \$19.66M

#### Enrollment Overall (FFTE)

- **Actual** for 2020-21 was:
  - Domestic = **495**
  - International = **152**
  - **Total** = **647**

#### Q4 REVENUE to Budget

- ↓ Tuition fees for the year are \$166,000 less than budget due to lower than projected international enrolment

- ↑ Student fees are \$230,000 higher than prior year and \$28,000 over budget. We introduced a new student services fee in the current year and provided Creative Cloud at reduced rates.
- ↑ Government grants exceeded budget by \$136,000 but were less than prior year by \$575,000. We received a COVID grant in 20-21.
- ↑ Rental income exceeded budget by \$52,000 and prior year by \$11,000. The commercial rental market is picking up and we have rented some of our vacant space since year end.
- ↑ Operating donations received were \$7K higher than budget. Excludes donations for endowments and special purposes.
- ↑ Ancillary enterprises are looking stronger, up \$362,000 over prior year and \$33,000 to budget.

#### Q4 EXPENSE to Budget

- ↓ Academic compensation savings to budget of \$420,000 primarily due to FT faculty retirements.
- ↓ Academic operating costs under budget by \$38,000. Studio were less than expected by 6%.
- ↓ Facilities costs up \$906,000 over prior year as the team is undertaking more repair & maintenance and renovation projects this year. Includes Port Campus renovation costs. Actual to budget savings in utilities and common area costs offset by renovation planning costs, net effect to budget was savings a savings of \$243,000
- ↓ Service department savings of \$167,000 to budget due to unfilled positions in the departments. Less recruiting travel this year and online graduation was held at the start of the year, so we did not incur venue charges.
- ↓ Administrative expenditures are down \$985,000 to budget due to vacant positions, advancement budgeted for full year, staffed mid-year and presidential search budgeted in current year, expensed in prior.
- ↑ Ancillary costs up \$162,000 over prior year – Summer camps and programming required additional costs due to COVID regulations. Expect these areas to break even.
- ↓ Interest cost savings to budget of \$333,000 as we did not require our operating line of credit.

#### Audited Financial Statements for the Year Ended March 31, 2022

- Statement of Financial Position (Assets, Liabilities & Fund Balances)
  - Total assets increased by 6% and 5.2M. Up to \$88M from \$83M.
  - Cash and Investments up \$2.8M to \$27.3M
  - Receivables up \$161.5k (allowance for doubtful accounts down \$128.8k). Additional receivable for grants/other \$78k, \$39k HST.
  - Minimal change in property and equipment
  - Accounts Payable and accruals up \$508k; student deposits increased \$136k, increased vendor payable of \$95k, scholarships paid after year-end of \$60k. Accruals for Canadian Institute of Slavery construction of \$96k
  - Final year of Fountain Campus mortgage
  - Minimal change in deferred revenue
  - Increase on Operating Fund Reserve of \$1.6M, from \$8.89M to \$10.5M
- Statement of Financial Position (REVENUES)
  - Overall revenues were down 3% and \$793k over prior year
  - Government Grants made up 56% of total operating revenues, one of the highest funded in Nova Scotia (2021 – 53.8%)
  - Student Academic fees were 4% higher than prior year and made up 37.3% of total operating fund revenues (2021 – 31.5%)
  - Tuition rate increases this year were 1% for domestic students, 2.5% for international students and there were no tuition increases in 2021.
  - Ancillary Revenues were up by 148% in current year due to the return to campus of students and extended studies summer camps

- Unrealized endowment investment loss of \$399k due to market volatility in later part of year (after rebalancing). Net investment income of 586k (PY 1.6M)
- Statement of Financial Position (EXPENSES)
  - Academic compensation flat (retirements offset by cost of part time faculty hires)
  - Facilities operations up \$906k: Port redesign costs of \$313k, repairs & maintenance costs of \$378k due to deferred maintenance, AVP and facilities coordinator roles vacant for part of PY.
  - Ancillary expenses were up \$296k mostly due to resumption of summer camps and additional COVID costs.
  - Administrative costs were down \$419k mostly due to various vacant positions.
  - Interest Expense was reduced by \$95.5k as the mortgage balance was paid off.
  - Research spending, up 95% and \$321k over prior year

**11. Receive & Approve Audited Annual Financial Statements, Audit Report, and Approve Recommendation of External Auditors for 2022-2023**

***Leanne Dowe, Chief Financial Officer***

J. Horwich advised that the Board of Governors first approve the statements and report, after which the auditors provide NSCAD with the signed statements for its files.

Following the Q4 & Year-End Financial statements presentation and discussion, the following motions were tabled:

**Motion:** To accept the recommendation of the Audit & Risk Oversight Committee, the Board of Governors approve the Audited Annual Financial Statements and Audit Report for the fiscal year-end March 31, 2022.  
*Moved by M. Chiarot. Seconded by J. Horwich. Carried. [BOG 359/22-41]*

**Motion:** To accept the recommendation of the Audit & Risk Oversight Committee, the Board of Governors appointment Deloitte as external auditors for 2022-2023.  
*Moved by S. McKinnon. Seconded by C. Hann. Carried. [BOG 359/22-42]*

**12. Approve Nominations to be made at AGM and any AGM Planning Items\***

***Maggie Marwah, Board Chair***

The Chair stated that the Government’s Governor-in-Council process of appointments is still pending. She has heard that NSCAD is on the next HR legislative committee agenda, and NSCAD should know more after it meets next week. For the next Board cycle beginning in September, if any governor would like to move to another Board committee, please contact the Chair.

The Chair also advised that she has a meeting set with the governance review consultant for next week and hopes to have a Board meeting schedule confirmed for next year from that meeting.

### **13. President's Report**

#### ***Sarah McKinnon, Interim President***

S. McKinnon tabled a full report prior to the meeting and included the following excerpts and comments.

S. McKinnon added at the last CONSUP (Council of Nova Scotia University Presidents) meeting, they discussed Government's current ongoing universities governance review. It is unclear where it is headed but they are looking at differences in governance boards.

She also commented that this is her last Board meeting and she wanted to thank members for their commitment to supporting NSCAD. Governors have been extremely helpful in her interim role. She said it has been an honour to work with the Board and has enjoyed the opportunity.

#### **ACADEMICS:**

##### ***Martine Durier-Copp, Academic Dean***

This reporting period saw the launch of the summer term, with 34 courses offerings, both online and in person being offered in the first part of the summer term. The summer term consists of three parts, Summer A – 7-week term (May 9 to June 24), Summer B (July 4 to August 19) and Summer (AB) those courses running for the entire summer semester (May 9 to August 12). Summer enrollments did not reach targets, with several courses being cancelled.

This period also saw the first in-person NSCAD Convocation since 2019, with a joyous celebration on May 12. Two honorary doctorate degrees were conferred: to Dr. Zainub Verjee and Dr. Luc Courchesne.

The Academic Dean was pleased to have reinstated the Arthur Lismer (Dean's list) award, with 31 graduands recognised for achieving a cumulative GPA over the academic year of 3.7 or higher.

Planning for the fall term continues, with the welcoming of new BIPOC cohort faculty hires and teaching assignments finalized. These new colleagues will enrich the instructional fibre of the institution and the quality and depth of programs.

On another note, NSCAD University is honored to present Heritage at Risk: National Art Collections of Ukraine and the 2022 War, on June 23, 2022, at 2 p.m. – a conversation with senior officials from two of Ukraine's most important national museums: the Bohdan and Varvara Khanenko National Museum of Arts, and the National Art Museum of Ukraine. The presentation focuses on how the museums have been impacted by the Russian invasion, and the measures taken to protect these cherished works of art. A large audience is expected to attend this live session from Kyiv and Berlin.

#### **ACADEMIC & RESEARCH:**

##### ***Ann-Barbara Graff, Vice-President (Academic & Research) and Provost***

Dr. Ann-Barbara Graff, Vice-President (Academic & Research) and Provost was a delegate at the Governor General's Canadian Leadership Conference representing Nova Scotia. The conference theme was the future of leadership.

#### **ANNA LEONOWENS GALLERY**

*1891 Granville Street, Halifax*

Gallery Hours: Tuesday – Friday (11 a.m.-5 p.m.) and Saturday (noon-4 p.m.)

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

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

### **UPCOMING EVENTS:**

**Monday, Jul 4**

**5:30 p.m.** Opening: Lara Sturzenbaum, gathering group exhibition, Alcuin Awards exhibition

**Monday, Jul 11**

**5:30 p.m.** Opening: Kourtney Bartel, Elly Grant, nora saulnier

### **PORT LOGGIA GALLERY & TREATY SPACE GALLERY**

1107 Marginal Road, Halifax, NS

Gallery Hours: Thursday – Sunday (12-5 p.m.)

**Thursday, Jun 23**

**5 p.m. / Port Loggia Gallery, 1107 Marginal Rd.**

Reception: FURNITURE PROTOTYPING

## **14. In Camera – Including Senior Leadership Team**

- **Academic Appointments – Faculty, Students and B. Sparks Recused**
- **Faculty Leave of Absence Request – Faculty, Students and B. Sparks Recused**

*J. Green, S. Fisher, C. Parsons, O. Fay and B. Sparks were recused from discussion and voting on these appointments and faculty leave of absence request.*

**Motion:** By motion of J. Horwich, the June 23, 2022, meeting of the Board of Governors moved **in-camera** at approximately 6:34 p.m. [BOG 359/22-43]

**Motion:** By motion of S. McKinnon, the June 23, 2022, meeting of the Board of Governors moved **out of camera** at approximately 6:46 p.m. [BOG 359/22-44]

## **15. Out of Camera Motions**

Following the in-camera session, the following motions were tabled:

**Faculty, Students & B. Sparks Recused**

### **GOVERNANCE & HUMAN RESOURCES Committee**

*Joanne Hames, Chair*

#### **15.1 – Academic Appointments**

**Motion:** To accept the recommendation of the Governance & Human Resources Committee, the Board of Governors approve the appointment of **NICOLE LEE** to a



Regular Full-Time position at the rank of Assistant Professor, Art History & Contemporary Culture – Art Education effective July 1, 2022.  
*Moved by C. Hann. Seconded by J. Horwich. Carried. [BOG 359/22-45]*

**Motion:** To accept the recommendation of the Governance & Human Resources Committee, the Board of Governors approve the appointment of **KATIE PUXLEY** to a first regular library appointment at the rank of Librarian II effective July 1, 2022.  
*Moved by S. Sarwal. Seconded by J. Keating. Carried. [BOG 359/22-46]*

### **15.2 – Faculty Leave of Absence Request**

**Motion:** To accept the recommendation of the Governance & Human Resources Committee, the Board of Governors approve and grant an unpaid special leave of absence to **REBECCA HANNON** commencing July 1, 2022 – ending December 31, 2022.  
*Moved by S. Sarwal. Seconded by J. Keating. Carried. [BOG 359/22-47]*

**Faculty, Students & B. Sparks returned to the meeting.**

### **18. Any Other Business**

*Maggie Marwah, Board Chair (M. Marwah lost online connection at 6:48 p.m.)*  
*Jim Horwich, Chair – Financial & Physical Resources*

J. Horwich wished a heart-felt thank you to Interim President Sarah McKinnon for joining NSCAD at the time she did and acknowledged all the work she has done for NSCAD during this unparalleled time. He commented what a high bar she has set, and that her leadership has been infectious. She has carved out a future for NSCAD that looks bright. On behalf of the Board, he offered deepest thanks to S. McKinnon.

Following thank-yous by other Board members, the following motion was tabled:

**Motion:** I move that the NSCAD Board of Governors offer deepest thanks to Dr. Sarah McKinnon for her service to the university as interim president from July 2020 to July 2022. Under her focused and skilled administration during the past two years, notably through the unpredictable demands of a global pandemic, NSCAD has made significant strides in many of its strategic priorities. Her commitment and leadership have been invaluable to the Board and the NSCAD community.  
*Moved by J. Horwich. Seconded by S. Burke. Carried. [BOG 359/22-48]*

### **19. In Camera – Excluding Senior Leadership Team (If required)**

No additional in camera required.

### **20. In Camera – Excluding President (If required)**

No additional in camera required.

## 21. Adjournment – Next Meeting

**Motion:** By motion of S. Burke, the June 23, 2022, meeting of the Board of Governors adjourned at approximately 6:55 p.m. [BOG 359/22-49]

The next meeting of the Board of Governors will be held on Thursday, September 22, 2022, followed by the Annual General Meeting.

*Recorded by A. Molloy, Administrative Assistant – President’s Office & University Relations  
Approved for internal circulation by Maggie Marwah, Board Chair on September 19, 2022.*