

**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 Zoom teleconference on Thursday, December 10, 2020, at 12:34 p.m.

**PRESENT:** Ms. Katrina BEACH (Treasurer); Dr. Daniel BRANDES (Faculty Representative); Mx. Levi CLARKSON (King's Students' Union President); Ms. Rosalie COURAGE (Co-opted Member); Dr. Gwendolyn DAVIES (Vice-Chair); Ms. Debra DEANE-LITTLE (Chancellor); Dr. Susan DODD (Faculty Representative); Mx. Jennifer GRAY (Secretary); Professor Kim KIERANS (Faculty Representative); Professor William LAHEY (President); Dr. Laurelle LeVERT (Diocese of Nova Scotia and Prince Edward Island); Ms. Catherine MARTIN (Co-opted Member); Ms. Alex McCANN (Co-Opted Member); Ms. Stephanie McGRATH (Co-opted Member); Professor Susan NEWHOOK (Faculty Representative); Dr. Peter O'BRIEN (Vice-President); Mr. Stuart PATTILLO (Alumni Association Representative); Mr. Rylan PEMBROKE (King's Students' Union Representative); Mx. Aideen REYNOLDS (King's Students' Union Representative); Mr. Douglas RUCK, Q.C. (Chair); Mr. Paul THOMSON (Alumni Association President); Mr. Ian WHYTOCK (Alumni Association Representative); Mr. Hugh WRIGHT (Diocese of Fredericton)

**REGRETS:** Mr. Bernard DOUCET (Co-opted Member); The Right Reverend David EDWARDS, Bishop of Fredericton (Diocese of Fredericton); Mr. Tom EISENHAUER (Co-opted Member); Ms. Jennifer LAURETTE (Alumni Association Representative); Supt. Don MacLEAN (Co-opted Member); Ms. Naomi ROSENFELD (Diocese of Nova Scotia and Prince Edward Island)

**GUEST:** Ms. Jordan ROBERTS, Sexualized Violence Prevention and Response Officer

**BY INVITATION:** Ms. Adriane ABBOTT (Advancement Director); Ms. Julie GREEN (Registrar); Ms. Katie MERWIN (Dean of Students); Ms. Bonnie SANDS (Bursar)

**STAFF:** Mx. Janet HATHAWAY (minutes)

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At 12:34 p.m., the Chair called the meeting to order.

**(2020:34) PRAYER**

The Vice-President read the College Prayer.

**(2020:35) NECROLOGY**

The Secretary read the Necrology.

A moment of silence was observed. The Chair spoke of individuals mentioned on this month's Necrology list, including the Vice-President's mother, Valerie O'Brien.

**(2020:36) CHAIR'S REMARKS**

The Chair advised that the Rt. Rev. Sandra Fyfe was consecrated as Bishop of Nova Scotia and Prince Edward Island on Nov. 30 and thus became the Visitor to the College.

The Chair noted that this was the first day of Hanukkah, and he wished everyone the best on this occasion.

Finally, the Chair observed that December 6 was the anniversary of the massacre at the Université de Montréal. He asked members to think of that event and what it means to hold people as being less deserving of respect and life because of their gender or colour.

**(2020:37) CONSENT AGENDA**

A Consent Agenda addressing the following matters was circulated:

- a) Approval of Minutes of September 24, 2020, and November 9, 2020
- b) Alumni Report
- c) Advancement Director's Report
- d) Advancement Committee Report
- e) Campus Planning Committee Report
- f) Registrar's Report

**MOTION: (Beach/Kierans) that the Consent Agenda be approved. CARRIED.**

**(2020:38) BUSINESS/DECISION ITEMS****a) 2020-2021 Financial Update**

The Bursar directed Board members to the meeting package. She noted that the deficit has improved. Enrolment is higher than the first quarter forecast with 22 more students. The COVID emergency response fund is now at \$1.15 million.

In terms of enrollment, King has 905 students this year, which is more than budgeted for and slightly higher than last year. A larger number of students are part-time this year taking smaller course loads. There are 177 FYP students this year, while 147 was the number included in the budget.

In residence, the first quarter forecast anticipated a 15% withdrawal rate. King's has lost only one student since September which has increased residence revenue in the second quarter forecast.

The increase in COVID emergency response fund spending is due to higher ventilation costs to prevent airborne transmission of the virus and a new audio-visual contract for recording lectures in non-Journalism programs. The University has spent \$800,000 to transition to online teaching this year. King's has received some federal agency grants for student employment which offsets the COVID expenditures somewhat.

The Bursar discussed the unallocated anticipated reductions in spending and noted that \$657,000 of the \$721,000 in budgeted reductions has been allocated so far. She also noted that there could be additional savings in Athletics because winter sports will not occur.

**b) Memo and Resolution to Amend College By-Laws Regarding Indemnification**

The Bursar provided the background for this matter, advising that it was recently discovered that the University by-laws did not include an indemnification clause for Board members or officers. The indemnity protects Board members and officers from personal financial responsibility for any liability they may incur from their service to King's and for the cost of legal fees or other expenses incurred in defending against liability, subject to an important qualification – the indemnity applies only if the Board member or officer was acting in the course of their lawful and good faith execution of their duties.

The Bursar advised that in addition to having an indemnification clause in their by-laws, many organizations purchase directors and officers liability insurance. King's, as a member of the Canadian University Reciprocal Insurance Exchange (CURIE), holds Educational Institutions Errors and Omissions Liability Insurance that effectively provides the equivalent of a standalone directors and officers liability policy.

King's received legal advice about indemnification language that could be considered for incorporation into King's by-laws. Options were provided and the proposed language has been endorsed by the Finance, Audit and Risk Committee. The Bursar read the proposed motion.

**MOTION: (Davies/Gray) be it resolved that the Board of Governors hereby authorizes the addition of By-Law 25A “Indemnification” to the University of King's College By-Laws.**

*Indemnification*

*25A Every Board Member, Board Officer, every person appointed to a Committee of the Board and every Officer of the University appointed by the Board as well as their heirs, executors and administrators (“Indemnitees”) shall be indemnified and saved harmless by the University from and against all liability, loss, cost or expense (including legal fees) whatsoever which said Indemnitees sustain or incur in respect of any act, deed, matter or thing whatsoever made, done or permitted by said Indemnitees in the course of their lawful and good faith execution of the duties of the Board-related or University-related positions they hold or held.*

In discussion, the President noted that there is an immediate need for an indemnity because current insurance does not include COVID-19. The insurer has told the University there will be up to \$1 million in coverage going forward. He also advised that most other universities in Atlantic Canada have this kind of provision.

**CARRIED.**

**c) 2020-21 Operating Budget – Approach and High-Level Estimate of Operating Deficit**

The President advised that he and the Bursar decided to put together a high-level provisional budget right away instead of waiting until next March. He noted that the university has a highly stable budget with predictable costs and revenue. Three main sources of revenue are the government grant, tuition, and residence occupancy. While there is potential for fluctuation in tuition and occupancy, independent of the pandemic, there is stability. He advised that it is time the University recognizes that and plans from the budget point of view accordingly. This approach allows King's to know much earlier in the academic year what the budget position is going to be and allows planning to start sooner.

King's will likely have a FYP class between 190 and 200 next year and the number of students in residence that the University normally has, leaving aside the impact of the pandemic. The uncertainty around the pandemic is not a reason not to put together a normal budget. There are advantages in adjusting a budget when you learn what the impacts are. The way that would be done is to create a fund that is outside the departmental budgets and use that fund to deal with the impact of the pandemic. That's a better approach than waiting until later to build a budget and building in the impacts of the pandemic.

The President noted that in terms of FYP enrolment, it is a moment of reckoning. A few years ago, King's had to borrow money from the Royal Bank. The University had to have a plan to put in front of the bank to assure them that King's could pay the loan back. Similarly, when the University was convincing the provincial government that King's was underfunded, it put a version of the same plan in front of the province to convince the province the University was sustainable. The plan was to have a FYP enrolment of 230-250 in the three- to five-year timeframe. It is almost certain King's is not going to meet those expectations, even without COVID. Unless the University finds additional sources of revenue from new programs or is much more successful in recruiting students, the University could be back in a structural deficit sooner. While King's is not giving up on substantially improving FYP enrolment, the University has come to the point where it is unlikely King's will achieve that enrolment in the time frame originally established.

The Bursar gave a PowerPoint presentation on the budget. She referenced the 2019-2020 actual results, which was closer to a more "normal" year.

She presented various scenarios and noted the projection of a deficit of \$1 million up to \$2 million, primarily dependent on residence occupancy. One scenario also assumes Conference Services is operational while the other does not. There is \$1 million more in expenses predicted for next year primarily due to the exclusion of unallocated anticipated reductions in spending which was included in the 2020-21 budget.

The Bursar discussed the debt repayment line, which includes an amount deferred due to the pandemic. She provided a revenue breakdown, the variables in residence occupancy and Conference Services, noting that Residence occupancy is a big amount in revenue. Other revenue assumptions include:

- Operating grant: an increase of 1% over the prior year per the Memorandum of Understanding with the Province;
- Enrolment: no assumption of enrolment growth; she is assuming static enrolment in FYP consistent with pre-COVID years (195), continuing excellent upper-year retention rates (85%), and headcount consistent with recent years (895);
- Tuition: Journalism tuition increase of 1%, arts/science 3%, and the MFA 2%;
- Fees: Fees will remain flat except for MFA mentor fee (2%). This is the third year of the four-year international differential fee reset at Dalhousie. There will be no study abroad in the spring of 2021 and the athletic fee is assumed to be reinstated;
- Residence: the Bursar presented two occupancy scenarios: 250 (almost full occupancy) and 127 (50% occupancy), with no change in room rates;
- Conference Services: the Bursar presented two scenarios: operational and not operational;
- Investment income: the same budget as the prior year with market decline impact; and
- Other: assumes Chapel Music concerts resume, removal of pandemic bursary gifts, and removal of federal agency student employment grants.

Expense assumptions include:

- Salaries and benefits: assuming salaries increase by 3% and benefits increase by 2%;
- Academic: two new tenure track faculty (Journalism and FYP) on July 1, 2021; HOST limited-term appointment for sabbatical coverage July 1, 2021; no study abroad course;
- Allotment to Dalhousie: no change to formula assumed, 3% cost increase and slightly higher enrollment;
- Departmental budgets: assuming salary and benefit increases, 3.5% increase in externally contracted services;

- Equity Office: assumes position becomes full time and the position will also encompass accessibility;
- Scholarships, awards and bursaries: removal of pandemic bursaries; and
- COVID-19 emergency response fund: 2021-22 includes some expenditures that will carry over from 2020-2021, primarily salaries for FYP tutors and three contract employees.

Board members asked about new programs. The President indicated that the only program he knew about was a second MFA program that would be in fiction. The decision-making around new programs is largely within the academic area. However, there are also staffing implications and administrative involvement in negotiations with Dalhousie, given that everything King's does outside of the School of Journalism is subject to agreement with Dalhousie.

Board members asked if there were any NSCAD students in residence. The President advised there were, and they were full members of the King's community as far as living at King's. He added that in past years, several Dalhousie students lived at King's.

Board members asked the Bursar about possibilities for FYP next year. One option may be a hybrid approach of streaming in-person lectures. The Bursar advised that was a possibility and that if King's had to record new lectures, the majority of the recording/streaming equipment has already been purchased.

At 1:00 p.m., Ms. Alex McCann joined the meeting.

At 1:00 p.m., Dr. LeVert left the meeting.

#### **d) Sexualized Violence Policy Revisions**

The Vice-President briefly introduced the topic while Jordan Roberts, the Sexualized Violence Policy Response Officer (SVPRO) joined the meeting.

At 1:20 pm, Ms. Roberts joined the meeting to give a presentation on the Sexualized Violence Policy review. She has been working with the Sexualized Violence Policy Implementation Advisory Committee since April 2020. Surveys were sent to the student population and faculty, and consultation sessions were held in November with students, faculty, and staff.

She advised that the Sexualized Violence Policy (SVP) has been in place for two years, after a provincial mandate for every post-secondary institution to have a stand-alone SVP. Policy reviews for the Student Code of Conduct and *Yellow Book* have been raised. The SVP states it overrides sexual assault and harassment policies elsewhere in the University. This policy is a living document with a mandated review in another two years, and pieces to research and review in the coming year.

The SVPRO noted that the revisions have to do with clarifying or adding to the Policy as it was created. No supports, accommodations, or other forms of response are being taken away or rewritten.

The SVPRO discussed the definition of "coercion". The committee decided to go with not naming a specific relationship dynamic but with coercion as part of that dynamic. That could be present in other places on campus, as with Residence dons or contract workers. The push to specifically include coercion came with provincial movements that highlight coercion as something that is frequently involved in sexualized violence.

Board members asked about the potentially "broad sweep" of the coercion definition. The SVPRO advised that the SVP was unique in that it is not just a set of guidelines but is also an educational tool. What this Policy is doing is defining and creating support structures. What the committee wants to do is

to give people the tool to allow them to recognize when they are in a relationship where they are experiencing manipulation and coercion.

Board members asked about how one differentiates between young people trying to express themselves sexually, in an awkward manner, including situations involving individuals on the autism spectrum, as an example. Other concerns centred on differences in expression between cultures.

The SVPRO noted that the University will be hiring an Equity and Accessibility Officer who can make sure those pieces are being acted on.

Other Board members, noted that in discussing the aspects of the Policy, consequences were considered as being the “scariest” part of the policy and that perhaps these discussions should be reframed through a harm reduction lens.

The SVPRO discussed other proposed changes including the addition of a definition of discrimination, dealing with incidents that occurred before the effective date of the SVP, where it was decided there was not a statute of limitations as long as there was a connection to the King’s community.

The SVPRO discussed the purpose and goals of interim measures, which can be put in place during an investigation process. Changes proposed also deal with the issue of confidentiality.

The SVPRO noted that the SVP is a living document. While she is seeking approval by the Board of Governors of current changes, the document will continue to evolve. Some of the pieces that are coming up are incidents before November 30, 2018, and what should be considered for the purposes of decisions relating to a University member’s continued involvement with the University. There is also a need to clarify decision-makers for Reports and Outcomes.

The SVPRO reviewed other areas of the SVP that will be reviewed in future: third party reporting; clarity on student-faculty relationships; enhancing the policy statement and principles sections; an annual report to the Board of Governors; and inclusion of a definition of the word “instructor”.

At 1:30 p.m., Professor Kierans left the meeting.

At 1:30 p.m., Dr. Susan Dodd joined the meeting.

The Chair called for the motion.

The Secretary advised that the Board materials were missing the red-lined version of the SVP but that Pam Hazel had circulated the red-line document and it was in the meeting chat.

Board members discussed with the SVPRO when an update on other changes to the SVP will be provided. The Chair asked if the resolution should contain a section that there will be an update to the Board in June.

**MOTION (O’Brien/Pembroke) that the Board approve the revisions to the Sexual Violence Policy (SVP) as they appear in the red-lined document and summarized by the Sexualized Violence Prevention and Response Officer (SVRPO) and that the SVPRO provide an update on further SVP developments for the June meeting of the Board. CARRIED.**

At 2:34 p.m., the meeting paused for a 10-minute break.

At 2:47 p.m., the meeting resumed.

**(2020:39) GOVERNANCE, HUMAN RESOURCES AND NOMINATING COMMITTEE CHAIR'S REPORT**

The Secretary, as Chair of the Governance, Human Resources and Nominating Committee provided an update on current vacancies. She also discussed the work plan for 2021, including a Board survey and training.

**(2020:40) PRESIDENT'S REPORT**

The President referred to his written report dated November 20. He noted that Nova Scotia is in the second wave of the pandemic now. He advised that the Occupational Health and Safety (OHS) Committee has been a highly effective body. Decisions made concerning the pandemic are made in consultation with, and on the recommendation of, the OHS Committee. All aspects of the University are represented on it, including students. Board members should take a lot of reassurance on how the OHS Committee is operating. The two co-chairs are Tim Ross and Dolly McIntyre.

The President then asked the Dean of Students, Katie Merwin, to report on the current status of residence.

Ms. Merwin advised that there are 105 students living in residence, 125 people in total including residence staff. The University has only single rooms at this time. There is an elevated risk because of the lack of an apartment-type residence. Overall, there has been a conscientious effort on the students' part to abide by public health guidelines.

Ms. Merwin then spoke to how King's is preventing COVID from entering the University space. Dr. Strang and his team have helped to answer questions as they arise. King's residence team and the OHS Committee are reviewing safety plans regularly. As an example, with the new restrictions that came in two weeks ago, King's was able to adapt quickly. Dining is now take-out only. Groups are limited to five people; air circulation in common rooms is on maximum. King's students have access to supports at Dalhousie for physical and mental health. By moving students into isolation, King's has made it as contact-free as possible for the safety of students when waiting for test results to come back.

Ms. Merwin then touched on the mental health of our students. She notes that the restrictions exacerbate the mental health concerns of students. The University has counselling, social workers, access to 24-hour counselling through Dalhousie, and supports for international students. At King's, some of our most important mental health supports are peer supports, so there are upper-year students participating. There is also Jordan Roberts. King's also has twice-a-week meetings with Dalhousie's team.

Some of the things the University has been doing to support mental health are Diwali, structured writing time, and KSU and Jordan have been preparing care packages for off-campus students. Ms. Merwin also acknowledged the Alumni Association, who has taken on preparing care packages for the 25 students who will be staying in residence over the break.

Two negative stressors are the financial element and the academic element of online teaching. The Pass/Ill options of grading will help.

Ms. Merwin advised that the final risk for students in the new year is when they return from the break. The University has the benefit of experience, but Nova Scotia is also in the second wave and everyone recognizes that students may be coming from areas where there is a higher risk. To manage the risk, King's has made it easier for students to stay in residence: contact-free temperature checks and arranging for food service during the break. The University has stepped up regular communications on travel safety and public health information. The University will continue to support students with their daily digital check-ins that students need to do to confirm that they are complying. Students are supporting other

students by getting groceries and textbooks. King's has been working with the Westin Hotel, which is the designated hotel for international students returning from the break and is providing meal delivery and support for students with financial needs. King's has a code of conduct, but has found that students are eager to support the regulations because they regard Halifax as their home. It has been a team effort from across the community on campus.

At 3:00 p.m., Dr. LeVert rejoined the meeting.

At 3:00 p.m., Professor Kierans rejoined the meeting.

At 3:00 p.m., Dr. Dodd left the meeting.

Board members asked about the number of returning students and thanked the Dean for her thorough and thoughtful report and all she has done for students. Ms. Merwin, in turn, recognized her team's efforts.

**(2020:41) PRESIDENT'S PERSONNEL RECOMMENDATIONS**

The President advised that he was asking the Board to confirm the appointment of Dr. Tim Clarke, the first appointment of four to increase the diversity of the teaching faculty. The President advised that Dr. Clarke identifies as a member of the Qalipu Mi'kmaq First Nation in Newfoundland. He asked Ms. Martin to provide the Board with some background on the Qalipu Mi'kmaq First Nation. Ms. Martin provided background and history on the Qalipu. The Chair thanked her for her explanation.

The President then asked the Vice-President to speak to the number of proposed sabbaticals in the next few years. The Vice-President noted that he consulted with the Program Directors at an early stage. This is a situation that arises because of several deferrals of sabbaticals that have occurred over the years that have been requested by Programs to retain the strength of academic offerings. The Vice-President advised that the majority of sabbaticals are half-sabbaticals and that there is general agreement among Program Directors that there is a way to satisfactorily handle these.

**MOTION: (Lahey/Davies) that the Board approve the following appointments and reappointments as presented in the meeting package. CARRIED.**

**(2020:42) KING'S STUDENTS' UNION (KSU) REPORT**

The KSU President reported that the KSU has had meetings with residence staff, the OHS Committee and the Equity Committee. The KSU President advised that they have been doing lots of work on the Sexualized Violence Policy review. The Board of Governors representatives are writing a response to the Board on the Equity, Diversity and Inclusion review. The KSU has been doing individual advocacy work to help students with things like housing, mental health support, how to make online learning better and have held a food justice panel. The KSU has moved away from holding online events because students are too burned out to be on screen. Care packages for students have been distributed.

In terms of solidarity with Mi'kmaq fishers, the KSU has been doing letter-writing and phone bank sessions to support Indigenous fishers.

The KSU held its fall annual general meeting and councillor elections. Committee work and work with the Canadian Federation of Students' Nova Scotia and national continues.

Board members inquired as to the care packages and if many students would be stuck in Halifax over the holidays and couldn't go home. The KSU President advised that some students will go home for the

holidays and not come back next semester. And the families of some students may think the student would be safest in Halifax.

**(2020:43) VICE-PRESIDENT'S REPORT**

The Vice-President advised that he circulated a written report and wanted to lead off by thanking everyone he has worked with. He noted that the online teaching experience has been a learning experience. FYP has done quite well in the context of adapting to the online format for teaching. The synchronous aspect allows for more contact and support.

The Vice-President noted that the FASS student forum that was conducted by colleagues at Dalhousie was certainly an eye-opener that faculty took close notice of. It was a loud statement from students that they are struggling under the mode of delivery that was used in transferring from teaching in-person to online. There was a lot of expertise and that was leveraged, but expertise was lacking in wholesale pandemic teaching, where everything went online. That resulted in workload issues – too much online, too many assignments.

The Vice-President noted that the Sexualized Violence Policy was a large focus of his activity in the fall. Student employment was another focus.

The Vice-President advised that the potential Dalhousie Faculty Association strike was averted in November.

**(2020:44) PRESIDENT'S REVIEW OF EQUITY, DIVERSITY, AND INCLUSION (EDI) – ACTION PLAN**

The Chair noted that one thing the President's report on EDI has highlighted is how much has been done over the last while, but how it becomes lost or obscured by the passage of time. He advised that he was preparing a memo that will be circulated to start the process to develop an EDI action plan for the Board.

**(2020:45) OTHER BUSINESS**

The President acknowledged the significant contribution of the Senior Administrative Team and noted, in particular, the contributions of Katie Merwin and Ian Wagschal.

The Advancement Director reminded the Board that it was Annual Fund time, and everyone should have received information.

The Chair thanked all for their contributions during this past year.

At 3:56 Alex McCann left the meeting.

**(2020:46) IN CAMERA**

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

The meeting moved to an *in camera* discussion at 3:56 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 4:30 p.m.

Respectfully submitted,

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Douglas Ruck

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Jennifer Gray