

**Board of Governors' Minutes
College of the North Atlantic
L203 Boardroom, Prince Philip Drive
June 14, 2017**

In Attendance: Cheryl Stagg
Charles Penwell
Wade Pinhorn
Andrew Tobin
Mark Bradbury
Bonnie Lane-McCarthy
Elizabeth Kidd
Dominic Lundrigan
Peter Robbins
Trevor Stagg
Yordest Andrews
Beverly Scott

Staff in Attendance: Geoff Peters, General Counsel & Corporate Secretary
Robin Walters, Vice President of Industry and Community
Engagement
Heidi Staeben-Simmons, Director of Public Affairs

Recorder: Giselle Borden

Action Items

Item #	Action	Responsible	Due Date
BM 01-16-05	Forward confirmation of business insurance from insurance provider.	Board Members	Not determined
BM 01-17-06 (C)	Inform the Chair of Governance Committee if you would like to sit on the Audit and/or Governance Committee.	Board Members	
BM 04-17-04 (A)	Follow up on the Coat of Arms and report back to the Board.	President	Next Meeting (October 2017)
BM 04-17-13	Add the item "Qatar" as a standing item on the Board agenda.	Recorder	
BM 04-17-13	Conduct an in depth review of our accredited programs with a view to gaps or potential gaps and risks to continued accreditation of programs.	VP, Academic & CLO	No date determined
BM 04-17-13	Invite someone from the NL arts cluster to present at the Board meeting in October.	Chair, Governance Committee	October 2017
BM 04-17-18	Present a dashboard report on the Strategic Plan / Modernization Plan at the next Board meeting.	President	October 2017
BM 04-17-20	Send a letter to Minister Byrne indicating the Board's recommended nominee for faculty representative.	Board Chair	Immediately
BM 04-17-22	Include the President in the Board policy review.	Chair, Governance Committee	
BM 04-17-22	Data from the Board performance evaluations will be compiled and brought forward at the next Board meeting.	Chair, Governance Committee	October 2017

Resolutions

BM 04-17-02 Review of Agenda	Motion put forth and seconded that the amended agenda be approved.	Carried
BM 01-17-04 Review of Minutes February 20, 2017	Motion put forth and seconded that the February 20, 2017 minutes be accepted as presented.	Carried
BM 04-17-05 March 6, 2017 Minutes	Motion put forth and seconded that the March 6, 2017 minutes be accepted as presented.	Carried
BM 04-17-06 March 22, 2017 Minutes	Motion put forth and seconded that the March 22, 2017 minutes be accepted as presented.	Carried
BM 04-17-07 External Auditor's Report	Motion put forth and seconded that the external audit report for the year ending March 31, 2017 be approved.	Carried
BM 04-17-08 Audited Financial Statements, March 31, 2017	Motion put forth and seconded that the Audited Financial Statements for the year ending March 31, 2017 be approved.	Carried
BM 04-17-09 Capital Expenditure over \$500,000	Motion put forth and seconded that the Prince Philip Drive HVAC upgrade project (funded through SIF) at a cost of approximately \$600,000 plus HST be approved.	Carried
BM 04-17-10 Academic Report	Motion put forth and seconded that the Audited Financial Statements for the year ending March 31, 2017 be approved.	Carried
BM 04-17-20 Committee Reports – Selection Committee	Motion put forth and seconded that the Board approve the recommended candidate, Kevin Bond, as the nominee for faculty representative on the Board.	Carried
BM 04-17-21 Committee Reports – Audit	Motion put forth and seconded that the revised 2017-2020 Audit Plan be approved.	Carried
BM 04-17-25 Adjournment	Motion put forth and seconded that the meeting be adjourned at 3:40pm.	Carried

Minutes

BM 04-17-01 Call to Order	The meeting was called to order by the Board Chair at 8:30am.	
BM 04-17-02 Review of Agenda	<p>One change to note: BM 04-17-07 External Audit Report will be presented by the Chair of the Audit Committee and not the external auditors.</p> <p>The Chair's Report will include an in-camera session.</p> <p>Motion put forth and seconded that the amended agenda be approved.</p> <p>Motion Carried</p>	
BM 04-17-03 Conflict of Interest – Declaration	Wade Pinhorn declared a conflict of interest with item number BM 02-17-17, Faculty Representative. He will exit the room when this item is discussed.	
BM 04-17-04 Review of Minutes February 20, 2017	<p>Motion put forth and seconded that the February 20, 2017 minutes be accepted as presented.</p> <p>Motion Carried</p>	
BM 04-17-05 March 6, 2017 Minutes	<p>Motion put forth and seconded that the March 6, 2017 minutes be accepted as presented.</p> <p>Motion Carried</p>	
BM 04-17-06 March 22, 2017 Minutes	<p>Motion put forth and seconded that the March 22, 2017 minutes be accepted as presented.</p> <p>Motion Carried</p>	
BM 04-17-04 (A) Business Arising – Review of Action Items	<p>BM 04-16-14 The President will follow-up on the College's coat of arms and report back to the Board at the next meeting.</p> <p>BM 01-17-06 (C) – All Board members were asked to let Wade Pinhorn know if they are interested in serving on the Audit or Governance Committees.</p>	<p>Action</p> <p>Action</p>
BM 04-17-07 External Auditor's Report	The External Audit Report for the year ending March 31, 2017 was presented by the Chair of the Audit Committee.	

	<p>Motion put forth and seconded that the external audit report for the year ending March 31, 2017 be approved.</p> <p>Motion Carried</p>	
BM 04-17-08 Audited Financial Statements, March 31, 2017	<p>The audited financial statements for the year ending March 31, 2017 were presented. There were no notable issues.</p> <p>The Director of Finance and her team were thanked for the great work on the financial statements.</p> <p>Motion put forth and seconded that the Audited Financial Statements for the year ending March 31, 2017 be approved.</p> <p>Motion Carried</p>	
BM 04-17-09 Capital Expenditure over \$500,000	<p>As part of the Strategic Investment Fund (SIF), HVAC upgrades for the Prince Philip Drive will be undertaken. This project has a dollar value higher than the threshold for Presidential approval; therefore this project was brought to the Board for its approval.</p> <p>Motion put forth and seconded that the Prince Philip Drive HVAC upgrade project (funded through SIF) at a cost of approximately \$600,000 plus HST be approved.</p> <p>Motion Carried.</p>	
BM 04-17-10 Academic Report	<p>The Academic Report was presented by the Interim President on behalf of the VP, Academic & CLO.</p> <p>A new method of academic planning was successfully piloted in the 2016-17 fiscal year and will be used again next year. The 2017-2018 Academic Plan / Program Guide was devised using this new planning method.</p> <p>Motion put forth and seconded that the 2017-2018 Academic Plan be approved as presented.</p> <p>Motion Carried</p>	
BM 04-17-11 Chair's Report	<p>The Chair presented her report and provided an overview of the Board's efforts to establish clear governance processes since its retreat in September 2016. The Minister of AESL has agreed to meet with the Board of Governors to help clarify and assist with this.</p> <p>The Board Chair declared the meeting to be a "closed session" at 2:50pm. The meeting was declared "open" at 3:05pm.</p>	

BM 04-17-12 Correspondence & Media Releases	A number of media releases and informational documents were presented to the Board. The President noted that these will be provided to the Board at each meeting.	
BM 04-17-13 President's Report	<p>The President's report provided an update on various issues including the Qatar contract negotiations, the Respiratory Therapy program and the SIF projects.</p> <p>It was suggested that Qatar be a standing item on the Board agenda.</p> <p>Discussion took place on the Respiratory Therapy program. Concern was raised that other accredited programs could be at risk.</p> <p>The VP, Academic and CLO will conduct an in depth review of our accredited programs with a view to gaps or potential gaps and risks to continued accreditation of programs.</p> <p>A discussion took place on the proposed Media Arts Centre at Prince Philip Drive which did not receive funding support through the Strategic Investment Fund (SIF). As there is currently no money in the budget to fund this Centre, it was suggested that perhaps CNA could look for corporate funding and develop a strategy to move forward on this initiative.</p> <p>The Chair of the Governance Committee will ask someone from the NL arts cluster to present at the Board meeting in October.</p> <p>It was noted that there may be an opportunity to avail of ACOA funding for the Media Arts Centre.</p>	<p>Action</p> <p>Action</p> <p>Action</p>
BM 04-17-14 Modernization Plan Update	An update on the Modernization Plan 2019 was provided by the President.	
BM 04-17-15 Human Resources	The President provided an update on Human Resources for the College. She noted there are more than 20 key positions vacant in the College.	
BM 04-17-16 Contract Training / International Projects	An update on Contract Training and International projects was presented by the VP, Industry & Community Engagement.	
BM 04-17-17 Annual Report	<p>The draft Annual Report was presented by the Director of Public Affairs.</p> <p>The Annual Report presented was not the final document as it was undergoing review by AESL. Although a motion is required by the Board to approve the Annual Report before it is tabled in the House,</p>	

	<p>the Board was reluctant to approve the version presented without seeing the final version.</p> <p>All agreed that the Board would approve the Annual Report in principle and that the final version would be distributed by email for electronic approval afterwards.</p> <p>September 30 is the deadline for tabling the College's Annual Report in the House.</p>	
BM 04-17-18 Strategic Plan	<p>There was nothing new to report on the draft 2017-2020 Strategic Plan as we are presently waiting to receive it from AESL.</p> <p>The Board would like to see operational plans developed with goals and objectives driven by metrics derived from the Modernization Plan (and feeding into the Strategic Plan), so that performance could be measured against the metrics.</p> <p>The President will present a dashboard report at the next Board meeting.</p> <p>The President indicated that she would like to start the next strategic planning process 12 months in advance of the next plan (two years from now).</p>	Action
BM 04-17-19 Committee Reports – Executive	<p>It was noted that all documents given to the Board should be in a PDF format.</p> <p>The Board indicated it would like to have another big AGM this year, similar to the one held in 2014 with invitations sent to business, industry and government stakeholders.</p> <p>There are presently five vacancies on the Board including the two student representatives, the cross appointment with MUN, and two other Board positions.</p>	
BM 04-17-20 Committee Reports – Selection Committee	<p>Mr. Pinhorn exited the meeting for this part of the discussion.</p> <p>The Selection Committee interviewed four candidates and recommended Kevin Bond as the nominee for faculty representative for the Board.</p> <p>Motion put forth and seconded that the Board approve the recommended candidate, Kevin Bond, as the nominee for faculty representative on the Board.</p> <p>Motion Carried</p>	

	<p>The Board Chair will send a letter to Minister Byrne indicating the Board's nominee for faculty representative.</p> <p>Mr. Pinhorn rejoined the meeting once the discussion on this item concluded.</p>	Action
BM 04-17-21 Committee Reports – Audit	<p>It was noted that no motion approving the 2017-2020 Audit Plan was passed at the February 10, 2017 Board meeting.</p> <p>There were five audits tabled in the plan for 2017-18. The Committee indicated that their priorities for 2017-18 were as follows:</p> <p>#1 – Happy Valley-Goose Bay</p> <p>#2 - Distance Learning (moved up from (2018-2019)</p> <p>#3 – Accessibility and Disability Services</p> <p>“Program Review” was pushed to 2018-19 and the “Help Desk Support” will be covered off in the Distance Learning review.</p> <p>Motion put forth and seconded that the revised 2017-2020 Audit Plan, with changes as noted above, be approved.</p> <p>Motion Carried</p>	
BM 04-17-22 Committee Reports - Governance	<p>The report of the Governance Committee was presented.</p> <p>The Chair of the Governance Committee was asked to include the President in the Board policy review.</p> <p>The data from the Board performance evaluations will be compiled and brought to next Board meeting by the Chair of the Governance Committee.</p>	Action Action
BM 04-17-23 CICan Conference	<p>An update on the Colleges & Institutes Canada (CICan) conference was provided by the Board member who attended. He indicated that he was proud to represent the Board and pleased to have been chosen to attend.</p>	
BM 04-17-24 Next Meeting(s)	<p>A Board retreat will be scheduled for late September. The date will be determined by email poll.</p> <p>The next meeting of the Board will take place in October by conference call – date to be determined.</p>	

BM 04-17-25 Adjournment	Motion put forth and seconded that the meeting be adjourned at 3:40pm. Motion Carried	
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