



Board of Governors Meeting

Carbonear Campus

June 18, 2018

In Attendance:

Alastair O’Rielly  
Charles Penwell  
Mark Bradbury  
Dominic Lundrigan  
Bonnie Lane-McCarthy  
Beverly Scott  
Bill Radford  
Wade Pinhorn  
Ian Gordon  
Donna Rideout  
John Gibbons

Regrets

Candice Ennis-Williams  
Yordest Andrews  
Andrew Tobin  
Madison Greening

Absent

Peter Robbins

Staff

Geoff Peters, General Counsel and Corporate Secretary  
Heidi Staeben-Simmons, Director of Public Affairs  
Annette Morey, Associate VP Corporate Services

Recorder

Edith Alexander, Executive Assistant

### Action Items

<p>BM 10-18-05 Review of Action Items</p>	<p>Presentation from the Newfoundland Arts Council will be deferred to another Board meeting convenient to both parties.</p> <p>Residence reviews are ongoing and the Board will be advised when completed.</p>	<p>Wade Pinhorn</p> <p>Bill Radford</p>
<p>BM 11-18-05 Review of Action Items</p>	<p>An email will be distributed to Board members for suggestions of Professional Development opportunities or planned workshop.</p> <p>Suggestions coming forth from today's discussions included:</p> <ol style="list-style-type: none"> <li>1. Reorientation session, as the Board prepares in the near future for reappointments and new appointments to the Board .</li> <li>2. Possible retreat encompassing the launch of our Strategic Plan and having an AGM. How do we represent the College to the broader public? Newfoundlanders need to be aware of what this College offers, achieves and how successful our students are.</li> <li>3. Networking with those from similar Institutions such as the CIGan Conference. Those Board members who may be inclined, CIGan conference will take place in Niagara Falls, May 5-7, 2019.</li> <li>4. Professional Development in regards to Quality Assurance and Risk.</li> </ol>	<p>Edith</p>
<p>BM 11-18-10 School of Health Sciences Review</p>	<p>The Board thanked Ms. Chaulk and recommended that the Board received regular updates on the School of Health Sciences at each Board meeting.</p>	<p>Elizabeth Chaulk</p>

### Resolutions

<p>BM 11-18-03 Review of Agenda</p>	<p><b>Motion put forth and seconded</b> that the agenda be amended and accepted for two items:</p> <p style="padding-left: 40px;">No.15. (b) Capital – Voice Protocol Over Internet</p> <p style="padding-left: 40px;">No. 19 General Counsel Update.</p> <p style="text-align: right;"><b>Motion Carried</b></p>	<p>Carried</p>
<p>BM 11-18-04 Review of Board Minutes – February 23, 2018</p>	<p><b>Motion put forth and seconded</b> that the February 23, 2018 Board Minutes be accepted as distributed.</p>	<p>Carried</p>

College of the North Atlantic, Board of Governors  
BM 11-18 Minutes

BM 11-18-07 Consent Agenda	<b>Motion put forth and seconded</b> that the Consent agenda and the Wave Environment Research Centre briefing note be accepted as distributed.	Carried
BM 11-18-09 SAIT agreement – Schedule two  Respiratory Therapy Update	<b>Motion put forth and seconded</b> that the extension to provide services for the delivery of the Respiratory Therapy Program by The Southern Alberta Institute of Technology be accepted at a monthly cost of \$ 96,586.00. Total cost \$ 965,860.00 plus taxes.	Carried
BM 11-18-11 Academic Planning 2018-2019	<b>Motion put forth and seconded</b> that the Academic Plan for the 2018-2019 be accepted as received.	Carried
BM 11-18-12 Board Committees - Audit Committee	<b>Motion put forth and seconded</b> that the Audit Committee report be accepted.	Carried
BM 11-18-14 Audited Financial Statements 2018	<b>Motion was put forth and seconded</b> to accept the audited financial statements for the year ended March 31, 2018 with the provision that the disclosure note for non-monetary services be discussed/accepted by the Department of Advanced Education Skills and Labour.	Carried
BM 11-18-15(b) Capital	<b>Motion put forth and seconded</b> that the Capital expenditure for the Voice Over Internet Protocol Phone System be accepted as quoted in the briefing note being:  1. a “managed phone system” at \$14.50 per user per month = \$208,800 annually = \$1,044,000 over 5 years; and 2. “Connectivity to the world phone system” at \$8.00 per user per month = \$115,200 annually = \$576,000 over 5 years.	Carried
BM 11-18-17 Annual Report 2017-18	<b>Motion put forth and seconded</b> that the Annual Report be accepted and that the audited financial statements be incorporated into the report.	Carried

## MINUTES

BM 11-18-01 Call to Order	The Board Chair, Alastair O’Rielly at 8:30 a.m., called the meeting to order and welcomed to the Board cross over appointees, Donna Rideout and John Gibbons. Introductions followed.	
BM 11-18-02 Presentation – Carbonear Campus	Campus Manager, Terry Murphy was introduced to the Board and thanked for the early morning tour of the Campus. Mr. Murphy presented an overview of the Carbonear Campus. The Board was informed on the demographics of the region, number of staff, student numbers one-third of which are commuters from outside of the Avondale - Harbour Main area being the region for the Campus. Many of the Campus’s graduates do stay within the region as there are employment opportunities available.	
BM 11-18-03 Review of Agenda	<b>Motion put forth and seconded</b> that the agenda be amended and accepted for two items: No.15. (b) Capital – Voice Protocol Over Internet No. 19 General Counsel Update. <b>Motion Carried</b>	
BM 11-18-03(b) Conflict of Interest	No declarations were made in regards to Conflict of Interest with the meeting agenda items.	
BM 11-18-04 Review of Board Minutes – February 23, 2018	<b>Motion put forth and seconded</b> that the February 23, 2018 Board Minutes be accepted as distributed. <b>Motion Carried</b>	
BM 11-18-05 Review of Action Items	Action items were reviewed.  Management was advised by Government that there will be no increase in the Day Care fees or International tuition fees as submitted to the Board during the February 23 <sup>rd</sup> Board meeting. Changes to CNA’s fee structure must be placed in the upcoming Budget request after Christmas for Government’s consideration.  An email will be distributed to Board members for suggestions of Professional Development opportunities or planned workshop.  Suggestions coming forth from today’s discussions included: <ul style="list-style-type: none"><li>• Reorientation session, as the Board prepares in the near future for reappointments and new appointments to the Board .</li></ul>	

	<ul style="list-style-type: none"> <li>• Possible retreat encompassing the launch of our Strategic Plan and having an AGM. How do we represent the College to the broader public? Newfoundlanders need to be aware of what this College offers, achieves and how successful our students are.</li> <li>• Networking with those from similar Institutions such as the CICan Conference. Those Board members who may be inclined, CICan conference will take place in Niagara Falls, May 5-7, 2019.</li> <li>• Professional Development for the shift in the direction of the role of the Internal Audit Division.</li> </ul> <p>LEAN Management is a carry-over; it is on schedule, we are following the principles for all administrative operations within the College.</p> <p>Employment Assistance Services will proceed as discussed at the February Board meeting.</p> <ul style="list-style-type: none"> <li>• The services will not be established in CNA Campuses.</li> <li>• Grand Falls Windsor office will open in approximately two weeks.</li> <li>• A lease has been signed for facilities in St. John’s and equipment has been ordered.</li> <li>• The revenue that will be realized from this service will fund all expenses including a thirty percent (30%) profit margin.</li> <li>• Communications will be standard and will not reflect College of the North Atlantic.</li> </ul>	
<p>BM 11-18-06 Chair’s Report</p>	<p>The Board Chair gave a verbal update to his report that was distributed within the meeting materials. The Board Chair expanded on his thoughts on the priority issues, economic reality of the Province. Included in the Chair’s report is a listing of the meetings attended since the last Board meeting.</p>	
<p>BM 11-18-06(b) CICan Conference</p>	<p>The Board Chair attended the CICAN (Colleges and Institutes Canada) Conference held in Victoria BC, April 29 - May 2. Approximately 124 institutions participated, all with similar issues</p> <ul style="list-style-type: none"> <li>• Engaging the Indigenous people</li> <li>• International – attracting immigration</li> <li>• The changing nature of work – robotics</li> <li>• Governance and Government</li> <li>• CNA connection - <i>NBCC President, Marilyn Luscombe was awarded CICan’s Distinguished Service Award.</i></li> </ul>	

	<ul style="list-style-type: none"> <li>• <i>Ms. Luscombe has had a long and distinguished career in post-secondary education, occupying senior leadership positions at several colleges. Before her appointment at NBCC in 2010, she had already worked at the College of the North Atlantic for fifteen years and had been President and CEO of Selkirk College for over ten years.</i></li> <li>• CNA's President, Bill Radford has been nominated to represent the Atlantic region on the CICA Board.</li> </ul>	
<p>BM 11-18-07          Consent Agenda          Wave Environment          Research Centre</p>	<p><b>Motion put forth and seconded</b> that the Consent agenda and the Wave Environment Research Centre briefing note be accepted as distributed.</p> <p style="text-align: center;"><b>Motion Carried</b></p>	
<p>BM 11-18-08          President's Report</p>	<p>President Bill Radford verbally presented his President's report.</p> <ul style="list-style-type: none"> <li>• Will be meeting with the Minister on Thursday for their bi-monthly meeting.</li> <li>• Skills Canada Nationals – CNA students placed Gold for IT Networking, Silver for Cabinetmaking, two Bronze medals for Architectural Technology &amp; Design and Refrigeration and Air Conditioning.</li> <li>• Graduations almost complete.</li> <li>• Staffing reductions – as the Board is aware – April's briefing note.</li> <li>• Strategic Planning in the final stages, will be presenting to the Board what we have heard on June 21.</li> </ul> <p>The President noted that the Employee Code of Conduct Policy has been included in the meeting materials for information.</p>	
<p>BM 11-18-09          SAIT agreement –          Schedule two</p> <p>Respiratory          Therapy Update</p>	<p>President Radford advised the Board that the extension agreement for the Respiratory Therapy Program with The Southern Alberta Institute of Technology was distributed with the meeting materials for their review.</p> <p>The Respiratory Therapy program continues to run smoothly and students are progressing well with the program. There will be five students graduating in October with 17 students going forward to complete their final year.</p> <p><b>Motion put forth and seconded</b> that the extension to provide services for the delivery of the Respiratory Therapy Program by The Southern Alberta Institute of Technology be accepted at a monthly cost of \$ 96,586.00. Total cost \$ 965,860.00 plus taxes.</p> <p style="text-align: center;"><b>Motion Carried</b></p>	

<p>BM 11-18-10          School of Health Sciences Review</p>	<p>Vice President Academics &amp; Student Services, Elizabeth Chaulk, presented a School of Health Sciences Review. The Board was taken through the School with highlights from:</p> <ul style="list-style-type: none"> <li>• The structure</li> <li>• Academic rigor</li> <li>• Relationships – internally/externally</li> <li>• Systems</li> <li>• Accreditation</li> </ul> <p>The Board thanked Ms. Chaulk and recommended that the Board received regular updates on the School of Health Sciences at each Board meeting.</p> <p>A suggestion was made that the Consultant reviewing the Practical Nursing Program be invited to the next Board meeting.</p>	<p>Action</p>
<p>BM 11-18-11          Academic Planning 2018-2019</p>	<p>The Board was informed that the briefing note was circulated to the Board April 30, and a copy of the Program Offerings for the 2018-2019 Academic year was distributed in the meeting materials.</p> <p>It was noted that CNA will be offering 87 programs with 191 sections. Student acceptance letters have been forwarded for the September intake of students.</p> <p><b>Motion put forth and seconded</b> that the Academic Plan for the 2018-2019 be accepted as received.</p> <p style="text-align: right;"><b>Motion Carried</b></p>	
<p>BM 11-18-12          Board Committees</p> <ul style="list-style-type: none"> <li>- Executive Committee</li> <li>- Audit Committee</li> </ul>	<p>There has been no emergency issues for the Executive Committee to meet.</p> <p>Committee Chair, Mark Bradbury informed the Board that significant progress has been made on a number of items.</p> <ul style="list-style-type: none"> <li>• The Code of Conduct Policy</li> <li>• Emergency Plan document ready for distribution.</li> <li>• Document for risk assessment has been prepared and will be distributed to the Board.</li> </ul>	

	<ul style="list-style-type: none"> <li>• It is management’s intention that the role of the Audit Committee will gradually transition to a role of Quality Assurance. It is anticipated that a presentation will be given to the Board at the next meeting on Risk and Quality Assurance. The terms of reference for the Committee will be reviewed, once all is established for the transitioning to Quality Assurance.</li> <li>• The Financial statements for the March 31, 2018 year-end was reviewed and discussed with the College’s external auditors and Senior Management. The Committee recommended that the audited financial statements be forwarded to the Board upon inclusion of a new standard note recognizing non-monetary services received by the College from Government Agencies mostly the Department of Works and Services.</li> </ul> <p><b>Motion put forth and seconded</b> that the Audit Committee report be accepted.</p> <p style="text-align: right;"><b>Motion Carried</b></p>	
<p>BM 11-18-13          External Auditors –          Audit Report</p> <p>BM 11-18-14</p>	<p>External Auditors KPMG presented their audit findings report for the year ended March 31, 2018. The Board was informed that the financial statements presented fairly in all material respects, the financial position of the College of the North Atlantic, its results of operations, changes in financial assets (debt) and cash flow for the year ended March 31, 2018.</p> <p>Associate VP of Corporate Services, Annette Morey, presented the audited financial statements for March 31, 2018 to the Board.</p> <p>There being no notable issues a <b>Motion was put forth and seconded</b> to accept the audited financial statements for the year ended March 31, 2018 with the provision that the disclosure note for non-monetary services be discussed/accepted by the Department of Advanced Education Skills and Labour.</p> <p style="text-align: right;"><b>Motion Carried</b></p>	
<p>BM 11-18-15          Budget update          2018-19</p>	<p>The meeting was declared a “Closed session” at 2:40p.m. Meeting was declared “Open” at 2:55 p.m.</p> <p>It was suggested that the Board can be presented a historical trend “reductions in revenue” 2012-2018 at the Board’s leisure.</p>	



<p>BM 11-18-15(b) Capital</p>	<p>The Board was advised that the College went to tender to bring in a managed Voice Over Internet Protocol phone system. This system will reduce our current cost and the number of phone lines required for our daily business needs.</p> <p><b>Motion put forth and seconded</b> that the Capital expenditure for the Voice Over Internet Protocol Phone System be accepted as quoted in the briefing note being:</p> <ol style="list-style-type: none"> <li>1. a “managed phone system” at \$14.50 per user per month = \$208,800 annually = \$1,044,000 over 5 years; and</li> <li>2. “Connectivity to the world phone system” at \$8.00 per user per month = \$115,200 annually = \$576,000 over 5 years.</li> </ol> <p style="text-align: right;"><b>Motion Carried</b></p>	
<p>BM 11-18-16 Registrar’s Report</p>	<p>Darin Brooks, Registrar and Manager of Institutional Research presented an update on the data compiled and how it enhances decision making for our programs.</p> <p>The Board was given an overview of the :</p> <ul style="list-style-type: none"> <li>• Applicants numbers and process for 2018-2019</li> <li>• Student acceptance</li> <li>• Waitlist</li> <li>• Programs that are now filled for 2018-2019</li> </ul> <p>2017-2018 enrollment percentages for each campuses was shared with the Board.</p>	
<p>BM 11-18-17 Annual Report 2017-18</p>	<p>The Annual Report was presented to the Board as per Government’s template. A draft of the annual report has been submitted to government for review and does require a motion from the Board and the inclusion of financial statements prior to being tabled in the House of Assembly.</p> <p><b>Motion put forth and seconded</b> that the Annual Report be accepted and that the audited financial statements be incorporated into the report.</p> <p style="text-align: right;"><b>Motion Carried</b></p>	
<p>BM 11-18-18 Qatar Project</p>	<p>President Radford informed the Board that negotiations are continuing and the negotiation teams will meet in September.</p>	

<p>BM 11-18-19          General Counsel –          Up-date</p>	<p>The Board Chair declared the meeting Closed at 3:41 p.m. and declared the meeting Open at 4:00 p.m.</p>	
<p>BM 11-18-20          Applied Research</p>	<p>For the Board’s information, a briefing note has been included in the meeting materials on the proposal to develop a Hyperspectral Scanning Unit based at our College in collaboration with the Dept. of Earth Sciences and Labrador Institute, Memorial University and our Industry partners. This is a \$ 5.5 million, four-year initiative, with no cost to the College as 100% of project costs are covered under the project budget, except for Dr. Thompson for years three (3) and four (4). It is anticipated that incremental project funding will offset this cost.</p> <p>President Radford, suggested a Director from the Hyperspectral Imaging Project be invited to speak to the Board on the Project.</p>	
<p>BM 11-18-21          Housekeeping</p> <p>In- camera</p>	<p>Reminders: Travel Claims to be submitted within ten days of travel.</p> <p>Strategic Planning – update – June 21, 2018, 10 a.m. Video sites will be Ridge Road room ET207, Burin, St. Anthony, Corner Brook, Headquarters and Grand Falls Windsor.</p> <p>An in-camera session was scheduled for after the Board meeting adjourned.</p>	
<p>BM 11-18-22          Schedule of next meetings and Locations</p>	<p>Board meeting schedule dates for 2018-2019:          Thursday, October 11, 2018 – Ridge Road Campus          Friday, December 7, 2018 – Location TBD          Friday, February 22, 2018 – Location TBD          Friday, April 12, 2018 – Location TBD          Monday, June 24, 2018 – Location TBD</p>	
<p>BM 11-18-23          Adjourn</p>	<p>Being that all the agenda items had been addressed and there is no further business, the Board Chair declared the meeting adjourned at 4:10 p.m.</p>	