

NSCAD BOARD OF GOVERNORS MEETING (#377)
MINUTES
SEPTEMBER 26, 2024
3:00 p.m.

PRESENT: William Barker, Chair
Kathryn Toope, Vice Chair
Peggy Shannon – NSCAD President
Anthony Novac
Cheryl Hann
Kelly Denty
Sunil Sarwal
Gary Edwards
Kim Healy
Dave van de Wetering
Sylvia Parris-Drummond
Sarah McInnes
Ken Rice
Dayna Sharkey
Katie Puxley
Rudi Meyer
Mark Bovey
Owen Skeen
Chelsea Stilwell

REGRETS: John Keating
Marco Chiarot

STAFF: Bruce DeBaie, Chief of Staff
Leanne Dowe, Chief Financial Officer
Kara Holm, Chief Philanthropy Officer
Jennifer Lewis, Director – HR
Jana Macalik, VP (Academic & Research) and Provost
Dan Harroun, Associate VP - Operations
Jude Gerrard, Ombudsperson
Andy Murdoch, Director – Strategic Communications
Andrea Hunniford, Senior Project Manager
Katherine Stanley, EA Governance

The following does not represent a verbatim record of the proceedings of this meeting.

The agenda and supporting documents have been circulated via SharePoint for this meeting.

1. CALL TO ORDER AND ESTABLISHMENT OF QUORUM

W. Barker, Chair of the Board of Governors called the meeting to order at approximately 3:00 p.m. with the establishment of quorum.

2. ACKNOWLEDGEMENTS

2a – Land Acknowledgement

Dr. P. Shannon read into the record the Land Acknowledgement, which recognizes the First Peoples on whose traditional territories we live and work.

2b – People’s Acknowledgement

K. Toope read into the record the People’s Acknowledgement which recognizes the loss of the community and heritage of the African Nova Scotia residents of Africville.

Welcome:

After the reading of the Land and People’s Acknowledgements, the Chair of the Board welcomed Katie Puxley to the meeting, and to the Board of Governors. Katie Puxley is joining the Board as the new Faculty representative for 2024-2025 and replaces Mark Bovey.

3. DECLARATION OF CONFLICT OF INTEREST – None declared

4. ACCEPTANCE OF AGENDA

D. van de Wetering, Chair of the Governance and Human Resources Committee, requested Item 7.1iii be removed from consent.

Motion: The September 26, 2024 Board of Governors accepts the Agenda as presented.
(K. Toope/2nd D. van de Wetering) Carried [BOG 377/2024-41]

5. ADOPTION OF MEETING MINUTES – June 27, 2024

O. Skeen, student representative, requested amendments be made to wording under Item 12 of the June 27th, 2024 meeting minutes. Amended minutes will be carried forward for resubmission to next consecutive Board of Governors meeting, on December 12, 2024.

6. BUSINESS ARISING FROM MINUTES – NONE

7. CONSENT AGENDA – 7.1iii

Motion: The September 26, 2024 Board of Governors accepts the removal of Item 7.1iii from Consent. (D. van de Wetering/2nd A. Novac) Carried [BOG377/2024-42]

8. ITEMS REMOVED FROM CONSENT

7.1iii - Officer’s Certificate – Administrative Governance and Compliance

D. van de Wetering, Chair of the Governance and Human Resources Committee (G&HR) introduced the matter. Where an item was marked as ‘unknown’ in the document’s last iteration with the Board, and appears the same with this submission, given the importance of this document a request for a timeline for this to be dealt with was made.

P. Shannon, NSCAD’s President, updated the Board on activities that have been undertaken to resolve

the 'unknown' status of the item, the interdependencies of completing the action, and that until clarity is achieved, any funds going towards the identified party in the item are currently being held, until resolved by that party. L. Dowe, Chief Financial Officer (CEO), confirmed that actions were underway to resolve the item, and an update to the document should be ready for the December meeting.

It was agreed that the Certificate will be accepted 'as is' at the meeting and will be resubmitted for the next consecutive Board of Governors meeting on December 12, 2024, where there will be a full update on the item in question.

Motion: That the Board of Governors approve the Officer's Compliance Certificate, labeled Item 7.1iii, as is, and that the document will be updated and re-submitted to the December 12, 2024 Board of Governor's Meeting. *(P. Shannon/2nd K. Rice) Carried [BOG 377/2024-43]*

9. BUSINESS FROM WORK PLAN

9.1 - Q1 Financial Statements – Review

L. Dowe, CEO, presented a brief review of the Q1 Financial Statements to the Board, covering the period from April to June, 2024.

Revenue:

Describing it as a quiet period, L. Dowe reported that the tracking for the revenue side remains close to the prior year, with the exception of student fees, and government grants. NSCAD is still awaiting news about the receipt of an additional 2% in grants which, if received, would mean an adjustment would be made to the prior year reporting. On student fees, L. Dowe reported that on the projection side NSCAD is close to meeting the summer tuition targets but have fallen short on the Fall tuition budget. This has caused the projection to be adjusted negatively.

Expense:

The expense-side is similarly tracking very closely with the previous year. There has been an adjustment to the projection for academic compensation. Three faculty positions slated to begin in April, actually started in July, and the Canada Research Chairs will not start until December. A few courses were cancelled due to low enrollment, and so corresponding part time faculty compensation came in lower than budget.

Deficit:

NSCAD is currently projecting a deficit of \$1.7m, to a budgeted deficit of \$1.35m.

There were no questions, the Chair of the Board thanked L. Dowe for the presentation.

9.2 - NSCAD Audit Results report, year ended March 31, 2024

W. Barker, Chair, relayed that there has been a Request for Proposal (RFP) for the appointment of external auditors, and that is ongoing. Therefore, the usual motion to appoint is to be held at a future meeting, and not at the Annual General Meeting (AGM) that follows this one, as in previous years.

L. Dowe briefly outlined the Auditor's report for this past year, describing the process as a 'clean audit'. Having gone to the June 27, 2024 meeting with the audit documents already, L. Dowe indicated that there was nothing outstanding to present since the last meeting and, further, confirmed that the RFP results are upcoming.

There were no further questions.

9.3 - Nominations Report from the Governance and Human Resources Committee

This item was briefly presented to the Board by the committee Chair. The document lists all Board and Standing Committee positions, names of existing Governors, the Board's newest Governor, and where vacancies currently exist. Of note, Katie Puxley is today joining the Board of Governors as the new Faculty representative. There remain two vacancies as Governor-in-Council positions, with the Committee awaiting to hear from the Government of Nova Scotia on that count.

The Chair of the Board clarified that the two new Provincial appointments are underway. The Board of Governors of NSCAD has been stable for some years, and having these two vacancies filled, and renewals confirmed, in a timely fashion maintains that stability. There is also in development a new on-boarding guide to the Board to assist new governors to get up to speed when they do join.

There was no further discussion, and the Chair called for a motion.

Motion: To accept the recommendation of the Governance & Human Resources Committee, that the Board of Governors approve the 2024-2025 Nominations Report, as prepared by the Nominations Committee. The appointments will take place at the 2024 Annual General Meeting, immediately following this meeting.

(D. van de Wetering/Abstention: K. Puxley) Carried [BOG 377/2024-44]

9.4 - President's Report

Dr. P. Shannon, NSCAD President, delivered a brief outline presentation of the President's Report. Describing a busy and engaging year, with lots of activities, P. Shannon first positively reflected on the Mayor's annual reception for first-year international students from all Metropolitan universities.

Advancement/Capital Campaign:

NSCAD has fostered a good presence locally, nationally, and internationally. With NSCAD undertaking this productive engagement with alumni, supporters, donors, and some well-known artists, interest has been generated in support for the university's fundraising goals. NSCAD has been hosting events in London (UK), Berlin, Frankfurt, and Greece. Next, NSCAD is heading to Ottawa for a profile-raising day with government, lobbying, and holding a reception for alumni there, also inviting artists and government representatives.

This success with engagement is important for NSCAD and having been met with such tremendous support and excitement, it has been a boost to NSCAD's Advancement plans. The priority remains to identify, engage, and solicit donors with a view to securing the necessary funding to proceed with NSCAD's campus consolidation.

Seriously Creative Plan (SCP):

To that end, with the SCP approved and launched in July, 2024, NSCAD is now formalizing the four oversight committees that will work in tandem with the four governance standing committees, and from there with the full Board of Governors. The makeup of each will be a broad representation of the NSCAD community and will include a Board member, a student, and alumni, technicians, faculty, and administrators. These new oversight committees are:

- The Campus Transformation Committee

- The Excellence in State-of-the-Art Operations Committee
- The Innovation Committee
- The Financial and Advancement and Institutional Risk Committee

Training is planned throughout the Fall for all NSCAD administrative leaders and supervisors, so that all staff annual goals and performance measures are aligned with the four key objectives in 'Year One' of the plan, creating institutional alignment with the operational objectives of the SCP.

Student Experience and Success:

There have good events through the summer, and now there are the '*welcome back*' orientation activities. NSCAD's beautiful new Treaty Space Gallery has relocated and there was an opening reception for that. Special mention to Chelsea Stilwell, a student representative to this Board, who had an exhibition there this month called '*A Place for the Thought of Me*'. There was also NSCAD attendance at the previously mentioned Mayor's reception for International students.

Infrastructure Planning:

A. Hunniford, Senior Project Manager, and Dan Harroun, Associate VP of Operations, and their team have been instrumental for NSCAD setting up well for infrastructure planning. Andrea has helped to develop the new professional campaign office, opening across the street from the Port campus. This materially assists the Advancement team to meet the NSCAD fundraising goals set out in the SCP.

Government Relations:

In terms of financial stewardship L. Dowe, CFO, and P. Shannon continue to meet regularly for monitoring. NSCAD also has the services of a lobbyist in Ottawa, Stephanie Mitton, a government relations strategist. Lobbying activity is on-going, holding meetings with access to relevant Federal level senior policy advisors, the Regional Advisor, and directors at Finance Canada. There have been up to forty such meetings to date. NSCAD is planning a reception for alumni and donors in Ottawa on October 22, 2024, and will be inviting Federal contacts made at those meetings to attend the event, with the goal to share awareness and establish NSCAD champions. There is no single Federal funding stream that goes to Canadian universities creating new campuses, and so this means that is using these events and meetings to work with the Government to find creative solutions that facilitate assistance in this area.

Equity, Diversity, Inclusion and Accessibility (EDIA):

NSCAD has undertaken an audit of all relevant policies, and there will soon be a full report on NSCAD's performance. This is being delivered by Angela Simmonds, a DIA Lead at McInnes Cooper. Results are due shortly.

The Chair thanked P. Shannon for the report. There was no further discussion.

9.5 - NSCAD Annual Report

The Chair introduced this item acknowledging what a big job it is to bring the Annual Report together.

Presenting the report B. DeBaie, Chief of Staff, described how the document is further ahead this year than it was last year. This year there has been an improved approach to the creation of the report, and this process will continue to improve.

The Seriously Creative Strategic Plan underpins the content for 2024. There is a focus on the students' experiences and celebrations, their work, and accomplishments. There is similar content celebrating the

work and achievements of NSCAD's faculty and alumni. There are financial summaries covered toward the end of the piece, with the document as a whole reflecting the successes of the NSCAD Community.

By design, the Annual Report for 2024 is to be an externally facing document, moving towards marketing and promotion, marking it as different from previous years where it has previously had the look and feel of a yearbook. Once fully fact checked and finalized, this document will travel with NSCAD around the world, and locally, for Advancement events and other networking opportunities. The document will be carried for on-line viewing in a 'flip-page' format, creating a degree of interactivity with the viewer. This is the first year, of many, that this document will be printed.

P. Shannon expressed thanks for the hard work and praised the outcome. The Chair also thanked B. DeBaie.

10. ADDED ITEMS

10.1 - NSCAD's Board Travel Protocol Policy

The Chair introduced the item explaining that this document has travelled through two relevant Standing Committees and has been reviewed and edited accordingly. Approval at this stage would enable upcoming fundraising activities, in line with the SCP.

Speaking briefly to this item K. Holm, Chief Philanthropy Officer, commented that NSCAD is actively cultivating relationships, identifying potential partners and prospects. These activities do not rely fully on paid staff, where there are many occasions alumni, a student, or Board members and other stakeholders will assist with this important work. For these reasons NSCAD needed a travel policy framework that enabled clarity with volunteer participants regarding travel costs. Namely, how NSCAD solicits and accepts people who are acting on NSCAD's behalf, and who would be eligible to receive refunds or reimbursements for their costs. The introduction of a reimbursement policy is so that Board members, for instance, can have the option of donating their expenses back to NSCAD, and receipted, in accordance with Canada Revenue Agency guidelines, specifically.

The Chair called for a Motion:

Motion: To accept and approve the draft Travel Policy document for immediate use with a caveat that it has no further content edits when formatted to update to the full policy document, and that the current contact information will be removed.

(K. Toope/2nd P. Shannon/Abstentions: K. Puxley) Carried [BOG 377/2024-45]

10.2 - Report to F&PR -Planning for unforeseen financial circumstances 2024 Fall

The Chair opened this item outlining that this was an important read coming out of the Work Plan of the Financial and Physical Resources Committee (F&PR). Authored by L. Dowe, NSCAD CFO, the document provides an overview over the last three years of the university's operating finances and has come to this Board meeting at the request of the F&PR acting Chair, A. Novac.

A. Novac urged all Board members to read the document, encapsulating the current financial position of NSCAD and the use of successive deficit budgets. NSCAD has been fiscally prudent, and there are wider structural reasons for this to be happening. However, it does demonstrate the impact of the removal of a major subsidy, amongst other financial challenges. This is happening to universities across the country. Specifically, for NSCAD there could be, over time, dramatic impacts to the quality offering to students, and ability to maintain resources to support operations.

The document has been brought here to this meeting from the F&PR Committee to ensure that this Board is aware and understands the importance of support for the administration to realize the overarching and specific goals of the SCP for the coming year, and beyond. A. Novac summed up by reiterating, this issue and solving it should be the focus of the Board.

R. Meyer, Faculty representative, suggested for there be a motion to either accept or receive this report, it would mean that the Board recognizes and takes responsibility for the issues raised. A. Novac agreed that there was nothing more important to NSCAD than paying attention to this report.

The Board Chair called for the following Motion and vote:

Motion: That the Board of Governors accepts the receipt of the report, *'Planning for unforeseen circumstances 2024 – Fall'*, as brought forward from the Financial and Physical Resources Committee. (R. Meyer/2nd A. Novac/Abstention: K. Puxley) Carried [BOG 377/2024-45]

10.3 - Finance and Physical Resources Update on Investment Policy

Referencing the document accompanying this item, A. Novac reminded the Board that the origin for this action to review the NSCAD Investment Policy originated with a June 2024 meeting of the Board, and the subsequent F&PR Committee meeting.

Contemplating a potential Motion for disinvestment and disclosure, it was noted at the time that NSCAD does not allow surplus from tuition, nor from operations, to go to the endowment fund. It was also noted at the time, that the policy (since 2013) contained a 'no harm' statement of intent. The F&PR Committee recognized at their June 11, 2024 meeting that this 'no harm' principle was fairly broadly worded and potentially required a review. Working with the CFO and NSCAD's investment partners, Leith Wheeler, a first review recognized that the 'no harm' principle was actively robust, and there were no obvious breaches.

After that meeting a brief review, the then Chair of the F&PR Committee and the Board Chair sought the services of a third-party institutional-investment and policy expert to guide through a process of a closer review. There has also been a further meeting in the summer with the acting Chair of F&PR, the Board Chair, a student Board representative, and NSCAD's CFO, regarding what can be done in relation to disclosures and how a new policy could be applied going forward.

The acting chair of the F&PR committee, A. Novac, outlined three main issues for a deep-dive review. The first question is, does the current policy work sufficiently to ensure that NSCAD is only invested in the stocks that Board guidance stipulates? It is the feeling of the F&PR Committee that the wording can be improved for clarity, and this can be improved. Next, can we better define the filters currently employed by Leith Wheeler on our behalf? After the initial clarity exercise, this is also achievable. The final question, can the 'public' disclosure hurdle with the current advisor, or potential other advisors, of detailed trader information be traversed? With high level disclosure already available to the Committee, once the third-party begins to advisor assist with the review process, it is the definition of those filters that are applied, and the latter question, that will be a key area for assessment.

The Chair thanked A. Novac for these reflections from the F&PR Committee.



11. IN-CAMERA

All members and guests. Recuse as appropriate or necessary.

There was no activity within this item.

12. IN-CAMERA

Board Only - Excluding President and Management

There was no activity within this item.

13. DATE OF NEXT MEETING – December 12, 2024

14. ADJOURNMENT – 4:14 p.m.

*Minutes prepared by:
K. Stanley
Executive Assistant – Governance*