

**NorQuest College Board of Governors  
Public Meeting**

November 8, 2021  
4:00 p.m. – 8:00 p.m.

**MINUTES**

<p><b>Attendees:</b> Carla Madra, Board Chair Tina Naqvi-Rota, Vice Chair Carolyn Campbell, President &amp; CEO Brad Pickering Chris Lavin Dan Hugo Gayle Burnett Jennifer Cleall Jenny Adams Joette Decore Leslie Sayer Maria Bavaro Megan Schwann Philomina Okeke-Ihejirika Supriya James</p>	<p><b>Resource Team:</b> Brad Arkison, AVP Marketing &amp; Communications David Middagh, Chief of Staff Jill Matthew, VP Administration &amp; CFO Jonathan Robb, Acting VP Learner Experience Laurel Evans, VP People &amp; Culture Marian Gayed, VP External Relations &amp; Partnerships Norma Schneider, VP Academic</p> <p><b>Recorder:</b> Wanda Winsor, Board Coordinator</p> <p><b>Guests:</b> Dale Babich, Director Financial Services Nadira Barre, Anti-racism Consultant Tibetha Kemble, Acting AVP Learner Experience Wade King, EDI Consultant Mariesa Carbone, MNP Rensche Venter, MNP</p>
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**1. OPENING**

1.1. Quorum

C. Madra, Chair, confirmed that attendance constituted quorum. C. Madra acknowledged and welcomed the college's Resident Elder, Delores Cardinal, who will support the board as an Indigenous Advisor. C. Madra also welcomed Megan Schwann and Dan Hugo to their first official Board meeting.

1.2. Call to Order

The Chair called the meeting to order at 4:02 pm.

1.4 Conflict of Interest

The Chair provided board members with an opportunity to declare a conflict of interest with any of the items on the agenda. Chris Lavin reminded the Board of his previously declared conflict with the ERM presentation by colleagues from MNP.

1.5 Optional In-Camera Discussion

No in-camera session was required at this time.

## 2. APPROVAL OF AGENDA

### **MOTION**

Moved by C. Lavin and seconded by M. Schwann THAT the Board of Governors approve the November 8, 2021 Public Board Meeting agenda as presented.

**CARRIED**

## 3. APPROVAL OF CONSENT AGENDA

### **MOTION**

Moved by J. Adams and seconded by L. Sayer THAT the Board of Governors approve and acknowledge all consent agenda items, as presented:

- 3.1 Minutes of June 7, 2021
- 3.2 Minutes of August 18, 2021
- 3.3 Minutes of August 26, 2021
- 3.4 Downtown Campus Development Project (DCDP) Report
- 3.5 Strategic Risk Register Report
- 3.6 Q1 Financial Report & Forecast
- 3.7 Investment Monitoring
- 3.8 Legislative Compliance Report
- 3.9 Academic Council Report
- 3.10 Action Register

**CARRIED**

## 4. STRATEGY, CULTURE, EDUCATION AND DECISIONS

### 4.1 Enterprise Risk Management (ERM) Risk Appetite

J. Matthew welcomed and introduced Mariesa Carbone & Rensche Venter of MNP who joined the meeting to present the ERM Risk Appetite. M. Carbone reviewed the definitions and categories of Risk with the board. The board had an in-depth discussion on the various rankings, the risk appetite versus investment appetite, nomenclature, and how much risk the Board is willing to accept.

The Board felt that there was great progress being made, that some re-education may be necessary to ensure both board members, advisors and management had a common understanding and the language used is more colloquial.

M. Carbone & R. Venter exited the meeting at 5:01 pm

### 4.2 Equity, Diversity & Inclusion (EDI), Anti-Racism, Indigenization and Anti-Oppression

M. Gayed and L. Evans introduced the topic and welcomed Wade King, Nadira Barre and Tibetha Kemble to the meeting to present to the Board NorQuest's approach to EDI progress to date and links to the strategic and institutional outcomes.

After a fulsome presentation, the presenters welcomed questions, feedback and discussion.

T. Kemble, W. King & N. Barre exited the meeting at 6:03 pm.

The Chair called for a 30-minute recess from 6:03 – 6:33 pm.

## 5. REPORTS

### 5.1 CEO Report

C. Campbell provided her President & CEO report centered on organizational performance in alignment with the strategic plan: Learners, People, Connection, Investment, and Transformation.

Included in the report were updates on enrolment projections, Covid management, ongoing leadership development, Indigenization strategies, external relations including meetings with Advanced Education, self-generated revenue and an internal review of structure to ensure successful execution of strategy.

### 5.2 Chair, Human Resources (HR) Committee

T. Naqvi Rota, Chair of the HR Committee, provided an update to the Board on various HR topics covered in the last committee meeting including Occupational Health & Safety & Workers Compensation Reports and the President's role on the CICan EDI Advisory Committee and Alberta Chambers of Commerce/Council of Post-secondary Presidents of Alberta Talent Development Workforce.

#### 5.2.1 President & CEO Performance & Leadership Evaluation Guide

**MOTION:**

Moved by T. Naqvi Rota and seconded by J. Cleall THAT the Board of Governors approve the 2021-2022 President & CEO Performance and Leadership Evaluation Guide as presented.

**CARRIED**

### 5.3 Chair, Governance Committee

J. Cleall, Chair of the Governance Committee, provided an update from the Governance Committee meeting. The committee had a good discussion about the January mid-Year Session. Esports in particular was identified as an item that is important to spend some time on as well as including a tour of the college for Board members. Other potential agenda items include Reimagine Higher Education, environmental scan, digital and technology strategies.

#### 5.3.1 Governance Committee Terms of Reference & Workplan

The Governance committee Terms of Reference have been updated to remove reference to Risk Management as this aligns more closely with Finance & Audit as well as an update on the number of committee members to six public members.

**MOTION:**

Moved by J. Cleall and seconded by T. Naqvi Rota "THAT the Board of Governors approve the updates Terms of Reference and Work Plan for the Governance Committee as presented."

**CARRIED**

5.3.2 Board Retreat Summary & Survey Results

J. Cleall reported that the committee discussion focused on the location and timing of next year's retreat and concluded that the timing of the retreat would remain the same and that August 25 & 26 are the dates on hold. Further information will be brought forward at the next Board meeting.

5.3.3 Strategic Plan: Measurement & Reporting

The committee agreed that reporting on the strategic plan at the January session (except January 2022) and August board retreat is the right frequency, and that additional significant updates on progress towards the strategic plan could be provided throughout the year by way of the President's regular monthly reports to the Board.

**MOTION:**

Moved by J. Cleall and seconded by C. Lavin "THAT the Board of Governors adopt the Board Strategy Report Template and reporting schedule as presented."

**CARRIED**

The Board will revisit the template at the Annual Board retreat as it will evolve over time.

5.3.4 Board Skills & Competency Matrix

J. Cleall reported that the Board skills matrix is to be updated by each board member individually, compiled by the Board Coordinator and then submitted to Government of Alberta as a tool to identify skills, knowledge and experience gaps in the Board recruitment process.

Board members should expect to receive the matrix within the next week.

5.3.5 Board Policy Review

The Governance Committee reviewed a series of minor changes to the existing Board policies No. 1 to No. 7 (inclusive) and recommends them for Board approval.

**MOTION:**

Moved by J. Cleall and seconded by J. Decore "THAT the Board of Governors approve the revised Board policies as presented."

**CARRIED**

#### 5.4 Chair, Finance & Audit Committee

C. Lavin provided a verbal update from the Finance and Audit committee. Items covered in the report included the internal audit and first quarter financial results and forecast.

##### 5.4.1 Consolidated Year End Financial Statements

**MOTION:**

Moved by C. Lavin and seconded by J. Cleall THAT the Board of Governors approve the Consolidated Financial Statements for the Year ended June 30, 2021 as presented.

**CARRIED**

##### 5.4.2 Appropriation of Net Assets

**MOTION:**

Moved by C. Lavin and seconded by G. Burnett THAT the Board of Governors approve the Appropriation of Unrestricted Net Assets for 2022.

**CARRIED**

##### 5.4.3 Signing Authority

**MOTION:**

Moved by C. Lavin and seconded by J. Decore THAT the Board of Governors approve the revised Signing Authority Resolution.

**CARRIED**

##### 5.4.4 Auditor General Audit Exit

The Office of the Auditor General (OAG) presented the Audit Exit report to the Finance & Audit Committee on October 22, 2021 with no new recommendations. It was noted that the OAG will evaluate the processes implemented to address the outstanding recommendation around cloud-computing in the near future.

**MOTION:**

Moved by C. Lavin and seconded by M. Schwann THAT the Board of Governors approve the acceptance of the Office of the Auditor General's Audit Exit for the year ended June 30, 2021.

**CARRIED**

##### 5.4.5 Finance & Audit Committee Terms of Reference & Workplan

Since the Finance & Audit committee will provide oversight of the Enterprise Risk Management framework, the committee Terms of Reference & workplan have been revised as such.

**MOTION:**

Moved by C. Lavin and seconded by J. Cleall THAT the Board of Governors approve the 2021 updated Terms of Reference and Workplan for the Finance & Audit Committee.

**CARRIED**

## 5.5 Chair, Teaching & Research Continuing Care Centre (TRCCC) Committee

J. Decore provided an update on the TRCCC Committee since the last board report. Significant progress has been made to complete the Stage 1 Feasibility Assessment, and results conclude that the project is viable with the support of Government funding.

Next steps include a meeting between the committee and the legal and financial advisors on November 12; followed by a meeting with P3 Capital Partners and Graham Capital on November 18 to outline the Unsolicited Proposal (USP). Pending committee endorsement, the intent is to bring the USP to the Board of Governors on November 30 for decision.

The project continues to align with the College's Strategic Plan as well as several initiatives of the GOA.

## 5.6 Board Chair Report

C. Madra provided a verbal update to the Board on various government relations meetings & discussions.

### 5.6.1 Standing Committee Membership

With new and resigned board members, the committee membership composition has been revised to add Dan Hugo and Megan Schwann to the Finance & Audit Committee and remove student member, Daniel Kazambu from the Governance Committee.

**MOTION:**

Moved by J. Adams and seconded by L. Sayer THAT the Board of Governors approve the updated 2021-2022 Committee Membership Structure.

**CARRIED**

### 5.6.2 Foundation Director Nomination

Subsequent to the resignation of Lily Le, the NorQuest Foundation requires a replacement member of the Finance & Audit Committee to ask a Director of the NorQuest College Foundation.

**MOTION:**

Moved by T. Naqvi Rota and seconded by G. Burnett THAT the Board of Governors nominate Megan Schwann to become a Director of the Foundation effective today.

**CARRIED**

## **6. IN CAMERA**

### **6.1 In Camera Session – with Management**

The Board of Governors moved to an in-camera session with both the President & Chief Finance Officer at 7:31 pm. The Chief Financial Officer left the in-camera session at 7:47 pm.

### **6.2 In Camera Session- without Management**

The Board of Governors excused management for an In-Camera Session with governors only at 7:57 p.m.

## **7. CONCLUSION**

The meeting of the Board of Governors was adjourned at 8:07 pm.