

**College of the North Atlantic
Board of Governors' Minutes
Annex L203 Board Room
Prince Philip Drive Campus, St. John's, NL
May 3, 2016**

In Attendance: Cheryl Stagg
Charles Penwell
Mark Bradbury
Bonnie Lane McCarthy
Bob Gardiner
Yordest Andrews
Dominic Lundrigan
Erin Everard
Wade Pinhorn
Ann Marie Vaughan
Andrew Tobin

Regrets: Beverley Scott
Trevor Stagg
Jamie Goosney
Peter Robbins

Staff in Attendance: Heidi Staeben-Simmons, Director of Public Affairs
Edith Alexander, Executive Assistant to the Board of Governors

Action Items

Item#	Action	Responsible	Due Date
March 8, 2016 BM 01-16-08 Faculty Appointments	The Faculty policy will be revised to reflect the changes and a procedure will be prepared.	Geoff Peters	June 13 2016
May 3, 2016 BM 02-16-05 Chair's Report	The Board Chair will forward correspondence to The Clerk of the Executive Council expressing the Board's concerns of no discussions regarding possible contract renewal between Government and the President.	Cheryl Stagg	May 6 th , 2016
BM 02-16-06 Consent Agenda	- Board requested an analysis on the risk to the College without a dedicated Registrar.	Ann Marie Vaughan	June 13/16
	- The President reviewed the D ratings on the risk listing released by the internal auditing division. In moving forward the risk review will be included in the President's report on a continual basis.	Ann Marie Vaughan	June 13/16
BM 02-16-07 Audit Committee	The terms of reference for the Audit Committee be accepted and incorporated in the Board's Governance Policies GP-BO-205.5.	Edith Alexander	June 13/16
BM 02-16-08 Board Evaluation	The Governance Committee will advise the Board on the analysis of the evaluation documents completed by the Board members at the next Board meeting.	Wade Pinhorn	June 13/16

Resolutions

BM 02-16-02 Review of Agenda	Motion put forth and seconded the agenda be amended to include Conflict of Interest as the third item on the agenda numbered 2A.	Carried
BM 02-16-04 Review of Minutes May 3 rd , 2016	Motion put forth and seconded that the March 8, 2016 minutes be accepted as distributed.	Carried
BM 01-16-06 Consent Agenda	Motion put forth and seconded that the Consent Agenda being the President's Report be accepted as presented.	Carried
BM 01-16-07 Audit Committee	Motion put forth and seconded that the terms of reference for the Audit Committee be accepted and incorporated in the Board's Governance Policies GP-BO-205.5. Motion put forth and seconded that the Charter of Audit be accepted as distributed.	Carried Carried
BM-02-16-13 Adjournment	Upon motion the meeting was adjourned at 3:25 pm.	Carried

Minutes

BM 02-16-01 Call to Order	The Board Chair called the meeting to order at 11:10 a.m.	
BM 02-16-02 Review of Agenda	Motion put forth and seconded the agenda be amended to include Conflict of Interest as the third item on the agenda numbered 2A. Motion Carried	
BM 02-16-2A Conflict of Interest	The Board Chair called for declaration of Conflict of Interest. There were no declarations made.	
BM 02-16-03 Review of Minutes March 8, 2016	Motion put forth and seconded that the March 8, 2016 minutes be accepted as distributed. Motion Carried	
BM 02-16-04 Business Arising	Action items were reviewed by the Board Chair: <ul style="list-style-type: none"> - Board members were reminded to forward their business vehicle insurance cost if they wished to be reimbursed. - The faculty appointment policy is currently being revised. - The Board has not received a reply to the student alternate query. - The Board has not received the official appointment notification for the second student representative. Budget Update <ul style="list-style-type: none"> - Tuition remains frozen – All fees will be reviewed to maintain financial viability. - The College has been asked by Government to complete a review of its operations to ensure that it is best meeting the needs of students and its course offerings are matching present day labour demands. - The College is receiving positive feedback in regards to applied degrees. 	
BM 02-16-05 Chair's Report	The Board Chair expressed her concern that there has been no offer from Government to extend the President's contract which expires the 31 st of July, 2016. Discussion was held on the risks and the stability of the College if such an extension is not offered. The Board Chair will forward correspondence to The Clerk of the Executive Council expressing the Board's concerns of no discussions regarding possible contract renewal between Government and the President.	Action
BM 02-16-06 Consent Agenda	Motion put forth and seconded that the Consent Agenda being the President's Report be accepted as presented. Highlights from the President's report: <ul style="list-style-type: none"> - Elizabeth Kidd has been appointed Vice President, Corporate Services and Dr. William Radford has been appointed Senior Vice President, Academic, and Chief Learning Officer. Both will join CNA on the 6th of June, 2016. - Discussion on the progress of recruiting for the vacant Registrar's position. Board requested an analysis on the risk to the College without a dedicated Registrar. 	Action

	<ul style="list-style-type: none"> - Manager of Occupational Health and Safety position has been advertised and it is hoped to have a successful candidate with the next two weeks. - The President reviewed the D ratings on the risk listing released by the internal auditing division. In moving forward the risk review will be included in the President's report on a continual basis. 	Action
BM 02-16-07 Committees Executive Committee	The Board Chair advised the Board that the Committee had met to review the President's evaluation. The Committee is moving forward in improving the document flow for this process.	
BM 02-16-07 Audit Committee	<p>The Audit Committee Chair advised the Board that the Committee has completed an extensive review on the terms of reference for the Audit Committee and the Internal Audit Charter.</p> <p>After a discussion: Motion put forth and seconded that the terms of reference for the Audit Committee be accepted and incorporated in the Board's Governance Policies GP-BO-205.5. Motion put forth and seconded that the Charter of Audit be accepted as distributed.</p> <p style="text-align: center;">Motions Carried</p> <p>The Audit Committee Chair informed the Board that there are no financial threshold guidelines set for the understanding of potential losses for the College. The Board viewed and discussion came forth on the suggested risk chart prepared by the Audit Committee for financial thresholds.</p> <p>The Chair of the Audit Committee thanked the Board for their contribution and noted that the Audit Committee will revise the financial threshold chart to reflect the Board's advice.</p> <p>The Board Chair thanked Mr. Bradbury for the in depth work and research completed on the various topics discussed and brought forward to the Board on behalf of the Audit Committee.</p>	Action
BM 02-16-07 Governance Committee	The Board Chair informed the Board that the Governance Committee has developed evaluation documents for the Board and Board member self-evaluation. The Committee welcomes the Board's feedback on the documents that will be reviewed later in the agenda.	
BM 02-16-08 Board Evaluation	<p>The Board Annual evaluation, Individual Board member self-evaluation forms and CNA Board of Governors Confidentiality requirements were reviewed, discussed and completed.</p> <p>The documents were returned to the Governance Committee for analysis. The Board Chair advised the Board that Wade Pinhorn will be Chairing the Governance Committee and will advise the Board on the analysis of the evaluation documents completed by the Board members at the next Board meeting.</p>	Action

BM 02-16-09 Next Meeting	The following meetings will be scheduled for June 13, 2016 in St. John's: <ol style="list-style-type: none">1. Audit Committee meeting2. Board meeting3. Annual General Meeting.	
BM 02-16-10 Adjourn	Upon motion the meeting was adjourned at 3:25 pm.	