



BOARD OF GOVERNORS
June 29, 2020 (Meeting #344)
MINUTES

Adopted: September 24, 2020

In Attendance: Louise Anne Comeau (Chair), Sean Kelly (Vice-Chair), Ann-Barbara Graff, Alan MacPherson, Cameron Jantzen, Dave van de Wetering, Dean Leland, Duane Jones, Gary Edwards, Jacey Byrne, Jamie Loughery, Jim Horwich, Joanne Hames, Kris Reppas, Maggie Marwah, Marco Chiarot, Marlene Ivey, Rebecca Hannon

Invited: Ashley Lorette – Director of Human Resources, Jim Barmby – Associate Vice-President Government Relations, Leanne Dowe – Chief Financial Officer (Interim), Linda Hutchison – Associate Vice-President University Relations, Martine Durier-Copp – Academic Dean

1. Welcome – Call to Order and Establishment of Quorum

Meeting called to order at approximately 4:35 pm by Chair, Louise Anne Comeau, with the establishment of quorum.

2. Declaration of any Conflict of Interest

For full disclosure, Jim Horwich advised that his firm of Grant Thornton has been retained but he has not been involved with the process and therefore has no conflict of interest, real or perceived. The Board Chair asked if there were any concerns and none were raised.

3. Acceptance of the Agenda

The agenda was accepted as presented.

Motion: To approve the June 29, 2020 Board agenda as presented.

Moved by A. MacPherson. [BOG 344/20-38]

4. Key Correspondence: - Reviewed at June 25, 2020 meeting

5. Consent Agenda

The Chair stated there were several reports tabled under the Consent Agenda and the Board had an opportunity to read the reports prior to today's meeting. The Chair asked if there were any requests for items to be removed from the Consent Agenda.

There were two requests for items to be removed from the consent agenda:

- Audit & Risk Oversight Committee; and
- Financial & Physical Resources Committee

With the approved amendment and these items removed, the remaining items of the Consent Agenda were declared adopted. These include the Statutory Remittances Certificate and Officer's Certificate – Facilities, the report of the Advancement Committee of May 14, 2020, the report of the Governance & Human Resources Committee of June 22, 2020, the report of the Financial & Physical Resources Committee of June 4, 2020 and June 22, 2020, the report of the joint Advancement and Financial & Physical Resources Committee meeting of May 21, 2020, the report from SUNSCAD, the report from the Alumni Association and the report from Senate.

6. Consideration of Items Removed from Consent Agenda

6.1 Dave van de Wetering, Chair – Audit & Risk Oversight Committee

6.1.1 Audited Financial Statements and Audit Report

At the June 9, 2020 A&RO meeting, Paul Janes and Morgan Wiper presented Deloitte's Audit Report for NSCAD for the year ending March 31, 2020. The highlights of the Audit Report were captured in the June 9, 2020 A&RO minutes.

Motion: To accept the recommendation of the Audit & Risk Oversight Committee to approve the Audited Financial Statements and Audit Report for the fiscal year-end March 31, 2020.

Moved by D. van de Wetering, seconded. Carried. [BOG 344/20-39]

6.1.2 Appointment and Compensation of the External Auditors for 2021

At its June 9 meeting the A&RO Committee was advised NSCAD is currently in its third year of a three-year contract with Deloitte and is recommending their engagement for 2020/2021.

Motion: To accept the recommendation of the Audit & Risk Oversight Committee to appoint Deloitte as external auditors for 2020/2021.

Moved by D. van de Wetering, seconded. Carried. [BOG 344/20-40]

6.2 Alan MacPherson, Chair – Financial & Physical Resources Committee

6.2.1 Operating Reserve Policy

At its June 4 meeting the committee received the “4.9 Operating Reserve Policy”.

L. Dowe stated she has reviewed the policy and it is adequate with respect to an “internally restricted contingency and reserve policy”. The one exception is under section 2.1:

“2.1. The maximum amount that will be held in the Operating Reserve will be 5% of the total budgeted operating fund revenues. Once this Operating Reserve Target amount is reached, any additional operating surpluses will be available for supporting one-time expenses until such a time as they are required to replenish the Operating Reserve.”

In the policy it states the maximum of the Operating Reserve will be 5% and currently our reserve exceeds this amount.

It was noted there was no targeted ceiling for the fund, and 5% is low and not adequate as an emergency fund and the impact of the COVID pandemic.

Motion: To accept the recommendation of the Financial & Physical Resources Committee to amend the Operating Reserve Policy under Section 2.1 to read “the annual amount that will be contributed to the operating reserve will be 5% of the total approved operating budget expenditures”.

Moved by A. MacPherson, seconded. [BOG 344/20-41]

6.2.2 Budget 2020/2021 and 5-Year Forecast

Note – This motion will be presented under Agenda Item #7

6.2.3 Academic Tuition and Fee Structure

As part of the F&PR email vote of June 23, included was a motion on conducting a review of the academic tuition and fee structure. The motion was passed via email vote.

Motion: To accept the recommendation of the Financial & Physical Resources Committee to approve the academic tuition and fees structure for graduate, undergraduate, domestic and international students be reviewed. The final report to be delivered on or before December 2020.

Moved by A. MacPherson, seconded. Carried. [BOG 344/20-43]

7. Receive and Approve Budget 2020/2021

Leanne Dowe, CFO (Interim), presented the NSCAD 2020/2021 Budget Report containing the following significant assumptions:

- Total revenue of \$19,094,260, total expenditures of \$19,772,870 and a reserve drawdown of \$678,611.
- The current year budget was significantly informed by the COVID-19 pandemic and its effect on the university operations. At this time, there are still many unknown variables beyond the control of the university that could have a significant financial impact on this fiscal year's revenue budgets. The current year budget anticipates a reduction in academic tuition and fee revenue of 26%.
- The most significant impact is the loss of face-to-face instruction at the university, as NSCAD has not invested heavily in online pedagogy as a mode of instruction delivery. The current year budget contains strategic investments of \$300,000 online course development.
- The university is mandated through the MOU with the Province, and the Dimensions Charter, to address issues related sexual violence education/prevention, promote equity diversity and inclusion and to maintain and improve accessibility for students with disabilities. The current year budget contains an investment of \$100,000 to further these objectives.
- Significant expense cuts and savings were realized in this year's budget. With empty buildings, there will be savings in utilities and maintenance. Capital purchases, significant maintenance and upgrades will be deferred to reduce the impact on the reserve drawdown. The exception will be the deferred maintenance projects funded by the one-time provincial deferred maintenance grant.
- Operating expenses were reduced in the areas of travel, office and studio expenses.
- A hiring chill was implemented at the start of the year; ensuring no new positions will be contemplated and most currently vacant positions will not be filled in the current year. In addition, several cost saving initiatives are underway including voluntary furloughs, and voluntary step and cola deferrals.

Alan MacPherson thanked Leanne, the Finance Department and SLT for their extraordinary effort and work put into revamping the budget in this magnitude for the second time.

Upon consideration of the revised budget, the following motion was tabled.

Motion: To approve the recommendation of the Financial & Physical Resources Committee to approve the 2020/2021 Annual Business Plan and Budget.

Moved by A. MacPherson, seconded. Carried. [BOG 344/20-42]

8. Project Elevate

Ann-Barbara Graff, VP (Academic and Research) and Provost, presented the report ‘Project ELEVATE – NSCAD University’s Recruitment Plan 2020-25’. As of January 2020, the VP (Academic and Research) and Provost assumed the role of oversight in the area of Recruitment & Admissions.

The Board was provided with an overview of “Project ELEVATE” including key considerations:

- NSCAD will need to effectively support the needs of students currently enrolled prior to any major growth to avoid exacerbating current retention issues that could harm the NSCAD brand.
- To successfully grow the NSCAD student body in a stepwise fashion that ensures success, NSCAD will execute its Strategic Enrollment Management plan intentionally, monitor progression metrics regularly, and adjust the plan as needed.
- NSCAD to remain committed to growing the community in a way that promotes inclusivity and diversity.
- Effective growth requires an investment in new (or the repurposing / redeployment of existing) resources.
- NSCAD will continue to monitor its true capacity with regards to course availability (online, face-2-face), and absolute physical constraints (classroom space, housing, scheduling) to ensure a reasonable, sustainable growth rate.

The report continued in detail, outlining the projects enrolment goals, recruitment pillars, new program development, and five-year targets.

The Board was appreciative of the report on the project and the new level/standard set for student recruitment.

Chair, Louise Anne Comeau, stated “Project ELEVATE” is a good step forward to provide clarity to the Board on recruitment numbers and projections.

9. NSCAD Senate Report

Rory MacDonald not in attendance.

10. Black Lives Matter / BIPOC

Chair, Louise Anne Comeau, stated the matter of better diversity had arisen at the Nominations Committee level and BIPOC is of greatest concern. We are not just talking about one group (BIPOC) – we are talking about general elimination of inequities including accessibility, for example. A recommendation for a “Public Call” for Board of Governor members was made, as SMU (Saint Mary’s University) started an Open Call this year. The Board identified this as a good initiative to pursue at NSCAD as well but recognized the need to establish clear steps on process to proceed. Transparency on the process and requirements for board membership on the NSCAD website was also suggested as useful steps to enhance transparency. Continuing to pursue a broad and diverse membership of the board was

reinforced as an important goal for the board of NSCAD. The creation of a 'live' list of nominees was also discussed as a possible tool to provide ongoing access to potential nominees.

Ann-Barbara Graff added that more support for the BIPOC community at NSCAD is be explored including looking at the hiring practice currently in place. The PADCARI (President's Advisory Council on Anti-Racist Initiatives) Community will continue to articulate this mission of opportunity and belonging and combating systemic racism. We need to make our spaces 'inclusive' and safe for all populations.

11. Enterprise Risk Management Master Reporting Template

Dave van de Wetering gave an update and reported that the template is still being worked on with the assistance of Joanne Hames and Leanne Dowe.

12. President's Report and Appendices

Ann-Barbara Graff gave a breakdown of the work done by the previous president as shared in the report for the timeframe of April 27 – June 25, 2020.

Points of interest:

- *“Success in September”* program funding request presented to Federal Government by Universities Canada on behalf of all public universities for \$3.8 billion. No response has been received to date.
- *Return to Campus Guidelines* – planning document is still in draft form through development and collaboration of CONSUP (Council of Nova Scotia University Presidents), NSLAE (Nova Scotia Labour & Advanced Education), and NSHW (Nova Scotia Health & Wellness). NSCAD representative, Dr. Ann-Barbara Graff, has played a leading role in the development of these guidelines and worked on the framework with DAL. (see pg. 2 of report for list of 8 guidelines)
- *Facility Planning – Securing the Salter Block Site:* - on May 21, 2020 the standing committees of Advancement along with Financial & Physical Resources met and were presented with the past president's Vision: NSCAD 2029 presentation.
- *Gift for Premier McNeil:* – on June 17, 2020, Club Inclusion invited NSCAD representatives to participate in the presentation to Premier Stephen McNeil of gifts designed by Club Inclusion members and made by NSCAD's Textiles and Fashion department members.

“The College of Art and Design – wow! You are doing exactly what this province needs to do. That is, that we are learning from each other, and as a learning institution, you should be proud of the fact that, quite frankly, you've opened up your doors to every Nova Scotian in every community – and asking what's in their thoughts, their hearts and desires, and including Club Inclusion. They are an important part of who we are as a province and I think it speaks so much of your institution that you are doing this.” – Premier Stephen McNeil

The heartwarming 22-minute Zoom meeting video can be viewed via this link:

<https://www.facebook.com/TheClubInclusion/videos/317815439216065>

13. Any Other Business

No other business was reported.

14. In Camera – NSGEU Update

Jim Barmby, Leanne Dowe, Linda Hutchison and Martine Durier-Copp left the meeting.

Motion: By motion of J. Loughery, the June 29, 2020 meeting of the Board of Governors moved in camera at approximately 6:26pm. [BOG 344/20-44]

Ann Barbara Graff and Ashley Lorette left the meeting at approximately 6:43pm.

15. In Camera – Excluding President

Alison Molloy left the meeting at approximately 7:18pm.

Motion: By motion of D. van de Wetering, the June 29, 2020 meeting of the Board of Governors moved out of camera at approximately 7:42pm. [BOG 344/20-45]

16. Adjournment – Next Meeting

Motion: By motion of D. van de Wetering, the June 29, 2020 meeting of the Board of Governors adjourned at approximately 7:42pm. [BOG 344/20-46]

The next meeting of the Board of Governors will be held on Thursday, September 24, 2020.

*Recorded by Alison Molloy, Administrative Assistant – President’s Office & University Relations
Approved for internal circulation by Louise Anne Comeau, Board Chair on September 23, 2020.*