

**UNIVERSITY OF KING'S COLLEGE BOARD OF GOVERNORS**  
**EXECUTIVE COMMITTEE MINUTES**

The Executive Committee of the University of King's College Board of Governors met by Zoom teleconference on Thursday, November 26, 2020, at 12:00 p.m.

ATTENDING: Ms. Katrina BEACH (Treasurer), Mx. Levi CLARKSON (Student Representative), Dr. Gwendolyn DAVIES (Vice Chair), Dr. Susan DODD (Faculty Representative), Mx. Jennifer GRAY (Secretary), Professor William LAHEY (President and Vice-Chancellor), Dr. Peter O'BRIEN (Vice-President), Mr. Douglas RUCK (Chair), Mr. Hugh WRIGHT (Diocesan Representative)

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

REGRETS: Ms. Rosalie COURAGE (Board of Governors Representative), Mr. Paul THOMSON (Alumni Representative)

STAFF: Mx. Janet HATHAWAY (minutes)

---

At 12:05 p.m., the Chair called the meeting to order.

**(2020:48) PRAYER**

The Chair read the College Prayer.

**(2020:49) NECROLOGY**

The Secretary read the Necrology list. Board members shared memories of the individuals named in the list and a moment of silence was observed.

**(2020:50) OPENING REMARKS – CHAIR**

The Chair spoke on the increasing COVID-19 numbers in Nova Scotia and the impact on the University community. The Chair commended all those who worked so hard at King's during the first - and now the second - wave of the pandemic to ensure the campus remains safe.

**(2020:51) CONSENT AGENDA**

A Consent Agenda addressing the following matters was circulated:

- a) Approval of Minutes of the meeting of September 17, 2020
- b) Alumni Report
- c) Advancement Director's Report
- d) Advancement Committee Report
- e) Campus Planning Committee Report
- f) Registrar's Report

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

**(2020:52) BUSINESS/DECISION ITEMS****a) 2020-2021 FINANCIAL UPDATE**

The Bursar presented the 2020-21 second-quarter financial update. The forecast operating cash deficit has decreased by an additional \$80,000. This improvement is largely due to higher enrolment and residence occupancy offset by higher COVID-19 emergency response fund expenditures (an increase of \$150,000 from the first quarter forecast).

Concerning enrolment, the total headcount is slightly higher; however, the number of part-time students of this total is considerably higher than last year. There are lower FYP numbers and lower BJ numbers and slightly lower MFA students, but good upper-year retention. There is a \$254,000 improvement in residence fees, largely due to the forecasted withdrawal rate of 15% not materializing as anticipated.

All of the anticipated reductions in spending as a result of the pandemic (apart from \$64,000 yet to be allocated) have been allocated to programs and departments in the forecast. The remaining unallocated funds will be allocated in the next forecast when the impact of the pandemic on operations is more fully understood.

Janet Hathaway joined the meeting at 12:24 p.m.

**b) MEMO AND RESOLUTION TO AMEND COLLEGE BY-LAWS REGARDING INDEMNIFICATION OF BOARD MEMBERS**

The Bursar referred to the memo she prepared for the Finance, Audit and Risk Committee and the Governance, Human Resources and Nominating Committee after it was discovered that the by-laws do not include an indemnification clause for Board members or officers.

Having an indemnification clause prevents 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 only applies if the Board member or officer was acting in the course of their lawful and good faith execution of their duties.

In addition to having an indemnification clause in their by-laws, many organizations purchase directors and officers liability insurance. Having this type of insurance shifts the risk of liability to the insurer, thus protecting both the members and officers as well as the University. King's, as a member of CURIE (the Canadian University Reciprocal Insurance Exchange), holds Educational Institutions Errors and Omissions Liability Insurance which includes: Professional Liability, Error and Omissions and Malpractice Insurance. The Bursar explained that the CURIE liability policies effectively provide the equivalent of a standalone directors and officers liability policy.

King's administration recently reached out to legal counsel for indemnification language that can be considered for incorporation into King's by-laws. Counsel provided King's with two suggested clauses, (i) one which includes officers appointed by the University as well as Board directors, Board officers and Board committee members, and (ii) one that does not include University-appointed officers. The recommendation was that King's adopt the language suggested extending the indemnity to University appointed officers. This recommendation was endorsed by the Finance, Audit and Risk Committee.

**MOTION: (Dodd/Gray) that Executive Committee recommends to the Board of Governors to authorize 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 their lawful and good faith execution of the duties of the Board-related or University-related positions they hold or held.**

In discussion, the Secretary noted that this was considered an amendment to the by-laws and would (at the Board meeting) require approval by two-thirds of the Board members.

## **CARRIED.**

### **c) 2021-22 OPERATING BUDGET: APPROACH AND HIGH-LEVEL ESTIMATE OF OPERATING DEFICIT**

The President spoke about the University’s approach to next year’s budget. He reminded the Board members of multi-year enrolment scenarios that had been presented to our lender when we were seeking deficit financing that showed in the range of 225 Foundation Year Program students. It is now apparent that is not realistic, not only because of the pandemic but also because only incremental progress has been made in recruitment. The increases in the Foundation Year Program enrolment have been small. What King’s does have is a stable FYP enrolment, subject to this unusual year, which is a credit to King’s recruitment efforts. That is much better than where the University was four to seven years ago, where annual decreases were the norm.

The President advised that any increase in FYP enrolment was likely to also be incremental this year. The reasonable expectation is that King’s will end up where it has been in previous years. That means that increases in recruitment are not that significant in terms of order of magnitude. Therefore, it does not make sense to wait until March to May to put together the budget because there is a high probability it will be similar to recent budgets. The University can still adjust between March and June as required. That is the approach administration is taking this year.

The President noted that the improvement in retention levels year-over-year is good news. But it is unpredictable if that will continue because students are having a difficult time and may choose not to continue their education next year or they may choose another university. King’s needs to be able to attract students outside the group of students it currently attracts students from.

The Bursar showed five slides relating to the 2021-2022 Operating Budget approach and the high-level estimate of the operating deficit. She discussed revenue breakdown, pointing out the columns for the 2020-2021 budget, the 2020-2021 forecast, the 2021-2022 budget high and low forecasts, and the 2019-2020 actuals. She makes two assumptions: one that Residence would be close to full occupancy of 250, and the other that there could be close to half occupancy. She discussed first-year enrolment in FYP, headcount, and whether Conference Services may be operational or not. She reviewed forecasts and discussed scenarios. She noted that the University will be required to pay over \$900,000 in debt repayment next year. The difference in scenarios next year is largely driven by Residence occupancy. No study abroad course is assumed for 2021-2022. She then discussed revenue assumptions:

- Operating grant increase of 1%
- Enrolment: no growth assumed; good retention assumed

- Tuition: will be consulting with students in February on tuition and fees increases
- Fees: all will remain flat except the MFA mentor fee and the third year of international student differential
- Residence:
  - a. two occupancy scenarios
  - b. assumed no change in room rates
  - c. meal plan price increases are based on the food service contract
- Conference services: operational and non-operational scenarios
- Investment income: same budget as the prior year with market decline impact
- Other: assumes Chapel Music concerts resume, removal of the pandemic bursary

She also reviewed the expense breakdown. COVID-19 Emergency Response Fund expenditures will continue into next year. She indicated that she was assuming that salaries and benefits will have a 3% increase. On the academic side, there will be two new tenure track faculty members (Journalism and FYP) as of July 1, 2021 (appointments previously paused due to the pandemic). In departmental budgets, no operating increases are assumed except for the addition of Residence software. The Equity Officer position will become full-time. Pandemic bursaries have been removed. The COVID Emergency Response Fund includes expenditures that will carry over from 2020-2021, primarily salaries for FYP tutors and three contract employees. If the pandemic continues, additional costs for cleaning and related expenses will need to be included.

The President advised that the proposal is to make the Equity Officer full-time, independent of whoever is the Accessibility Officer. Whether the Equity Officer can also be the Accessibility Officer is a question to be put to the Equity Committee.

Board members asked about the relationship between the Equity Officer and the Accessibility Officer. The President advised that the current Accessibility Officer is Neil Hooper. The *Accessibility Act* is about more than physical accessibility. It also includes the delivery of services, including teaching. The President indicated that he always thought of accessibility as an equity issue.

The Bursar noted that she included the costs that she knew related to COVID-19 and there would be time to make adjustments by March. The President indicated that the approach is the same as last year: prepare a normal budget, then adjust it as the unknowns become clear. He expressed his optimism about where the pandemic might be in 2021-2022, based on vaccines being available.

At 12:55 p.m., the Dean of Students joined the meeting.

**(2020:53) GOVERNANCE, HUMAN RESOURCES AND NOMINATING COMMITTEE  
CHAIR'S REPORT**

The Secretary, as Chair of the Governance, Human Resources and Nominating Committee, indicated that she did not have a written report, but one would be provided at the Board meeting, following a meeting of the committee.

The Chair continued with the discussion of the Business/Decision items on the agenda.

**d) SEXUALIZED VIOLENCE POLICY REVISIONS**

At 1:04 p.m., Jordan Roberts, the University's Sexualized Violence Prevention and Response Officer (SVPRO), joined the meeting.

The Vice-President noted that revisions to the Sexualized Violence Policy (Policy) have been proposed by the Sexualized Violence Policy Implementation Advisory Committee as part of the Policy's mandated review. The Vice-President advised that Board members would have received as part of the updated meeting package that went out yesterday, the tracked changes to the Policy that were made as part of the mandated review process. The Vice-President reported that there were several wording changes. The Policy went through Faculty last week and has had a last legal read-through.

The SVPRO shared notes describing the revisions with the virtual meeting. She advised that none of the proposed changes are changing any of the policy parts of the document. All the rights and benefits people were given are still there. Many of the proposed changes are to clarify the steps of the process. This review has also highlighted areas that still need to be worked on.

A proposed definition of "coercion" was added, which was informed by work being done by provincial groups. There are added points relating to coercion and consent in connection with the King's community. Additional minor changes were also noted.

Board members inquired about the proposed definition of "coercion" and whether that prohibits relationships. The SVPRO responded that when a relationship between faculty and a student is expressly prohibited, that doesn't keep anyone safe because it moves the relationship to secrecy. The policy defines sexualized violence in a way that does not require it to forbid a relationship.

Among other comments, Board members also inquired about the use of the term "instructor" and whether there was a lack of clarity resulting in the use of that term, as well as possible conflict or overlap with the wording of the Policy and the sexual harassment policy in the Yellow Book.

The SVPRO pointed other questions asked in respect of the Policy - specifically (a) in respect of incidents that might have arisen before November 30, 2018 (the date the Policy came into force), as well as (b) whether there is an expiry date on reporting under the Policy. Legal advice is that the answer is no, there is no expiry date, as long as one of the parties has an active connection to the King's community.

Board members discussed what the appropriate Board oversight for the Policy should look like. The general view was that at least an annual report would be desirable, much like was provided at the 2020 annual meeting.

The Chair noted that the questions and discussion from Board members demonstrate that there is still work to be done. The Vice-President noted that this is the first of the mandated reviews and they happen at a fair rate of frequency after that. There will be almost an immediate review process beginning again and it was hoped that the current changes could be considered and approved by the Board at the upcoming meeting.

**MOTION: (O'Brien/Gray) that Executive Committee recommends that the Sexualized Violence Prevention and Response Policy revisions as presented today be put before the Board of Governors at its Dec. 10, 2020, meeting for approval.**

Discussion ensued on how best to capture the items raised in this meeting in preparation for the Board meeting. The SVPRO advised that she would prepare a presentation for the Board that shows the changes that have been recommended at this meeting, and what is left to do.

**CARRIED.**

At 2:21 p.m., the Chair called for a five-minute break.

At 2:30 p.m., the meeting resumed.

**(2020:54) PRESIDENT'S REPORT**

The President reported that on November 23, he had a conversation with the Vice-President and Directors about the equity, diversity and inclusion (EDI) initiative.

The President then gave a recap of what has been happening on campus recently concerning campus safety plans. The University has a responsibility to members of King's and also to the city of Halifax to try to stop the spread of the virus. The President expressed appreciation for Dr. Strang, the Public Health Officer. The President noted the blaming he has witnessed towards the age group from 18 to 35. It is a fact from an epidemiological point of view that this age group is currently more impacted by COVID in Nova Scotia, but it should be noted that this age group is bearing a significant burden of the pandemic already. King's students have been amazing. The Occupational Health and Safety (OS&H) committee noted that King's students regard campus and Halifax as their home, even if it is only on a temporary basis.

The President noted that the OH&S Committee has 20 people on it now and he is consistently impressed by the advice they provide, particularly in recent days. Approaches adopted on campus went beyond the Public Health orders.

In respect of Residence students, the President indicated that the University's goal is to keep these students safe without having to send them home. He advised that the University has reactivated the COVID Emergency Response Committee to efficiently coordinate activities. There will be weekly meetings and other meetings as required.

The President noted that the Dean of Students and her team are at the forefront of activities and he lauded her efforts. He also commented on the terrific efforts by the KSU and student societies to create virtual activities for students. Mason Carter, one of the KSU Vice-Presidents, was interviewed on CBC yesterday. [A link was provided in the meeting chat: <https://www.cbc.ca/listen/live-radio/1-38-maritime-noon/clip/15810781-on-line-learning-entrepreneurship-pandemic-and-holiday-spending-tips> ] about how terrible this year and the online experience has been. This is a view the President has heard from a lot of students. King's cannot guarantee in-person teaching next year, but the President indicated that he strongly believes the University needs to be optimistic and work towards that goal so if there is an opportunity for that next year, King's is ready to take advantage of that.

The President asked the Dean of Students to speak about Residence. The Dean described the situation for residence students, the efforts of cleaning and security staff and how her staff have been proactive in communicating with students through as many channels as possible.

The Dean of Students advised that there would be 30 students staying on campus during winter break. She noted that the vast number of King's students are eager to comply with government requirements.

Board members thanked the Dean for all that she has been doing.

The President advised that universities are pushing back on the rules the Province has adopted on requiring international students to self-isolate in hotels, which is viewed as discriminatory. Another point for universities is advocating for the testing protocol that was done in August and September for students returning in January.

Board members asked about a possible delay of start to the winter term. The President indicated that different things are happening in various universities. The Dean noted that because classes are online, winter break will not be extended at King's. Students may decide to stay home. King's will continue Residence operations over the winter break, so no student needs to travel if they wish to stay. The Day Students' Society is providing check-in and grocery delivery for students living off-campus who are isolating.

Board members inquired about how individuals could support the students remaining on campus over the winter break.

**(2020:55) KING'S STUDENTS' UNION REPORT**

The KSU President advised that they have been busy and the KSU's priority is making sure students are informed about things that are going on. They reported that the KSU is going to be sending out care packages to students in the next two weeks.

The Dean of Students acknowledged the work of the KSU in moving things forward and noted that they have been highly collaborative.

**(2020:56) VICE-RESIDENT'S REPORT**

The Vice-President referred to his written report as "already outdated". He noted that he had discussed in his report about online teaching and the looming fear of a Dalhousie Faculty Association walkout, which has now been averted. He also mentioned some of the emergent feelings about online teaching had been expressed earlier in the meeting. A major focusing event was a forum sponsored by Dalhousie, which collected opinions from students on their experiences with online teaching. This was a significant wake-up call. There are over 1,000 responses to that forum now. Many students expressed stress and burnout.

The Vice-President reported that the big event this week was the approval at Dalhousie Senate of several motions affecting grading for this term and the coming term. The Vice-President shared to the virtual meeting a document listing the motions that the Dalhousie Senate passed. Some were not unexpected; however, a Dalhousie Student Union motion that allows a Pass/III grade option for both the fall term and the winter term (in the same way that option was offered in the past winter term) will be a major change requiring mobilization of faculty and registrars' offices.

The Vice-President noted the relative success of the University in meeting student challenges; however, it is a difficult situation in general and the impact on students is serious. King's is increasing student support in classes, and that has helped mitigate some of the extreme student pressures.

**(2020:57) OTHER BUSINESS**

There was no other business.

**(2020:58) IN CAMERA**

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

At 3:19 p.m., the meeting moved to an *in camera* discussion.

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

The meeting of the Board of Governors' Executive Committee was adjourned at 3:42 p.m.



Respectfully submitted,

---

Douglas Ruck

---

Jennifer Gray