

Board of Governors MINUTES

May 25, 2023

NorQuest College Board of Governors Meeting

May 25, 2023

4:00 to 8:00 p.m.

Location: Innovation Studio, 5th Floor CELT NorQuest College, 10215 108 Street NW and Microsoft Teams

Board Members Present:

1. Mike Bacchus, Board Chair
2. Tina Naqvi-Rota, Vice Chair
3. Brad Pickering, TRCCC Co-Chair
4. Chris Lavin, Finance & Audit Committee Chair
5. Dan Hugo, Public member
6. Jenny Adams, Community Engagement Committee Chair
7. Megan Schwann, Public member
8. Prashant Viridi, Student member
9. Ashley Snape, Public member
10. June Parham, Academic member
11. Supriya James, Human Resources Committee Chair

Regrets:

- Adam Chrobak
- Joette Decore
- Jennifer Cleall
- Morgan Chalifoux-Wabasca

Management Present:

- Carolyn Campbell, President & CEO (ex-officio)
- Brad Arkison, Vice President Marketing & Communications
- Jill Matthew, Vice President Administration & CFO
- Jackie Nelson, Vice President External (v)
- Jonathan Robb, Vice President Learner Experience
- Laurel Evans, Vice President People & Culture
- Norma Schneider, Vice President Academic
- David Middagh, Chief of Staff and Director of Strategy

Guests:

- Mary Cameron, Ozone Advisory
- Krystal Gray, Director, Marketing
- Jennifer Mah, Dean Faculty of Health Studies
- Bev Sutjens, Vice Dean FHS
- Anusha Udawatta, Academic Program Manager
- Ayshea Thornton, Manager Health Projects
- Dustin Chan, Manager Simulation Centre
- Marlene Phillips, Academic Program Manager, Allied Health
- Judy Robinson, Manager Business Operations
- Courtney McElrea, Manager Work Integrated Learning

Public Observers:

- Leslie Sayer, previous Academic Board member (v)

Recorder:

- Veronica Duarte, Board Coordinator

(v) - denotes virtual attendance

1. OPENING

1.1 Quorum

M. Bacchus (the “Chair”) chaired the Board of Governors (the “Board”) meeting and as proper notice was given and quorum was present, the Chair declared the meeting to be duly constituted.

1.2 Call to Order

The Chair called the meeting to order at 4:04 p.m.

1.3 Land Acknowledgment

J. Robb provided a land acknowledgement.

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 Confidentiality

The Chair reminded Board members that one component of their fiduciary duty is to maintain confidentiality of information they acquire by virtue of their position.

1.6 Chair’s Opening Comments

The Chair briefly shared opening comments, which included welcoming the new student Board member, Prashant Viridi.

2. APPROVAL OF AGENDAS

2.1 Approval of Agenda

The Chair requested feedback on the agenda from the Board. No questions or comments were presented.

MOTION

THAT the Board of Governors approve the May 25, 2023 agenda as presented.

Moved: C. Lavin

Seconded: T. Naqvi-Rota

DECISION

A vote by show of hands was processed during the meeting and majority members voted in favour.

ALL IN FAVOUR, MOTION CARRIED

2.2 Approval of Consent Agenda

The Chair requested feedback on the following consent agenda items that were included in the meeting package:

2.2A Minutes – March 2, 2023

2.2B Board Action Register

2.2C Naming of the Park Space

2.2D Related Party Disclosure

2.2E Board Attendance Record

2.2F Updated Committee Membership List

2.2G 2023-24 Board Calendar

2.2H Governance Committee Terms of Reference

2.2I Inclusion of nominated board members in Committees

2.2J May 2023 Board Key Messages

2.2K Finance and Audit Terms of Reference

2.2L Financial Report & Forecast

2.2M ERM: Strategic Risk Register Report

The Board briefly discussed the consent items and minor updates to the material.

MOTION

THAT the Board of Governors acknowledge all consent agenda items presented, which includes approval of:

- The Minutes of the March 2, 2023 Board meeting,
- Naming of the Park Space,
- The amended Board attendance record,
- the Committee Membership List as amended,
- 2023-24 Board Schedule and Calendar,
- Governance, FAC, CEC and TRCCC Terms of Reference, and
- Board Key Messages

Moved: S. James

Seconded: J. Parham

DECISION

A vote by show of hands was processed during the meeting and majority members voted in favour.

ALL IN FAVOUR, MOTION CARRIED

3. STRATEGY, CULTURE, EDUCATION AND DECISIONS

3.1 Unconscious Bias Workshop

M. Cameron from Ozone Advisory joined the meeting in-person at 4:23 p.m.

The Board participated in an educational workshop facilitated by M. Cameron from Ozone Advisory that focused on identifying and discussing unconscious biases in the Board room.

M. Cameron exited the meeting at 4:58 p.m.

3.2 NorQuest College Brand Research

K. Gray joined the meeting in-person at 5:00 p.m.

B. Arkison presented on the NorQuest brand research results which included data on where NorQuest was situated among other post-secondary institutions and how the college's brand was received in the community.

The Board provided their questions and discussed the data presented.

K. Gray exited the meeting at 5:48 p.m.

The Board held a short recess for dinner until 6:10 p.m.

3.3 Dessert with the Dean and Team from the Faculty of Health Studies (FHS)

J. Mah and the team at the FHS team joined in-person at 6:10 p.m.

N. Schneider welcomed and introduced the FHS team to the Board before they participated in a networking activity with the faculty to learn more about their key accomplishments and projects.

J. Mah and the FHS team exited the meeting at 6:41 p.m.

4. REPORTS

4.1 President and CEO Report

4.1A President and CEO Written Report

The President and CEO, C. Campbell, shared her President & CEO report and highlighted key updates including private colleges, the employee engagement survey, enrolment growth and space requirements.

The Board provided their feedback and shared their questions regarding the information provided.

4.2 Board Chair Report

4.2A Board Chair Meetings Report

The Chair shared a brief update of his activities and highlighted the importance of including nominated members thoughtfully within the Board operations, starting with the addition of nominated and new Board members to the Community Engagement Committee, Human Resources Committee and TRCCC Committee which will be brought forward at future Board meetings.

4.3 Governance Committee report

4.3A August 2023 Board Retreat Planning

4.3B Board Evaluation Process

4.3C 2023-24 Board Education Schedule

The Chair shared the Governance Committee report due to the Governance Committee Chair's absence. The report included an update on business covered at the May Committee meeting such as the August Board retreat, Board evaluation survey and the education schedule.

The Board discussed the August Board retreat and requested time to be allocated for discussion and strategic thought.

It was requested by the Board to include feedback from Management on the Board Evaluation survey this year.

A Governance training session was requested to be considered for the Board Education schedule.

4.4 Community Engagement Committee report

J. Adams provided a high-level update on the business conducted at the last Committee meeting which included an update of the Board key messages, review of ambassadorial activities, upcoming events and review of the major college's major donors with the Advancement team.

4.5 Finance and Audit Committee report

4.5A Operating and Capital Budget and Two-Year Forecast

4.5B 2023-24 and 2024-25 Investment Management Agreement Metrics

C. Lavin provided a report on the items covered at the last Finance and Audit Committee in May which include investment monitoring, public sector accounting standards, progress report on the Office of the Auditor General, Strategic risk report, work plan and Terms of Reference, signing authority and March financial results.

C. Lavin shared that the Committee had a robust discussion on the 2023-24 proposed Budget and turned it over to J. Matthew to elaborate and provide further context further. The Board discussed key factors of the Budget such as the grant funding, TRCCC cash flow, the 2% tuition cap, and the impact of increased learners to the Budget.

MOTION

THAT the Board of Governors approve the 2023-2024 Operating and Capital Budget, Two-Year Forecast, and Statement of Cash Flow.

Moved: M. Schwann

Seconded: B. Pickering

DECISION

A vote by show of hands was processed during the meeting and majority members voted in favour.

ALL IN FAVOUR, MOTION CARRIED

The Board discussed the 2023-24 and 2024-25 Investment Management Agreement metrics. J. Matthew further detailed that the metrics are based on the Government of Alberta's expectations.

MOTION

THAT the Board of Governors approve the 2023-2024 and 2024-2025 performance and transparency metrics.

Moved: M. Schwann

Seconded: B. Pickering

DECISION

A vote by show of hands was processed during the meeting and majority members voted in favour.

ALL IN FAVOUR, MOTION CARRIED

It was discussed that a Board training session that focused on reading financial statements and terminology would be arranged in the future by J. Matthew and M. Schwann.

4.6 Teaching, Research and Continuing Care Centre (TRCCC) Committee report

T. Naqvi-Rota provided a high-level update regarding the status of the TRCCC project. It was shared that the Government of Alberta has deferred support for the project until after the election. A Limited Partnership Agreement is currently being developed and the Committee remains confident that the project will continue moving forward following the election.

5. IN-CAMERA SESSIONS

5.1 In Camera Session with President and CEO

5.1A President & CEO Emergency Succession Plan

5.1B President & CEO New Performance Evaluation Process

The Board members moved into an in-camera session with C. Campbell and Vice President People and Culture, L. Evans, at 7:38 p.m.

The motions below were provided to the Recorder after the meeting by the Human Resources Committee Chair for the purpose of the Minutes.

MOTION

That the Board of Governors approve the President and CEO Emergency Succession Plan and supporting materials as presented.

Moved: J. Parham

Seconded: A. Snape

DECISION

A vote by show of hands was processed during the meeting and majority members voted in favour.

ALL IN FAVOUR, MOTION CARRIED

MOTION

That the Board of Governors approve the new President and CEO Performance Evaluation Process and the 2023-24 President & CEO Performance Plan template.

Moved: D. Hugo

Seconded: A. Snape

DECISION

A vote by show of hands was processed during the meeting and majority members voted in favour.

ALL IN FAVOUR, MOTION CARRIED

M. Schwann exited the meeting at 7:59 p.m.

5.2 In Camera Session without the President

5.2A President & CEO Compensation Review

C. Campbell exited the meeting and the Board moved to an in-camera session with L. Evans at 8:03 p.m. The motion below was provided to the Recorder after the meeting by the Human Resources Committee Chair for the purpose of the Minutes.

MOTION

That the Board of Governors, at its discretion, and subject to the Board's ability to adjust salaries pursuant to any applicable compensation framework, adjust the President and CEO's salary in alignment with Interim Approach Ministerial Orders No. 23/2023 and No. 24/2023 as follows:

- An adjustment of the President and CEO's salary from \$262,650 to \$270,843 (this is the maximum salary allowed as per the Reform of Agencies Boards and Commissions Compensation Act (RABCCA)) retroactive to January 1, 2023.
- And, then a further 1.5% range increase on September 1, 2023, which would increase the President and CEO's salary to \$274,906 (the maximum salary allowed per RABCCA as at Sept 2023).

Moved: C. Lavin

Seconded: B. Pickering

DECISION

A vote by show of hands was processed during the meeting and majority members voted in favour.

ALL IN FAVOUR, MOTION CARRIED

L. Evans exited the meeting at 8:12 p.m.

C. Campbell joined the meeting at 8:12 p.m.

6. CONCLUSION

6.1 Adjournment

The meeting was adjourned at 8:24 p.m.

Tina Naqvi-Rota
Interim Board Chair

Veronica Duarte
Board Coordinator