

**UNIVERSITY OF KING'S COLLEGE**

**BOARD OF GOVERNORS MEETING MINUTES**

The University of King's College Board of Governors met by hybrid meeting (Zoom/Boardroom) on Thursday, June 20, 2024, at 12:30 p.m.

<b>Last Name</b>	<b>First Name</b>	<b>Title</b>	<b>Present</b>	<b>Regrets</b>
BOOS	Stephen	(Faculty Representative)	X	
BURTON	Kathryn	(Diocesan Representative)	X	
CLIFT	Dr. Sarah	(Vice-President)	X	
DALY	Brian	(Faculty Representative)	(12:41 p.m.)	
DEANE-LITTLE	Debra	(Chancellor)	X	
EDWARDS	Archbishop David	Archbishop of Fredericton		X
FERNANDO	Carolle	(Co-opted Member)	X	
FISHER	Bruce	(Co-opted Member)	X	
FYFE	The Right Reverend Sandra	Bishop of Nova Scotia and Prince Edward Island	X	
GRAY	Jennifer	(Secretary)	X	
HOLTEBRINCK	Laura	(Alumni Association Representative)		X
LAHEY	Prof. William	(President and Vice-Chancellor)	X	
MacCALLUM	Sara	(KSU President)	X	
MacLEAN	Chief Don	(Co-opted Member)	X	
MacLENNAN	Dale	Treasurer	X	
MARTIN	Catherine	(Co-opted Member)	(1:15 p.m.)	
McGRATH	Stephanie	(Alumni Association President)	X	
MORRIS	Dr. Kathryn	(Faculty Representative)	X	
PATTILLO	Stuart	(Co-opted Member)	X	
REYNOLDS	Aideen	(KSU Representative)	X	
ROSENFELD	Naomi	(Vice-Chair; Diocesan Representative)		X
RUCK, K.C.	Douglas	(Chair)	X	
SWICK	David	(Faculty Representative)	X	
THORNHILL VERMA	Jenn	(Alumni Association Representative)	X	
TWA	Alice	(KSU Representative)		X
WHYTOCK	Ian	(Alumni Association Representative)		X
WRIGHT	Hugh	(Diocesan Representative)		X

By invitation:

<b>Last Name</b>	<b>First Name</b>	<b>Title</b>	<b>Present</b>	<b>Regrets</b>
ABBOTT	Adriane	(Advancement Director)	X	
HAZEL	Pam	(Manager of Governance and University Ceremonies)	X	
O'HEARN	Justin	(Interim Registrar)	X	

Last Name	First Name	Title	Present	Regrets
SANDS	Bonnie	(Bursar)	X	
WILSON	Jeff	(Acting Dean of Students)	X	

At 12:36 p.m., the Chair called the meeting to order.

**(2024:14) INVOCATION**

The Chair gave the land acknowledgement and asked for a moment of reflection and thanks.

**(2024:15) NECROLOGY**

The Secretary read the Necrology. A moment of silence was observed. Board members shared remembrances of those listed.

**(2024:16) CHAIR REMARKS**

The Chair thanked the Board for its virtual presence given the hot weather conditions.

**(2024:17) CONSENT AGENDA**

A Consent Agenda addressing the following matters was circulated:

- a) Approval of Minutes of March 21, 2024
- b) Reports from Officers
  - i. Vice-President
  - ii. Registrar
  - iii. Advancement Director
- c) Reports from Committee Chairs
  - i. Advancement
  - ii. Campus Planning
  - iii. Finance, Audit and Risk Committee
- d) Report of the Alumni Association
- e) Annual Reports
  - i. Academic Integrity Officer
  - ii. Accessibility Officer
  - iii. Equity Officer
  - iv. FOIPOP Officer
  - v. Security and Surveillance Report
  - vi. Sexual Health and Safety Officer
- f) Meeting dates of the Board Executive and the Board of Governors for 2024 and 2025

**MOTION (Ruck/Lahey): that the Consent Agenda is approved. CARRIED**

**(2024:18) BUSINESS/DECISION ITEMS**

- a) **Status Report on the Implementation of Recruitment and Enrolment Plan**

The President spoke of his report which was included in the Board package. The crucial element of progress was the hiring of Kutay Ulkuer as the Chief Enrolment and Student Life Officer (CESLO). Kutay has had a distinguished career. He comes from Mount Allison University and will officially begin working at King's at the beginning of July. Kutay has already been contributing to the office and is optimistic of the potential for King's. The most substantial change from Susan Mesheau's recommendation is having the strategic enrolment management plan in place for the next student recruitment cycle. As a result of Kutay's start date, the timing is not optimal for the coming year. The President reported that Kutay is still confident that King's will see improvements in student recruitment in the coming academic year with all the work that has been done and the forecast will stay the same without the plan in place.

An important grounding for optimism is the very good work of the Registrar's Office this past year, including the contribution of everyone in the College to restore the FYP enrolment to 22/23 levels. There could be a 40-student recovery in the current cycle.

Board members asked about hires and changes of roles in the Registrar's Office. The Bursar advised the only new hire is the CESLO's position. The Interim Registrar advised he would distribute a copy of the new organization chart. The President advised that Kutay's view is that King's has ample people to achieve what needs to be done and that the University can upskill the current complement of staff. Professional development and growth are key themes.

## **b) 2023-24 Financial Statements**

### **i. Audited Financial Statements 2023-24 and management discussion & analysis**

The Bursar referenced documents in the package and presented a PowerPoint presentation on the financial statements. Key highlights noted were the following:

- There was a clean audit opinion – there were no adjustments and it was unqualified.
- King's had an operating cash deficit of \$280,000.
- The deficit in the financial statements is \$1.9 million, which represents a deficiency of revenue over expenses for all funds. A reconciliation of this number to the \$280,000 is set out in the Management Discussion and Analysis in the materials.
- Of the \$1.9 million, \$1.4 million was paid out in legal claims settlements relating to Wayne Hankey. These claims were funded outside of operations (through transfers from the internally restricted funds). The Bursar reported that \$300,000 of these claims will eventually be covered by Dalhousie and the Diocese.

**MOTION (MacLennan/Fisher): that the Board of Governors hereby approves the University of King's College's audited financial statements for the year ending March 31, 2024.**

**Be it further resolved that the Board of Governors hereby approves the withdrawal of \$280,000 from the internally restricted funds to cover the operating cash deficit for the year ending March 31, 2024.**

The Treasurer thanked the Bursar and others for their efforts.

Board members congratulated the Bursar for the clean audit opinion.

Board members asked about items in the Library's collection and the returning of items to third parties from that collection. The Treasurer noted that this was not a financial statement item and the President indicated that this suggestion was not under consideration.

**ii. Accountability framework for investing internally restricted funds**

Jenn Thornhill Verma departed the meeting at 1:03 p.m.

The Bursar advised that this report is provided to the Board on an annual basis. The Bursar reviewed spending, highlighting the Indigenous Student Centre and the Enhanced Voluntary Retirement Program.

**c) Enrolment and Residence Occupancy Status**

The Interim Registrar spoke to his report that was included in the meeting package. He highlighted the deposits, applications, and those who have registered as of June 10. The University is projecting a FYP class of 220 and an undeclared undergraduate class of 40, for a total first year class of 260. The situation also looks good for upper-year program registration and the graduate programs.

The President advised that the Interim Registrar had recently accepted a position with the Nova Scotia Department of Advanced Education and will be leaving King's. He recognized and thanked Justin for his work this year and noted that he brought stability during an exceedingly difficult and turbulent year. The improved results are a testament to the work of the Registrar's Office and to Justin in particular.

The Acting Dean of Students spoke to the residence update. He noted that King's expects to have full residences in the fall. Application numbers are good from high school students, returning students, as well as students from other institutions. They expect to have a waitlist.

The President acknowledged Jeff Wilson who is attending his first Board meeting. The Acting Dean of Students is on secondment from Dalhousie and played a critical role in being a link between Dalhousie and King's during the pandemic. He also acknowledged that Katie Merwin has given birth to her baby, a boy named Jack.

**d) 2024-25 Operating Budget**

**i. Tuition, ancillary and auxiliary fee increases for 2024-25**

The Bursar presented her report on the tuition and fee increases for 2024-25. She noted that she and the President had met with the KSU Executive on March 27 on these increases. The President advised that they had a particularly good conversation about the international differential fee with international students and the justification for the fee. The President has put Dalhousie's President on notice that King's may no longer follow Dalhousie's lead on these fees in the future.

The Bursar noted that the Budget Advisory Committee brought recommendations to the President, which were then taken to the Finance, Audit and Risk Committee, and then to the Board.

The Bursar reviewed the 2% proposed increase in Arts and Science tuition, which was the cap placed by the Province for undergraduate Nova Scotia students. Historically the cap has been 3%. Journalism tuition will be increased by 1% (BJH), 0% (one-year BJ) and 4% (MJ). The MFA will see a 3% increase.

Regarding international students' tuition increases, there are two scenarios: those who are subject to the tuition guarantee (undergraduate students who are enrolling in the fall of 2024 and those who enrolled in the fall of 2023) and those who are not subject to the tuition guarantee (students who enrolled prior to the fall of 2023 as well as students in the graduate programs and the one-year Bachelor of Journalism program). The tuition guarantee for students enrolling in the fall of 2024 is 6% higher than last year's tuition guarantee

amount while the increase for students not subject to the tuition guarantee ranges from 7.2% to 7.4% depending on the program.

Ancillary and auxiliary fees will see a 2% across the board (consistent with the tuition increase) except for the MFA mentor fee which will see an increase of 2.8%. Residence fees will increase by 3% (except for Cochran Bay which will remain flat pending renovations), and meal plans will increase by 5.62% in accordance with the food services contract. Dalhousie's fees are also increasing by 2%.

**MOTION (MacLennan /Pattillo): that the Board of Governors hereby approves the proposed tuition and student fee increases for 2024-25 as presented. CARRIED, with two contrary.**

## ii. 2024-25 Operating Budget

The Bursar presented her PowerPoint presentation on the 2024-25 budget. The provisional budget, which was presented to the Board at its March meeting, had a deficit of \$2.4 million. At that time, the Board requested that this be reduced by \$500,000. The Bursar noted the current reduction in the deficit of \$900,000, a sizable portion of which was an increase in enrolment as well as a reduction in program spending. The deficit is now projected to be \$1.5 million. The University will continue to work towards further reducing this amount.

The Bursar presented a high-level summary of revenue and expenses and advised that a Reserves Policy is being created to determine a minimum level for the internally restricted funds which will not be encroached upon to cover operating deficits. She reviewed the assumptions on which the budget was based, some of which remain uncertain (e.g., enrolment, the provincial MOU beyond 2024-25, and additional potential legal claims).

The Treasurer mentioned the Finance, Audit and Risk Committee update included in the consent agenda. She mentioned the amount of work that went into producing the 2024-25 budget and advised the work continues to reduce the deficit.

Board members asked about staff salary freezes and if salary increases would be awarded. The Bursar stated that there will be a cost-of-living increase but the step increases, for those who are eligible, will be deferred until the fall and a decision will be made at that time.

Student Board members indicated a lack of support for the budget due to perceived increases in marketing and promotion and a reduction in academic programming, which they indicated does not support the students.

There was a question regarding the \$1.4 million legal claim settlements, specifically about what measures the University is taking to prevent similar future expenses. The President addressed this by referencing the Rubin report, which detailed ongoing efforts by the University to mitigate such risk, and also provided additional recommendations. All Rubin report recommendations have been accepted and are being implemented, notably the initiative to develop the "Statement of Principles: Cultivating Healthy Boundaries and Guidelines to Healthy Relationships with Students" led by the Vice-President.

Regarding enrolment projections, Board members inquired about the previous year's dip and what has changed this year. The Interim Registrar reported a significant improvement, with acceptances and registrations up by 20 to 25% compared to last year. The University has bolstered its recruitment and retention efforts, including securing a contract with the Atlantic Canada recruiter, visiting more schools in Ontario and Western Ontario, and employing new strategies for engaging interested students.

The Interim Registrar noted that the external factors impacting enrolment include Ontario's continued tuition freeze and the evolving relationship between the Quebec government and universities. Despite these challenges, the University has seen improvements in international enrolment, with gains this year compared to a decline last year. King's is also making notable progress in Western Canada.

**MOTION (MacLennan/Burton): that the Board of Governors hereby approves the University of King's College operating budget for the 2024-25 fiscal year and mandates the President to take all measures that can reasonably be taken to ensure the deficit is lower than the currently projected deficit to the full extent possible, by, for example, a rigorous and continuous forecasting management process.**

**Be it further resolved that the Board of Governors hereby approves the use of the reserves to finance the operating cash deficit for the 2024-25 fiscal year in an amount up to but not greater than the operating cash deficit in the proposed budget of \$1,496,000.**

**CARRIED, with two contrary.**

The meeting took 10-minute break at 1:52 p.m.

**(2024:19) GOVERNANCE, HUMAN RESOURCES AND NOMINATING BUSINESS AND CHAIR'S REPORT**

The Secretary, as Chair of the Governance, Human Resources and Nominating Committee reviewed the various Annual Meeting resolutions.

The Treasurer stepped out of the room.

**MOTION (Gray/Clift): Dale MacLennan is appointed as Treasurer until the next Annual Meeting of the Board. CARRIED.**

The Chair and Vice Chair stepped out of the virtual meeting.

**MOTION (Gray/Fyfe): Doug Ruck is reappointed as a Co-opted member of the Board and Chair of the Board until the next Annual Meeting of the Board. CARRIED.**

**MOTION: (Gray/Pattillo) that Stephanie MacGrath be appointed as Vice-Chair of the Board of Governors. CARRIED.**

Jennifer Gray stepped out of the virtual meeting.

**MOTION: (Lahey/Clift) That Jennifer Gray be reappointed as Secretary of the Board of Governors and of the Executive Committee and be confirmed as Chair of the Governance, Human Resources and Nominating Committee until September 2024. CARRIED.**

The Treasurer, the Chair, Vice Chair and the Secretary returned to the meeting as resolutions pertaining to their appointments were each completed.

There was a question regarding the appointment of KPMG as the auditors. The Treasurer noted that she and the Bursar discussed last year whether they should go back out to RFP next year.

Stuart Pattillo stepped out of the meeting.

The Secretary noted that the remaining annual meeting matters are historically dealt with by omnibus motion. A point of order was raised about whether there should be a vote to amalgamate the motions as a single resolution and whether a majority or two-thirds majority was required to pass. The Secretary indicated that she would put forward a motion on the technical question and that it would be a majority vote.

**MOTION: (Gray/Clift) that the Board consider the subsequent motions as a single, omnibus resolution. CARRIED.**

**MOTION: (Gray/Clift):**

**Be it resolved that:**

- 1. KPMG LLP are appointed as auditors to the University until the next Annual Meeting of the Board;**
- 2. Dr. Alexa Bagnell is appointed as a Co-opted member of the Board of Governors;**
- 3. Don MacLean is reappointed as a Co-opted member of the Board and a member of the Board of Appeal and Discipline and the Governance, Human Resource and Nominating Committee until the next annual meeting of the Board;**
- 4. Catherine Martin is reappointed as a Co-opted member of the Board and a member of the Honorary Degrees Committee for an additional term of two years;**
- 5. Stuart Patillo is appointed as Chair of the Investment Committee;**
- 6. the following Committees are confirmed and as applicable, membership of that committee is hereby confirmed as presented in the meeting materials:**
  - Advancement (Chair and committee);**
  - Board of Appeal and Discipline (committee);**
  - Campus Planning (Chair, committee and membership);**
  - Equity (committee)**
  - Executive (committee and membership);**
  - Finance, Audit and Risk (committee and membership);**
  - Governance, Human Resources and Nominating (committee);**
  - Honorary Degrees (committee);**
  - Investment (committee); and**
- 7. Section III(ii) of the Terms of Reference of the Governance, Human Resource and Nominating Committee are hereby amended to delete the sentence which reads “The Board Chair is an ex officio member of the Committee, but does not count in meeting requirements for a quorum.”**

**CARRIED**

**(2024:20) UPDATES FROM OTHER COMMITTEES**

There were no updates.

**(2024:21) KSU UPDATE**

The KSU President presented an overview of her report. The KSU was getting started on orientation week. Activities included attending meetings on tuition and fees, attending Board Committees. The KSU was doing work supporting students involved in the Palestinian encampment.

**(2024:22) KSU RESOLUTIONS**

The President of the KSU introduced three motions and asked the University to support students who are acting in solidarity with Palestine. She provided a timeline of the actions and demands of the King's Students in Solidarity with Palestine. The KSU President read the motions.

**MOTIONS (MacCallum/Reynolds):**

- 1. Be it resolved that all of the University of King's College's investment portfolio be disclosed publicly, per the Responsible Investing Policy, by June 30, 2024.**
- 2. Be it resolved that the University of King's College divest from all Israeli and international companies that sustain Israeli apartheid and the ongoing genocide in Gaza, per the Boycott, Divestment and Sanctions (BDS) movement, and from all weapons manufacturing companies and military suppliers;**

**Be it further resolved that the Responsible Investing Policy be amended to prevent future investments in these categories.**

- 3. Be it resolved that student representation on the Investment Committee be increased to 50% + 1 to allow for students to oversee the divestment of the UKC portfolio and to ensure that King's does not reinvest in the aforementioned categories.**

Board members requested clarification regarding an item in the KSU memo on page 188 of the meeting package. The memo references a May 10 open letter and demands from the King's Students in Solidarity with Palestine. It then referenced amendments to these demands made on June 13. The May 10 open letter was signed by 120 students, 40 alumni and 40 members of the community. A KSU representative clarified that the open letter remains unchanged, but the demands associated with it have been modified. Discussion ensued on the weight of this open letter when demands have been modified without the signatories' consent.

The President then took the floor and spoke regarding freedom of expression, freedom of thought and academic freedom.

The President acknowledged that students from the KSU, Students in Solidarity with Palestine, and alumni are exercising their freedom of thought and expression, which is also the case at the meeting today. He informed the Board about an Alumni Association meeting held the previous evening where he discussed his and his colleagues' responses to the demands presented. He also reported that he had previously addressed these demands in a meeting attended by the Board Chair, the Vice-President, and other King's colleagues with members of the KSU and the Students in Solidarity with Palestine. His responses given at those meetings align with his responses at this meeting.

He stated that as President of the University, it is crucial for him to have the full support of the Board. He emphasized the importance of upholding the principle of academic freedom and protecting the freedom of thought and expression for everyone in the King's community. This principle is especially vital when minority views are involved, as universities should be places where open debate and unpopular views are valued and can be expressed without fear of repercussions.



The President warned that if he publicly takes a side on a contentious issue, it could be perceived as biased, potentially influencing tenure decisions and affecting the impartiality of university processes. The student code of conduct places the President as the final arbiter in student complaints, and any perceived bias could undermine the integrity of that process.

Regarding Resolution #1 on public disclosure of investments, the President advised that this has already been addressed under the Board-approved Responsible Investment Policy and assured that a full list of investments will be published as required. He is actively working on this and does not need further reminders.

Regarding Resolution #2 on divestment from Israel, he pointed out that only about 0.25% of the university's \$43 million investment portfolio is in Israeli domiciled companies, and he argued that endorsing such a motion would not be appropriate for a university president or a Board.

He also noted that the Board should not micromanage investments, as there is an expert investment committee in place that manages the \$43 million portfolio with a focus on responsible investment policies. This includes significant reductions in fossil fuel investments. He stressed that the Investment Committee's expertise is essential and that any changes proposed by the resolutions could jeopardize future donations to the University.

On Resolution #3, the President noted that there is nothing in the KSU memo to justify increasing the Investment Committee student membership to 50% +1 for student representation. The Investment Committee is the only committee of the Board that is not a constituency committee. Its role requires specialized expertise to manage and oversee over \$43 million in investments. The work of this volunteer committee is exceptional, ensuring strong returns while adhering to a responsible investment policy, including significant divestment from fossil fuels. King's has reduced fossil fuel investments from over 20% to less than 5%, amounting to \$8M in divestments over recent years. This achievement is due to their expertise. Replacing them with a constituency committee would politicize the work. If any version of these resolutions passes, it would jeopardize future donations to the University.

The President further noted that as a university, King's cannot endorse resolutions that label Israel as a settler state involved in genocide by its very existence. Such statements are inappropriate for a Board of Governors resolution. This situation is not comparable to the historical experiences of Indigenous peoples in Canada. The President noted that he is being told he must align with specific views on the Gaza conflict due to the land acknowledgements that are given at King's. However, King's Indigenous Support and Outreach Coordinator Emily Pictou Roberts has indicated that many Indigenous people reject the comparison between Gaza and Canada's colonial history. King's must commit to genuine reconciliation and listen to Indigenous voices on such matters.

The President also noted that the memo includes allegations of inappropriate personal behaviour by him, which he vehemently denied. He also noted that the Board meeting is not the appropriate forum to address these allegations.

Regarding proposed changes to academic programs, The Vice-President spoke on the importance of safeguarding academic freedom, which is central to the role of the Vice-President. She supports faculty members and upper-year programs and is proud of the progress being made in diversifying the curriculum, particularly in FYP. She noted that the KSU memo mentions various texts, including *Orientalism* and called for Palestinian-authored texts. This text is written by a Palestinian, Edward Said.

The President expressed his willingness to meet with King's students in good faith to discuss disagreements respectfully.

Discussion ensued on several points relating to the conflict in the Middle East and the impact on King's and its students.

The KSU President addressed the ongoing discussion about academic freedom and political neutrality. She acknowledged the relevance of these issues but asserted that they do not pertain to her proposed motions. Her main request is for the Board to disclose their investments and divest from those linked to armaments. She expressed that the University should not be funding activities that contribute to human suffering and believes that advocating for such a position should not be controversial. While she understood that the third motion may seem unreasonable to some, she indicated she was open to discussing amendments. She emphasized that students feel unheard by the university. She noted that the Board and its committees often provide opportunities for students to speak but rarely take their concerns into account. This disregard creates a sense of frustration and alienation among students. She stressed that the Board is accountable for every dollar spent by the university, and even a small percentage of investments in armaments or other controversial areas can be significant. The persistent lack of student engagement reflects an ongoing failure to address their concerns effectively.

The Chair called for the vote.

**Motion #1 – NOT PASSED, with two in favour.**

**Motion #2 – NOT PASSED, with two in favour.**

**Motion #3 – NOT PASSED, with two in favour.**

The Chair spoke of the considered discussion. He confirmed that University administration is prepared to meet and discuss issues with students. He emphasized that just because the resolutions did not go in the KSU's favour does not mean students are not being heard.

Board members noted the obvious passion and emotion with which the students spoke and wanted to ensure student representatives to the Board knew where they could seek support and care following the meeting.

**(2024:23) PRESIDENT'S PERSONNEL RECOMMENDATIONS**

The President noted one correction to the list.

The meeting was then disrupted by protestors at 3:27 p.m. and recessed until 3:35 p.m.

The Chair brought the meeting back to order.

**MOTION (Lahey/Wright): that the Board approve the appointments and reappointments as set out in the President's Personnel Recommendations. CARRIED.**

It was decided that the meeting would defer subsequent agenda items and move directly to *in camera* discussion.

**(2024:24) IN CAMERA**

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

The meeting moved to an *in camera* discussion at 3:45 p.m.

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

The meeting moved out of *in camera* at 4:02 p.m.

The meeting of the Board of Governors was adjourned at 4:02 p.m.

Respectfully submitted,

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Douglas Ruck

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Jennifer Gray