



Approved February 24, 2024

Minutes of the Meeting of the Board of Governors, 14 December 2023. #372

This meeting was scheduled for 4:00-6:30 pm. It was an online meeting, held via Microsoft Teams. These Minutes were prepared by Theresa Larkin, Interim Governance Administrator.

In Attendance: William Barker (Board Chair); Peggy Shannon (President); Marco Chiarot, Dayna Sharkey, Gary Edwards, Kelly Denty, Cheryl Hann, Jim Horwich, John Keating, Maggie Marwah, Sarah McInnes, Anthony Novac, Sylvia Parris-Drummond, Ken Rice, Sunil Sarwal, Owen Skeen, Kathryn Toope, Dave van de Wetering, Mark Bovey, Rudi Meyer, Chris Parsons.

Invited: Bruce DeBaie (Chief of Staff); Leanne Dowe (Chief Financial Officer); Jude Gerrard (Ombudsperson); Owen Gottschalk (Interim Associate Vice-President, Operations); Kara Holm (Director of Advancement); Andrea Hunniford (Senior Project Manager); Jennifer Lewis (Director of Human Resources); Jana Macalik (VP – Academic & Research and Provost); Ratish Mohan (Acting Registrar); Andy Murdoch (Director of Strategic Communications); Jacqueline Warwick (Interim Academic Dean); Grace Alexander (Executive Assistant, Governance); Theresa Larkin (Interim Governance Administrator).

Regrets: Grace Alexander.

1. Call to Order and Establishment of Quorum

Meeting called to order at 4:00 p.m. by Chair Barker with the establishment of quorum.

2. Acknowledgements

2a. Land Acknowledgement

P. Shannon 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 Kjiptuk, 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’kmaq 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

B. Barker read into the record the People's Acknowledgement.

“NSCAD acknowledges the historical and contemporary presence of people of African descent. It offers this People's acknowledgement 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. Their significant presence and contributions on this land have contributed to the existence of Nova Scotia. Their labour and skills, used without their explicit consent and without reciprocity, have shaped the structural stability and, were instrumental in the creation of the intergenerational wealth of today's Nova Scotia. They are resilient, brave, and spiritual and express pride in their Ancestors on whose shoulders they 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.”

3. Declaration of any Conflict of Interest

No conflicts of interest were declared.

4. Acceptance of Agenda

Motion: To approve the December 14, 2023, Board of Governors meeting agenda as presented. *Moved by Sylvia Parris-Drummond.* Carried [**BOG 372/2023-115**]

5. Welcome and Introductions

B. Barker, Board Chair

Welcome to incoming NSCAD Board Member:

Owen Skeen (Student Board Member) is a painter philosopher. A revolutionary thinker interested in serving on the board.

Andrea Hunniford (Senior Project Manager) was hired recently and comes to the position with deep experience in architecture, building, design, and project management. Has conducted an instructive and impressive deep dive into the history of the Port Campus project. Her summary presentation will be delivered later in this meeting.

B. Barker mentioned he met Premiere Houston of the Province at an Alumni party. An exciting philosophical discussion followed. The need for government funding was mentioned. NSCAD is seeking a lot of money to consolidate campus needs. A small number of potential donors have been identified. There is a need to be exacting in what NSCAD leaders are doing and why; to understand the risks, which are very complex. There is a heightened sense of the future. The level of complexity is now becoming clear to all the committees.

Discussions by the Board were held in Executive Session during the December 3, 2023 Business Development meeting. Notes were taken during that meeting but currently the minutes are not available. They will be emailed shortly. During that meeting, the sense of concern was clearly expressed by everyone on the board. The task of addressing previous planning and managing issues that continue to arise from many years ago has been a frequent topic of discussion. The reality of what will be happening long after current members have left the board is a primary focus. The long-term view is positive and necessary. What is needed to benefit the university is a well-informed board exercising care in oversight. The board needs to listen critically to the students and faculty to make sure the envisioned future occurs. Extreme care is vital to look after our donors by working closely and effectively with SLT administration. The shared goal is for everyone to work diligently and thoughtfully to achieve the future success of NSCAD.

6. Adoption of Meeting Minutes

6.1 – No changes being requested.

The minutes of the Board of Governors September 21, 2023 meeting.

6.2 – The minutes of the Business Development meeting December 3rd are pending.

They will be submitted shortly via email.

7. Business Arising from the Minutes

No business arising.

8. Key Correspondence

No key correspondence.

9. Consent Agenda

9.1 – Report – Advancement Committee

i. Minutes – November 23, 2023

ii. Advancement Operations Update/Current Issues/News/Q2 Advancement Results

9.2 – Report – Financial & Physical Resources Committee

i. Minutes – November 21, 2023

9.3 – Report – Governance & Human Resources Committee

i. Minutes – November 30, 2023

ii. Human Resources, Compensation & Labour Relations Philosophies/Public Sector Guidelines

9.4 – Report – Audit & Risk Oversight Committee

i. Minutes – December 7, 2023

ii. Enterprise Risk Management (ERM) Reporting Template Update

Ken Rice raised a question about the appropriate use of the term ‘aboriginal’ in the Governance and Human Resource Committee minutes.

P. Shannon noted that two out of the four Art and Design Universities in Canada utilize the term because of regional nomenclature. When it is used it is entirely dependent upon the norms of each Province.

10. Consideration of items removed from the Consent Agenda

No items removed.

11. Q1 Financial Statements

Leanne Dowe, Chief Financial Officer

Q2 financial statements were previously presented at the Finances and Physical Resources Committee and also at the Audit and Risk Oversight Committee.

- At the end of Q2 we are forecasting a deficit of 1.5 million to a budget of 1.07 million.
- An additional \$442,000 deficit to budget.
- This breaks down as a shortfall in revenue of \$775,000, offset by expense savings of \$333,000.
- Significant variances in revenue were in the budgeted tuition for the negative variance of \$889,000.
- Investment income with the positive variance of \$220,000.
- Significant expense variances totaling \$333,000 were the result of savings to budget due to unfilled positions.
- Evident, most notably in academic compensation for \$203,000, service departments for \$69,000, and administration of \$55,000.
- Government grants in addition related to our vacancy TRC positions created a deficit to budget of \$237,000. This was partially offset by a savings in the CRC salary under the academic compensation expense.
- Reporting tuition on an FFTE basis for the Fall semester, we saw an overall decrease from 620 last year to 613 in the current year as of September 30. Domestic enrolment achieving budget at 508 FFTE and international falling 25 FFTE shy of budget at 105 FFTE to a budget of 130 FFTE.
- Enrolment has been fairly flat for NSCAD since the start of the pandemic, ranging from 603 to 620 FFTE with affordable housing and international student Visas continuing to be significant issues.
- Our domestic enrolment continues to increase partially offsetting our international enrolment declines.

That is Q2 in a nutshell.

Discussion:

A committee member requested access to a document that is slightly different from what is on SharePoint and is usually shown as a screen share. Is that not available?

L. Dowe responded that the document can be posted in documents in the future.

Another question was asked about the Q2 Summary donations received under revenue lists donations received \$5800.00. Mentioned K. Holm (and the

President's Report) notes \$425,000. to be paid this fiscal year. Why such a big discrepancy?

L. Dowe clarified that most donations are not for operating funds. Operating donations received are for no specific purpose. Whereas donations that are specifically dedicated are in the Endowment Fund or Special Purpose Fund. Operating Funds holds all the general operations of the university.

Another concern was raised regarding awareness of housing issues for international students and sought clarification on the delays regarding student visas.

L. Dowe identified how when international students apply to attend to NSCAD, they also need to apply to their governments to obtain a visa and prove they have a certain amount of money to cover expenses.

P. Shannon responded that visas have been slow to be processed at the provincial level. Nova Scotia is one of the slowest provinces in the country to process IRCC visas. New legislation will require international students to demonstrate they have \$20,000 to \$40,000 to cover tuition and living expenses-

A board member shared that she is an immigration lawyer who works with visas and is available to answer any questions about the process.

It was noted that donations for operating expenses are the hardest dollars for NSCAD to obtain. Donors do not want to pay for utilities. There is a need for raising much-needed operating dollars.

12. Revisions to NSCAD's Academic By-laws and Constitution

Dave van de Wetering, Chair – GHR Committee

D. van de Wetering thanked President Shannon for her fine report, ~~He~~ and pointed out that the President's annual objectives specifically ask for purpose-driven infrastructure planning, as she has proposed. But he stressed that this objective needs to be reviewed annually as the situation changes. The President was asked to continue to provide details to assist the board.

Twenty years ago, NSCAD determined it was bicameral with two equal bodies: The Board and the Senate. The By-laws were updated in June 2023. Changes have been effectively highlighted in yellow by Chief of Staff, Bruce DeBaie.

Motion: To approve the amendments outlined in the Constitution By Laws for the academic governance of NSCAD College of Art and Design as presented by the Chair of Senate to the Governance and Human Resources Committee on November 30th, 2023.
Moved by Dave van de Wetering. Seconded by P. Shannon. Carried [BOG 372/2023-116]

13. President's Report

Presented by President P. Shannon

- Planning continues for the Seriously Creative Strategic Plan. A series of town halls with numerous stakeholders have been held and more anticipated in the new year.
- Students, faculty, staff, technicians, and alumni have participated in the town halls.
- By end of January, or early February there will be a formal draft of the first version of this strategic plan to begin to circulate.
- K. Holm and P. Shannon have been doing a significant number of engagements locally, nationally, and internationally. The fruits of those conversations are being realized.
- Through these cultivations, applications are being awarded with some important funding opportunities that will support our students, faculty, and staff.
- A government relations/public affairs consultant (who's based in Ottawa has been hired. She was previously with Universities Canada for several years and now she has her own company.
- During the last two weeks, five meetings have been held with the federal government (the fifth one is tomorrow) and two more are planned for early in the new year. These are introductory meetings updating federal government offices on NSCAD's vision for the future. The reception has been extremely positive.
- P. Shannon met with the new Deputy Minister of Advanced Education. He comes from the treasury with an informed awareness of the financial needs of NSCAD (and the sector).
- P. Shannon is on the MOU Development Committee for CONSUP. Meetings will be held with the Deputy Minister on Monday as a group to talk about the important needs of the sector including operating grants and housing.
- P. Shannon is working with the four Canadian art and design universities to formalize an alliance titled the 'U4' to advocate for larger pots of money from the federal government to be shared between the four campuses.
- Andrea Hunniford presented a revealing historical overview of the issues around the HVAC planning for the past 10-20 years of contracts. She will work with the President on creating a comprehensive budget for the renovation. An RFP for the design process will be informed by lessons learned. A strong plan is needed.

Discussion:

A question about the content of the dialogue President Shannon is having with funding sources. P. Shannon responded that these are introductory communications with various governmental offices as well as with funding entities, foundations, and donors. Discussions are paving the way for future requests.

The President was asked if she had all the staffing needed on her leadership team. She replied that she has excellent interim staffing and that new permanent staff searches are underway.

A question if the Senior Project Manager has the expertise required to lead a project team ~~lead~~. P. Shannon responded that A. Hunniford brings a great deal of expertise to the team.

A question was raised regarding the Tier 2 Chair search ~~is~~ in process. VP/Provost Macalik mentioned that she will provide an update in Spring 2024.

Concern was expressed about fundraising strategies in relationship to current risks NSCAD is facing. Expressing a concern that the Board be kept up to date – in advance – of funding requests. A request for the details of the messaging and communication strategy in the search for financial gifts, grants, and donations. A concern that the current approach may be perceived as ad hoc.

Further concern expressed that other board members lack expertise in the funding raising. Where have we been? How did we get there? What are we going to do to make change? A reminder was offered that the role of board members is to provide oversight.

P. Shannon generously welcomes the oversight, dialogue, forward thinking, and planning.

14. In-Camera

An In-Camera session was scheduled to discuss the following items which after discussion were voted for.

14.1 J. Macalik, Interim Vice-President (Academic & Research) and Provost presented two faculty changes. (a. Change in faculty appointment of Gary Markle and b. Regular Part-Time Faculty Appointment of Neil Forrest)

14.2 Advisory Committee on Labour Relations presented by *Dave van de Wetering, Chair – GHR Committee* noted that *The Labor Relations Advisory Committee (LRAC)* is an ad hoc advisory committee and a part of the Governance and Human Resources Committee. Its purpose is to bring to the Board whatever mandate is being sought for the third of our fourth contract negotiations. B. Barker clarified that the LRAC is asking for support for what the committee heard during discussions (what is called an all-in financial mandate). The dollar amount is rather small compared to the overall budget, but the intent is to give permission to the bargaining group to take this mandate back and use it as part of fair bargaining. It is a subcommittee and meets with the administration. It provides a negotiation and time for consideration and a proper discussion. Only committee members can vote.

14.3 Review of the university's medium- to long-term facilities plan • *Andrea Hunniford, Senior Project Manager* A. Hunniford ~~has~~ conducted a forensic review of the current HVAC and Port renovation projects examining the contracts and construction documents, the board minutes and motions dating back to 2010 in detail. She is currently preparing an executive summary of that review provided in the December 5th 2023 meeting. She is working closely with President

Shannon and CFO Dowe to develop a comprehensive total project budget and implementation plan to execute the fully designed project to renovate the existing port campus. The work that was completed in December 2022 requires review to ensure it is still in line with current plans as well as adjusting the finances for any changes that have happened between then and now. Budgeting and planning for relocation of classes in studios for the duration of the renovation is a lesson learned from the work that is happening on the HVAC project now. The development and frequent review of project control measures and other future reporting processes and systems are key.

B. Barker revealed there is a plan [structural design] existing for the Port Campus. HVAC installations are being done for a building that has not been fully built out.

A board member countered that there is an absence of a comprehensive facilities & infrastructure plan. He requested a plan that details the complete process and develops a formal plan that is forward thinking. One that the board can digest, process, measure, and monitor to fulfil their duty of oversight, fiscal responsibility, and accountability to NSCAD as an institution and to the public.

After these preliminaries the meeting went In Camera.

Motion: By motion of K. Toope, the December 14, 2023, Board of Governors moved In Camera at approximately 4:50 p.m. [**BOG 372/2023-117**]

15. Out Of Camera Motions:

Motion: The December 14, 2023, Board of Governors Meeting moved Out of Camera at approximately 6:00 p.m. *Moved by K. Rice.* Carried [**BOG 372/2023-118**]

With the discussion completed, the following were voted on:

Motion from Governance and Human Relations: In accordance with the article 16.10 a of the collective agreement the Board of Governors approved the recommendation of the Interim Vice President Academic and Research and Provost, to change the appointment of Associate Professor Gary Merkel from regular full time to 66% regular prorated.

Moved by D. van de Wetering. Carried [**BOG 372/2023-119**]

Abstentions: R. Meyer, M. Bovey.

Motion from Governance and Human Relations: In accordance with article 18.04 of the collective agreement to approve the recommendation of the Interim Vice President Academic and Research and Provost to offer retired faculty member Neil Forrest up to 2-3 credit courses per year to be remunerated at the highest regular part time level rate.

Moved by S. McInnes. Seconded by M. Marwah. Carried [**BOG 372/2023-120**]

Abstentions: R. Meyer, M. Bovey, C. Parsons, O. Skeen.

Motion from Governance and Human Relations: To accept the recommendation of the Governance and Human Resources Committee, made in consultation with the Advisory Committee on Labor Relations, the Board of Governors approved the updated all-in financial mandate for bargaining with NSGEU, as presented at the ACLR meeting on Monday, December 4th, 2023.

Moved by S. Parris-Drummond. Carried [BOG 372/2023-121] Abstentions: R. Meyer, M. Bovey.

Motion from Finance and Physical Resources: To request from management a detailed annual facilities plan for which the timing and scope will be determined by management and the Financial and Physical Resources Committee for review and eventual recommendation to the Board of Governors. Management will also provide the F and PR resources committee with an assessment of whether external expertise would be needed to assist in the development, implementation and oversight of the plan including software tools as well as a recommendation to procure them.

Moved by J. Horwich. Carried [BOG 372/2023-122]

16. In-Camera: Excluding Faculty & Students

17. In-Camera: Excluding Management *(If required)*

18. In-Camera: Excluding President *(If required)*

Motion: The December 14, 2023, Board of Governors meeting moved In Camera at approximately 5:24 p.m. *Moved by K. Rice. [BOG 372/2023-123]*

Faculty, Management, and President left the meeting.

Motion: The December 14, 2023, Board of Governors meeting moved Out of Camera at approximately 5:53 p.m. *Moved by M. Marwah. [BOG 372/2023-124]*

19. Other Business

M. Chiarot outlined the Governors' Fund and encouraged participation. He requested all Governors to donate to the Governor's Fund, which will now include financial need as requirement for the recipients of the fund.

K. Rice requested that the Board of Governors receive a formal revised description of the Governors' Fund from the Office of Advancement.

20. Adjournment and Announcement of Next Meeting

Motion: The December 14, 2023, Board of Governors meeting adjourned at approximately 6:02 p.m. *Moved by M. Marwah. [BOG 372/2023-125]*

The next Board of Governors Business Development (EDI) Meeting is to be held on 3 February 2024. The next Board of Governors Meeting will be held on Thursday, March 14, 2024. 4:00– 6:30 pm.