



Board of Governors Meeting  
Sheraton Hotel, St. John's, NL

December 3, 2019

In Attendance:

Alastair O'Rielly  
Mark Bradbury  
Charles Penwell  
Bruce Hollett  
Dominic Lundrigan  
Sam Synard – departed 1 p.m.  
Chris Newhook  
Debbie Brake-Patten  
Wade Pinhorn  
Brenda Kelleher-Flight  
Bonnie Lane-McCarthy  
Peter Adams

Regrets:

Candice Ennis-Williams  
Donna Rideout  
Beverly Scott  
Whitney Roberts  
John Gibbons

Staff:

Geoff Peters, General Counsel and Corporate Secretary  
Heidi Staeben-Simmons, Director of Public Affairs  
Elizabeth Chaulk, VP Student Engagement  
Elizabeth Kidd, Chief Operating Officer  
Trudy Barnes, VP Partnerships, Innovation and Entrepreneurship  
Brian Tobin, VP of Academic Programs and Delivery

Recorder:

Edith Alexander, Executive Assistant

### Resolutions

BM 04-19-02 Review of Agenda	<b>Motion put forth and seconded</b> that the agenda be accepted as distributed.	Motion Carried
BM 04-19-04 Review of Minutes	<b>Motion put forth and seconded</b> that the October 7/8, 2019 minutes be approved.	Motion Carried
BM 04-19-06 Chair's Report	<b>Motion put forth and seconded</b> that the Board make representation in writing to the Chair of the Independent Appointment Commission and copy to the Clerk of Executive Council, requesting participation in the selection process of the new President through the Board. The Board's representative would be the Board Chair.	Motion Carried
BM 04-19-07 President's Report	<b>Motion put forth and seconded</b> that the Board Chair write the Minister of Transportation and Works and advise of issues related to Prince Philip Drive facility (PPD) regarding capacity and particularly occupational health and safety. Further dialogue with the Province including The Departments of Transportation and Works, Advanced Education Skills and Labour, Finance is required.	Motion Carried

### Actions

BM 04-19-05 Review of Action Item	Review of action item – two additional lines are to be included in the briefing template: <ul style="list-style-type: none"> <li>• <i>What is the impact of saying No?</i></li> <li>• <i>Are there choices/options?</i></li> </ul>	General Counsel & Corporate Secretary Office	
BM 04-19-07 President's Report	<i>Management will report back on the condition of the roof of PPD campus.</i>	Chief Operating Officer	
	<i>The Board Chair recommended that a broader discussion about the rationale of the infrastructure including any associated maintenance issues and the forfeited opportunities of not having added capacity. Communications strategy and the role of the Board to be added to the February meeting agenda.</i>	General Counsel & Corporate Secretary Office	
BM 04-19-11 Strategic Planning	<i>The draft strategic plan which will be reviewed at the Board's February meeting.</i>  <i>The Board requested a template of the KPI's relative to the objectives noted in the draft strategic plan be prepared for the Board's review.</i>  <i>The KPI's once established will be forwarded to the Minister for his information.</i>	Director of Public Affairs  President	
BM 04-19-12 Next Meeting	<i>Meeting dates from September 2020 to June 2021 be prepared for review at February's Board meeting.</i>	General Counsel & Corporate Secretary Office	

**Minutes**

BM 04-19-01 Call to Order	Board Chair, Alastair O’Rielly called the meeting to order at 8:33 a.m.	
BM 04-19-02 Review of Agenda	<p><b>Motion put forth and seconded</b> that the agenda be accepted as distributed.</p> <p style="text-align: right;"><b>Motion Carried</b></p>	
BM 04-19-03 Conflict of Interest	There were no Conflict of Interest declarations that would impede the meeting agenda.	
BM 04-19-04 Review of Minutes	<p><b>Motion put forth and seconded</b> that the October 7/8, 2019 minutes be approved.</p> <p style="text-align: right;"><b>Motion Carried</b></p>	
BM 04-19-05 Review of Action Item	<p>Review of action item – two additional lines are to be included in the briefing template:</p> <ul style="list-style-type: none"> <li>• <i>What is the impact of saying No?</i></li> <li>• <i>Are there choices/options?</i></li> </ul>	<b>Action</b>
BM 04-19-06 Chair’s Report	<p>Highlights from the Chair’s verbal report.</p> <ul style="list-style-type: none"> <li>• The Board Chair and President were invited to attend a meeting with the Executive of the Newfoundland Chapter of the Institute of Corporate Directors:</li> <li>• Met with the Chair of the Audit Committee to discuss the amendments the Committee is seeking regarding the policy and terms of reference for the Committee.</li> <li>• Met with Governance Committee. Discussion on the direction that the Committee will be taking. A Committee meeting is scheduled for this month.</li> <li>• Met with representatives from the Post-Secondary Review Committee. A revised copy of the College’s submission to the PSRC was presented. The Committee will join the Board for discussions at today’s meeting.</li> <li>• Board Chair has been advised that the Independent Appointments Committee will be meeting to review candidate applications for Board positions. There was no date advised as to when the recommended candidates would go forth for Government’s consideration for appointment.</li> <li>• The search for a President is proceeding well and the IAC does have several candidates. There will be a meeting this week of the Committee to review the listing.</li> </ul> <p><b>Motion put forth and seconded</b> that the Board make representation in writing to the Chair of the Independent Appointment Commission and</p>	



	<p>copy to the Clerk of Executive Council, requesting participation in the selection process of the new President through the Board. The Board's representative would be the Board Chair.</p> <p style="text-align: right;"><b>Motion Carried</b></p>	
<p>BM 04-19-07          President's          Report</p>	<p>Highlights from the President's verbal report.</p> <ul style="list-style-type: none"> <li>• A recognition event was held for Donors, Partners, Shareholders. The event enabled our students to show case their talents in the areas of cooking and music.</li> <li>• Open House for our Campuses was held. Very successful - giving potential students a general understanding of our programs. We are now reviewing the feedback from the open house for future events.</li> <li>• Academics- continuing to rebuild, expand, looking at new programs</li> <li>• New CNA web page – It has been positively received by students. The website is developed using internal resources compatible with smartphones.</li> <li>• Full on-line application process is moving forward.</li> <li>• Large Increase in international students. We will have another intake of international students in HVGB, PPD and Burin in the new year.</li> <li>• We are preparing a proposal for government to continue to support an increase in international students. In the same context we will be reaching out to communities and organizations that can work with the College when we have international students to assist them in integrating within communities.</li> <li>• Lean Management Process is in full progress</li> <li>• Budget process is underway.</li> <li>• The New Heavy Equipment Centre – will have a class starting next week.</li> <li>• Infrastructure in St. John's is our largest challenge regarding capacity and physical buildings.</li> <li>• St. Anthony Campus has a temporary Campus Director.</li> </ul> <p>A discussion of maintenance and the condition of our campuses unfolded. The topics ranged from:</p> <ul style="list-style-type: none"> <li>• Physical issues</li> <li>• Replacement of campuses</li> <li>• Maintenance and safety issues</li> <li>• Capacity</li> <li>• Board's role</li> <li>• Communications</li> </ul> <p><i>Management will report back on the condition of the roof of PPD campus.</i></p>	<p style="text-align: right;"><b>Action</b></p>



	<p><i>The Board Chair recommended that a broader discussion about the rational of the infrastructure including any associated maintenance and safety issues and the forfeited the opportunities of not having added capacity. Communications strategy and the role of the Board to be added to the February meeting agenda.</i></p> <p><b>Motion put forth and seconded</b> that the Board Chair write the Minister of Transportation and Works and advise of issues related to the Prince Philip Drive facility (PPD) regarding capacity and occupational health and safety. Further dialogue with the Province including The Departments of Transportation and Works, Advance Education Skills and Labour, Finance is required.</p> <p style="text-align: right;"><b>Motion Carried</b></p>	<b>Action</b>
<p>BM 04-19-08          Audit          Committee</p>	<p>Committee Chair, Mark Bradbury informed the Board that the Committee met on the 2<sup>nd</sup> of December. The meeting summary included:</p> <ul style="list-style-type: none"> <li>• Code of Conduct - we have reached an agreement with government that the College may use its own Code of Conduct until government is ready to release their Policy.</li> <li>• Director of Quality of Risk position has not been filled pending on the outcome of the deliberations of the Governance Committee on the role of the Audit Committee and any other Committee that may be deemed necessary considering the proposed structure around Quality and Risk.</li> <li>• Forensic Audit work has been completed at Carbonear and Placenta Campuses and the results reported.</li> <li>• Procurement audit is completed, and the committee has received a report on the recommendations and risk. The status of the recommendations will be forwarded to the Committee until all follow up has been completed.</li> <li>• RFP has been released for the IT Audit. It is anticipated that the audit will begin in January.</li> </ul> <p>There were three campus internal audits scheduled for this year.</p> <ul style="list-style-type: none"> <li>• St. Anthony, audit report is pending</li> <li>• Burin will begin this month and upon completion Bonavista's audit will begin.</li> </ul> <p>A reminder to everyone that we are a public entity and must use our travel agent to book necessary travel arrangements. Please contact the Board Secretary to complete your travel needs. Travel Claims should be filled out completely by the claimant and submitted to the Board Secretary for processing in a timely fashion.</p>	

<p>BM 04-19-08b Governance Committee</p>	<p>Committee Chair, Brenda Kelleher-Flight informed the Board that there will be a Committee meeting on the 11<sup>th</sup> of December. The Committee Chair did hold a telephone conference with the Committee to plan the upcoming meeting.</p>	
<p>BM 04-19-09 Consent Agenda</p>	<p>No items</p>	
<p>BM 04-19-10 Post- Secondary Review Committee</p>	<p>The Board Chair welcomed to the meeting the members of The Post-Secondary Review Committee, Karen Kennedy, Doreen Neville and via phone Kevin Keough. Support personnel Brian Stockley and Colleen Stockley.</p> <p>The Committee thanked the Board for its submission as it was informative and important to the Committee as to what the College is focus. Committee Chair, Karen Kennedy distributed a document to assist in the discussions. Three questions:</p> <ul style="list-style-type: none"> <li>• What is working well in our post-secondary system</li> <li>• What is not working well</li> <li>• Any ideas or thoughts for improvements</li> </ul> <p>Ms. Kennedy thanked the Board for the invitation and for the thoughtful feedback.</p>	
<p>BM 04-19-11 Strategic Planning</p>	<p>Director of Public Affairs, Heidi Staeben-Simmons delivered a presentation on Strategic Planning and CNA's requirements as well as a draft plan for 2020-2023.</p> <p>The Presentation contained:</p> <ul style="list-style-type: none"> <li>• Recap of our legislative requirements</li> <li>• Things to consider - Strategic directions of Government, better economy, healthier people, better living, bright future and a more efficient public sector.</li> <li>• Themes and research conducted</li> <li>• Draft vision, values and strategic draft issues.</li> </ul> <p>Board members participated in small group discussions. Information received from each group will be collated into the <i>draft strategic plan which will be reviewed at the Board's February meeting.</i></p> <p><i>The Board requested a template of the KPI's relative to the objectives noted in the draft strategic plan be prepared for the Board's review.</i></p> <p><i>The KPI's once established will be forwarded to the Minister for his information.</i></p>	<p><b>Action</b></p> <p><b>Action</b></p> <p><b>Action</b></p>



College of the North Atlantic, Board of Governors  
BM 04-19, December 3, 2019

In-camera	The Board Chair declared a Closed session at (3:30 p.m.) and requested all Staff to depart. The meeting was declared Open (3:45 p.m.) and Staff invited to rejoin the meeting.	
BM 04-19-12 Next Meeting	The next meeting will be Feb 4, 2020 in St. John's. The Board Chair requested Board members to review the remaining meeting dates and advise if there is any difficulty with the schedule.  <i>Recommendation from the Board Chair to have suggested meeting dates from September 2020 to June 2021 prepared for review at February's Board meeting.</i>	<b>Action</b>
BM 04-19-13 Adjourn	Being that all agenda items have been addressed the Board Chair declared the meeting adjourned 3:45 p.m.	

**BM 01-20-08**

**Motion put forth and seconded that the December 3<sup>rd</sup>, 2019 minutes be approved as distributed.**