

Board of Governors Public Meeting MINUTES

June 6, 2022

4:00 p.m. – 8:00 p.m.

Innovation Studio, 5th Floor, CELT

<p>Attendees: Carla Madra, Board Chair Carolyn Campbell, President & CEO Brad Pickering Chris Lavin Dan Hugo Jennifer Cleall (v) Jenny Adams Joette Decore Leslie Sayer (v) Maria Bavaro Megan Schwann Mike Bacchus Navjot Kaur (v) Philomina Okeke-Ihejirika (v) Supriya James (v) Taran Kaur (v) Tina Naqvi-Rota, Vice Chair</p>	<p>Resource Team: Brad Arkison, VP Marketing & Communications David Middagh, Chief of Staff Jill Matthew, VP Administration & CFO Jonathan Robb, VP Learner Experience Marian Gayed, VP External Relations & Partnerships Norma Schneider, VP Academic</p> <p>Recorder: Wanda Winsor, Board Coordinator</p> <p>Guests: Carmen McNary Tibetha Kemble Cherie Sawaryn</p>
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1. OPENING

1.1. Opening

C. Madra welcomed and introduced new board member and incoming Board Chair, Mike Bacchus, to the meeting and invited all attendees to introduce themselves.

1.2. Quorum

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

1.3 Call to Order

The Board Chair called the meeting to order at 4:13 pm.

1.4 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. None were declared.

1.5 Optional In-Camera Session

No in-camera session was required at this time.

2. APPROVAL OF AGENDA

MOTION

Moved by J. Decore and seconded by B. Pickering THAT the Board of Governors approve the June 6, 2022 Public Board Meeting agenda as amended.

CARRIED

3. APPROVAL OF CONSENT AGENDA

The board had various questions and discussions ensued regarding consent agenda items.

MOTION

Moved by C. Lavin and seconded by J. Cleall THAT the Board of Governors approve and acknowledge all consent agenda items, as presented:

- 3.1 Minutes of March 7, 2022
- 3.2 Minutes of April 20, 2022
- 3.3 Minutes of May 16, 2022
- 3.4 Minutes of May 27, 2022
- 3.5 Financial Report & Q3 Forecast
- 3.6 Action Register
- 3.7 Directors' and Officers' Insurance
- 3.8 Academic Council Report
- 3.9 Human Resources Committee Workplan
- 3.10 Governance Committee Workplan
- 3.11 Finance & Audit Committee Workplan

CARRIED

4. STRATEGY, CULTURE, EDUCATION AND DECISIONS

4.1 Environment, Social and Governance (ESG)

C. Campbell introduced Carmen McNary to present a base level of understanding of ESG, why it is important, and how ESG might be applied to the College. It is recognized in the Board governance realm that a failure to build a clear ESG strategy can create risks to an organization.

P. Okeke-Ihejirika joined the meeting at 4:34 p.m.

Tibetha Kemble, NorQuest Dean of Arts & Science, provided an update on the College's Social Impact strategy work to date. The Board discussed the purpose, how ESG aligns with our strategy, and metrics that may be used for outcomes.

C. Lavin exited the meeting at 5:45 p.m.

C. McNary exited the meeting at 5:55 p.m.

4.2 Students' Association of NorQuest College

C. Campbell introduced Cherie Sawaryn, Executive Director of the Students' Association to present a snapshot of the student experience based on a Needs Assessment conducted in the spring.

The Board Chair called for a recess from 6:20 – 6:52 p.m.

5. **REPORTS**

5.1 CEO Report

C. Campbell provided a verbal update on college enrolment, labour relations, government relations, sustainability, and growth.

5.2 Human Resources Committee Report

T. Naqvi-Rota provided a verbal report on behalf of the Human Resources Committee from the previous meeting held on May 17th.

5.2.1 360 Assessment Survey Leadership Competencies Review

The Evaluation Process for the President and CEO was reviewed, and the committee agreed with the process presented. The survey will be conducted later this month and the final report will be completed mid-July for inclusion into the overall evaluation guide.

5.3 Governance Committee Report

J. Cleall, Chair of the Governance Committee, provided an update from the Governance Committee meeting held on May 17th.

5.3.1 Board Procedures 1.4

Procedure 1.4, Conflict of Interest, has been revised to address potential duplication with the Code of Conduct Policy.

MOTION:

Moved by B. Pickering and seconded by L. Sayer THAT the Board of Governors approve Board Procedure 1.4 Conflict of Interest.

CARRIED

5.3.2 Mandate & Roles Document

Governance Committee reviewed the initial draft of the MRD that will be forwarded to Advanced Education for review over the summer; an updated & final version will require approval in the Fall.

5.3.3 Board of Governors Annual Retreat

This year's board retreat will focus on our Strategic Plan, Indigenous priorities, strategic risks, and NorQuest faculties.

5.3.4 Board Evaluations

The committee discussed and recommended the Board Evaluations follow the same process as last year with a third party conducting the evaluation and sharing the results at the Board retreat.

5.4 Chair, Finance & Audit Committee

C. Lavin provided a verbal update from the previous Finance and Audit committee meeting held on May 27th. Items discussed were the March financial results and third quarter forecast, the Auditor General's Audit Plan, Risk of Fraud Assessment, Accounting Estimates Risk Assessment and Strategic Risk Register.

The Committee reviewed, and the Board approved, the Financial Plan and Investment Management Agreement.

The Committee will meet again in the next couple of months to review and discuss the college's investment portfolio.

The Committee reviewed the amended Tuition and Fees schedule and recommends Board approval.

MOTION:

Moved by D. Hugo and seconded by J. Decore THAT the Board of Governors approve the amended 2022-2023 Tuition and Fees Schedule which reflects the reduced rate of increase for the Advanced Education in Orthopaedics for LPNs program.

CARRIED

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.

5.6 Board Chair Report

C. Madra provided a verbal update to the Board on her recent activities.

6. IN CAMERA

6.1 In Camera Session – with Management

The Board of Governors went in-camera with the President at 7:45 p.m.

6.2 In Camera Session– without Management

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

7. CONCLUSION

The meeting of the Board of Governors was adjourned at 8:05 p.m.