BOARD OF GOVERNORS - 385
MINUTES
March 19, 2026
4:00 p.m.

PRESENT:	William Barker – Board Chair David B. Smith – NSCAD Interim President Cheryl Hann Kelly Denty Colin White Sunil Sarwal Dayna Sharkey Kim Healy Jess Myra Thierry Delva Rudi Meyer Ziggy Kirch Clare Birdsall Sarah McInnes Gary Edwards Marco Chiarot Natalie Webb Rob Levings
REGRETS:	Katie Puxley
STAFF:	Bruce DeBaie, Chief of Staff Leanne Dowe, Chief Financial Officer Dan Harroun, Associate VP - Operations Kyla Mallet, VP (Academic & Research) and Provost Andy Murdoch, Director – Strategic Communications Kara Holm - Chief Philanthropy Officer Jackie Duguay – 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.

INTRODUCTIONS AND WELCOME

- Natalie Webb, newly appointed GIC Board member
- Rob Levings, newly appointed GIC Board member.
- Shari Bernard-Ostrom, newly appointed GIC Board member.
- Jackie Duguay, Executive Assistant, Governance.

1. CALL TO ORDER AND ESTABLISHMENT OF QUORUM

W. Barker, Chair, called the meeting to order at approximately 4:08 p.m., with the establishment of quorum.

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. K. Healy 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, 8.3 and 10.1.

5. ACCEPTANCE OF AGENDA – Accepted without amendment.

6. ADOPTION OF MEETING MINUTES

6.1 - DRAFT - Minutes - BOG – December 11, 2025 – Adopted without amendment.

7. BUSINESS ARISING - None

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

8.3 - Officer's Certificate – Compliance - Accepted on Consent

8.4 – Q3 Financials.

L. Dowe presented the Q3 financial report.

Highlights included:

- Summer enrolment met budget with slightly higher than budgeted domestic enrolment and lower than anticipated international enrolment.
- International enrolment declined in the fall and winter semesters.
- Part of tuition variance is due to timing difference in tuition billing.
- Rental revenues are as expected with increased interest in commercial and retail rentals at the Fountain Campus and Academy Campus.
- Investment income is projected to be below budget due to lower interest rates.
- Positive variances were reported in donations and ancillary operations.

NSCAD UNIVERSITY

- Facilities continue to experience cost pressures driven by deferred maintenance and operational requirements.

Discussion included:
- Clarification that lower investment income reflects declining reserve balances and interest rates rather than investment performance.
- The importance of Strategic Enrolment Management initiatives and recruitment efforts to improve long-term financial sustainability.
- Recognition that addressing the structural deficit will require increased revenues in addition to operational efficiencies.
- The challenges associated with replacing lost international student revenue.
- The President's Priorities and Action Plan, including enrolment growth and philanthropy, was identified as the primary strategy for addressing the university's financial position.
- Appreciation was expressed for the clarity and transparency of the financial presentation.

8.5 – Budget for 2026/27 year

Highlights included:
- L. Dowe discussed the use of operating reserves since 2022. Required HVAC replacement at Port Campus in 2022 was a significant cost.
- W. Barker provided additional context regarding the university's operating reserves.

Discussion included:
- The projected timeline for depletion of operating reserves and the financial risks associated with continued deficits.
- The broader financial pressures affecting post-secondary institutions across Nova Scotia and beyond.
- The importance of maintaining revenue-generating initiatives and strategic enrolment efforts to improve long-term sustainability.
- Clarification that the Fountain donation is restricted to facilities-related purposes.

Motion: To accept the recommendation of the Financial & Physical Resources Committee and authorize the following interim budget arrangements for the period April 1, 2026 through June 25, 2026, or until such time as the Board of Governors approves the 2026-2027 budget:

a) The payment of salaries and benefits for continuing employees at current rates (including normal adjustments);

b) The payment of salaries and benefits for such reappointments or new appointments as may be approved by the appropriate Vice-President and President for the purpose of maintaining essential operations;

c) The provision of other payments, such as professional development allowance, as required by current collective agreements;

d) The commitment of other non-salary expenditures as required to maintain existing operations, up to a normal ceiling of 90 per cent of the approved 2025-26 monthly non-salary budget for the unit concerned (where exceptional circumstances require, approval to make commitments to excess of this 90 per cent may be granted by the CFO);

e) Capital projects may only be commenced where a full source of funding for the project has been identified, and the project has been approved by the CFO and President following approval by the Board of Governors;

f) Any other significant long-term commitment of the university resources requires the prior

approval of the Financial & Physical Resources Committee and the Board of Governors.
Moved - R. Meyer; Seconded – T. Delva/Carried [BOG-385-69]

8.6 – Call for nominations for upcoming Governor at Large vacancies
W. Barker provided an update on upcoming Board vacancies and recruitment planning.

Highlights included:
- Several Board vacancies are anticipated in the coming year, including outstanding Governor in Council appointments.
- Careful planning will be required to balance new appointments with the potential return of experienced Board members following mandatory term limits.
- The Governance Committee will develop and refine a list of desired skills and expertise to guide future recruitment efforts.

Discussion included:
- The importance of recruiting candidates with expertise in areas such as finance, law, and academia.
- The potential creation of a Presidential Advisory Committee to retain institutional knowledge and maintain engagement with former Board members following the completion of their Board terms.
- Clarification that any advisory role would not include voting rights or formal Board membership.

8.7 - AGM Planning Items
The Board discussed planning considerations for the upcoming Annual General Meeting (AGM), including governance requirements and standard annual business.

Highlights included:
- The AGM agenda will include Board and committee appointments, annual committee reports, and other routine governance matters.
- Committee reports presented throughout the year will form the basis of the annual reporting package.
- It is anticipated that the appointment of new external auditors will facilitate timely completion of the financial statements for the AGM.

Discussion included:
- The standard business and governance requirements to be addressed at the AGM, including nominations and committee appointments.
- The Board's decision to align the AGM schedule more closely with the academic year while remaining compliant with bylaw requirements.
- The AGM's role in bringing together annual reporting and summarizing the Board's work over the preceding year.

9. QUARTERLY REPORTS – Q3 – Verbal Updates
9.1 - President's Report
D.B. Smith advised that, based on legal counsel, an update regarding the CUPE labour matter would be circulated to the Board in writing later that evening. He then presented his report through the framework of the President's Priorities and Action Plan (PPAP).

Highlights included:
- Continued progress on the Strategic Enrolment Management initiative, including development of an institutional enrolment plan and enhanced recruitment activities.

- Undergraduate applications increased by 14%, while graduate applications, particularly for the MFA program, remain strong.
- New donor-funded educational technologies and equipment, including fabrication tools and computer workstations, will enhance teaching and learning spaces.
- Progress on program review activities and ongoing work to meet provincial bilateral agreement reporting requirements.
- The Province declined NSCAD's request for bridge funding; however, management will continue advocacy efforts and use the analysis to support future funding requests.
- The Province notified NSCAD of a potential funding holdback related to student residence occupancy targets. Management is working with the Department of Advanced Education to address the issue, noting that NSCAD does not operate student residences
- A previously committed facilities funding allocation was withdrawn, while other provincial funding holdbacks were released.
- Advancement restructuring has strengthened fundraising performance.
- The Board and senior leadership achieved 100% participation in annual giving for the first time in the university's history.
- Philanthropic opportunities continue to be pursued.

9.2 – Advancement
M. Chiarot provided an update on Advancement activities, noting D.B. Smith touched on some of them.

Highlights included:
- The restructuring of the Advancement portfolio has resulted in improved focus and reporting.
- The achievement of 100% participation in annual giving by both the Board and senior leadership was recognized and appreciation noted.
- Members were encouraged to attend upcoming campus events, including Student Art Awards, student film screenings, Fashion Showcase, and the inaugural Design Week, to celebrate and support the NSCAD community.

9.3 – Governance and Human Resources
K. Healy provided an update on the work of the Governance & Human Resources Committee, highlighting current governance priorities.

Highlights included:
- The Committee continues to oversee matters related to compensation, salary adjustments, and labour relations.
- A dedicated working group is being established to advance succession planning and support continuity and institutional knowledge.
- The working group will also consider Board composition, committee structure, skills assessment, onboarding materials, and the potential establishment of an advisory committee.
- Efforts are underway to finalize a Governor onboarding guide and complete the Board skills matrix.

Discussion included:
- The need for a future review and modernization of the Board bylaws to reflect evolving governance practices and organizational roles.

9.4 – Financial and Physical Resources
W. Barker provided an update on the work of the Financial & Physical Resources Committee.

Highlights included:
- Discussion of financial matters was substantially reflected in the Q3 financial presentation earlier in the meeting.
- Updated assessments of the university's buildings were received, including the Granville and Academy campuses.
- Long-term facilities condition reports and future capital requirements were reviewed to better understand anticipated maintenance and replacement needs.
- Aging infrastructure and deferred maintenance continue to place pressure on the university's financial resources.
- The loss of provincial facilities funding is expected to further increase challenges associated with maintaining the university's physical assets.

9.5 - Audit and Risk Oversight
C. Hann provided an update on the work of the Audit & Risk Oversight Committee.

Highlights included:
- The Committee has implemented a new risk management reporting template that provides enhanced qualitative information and supports more meaningful discussions on active risks and mitigation strategies.
- Financial sustainability continues to be identified as the university's highest risk, with some contributing factors outside the university's control.
- Cost-control measures have been implemented over several years, with limited opportunities for further reductions.
- The Committee reviewed the Q3 financial statements and Terms of Reference, with no changes recommended.
- The Committee met with the university's new external auditors, BDO, who have developed a plan to support timely completion of the annual audit process ahead of the AGM.

Discussion included:
- The value of sharing the risk management report more broadly with the Board to improve awareness of key risks and mitigation activities.
- The potential inclusion of the risk report as a recurring item in future Board meeting packages.

Outcome:
To discuss at the next Board meeting:
- Present the risk management reporting template.
- Consider including the risk management report in the Board package each quarter as part of the consent agenda for Governors' review.

9.6 – Board Chair – Update
W. Barker provided an update on Board priorities and upcoming governance initiatives.

Highlights included:
- An update on the presidential search process will be provided during the in camera session.
- The Board is considering holding an in-person meeting to discuss its role in future strategic planning and governance priorities.
- Potential topics for the session include long-term strategic planning, Board responsibilities, and a review

of the university's bylaws.

- Planning for the session is expected to occur in collaboration with senior leadership and the Governance & Human Resources Committee.

10. RECOMMENDATIONS & BUSINESS FROM COMMITTEES & ASSOCIATIONS

10.1 – GHR - Academic Promotions - Greg Sims

Motion: To accept the recommendation of the Governance and Human Resources Committee and, in accordance with FUNSCAD's agreement with the attached waiver to Article 15.03 (A) (iii) of the Collective Agreement, approve promotion for **Greg Sims** to the rank of Associate Professor, effective July 1, 2026.
Carried on Consent [BOG-385-70]

10.2 – ADV – Revised Fundraising and Giving Policy Documents

K. Holm presented proposed amendments to several fundraising and giving policies following a policy review undertaken as part of campaign planning activities.

Highlights included:

- Revisions to the Honorary Degree Committee Policy clarify eligibility to submit nominations, limiting nominations to members of the NSCAD community.
- Policy 7.1 and Policy 7.9 revisions were informed by previous work completed with KCI (philanthropy consultants). They have been streamlined and aligned with industry standards.

Discussion included:

- It was noted that a separate Gift-in-Kind Policy governs the acceptance of non-monetary donations and may be updated at a future meeting.
- The importance of ensuring honorary degree recipients reflect the breadth of disciplines represented at NSCAD, including design.

The following motions were passed:

i) **Motion:** To accept the recommendation of the Advancement Committee and approve the amendments outlined in Policy 7.1 – Gift Acceptance Policy of the Nova Scotia College of Art and Design, as presented by the Chief Philanthropy Officer.
Moved – M. Chiarot/Carried [BOG-385-71]

ii) **Motion:** To accept the recommendation of the Advancement Committee and approve the amendments outlined in Policy 7.9 – Gift Acknowledgement, Donor Recognition and Stewardship Policy of the Nova Scotia College of Art and Design, as presented by the Chief Philanthropy Officer.
Moved – M. Chiarot/Carried [BOG-385-72]

iii) **Motion:** To accept the recommendation of the Advancement Committee and approve the amendments outlined in Policy 7.10 – Honorary Degree Committee Policy of the Nova Scotia College of Art and Design, as presented by the Chief Philanthropy Officer.
Moved – M. Chiarot/Carried [BOG-385-73]

11. ADDED ITEMS

W. Barker shared that the Board received a motion from the NSCAD Students' Union President requesting that the university adopt a divestment policy and revise its investment practices.

Discussion included:

- The Chair advised that the motion would be referred to the Financial & Physical Resources Committee for review, consistent with the Board's practice of considering substantive motions at the committee level before bringing recommendations to the Board.
- The Financial & Physical Resources Committee is already undertaking a review of the university's investment policy, including consideration of responsible investment practices.
- The Students' Union President provided context for the motion, emphasizing transparency, ethical investing, and alignment with the university's commitments to decolonization and social responsibility.
- The complexity of implementing divestment policies and the challenges associated with investment management and fund structures.

12. IN CAMERA – Board only, without Administration and President.
The Board of Governors moved in camera at approximately 5:45 p.m., and out of camera at approximately 6:25 p.m.
In: B. Barker/Carried [BOG-385-74]
Out: S. Sarwal/Carried [BOG-385-75]

13. NEXT MEETING: June 25, 2026

14. ADJOURNMENT – 6:25 p.m.
S. Sarwal/Carried [BOG-385-76]

Minutes prepared: J. Duguay, EA – Governance