



**Minutes of the Meeting of the
Board of Governors
Thursday, August 15, 2019
6:00-9:00 p.m.
Conservatory, Room 15
Approved August 22, 2019.**

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

1. The meeting was called to order by the Chair at 6:10 p.m.
2. The Chair offered to serve as Secretary pro tem to take the minutes of the meeting.
3. Approval of Minutes
It was MOVED (Kurt, Mark) that the Minutes of the meeting of July 25, 2019 be approved. Several small changes were noted by Chris. MOTION APPROVED with the understanding corrections would be made to the Approved Copy of the Minutes.
4. Business Arising
 1. Update on Meeting with Westwood Development. Kurt, Mark and Will met with Mr. Chedrawe on July 29 as a follow up to correspondence earlier in the month. Mr. Chedrawe was apprised that there was no reasonable prospect that the Board could raise the funds that would be required to purchase a new home in the North Central Project. Mr. Chedrawe indicated that he would not be doing anything with the site for 3 or 4 years, and so if there was a change in circumstances the Conservatory could return to the table. He was told that the current Board is not continuing to explore this option.
 2. Masonry repair. Kurt reported that it appears we have \$100,000 that could go towards the first stage of masonry repair. It was agreed that Kurt and Will would meet with Jim MacGowan to request permission to draw from the Sheila Piercey gift. Board members expressed hesitancy about proceeding with any work until we have a cheque in hand.
 3. Meeting with Andrea Arbic. Mark reported on his meeting with Ms. Arbic and the sticking points that were encountered, focused mainly on the use our own architect and whether the scope may be more than we

need. We have still not received a proposal from Ms. Arbic, but one is expected in the coming week.

4. Report on meetings with lawyers. Will reported on the most recent meeting with the lawyers which included John, Diana, Jack and Will. A draft letter was circulated for consideration. As well, the Board considered a proposal from Mark for by-law changes that had the same intent but a different approach. After reviewing and discussing the letter in detail, it was MOVED (Kurt, Lynn) that 1. the Board approves in principle sending out the modified letter to our community as soon as possible, to include teachers, the MCPA Faculty Association, MCPA Association, others who have been in touch with us with their concerns, and the media; and 2. The Board is to consider at its next meeting the by-law changes that would be required to implement the principles in the letter. MOTION CARRIED UNANIMOUSLY.
 5. Winding Down. Following from the subject of by-law changes, Will reminded the Board of its consideration in December, 2017 of a proposed by-law change to deal with winding down and liquidation of assets. The proposed by-law read, "In the event that the Board of Governors deems that the Conservatory is no longer a viable entity and there is no successor organization, any assets that are remaining following winding down will be liquidated and distributed at the sole discretion of the Board to one or more charitable arts education organizations in the Maritime Provinces". At the time the proposal was tabled pending consultation with experts in the area, but was never returned to. It was MOVED (Mark, Rob) that the matter be held over for consideration by the Governance and Management Review process proposed in the letter just approved in principle.
 6. Update on teaching contracts. Jack reported that roughly 50% of the music teachers had returned their contracts signed.
 7. Acting Deans. It was AGREED that Deans have a responsibility to designate an Acting Dean when on vacation, and if there is no designate and a need arises, the default will be the other Dean.
 8. Designation of the Conservatory as a National Historic Site. John briefed the Board on what would be required and what the advantages would be of having a National Historic Site designation. It was understood that the process would require 2 or 3 years to come to fruition, and the Board AGREED that John, Olga, Mark and Gary Brooks might start the process and come back to the Board in due course for approval of the designation.
5. Other business
1. Privacy. Chris led a brief discussion of priorities for new policy development. Possibilities include respectful workplace, privacy, windup, financial. Board members are asked to consider this. It was AGREED that further discussion of this should await the expanded

Board, but at our next meeting Chris will bring Carla Heggie to discuss some issues around a privacy policy.

2. Status with CRA. Mark raised the question of what has happened on the question of the status of independent contractors for CRA purposes. It was AGREED that this is a matter that should high on the agenda for the Board.
3. Kurt informed the Board that he will bringing a budget to the Board at our next meeting. He urged members to give some thought as to how to better monetize our space. How can we increase our revenue streams from new kinds of rentals and commercial operations? How can we use our space more efficiently during the day?
6. Next Meeting. Thursday, August 22, 2019, 6:00 p.m.
Please hold Thursday, August 29, 6:00 p.m. as a possible meeting time.
7. Meeting adjourned at 8:45 p.m.



August 15, 2019.

To our valued community members and stakeholders:

We, members of the Conservatory Board of Governors, write in response to concerns raised by various members of the Maritime Conservatory of Performing Arts community, including members of two organizations long associated with the Conservatory, the Maritime Conservatory of Performing Arts Association, formerly called the Alumni Association, and the Maritime Conservatory of Performing Arts Faculty Association.

We want you to know that we have heard, loud and clear, the concerns which have been expressed regarding governance and management, and the future of the Conservatory's cherished home at the Chebucto School. The Conservatory is not an enterprise that can withstand the present level of division and discord without existential threat to the Conservatory organization, the Conservatory building, and the Conservatory mission. None of us want to preside over a potentially catastrophic loss of that nature. Having parallel student registration processes, parallel faculty contracts, parallel Dean of Music and freezing donor contributions will lead to those outcomes. We all need to find a way to end the discord, and find an integrative path that will allow the Conservatory to emerge strong and viable. We are prepared to do our part.

First, on governance and management review. We have had plans for some time to carry out a review of governance (including our bylaws, statute and Board composition). However, it is obvious that there is great urgency to address this right away. Likewise, we had been about to embark on a review of our management structure. However, we are persuaded by the current atmosphere of dissatisfaction with the Board that neither review should be undertaken without expanding the Board during the review process to include greater representation from the faculty and from the potential donor community.

We propose to add three new members to the Board, all of whom will have full voting rights as Board members. One person nominated by the MCPA Association, one person elected by secret ballot of the faculty in the School of Music, and one person elected by secret ballot of the faculty of the School of Dance would be added to the Board. We suggest the faculty elections might conveniently occur by paper ballot on Faculty Orientation Day (September 5, 2019) under the direction of a mutually agreeable scrutineer.

The governance and management review process would be led by someone outside the organization, but familiar with performing arts organizations, ideally someone who will be and is seen to be independent and credible by the overwhelming majority of stakeholders. The expanded interim Board would select and work with this external facilitator with a view to completing the task and implementing the new governance and management as soon as possible and preferably by June 2020.

During this period, the expanded Board would strive only to deal with matters needed to respond to circumstances such as resignations, externally imposed demands or events, and other matters that would not interfere with the ability to change governance and management reflecting the outcome of the review. The agendas and minutes of the Board will be published on the Conservatory website (with the sole exception of matters which are legally required to be kept confidential, such as matters concerning individual personnel).

We would also like to address recent concerns about our building. The Conservatory has no plans to move from our current location. The current Board is not taking and will not take any steps towards making such a move. We cannot bind any future Board which may emerge from the review process, but can categorically state that for the current Board, this issue is not on the table. Moreover, we are supportive of the expanded Board carrying out fund-raising efforts for needed maintenance and repair of the building – ideally in concert with the MCPA Association.

In order to ensure that the expanded Board is able to complete the review process without distraction or interruption, the Conservatory is requesting in good faith that the MCPA Association and the Faculty Association commit to the following measures:

- The Faculty Association will take down its parallel website and structures including for student registration, faculty contracts, and Dean of Music; and will turn over student registration funds and faculty contracts to the Conservatory;
- The MCPA Association will not freeze donor funding to the Conservatory and the Faculty Association will not discourage such donor funding;
- All organizations (including the Board) will make a real effort towards not disparaging or being hostile towards other members of the Conservatory community and will make a concerted effort towards working together positively.

We are hopeful that the above steps will allow our wonderful community of parents, students, teachers, alumni and other stakeholders to move forward together for the sake of the Conservatory and to ensure its continued longevity and success in the future. We would be grateful to hear that we will enjoy the support of the organizations and individuals who have participated in voicing concerns about the status quo.

Please continue to let us know of your concerns. We look forward to hearing from you, and to completing this important transformation together. We also look forward to passing the torch on to a new Board at the conclusion of the review process. We think this unfortunate episode can be an opportunity for invigorating the Conservatory, and in particular can lead to a strong campaign for capital funding from the donor community.

Sincerely,

Will Webster, on behalf of
The Board of Governors of the Maritime Conservatory of Performing Arts
(Letter approved by the Board, August 15, 2019).

August 17, 2019

To community members and stakeholders:

The Conservatory Faculty Association is pleased the Board of Governors has acknowledged our collective concerns regarding governance of the Conservatory and the security/longevity of the building. We are specifically encouraged that they have taken a public stand not to vacate or sell this building. We understand, of course, they cannot speak to any future board decisions with different members.

Stakeholder identification

We are also pleased the Board of Governors wishes to have a governance consultation process with the relevant stakeholders connected to the Conservatory. How the Board wishes to constitute itself for this consultation process is entirely up to the Board. We make no comment on those internal processes. We suggest the relevant stakeholders organize their representatives similarly, with an understanding that they will propose representatives who will have authority to bind their respective organizations to the outcomes achieved through the consultation process.

Although we see that the Board has not included the Faculty Association as one of the stakeholders involved in the consultation process, we assume this must be an oversight. Furthermore, many of the Board's concerns appear to be directed toward the Faculty Association and the Plan of Action found on its website.

In this regard, we propose the following stakeholders be involved in this consultation: the Board, the Faculty Association, the MCPA Association, the tenants of the building, and parents/students. Given that these last two groups do not have any formal entity, perhaps there would be one formal entity called Friends of the Conservatory which would include parents, students, and members of the community at large who care about the Conservatory. We suggest Penny Margolis would be well situated to shore up this constituency.

Expedited governance consultation process

In terms of timeline, we suggest that two short series of meetings would constitute the entire governance review consultation process. The first series of meetings would be a two-week consultation involving 2 to 3 meetings between **August 21 and September 6, 2019**, by which latter date, a consensus would be obtained on the following terms of reference:

1. Term limits;
2. Open membership (requires a legislative change);
3. Representative composition of the Board starting on September 7, 2019

At the end of this consultation, a binding memorandum of understanding would be signed by all the representative groups. On September 6, the Faculty Association would then be pleased to hand over all of its student registrations to the Conservatory.

The second series of meetings would be another two-week consultation involving two to three meetings between **September 7 and September 28, 2019** by which latter date, a consensus would be obtained on the following terms of reference:

1. Governance model;
2. Representative composition of the board on a permanent basis;
3. Management model;
4. Implementation deadlines.

The Faculty Association would also be pleased to organize and co-host another town hall (or potluck supper, for example) jointly with the Board and the MCPA Association, assisting the Board, the rest of the stakeholders, and the community to repair and heal the rifts that have developed over the last six months. The function would show a cohesive Conservatory to the broader community and the media. This public get-together would also be the occasion for introducing the new governance model and explaining its underlying rationale.

Non-expedited governance consultation process

If the Board would like a longer timeline to discuss the terms of reference above, the Faculty Association may be able to accommodate this timeline. The Faculty Association has experienced, however, a loss of confidence in this current board, collectively. This is so, despite some excellent and strong individual board members recognized by the Faculty Association as currently sitting on this Board. Therefore, given this loss of confidence, the Faculty Association will continue to handle student registrations until a memorandum between the Faculty Association and the Board has been achieved.

We agree with the Board that this is an excellent opportunity to transform the Conservatory, an institution for which we all deeply care.

Finally, we will also continue to advocate for respectful conversations during these difficult times.

We request a response from the Board by the end of the day on **Tuesday, August 20, 2019**.

Yours sincerely,

Matt Richard,

President
MCPA Faculty Association

c. MCPA Association
Jules Chamberlain, tenants
Penny Margolis, Friends of the Conservatory