



BOARD OF GOVERNORS - 383

MINUTES

September 25, 2025

4:00 p.m.

PRESENT: William Barker – Board Chair
David B. Smith – NSCAD Interim President
Cheryl Hann
Kelly Denty
Sunil Sarwal
Gary Edwards
John Keating
Marco Chiarot
Kim Healy
Jess Myra
Sylvia Parris-Drummond
Thierry Delva
Rudi Meyer
Katie Puxley
Ziggy Kirch
Clare Birdsall

REGRETS: Colin White
Sarah McInnes
Dayna Sharkey

STAFF: Bruce DeBaie, Chief of Staff
Leanne Dowe, Chief Financial Officer
Kara Holm, Chief Philanthropy Officer
Jennifer Lewis, Director – HR
Dan Harroun, Associate VP - Operations
Kyla Mallet, VP (Academic & Research) and Provost
Andy Murdoch, Director – Strategic Communications
Andrea Hunniford, Senior Project Manager
Katherine Stanley – EA Governance

*The following does not represent a verbatim record of the proceedings of this meeting.
The agenda and supporting documents have been circulated via SharePoint for this meeting.*

1. CALL TO ORDER AND ESTABLISHMENT OF QUORUM

W. Barker, Chair, called the meeting to order at approximately 4:01 p.m. with the establishment of quorum, and extending a welcome to both the incoming interim President, D. B. Smith, and VP (Academic & Research) and Provost, K. Mallett.

2. ACKNOWLEDGEMENTS

2a. D. B. Smith read into the record the Land Acknowledgement, which recognizes the First Peoples on whose traditional territories we live and work.

2b. S. Parris-Drummond read into the record the People's Acknowledgement, which recognizes the loss of the community and heritage of the African Nova Scotia residents of Africville.

3. DECLARATION OF CONFLICT OF INTEREST - None declared.

4. CONSENT AGENDA

The following items were accepted without discussion: Items - 8.1, 8.2, 8.3, 10.1, 10.4, 10.6.

5. ACCEPTANCE OF AGENDA

Accepted without amendment. *S. Pariss-Drummond/S. Sarwal. Carried [BOG-383-47]*

6. ADOPTION OF MEETING MINUTES

6.1 - DRAFT - Minutes - BOG – June 26, 2025

6.2 - E-Vote - Budget – July 3, 2025

Adopted – *K. Puxley/S. Sarwal. Carried [BOG-383-48]*

7. BUSINESS ARISING FROM MINUTES - No business arising.

8. BUSINESS & WORKPLAN ITEMS

8.1 - Officers Certificate – Finance – Accepted on Consent

8.2 - Officer's Certificate – Facilities - Accepted on Consent

8.3 - Officer's Certificate – Administrative Governance and Compliance – Accepted on Consent

8.4 - Board of Governors Workplan

K. Stanley, EA Governance, briefly outlined where there have been administrative updates to the Board of Governor's workplan, with some content shifted within the yearly cycle to reflect the AGM having been moved to June from September, annually. These changes were accepted by the Board and now stand updated for 2025-2026.

8.5 - Q1 Financials

L. Dowe presented the variance table from the full Q1 financial report, circulated ahead of the meeting. The report noted a \$51K shortfall in summer tuition revenue, with overall enrollment remaining flat. A new experiential learning fee has been added to student fees, and CRC grants have been reclassified under research funds. Government grants increased by 2%, while investment returns declined due to lower interest rates. Rental income rose, supported by additional leasing activity at the Fountain Campus. Overall, the financial position remains close to budget. However, facilities costs continue to represent the most significant risk of variances. An enrollment strategy is currently being developed in collaboration with the Provost, alongside a leadership-driven strategic plan to support NSCAD's long-term goals. Discussion followed, with no action points arising.

8.6 - NSCAD Annual report - Update

A. Murdoch presented the NSCAD Annual Report, still in draft. This year the document has been redesigned as a more narrative, magazine-style publication, with a visual emphasis. Included within are interviews, campus highlights, and alumni features. NSCAD graduate Kate Sinclair-Sowerby, who now works with local graphic design firm co. & co., assisted with the overall look of the report. There will be a fully audited financial summary with some donor details added before the final draft is approved, and the document published.

After the presentation, a question was raised about whether there are any measurable outcomes or return on investment (ROI) metrics for the school's annual report, noting the significant effort involved in producing a comprehensive document. In response, it was explained that while most of the feedback is anecdotal, the annual report serves several important purposes. It is distributed to government and donors, posted online as a PDF, and produced in a small print run. Although the return may not directly reflect the amount of work put into it, the report fulfills an essential communication and accountability function. The materials developed for it are also reused across multiple platforms, including social media and the school's website, ensuring broader visibility and impact.

Another member added that while ROI can be difficult to quantify, producing an annual report is standard practice for universities and expected by stakeholders. Beyond serving as a formal record, it functions as a valuable promotional and stewardship tool throughout the year, highlighting the school's achievements and maintaining transparency with donors and the wider community.

9. QUARTERLY REPORTS - Q1

9.1 - President's Report – President's Priorities and Actions Path

D.B. Smith, Interim President, provided background on the development of a new working document to guide institutional priorities. The previous strategic plan was determined to no longer reflected the current environment or provided enough flexibility to address emerging challenges. A new, action-oriented framework was created collaboratively and refined with input from the cabinet team. The President emphasized that this is not a formal strategic plan but a living document that will continue to evolve through consultation across the university community.

A key challenge identified is the institution's financial deficit of \$1.25 million, driven by the loss of facilities grants and a decline in international enrollment. While reserves can temporarily offset the shortfall, they are not a long-term solution.

The document outlines four priorities:

- Increasing enrollment through stronger recruitment, enhanced visibility, and improved scholarships and awards.
- Modernizing teaching and learning spaces by updating equipment and ensuring accessibility.
- Strengthening government relations to rebuild confidence and pursue renewed funding, including reinstatement of a \$700K facilities grant.
- Enhancing philanthropy and donor relations, focusing on major gift prospects and internal cost savings following the cancellation of the KCI consulting contract.

The President concluded by reaffirming a commitment to implementing these priorities and invited questions from the committee.

9.2 – Advancement

M. Chiarot, Chair of the Advancement Committee, delivered a verbal update on activities. There has been a strong discussion about the President's emerging strategic plan, which generated valuable feedback. Several of those suggestions were incorporated into a refined version of the plan, which clearly outlines four core pillars. The committee had also been concentrating on fundraising and donor stewardship, with a major decision made to scale back its capital campaign to a more modest goal. In

relation to this, the advancement and philanthropic functions will undergo restructuring to create unified team. Details are still emerging, but the goal is to strengthen operations and improve effectiveness.

9.3 - Governance and Human Resources

S. Sarwal, G&HR Vice Chair, delivered a verbal update. The Governance and Human Resources Committee currently has a vacant chair position, with the Vice-Chair serving temporarily, until a new Chair is named.

Ongoing priorities for this committee include reviewing existing bylaws, filling committee gaps, improving succession planning, and maintaining oversight and compliance.

A planned subcommittee will rework the board evaluation and professional development reports to turn feedback into actionable improvements and enhance onboarding and collaboration.

New appointments coming to this Board meeting include Colin White, joining the Board, and John Keating, serving as treasurer for 2025–2026.

The Board is to undergo a governance review by a Provincial government-appointed lawyer. The board is currently compliant with existing bylaws but is waiting for six additional appointments from the government, leading to more vacancies than usual, and so there are current difficulties in succession planning for essential Committee and Board officer roles.

9.4 - Financial and Physical Resources

J. Keating, F&PR Chair, delivered a verbal update. Over the summer, several changes occurred, including the port and the consolidation of the campus no longer being a focus. Just before the campus year began, committee members toured the two campuses to gain a better understanding of existing facilities, challenges, and opportunities, with particular attention to deferred maintenance and its financial implications.

A memo included in this Board meeting package outlines a contingency plan for unforeseen financial circumstances, detailing the university's fiscal position, past challenges, and key areas of strategic focus to stabilize the financial situation. The committee has been scrutinizing the details and is closely monitoring unfolding challenges. Provincial funding comes with conditions, including limits on domestic tuition increases and operational requirements. The university must maintain sufficient student housing, currently about 15% of the student population, though market conditions may ease this requirement over time. Existing reserve funds provide a runway until 2028–29, and despite a structural deficit, the lack of debt and the presence of assets provide flexibility compared to other universities.

Strategic priorities include stabilizing finances, increasing enrollment, reimagining facilities, diversifying revenues, enhancing the student experience, and completing an academic program review. The committee is also working on the ongoing review, revision, and renewal of NSCAD's investment policy, last updated in August 2015.

9.5 - Audit and Risk Oversight

C. Hann, Chair of ARO, provided a verbal update. Since June, the focus has been on developing NSCAD's new risk report and risk structure. This updated framework is more robust and flexible than previous versions, enabling the A&RO Committee to focus on emerging and immediate risks rather than following a fixed rotating review. It is also designed to support other committees in prioritizing and managing the risks most relevant to their areas. A detailed session on the new risk structure is scheduled for the October 26th, 2025 Board development meeting, during which participants will be guided through its use by Kieth Old from ERM Focus Services, NSCAD's external risk consultant, further providing an opportunity to gain practical insight into the university's facilities, highlighting real-world risks in a

tangible setting. Overall, these updates are intended to strengthen the university's capacity to understand, monitor, and manage risks effectively.

9.6 – Board Chair – Update

W. Barker noted that the preceding discussions had addressed the key points relevant to this agenda item. He went on to emphasize the importance of Board succession planning and encouraged members to give thoughtful consideration to upcoming vacancies, including the Board Chair role, which will require a new appointee later 2026.

10. RECOMMENDATIONS & BUSINESS FROM COMMITTEES & ASSOCIATIONS

The following motions were either considered and moved by the Board or were carried on Consent.

10.1 - G&HR Recommendation (August, 2024) to reappoint Ray Klein and Dr. John Christie as Research Fellows

Motion - To approve the recommendation of the Governance & Human Resources Committee to reappoint Ray Klein and Dr. John Christie as Research Fellows in recognition of their potential contribution to research and student mentorship at NSCAD University for a period of five years (renewal), with the appointment to be retroactive from July 1, 2024.

Carried on Consent [BOG-383-49]

10.2 - G&HR Recommendation for the appointment of Colin White, for Governor at Large, commencing September 2025, until end September 2028.

Motion: The Board of Governors approves the recommendation of the Governance and Human Resources Committee for the appointment of Colin White as a Governor-at-Large of the Board of Governors for a three-year term, starting September, 2025.

S. Sarwal. Carried [BOG-383-50]

10.3 - G&HR Recommendation for Board changes to the Committee structure, membership, and representation – Treasurer.

Motion: The Board of Governors approves the recommendation of the Governance and Human Resources Committee for the appointment of John Keating as Treasurer for the Board cycle of 2025-2026.

S. Sarwal. Abstention: J. Keating. Carried [BOG-383-51]

10.4 - F&PR Recommendation for general endowment scholarship allocation.

Motion: The Board of Governors approves the recommendation of the Financial and Physical Resources Committee that a general endowment scholarship allocation of \$375,000 be awarded for Fall 2026 and Winter 2027.

Carried on Consent [BOG-383-52]

10.5 - F&PR Recommendation for bursaries to be awarded from the Creative Innovators of Tomorrow Endowment Fund.

Motion: The Board of Governors approves the recommendation of the Financial & Physical Resources Committee that the next round of bursaries be awarded from the Creative Innovators of Tomorrow Endowment Fund for Fall 2026 and Winter 2027. These bursaries pay the full

tuition for five students for four years of continuous study.
J. Keating. Carried [BOG-383-53]

10.6 - F&PR Recommendation for successful proponent of the RFP for custodial services.

Motion: The Board of Governors approves the recommendation of the Financial & Physical Resources Committee that Dexterra Group Inc. be selected as the successful proponent of the RFP for Custodial Services, for a three-year term with an option to renew for an additional three-year term.

Carried on Consent [BOG-383-54]

10.7 - Faculty representative appointments – Renewal notification for R. Meyer and K. Puxley

W. Barker briefly acknowledged the re-appointments by their constituent group of both Rudi Meyer and Katie Puxley for the upcoming 2025-2026 Board cycle.

10.8 – Alumni representative appointments – Renewal notification for T. Delva, and D. Sharkey

W. Barker briefly acknowledged the re-appointments by their constituent group of both Thierry Delva and Dayna Sharkey for the upcoming 2025-2026 Board cycle.

11. IN CAMERA – Session for Board only, excluding President and management.

The meeting moved In Camera at approximately 5:53 p.m., and out of Camera at approximately 6:27 p.m.

In: *K. Puxley. Carried [BOG-383-55]*

Out: *J. Keating. Carried [BOG-383-56]*

12. NEXT MEETINGS

12.1 – BOG Development Meeting – October 26, 2025

12.1 – BOG regular Q2 meeting – December 11, 2025.

13. ADJOURNMENT – 6:30 p.m.

S. Sarwal. Carried [BOG-383-57]

Minutes prepared: K. Stanley, Executive Assistant – Governance