



Board of Governors Meeting; BM-03-21  
Virtual Meeting Via Webex Platform  
June 10, 2021

Board Members in Attendance:

|                   |                     |                     |                        |
|-------------------|---------------------|---------------------|------------------------|
| Alastair O’Rielly | Elizabeth Kidd      | Dorothy Pye-Johnson | Donna Rideout          |
| Mark Bradbury     | Chris Newhook       | Ken Martin          | Peter Adams            |
| Charles Randell   | Debbie Brake-Patten | Kevin Kelly         | Brenda Kelleher-Flight |
| Sam Synard        | Jill Quilty         | Wade Pinhorn        |                        |

Regrets:

|             |              |                        |                    |
|-------------|--------------|------------------------|--------------------|
| Devon Brake | John Gibbons | Candice Ennis-Williams | Danielle Moriarity |
|-------------|--------------|------------------------|--------------------|

Guest: Jennifer Clement, KPMG Auditor

Staff in Attendance:

|              |                   |                       |              |
|--------------|-------------------|-----------------------|--------------|
| Geoff Peters | Shirley Woodward  | Heidi Staeben-Simmons | Trudy Barnes |
| Deidre Dunne | Elizabeth Vincent | Brian Tobin           |              |

Recorder: Giselle Borden

**ACTION ITEMS**

|             |                                                                                                                                                                 |  |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| BM 03-21-14 | The Board Chair will send more information to Board members to frame out what this would look like and entail.                                                  |  |
| BM 03-21-14 | A Board meeting will be called, either virtually or by teleconference, to pass a motion for this endeavour and to determine members for the steering committee. |  |
| BM 03-21-9  | The Governance Committee will review the results of the board evaluation survey and provide recommendations to the Board for moving forward.                    |  |

**RESOLUTIONS**

|            |                                                                                                                                                                                                        |                |
|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| BM 03-21-2 | A motion was put forth and seconded that the agenda be accepted with two changes – 1) move the Finance Committee Report to after the Audited Financial Statements, and 2) add a half hour lunch break. | Motion carried |
|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|



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|            |                                                                                                                                                                                                                                                                                                         |                |
|------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| BM 03-21-4 | A motion was put forth and seconded that the Consent Agenda be approved as presented. There were four items included under the Consent Agenda:<br>1) Draft April 15, 2021 Board Minutes<br>2) Draft Amendments for Board Policies<br>3) Draft CNA Annual Report 2020-21<br>4) LAN Upgrade Briefing Note | Motion carried |
| BM 03-21-7 | A motion was put forth and seconded that the audited financial statements for the year ending March 31, 2021 be approved, subject to no significant changes when completed.                                                                                                                             | Motion carried |

## MINUTES

### 1. Call to Order

The Board Chair called the meeting to order at 9:01am.

### 2. Review of Agenda

A suggestion was presented to add a half hour lunch break to the agenda as well as to move the Finance Committee report to after the audited financial statements.

A motion was put forth and seconded that the agenda be accepted with two revisions – 1) move the Finance Committee Report to after the Audited Financial Statements, and 2) add a half hour lunch break.

Motion carried.

### 3. Conflict of Interest Declaration

There were no conflict of interest declarations for any of the items on the agenda.

### 4. Consent Agenda

A motion was put forth and seconded that the Consent Agenda be approved as presented. There were four items included under the Consent Agenda:

- 5) Draft April 15, 2021 Board Minutes
- 6) Draft Amendments for Board Policies
- 7) Draft CNA Annual Report 2020-21
- 8) LAN Upgrade Briefing Note

Motion Carried



**5. Review of Action Items**

A decision was made at the April 15, 2021 Board meeting to invite all Board members to committee meetings. This had not been actioned to date but will be on a go forward basis.

**6. External Auditor's Report**

KPMG auditor, Jennifer Clement, joined the meeting and presented the external audit report to the Board, noting that there were a couple of outstanding items that needed to be reconciled before the audited statements could be finalized. She indicated that they did not anticipate any changes to the numbers in the financial statements once everything was reconciled.

**7. Audited Financial Statements for Year Ending March 31, 2021**

The audited financial statements for the year ending March 31, 2021 were presented by the VP, Finance and Administration.

A motion was put forth and seconded that the audited financial statements for the year ending March 31, 2021 be approved, subject to no significant changes when completed.  
Motion carried.

**8. Finance Committee Report**

The report from the Finance Committee was verbally provided by the Chair of the Committee. She noted that this year's audit was a clean audit and there were no significant matters raised. She praised the management team for successfully completing their second virtual audit.

The date for next year's June meeting will be scheduled at least one week later than this year to give the auditors and the college ample time to complete the audit and financial statements before presenting to the Board for approval.

**9. Results of Board Evaluation Survey**

The results of the Board evaluation survey were distributed in the Board package.

Notably, the assessment of the President has not yet been done. The Board Chair has followed up with Government in regard to a framework for DM assessments.

Action: The Governance Committee will review the results of the board evaluation survey and provide recommendations to the Board for moving forward.

**10. Chair's Report**

The Board Chair provided his report to the Board.



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He noted that the new student representative for the Board, Danielle Moriarity, had been selected but was unable to attend this meeting due to work commitments. It is hoped that she can attend the October meeting and be introduced to Board members at that time.

He also noted that he had contacted the Independent Appointments Commission (IAC) about the cross appointment positions on the Board.

**11. President's Report**

The President presented her report to the Board. She acknowledged the great work her executive team has been doing and thanked them for all their hard work. She also acknowledged the general fatigue of the team and their staff, due in large part to the pandemic situation, and that all were being encouraged to take some much needed down time this summer.

**12. Governance Committee Report**

The Governance Committee report was provided by the Chair of the committee.

The next professional development session for the Board has been scheduled for October 6, 2021. It will be a lunch and learn session on academic quality. Further professional development sessions, based on input from the Board, are to be arranged.

**13. Quality Committee Report**

The Chair of the Quality Committee provided his report to the Board.

He noted that most of the committee's time had been spent defining the terms of reference (TOR) for this new committee and reported that the TOR's had recently been sent to the Governance Committee for overlap review. He would like to see this committee fully commissioned by the Fall.

**14. Public Post-Secondary Education Review (PPSE) & Premier's Economic Recovery Team (PERT) Reports**

The Board discussed next steps in regard to moving forward with implementation of the recommendations in the PPSE and PERT reports. The Board Chair noted that the big picture follow up will be about governance and a higher level of autonomy for the College, providing increased capacity for the college to be more nimble, proactive, and responsive. The Board Chair indicated he would like the Board to be proactive in advocating for this.

The President was asked by government to propose ideas for achieving operational efficiencies within the college, based on recommendations in the reports. She will present those ideas to the Ministers of Education and Finance in late June / early July. The presentation was reviewed by the Board and she received full support from the Board to proceed with her proposed concepts.



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A draft letter from the Board Chair to the Minister of Education was included in the board package, demonstrating the Board's willingness to work with Government to develop a framework and implementation plan.

The Board Chair noted that in order to get this moving quickly, he would like to hire an external consulting firm to assist with the work and would need a committee of Board members to volunteer their time over the summer to work with the consultants. The plan would be to have a framework ready to present to the Government sometime this Fall.

The Board Chair also suggested that, in addition to the steering committee, the Board might also consider creating an advisory committee, with members possibly from CIGan and/or ACA, to act as a sounding board for moving forward.

It was suggested that a motion to proceed was required. Board members felt they did not have enough information to make an informed decision and the Board Chair agreed to provide more information.

Action: The Board Chair will send more information to Board members to frame out what this would look like and entail.

Action: A Board meeting will be called, either virtually or by teleconference, to pass a motion for this endeavour and to determine members for the steering committee.

#### **15. In Camera Session**

All staff were excused from the meeting and an in camera session was held. The session began at 2:38pm and concluded at 2:52pm.

#### **16. Next Meeting & Adjournment**

The next Board meeting will be held early in October 2021. Board members will be polled for a mutually acceptable date.

As all agenda items were completed and there was no further business to discuss, the Board Chair declared the meeting adjourned at 2:52pm.