

Board of Governors Public Meeting MINUTES

October 27, 2022

4:00 p.m. – 8:00 p.m.

Innovation Studio, 5th Floor, CELT

<p>Attendees:</p> <ul style="list-style-type: none"> ▪ Mike Bacchus, Board Chair ▪ Carolyn Campbell, President & CEO ▪ Adam Chrobak ▪ Brad Pickering (v) ▪ Chris Lavin ▪ Jennifer Cleall ▪ Jenny Adams ▪ Joette Decore ▪ Leslie Sayer ▪ Megan Schwann ▪ Supriya James ▪ Tina Naqvi-Rota, Vice Chair <p>Regrets:</p> <ul style="list-style-type: none"> ▪ Dan Hugo ▪ Navjot Kaur ▪ Tarandeep Kaur <p>Recorder:</p> <ul style="list-style-type: none"> ▪ Veronica Duarte, Board Coordinator 	<p>Resources:</p> <ul style="list-style-type: none"> ▪ Brad Arkison, VP Marketing & Communications ▪ David Middagh, Chief of Staff, Director of Strategy ▪ Jackie Nelson, VP External Relations ▪ Jill Matthew, VP Administration & CFO ▪ Jonathan Robb, VP Learner Experience ▪ Norma Schneider, VP Academic <p>Guests:</p> <ul style="list-style-type: none"> ▪ Minister Demetrios Nicolaidis, Minister of Advanced Education (v) ▪ Maria Bavaro, former Non-Academic Board Member ▪ Delores Cardinal, Indigenous Cultural Board Advisor ▪ Emma Dunn, GEC Architecture ▪ Richard Blouin, GEC Architecture ▪ Matthew Orlando, NorQuest College ▪ Trevor Morton, NorQuest College ▪ Dale Babich, NorQuest College (v) ▪ Lindsay Wozney, NorQuest College (v) <p><i>(v) - denotes virtual attendance</i></p>
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ADDRESS FROM MINISTER NICOLAIDES

Advanced Education Minister Demetrios Nicolaidis joined the Board of Governors meeting virtually at 4:01 PM.

Minister Nicolaidis provided an address on the government’s priorities and vision moving forward. The Board had various questions and discussions ensued.

Minister Nicolaidis exited the meeting at 4:33 PM.

1. OPENING

1.1 Opening

M. Bacchus welcomed new Non-Academic board member, Adam Chrobak, to his first board meeting.

M. Bavaro, outgoing Non-Academic Board Member, and Indigenous Cultural Board Advisor, D. Cardinal joined the meeting at 4:34 PM for the Board to formally thank them for their service on the Board.

M. Bavaro and D. Cardinal exited the meeting at 4:52 PM.

1.2 Quorum

M. Bacchus, Chair, confirmed that attendance constituted quorum.

1.3 Call to Order

The Board Chair officially called the meeting to order at 4:53 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. None were declared.

1.5 Optional In-Camera Session

No in-camera session was required at this time.

2. APPROVAL OF AGENDA

M. Bacchus requested if there were any questions or comments on the agenda. No questions or comments were presented.

MOTION

THAT the Board of Governors approve the October 27, 2022, Public Board Meeting agenda as presented.

Moved: J. Cleall

Seconded: T. Naqvi-Rota

MOTION CARRIED

3. APPROVAL OF CONSENT AGENDA

Consent Agenda items presented in board package includes:

- 3.1 Minutes of June 6, 2022
- 3.2 Minutes of August 26, 2022
- 3.3 Sexual and Gender-Based Violence Policy
- 3.4 Code of Conduct Policy
- 3.5 Financial Report & Forecast
- 3.6 Strategic Risk Register
- 3.7 Action Register
- 3.8 Legislative Compliance Report
- 3.9 Board Attendance Record

The board had various questions and discussions ensued regarding consent agenda items. It was agreed that an asterisk would be added to the Board Attendance Record to indicate that the September 20 TRCCC meeting was rescheduled.

MOTION

THAT the Board of Governors acknowledge all consent agenda items presented, which includes the approval of the June 6 and August 26, 2022 Board meeting minutes, the Code of Conduct Policy, and the amended Board Attendance Record.

Moved: C. Lavin

Seconded: J. Decore

CARRIED

4. STRATEGY, CULTURE, EDUCATION AND DECISIONS

4.1 Institutional Campus Master Plan

C. Campbell opened the agenda topic for discussion with comments on how the campus master plan is guided by the Transformation and Learner strategic plan outcomes and the long-term financial plan. J. Matthew introduced the presenters and further explained how the campus master plan supports our Learner growth targets.

Guest presenters M. Orlando, T. Morton, R. Blouin, and E. Dunn joined the meeting in-person at 5:05 PM.

The guests presented on a comprehensive Campus Master Plan that ensures the physical campus can accommodate staff, faculty, and leader loads over the short, medium, and long terms.

Guest presenters M. Orlando, T. Morton, R. Blouin, and E. Dunn exited the meeting at 5:58 PM.

4.2 Appropriation of Net Assets

D. Babich joined the meeting virtually at 5:58 PM.

J. Matthew led this agenda topic with a discussion on NorQuest's capital project plan and how it is supported through an appropriation of funds from an accumulated surplus from operations to restricted net assets. D. Babich provided further financial context and support on the agenda topic.

MOTION

THAT the Board of Governors approve the 2023-2024 Appropriation of Net Assets in the amount of \$5.8M.

Moved: C. Lavin

Seconded: J. Adams

MOTION CARRIED

D. Babich exited the meeting at 6:11 PM.

4.3 Annual Report

L. Wozney joined the meeting virtually at 6:12 PM.

L. Wozney provided an overview of the Annual Report and the reporting requirements with Advanced Education and the Office of the Auditor General. The Board commented on with few minor revisions to the report content to make the message from the Chair more engaging.

L. Wozney exited the meeting at 6:20 PM.

MOTION

THAT the Board of Governors approve the 2021-2022 Annual Report for submission to the Minister of Advanced Education, as amended, in accordance with guidelines prepared by Advanced Education.

Moved: J. Decore

Seconded: J. Cleall

MOTION CARRIED

M. Bacchus called a recess from 6:20 PM-7:07 PM.

5. REPORTS

5.1 CEO Report

C. Campbell provided a verbal update on the strategic plan outcomes, 1000 Women, student enrolment numbers, and government relations.

5.2 Human Resources Committee Report

T. Naqvi-Rota provided a verbal report on behalf of the Human Resources Committee from the Committee meeting held on October 19, 2022.

5.2.1 President & CEO 2022-23 Performance and Leadership Evaluation Guide

The priorities and process of the President and CEO annual performance and leadership evaluation were reviewed. The committee agreed to reduce duplicate reporting, and to remove the 360 survey for this year to align with leading practices.

MOTION

THAT the Board of Governors approve the 2022-23 President and CEO Performance and Leadership Evaluation Guide as presented.

Moved: L. Sayer

Seconded: J. Cleall

MOTION CARRIED

5.2.2 Human Resource Committee Terms of Reference

The Human Resource Committee Terms of Reference and membership were reviewed. Key changes identified in the Terms of Reference include the removal of the requirement for all committee chairs to be part of the Human Resource Committee,

the removal of the requirement for the Vice Chair of the Board of Governors to serve as the committee chair, and alignment of the Terms of References roles and responsibilities matrix with the committee work plan.

The Human Resource Committee membership changes include the designation of Supriya James as Chair of the Committee and removing Chris Lavin from the Committee to allow him to focus on other Board priorities.

MOTION

THAT the Board of Governors approve the Human Resources Committee Terms of Reference as presented.

Moved: J. Adams

Seconded: J. Decore

MOTION CARRIED

5.2.3 Occupational Health and Safety (OHS) and Workers Compensation Board (WCB) Report

Year to date, we have no lost time, modified work claims or WCB claims. A new basic safety training course and a WCB People Leaders course for all employees has been rolled out as mandatory requirements.

5.3 Governance Committee Report

T. Naqvi-Rota provided an update from the Governance Committee meeting held on October 20, 2022.

5.3.1 Board Retreat Summary & Survey Results

The August 25-26, 2022, Board Retreat survey results were shared with the responses being positive overall. Planning updates for the next retreat will be brought forth at the next Governance Committee meeting.

5.3.2 Mid-Year Strategy Session

The Mid-Year Strategy session is being planned for January 19, 2022 at an offsite venue. Potential agenda items for the session include strategy reporting; Environmental, Social and Governance; government relations, culture and building a strong team and donor recognition and naming rights.

5.3.3 Board Committee Structure and Membership

The board committee structure and membership have been adjusted to leverage Board members' talents, support knowledge transfer and inclusion and to strengthen the Board's focus on external relations.

The Governance Committee Terms of Reference was revised to align with the board bylaws and committee workplan.

MOTION

THAT the Board of Governors approve the Governance Committee Terms of Reference as presented.

Moved: M. Schwann

Seconded: J. Cleall

MOTION CARRIED

A new Strategic Alliances Committee will be formed to help open doors and act as connectors and champions in the community. J. Adams has confirmed her Interest In being Chair of the Strategic Alliances Committee.

MOTION

THAT the Board of Governors approve establishing the new Strategic Alliances Committee and approving the Committee Terms of Reference as presented.

Moved: J. Cleall

Seconded: B. Pickering

MOTION CARRIED

The number of Governance Committee public members has been revised to align more closely with the bylaws and other committees. All recommended membership changes are included in the meeting packages.

MOTION

THAT the Board of Governors approve the 2022-23 Board Committee Membership slate as presented

Moved: J. Cleall

Seconded: B. Pickering

MOTION CARRIED

5.3.4 Board Calendar and Meeting Timing

The 2022-23 board calendar was brought forward to discuss the revision of timing for Board meetings starting March 2023 to noon to 4:00 p.m. C. Campbell and M. Bacchus provided context that this revision would facilitate inclusion and more meaningful discussion.

Further discussion with Board and Committee chairs was requested to finalize Committee and Board meeting timing. It was requested that the board calendar be adjusted to start including dates until the end of the calendar year (i.e., December 2023), and to confirm the dates with committee chairs. After further discussions with the Board and Committee chairs, a revised calendar is to be brought forward.

MOTION

THAT the Board of Governors approve the following amendment to the Board Calendar and meeting timing:

1. Revision of the March 2023 Board meeting to noon to 4:00 p.m.

Moved: C. Lavin

Seconded: J. Decore

MOTION CARRIED

5.3.5 Board Skills Matrix

The Board was reminded that the Board Skills Matrix will be circulated after the board meeting for members to update their self-assessment before the matrix is submitted to Advanced Education.

5.3.6 Honorary Diploma Process

A survey was completed with other post-secondary institutions on their honorary diploma processes, which resulted in changes to NorQuest's honorary diploma process. These changes include inviting the Chair of the Strategic Alliances committee to join the Honorary Diploma committee, moving to an open nomination period, and enhancements to meeting timing, communications, and celebrations.

5.4 Finance & Audit Committee Report

C. Lavin provided a verbal update from the previous Finance and Audit committee meeting held on October 21, 2022. Items discussed were the Downtown Campus Development, Progress on the Office of the Auditor General Matters, Investment Monitoring, Chief Financial Officer Report, the August Financial Results and the Audit, Financials and Risk Management reports.

The Office of the Auditor General cleared five of the six observations with respect to the year-ended June 2021 and provided three new observations for the year ended June 30, 2022.

The committee reviewed and recommended for Board approval the consolidated Financial Statements.

MOTION

THAT the Board of Governors approve the consolidated financial statements for the fiscal year ended June 30, 2022.

Moved: C. Lavin

Seconded: J. Decore

MOTION CARRIED

5.5 Teaching & Research Continuing Care Centre (TRCCC) Committee Report

T. Naqvi-Rota provided a verbal update on the TRCCC project since the last board report including conversations that have taken place with government stakeholders.

J. Cleall exited the meeting at 7:52 pm.

5.6 Board Chair Report

M. Bacchus provided a verbal update to the Board on his recent activities including meetings with board members, community events, government relations and advocacy.

6. IN CAMERA

6.1 In Camera Session – with Management

The Board of Governors went in-camera with the President at 7:55 p.m.

6.2 In Camera Session– without Management

The Board excused management for an In-Camera Session only at 7:58 p.m.

7. CONCLUSION

The meeting of the Board of Governors was adjourned at 8:00 p.m.

Mike Bacchus, Board Chair

Veronica Duarte, Board Coordinator