

UNIVERSITY OF KING'S COLLEGE
BOARD OF GOVERNORS MEETING MINUTES

Due to government-mandated restrictions related to the COVID-19 coronavirus, the University of King's College Board of Governors met by web conferencing on Thursday, March 26, 2020, at 12:45 P.M.

PRESENT: Ms. Katrina BEACH (Treasurer); Mx. Levi CLARKSON (King's Students' Union President); Ms. Rosalie COURAGE (Co-opted Member); The Most Rev. Ronald CUTLER (Diocese of Nova Scotia and Prince Edward Island); Dr. Gwendolyn DAVIES (Vice-Chair); Ms. Debra DEANE-LITTLE (Chancellor); Dr. Susan DODD (Faculty Representative); Mr. Bernard DOUCET (Co-opted Member); The Right Reverend David EDWARDS, Bishop of Fredericton (Diocese of Fredericton); Mr. Tom EISENHAEUER (Co-opted Member); Dr. Christopher ELSON (Faculty Representative); Mx. Jennifer GRAY (Secretary); Mr. Ben KATES (Alumni Association Representative); Professor William LAHEY (President); Dr. Laurelle LeVERT (Diocese of Nova Scotia and Prince Edward Island); Ms. Alex McCANN (Co-Opted Member); Ms. Stephanie McGRATH (Co-opted Member); Professor Susan NEWHOOK (Faculty Representative); Professor Peter O'BRIEN (Vice-President); Mr. Stuart PATTILLO (Alumni Association Representative); Mr. Rylan PEMBROKE (King's Students' Union Representative); Mx. Aiden REYNOLDS (King's Students' Union Representative); Ms. Naomi ROSENFELD (Diocese of Nova Scotia and Prince Edward Island); Mr. Douglas RUCK (Chair); Mr. Paul THOMSON (Alumni Association President); Mr. Hugh WRIGHT (Diocese of Fredericton)

Regrets: Dr. Daniel BRANDES (Faculty Representative); The Right Reverend David EDWARDS, Bishop of Fredericton (Diocese of Fredericton); Ms. Jennifer LAURETTE (Alumni Association Representative); Supt. Don MacLEAN (Co-opted Member); Ms. Catherine MARTIN (Co-opted Member)

BY INVITATION: Ms. Adriane ABBOTT (Advancement Director); Dr. Michael BENNETT (UKCTA Observer); Ms. Julie GREEN (Registrar); Ms. Katie MERWIN (Dean of Students); Ms. Bonnie SANDS (Bursar)

STAFF: Mx. Janet HATHAWAY (minutes)

The Chair called the meeting to order at 12:49 p.m.

(2020:01) REPORT FROM THE CHAIR

The Chair welcomed the new King's Students' Union representatives, and Naomi Rosenfeld, appointed by the Diocese of Nova Scotia and Prince Edward Island. He also welcomed Debra Deane-Little, King's fifteenth Chancellor.

The Chair noted that due to recent extraordinary events, the Board's agenda was scaled back to get through business as expeditiously as possible.

The Chair advised that the President would give an update on the University's COVID-19 response, an overview of what has taken place, and many of the issues the University is confronting now and will be for some time. The Vice-President would speak on the continuity process, and the Registrar on recruiting. The Bursar would speak about the financial impact on the University and of revising the budget for coming year.

(2020:02) REPORT FROM THE PRESIDENT – COVID-19 UPDATE

The President reported that on Friday, March 12, Dalhousie and King's jointly were among the first universities in Canada to suspend classes for a week to give professors a chance to prepare the balance of their courses online and give students in residence a chance to go home and prepare for classes from there. The purpose was also to contribute to social distancing. Social distancing became mandatory in Nova Scotia two days later.

The decision was made to anticipate what was coming and it was also to avoid *ad hoc* planning and decision-making as much as possible. There were an increasing number of things that had to be decided for the next month (e.g., in May, whether to have Encaenia). In the absence of a plan, there would have been much more confusion and inconsistency.

What Dalhousie and King's did was to try to flatten the curve of this virus and to try to help the health care system. It was an attempt to reduce to the extent possible the risk this virus presents to the health of those who would be seriously affected by it. Public institutions have a particular type of responsibility in this regard.

Ensuring the business continuity of the university - in a 48-hour period, Dolly McIntyre led the charge for people working at home and also handled payroll. It is a good example of what a very small number of people were doing for King's.

The next decision was the cancellation of all travel, in-person summer courses and residencies (moved to online platform), and study abroad programs. There was a serious request to all residence students who could do so to go home. The University helped them to go home as much as possible.

Next was cancellation of all non-essential gatherings. Although King's has difficulty calling Encaenia non-essential, it is something that just could not be contemplated in the current circumstances. Concerts of the chorus, of the choir, the last performances of the year of the King's Theatrical Society were all cancelled. It was difficult.

Like Dalhousie, King's quickly developed and implemented comprehensive work-from-home protocols, and with limited exceptions, everyone employed by King's is working at home.

The urgency of communications with students about gatherings increased.

The President reported that when the residence announcement went out, he and Katie Merwin were receiving urgent phone calls from parents and from students. It is important that people feel they have agency. To that end, there have been distinctive King's elements; for example, establishing a special bursary program for students affected by increased costs or reduced resources caused by COVID-19. For many students, the University was able to confirm employment to the end of term where possible. Where not possible, such as closing the Library, the University extended wages by two weeks. King's implemented rebates on residence and meal plans, which seemed like the right thing to do. Not all universities have done that.

The University took measures to implement counselling and support largely through the Registrar's office by providing Saturday hours that first weekend. There has been counselling and support through the Registrar's office. Katie and the dons took a supportive approach for students moving out.

The President noted the role of the Foundation Year Program and Professor Sue Dodd with respect to maintaining contact with students. Many King's programs have made similar efforts, getting courses online and as best as they can being supportive, caring, and empathetic with students.

The President expressed his gratitude to a number of individuals and partners:

- Dalhousie, as an institution and colleague has included King's in its decision-making and implementation of plans. They have recognized King's as two communities within one greater community. The association between King's and Dalhousie is not only legal but something more. The President gave particular thanks to Dalhousie President Deep Saini; Provost Teri Balser; Vice President Ian Nason; Mike Burns, Director of Security; and Erin Stewart-Reid, Chief of Staff and a King's graduate. Dr. Wilson has been helpful.
- Students. Students rose to the challenge, have been incredibly supportive of each other and of the University. Their professors have been supportive of them and they of their professors. The President quoted from his letter to Alumni to say the students have been a source of inspiration. The President thanked the KSU, which provided helpful input into the decisions the President has been making. They helped students understand the decisions that have been taken and have encouraged students to take care of themselves.
- Faculty, both as individuals and as academic programs. A tremendous amount of work had to be done to change the current mode of teaching. There is sadness among students, but also among our faculty and staff, at being separated.
- Front-line staff in the Bursar's office; the Library staff and Janet Hathaway as Librarian; the King's bookstore; the Facilities staff; the cleaners, who are employees of GDI, and the dining hall staff, who are employees of Chartwells. All have played an incredibly helpful role. The President thanked in particular Tanya Lovell, the lead of the cleaning team and Daniel Orovec, the Dining Services Director in Prince Hall.
- The members of the University's COVID-19 Response Team deserve particular mention: Vice-President Peter O'Brien; Registrar Julie Green; Adriane Abbott and Alison DeLory from Advancement, who handled fast-moving communications; Bursar Bonnie Sands; Facilities Director Ian Wagschal; Conference Services Manager and co-chair of the Occupational Health and Safety Committee Tim Ross; and Dolly McIntyre, the Human Resources and Compensation officer and co-chair of the Occupational Health and Safety Committee.

The President went on to list the things that are on his radar for the future: some immediate, some longer term:

1. Supporting students now at a distance, who may have learning disabilities and technology challenges. Supporting students in residence. The need for the University to be connected as much as possible (both current and prospective students). The financial impacts on students - many of them will not have summer employment. Family financial situation for all of students will be different, for some it will be a more serious challenge than for others.
2. The issue of grading and whether there will be an option of pass/fail approach.
3. What King's is going to do about Encaenia for this class of 2020.
4. Everyone is working at home; the University needs to ensure they have work to do at home. That is important for morale.
5. King's will be part of the ongoing response, gathering information around assets and possible use of residences for healthcare worker quarantine.
6. Recruitment issues.

7. The impact on higher education overall and on the University's financial capacity and stability in future.
8. The possibility that classes will not start on time in the fall, or may need to go online during the year, or will start online. There could be multiple cycles of this virus around the world.
9. The longer a university functions online, the greater the possibility that students and their families start to think of online education as the norm.
10. The question of whether government will provide emergency funding for the education sector. The capacity of government to deliver on their reassuring words will be tested in future.
11. Implications for fundraising, particularly for the Tri-Bays project and for launching a major gifts campaign – if that is even feasible now or in future.
12. Ongoing hiring for new members of the Foundation Year Program faculty and Journalism faculty and other ongoing recruitment processes.
13. The Tri-Bays project.
14. Questions of how one structures a budget in a context where there is overwhelming uncertainty about what revenue and what expenses there will be in the next 12 months.

The President noted that the current uncertainty is the kind of uncertainty associated with a national disaster or catastrophe. A few weeks ago, King's recognized the 100th anniversary of the fire in Windsor in 1920. What a catastrophe that must have seemed like to the students at the time. They had all just lived through the First World War and the Spanish flu, where many people they knew died in a pandemic. King's uncertainty is not necessarily of that magnitude but has some similarity. King's needs a plan to address this uncertainty in an organized way.

The relationship with Dalhousie is critical and it is important that King's continues to be joined at the hip with Dalhousie on decisions.

A further question is the responsiveness and nimbleness in making decisions collectively in a collegial way, how to do that when the external world is likely to be impinging on King's in a non-negotiable way.

The President reported that he has seen optimism from many people in the community. As a small institution, the University's size could be seen as a disadvantage, but it is also an advantage in being able to rally quickly. King's has been tested in the past few weeks, but has met the test. King's can prevail in the face of the challenges just as people did in the past.

The Vice-President provided an update. In addition to the work he has been doing with the COVID-19 team, the Vice-President has been working in consultation with the Academic Continuity Group at Dalhousie and also the Academic Deans Planning Council. The Vice-President reported that he has also been participating in the Nova Scotia Department of Labour and Advanced Education working group of vice-presidents from across the province. Katie Merwin is also in that group.

The Vice-President reported that his communication with faculty is one of flexibility, forgiveness and forbearance, the notion that faculty must provide the opportunity for meaningful learning with serious recognition that conditions for fulfilling that completion are changing day by day and that some students will be impeded if not prevented from fulfilling their course requirements.

The Vice-President noted that on the pass/fail option, that there will be some way forward on that question in the very near future.

The movement to remote temporary teaching to the end of this term was followed by the decision to move our spring and summer teaching to a fully online mode, which requires more advance preparation. The Centre for Learning and Teaching and Academic Technology Services (ATS) at Dalhousie have expanded their staff complement and been working on plans for faculty members who wish or need to move to that

type of teaching to get them up to speed. We do not have a lot of that teaching at King's, but a couple of History of Science and Technology classes and some Photojournalism classes in the spring and summer sessions are moving that way.

The Vice-President noted that the big unknown is what is going to happen in the fall. King's will need to contemplate moving to online teaching at a level the University has never undertaken before.

The Registrar provided an update. She noted that King's had a successful registration for fall and winter 2020-21. Her office moved all employees home and have been able to maintain all initial supports to students, which students have appreciated. The University has used social media to get messaging out to students. King's has had to adapt what is being done in terms of recruitment. The Open House was last Friday and all online and had the same attendance King's would have had for an on-campus event. Her office is working closely with the President, the Vice-President, and the Dean of Students to make sure everyone is engaging current students as much as possible.

King's also instituted a COVID-19 bursary fund that got funds into students' hands within 24 hours to ensure that students got home safely. The University is also looking at what King's can do longer term in terms of scholarships and bursaries to assist students with their education plans.

The Registrar reported an incredible amount of cooperation with the Dalhousie Registrar's office.

Katie Merwin, the Dean of Students, provided her update. She advised that she and Ian Wagschal (Facilities Director) are the two King's representatives on the Dalhousie Emergency Operating Group and are the liaison with the King's Emergency Operating Group. She is also participating with the Vice-President on provincial calls. These groups have been instrumental in helping King's coordinate efforts. The Bursar's office was very helpful in helping students move off campus. March 13 was the date the communication first went out to the 229 students still on campus. By March 20, King's was down to 80 students. As of this past Monday (March 23), there were only 10 students on campus. As of today, there are six students on campus.

The focus has been on supporting students and having a compassionate approach, communicating with students, giving them a clear idea of what residence life will look like. The University is also mindful of the mental health impact on the remaining six students. The students remaining on campus will be relocated to North Pole Bay and the Roost as of tomorrow. The response from students and parents has been gratitude. The Dean of Students thanked Residence staff, the Dalhousie Emergency Committee, and the students, who have been extraordinary examples of resiliency.

The Bursar spoke about the 2020-2021 budget. At the March 12 Board Executive meeting, she had brought forward a pre-COVID budget for next year with a small surplus. There is overwhelming uncertainty, especially with the University's revenue sources: enrolment and residence occupancy in the fall. Also, endowment income is uncertain because markets are in flux. The amount King's takes from endowment income is based on market values on March 31 for the past three years. A number of events are cancelled for Conference Services. The North American Indigenous Games was to bring in \$65,000 in revenue. The Berlin Study Abroad course would have been \$100,000 in profit. There have been refunds to students for residence and food services. Expenses are more certain. King's can expect a \$4 million bill from Dalhousie for teaching King's students.

In June, the Bursar advised she will have a better idea than now of how things will be in the fall. The Board will need to approve a budget to manage from in any event. The University needs to function. The Budget Advisory Committee and Finance, Audit and Risk Committee will be discussing this in the months to come. The June budget will reflect these issues.

Board members asked whether there will be emergency funds for financial aid for students in the fall. The President indicated there would be. There are conversations going on inside King's about what that might look like and what resources the University might bring to bear on that and the variables, such as government assistance, that might be in play.

The Chair, on behalf of the Board, expressed gratitude to the President and the Senior Administrative Team for responding in a meaningful, caring, impressive and reassuring way.

(2020:03) BUSINESS ITEMS

a) Tri-Bay Project Bridge financing proposal

The Bursar referred to a memorandum of what the Board saw in its December 2019 meeting about the Tri-Bay project, outlining risks and costs. She reminded Board members that four resolutions were passed. As the document noted, King's had donations of over \$2 million. The project was approved at cost of up to \$5 million. Due to its short timeline, it was likely bridge financing would be needed. The Bursar advised that King's has had conversations with RBC, its lender, about the possibility of bridge financing. RBC is proposing to give King's \$3 million in bridge financing that is drawn on only as needed. If insufficient funds are raised after five years, RBC would convert the bridge loan to a term loan of 15 years. The interest rate has decreased since then. The \$3 million that they have offered to King's would also include costs related to the fund-raising campaign. RBC has authorized King's to use the funds for construction and fund-raising efforts. The Finance, Audit and Risk Committee has endorsed this proposal.

MOTION: (Gray/Dodd)

WHEREAS the Board of Governors of the University of King's College (the "Board") intends to enter into a Credit Agreement, (the "Credit Agreement"), between the Board as Borrower, and Royal Bank of Canada as Lender pursuant to which the Board will be provided with a CDN \$3,000,000 bridge financing facility on the terms and conditions set forth in the Credit Agreement to bridge finance the Tri-Bay residence renovation and capital campaign.

AND WHEREAS the Board considers it to be in the best interest of the University to enter into the Credit Agreement.

NOW THEREFORE BE IT RESOLVED THAT:

- 1. The President is hereby authorized, empowered and directed to enter into and to perform the University's obligations under the Credit Agreement, in the form submitted to the Board, with such amendments or variations as the President, with the advice of the Treasurer and the Bursar may provide may agree to and all the provisions, terms and conditions therein contained be and the same are hereby approved.**
- 2. The President is hereby authorized, empowered and directed to execute and deliver the Credit Agreement, together with all the documents and instruments considered necessary or desirable in connection with the obligations of the Board thereunder, upon such conditions and in such form as the President, with the advice of the Treasurer and the Bursar may approve (such documents and instruments are collectively referred to as the "Documents"), such approval to be conclusively evidenced by the execution thereof by the President, Treasurer or the Bursar.**
- 3. The President, or with the agreement of the President, the Treasurer or the Bursar, is hereby authorized, empowered and directed, acting for in the name of and on behalf of the Board, to execute or to cause to be executed, under the seal of the University or otherwise, and to deliver or cause to be delivered the Credit Agreement and the Documents and to do or cause to be done all such acts and things as necessary or desirable in connection with the performance of the obligations under the Credit Agreement and the Documents or in order to fulfill the intent of the foregoing paragraphs of this resolution.**

In discussion, Board members asked if the project was feasible this summer because most of the work is interior and construction companies have put restrictions in place about social distancing. The President advised that the project was proceeding. There are a number of variable factors that lead to that decision. King's has negotiated a good contract with a good contractor after a tendering effort that attracted a lot of interest from companies who have never had an interest in a King's project before, due to Mr. Wagschal's sterling reputation. Also, there are major construction projects slated for next summer in Halifax, such as a new hospital, so construction companies are wanting to establish and maintain workforces that they can use in bidding on those larger projects.

The University is also confident that the project got started early enough to have a dependable supply chain. Also, residences are empty more than a month earlier than they otherwise would have been and a number of things have happened to cancel residence occupancy on campus: the MFA residency, the Indigenous Games. There is more than enough time to have the project finished. Regarding COVID-19 measures, the last couple of weeks, Mr. Wagschal and the contractor and the independent contract manager have been working on a COVID-19 plan for this project to manage the risk. For all those reasons, the President noted that proceeding with this project this summer is an opportunity that the University may not have again.

CARRIED.

b) Use of Bicentennial Fund to renew Library podium and stairs

The Bursar reviewed the memo written by Mr. Wagschal. She advised that a mortar layer that was used to bond the pavers had fallen, so now the pavers are moving up and down, creating a safety hazard. She noted the barricade on the steps to the Library and advised that the only way to repair them was by replacing the steps and podium from the bottom up. The estimate for the work is in the range of \$114,000 to \$144,000. The Bursar reminded Board members that the Bicentennial Fund was established for four purposes, one of which was maintenance and repair of the Library, and this work fell into that category.

MOTION: (Dodd/Brandes) Be it resolved that the Board hereby authorizes up to \$144,000 to be expended from the Bicentennial Fund to finance the renewal of the Library podium and stairs. CARRIED.

c) President's Personnel Recommendations

The President referred to his document listing appointments and reappointments that was circulated separately from the meeting package.

MOTION: (Lahey/Davies) that the Board of Governors approve the list of appointments and reappointments as provided. CARRIED.

The President advised that while all the appointments were important, he noted that the appointment of a new professor for the Early Modern Studies Program was one of the sessional appointments that the Board converted into a tenure track appointment a few years ago.

He also noted the appointment of Ms. Tanisi Pooran as the new Equity Officer. The President thanked everyone who had participated in the appointments process.

d) Governance, Human Resources and Nominating Committee

The Secretary, as Chair of the Governance, Human Resources and Nominating Committee, presented the Governance, Human Resources and Nominating Committee report.

The Secretary advised of the appointment of Naomi Rosenfeld, Diocese of Nova Scotia and Prince Edward Island.

The Secretary the presented the nominations for the Executive Committee, the Chair of the Investment Committee and appointment of Ms. Rosenfeld as a member of the Governance, Human Resources and Nominating Committee.

MOTION: (Gray/Davies) That Hugh Wright and Rosalie Courage be appointed to the Executive Committee for the duration of their terms as Committee Chairs. CARRIED.

MOTION: (Gray/Davies): That Tom Eisenhauer be appointed as Chair of the Investment Committee upon expiry of the term of the current Committee Chair. CARRIED

MOTION: (Gray/Davies): That Naomi Rosenfeld be appointed to the Governance, Human Resources and Nominating Committee. CARRIED.

The Secretary thanked everyone who has agreed to serve on a committee.

On the issue of Presidential renewal, the Secretary advised that this matter would be discussed *in camera* at the end of the meeting.

e) Collective agreement between the University of King's College and the University of King's College Teachers' Association (UKCTA)

The Vice-President referred to the summary of negotiations between the University and the UKCTA in the meeting package. He asked if it were necessary to address all of the changes. The Bursar advised that she had reviewed some of the high-level items at the Board Executive Committee meeting, such as the salary increase of 1.5% each year of the three-year term of the Agreement.

Board members asked for clarification of the qualifying period to receive top-up for pregnancy leave. The Bursar advised that when someone is on parental leave, they receive Employment Insurance, and top-up is the difference between EI and 95% of their salary. Previously, UKCTA members did not qualify unless they had worked at King's for a full year. Under this Agreement, they will receive 17 weeks for maternity leave and an additional 14 weeks for parental leave.

MOTION: (O'Brien/Beach) that the University of King's College and University of King's College Teachers' Association Collective Agreement 2019-2022 be accepted as presented.

In discussion, Board members noted that the article relating to priority for parking was not the sort of thing one usually sees in a collective agreement. The Bursar advised that there were working conditions specified in the Agreement relating to office space and copiers. She advised that King's wanted to acknowledge they would be given same level of priority as full-time employees.

Dr. Bennett thanked the Vice-President and Bursar on behalf of UKCTA for an amicable bargaining experience.

CARRIED.

Board members commented that in relation to Faculty Fellows and Senior Fellows in this split from being face-to-face and online, the support of faculty has been extraordinary.

(2020:04) OTHER BUSINESS

a) Permanent Operating Line of Credit Increase

The Bursar advised that the University of King's College currently has an operating line of credit with RBC with a credit limit of \$1,000,000, which was the limit when the University transferred its business to RBC from Scotiabank two-and-a-half years ago.

In a recent conversation with RBC, the bank indicated a willingness to automatically increase King's operating line of credit by 10% or \$100,000 if the need arose as a result of COVID-19. RBC also indicated a willingness to permanently increase King's operating line of credit by up to \$500,000 to \$1,500,000 with the Board of Governor's approval.

The Bursar noted that given that King's is facing uncertain times with the global COVID-19 pandemic and the potential negative implications on cash flow, it is prudent that King's explore all avenues to allow it to meet its cash flow requirements.

MOTION (Beach/Courage) Be it resolved that the Board of Governors hereby authorizes the President to increase the University's Operating Line of Credit with the Royal Bank of Canada, currently limited to \$1,000,000, by \$500,000, on the terms and conditions set forth in the Credit Agreement. CARRIED.

The Treasurer added that the Bursar, President and she were having conversations with James Taylor at the Bank about what reprieves there may be relating to principal repayments on debt relating to COVID-19, because they are aware banks are interested in helping.

a) Update on Faculty Hiring

Dr. Brandes gave an update to the Board on applicants for the FYP Assistant Processor tenure track position. He advised that there were over 100 applicants and the list was reduced 12. He reported that he has been in ongoing conversations with the Vice-President and letting candidates know we are unable to offer them anything at the moment.

(2020:05) IN CAMERA

MOTION: (Gray/Lahey) that the Board of Governors enter an *in camera* discussion. CARRIED.

The meeting moved to an *in camera* discussion at 2:39 p.m.

MOTION: (Ruck/Gray) that the Board of Governors move out of the *in camera* discussion. CARRIED.

The meeting of the Board of Governors was adjourned at 3:04 p.m.

Respectfully submitted,

Douglas Ruck

Jennifer Gray