

BOARD OF GOVERNORS - #379

MINUTES

DECEMBER 12, 2024

4:00 p.m.

PRESENT:

William Barker – Board Chair
Peggy Shannon – NSCAD President
Kathryn Toope – Vice Chair
Cheryl Hann
Kelly Denty
Sunil Sarwal
Gary Edwards
John Keating
Marco Chiarot
Kim Healy
Jess Myra
Dave van de Wetering
Sylvia Parriss-Drummond
Sarah McInnes
Thierry Delva
Dayna Sharkey
Rudi Meyer
Katie Puxley
Owen Skeen
Chelsea Stilwell

REGRETS: Anthony Novac

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, called the meeting to order at approximately 4:01 p.m. with the establishment of quorum.

2. ACKNOWLEDGEMENTS

2a – Land Acknowledgement

S. Parris-Drummond read into the record the Land Acknowledgement, which recognizes the First Peoples on whose traditional territories we live and work.

2b – People's Acknowledgement

S. Parris-Drummond 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.

3. DECLARATION OF CONFLICT OF INTEREST – NONE

4. CONSENT: 8.2, and 8.3.

Consent items were approved as such, without further discussion.

5. ACCEPTANCE OF AGENDA

Agenda was accepted without amendment.

6. ADOPTION OF MEETING MINUTES

June 27, 2024 – REVISED – Adopted

September 26, 2024 – Adopted

November 3, 2024 – Adopted

7. BUSINESS ARISING FROM MINUTES

7.1 - Reflections: Board Development Meeting on Governance – November 3, 2024

W. Barker briefly outlined the rationale for creating the documents brought to the November 3rd meeting and requested that they be presented at the next Governance and Human Resources (G&HR) Committee meeting for review. The documents are as follows: a) *Board Guide*: To be reviewed by G&HR for approval and recommendation for adoption; b) *Code of Conduct Revisions*: To be reviewed by G&HR for approval and recommendation for adoption.

7.2 - Officers Certificate – Administrative Governance and Compliance

This certificate ensures NSCAD's financial records are maintained accurately, and with full disclosure on the internal financial statements presented to the Board. At the September 26, 2024, Board meeting, and again at this meeting, the certificate highlighted an unresolved status of Item 6:

"All student fees paid to NSCAD are being administered and accounted for (either directly or indirectly through SUNSCAD) in accordance with their intended purpose."

NSCAD's Chief Financial Officer updated the Board, noting no progress from SUNSCAD on informing NSCAD on progress about financial annual audit. D. van de Wetering, Chair of the Governance and Human Resources Committee, emphasized the Board's fiduciary responsibility and the connection of that to this monitoring process. It was agreed that while typically this document is included in the consent agenda, this certificate will remain a discussion item in future meetings until Item 6 is resolved.

8. WORKPLAN ITEMS

8.1 - Q2 Financial Statements

L. Dowe, NSCAD's Chief Financial Officer, presented key highlights from the detailed financial statements to the Board. As of Q2, NSCAD is projecting a \$1.99 million deficit, exceeding the budgeted deficit of \$1.35 million by \$640,000, primarily due to an \$881,000 revenue shortfall.

The Board discussed the matter in detail. The Chair thanked the CFO for the presentation and documents, emphasizing that NSCAD's financial position will continue to be closely monitored by the Board.

8.2 - Officers Certificate – Finance - *This item was on Consent*

8.3 - Officer's Certificate – Facilities - *This item was on Consent*

8.4 - President's Report – P. Shannon

The Board received a written report from President P. Shannon. Beyond the updates in the report, the President highlighted the objectives of the Seriously Creative Strategic Plan and NSCAD's ongoing commitment to diversifying revenue. Anticipating future leadership changes, President Shannon emphasized that revenue diversification is a new initiative at NSCAD and underscored the importance of balancing these efforts with cost-cutting, which alone is not a sufficient solution.

President Shannon praised the Senior Leadership Team, describing them as "incredibly talented and professional individuals" who are also exceptional leaders. With this professional team in place, NSCAD is better positioned than in previous years to pursue its ambitions and objectives.

The Board engaged in a brief discussion, and the Chair thanked President Shannon for the presentation.

9. COMMITTEE REPORTS

9.1 - Governance and Human Resources - Verbal Report & Minutes from Q2 committee meeting.

D. van de Wetering, Chair of the Governance and Human Resources Committee, provided the Board with a verbal quarterly update on the Committee's activities. The Chair highlighted progress on forming a Presidential Search Committee, including timelines and goals for this initiative.

9.2 - Advancement - Verbal Report & Minutes from Q2 committee meeting.

M. Chiarot, Chair of the Advancement Committee, updated the Board on the Committee's activities for the quarter. The Chair reported that the office is now operating from the Port Campus, and with the Campaign Team fully staffed, performance has been strong. Significant progress has been made in securing annual donations and sponsorships. Looking ahead, the Committee will focus on securing philanthropic support for the development of the new campus. Following on from that, the Chair of the Advancement Committee reiterated that activities being monitored at Advancement will be crucial to the successful delivery of the Capital Campaign and will be felt for five to ten years, and that NSCAD would not have come as far as this particular structuring for success without President Shannon's guidance.

9.3 - Financial and Physical Resources - Verbal Report & Minutes from Q2 committee meetings.

J. Keating, acting on behalf of the Chair of the Financial and Physical Resources (F&PR) Committee, provided the Board with a verbal update on the Committee's activities this quarter. He expressed gratitude to the Chief Financial Officer and the Facilities Team for their ongoing, capable efforts in

ensuring NSCAD operates effectively. He also acknowledged the major projects team for their accomplishments. F&PR continues to closely monitor the financial standing of NSCAD's statements, and in particular regarding a continued need to run at deficit.

J. Keating highlighted the establishment of a special F&PR Committee tasked with reviewing NSCAD's investment policy. This committee has convened twice and includes a third-party advisor—a specialist in the investment sector—who is providing expertise on managing and structuring investment policies and portfolios. A key focus of this initiative is to not only refine the current policy to meet immediate needs but also to incorporate a framework for regular audits and reviews of its objectives, ensuring it continues to align with NSCAD's long-term requirements.

9.4 – Audit and Risk Oversight – Verbal Report & Minutes from Q2 committee meeting.

C. Hann, Chair of the Audit and Risk Oversight Committee, provided the Board with a verbal update on the Committee's activities this quarter. The Chair highlighted the risk profile of NSCAD's financial position, emphasizing that the situation is closely monitored and discussed. The continued heavy reliance on tuition revenue and declining student numbers remain significant risks. The Committee has focused on improving the risk management process, including the implementation of a new registration system, with education and development around the new framework occurring this quarter. Additionally, the Committee has been engaged in proactive and close monitoring of NSCAD's mitigation efforts related to student recruitment and retention, as well as stakeholder engagement.

10. ITEMS FROM COMMITTEES & ASSOCIATIONS

10.1 - G&HR - Recommendation for President Selection Committee

D. van de Wetering, Chair of the Governance and Human Resources Committee, initiated a discussion on forming a Presidential Search Committee and shared relevant information with Board members. This discussion marked the first step toward determining the committee's composition.

J. Gerrard, NSCAD's Ombudsperson, raised concerns about the lack of Indigenous representation on the Board and recommended including an Indigenous community member, along with representatives from all Nova Scotian communities, in the search committee. The Board Chair acknowledged this recommendation and committed to considering it during the committee's formation.

J. Macalik, Interim Vice President (Academic & Research) and Provost, highlighted the need for a formal policy for selecting senior leadership roles, noting that NSCAD currently relies on precedents from various documents. This suggestion, supported by K. Healy, was seen as an opportunity to establish a clear policy for future senior leadership appointments. K. Healy also offered to consult with J. Lewis, NSCAD's HR Director, on this matter.

After further discussion, the Board agreed on a proposed composition for the Presidential Search Committee. An amendment motion was introduced before the decision was finalized.

Motion: To amend wording of the proposed motion as it appears on the agenda, as follows:
Change from *"One (1) member appointed in consultation with NSCAD students."* To read as: *"One (1) member to be appointed by SUNSCAD."*
(C. Stillwell/2nd O. Skeen) Failed [BOG 379-69-2024].

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Motion: To amend wording of the proposed motion as it appears on the agenda, as follows:
Change from *"One (1) member appointed in consultation with NSCAD students."* To read as: -
"One (1) NSCAD Student in good standing appointed in consultation with SUNSCAD."
(K. Puxley/2nd T. Delva) Carried [BOG 379-70-2024]

After final call for proposed changes, and there being no further suggested, D. van de Wetering called for the final Motion of recommendation:

Motion: The Board of Governors accepts the recommendation of the Governance and Human Resources Committee, under Article V, Item 7(a) of the By-Laws of the Nova Scotia College of Art and Design, and approves the striking of a Presidential Search Committee with the following composition:

- The Board Chair.
 - Five (5) other public members of the Board.
 - Three (3) members appointed by FUNSCAD (as per the collective agreement).
 - One (1) NSCAD Student in good standing appointed in consultation with SUNSCAD.
 - One (1) member appointed in consultation with the Alumni Association.
 - One (1) member appointed in consultation with the Senior Leadership Team
- (D. van de Wetering/Abstention: O. Skeen) Carried [BOG 379-71-2024]

10.2 - G&HR - Nomination to Governor at Large – Jess Myra.

The Board was informed about the proposed appointment of Jess Myra, which was discussed and enthusiastically approved by the Governance and Human Resources Committee. The following motion was tabled:

Motion: The Board of Governors accepts the recommendation of the Governance and Human Resources Committee to the appoint Jess Myra as Governor at Large for a three-year term commencing September 2024.
(D. van de Wetering/Abstention: R. Meyer) Carried [BOG 379-72-2024]

10.3 - G&HR - Revisions to NSCAD Policy 1.1 – Formulation and Issuance of University policies (Policy Framework).

The Board was advised that the revisions to NSCAD Policy 1.1, Formulation and Issuance of University policies was presented and approved by the Governance and Human Resources Committee on June 3rd. Following discussion, the following motion was tabled.

Motion: The Board of Governors accepts the recommendation of the Governance and Human Resources Committee and approves the amendments outlined for Policy 1.1 - Formulation and Issuance of University policies (Policy Framework) of the Nova Scotia College of Art and Design.
(D. van de Wetering/Abstention: O. Skeen) Carried [BOG 379-73-2024]

10.4 - G&HR - Revisions to The Constitution and By-laws for the Academic Governance of the Nova Scotia College of Art and Design – G&HR

The Board was advised the revisions to The Constitution and By-laws for the Academic Governance of the Nova Scotia College of Art and Design were presented and approved by the Governance and Human Resources Committee on November 14, 2024. Following discussion, the following motion was tabled.

Motion: To accept the recommendation of the Governance and Human Resources Committee and approve the amendments outlined in the Constitution and By-Laws for the Academic Governance of the Nova Scotia College of Art and Design, as presented by the Chair of Senate. (*D. van de Wetering/Abstention: O. Skeen, C. Stillwell*) Carried [BOG 379-74-2024]

10.5 - Alumni Association - Appointment of Representative to the Board of Governors - Thierry Delva

Thierry Delva (BFA 1985, MFA 1993) is a Member at Large on the Alumni Association, and will serve as the second Alumni Representative on the Board of Governors. Thierry brings a diverse perspective as both an alumnus and retired faculty.

Motion: To accept the recommendation of the NSCAD Alumni Association and appoint Thierry Delva to serve a partial one-year term commencing December 2024 and ending September 2025. (*D. van de Wetering/2nd M. Chiarot*) Carried [BOG 379-75-2024]

11. IN-CAMERA - All members and guests. Recused as appropriate or necessary.

11.1 - Consider any Promotions or appointments forwarded by the VP (Academic & Research) and Provost.

Motion: By motion of D. van de Wetering, the December 12, 2024 meeting of the Board of Governors moved in camera at approximately 6:06 p.m. [BOG 379-76-2024]

Motion: By motion of K. Puxley, the December 12, 2024 meeting of the Board of Governors moved out of camera at approximately 6:10 p.m. [BOG 379-77-2024]

OUT OF CAMERA MOTIONS:

Motion: To accept the recommendation of the Governance and Human Resources Committee to appoint April Mandrona as the Canada Research Chair Tier 2 in Art Education, Belonging and Social Change. (*D. van de Wetering/R. Mayer & K. Puxley abstain*) Carried [BOG 379-78-2024]

Motion: To accept the recommendation of the Governance and Human Resources Committee that the tenure-track appointment at the level of Assistant Professor be granted to Eddy Firmin as the Canada Research Chair, Tier 2, in Transatlantic Black Diasporic Art Practice and Community Engagement. (*D. van de Wetering/R. Mayer & K. Puxley abstain*) Carried [BOG 379-79-2024]

12. ADDED ITEMS – NONE

13. IN-CAMERA Board Only - Excluding President and Management

13.1 - Matters pertaining to the Presidential Search

Motion: By motion of J. Keating, the December 12, 2024 meeting of the Board of Governors moved in camera at approximately 6:13 p.m. [BOG 379-80-2024]

Motion: By motion of S. Parris-Drummond, the December 12, 2024 meeting of the Board of Governors moved out of camera at approximately 6:37 p.m. [BOG 379-81-2024]



14. UPCOMING MEETINGS:

Next regular meeting - March 27, 2025

15. MOTION TO ADJOURN – By motion of O. Skeen, the December 12, 2024 meeting of the Board of Governors adjourned at approximately 6:38 p.m. [BOG 379-82-2024]

Minutes prepared: K. Stanley, Executive Assistant – Governance