Board of Governors
Public Meeting
May 31, 2023
4:00 p.m. – 7:00 p.m.
Governors 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.

In Attendance:

Board of Governors:

Don Scott, Chair
Christian Matte, 2nd Vice Chair
Joe MacNeil, Public Member (Regrets)
Kim Farwell, Public Member
Adele Thomson, Public Member
Andrew Rosser, Public Member (Arrived at 4:10 p.m.)
Kalpesh Patel, Public Member
Chief Raymond Powder, Public Member
Dr. Nermin Zukic, Academic Staff (Regrets)
Leon Bevans, CUPE Representative
Jason Smith, Student Representative
Antonette Romano, Student Representative (Regrets)
Murray Walford, Acting President - Vice President Corporate Services & CFO

Jay Notay, President & CEO (Regrets)

Administration:
Fred Russell, Vice President Strategy & Business Transformation
Sandra Efu, Vice President Academic & Student Experience
Neil Riley, Executive Director – Human Resources
Khwezi Mbolekwa, Associate VP, People & Culture
Dave Benoit, Associate Director, Information Technology
Terri Turner, Executive Assistant (RS)

1	**Call to Order** D. Scott, Board Chair, called the Public Board of Governors meeting to order at 4:00 p.m.
2	**2.1 Declaration of Conflict of Interest**: • K. Farwell noted a conflict of interest with respect to acquisition of equipment for Trades & Technology motion under item 7.2 • K. Farwell will recuse from voting on that motion **2.2 Declaration of Fraud & Irregularities:** There was no declaration of fraud or irregularities.
3.	**Adoption of Consent Agenda**

		• C. Matte noted that the SSWC update focused on programing, he would like the update to include initiatives and success of the programs • F. Russell noted that the information can be included for the next update • K. Farwell asked if the change of insurance broker will change the status of the flood insurance • M. Walford noted the new broker will offer the same coverage – he noted that he believed we had flood insurance with higher premiums – subsequently he has confirmed that we do not have overland flood insurance. • K. Patel enquired about the Trades and Technology open house and asked if industry was invited • S. Efu noted that there was a lot of positive feedback, this was the first of many, the focus was to provide parents and students with an opportunity to see the workshops and features **Motion:** "THAT, the Consent Agenda for the May 31, 2023, meeting of the Board of Governors be approved as presented **Moved by K. Farwell** and seconded by K. Patel "**that**, the Consent Agenda for the April 26,2023 meeting of the Board of Governors be approved as amended." **Carried Unanimously**
4.	**Adoption of Regular Agenda** **Motion:** "THAT, the Regular Agenda for the May 31,2023, meeting of the Board of Governors be approved as amended." **Moved by C. Matte** and seconded by K. Patel "**that**, the Regular Agenda for the May 31, 2023, meeting of the Board of Governors be approved as amended." **Carried Unanimously**	
5.	**Board Executive Committee Update** (D. Scott) 5.1 Board Orientation • D. Scott noted that the suggested dates for the orientation came out of conversation with Dr. Tom Thomson, the dates are September 8, 2023 and November 3, 2023 • D. Scott asked if the BOG would prefer a poll or move forward with the above dates • BOG agreed that a poll is preferred • T. Turner will connect via email to determine availability of the BOG and if alternative dates are required 5.2 2023-2024 Meeting Schedule Review • D. Scott opened the floor for comments, issues, or concerns with the suggested schedule • D. Scott enquired about the date and times of the suggested meetings, and noted that if the schedule remained the last Wednesday of the month, for some months there would be an exception; The May meeting will be the on the 24th due to government deadlines for budget submissions • BOG agreed to the last Wednesday of the month for meetings except for May • D. Scott noted there will be a poll to determine the subcommittee dates and times	

	• M. Walford noted that subcommittee meetings were typically scheduled two weeks before the Board meetings. **Motion:** "THAT the Board of Governors approve the adoption of the Board of Governors, Board Executive Committee, Finance & Audit, and Governance & HR 2023-2024 meeting schedule." **Moved by K. Farwell** and seconded by K. Patel "**that,** the Board of Governors approve the adoption of the Board of Governors, Board Executive Committee, Finance & Audit, and Governance & HR 2023-2024 meeting schedule." **Carried Unanimously**
6.	**Governance & HR Committee Update** 6.1 Update • A. Thomson noted there were only two remaining items on the action log with updates scheduled for October • A. Thomson noted the Board Competency Matrix was sent via email and responses are due by June 15, 2023 • A. Thomson noted the declaration statements were sent via email and noted that they cannot be signed until after June 30, as they cover the July 1 2022 to June 30 2023 year. They are due to be returned by July 15, 2023 6.2 Free Speech -All Members (N. Riley) • N. Riley identified the legal review was completed and the policy was updated as requested by the board **Motion:** "THAT the Keyano College Board of Governors Governance and HR Committee recommend that the Board of Governors approve the revised Free Speech Policy." **Moved by K. Farwell** and seconded by K. Patel "**that**, the Keyano College Board of Governors Governance and HR Committee recommend that the Board of Governors approve the revised Free Speech Policy." **Carried Unanimously** 6.3 Nomination • 1st Vice Chair • Finance & Audit o A. Thomson opened the floor for nomination for the BOG 1st Vice Chair position o K. Farwell nominated A. Rosser o A. Rosser accepted the nomination o A. Thomson opened the floor for nominations for the Finance & Audit Subcommittee membership o K. Farwell nominated A. Rosser o A. Rosser accepted the nominations

	Motion: "THAT the Board of Governors accepts the nominations for the Finance & Audit subcommittee membership and the Board of Governors 1st Vice Chair position." **Moved by C. Matte** and seconded by D. Scott "**that**, the Board of Governors accepts the nominations for the Finance & Audit subcommittee and the Board of Governors 1st Vice Chair position." **Carried Unanimously**
7.	**Finance & Audit** (K. Farwell) 7.1 Finance & Audit Update - Final Operating Budget (Information Only) K. Farwell provided a historical review of unrestricted surplus and reserves and noted there have been significant improvements over the past few years. The College has experienced financial difficulties in the past and has had difficulty funding all of its capital needs. However, the College has since turned the corner and internally restricted reserves of $14.8 million have been set aside for future capital activities K. Farwell noted the college does not have a formal policy around the use of restricted reserves, and that a policy will be developed and presented at the October 2023 BOG meeting K. Farwell noted that the Business Cases identify the use of reserves for the projects if we do not receive government grant funding. So, as a contingency, the request is to approve the use of reserves for the Classroom and Lab Revitalization Project to a maximum of $600,000 and the Indigenous Spaces Project to a maximum of $500,000 until the restricted reserves policy is approved. If grants are not received, a request to fund both of these projects with reserves will be forthcoming. If grant funding is not provided for the Student Services Hub – Main Entrance, the project will be deferred K. Farwell noted that M. Walford will provide details M. Walford noted that the operating budget was approved via email Capital Priorities - Submission Tables M. Walford noted the capital budget submission tables are required to be submitted to the government M. Walford noted the contingent funding strategy for these projects is to request approval from the Board of Governors to access the College's internally restricted surplus if we do not receive the grant M. Walford noted that if we do not receive the grant funding, we will defer the third Priority (Student Services Hub – Main Entrance) - Business Cases M. Walford noted that the Business Cases are to be provided to the Ministry. Once they receive and assess the requests from all the public post-secondary institution, they will prioritize the projects and issue grants accordingly M. Walford noted that the Finance & Audit Committee agreed to the top three capital priorities, and at its April 26th meeting, the Board of Governors agreed to the top three capital priorities. A. Rosser noted his support for the capital budget submission tables, however, he was concerned that if the College receives grant funding for all three projects, will it have the capacity to deliver as planned, and have the risks been

considered in terms of disruption to students, basic construction risks, and schedule?
- o M. Walford noted the timelines as outlined in the package, noted that the first project will be completed over three years, the second project is not projected to take too much time or internal resources and the third project can be pushed back until we have capacity, if that becomes a concern
- o M. Walford noted that there will be a project manager hired to manage these projects and the CMR projects
- o L. Bevans asked about the timelines for the labs and theatre, will they start in the next year?
- o M. Walford noted that he cannot give actual dates as we are waiting on a variety of equipment to arrive, but the bigger projects will start this year
- Capital Budget Contingency Funding Plan & Reserve Guidelines
  - o M. Walford noted that the contingency to fund from reserves is identified separately in the capital budget plan
  - o M. Walford noted that the college needs a long-term strategic investment plan which will help determine long-term funding strategies
  - o M. Walford reviewed the key points from the budget package
  - o M. Walford noted that the request is for approval to proceed with the acquisition of the equipment for the Trades & Technology Program ($1.2 million) which will need to be funded from reserves (unless other donations and grants are received). We are also requesting that at this time the Board approve funding from reserves to a maximum of $600,000 for the Lab and Classroom project, and that the Board approve funding from reserves to a maximum of $500,000 for the Indigenous Spaces project.
  - o M. Walford noted that the college currently does not have a Governance Policy on Internally Restricted Reserves, this will be developed, and it will formally define the process and approvals necessary to access reserves in the future. A preliminary guideline is provided for information
  - o K. Patel requested clarification on the reserve allocation?
  - o M. Walford noted that we have a surplus and anything over 5% of budgeted revenue is allocated to the reserve
  - o K. Farwell recused from the vote due to noted conflict of interest

Motion: "THAT the Board of Governors approve funding from reserves for the $1.2 acquisition of equipment for Trades & Technology."

Moved by A. Rosser and seconded by K. Patel "**that**, the Board of Governors approve funding from reserves for the $1.2 acquisition of equipment for Trades & Technology."

Carried Unanimously

Motion: "THAT the Board of Governors approve funding from reserves to a maximum of $600,000 for the Lab and Classroom project, and that the Board approve funding from reserves to a maximum of $500,000 for the Indigenous Spaces project."

Moved by K. Farwell and seconded by D. Scott "**that,** the Board of Governors approve funding from reserves to a maximum of $600,000 for the Lab and Classroom project, and that the Board approve funding from reserves to a maximum of $500,000 for the Indigenous Spaces project."

		Carried Unanimously

		• Heat Map Review
		  o M. Walford reviewed the Heat Map and noted this is ongoing and we provide a report to Finance & Audit at regular intervals
		  o A. Rosser noted he would prefer to see the change over time and that the financial risk be clearly identified in the scale. He also asked how the Finance & Audit Committee feel about the risks
		  o M. Walford referred A. Rosser to the table that identified the difference in risk ratings from last year to this year
		  o C. Matte noted the Finance & Audit Committed has a good level of understanding of the risks and the strategies to address them. He noted that the risk management processes is evolving and improving. The process was established only two years ago.
		  o M. Walford noted that in the fall we will have a more refined risk assessment table that quantifies risk over several variables, as requested by Finance & Audit Committee
		
		• Forecast
		  o M. Walford noted that the forecast shows a balanced budget, and the college is not anticipating any significant variances

8.	**Academic & Student Services Update** (S. Efu) • S. Efu provided update • A. Rosser asked who attended the open house and was it gender specific? • S. Efu noted the focus was to provide parents and students with an opportunity to see the workshops and features; this was the first one of many	
9.	**Strategy & Business Transformation** (F. Russell) 9.1 Gala and Golf Update • F. Russell noted that the doner list was sent to all the BOG members. The idea was to identify who, if anyone, that the Board members may want to invite personally or if there was someone that needed to be added to the list • F. Russell noted that we can provide the communication and the save the date invitation for the board members to send out, or the team at the college can send out the communication to those identified by the BOG • F. Russell noted that the marketing team will send invites and communication to the individuals on the list, but if there was anyone that a board member wanted to reach out to, they can, and marketing can assist with communication if needed • F. Russell noted that the ask is not for the Board members to ask for money just that they attend; there are fundraising opportunities at the Gala • F. Russell noted that if there was anyone that the board wants to invite, if there is anyone they want to add to the list, and/or if assistance is needed with the communication, to correspond through T. Turner • F. Russell noted that the BOG duties for the Gala are to attend, perhaps assist with some function/service offered during f the evening, and otherwise to engage with the guest as ambassadors of the college • The BOG agreed to review the list and connect as needed • The BOG expressed a clear understanding of the expectations and tasks • F. Russell noted that there will be as similar expectation for the Golf tournament	

	9.2 Fort Chipewyan • F. Russell noted the Executive met to discuss what the college could offer, and we reached out to see what was needed in terms of support • F. Russell noted there was correspondence with ATC and they identified the need for programming for children at SSWC, access to residences and volunteers at Centre Fire place • F. Russell noted we offered the SSWC, but we do not have many vacant residences and college staff are encouraged to volunteer with approval from their supervisors
10.	In-Camera **Motion:** "THAT the Board of Governors move in-camera." **Moved by K. Farwell** and seconded by K. Patel "**that**, the Board of Governors move in-camera." **Carried Unanimously** 10.1 Bargaining Update - Public Members & Executive Only (N. Riley) **Motion**: "THAT the Board of Governors conclude the in-camera discussion." **Moved by K. Farwell** and seconded by C. Matte **"that**, the Board of Governors conclude the in-camera discussion." **Carried Unanimously** **Motion:** "That the Board of Governors approve the Mediator's recommendation for Keyano College and Keyano College Faculty Association." **Moved by K. Farwell** and seconded by Chris "**that**, the Board of Governors approve the Mediator's recommendation for Keyano College and Keyano College Faculty Association." **Carried Unanimously**
11.	**Adjournment** 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: 04 p.m." **Carried Unanimously**