



College of the North Atlantic Board of Governors

BM 04-20

June 15, 2020

Board of Governors Meeting
Virtual Meeting Via Webex Platform

June 15, 2020

In Attendance:

Alastair O’Rielly
Mark Bradbury
Charles Randell
Elizabeth Kidd
Kevin Kelly
Sam Synard
Chris Newhook
Debbie Brake-Patten
Ken Martin

Wade Pinhorn
Brenda Kelleher-Flight
Peter Adams
Donna Rideout
John Gibbons
Candice Ennis-Williams
Devon Brake
Dorothy Earle
Jill Quilty

Guests:

KPMG Auditors, Stephen Power and Will Penney

Staff:

Geoff Peters
Heidi Staeben-Simmons
Trudy Barnes
Brian Tobin
Edith Alexander

Recorder:

Giselle Borden

BUSINESS ARISING

BM 04-20-16	The Board Chair will populate the Finance and Quality Committees of the Board.	
BM 04-20-16	The Governance Committee will determine terms of reference for each of the Finance and Quality committees.	



RESOLUTIONS

BM 04-20-2	Review of Agenda A motion was put forth and seconded that the agenda be accepted as presented.	Motion Carried
BM 04-20-8	Audited Financial Statements for Year Ending March 31, 2010 A motion was put forth and seconded to approve the audited financial statements for the year ending March 31, 2010.	Motion Carried
BM-04-20-10	Qatar Applied Degrees A motion was put forth and seconded to approve in principle, subject to CNA Academic Council approval, the delivery of applied baccalaureate programs in the following three disciplines at College of the North Atlantic - Qatar: 1. Bachelor of Applied Science in Maintenance Engineering Technology; 2. Bachelor of Applied Science in Medical Radiography; and 3. Bachelor of Applied Business Administration in Human Resources Management.	Motion Carried
BM 04-20-12	Consent Agenda A motion was put forth and seconded that the items under the Consent Agenda be approved as presented. Items listed under the Consent Agenda are as follows: A. February 14, 2020 Board Minutes B. March 20, 2020 – Academic Planning COVID-19 Update Minutes C. April 16, 2020 – Board Update Minutes D. 2019-2020 Draft Annual Report	Motion Carried
BM 04-20-16B	Governance Intellectual Property Policy – GP-A-104 A motion was put forth and seconded that the amendment to the Board governance policy, Intellectual Property, GP-A-104, be approved as presented with the following changes: 1) change principle # 8 to read: "Agreements must be subject to the review and legal advice of the General Counsel and the recommendation of the responsible Vice President"; and 2) a principle will be added that states, "The President shall advise the Board of all agreements signed which do not comply with these principles".	Motion Carried



MINUTES

1. Call to Order

The meeting was called to order by the Board Chair at 9:06am.

It was noted that one of the student reps on the Board, Ms. Whitney Roberts, had completed her program with CNA and therefore will no longer be a member of the Board of Governors.

The Board Chair noted that the next couple of Board meetings will be held in the same virtual format via the Webex platform.

The Board Chair welcomed Elizabeth (Liz) Kidd as the new President & CEO.

2. Review of Agenda

A motion was put forth and seconded that the agenda be accepted as presented. Motion carried.

3. Conflict of Interest Declaration

There were no declarations of conflict of interest.

4. Chair's Report

The Board Chair presented a verbal report to the Board. He indicated that he had participated in a recent Council on Higher Education meeting and was given permission to circulate the minutes from those meetings to Board members.

5. President's Report

The President provided a written report to the Board, along with three testimonials of CNA employees for the information of the Board.

6. Audit Committee Report

The audit committee report was presented to the Board. In it, the Committee Chair indicated that the audit had gone well, and he gave kudos to the auditing firm and to the College for completing the audit remotely and on time.

The audit committee recommended that the Board approve the audited financial statements for the year ending March 31, 2020.



7. External Auditor's Report

The external auditor's report was presented by KPMG auditors, Stephen Power and Will Penney.

8. Audited Financial Statements for the Year ended March 31, 2020

The audited financial statements for the year ending March 31, 2020 were presented.

A motion was put forth and seconded to approve the audited financial statements for the year ending March 31, 2020. Motion carried.

9. Academic Plan 2020-2021

An update of the academic plan for 2020-2021 was presented to the Board. No motion to approve was required as the academic plan was originally approved at the October 2018 Board meeting.

10. Qatar – Applied Degrees

The State of Qatar has formally requested that College of the North Atlantic offer applied baccalaureate programs at College of the North Atlantic-Qatar. Ministerial approval was granted for this request to proceed.

A motion was put forth and seconded to approve in principle, subject to CNA Academic Council approval, the delivery of applied baccalaureate programs in the following three disciplines at the College of the North Atlantic - Qatar:

1. Bachelor of Applied Science in Maintenance Engineering Technology;
2. Bachelor of Applied Science in Medical Radiography; and
3. Bachelor of Applied Business Administration in Human Resources Management.

Motion Carried

11. Budget Update 2020-2021

A budget update for 2020-2021 was presented. An update on the costs related to Covid-19 will be presented at the September Board meeting.

12. Consent Agenda

The consent agenda, consisting of four items, was approved by motion as follows.

A motion was put forth and seconded that the Consent Agenda be approved as presented. Items listed under Consent Agenda include the following:

- A. February 14, 2020 Board Minutes



- B. March 20, 2020 – Academic Planning Covid-19 Update Minutes
- C. April 16, 2020 – Board Update Minutes
- D. 2019 -2020 Draft Annual Report

Motion Carried

There was no further action to note from the business arising from the February 14, 2020 Board minutes. The LEAN presentation will be deferred to the next Board meeting.

13. Former President

The former President, Mr. Bruce Hollett, was invited to join the meeting after the midday break. The Board Chair thanked Mr. Hollett for his contribution to the College and wished him well in his retirement.

14. Information Item – Strategic Plan 2020-2023

The College's draft strategic plan for 2020-2023 has been submitted to Government and we are waiting for Government's response/approval.

15. Vice-Chair

Three Board members submitted their names for the position of Vice Chair of the Board. An anonymous vote was held virtually via the WebEx platform and Mark Bradbury was named Vice-Chair for the CNA Board of Governors.

16. KPI Presentation

A KPI presentation was provided by Vice-President Academic and Program Delivery, Brian Tobin, for the information of the Board.

17. Governance Committee Report

The Governance Committee report was presented by the Committee Chair.

The Governance Committee brought forward a request for decision by the Board to change the existing Audit Committee of the Board into two separate committees, that of Finance and Quality. The request was put to a vote via the WebEx platform and, based on the results of that vote, the Board of Governors made the decision to eliminate the Audit Committee and to create two new separate standing committees of the Board – Finance and Quality.

Action: The Board Chair will populate the Finance and Quality committees of the Board.

Action: The Governance Committee will determine terms of reference for each of the Finance and Quality committees.



17 B. Governance Intellectual Property Policy GP-A-104

The Governance Committee presented a revised Board governance policy, Intellectual Property, GP-A-104, for Board approval.

A motion was put forth and seconded that the amendment to the Board governance policy, Intellectual Property, GP-A-104, be approved as presented with the following changes:

1) change principle # 8 to read: "Agreements must be subject to the review and legal advice of the General Counsel and the recommendation of the responsible Vice President"; and 2) a principle will be added that states, "The President shall advise the Board of all agreements signed which do not comply with these principles".

Motion Carried

18. August Virtual Update

A Board update will be scheduled for the week of August 10 – 14. Board members will be polled for availability and a date will be confirmed later.

19. Next Board Meeting

The next Board meeting will take place virtually on September 30.

It was proposed that the Board meeting normally held in early December be held in late November. Board members will be polled, and a date will be determined for some time late in November.

20. Adjournment

The Board Chair thanked the former secretary of the Board, Ms. Edith Alexander, for her work with the Board and wished her a happy retirement.

The meeting adjourned at 3:07pm.

21. In Camera

The Board Chair called a closed session of the Board at 3:07pm. All staff members, including the President, were removed from the WebEx platform.