

**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 22, 2023, at 12:30 p.m.

| <b>Last Name</b> | <b>First Name</b>         | <b>Title</b>  | <b>Present</b> | <b>Regrets</b> |
|------------------|---------------------------|---|----------------|----------------|
| BEACH            | Katrina                   | (Co-opted Member)   | X (1:50 p.m.)  |                |
| BOOS             | Stephen                   | (Faculty Representative)                                      | X              |                |
| BRANDES          | Dr. Daniel                | (Faculty Representative)                                      |                | X              |
| CARTER           | Terra                     | (KSU Representative)  | X              |                |
| CLIFT            | Dr. Sarah                 | (Vice-President)  | X              |                |
| DAVIES           | Dr. Gwendolyn             | (Diocese of Fredericton)                                      | X              |                |
| DEANE-LITTLE     | Debra                     | (Chancellor)  | X              |                |
| DOUCET           | Bernard                   | (Co-opted Member)   |                | X              |
| EDWARDS          | Archbishop David          | Archbishop of Fredericton                                     |                | X              |
| EISENHAUER       | Tom                       | (Co-opted Member)   |                | X              |
| FYFE             | The Right Reverend Sandra | Bishop of Nova Scotia and Prince Edward Island                | X              |                |
| GRAY             | Jennifer                  | (Secretary)   | X              |                |
| LAHEY            | Prof. William             | (President and Vice-Chancellor)                               | X              |                |
| LAWRENCE         | Kerri                     | (KSU Representative)  | X              |                |
| MacCALLUM        | Sara                      | (Interim KSU President)                                       | X              |                |
| MacLEAN          | Supt. Don                 | (Co-opted Member)   | X              |                |
| MacLENNAN        | Dale                      | (Co-opted Member)   | X              |                |
| MALLOY           | Adrienne                  | (Co-opted Member)   | X              |                |
| MARTIN           | Catherine                 | (Co-opted Member)   | X              |                |
| McCANN           | Alex                      | (Co-opted Member)   | X              |                |
| McGRATH          | Stephanie                 | (Alumni Association Representative)                           |                | X              |
| MORRIS           | Dr. Kathryn               | (Faculty Representative)                                      | X              |                |
| PATTILLO         | Stuart                    | (Alumni Association Representative)                           | X (12:48 p.m.) |                |
| ROSENFELD        | Naomi                     | (Vice-Chair; Diocese of Nova Scotia and Prince Edward Island) | X              |                |
| RUCK, K.C.       | Douglas                   | (Chair)   | X              |                |
| SWICK            | David                     | (Faculty Representative)                                      | X              |                |
| THOMSON          | Paul                      | (Alumni Association Representative)                           | X              |                |
| WHYTOCK          | Ian                       | (Alumni Association President)                                | X              |                |
| WRIGHT           | Hugh                      | (Diocese of Fredericton)                                      | 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              |                |

| Last Name | First Name | Title   | Present | Regrets |
|-----------|------------|---|---------|---------|
| GREEN     | Julie      | (Registrar)                                       | X       |         |
| HAZEL     | Pam        | (Manager of Governance and University Ceremonies) | X       |         |
| MAHONEY   | Michelle   | (Accessibility Officer)                           | X       |         |
| MERWIN    | Katie      | (Dean of Students)                                | X       |         |
| SANDS     | Bonnie     | (Bursar)  | X       |         |

At 12:32 p.m., the Chair called the meeting to order.

**(2023:15) PRAYER**

The Vice-Chair shared a d'var Torah regarding the importance of humble leadership and being a servant to the community.

**(2023:16) NECROLOGY**

The Secretary read the Necrology. A moment of silence was observed.

**(2023:17) CHAIR REMARKS**

The Chair recognized National Indigenous Peoples Day, which was June 21.

The Chair welcomed the KSU representatives and Dr. Kathryn Burton to their first Board meeting and noted the contributions of Katrina Beach, Bernard Doucet, Alex McCann and Tom Eisenhauer who are leaving the Board. The Chair also welcomed Michelle Mahoney, King's Accessibility Officer, who will be presenting later in the agenda.

**(2023:18) CONSENT AGENDA**

A Consent Agenda addressing the following matters was circulated:

- a) Approval of Minutes of the meeting of March 22, 2023
- b) Reports from Officers
  - i. President
  - ii. Vice-President
  - iii. Registrar
  - iv. Advancement Director
  - v. Dean of Students
- c) Annual Reports
  - i. Academic Integrity Officer Annual Report
  - ii. Accessibility Officer Annual Report
  - iii. Equity Officer Annual Report
  - iv. Information Access and Privacy Administrator Annual Report
  - v. Sexual Health and Safety Officer Annual Report
- d) Reports from Committee Chairs
  - i. Campus Planning
  - ii. Advancement

- e) Report of the Alumni Association
- f) 2023/2024 Meeting Dates for the Board of Governors and the Board Executive Committee.

The Secretary noted a correction to the minutes. Tracy Lenfesty was listed as attending by invitation; she was a Faculty Representative for the last meeting. This will be corrected.

The Chair declared the consent agenda approved as amended for this meeting.

### **(2023:19) INTRODUCTION OF ACCESSIBILITY OFFICER, MICHELLE MAHONEY**

The President introduced King's inaugural Accessibility Officer, Michelle Mahoney who joined in January. The President described her background and noted Michelle is highly regarded across the country as a leader and advocate for people living with disabilities.

At 12:48 p.m., Stuart Patillo joined the meeting.

Michelle explained her role and how grateful she was to have this opportunity. The Chair welcomed her to King's.

At 1:03 p.m., Michelle Mahoney left the meeting.

### **(2023:20) BUSINESS/DECISION ITEMS**

#### **a) Board endorsement of Statement of Principles: Cultivating Healthy Boundaries & Guidelines for Healthy Relationships with Students**

The Vice-President spoke about the Statement of Principles, which came about as a result of the two Rubin Thomlinson Reports (interim and final). A recommendation of both reports was to facilitate a deep reflection on the part of faculty on ways to cultivate healthy relations and clear, transparent modes of engagement with students. An action plan was developed, and the Vice-President and the Sexual Health and Safety Officer (SHSO) produced a discussion guide to share with the programs. From the feedback from the program directors, the Vice-President drafted the first set of the two documents. There was extensive consultation (SHSO, Faculty, members of the Sexualized Violence Policy Implementation Committee, the KSU Executive and the Alumni Executive) and it was adopted by Faculty at their meeting on May 23, 2023.

The Vice-President has recently been contacted by the Atlantic Regional Director of a consortium of provosts and university vice-presidents across the country and has been asked that she (along with Janice Rubin) give a presentation at their next national conference in November 2023. The title of the talk will be "When the Past Comes Knocking: Lessons from the University of King's College". Ms. Rubin has stated that the process that she participated in at King's, and the extent to which the recommendations were taken up and acted on, is setting a national standard for the country.

Board members questioned why there is not a prohibition of relationships between faculty and students considering the power imbalance. The Vice-President responded there were many conversations and consultations about this point and it was decided there would be no prohibition of this type. On this point, the Vice-President noted that she took advice of the SHSO and prevailing thinking on this topic: when you prohibit something, a ban can be used for further coercive situations. For that reason, it was decided that a more open dialogue was required, rather than a punitive and legalistic framework.

Board members expressed support for the decision not to include a ban on relationships between students and faculty members and emphasized the importance of educating students on why there is not a ban. The

Vice-President reiterated the importance of properly introducing the documents to all constituencies (students, faculty and staff).

The Vice-President shared that she had provided a copy of the document to Ms. Rubin who expressed that King's should be very proud of the work produced and that the University had set a benchmark for such a document.

After further discussion, it was suggested that an annual review of the document should be incorporated.

**MOTION (Clift/Martin): that the King's Board of Governors endorse the Statement of Principles on Cultivating Healthy Boundaries and the Guidelines for Healthy Relationships with Students for adoption, along with an annual review of the document. CARRIED.**

Board members expressed gratitude for the work performed on this by the Vice-President and others and acknowledged the leadership of the President through this difficult period, which was recognized throughout the university and business community.

#### **b) Enrolment and Residence Occupancy**

The Registrar updated the Board on enrolment for the 2023/2024 academic year. She explained the admissions process, beginning with the fall recruitment phase which opens on October 15. Efforts go through to the March 1 application deadline as well as the May 15 deposit deadline.

She presented the enrolment trend line, beginning with 2016/2017. Overall, the trend line was favourable, but for 2023/2024, the University has seen a significant dip in FYP and Journalism applications. She indicated that factors that potentially contributed to this included: not knowing if the pandemic would affect recruiters getting into schools, the Rubin Thomlinson report (the Hankey matter and the independent review had a reputational impact and the University had to step out of social media during that time, resulting in a possible knock-on effect for admissions), as well as the housing crisis in Halifax. There were also several unexpected leaves in the Registrar's Office.

The Master of Fine Arts programs have done very well in the market but there is shrinking interest at the undergraduate journalism level. The FYP conversion from applications to offers to deposits has shown a consistent dip. Dalhousie is also seeing the same impact of a drop in deposits for the Faculty of Arts and Social Sciences.

Board members asked why offers also dropped. The Registrar noted that applicants in some cases just did not send documentation to allow King's to make an admission decision.

There are also Ontario factors. The housing crisis and lower discretionary income of families have likely had an impact. Ontario had a 10% reduction in tuition in 2019/2020 and now a tuition freeze. The University of Toronto is \$3,000 cheaper per year than King's (\$6,000 v. \$9,000 tuition).

There is a new application process with Dalhousie launching on October 15, which will provide easier application for programs as well as housing. The hope is that it will help support recruitment, communications and ultimately, conversion. King's is collaborating with Dalhousie on this.

The Registrar noted that there are presently 741 registered students. Current students are also part of enrolment and there are strong indications that the University has a committed student population coming back. The Registrar advised that it was unlikely that the University would surpass where it was last year, but this changes day to day.

Noteworthy comparable data from the Maritime Provinces Higher Education Commission (MPHEC) shows King's has defied the trends in enrolment. The University is working very hard for the coming year to turn the decline around. Recruitment for the humanities is quite challenging. Dates are already planned for next year to get into schools and key faculty members are committed to in-class lectures in high schools for the next recruitment cycle.

The President expressed that administration is obligated to put critical information before the Board. In 2016/2017, the University had 186 FYP students (down from 314 in less than four years). King's was in a financial crisis. On the strength of promises that King's would get the FYP enrolment to 250, the University received a deficit financing loan from the Royal Bank of Canada and a 37% increase in the operating grant from the Government of Nova Scotia. Last year FYP enrolment was 220, which was very encouraging. This year King's will not get any higher than 190 (and perhaps lower). FYP enrolment is the foundation of the university. Low enrolment in FYP means King's will have problems in the following four years as the class works its way through their programs. The President noted that the University is in a serious enrolment crisis, which is leading to a very serious financial crisis. It is possible to balance the budget in the coming year, but the University is looking at millions of dollars in deficits in the following years.

The Vice-Chair advised that the Executive Committee came together last week and had a robust discussion about these issues. The Executive Committee asked that a smaller group come up with a resolution in response to this information. The Board's main responsibility is to direct the President who directs the rest of the institution. The Executive Committee felt the report on enrolment mandated the President to action. This was not to be punitive but to ensure the Board was fulfilling its duties.

The proposed resolution that arose from discussions at the Executive Committee meeting of June 15, 2023 was read by the Vice-Chair.

**MOTION (Rosenfeld/Fyfe): Whereas the Board has received reports on the prospective enrolment for the 2023-24 academic year;**

**And whereas the Board notes a trend towards strong retention of King's students in upper years, but a significant forecast drop in FYP enrollment for the forthcoming academic year;**

**And whereas University administration and the Board are concerned with the long-term financial implications of current enrolment forecasts;**

**Be it resolved that the Board directs the President to undertake a complete review of the University's recruitment and enrolment planning and operations including:**

- **Proposed targets for international recruitment; and**
- **Overall metrics used to measure the success of the University's recruitment and enrolment efforts;**

**with a view to providing a report to the Board at its scheduled meeting in September of 2023 on the improvements that will be made;**

**And be it further resolved that the Board authorizes the President to engage third parties, as may be required, to assist him in the completion of this review by the above noted deadline.**

Katrina Beach joined the meeting at 1:48 p.m.

Certain Board members expressed various negative experiences of students with the structure of the FYP program and questioned whether that was contributing to low enrolment. Other Board members and the President noted the governance questions involved in this debate, given that decisions regarding the

structure of the academic programs at King's do not rest with the Board. The Vice-President acknowledged that FYP is a highly complex program that is a "slow-moving freighter". Diversity hires for FYP have recently been completed, so it will take some time for their influence to be felt on the syllabus. The President noted the other conversations taking place (e.g., on reconciliation and equity, diversity, inclusion and accessibility) and the impacts of these conversations will take some time to incorporate into academic programs. He noted he was very encouraged regarding curriculum and pedagogy at the University.

The Chair noted his appreciation for the discussion and that Board members had the opportunity to share experiences on this issue.

## **CARRIED.**

The Dean of Students reported that the University expects residences to be full again in the fall and that beds are being held for any additional incoming students. The University is seeing significant demand from upper-year students. There has been a threefold increase in non-King's students (Dalhousie and NSCAD) seeking accommodations at King's. To make more space, the University has been converting larger single rooms into double rooms. A considerable effort has been made to ensure housing and admissions offers are concurrent.

### **c) International Recruitment**

#### **i. International recruitment operational plan 2024-2029**

The Registrar spoke of the need to diversify the university's recruitment and not be dependent on only one market. As a result of discussions last year, an international recruitment plan was developed with colleagues at Dalhousie in alignment with Dalhousie's international tuition model.

The tuition for new international students for 2023/24 is \$31,900 per year, which is guaranteed to be the amount that the student pays for each year of their 4 to 5-year program.

The Registrar spoke about the key markets listed in the report. The USA market is a large market but is very competitive. Nova Scotia does have close connections to New England. In the Caribbean, King's is focused on Bermuda, Bahamas and Jamaica and is seeking a partner in these markets. The University is also focused on domestic international students (students who are currently in the Canadian school systems) as well as enriched curricular schools (i.e., International Baccalaureate), and international schools who follow the Canadian curriculum around the world.

The Bursar noted that the International Recruitment Plan (IRP) asked for an investment of \$130,000 per year for three to five years. The projected revenue would be \$1.3 million over five years. It will take three to five years to build a market presence.

#### **ii. Financing proposal for international recruitment operational plan**

The Bursar reviewed the financing memo in the materials. The plan is asking for \$130,000 per year for three to five years (\$390,00 – \$650,000 in total). The proposal suggests the unused portion of the internally restricted funds that were approved in 2018 under the Framework for Strategic Investments be used for this purpose. The funds for the third year would come from unused portion of the internally restricted funds allocated to the Enhanced Voluntary Retirement Program (EVRP).

At 2:20 p.m. the Zoom connection was lost. The meeting took a break.

At 2:33 p.m., the meeting resumed.

**MOTION (Rosenfeld/MacLennan): that the Board of Governors hereby authorizes the reallocation of up to \$260,000 from the funds previously authorized under the Framework for Strategic Investments from the internally restricted funds, specifically from the \$500,000 segregated for other initiatives, to finance the international recruitment operational plan 2024-2029.**

**Be it further resolved that the Board of Governors hereby authorizes the reallocation of the unused funds from the \$500,000 internally restricted funds set aside to finance the Enhanced Voluntary Retirement Program (EVRP) at the conclusion of the program, to finance the international recruitment operational plan 2024-2029.**

The Bursar noted that additional funds will be incorporated into future operating budgets which will be offset by increased international tuition revenue.

Stuart Pattillo joined at 2:38 p.m.

Board members asked how the international students would be supported as the Equity Officer would likely not be in place before November. It was noted that the Equity Officer's work was essential to international student support on campus. The Registrar stated that, as outlined in the IRP, King's would build supports as the plan progressed. The President expressed the commitment to having a new Equity Officer hired by the beginning of the new term. He noted the importance of following a process that will attract the best possible candidate. Having the correct person in place is more important than having a person in place sooner. The Chair agreed.

Board members asked if the International Student Advisor would become a full-time permanent position. The Registrar explained that this decision could not be made at this time but is within the scope of the IRP.

Board members noted the need for community to support and retain international students once they graduate.

**CARRIED.**

#### **d) 2022-23 Financial Statements**

##### **i. Audited financial statements 2022-23 and management discussion and analysis.**

The Bursar pointed to the critical documents in the meeting materials. With respect to the income statement – while it looks like King's has a \$1.3 million loss, this includes a \$0.5 million negative market value adjustment on investments, which distorts the picture. The total revenue increased by \$1.8 million (8.0%) over the prior year and expenses increased by \$2 million (8.6%) over the prior year.

Revenue increases included:

- Tuition and fees - \$0.4M increase;
- Residence fees - \$0.4M increase;
- Sale of goods/services (Conference Services) - \$0.4M increase;
- Gifts - \$0.2M increase (representing a 25% increase in annual gifts); and
- Other- \$0.3M increase (operating grant, investment income, other grants).

Expense increases included:

- Salaries - \$1.4M increase;
- Conference Services - 0.2M increase (see revenue);

- Registrar - \$0.2M increase (in-person recruitment was minimal during the pandemic, \$0.1M covered by reserves); and
- Other - \$0.2 increase (utilities, Dal allotment).

The Bursar reviewed the statements of financial position and cash flow. With respect to the Alexandra Hall loan, the Bursar reminded the Board that money was used from the reserves to pay off the deficit financing loan. This reduced investments but ensured the load was retired.

Concerning the reconciliation (i.e., how internal financial statements compared to the audited financial statements): the budget included an approved operating cash surplus of \$82,000 and King's ended the year with an operating cash deficit of \$162,000.

**MOTION (MacLennan/Wright): that the Board of Governors hereby approves the University of King's College audited financial statements for the year ending March 31, 2023.**

**Be it further resolved that the Board of Governors hereby approves the withdrawal of \$162,000 from the internally restricted funds to cover the operating cash deficit for the year ending March 31, 2023. CARRIED.**

Board members thanked the Bursar for her work.

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

The Bursar provided the annual accountability report on spending under the Framework for Investing Internally Restricted Funds to Accomplish Strategic Objectives. To date \$1.1 million has been spent of the \$1.85 million approved by the Board. She also included an accountability for spending on Mi'kmaw Cohort Expenditures in the same report. For 2022/2023, and to date, \$2,300 has been spent of the \$600,000 approved by the Board.

Board members inquired as to the timing of the additional Indigenous Support advisor. The Dean of Students advised that this position was not posted yet but will be as soon as possible.

**e) 2023-24 Operating Budget**

**i. Tuition, ancillary and auxiliary fee increases for 2022-23**

The Bursar advised that she is requesting a 3% increase in tuition and fees across the board in light of King's financial situation. Tuition for all international students who entered King's prior to fall 2023 and all international graduate students regardless of year of admission will incur a 10% increase in the international differential fee (from \$16,860 to \$18,546 = \$1,686 increase) with a 3% general tuition increase on regular tuition (amount dependent on the program), for a total increase in international tuition of 7.5% over the prior year, which is consistent with Dalhousie.

For all international undergraduate students entering King's in the fall of 2023, King's is implementing Dalhousie's tuition guarantee model. Tuition for all programs will be \$31,900 per year for the duration of a student's program of study (for up to five years). This is a 25% increase in arts tuition, 24% in journalism tuition, and 20% in science tuition over the prior year which equates to an annual increase of 6.25%, 6.0% and 5.0% respectively for the duration of a 4-year program. The tuition guarantee model was approved by the Board in March.



The College fee, Administration fee and Facility Renewal fee are increasing by 3%. The Athletic fee is decreasing by 4.6%. The FYP course fee will experience a 3% increase. The MFA mentor fee is a 7% proposed increase, reflecting cumulative CPI increases since program inception.

Residence room fees will increase by 3% each year for four years (beginning in 2022-23) except Cochran Bay, which will have a 0% increase until improvements are made. The meal plan fees will increase by 8.59% in conjunction with the food service contract which is impacted by CPI and minimum wage increases.

Regarding Dalhousie fees, the Dalhousie health service fee will increase by 3%. The Dalhousie facility renewal recreation fee will have a 0% increase.

The Bus pass (UPass) fee will increase by 1.5% (based on the contract with Halifax Transit). As well, the Dalhousie Medical Campus Response Team (DMCRT) fee, a new fee for all Halifax campus students will be implemented as follows:

- \$2.50 per term for a full-time student
- \$2.50 for a full-time summer student
- \$2.50 for part-time students in fall, winter, and summer terms

The Bursar also reviewed historical data in comparison with Dalhousie.

Board members requested that in the future, a dollar amount be included in the summary of the fees.

Board members asked whether there was a cap on bursaries. The Registrar advised that there is no cap on bursaries. King's asks students to submit their needs and what their unmet need is. A decision is then made as to what the University can do to assist them. The Registrar expressed that there is a need to build in financial awareness sessions to educate students about available funds.

**MOTION (MacLennan/Wright): that the Board of Governors hereby approves the proposed tuition and student fee increases for 2023-24 as presented. CARRIED, with 3 contrary votes.**

## **ii. 2023-24 operating budget**

The Treasurer spoke about this year being a transition year and that King's has come through a very challenging time with deficit, COVID, etc. There is a need to have a multi-year financial strategy along with the university strategy. 2024/2025 and 2025/2026 are projected to have clear deficits that are not manageable. Decisions will need to be taken. King's is at the start of the MOU negotiations with the Province and no one is expecting anything extra to come from that. This year is the first year in a few years without a prior year surplus to carry over to help balance the budget. Inflationary pressures, absence of surplus carryover, reduced enrolment, unresolved gap - these are each significant.

The Bursar presented the 2023/2024 operating budget.

The Bursar showed at a high level the budget adjustments since the March Board meeting. In March, a \$7,000 operating cash surplus was presented as compared with a break-even position being presented now. All adjustments made are less than \$100,000. The budget for 2022/2023 included an operating cash surplus of \$82,000.

Highlights of the 2023/2024 budget compared with the 2022/2023 budget:

Revenue (\$1.1M higher):

- Tuition & fees - rate increases, enrolment mix, international tuition guarantee model, residence occupancy - \$763,000 higher
- Conference services - \$391,000 higher

Expenses (\$1.1M higher):

- Salaries and benefits - \$784,000 higher
- Other - scholarships, utilities, offsite space rental, conference services, professional fees, no contingency - \$331,000 higher

The Bursar also noted the following:

- Expenditure reductions to be allocated in the forecast - \$195,000 lower (to balance the budget)
- Bicentennial Fund - \$300,000 to offset scholarships budget compared with none in the prior year
- Prior Year Surplus Carryover - \$0, compared with \$437,000 in the prior year

The Bursar noted that the University needs to find \$195,000 in expenditure reductions in the 2023/2024 forecast amid continuing high inflation. Projected deficits are approaching \$1 million in the next two years and \$1.4 million by the third year. Specific interventions and steps must be taken in the coming year to avoid this outcome. There is uncertainty with the provincial MOU as the current MOU expires March 31, 2024. Projections assume a 1% annual increase. There is substantial risk if enrolment does not rebound and FYP falls back to less than 200 students. The Dalhousie financial MOU is still not finalized; however, the Bursar anticipates that 2023/2024 will be the year that it is finalized. Dalhousie is working on calculations for the 2022/2023 year under the old and new formulas to allow for a proper comparison of cost implications for King's. This was last done in 2018/2019. This will provide a frame of reference in terms of cost implications over time. The impact on the internally restricted funds as a result of uninsured Hankey claims is unknown at this time.

Board members discussed various approaches with regard to the financial situation.

**MOTION (MacLennan/Wright): that the Board of Governors hereby approves the University of King's College operating budget for the 2023-24 fiscal year. CARRIED, with three contrary votes.**

The Treasurer thanked the Bursar and her team for the tremendous work they have done over the past year. She also thanked the Registrar and her team for their work.

**f) CUSC-CCREU 2022 Survey Results**

This item of the agenda was omitted due to a lack of time.

**(2023:21) GOVERNANCE, HUMAN RESOURCES AND NOMINATING COMMITTEE (GHRNC) BUSINESS AND CHAIR'S REPORT**

The Secretary, as Chair of the GHRNC, noted that the first resolution was in relation to Board officers. As the Secretary and the Treasurer are the subject of one of the resolutions, they are required to temporarily leave while the resolution was under consideration.

The Secretary and the Treasurer left the meeting.

**MOTION (Ruck/Martin): that Dale MacLennan is reappointed as Treasurer until the next Annual Meeting of the Board and Jennifer Gray is reappointed as Secretary of the Board and of the Executive Committee and is confirmed as Chair of the Governance, Human Resources and Nominating Committee until the next Annual Meeting of the Board. CARRIED.**

The Secretary and Treasurer returned to the meeting.

The Secretary indicated that the next resolution was in relation to the governance requirements for the Annual Meeting: namely, to appoint auditors, to address the annual appointment or reappointment (as applicable) of individual Board members and to confirm those Board committees as required by their respective terms of reference.

**MOTION (Gray/McCann): that:**

- **KPMG LLP are appointed as auditors to the University until the next Annual Meeting of the Board;**
- **Dr. Kathryn Burton is appointed as a member of the Governance, Human Resources and Nominating Committee;**
- **Tom Eisenhauer is renewed as Chair of the Investment Committee; and**
- **Until the next Annual Meeting of the Board, the following Committees are confirmed and as applicable, membership of that committee is hereby confirmed as presented in the meeting package:**
  - **Advancement (Chair and committee);**
  - **Board of Appeal and Discipline (committee);**
  - **Campus Planning (Chair, committee and membership);**
  - **Equity;**
  - **Executive (committee and membership);**
  - **Finance, Audit and Risk (committee and membership);**
  - **Governance, Human Resources and Nominating (committee);**
  - **Honorary Degrees (committee and membership); and**
  - **Investment (committee)**

**CARRIED.**

The Secretary also noted that a request had been made to add the Accessibility Officer to the Campus Planning Committee.

**MOTION (Gray/McCann): that Michelle Mahoney, as Accessibility Officer, be added to the Campus Planning Committee. CARRIED.**

**(2023:22) UPDATES FROM OTHER COMMITTEES**

None were noted.

**(2023:23) PRESIDENT'S REPORT**

This item on the agenda was omitted due to a lack of time.

**(2023:24) VICE-PRESIDENT'S REPORT**

This item of the agenda was omitted due to a lack of time.

**(2023:25) KING'S STUDENTS' UNION (KSU) REPORT**

The KSU President highlighted the work of the KSU planning orientation week for the fall. There is a new Wardroom manager. For 2023 Encaenia, the graduating class voted to provide a refrigerator to the King's Food Insecurity Initiative to combat food insecurity.

The KSU President highlighted the work of the former KSU President on international student advocacy and support. The international student issues go beyond King's and the KSU is committed to finding and advocating for support for these students.

The KSU issued a statement on the Rubin Thomlinson report, acknowledging the role of Wayne Hankey in establishing the KSU, and the KSU is doing further work on the implementation of the report's recommendations. The KSU has met with Administration and wants to continue to work together where appropriate.

Externally, the KSU is active in the broader community and has published a statement about removing FOX News from Canadian broadcasting. Students have participated in a counterprotest in support of an all-ages drag show. Recognizing that it is Halifax Pride month, the KSU is supportive of the University being part of Halifax Pride and wants to encourage future support for the LGBTQ+ communities.

Board members noted that the current KSU President has been doing a great job in challenging circumstances, namely the resignation of the former KSU President.

At 4:05 p.m., Paul Thomson left the meeting.

**(2023:26) UPDATES FROM OTHER OFFICERS**

This item of the agenda was omitted due to a lack of time.

**(2023:27) PERSONNEL RECOMMENDATIONS**

The President presented the list of personnel recommendations. Board members discussed the list.

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

**(2023:28) OTHER BUSINESS**

The Chair thanked Katrina Beach for her service to the University as Treasurer and a member of the Board and Executive Committee. There was no other business.

**(2023:29) *IN CAMERA***

**MOTION (Martin/Gray): that the Board of Governors enter an *in camera* discussion with the Bursar present. CARRIED.**

The meeting moved to an *in camera* discussion at 4:14 p.m. with the Bursar.

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

The meeting moved out of *in camera* at 4:58 p.m.

**MOTION (MacLennan/Burton):**

**WHEREAS** as of January 6, 2021, the University and the President entered into an employment agreement (the “Agreement”) for a 5 year term commencing July 1, 2021 and ending June 30, 2026 (the “Term”) including an academic appointment for the President at the rank of full Professor;

**AND WHEREAS** paragraph 14(a) of the Agreement provides that, commencing as of July 1, 2022, the Board or the Executive Committee shall determine a cost of living increase;

**AND WHEREAS** faculty members at the University receive an Income Maintenance Change (“IMC”), and, where applicable, a comparability adjustment (the “Adjustment”) equivalent to amounts provided to faculty members at Dalhousie University;

**AND WHEREAS** the Board wishes in this resolution to provide an interpretation of paragraph 14(a) of the Agreement that will be effective for the entirety of the Term;

**NOW THEREFORE BE IT RESOLVED THAT**, effective as of July 1, 2021:

**For the purposes of paragraph 14(a) of the Agreement, commencing as of July 1, 2022 and for the remainder of the Term, the President’s salary shall be increased by an amount equal to the IMC and any Adjustment that is awarded to a full Professor at the University.**

**The Chair and the Treasurer (each, an “Authorized Officer”) are each hereby authorized and directed to execute, whether under seal or otherwise and deliver, in the name and on behalf of the Board and Executive Committee and to do all acts and things to execute or cause to be executed documents as may be necessary or desirable in connection with the steps authorized in paragraph 1 above.**

**All acts performed and any documents executed, delivered, filed or registered prior to the date of these resolutions by any Authorized Officer relating to matters dealt with in these resolutions are approved, ratified and confirmed.**

**These resolutions may be executed in several counterparts each of which such counterparts shall constitute one and the same instrument and, notwithstanding the date of execution, shall be deemed to be executed as of the effective date set out herein. These resolutions shall be considered properly delivered if transmitted by electronic transmission, and shall have the same force and effect as an original version.**

The meeting of the Board of Governors was adjourned at 5:08 p.m.

Respectfully submitted,

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Douglas Ruck

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Jennifer Gray