## NorQuest College Board of Governors
## Public Meeting
March 7, 2022
4:00 p.m. – 8:00 p.m.

# MINUTES

| **Attendees:** | **Resource Team:** |
|---|---|
| Carla Madra, Board Chair | Brad Arkison, VP Marketing & Communications |
| Carolyn Campbell, President & CEO | David Middagh, Chief of Staff |
| Brad Pickering | Jill Matthew, VP Administration & CFO |
| Chris Lavin | Jonathan Robb, VP Learner Experience |
| Dan Hugo | Laurel Evans, VP People & Culture |
| Jennifer Cleall | Marian Gayed, VP External Relations & Partnerships |
| Jenny Adams | Norma Schneider, VP Academic |
| Joette Decore (v) | |
| Leslie Sayer | **Recorder:** |
| Maria Bavaro | Wanda Winsor, Board Coordinator |
| Megan Schwann | |
| Navjot Kaur | **Guests:** |
| Supriya James | Camille MacLean |
| Taran Kaur | Ahmed Kamar |
| Tina Naqvi-Rota, Vice Chair | Dave Melanson |
| | Jerry Hove |
| Regrets: | Trevor Morton |
| Philomina Okeke-Ihejirika | Dale Babich |
| | Jessica Gellert |
| | Mariesa Carbone, MNP |
| | Rensche Venter, MNP |

## 1. OPENING

### 1.1. Quorum

C. Madra, Chair, confirmed that attendance constituted quorum.

### 1.2. Call to Order

The Chair called the meeting to order at 4:02 pm.

### 1.3 Conflict of Interest

The Chair provided board members with an opportunity to declare a conflict of interest with any of the items on the agenda. Chris Lavin reminded the Board of his previously declared conflict with the ERM presentation by colleagues from MNP.

### 1.4 Optional In-Camera Discussion

No in-camera session was required at this time.

## 2. APPROVAL OF AGENDA

C. Madra noted one additional item to be added to the agenda - 5.6.1 Committee Membership

> **MOTION**
> Moved by C. Lavin and seconded by B. Pickering THAT the Board of Governors approve the March 7, 2022 Public Board Meeting agenda as amended.
> **CARRIED**

## 3. APPROVAL OF CONSENT AGENDA

> **MOTION**
> Moved by C. Lavin and seconded by B. Pickering THAT the Board of Governors approve and acknowledge all consent agenda items, as presented:
>     3.1 Minutes of November 8, 2021
>     3.2 Minutes of November 30, 2021
>     3.3 Minutes of January 20, 2022
>     3.4 Downtown Campus Development Project (DCDP) Report
>     3.5 Strategic Risk Register Report
>     3.6 Q2 Financial Report & Forecast
>     3.7 Board Meeting & Event Calendar
>     3.8 Board Policy 9 Review
>     3.9 Action Register
> **CARRIED**

## 4. STRATEGY, CULTURE, EDUCATION AND DECISIONS

4.1 Student Showcase

J. Robb introduced the student showcase activity and invited Camille MacLean and the four student representatives to the meeting. After introducing themselves, the students, board members and executive broke into groups to have a conversation regarding various topics that were important to the students.

Board members reported back that the activity was valuable and insightful.

4.2 Education in esports

Ahmed Kamar, Director of Business Enterprise, joined the meeting to provide an update to the board to discuss the college's esports academic strategy and demonstrate how education aligns with esports.

4.3 Emergency Response & Business Continuity Plans

J. Matthew introduced Trevor Morton, Director of Facilities and Jerry Hove, Emergency Services Consultant to share the college's Emergency Response and Business Continuity Plans. The college conducts and participates in various impact exercises/scenarios on a regular basis.

The pandemic has led the college to rewrite some of the business continuity plan to focus more on critical functions versus physical space.

4.4 Cybersecurity Update

J. Matthew introduced Dave Melanson, Director of Business Technology Services and Dale Babich, Director of Financial Services and invited them to provide an update on the college's comprehensive cybersecurity program, insurance coverage, and activities that are currently underway.

**ACTION:** Management will assess our current cybersecurity insurance coverage and investigate whether there are additional options for coverage while also considering the risk potential of an unpaid amount if a claim were made.

The Board meeting recessed from 6:04 – 6:15 p.m.

## 5. REPORTS

5.1 CEO Report

### 5.1.1 President & CEO Written Report

C. Campbell provided updates on enrolment projections, Covid management, Alberta 2022 budget implications and other college priorities.

### 5.1.2 Honorary Diploma Recommendation

C. Campbell presented the Honorary Diploma recommended shortlist which recognizes distinguished citizens for their contribution to the community and society.

> **MOTION:**
> Moved by J. Cleall and seconded by L. Sayer THAT the Board of Governors approve the list of recommended Honorary Diploma recipients as presented.
>
> **CARRIED**

5.3 Governance Committee Report

J. Cleall, Chair of the Governance Committee, provided an update from the Governance Committee meeting held on February 15th. The committee recommended for approval the board schedule for 2022-23 and Board Policy 9 which were included in the Board meeting consent agenda.

J. Cleall also provided updates on the Board Skills Matrix (5.3.1), Board Retreat Planning (5.3.2), Mandate and Roles Document (5.3.3), and *Post-Secondary Learning Act* (5.3.4).

### 5.3.5 Board Procedures Review

The Governance Committee reviewed a series of changes to the existing Board Procedures (1.1 to 1.6). Minor revisions were required to procedures 1.1, 1.2, 1.3, 1.5, and 1.6 and the committee recommends them for Board approval.

Procedure 1.4, Conflict of Interest, incudes potential duplication with the Code of Conduct Policy and requires further review.

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**MOTION:**
Moved by J. Adams and seconded by M. Schwann THAT the Board of Governors approve Board Procedure 1.1 -Board Member Compensation.

**CARRIED**

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**MOTION:**
Moved by S. James and seconded by D. Hugo THAT the Board of Governors approve Board Procedure 1.2 – Professional Development of Board Members.

**CARRIED**

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**MOTION:**
Moved by C. Lavin and seconded by M. Bavaro THAT the Board of Governors approve Board Procedure 1.3 – Internal Governor Work.

**CARRIED**

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**MOTION:**
Moved by M. Bavaro and seconded by D. Hugo THAT the Board of Governors approve Board Procedure 1.5 –Board Member Expenses.

**CARRIED**

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**MOTION:**
Moved by B. Pickering and seconded by D. Hugo THAT the Board of Governors approve Board Procedure 1.6 – Related Party Disclosure.

**CARRIED**

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5.3.6 Respect in the Workplace Training

J. Cleall reported that as per the direction from the Government of Alberta on anti-harassment training, the College will engage with Respect Group Inc to offer a phased roll-out training to the Board of Governors and employees.

5.2 Chair, Human Resources (HR) Committee

T. Naqvi Rota, Chair of the HR Committee, provided an update to the Board on various HR topics covered in the last committee meeting including Occupational Health & Safety & Workers Compensation Reports, Policy No. 9 review, the President's Succession Plan and Evaluation Process.

The Board Chair requested anyone present with a labour relations conflict to recuse themselves for the following item. L. Sayer, M. Bavaro, N. Kaur, and T. Kaur exited the meeting.

L. Evans provided an update on bargaining mandates for both faculty and AUPE.

> **MOTION:**
> Moved by D. Hugo and seconded by J. Adams THAT the Board of Governors approve the prescribed mandate on matters related to the collective bargaining process, delegate the authority to management to negotiate a tentative agreement and take the necessary steps to bring it to the ratification stage.
>                                                                              **CARRIED**

L. Sayer, M. Bavaro, N. Kaur, and T. Kaur rejoined the meeting.

5.4 Chair, Finance & Audit Committee

C. Lavin provided a verbal update from the previous Finance and Audit committee meeting held on February 24th. Items discussed in the report included the Q2 Financial Results and Forecast, Investment Performance and Management, and status of recommendations from the Office of the Auditor General.

5.4.1 Tuition and Fees

N. Schneider presented the proposed changes to domestic and international tuition and mandatory non-instructional fees which was also recommended by the Finance & Audit Committee.

> **MOTION:**
> Moved by L. Sayer and seconded by B. Pickering THAT the Board of Governors approve the proposed 2022-2023 Tuition and Fees as presented.
>                                                                              **CARRIED**

5.4.2 Enterprise Risk Management (ERM) Risk Appetite

J. Gellert, M. Carbone and R. Venter joined the meeting at 7:12 p.m. to present the Risk Appetite targets and solicit feedback. Once the risk appetite is solidified, it will be incorporated into the ERM framework and embedded within our ERM Strategic Risk Register and Dashboards. Following the presentation and discussion, C. Madra, called for the motion.

> **MOTION:**
> Moved by M. Schwann and seconded by B. Pickering THAT the Board of Governors approve the risk appetite targets for the college as presented.
>                                                                              **CARRIED**

J. Gellert, M. Carbone and R. Venter exited the meeting at 7:35 p.m.

5.5 Chair, Teaching & Research Continuing Care Centre (TRCCC) Committee

B. Pickering provided an update on behalf of the TRCCC Committee since the last board report. The Unsolicited Proposal (USP) that the Board approved in November was submitted on December 1st. The college has received communication stating the USP met the compliance requirements and will proceed to Stage 2.

The estimated timeframe to complete Stage 2 is approximately three months, so we can expect to receive further communication in April. In the meantime, the

committee is planning a whiteboarding session later this month to assess potential scenarios.

5.6 <u>Board Chair Report</u>

C. Madra provided a verbal update to the Board on various government relations discussions and the approaching announcement of a new Board Chair.

<u>5.6.1 Committee Membership</u>

With J. Decore stepping down as Chair of the TRCCC Committee, B. Pickering and T. Naqvi-Rota have agreed to co-Chair and the committee membership composition has been revised to reflect the changes.

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**MOTION:**
Moved by J. Adams and seconded by J. Cleall THAT the Board of Governors approve the updated Committee Membership Structure.

**CARRIED**

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## 6. IN CAMERA

6.1 <u>In Camera Session – with Management</u>

The Board of Governors moved to an in-camera session with the President & CEO at 7:42 p.m.

6.2 <u>In Camera Session– without Management</u>

The Board of Governors excused management for an In-Camera Session with governors only at 8:00 p.m.

## 7. CONCLUSION

The meeting of the Board of Governors was adjourned at 8:09 p.m.