

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

Regrets: Shelley Burke; Alexandra Butu, VP Academic, SUNSCAD

Absent: Fabienne Colas

Invited: Ann-Barbara Graff, VP (Academic & Research) and Provost; Leanne Dowe, Chief Financial Officer; Kara Holm, Advancement Director; Isabelle Nault, AVP Operations; Chief of Staff Bruce DeBaie

1. Call to Order and Establishment of Quorum

Meeting called to order at approximately 4:06 p.m. by Chair Maggie Marwah with the establishment of quorum.

2. Acknowledgement

President Dr. Peggy Shannon read into the record the Acknowledgement, which acknowledges First Peoples on whose traditional territories we live and work as well as recognizes the loss of the community and heritage of the residents of Africville.

“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. I also ask you to join us in recognizing the loss of the African Nova Scotian community of Africville, and its history of civic neglect and misappropriation. As an educational institution, NSCAD recognizes its ethical obligation to create truthful and factual representations.”

3. Welcome & Introductions

Maggie Marwah, Board Chair

- **Welcome (back) to student governors for 2023-24**
 - Chris Parsons, VP Equity & Finance, SUNSCAD
 - Alexandra Butu, VP Academic, SUNSCAD

The Chair welcomed Governors back to the first in-person Board meeting in three years. Meetings will continue to be held at the Port Campus, room P209, with an online MS Teams option.

M. Marwah thanked the Board Governors for their deep discussion and engagement regarding the concerns of racism at NSCAD raised recently. In particular, she acknowledged President Peggy Shannon and Board Vice-Chair Bill Barker who addressed this issue directly and immediately in her absence. A special meeting of the Board of Governors to specifically discuss the matter will be held on Friday, May 5, 2023, starting at 3 p.m.

The Chair welcomed the two Governors from SUNSCAD: VP Equity & Finance Chris Parsons, who has returned for a second term, and newly appointed VP Academic Alexandra Butu. The Chair requested an update of the NSCAD website with bios for C. Parson and A. Butu.

M. Marwah also recognized SUNSCAD's past president Olivia Fay, who graduated and completed her term as a Governor, and Governor-at-Large Dean Leland, who has decided to step down from the Board, for their significant contributions and time given to NSCAD. Both will be formally recognized during the AGM in September.

4. **Declaration of any Conflict of Interest**

There were no conflicts of interest declared.

Agenda Item #14: In Camera – As appropriate – members to be recused

Agenda Item #15: Out of Camera Motions – As appropriate – members to be recused

5. **Acceptance of the Agenda**

Maggie Marwah, Board Chair

The Chair asked for the acceptance of the agenda with one amendment: that Item #14.4 (New Compliance Report: President's Officer's Certificate) be moved under agenda Item #10.3:

Motion: To approve the May 4, 2023, Board of Governors meeting agenda as amended.

Moved by J. Horwich. Carried. [BOG 366/23-34]

6. **Adoption of the Meeting Minutes**

Maggie Marwah, Board Chair

The Chair noted that both February 9 and March 23 Board of Governor minutes were posted to the Sharepoint board portal. The March 23, 2023, Board of Governors meeting minutes will be brought back for adoption at the June 22, 2023, Board meeting.

Motion: To adopt the Board of Governors meeting minutes of February 9, 2023, as a true record as presented.

7. Business Arising from the Minutes

No business arising.

8. Key Correspondence

No key correspondence.

9. Consent Agenda

Maggie Marwah, Board Chair

The Chair stated the committee reports have been approved and were presented under the Consent Agenda. One exception of note: the April 27, 2023, meeting minutes from the Audit & Risk Oversight Committee were posted with no official business or motions passed due to lack of quorum, and therefore not approved. Non-binding activity was conducted and included presentations by the external auditors and of two risks.

10. Consideration of Items Removed from Consent Agenda

Maggie Marwah, Board Chair

10.1 – Financial & Physical Resources Committee (FPR)

Jim Horwich, Chair – F&PR

▪ **Facilities update***

No significant updates, changes or strategies to reported.

Rudi Meyer asked about the work at an entrance to the Fountain Campus and the Cogswell interchange construction as it nears the Granville Mall. AVP Operations Isabelle Nault shared that it would be a couple more months before the entrance work would be completed. The back door of the North Block is inaccessible for daily use, but it still functions as an emergency exit.

10.2 – Governance & Human Resources Committee (GHR)

David van de Wetering, Chair – G&HR

Bill Barker, Chair – Nominations Committee

10.2.1 – Governance Review*

10.2.2 – Update from Nominations Committee*

Executive Assistant, Governance, Sandra Di Nardo will co-ordinate the survey process for this year's Board evaluation.

[*NOTE: Items 10.1, 10.2.1 and 10.2.2 to be discussed in camera under item #14]

10.3 – Audit & Risk Oversight Committee (ARO)

Cheryl Hann, Chair – ARO

▪ **New Compliance Report: President’s Officer’s Certificate**

C. Hann outlined the purpose of the proposed new Officer’s Certificate as a means for Governors to be assured (in writing) that:

- accurate and timely work is being completed
- NSCAD is in compliance with all agreements
- NSCAD is following all laws and regulations
- there are no significant impairments to university assets
- there are no claims against NSCAD

The intent is for the President to sign off on this document to confirm that all the items are true and accurate. The certificate would be included in the Consent Agenda for each Board of Governors meeting.

J. Horwich noted a draft certificate was created following the board training session earlier in the year and credited Anthony Novac for his contributions to the process. The certificate helps the Board properly meet its fiduciary responsibilities to NSCAD. It was also shared that this should be a formal process on a regular basis to ensure efficient and sound declarations prior to Board meetings and confirm that the Governors are performing their duties.

Motion: To accept the recommendation of the Audit & Risk Oversight Committee, the Board of Governors approve the President’s Officer’s Certificate as presented for inclusion in the consent agenda for future Board meetings.

Moved by C. Parsons. Seconded by S. Parris-Drummond. Carried. [BOG 366/23-36]

11. Elections for: Chair, Vice-Chair, Secretary & Treasurer for 2023-24 Year

Maggie Marwah, Chair

M. Marwah noted that this agenda item was driven by the Board’s work plan but the nomination process will not happen until closer to the September AGM. She shared she will be stepping down as Board Chair in September and Vice-Chair Bill Barker will be nominated for the Chair role. Jim Horwich (Board Treasurer) and Sunil Sarwal (Board Secretary) will both be up for re-election in the fall and may be part of the nomination process.

12. President’s Update Report

Peggy Shannon, President

President Shannon noted progress on the goals and objectives for 2022-23, starting with growing financial capacity and maintaining close oversight of finances. Chief Financial Officer L. Dowe and President Shannon will amend the Operating Reserve Policy and bring it forward at the June 22, 2023 Board of Governors meeting.

The Seriously Creative (Strategic) Plan meetings and discussions continue to define language, concepts and themes that are important to NSCAD today and in the future. Alumni Duane Jones is the committee co-chair, and one of the student representatives (Olivia Fay) has graduated and been replaced by SUNSCAD VP Elanor Jazzar. President Shannon stated that she will continue to keep the Board apprised of updates on the progress of the four themes referenced in her update report.

D. van de Wetering asked if this planning process is going as quickly as had been expected. President Shannon responded that this is not a quick process, and that for a plan to have a sense of ownership needs, it needs to be actionable. The aim is to present a final draft to the Board in May 2024.

In considering infrastructure, President Shannon thanked AVP Operations Isabelle Nault for her leadership and congratulated her on her new appointment as Vice-President, Administration, at Mount Saint Vincent University. A goodbye celebration will be held in early June.

President Shannon recognized Advancement Director Kara Holm for her tireless efforts to meet this year's Capital Campaign goal of \$600,000. President Shannon and K. Holm continue to cultivate and build relations in meeting with donors, potential donors and alumni after travelling throughout Nova Scotia, Toronto and New York, with trips planned this summer to the United Kingdom and Germany. President Shannon credited K. Holm's efforts for securing invitations for NSCAD to apply for two large foundation grants. Updates will be provided to the Board.

D. van de Wetering asked how long the "quiet phase" of the capital campaign will last. President Shannon said a major gift (local or national) is needed for a significant announcement and typically 80 per cent of the campaign goal would be raised before a formal launch of the campaign. K. Holm said she anticipated that it could take between 12 to 18 months to be ready for a big announcement. In the meantime, the Advancement team will continue to have boots on the ground to build confidence, trust and prospects and to tell a good news story.

President Shannon said students and their experience at NSCAD are her first priority and thus the recent CBC story was very troubling to everyone. She noted that she has had multiple discussions with students, staff, faculty and alumni. After sharing the feedback with senior leadership, it was clear that NSCAD has a lot of work to do to ensure everyone has a better experience at NSCAD. President Shannon added she has often heard what is most needed is a safe space and having a neutral non-legal person that individuals could engage with to safely voice concerns. She noted a meeting with a local Indigenous elder who could help NSCAD students by serving as an ombudsperson. More information will be shared on this position when it is available.

President Shannon said she also met with African Nova Scotian Angela Simmonds, who works with organizations to develop EDIA programs. A. Simmonds is putting together the scope of work for a tailored package for NSCAD to include an audit, a strategic plan committee workshop, a Board workshop, and more related work with faculty. Such EDIA programming needs to be more actionable than it has been in the past.

The President noted the increasing need for housing and thanked Governor John Keating for connecting NSCAD with a company that develops student housing to explore possibilities. She shared that she has met with the president of Saint Mary's University, which is currently undertaking this approach. This project is still in the preliminary stages and will be brought back to the Board for updates.

Mark Bovey asked if there is a site identified for the project. President Shannon noted the land owned by SMU is near the corner of Inglis Street and Young Avenue, a two- to three-minute drive to the Port Campus. She said in her discussions with the president of SMU, a shuttle would need to operate between a future residence and our Port Campus.

Sylvia Parris-Drummond asked if other options are possible for housing connected to African Nova Scotian communities such as the Preston areas. President Shannon said that NSCAD's student housing solution could be more than a one-location approach.

President Shannon said that the search for the CRC Tier 1 Chair continues and the use for The Institute is being revisited for this year. She also noted a currently embargoed announcement of a faculty-held, multi-year, tri-council (SSHRC, NSERC, CIHR) grant of more than \$250,000.

The President also shared that she is taking four students to Greece for a summer abroad opportunity this July, noting that she has been conducting a summer abroad program in Greece for the past 21 years. She said the students receive course credits by completing an art project and that each student has a supervisor for their final project.

S. Sarwal asked about a previous EDI memo that included a different name for the recommended audit. President Shannon said Dr. J. Luke Wood, who was initially identified for the project, had become busy and she would have had to slow the approach with him. Angela Simmonds is a respected lawyer and has done similar work for the Nova Scotia Barristers' Society and Doctors Nova Scotia. President Shannon expects a scope of work package to be delivered soon, and once terms are established, A. Simmonds would review existing materials provided by NSCAD. She would work to send out a survey to faculty and staff by late August and then set up meetings followed by a series of workshops all set in a safe space.

S. Sarwal asked about the presence in New York City that was discussed a couple of months ago and wondered how it was shaping up. President Shannon said she spoke with the provost of Berklee College of Music in Boston and the Berklee NYC location is a music recording/distribution space that needs visual arts curriculum such as film, new media and graphic design (which are not offered there), so a future collaboration could be a music/visual partnership to produce documentaries, music videos, album art and similar.

13. Other / New Business

Maggie Marwah, Chair

None.

14. In Camera

As appropriate – members to be recused.

<p>Motion: By motion of D. van de Wetering the May 4, 2024, meeting of the Board of Governors moved in camera at approximately 5:05 p.m. [BOG 366/23-37]</p>
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- Isabelle Nault, AVP Operations
 - **14.1 - Facilities Update**
- Dave van de Wetering, Chair - GHR
 - **14.2 – Governance Review**
- Bill Barker, Chair – Nominations Committee
 - **14.3 – Update from Nominations Committee**

Motion: By motion of S. Parris-Drummond the May 4, 2023, meeting of the Board of Governors moved **out of camera** at approximately 5:58 p.m. [BOG 366/23-38]

15. Out of Camera Motions

None.

16. In Camera – Excluding Faculty & Students

No additional in camera was needed.

17. In Camera – Excluding Senior Leadership Team

No additional in camera was needed.

18. In Camera – Excluding President

No additional in camera was needed.

19. Adjournment – Next Meeting

On behalf of the Board of Governors, J. Horwich, Chair of the Finance & Physical Resources Committee, thanked AVP Operations Isabelle Nault for her service to NSCAD the past two and a half years. He noted that she joined at a very tumultuous time during the pandemic and invested a lot of hard work and dedication to bring a new vision of NSCAD to fruition. The Board wishes her the very best in her new role as VP, Administration, with Mount St. Vincent University; she will be missed.

It was further shared by Governor M. Bovey that on behalf of the faculty, he wanted to note the impact that Isabelle and her vision has brought to the university. He extended thanks for the knowledge and skills she brought to NSCAD.

Motion: By motion of P. Shannon, the May 4, 2023, meeting of the Board of Governors adjourned at approximately 6:02 p.m. [BOG 366/23-40]

The next regularly scheduled meeting will be held on June 22, 2023, at 4-6:30 p.m. as a hybrid (virtual/in-person) meeting at the Port Campus, P209.

Recorded by Sandra Di Nardo, Executive Assistant, Governance.

Approved for circulation to the Board of Governors by Maggie Marwah, Chair, on June 12, 2023.