



Board of Governors Meeting
Microsoft Teams - Virtual
Thursday, February 22, 2024

Board Members in Attendance:

Mark Bradbury, Chair	Kevin Kelly	Danielle Williston	Kevin Bond
Peter Adams, Vice-Chair	Charles Randell	Dorothy Pye-Johnson	Jill Quilty
Allan Hawkins	Chris Newhook	Ken Martin	Donna Rideout (joined at 1:00pm)

Staff in Attendance:

Elizabeth (Liz) Kidd, President & CEO	Fergus O'Brien, AVP Campus Operations	Annette Morey, VP Finance & Admin	Heidi Staeben-Simmons, AVP Public Affairs & Adv
Shirley Woodward, AVP Student Services	Deidre Dunne, AVP Human Resources	Geoff Peters, General Counsel & Corporate Secretary	Jason Rolls, VP Academic & Applied Research
Wanda Hynes, EA to President & CEO			

Regrets:

Sam Synard, Board Member	Tanya Noseworthy, Board Member	Jordan Andrews, Board Member	Elizabeth Vincent, AVP International
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Recorder:

April Mandar, EA to Board of Governors

ACTION ITEMS

BM 01-24-12	Geoff Peters, General Counsel to send out Board Evaluation to Board members in a day or so.
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RESOLUTIONS

BM 01-24-03	Motion put forth and seconded that the agenda be accepted as presented.	Motion Carried
BM 01-24-05	A motion was put forth and seconded to approve the consent agenda, as presented, containing the following documents: 1) June 15, 2023 Board Meeting Minutes DRAFT 2) Data Analytics Briefing Note	Motion Carried

BM 01-24-13a	A motion was put forth and seconded to approve Tuition Reconfiguration Briefing Note as presented and be directed to management.	Motion Carried
BM 01-24-14a	A motion put forth and seconded that the Foundation Terms of Reference be accepted as presented.	Motion Carried
BM 01-24-14c	A motion was put forth and seconded to approve the Budget 2024-2025 under the supposition that the money as noted on the \$9 million are received, as indicated by Government that being a possibility. Under the supposition that is not, then the Board will have to reconvene and consider other alternatives.	Motion Carried
BM 01-24-16	A motion was put forth and seconded to excuse all staff from the room and to move to an in-camera session, beginning at 3:06pm	Motion Carried

MINUTES

1. Call to Order

Mark Bradbury, Board Chair called the meeting to order at 8:32am

The Board Chair welcomed everyone to the meeting.

2. Land Acknowledgment

Elizabeth Kidd, President & CEO recited a new personalize Indigenous Blessing of the Land.

3. Review of Agenda

Motion put forth and seconded that the agenda be accepted as presented.

Motion Carried

4. Conflict of Interest

There were no conflict-of-interest declarations for any of the items on the agenda.

5. Consent Agenda

A motion was put forth and seconded to approve the consent agenda, as presented, containing the following documents:

- 3) November 29, 2023 Board Meeting Minutes
- 4) Data Analytics Briefing Note

Motion Carried

6. Chair's Report

Mark Bradbury, Board Chair provided his verbal report. Some of the highlights are:

- Meetings and event attended since the November 29, 2023 Board Meeting:
 - November 30th CNA Alumni 2023 Acclaim Awards.
 - Mid-January met with Liz in preparation for the upcoming Board Meeting (Feb 22nd).
 - January 29th met with Liz in preparation for the Feb 1st Meeting with the Minister of Education.
 - Mark and Liz met with the Minister and the Deputy Minister on Feb 1st. They have outlined the deficit situation for better understanding on what it means for the colleges ability to conduct its affairs. They have asked for a balance budget and had discussed the significant risk in HR recruitment in which they indicated the proposal to study that particular risk to identify what challenges we have, and what the gaps are in comparison with other colleges or other similar institutions.
- Received a letter from the Department of Education relating to the official appointment of the two student representatives, Danielle Williston and Jordan Edwards. The letter was received December 29th and the appointment is effective December 21, 2023.

7. President's report

Elizabeth Kidd, President & CEO, presented her report to the Board, providing an update on college activities since the November 29, 2023 Board Meeting. The President's report included a summary on strategic goal achievements and activities.

- MOU signing with the Qalipu in Corner Brook and got to participate in a smudging ceremony.
- MOU signing with SpaceShared. CNA, MUN, Keyin College, and Academy Canada all participated in this MOU signing, making it historical. The first MOU the four institutions signed and supported together.
- EDI, a lot of programming and activities happening in the Campus. Mental Health and Awareness, Women in Tech, Women in Trades. February 1st and 2nd, Annual Professional Learning Days for CNA employees. Several sessions in the PL Days addressing EDI, including Keynote by Sarah Eaton, Indigenous Land Acknowledgement Panel, focus on Artificial Intelligence, and a session on Student Belonging.
- Five Outbound Mobility Projects are in process: Germany, Guatemala, Iceland, Netherlands, and Barbados.
- Many accreditations awarded since last meeting.
- The 'Teaching and Learning' area of focus was launched college-wide on February 8th.

Update on Vietnam Initiative – CNA has been selected in the Canadian Government Trade Mission. Liz is heading to Malaysia and Vietnam, leaving on March 16th with Elizabeth Vincent. They will be heading to Malaysia first then Vietnam. Our Vietnam partners have finally secured the land to build and have decided that they will be going on a phase approach.

8. Quality Committee

Charles Randell, Committee Chair provided his report, and a copy of the draft February 7th meeting minutes is included in the meeting book. The meeting consists of Jason Rolls update on Quality Assurance activities, in particular the ongoing and/or completed accreditations of program reviews. The School of Engineering Technology has successfully received a 5-year accreditation in 5 of their programs and 9 more ongoing. The accreditation body for that is newly branded and its now Technology Accreditation Canada (TAC).

9. AI Update

Jason Rolls, VP Academic & Applied Research presented Artificial Intelligence & Academic Integrity. The presentation is included in the meeting book. Presentation consists of HESA Observatory on AI Policies, Guidelines for Students and Faculty, Training Sessions, and to develop an official Institutional Statement on GenAI that will embrace AI learning culture.

10. Cyber Security Update

Elizabeth Kidd, President & CEO and Annette Morey, VP Finance & Admin presented Cyber Security Update. The presentation is included in the meeting book.

- The training sessions for the Cyber Awareness Program has launched to all the CNA Staff.
- Investing in security services and hardware. Firewalls was purchased 2 years go and we have a 5-year support agreement.
- IT is looking at travel policy surrounding devices used when staff travel especially outside of Canada. Also, IT is looking at establishing a geolocation block policy.

11. Cultural Assessment Presentation

Deidre Dunne, AVP Human Resources and Fergus O'Brien, AVP Campus Operations gave a presentation on Cultural Assessment. The presentation is included in the meeting book, and it consists of what is culture, a refresh of KPMG's June 2021 Cultural Assessment presentation, leadership behaviours, organizational levers, and future priorities. The five areas of focus discussed are trust, respect, inclusive culture, student-centric, and high performing.

12. Governance Committee

Chris Newhook, Committee Chair provided his report and a copy of the draft February 8th, 2024 meeting minutes is included in the meeting book.

- The committee members had a good debate around the voting privileges of Chair and Vice-chair on Committees. The pros and cons are outlined in the minutes. The committee will be discussing further at the next Governance meeting. If Board members have any comment Chris is happy to hear any notion.
- Consensus Model for Committees - excerpts on Robert Rules and modifications for small assemblies are included in the meeting book. Ultimately the Governance committee

agrees that there's different styles of leadership in terms of the way chairs operate at the committee level and why not be flexible to operate in the style that works for them.

- The main policy revisions package approved at the June 2023 Board meeting is now in BoardEffect and posted on the website.
- Board Orientation is complete and is now in BoardEffect.
- Chris advised the Board members of the items below that the Governance Committee is putting forward for consideration and for motion at the June 2024 Board meeting:
 - A recommendation to formalize the proposed change to Section 5 of the bylaws to reflect that the Executive Committee will be comprised of the Board Chair, Vice-Chair, the Chair of each Standing Committee, and the President and CEO (as ex officio).
 - The Whistleblower policy. The draft copy of the policy is included in the meeting book.
 - Policy 904 Role of the President. The draft copy of the policy is included in the meeting book.

Action: Geoff Peters, General Counsel to send out the Board Evaluation to Board members in a day or so.

13. Executive Committee

Mark Bradbury, Committee Chair provided his report. The committee met on Monday, February 12, 2024 and the draft minutes is included in the meeting book. The meeting consists of discussion regarding the agenda for today, Feb 22nd Board meeting, the approval of ICD Membership renewal, tuition briefing note, and strategic risks. The major risks identified are funding, HR recruitment, and infrastructure.

a. Tuition Reconfiguration Briefing Note

A copy of the Tuition Briefing Note with the Pros & Cons outlined is included in the meeting book. Board members reviewed and had a fulsome discussion.

As stated in the briefing note:

Current College policy is to review tuition fees on an annual basis in October. Current procedure is:

- *Determine average inflation for the year*
- *Apply a 2% factor to the average inflation*
- *Increase to be the lesser of the above calculation or 5%*

Tuition fees at CNA are currently well below the average of other similar institutions in Nova Scotia and New Brunswick. CNA fees for certificate and diploma programs are only 61% of the average of NSCC and NBCC. The gap is not as wide in relation to the international fees where CNA fees are 89% of the average of these two institutions.

Current policy exposes us to the risk of falling further behind in times of higher inflation. To counteract this risk, a reconfiguration in current policy should be considered whereby annual tuition increases would be limited to average inflation plus 2%. The cap would be removed.

A motion was put forth and seconded to approve Tuition Reconfiguration Briefing Note as presented and be directed to management.

Motion Carried

14. Finance Committee Report

Donna Rideout, Committee Chair provided her report. The committee met on Monday, February 12, 2024 and the draft minutes is included in the meeting book. The meeting consists of presentation from the KPMG Auditors, update on status of internal quality plan, cyber security update, infrastructure risk, and the three topics below which Heidi, Geoff, and Annette will speak to.

- a. Foundation Terms of Reference
Heidi Staeben-Simmons, AVP Public Affairs & Adv presented the Foundation Terms of Reference, and a copy is included in the meeting book.

Motion put forth and seconded that the Foundation Terms of Reference be accepted as presented.

Motion Carried

- b. Projected Financial Position 2024
Annette Morey, VP Finance & Admin presented the Projected Financial Position as at March 31, 2024 and a copy is included in the meeting book.
 - A recommendation at the Finance Committee meeting to do percentage variance analysis as well as dollar based variance analysis for the next projections.
 - From a revenue perspective, we are projecting about \$2.8 million decrease from budget.
 - From an expense perspective, we are looking at about \$6.6 million more in expense than what was budgeted.
- c. Budget Presentation 2024-2025
Annette Morey, VP Finance & Admin presented the Budget 2024-2025 which represented estimates as of January 30, 2024. Annette went through the assumptions, summarize the budget, revenue, expense highlights, cash flow projections, and risk.
 - Budget process – A lot of input from campuses in terms of the development of the budget. Templates will be going out to the campuses now as the Government timeline to submit estimates has changed to September this year.

A motion was put forth and seconded to approve the Budget 2024-2025 under the supposition that the money as noted on the \$9 million are received, as indicated by Government that being a possibility. Under the supposition that is not, then the Board will have to reconvene and consider other alternatives.

Motion Carried

15. Next Meeting Dates

Next meeting will be in person, scheduled on Wednesday, June 19th in Clarenville.

16. In Camera Session

A motion was put forth and seconded to excuse all staff from the room and to move to an in-camera session, beginning at 3:06pm.

Motion Carried

17. Adjournment

As all agenda items were completed and there was no further business to discuss, the Board Chair declared the meeting adjourned at 3:36pm.