Board of Governors
Public Meeting
November 27, 2024
4:00 p.m. – 7:00 p.m.
Governors Boardroom/Teams
Minutes

We respectfully acknowledge that we are on Treaty No. 8 Territory, the ancestral and traditional territory of the Cree, Dene, and Métis, peoples.

In Attendance:

Board of Governors:

Don Scott, Chair
Andrew Rosser, 1st Vice Chair, Public Member
Joe MacNeil, Public Member (Regrets)
Kim Farwell, Public Member
Adele Thomson, Public Member
Kalpesh Patel, Public Member (Regrets)
Chief Raymond Powder, Public Member
Kathleen Brennan, CUPE Representative (Regrets)
Sandra Efu, Interim President & CEO
Chioma Igbokei, Student Representative
Marc Vergara, Student Representative

Administration:

Murray Walford, Vice President Corporate Services & CFO
Chantal Beaver, Associate Vice President, Public Engagement
Deni Ruiz, Associate Director, People & Culture
Terri Turner, Executive Assistant (RS)

Guests:
Tim Mitchell, Legal Counsel (Regrets)
Susie Bowles, Project Sponsor/Lead

1. **Call to Order** (D. Scott, Chair)
   Don called the meeting to order at 4:01 pm
2. **Declaration** (All)

   - Declaration of Conflict of Interest
     - There was no declaration of conflict of interest
   - Declaration of Fraud & Irregularities
     - There was no declaration of Fraud or irregularities

3. **Adoption of Consent Agenda** (D. Scott)

1. Executive Reports
   - President & CEO
   - Academic & Student Experience
   - Corporate Services & CFO
   - People & Culture
   - Public Engagement

2. Public Board of Governors Meeting Minutes of October 30, 2024
3. Governance & HR Committee Meeting Minutes of October 16, 2024
4. Finance & Audit Meeting Minutes of October 16, 2024
5. Board Executive Committee Minutes October 21, 2024 and October 29, 2024

Motion: "THAT the Consent Agenda for the November 27, 2024 meeting of the Board of Governors be approved as presented/amended."

Moved by A. Thomson and seconded by K. Farwell "**that**, the Consent Agenda for the November 27, 2024 meeting of the Board of Governors be approved as presented."

Carried Unanimously

4. **Adoption of Regular Agenda** (D. Scott)

Motion: "THAT, the Regular Agenda for the November 27, 2024, meeting of the Board of Governors be approved as presented/amended."

Moved by A. Thomson and seconded by K. Farwell "**that**, the Regular Agenda for the November 27, 2024, meeting of the Board of Governors be approved as amended."

Carried Unanimously

5. **Board Executive Committee Update** (D. Scott)
   5.1 ConfidenceLine (S. Efu)
   - S. Efu noted the confidence line was introduced about a month ago to allow staff a safe avenue to bring forward issues and concerns
   - S. Efu referred to the BN and noted the flow of information for information provided through the ConfidenceLine
   - K. Farwell asked which legal counsel would be the default
   - D. Ruiz noted it goes to the BOG default legal counsel
   - D. Scott asked about the flow of information about complaints dealing with the BOG
   - D. Ruiz noted it will go straight to legal counsel

6. **Governance & HR** (A. Thomson)
   6.1 Update
   - A. Thomson noted that the subcommittee spent a significant amount of time on the policies and bylaws, particularly around the wording of the remuneration of the board
   - A. Thomson noted that the Enterprise Risk policy will be undergoing a review, and the Business Continuity Policy will be re-assigned to Corporate Services
   - A. Thomson noted that the Board survey will be deferred until the next meeting

Chief R. Powder joined the meeting at 4:11 p.m.

6.2 Academic Council Guideline (S. Efu)
   - S. Efu referred to the BN, which highlighted the changes in the guidelines

Motion: "THAT the Board of Governors approves the Academic Council Guidelines as presented."

Moved by D. Scott and seconded by K. Farwell "**that,** the Board of Governors approves the Academic Council Guidelines as presented."

Carried Unanimously

6.3 Board Policies and Bylaws
- A. Thomson noted that, as stated previously, the subcommittee has spent a great deal of time reviewing, especially with the required language around the remuneration, and as a result, we need to rescind the motion that was made concerning the remuneration
- C. Beaver provided some background regarding the Foundation and the process for the endowments currently
- D. Scott asked if the endowment be renamed as a Board of Governors award
- C. Beaver noted that she will investigate this and get back to the BOG
- A. Thomson noted that the policies and bylaws will need to be updated should we become a polytechnic
- A. Thomson noted that policies 10 and 11 are new additions and discussed the background

Motion: THAT the Board of Governors approves rescinding the motion passed on May 30, 2014 – The Board hereby moves that effective January 1, 2014, all honoraria to be paid to members of the Keyano College Board of Governors, with the exception of the student representative, be instead directed to the Keyano College Foundation for the purpose of endowing a scholarship for students who demonstrate both academic excellence and a high degree of community engagement, and that this direction of funds continue for all future years until reversed by the Board motion."

Moved by D. Scott and seconded by R. Powder "**that**, the Board of Governors approves rescinding the motion passed on May 30, 2014 – The Board hereby moves that effective January 1, 2014, all honoraria to be paid to members of the Keyano College Board of Governors, with the exception of the student representative, be instead directed to the Keyano College Foundation for the purpose of endowing a scholarship for students who demonstrate both academic excellence and a high degree of community engagement, and that this direction of funds continue for all future years until reversed by the Board motion."

Carried Unanimously

Motion: "THAT the Board of Governors approves the Board Policies and Bylaws as amended subject to minor correction noted by the BOG."

Moved by K. Farwell and seconded by D. Scott "**that,** the Board of Governors approves the Board Policies and Bylaws as amended subject to correction of typos noted by the BOG."

Carried Unanimously

6.4 Sub-Committee Nomination
- Governance & HR Committee
  - A. Thomson noted that the subcommittee nominates K. Brennan to sit on the Governance and HR Committee
  - A. Thomson noted that K. Brennan is aware of this nomination

Motion: "THAT the Board of Governors accepts the nomination for the Governance & HR subcommittee membership."

Moved by R. Powder and seconded by K. Farwell "**that,** the Board of Governors accepts the nomination for the Governance & HR subcommittee membership."

- Finance & Audit Committee
  - ○ K. Farwell noted that the Finance & Audit committee needs to add a member in the absence of N. Zukic; this will be a temporary appointment; this sun committee will not add the next SAKC president to the subcommittee by default

<u>Motion:</u> **"**THAT the Board of Governors accepts the nomination for the Finance & Audit temporary subcommittee member."

Move by A. Thomson and seconded by D. Scott "**that**, the Board of Governors accepts the nomination for the Finance & Audit temporary subcommittee member."

Carried Unanimously

6.5 New board members
- A. Thomson noted that the BEC has been working on identifying potential board members
- D. Scott noted that initially, the BEC was working with the constituency manager, but this task has been put back to the BOG
- D. Scott noted that we need at least two members, and the time frame to receive the order in council is approximately three months; therefore, he is asking the BOG to delegate authority to the BEC to proceed with the process of recruiting new public members
- S. Efu and T. Turner will provide the BEC with attendance records
- BOG reviewed the submission process
- A. Thomson noted that the Matrix that is completed by the BOG every year assists with ensuring a comprehensive board
- A. Thomson suggested that we ask public members who are not attending meetings to resign before seeking termination of appointment

<u>Motion:</u> **"**THAT the Keyano College Board of Governors delegate authority to the Board Executive Committee to recruit and commence the appointment process of new board members on behalf of the Board of Governors."

Moved by K. Farwell and seconded by R. Powder "**that**, the Keyano College Board of Governors delicate authority the Board Executive Committee to recruit and commence the appointment process on behalf of the Board of Governors."

Carried Unanimously

<u>Motion:</u> "THAT Keyano College administration develops an attendance list of Board Members over the past year for the Board Executive Committee to review and provide recommendations to the Board Chair, who will follow up with subsequent members."

Moved by A. Thomson and seconded by K. Farwell, "**that,** Keyano College administration develop an attendance list for the Board Executive Committee to review and provide recommendations to the Board Chair who will follow-up with subsequent members."

Carried Unanimously

7. **Finance & Audit** (K. Farwell)

7.1 Finance & Audit Update
- K. Farwell noted that budget guidelines and principles will be approved at the January meeting; this action is a result of the reserve policy that was passed last year
- K. Farwell noted that the Long-Range Strategic Investment plan was reviewed, and the subcommittee indicated that replacing the boilers will be moved forward a few years
- K. Farwell noted that the Internal Controls were reviewed, we have an external organization conducting the audit as the college does not have an internal auditor, and this will be on the January Finance and Audit agenda for further discussion
- A. Thomson asked if this is a process audit and if the college gets rated
- K. Farwell noted yes, it is an independent audit of our internal controls to ensure we are following policies and procedures
- M. Walford noted that we have an internal control framework that must be reviewed each year
- R. Powder asked for a clarification of a process audit
- K. Farwell provided a review of this process

7.2 First Quarter Forecast (K. Farwell/M. Walford)
- M. Walford noted that the pre-read identified information up to the end of September and noted the forecasted deficit of $638 K
- M. Walford reviewed the reason for the deficit, noting that $625 K is due to the drop in international student enrollment, our PALS being frozen, and the new IRCC rules; other reasons include lower housing revenue, higher investment income, and lower non-credit and contract revenues and the northern living grant was $400 K lower than needed
- K. Farwell noted it is still early in the year, and the college has options to review to assist with balancing the budget as we move through the year
- M. Walford noted that the contingency has not been applied in case other unanticipated variances occur

7.3 Long-Range Strategic Investment Report (M. Walford)
- M. Walford noted that the pre-read identifies projects that the college needs to address over the next 40 years
- Murray reviewed the capital asks, noting that we will not have an answer from the government until February
- M. Walford noted that the Finance and Student Systems will be expiring in the next few years, so this is our priority
- S. Efu noted that the capital request will assist with the deferred maintenance issues
- K. Farwell noted this is the first time the BOG has had the maintenance plan to review, and we want to continue to add this as a yearly agenda item moving forward
- C. Igbokei asked if the government has ever given money for the repair of the parking lots
- M. Walford noted that the government never funds parking lot maintenance; the issue is that the city can make money off the parking, but the cost is too high; the college will enforce parking regulations to generate revenue
- C. Igbokei asked if the students can pay for parking ahead of time, can it be included in student fees for parking as part of the tuition and fees payment
- S. Efu noted there are restrictions around non-instructional fees, so we will have to review this option

7.4 Health Simulation Learning Centre Phase 2 (M. Walford)
- C. Beaver noted that she has a conflict of interest with respect to this item
- C. Beaver will recused herself from participating in conversation and voting on the motion

- M. Walford noted that phase 1 is complete, and phase 2 will start spring-summer and discussed the re-utilization of space
- S. Efu noted that this phase will support the allied health initiative, and we are currently working with U of A and Grant MacEwan around physician training as well
- M. Walford noted that the college will not know until February if we are approved for the requested grant

Motion: "THAT the Board of Governors approves the allocation of $2.5 million from the College's internally restricted surplus to fund the Health Simulation Learning Centre Phase 2."

Moved by R. Powder and seconded by C. Igbokei "**that,** the Board of Governors approves the allocation of $2.5 million from the College's internally restricted surplus to fund the Health Simulation Learning Centre Phase 2."

Carried Unanimously

7.5 LERS Report -Information Only (M. Walford)
- M. Walford noted the pre-read is a summary of the report that is submitted to the government, noting the increase in international enrolment and that the college achieved the domestic enrolment target
- C. Beaver noted that there was a question at Finance & Audit around the decline in Indigenous students, and she has pulled the data from corporate training and a vast number of the students in these programs are Indigenous
- C. Beaver noted that this data was not well-tracked in the past, but we are beginning this process

7.6 Annual report (C. Beaver)
- C. Bever noted this is back to the BOG for review with minor edits, the GOA has asked for the information in an Excel spreadsheet, but the report in the package will still be used for public review
- M. Walford reviewed the process and noted that the financial statements are not included as they are still with the Auditor, awaiting approval

Motion: "THAT the Board of Governors approves the 2023 – 2024 Annual Report pending the Auditor Generals' approval of the financial statements."

Moved by A. Thomson and seconded by D. Scott "that, the Board of Governors approves the 2023 – 2024 Annual Report pending the Auditor Generals' approval of the financial statements."

Carried Unanimously

8. **Academic & Student Services Update** (Susie Bowles)

S. Bowles joined the meeting at 5:22 p.m.

8.1 The Bridge to Canadian Nursing Program
- S. Bowles noted this is a one-year certificate designed to help internationally educated nurses meet the requirements for registered nursing practice in Alberta, noting this program will assist with bridging the gap with internationally trained nurses
- That this proposed program was originally noncredit, and we are seeking approval to move it to a credit program; it has the potential to increase domestic enrolment and opens the opportunity for students to receive grants and loans

- S. Bowles noted the program addresses workforce needs identified in the labor market and aligns with the Classification of Instructional Programs (CIP) 2021 for health professions, making it eligible for post-graduate work permits for international students
- C. Igbokei asked if the programs would accept students who are now Canadian Citizens
- S. Bowles noted that if they were intentionally trained, then they would qualify to apply

Motion: "THAT the Board of Governors approve the creation of a new certificate program, Bridge to Canadian Nursing."

Moved C. Igbokei and seconded by M. Vergara "**that**, THAT the Board of Governors approve the creation of a new certificate program, Bridge to Canadian Nursing."

Carried Unanimously

8.2 IT Specialist Program
- S. Bowles noted that this program builds on current program offerings, it aligns with broader institutional goals to expand apprenticeship-style learning into non-traditional fields, bridging the gap between academic learning and workforce demands
- C. Igbokei asked if the program was open to international students
- S. Bowles noted that due to the apprentice-style program, it is not open to international students

Motion: "THAT the Board of Governors approve the creation of a new apprenticeship-style certificate program: Applied IT Specialist."

Moved M. Vergara and seconded by C. Igbokei "**that**, the Board of Governors approve the creation of a new apprenticeship-style certificate program: Applied IT Specialist."

Carried Unanimously

A. Thomson left the meeting at 6:15 p.m.

9. **In-Camera**

Motion: "THAT, the Board of Governors move in-camera."
Moved C. Igbokei and seconded by M. Vergara "**that**, the Board of Governors move in-camera."

Carried Unanimously

9.1 Comprehensive Update

Motion: "THAT, the Board of Governors conclude the in-camera discussion."

Moved by K. Farwell and seconded by R. Powder "**that**, the Board of Governors conclude the in-camera discussion."

Carried Unanimously

BOG agreed to a January additional board meeting to hold the calendar, this will be cancelled if there is no comprehensive update

10. **Adjournment**

There being no further business, **moved by K. Farwell** and seconded by R. Powder "**that,** the meeting of the Board of Governors be adjourned at 6: 42 p.m."

Carried Unanimously