



**Minutes of the Meeting of the  
Board of Governors  
Thursday, August 29, 2019  
6:00-9:00 p.m.  
Conservatory, Room 5  
APPROVED SEPTEMBER 6, 2019**

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

Regrets: John Murray

1. The meeting was called to order by the Chair at 6:05 p.m.
2. The Board welcomed Matthew Richard and Jennifer Publicover who had asked to meet with the Board to make a presentation. They urged the Board to approve two motions: 1) “that Jack be provided with a performance evaluation by the Board by September 1, 2019”, and 2) “that the board of governors make a request to the MLA responsible for the Chebucto area for the following legislative change: a) membership of the conservatory be based on payment of membership dues, and b) this legislative request the board would commit be done in writing by September 4, 2019 to the MLA in question”. There followed a brief discussion with a commitment that the Board would consider the proposal carefully later in the meeting.
3. The Chair offered to serve as Secretary pro tem to take the minutes of the meeting.
4. Approval of the Minutes of the meeting of August 22, 2019.  
Several small corrections were requested, following which it was MOVED (Mark, Olga) that the Board approve the minutes of August 22, 2019, as corrected. CARRIED.
5. Business Arising from the Minutes.
  1. Update on meeting with Jim MacGowan. Will and Kurt had met with Jim MacGowan to discuss the possibility of raising with the trustees of the Sheila Piercey estate whether the Conservatory might “borrow” \$150,000 from the Piercey gift to be used for masonry work and then be returned through fund raising. Jim thought the trustees might be amenable to this, but would want to see a detailed fund raising plan. In light of the current situation at the Conservatory, it was felt we could not develop such a plan at this time. Will will get back to Jim. Will will also follow up with the e-mail from Minister Leo Glavine, dated August 20, 2019.
  2. Response from Carla Heggie. The Board reviewed the \$1800 quote from Teal Creative Thinking for privacy training for the Board, faculty and staff. It was MOVED

(Mark, Lynn) that the Board approve the training plan and costs. CARRIED. Chris will continue to liaise with Carla Heggie.

3. Comment from Andrea Arbic. The Board briefly discussed Ms. Arbic's comments, and felt nothing more needed to be said.

## 6. New Business

1. Call for teacher applications in the School of Music. Concern was expressed about the tone and content of the draft call for applications. The consensus was that it is the wrong time to send out a general call for teacher applications in the current climate, but the Board recognizes the need to fill vacancies. The Board decided to leave this for further discussion during its *in camera* session
2. By-law amendments. The Board decided that in proceeding with by-law amendments that would allow for the implementation of the new Board structure outlined in the letter of August 19, 2019 to the Faculty Association, it would dispense with the concept of an expanded *interim* Board, which seemed to be the source of some confusion, and proceed to amend the By-laws to reflect the addition of 3 new faculty positions and to adjust the vetting provision related to the MCPA Association representation that had been a sticking point for that Association. It was MOVED (Rob, Mark) as a Special Resolution that the Board amend its By-Laws as follows, to take effect on September 26, 2019, the date of the next Board meeting:

**Under definitions:** (c) "Community Governors" means volunteer Board members elected from the community.

**C2. Governors:** The Board shall consist of a) volunteer members from the community; b) a faculty member who has been duly elected by secret ballot from and by the dance faculty (those who report to the Dean of Dance of the Conservatory); c) a faculty member who has been duly elected by secret ballot from and by the music faculty (those who report to the Dean of Music of the Conservatory); d) a member of the MCPA Association who has been designated by the MCPA Association to be its representative on the Board; e) a member of the MCPA Faculty Association who has been designated by the Faculty Association to be its representative on the Board; f) the Dean of Dance (ex-officio, non-voting), g) the Dean of Music (ex-officio, non-voting), h) Financial/Operations Manager (ex-officio, non-voting); i) Executive Director (ex-officio, non-voting) should one be appointed by the Board; g) Infrastructure Manager (ex-officio, non-voting) should one be appointed by the Board. The ex-officio members shall report to the Board as required from time to time to keep the Board abreast of relevant activities and issues requiring its attention. The Dean of Music, the Dean of Dance, and the Financial/Operations Manager are appointed by the Board, report to the Board Chair, and are accountable primarily to the Board but with partial accountability on a day-to-day basis to the Executive Director, should one be appointed by the Board.

**E1. Number:** There shall be no fewer than five Community Governors with voting privileges on the Board.

**E2. Nomination:** Prospective Community Governors shall apply to, or be approached by, the Nominating Committee, consisting of the Vice-Chair (chair), one other member of the Executive Committee, and one other member of the Board. The Nominating Committee will examine each applicant's credentials with reference to the position vacant, as described in *Appendix 1 Board of Governors—Committees and Portfolios*. The Nominating Committee shall be unanimous in its nominations, which shall be distributed to the Board along with the nominee's credentials no less than five days prior to the Annual Meeting. Should a Community Governor vacancy arise during the year, the same process shall be followed, with the nominee presented to the next regular or special meeting. Should a vacancy arise with an elected faculty position, a new secret ballot election will be held within 30 days. Should a vacancy arise with the designate from MCPA Association or the Faculty Association, a new representative will be appointed by the respective Association within 30 days.

**E3. Election:** Election to the Board of Community Governors following the nomination process in *Item E.2*. shall be by a simple majority vote, Notice of Motion having been given no less than five days prior to the meeting.

E4. **Retirement:** Unless re-elected or re-designated, Governors entitled to vote at Board meetings are deemed to have retired from office at the end of the Annual General Meeting that follows or marks the end of their two year term.

E5. **Resignation:** If a Governor resigns their office, the vacancy may be filled for the unexpired portion of the term vacated, as described in *item E2*. Any Governor who has not attended three consecutive regular or special meetings of the Board or during a fiscal year has attended fewer than 75% of the regular and special meetings of the Board shall be deemed to have resigned from the Board.

E6. **Removal:** Governors may, by Special Resolution, remove any Governor and the person may be replaced as described in *item E2*.

E7. **Terms:** Community Governors shall be elected to two-year terms. Retiring Governors shall be eligible immediately for re-election.

E10. **Confidentiality:** Governors have a responsibility to carefully observe and respect the confidentiality of all *in camera* Board deliberations, and shall refrain from discussing or sharing with anyone outside the Board any information or details of regular Board meetings except as elaborated in approved Board minutes.

E11. **Voting:** All Governors who have been elected or designated as described in *Items E2, 3* above shall have one vote. Ex-officio members who are employees of the Conservatory, shall not have a vote. There shall be no proxy votes.

*Revision, effective September 26, 2019, approved by the Board of Governors; August 29, 2019.*

MOTON CARRIED UNANIMOUSLY.

3. Planning for Teacher Orientation on September 5, 2019. Discussion focused on the feasibility of holding elections for the faculty representatives in this short time frame, given the complexity of a secret ballot processes. It was AGREED that Chris, Rob, Lynn and Will would form a working group to work out an election process that could be used now and in the future.  
It was also suggested to Diana that a formal agenda be prepared for the session.

At this point the Board moved into an *in camera* session to review the proposal from the Faculty Association and to consider related matters.

At 9:45 p.m., during the *in camera* session, the meeting adjourned because of the hour. It was AGREED that the session would resume after the long weekend.

### **Continuation Session on Tuesday, September 3, 2019, 7:00 p.m.**

Present: Chris, Mark, Olga, Kurt, Will (Chair), Lynn, Rob (by phone)

Following the in camera session, the Board returned to regular business.

1. It was MOVED (Olga, Rob) that the Board begin the process of an independent performance evaluation of the Dean of Music by September 3, 2019. The purpose of this performance evaluation is to identify strengths and weaknesses, with the goal of supporting the Dean in the development of leadership competencies. The Board envisages

professional support being required for the performance evaluation to ensure the development and implementation of a fair process. APPROVED Unanimously.

2. Whereas the Board has heard the concerns of the faculty and other Conservatory stakeholders; and whereas the Board shares a deep commitment to do what is best to secure the future of the Conservatory, it was MOVED (Rob, Lynn) the Board reaffirm its decisions to expand the Board to include 3 faculty representatives, to remove from the by-laws the vetting provision around MCPA Association representation, and to proceed with a broadly based review of the Conservatory's governance and management structure involving mediated collaboration with our teachers and other stakeholders, leading ultimately to the replacement of the current volunteer community members of the Board with new community members as appropriate. APPROVED Unanimously.

7. Adjournment. Meeting adjourned at 9:45 p.m.

8. NEXT MEETING: Thursday, September 26 at 6:00 p.m.