



BOARD OF GOVERNORS

Meeting (HYBRID Meeting)

June 22, 2023

MINUTES

(Meeting # 368)

Adopted:

Attending (in-person): Maggie Marwah (*Chair*), Gary Edwards, Cheryl Hann, Rudi Meyer, Sunil Sarwal, Bruce Sparks

Attending (online): Bill Barker (*Vice-Chair*), Jim Horwich, Marco Chiarot, Anthony Novac, Kathryn Toope, Sylvia Parris-Drummond, Peggy Shannon, Mark Bovey, Chris Parsons, John Keating, Alexandra Butu

Regrets: Dave van de Wetering, Sarah McInnes, Shelley Burke

Absent: Fabienne Colas

Invited: Acting Registrar Ratish Mohan, Chief Financial Officer Leanne Dowe, incoming Interim Vice-President (Academic & Research) and Provost Jana Macalik, Interim Associate Vice-President Operations Owen Gottschalk, Chief of Staff Bruce DeBaie (recorder) and Executive Assistant Melissa Ball (recorder)

1. Call to Order and Establishment of Quorum

Maggie Marwah, Board Chair

Meeting called to order at approximately 4:01 p.m. by M. Marwah with the establishment of quorum. The Chair welcomed Jana Macalik, attending her first Board meeting as the incoming Interim Vice-President (Academic & Research) and Provost.

2. Acknowledgement

Peggy Shannon, President

P. Shannon read into the record of the Territorial 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.

3. Declaration of any Conflict of Interest

Maggie Marwah, Board Chair

M. Marwah noted that student governors will be required to recuse themselves, as well as staff members, when appropriate for in-camera discussions.

A. Novac said he will abstain from voting under section 9.1.1e for Leesa Hamilton, regarding considerations for promotions or appointments forwarded by the VP (Academic & Research) and Provost.

4. Acceptance of the Agenda

Maggie Marwah, Board Chair

The Chair asked for a motion to accept the agenda as presented.

Motion: To approve the June 22, 2023, Board of Governors meeting agenda as presented.
Moved by C. Hann. Carried. [BOG 368/23-45]

5. Adoption of the Meeting Minutes

Maggie Marwah, Board Chair

No changes being requested, the minutes of March 23, May 4, and May 5, 2023 (special meeting), are hereby declared adopted as true records.

6. Business Arising from the Minutes

Maggie Marwah, Board Chair

Motion: The Board of Governors, following a deep discussion at its May 5 Special Meeting, extends support and confidence in President Shannon’s plan and actions taken to address racism at NSCAD University. We acknowledge anti-racism work as an ongoing endeavour requiring collaboration among students, faculty, staff, alumni, Board governors, and others. We look forward to regular updates on progress in this area as reported through the Governance and HR Committee. *Moved by B. Barker. Seconded by C. Hann. Carried after discussion. No abstentions or contrary minded. [BOG 368/23-46]*

S. Sarwal inquired whether progress metrics or measurable goals are feasible to address ongoing anti-racism work. How can we know goals are achieved?

P. Shannon responded that the strategic planning process integrates goals and progress metrics for anti-racism work. Offered to report on EDIA in practice, the Strategic Planning progress, and goals arising from the Strategic Plan.

M. Marwah recommended that the Governance & Human Resource (GHR) Committee be tasked with monitoring its progress metrics and report back to the Board of Governors.

7. Key Correspondence

No Key Correspondence

8. Consent Agenda

Maggie Marwah, Board Chair

8.1 – Officer’s Certificate – Administrative Governance & Compliance

8.2 – Officer’s Certificate – Statutory Remittances

8.3 – Officer’s Certificate – Facilities

8.4 – Minutes: Advancement Committee (ADV)

- *May 25, 2023*
- *Advancement Operations Update – Current Issues – News*

- *Q4 Advancement Results*
- 8.5 – Minutes: Governance & Human Resources Committee (GHR)
 - *June 1, 2023*
- 8.6 – Minutes: Financial & Physical Resources Committee (FPR)
 - *June 8, 2023*
- 8.7 – Minutes: Audit & Risk Oversight Committee (ARO)
 - *June 13, 2023*
 - *June 19, 2023*
 - *Enterprise Risk Management (ERM) Reporting Matrix*
- 8.8 – Senate Report
- 8.9 – SUNSCAD Report (*No Report*)
- 8.10 – Alumni Report (*No Report*)
- 8.11 – Removal of any item from the Consent Agenda

9. Consideration of Items Removed from the Consent Agenda

9.1 Governance & Human Resources Committee (GHR)

M. Marwah, Chair, on behalf of David van de Wetering, Chair – GHR

9.1.1 – Consider Any Promotions or Appointments Forwarded by the VP (Academic & Research) And Provost*

- 9.1.1a – VAJDON SOHAILI** – Appointment to Regular Full-Time Faculty
- 9.1.1b – ANTON LEE** – Appointment to Regular Full-Time Faculty
- 9.1.1c – JORDAN BENNETT** – Appointment to Regular Full-Time Faculty
- 9.1.1d – LUCIE CHAN** – Appointment to Regular Full-Time Faculty
- 9.1.1e – LEESA HAMILTON** – Appointment to a Three-Year, Limited-Term Faculty
- 9.1.1f – GREG SIMS** – Third Appointment with Tenure
- 9.1.1g – HUSCHANG POURIAN** – Appointment to Regular Full-Time Faculty

9.1.2 – Paid Leave Request – MARYLIN MCKAY

9.1.3 – Unpaid Leave Request – MARISSA ALEXANDER

9.1.4 – President’s Performance Goals and Objectives 2023-2024

9.1.5 – Compensation Increase for President

M. Marwah, Chair, noted Items 9.1.1 - 9.1.5 will be discussed in-camera under item #16 and motions voted on under item #17.

9.1.6 – Governance Review
Rudi Meyer, Governor

Motion: On the recommendation of the Governance & Human Resources Committee, the Board of Governors approves amendments to the By-Laws of NSCAD University as highlighted in the revised document. *Moved by R. Meyer. Seconded by B. Barker. Carried after discussion. No*

M. Marwah provided context for the motion on the table. The amendments were part of a governance review conducted by consultant Harriet Lewis and submitted to the Governance & Human Resource (GHR) Committee early in 2023. The GHR Committee formed an ad hoc committee to assess the recommendations. The ad hoc committee brought forward the recommendations for changes to the By-Laws to the Board of Governors.

R. Meyer outlined the revisions made to resolve the main points of contention within the By-Laws, one being the requirement of Governors to all attend meetings. If Governors were absent for three (3) meetings or more, they were deemed to have resigned. The other point of contention was that this by-law focused on governors at large and did not mention appointed governors in council.

A. Novac inquired about accountability measures. What will be the method for dealing with non-participating Board members, given the amendment to Article III in the bylaws?

B. Barker explained that the proposed changes aim to revise the wording in the original by-law from a punitive stance to one that promotes discussion. Punitive actions were revoked under the direction of the GHR Committee. Reminders of duties should be given first, followed by a discussion with non-participating members before any punitive action is taken.

B. Sparks recommended that the expectation of participation should be clearly communicated to new board members during orientation.

M. Marwah agreed that there is a need to set clear expectations for new board members during orientation, regarding their participation in meetings. The GHR Committee can help make decisions regarding poor participation.

R. Meyer raised that the amended by-law originally focused on governors at large, and not the governors in council. Does the board of governors have the capacity to remove a member of the governor council?
M. Marwah clarified that the board likely cannot remove a member of the governor council, however, can recommend their removal to the government's Executive Council.

A. Butu recommended the board create a guideline to support onboarding, such as having a set number of meetings they could decline before punitive action might occur in specific circumstances. Does NSCAD not have a specific parameter for this procedure?

B. Barker replied that initially it was discussed that members needed to participate in seventy-five (75%) per cent of all meetings, and this will likely be the parameter.

S. Parris-Drummond recommended that the board consider other methods of participation and contribution when a member cannot attend a meeting (given consideration of NSCAD's values), and how to communicate this effectively.

B. Barker acknowledged A. Novac's comment about the amended bylaw that the expectation for board members to attend all meetings. At a minimum, if a member cannot attend a meeting, they must communicate this to the board chair to arrange appropriate accommodation to ensure quorum.

9.2 Financial & Physical Resources Committee (FPR)

- *Jim Horwich, Chair – FPR*

9.2.2 – Cataloguing/Digitizing of NSCAD’s Permanent Collection

Motion: On the recommendation of the Financial & Physical Resources Committee, the Board of Governors approves use of the operating reserve to fund the online cataloguing/digitizing of NSCAD’s permanent collection up to \$70,000. *Moved by J. Horwich. Seconded by R. Meyer. Carried after discussion. No abstentions or contrary minded. [BOG 368/23-48]*

J. Horwich provided context with respect to when the board was introduced to an unsolicited approach to implement a system of online auction that could dispose of some collected works, which was initially viewed with some optimism. It was understood that the online cataloguing/digitizing of NSCAD’s permanent collection has been an ongoing project, that could be used to finance itself. After some reflection, the FPR Committee recommended that an ad hoc committee be established with views to enhance fundraising activities that could be employed to support projects with existing inventory.

10. Q4 Financial Statements*

Leanne Dowe, Chief Financial Officer

L. Dowe reported the following overall Q4 results:

An end-of-year deficit of \$306,000 (consistent with Q3 projections).

- \$19.4 million in revenues and expenses of \$19.74 million (not including the \$1.8 million for the Port Campus HVAC replacement project that comes from operating reserves).

Vacancy savings helped reduce the deficit but also contributed to the institutional risks of reduced service levels and increased workload on existing faculty and administrative roles.

Actual enrolment (651) exceeded budgeted FTE (635) with continued strong domestic enrolment and ongoing challenges to international enrolment (consistent with Q3).

- Domestic enrolment at 520 FTEs, being the highest recorded in six years.
- International recruitment continued to be a challenge (partially due to lack of affordable housing and visa availability), at 131 actual FTEs to a budget of 149 FTEs.

L. Dowe reported all revenues exceeded prior year, except for tuition, government grants and donations:

- There was a tuition revenue deficit of approximately \$237,000:
 - summer tuition had deficit of \$17,000, fall tuition had deficit of \$56,000, winter tuition had deficit of \$121,000, and added deficit of \$43,000 in Ukrainian tuition reduction.
- Government grants had a negative variance over prior year of \$2,484,000. The variance was primarily a result of the 1% operating grant increase over prior year, offset by negative variances from the discontinued restricted facility grant of \$1.9 million, the one-time \$450,000 deferred maintenance grant, and \$65,000 from pausing the CRC grant. Investment income exceeded prior year and budget.

- Rental income and donations revenue were consistent with prior year; there were no vacancies for rental income.

L. Dowe reported current year expenses:

- Full-time academic compensation was \$3.7 million (\$1 million under budget given position vacancies).
- Part-time faculty exceeded budget spending by \$400,000.
- Facilities had higher spending than prior year and budget; being \$500,000 on the Port campus revitalization, \$385,000 on the sprinkler repair, and additional utilities costs.
- Administration was reported to be \$700,000 less than budgeted (given position vacancies).

L. Dowe provided an update for NSCAD’s operating reserve:

- At the start of 2023, the reserve was valued at \$10.6 million.
- Current projected deficit for this year and next, for the Port Campus HVAC replacement project, is estimated at \$2.2 million, leaving approximately \$7 million in the operating reserve.
- Finance is currently drafting a policy on reserve management and usage.

11. Receive & Approve Audited Annual Financial Statements, and Approve Recommendation of External Auditors for 2023-2024*

Leanne Dowe, Chief Financial Officer

Audit & Risk Oversight Committee (ARO)

- *Cheryl Hann, Chair – ARO*
- *Leanne Dowe, CFO*

Motion: The Board of Governors accepts the recommendation of the Audit & Risk Oversight Committee and approves the presented Audited Financial Statements and Audit Report for the fiscal year-end March 31, 2023. *Moved by C. Hann. Seconded by S. Parris-Drummond. Carried after discussion. No abstentions or contrary minded. [BOG 368/23-49]*

J. Horwich provided background for this year’s Audited Financial Statements and Audit Report, that included a more tailored revision and review from last year, for the board’s awareness.

Motion: The Board of Governors accepts the recommendation of the Audit & Risk Oversight Committee and approves the appointment of Deloitte as NSCAD’s external auditors for 2023-24. *Moved by C. Hann. Seconded by J. Horwich. Carried after discussion. No abstentions or contrary minded. [BOG 368/23-50]*

12. Approve Nominations to be made at AGM & Any AGM Planning Items*

Maggie Marwah, Board Chair

B. Barker, Board Vice-Chair, noted that one (1) nomination has come forward and is pending review by the GHR Committee. A list of nominations will then be presented to the Board at its September meeting. He noted the delay experienced this year for Board nominations; By-Laws require nominations to be submitted in May. B. Barker also stated it would be beneficial to receive nominations persons who have

experience in finance, law, and those with broad connections in Halifax and the province.

M. Marwah reiterated that the Board is seeking nominations to fill four (4) governors-at-large vacancies on the Board. Governors at large can be nominated at any time during the year. B. Barker summarized that under the By-Laws, the Board requires six (6) to ten (10) members at large. He also stated that we need to begin a search for governor-in-council nominations, which would fall under the responsibilities of the Executive Assistant, Governance.

M. Marwah segued discussion to planning for the Annual General Meeting (AGM); to date, there are no outstanding items given the vacancy of the Executive Assistant, Governance, position. The search for the executive assistant is currently underway. M. Marwah expressed appreciation to B. DeBaie for his effort to backfill in absence for the vacant executive assistant position.

13. President's Update Report

Peggy Shannon, President

P. Shannon summarized highlights from the President report:

- An ombudsperson has been hired, Jude Gerrard, who begins on August 7.
- Plans for an equity audit with Angela Simmonds have begun, to commence in fall 2023.
- Convocation on May 18 was successful.
- The Senior Project Manager position has been posted. This position will be responsible for the Port campus section of the NSCAD portfolio.
- Alumni engagement has been initiated in San Francisco and Los Angeles (P. Shannon expressed her appreciation to S. Sarwal, K. Holms and the University Relations team).
- P. Shannon is leading a summer abroad program in Greece over July 2023 with students from NSCAD.

B. Barker stated that the Presidential Installation for P. Shannon and NSCAD University will take place on Friday, October 6, 2023, from 2 to 3:30 p.m. More information will be available closer to the date.

M. Marwah expressed her appreciation to P. Shannon for attaining signatures of FUNSCAD's Unit I and II collective agreements and asked what plans might be for the CUPE local collective agreements. P. Shannon replied that Human Resources is aware, and she will report back to the Board of Governors on the status of the CUPE local collective agreement in the fall. She noted that NSCAD's CUPE faculty are currently on contract.

14. Other/New Business

Maggie Marwah, Board Chair

B. Sparks asked if the Board of Governors could examine the governance review more broadly.

M. Marwah suggested that further discussion take place with D. van de Wetering and the Governance & Human Resource Committee, perhaps in a special meeting. The Board needs to determine how many meetings are required, including working and training meetings (such as JEDDI issues), prior to the annual

general meeting (AGM) on September 21, 2023.

15. In Camera

Motion: By motion of R. Meyers the June 22, 2023, meeting of the Board of Governors moved **in camera** at approximately 5:30 p.m. [BOG 368/23-51]

- Peggy Shannon, President
- Anthony Novac, Governor
 - **15.1 – Facilities Update**

16. In Camera

Student governors recused from the meeting.

Faculty governors remained in the meeting but abstained from voting.

- *Jana Macalik, Interim VP (Academic & Research) and Provost*
 - **16.1 – Academic Appointments**
 - **16.2 – Faculty Leave of Absence Requests**

Motion: By motion of P. Shannon the June 22, 2023, meeting of the Board of Governors moved **out of camera** at approximately 6:07 p.m. [BOG 368/23-52]

Student governors returned to the meeting.

17. Out Of Camera Motions

Faculty and student governors remain in the meeting but abstain from voting.

ACADEMIC APPOINTMENTS & FACULTY LEAVE OF ABSENCE REQUESTS

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 **Vajdon Sohaili** to a Regular Full-Time faculty position at the rank of Assistant Professor, Art History and Contemporary Culture, effective July 1, 2023. *Moved by B. Barker. Seconded by B. Sparks. Carried. No contrary minded. R. Meyer, M. Bovey, C. Parsons, and A. Butu abstained.* [BOG 368/23-53]

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 **Anton Lee** to a Regular Full-Time faculty position at the rank of Assistant Professor, Art History and Contemporary Culture, effective July 1, 2023. *Moved by C. Hann. Seconded by G. Edwards. Carried. No contrary minded. R. Meyer, M. Bovey, C. Parsons, and A. Butu abstained.* [BOG 368/23-54]

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 **Jordan Bennett** to a Regular Full-Time faculty position at the rank of Associate Professor (tenure track), Media Arts – Expanded Media, effective July 1, 2023. *Moved by S. Parris-Drummond. Seconded by B. Sparks. Carried. No contrary minded. R. Meyer, M. Bovey, C. Parsons, and A. Butu abstained. [BOG 368/23-55]*

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 **Lucie Chan** to a Regular Full-Time faculty position at the tenured rank of Associate Professor, Fine Art – Drawing, effective July 1, 2023. *Moved by B. Sparks. Seconded by S. Sarwal. Carried. No contrary minded. R. Meyer, M. Bovey, C. Parsons, and A. Butu abstained. [BOG 368/23-56]*

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 **Leesa Hamilton** to a Three-Year, Limited-Term faculty position at the rank of Assistant Professor, Craft (Fashion), effective July 1, 2023. *Moved by S. Sarwal. Seconded by C. Hann. Carried. No contrary minded. A. Novac, R. Meyer, M. Bovey, C. Parsons, and A. Butu abstained. [BOG 368/23-57]*

Motion: In accordance with Article 16.07(E)(i) of the Collective Agreement and the recommendation of the Governance & Human Resources Committee, the Board of Governors approves a third appointment with tenure of **Greg Simms**, effective July 1, 2024. In accordance with the waiver agreed to on May 5, 2023, with the Faculty Union, Greg Simms will be eligible to apply for promotion on October 1, 2025. *Moved by S. Sarwal. Seconded by C. Hann. Carried. No contrary minded. R. Meyer, M. Bovey, C. Parsons, and A. Butu abstained. [BOG 368/23-58]*

Motion: In accordance with Article 37.05 of the Collective Agreement and at the recommendation of the President and the duly appointed Selection Advisory Committee, the Board of Governors approves the appointment of **Huschang Pourian** to a Regular Full-Time faculty position at the rank of Assistant Professor (tenure track), Design, effective July 1, 2023. *Moved by C. Hann. Seconded by S. Sarwal. Carried. No contrary minded. R. Meyer, M. Bovey, C. Parsons, and A. Butu abstained. [BOG 368/23-59]*

Motion: At the recommendation of the Governance & Human Resources Committee, the Board of Governors approves paid leave for **Marilyn McKay** at the rate of 85% for the period January 1, 2024, to June 30, 2024, subject to the condition that she retires from NSCAD University effective July 1, 2024. *Moved by S. Parris-Drummond. Seconded by S. Sarwal. Carried. No contrary minded. R. Meyer, M. Bovey, C. Parsons, and A. Butu abstained. [BOG 368/23-60]*

Motion: In accordance with Article 37.07 of the Collective Agreement, the Board of Governors grants a special unpaid leave to **Marissa Y Alexander** from July 1, 2023, to June 30, 2024. As a condition, the faculty member has provided formal assurance of her return after the one-year leave. *Moved by C. Hann. Seconded by S. Sarwal. Carried. No contrary minded. R. Meyer, M. Bovey, C. Parsons, and A. Butu abstained. [BOG 368/23-61]*

18. In-Camera - Excluding Faculty & Students

No additional in camera required.

19. In-Camera - Excluding Staff and President

Management and staff were recused from the meeting at 6:25 p.m. J. Keating and A. Butu left the meeting. P. Shannon and B. DeBaie remained for the first part of the in camera, to discuss 2022-23 performance goals.

Motion: By motion of C. Hann the June 22, 2023, meeting of the Board of Governors moved **in camera** at approximately 6:25 p.m. [BOG 368/23-62]

- *Maggie Marwah, Board Chair*
Bill Barker, Board Vice-Chair
 - **19.1 – President’s Performance Goals and Objectives 2022-23 and 2023-24**
 - **19.2 – Compensation Increase for President**

P. Shannon and B. DeBaie were recused from the meeting at 6:42 p.m.

Motion: By motion of G. Edwards, the June 22, 2023, meeting of the Board of Governors moved **out of camera** at approximately 7:22 p.m. [BOG 368/23-63]

20. Out Of Camera Motions

Motion: To accept the recommendation of the Governance & Human Resources Committee and approve the President’s Performance Goals & Objectives for the 2023-24 Academic Year as presented. *Moved by S. Sarwal. Seconded by C. Hann. Carried. [BOG 368/23-64]*

Motion: To approve a compensation increase for the President of NSCAD, effective July 1, 2023, as recommended by the Governance & Human Resources Committee. *Moved by C. Hann. Seconded by S. Sunil. Carried. R. Meyer, M. Bovey and C. Parsons abstained. [BOG 368/23-65]*

21. Adjournment – Next Meeting

On behalf of the Board of Governors, Vice-Chair B. Barker thanked Dr. Ann-Barbara Graff, Vice-President (Academic & Research) and Provost, for her nine years of service to NSCAD. She was at NSCAD during years of changing presidential leadership and the massive challenge of the Covid pandemic, and she worked hard and successfully during this difficult period to provide continuity and clarity in the academic operations of our university. She has a tremendous knowledge of academic management and trends

which she combines with insight and a trenchant wit. Nipissing University is fortunate to have her as its new Vice-President and Provost.

Motion: By motion of B. Sparks, the June 22, 2023, meeting of the Board of Governors adjourned at approximately 7:25 p.m. [BOG 368/23-66]

The next scheduled meeting and Annual General Meeting (AGM) will be held on September 21, 2023, as an in-person meeting. More details will be circulated closer to the date.

Recorded by Bruce DeBaie, Chief of Staff, and Melissa Ball, Executive Assistant.

Approved for circulation to the Board of Governors by Maggie Marwah, Chair, on September 11, 2023.