



Minutes of the Meeting of the Board of Governors, 21 September 2023

This meeting was scheduled for 3:00-4:30 pm. It was a hybrid meeting, In-person was held at the NSCAD Port Campus, 1107 Marginal Rd., P209) and the On-line component was via Microsoft Teams. These Minutes were prepared by Theresa Larkin, Interim Governance Administrator.

In Attendance: Maggie Marwah (outgoing Board Chair); William Barker (Vice Chair and incoming Board Chair); Peggy Shannon (President); Marco Chiarot, Cheryl Hann, Jim Horwich, Dave van de Wetering, Kathryn Toope, Sunil Sarwal, Bruce Sparks, Gary Edwards, Anthony Novac, John Keating, Sarah McInnes, Sylvia Parris-Drummond, Mark Bovey, Rudi Meyer, Chris Parsons, Alexandra Butu.

Absent: Fabienne Colas.

Invited: Kelly Denty (new Board member); Leanne Dowe (Chief Financial Officer); Bruce DeBaie (Chief of Staff); Theresa Larkin (Interim Governance Administrator).

1. Call to Order and Establishment of Quorum

Meeting called to order at 3:03 a.m. by Chair M. Marwah with the establishment of quorum.

2. Acknowledgements

2a. Land Acknowledgement

M. Marwah read into the record the Land Acknowledgement, which recognizes the First Peoples on whose traditional territories we live and work as well as the loss of the community and heritage of the African Nova Scotia residents of Africville.

“NSCAD University is located in Kjipuktuk, the district of Sipekne’katik, Mi’kma’ki, which since time immemorial, has been the unceded traditional territory and ancestral homelands of the Mi’kmaq Nation. We pay respect to the historic and contemporary Mi’kmaw artists who have, over millennia, created unique artforms and designs, and through generations, passed down ways of being, knowing, and doing that are valued and respected. NSCAD University is committed to forging a relationship based on reciprocity as we move forward together in a good way, based on the foundational aspirations in our collective treaties, dating back to 1725. In Nova Scotia, we recognize we are all Treaty People.”

2b. People's Acknowledgement

Sylvia Parris-Drummond read into the record the People's Acknowledgement.

"As people of African descent, we offer this People's acknowledgement recognition in solidarity with the Indigenous people of Turtle Island in the efforts and deliberate intentions toward decolonization. African Nova Scotians have existed and persisted on the traditional land of the Mi'kmaq for more than 400 hundred years. We acknowledge and express deep gratitude. Our significant presence and contributions on this land have contributed to the existence of Nova Scotia. Our labour and skills, used without their explicit consent and without reciprocity, have shaped the structural stability and, was instrumental in the creation of the intergenerational wealth of today's Nova Scotia. We are resilient, brave, spiritual, and proud of our Ancestors on whose shoulders we stand. They are the founders of the more than 50 historical African Nova Scotian communities across Nova Scotia. This acknowledgement brings with it a call to action to reconcile the harms acted upon African Nova Scotians, a distinct People and the Mi'kmaw People"

S. Parris-Drummond explained there are two versions of the People's Acknowledgement. One is for an individual who identifies as African Nova Scotian. A second version may comfortably read by any representative of NSCAD.

3. Declaration of any Conflict of Interest

No conflicts of interest were declared.

4. Acceptance of Agenda

An update to the agenda: W. Barker asked to add an item after item 17, a thanks to the outgoing Board Chair.

Motion: To approve the September 21, 2023, Board of Governors meeting agenda as amended. *Moved by Jim Horwich.* [**BOG 2023-75**]

Motion: To approve the September 15, 2023, Board of Governors meeting agenda as amended. *Moved by J. Horwich.* Motion carried. [**BOG 2023-76**] (The agenda attached to the actual meeting were adjusted during the meeting and this new agenda reflects the changes.)

5. Welcome and Introductions

M. Marwah, Board Chair

Welcome to incoming NSCAD Board Members: Kelly Denty as a proposed Governor at Large; Sunil Sarwal returning as a proposed Governor at Large. Also, a welcome to staff members Jude Gerrard, Indigenous Knowledge Keeper, as Ombudsperson, and to Jacqueline Warwick as Interim Dean.

6. Adoption of Meeting Minutes

No changes being requested, the minutes of the Board of Governors June 22nd meeting and the minutes of the special meeting September 15th were declared adopted as a true record.

7. Business Arising from the Minutes

No business arising.

8. Key Correspondence

No key correspondence.

9. Consent Agenda

M. Marwah expressed gratitude to W. Barker for his advice regarding a new format of versions of the Annual Reports.

9.1 – Officer’s Certificate – Administrative Governance & Compliance

9.2 – Officer’s Certificate – Finance

9.3 – Officer’s Certificate – Facilities

9.4 – Report – Advancement Committee

Minutes – August 31, 2023

*Advancement Operations Update/Current Issues/News/Q1 Advancement Results
Annual Report 2022-2023 – ADV*

9.5 – Report – Financial & Physical Resources Committee

Minutes – August 29, 2023

Annual Report 2022-2023 – FPR

9.6 – Report – Governance & Human Resources Committee

Minutes – September 7, 2023

Annual Report 2022-2023 – GHR

9.7 – Report – Audit & Risk Oversight Committee

Minutes – September 14, 2023

*Enterprise Risk Management (ERM) Reporting Template Update
Annual Report 2022-2023 – ARO*

9.8 – NSCAD Board Meeting Schedule 2023-2024

9.9 – Committee Members & BOG List (Sep 2023)

9.10 Removal of any item from the Consent Agenda.

Item 9.8 was removed for discussion under Item 10

10. Consideration of items removed from the Consent Agenda

Regarding item 9.8, the annual schedule, D. van de Wetering, Chair of Governance and Human Resources gave an explanation. The standard six business meetings have been

paired down to four. Two other meetings will be utilized for Governance discussion and JEDI (Justice Equity Diversity and Inclusion) Training. W. Barker noted that though today's meeting is termed in the schedule as the first meeting of the year, it is actually the last and the AGM signals the start of our new year. Our first meeting of this year will be some time in October or November. Our first business meeting is on December 14. It was noted that quarterly financial reports are the key alignment for the scheduled business meetings. Some further general discussion followed over the problem of coordinating the Board year, the school year, the fiscal year, and the tax year. The board is caught up with these conflicting years.

11. Nominations Committee Recommendations Report

K. Denty and S. Sarwal were recused. Some of the at-large members were being renewed and as noted, they did not vote.

Motion: To accept the recommendation of the Governance & Human Resources Committee, the Board of Governors approve the 2023-2024 Nominations Report as prepared by the Nominations Committee. The appointments will take place at the Annual General Meeting, immediately following this meeting. *Moved by M. Bovey. Seconded by J. Horwich. Abstentions: M. Chiarot; C. Hann; M. Bovey; J. Keating; A. Novac. [BOG 2023-77]*

12. Q1 Financial Statements

CFO Leanne Dowe presented the financial report for the first quarter of the fiscal year and drew attention to the following high points.

Revenue:

April to June enrollments increased over prior year by 7 FTEs (adding 14 domestic students, which is an increase of 20%). There was a decrease of international students compared with the prior year of 7 FTEs (a decrease of 28%). There is a shortfall of tuition targets for summer tuition by \$48,000.

The fall enrollment projection has come up about \$100,000 so the actual unfavorable variance to the budget for tuition revenue is around \$700,000, and we anticipate a projected shortfall in winter of \$414,000.

Admissions team advises reducing number of students dropping through a process of manual registration, which ensures each student has a 'touch point' with academic advisors.

Student fees in the first quarter had about \$86,000 positive variants. Some forfeited tuition commitment fees amounted to about \$84,000. No adjustment at this time.

Currently there is a Canada Research Chair vacancy from April to September affecting student fees government grants, which over the prior year has reduced the CRC grants.

A projection in investments anticipate more revenue for investment income. All short-term investments (not endowments) average 4%.

Ancillary extended studies are bouncing back: Preselling summer camps and school store sales are up about 25%.

Cash is invested in Scotia Bank GSC at a high rate of 4%.

Rental income is close to prior year with only a slight increase.

Expenses:

There are some minor adjustments to expenses in relation to the budget. Facilities expenses remained consistent from prior year to current year. Service expenses year-to-date showed savings due to some vacant positions.

13. President's Report

Presented by President P. Shannon

[See the University's Annual Report for more information. This was submitted in the Annual General Meeting that followed.]

Since June, the President's team has been engaging effectively in building the reputation of NSCAD to emerge as a major funding seeker. Large gifts are being won. And recruitment is happening with rigor and careful planning.

Jude Gerrard, an Indigenous Knowledge Keeper, has joined the NSCAD Senior Leadership Team as Ombudsperson.

Angela Simmonds has been hired to conduct an audit and an environmental scan of equity, diversity and inclusion on our campus. She is working closely with Human Resources and will be doing a policy review to ensure alignment with government requirements.

The Art Bar has been renamed as the Former Art Bar (FAB). Programming will be done at a professional standard. It is revenue generating with events, space rentals, and is being run by our events team.

In her annual trip to Greece the President brought with her four students who engaged with artists in Greece.

A travel advisory has halted plans to recruit international students in India.

14. In Camera (Excluding Faculty and Students).

No motion. Waived.

15. In Camera: Excluding Management

No motion. Waived.

16. In Camera: Excluding President

This is required without any motion.

17. Out of camera

Motion: The September 21, 2023, Board of Governors meeting moved out of camera at approximately 4:00 p.m. *Moved by C. Hann. [BOG 2023-78]*

18. Additional Business

The President returned. W. Barker and J. Horwich gave thanks to M. Marwah and the President also spoke and presented several gifts to M. Marwah. Enthusiastic applause.

Motion: That the NSCAD Board of Governors offer thanks to Maggie Marwah, who served as a member of the board since 2018 and who for the last two years served as Chair. Her support and leadership as the University returned to campus and began a period of revitalization and growth have been invaluable to the Board and the NSCAD community. *Moved by P. Shannon. Seconded by D. van de Wetering. Carried unanimously. [BOG 2023-79]*

18. Adjournment and Announcement of Next Meeting

Motion: The September 21, 2023, Board of Governors meeting adjourned at approximately 4:10 p.m. *Moved by M. Bovey[BOG 2023-80]*

The 136th NSCAD Annual General Meeting was scheduled to follow after a short break. That meeting was to begin shortly after 4:30 pm.