

**College of the North Atlantic  
Board of Governors' Minutes  
Holiday Inn, St. John's, NL  
June 13, 2016**

In Attendance: Cheryl Stagg  
Charles Penwell  
Mark Bradbury  
Bonnie Lane McCarthy  
Bob Gardiner  
Yordest Andrews  
Dominic Lundrigan  
Jamie Goosney  
Wade Pinhorn  
Ann Marie Vaughan  
Andrew Tobin  
Peter Robbins  
Trevor Stagg – (conference call)

Regrets: Beverley Scott  
Erin Everard

Staff in Attendance: Heidi Staeben-Simmons, Director of Public Affairs  
Edith Alexander, Executive Assistant to the Board of Governors  
Elizabeth Kidd, Vice President Corporate Services and COO  
Bill Radford, Senior VP Academics and CLO  
Robin Walters, Vice President of Industry and Community Engagement  
Gary Tulk, Interim VP Corporate Services and COO  
Geoff Peters, General Counsel  
John Hutchings, Transitional Consultant

## Action Items

| Item#                                     | Action   | Responsible | Due Date |
|---|--|-------------|----------|
| BM 03-16-05<br>Business Arising           | That the College issue an RFP to engage a research firm to recruit for a Registrar and an external registrar services firm to establish a centralized function as well as a plan to transition from campus based to centralized college based. | President   |          |
| BM 03-16-12<br>Annual Report<br>2016-2017 | The Board Chair recommended acknowledgement of the volunteer board of Governors and appreciation of their work on behalf of the College be included in the Annual Report.  | President   |          |

## Resolutions

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| BM 03-16-02<br>Review of Agenda                                    | <b>Motion put forth and seconded</b> that the agenda be accepted as distributed.   | <b>Carried</b>                              |
| BM 03-16-04<br>Review of Minutes May 3, 2016                       | <b>Motion put forth and seconded</b> that the May 3, 2016 minutes be accepted as distributed.  | <b>Carried</b>                              |
| BM 03-16-05<br>Business Arising                                    | <b>Motion put forth and seconded</b> that the College issue an RFP to engage a research firm to recruit for a Registrar and an external registrar services firm to establish a centralized function as well as a plan to transition from campus based to centralized college based.  | <b>Carried</b>                              |
| BM 03-16-07<br>Consent Agenda                                      | <p><b>Motion put forth and seconded</b> that the Consent Agenda which included the President's Report and New and Revised Programs be accepted.</p> <p><b>Motion put forth and seconded</b> that the following are to be appointed as signing officers under Section 23 of the College Act, 1996:</p> <ul style="list-style-type: none"> <li>• Board Chair</li> <li>• Vice President of Corporate Services' and Chief Operating Officer</li> <li>• President</li> <li>• Director of Finance</li> <li>• Senior Vice President of Academics and Chief Learning Officer</li> </ul> <p>Two signatures will be required: one of Board Chair or VP of Corporate Services' and COO and one of the President or Senior VP of Academics and CLO or the Director of Finance.</p> | <p><b>Carried</b></p> <p><b>Carried</b></p> |
| BM 03-16-08<br>Board of Governors<br>Committees<br>Audit Committee | <b>Motion put forth and seconded</b> that the Board accept the audited financial statements for the year ended March 31, 2016.   | <b>Carried</b>                              |

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| BM 03-16-08<br>Governance                 | Board Policies – Faculty GP-BO-212 - was reviewed and a <b>Motion put forth and seconded</b> that the wording in paragraph GP-BO-212.4 be revised – removing (Canadian operations) and replacing <b><i>with operations within Newfoundland and Labrador</i></b>  | <b>Carried</b> |
| BM 03-16-10<br>Briefing - Fees            | <p><b>Motion put forth and seconded</b> that the following fees be increased:</p> <ul style="list-style-type: none"> <li>• <b>Distributed Learning Technology Fee</b> – students residing in the Province will remain at \$ 50.00 per course. Students not residing in the Province will be increased to \$ 100 per course.</li> <li>• <b>Distributed Learning Deferred Evaluation</b> – service to students seeking to defer an evaluation for a DL course will remain with a new fee of \$ 65 per request.</li> <li>• <b>Daycare Rates</b> – that are benchmarked to other government run facilities. Three year phrase in for students 80%, 90% and 100%</li> <li>• <b>Replacement Certificates</b> – a new fee of \$ 25 will be established for the issuing of replacement certificates.</li> <li>• <b>Graduation Fee</b> – a new fee of \$ 50 for students applying for graduation.</li> <li>• <b>Camp Fees</b> – fee increase to \$ 60 per day for students who are taken off campus for camps as part of their programs to reflect cost incurred for food and lodging.</li> <li>• <b>Technology Fee</b> - proposing a universal technology resource fee be established for all students. The fee would be set at \$ 100 per program per semester for the first two years, then move to a \$50 - \$100 per course fee thereafter.</li> <li>• <b>Equipment/Materials</b> – recommended that material and supplies fee be increased by 15% or 20%; the percentage increase to be applied and the resultant figure rounded to the nearest \$5 denomination. Intercession rates would be half of the full term rate.</li> <li>• <b>Mask Fit Test (MFT) and First Aid/CPR (FA/CPR) Certification Fee</b> – those students requiring students to obtain a mask fit test prior to completing clinical placements or other on-the-job training a fee of \$35. Programs that include a requirement for first aid will now include a fee for \$125 for first aid delivery.</li> <li>• <b>Cafeteria and Meal Plans</b> – an increase of 20% effective September 1, 2016.</li> </ul> <p><b>Motion put forth and seconded</b> that the College revise its operating procedure to apply the same refund rules for international and domestic students. The change will include eliminating the \$ 1000 administration fee currently charged to international applicants.</p> | <b>Carried</b> |
| BM 03-16-11<br>Academic Plan<br>2016-2017 | <b>Motion put forth and seconded</b> the 2016-2017 Academic Plan be accepted as presented.   | <b>Carried</b> |
| BM 03-16-12<br>Annual Report<br>2016-2017 | <b>Motion put forth and seconded</b> that the 2015-2016 Annual Report be accepted  | <b>Carried</b> |
| BM-03-16-13<br>Adjournment                | Upon motion the meeting was adjourned at 3:25 pm.  | <b>Carried</b> |

**Minutes**

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| BM 03-16-01<br>Call to Order                    | The Board Chair called the meeting to order at 10:35 a.m.<br>Elizabeth Kidd, VP of Corporate Services & COO and Bill Radford, Senior VP Academics & CLO were introduced and welcomed to the College.   |        |
| BM 03-16-02<br>Review of Agenda                 | <b>Motion put forth and seconded</b> that the agenda be accepted as distributed.<br><b>Motion Carried</b>  |        |
| BM 03-16-3<br>Conflict of Interest              | The Board Chair called for declaration of Conflict of Interest.<br>There were no declarations made.  |        |
| BM 03-16-04<br>Review of Minutes<br>May 3, 2016 | <b>Motion put forth and seconded</b> that the May 3, 2016 minutes be accepted as distributed.<br><b>Motion Carried</b>   |        |
| BM 03-16-05<br>Business Arising                 | Action items reviewed:<br><ul style="list-style-type: none"> <li>- Board members reviewed the briefing note regarding recruitment for the College Registrar and discussed the risks associated with the vacant Registrar's position.</li> </ul> <p>During the discussions, it was recommended by The President that In the medium term College of the North Atlantic must develop a process with government whereby the Board of Governors can approve management/leadership salaries. However, CNA faces an immediate issue with the establishment of a centralized registration function.</p> <p><b>Motion put forth and seconded</b> that the College issue an RFP to engage a research firm to recruit for a Registrar and an external registrar services firm to establish a centralized function as well as a plan to transition from campus based to centralized college based.<br/><b>Motion Carried</b></p> <p>It was noted by The President that a briefing note had been forwarded to Government in regards to the Board determining management salaries.</p> | Action |
| BM 03-16-06<br>Chair's Report                   | The Board Chair thanked everyone for all their continued efforts.<br><br>The Comprehensive Agreement negotiations are continuing. Qatar is in the midst of Ramadan, which will delay response to our recent negotiations.<br><br>The Board Chair advised the Board that she has been working on several Governance matters that will enhance the Board's Orientation materials. The Committee hopes to have their work plan priorities selected for the upcoming year within the next couple of months.  |        |
| BM 03-16-07<br>Consent Agenda                   | <b>Motion put forth and seconded</b> that the Consent Agenda which included the President's Report and New and Revised Programs be accepted.   |        |

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|  | <p>Highlighted from the President's report – was the new legislation allowing College of the North Atlantic to offer Applied Degrees. It is hoped that the new legislation will provide new opportunities for CNA at home and internationally.</p> <p><b>Motion put forth and seconded</b> that the following are to be appointed as signing officers under Section 23 of the College Act, 1996:</p> <ul style="list-style-type: none"> <li>• Board Chair</li> <li>• Vice President of Corporate Services' and Chief Operating Officer</li> <li>• President</li> <li>• Director of Finance</li> <li>• Senior Vice President of Academics and Chief Learning Officer</li> </ul> <p>Two signatures will be required: one of Board Chair or VP of Corporate Services' and COO and one of the President or Senior VP of Academics and CLO or the Director of Finance.</p> <p style="text-align: right;"><b>Motion Carried</b></p>   |  |
| <p>BM 03-16-08<br/>Board of Governors<br/>Committees<br/>Audit Committee</p> | <p>The Audit Committee Chair advised the Board that the Committee had met with the external auditors, KPMG, to discuss the March 31, 2016 yearend audit.</p> <p>KPMG informed the Audit Committee that there were no control issues and that the auditing firm will be issuing a clean audit opinion. A copy of the audit report is available upon request from the Board Secretary.</p> <p>Accolades were given to the Director of Finance and the financial division for a job well done.</p> <p><b>Motion put forth and seconded</b> that the Board accept the audited financial statements for the year ended March 31, 2016.</p> <p style="text-align: right;"><b>Motion Carried</b></p> <p>The Audit Committee discussed the status of the rankings of the internal audits. The Committee acknowledged that it is imperative that the Internal Audit Division receive timely responses to internal audits and that The Manager of Internal Audits must have ample opportunity to meet with College Executive, to address issues, controls and to review the next suggested internal audits.</p> |  |
| <p>BM 03-16-08<br/>Governance</p>  | <p>Board Policies – Faculty GP-BO-212 - was reviewed and a <b>Motion put forth and seconded</b> that the wording in paragraph GP-BO-212.4 be revised – removing (Canadian operations) and replacing <b>with operations within Newfoundland and Labrador)</b></p> <p>Presently stated:<br/>212.4 Notwithstanding paragraph 212.3, a Faculty Member who accepts an internal College secondment or another position with the college's <b>Canadian operations</b> during their term of office, may complete the remainder of their term, and may re-offer for a second term provided</p>   |  |

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|   | <p>their designation remains instructional. Faculty Members who terminate their employment with the College, accept a CNA position outside of Newfoundland and Labrador, or accept a secondment of greater than 3 months outside the College during their term, will resign their position on the Board.</p> <p>Amended:<br/>                 212.4 Notwithstanding paragraph 212.3, a Faculty Member who accepts an internal College secondment or another position with the college's operations within <b>Newfoundland and Labrador</b> during their term of office, may complete the remainder of their term, and may re-offer for a second term provided their designation remains instructional. Faculty Members who terminate their employment with the College, accept a CNA position outside of Newfoundland and Labrador, or accept a secondment of greater than 3 months outside the College during their term, will resign their position on the Board.</p> <p style="text-align: right;"><b>Motion Carried</b></p> <p>Analysis has been completed on the evaluation forms that were distributed and completed during the May Board meeting. The Governance Committee in the near future will undertake the following:</p> <ul style="list-style-type: none"> <li>• Plan an Annual Board retreat within the next couple of months to focus on the next strategic plan for the College.</li> <li>• Identify upcoming or annual conferences which can benefit Board members with training/ networking.</li> <li>• With the assistance of the College's General Counsel, review the board policies and procedures for any amendments or updating.</li> <li>• Determine a mechanism through which the board would be advised of issues that may be raised by the media or the general public.</li> <li>• Identify topics from within the College to be presented to the Board. Example – Research (highlight one of the projects).</li> <li>• Plan a fall Annual General Meeting.</li> <li>• Encourage Committees to meet two weeks prior to the date of a Board meeting.</li> </ul> |  |
| <p>BM 03-16-09<br/>                 Year-end Financial statements, March 31, 2016</p> | <p>Agenda item addressed in BM 03-16-08 – Audit Committee</p>  |  |

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| <p>BM 03-16-10<br/>Briefing - Fees</p>             | <p>The President presented a briefing note to the Board seeking approval to implement new and proposed fee changes.</p> <p><b>Motion put forth and seconded</b> that the following fees be increased:</p> <ul style="list-style-type: none"> <li>• <b>Distributed Learning Technology Fee</b> – students residing in the Province will remain at \$ 50.00 per course. Students not residing in the Province will be increased to \$ 100 per course.</li> <li>• <b>Distributed Learning Deferred Evaluation</b> – service to students seeking to defer an evaluation for a DL course will remain with a new fee of \$ 65 per request.</li> <li>• <b>Daycare Rates</b> – that are benchmarked to other government run facilities. Three year phrase in for students 80%, 90% and 100%</li> <li>• <b>Replacement Certificates</b> – a new fee of \$ 25 will be established for the issuing of replacement certificates.</li> <li>• <b>Graduation Fee</b> – a new fee of \$ 50 for students applying for graduation.</li> <li>• <b>Camp Fees</b> – fee increase to \$ 60 per day for students who are taken off campus for camps as part of their programs to reflect cost incurred for food and lodging.</li> <li>• <b>Technology Fee</b> - proposing a universal technology resource fee be established for all students. The fee would be set at \$ 100 per program per semester for the first two years, then move to a \$50 - \$100 per course fee thereafter.</li> <li>• <b>Equipment/Materials</b> – recommended that material and supplies fee be increased by 15% or 20%; the percentage increase to be applied and the resultant figure rounded to the nearest \$5 denomination. Intercession rates would be half of the full term rate.</li> <li>• <b>Mask Fit Test (MFT) and First Aid/CPR (FA/CPR) Certification Fee</b> – those students requiring students to obtain a mask fit test prior to completing clinical placements or other on-the-job training a fee of \$35. Programs that include a requirement for first aid will now include a fee for \$125 for first aid delivery.</li> <li>• <b>Cafeteria and Meal Plans</b> – an increase of 20% effective September 1, 2016.</li> </ul> <p style="text-align: right;"><b>Motion Carried</b></p> <p>Included in the briefing note was a recommendation to change the current refund practice for international students or Canadian applicants.</p> <p><b>Motion put forth and seconded</b> that the College revise its operating procedure to apply the same refund rules for international and domestic students. The change will include eliminating the \$ 1000 administration fee currently charged to international applicants.</p> <p style="text-align: right;"><b>Motion Carried</b></p> |  |
| <p>BM 03-16-11<br/>Academic Plan<br/>2016-2017</p> | <p>The Board reviewed the 2016-2017 Academic Plan. Discussions included:</p> <ul style="list-style-type: none"> <li>• Programs moved to a more appropriate locations</li> <li>• Suspended programs</li> <li>• Train out of programs</li> <li>• Waitlists</li> </ul>   |  |

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|   | <p><b>Motion put forth and seconded</b> the 2016-2017 Academic Plan be accepted as presented.</p> <p style="text-align: right;"><b>Motion Carried</b></p>   |        |
| BM 03-16-12<br>Annual Report<br>2016-2017 | <p>The Board was advised that the 2015-2016 Annual Report had been forwarded to Government for review. It was noted that the College is in the last year of its Strategic Plan 2014-2017. The Board Chair recommended acknowledgement of the volunteer board of Governors and appreciation of their work on behalf of the College be included in the Annual Report.</p> <p><b>Motion put forth and seconded</b> that the 2015-2016 Annual Report be accepted.</p> <p style="text-align: right;"><b>Motion Carried</b></p> | Action |
| BM 03-16-13<br>Next Meeting               | To be determined.   |        |
| BM 03-16-14<br>In camera                  | At 2:50 p.m., the Board Chair declared the meeting to be a <b>closed session</b> . All staff were excused. The meeting <b>reopened</b> with staff at 3:18 p.m.  |        |
| BM 03-16-13<br>Adjourn                    | Upon motion the meeting was adjourned at 3:30 pm.   |        |