



**Minutes of the Special Meeting of the
Board of Governors
Monday, August 19, 2019
6:00-9:00 p.m.
Conservatory
Approved August 22, 2019.**

Present: John Murray, Olga Milosevich, Diana Rutherford, Jack Bennet, Mark Laing, Rob Gilbert (by phone), Will Webster (chair), Lynn Loder, Kurt MacLeod

Regrets: Chris McCulloch

1. The meeting was called to order by the Chair at 6:20 p.m.
2. The Chair offered to serve as Secretary pro tem to take the minutes of the meeting.
3. The sole purpose of the meeting was to consider a draft letter. Because of solicitor-client privilege, all members of the Board expressly agreed to hold in confidence all that would transpire in the meeting; copies of the draft letter were collected and destroyed.
4. It was MOVED (Kurt, Lynn) that the Board approves in principle the content and tone of the draft letter, and approves its distribution to the Faculty Association, the MCPA Association and the broader community following final editing. APPROVED (5 in favour, 1 opposed). Final version of letter is appended to the minutes.
5. Meeting adjourned at 7:20 p.m.
6. Next Meeting: Thursday, August 22, 2019, 6:00 p.m.
 1. A Special Meeting is scheduled for Thursday, August 29, 2019, 6:00 p.m.



August 19, 2019

To our valued community members and stakeholders:

We write once again in an effort to respond to concerns raised by members of our community regarding the future of the Conservatory.

You may be aware that on August 15, by way of a letter that is now posted on the Conservatory website, we proposed expanding our current Board on an interim basis to provide a duly elected representative from faculty members in each of the School of Music and the School of Dance, as well as from the Maritime Conservatory of Performing Arts Association. The newly constituted interim Board would have as its chief mandate carrying out a governance and management review process, which would be led by an external facilitator experienced in such matters. In addition, the interim Board would carry on its regular Board business. While the review process would be left entirely in the hands of the newly constituted Board, we would hope for the process to be completed by June 2020.

In order to allow the interim Board to fulfill its mandate without distraction or interruption, we also requested in the August 15 letter that the Maritime Conservatory of Performing Arts Faculty Association cease using the Conservatory's name to compete with the Conservatory and take down its parallel website and registration platform for Conservatory classes. In our view, these actions are an unlawful attempt to pass off the Faculty Association as a student registration body affiliated with the Conservatory. These actions are also confusing and counterproductive, and further exacerbate current dissatisfaction and discord within our community.

As noted, a copy of our August 15, 2019 letter to the Conservatory community is on our website at <https://maritimeconservatory.com/about/board>. In that letter, we made every effort to be as diplomatic as possible, in the hopes of finding common ground with the Faculty Association and others. Unfortunately, this did not occur, and the hopes for an integrative, non-adversarial solution are fading. Therefore, it is important to be clear about the consequences that will follow if we are not able to achieve a solution.

For this reason, we are speaking more bluntly in this letter. The plain language should not be interpreted as a lesser commitment on our part to reach a solution with the Faculty Association that includes taking down its competing registration website and developing a new and better governance and management model. We are still very much committed to finding a solution if possible, and so, as seen below, we make a further offer in this letter, including allowing an additional representative to be directly appointed by the Faculty Association in the hope it will satisfy their concerns.

We are profoundly discouraged by the letter from the Faculty Association's response to our August 15 attempt to find an acceptable compromise. On August 17, the Faculty Association's executive leadership rejected the proposal we put forward, refusing to end its parallel student registration processes and other related initiatives, unless the Board agrees to a process that is fundamentally at odds with our responsibility to act at all times in the best interests of the organization. Specifically, the Faculty Association proposed completing a different governance and management overhaul process by September 28, 2019 through a series of negotiations between the Board, the Faculty Association leadership and various other persons, whom they have selected. This would amount to a bargaining session by individuals (including members of the current Board) without any governance or management expertise, some of whom do not have any organization from which to obtain instructions. The Faculty Association proposed the creation of a new stakeholder group, "Friends of the Conservatory," that either usurps or duplicates the functions of the Maritime Conservatory for the Performing Arts Association and even purported to identify who should represent this notional group. Further, the Faculty Association has already signaled its preferred outcome for a particular member-based governance structure, before the suitability of such a structure has been evaluated independently, or at all. In the meantime, the Faculty Association has refused to take down its website competing with the Conservatory unless and until it is satisfied with the composition of the Board (among other things) by September 6, 2019.

The Conservatory has existed for over 125 years, with a governance model dictated for most of its history by statute. As members of the Board, and as stewards of this wonderful Halifax institution, we have a responsibility to act in the best interests of the Conservatory, and to maximize its prospects for continued longevity and success going forward. It would be irresponsible and impractical for the Board of a complex and important organization such as this to commit to modifying its governance and management structure within the overly-compressed and arbitrary timeframe proposed by the Faculty Association, and with a process that has the flavour of a horse-trading session. Significant changes should only be considered in a reflective and responsible manner, with the assistance of a neutral person specialized in such matters, which is what the Board has already proposed. In addition, this work must be done in a spirit of cooperation, and not at the "bargaining table" with a group that claims it has lost confidence in the Board, and continues to actively subvert the mission of the Conservatory by undermining it with confusing parallel student registration and faculty contract systems.

The Board has already indicated that it wants to ensure that faculty members have a direct say in the future of the Conservatory. To that end, the Board in its August 15, 2019 letter invited the participation of two faculty members on the interim Board, who will be elected to the Board by faculty members on September 5, 2019. To be clear, the Board did not invite the Faculty Association to unilaterally appoint someone to the interim Board as a representative of faculty interests, because the Board has been advised that the Faculty Association leadership is not operating in a representative, democratic, and fair manner. Information available to the Board suggests that the Faculty Association's leadership has treated certain faculty members

poorly or left them out of communications sent to other faculty members presumably because they are perceived as insufficiently hostile to the Conservatory Board and management.

In spite of these misgivings, the Board is willing to conditionally set aside its concerns about the leadership of the Faculty Association in order to make one further attempt at resolving this conflict.

The Board remains committed to the plan set out in our letter of August 15, subject to the following modifications:

(1) The Board agrees with the Faculty Association that any changes to the governance and management of the Conservatory should include public consultation with our community members and stakeholders. While the future interim Board will operate independently of the current Board, the current Board would certainly support the idea of the interim Board hosting such consultations within an appropriate timeframe to allow for consideration of all ideas.

(2) The Board would permit the Faculty Association to appoint one (1) additional person to the interim Board, with full voting rights, but only if the Faculty Association takes the following actions by no later than Wednesday, August 28, 2019:

- Takes down its parallel website and structures including for student registration, faculty contracts, and Dean of Music;
- Turns over student registration information and funds to the Conservatory;
- Takes whatever steps necessary to assign all contracts between the Faculty Association and current Conservatory faculty members to the Conservatory;
- Commits to refrain from taking any further steps to disparage or act in a hostile manner towards the Board, the interim Board, or any other members of the Conservatory community, including faculty members.

To be clear, this appointee from the Faculty Association would not displace the proposed elected representatives on the interim Board from the School of Music and the School of Dance. Overall, faculty would thus have three new representatives on the interim Board, which should ensure that faculty interests are considered and accorded strong representation.

If the Faculty Association has not accepted this offer by the date noted above, the Conservatory will formally sever the Conservatory's relationship with the Faculty Association. This letter is formal advance notice of such severance as of the end of August 2019, in that event. Such severance means the Faculty Association, as it now exists:

- will no longer be authorized to hold itself out as the Faculty Association of the Conservatory;

- will no longer be permitted to have its members offer lessons in the Conservatory;
- will be required to change its name to remove any reference to the Conservatory;
- will be required to cease promulgating to the public, whether on the internet or otherwise, any material expressly or impliedly suggesting a linkage between the Faculty Association and the Maritime Conservatory of Performing Arts.

As we stated above, the Board deeply desires a resolution to this conflict. It is for this reason that, despite our disappointment at the Faculty Association's refusal to accept our very balanced proposal of August 15, we have offered a further compromise here. It is now time for the Faculty Association to show that it too wants to find a reasonable resolution. Therefore, we urge the Faculty Association to reconsider its position, so that we can all move forward in a positive and collaborative manner.

Of course, faculty members who continue to be a part of the Conservatory may form a new organization representing current faculty for this upcoming school year, should the Faculty Association choose not to accept the Conservatory's offer.

(3) Current faculty members in the School of Music at the Conservatory had been asked to submit signed contracts to the Dean of Music by August 15, 2019; and in the School of Dance, faculty members had been asked to provide signed contracts to their Dean by no later than August 21, 2019. Many, but not all, faculty members have complied with this request. In the hope that all current faculty members will choose to remain a part of this organization's future, the Conservatory is now extending the deadline for submitting signed contracts to the appropriate Dean of the Conservatory to 3:00 pm on Wednesday, August 28, 2019. Those faculty members who:

- have already submitted their signed contracts, or who do so by the August 28th deadline; and
- who do not authorize their name to appear on an unauthorized website or publication holding itself out as connected with or serving the Conservatory after the end of August (including the Faculty Association website and publications if severance of the relationship occurs by the Faculty Association not accepting this offer),

will continue to possess the benefits of their continued association with the Conservatory. Those benefits include:

- Professional association with the Maritime Conservatory of Performing Arts, its history, name, and recognition as an established cultural institution;
- Use of the equipment and facilities at the Chebucto School, including the concert hall and access to free rehearsal space, and storage space;

- The support of a team of administrative staff, including graphic designer, technical resources, and access to the online MindBody student database and physical storage space;
- Professional accounting and tax remittance and tax slips;
- Access to numerous performance opportunities, and Conservatory scholarships and bursary funding for their students; and
- Ability to vote on faculty representation on the interim Board as of September 6, 2019.

Those current faculty members who choose not to renew by August 28 will no longer be entitled to any of the above benefits as of the end of August, 2019. The Board would be truly saddened to lose any of its current faculty members. The Board does not lack confidence in the faculty members themselves and will welcome all of its existing faculty into the Conservatory for the 2019-2020 season with open arms on the above terms.

We are hopeful that the above approach will allow all parties to move forward to continue to strengthen and improve the Conservatory, and to put this unfortunate episode behind us. We thank all of our community members and stakeholders for your continued support and patience.

Sincerely,

Will Webster, on behalf of
The Board of Governors of the Maritime Conservatory of Performing Arts
(Letter approved by the Board, August 19, 2019).