



**Board of Governors
Public Meeting**
January 25, 2023
4:00 p.m. - 7:00 p.m.
Governors Board Room/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
Kalpesh Petal, Public Member
Andrew Rosser, Public Member
Jason Smith, Student Representative
Antonette Romano, Student Representative (Left at 5:45p.m.)
Jay Notay, President & CEO

Administration:

Murray Walford, Vice President Corporate Services & CFO
Tracy Boyde, Vice President Projects & CIO
Sandra Efu, Vice President Academic & Student Experience
Fred Russell, Vice President Strategy & Business Transformation
Neil Riley, Interim Executive Director - Human Resources
Terri Turner, Executive Assistant (RS)

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

Moved by K. Farwell and seconded by C. Matte **“that**, the Consent Agenda for the January 25, 2023, meeting of the Board of Governors be approved as amended

Carried Unanimously

4. Adoption of Regular Agenda

Moved by A. Thomson and seconded by M. Toner **“that** the Regular Agenda for the January 25, 2023, meeting of the Board of Governors be approved as presented

Carried Unanimously

5. **Governance & HR Committee Update** (A. Thomson)

1. Board Evaluation
 - A. Thomson identified that the evaluation was sent in November, there was low response, this was discussed at the Governance and HR meeting, and it will be resent electronically
2. Attendance and Commitment (J. MacNeil)
 - J. MacNeil discussed attendance issues in the past and emphasized the importance of attendance especially with the lessened number of meetings per year
 - J. MacNeil emphasized the importance of accepting or declining the meeting invites and responding to emails
3. Board Executive Committee Terms of Reference
 - A. Thomson identified that the Board Executive Committee Terms of Reference includes the President's evaluation and requirement around ad hoc meetings
 - A. Thomson identified that the Terms of Reference align with the bylaws, and they meet the recommendation by Dr. T. Thompson as discussed in the February meetings of 2022
 - The board discussed specific details of the Terms of Reference

Motion: “That the Board of Governors approve the Board Executive Committee terms of reference as presented.”

Moved by K. Farwell and seconded by A. Thomson **“that** the Board of Governors approve the Board Executive Committee terms of reference as presented”

- M. Toner identified that there was overlapping responsibilities of the Board Executive Committee and the Governance and HR committee, this includes reference to compensation, and these need to be adjusted in the Governance & HR Terms of Reference
- M. Toner identified other areas of overlap, duplication and questioned the use of the language such as only as necessary should be routine or ongoing
- Discussion ensued, identifying that the Board of Governors did not have the Governance & HR Terms of Reference in the package as they were not an item on the agenda. It was agreed that the Governance & HR Terms of Reference need to be updated to remove duplication
- J. Notay suggested M. Toner submit her concerns and questions in writing to A. Thomson Governance and HR chair
- A. Thomson and M. Toner agreed

As a friendly amendment made by the mover of the motion (K. Farwell) and seconded by the original seconder (A. Thomson):

Motion: “That the Board of Governors approve the Board Executive Committee terms of reference as amended and request the Governance and HR Committee to update their Terms of Reference to remove duplication of responsibility with the Executive Committee, specifically regarding the evaluation of the President.”

Carried

4. Board of Governors Bylaws and Policies
 - A. Thomson discussed why the policies and bylaws were deferred in October and they since have been reviewed and updated

- J. MacNeil opened the floor for discussion
- J. Notay identified that Policy 4 on page 11 identified that formal reports will be annually in October as opposed to quarterly
- A. Thomson identified that quarterly is not reflective
- C. Matte suggested that a less formal report be provided regularly
- J. Notay identified that the intent is to provide informal reports throughout the year
- J. MacNeil identified that this be an item for the Governance and HR Committee with the intent to review and prepare a schedule
- C. Matte suggested this move to the Action Log
- A. Thomson agreed this is an appropriate request and it should be an action log item
- J. Notay referred to Policy 8, 7.2 (iii) Disclosure requirements and questioned if this was still legislation, and identified that it will need to be researched
- J. MacNeil identified that at one point this may have been legislative but if it a required from the ethics commissioners then we will not need it in our policies
- A. Rosser questioned if there may be more policies that need to be reviewed and compared to legislation

ACTION ITEM: Governance & HR to review Policies and Bylaws for any further updates

- A. Thomson inquired about Policy 10 as identified as new
- K. Farwell identified that policy was completed through Finance & Audit, and we can remove the word new
- A. Thomson inquired about article 8.1.1: hold office for a term not exceeding 3 years
- J. MacNeil identified that the appointments are given in 3-year terms with eligibility for a second term, there is also a 3-month grace period
- Board of Governors agreed that the Governance and HR committed complete a review of the Bylaws and Policies for legislative updates

Motion: “that the Board of Governors approve the Bylaws and Policies as amended.”

Moved by J. Smith and second by A. Thomson “**that** the Board of Governors approve the Bylaws and Policies as amended.”

Carried Unanimously

5. Gender based Violence Policies and Procedures (N. Riley)
 - N. Riley identified that 25 colleges came together to create gender-based Violence Policies and Procedures and they are included for information
 - C. Matte asked once approved is this a new document are they in additional or complementary to previous policies and procedures
 - N. Riley identified that this is new and complementary
 - J. Notay identified that this is for information and does not require a motion from the board
6. Workload Letter of Agreement (S. Efu)
 - S. Efu identified that the letter of agreement is the outcome of a meeting between faculty and management

Motion: “That the Board of Governors approve the workload agreement between Keyano College and the Faculty Association as outlined in Appendix “A” of the attached Letter of Agreement”

Moved by C. Matte and seconded by N. Zukic “**that** the Board of Governors approve the workload agreement between Keyano College and the Faculty Association as outlined in Appendix “A” of the attached Letter of Agreement.”

Carried Unanimously

6. **Finance & Audit Committee Update**

- K. Farwell identified that the meeting was deferred and rescheduled for February

7. **In-Camera**

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

Carried Unanimously

1. Org Chart Review
2. Chair’s Update
3. Bargaining update (Public members and Executive)

Moved by K. Farwell and seconded by A. Thomson **“that,** the Board of Governors conclude the in-camera discussion”

Carried Unanimously

8. **Adjournment**

There being no further business, **moved by C. Matte** and seconded by A. Thomson **“that,** the meeting of the Board of Governors be adjourned at 6:49 p.m.”

Carried Unanimously