

**College of the North Atlantic  
Board of Governors' Minutes  
Holiday Inn, St. John's, Salon  
February 20, 2017**

In Attendance:

Cheryl Stagg  
Wade Pinhorn  
Andrew Tobin  
Jamie Goosney  
Mark Bradbury  
Bonnie Lane McCarthy  
Bob Gardiner  
Dominic Lundrigan  
Peter Robbins  
Charles Penwell  
Owen Davis

Regrets:

Trevor Stagg  
Yordest Andrews  
Beverley Scott  
Jessica Brown

Staff in Attendance:

Geoff Peters, General Counsel & Corporate Secretary  
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  
Heidi Staeben-Simmons, Director of Public Affairs

## Action Items

Items will be removed upon the Board's determination of completion

Item #	Action	Responsible	Due Date
March 8, 2016 BM 01-16-05 Chair's Report Business insurance	Board Members were reminded to forward confirmation of their business insurance from their insurance provider.	Board Members	Not determined
BM 01-16-07 Governance Committee	There will be a Governance Committee telephone conference prior to March 23, 2016	Cheryl Stagg	March 18, 2016
BM 01-16-08 Board of Governors Policies Student Appointments	The Board was informed that discussions have been held with the College of the North Atlantic Student Union in regards to the Student representative selection process for the Board of Governors. Clarification is sought re: <ul style="list-style-type: none"> <li>• Gender parity</li> <li>• Can alternates be selected in the event the appointed representative is unable to fulfil their term?</li> </ul> The new policy on selection and nomination of CNA's student Board Members will not be posted on the website until clarification has been received.	Robert Gardiner	Not determined  Policy has been posted to the website.
BM 01-16-09 Waitlist Procedure	There is a consensus from the Board of Governors that the President move forward in developing an operational policy for Program eligibility lists and waitlists.	Responsibility changed Feb 20/2017 to Geoff Peters	AC 119 approved by President March 15, 2016, revised and approved Nov 4/16 – Posted on Website
BM 02-16-06 Consent Agenda President's Report	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.	Robert Gardiner	June 13/16
BM 03-16-12 Annual Report 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	June 2016
BM 01-17-04	The Board Chair noted that the Governance Committee will follow-up with the College Logo and requested follow up on the status of the College coat of arms that was being researched by the Firm of Record prior to August 1, 2016	Wade Pinhorn	
BM 01-17-06(c) Governance	Board Chair requested the Chair of the Governance Committee to approach Board members seeking volunteers to fill the vacant positions on the Audit and Governance Committees.	Wade Pinhorn	
BM 01-17-07 President's Report	A listing of the graduations for 2017 will be forwarded to the Board.	Edith Alexander	March 8, 2017

**Resolutions**

BM 01-17-02 Review of Agenda	<b>Motion put forth and seconded</b> that Capital expenditure will be included under item nine. The agenda items will be rearranged to meet the timelines for the day.	<b>Carried</b>
BM 01-17-03 Review of Minutes December 12, 2017	<b>Motion put forth and seconded</b> that the December 12, 2016 minutes be accepted as distributed.	<b>Carried</b>
BM 01-17-09 Budget Presentation 2017-18	<b>Motion</b> put forth and seconded that the revised budget for the period April 2, 2017 to March 31, 2018 be accepted as presented.	<b>Carried</b>
BM 01-17-09(a) Capital Expenditure	<b>Motion</b> put forth and seconded to approve the funds of \$ 750,000 US to purchase an underground mining haul truck simulator.	<b>Carried</b>
BM 01-17-14 Adjourn	<b>Upon motion</b> the meeting was adjourned at 1:11 pm.	<b>Carried</b>

**Minutes**

BM 01-17-01 Call to Order	The Board Chair called the meeting to order at 8:35 am. New board member Owen Davis, was welcomed to the Board.	
BM 01-17-02 Review of Agenda	<b>Motion put forth and seconded</b> that Capital expenditure will be included under item nine. The agenda items will be rearranged to meet the timelines for the day.  <b>Carried</b>	
BM 01-17-2(a) Conflict of Interest – Declaration	The Board Chair called for declaration of Conflict of Interest. There were no declarations made.	
BM 01-17-03 Review of Minutes December 12, 2017	<b>Motion put forth and seconded</b> that the December 12, 2016 minutes be accepted as distributed.  <b>Carried</b>	
BM 01-17-04 Business Arising – Review of Action Items	The Board reviewed the action items and declared those actions items completed be removed from the listing.  <b>Advisement</b> <b>BM 01-16-08</b> –President Robert Gardiner, advised that the new policy on selection and nomination of CNA’s student Board Members that clarifications has been sought and given for gender parity and alternates can be selected in the event the appointed representative is unable to fulfil their term. The Board Secretary was advised to post GP-BO-213 to the Board of Governor’s Polices on CNA’s website. – Posted March 7, 2017  <b>BM 04-16-14</b> The Board Chair noted that the Governance Committee will follow-up with the College Logo and requested follow up on the status of the College coat of arms that was being researched by the Firm of Record prior to August 1, 2016	Action
BM 01-17-05 Chair’s Report	Due time restraints, the Chair postponed the report.	
BM 01-17-06 Board Committee Reports 6(a)Executive Committee	No Report from the Executive Committee	
BM 01-17-06(b) Audit Committee	Committee Chair, Mark Bradbury advised that the Audit Committee met on the 10 <sup>th</sup> of February 2017. Highlights from the meeting included: <ul style="list-style-type: none"> <li>• The completion of the Safety and Maintenance Audits.</li> <li>• Emergency response plan not as prepared as we should be</li> <li>• Maintaining of chemicals</li> <li>• Management of the College has recognized the seriousness of risks noted in the audits and are taking appropriate steps to address.</li> </ul>	

	<ul style="list-style-type: none"> <li>Work plan for the Internal Audit division was distributed. Management is in agreement with the selection of audits to be conducted over a four-year period.</li> </ul>	
BM 01-17-06(c) Governance	<p>Committee Chair, Wade Pinhorn informed the Board that the Committee is looking at an annual general meeting in November after the tabling of our annual report – possibility a time to have the AGM at a Campus show-casing our students.</p> <p>Review of the policies is a much larger review as several of the policies will have to be amended and new policies developed to cover gaps that have been uncovered.</p> <p>IPads for the Board Members will be distributed at today's meeting. IT specialists will assist members with the initial introduction of the devices.</p> <p>Board Chair requested the Chair of the Governance Committee to approach Board members seeking volunteers to fill the vacant positions on the Audit and Governance Committees.</p>	Action
BM 01-17-07 President's Report	<p>President Gardiner briefed on several topics:</p> <ul style="list-style-type: none"> <li>APCCC has downsized and an half-time Executive Director's position has been filled. The APCC representatives will meet in March to discuss the vision for the future.</li> <li>The search for CNA President is now in the interview stage. Three candidates will be interviewed.</li> <li>Collaboration between CNA and MUN continues.</li> <li>Graduations begins May 17th – a listing will be forwarded to the Board.</li> <li>The Qatar project will be showcased at the CICan Conference in April/May.</li> </ul>	Action
BM 01-17-08 Qatar Project Report	<p>Bill Radford, Senior VP Academic and CLO briefed the Board on the Qatar Project since the signing of the new agreement:</p> <ul style="list-style-type: none"> <li>There is no longer a Joint OverSight Board. A Board of trustees is being appointed by the State. CNA will have three representatives.</li> <li>Eighteen positions will no longer be CNA employees included in this number are the President of CNAQ and Vice-President of Finance and Administration.</li> <li>The current Qatar project Manager is returning to his Program Chair position.</li> <li>Interviews for the Associate VP Qatar will commence in the very near future.</li> <li>CNA determining how we are going offer applied degrees, programming etc.</li> </ul>	
BM 01-17-09 Budget Presentation 2017-18	<p>The 2017-2018 budget was presented by Elizabeth Kidd, VP of Corporate Services and COO. The Board was informed of the process that engaged all divisions of the College in a zero based budgeting process. Highlights included</p> <ul style="list-style-type: none"> <li>Challenges , Qatar revenues decreasing from 30% to 25%</li> <li>Enrolment numbers are projected to be down – no extra sections</li> </ul>	

	<ul style="list-style-type: none"> <li>• Province’s fiscal decline</li> <li>• Deferred maintenance costs</li> <li>• Opportunities – Contract Training and Distance Learning</li> <li>• International Students and Projects</li> <li>• Research projects</li> <li>• Centers of Excellence</li> <li>• LMDA - \$ 3.8 million dollars increase over 2015-16</li> <li>• Expenses reduced - Salaries and benefits reduced \$ 4.9M</li> <li>• Travel reductions for all divisions</li> <li>• Adverting increased finalizing an in-house marketing plan to replace agency of record.</li> <li>• Fleet reduction of \$ 132,187</li> <li>•</li> </ul> <p>In-depth discussions was held on many of the topics within the Budget.</p> <p><b>Motion</b> put forth and seconded that the revised budget for the period April 2, 2017 to March 31, 2018 be accepted as presented.</p> <p style="text-align: right;"><b>Carried</b></p>	
BM 01-17-09(a) Capital Expenditure	<p>The Board was advised that the College has received a \$ 1.6 million ACOA grant to assist with purchase of an underground mining haul truck simulator for the Centre of Excellence in Mining. The simulator will be at a cost of \$ 750,000 US funds.</p> <p><b>Motion</b> put forth and seconded to approve the funds of \$ 750,000 US to purchase an underground mining haul truck simulator.</p> <p style="text-align: right;"><b>Carried</b></p>	
BM 01-17-10 Human Resources – CNA – critical positions vacant	<p>Due to time restraints, the report has been deferred to the next meeting.</p>	
BM 01-17-11 CICan Conference	<p>The Board Chair advised the Board that Jamie Goosney and Andrew Tobin will attend the 2017 CICan Conference in Ottawa April 30-May 2.</p>	
BM 01-17-12 General Counsel Update	<p>The Board Chair declared the meeting to be a “Closed Session” at 12:52 pm. At 1:03pm the meeting was declared “Open”</p>	
BM 01-17-13 Next Meeting(s)	<p>The next Board meeting will be in May a date, time and location will be determined.</p>	
BM 01-17-14 Adjourn	<p><b>Upon motion</b> the meeting was adjourned at 1:11 pm.</p> <p style="text-align: right;"><b>Carried</b></p>	