

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

Regrets: Gary Edwards, Olivia Fay

Absent: Fabienne Colas

Invited: Ann-Barbara Graff, VP (Academic & Research) and Provost; Ashley Lorette, Director of Human Resources; Bruce DeBaie, Chief of Staff; Isabelle Nault, AVP Operations; Kara Holm, Advancement Director; Leanne Dowe, Chief Financial Officer; Martine Durier-Copp, Academic Dean; Ratish Mohan, Special Advisor to the Provost for Enrolment Management and Acting Registrar; Owen Gottschalk, Director of Computer Services, present for item 8

1. Call to Order and Establishment of Quorum

Meeting called to order at approximately 4:31p.m. by Chair Maggie Marwah with the establishment of quorum.

2. Territorial Acknowledgement

President Peggy Shannon read into the record the Territorial Acknowledgement, which is an acknowledgement of First Peoples on whose traditional territories we live and work.

"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

There was no conflict of interest declared. It was noted that the faculty and SUNSCAD members will be recused from agenda items #14 and #15, in camera sessions.

4. Acceptance of the Agenda

There being no amendments to the agenda as presented, the following motion was tabled:

Motion: To approve the Nov. 24, 2022, Board of Governors meeting agenda as presented.
Moved by J. Horwich. Carried [BOG 362/22-79]

5. Adoption & Approval of the Meeting Minutes

It was noted the minutes of the Sept. 22, 2022, meeting was not available in time for today's meeting; it will be sent to Board members for review and approval via email vote.

The Oct. 28, 2022, email vote was approved on Oct. 30, 2022.

6. Business Arising

There was no business arising.

7. Key Correspondence

There was no key correspondence.

8. Cybersecurity and NSCAD

Owen Gottschalk, Director of Computer Services

In a PowerPoint presentation, Owen Gottschalk, Director of Computer Services, highlighted the types and goals of cyberattacks that organization face daily and cited recent incidents of successful data exfiltration. NSCAD's Computer Services division has limited controls, such as firewalls, monitoring of network traffic, software updates on servers and systems, and virus/malware protection on NSCAD devices. End users of organizations are targeted by cyber attacks due to its effectiveness; it requires low effort and potential reward is high.

Board members have been invited to take part in NSCAD cybersecurity training, which includes quizzes and phishing simulations. Additional training is required following failed phishing simulation. O. Gottschalk emphasized the importance of governors using NSCAD email accounts for university-related matters to minimize cybersecurity risks to the university.

Board Chair M. Marwah suggested all members aim to use only the nscad.ca email account by Jan. 1, 2023, for NSCAD-related correspondence.

9. Consent Agenda

Maggie Marwah, Board Chair

The Chair stated there were several reports presented under the consent agenda. Two 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 – Policy Revision: Sexual Violence Policy**

D. van de Wetering commented that the Sexual Violence Policy is a particularly important one among all policies; the Board had a week prior to the meeting to review the updated policy.

Ashley Lorette, Director of Human Resources, provided a summarized update on the overhaul revisions of the Sexual Violence Policy. In 2018, NSCAD developed the initial stand-alone Sexual Violence Policy. A provincial grant was awarded to employ a sexual violence consultant in 2021. Between 2018 and 2022, numerous reviews of the Sexual Violence Policy were conducted, including a full review by a subject matter expert consultant. An assessment of the existing Sexual Violence Policy was conducted, and revision recommendations were documented. The drafted NSCAD policy enhanced the resources and support for both the complainants and respondents. The Sexual Violence Policy highlights current best practices and procedures that are more responsive to those who have experienced sexual violence. This policy was drafted based on St. Francis Xavier University's policy that was approved and completed legal reviews. Numerous committee consultation meetings were held in 2022, included two public consultations to receive feedbacks for the draft and possible enhancement to be made to the policy.

10.2 – Financial & Physical Resources Committee

- *Jim Horwich, Chair – F&PR*

- **10.2.1 – Policy Revision: Travel Expense Policy**

J. Horwich stated that the last update on Travel Expense Policy was in September 2017 and noted that the updated policy had no significant changes. Revisions to the mileage reimbursement and travel allowance were made in the Travel Expense Policy. There was an increase in mileage reimbursement from 40 cents per km to 44 cents per km and an increase in travel allowance per diem from \$45 a day to \$50 a day. In addition, changes were made to the out-of-country travels.

11. Motions

Maggie Marwah, Board Chair

GOVERNANCE & HUMAN RESOURCES Committee

Dave van de Wetering, Chair

11.1 – Policy Revision: Sexual Violence

Motion: To accept the recommendation of the Governance & Human Resources Committee the Board of Governors approve the revisions to the Sexual Violence Policy as presented.

Moved by C. Hann, seconded by D. van de Wetering. Carried [BOG 362/22-80]

FINANCIAL & PHYSICAL RESOURCES Committee

Jim Horwich, Chair

11.2 – Policy Revision: Travel Expense Policy

Motion: To accept the recommendation of the Financial & Physical Resources Committee the Board of Governors approve the revisions to the Travel Expense Policy as presented.

Moved by S. Parris-Drummond, seconded by K. Toope. Carried [BOG 362/22-81]

12. President's Update

In an overview report, provided to the Board prior to the meeting, P. Shannon outlined numerous meetings, events and activities she scheduled and attended from her start in July 2022 to November 2022. The update also noted efforts to enhance the social media presence of NSCAD. Severe understaffing was one of the major challenges. Emphasis was made in cultivating donors, sponsors, and people who can support NSCAD internally and externally. Meetings were also scheduled with people who have had challenges regarding representation and race. Nearly five months of internal and external intensive engagement have supported identification of major themes for a strategic plan. The President thanked the team – L. Dowe, A. Lorette, A.B. Graff, B. DeBaie, K. Holm and I. Nault – for their amazing work and efforts in the engagement and on bargaining and development.

The Chair M. Marwah commented that the tentative collective agreement reached with FUNSCAD Unit 1 this past week and the signing of the Port lease, announced at a news conference Tuesday, Nov. 22, 2022, were two immense achievements, and thanked the President and her team for their hard work.

Following the presentation, the following motion was tabled:

Motion: I move that the NSCAD Board of Governors extend congratulations to the NSCAD administrative teams, current and past, in achieving the significant step toward an accessible, unified campus at Halifax Seaport. The Board acknowledges this achievement as the result of the contributions of many over several years and offers sincere thanks to those who played a role toward this first essential step in realizing NSCAD's transformational vision.

Moved by J. Horwich, seconded by M. Chiarot. Carried [BOG 362/22-82]

13. Other/New Business

M. Marwah stated that the President's and Governance offices continue to be severely short staffed. B. DeBaie has completed an update of the resource guide, which is critical for new Board members and useful to all members. Five critical documents from the resource guide had been brought to the Board's attention at this time: *Governor's Responsibilities, Risks and Protections; Statement of Expectations; Code of Conduct – Board of Governors; Code of Conduct Addendum_Covid 19; and Conflict of Interest Policy*. Among these documents, the Code of Conduct and Conflict of Interest are required to be acknowledged and signed by each Board member every November. An email containing the documents, Code of Conduct and Conflict of Interest, is expected to be signed via Adobe Sign during the week of Nov. 28, 2022. Every member is expected to receive the resource guide via email by Dec. 2, 2022.

The Chair thanked B. DeBaie for the completion of this comprehensive resource guide. A Board educational session will be scheduled in January 2023; an email poll will be sent to each member for a possible training date. An external resource will be engaged for the training. Another poll will be sent to members regarding a possible change to the start time, from 4 p.m. to 5 p.m., of Board meetings this coming year.

14. In Camera – Including Senior Leadership Team

The Board held an in camera session. Faculty members and SUNSCAD members were recused; R. Meyer, M. Bovey and C. Parsons left the meeting at 5:43p.m.

Motion: By motion of D. van de Wetering, the Nov. 24, 2022, meeting of the Board of Governors moved in camera at approximately 5:43 p.m. [BOG 362/22-83]

Motion: By motion of P. Shannon, the Nov. 24, 2022, meeting of the Board of Governors moved out of camera at approximately 6:07 p.m. [BOG 362/22-84]

15. Out of Camera Motion

After the Board came out of the in camera session, the following motions were tabled:

Motion: To accept the recommendation of the Governance & Human Resources Committee, made in consultation with the Advisory Committee on Labour Relations, the Board of Governors approve the updated all-in financial mandate for bargaining with FUNSCAD Unit I and Unit II.

Moved by D. van de Wetering, seconded by M. Chiarot. Carried [BOG 362/22-85]

Motion: To accept the recommendation of the Governance & Human Resources Committee, made in consultation with the Advisory Committee on Labour Relations, the Board of Governors approve the tentative four-year agreement with FUNSCAD Unit I in line with the approved financial mandate.

Moved by J. Horwich, seconded by D. van de Wetering. Carried [BOG 362/22-86]

Motion: I move that the NSCAD Board of Governors extend sincere thanks to the NSCAD bargaining team, led by Dr. Sarah McKinnon, and the FUNSCAD bargaining team, led by Dr. Jayne Wark, for their success in achieving a tentative collective agreement for FUNSCAD Unit 1. Their commitment, hard work and diligence in employing a new facilitated approach provide a model for future bargaining sessions.

Moved by D. van de Wetering, seconded by M. Chiarot. Carried. [BOG 362/22-87]

16. In Camera – Excluding Senior Leadership Team

There was no in camera session.

17. In Camera – Excluding President

There was no in camera session.

18. Adjournment; and Announcement of Next Meeting

The President P. Shannon and the Board Chair M. Marwah thanked M. Durier-Copp, Academic Dean, for her contribution to NSCAD. She will be departing NSCAD to a new job and she will be missed.

Motion: By motion of P. Shannon, the Nov. 24, 2022, meeting of the Board of Governors adjourned at approximately 6:16p.m. [BOG 362/22-88]

The next regularly scheduled meeting will be held on February 9, 2023.

Recorded by Carrie Chung, Executive Assistant, Governance

Approved for circulation to the Committee by Maggie Marwah on November 30, 2022.