



## BOARD OF GOVERNORS

September 22, 2022

MINUTES

(Meeting #360)

Adopted:

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**In Attendance:** Maggie Marwah (Chair), Anthony Novac, Bruce Sparks, Cheryl Hann, Chris Parsons, Dave van de Wetering, Jim Horwich, Joanne Hames, John Keating, Kathryn Toope, Marco Chiarot, Peggy Shannon, Sarah McInnes, Shelley Burke, Sunil Sarwal, Sylvia Parris-Drummond

**Regrets:** Dean Leland, Olivia Fay, Rudi Meyer

**Absent:** Fabienne Colas

**Invited:** Bill Barker – Incoming Governor-at-Large, Gary Edwards – Incoming Governor-At-Large, Mark Bovey – Incoming Faculty Governor, Ann-Barbara Graff – VP (Academic and Research) & Provost, Ashley Lorette – Director Human Resources, 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, Bruce DeBaie – Chief of Staff

### 1. Call to Order Establishment of Quorum

Meeting called to order at approximately 3:03 p.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.

*“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 one motion being tabled from the Governance & Human Resources Committee presents a conflict of interest.

- **Bargaining Mandate**

**Note:** Faculty member Mark Bovey, student member Chris Parsons, and alumni member Bruce Sparks are to be recused from discussion and voting on this motion. (*Faculty member Rudi Meyer and student member Olivia Fay were not present for the meeting.*)

Board Chair Maggie Marwah noted that three of the committee’s new members, Governors-in-Council appointments Sarah McInnes and Sylvia Parris-Drummond and Governor-at-Large appointment Bill Barker, may be in a potential conflict of interest from time to time.

S. McInnes is a partner at McInnes Cooper. She has no direct dealings with NSCAD, but two of her colleagues provide counsel in different areas to the university. Should McInnes Cooper come up in discussions, she will be recused. S. McInnes reported she checked with her firm on potential conflict of interest prior to joining Board.

S. Parris-Drummond is a member of the Board of Governors at St. Francis Xavier University. She will be recused in any future discussions during which the two universities may appear to have competing interests or considerations.

B. Barker was the President and Vice Chancellor of the University of King’s College, with a cross-appointment at Dalhousie University. He is now retired at as an emeritus professor of Dalhousie and Inglis professor at King’s. He has served on boards and committees in education and the arts. When he retired he started to take courses at NSCAD, mostly in photography. He will be recused as required.

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

No changes requested. The agenda was accepted as presented.

**Motion:** To approve the September 22, 2022, Board of Governors meeting agenda as presented.  
*Moved by S. Burke. [BOG 360/22-51]*

#### **5. Welcome & Introductions**

***Maggie Marwah, Board Chair***

The Chair welcomed our new and returning NSCAD Board members and invited them to introduce themselves:

- ***Kathryn Toope***  
*Marketing & Communications, White LeBlanc Wealth Inc. (WLWI)*

Kathryn is a writer and marketing and communications professional with experience in the financial services industry. After nearly a decade outside Canada, she returned to Nova Scotia in 2013.

Possessing a lifelong passion for the creative process, Kathryn has always been a fan of NSCAD and its role in Nova Scotia. She believes that NSCAD helps to shape the culture within the province and the landscape of the arts in Canada and beyond. Over the past several years, she has actively sought ways to support the university and looks forward to this opportunity to serve.

Previously, Kathryn was a member of the Metropolitan Regional Housing Authority board. She advised that she had done some work with NSCAD and loved it. She loves NSCAD and is looking forward to serving on the board.

- *Sarah McInnes*  
*Partner, McInnes Cooper*

Sarah specializes in immigration and employment law. She provides strategic and practical advice to a range of clientele with immigration issues, from individuals seeking temporary study permits to corporations that require labour market impact assessments to hire temporary foreign workers. With extensive experience obtaining work permits under international agreements, Sarah supports employers seeking to recruit and retain international talent.

Sarah also practices employment law in all matters relating to human resources. She is certified by the Workplace Institute in workplace investigations and has conducted investigations in both the private and public sectors.

Sarah is actively engaged in her community; she offers pro bono legal services to individuals through the Immigrant Services Association of Nova Scotia and was a partner in implementing the Halifax chapter of the Refugee Sponsorship Support Program. She has board experience through a not-for-profit and is pleased to be joining NSCAD. Sarah also shared that she is a new mom to her son Owen.

- *Sylvia Parris-Drummond*  
*Chief Executive Officer, Delmore Buddy Day Learning Institute (DBDLI)*

As CEO of the DBDLI, Sylvia provides leadership to the organization through the identification of opportunities, awareness and capacity building, and the implementation of initiatives designed to improve the education environment for African Nova Scotian learners and educators.

Sylvia has over 30 years of experience in the field of education. Additionally, she has extensive public sector involvement through which she has gained a deep understanding for what it takes to conduct meaningful policy analysis, implement research-informed initiatives, strengthen community engagement, and develop relevant education, and capacity building projects.

Sylvia advised that she is a strong believer in equity and diversity and its acknowledgement.

- *Dave van de Wetering*  
*Account Director, Ciena*

Dave is returning to the Board of Governors after stepping back for a year while the Governor-in-Council process was delayed. Originally joining the NSCAD board in 2015, he said he loves NSCAD and feels higher education is extremely important. Designers make life better and he is happy to be back on the board.

- *Mark Bovey*  
*Associate Professor, Division of Fine Arts, Printmaking, NSCAD University*

A Faculty member on the board, Mark Bovey has been teaching at NSCAD since 2004. Previously, he taught at Queen's University for five years, and at UBC Okanagan and Mount Allison University. He received his MFA in Printmaking from the University of Alberta and his BFA and BEd (Artist is the Community Education ACE) from Queen's. His practice and teaching ranges from traditional printmaking methods to digital, post-digital and print installations that incorporate digital video projection components.

Mark's work has represented Canada internationally in juried biennial and triennial exhibitions in 19 nations since 1998, winning prizes at the Seoul Space Biennial 2008, Korea; Kochi Triennial 2007, Japan; Canadian Juried Travelling Exhibition Sense of Place 2009. He has exhibited in solo and group exhibitions and been invited to 17 curatorial projects, including projects in Poland, Hungary, the United States, Canada and recently in Egypt. He has been invited to organize exhibitions of work by Canadian artists in China and Russia and was awarded the top curatorial prize in 2009 at the 6th International Biennial of Printmaking in Novosibirsk, Russia, for the exhibition Landscapes of Decay and Renewal in Canadian Contemporary Printmaking. In 2016–18 and 2020, he represented Canada at the International Academic Printmaking Alliance (IAPA). The exhibition and symposium took place in the Peoples Ancestral Temple; it was the first exhibition of contemporary art inside Beijing's Ancient Forbidden City.

Mark commented that it is a pleasure to serve on the board. He has been with NSCAD for the last 18 years and has fallen in love with the institution and students.

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

No changes being requested, the minutes of the June 23, 2022, and July 21, 2022, email vote are hereby adopted as a true record.

## **7. Business Arising**

There was no business arising.

## **8. Key Correspondence**

Outgoing chair of the Governance and HR Committee, Joanne Hames, expressed sincere thanks to all board members over the past four years and shared that it has been her honour to serve. She added that this board meeting and the AGM to follow were her first without Kathy Connor. Kathy dedicated herself to the board and NSCAD and she is missed.

Jim Horwich thanked Joanne and acknowledged all the work that governors do. It is truly appreciated and makes NSCAD stronger.

## **9. 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.

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

***Maggie Marwah, Board Chair***

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

- **Review & Approval of NSCAD Board Meeting Schedule 2022-2023**
  - The Governance & Human Resources Committee has agreed to move their meeting time to 8:00-9:30am to accommodate members' schedules.
  - New committee chair is returning governor Dave van de Wetering.

- Today is the last meeting for outgoing governor and Chair of G&HR Joanne Hames.
- No other issues to report.
- **Committee Members & BOG List (Sep 2022)**
  - No issues raised.

Chair M. Marwah reminded the board that that governance review was still ongoing. Focus is on improving board efficiency; consideration is being made to the board structure and the number of meetings. Recommendations will be brought forward at a future meeting. The Chair noted that she and/or the consultant is open to meeting with anyone with concerns about this process.

## **11. Nominations Committee Recommendations Report**

### ***Maggie Marwah, Chair***

The Chair gave the floor to the nominees to address the board.

- **Bill Barker:**
  - Education background – highly consultative and interacting all the time.
  - President of King’s 2003-2011.
  - Retired – still active as a teacher with Dalhousie humanities.
  - Wrote a book.
  - Taken course at NSCAD in photography – was tired of words – wanted visual.
  - Strong sense for the need of NSCAD to keep it going.
- **Gary Edwards:**
  - A previous member, first joining six years ago, who also stepped aside for a year during the delayed board appointment process.
  - Grew up in Nova Scotia and left in 1985 for Toronto.
  - Has a business degree.
  - In a band called the Hopping Penguins.
  - Is currently packing up to head to Tancook, N.S.
  - Always wanted to be an artist – so being on the NSCAD board is his way to connect.
  - Felt his job wasn’t done yet so came back to continue. He’s been with NSCAD through six years and four presidents and wanted to stick around longer.

The Chair welcomed Gary back to the board and Nova Scotia, and welcomed Bill. There is still one governor-at-large vacancy; members are encouraged to submit candidates’ names for consideration to the Chair or to the Governance & Human Resources Committee.

- **Ross Cantwell – Life Governor Nomination**
  - D. van de Wetering nominated R. Cantwell as life governor and commented he was pleased the nomination was going ahead this year. Ross was a long-time member of the board with expertise in development, housing and real estate. He will be an excellent resource as NSCAD moves forward on renewing its infrastructure.
  - J. Horwich agreed; Ross is a leader in affordable housing in Halifax and his interest and passion in NSCAD is exceptional. This honour recognizes all his contributions and is well deserved.

**B. Barker and G. Edwards were recused.**

**Motion:** To accept the recommendation of the Governance & Human Resources Committee, the Board of Governors approve the 2022-2023 Nominations Report as prepared by the Nominations Committee. Nomination appointments will take place at the September 22, 2022, Annual General Meeting.  
*Moved by D. van de Wetering. Seconded by M. Chiarot. Carried. [BOG 360/22-52]*

Anthony Novac congratulated the Chair for filling the previously identified skills gaps with the addition of B. Barker and G. Edwards, as well as the governor-in-council members.

**B. Barker and G. Edwards returned to the meeting.**

**12. Q1 Financial Statements**

**Leanne Dowe, Chief Financial Officer**

L. Dowe presented the report titled *Q1 2022-2023 Financial Statements for quarter ended June 30, 2022*. It was a quiet quarter due to the summer. The university is budgeting for a deficit of \$809,475.

Q1 2022-23 Highlights

Operating Revenue, Expense & Reserve Addition (Drawdown)

2022-23 Forecast:

- Operating Revenue = \$19,408,002
- Operating Expenses = \$20,217,478
- Reserve Addition (Drawdown) = (\$809,475)

2022-23 Enrollment Summer (FFTE)

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

2021-22 Enrollment Overall (FFTE) (Annualized FFTE – Domestic & International)

- Domestic = 495
- International = 152
- **Total = 647**

Q1 2022-23 REVENUES

	<u>Current Year Actual</u>	<u>Prior Year Actual</u>	<u>Variance</u>	
● Tuition Revenue	\$1,465,499	\$1,438,363	\$27,136	↑
● Student Fees	52,568	24,774	27,794	↑
● Government Grants	2,427,913	3,355,833	(927,920)	↓
● Investment Income	31,086	26,231	(4,854)	↑
● Rental Income	156,011	149,544	6,467	↑
● Donations Received	15,023	15,327	(304)	↓
● Ancillary Enterprises	272,945	110,907	162,039	↑
● Miscellaneous Income	17,866	11,226	6,640	↑
● <b>TOTAL Revenues</b>	<b>\$4,438,910</b>	<b>\$5,132,204</b>	<b>(\$693,295)</b>	↓

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

*Peggy Shannon, President*

P. Shannon commented that she would wait to give a verbal update at the Annual General Meeting. She added that she is excited to meet the full board as this is her first board meeting and she is looking forward to working with everyone.

### **14. In Camera – Excluding Faculty & Students**

- **Bargaining Mandate – Faculty, Students and B. Sparks Recused**  
*(M. Bovey, C. Parsons, and B. Sparks were recused from discussion and voting on this mandate.)*

**Motion:** By motion of J. Hames, the September 22, 2022, meeting of the Board of Governors moved **in-camera** at approximately 4:01 p.m. [BOG 360/22-53]

**Motion:** By motion of D. van de Wetering, the September 22, 2022, meeting of the Board of Governors moved **out of camera** at approximately 4:26 p.m. [BOG 360/22-54]

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

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

**Faculty, Students & B. Sparks were still recused from the meeting.**

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

*Joanne Hames, Chair; Motion read by Dave van de Wetering, incoming G&HR Chair.*

**Motion:** To accept the recommendation of the Governance & Human Resources Committee, the Board of Governors approve the all-in financial mandate for FUNSCAD Unit I and Unit II, as discussed and approved by the Advisory Committee on Labour Relations at its September 12, 2022, meeting.  
*Moved by D. van de Wetering. Seconded by J. Horwich. Carried. [BOG 360/22-55]*

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

### **16. In-Camera: Excluding Management (If needed)**

No additional in camera required.

### **17. In-Camera: Excluding President (If needed)**

No additional in camera required.

### **18. Adjournment – Next Meeting**

**Motion:** By motion of P. Shannon, the September 22, 2022, meeting of the Board of Governors adjourned at approximately 4:27 p.m. [BOG 360/22-56]

*Recorded by A. Molloy, Exec/Admin Assistant – President's Office & University Relations.  
Approved for internal circulation by Maggie Marwah, Board Chair on November 29, 2022.*