

**College of the North Atlantic
Board of Governors' Minutes
Video Conference, Sites at
Headquarters, PPD L203, St. Anthony
December 12, 2016**

In Attendance:

Cheryl Stagg
Yordest Andrews
Jamie Goosney
Trevor Stagg
Charles Penwell
Mark Bradbury
Bonnie Lane McCarthy
Bob Gardiner
Dominic Lundrigan
Peter Robbins
Beverley Scott

Regrets:

Wade Pinhorn
Andrew Tobin

Staff in Attendance:

Geoff Peters, General Counsel & Corporate Secretary
Edith Alexander, Executive Assistant to the Board of Governors
Elizabeth Kidd, Vice President Corporate Services and COO
Bill Radford, Senior VP Academics and CLO
Robin Walters, Vice President of Industry and Community Engagement
Heidi Staeben-Simmons, Director of Public Affairs

Action Items

Items will be removed upon the Board's determination of completion

Item #	Action	Responsible	Due Date
March 8, 2016 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	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: <ul style="list-style-type: none"> • Gender parity • Can alternates be selected in the event the appointed representative is unable to fulfil their term? 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.	Robert Gardiner	Not determined
BM 01-16-08 Faculty Appointments	The Faculty policy will be revised to reflect the changes and a procedure will be prepared.	Geoff Peters	June 13, 2016 Completed policy & procedure accepted BM 03-16-08 placed on web site.
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
May 3, 2016 BM 02-16-05 Chair's Report	The Board Chair will forward correspondence to The Clerk of the Executive Council expressing the Board's concerns of no discussions regarding possible contract renewal between Government and the President.	Cheryl Stagg	May 6 th , 2016 completed
BM 02-16-06 Consent Agenda President's Report	Board requested an analysis on the risk to the College without a dedicated Registrar.	Ann Marie Vaughan	June 13/16
BM 02-16-06 Consent Agenda President's Report	The President reviewed the D ratings on the risk listing released by the internal auditing division. In moving forward the Risk Review will be included in the President's report on a continual basis.	Ann Marie Vaughan	June 13/16
BM 02-16-07 Audit Committee	The terms of reference for the Audit Committee be accepted and incorporated in the Board's Governance Policies GP-BO-205.5.	Edith Alexander	June 13/16 completed and policy has been placed on website
BM 02-16-08 Board Evaluation	The Governance Committee will advise the Board on the analysis of the evaluation documents completed by the Board members at the next Board meeting.	Wade Pinhorn	June 13/16

June 13, 2016 BM 03-16-05 Business Arising	That the College issue an RFP to engage a research firm to recruit for a Registrar and an external registrar services firm to establish a centralized function as well as a plan to transition from campus based to centralized college based.	President	Not determined
BM 03-16-12 Annual Report 2016-2017	The Board Chair recommended acknowledgement of the volunteer board of Governors and appreciation of their work on behalf of the College be included in the Annual Report.	President	June 2016
Dec 12, 2016 BM 04-16-10 ATTIP- email addresses	The Board members were advised that the College has received a directive from the OIPC that all Board emails must be within the College's email system. In order to assist with this request and the expressed desire of the Board to access their documents electronically, the College will purchase the software known as BoardEffect for the management of Board documents. All members of the Board will be supplied with an appropriate iPad and will have a CNA email address.	Elizabeth Kidd IT set-up Edith Alexander Geoff Peters	Software purchased and uploaded IPads ordered & received. As of the 9 th of Feb IPads being set up for the Board
BM 04-16-14 College Logo	The leadership of the College requested the Board's feedback on the current new branding logo for CNA in regards to the acquisition of student parchments. It was consensus of the Board that this was not a governance matter and suggested that the matter be handled internally by the College	Bob Gardiner	



Resolutions

BM 04-16-03 Review of Agenda	Motion put forth and seconded that the agenda be accepted as distributed.	Carried
BM 04-16-05 Review of Minutes June 13, 2016	Motion put forth and seconded that the June 13, 2016 minutes be accepted as distributed	Carried
BM 04-16-08 Board of Governors Committees Executive Committee	Motion put forth and seconded to accept the September 16, 2016 Executive Committee minutes as distributed.	Carried
Audit Committee	Motion put forth and seconded that the Financial Impact Thresholds be accepted as the guidelines of fiscal risk appetite for the Internal Audit and Management of the College. Motion put forth and seconded that the Board's 2017-2018 budget of \$ 95,500 be accepted.	Carried Carried
BM 04-16-15 Adjourn	Upon motion, the meeting was adjourned at 2:30 pm.	Carried

Minutes

BM 04-16-01 Call to Order	The Board Chair called the meeting to order at 10:35 a.m.	
BM 04-06-02 Presentation	<p>The Board Chair advised that presentations would be presented from representatives from the College's external audit firm KPMG.</p> <ol style="list-style-type: none"> 1. Strategic Issues facing Post-Secondary Education in Canada presented by Craig Robinson. 2. Understanding and Performing Enterprise Risk Management presented by Andrea Coish. <p>The presentations were followed by a brief question and answer period.</p>	
BM 04-16-03 Review of Agenda	<p>Motion put forth and seconded that the agenda be accepted as distributed.</p> <p style="text-align: right;">Motion Carried</p>	
BM 04-16-04 Conflict of Interest – Declaration	<p>The Board Chair called for declaration of Conflict of Interest. There were no declarations made.</p>	
BM 04-16-05 Review of Minutes June 13, 2016	<p>Motion put forth and seconded that the June 13, 2016 minutes be accepted as distributed.</p> <p style="text-align: right;">Motion Carried</p>	
Departure of Chair	<p>Board Chair departed the meeting at 12:30 p.m. requesting Vice-Chair Charles Penwell to assume the Chair's role to continue the Board meeting.</p>	
BM 04-16-06 Chair's Report	<p>The Vice-Chair noted that the Board Chair's report was included in the meeting materials. The report is in reference to the progress made on the Board's self-given directives from the Board's September retreat and the work completed in regards to the Governance manual.</p>	
BM 04-16-07 Consent Agenda	<p>The President gave a brief verbal report. Highlights from the report are:</p> <ol style="list-style-type: none"> 1. The recruitment for a President is underway and no closing date has been established. Anticipated timeframe is approximately six months. 2. Two announcements have been made in regards to the Federal Strategic Fund – Centre of Excellence Energy and Thermal Systems, to be established at the Corner Brook Campus and Motor Power Centre of Excellence that will be established at the Bay St. George Campus. 3. There has been funding of approximately \$ 6.25M for deferred maintenance for various campuses. 4. Announcement in Labrador West in regards to the establishment of a Mining Centre of Excellence. Provincial and Federal representatives attended the announcement. 5. A three-year contract has been signed with the State of Qatar. Signing took place at the Qatar Embassy in Ottawa. 6. Moving forwarding to enhance distance learning in our rural campus. 7. The Fry Family has increased their scholarship funding. 8. Counsel of Higher Education will meet in January, 2017 9. Reviewing ways of how the College can avail of federal funding. 	

<p>BM 04-16-08 Board of Governors Committees Executive Committee</p>	<p>Motion put forth and seconded to accept the September 16, 2016 Executive Committee minutes as distributed. Carried</p> <p>Audit Committee</p> <p>Committee Chair, Mark Bradbury gave a summary of the Audit Committee meeting held that morning prior to the Board meeting. The Audit Committee approved their work plan for the coming year and recommended the Financial Impact Thresholds and the 2017-2018 Board Budget be forwarded to the Board for acceptance.</p> <p>As the documents for the Financial Impact Thresholds and the 2017-2018 Board Budget were not available to all Board members for review, motions were made to accept the recommendations based upon an electronic vote.</p> <p>Motion put forth and seconded that the Financial Impact Thresholds distributed be accepted as the guidelines of the fiscal risk appetite for the Internal Audit and Management of the College.</p> <p>Financial Impact Thresholds Motion approved via email vote. Carried</p> <p>Motion put forth and seconded that the Board's 2017-2018 budget of \$ 95,500 be accepted.</p> <p>Board Budget Motion approved via email vote. Carried</p>	
<p>BM 04-16-09 Quarterly Financial Report</p>	<p>The COO, Elizabeth Kidd reviewed the financial statements for the six months ended September 30, 2016. Revenue and expenses were reviewed and compared to that of the prior year's fiscal standing.</p>	
<p>BM 04-16-10 ATTIP- email addresses</p>	<p>The Board members were advised that the College has received a directive from the OIPC that all Board emails must be within the College's email system. In order to assist with this request and the expressed desire of the Board to access their documents electronically, the College will purchase the software known as BoardEffect for the management of Board documents. All members of the Board will be supplied with an appropriate iPad and will have a CNA email address.</p>	<p>Action</p>
<p>BM 04-16-11 Strategic Planning</p>	<p>The Director of Public Affairs, Heidi Staeben-Simmons reviewed the Strategic Planning process with the Board. The review included</p> <ul style="list-style-type: none"> • The Legislation • Planning , Process, Reporting, Timelines • Potential issues to consider for the 2017-20 CNA Strategic Plan • Achieving Outcomes <p>CNA's leadership team will review the environmental scan and will develop a draft plan to include potential issues, goals and indicators. The draft document will be further developed at a Board strategic planning session which will be determined upon release and review of the environmental scan.</p>	<p>Action</p>

<p>BM 04-16-12 Next Meeting(s)</p>	<p>The next Board meeting will be a Strategic Planning Session with College Leadership. The date will be determined upon receipt and review of the environment scan.</p> <p>February 20, 2017 is the next scheduled business meeting. Location to be determined.</p>	
<p>BM 03-16-13 In camera</p>	<p>No in camera</p>	
<p>BM 04-16-14 College Logo</p>	<p>The Board were advised we have two logos and the College Management Team are looking for direction as to which logo should be used on student parchments. The logo  currently being used was meant to be used for branding and marketing. The previous College logo  was approved by the board in 2009 and was used for student parchments and any legal documents that required the College Seal. (Note- the seal for student parchments does not bear the date of incorporation and is not considered the official Seal for Board business unless the seal used bears the incorporation date of the College.)</p> <p>The leadership of the College requested the Board's feedback on the current new branding logo for CNA in regards to the acquisition of student parchments.</p> <p>It was consensus of the Board that this was not a governance matter and suggested that the matter be handled internally by the College.</p>	<p>ACTION</p>
<p>BM 04-16-15 Adjourn</p>	<p>Upon motion the meeting was adjourned at 2:30 pm.</p>	