



**Board of Governors  
Public Meeting**  
October 26, 2022  
4:00 pm - 7:00 pm  
Governor's Boardroom/Teams  
**Meeting Minutes**

*We respectfully acknowledge that we are on Treaty No. 8 Territory, the traditional meeting grounds and gathering places of our First Nations, Métis, and Inuit peoples.*

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In Attendance:

**Board of Governors:**

Joe MacNeil, Chair  
Christian Matte, 2nd Vice Chair  
Michelle Toner, Public Member  
Kim Farwell, Public Member  
Adele Thomson, Public Member  
Dr. Nermin Zukic, Academic Staff  
Leon Bevans, CUPE Representative  
Kalpesh Patel, Public Member  
Antonette Romano, Student Representative  
Jason Smith, Student Representative

Jay Notay, President & CEO

**Administration:**

Rob LeSage, Consultant to Vice President Corporate Services & CFO  
Tracy Boyde, Vice President Infrastructure & CIO  
Fred Russell, Vice President Academic  
Murray Walford, Vice President Corporate Services & CFO  
Neil O'Riley, Interim Executive Director – Human Resources  
Terri Turner, Executive Assistant (RS)

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**1 Call to Order**

J. MacNeil, Board Chair, called the Public Board of Governors meeting to order at 4:04 p.m.

**2 2.1 Declaration of Conflict of Interest:**

There was no declaration of conflict of interest.

**2.2 Declaration of Fraud & Irregularities:**

There was no declaration of fraud or irregularities.

**3. Adoption of Consent Agenda**

1. Executive Reports
  - President & CEO
  - VP Academic

- VP Corporate Services
  - VP Infrastructure
2. Public Board of Governors Meeting Minutes of September 28, 2022
  3. Governance & HR Committee Meeting Minutes of September 7, 2022
  4. Finance & Audit Meeting Minutes of September 19, 2022

**Moved by A. Thomson** and seconded by L. Bevans **that**, the Consent Agenda for the October 26, 2022, meeting of the Board of Governors be approved as presented.

**Carried Unanimously**

4. **Adoption of Regular Agenda**

**Moved by M. Toner** and seconded by K. Patel **that** the Regular Agenda for the October 26, 2022, meeting of the Board of Governors be approved as amended

**Carried Unanimously**

5. **Governance & HR Committee Update**

1. Governance & HR Update
  - A. Thomson identified that during the October 11 Governance and HR committee there was discussion about the terms of reference and the board survey, there was also work with the board policies and action log
2. Strategic Plan next steps (J. MacNeil/J. Notay)
  - J. MacNeil identified that the strategic plan is moving toward completions of the final draft
  - J. Notay identified that at the All Staff the plan was shared with the intention of expressing what the College is trying to accomplish, and there was opportunity for feedback or clarification
  - After providing staff one week to provide final feedback on the plan, the only responses were around word smiting and items that fit under initiatives.
  - J. Notay identified there was a separate session held for all members of President's Council to go over the entire plan to ensure the College's leadership group were clear on how to develop their respective operational plans to be in alignment with the strategic plan.
  - J. Notay reviewed the strategic plan highlighting the balanced score card, the process, and how the plan will be monitored and tracked
  - J. Notay identified that teams first drafts are expected in December
  - J. MacNeil identified that it is nice to see a disciplined approach

**Motion:** "THAT the Board of Governors approves the Strategic Plan as presented"

**Moved by A. Thomson** and seconded by M. Toner **that** the Board of Governors approves the Strategic Plan as presented"

**Carried Unanimously**

1. Membership of sub committees (A. Thomson)
  - J. MacNeil identified there are positions available on the Governance and HR committee

## 2. Nomination Governance and HR and voting (J. MacNeil)

Chair: Nominations are now open for two positions on the Governance and HR committee

A. Thomson: I nominate M. Toner

M. Toner: agreed to let her name stand as nominated

Chair: M. Toner is nominated. Are there any further nominations?

Chair: All in favor?

**Carried Unanimously**

- K. Patel asked for information on the committee
- A. Thomson provided an overview
- K. Patel identified interest, but he will wait until next meeting regarding his decision

Chair: Are there any further nominations?..... If not ....., nominations are closed.

**ACTION:** To open nominations for the Governance and HR committee at next BOG meeting

## 3. Terms of Reference for Executive Committee (A. Thomson)- **Deferred**

- A. Thomson identified that the Terms of Reference were complete and ready to be sent out after approval of the BOG
- M. Toner identified that under policy 3 the language should reflect college not a university, also contradiction under emergencies there needs to be clarity
- J. MacNeil identified that clarity is needed around the language
- K. Farwell identified that if we use areas to discuss in the language the discussion should happen prior to approval
- J. Notay identified that these issues were removed, the version presented is not the updated edition
- A. Thomson identified that changes made were not reflected in the copy presented, it will be reviewed and brought back to the BOG
- J. MacNeil and J. Notay suggested this agenda item be deferred
- J. Notay apologized for this error and identified that an updated version will be sent out by email for review prior to the next BOG meeting

**ACTION:** Terms of Reference will be reviewed, changes noted, and sent to the BOG for review prior to the next meeting

## 4. Board Survey (A. Thomson)

- A. Thomson identified that the comments on the Board survey were reviewed, and there will be a due date in the future
- J. MacNeil identified there was closure on action items assigned to the committee; this is an annual item, and review and edits were completed last year

## 5. Review and Endorse the Board bylaws and Policies (A. Thomson)- **Deferred**

- A. Thomson identified that the Bylaws and Policies were reviewed and updated
- M. Toner identified issues around both Policy 9 which as the policy and the terms of reference do not align.

- M. Toner also identified there is reference to the Keyano College foundation in article 1.1 and we no longer have a foundation
- J. MacNeil identified these issues need to be addressed.
- A. Thomson and J. Notay identified that the bylaws and policies presented are not the updated versions
- J. Notay recommended the Governance and HR committee look at the terms of reference
- J. MacNeil identified this needs to be reviewed and updated
- J. MacNeil suggested this item be deferred and allow time to review comments, make the necessary changes
- J. Notay suggested comments be sent to A. Thomson electronically

**ACTION:** Board bylaws and policies are to be reviewed by Governance and HR Committee

**ACTION:** Comments and concerns to be provided electronically to A. Thomson prior to the next Governance and HR meeting

#### 6. Economic Development Board (J. Notay)

- J. Notay identified he was approached by Fort McMurray Wood Buffalo Economic Development and Tourism Board, and he was invited to sit on their board. There is a process which includes an ethics review and an interview
- J. Notay identified the needs board approval prior to beginning the process
- N. Riley identified the ethics commissioner requires an application after the BOG approval to proceed
- M. Toner identified that there is a bylaw regarding perceived conflict of interest there are receive funds from the RMWBED
- A. Thomson identified that this is worthwhile as there is a lot of value in bringing a new perspective to the table
- K. Farwell asked if there were any compensation as a RMWBED board member
- J. Notay identified that there is no compensation as he is aware of but he will clarify and report back to the board
- K. Farwell identified her support but stated the BOG needs to be aware of any perceived issues
- J. Smith identified that the benefit would be both an educational aspect for the RMWBEC board and the college will get a view into what drives the community, open the door to opportunity, broadens our presence
- J. MacNeil identified that J. Notay will be a representative of the College

**Motion:** “THAT the Board of Governors approves the request of the President to be a member of the Fort McMurray Wood Buffalo Economic Development and Tourism Board”

**Moved by K. Farwell** and seconded by A. Thomson, “**that** the Board of Governors approves the request of the President to be a member of the Fort McMurry Wood Buffalo Economic Development and Tourism Board”

**Carried Unanimously**

#### 6. Finance & Audit Committee Update

1. 2021-2022 Audit statements
  - K. Farwell asked if there are any question regarding audited statement
  - There were no comments or statements

**Motion:** “THAT the Board of Governors approves the 2021-22 Audit Statements as presented.”

**Moved by K. Farwell** and seconded by M. Toner “**that** the Board of Governors approves the 2021-22 Audit Statements as presented.”

**Carried Unanimously**

2. OAG Exit Report
  - K. Farwell identified that we are on track with 3 green, the auditors were happy with what was presented OAG,

**Motion:** “THAT the Board of Governors approves OAG Exit report for information purposes

**Moved by K. Farwell** and seconded by L. Bevans “**that** the Board of Governors approves OAG Exit report for information purposes’

**Carried Unanimously**

3. Land Trust Risk Matrix Update (R. LeSage/M. Walford/T. Boyde)
  - K. Farwell identified that the recommendation to the BOG is that we take back the land from the land trust, while this in not the end point from a risk perspective it is the best option. Finance and audit have been working through risks
  - J. MacNeil identified the land trust has been in a holding pattern with the economic downturn, The land can stay dormant until the economy reverses. However, there are also some CRA issues that need to be looked
  - R. LeSage reviewed the risk matrix stating that the college taking back the land trust even if it is dormant is financially the best course of action
  - C. Matte identified concerned about control of the land trust to ensure there will be less issues going forward
  - R. LaSage identified the original there was a designed individual responsible for monitored, this is no longer the case but for the future we need enhanced monitoring
4. Land Trust
  - K. Farwell identified concern around the cost to the college and the financial risk, but R. LaSage has alleviated my concern. However, hiring someone to monitor the Land trust will add another financial concern
  - R. LaSage reviewed the financial report and comparisons, if we move the property at book value there will be issues with CRA, we request for a professional opinion to research and identify that using book value is correct if it is not book value then it will change to line 28
  - K. Farwell identified that this is time sensitive, the sooner we get a declaration the sooner we can bring to CRA and reduce the risk of CRA finding out before our declaration
  - C. Matte identified he is comfortable going forward but would like administration to come back with a more specific recommendation for the condos, we need to continue with discussion and add to action log

- J. Notay identified this is in the action log, but we can update it with more detail

**ACTION:** Finance and Audit to review and update action log

**Motion:** “THAT the Board of Governors approves in its capacity as beneficiary of the Land Trust, Keyano College accept the distribution of the Trust Property from KCLTC, as trustee of the Land Trust, in principle, subject to the disclosure by KCLTC of the Trust Property to be distributed and the approval of Keyano College of the steps to implement the distribution.”

**Moved by K. Farwell** and seconded by C. Matte “**that** the Board of Governors approves in its capacity as beneficiary of the Land Trust, Keyano College accept the distribution of the Trust Property from KCLTC, as trustee of the Land Trust, in principle, subject to the disclosure by KCLTC of the Trust Property to be distributed and the approval of Keyano College of the steps to implement the distribution.”

**Carried Unanimously**

**Motion:** “THAT the Board of Governors, immediately upon distribution of the Trust Property, through its legal counsel, approach the CRA Charities Directorate to disclose the facts relating to the transfer of the Lands in 2013 and the distribution of the Trust Property to Keyano College in its capacity as beneficiary of the Land Trust.”

**Moved by K. Farwell** and seconded by M. Toner, “**that** the Board of Governors, immediately upon distribution of the Trust Property, through its legal counsel, approach the CRA Charities Directorate to disclose the facts relating to the transfer of the Lands in 2013 and the distribution of the Trust Property to Keyano College in its capacity as beneficiary of the Land Trust.”

**Carried Unanimously**

7. **Academic (F. Russell)**

1. Gala

- F. Russell identified that we have sold around 650 tickets with capacity for 1104
- F. Russell identified that the BOG attendee will be asked to give out the welcoming champagne, this will be a great opportunity to meet individuals
- Fred (please be consistent in how we name people) asked who was attending and willing to volunteer, J. MacNeil, M. Toner, J. Smith, A, Thomson, and C. Matte identified they were attending and willing to volunteer
- J. Notay identified two requests, the first as F. Russell requested and the second that the board assist with engaging more people by sending out a link to the Gala information and ticket purchase. This is for engagement and funding to demonstrate the new direction of the College and gain the public’s confidence
- F. Russell identified that as we get closer to the event, we may look at other special offers

**ACTION:** BOG to share digital collateral for the Gala

2. Board Cheer

- F. Russell proposed the next board meeting November 30 from 3:30 pm to 5:00 pm followed by the BOG meeting
  - M. Toner identified it was too early, and maybe before a Husky Game
  - A. Thomson identified it should be a sperate event
  - F. Russell identified that a date needs to be determined quickly and we can do this electronically
  - F. Russell identified a possible the format as J. MacNeil and J. Notay speaking, having finger foods, alcohol and host it in Elements
3. Annual Report
- F. Russell identified that is near completion; it is not due until November, so it is brought to the board for edits and suggestions, once the audited financial statements are complete it will be reviewed for any other edits and brought forward to the board with a motion for approval
  - M. Toner suggest a change to land acknowledgment it include the Deni and Metis
4. Program Proposals
- Computer System Technology Certificate and Diploma
    - F. Russell provide an overview of the course and identified that the College currently does not have a computer technology course, this is a field of interest to many students especially intentional students
    - F. Russell identified that there is a signed MOU with Polytech College for a free exchange of credits
    - M. Toner asked what criteria the board should be reviewing for approvals, how do we measure the need, the quality, and criteria?
    - J. MacNeil identified the background work required to develop a program, the College has a process, and the board supports that the college has done it due diligent
    - J. Smith identified that this program would have an impact on the community and support the college
    - F. Russell presented an option for presenting the new program by identifying how the program/course aligns with the strategic plan
    - F. Russell identified that currently the College uses a stainability approach when we add a program
    - J. Notay identified that we have identified the risk and approached to mitigate those risks. Going forward all programs will be required to align with the strategic plan for funding
    - A. Thomson identified the program have been reviewed and cleaned up, it is refreshing to see the addition of new program that align with the gaps in programming
    - J. Notay highlighted that this program allows our graduates to move into a degree program and it offer outside students access to our programs

**Motion:** “THAT the Board of Governors Recommend the approval of the creation of a new Certificate and Diploma program and specialization: Science / Computer Systems Technology”

**Moved by K. Farwell** and seconded by M. Toner “**that** the Board of Governors Recommend the approval of the creation of a new Diploma program and specialization: Science / Computer Systems Technology”

**Carried Unanimously**

- Governance and Civil Studies
  - F. Russell highlighted that the community reached out for something in the government/nonprofit field
  - F. Russell identified that we already have most of the courses, but they were not packaged in a program that allowed student to finish with a certificate or diploma. With this program we have packaged the courses, so you finish with a credential
  - A. Thomson asked if this could be done with other courses
  - F. Russell identified yes

**Motion:** “THAT the Board of Governors recommend the approval of the creation of a new diploma program and specialization: Arts / Governance and Civil Studies”

**Moved by A. Thomson** and seconded by K. Farwell “**that** the Board of Governors recommend the approval of the creation of a new diploma program and specialization: Arts / Governance and Civil Studies”

**Carried Unanimously**

- Human Resources Management Specialization
  - F. Russell identified that the College has the certificate, but we are moving toward a diploma, as this is in demand by our recruiters and in place at other institutions
  - Dr. N. Zukic identified he is available for question regarding this program and that this will give us a competitive edge

**Motion:** “THAT the Board of Governors recommend the approval of the creation of the Human Resource Management specialization under the Business Administration Diploma program”

**Moved by M. Toner** and seconded K. Farwell by “**that** the Board of Governors recommend the approval of the creation of the Human Resource Management specialization under the Business Administration Diploma program”

**Carried Unanimously**

- Early Learning and Child Care Certificate – Applied Learning and Child Care
  - F. Russell identified that the government did a call for proposal for an apprenticeship style program and the College will offered this in January, we were required to standardize our program and the College is leading the process.
  - F. Russell identified that with semester-based intakes, we open the door to more students, work placements are spread out over the year which makes placing student easier

**Motion:** “that the Board of Governors recommend the approval of the creation of a new program, Early Learning and Child Care Certificate: Applied Early Learning and Child Care”



**Moved by L. Bevans** and seconded by K. Patel **“that** the Board of Governors recommend the approval of the creation of a new program, Early Learning and Child Care Certificate: Applied Early Learning and Child Care”

**Carried Unanimously**

8. **In Camera**

**Moved by K. Farwell** and seconded by M. Toner **“that** the meeting of the Board of Governors move in camera”

**Carried Unanimously**

**Out of camera**

**Moved by M. Toner** and seconded C. Matte **“that** the meeting of the board of governors move out of camera “

**Carried Unanimously**

9. **Adjournment**

**Motion** “THAT the meeting of the Board of Governors be adjourned”

There being no further business, **moved by K. Farwell** and seconded by C. Matte **“that,** the meeting of the Board of Governors be adjourned at 6:45 p.m.”

**Carried Unanimously**