

**BOARD OF GOVERNORS - 388**

**MINUTES**

**June 25, 2026**

**4:00 p.m.**

**PRESENT:** William Barker – Board Chair  
David B. Smith – NSCAD Interim President  
Cheryl Hann  
Colin White  
Kim Healy  
John Keating  
Thierry Delva  
Rudi Meyer  
Aaron Abogado  
Clare Birdsall  
Sarah McInnes  
Gary Edwards  
Natalie Webb  
Rob Levings  
Shari Burnard Ostrom

**REGRETS:** Katie Puxley  
Marco Chiarot  
Kelly Denty  
Dayna Sharkey  
Jess Myra

**STAFF:** Bruce DeBaie, Chief of Staff  
Leanne Dowe, Chief Financial Officer  
Dan Harroun, Associate VP - Operations  
Kyla Mallet, VP (Academic & Research) and Provost  
Erin MacDonald, Strategic Communications  
Kim Morgan, Interim Dean  
Kara Holm, Chief Philanthropy Officer  
Andrea Hunniford, Senior Project Manager  
Tim MacInnes, Director, Computer Services  
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.*

## **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.

## **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, 8.3 and 10.3.

## **5. ACCEPTANCE OF AGENDA**

Accepted with the understanding that Motion 10.4 will be divided for consideration.

## **6. ADOPTION OF MEETING MINUTES**

**6.1 - DRAFT - Minutes - BOG – March 19, 2026** – Adopted without amendment.

**6.2 DRAFT - Minutes - BOG – May 21, 2026** – Adopted without amendment.

**6.3 DRAFT - Minutes - BOG – May 27, 2026** – Adopted without amendment.

## **7. BUSINESS ARISING**

### **7.1 Risk Management Report to be Included Under Future Consent Agenda Items**

C. Hann reported on the revised risk management report.

Highlights included:

- The report was developed with management and external consultants and has been in use by the Audit & Risk Oversight Committee for the past year and has proven to be an effective reporting tool.
- Going forward, the quarterly risk management report will be included in Board packages as part of the Consent Agenda, with significant risks or emerging issues brought forward separately for Board discussion as needed.

Discussion included:

- The report provides a comprehensive overview of institutional risks, including mitigation strategies and management actions.
- Members noted that the report documents the mitigation strategies and management actions associated with each identified risk, recognizing that higher-risk ratings are common in institutional risk reporting.

## **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 – Q4 Financials**

L. Dowe presented the Q4 financial report.

Highlights included:

- Domestic enrolment increased while international enrolment declined.
- International enrolment has declined approximately 57% since 2019-2020.
- Overall revenues increased, driven by student fees, rental income, ancillary revenues and continued growth in Extended Studies. However, these increases were insufficient to offset the decline in international tuition revenue.
- Tuition revenue remained below budget due to lower international enrolment.
- Increase in Academic compensation per Collective Agreement.
- Facilities continue to experience cost pressures driven by deferred maintenance and operational requirements.
- Costs to move Advancement office.

Discussion included:

- 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 – NSCAD Audit Results report, year ended March 31, 2026**

L. Dowe presented the Q4 financial report.

Highlights included:

- The audit had been completed and the report was presented at the Audit and Risk Oversight Committee.
- The University received a clean audit report, with no adjusted or unadjusted audit differences and no significant deficiencies in internal controls.
- The auditors also issued an independence letter and a management letter containing recommendations to further strengthen internal controls.

#### **8.6 – Budget for 2026/27 year**

L. Dowe presented the proposed 2026-2027 budget.

Highlights included:

- A 5% increase in domestic enrolment, flat international enrolment, and reflects increased salary costs resulting from collective agreement obligations.
- Discretionary spending has been reduced where possible while minimizing impacts on student experience.

Discussion included:

- Long-term financial sustainability and the need to develop a sustainable operating model before operating reserves are depleted.
- The Board emphasized the importance of engaging faculty and staff in identifying solutions, including

opportunities to optimize programming, improve enrolment, and explore new revenue sources.

- Plans are underway to engage the university community through town halls and smaller consultation sessions to identify sustainable solutions.

## **8.7 – Audited Financial Statements, for discussion and approval**

L. Dowe presented the audited financial statements.

Highlights included:

- The endowment and scholarship fund reported a net surplus.
- The capital fund reported a deficit.
- The balance of research and special purpose funds are deferred, where appropriate, to offset future expenses.

## **8.8 – Appointment of Auditors for 2026/2027**

A motion will be presented later in the meeting.

## **9. QUARTERLY REPORTS – Q4 – Verbal Updates**

### **9.1 - President's Report**

D.B. Smith presented his report through the framework of the President's Priorities and Action Plan (PPAP) noting that the University continues to make steady progress across each of the four strategic priorities.

Highlights included:

Priority 1 - Enrolment

- The Strategic Enrolment Management (SEM) process continues to advance through a steering committee and working groups focused on admissions, data, scheduling, student advising, and the overall student experience.
- The SEM plan is nearing completion and is expected to launch in advance of the fall recruitment cycle.
- Undergraduate commitments are up 18% compared to the same time last year, with a 66.4% acceptance-to-deposit conversion rate.
- While final enrolment numbers will not be known until September, the current trend is viewed as positive and encouraging.

Student Experience and Success

- Hiring of a new Career and Experiential Learning (CEL) Coordinator.
- Continued expansion of accessibility, wellness, equity, diversity and inclusion initiatives
- Growth in student internship and exhibition opportunities through the Anna Leonowens Gallery systems.

Program Innovation.

- Proposed revisions to the Master of Arts in Art Education (MAAE), including a new practice-based MAAE stream, and BFA Art History programs have been submitted to MPHEC for review.
- Development is underway for a fully online Visual Arts Certificate for Teachers, expanding recruitment opportunities beyond Nova Scotia and creating potential future licensing opportunities across Canada.

Research

- A new faculty-led research leadership model was piloted in Winter 2026.
- Dr. April Mandrona was appointed Interim Senior Research Advisor.
- Work continues to strengthen research capacity and refine the organizational structure supporting research activities.

- The VP Academic Affairs & Research Office continues to collaborate with the research team to refine a new structure that is faculty-led and focused.

#### Priority 2 - Student Success

- New educational technology investments include a CNC laser cutter, CNC router, and a Prusa 3D printer to enhance student learning.
- Equipment purchases were made possible through support from the Harrison McCain Foundation.
- These investments expand learning opportunities while supporting strategic fundraising priorities tied to academic infrastructure.

#### Priority 3 - Government Relations

- The Academic Program Review (APR) draft was submitted to the Province and work continues to ensure accountability and alignment with provincial reporting requirements.
- University leadership continues to advocate that NSCAD's academic programs cannot be assessed using the same model as larger institutions due to the small class sizes inherent to art and design education.
- Discussions with the Department of Advanced Education have made positive progress toward resolving the student housing funding holdback by recognizing that NSCAD should not be penalized for residence spaces it does not own.
- Meetings with the Deputy Minister and Minister of Advanced Education focused on restoring operational funding, addressing the University's structural deficit, and reinforcing the importance of sustained provincial investment.
- While NSCAD will continue pursuing internal efficiencies and revenue opportunities, the University's long-term sustainability depends on a partnership with government and continued public investment in maintaining an independent art and design university.

#### Priority 4 – Philanthropy

- Fundraising efforts have shifted from the capital campaign toward high-impact institutional priorities, with early signs of success.
- The newly established Head, Heart and Hand Fund is generating positive momentum through grassroots alumni giving.
- Progress continues with major philanthropic prospects. Discussions have focused on providing assurance regarding the University's long-term financial sustainability, and leadership remains cautiously optimistic about upcoming funding decisions

#### Discussion included:

- The importance of achieving a sustainable financial position to strengthen donor confidence and support future fundraising initiatives.
- A question was raised regarding the proposed online Visual Arts Certificate for Teachers, including the investment required, its competitiveness within the online education market, and how NSCAD would differentiate itself from similar offerings.
- The program is uniquely positioned through its accredited credential for practicing artists who teach and noted that most development work will focus on converting existing studio-based courses for online delivery.
- While detailed costing is still being developed, it was indicated that the program's distinctive focus and potential licensing opportunities provide opportunities for future growth.

## **9.2 – Advancement**

K. Holme provided an update on Advancement activities.

Highlights included:

- Advancement underwent significant realignment over the past year.
- Efforts focused on stewarding donor relationships, communicating the change in institutional direction, and restructuring team responsibilities to align with revised fundraising priorities.
- The revised fundraising approach is producing positive results, with foundations inviting NSCAD to submit major funding proposals.
- Optimism that these early outcomes reflect growing donor confidence and the effectiveness of the University's renewed fundraising strategy.

## **9.3 – Governance and Human Resources**

K. Healy provided an update on the work of the Governance & Human Resources Committee.

Highlights included:

- Maintaining effective Board governance amid Board and committee membership changes.
- Recent appointments strengthened Board governance, including new Governors-in-Council, a Governor-at-Large, a Vice-Chair, and a Treasurer. Recruitment efforts continue for the remaining Governor-in-Council vacancies.
- The working group continues to advance governance priorities, including the Board skills matrix, committee composition, the Board evaluation process, and the development of a formal onboarding program.
- A Board orientation session was held during the reporting period.
- Significant progress was made in reviewing the Code of Conduct and Code of Ethics Policy, with proposed revisions to strengthen governance and clarify conflict of interest provisions.
- A comprehensive review of the Board evaluation process has been identified as a priority for the coming year.

## **9.4 – Financial and Physical Resources**

J. Keating provided an update on the work of the Financial & Physical Resources Committee.

Highlights included:

- The Committee conducted a facilities tour to gain a better understanding of the condition of the University's buildings, associated challenges, and future opportunities.
- A review of the Investment Policy was completed resulting in a revised policy being recommended for Board approval.
- The Committee also recommended initiating an RFP for investment management services due to not having done so in a few years.
- Financial sustainability remains a key focus, with administration directed to develop a long-term sustainability plan for presentation to the Committee in Spring 2027.
- Assessments of the University's real estate assets and development potential were undertaken to support future facilities planning and strategic decision-making.
- Initial discussions began regarding long-term campus planning following the decision not to proceed with campus consolidation.

## 9.5 - Audit and Risk Oversight

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

Highlights included:

- The Committee completed its first year using the University's enhanced risk management framework.
- The new framework provides improved oversight through a visual risk dashboard, regular review of all institutional risks, and ongoing monitoring of mitigation strategies. The new framework has strengthened risk reporting and oversight throughout the year.
- The Committee completed a competitive procurement process for external audit services and appointed a new audit firm.
- The transition resulted in reduced audit costs and a more efficient audit process, with audit work completed on schedule.

## 9.6 – Board Chair – Update

W. Barker provided an update on Board activities.

Highlights included:

- The Board renewed the Interim President's contract through June 30, 2027, to provide leadership continuity while the presidential transition process continues.
- Long-term financial sustainability remains a key priority for the Board.
- The Chair proposed a comprehensive review of the University's bylaws to ensure alignment with the requirements of Bill 12 and to identify recommendations for future amendments.
- Ongoing advocacy with government regarding outstanding Governors-in-Council appointments.

**Motion:** To extend meeting by twenty minutes.

*Moved – W. Barker [BOG-388-83]*

## 10. RECOMMENDATIONS & BUSINESS FROM COMMITTEES & ASSOCIATIONS

### 10.1 – G&HR Recommendation for Amendment to Code of Ethics and Conflict of Interest Policy (Section 2.6)

**Motion:** To accept the recommendation of the Governance and Human Resources Committee and approve the revised Code of Ethics and Conflict of Interest Policy as presented by the Chair of the Governance and Human Resources Committee.

*Moved – K. Healy/Carried [BOG-388-84]*

*Abstentions – C. Birdsall, A. Abogado*

### 10.2 – G&HR Nominations Report

**Motion:** To accept the recommendation of the Governance & Human Resources Committee and approve the 2026/2027 Nominations Report, as prepared by the Chair of the G&HR Committee. The appointments will take place at the 2026 Annual General Meeting, immediately following this meeting.

Amendment: Assign R. Levings back to Financial and Physical Resources Committee.

*Moved – K. Healy/Carried [BOG-388-85]*

### 10.3 – G&HR Recommendation for Research Fellow Appointments

**Motion:** To accept the recommendation of the Governance and Human Resources Committee and approve the appointment of Ashley Doyle and Edith Callaghan as research fellows in recognition of their potential contribution to research and student mentorship at NSCAD, effective July 1, 2026 to April 14, 2029.

On consent

#### 10.4 – G&HR Recommendation for Salary Adjustments for Senior Management

Discussion included:

- Dividing the original motion into two separate motions to distinguish between the proposed cost-of-living adjustment and progression through the salary scale.
- It was noted that the original wording referred only to senior management and did not align with the newly proposed Cost of Living Adjustment (COLA) Policy, which applies to all eligible non-unionized employees.
- The Board agreed to amend the wording of both motions to reflect the intended scope of the policy.

**Motion:** To accept the recommendation that the proposed cost of living COLA policy be approved to go into effect July 1, 2026, setting COLA at 2% for eligible non-unionized employees, including all senior management, annually for three years.

*Moved – K. Healy/Carried [BOG-388-86]*

**Motion:** In addition, members of non-unionized staff who successfully meet performance targets move to the next step on their salary scale effective July 1st, 2026.

*Moved – K. Healy/Carried [BOG-388-87]*

#### 10.5 – F&PR Recommendation for Approval of the Investment Policy

**Motion:** To accept the recommendation of the Financial and Physical Resources Committee and approve the revised Investment Policy, as presented.

*Moved – J. Keating/Carried [BOG-388-88]*

#### 10.6 – F&PR Recommendation for Approval of the 2026-2027 Operating Budget

**Motion:** To accept the 2026-2027 Operating Budget as presented, recognizing that the budget has been prepared with a structural deficit and that where required, funds will be allocated from the operating reserve to fund the deficit and with the expectation that a sustainable financial path is outlined at the March 2027 Financial and Physical Resources meeting.

*Moved – J. Keating/Carried [BOG-388-89]*

#### 10.7 – ARO Recommendation for Approval of the Audited Financial Statements

**Motion:** To accept the recommendation of the Audit & Risk Oversight Committee and approve the audited financial statements for fiscal year end March 31, 2026 as presented.

*Moved – C. Hann/Carried [BOG-388-90]*

#### 10.8 – ARO Recommendation of Appointment of Auditor 2026-2027

**Motion:** To accept the recommendation of the Audit & Risk Oversight Committee and approve the appointment of BDO as external auditors for 2026-2027.

*Moved – C. Hann/Carried [BOG-388-91]*

**11. ADDED ITEMS - NONE**

**12. IN CAMERA – NONE**

**13. NEXT MEETING:**

**14. ADJOURNMENT – 5:50 p.m.**

Before adjourning, the Chair expressed appreciation to John Keating, Cheryl Hann, and Marco Chiarot for their outstanding service and contributions to the Board over many years, acknowledging that each was concluding their final formal Board meeting as Committee Chairs.

*W. Barker/Carried [BOG-388-92]*

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*Minutes prepared: J. Duguay, EA – Governance*