



**Board of Governors
Public Meeting**
October 25, 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
Andrew Rosser, 1st Vice Chair (Regrets)
Christian Matte, 2nd Vice Chair
Joe MacNeil, Public Member
Kim Farwell, Public Member
Adele Thomson, Public Member
Kalpesh Patel, Public Member
Chief Raymond Powder, Public Member
Dr. Nermin Zukic, Academic Staff
Leon Bevans, CUPE Representative

Jay Notay, President & CEO

Administration:

Murray Walford, Vice President Corporate Services & CFO
Fred Russell, Vice President Strategy & Business Transformation (Regrets)
Sandra Efu, Vice President Academic & Student Experience
Khwezi Mbolekwa, Associate VP, People & Culture
Terri Turner, Executive Assistant (RS)

1 Call to Order

D. Scott, Board Chair, called the Public Board of Governors meeting to order at 4:01 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

- J. Notay provided an overview of his international student recruitment trip to Philippines, Vietnam, and Dubai, identifying he meet with key agents and the Canadian Trade Commissions offices at each of these locations
- J. Notay identified that he discussed the College's vision and strategic priorities, and it appeared all audiences were excited about the polytechnic
- J. Notay identified that there is a great deal of opportunity in the Philippines as there appears to be direct alignment with the type of student who is interested in attending a college like Keyano, and fast tracking their PR if at all possible.

Motion: “THAT, the Consent Agenda for the October 25, 2023, meeting of the Board of Governors be approved as presented/amended.”

Moved by K. Farwell and seconded by A. Thomson “**that**, the Consent Agenda for the October 25,2023 meeting of the Board of Governors be approved as presented.”

Carried Unanimously

4. **Adoption of Regular Agenda**

- Adding 10.2 in camera agenda item Theatre Update

Motion: “THAT, the Regular Agenda for the October 25,2023, meeting of the Board of Governors be approved as presented/amended.”

Moved by K. Farwell and seconded by A. Thomson “**that**, the Regular Agenda for the October 25, 2023, meeting of the Board of Governors be approved as amended.”

Carried Unanimously

Board Executive Committee Update (D. Scott)

5.1 Polytechnic Update (J. Notay/S. Efu)

- J. Notay identified the Polytechnic application has been submitted
- L. Bevans asked if the change in timeline was a request by the government?
- J. Notay identified that in conversation with local MLAs it was identified that it may be beneficial to have the application submitted prior to the treasury meetings in November
- J, Notay identified that there will be a Polytechnic presentation at the November BOG meeting to further highlight the differences between a college and a polytechnic
- S. Efu reviewed the application requirements, explaining that copies will also be sent to CAQC for approval
- K. Farwell asked about applied research in relation to the application
- J. Notay identified that applied research is an essential part of the process

Governance & HR Committee Update

6.1 Governance & HR Update (A. Thomson)

- A. Thomson noted that during the October meeting the remuneration of the Board was discussed and it was decided that the best approach is to get a legal review, M. Walford will begin the process and report back when this is complete
- A. Thomson noted that the committee has full membership, and the Action Log was reviewed and updated
- A. Thomson noted that the board evaluation will be updated and will be sent electronically once the process is complete

6.2 Governance & HR Terms of Reference (A. Thomson)

Motion: “THAT the Board of Governors approves the Governance & HR Terms of Reference as presented.”

Moved by K. Farwell and seconded by R. Powder “**that**, the Board of Governors approves the Governance & HR Terms of Reference as presented.”

Carried Unanimously

6.3 Board Cheer (A. Thomson/J. Notay)

- A. Thomson noted that Board Cheer will be Dec 7 from 4 pm to 7 pm and a calendar invite will be sent out

Finance & Audit (K. Farwell)

7.1 Finance & Audit Update

- K. Farwell noted that representatives from the Office of the Auditor General and MNP discussed the audit of the College. They will be providing a clean audit opinion, noting two issues that have been addressed
- K. Farwell noted that the first draft of the annual report was reviewed, and a few edits were recommended
- K. Farwell noted that the Accumulated Surplus Policy was reviewed, this policy will be the guide for using reserves, this will be ready to share at the November BOG meeting for review and feedback, it will then go through the college process and back to the BOG for approval
- K. Farwell noted that a request for funding from reserves for the College's top two priority projects (Labs and Classrooms, and Indigenous Gathering Spaces) will be made at the November Finance & Audit Committee meeting. It is anticipated that grants will be received for these but the province will not inform the College until February when the Provincial Budget is announced. The funding will be needed to commence work on these priority projects

7.2 Approve Reserve Appropriations (M. Walford)

- M. Walford noted that the requirement to maintain the accumulated surplus from operations at 5% of budgeted revenues is a minimum, noting that the amount should be higher to include any outstanding capital budget

Motion: "THAT the Board of Governors approves the transfer of \$2,805,625 from Internally Restricted Surplus to Accumulated Surplus from Operations."

Moved by N. Zukic and seconded by A. Thomson "that, the Board of Governors approves the transfer of \$2,805,625 from Internally Restricted Surplus to Accumulated Surplus from Operations."

Carried Unanimously

7.3 Audited Financial Statements (M. Walford)

- M. Walford referred to the pre-reads as information for the requested approval

Motion: "THAT the Board of Governors approves the 2022-2023 audited financial statements as presented."

Moved by C. Matte and seconded by L. Bevans "that, the Board of Governors approves the 2022-2023 audited financial statements as presented."

Carried Unanimously

7.4 Land Trust (M. Walford)

- M. Walford noted that effective July 1, 2023, the Saline Creek land moved to the College, we were unable to sell the Sparrowhawk condominiums, but we will not be taxed on the capital gains and as a result 1.2 million in revenue will be expanded out
- M. Walford noted The Finance & Audit Committee recommended that the Board approve the final wind-down of the Land Trust and transfer of all remaining assets and liabilities to the College and that the KCLT Board asked that the Trust Corp. be dissolved as soon as practical
- J. MacNeil asked if the college would assume those liabilities and will that be reflected in the risk register
- M. Walford noted yes, the liabilities will transfer over and clean up is required as part of the lease
- A. Thomson asked about the reclamation of the gravel

- M. Walford noted there is still gravel but in that agreement the tenant is responsible for reclamation

Motion: “THAT the Board of Governors approves on behalf of Keyano College, in its capacity as beneficiary of the Land Trust: (1) the termination of the Land Trust; (2) that a notice of termination of the Land Trust be given by the Board of Governors to KCLTC under Section 8.01 of the Trust Agreement; and (3) the distribution of the College Lands and all other assets of the Land Trust to the College and the assumption by the College of all remaining liabilities of the Land Trust under Section 8.02 of the Trust Agreement, subject to approval by Keyano College of the steps to implement such distribution and assumption.”

Moved by K. Patel and seconded by R. Powder “**that**, the Board of Governors approves on behalf of Keyano College, in its capacity as beneficiary of the Land Trust: (1) the termination of the Land Trust; (2) that a notice of termination of the Land Trust be given by the Board of Governors to KCLTC under Section 8.01 of the Trust Agreement; and (3) the distribution of the College Lands and all other assets of the Land Trust to the College and the assumption by the College of all remaining liabilities of the Land Trust under Section 8.02 of the Trust Agreement, subject to approval by Keyano College of the steps to implement such distribution and assumption.”

Carried Unanimously

7.5 LERS Report- Information only (M. Walford/S. Efu)

- S. Efu referred to the table and highlighted the overall increases, and that the overall IMA target for 2021 2022 has been surpassed
- S. Efu noted that we have hired an indigenous student navigator to support the overall student experience for our indigenous students, we are seeing a positive traction and next year we will be able to provide details on the impact

Academic & Student Services Update (S. Efu)

8.1 Annual Report

- S. Efu noted that we are required to submit the report by end of year, therefore a draft will be sent in the upcoming weeks for review and input
- C. Matte asked about the targeted audience
- S. Efu noted this document will be external to the college and then submitted to the ministry

Strategy & Business Transformation (F. Russell)

8 **In-Camera**

Motion: “THAT the Board of Governors move in-camera.”

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

Carried Unanimously

10.1 Theatre Update

10.2 Bargaining Update - Public Members & Executive Only (K. Mbolekwa)

Motion: “THAT the Board of Governors conclude the in-camera discussion.”

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

Carried Unanimously

9. **Adjournment**

There being no further business, **moved by K. Patel** and seconded by A. Thomson **“that,** the meeting of the Board of Governors be adjourned at 5: 29 p.m.”

Carried Unanimously