



**Minutes of the Special Meeting of the
Board of Governors
Wednesday, November 13, 2019.
Conservatory, Room 5
7:00-9:00 p.m.
APPROVED BY BOARD ON NOVEMBER 27, 2019.**

Voting Members Present: Lynn Loder, Chris McCulloch, Kurt MacLeod, Mark Laing, Olga Milosevich, Will Webster (Chair), Jules Chamberlain (representing the MCPA Association), Tirene Padget, Andre Pretzel, Susanne Brown

Ex-Officio Members Present: John Murray

Regrets: Rob Gilbert (but available by phone), Diana Rutherford, Jack Bennet

1. Meeting was called to order at 7:00 p.m.
2. The Chair welcomed Jules, reminded the Board about the correspondence about the matter, indicated that we would have discussion of the matter at the next regular meeting, and that this use of what amounts to a substitute member would not be precedent setting for the future.
3. Consideration of the Minutes of the Meeting of October 17, 2019 was deferred to the regular November meeting because of Jack's request to provide, under Business Arising, clarification around item 8.a.iii dealing with Kindermusic.
4. Confidentiality Agreement. A Confidentiality Agreement for Board members was drafted by our Privacy Officer, Carla Heggie, and circulated with the material for the meeting. Members of the Board were asked to read and consider this document and then sign and return it to the Conservatory at the regular November meeting. In this same vein, Board members were reminded of the Privacy training session for Board members scheduled for Friday, November 22, 6:00-10:00 p.m. at the Conservatory.
5. Times for Future Meetings. We will need to come to grips with this for the immediate future and the longer term future. For the immediate future, the chair agreed to send out a 7-day schedule for Board members to indicate times for our regular November meeting (on or around November 28th) that would not be possible (N), times that would be possible but not preferred (NP), or times that would work (OK). Hopefully we can get this nailed down soon before calendars fill up more.
6. The Meeting moved into an *in camera* session to deal with 5 time-sensitive matters:
 - a. Governance and Management Structure Review
 - b. Proposal from Knightsbridge Robertson Surrette.
 - c. Financial Update
 - d. Review of letter
 - e. Review of employment status of independent contractors.
7. Following from the *in camera* discussion, the Board moved back to its regular session and the following actions were approved:
 - a. It was MOVED (Kurt, Mark) that the Board accept in principle the proposed Terms of Reference for the Governance and Management Structure Review, as circulated and modified during the discussion. CARRIED.

- b. It was MOVED (Andre, Lynn) that the Conservatory proceed with an RFP to find a suitable consultant to implement the review under the Terms of Reference. CARRIED.
 - c. It was MOVED (Kurt, Ti) that the Board accept the confidential proposal from Knightsbridge Robertson Surette regarding a performance review. CARRIED.
 - d. It was MOVED (Ti, Susanne) that the Board approve in principle sending the letter, as circulated and amended in the discussion, to the leaders of the Conservatory Nova Scotia Association. CARRIED.
 - e. It was AGREED that the October financial report be available to be shared, and that Kurt would be prepared to meet teachers to discuss it. Susanne indicated she would like to discuss it with the teachers as well. The Audited Financial Statements should not be released until they have been reviewed and approved by the Board at its regular November meeting.
8. Next Meeting: to be determined but on or around Thursday, November 28, 2019.
9. Adjournment