

College of the North Atlantic
Board of Governors Minutes
Holiday Inn, Salon A, St. John's, NL
September 28, 2015

Attendance: Cheryl Stagg, Chair
Roy Hutchings
Mark Bradbury
Bonnie Lane McCarthy
Patricia Dicker
Troy Mitchell
Bob Gardiner
Yordest Andrews
Wade Pinhorn
Ann Marie Vaughan

Regrets: Beverly Scott
Charles Penwell

Staff: Geoff Peters, General Counsel
John Hutchings, Transitional Consultant
Heidi Staeben-Simmons, Director of Public Affairs
Edith Alexander, Executive Assistant

Guests: Annette Morey, Director of Finance
Darlene Berthier-Sampson, Manager of Internal Audit
David Eaton, External Counsel, McInnes Cooper

Action Items

Item#	Action	Responsible	Due Date
BM 04-15-07 Governance Faculty Selection Process	The Board was informed that a governance policy is being drafted to establish the formal process for the student representation on the Board of Governors. The policy will be presented at the October Board meeting.	Ann Marie Vaughan	October/15
BM 04-15-09 Financial Budget	During the discussion of the budget and quarterly financial statements, it was requested that an analysis of all student fees that will include tuition and residence fees be prepared comparing CNA with other Colleges across Canada.	Annette Morey (Financial Team)	To be determined
BM 04-15-10 Consent Agenda President's Report	A briefing to be prepared for the Board to share with Government in discussions on position description classifications and how important it is for the College to be competitive in recruiting highly qualified employees.	Ann Marie Vaughan	To be determined
BM 04-15-10 President's Report	The consulting firm, KCI, has been working on the development of a plan for advancement and fundraising at the College. A representative from KCI will present at the October board meeting their recommendations.	Ann Marie Vaughan	Oct 27/15

Resolutions

Review of Agenda BM 0415-02	Motion put forth and seconded that the agenda be accepted as distributed. Carried	Carried
BM 04-15-04 Review Of Minutes	Motion put forth and seconded that the June 24, 2015 minutes be accepted as distributed. Carried	Carried
BM 04-15-07 Governance Faculty Selection Process	Motion put forth and seconded that the new Governance Policy – Nomination to the Board – Faculty be approved with the striking of the sentence 212.1(1) “Nomination of the Faculty Member is by the executive body of the faculty association of the college”.	Carried
BM 04-15-09 Financial Budget	Motion put forth and seconded that the revised budget 2015-2016 be accepted.	Carried
BM 04-15-10 Consent Agenda	Motion put forth and seconded that the Consent Agenda be accepted.	Carried
BM 03-15-13 Adjourn	Motion put forth and seconded the meeting adjourned at noon.	Carried

Minutes

Call to Order BM 04-15-01	Cheryl Stagg, Board Chair called the meeting to order at 8:45 a.m.	
Review of Agenda BM 0415-02	Motion put forth and seconded that the agenda be accepted as distributed. Carried	
Conflict of Interest BM 04-15-03	The Board Chair requested any declarations of Conflict of Interest. There were no declarations made.	
BM 04-15-04 Review Of Minutes	Motion put forth and seconded that the June 24, 2015 minutes be accepted as distributed. Carried	
BM 04-15-05 Business Arising	The Board Chair noted all business arising will be addressed within the meeting's agenda.	
BM 04-15-06 Chairs' Report	<p>Board Chair congratulated Dr. Ann Marie Vaughan on the completion of her Doctorate.</p> <p>The comprehensive agreement negotiations are advancing and it is hoped to have some finalization with the next meeting.</p> <p>The Board Chair noted that she has delayed appointing Board members to Committees that have vacant positions. It is hoped that new Board members will be appointed in the near future.</p> <p>The Board Chair encouraged all Board members to participate in the tour of the Ridge Road and Prince Philip Drive Campuses that will take place following the Board meeting.</p>	
BM 04-15-07 Governance Faculty Selection Process	<p>The Board discussed the recommendation that the Board establish through a governance policy the requirement for a process of a formal election and nomination of a faculty member as an internal Governor of the Board.</p> <p>Motion put forth and seconded that the new Governance Policy – Nomination to the Board – Faculty be approved with the striking of the sentence 212.1(1) “Nomination of the Faculty Member is by the executive body of the faculty association of the college”.</p> <p style="text-align: right;">Carried</p>	

	<p>The Board was informed that a governance policy is being drafted to establish the formal process for the student representation on the Board of Governors. The policy will be presented at the October Board meeting.</p>	ACTION
BM 04-15-08 Legal Update	<p>David Eaton, external counsel from the firm of McInnes Cooper was invited to give an update on the class action suit before the Court.</p> <p>The Board Chair declared the meeting “closed” at 10:08 a.m. The meeting was declared “open” by the Board Chair at 10:44 a.m.</p>	
BM 04-15-09 Financial Budget	<p>Annette Morey, Director of Finance briefed the Board on the revised 2015-2016 Budget.</p> <ul style="list-style-type: none"> • Total revenue budget is \$ 134.2M • Grant In Aid adjustments for collective agreement related items and tuition freeze • Capital funding allocations reduced • Total expense budget is 141.5M • Surplus from 2014-2015 included in expenses totals \$ 14.7M • Surplus used for Heavy equipment and x-ray machine and increased programming. <p>Motion put forth and seconded that the revised budget 2015-2016 be accepted.</p> <p style="text-align: right;">Carried</p>	
Quarterly Report	<p>The Board was advised that the quarterly financial statements for the period April 30 to June 30, 2015 the revenue and expenses year over year is on par.</p> <p>During the discussion of the budget and quarterly financial statements, it was requested that an analysis of all student fees that will include tuition and residence fees be prepared comparing CNA with other Colleges across Canada.</p>	ACTION
Risk Management	<p>Darlene Berthier-Sampson, Manager of Internal Audit presented an overview of internal audit highlighting:</p> <ul style="list-style-type: none"> • The nature of internal audit work and its framework • The nature of COSO (The Committee of Sponsoring Organizations of the Treadway Commission) its work and framework and how it guides internal auditing, interpretation and implementation. • Developing and deliver our annual internal audit plan • Measuring our progress 	

<p>BM 04-15-10 Consent Agenda President's Report</p>	<p>Items highlighted from the President's report included:</p> <ul style="list-style-type: none"> • John Hutchings, Senior VP of Corporate Services and Chief Operating Officer is retiring. Mr. Hutchings will remain with the College to assist in the completion of a number of special projects. Gary Tulk will temporarily fill this position as we recruit. Mr. Tulk is currently Campus Administrator at Ridge Road Campus. • Discussions on the number of management positions vacant and current staff doubling up duties to maintain the flow of operations. • A briefing to be prepared for the Board to share with Government in discussions on position description classifications and how important it is for the College to be competitive in recruiting highly qualified employees. • The consulting firm, KCI, has been working on the development of a plan for advancement and fundraising at the College. A representative from KCI will present at the October board meeting their recommendations. • CNA and Habitat for Humanity enter housing build agreement. • Articulation agreement established between business programs at CNA and Grenfell Campus. 	<p>ACTION</p> <p>ACTION</p>
<p>BM 04-15-10 Enrollment - CNA</p>	<p>The Board reviewed the September 2015 Enrolment report that provided an update on current and projected College enrolment in comparison to a similar date in 2014 and 2013.</p>	
<p>BM 04-15-10 Enrollment – CNA-Q</p> <p>BM 04-15-10 Annual Report</p>	<p>Included in the Board's meeting materials was the Enrolment data as of September 10, 2015 from CNA-Q for the Board's review.</p> <p>A finalized copy of the 2014-2015 Annual Report was distributed to the Board.</p> <p>Motion put forth and seconded that the Consent Agenda be accepted.</p> <p style="text-align: center;">Carried</p>	
<p>BM 0415-12 Next Meeting</p>	<p>The next Board meeting will take place in St. John's at a location to be determined on Tuesday, October 27, 2015. The afternoon of the 27th will be set aside for Governance, Risk Training session facilitated by Cheryl Hodder and David Eaton from McInnes Cooper. An appreciation dinner will be held in the evening for present and former Board members.</p>	

BM 03-15-13 Adjourn	Motion put forth and seconded the meeting adjourned at noon. Carried	
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