



**Board of Governors
Public Meeting**

April 24, 2024

4:00 p.m. to 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, Public Member (Regrets)
Christian Matte, 2nd Vice Chair, Public Member (regrets)
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
Shereese Miller, Student Representative
Shavell Skeel, Student Representative
Jay Notay, President & CEO

Administration:

Murray Walford, Vice President Corporate Services & CFO
Sandra Efu, Vice President Academic & Student Experience
Khwezi Mbolekwa, Associate Vice President, People, Culture and Innovation
Chantal Beaver, Associate Vice President, Public Engagement
Terri Turner, Executive Assistant (RS)

1 Call to Order

D. Scott, Board Chair, called the Public Board of Governors meeting to order at 4:05 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

Motion: “THAT, the Consent Agenda for the April 24, 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 April 24, 2024, meeting of the Board of Governors be approved as presented.”

Carried Unanimously

4. **Adoption of Regular Agenda**

Motion: “THAT, the Regular Agenda for the April 24, 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 April 24, 2024, meeting of the Board of Governors be approved as amended.”

Carried Unanimously

5. **Board Executive Committee Update (D. Scott)**

5.1 Board Planning Session (J. Notay)

- J. Notay identified that the consultant Russ Farmer has not yet provided the updated detailed information for the planning session in June
- T. Turner noted that a doodle poll was sent out and so far, the best date is June 17, 2024
- J. Notay identified there has been significant turn over since the Strategic Planning session so it is a good time to host another one, this session will cover the risk register, the priorities and deliverables to ensure alignment and establish a plan on how to go through the SP process for 2025
- BOG approves to proceed and the tentative date of June 17

5.2 Fort Chipewyan Visit (D. Scott)

- D. Scott noted the suggested date for the trip to Fort Chipewyan is June 20th, 2024
- R. Powder noted that he will not be able to attend as he is engaged with treaty days, but he supports the board
- T. Turner will support the team with logistics

5.3 Keyano College Mandate & Roles (T. Turner)

- T. Turner noted that this was reviewed by executive, updated, and submitted to the Government in June of 2023, it was rejected by their legal department as it varied too much from the IMA
- T. Turner noted it was then requested that the college update according to suggestions provided by the government, it was reviewed by the executives further and adjusted. Then it was submitted to the Government for review and their legal team now agrees that it can be brought forward for approval by the board, signed by the Chair and officially submitted to the government for signature

Motion: “THAT the Board of Governors approves Keyano College Mandate and roles as presented.”

Moved by A. Thomson and seconded by K. Farwell “**that**, the Board of Governors approves Keyano College Mandate and roles as presented.”

5.4 1st Draft 2024/2025 BEC and BOG Meeting Schedule (T. Turner)

- T. Turner referred to the pre-read, noting the number of BOG meetings will remain the same but due to reporting schedules the meetings in April and May will be the second last Wednesday as opposed to the last Wednesday of the month, there will be a joint subcommittee meeting in March and additional Finance and Audit Committee meetings throughout the year
- T. Turner noted this is the first look at the schedule and a draft for approval will be submitted in May

5.5 Golf Tournament (J. Notay)

- J. Notay identified that board representation is paramount, we are asking the BOG for suggestions as to who we should invite from a strategic perspective, either as a golfer, golf cart driver or to join the dinner
- J. Notay requested BOG to please submit names to T. Turner, C. Beaver, or himself
- C. Beaver noted the tournament is August 23, 2024

5.6 Student Representatives (D. Scott)

- D. Scott offered a thank you to the student representatives for their service as student representatives

6. Governance & HR (A. Thomson)

6.1 Governance & HR Update (A. Thomson)

- A. Thomson noted that the April meeting was cancelled due to quorum issues
- A. Thomson noted that we have 10 /12 responses from the board survey, and this will be reviewed at the May Governance & HR meeting, then it will be brought to the BOG

7. Finance & Audit (K. Farwell)

7.1 Finance & Audit Committee Update (K. Farwell)

- Finance & Audit Update – March 18, 2024
- Finance & Audit Update – April 10, 2024
 - K. Farwell noted that we had the Auditor General’s entrance conference in March, they are looking at land trust, new accounting process and cyber security

- K. Farwell noted that the Q2 forecast was reviewed, there is a surplus due to influx of international student in the winter semester, we have had a look at the operating budget, and we will get into more detail in the items that follow

7.2 Capital Project Priorities (M. Walford)

- M. Walford noted that last year we asked the BOG to consider 3 priorities for approval and submission to the government, this year we are proposing to submit the same 3 priorities as last year, with the Board consensus on the priorities we will then build the business cases and add them to the package for approval at the May BOG meeting
- M. Walford reviewed the priorities
- K. Farwell noted that during the Finance & Audit Committee meeting there was a discussion about whether or not to keep the priorities the same or change them, it was determined that the best option was to keep them the same as they are still college priorities
- J. Notay identified there was a concern raised around the process for asking for reserves for the priorities, and noted that if they are approved by the government the money will be returned
- BOG in agreement to proceed with the priorities and build the business cases

7.3 Operating Budget Review - Enrollment Plan (M. Walford)

- M. Walford referred to the pre-read noting the changed related to international student enrollment, the increase in revenue is from 18 million to 32 million next year and we are intending to get the structure in place with regards to staff hence the 46 DSP's
- A. Thomson asked for any update on the Cap for international students?
- J. Notay identified that we can accept 2000 application which means with the conversion rate that 1200 student will get the attestation letters and visas, the budget takes into consideration a conservative number, this allows a steady state and the ability to grow domestic

7.4 Pre- Budget Approval for Recruitment - DSP for approval

- K. Farwell noted that the idea is to preapprove some critical positions, this allows time to get the posting out and move forward with starting the process, there are risks in multiply directions with regards to approving or not approving these DSP's and one question is what if we do not get the student how are we managing the staff?

- Jay with the DSP's and that risk in mind we are hiring for term position, therefore the risk is mitigated with this parameter, then in 2 years we can review the contracts
- K. Farwell asked how we are managing risks if we do not get the staff and faculty to support the growth?
- M. Walford noted that there is a lot of competition in the market right now, and this might be an issue we have to consider
- A. Thomson asked about the student/infrastructure ration and how are we managing the hiring?
- M. Walford noted that space is being considered as we are at capacity
- J. Notay identified that we were experiencing a challenge with space as we grew faster than anticipated therefore do to the colleges physical footprint we are at capacity, so we are looking at the infrastructure as we grow
- K. Mbolekwa noted that HR has hired a recruiter to assist and noted that we will need to flexible around hybrid hiring
- N. Zukic noted that what is currently happening in post-secondary is a lag, we provide seat and education, but resources often come as a delay, we have to follow the budget process and this has an additional impact
- N. Zukic asked why the number of DSP'S for pre-approval decreased?
- K. Farwell noted that we are moved some forward now and the rest in May
- J. Notay identified that noted that the pre-approval was reduced to lower the risks, preapproving over 50 % of the positions may raise a flag with the Auditor General, we can proceed with positioning and hiring now and continue with the remaining positions after the May BOG
- N. Zukic will abstain from the vote

Motion: "THAT the Finance and Audit committee recommends to the Board of Governors a pre-approval of funds from the upcoming budget to commence hiring of critical roles consisting of 22 DSPs, for a total of \$2,977,069. The remaining 24 DSPs will be approved per the normal budget cycle in May."

Moved by K. Farwell and seconded by A. Thomson "**that**, the Finance and Audit committee recommends to the Board of Governors a pre-approval of funds from the upcoming budget to commence hiring of critical roles consisting of 22 DSPs, for a total of \$2,977,069. The remaining 24 DSPs will be approved per the normal budget cycle in May."

Carried Unanimously

7.5 Governance Risk Register (M. Walford)

- M. Walford referred to the pre-read

- K. Farwell noted that this will be for review in June and noted this new process makes it earlier to line up the risks with financial commitment and the SP

7.6 IMA Agreement – **Deferred to May 2024**

7.7 Net Date/Corporate training (C. Beaver)

- C. Beaver reviewed the briefing note
- A. Thomson asked if the profit did or did not include the salary?
- C Beaver noted that direct deliver cost is included but not admin costs

8. **Academic & Student Experience (S. Efu)**

9. In-Camera

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

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

Carried Unanimously

9.1 ELCC update (J. Notay)

9.2 In Camera Minutes February 18, 2024 – Public Members Only (D. Scott)

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

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

Carried Unanimously

Motion “THAT the in-camera minutes of February 28, 2024 be approved as presented/amended.”

Moved by K. Farwell and seconded by A. Thomson “**that**, the in-camera minutes of February 28, 2024 be approved as presented.”

Carried Unanimously

Motion: The Public Members of the Board of Governors of Keyano College requests the Chair to initiate an external investigation and secure legal counsel to make sure unrecognized or potential risk is identified and managed, with regard to international students. All costs would be paid by Keyano College once authorized by the Public Members of the Board. The Board Chair will communicate the relevant details to the President.

Moved by A. Thompson and Second by J. McNeil “that, the Public Members of the Board of Governors of Keyano College requests the Chair to initiate an external investigation and secure legal counsel to make sure unrecognized or potential risk is identified and managed, with regard to international students. All costs would be paid by Keyano College once authorized

by the Public Members of the Board. The Board Chair will communicate the relevant details to the President.”

Carried Unanimously

10. **Adjournment**

There being no further business, **moved by K. Farwell** and seconded by A. Thomson
“**that**, the meeting of the Board of Governors be adjourned at 6:56 p.m.”

Carried Unanimously