

College of the North Atlantic
Board of Governors Minutes
Days Inn, Stephenville, NL
June 24, 2015

Attendance: Cheryl Stagg, Chair
Charles Penwell
Roy Hutchings
Mark Bradbury
Bonnie Lane McCarthy
Patricia Dicker
Wade Pinhorn
Ann Marie Vaughan

Regrets: Beverly Scott
Troy Mitchell
Yordest Andrews
Patrick Boland
Katelyn Carter
Bob Gardiner

Staff: Geoff Peters, General Counsel
John Hutchings, VP Corporate Services/Chief Operating Officer
Heidi Staeben-Simmons, Director of Public Affairs
Edith Alexander, Executive Assistant

Action Items

| Item# | Action | Responsible | Due Date |
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| BM 03-15-05 | Enterprise Risk Management will be deferred to the next Board meeting. | | September/2015 |
| BM 03-15-07 | Internal Audit report will be available for the next Board meeting. | | September/2015 |
| BM 03-15-10 | The President enquire if the language of issue can be changed to identify strategic issues with the Annual Report. | Ann Marie Vaughan | June/2015 |
| BM 03-15-11 | A discussion followed on internal controls. Mr. John Hutchings agreed to follow up on the question "if the college has adopted any best practices control framework? Consultations will be held with the Director of Finance and the Manager of Internal Audit. | John Hutchings | September/2015 |

Resolutions

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| BM 03-15-02 | Motion put forth and seconded that the agenda be accepted with the inclusion under item 8 presentation of new or revised programs. | Carried |
| BM 03-15-04 | Motion put forth and seconded that the March 2, 2015 minutes be accepted with the following amendment – Patricia Dicker to be included in the attendees listing. Motion put forth and seconded that the March 24, 2015 Telephone Conference Minutes be accepted. | Carried |
| BM 03-15-07 | Motion was put forth and seconded that the Residence and Meal Plan Fees be standardized across the College. | Carried |
| BM 03-15-08 | Motion put forth and seconded that the Consent Agenda be accepted as distributed. | Carried |
| BM 03-15-10 | Motion put forth and seconded that the Annual Report be accepted. | Carried |
| BM 03-15-11 | Motion put forth and seconded that the audit report and financial statements for the year ended March 31, 2015 be accepted. | Carried |
| BM 03-15-13 | Motion put forth and seconded the meeting adjourned at 11:48 a.m. | Carried |

Minutes

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| Call to Order BM 03-15-01 | Cheryl Stagg, Board Chair called the meeting to order at 8:45 a.m. Board Chair introduced and welcomed to the meeting Heidi Staeben-Simmons, Director of Public Affairs for CNA. | |
| Review of Agenda BM 03-15-02 | Motion put forth and seconded that the agenda be accepted with the inclusion under item 8 presentation of new or revised programs. Carried | |
| Conflict of Interest BM 03-15-03 | The Board Chair requested any declarations of Conflict of Interest. There were no declarations made. | |
| BM 03-15-04 Review Of Minutes | Motion put forth and seconded that the March 2, 2015 minutes be accepted with the following amendment – Patricia Dicker to be included in the attendees listing. Carried Motion put forth and seconded that the March 24, 2015 Telephone Conference Minutes be accepted. Carried | |
| BM 03-15-05 Business Arising | The Board Chair noted that Enterprise Risk Management will be deferred to the next Board meeting. The Board was advised that six out of the eleven pieces of equipment ordered after March 24, 2015 has arrived. It is anticipated that the remaining equipment will be delivered by early September. The equipment is required for October. | Action |
| BM 03-15-06 Chairs' Report | The Board Chair announced the resignation of Board members Leona Webb and Rick Dillon. It is hoped that new members will be appointed in the near future. Governance training will take place in the fall which will include orientation for new members. Board members participated in several conferences, Roy Hutchings attended the Risk Management webinars and face to face March conference in Toronto. The Colleges and Institutes Canada (CICan) conference was attended in May by Mark Bradbury, Charles Penwell and Wade Pinhorn. Board members were encouraged to contribute to the agenda whether it was an information topic or one of concern. Mrs. Stagg congratulated President Vaughan on being named one | |

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| | of the Top 50 CEO's in Atlantic Canada by Atlantic Business Magazine. President Vaughan received the recognition at an awards ceremony held in Halifax in May. | |
| BM 03-15-07 Committee Reports Executive Committee Report | The Executive Committee has not met since the last Board meeting. | |
| Audit Committee | <p>The Committee Chair, Roy Hutchings advised the Board that the Committee has had five meetings throughout the year and noted some of the highlights from these meetings:</p> <ul style="list-style-type: none"> • Change in banking institutions – Bank of Nova Scotia is our current provider. • Positions for the Director of Finance and Manager of Internal Audits have been filled. • The establishment of new student parking fees will be brought to the Board in July. • Internal Audit report will be available for the next Board meeting. The Committee will be reviewing the three year internal audit plan that is now being prepared. <p>The Committee Chair advised the Board that the Audit Committee has reviewed and discussed the briefing note on the consistency in Residence and Meal Plan Fees across the College.</p> <p>Upon discussion with the Board, Motion was put forth and seconded that the Residence and Meal Plan Fees be standardized across the College.</p> <p style="text-align: right;">Carried</p> | Action |
| JOB Committee | <p>In the absence of Committee Chair, Troy Mitchell the Board Chair advised the Board that the JOB meeting and CNA Q graduation held on the 15th of June in Qatar were attended by the NL JOB members. Guests attending the Qatar graduation included The Honourable Minister of AES, Clyde Jackman.</p> <p>A copy of the new Comprehensive Agreement has been received from Qatar. The negotiating Committee will be meeting in the very near future to discuss and review the agreement.</p> | |
| BM 03-15-08 Consent Agenda President's Report | <p>Items highlighted from the President's report included:</p> <ul style="list-style-type: none"> • College reorganization update • Update on government meetings • CNA students success at Skills NL Provincial and National | |

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| | <p>Skills Competitions</p> <ul style="list-style-type: none"> • Establishing Centres of Excellence for Heavy Equipment Industrial Trades and Media Arts Programs • National accolades for CNA's blended learning initiative | |
| Academic Plan and /New and Revised Programs | <p>The Board reviewed the 2015-2016 Academic Plan and presentation of new and revised programing. Discussions included:</p> <ul style="list-style-type: none"> • Labour Market Demand • Student Demand • Waitlist, applications and enrolment trends • Alternate Modes of delivery • Availability of facilities, faculty and the timing of program offerings. • Clustering program areas • Reviewed listings of programs added/expanded or revised <p>Motion put forth and seconded that the Consent Agenda be accepted as distributed.</p> <p style="text-align: right;">Carried</p> | |
| BM 03-15-09 In-camera | <p>The Board Chair declared the meeting "A Closed Session at 10:55 a.m and the meeting was declared An Open Meeting at 11:00 a.m."</p> | |
| BM 03-15-10 Annual Report | <p>The Board was advised that the 2014-2015 Annual Report has had its first reading through government advisors for compliance with the template and terminology provided.</p> <p>Board requested that the President enquire if the language of issue can be changed to identify strategic issues within the Annual Report.</p> <p>Motion put forth and seconded that the Annual Report be accepted.</p> <p style="text-align: right;">Carried</p> | Action |
| BM 03-15-11 Audited Financial Statements | <p>Tim Fahey, Partner with Grant Thornton LLP summarized the audit strategy and presented the draft March 31, 2015 audited financial statements to the Board. Highlights from the presentation included:</p> <ul style="list-style-type: none"> • Governance • Standard areas of auditing – operations/review of high risk items. • Fraud and test procedures • Cash flow is consistent with that of the previous fiscal year | |

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| | <ul style="list-style-type: none"> • Accounts receivable down • Trust fund increased by \$ 2M • Tangible assets down \$ 2M <p>The external auditors advised that in preparation for the audit the CNA financial team noticed that the faculty vacation accrual was higher than normal. College staff reviewed the accounts and corrected entries not processed in the PeopleSoft System. The external auditors have performed additional testing and are assured that the vacation accrual is comparable to previous year. Controls have been placed in the system to ensure follow up of the process for recording vacation leave.</p> <p>A discussion followed on internal controls. Mr. John Hutchings agreed to follow up on the question “if the college has adopted any best practices control framework? Consultations will be held with the Director of Finance and the Manager of Internal Audit.</p> <p>Mr. Fahey, advised that the audit flowed extremely well and thanked the staff for their thorough audit preparations. A clear audit letter will be coming forth.</p> <p>Motion put forth and seconded that the audit report and financial statements for the year ended March 31, 2015 be accepted. Carried</p> | ACTION |
| BM 03-15-12 Next Meeting | <p>Tentative Board meeting schedule: July – Conference call to be announced. September 28 – 29, 2015 business meeting and governance training.</p> | |
| BM 03-15-13 Adjourn | <p>Motion put forth and seconded the meeting adjourned at 11:48 a.m.</p> | |