

**College of the North Atlantic
Board of Governors' Minutes
DSB Fowlow Building, Stephenville, NL
March 8, 2016**

In Attendance: Cheryl Stagg
Charles Penwell
Mark Bradbury
Bonnie Lane McCarthy
Bob Gardiner
Yordest Andrews
Jamie Goosney
Peter Robbins
Erin Everard
Wade Pinhorn
Ann Marie Vaughan

Conference Telephone: Andrew Tobin
Beverley Scott

Regrets: Dominic Lundrigan
Trevor Stagg

Staff in Attendance: Geoff Peters, General Counsel
Gary Tulk, (Acting) VP, Corporate Services & COO
Heidi Staeben-Simmons, Director of Public Affairs
Annette Morey, Director of Finance
Edith Alexander, Executive Assistant to the Board of Governors and
General Counsel

Action Items

Item#	Action	Responsible	Due Date
BM 01-16-05 Chair's Report Business insurance	Board Members were reminded to forward confirmation of their business insurance from their insurance provider.	Board Members	Not determined
BM 01-16-07 Governance Committee	There will be a Governance Committee telephone conference prior to March 23, 2016	Cheryl Stagg	March 18, 2016
BM 01-16-08 Board of Governors Policies Student Appointments	<p>The Board was informed that discussions have been held with the College of the North Atlantic Student Union in regards to the Student representative selection process for the Board of Governors. Clarification is sought re:</p> <ul style="list-style-type: none"> • Gender parity • Can alternates be selected in the event the appointed representative is unable to fulfil their term? <p>The new policy on selection and nomination of CNA's student Board Members will not be posted on the website until clarification has been received.</p>	Robert Gardiner	Not determined
Faculty Appointments	The Faculty policy will be revised to reflect the changes and a procedure will be prepared.	Geoff Peters	Next Board meeting
BM 01-16-09 Waitlist Procedure	There is a consensus from the Board of Governors that the President move forward in developing an operational policy for Program eligibility lists and waitlists.	Ann Marie Vaughan	Not determined

Resolutions

BM 01-16-02 Review of Agenda	Motion put forth and seconded the agenda be amended to include Conflict of Interest as the third item on the agenda and Governance will be included under the Committee reports.	Carried
BM 01-16-04 Review of Minutes Dec 14, 2015	Motion put forth and seconded that the December 14, 2015 minutes be accepted as distributed.	Carried
BM 01-16-06 Consent Agenda	Motion put forth and seconded that all items contained in the Consent Agenda being the President's Report, Academic Council new/revised programs, Quarterly Financial Statements December 31, 2015, Report to Auditor General re Dec 2012 audit be accepted as presented.	Carried
BM 01-16-07 Committees Executive Committee – February 4, 2016	Motion put forth and seconded that the Executive minutes of February 4, 2016 be accepted.	Carried
BM 01-16-07 Audit Committee	Motion was put forth and seconded that the auditing firm of KPMG be appointed as external auditors for the next five years.	Carried
BM 01-16-07 Governance Committee	Motion put forth and seconded that the Governance report be accepted as verbally presented.	Carried
BM 01-16-08 Board of Governors Policies Student Appointments	Motion put forth and seconded that the Board approve the policy for Selection and Nomination of CNA's Student Board Members in principle and that it be withheld from the website until all clarifications have been received.	Carried
Faculty Appointments	Motion put forth and seconded that the procedure include: <ol style="list-style-type: none"> 1. Call for nominations 2. Interview with a Sub- Committee of the Board 3. Selection of nominee will be forwarded by the Board of Governors to Government for processing/appointment. 	Carried
Admission and Selection of Students Policy GP-A-101	Motion put forth and seconded that the wording of the Board's Admission and Selection of Students Policy – GP-A-101 be revised and posted to the College's website. <p>101.1 The College shall not fail to establish a process as specified by the President to admit applicants who fulfil the admission requirements for programs.</p> <p>101.2 The College shall not fail to establish a process as specified by the President to admit applicants in special circumstances.</p>	Carried
BM-01-16-13 Adjournment	Motion put forth and seconded to adjourn the meeting at 1:40 pm.	Carried

Minutes

BM 01-16-01 Call to Order	The Board Chair called the meeting to order at 9:05 a.m.	
BM 01-16-02 Review of Agenda	Motion put forth and seconded the agenda be amended to include Conflict of Interest as the third item on the agenda and Governance will be included under the Committee reports. Motion Carried	
BM 01-16-03 Conflict of Interest	The Board Chair called for declaration of Conflict of Interest. There were no declarations made.	
BM 01-16-04 Review of Minutes Dec 14, 2015	Motion put forth and seconded that the December 14, 2015 minutes be accepted as distributed. Motion Carried	
BM 01-16-05 Chair's Report Business insurance	The Chair deferred her report to after all the agenda items were completed. The Board Chair reminded Board members that the terms and conditions for enhanced mileage rates were included in their meeting materials. Those members who wish to avail of these rates are asked to sign the document leave it with the Board Secretary for processing. Board Members were reminded to forward confirmation of their business insurance from their insurance provider.	ACTION
BM 01-16-06 Consent Agenda	Motion put forth and seconded that all items contained in the Consent Agenda being the President's Report, Academic Council new/revised programs, Quarterly Financial Statements December 31, 2015, Report to Auditor General re Dec 2012 audit be accepted as presented. Motion Carried	
BM 01-16-07 Committees Executive Committee – February 4, 2016	The Board Chair advised the Board that the Executive Committee met to discuss the topics that the President was responding to the Minister's request for a presentation to himself and treasury board. The meeting was declared "Closed at 9:20 a.m. The meeting was declared "Open at 9:25 a.m. An update on the status of the Comprehensive Agreement was given. The negotiation teams will be meeting in the next few weeks. Motion put forth and seconded that the Executive minutes of February 4, 2016 be accepted. Motion Carried	
BM 01-16-07 Audit Committee	The Audit Committee Chair, Mark Bradbury advised the Board that the Committee had met to review and discuss the responses to the request for proposal for external auditors. Two full service audit firms responded to the RFP – KPMG and Grant Thornton LLP. The Committee after consideration of the Evaluation Committee's briefing note and a cost saving of \$25,000 over the five year appointment, a motion was put forth and seconded that the auditing firm of KPMG be appointed as external auditors for the next five years. Motion Carried	

	<p>The Chair of the Audit Committee invited any Board member who may have the interest or expertise to join the Audit Committee. The next meeting of the Committee will be held in March 8, 2016 in the afternoon.</p>	
BM 01-16-07 Governance Committee	<p>The Board Chair informed the Board that the Governance Committee is lacking a Chair person and an extra member or two, any board member who is interested in participating on the Committee are welcomed. The Chair advised that the Committee is currently</p> <ul style="list-style-type: none"> • Developing evaluations for self and board. • Establishing the Committee's work plan for the year • Updating/revising the guidelines for the President's evaluation. <p>Motion put forth and seconded that the Governance report be accepted as verbally presented.</p> <p style="text-align: center;">Motion Carried</p> <p>There will be a Governance Committee telephone conference prior to March 23, 2016</p>	ACTION
BM 01-16-08 Board of Governors Policies Student Appointments	<p>The Board was informed that discussions have been held with the College of the North Atlantic Student Union in regards to the Student representative selection process for the Board of Governors. Clarification is sought re:</p> <ul style="list-style-type: none"> • Gender parity • Can alternates be selected in the event the appointed representative is unable to fulfil their term? <p>The new policy on selection and nomination of CNA's Student Board Members will not be posted on the website until clarification has been received.</p> <p>Motion put forth and seconded that the Board approve the policy for Selection and Nomination of CNA's Student Board Members in principle and that it be withheld from the website until all clarifications have been received.</p> <p style="text-align: center;">Motion Carried</p>	ACTION ACTION
Faculty Appointments	<p>Discussions were held on several procedural options for the faculty selecting a representative for the Board of Governors.</p> <p>Motion put forth and seconded that the procedure include:</p> <ol style="list-style-type: none"> 1. Call for nominations 2. Interview with a Sub- Committee of the Board 3. Selection of nominee will be forwarded by the Board of Governors to Government for processing/appointment. <p style="text-align: center;">Motion Carried</p> <p>The Faculty policy will be revised to reflect the changes and a procedure will be prepared.</p>	ACTION

Admission Policy GP-A-101	<p>As the College broadens its horizons and applicants come from many avenues of life, it was deemed that the wording of the Board's Admission Policy required updating.</p> <p>Motion put forth and seconded that the wording of the Board's Admission Policy – GP-A-101 be revised and posted to the College's website.</p> <p>101.1 The College shall not fail to establish a process as specified by the President to admit applicants who fulfil the admission requirements for programs.</p> <p>101.2 The College shall not fail to establish a process as specified by the President to admit applicants in special circumstances.</p> <p style="text-align: right;">Motion Carried</p>	
BM 01-16-09 Waitlist Procedure	There is a consensus from the Board of Governors that the President move forward in developing an operational policy for Program eligibility lists and waitlists.	ACTION
BM 01-16-10 Finance - What does 30% look like	A presentation was prepared based on the public "dialogue" app correlating with the strategic direction of the College.	
BM 01-16-11 Legal Matters	Geoff Peters, General Counsel was asked to update the Board on any new or standing legal matters since the last Board meeting. The meeting was declared "Closed" at 12:30 pm by the Chair of the Board. The meeting was declared "Open" at 12:45 pm.	
BM 01-16-12 Next Meeting	The next meeting date will be determined after the Provincial budget release.	
BM-01-16-13 Adjournment	<p>Motion put forth and seconded to adjourn the meeting at 1:40 pm.</p> <p style="text-align: right;">Motion Carried</p>	

***note the Chair's report was not given due to time restraints