



Board of Governors Meeting
Grand Falls-Windsor Campus
Thursday, October 12, 2023

Board Members in Attendance:

Mark Bradbury, Chair	Peter Adams	Tanya Noseworthy	Kevin Bond
Allan Hawkins	Charles Randell	Dorothy Pye-Johnson	Jill Quilty

Staff in Attendance:

Elizabeth (Liz) Kidd, President & CEO	Fergus O'Brien, AVP Campus Operations	Annette Morey, VP Finance & Admin	Heidi Staeben-Simmons, AVP Public Affairs & Adv
Shirley Woodward, AVP Student Services	Deidre Dunne, AVP Human Resources	Geoff Peters, General Counsel & Corporate Secretary	Jason Rolls, VP Academic & Applied Research

Guest Presenter(s):

Stephen Warren, Dean of Business & IT

Virtual Attendance:

Chris Newhook, Board Member	Wanda Hynes, EA to President & CEO		
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Regrets:

Donna Rideout, Board Member	Ken Martin, Board Member	Kevin Kelly, Board Member	Sam Synard, Board Member
Elizabeth Vincent, AVP International			

Recorder:

April Mandar, EA to Board of Governors

ACTION ITEMS

BM 04-23-04	Board members to review the confidentiality agreement, sign, and return to Geoff.
BM 04-23-06	Geoff will e-mail everybody next week with all the information on nomination, timelines, and voting.
BM 04-23-08	Have Ian MacDonald present to the Board re Entrepreneurship Initiative at the February 22, 2024 Board meeting.
BM 04-23-14	Heidi will share the terms of reference for Board members to review and Geoff will send the electronic voting.

RESOLUTIONS

BM 04-23-03	Motion put forth and seconded that the agenda be accepted with the addition.	Motion Carried
BM 04-23-05	A motion was put forth and seconded to approve the consent agenda, as presented, containing the following documents: 1) June 15, 2023 Board Meeting Minutes DRAFT 2) June 29, 2023 Board Meeting Minutes DRAFT	Motion Carried
BM 04-23-15	Motion put forth to move forward with respect to the foundation, along the lines outlined in the presentation subject to a review of the actual terms of reference within the next seven days.	Motion Carried
BM 04-23-18	A motion was put forth and seconded to excuse all staff from the room and to move to an in-camera session, beginning at 2:35pm	Motion Carried

MINUTES

1. Call to Order

Mark Bradbury, Board Chair called the meeting to order at 8:26am.

The Board Chair welcomed everyone to the meeting.

2. Land Acknowledgment

Elizabeth Kidd, President & CEO recited the Indigenous Blessing of the Land.

3. Review of Agenda

Mark made an addition to the agenda, under item #4 add Confidentiality Agreement.

Motion put forth and seconded that the agenda be accepted with the addition.

Motion Carried

4. Conflict of Interest

There were no conflict-of-interest declarations.

- a. Confidentiality Agreement – Geoff Peters, General Counsel provided a copy of the updated Confidentiality Agreement Form to the Board members. Last time the confidentiality agreements were done was in 2016. Having a new Board chair

appointed, two new Board members, and a few Board members reappointed it's a great opportunity to update the agreement.

Action: Board members to review the confidentiality agreement, sign, and return to Geoff.

5. Consent Agenda

A motion was put forth and seconded to approve the consent agenda, as presented, containing the following documents:

- 3) June 15, 2023 Board Meeting Minutes
- 4) June 29, 2023 Board Meeting Minutes

Motion Carried

6. Nomination of Vice Chair

Mark had a look at the College Act and it states that the Board shall designate a member of the Board to be Vice Chairperson. Mark and Geoff had a discussion on the best way to process the nomination. The first step, an e-mail will be going out asking everybody for expressions of interest as we don't have some of the Board members present here today. This will ensure that everybody has an opportunity to put forward their name if they wish. Once we have the list back, a second e-mail with the names will be sent to the Board. Geoff will be using a software for the secret ballot.

Action: Geoff will e-mail everybody next week with all the information on nomination, timelines, and voting.

7. Chair's report

Mark Bradbury, Board Chair provided his verbal report. Some of the highlights are:

- Attended several different meetings, first one with Alastair O'Rielly, former CNA Board Chair.
- Mark and Geoff met with the two new Board members, Allan Hawkins and Kevin Bond. Had a discussion with them in terms of their background and what they hope to get out of their participation in this Board. Both are very interested and committed, very fortunate to have them both.
- We have our standing committee chairs agreeing to continue, with Chris leading Governance, Charles leading Quality, and Donna leading Finance.
- Mark asked if there's individual in the Board that would like an opportunity to act in the role of chair in one of the committees to please let him know.
- Met with the President regarding strategic priorities.
- Thanked Tanya for helping with some of the housekeeping issues such as student representatives and faculty appointments.
- Allan will be joining the Governance Committee.

8. President's Report

Elizabeth Kidd, President & CEO, presented her report to the Board, providing an update on college activities since the June 29 Board meeting. A copy of the President's report is included in the meeting book. Some of the highlights from the President:

- On June 27th, attended the ACOA announcement with Tacora Resources in HVGB.
- Bi-monthly meeting with Dr. Neil Bose, Memorial University and Paul Brett from Marine Institute.
- Liz is a member of the Post Secondary Education in French Committee. The committee is looking to create as an ultimate goal a French language Post Secondary Institution.
- Working currently on offering an Early Childhood Education diploma in French.
- Has been appointed to the Board of Genesis Centre.
- Met with Chinese Ambassador. Planning a visit to China in January from a quality audit perspective.
- Engagement with Summa Strategies. Looking at our Strategic Plan and how were tying it to EDI.
- 5-year MOU with Qalipu First Nation – Commitment to continue relationship and collaboration.
- World Teacher's Day held on October 5th, and it was well received. Dr. Chris DeLuca from Queen's University gave a presentation on artificial intelligence and the future of how that impacts teaching and learning, teaching assessments in a college.
- World Energy GH2 supporting funding for students enrolled in Wind Turbine and Hydrogen Technician Program.
- Marine Atlantic wants to hire CNA's Marine Cook.

Action: Have Ian MacDonald present to the Board re Entrepreneurship Initiative at the February 22, 2024 Board meeting.

9. Vietnam Update

President provided the Vietnam update.

As discussed at the June 29 Board meeting, CNA has been chosen as one of the service providers and the lead in this project. The other institutions are SAIT, Fanshawe, and Georgian College. Nondisclosure agreements has been signed by all the institutions. The update between June and today is that Elizabeth Vincent went to Vietnam with representatives from SAIT, Fanshawe, and Georgian College. KNI wanted to do an announcement, MOU was resigned, and face to face negotiation began. We are nowhere close to signing an actual agreement, still in negotiation process. Pricing model has been developed. Hoping to have a significant update at the November Board Meeting.

President mentioned a recent meeting her and Jason Rolls attended. They met with a couple from Pakistan on Thanksgiving Day. The couple wants to start a college in Pakistan, and they want CNA as a partner. The couple are also meeting with MUN to discuss their nursing program.

10. School of Business & IT Presentation

Stephen Warren, Dean of Business and IT provided a presentation on School of Business and Information Technology, a copy of the presentation is included in the meeting book. The presentation contained an overview of the School, Programs, Accreditation, Achievements, and Strategic Directions.

- Development in progress: 1. Bachelor of Applied Information Technology: Artificial Intelligence & Machine Learning. 2. Data Analytics – will be post diploma.
- Academic Effectiveness: Provincial restructuring, 100% of programs have been reviewed since 2017.
- EDI in Action: Developed a program called Information Technology Career Focus, a 16-week program. Designed to bring underrepresented groups in this field; women, learning disabilities, newcomers.
- Student Highlights: Technology Career Pathway (TCP): 14 high schools on pilot project. Students in Grade 10 do their computer science course. In Grade 11, they do CNA's Python I course, and Grade 12 does the Python II course. The combination of the three courses gets them a Micro credential in Python Programming and a \$2,500.00 tuition voucher for any technical program in the province.

11. Student Enrollment Numbers

Shirley Woodward, AVP Student Services provided a presentation on Fall 2023 Enrollment. Presentation included in the meeting book.

- Census data was prepared on September 26th, keep in mind that some of these numbers has already changed because we have different programs that started after that date.
- 10.3% increase in enrollment. The contributing factors for the significant increase are a host of different things such as the Marketing & Communication department, new Academic Programs, the activity that we have at the campuses for everybody to be involved in when it comes to recruiting for our programs, and international students.
- International Highlights – Significant growth, 78% increase international populations from last year. International students now are 11.1% of our student population.
- Age demographics – Slight decline in age 15-19 and increase in older population.

12. Strategic Plan – Information Only

A brief update on Strategic Plan was provided by Heidi Staeben-Simmons, AVP Public Affairs & Adv. The Strategic Plan Booklet was provided to the Board members.

- Page 11 of the booklet “Appendix A” gives an info graphic about the plan. Each Executive Team will form their team and lead a work plan for each of the strategic goals. Example: Jason is responsible for the work plan on Teaching & Learning, Deidre is responsible for the work plan on EDI.
- New KPIs will be shown to the Board at the November Meeting.

13. Executive Committee Report

Mark Bradbury, Committee Chair provided a verbal report. The committee met on September 27th and had a discussion on four main areas. First, the Board appointments. We still have four positions open: faculty representative, 2 student representatives, and a joint CNA/MUN

representative. Second, having a Board work plan. A matrix structure where we have our strategic goals and hoping to have the work plan ready at the next Executive Committee meeting then to the Board. Third, adding the draft Board Meeting agenda in the Executive Committee meeting for discussion, review and sign off. Fourth, Mark asked the members of various standing committees to identify high level risks that may be surfacing in the context of their focus, Governance, Finance, and Quality.

14. Finance Committee Report

Mark Bradbury provided a verbal update and some of the highlights from the September 27th Finance committee meeting are:

- Cafeteria review was completed by KPMG and will be reviewed by management and presented at the next Finance committee meeting.
- Heidi to present the foundation update at the Board meeting and for committee members to make recommendation to the Board for final approval.
- In terms of the risks the funding from IPGS is still an issue and we have a \$10 million challenge.
- Recruitment and retention status continuing to be concern. A lot of competition in the marketplace especially as it relates to salary scales.
- Concern related to the current political situation between Canada and India was discussed at the Finance Committee meeting. It's a significant risk especially looking at the proportion of our international students that are from India, but recognizing that it's not a Newfoundland specific problem, is a Canada wide problem.

Heidi presented the Foundation update to the Board and a copy of the presentation was included in the meeting book. This has been years in the making, Board has provided approval for CNA to seek charitable status through Canada Revenue Agency some time ago. Between Annette and Geoff, they put in the application process, after a 12-month approval process we were successful. Heidi talked about some considerations, opportunities, market research, structure and staffing, governance and By-laws. Finance Committee will run the groundwork and report to the Board of Directors. Next steps for us are approval from the Board to proceed, formalizing structure and accountability, and staffing.

Motion put forth to move forward with respect to the foundation, along the lines outlined in the presentation subject to a review of the actual terms of reference within the next seven days.

Motion Carried.

Action: Heidi will share the terms of reference for Board members to review and Geoff will send the electronic voting.

15. Quality Committee Report

Charles Randell, committee chair provided a verbal report. Committee met on Thursday, October 5th. The quality assurance is reviewing and ensuring things are being done properly. Program reviews, program assessments, and accreditation process. Program review is looking at program on an 8-year cycle, are we relevant or are we meeting the current and the existing needs of the industry or the employers. Program assessment is ensuring we are providing what

we say we're providing. We have done program review and we're on schedule; over 27 programs and 9 schools completed. 10 academic quality program assessments scheduled for this year, over 6 has been done, therefore still ongoing.

16. Governance Committee Report

Chris Newhook, committee chair provided a verbal report, and a draft copy of the September 28th meeting minutes is included in the meeting book.

- At the last committee meeting an ongoing discussion about a whistleblower policy and that it would be valuable for us to have one. It will not be a discussion for today's Board meeting. The committee will work on a draft, discuss further, then bring it to the Board for consideration.
- Issue on the Ex-officio position, ex-officio does not vote. We're looking at possibly bringing to the Board table for consideration in the future. Changes to our by-laws/policies that will enable the Chair and Vice-chair to be able to vote.
- Looking at policy review every 24 months.
- One policy that has not been completed is the freshen up of the Role of the President which is Roles and Responsibilities Policy 904. Looking at having the draft format by February 2024.
- Work plan discussed with the committee: First, renewed focus on professional development. Second, reviewing our orientation process. Third, priority on skills matrix, to be able to give advice to Independent Appointment Commission (IAC) on what skill sets we have, or we might be losing with the completion of a Board term. Geoff is looking at creating a survey so that we can self identify the various types of skill sets that we each bring to the table.
- Discussion on cross training or rotation of committee chairs to another committee, and/or reassigning Board members to different committees.

17. Next Meeting Dates

Proposed dates are:

- a. November 30, 2023 in St. John's
- b. February 22, 2024 will be virtual
- c. June 20, 2024 will be in-person and location TBD.

As November 30th doesn't work for most Board members, November 29th is suggested for the next Board meeting.

18. In Camera Session

A motion was put forth and seconded to excuse all staff from the room and to move to an in-camera session, beginning at 2:35pm

Motion Carried

19. Adjournment

As all agenda items were completed and there was no further business to discuss, the Board Chair declared the meeting adjourned at 3:05pm