



**BOARD OF GOVERNORS - 381**  
**MINUTES**  
**MARCH 27, 2025**  
**4:00 p.m.**

**PRESENT:** William Barker – Board Chair  
Jana Macalik – NSCAD Acting President  
Kathryn Toope – Vice Chair  
Cheryl Hann  
Kelly Denty  
Sunil Sarwal  
Gary Edwards  
John Keating  
Marco Chiarot  
Kim Healy  
Jess Myra  
Dave van de Wetering  
Sylvia Parriss-Drummond  
Sarah McInnes  
Thierry Delva  
Dayna Sharkey  
Rudi Meyer  
Katie Puxley  
Owen Skeen  
Chelsea Stilwell

**REGRETS:** Anthony Novac  
Sunil Sarwal

**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  
Jude Gerrard, Ombudsperson  
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 called the meeting to order at 4:03 p.m., with the establishment of quorum.

### **2. ACKNOWLEDGEMENTS**

#### **2a – Land Acknowledgement**

J. Macalik read into the record the Land Acknowledgement, which recognizes the First Peoples on whose traditional territories we live and work.

#### **2b – People’s Acknowledgement**

J. Myra 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**

### **4. CONSENT:**

The following items were on Consent and were reviewed and were declared adopted:

8.1, 8.2, 11.1, 11.2, 11.3, & 11.4.

### **5. ACCEPTANCE OF AGENDA**

The agenda was accepted without amendment.

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

The following minutes were reviewed by the Board and were adopted, without amendment:

**6.1** - DRAFT - Minutes - BOG – December 12, 2024

**6.2** - Minutes - E-Vote - BOG - PSC Selection - Jan 14, 2025

**6.3** - Minutes - E-Vote - BOG - 2nd Appts - Feb 4, 2025

### **7. BUSINESS ARISING FROM MINUTES**

#### **7.1 - Officer’s Certificate – Administrative Governance and Compliance**

The Administrative and Compliance document was carried forward from the last Board meeting in order to resolve an on-going issue with an item on the certificate which had, and remains, marked as ‘unknown’. L. Dowe reported also that some wording on the document required updating to bring it in-line with current reporting protocols.

The Board agreed that the document will travel to the next Financial and Physical Resources Committee for a review of its statements and wording, and for the production of an amended document. Additionally, the recurrent outstanding issue currently marked as ‘unknown’ is expected to be either resolved or will be actively moving towards resolution at the next full Board meeting.

### **8. WORKPLAN ITEMS**

**8.1 – Officers Certificate – Finance – Adopted**

**8.2 - Officer’s Certificate – Facilities – Adopted**

### 8.3 – Q3 Financials

#### Introduction

L. Dowe, NSCAD CFO, presenting, covered a high-level overview of the current financial position and key operational indicators. While there have been no significant changes since the last report updated. projections will now clarify NSCAD's direction for the fiscal year. Overall, NSCAD is projecting a shortfall to budget of just under \$2 million, \$634,000 more than budgeted for. She then covered an overview of enrollment trends, revenue variance, an expense analysis, and a recap of current Provincial funding indicators.

Questions arising and discussion were in relation to International recruitment challenges, and a perceived decrease in global interest in studying in Canada due to Federal government policy. Bottlenecking continues to delay visa processing and PAL approvals, especially affecting graduate programs like the Master of Design (which saw a 50% drop in interest). With agents reporting lower engagement, NSCAD has made cost savings by reducing in-person recruitment and relying more on those agents who are more readily responsive to the changing enrollment landscape. The members of the NSCAD Board of Governors agreed that this will continue to be closely monitored. The Chair thanked L. Dowe for their continuing efforts to bring this complex information to the attention of the Board.

### 8.4 – Budget for 2024/25 year, for discussion and approval

The Board agreed to undertake an enabling motion that will allow NSCAD to continue to operate under previously approved and current guidelines until the 2025/26 Budget is presented and accepted.

**Motion:** To accept the recommendation of the Financial & Physical Resources Committee and authorize the following interim budget arrangements for the period 01 April through 26 June, 2025, or until such time as the Board of Governors approves the 2025-2026 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 percent of the approved 2024-25 monthly non-salary budget for the unit concerned (where exceptional circumstances require, approval to make commitments to excess of this 90 percent 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: W. Barker/2nd J. Keating – Carried [BOG-381-2-2025]*

### 8.5 - Call for nominations for upcoming Governor at Large vacancies

D. van de Wetering, Chair of the Governance and Human Resources, reported that the Committee is focused on receiving upcoming appointments and renewal appointments for Board positions. D. van de Wetering notified the Board that there will be ad-hoc Nominations Committee emails coming around and reminded anyone wanting to renew themselves to do so.

There was a follow up discussion with updates from J. Macalik, NSCAD Acting President, on the impact of the imminent Bill No 12 - *An Act Respecting Advanced Education and Research*, from the Province of Nova Scotia. The Bill has had its third reading and has passed and will bring changes to some governance practices at NSCAD, including Provincial appointments for Governor in Council, and changes to NSCAD committee structures.

### **8.6 - AGM Planning Items**

D. van de Wetering reported that the AGM will be moved from September to June this year, in order to bring governance decisions in-line with the academic year end, and then year start. With several members needing to be re-appointed, and some members retiring, the Board members were urged to register an expression of interest where their appointment is coming to a close, and to consider if any others in their networks may be encouraged to put themselves forward.

## **9. COMMITTEE REPORTS**

### **9.1 – Governance and Human Resources**

D. van de Wetering provided a verbal report on the activities of the G&HR Committee last quarter. A significant activity of the G&HR Committee has been the setting up and recommendation to the Board for the composition and appointments for the Presidential Search Committee, which has already been meeting. Another item that has been proposed amendments to the Code of Conduct document. A final note to the Board was offered in relation to the annual Board of Governors evaluation process, which will be initiated this upcoming quarter. D. van de Wetering encouraged all Board members to take part, observing last year that very few responded to the survey.

#### **9.1i – Governance and Human Resources - Report on Current Senior Management Positions**

W. Barker, Board Chair, updated the Board on activities relating to the search and appointment of the new NSCAD VP and Provost, who is up for appointment by the Board later in this meeting. In a similar vein he also updated on the process of having procured a search firm for that appointment, and the upcoming search for the new President. The Board were informed of the upcoming focus and engagement sessions with all representative groups of the NSCCAD Community, the result of which should be a completed person specification for the role by the end of the upcoming quarter. W. Barker acknowledged that the process is a challenge given the distinctive nature of NSCAD and complimentary requirements for the ideal candidate. He noted that the input on the Presidential Search Committee, and from Faculty in particular, has been excellent. In the meantime, NSCAD will operate with the Acting and Interim President arrangements in place. W. Barker ended by acknowledging that the Board holds confidence in the Senior Leadership of NSCAD and so confirmed that the university was continuing to run efficiently during this phase.

#### **9.2– Advancement**

M. Chiarot, ADV Chair, reported that the Advancement Committee continues to monitor fundraising activities, and progress on the Capital Campaign. Lead prospects are being identified, and nurtured. Alumni and others are doing a good job advocating for NSCAD and making new contacts. The departure of a president who was active in advancement activities has slowed expected progress. That, and current economic uncertainty, has resulted in a reset of some of NSCAD's fundraising goals. The Advancement Committee held an extra meeting to hear an update from the fundraising consultants, KCI, about how a restructure of the planned campaign into two distinct phases will assist with strategic planning within the current fundraising climate. The timeline to goal has been extended, and Phase 1 (target \$50m) will address the Port Campus renovation, moving to Phase 2 (target \$100m) after the success of Phase 1. These figures contain an assumption of a large sum coming from government

sources, posing its own challenges given the changing expectations of the Government of Nova Scotia on Higher Education institutions. However, as with any fundraising strategy, a governmental financial commitment would enable donors to have confidence in the institution and would function as an anchor for further donations.

M. Chariot then updated the Board on upcoming events, sponsorships, and further opportunities arising for fundraising activities.

### **9.3 – Financial and Physical Resources - Verbal Report**

J. Keating, Acting Chair of F&PR, provided a brief overview of the committee’s activities over the past quarter. The committee has been actively monitoring NSCAD’s existing deficit and continues to work with the finance team on mitigation planning. A number of variables are affecting future planning, with shifting Provincial funding requirements being the most significant.

On the facilities front, the committee is also tracking developments related to the Port consolidation plan, which is closely tied to the success of fundraising efforts and the capital campaign. Issues have emerged concerning NSCAD’s ability to meet targets set out in the current lease agreement. As a result, the committee is monitoring the situation closely and awaiting new information. In the coming quarter, NSCAD is scheduled to meet with the newly appointed President and CEO of the Port of Halifax, and the committee expects to receive updates on that meeting.

Regarding the investment policy sub-committee, progress has been made toward developing a framework to assess portfolio activities in relation to NSCAD’s existing investment policy, which includes strong ethical guidelines. This new framework is intended to be dynamic, allowing the F&PR committee to continuously evaluate portfolio performance against the policy's standards.

In summary, J. Keating acknowledged that while there are significant challenges ahead, NSCAD currently carries no debt, providing some flexibility as it navigates a shifting financial landscape.

### **9.4 – Audit and Risk Oversight - Verbal Report**

C. Hann, Committee Chair, reported on A&RO activities over the past quarter. NSCAD is in the final stages of implementing new risk monitoring software, and the committee received a preview of the system from NSCAD CFO L. Dowe. The most noticeable improvement for users will be enhanced visual representation and more detailed risk data, which will strengthen the committee’s ability to monitor and respond to potential issues.

During the quarter, the committee also received the standard annual audit preview report, along with the external auditors’ plans for this year’s audit. The full audit report is expected in June and should be available in time for the next committee meeting, at which point a recommendation will be made to the Board of Governors.

## **10. ITEMS FROM COMMITTEES & ASSOCIATIONS**

### **10.1 - G&HR Recommendation for Acting President**

The following motion was provided to the Board, and listed as a Consent Agenda items for the meeting:

**Motion:** To accept the recommendation of the Governance and Human Resources Committee and acknowledge Jana Macalik as Acting President of NSCAD, with the usual authority of the President (e.g., function as signatory, vote at Board level). The authority for the named acting president is effective immediately, until April 30, 2025.

*Moved on Consent/Carried [BOG-381-3-2025]*

### **10.2 - G&HR Recommendation for Interim President**

The following motion was provided to the Board, and listed as a Consent Agenda items for the meeting:

**Motion:** To accept the recommendation of the Governance and Human Resources Committee and appoint Jana Macalik as Interim President. Effective May 1, 2025 until June 30, 2025.  
*Moved on Consent/Carried [BOG-381-4-2025]*

### **10.3 – REGARDING FACILITIES**

W. Barker, Chair, informed the Board of concerns raised by SUNSCAD regarding NSCAD’s plans for a consolidated campus at the Port of Halifax site. W. Barker noted that the issue is an important one and should be brought to the Board for discussion, and there is an opportunity to explore the matter more thoroughly at the committee level through the F&PR Committee. This would also allow for greater clarity around the current and contingent unknowns discussed earlier in the meeting.

A discussion followed regarding the nature of the concerns raised, with recognition that faculty also have questions. It was agreed that while the concerns should be addressed constructively and with a forward-looking approach, it is essential to have a full and comprehensive understanding of the implications before any decisions are made.

### **11. IN-CAMERA – NONE**

#### **Out of Camera Motions:**

#### **11.1 - G&HR – Recommendation for Regular Part-Time Faculty Appointments – Block Motion**

**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 each of the following: Aisha Ali, Ali Nickerson, Carri Phillips Kieser, Heidi Friesen, Donald Thompson, Ella Tetrault, Jay Heisler, Jessica Winton, Kizi Spielmann Rose, Luke Fair, Mark Whidden, Nathan Ryan, and Rebecca Roher - effective May 1, 2025.  
*Moved on Consent/Carried [BOG-381-5-2025]*

#### **11.2– G&HR – Recommendation for appointment to a Tenure-Track, Regular Full-Time position – Leesa Hamilton – On Consent**

**Motion:** In accordance with the waiver granted by FUNSCAD to the relevant clauses in Article 14 of the Collective Agreement, dated January 26, 2025, The Governance and Human Resources Committee recommends that the Board of Governors grant a change in appointment to a Tenure-Track, Regular Full-Time position for Leesa Hamilton.  
*Moved on Consent/Carried [BOG-381-6-2025]*

#### **11.3 – G&HR – Recommendation for Third Appointment – Julie Hollenbach – On Consent**

**Motion:** In accordance with Article 16.07 of the Collective Agreement The Governance & Human Resources Committee recommends to the Board of Governors the granting of a Third Appointment and Promotion to Associate Professor for Julie Hollenbach effective July 1, 2025.  
*Moved on Consent/Carried [BOG-381-7-2025]*

#### **11.4 - G&HR – Recommendation for Flexible Retirement – Craig Leonard – On Consent**

**Motion:** That the Board of Governors approve the early retirement of Professor Craig Leonard in accordance with the FUNSCAD Memorandum of Understanding (MOU) waiver on Flexible

Retirement, dated March 4, 2025.  
*Moved on Consent/Carried [BOG-381-8-2025]*

#### **11.5 – G&HR Recommendation for Professor Emeritus – Thierry Delva**

**Motion:** To accept the recommendation of the Governance & Human Resources Committee and the Committee on Status and Affairs to confer the honorary title of "Professor Emeritus" to Thierry Delva. The title of Professor Emeritus will be conferred effective July 1, 2025, but acknowledged at the May 2025 Convocation. *Moved: D. van de Wetering/Abstention: T. Delva - Carried [BOG-381-9-2025]*

#### **11.6 – G&HR Recommendation for Professor Emeritus – Alex Livingston**

**Motion:** To accept the recommendation of the Governance & Human Resources Committee and the Committee on Status and Affairs to confer the honorary title of "Professor Emeritus" to Alex Livingston. The title of Professor Emeritus will be conferred effective July 1, 2025, but acknowledged at the May 2025 Convocation.  
*Moved D. van de Wetering/Carried [BOG-381-10-2025]*

#### **11.7 - G&HR Recommendations for Appointment of VP (Academic & Research) and Provost & Regular Part-Time Faculty**

**Motion:** To accept the recommendation of the Governance and Human Resources Committee and approve the appointment of Kyla Mallett as the Vice-President (Academic and Research) and Provost, with a conditional offer of tenure at the rank of Associate Professor upon the expiry of the Term, or if the University terminates the VPARP's employment without just cause.  
*Moved K. Toope/Carried Unanimously [BOG-381-11-2025]*

**Motion:** To accept the recommendation of the Governance and Human Resources Committee and approve the temporary appointment of Damian Moppett as a Regular Part-Time Instructor for the term July 1, 2025, to June 30, 2030, to coincide with the Vice-President (Academic and Research) and Provost appointment of Kyla Mallett.  
*Moved D. van de Wetering/Abstentions: K. Puxley, R. Meyer – Carried [BOG-381-12-2025]*

#### **12. IN-CAMERA Board Only - Excluding President and Management**

*By movement of J. Keating, the Board of Governors moved In Camera at approximately 6:09 p.m., and out of Camera at approximately 6:30 p.m.*

#### **13. UPCOMING MEETINGS:**

Next regular meeting – June 26, 2025 Meeting & AGM.

#### **14. MOTION TO ADJOURN**

The March 27, 2025 meeting of the Board of Governors adjourned at approximately 6:30p.m.

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*Minutes prepared: K. Stanley, Executive Assistant – Governance*