



BOARD OF GOVERNORS - 384
MINUTES
December 11, 2025
4:00 p.m.

PRESENT: William Barker – Board Chair
David B. Smith – NSCAD Interim President
Cheryl Hann
Kelly Denty
Colin White
Sunil Sarwal
John Keating
Kim Healy
Jess Myra
Thierry Delva
Rudi Meyer
Katie Puxley
Ziggy Kirch
Clare Birdsall
Sarak McInnes – as guest

REGRETS: Gary Edwards
Marco Chiarot
Dayna Sharkey
Kara Holm - Chief Philanthropy Officer

STAFF: Bruce DeBaie, Chief of Staff
Leanne Dowe, Chief Financial Officer
Jennifer Lewis, Director – HR
Jacqueline Warwick, Dean - Academic
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 4:03 p.m., noting that quorum was established. The Chair advised the Board that S. McInnes, a GIC appointee, is unable to continue serving until the appointment is renewed by the Provincial government through an Order in Council. The Chair further noted that delays in government processing and communication have resulted in all six GIC appointments currently being vacant, creating challenges related to quorum, the appointment of Officers, and other governance matters.

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. W. Barker 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, and-or adopted, without discussion: Items – 8.1, 8.2, 10.1, 10.2, and 10.3.

5. ACCEPTANCE OF AGENDA

W. Barker requested the following changes: That Items 10.1, 10.2, and 10.3 be added to the consent agenda, and that Item 10. 4 be removed from the agenda altogether. After the changes, the agenda was accepted by motion. *W. Barker/Carried [BOG-384-59]*

6. ADOPTION OF MEETING MINUTES – Both sets of minutes were approved without amendment

6.1 - DRAFT - Minutes - BOG – September 25, 2025

6.2 – Minutes – E- Vote – BOG – October 1, 2025

W. Barker/Carried [BOG-384-60]

7. BUSINESS ARISING

7.1 – Advisory Committee on Labour Relations (ACLR).

W. Barker briefly introduced the item, noting that it arose from the previously mandated ACLR, which is responsible for reviewing and approving negotiation parameters. The Chair emphasized that all proceedings remain confidential; however, this item and the associated motion authorize NSCAD to proceed with negotiations with CUPE. Any final agreement will be brought back to the Board for review and approval. The Chair then called for the following motion to be read and considered:

Motion: The NSCAD Advisory Committee on Labour Relations (ACLR) approves and recommends to the NSCAD Board of Governors the all-in financial mandate for CUPE as approved by the ACLR on December 8, 2025.

J. Keating/2ndS Sarwal. Carried [BOG-384-61]

8. BUSINESS & WORKPLAN ITEMS - Any item can be taken In Camera if required – Motions required

8.1 - Officers Certificate – Finance – Accepted on Consent

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

8.4 – Q2 Financials.

L. Dowe presented the Q2 financial results to the Board, highlighting key points from the detailed report that had been circulated in advance of the meeting.

Enrollment for the quarter showed a slight increase in domestic students, while international enrollment declined significantly. As a result, total full-time Fall enrollment decreased from 686 to 578. Contributing factors include visa processing delays, housing shortages, reduced international mobility, and broader sector-wide enrollment declines across Canada.

On the revenue side, and in addition to the enrollment-related factors noted above, L. Dowe reported that a year-end shortfall is anticipated. Investment income is lower than projected due to reduced interest rates, along with the use of operating reserves.

Expenses are trending higher than budgeted, driven in part by collective agreement increases and higher facilities-related costs, including deferred maintenance and renovations. These increases have been partially offset by savings resulting from staff vacancies and related staffing costs.

NSCAD continues to monitor potential risks associated with aging infrastructure, including heating and air conditioning systems, boilers, and roofing. Limited contingency funding has been set aside to address potential facilities failures.

Overall, the projected year-end financial position reflects the continuation of a structural deficit, consistent with the budgeted amount of \$1.2 million.

Discussion focused on enrollment trends, challenges affecting international students, and constraints related to facilities capacity and deferred maintenance. W. Barker and the Board thanked L. Dowe for continued monitoring, efforts to maintain status quo in uncertain times, and timely reporting.

9. QUARTERLY REPORTS - Q2 Verbal Updates

9.1 - President's Report

Focusing on the President's Priorities and Action Path (PPAP) document, D.B. Smith provided a verbal update to the Board, structured around the four identified priorities.

Under **Enrollment Management**, D.B. Smith reported that Strategic Enrollment Management (SEM) practices are now underway. A recent three-day working visit by Jody Gordon of the American Association of Collegiate Registrars and Admissions Officers (AACRAO) Consulting has been completed. Following this consultation, NSCAD has established a steering committee to oversee the SEM process.

Regarding **Government Relations**, D.B. Smith noted that the bi-lateral agreement program review is ongoing, with some realignment of resources within Academic Affairs to support this work. A. Hunniford, Senior Project Manager, is coordinating the various components of this initiative. In addition, efforts to secure new operational funding are underway. A comprehensive request has been submitted to the Province for the reinstatement of a former facilities grant. Initial meetings with the Minister and Deputy Minister have been positive, and approval is pending.

Under the **Philanthropy and Donor Relations** priority, D.B. Smith reported that the Office of Advancement and Campaign Office have been restructured into a single Office of Philanthropy. The contract with KCI Consulting has been eliminated, resulting in savings that are being reinvested strategically in donor relations and in support of the SEM initiative. Notable gifts have been received, and fundraising progress has been observed between April and September.

With respect to **Student Success**, funding has been allocated toward upgrades and the purchase of equipment, including laser cutters, 3D printers, and similar resources, contributing to positive outcomes for students.

D.B. Smith concluded by acknowledging the strong and ongoing support of NSCAD's Cabinet, Senior Leadership Team, and staff, all working collaboratively to advance the identified priorities and deliver actionable outcomes.

9.2 – Advancement

J. Myra stood in for the Chair of the Advancement Committee and delivered a verbal report on Q2 activities. The Committee reviewed proposed updates to the giving, honorary degree, and gift-in-kind policies. These were approved in principle, with amended policy documents to return to the Committee for formal approval in Q3.

Fundraising results were consistent with the previous quarter and are expected to show a positive trend in Q3 and Q4. J. Myra reiterated that the holiday giving campaign included emails sent to all Board members, and that the Committee is seeking 100% Board participation in giving this year. Achieving this goal would signal full Board support to donors.

There are encouraging communications underway with several high-profile prospects, along with three additional prospects in the pipeline. More concrete information will be provided at the next meeting. Upcoming events and initiatives include the Graduation event on May 12 at the Lighthouse Arts Centre and an alumni event planned for New York in January.

9.3 - Governance and Human Resources

S. Sarwal, Vice Chair of the Governance and Human Resources Committee (GHR), delivered a verbal report. During the last quarter, the Committee reviewed the final draft of the governance portion of NSCAD's new risk framework and identified the appropriate position on the risk heat map. Succession planning and the risk of loss of expertise in key university positions remain areas of focus, as does succession planning for Board leadership positions.

Specific challenges noted included six current Board vacancies resulting from delays in provincial appointments, as well as related quorum issues. Human Resources reported to the Committee on compensation and sector trends.

A Board skills survey had been previously circulated and was reviewed by the Committee, with the intention of using the data as part of the 2026 Board evaluation exercise.

Finally, the Committee finalized its recommendation for the appointment of its Chair and brought forward the recommendation to appoint K. Healy later in the meeting.

9.4 - Financial and Physical Resources

J. Keating, Chair of the Financial and Human Resources Committee, delivered a verbal report. Close monitoring of the budget is ongoing. Facilities continue to represent a significant and increasing financial risk to NSCAD due to aging infrastructure, and the Committee will continue to monitor this closely. NSCAD's Investment Policy, which has been under review, now includes pending amendments and will be brought forward to the Committee for approval and recommendation to the Board. J. Keating acknowledged new Board member C. White for providing expert support to this initiative.

With respect to facilities, it was further reported that an updated evaluation of NSCAD's assets is currently underway, and the Committee has been informed of this work.

9.5 - Audit and Risk Oversight

The Committee met during the previous week and achieved quorum. This meeting marked the first use of the new risk management tool. Committee members conducted a detailed review of the risk report, which reflected recent interviews with risk owners and provided improved visibility through summary heat maps and clearer articulation of mitigation strategies.

A newly identified governance risk related to Board composition and delayed government appointments was rated as high, reflecting major impact and medium likelihood.

Several risk trend changes were noted. The EDIA risk increased from moderate to high due to a higher impact rating, though its likelihood trend is decreasing as mitigation initiatives are implemented.

Student recruitment and safety and security risks were noted as having increasing likelihood trends.

Staff recruitment and retention showed a decreasing likelihood trend. Financial sustainability was noted as having an increasing impact trend but remains within the major risk category.

The Committee also received a report on management information systems, with no significant issues identified.

Board members noted the improved quality of the risk analysis.

9.6 – Board Chair – Update

W. Barker delivered a verbal report, starting with an update about the presidential search activities. While all Board members will participate in the final discussion and decision, the Search Committee has now shortlisted three candidates. All three candidates are considered strong and possess many of the skills required for the role.

The shortlisted candidates will visit campus on three consecutive Mondays in January, 2026. Each visit will be a full-day program, including meetings with the Search Committee, senior leadership, and the Board Chair, as well as opportunities to engage with the campus community. Each candidate will deliver a public presentation. Efforts are underway to livestream these presentations to allow broader community access. Candidate names will be shared publicly once schedules are finalized. The Chair noted that the candidates bring different strengths and backgrounds, and the upcoming visits will assist in assessing overall fit and readiness for the role.

A discussion followed regarding ongoing Board recruitment challenges. Current Board members were encouraged to identify and suggest potential candidates, with particular need for individuals with expertise in law, finance, and facilities.

W. Barker concluded by proposing the exploration of setting a Presidential Advisory Committee. Under the leadership of the Board Chair, this non-voting advisory body could enable outgoing Board members to continue supporting NSCAD and to provide institutional knowledge and long-term expertise to the incoming President.

10. RECOMMENDATIONS & BUSINESS FROM COMMITTEES & ASSOCIATIONS

10.1 – GHR - Academic Appointments - Second Term Faculty Appointments

Motion: In accordance with article 16.07 (E) (iv) of the collective agreement the Board of Governors approves the recommendation of the Governance and Human Resources Committee and approves the conferring of Second Appointment status to the following faculty members: Leesa Hamilton, Nora Rinehart, Huschang Pourian, Anton Lee, Vajdon Sohaili, and Jordan Bennett. The committee congratulates the faculty members for their successful reviews.
Carried on Consent [BOG-384-62]

10.2 – GHR - Academic Appointment – Regular Part-Time (RPT) Faculty Appointment - Paul Kajander

Motion: In accordance with Article 37.05 of the Collective Agreement, the Governance & Human Resources recommends that the Board of Governors grant a Regular Part-Time Faculty Appointment to Paul Kajander, effective May1, 2026.
Carried on Consent [BOG-384-63]

10.3 – GHR - Academic Appointment – Regular Part-Time (RPT) Faculty Appointment - Adam Gunn

Motion: In accordance with Article 37.05 of the Collective Agreement, the Governance & Human Resources recommends that the Board of Governors grant a Regular Part-Time Faculty



Appointment to Adam Gunn, effective May 1, 2026.
Carried on Consent [BOG-384-64]

10.4 – Board Appointment – Vice Chair – This item was struck from the agenda.

10.5 – Board Appointment – G&HR Chair – Kim Healy

W. Barker addressed the Board regarding the proposed appointment of Kim Healy as Chair of the Governance and Human Resources Committee. The Board then proceeded to a motion.

Motion: That the Board of Governors adopts the recommendation of the Governance and Human Resources Committee for the appointment of Kim Healy to the position of Chair of that committee (GHR) for the remainder of the 2025/2026 Board cycle.
S. Sarwal/2nd W. Barker/Carried [BOG-384-65]

11. IN CAMERA – Board only, without Administration and President.

The Board of Governors moved in camera at approximately 5:43 p.m., and out of camera at approximately 6:10 p.m.

In: S. Sarwal/Carried [BOG-384-66]

Out: S. Sarwal/Carried [BOG-384-67]

12. NEXT MEETING: March 26, 2026

13. ADJOURNMENT – 6:11 p.m.

S. Sarwal/Carried [BOG-384-68]

Minutes prepared: K. Stanley, EA – Governance