



**Board of Governors
Public Meeting**
September 28, 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.

In Attendance:

Board of Governors:

Joe MacNeil, Chair
Tyrone Brass, 1st Vice Chair (Regrets)
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
Jason Smith, Student Representative
Antonette Romano Student Representative

Jay Notay, President & CEO

Administration:

Rob LeSage, Vice President Corporate Services & CFO
Tracy Boyde, Vice President Infrastructure & CIO
Fred Russell, Vice President Academic
Neil Riley, Executive Director - Human Resources
Danielle Brown, Executive Assistant (RS)
Allison Pardy, Executive Assistant (RS) (Guest)

1 Call to Order

J. MacNeil, Board Chair, called the Public Board of Governors meeting to order at 4:08 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

Moved by A. Thomson and seconded by M. Toner **that**, the Consent Agenda for the **September 28, 2022**, meeting of the Board of Governors be approved as presented.

Carried Unanimously

4. Adoption of Regular Agenda

Amendment Request: L. Bevans inquired if item 8.4 could be moved to 8.3 and included all members. J. MacNeil informed the board that at this time 8.4 is not an all-member item.

Moved by K. Farwell and seconded by J. Smith **“that** the Regular Agenda for the **September 28, 2022**, meeting of the Board of Governors be approved as presented

Carried Unanimously

5. **Governance & HR Committee Update**

5.1 Governance & HR Update

1. Declaration of Conflict of Interest
 - A. Thomson informed the board that all declarations had been received.
2. Board Membership Update (A. Thomson/J. MacNeil)
 - J. MacNeil welcomed our new student representatives and reappointments to the board.
 - J. MacNeil gave an overview of the new appointments which will join us in October.

5.2 Standing Committee Membership/Executive Committee

- A. Thomson reviewed the standing committee and the members/role of the committee.
- Board members requested a more in-depth breakdown of the purpose of the new committee and the role of Human Resources as this could be seen as a conflict. J. Notay further explained the role of the Executive Committee and the need for a TOR to be completed to give more direction for the committee. J. Notay also clarified that the role of a HR Representative was not a regular member of the committee, is a non-voting member, and is only to be used as a resource only as required by the committee.
- The board expressed the concern that the addition of the Executive Committee could spread members too thin as it consists of members that are already chairs on existing boards. Board Chair J. MacNeil ensured the board that Octobers Board of Governors meeting would allow appointment of additional members to these sub-committees to help with the workload.
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Motion: “THAT the Board of Governors approves the creation of the Executive Committee consisting of the President & CEO, Board Chair, Committee Chairs and Executive Director of Human Resources (as a resource).”

Moved by A. Thomson and seconded by K. Farwell.

Carried Unanimously

5.3 Review and Endorse the Board Bylaws and Policies

- An explanation was provided to the board regarding the annual review of bylaws and policies. It was also noted that members were not required to approve these documents today if more time was preferred for review.
- The board approves that the approval of the bylaws and policies should be deferred to the October meeting where new members would also be present.

Deferred Motion: “THAT the Board of Governors approves the Board Bylaws and Policies as presented.”

Moved by _____ and seconded by _____.

Carried Unanimously

5.4 2023-2025 Strategic Plan Review and Endorsement (J. MacNeil/J. Notay)

- Board Chair J. MacNeil provided the board with a brief overview of the final draft of the strategic plan and its new layout. A brief explanation was provided to the board about the intent of the motion being out forward and next steps that would take place once passed.
- J. Notay provided the board with an overview of the 3-year plan and its alignment to Alberta 2030. J. Notay described the layout and artistic design of the Document and its significance to Keyano College. With the approval from the board J. Notay would bring this final draft to the Keyano College all staff meeting to allow final feedback and comments.

- A discussion was had regarding the implementation of the strategic plan and follow through moving forward. J. Notay provided clarity around the reporting of the implementation and next steps of the plan and how those reports would be delivered to the board. A recommendation was made by the Chair to have a “red, yellow, green” system put in place to bring attention to plan items as they move forward.
- A. Romano requested key dates for goals within the 3 years that are going to be completed. J. Notay explained dates would be planned out in next steps moving into operational roles within each department of the college, based on the plan’s pillars, objectives and initiatives.

Motion: “THAT the Board of Governors approves the strategic plan as presented and moves forward with the completion of a final draft.”

Moved by A. Thomson and seconded by C. Matte.

Carried Unanimously

5.5 Gala Invitation List (J. Notay)

- With the success of the Golf Tournament the Board and President would like to take the opportunity to build on that momentum during the Keyano Gala. J. Notay has asked the Board to consider key stakeholders, industry and community members that should be invited to Gala to ensure a successful event. Members are asked to email J. Notay for review with the Board Chair.
- Board members noted that for future events, invitations should be sent out in a timely manner to ensure that industry and stakeholders have a considerable amount of time to accept invites without conflicts. Comments were also made regarding the guests Gala is attracting and the drastic change in “big name” community members that use to attend these events in the past. A recommendation was made that members with connections should be the ones to reach out to their intended guests to create a connection.
- M. Toner inquired if there is any expectation of the Board to attend and play a role at Gala. F. Russell confirmed that there will be roles for the Board but at this time those roles have not been discussed.

6. Finance & Audit Committee Update

6.1 Finance & Audit Update

- K. Farwell gave an update of the last finance and audit meeting and discussion around the terms of reference being combined with the monthly reporting schedule. This will allow less motions brought to the board anytime something changes in the reporting schedule.
- K. Farwell did speak to a small issue found in the building life (40-60years) which changes the amortization. What this means is we overstated our amortization which gave us a larger surplus. Internal controls were shared with the auditors, and everything is going well.
- Financial Dashboard, revenue was not as high as expected and expenditures were also lower which still ended with a surplus. All documentation will be brought to our October meeting. K. Farwell did touch on investment loss which was expected, and a review of the portfolio is expected.
- Risk and Legislative compliance, our process has gone back to the same routine update and there are no new risks.

1. Annual Reporting Schedule

- The Annual reporting schedule was reviewed and the reasoning for its removal from the TOR to prevent multiple motions being brought forward to the BoG for schedule changes.

6.2 Finance and Audit Committee Terms of Reference Review

- K. Farwell reviewed that the only change being brought forward would be the removal of the Annual Reporting Schedule.

Motion: “THAT the Board of Governors approves the Finance and Audit Committee Terms of Reference with the removal of the Monthly Reporting Schedule.”

Moved by K. Farwell and seconded by A. Thomson.

Carried Unanimously

7. Academic

7.1 Workload Committee Recommendation – Hospitality and Tourism Management Diploma Program

- F. Russell explained the process of program approval and the LOA agreed upon by the faculty association in terms of workload and program.
- This is a 51% workplace and 49% classroom program.
- J. Smith inquired if this would also be an internationally offered program or domestic. F. Russell explained that the grant money was largely for domestic but with the understanding that it will be potentially available for international students.

Motion:” THAT the Board of Governors approve the Letter of Agreement for the Hospitality and Tourism Program as presented”

Moved by C. Matte and seconded by J. Smith.

Carried Unanimously

8 In-Camera

Moved by K. Farwell and seconded by M. toner “**that**, the Board of Governors move in-camera”

Carried Unanimously

- 8.1 KCLT (All Members)
- 8.2 Keyano Theatre (J. Notay) (All Members)
- 8.3 Bargaining Update (N. Riley) (All Public Members)
- 8.4 PPP Opportunity (J. Notay) (All Public Members)

Moved by M. Toner and seconded by C. matte **that**, the Board of Governors conclude the in-camera discussion”

Carried Unanimously

9. Adjournment

There being no further business, **moved by K. Farwell** and seconded by M. Toner “**that**, the meeting of the Board of Governors be adjourned at 6:57p.m.”

Carried Unanimously