



## BOARD OF GOVERNORS

February 9, 2023

MINUTES

(Meeting #364)

Adopted:

**In Attendance:** Maggie Marwah (*Chair*), Anthony Novac, Bill Barker, Bruce Sparks, Cheryl Hann, Chris Parsons, Dave van de Wetering, Dean Leland, Gary Edwards, Jim Horwich, John Keating, Kathryn Toope, Marco Chiarot, Mark Bovey, Olivia Fay, Peggy Shannon, Rudi Meyer, Sarah McInnes, Shelley Burke, Sunil Sarwal, Sylvia Parris-Drummond

**Absent:** Fabienne Colas

**Invited:** Ann-Barbara Graff – VP (Academic and Research) & Provost, Andy Murdoch – Director of Strategic Communications, Bruce DeBaie – Chief of Staff, Isabelle Nault – AVP Operations, Leanne Dowe – Chief Financial Officer

### 1. CALL TO ORDER & ESTABLISHMENT OF QUORUM

Meeting called to order at approximately 5:02 p.m. by Chair, Maggie Marwah, with the establishment of quorum. The Chair commented that hopefully this is the last all Teams meeting and thanked all for agreeing to the time change of 5:00-7:30 p.m.

### 2. TERRITORIAL ACKNOWLEDGEMENT

President Peggy Shannon read into the record the Territorial Acknowledgement.

*“We are here today in Mi’kma’ki, the ancestral and unceded territory of the Mi’kmaq and Wəlastəkwiyik peoples. I ask you to join us in acknowledging their communities, their elders, both past and present, as well as their future generations. NSCAD University also acknowledges that it was founded upon exclusions and erasures of Indigenous peoples, including those on whose land this institution is located. This acknowledgement reflects the university’s commitment to beginning the process of working to dismantle the ongoing processes and legacies of settler colonialism. As an educational institution, NSCAD recognizes its ethical obligation to create truthful and factual representations.”*

### 3. DECLARATION OF ANY CONFLICT OF INTEREST

The Board Chair noted four agenda items that present conflicts of interest and explained what members are to be recused. One addition requested was an update on President’s Goals and Objectives. The Chair noted this will be added and addressed in agenda item # 13.

### 4. ACCEPTANCE OF AGENDA

The agenda was accepted as amended with the addition noted above.

**Motion:** To approve the February 9, 2023, Board of Governors meeting agenda as amended.  
*Moved by S. Burke. [BOG 364/23-01]*

## **5. GETTING TO KNOW THE NSCAD COMMUNITY**

***Andy Murdoch, Director of Strategic Communications***

President Shannon introduced Andy Murdoch, NSCAD's new Director of Strategic Communications, welcoming his forward-thinking approach and understanding of the needs of the university.

A. Murdoch shared a brief presentation of his background and past work: he comes to NSCAD from Concordia University, Montreal, where he worked as a communications advisor in the Faculty of Fine Arts for six years. During that time, he led Concordia's visual rebranding, revamped its website, aligned communications and marketing strategies with fine arts recruitment goals, and tirelessly championed the research and creative successes of faculty, students and staff. Prior to his time at Concordia, he worked at Dalhousie University as an online content officer and at The Coast newspaper as an editor and writer. He has also worked at the Toronto Star and the CBC, as well as in the UK at The Guardian. He brings to NSCAD an extensive university communications and marketing experience with a particular expertise in design, and visual and performing arts.

The Chair welcomed Andy to NSCAD and back to Nova Scotia and looks forward to him taking NSCAD to the next level.

## **6. ADOPTION OF THE MEETING MINUTES**

No changes being requested, the minutes of the December 13, 2022, are hereby declared adopted as a true record.

## **7. BUSINESS ARISING FROM THE MINUTES**

There was no business arising.

## **8. KEY CORRESPONDENCE**

There was no key correspondence.

## **9. CONSENT AGENDA**

***Maggie Marwah, Board Chair***

The Chair noted the committee reports included under the Consent Agenda represented significant reading and information. She asked that if anyone would like an item removed for further discussion to please ask at any time.

Five items were removed from the consent agenda.

## **10. CONSIDERATION OF ITEMS REMOVED FROM THE CONSENT AGENDA**

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

David van de Wetering, Chair – G&HR

- **10.1.1 – Vice-Chair, Board of Governors (Bill Barker)**

- **10.1.1a – Voting Rights, Vice-Chair (Bill Barker)**  
*\*(To be reviewed under Item #14 and motion voted on under Item #15)*  
*(Bill Barker to be recused for Vice-Chair item)*
  
- **10.1.2 – Consider any Promotions or Appointments forwarded by the VP (Academic & Research) and Provost\***
  - 10.1.2a – JULIE HOLLENBACH** – Second Appointment
  - 10.1.2b – LOUIS-CHARLES DIONNE** – Appointment to Regular Part-Time Faculty
  - 10.1.2c – MATHEW ALLEN** – Appointment to Regular Part-Time Faculty
  - 10.1.2d – RAJEE JEJISHERGILL** – Appointment to Regular Part-Time Faculty
  - 10.1.2e – SAGE SIDLEY** – Appointment to Regular Part-Time Faculty
  - 10.1.2f – CARLEY MULLALLY** – Appointment to Regular Part-Time Faculty*\*To be reviewed under Item #16 and motions to be voted on under Item #17*
  
- **10.1.3 – Senior Administration Compensation\***  
*\*To be reviewed under Item #18 and motion to be voted on under Item #19*

## **10.2 – Financial & Physical Resources Committee**

*Jim Horwich, Chair – F&PR*

- **Facilities Update\***  
*\*(To be reviewed under Item #14 and motion voted on under Item #15)*

## **11. Q2 FINANCIAL STATEMENTS**

*Leanne Dowe, Chief Financial Officer*

L. Dowe presented the report titled *Q2 2022-23 Highlights* for the quarter ended September 30, 2022. The university is forecasting a deficit of \$564,000. Highlights included:

### Statement of Operations: Operating Revenue, Expense & Reserve Addition (Drawdown)

#### 2022-23 BUDGET

- Operating Revenue = \$19.45m *(Forecasted at: \$19.38m)*
- Operating Expenses = \$20.56m *(Forecasted at: \$19.94m)*

### Summer Enrolment (FFTE)

#### 2022-23 ACTUAL

- Domestic = 69
- International = 25
- **Total = 94**

### Fall Enrolment (FFTE)

#### 2022-23 ACTUAL

- Domestic = 506
- International = 121
- **Total = 627**

### Winter Enrolment (FFTE)

#### 2022-23 PROJECTED

- Domestic = 468

- International = 115
- **Total = 583**

Annualized FFTE – Domestic & International

2022-23 FORECAST

- Domestic = 522
- International = 131
- **Total = 653**

<u>Q2 2022-23 REVENUES</u>	<u>Current Year Actual</u>	<u>Prior Year Actual</u>	<u>Variance</u>	
• Tuition Revenue	\$ 5,104,117	\$ 4,947,242	\$ 156,875	●
• Student Fees	281,096	216,878	64,218	●
• Government Grants	4,822,184	6,241,774	(1,419,589)	●
• Investment Income	63,375	51,650	11,725	●
• Rental Income	314,904	301,302	13,602	●
• Donations Received	25,574	26,737	(1,163)	●
• Ancillary Enterprises	450,956	305,156	145,800	●
• Miscellaneous Income	30,722	12,653	18,069	●
• <b>TOTAL Revenues</b>	<b>\$ 11,092,928</b>	<b>\$ 12,103,391</b>	<b>\$ (1,010,463)</b>	●

<u>Q2 2022-23 EXPENSES</u>	<u>Current Year Actual</u>	<u>Prior Year Actual</u>	<u>Variance</u>	
• Academic Compensation	\$ 3,585,539	\$ 3,818,529	\$ 232,990	●
• Academic Operating	196,991	198,977	1,986	●
• Facilities Operations	1,618,518	1,078,317	(540,200)	●
• Service Departments	897,595	846,653	(50,942)	●
• Administration	1,488,500	1,225,490	(263,010)	●
• Ancillary Enterprises	389,398	338,342	(51,055)	●
• <b>Total Expenses</b> <small>Before Amortization</small>	<b>8,176,540</b>	<b>7,506,309</b>	<b>670,231</b>	●
• Financing Costs	<b>36,463</b>	<b>38,517</b>	<b>2,055</b>	●
• Principal Repayments <small>on Debt</small>	<b>500,000</b>	<b>764,504</b>	<b>533,455</b>	●
	<b>\$ 2,379,925</b>	<b>\$ 3,525,110</b>	<b>\$ (1,145,186)</b>	●

Questions raised by the board for discussion:

**Q:** (A. Novac) What is the mechanism that we have as a board to ensure grants received are appropriately used? Is there a system? How do we as a board know?

**A:** (L. Dowe) If the grant is given for a specific purpose, the amount goes into a separate account and tracked. It is reported annually to the board.

Discussion raised consideration be given to more frequent reporting to the Finance & Physical Resources committee.

**Q:** (B. Sparks) Why was there a drop in FFTE (Financial Full-time Equivalent) in winter?

**A:** (L. Dowe) Students start in the fall then drop out or drop courses, for reasons that include financial. This is consistent with many universities. President Shannon noted that NSCAD would work harder to intervene earlier and retain students.

**Q:** (*S. Parris-Drummond*) Regarding the grant money at the committee level, is there a compliance report?

**A:** (*L. Dowe*) This could be added to the current compliance report.

## **12. PRESIDENT'S REPORT (Dec 2022-Feb 2023)**

***Peggy Shannon, President***

P. Shannon tabled a full report prior to the meeting and included the following excerpts and comments.

The first six months at NSCAD she has been listening and speaking to a lot of people and focusing on cultivation via the Advancement Department.

The Strategic Planning Committee is set and meets once a month with a lot of work being done in the smaller subcommittees. The work is currently referred to as “Envisioning Our Future.” The timeline is to present a draft four-year plan to the board by early 2024, with a launch of the plan in the fall of 2024. Work continues to engage in and with the community. She thanked everyone for their input and time, especially governors A. Novac, D. Leland and M. Chiarot.

A. Novac commented he was thankful for the President’s energy starting out in the position and building the reputation for NSCAD. He is grateful as a governor for what she is doing.

The board had a brief discussion around student housing. P. Shannon explained that she meets with Scott McCrea about every four months regarding the co-share of the Granville Mall operations. Also mentioned was Alignvest, a company that builds student housing in partnership with universities. NSCAD has had an introductory meeting with the company; P. Shannon will continue to explore this avenue further.

**The Board took a 10-minute break, from 6:05 – 6:15 pm.**

## **13. OTHER / NEW BUSINESS**

### **13.1 Board Governance Education Session**

*Maggie Marwah*

The Chair thanked President Shannon and staff for organizing the Board Governance Training Session held February 5. She was surprised at how fast the 3.5 hours went and enjoyed the high level of engagement by participants. It would be worth offering such training annually to new members or as a refresh for continuing members. The Chair welcomed feedback via email on how to improve for next time.

### **13.2 Call for Governor-at-Large Nominations**

*Maggie Marwah*

The Chair stated that fall will approach fast, and many members will be at the end of their terms. This will be revisited with an official call-out for nominations at the March meeting.

### **13.3 Public Forum on University Governance**

*Jim Horwich*

J. Horwich advised that a few weeks ago there was a public forum that he attended virtually as this is an area that the university is invested in. NSCAD was represented well as a number of board members attended. He wanted to thank the Chair, Maggie Marwah, for informing the board of the session. M. Bovey also thanked the Chair for making us aware. He was touched by how many of the board attended and the students did a great job. The URL was shared in the meeting chat and was suggested to be reviewed if time permits as key issues were prevalent. B. Sparks added he was pleasantly surprised by all of the board attendance.

### **13.4 President's Goals & Objectives**

*Dave van de Wetering*

D. van de Wetering gave a quick update that the President Goals & Objectives are still being worked on and will be reported once completed.

### **13.5 Film Fest & Student Art Awards**

*Marco Chiarot*

M. Chiarot reminded the board that the 2023 Film Festival is taking place from April 24-26. There is a VIP reception event scheduled for April 25 with a long list of VIPs. He would like to see as many board members there as possible. The sponsor packages range from \$500-\$2,500 and info can be sent out if needed. The NSCAD Film Festival is looking to improve and grow and build the momentum. There is also a "student night" with prizes awarded to students.

The Student Art Awards are scheduled for May 12; this event is usually well attended, and he hopes for the same support this year.

## **14. IN CAMERA**

**Motion:** By motion of D. van de Wetering the February 9, 2023, meeting of the Board of Governors moved **in camera** at approximately 6:39 p.m. [BOG 364/23-02]

- **14.1 – Vice-Chair, Board of Governors**
- **14.2 – Voting Rights, Vice-Chair, Board of Governors**

- **14.3 – Facilities Update**

6:49 p.m. O. Fay left the meeting to attend class.

**Motion:** By motion of P. Shannon the February 9, 2023, meeting of the Board of Governors moved **out of camera** at approximately 7:02 p.m. [BOG 364/23-03]

## **15. OUT OF CAMERA MOTIONS**

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

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

*Dave van de Wetering, Chair*

#### **Vice-Chair, Board of Governors (Bill Barker)**

**Motion:** To accept the recommendation of the Governance & Human Resources committee, the Board of Governors approves the nomination of Bill Barker as Vice-Chair of the NSCAD Board of Governors, commencing February 9, 2023.

*Moved by M. Chiarot. Seconded by D. van de Wetering. Carried. B. Barker abstained. [BOG 364/23-04]*

#### **Voting Rights, Vice-Chair – Board of Governors (Bill Barker)**

**Motion:** I move that Bill Barker, as Board Vice-Chair, be appointed a voting member of the Audit & Risk Oversight and Financial & Physical Resources committees, and a non-voting member of the Advancement committee, as permitted by NSCAD bylaws.

*Moved by D. van de Wetering. Seconded by S. Burke. Carried. B. Barker abstained. [BOG 364/23-05]*

### **FINANCIAL & PHYSICAL RESOURCES Committee**

*Jim Horwich, Chair*

#### **Facilities – Port HVAC Upgrade Project Funding**

**Motion:** To accept the recommendation of the Financial & Physical Resources Committee, the Board of Governors approves an increase to the Port HVAC Upgrade project funding of \$600K to cover additional costs due to market volatility, extension of schedule and minor changes in scope. Funds to be materialized from the Operating Reserve.

*Moved by S. Parris-Drummond. Seconded by A. Novac. Carried. [BOG 364/23-06]*

7:07 p.m. C. Parsons left the meeting.

## **16. IN CAMERA (Student Members recused)**

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

- **Academic Appointments – Students and B. Sparks Recused**

**Motion:** By motion of D. van de Wetering the February 9, 2023, meeting of the Board of Governors moved **in camera** at approximately 7:08 p.m. [BOG 364/23-07]

**Motion:** By motion of G. Edwards the February 9, 2023, meeting of the Board of Governors moved **out of camera** at approximately 7:16 p.m. [BOG 364/23-08]

Students and B. Sparks invited back to meeting.

## **17. OUT OF CAMERA MOTIONS**

**Maggie Marwah, Board Chair**

### **Academic Appointments – Faculty, Students and B. Sparks Recused**

**Motion:** In accordance with Article 16.07 of the Collective Agreement and the recommendation of the Governance & Human Resources Committee, the Board of Governors approves the Second Appointment for **Julie Hollenbach** effective July 1, 2023.

*Moved by Dave van Wetering. Seconded by P. Shannon. Carried. M. Bovey & R. Meyers abstained.*  
[BOG 364/23-09]

**Motion:** In accordance with Article 37.05 of the Collective Agreement and the recommendation of the Governance & Human Resources Committee, the Board of Governors approves the appointment of **Louis-Charles Dionne** to a Regular Part-Time faculty position effective May 1, 2023.

*Moved by Dave van Wetering. Seconded by J. Horwich. Carried. M. Bovey & R. Meyers abstained.*  
[BOG 364/23-10]

**Motion:** In accordance with Article 37.05 of the Collective Agreement and the recommendation of the Governance & Human Resources Committee, the Board of Governors approves the appointment of **Mathew Allen** to a Regular Part-Time faculty position effective May 1, 2023.

*Moved by Dave van Wetering. Seconded by J. Horwich. Carried. M. Bovey & R. Meyers abstained.*  
[BOG 364/23-11]

**Motion:** In accordance with Article 37.05 of the Collective Agreement and the recommendation of the Governance & Human Resources Committee, the Board of Governors approves the appointment of **Rajee Jejishergill** to a Regular Part-Time faculty position effective May 1, 2023.

*Moved by Dave van Wetering. Seconded by J. Horwich. Carried. M. Bovey & R. Meyers abstained.*  
[BOG 364/23-12]

**Motion:** In accordance with Article 37.05 of the Collective Agreement and the recommendation of the Governance & Human Resources Committee, the Board of Governors approves the appointment of **Sage Sidley** to a Regular Part-Time faculty position effective May 1, 2023.

*Moved by Dave van Wetering. Seconded by J. Horwich. Carried. M. Bovey & R. Meyers abstained.*  
[BOG 364/23-13]

**Motion:** In accordance with Article 37.05 of the Collective Agreement and the recommendation of the Governance & Human Resources Committee, the Board of Governors approves the appointment of **Carley Mullally** to a Regular Part-Time faculty position effective May 1, 2023.

*Moved by Dave van Wetering. Seconded by J. Horwich. Carried. M. Bovey & R. Meyers abstained.*  
[BOG 364/23-14]



## **18. IN CAMERA (Faculty Members recused)**

### **Senior Administration Compensation**

**Motion:** By motion of C. Hann the February 9, 2023, meeting of the Board of Governors moved **in camera** at approximately 7:20 p.m. [BOG 364/23-16]

**Motion:** By motion of P. Shannon the February 9, 2023, meeting of the Board of Governors moved **out of camera** at approximately 7:23 p.m. [BOG 364/23-17]

## **19. OUT OF CAMERA MOTION**

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

### **Senior Administration Compensation**

**Motion:** To accept the recommendation of the Governance & Human Resources Committee, the Board of Governors approves the Senior Leadership compensation increase. This increase is retroactive to July 1, 2022.

*Moved by Dave van de Wetering. Seconded by M. Chiarot. Carried. [BOG 364/23-18]*

Board member G. Edwards asked if there was any update on the negative media regarding Dr. Charmaine Nelson. Ann-Barbara Graff, VP (Academic & Research) and Provost, advised that the university is moving forward with the posting with CRC, and the intention is to fill the position. We are anticipating interest from two or three academics. NSCAD has continued to communicate with Dr. Nelson and are in discussion on a possible contract whereby she supervises a NSCAD student.

President Shannon added that NSCAD is sensitive to the concerns raised by Dr. Nelson and are committed to diversity. The university knows there have been issues and knows it can do better.

On a separate note, J. Horwich advised the board of upcoming shows of a former member of the board and the Presidential Search Committee, Nicole Maggio, and current board member Olivia Fay, in the hopes that as many board members will attend with him in support of their work.

B. Sparks added that there is also an alumnus showing at MSVU of Alice Mary Hagen (Egan)'s work.

## **20. IN CAMERA – Excluding Senior Leadership Team (If required)**

No additional in camera required.

## **21. IN CAMERA – Excluding President (If required)**

No additional in camera required.

## **22. ADJOURNMENT – NEXT MEETING**

**Motion:** By motion of P. Shannon, the February 9, 2023, meeting of the Board of Governors adjourned at approximately 7:34 p.m. [BOG 364/23-19]

The next meeting of the Board of Governors will be held on Thursday, March 23, 2023.

*Recorded by A. Molloy, Advancement Services Officer / EA – President’s Office & Governance  
Approved for internal circulation by Maggie Marwah, Board Chair on May 1, 2023.*