

Board of Governors Meeting  
Microsoft Teams – Virtual  
Wednesday, June 19, 2024

**Board Members in Attendance:**

Mark Bradbury, Chair	Donna Rideout	Tanya Noseworthy	Ken Martin
Peter Adams, Vice Chair	Chris Newhook	Dorothy Pye-Johnson	Charles Randell
Kevin Bond			

**Staff in Attendance:**

Elizabeth Kidd, President & CEO	Fergus O'Brien, AVP Campus Operations	Annette Morey, VP Finance & Admin	Heidi Staeben-Simmons, AVP Public Affairs & Adv
Wanda Hynes, EA to President & CEO	Deidre Dunne, AVP Human Resources	Jeff Martin Interim, AVP Student Services	Geoff Peters, General Counsel & Corporate Secretary
Shirley Woodward Interim, VP Academic & Applied Research			

**Guest Presenter(s):**

KPMG External Auditors - Jennifer Clement and Simar Khosla

**Regrets:**

Elizabeth Vincent, AVP International	Jordan Andrews, Board Member	Sam Synard, Board Member	Danielle Williston, Board Member
Allan Hawkins, Board Member	Jill Quilty, Board Member	Kevin Kelly, Board Member	

**Recorder:**

April Mandar, EA to Board of Governors

**RESOLUTIONS**

BM 02-24-03	Motion put forth and seconded that the agenda be approved with the revision.	<b>Motion Carried</b>
BM 02-24-05	Motion put forth and seconded to approve the consent agenda, as presented, containing the following documents: <ul style="list-style-type: none"> <li>February 22, 2024 Board Meeting Minutes Draft</li> <li>Briefing Note: Pharmacy Technician – Proposed location change. Approved via e-vote.</li> <li>Briefing Note: Proposal to approve CNA's offering of an applied degree in Artificial Intelligence and Machine Learning. Approved via e-vote.</li> </ul>	<b>Motion Carried</b>

	<ul style="list-style-type: none"> <li>Briefing Note: Warranty Purchase. Approved via e-vote.</li> <li>Briefing Note: CEWIL iHub</li> </ul>	
BM 02-24-05a	A motion was put forth and seconded to approve the CNA Annual Report 2023-2024.	<b>Motion Carried</b>
BM 02-24-06	Motion put forth and seconded that the KPMG External Auditor's Report be accepted as presented, subject to completion.	<b>Motion Carried</b>
BM 02-24-07	Motion put forth and seconded to accept the Audited Financial Statements pending the final KPMG External Auditor's Report.	<b>Motion Carried</b>
BM 02-24-09	A motion put forth and seconded to close sessions Bullet #9a Financial Sustainability, Bullet #12 Minister Krista Lynn Howell, and Bullet #13 Next step.	<b>Motion Carried</b>
BM 02-24-09a	A motion put forth and seconded to start the closed sessions.	<b>Motion Carried</b>
BM 02-24-10	A motion was put forth and seconded to approve the Academic Plan 2025-2026 as presented.	<b>Motion Carried</b>
BM 02-24-13	A motion put forth and seconded to end the close sessions.	<b>Motion Carried</b>
BM 02-24-15	<p>A motion put forth and seconded to approve the changes to the Composition of the Executive Committee as presented.</p> <p>A motion put forth and seconded to approve the Whistleblower Policy as presented.</p>	<b>Motion Carried</b>
BM 02-24-16a	A motion put forth and seconded to approve the Presidents Performance Evaluation Template as presented, subject to any issues and/or changes that may arise.	<b>Motion Carried</b>

## MINUTES

### 1. Call to Order

Mark Bradbury, Board Chair called the meeting to order at 8:32 am.

The Board Chair welcomed everyone to the meeting.

### 2. Land Acknowledgment

The President recited the Indigenous Blessing of the Land.

### 3. Review of Agenda

Under Bullet #5 Consent Agenda, put the Annual Report in Bullet #5a.

Motion put forth and seconded that the agenda be approved with the revision.

**Motion Carried**

### 4. Conflict of Interest

A conflict-of-interest declaration was made regarding Bullet #10 Academic Plan presentation. Board Chair asked Board members to be excused from the discussion if they have any close relatives (lives in the same household) that works for CNA.

### 5. Consent Agenda

Motion put forth and seconded to approve the consent agenda, as presented, containing the following documents:

- February 22, 2024 Board Meeting Minutes Draft
- Briefing Note: Pharmacy Technician – Proposed location change. Approved via e-vote.
- Briefing Note: Proposal to approve CNA’s offering of an applied degree in Artificial Intelligence and Machine Learning. Approved via e-vote.
- Briefing Note: Warranty Purchase. Approved via e-vote.
- Briefing Note: CEWIL iHub

**Motion Carried**

#### a. CNA Annual Report 2023-2024

A copy of the Annual Report is included in the meeting book. Mark would like to make some changes to the Board Chair’s message, see below changes:

- Moving the last sentence on the last paragraph to the end of the second last paragraph. And removing from the last sentence, the reference to Note 12C.
- Second last paragraph should read *“I acknowledge, with great appreciation, the volunteer members of the Board of Governors for their dedication and contributions during 2023-24. The Board of Governors is committed to the concepts of accountability, efficiency, and good governance at CNA while incorporating thoughtful reflection in guiding the institution’s future endeavours. As a provincial entity dependent on government funding, the success of these endeavours will be dependent on increased funding in order to avoid further deficits and a deteriorating financial position”*.
- Last paragraph should read *“CNA is a Category One Public Body under the **Transparency and Accountability Act**. This Annual Report was prepared in accordance with requirements under the Act. As the Board of Governors, we are accountable for the actual results contained herein”*.

A motion was put forth and seconded to approve the CNA Annual Report 2023-2024.

**Motion Carried**

## 6. External Auditor's Report

KPMG External Auditors, Jennifer Clement and Simar Khosla, joined the meeting. They presented the audit report for the year ending March 31, 2024.

- The report has been updated as of today, it's 99% complete except for one item. Waiting on the provincial government confirmation, there's one outstanding request and management is in the process of reconciling it.

Motion put forth and seconded that the KPMG External Auditor's Report be accepted as presented, subject to completion.

**Motion Carried**

## 7. Audited Financial Statements for the Year Ending March 31, 2024

The Audited Financial Statements for the year ending March 31, 2024 was presented by Annette Morey, VP Finance & Administration. A copy of the Audited Financial Statements was provided to the Board members which is included in the meeting book.

- Statement of Financial Position - A discussion at the Finance Committee meeting to add a reference to the Liquidity Note. Under Financial Assets, add "Note 12C" right beside the line Cash.

Motion put forth and seconded to accept the Audited Financial Statements pending the final KPMG External Auditor's Report.

**Motion Carried**

## 8. In-Camera Session with the Auditors

All staff were excused from the meeting and an in-camera session was held with the external auditors. The session began at 10:02 am and concluded at 10:24 am.

## 9. Finance Committee Report

Donna Rideout, Committee Chair provided her report. The committee met on Thursday, June 13<sup>th</sup> and Monday, June 17<sup>th</sup>. Some of the highlights are:

- KPMG's Audit report Presentation.
- Update on the Foundation.
- CNA is in compliance with all regulatory liabilities up to March 31, 2024.
- Legal update - document disclosure is due June 30<sup>th</sup> for the Qatar Class Action.

Motion put forth and seconded to close sessions Bullet #9a Financial Sustainability, Bullet #12 Minister Krista Lynn Howell, and Bullet #13 Next step.

**Motion Carried**

### a. Financial Sustainability of the College – Closed Session

A motion put forth and seconded to start closed sessions.

**Motion Carried**

Board members had a high-level discussion of the financial sustainability of the college.

## 10. Academic Plan

Shirley Woodward, Interim VP Academic & Applied Research presented the 2025 – 2026 Academic Plan. The plan highlighted the strategic continuity, recommended program changes, opportunities, distinct programs for each campus.

It was advised to notify in advance the Department of Education of any program changes that could have students and HR impact.

A motion was put forth and seconded to approve the 2025 – 2026 Academic Plan as presented.

**Motion Carried**

## 11. Chair's Report

Mark Bradbury, Board Chair provided his verbal report. Some of the highlights are:

- Meetings and event attended since the February 22, 2024 Board Meeting:
  - Met with Tanya, Regan Power, and Geoff regarding the housekeeping changes to the College Act.
  - Met with Liz and Minister Howell on April 11<sup>th</sup> for a post- budget meeting.
  - Attended meeting with respect to the Education Accord. Mark is in a committee and meets by-weekly. The four pillars the Education Accord will focus on are Early Learning, Education Engagement, Health & Well-being, and four Post-secondary education.
  - Attended Board of Governors committee meetings.
  - CNA Graduation ceremonies.
  - Attended a couple of ICD Webinar on Artificial Intelligence (AI).
- Mark thanked the Board Executive Committee members and all the Board members for assisting in putting together the May 30<sup>th</sup> letter to the Minister of Education.
- Provided the Executive Committee members the draft President Performance Evaluation template.

### a. CiCan Update

Peter Adams, Board Vice-Chair attended the CiCan Conference 2024 from April 29<sup>th</sup> to May 1<sup>st</sup> in Calgary, AB. The session Peter enjoyed the most was about micro-credentials from Bow Valley College because its comparable to what we are doing here and it's nice to see their approach to it. If he had his time back, he would have attended the pre-conference session instead as it is more focus towards Governance. The main conference is geared towards managements and staff of the college. Peter's highlight of the entire conference is going to the SAIT Culinary campus. The culinary students work and learn at the same time, they serve about 700 people everyday for lunch, and the food was exceptional. CNA was recognized at the Awards Gala. Our Early Childhood program received second place, and one of our students received second place as well for her invention of splint.

**12. Minister Krista Lynn Howell – Closed Session**

The Honourable Krysta Lynn Howell, Minister of Education, joined the meeting at 1:15pm, as per an invite from the Board Chair.

The Board Chair thanked Minister Howell for joining the meeting.

**13. Next Steps**

- Board Chair will start the draft letter to Minister Howell summarizing the discussion the Board had with her at today's meeting. He will work with the Executive Committee members in finalizing the letter.
- To meet the September deliverables, we will start gathering the information and tools we need to provide Minister Howell to help provide support for our request for additional funding.

A motion was put for and seconded to end the closed sessions.

**Motion Carried**

**14. President's Report**

Elizabeth Kidd, President & CEO, presented her report to the Board, providing an update on college activities since the February 22, 2024 Board Meeting. The President's report included a summary on strategic goals, achievements, and activities.

- Attended the Labrador West Summit in late February.
- Attended Skills Canada in mid-March.
- Went on the Canadian trade mission to Malaysia and Vietnam.
- Participated in Empowerment Through Skills (ESP-03) mission to Tanzania in April. Liz will present to the Board at the October Board Meeting.
- Liz is part of the Education Accord Advisory committee.
- EnergyNL Conference was fantastic, the presentation was about empowering the presence of how we build great education into this sector and what our role is at the college.
- We hosted Minister Gudie Hutchings and MP Joanne Thompson in our Applied Research Labs.
- Met with the with Department of Transportation and Infrastructure and Department of Education to discuss CNA infrastructure issues in regards to Prince Philip Drive.
- \$790,000 in awards were given out on Awards Day events at all campuses.
- Distributed about \$633,000 CEWIL funding that focuses on minority groups.
- 5 Outbound Mobility Projects. We have film students went to Germany, student from our Health Sciences program went to Guatemala, textile students went to Iceland.
- CNA hosted a Clean Energy Series at our Television & Film building.

**15. Governance Committee**

Chris Newhook, Committee Chair provided his report and a copy of the draft June 3, 2024 meeting minutes is included in the meeting book.

The notice of motion was given to the Board at the February 22<sup>nd</sup> Board meeting that the committee will be putting forward the motion to change Section 5 of the By-Laws, the Composition of the Executive Committee.

A motion put forth and seconded to approve the changes to the Composition of the Executive Committee as presented.

**Motion Carried**

The second notice of motion given to the Board at the February 22<sup>nd</sup> Board meeting for approval at today's meeting is the Whistleblower Policy.

A motion put forth and seconded to approve the Whistleblower policy as presented.

**Motion Carried**

Chris advised the Board members of the items below that the Governance Committee is putting forward for consideration and for motion at the October 2024 Board meeting:

- Policy 904 Role of the President. The draft copy of the policy is included in the meeting book.
- To add the Chair and Vice-Chair as voting members of each of the committees, which they will be included in the calculation of quorum.

## **16. Executive Committee Report**

Mark Bradbury, Committee Chair provided his report. The committee met on Friday, June 7, 2024 and the draft minutes is included in the meeting book.

### **a. President Performance Evaluation**

Using Policy 904 Role of the President as a guidance, Mark and Liz have put together the draft President Performance Evaluation template. The Evaluation template was circulated to Executive Committee members for review, and there was some discussion back and forth on how we evaluate the President's ability to delegate, and how we are going to operationalize and implement once approve. A copy of the draft President Performance Evaluation Template is included in the meeting book.

A motion put forth and seconded to approve the Presidents Performance Evaluation Template as presented, subject to any issues and/or changes that may arise.

**Motion Carried**

## **17. Quality Committee Report**

Charles Randell, Committee Chair provided his report. The committee met on Friday, June 7, 2024 and the draft minutes is included in the meeting book.

- Kyle Massey, Director of Academic Quality Assurance presented the Annual Academic Quality Assurance Report. Academic Programs Assessment, completed 8 assessments in 2023-2024, resulting 73 Commendations, 27 Recommendations, and 62 affirmations.

**18. Next Meeting**

October meeting – October 16<sup>th</sup>, 2024 in Burin.  
November meeting – November 28<sup>th</sup>, 2024 in St. John's  
June 2025 – St. Anthony

**19. In Camera Session**

A motion was put forth and seconded to excuse all staff from the room and to move to an in-camera session, beginning at 3:39pm.

**Motion Carried**

**20. Adjournment**

As all agenda items were completed and there was no further business to discuss, the Board Chair declared the meeting adjourned at 4:07pm