



## BOARD OF GOVERNORS

May 6, 2021 (Meeting #351)

### MINUTES

Adopted: June 24, 2021

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**In Attendance:** Louise Anne Comeau (Chair), Shelley Burke, Marco Chiarot, Gary Edwards, Jennifer Green, Joanne Hames, Cheryl Hann, Jim Horwich, Duane Jones, John Keating, Dean Leland, Jamie Loughery, Nicole Maggio, Maggie Marwah, Sarah McKinnon, Laura Lima Nishida, Anthony Novac, Bruce Sparks, Dave van de Wetering

**Regrets:** Fabienne Colas, Charmaine Nelson

**Guests:** Melanie Colosimo, Anna Leonowens Gallery Director

**Invited:** Martine Durier-Copp, Acting Vice-President (Academic and Research), Linda Hutchison, Associate Vice-President University Relations, Isabelle Nault, Associate Vice-President Operations, James Barmby, Associate Vice-President Government Relations, Leanne Dowe, Interim Chief Financial Officer, Ashley Lorette, Director of Human Resources

#### 1. Call to Order Establishment of Quorum and Welcome

Meeting called to order at approximately 4:00pm by Chair, Louise Anne Comeau with the establishment of quorum.

Louise Anne Comeau welcomed three new Governors to their first meeting of the NSCAD Board of Governors.

Joining the Board are Laura Lima Nishida, SUNSCAD Incoming President and Nicole Maggio, SUNSCAD Incoming VP Academic, and Bruce Sparks of the Alumni Association.

#### 2. Territorial Acknowledgement

Interim President Sarah McKinnon read into the record the Territorial Acknowledgement, which is an acknowledgement of First Peoples on whose traditional territories we live and work.

“NSCAD is in Mi’kma’ki on the ancestral and unceded territory on the Mi’kmaq Nation. This territory is covered by the “Treaties of Peace and Friendship” which Mi’kmaq and Wolastoqiyik (Maliseet) peoples first signed with the British Crown in 1725. The treaties did not deal with surrender of lands and resources but in fact recognized Mi’kmaq and Wolastoqiyik (Maliseet) title and established the rules for what was to be an ongoing relationship between nations.”

#### 3. Declaration of any Conflict of Interest

Cheryl Hann, Jim Horwich and Maggie Marwah will be recused for the discussion and vote on their proposed appointments – Agenda item # 10. Faculty and students will be recused for the discussion

and vote on Union Exempt Employee and Senior Administration compensation – Agenda item # 15.4.

#### **4. Acceptance of the Agenda**

The agenda was accepted as presented.

**Motion:** To approve the May 6, 2021 Board agenda as presented.

Moved by Dave van de Wetering. [BOG 351/21-33]

#### **5. Adoption of the Meeting Minutes and Business Arising from the Minutes**

No changes being requested, the minutes of the March 25, 2021 and April 26, 2021 Board meetings are hereby adopted as a true record. Noted were the minutes of April 26, 2021 were an email vote.

#### **6. Business Arising**

There was no business arising from the minutes of March 25<sup>th</sup> or April 26<sup>th</sup>, 2021.

#### **7. Key Correspondence**

There was no key correspondence.

#### **8. Getting to Know the NSCAD Community**

##### ***Melanie Colosimo, Director Anna Leonowens Gallery***

The Chair, Louise Anne Comeau, welcomed Melanie Colosimo to the meeting to present on the Anna Leonowens Gallery. Ms. Colosimo thanked the Board for the opportunity to speak to them about the amazing work and team at the gallery.

Melanie joined NSCAD in 2008 and has worked at the gallery in various roles and in 2014 became the Director of the Anna Leonowens Gallery. Melanie is an artist and a two-time Sobey Art Award nominee. Melanie is working reduced hours over the summer to work on a large installation project for the Bonavista Biennale 2021.

There is one other full-time employee at the gallery, Kate Walchuk, Exhibition Coordinator. There are three student assistants that work at the gallery and there are internship opportunities each semester.

The Anna is the public face of NSCAD. They mount about 100 exhibitions a year, mostly of graduating students. Each semester they offer training in public presentation and promotion.

Due to the pandemic, the gallery had to close. Keeping in mind the need to support students, the gallery adapted and used Instagram to keep connected. In addition, with the large windows at in the gallery and with the help of the Facilities Department they were able to turn them into window

galleries. All exhibitions were well documents and posted online. The window exhibitions will continue until July when preparation begins for in-person exhibitions in the fall.

In 2020 the Anna approach nine alumni to ask what it is like to work from home as an artist in Atlantic Canada. Six videos were produced and circulated via social media and receiving thousands of views.

The Anna also hosts artists' talks, the NSCAD Public Lecture Series and they are the custodians of the NSCAD permanent art collection. Before the pandemic they created and programed the NSCAD Art Bar Project.

Melanie spoke about the NSCAD Lithography Workshop that operated from 1969 – 1975. In 2017 NSCAD received a Canada Council New Chapters grant to build upon this legacy. Eight Canadian artists were chosen to collaborate in the production of a portfolio of limited-edition hand-printed lithographs. They worked with Master Printer, Jill Graham. The prints were on exhibition at the Art Gallery of Nova Scotia in 2019 and they have recently purchased the entire suite. NSCAD is in collaboration with AGNS to take the exhibition on tour.

The goal over the next eighteen months is to bring more artists to NSCAD to work with its brilliant faculty, technicians, and students.

Since the pandemic, both Melanie and Kate have been working on creation of the Anna Leonowens Gallery Certificate in gallery management. This is a professional development opportunity to diverse sector of artists that do not have a university degree. There are eighteen bursary opportunities which cover full tuition, fifteen of the bursaries are dedicated to the BIPOC community. This will be a unique online experience on being an artist and an arts worker.

Melanie thanked the Board for being able to highlight the exciting work taking place at the Anna.

## **9. Consent Agenda**

The Chair stated there were several reports presented 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 three requests for items to be removed from the consent agenda.

Consideration of Item Removed from the Consent Agenda:

- Financial & Physical Resources Committee
  - Jim Horwich
    - NSCAD Proposed Annual Business and 2021/2022 Budget

*\*Note – Discussed – Agenda Item # 13*

- Governance & Human Resources Committee
  - Joanne Hames
    - Appointment of Vice-Chair Board of Governors;

- Appointment of Treasurer and Chair, Financial & Physical Resources Committee; and
- Appointment of Vice-Chair, Audit & Risk Oversight Committee
- Recommendations – Union Exempt Employee Compensation; \*
- Approval – Union Exempt Employee Handbook; \*
- Approval – Senior Administration Compensation\*

*\*Note – Discussed In Camera – Agenda Item # 15 – Faculty and Students  
Recused*

- Audit and Risk Oversight Committee
  - Dave van de Wetering
    - Approval of Enterprise Risk Management Reporting and Monitoring Process

*\*Note – Discussed – Agenda Item # 12*

With these items removed, the remaining items of the Consent Agenda were declared adopted. These include the Statutory Remittance Certificate and Officer’s Certificate - Facilities, minutes of the Advancement Committee of April 6, 2021, and the SUNSCAD Report.

In the absence of a Senate Report, Dave van de Wetering, as the Board representative, under our bi-cameral structure, shared two examples of the significant and important work being done by our Senate.

Meticulous work around learning outcomes is being tackled by Faculty Forum and in short order a discussion with our Board Chair on the report from the Senate / BOG Ad Hoc Committee on the Role of President and Improved Communications between the BOG and Senate.

## **10. Consideration of Items Removed from Consent Agenda – G&HR**

### **10.1 Governance and Human Resources Committee**

- Joanne Hames, Chair, G&HR
  - Board Appointments

Joanne Hames, Chair of G&HR, stated that at the April 20<sup>th</sup> meetings of the Nominations and Governance and Human Resources committees, recommendations for appointment of a Board Vice-Chair, Chair of Financial and Physical Resources and Treasurer and Vice Chair of Audit and Risk Oversight were approved. Joanne Hames tabled the motions to the Board.

#### **Vice-Chair, Board of Governors**

***Motion:*** To approve the recommendation of the Governance & Human Resources Committee the appointment of Maggie Marwah as NSCAD’s Board Vice-Chair.

Moved by J. Hames, seconded. Carried [BOG 351/21-34]

**Chair, Financial & Physical Resources Committee and Treasurer**

**Motion:** To approve the recommendation of the Governance & Human Resources Committee the appointment of Jim Horwich as NSCAD’s Treasurer and Chair, Financial & Physical Resources Committee.

Moved by J. Hames, seconded. Carried [BOG 351/21-35]

**Vice-Chair, Audit & Risk Oversight Committee**

**Motion:** To approve the recommendation of the Governance & Human Resources Committee the appointment of Cheryl Hann as NSCAD’s Vice-Chair, Audit & Risk Oversight Committee.

Moved by J. Hames, seconded. Carried [BOG 351/21-36]

**11. Enterprise Risk Management (ERM) Master Reporting Template & Update**

*Dave van de Wetering, Chair A&RO*

Dave van de Wetering invited Leanne Dowe to walk the Board through the revised Enterprise Risk Management Template (ERM).

Leanne provided a brief background on the development of the revised ERM.

- Leah White of Grant Thornton was engaged;
- Two workshops with key stakeholders were held to identify risk events, impact, and likelihood;
- Forty-nine risks were ranked;
- Subsequent workshops were held with the Senior Leadership Team and Risk Owners;
- Eleven risk events were identified as the top risks.

L. Dowe reviewed each of the top eleven risk events, the risk mitigation strategy and KRI/KPIs for each risk.

Following review and discussion, the motion was tabled:

**Motion:** The approve the recommendation of the Audit & Risk Oversight Committee to adopt the Enterprise Risk Management reporting and monitoring process with the top eleven risks being reported at each Board of Governors’ meeting.

Moved by Dave van de Wetering, seconded. Carried. [BOG 351/21-37]

## 12. Q3 Financial Statements

*Jim Horwich, Chair F&PR*

Jim Horwich invited Leanne Dowe to present the Q3 Financial Statements for quarter ending December 31, 2020. The statements provided a dashboard of the university's assets and liabilities for this period.

Ms. Dowe stated at the end of Q3 NSCAD has a positive surplus of \$500,000.

In reviewing the variances, the following variance analysis was provided:

### 12.1 Revenue

12.1.1 *Tuition* - FFTE for fall 2020 is 596 compared to 526 FTE budgeted.

12.1.2 *Student Fees* - There were fewer classes in total offered this summer & material fees for most courses in fall 2020 were waived as courses are online and students provided their own supplies. There will be a corresponding savings relating to material fees operating expenses.

12.1.3 *Government Grants* - Operating grant was increased by 1% over the prior year. We also received a CRC grant of \$245k (\$50k in 2020) and a provincial deferred maintenance grant of \$469k. Included in projection is the \$1.215M COVID grant from the province - received in Feb 2021.

12.1.4 *Rental Income* - Reduction over prior year is reflective of the 25% reduction in commercial rent required to participate in the CECRA federal grant program. The total amount forgiven as a result of this is \$34k. CECRA grant of \$88,891 covers 50% of the participating tenant commercial rent for those months. NSCAD allowed for a deferral of these reduced rent payments over the remaining lease of each tenant. The deferred total accounted for in rental revenue is \$23k at Dec. 31.

12.1.5 *Donations* - Significantly higher than last year as Community has responded to student emergency bursary campaign.

12.1.6 *Ancillary Fees* - Extended Studies cancelled in-person classes and summer camps due to Covid 19 restrictions resulting in lost revenue of \$248K (94%) over prior year. New online certificate programs are projected to bring in additional revenue of \$37,500 in the spring semester.

### 12.2 Expenses

12.2.1 *Academic Compensation* - Increase over prior year due to anticipated collective agreement increases, addition of the new dean position & the CRC Research chair salary.

12.2.2 *Facilities Operations* - Maintenance & repairs and utilities have decreased over prior year due in most part to savings from empty buildings.

12.2.3 *Service Departments* - Compensation in service departments is down \$65k from last year due to a reorganization in current year, as well as staff furloughs and staff on ST leave.

12.2.4 *Administration* - Q3 expenses comparable to previous year. Projection has been updated to reflect additional costs for interim roles and restructuring costs that took place this year.

The Chair thanked Leanne Dowe for her presentation.

### **13. Budget 2021/2022**

*Jim Horwich, Chair F&PR*

Jim Horwich invited Leanne Dowe to present the NSCAD 2021/2022 Budget.

Ms. Dowe opened her presentation by stating the current fiscal year was a challenging year for budgeting university finances. The university deferred the 2020-21 budget presentation due to the uncertainty of tuition and ancillary revenue before the final deficit budget of (\$678,611) was passed in June 2020. During the 2020-21 fiscal year, university faculty developed over 215 courses to be delivered online. Quite a feat given that no credit courses had been delivered online at NSCAD prior to the pandemic. With the experience garnered by faculty, technicians, and instructional designers this year, we anticipate that our online course offerings will continue this year, although as part of a hybrid/F2F/online model. This upcoming fiscal year also presents uncertainty, but also hope. Hope that vaccine rollouts will occur as planned, that variants will not interfere greatly with this plan and NSCAD along with the rest of the world can move forward.

The Board approved a balanced budget for the university for 2021-2022, projected to be \$21,345,850 for both operating expenditures and revenues (an increase of 8 % and 11.8 % respectively from the 2020-2021 budget). As it returns to close to pre-pandemic budget levels, the 2021-2022 budget includes:

- an additional \$60,000 invested to support student wellness, mental health and success including sexual violence prevention, anti-oppression training, and emergency bursaries;
- removing the graduation fee;
- new, donor funded BIPOC student scholarship opportunities;
- a dedicated, full-time counsellor position;
- conservative tuition increases of 1% for domestic students and 2.5 % for international students to ensure the university continues to provide operational effectiveness, program enhancements, and a rich, relevant academic and artistic experience for students;
- a new student support fee (\$25 domestic, \$50 international) to fund a new Belonging Coordinator position that will help students with advice and direct assistance;

NSCAD will also continue to invest in strategic initiatives to support a campus environment where everyone is a valued contributor, including the President's Advisory Council on Anti-Racist Initiatives (PADCARI), the Equity, Diversity and Inclusion Steering Committee, and the Accessibility Advisory Group.

After reviewing all potential sources of revenue and cost controls, the Budget Advisory Committee – comprised of staff, faculty, and students – included the 1 % domestic and 2.5% international tuition increases to help offset increased operational- and inflation-driven costs and achieve a balanced financial position for 2021-2022.

The budget assumes NSCAD will return to predominantly in-person learning for the fall 2021 semester while continuing to deliver some online courses. NSCAD is looking forward to returning to face-to-face and studio-based instruction based on Nova Scotia Public Health's outlook for COVID-19 vaccinations to deliver the first dose to most adults by June 2021, which is essential to building widespread immunity. NSCAD is grateful to the Province of Nova Scotia for providing COVID-19

grant support, which has helped place the university in a solid position as it begins a new academic year.

Following the presentation, the motion was tabled:

**Motion:** To accept the recommendation of the Financial & Physical Resources Committee to approve the 2021/2022 Annual Business Plan and Budget as presented.

Moved by Jim Horwich, seconded. Carried. [BOG 351/21-38]

#### **14. President's Report**

***Sarah McKinnon, Interim President***

Interim President McKinnon provided a written President's Report with appendices to the Board for the period covering March 26, 2021 to May 6, 2021. It identified the work being done at all three levels of government, Federal, Provincial and Regional.

Highlights of the report are:

- ***Academics***

The winter term is coming to a successful close on April 23rd, with over 200 courses delivered online through Brightspace, NSCAD's Learning Management System. Students have expressed satisfaction with the winter term and the Wellness workshop series offered to them since January 4th.

Registration for the summer term is well underway, with 42 exciting courses scheduled in one of three phases: the full, 14-week summer semester (May/August); summer A (May/June); and summer B (July/August). Course delivery will be multi-modal, involving purely online courses; online courses with limited access to studios for students; and hybrid (both online and in-person delivery), where the instructor will teach in-person to a very small group of students (three or four) while the session is livestreamed to the rest of the class. The in-person attendance by students will be scheduled on a rotational basis. Instructional designers have been working with full-time and part-time faculty to create exceptional summer courses across all divisions, which will appeal to both NSCAD and visiting students. The fall calendar of courses offerings required significant planning and diligence to prepare for a return to campus semester if the situation permits, with backup scenarios should provincial guidelines change. Other notable initiatives include the launch of NSCAD's curriculum renewal project, led by Special Advisor to the Vice-President Academic and Research on Social Justice and Decolonization, Dr. Carla Taunton, and the Creative Entrepreneurship Lab specialised webinar series.

- ***Facilities***

In March, we issued a request for proposal for architectural services for the Port Revitalization Project. We received 12 proposals, a strong indication of interest. The team (NSCAD and Colliers) has since worked on the evaluations, and we are hoping to identify a successful proponent by the end of April and initiate the design phases in May. The Facilities Team continues to work diligently on fixing and cleaning the campus to be ready for the return of students this fall.



- **Computer Services**

Computer Services has been busy with a few projects. Our System Administrator departed in late March, so we have been working to re-hire that position. We've also in the process of doing a significant computer refresh for some of the technicians with 15 new computers ordered, more than half of which have already been deployed to staff. We have also made progress on the Fountain/Academy phone refresh initiative, and we are developing our cybersecurity plan.

- **Equity, Diversity, & Inclusion (EDI)**

NSCAD's Academic Plan 2020-2025: Opportunity and Belonging highlights the need to make significant strides in EDI in order to advance any academic priorities. Since January 2021, with funding from the federal Tri-Agency Equity, Diversity, and Inclusion Fund, NSCAD has been working with consultant Anne-Marie DeLorey to develop a targeted EDI implementation plan. There have been 18 group consultations and workshops including the NSCAD Board, faculty, staff, and students over two phases of the project: gaps and barriers analysis, and priority setting. The Senior Leadership Team has now received the priorities and are working to finalize the implementation plan.

- **Human Resources**

NSCAD continues to prioritize policies and practices that support sexual violence prevention. Since the last meeting of the Board of Governors, administration participated in the province-wide Sexual Violence Prevention group to discuss next steps in establishing training mechanisms for Nova Scotia universities' response to disclosures of sexualized violence. NSCAD took the lead in the recruitment of the approved, grant-funded Term Sexual Violence Prevention and Response Consultant (SVPRC), which will begin working with each institution to research and identify gaps in service delivery and provide objective feedback based on national best practices. The consultant will then be a key resource to implement proposed solutions, and provide campus specific guidance, policy revision and potentially assistance in situation response.

HR is engaged in a number of recruitment initiatives at this time including competitions for key positions at NSCAD (Registrar, Director Admissions and Enrollment, Systems Administrator, Director Opportunity and Belonging).

The Joint Benefits Committee met to review the university's annual pension return and benefit renewal in addition to continuing the consultative process of reviewing the Public Service Superannuation Plan as agreed in the last round of bargaining. The Joint Benefits Committee met with the university pension consultant to review whether the pandemic has had an impact on this consideration.

Payroll updates for fiscal year end, updated benefit rates and changes to minimum wage implemented by Payroll and Benefits. Occupational Health and Safety continues to help ensure the current safe access to campuses and is planning for considerations for the same for the fall semester.

Sarah McKinnon noted that in addition to her report, she would like to remind the Board members of two important upcoming dates:

- May 12<sup>th</sup> - 6:00 – 7:30pm - **Dr. Stephanie Hawley: How do we build an anti-racist institution?** A webinar sponsored by PADCARL and the EDI Steering Group.
- May 20<sup>th</sup> – 2:00 – 4:00pm - **NSCAD 2021 Virtual Graduation Ceremony**

**15. In Camera – Including Senior Leadership Team**

By motion of Jim Horwich, the May 6, 2021 meeting of the Board of Governors moved in camera at approximately 6:03pm. [BOG 351/21-39]

By motion of Dave van de Wetering, the May 6, 2021 meeting of the Board of Governors moved out of camera at approximately 6:48pm. [BOG 351/21-40]

**Out of Camera Motion**

**Motion:** To accept the recommendation of the Financial & Physical Resources Committee to engage and proceed to contracting phase with Moriyama & Teshima Architects as the successful applicant of the Request for Proposal (RFP) for Prime Consultant Design Services, issued March 2nd 2021. The value of the contract is \$849,000 with the authorization to proceed with only stage one, design phases, for a value of \$551,850 in accordance with the terms set in the RFP (amounts are exclusive of taxes).

Moved by Jim Horwich, seconded. Carried [BOG 351/21-41]

**16. Any Other Business**

Louise Anne Comeau requested the item under Agenda 15.3 - Comparative Facilities Options – Colliers be deferred until the June Board meeting.

In addition, the items under Agenda # 15.4 – be concluded via email vote to the Board.

- Recommendations – Union Exempt Employee Compensation
- Approval – Union Exempt Employee Handbook
- Approval – Senior Administration Compensation

**17. Adjournment – Next Meeting**

**Motion:** By motion of Louise Anne Comeau, the May 6, 2021 meeting of the Board of Governors adjourned at approximately 6:51 pm. [BOG 350/21-42]

**18. Next Meeting**

The next meeting of the Board of Governors will be held on Thursday, June 24, 2021.

*Recorded by K. Connor, Executive Assistant Governance & President’s Office*

*Approved for internal circulation by Louise Anne Comeau, Board Chair on June 19, 2021.*