

*We respectfully acknowledge that we are on Treaty No. 8 Territory, the traditional meeting grounds and gathering places of Canada's First Nations, Métis, and Inuit peoples.*

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**Board of Governors:**

Shelley Powell, Chair  
Tyrone Brass, 1st Vice Chair  
Christian Matte, 2nd Vice Chair  
Joe MacNeil, Public Member  
Margaret Ziolecki, Public Member  
Kim Farwell, Public Member

**Regrets:** Staci Millard, Public Member  
Adele Thomson, Public Member  
Nadine Rimmer, Academic Staff  
Leon Bevans, CUPE Representative  
Chioma Igbokei, Student Representative  
**Regrets:** Naika Dunkley, Student Representative  
Dale Mountain, Interim President & CEO

**Administration:**

Rob LeSage, Vice President Corporate Services & CFO  
Tracy Boyde, Vice President Infrastructure & CIO  
Fred Russell, Vice President Academic  
Suzie Johnson, Executive Director – Human Resources  
Teena Francis, Senior Executive Assistant (RS)

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**1. Call to Order**

S. Powell, Board Chair called the meeting to order at 5:30 p.m.

**2. Declarations**

Declaration of Conflict of Interest: No declaration of conflict of interest at this time.

Declaration of Fraud & Irregularities: No declaration of fraud or irregularities at this time.

**3. Adoption of Consent Agenda**

**Moved by N. Rimmer** and seconded by A. Thomson **that**, the Consent Agenda for the meeting of the Board of Governors be approved as presented.

**Carried Unanimously**

**4. Adoption of Regular Agenda**

**Moved by L. Bevans** and seconded by M. Ziolecki **that**, the Regular Agenda for the meeting of the Board of Governors be approved as presented.

**Carried Unanimously**

## **5. Governance & HR Update**

J. MacNeil, Chair provided an update on the key priorities for the Committee, sharing that the number one priority is the President Search. The President Search Committee and Leaders International are progressing in accordance to the new schedule that was established.

The other two priorities, the Board Evaluation and President Evaluation have been researched and data has been collected. The Committee will be filtering through the data, and will endeavour to have briefing notes prepared for the two remaining Board of Governors Meetings.

Until further dissemination of the AB203 is completed, the Advisory Committee Framework will be on hold.

## **6. Finance & Audit Committee Update**

K. Farwell, Chair provided a summary of the Finance & Audit Committee discussions:

- The Audit Entrance Meeting was held.
- Legislative Compliance overview was provided. The mid to high-risk matrix was reviewed and the matrix included mitigation strategies and resolutions.
- A draft of the Board Policy #10 Investment Management was presented. Recommendations for changes are being implemented, and a motion to endorse will be conducted electronically so that the Policy can move forward.
- The new accounting standard, Asset Retirement Obligation was presented, and is a College requirement to report on the liability for contaminated sites.
- The Investment Management Agreement and next steps was reviewed and discussed.

## **7. Keyano College Foundation Update**

College Administration provided a summary of the briefing note. In June 2017, the Foundation underwent a restructuring, transferring all fiduciary responsibilities to Keyano College. All Board members were required to resign and were replaced with three Keyano College appointed Directors, who happen to be Keyano College Board of Governors.

The Foundation has been dormant since the last casino was operated in March 2019. The Foundation financials are consolidated with Keyano College's consolidated financial statements, and the College is the sole beneficiary of charitable distributions from the Foundation.

The Foundation is not compliant with AGLC regulations regarding membership, Executive and Board composition, which unknowingly took effect the date of restructure. There are other non-compliance issues.

Legal Counsel was engaged to interpret legislation and AGLC regulations, identify what it will take to become complaint, risk and other options that include do nothing and wind-up operations. The Foundation is nearing the five-year mark of non-compliance. AGLC was made aware of non-compliance in March 2019. In October 2019, the Foundation attempted to recruit membership; however, this effort was unsuccessful.

On April 26, Legal Counsel presented options to the Keyano College Foundation Board of Directors for consideration and discussion. The Foundation Board of Directors advised they wish to pursue finalizing the paperwork to dissolve the Foundation.

The first step in this process would be to form a Board of seven (7) members so that Special Resolutions can be tabled and passed. There would be a time requirement for those who volunteer, but it would be minimal. College Administration, along with Legal Counsel will also provide onboarding so that the volunteer Board Members have a good understanding of the process and requirements.

## **8. Advanced Education Minister Technical Briefing on AB2030**

College Administration briefed the Board of Governors on the recent meeting with the Minister of Advanced Education. The Minister met with Board Chairs and Presidents and provided a technical briefing on AB2030. A press conference is scheduled for 9:00 a.m. on April 29<sup>th</sup>, where the Minister will officially release the AB2030 report. The

McKinsey & Co. Report recommendations will also be released. More information will be provided to the Board of Governors at the May meeting.

**9. In-Camera**

**Moved by N. Rimmer** and seconded by C. Matte **that**, the Board of Governors move in-camera at 5:49 p.m.

**Carried Unanimously**

**D. Mountain, R. LeSage, T. Boyde, F. Russell and C. Igbokei** left the meeting at 5:50 p.m.

Presidential Search

J. MacNeil, Chair of the Governance & HR Committee provided an update on behalf of the President Search Committee.

**N. Rimmer and L. Bevans** left the meeting at 6:05 p.m.

Bargaining Update

College Administration provided an update on status of the CUPE and Faculty Bargaining sessions.

**Moved by K. Farwell** and seconded by M. Ziolecki **that**, the Board of Governors conclude the in-camera discussion at 5:56 p.m.

**Carried Unanimously**

**10. Adjournment**

There being no further business, **moved by A. Thomson** and seconded by K. Farwell **that**, the meeting of the Board of Governors be adjourned at 6:09 p.m.

**Carried Unanimously**

Approved - May 26, 2021