



College of the North Atlantic, Board of Governors
BM 01-19 (February 22, 2019)

Board of Governors Meeting
Ridge Road Campus, Room 207
February 22, 2019

In Attendance: Alastair O’Rielly
 Mark Bradbury
 Charles Penwell
 Bruce Hollett
 Wade Pinhorn - *left at 2:16 p.m.*
 Brenda Kelleher-Flight
 Bonnie Lane-McCarthy
 Peter Adams
 Andrew Tobin
 Peter Robins
 Donna Rideout
 Candice Ennis-Williams – *left 1:57 p.m.*
 Ian Gordon

Conference Yordest Andrews
Line John Gibbons – *lost connection at 1 p.m.*

Guest: The Honorable Bernard Davis, Minister of AESL – *12:42 to 1:34 p.m.*

Regrets: Andrew Tobin
 Beverly Scott
 Elizabeth Kidd, Chief Operating Officer

Absence: Peter Robbins

Staff: Geoff Peters, General Counsel and Corporate Secretary
 Heidi Staeben-Simmons, Director of Public Affairs
 Elizabeth Chaulk, Vice-President of Student Engagement
 Trudy Barnes, VP Partnerships, Innovations and Entrepreneurship
 Brian Tobin, VP Academics and Program Development
 Annette Morey, AVP of Corporate Services

Recorder: Edith Alexander, Executive Assistant

Resolutions

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| BM 01-19-02 Review of Agenda | Motion put forth and seconded that the agenda be accepted as distributed. | Motion Carried |
| BM 01-19-04 Review of Minutes | Motion put forth and seconded that the Minutes from the following dates be approved with a <i>noted inclusion on the October 11, 2018 (regrets from Wade Pinhorn)</i> . Minutes dated: September 5, 2018, October 11, 2018 and December 7, 2018. | Motion Carried |
| BM 01-19-09 Board Committees Audit | Motion put forth and seconded that the recommendation from the Audit Committee to accept the 2019-2020 Board Budget be approved. The Board Budget total for the 2019-2020 fiscal year is noted to be \$ 85,079.50. | Motion Carried |
| BM 01-19-12 School of Health Sciences - Update | Motion put forth and seconded that the Respiratory Therapy Program is to be included in the Academic Program Plan for the 2019-2020 academic year. | Motion Carried |
| BM 01-19-13 Budget 2019- 2020 | Motion put forth and seconded that the 2019-2020 Budget submission be submitted to Government with a deficit of \$ 2.6M. | Motion Carried |
| BM 01-19-19 Adjourn | Motion to adjourn was put forth and seconded at 3:33 p.m. | Motion Carried |

Actions

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| BM 01-19-10 Quality Assurance and Risk | <i>The Board acknowledge that the transitioning to Quality Assurance and Risk is an operational decision. The Board Chair will have to determine, with the assistance of the President, what the potential role is for the Board. The terms of reference will have to be vetted through the Governance Committee as per the guidelines of the Board's policies.</i> | Alastair O'Rielly |
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Minutes

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| BM 01-19-01 Call to Order | Alastair O’Rielly, Board Chair called the meeting to order at 8:51 a.m. | |
| BM 01-19-02 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 01-19-03 Conflict of Interest | There were no Conflict of Interests that would impede the meeting agenda. | |
| BM 01-19-04 Review of Minutes | <p>Motion put forth and seconded that the Minutes from the following dates be approved with a <i>noted inclusion on the October 11, 2018 (regrets from Wade Pinhorn)</i>.</p> <p>Minutes dated: September 5, 2018, October 11, 2018 and December 7, 2018.</p> <p style="text-align: right;">Motion Carried</p> | |
| BM 01-19-05 Review of Action items | <p>Action items were reviewed</p> <p>BM 10-18-05 – will be removed and left to the discretion of Wade Pinhorn to arrange when convenient for the Board and Newfoundland Arts Council.</p> <p>BM 12-18-16 - Professional development and orientation are under consideration bearing in mind that new Board members are pending. Skills, competencies will be identified, and we will proceed with plans for orientation and professional development.</p> <p>Board Chair invited those Board members recently appointed to the Board to review the Cicans’ May 5 to 7th Conference agenda and if interested in attending to advise the Board Chair.</p> | |
| BM 01-19-06 Chair’s Report | <p>The Board Chair gave a verbal update to his report that was distributed within the meeting materials.</p> <p>The Board Chair briefed the Board on the meetings be attended and the successful dinner hosted for the Vietnam Delegation on the 25th of November.</p> <p>Priority issues prior to or before our next Board meeting are: Finalizing /presenting strategic plan, Board membership/Orientation/ repopulating Committees, Reviewing Committee mandates Post-Secondary Review Engagement</p> | |

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| | <p><i>The Board Chair encouraged all Board members to review a presentation “Ocean Economy Overview” presented at the Council of Higher Education October meeting by Paul Mills.</i></p> | |
| <p>BM 01-19-07 President’s Report</p> | <p>President Bruce Hollett advised the Board that his report and the Organizational Structure will be combined.</p> <p>President Hollett informed the Board that since the commencement of his appointment has completed a review of the College’s internal structure. and where the College’s primary focus areas should be concentrated.</p> <p>The President has consulted with Department of AESL and the Board Chair on an organizational structure which has been put in place. This is a temporary organizational design to assist the College towards the future and enabling the College to improve on the internal structure as we go forward.</p> <p>This reorganization will concentrate on four primary focus areas, realigning people and teams.</p> <ul style="list-style-type: none"> • Academic revitalization • Student engagement • External partnerships • Organizing for success <p>Leading our primary focus areas, will be:</p> <p>Brian Tobin, Vice President of Academic Programs and Delivery, focusing on teaching, learning, program development and review, accreditation, and institutional research.</p> <p>Elizabeth Chaulk, Vice President of Student Engagement, focusing on student support services, student recruitment and retention for all areas of the College, and the Registrar’s Office.</p> <p>Trudy Barnes, Vice President of Partnerships, Innovation and Entrepreneurship with responsibility for the College’s external focus on international projects and recruitment, industry and community engagement, and research and innovation.</p> <p>Elizabeth Kidd, Chief Operating Officer, with responsibility for finance, IT, human resources, campus operations and Employment Assistance Offices.</p> <p>Theresa Pittman, Associate Vice President of Connected Learning, focusing on the non-traditional teaching modalities, including our existing distributed learning platform, blended learning, and the</p> | |

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| | <p>development of expanded offerings in our diploma, post-diploma, continuous learning and contract training programs.</p> <p>Work has already commenced in all areas,</p> <ul style="list-style-type: none"> • Program development revitalization • New teaching methodology, for today’s world • New website design – recruiting students • Developing KPI’s for the Strategic Plan • We are delivering the new Agriculture program in partnership with the Department of Fisheries, Farming and Natural Resources giving us access to the Departments’ field sites and equipment. <p>The temporary /interim organizational chart has been included with the meeting material. Board members should note that the Internal Auditor will be structured within the Quality and Risk Division and will report to Management.</p> | |
| <p>BM 01-19-08 Organizational Structure</p> | <p>Addressed under the President’s report</p> | |
| <p>BM 01-19-09 Board Committees Audit</p> | <p>Mark Bradbury, Audit Committee Chair, provided the Board with a verbal overview of the Audit Committee meeting that took place on the 21th of February 2019. Audit meeting materials have been included in the Board’s meeting documents.</p> <p>The Committee reviewed the Board’s budget for the 2019-2020 fiscal year. Due to the fiscal challenges for all divisions and decrease in funding that is shared by all divisions within the College; there is a nine percent (9%) decrease to the Board’s budget.</p> <p>Motion put forth and seconded that the recommendation from the Audit Committee to accept the 2019-2020 Board Budget be approved. The Board Budget total for the 2019-2020 fiscal year is noted to be \$ 85,079.50.</p> <p style="text-align: right;">Motion Carried</p> | |
| <p>BM 01-19-10 Quality Assurance and Risk</p> | <p>In the absence of Elizabeth Kidd, Mark Bradbury, Committee Chair presented “Sustainability through Quality.</p> <p>A Department of Quality Assurance and Risk that enables CNA to meet the challenges we face today and offer a high-quality education to our students with refreshed academic polices, consistency with government directives and program quality review.</p> | |

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| | <p>Highlighted topics within the presentation included:</p> <ul style="list-style-type: none"> • Risk Management • Sustainability • World trends • Objectives • Recommended structure • Risk identification process • Independence and objectivity • Key performance Indicators (KPIs) • Consideration for significant changes to be undertaken by the sub-committee of the Board now known as the Audit Committee. • What type of Governance function for the Committee • Terms of reference, clarify the role of the Committee • Committee name change • Professional Development required • Amendment to Committee’s work plan bearing in mind the new direction that is being taken with quality and risk management by the College. • Next Steps – Hire a Director of Quality Assurance and Risk • Develop a Quality assurance policy • Quality assurance and risk management annual plan <p>An in-depth discussion followed on the proposed amendments to GP-BO-205 policy.</p> <p><i>The Board acknowledge that the transitioning to Quality Assurance and Risk is an operational decision. The Board Chair will have to determine, with the assistance of the President, what the potential role is for the Board. The terms of reference will have to be vetted through the Governance Committee as per the guidelines of the Board’s policies.</i></p> | <p>Action</p> |
| <p>BM 01-19-11 Qatar Project Update</p> | <p>The Qatar Comprehensive Agreement was officially signed on the 10th of February in Qatar. The agreement is effective as of September 2019.</p> <p>CNA’s role is evolving to that of an academic partner. CNA will conduct academic audits – eight per year covering the programs that will be issuing CNA graduation certificates.</p> <p>Over the term of the three-year agreement, it is anticipated employees will transition to CNAQ employees. Since the signing of the agreement we have been in communications with staff in Qatar, monitoring social media and we have a response plan is ready if needed.</p> | |

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| <p>Guest arrival</p> | <p><i>The Honorable Bernard Davis, Minister of Advanced Education, Skills and Labour joined our meeting at 12:42 p.m.</i></p> | |
| <p>BM 01-19-12 School of Health Sciences - Update</p> | <p>Respiratory Therapy – Intent to Offer The Board was advised that the College intends to offer a new Respiratory Therapy program at its Prince Philip Drive Campus in September subject to critical decision-points being successfully achieved. The program being introduced is one that was developed in 2015 and is currently operating as an accredited program at CNAQ (accredited by CoARTE/Accreditation Canada). This new program was never operated in the province of Newfoundland and Labrador. The program will operate under the School of Health Sciences.</p> <p>An action plan (included within the Board documents) to achieve the goal of offering the new RT program in September 2019 includes key target goals and dates that must be met in order to launch the RT program.</p> <p>Bearing in mind that the Academic Plan for the 2019-2020 Academic Year has been previously approved by the Board of Governors, endorsement is now sought from the Board to implement this “intent to Offer” action plan and include the Respiratory Therapy Program in the 2019-2020 Academic Plan.</p> <p>Motion put forth and seconded that the Respiratory Therapy Program is to be included in the Academic Program Plan for the 2019-2020 academic year.</p> <p style="text-align: right;">Motion Carried</p> <p>School of Health Sciences Vice President of Academic Programs and Delivery, Brian Tobin provided a summary of the School of health Sciences program particulars, accreditation status and program data.</p> | |
| <p>BM 01-19-12 Forecast 2018-19</p> | <p>Associate Vice President of Corporate Service, Annette Morey briefed the Board on the quarterly financial statements for the period ending December 31, 2018. The Board was informed that we are \$ 1M in deficit. Highlighted areas were LMDA (Labour Market Development Agreement) and apprenticeship training where the demand has dropped substantially. The College continues to work with the Department to monitor student intake.</p> | |

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| | <p><i>Suggestion to invite, Sandra Bishop, Director of Apprenticeship and Trades Certificates for a presentation to the Board.</i></p> <p>The December 31, 2018 financial statements are included in the meeting documents for review.</p> | |
| <p>BM 01-19-13 Budget 2019-2020</p> | <p>The Board was given an overview of the 2019-2020 budget. The College does not have a balanced budget. The 2019-20 budget shows a deficit of \$ 2.6M. The Budget is impacted by</p> <ul style="list-style-type: none"> • Further reductions to the Grant in Aid • Decline in demand for apprenticeship blocks • 1.5M Grant reduction • \$ 0.5M Shop Modernization eliminated • Adjustments in tuition and related student demand revenue down. • Qatar revenue reduction • College expenses have increased \$ 1,739,266 <p>It was noted that we do not have authority to run a deficit; a deficit is non-compliant with our directive from Government.</p> <p>Motion put forth and seconded that the 2019-2020 Budget submission be submitted to Government with a deficit of \$ 2.6M.</p> <p style="text-align: right;">Motion Carried</p> | |
| <p>BM 01-19-14 Strategic Plan Update</p> | <p>The Board Chair's preference before finalizing the Strategic Plan is to delay the document until after the appointments for the Board of Governors have been released.</p> | |
| <p>BM 01-19-15 General Counsel Update</p> | <p>The Board was informed on a recent formal decision that was released by the Human Rights Commission. The ruling concluded that CNA did not discriminate against the Complainant. A copy of the ruling has been provided within the meeting materials.</p> | |
| <p>BM 01-19-16 Board Orientation/Retreat</p> | <p>Addressed in the Chair's Report</p> | |
| <p>BM 01-19-17 Next Meeting and Location</p> | <p>Board Members were advised that the next locations for Board meetings shall be Gander and Stephenville. Meeting dates will be confirmed upon confirmation of new Board Members appointments that are pending.</p> | |



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| BM 01-19-18 In-camera | The Board Chair declared the meeting “Closed” at 3:10 p.m. All staff were excused from the meeting. The meeting was “Re-Opened” with staff rejoining the meeting at 3:30 p.m. | |
| BM 01-19-19 Adjourn | Motion to adjourn was put forth and seconded at 3:33 p.m. Carried | |

BM 02-19-06

**Motion put forth and seconded that the
February 22, 2019 minutes be approved
as distributed**

Motion Carried