



Board of Governors Meeting
Microsoft Teams – Virtual
Thursday, June 15, 2023

Board Members in Attendance:

Alastair O’Rielly, Chair	Peter Adams	Tanya Noseworthy	Ken Martin
Mark Bradbury, Vice Chair	Chris Newhook	Kevin Kelly	Sam Synard
Carol O’Maroro	Charles Randell	Dorothy Pye-Johnson	Jill Quilty

Staff in Attendance:

Elizabeth Kidd, President & CEO	Fergus O’Brien, AVP Campus Operations	Annette Morey, VP Finance & Admin	Heidi Staeben-Simmons, AVP Public Affairs & Adv
Wanda Hynes, EA to President & CEO	Deidre Dunne, AVP Human Resources		

Guest Presenter(s):

KPMG External Auditors - Jennifer Clement and Simar Khosla

Guest(s) in Attendance:

Kevin Bond, Faculty Representative

Regrets:

Donna Rideout, Board Member	Rodney Davis, Board Member	Geoff Peters, General Counsel & Corporate Secretary	Jason Rolls VP Academic & Applied Research
Elizabeth Vincent AVP International	Shirley Woodward AVP Student Services		

Recorder:

April Mandar, EA to Board of Governors

RESOLUTIONS

BM 02-23-3	Motion put forth and seconded that the agenda be accepted as presented.	Motion Carried
BM 02-23-5	Motion put forth and seconded that the KPMG External Auditor’s Report be accepted as presented, subject to completion.	Motion Carried
BM 02-23-6	Motion put forth and seconded to accept the Audited Financial Statements pending the final KPMG External Auditor’s Report and the resolution to note 9	Motion Carried
BM 02-23-10	Motion put forth and seconded to approve the consent agenda, as presented, containing the following documents:	Motion Carried



	1) February 23, 2023 Board Minutes 2) CNA Annual Report 2022-2023	
BM 02-23-15	Motion put forth and seconded to adopt all policy and bylaws changes as presented, in exception to RR 904 Role of President.	Motion Carried

MINUTES

1. Call to Order

The Board Chair called the meeting to order at 9:03am.

The Board Chair welcomed everyone to the meeting.

Brief introductions of all Board members were made.

2. Land Acknowledgment

The President recited the 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.

5. External Auditor’s Report

KPMG External Auditors, Jennifer Clement and Simar Khosla, joined the meeting. Jennifer introduced Simar, Senior Manager in the St. John’s office. They presented the audit report for the year ending March 31, 2023 and a copy of the report was provided in the meeting book.

The auditors indicated that overall it went very well on both sides, no significant unusual transactions. The report has a few things outstanding since the release on Monday night, it’s 98-99% complete very close to having it finalized. What’s outstanding are legal confirmation, signed management representation letter, discussion with the committees, and the approval of the financial statements which is always outstanding until the day of the Board meeting.

Motion put forth and seconded that the KPMG External Auditor’s Report be accepted as presented, subject to completion.

Motion Carried

6. Audited Financial Statements for the Year Ending March 31, 2023

The audited financial statements for the year ending March 31, 2023 was presented by Annette Morey, VP Finance & Administration. A copy of the audited financial statements was provided to the Board members which is included in the meeting book.

Annette and her team were thanked for the exceptional work in completing the audit, the cooperation, and the quality of the work provided by Annette and her team in working with the auditors.

Motion put forth and seconded to accept the Audited Financial Statements pending the final KPMG External Auditor's Report and the resolution to note 9.

Motion Carried

7. In-Camera Session with the Auditors

All staff were excused from the meeting and an in-camera session was held with the external auditors. The session began at 9:28am and concluded at 10:04am.

8. Finance Committee Report

The report from the Finance Committee was verbally provided by Mark Bradbury. He provided some highlights from yesterday, June 14th Finance Committee Meeting:

- Committee made a motion to bring forward a recommendation to the Board to accept the Audited Financial Statements for the year ending March 31, 2023 pending clarification on Statement of Change in Net Financial Asset, and Note 9.
- CNA is in compliance with all regulatory liabilities up to March 31, 2023.
- Foundation update is deferred pending further discussion with KPMG Auditors.
- Legal update was provided, nothing that would pose significant financial exposure to the college.
- Timing of board papers - Discussion on what things we can do in particular with this June meeting and the approval of the Financial Statement. What things can we do that would allow a management to have the board papers to the Board Members more than a day in advance. Hoping to come up with some solution to that challenge.

9. Update on Strategic Plan

An update on Strategic Plan was provided by Heidi Staeben-Simmons, AVP Public Affairs & Adv. She thanked the Board for their support and participation in the process. The Strategic Plan was completed and submitted to the government early in the spring as per the required timelines. There is a process of review by the province and that review comes in several stages. The first round of review has been completed by the Department of Education. They did provide some feedback, requesting to tighten up some of the language in a couple of the indicators. The changes were made and resubmitted. It's now gone to central government for review, hope to hear back in mid-July.

10. Consent Agenda

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

- 1) February 23, 2023 Board Minutes
- 2) CNA Annual Report 2022-2023

Motion Carried

11. Chair's Report

Board Chair provided a copy of the list of all the meetings/events he participated in and correspondences, which is included in the meeting book. Highlights from the Chair's report:

- Engagement with Mr. David Conway during the review of IAC.
- Board of Governors Committee meetings.
- CNA Graduation ceremonies.
- Correspondences with the Minister of Education.
- Correspondences with the Minister of Immigration, Population Growth and Skills.

Board memberships:

- Vacancy for two positions still vacant for quite some time now.
- Board members whose terms already expired and needs reinstated is still outstanding.
- Chair's term is expiring June 2023. He talked to IAC and made representation to the department in respect to getting the position advertised.
- Faculty appointment still outstanding.

12. President's Report

A copy of the President's report was included in the meeting book and was presented to the Board. Some highlights from the President included:

- Qatar - Signed MOU
- Vietnam – Signed MOU
- Been attending French Language Postsecondary Education Committee Meeting. Discussion on offering postsecondary programming in French.
- CNA Graduation ceremonies.
- We have some students travelled abroad to Guatemala, Kenya, and Jamaica as part of the Outbound Student Mobility Program. A grant is available for that program, which we are working on and promoting a lot of projects. Faculty and staff are encouraged to submit their projects.
- Accreditation: Primary Care Paramedicine received full accreditation. New Diagnostic Ultrasound program received registered status. Medical Radiography received accreditation.
- Working with Woman's Resource Development Council (WRDC) in delivering three offerings of the Information Technology Career Focus program.
- Marketing & Communication Team won three awards.

- Signed five-year collaboration agreement with Memorial University in the area of critical minerals.

13. Executive Committee Report

Committee chair provided a verbal report, some of the highlights are:

- Dialogue about the issues of Board membership.
- Discussion about autonomy initiative; divided into two phases, Phase I and Phase II. Phase I would be more of a housekeeping issue, things that could be done right away. Such as getting student and faculty appointments expedited.
- Mark and Geoff have been working together to identify the items of a housekeeping nature that could be incorporated to some legislative changes, and they've communicated those to Tanya.

Update from Tanya Nosewothy: The first step is getting an approval to draft legislative changes from the government. Not at the point of drafting yet, still identifying the areas that we would like to get government consideration on and an approval to draft. Started all the paperwork, narrowed down few discussions with Mark and Geoff that we think fit the definition of what the minister agrees to as housekeeping measures. Examples: To remove reference to "executive body of the faculty association of the college". Standardizing the terms of Board members; getting all a three-year term and that includes the student representative as well, which means students may serve beyond a graduation date depending on their program.

Administrative flexibility – "personal policies" section 15(1)(h) this one was identified as something that needs to be changed from housekeeping perspective but there may be a role for regulation.

Tanya and team are proceeding on the paperwork that will move through the Summer and early Fall.

14. Quality Committee Report

A copy of the 2022-2023 Academic Quality Assurance Report and PowerPoint presentation is included in the meeting materials. Committee chair provided a verbal report and some of the highlights are:

- Kyle Massey, Director of Academic Quality Assurance presented the Annual Academic Quality Assurance Report at the last Quality Committee Meeting on June 1st. All the programs are now under a routine schedule for internal and external assessment. 10 assessments completed over the last year, resulting 81 Commendations, 52 Recommendations and are being addressed with an action plan. Committee requested on the future reports that anything highlighted in yellow or red be accompanied with notes.
- Dialogue between the college and K-12 system has now started. Discussing the gap and quality of preparedness of student coming from high school into the college.

15. Governance Committee Report

The Committee Chair provided Board members a copy of the summary of the Board Policy and Bylaws changes, which is included in the meeting book.

Motion put forth and seconded to adopt all policy and bylaws changes as presented, in exception to RR 904 Role of President.

Motion Carried

16. Next Meeting

The next Board of Governors meeting will be on October 12, 2023 in Grand Falls-Windsor.

17. 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 1:26pm.

Motion Carried

18. Adjournment

As all agenda items were completed and there was no further business to discuss, the Board Chair declared the meeting adjourned at 3:05pm.