

## Board of Governors MINUTES

**October 26, 2023**

<p><b>NorQuest College Board of Governors Meeting</b>  <b>Date:</b> October 26, 2023  <b>Time:</b> 4:00 to 8:00 p.m.  <b>Location:</b> Innovation Studio, 5<sup>th</sup> Floor, CELT, NorQuest College          10215 108 Street NW Edmonton, AB T5J 1L6</p>	
<p><b>Board Members Present:</b></p> <ol style="list-style-type: none"> <li>1. Tina Naqvi-Rota, Interim Board Chair</li> <li>2. Adam Chrobak, Non-Academic member</li> <li>3. Brad Pickering, Public member (v)</li> <li>4. Ashley Snape, Public member</li> <li>5. Chris Lavin, Public member (v)</li> <li>6. Jennifer Cleall, Public member</li> <li>7. Jenny Adams, Public member</li> <li>8. June Parham, Academic member</li> <li>9. Megan Schwann, Public member</li> <li>10. Prashant Viridi, Student member</li> </ol> <p><b>Regrets:</b></p> <ol style="list-style-type: none"> <li>11. Dan Hugo</li> <li>12. Supriya James</li> <li>13. Morgan Chalifoux-Wabasca</li> </ol> <p><b>Guests:</b></p> <ul style="list-style-type: none"> <li>• Laurel Gregory, ZGM</li> <li>• Frank Calder, ZGM</li> <li>• Mike Reeves, Communications Consultant</li> <li>• Trevor Morton, Director Facilities</li> <li>• Nancy Thornton, Director, International</li> </ul>	<p><b>Management Present:</b></p> <ul style="list-style-type: none"> <li>• Carolyn Campbell, President &amp; CEO</li> <li>• Brad Arkison, Vice President Marketing &amp; Communications</li> <li>• Jill Matthew, Vice President Administration &amp; CFO</li> <li>• Jackie Nelson, Vice President External</li> <li>• Jonathan Robb, Vice President Learner Experience</li> <li>• Shauna Yohemas, acting Vice President People &amp; Culture</li> <li>• Norma Schneider, Vice President Academic</li> <li>• David Middagh, Chief of Staff and Director of Strategy</li> </ul> <p><b>Recorder:</b></p> <ul style="list-style-type: none"> <li>• Veronica Duarte, Board Coordinator</li> </ul> <p><i>(v) - denotes virtual attendance</i></p>

### 1. OPENING

#### 1.1 Quorum

T. Naqvi-Rota, the Interim Board Chair (the “Chair”), chaired the Board of Governors (the “Board”) meeting. As proper notice was given and quorum was present, the Chair declared the meeting to be duly constituted.

### 1.2 Call to Order

The Chair called the meeting to order at 4:05 p.m.

### 1.3 Land Acknowledgment

The Chair started off the meeting with a Treaty 6 territory land acknowledgement.

### 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.

J. Decore requested confirmation from the Chair on whether she was required to recuse herself for the TRCCC Committee report. The Chair confirmed that the information on the report did not put her in conflict and that she did not have to recuse herself.

### 1.5 Confidentiality

The Chair reminded Board members of their fiduciary duty to maintain confidentiality of information they acquire by virtue of their position.

### 1.6 Chair's Opening Comments

The Chair thanked the Board for their presence at the Board meeting and provided a brief overview of the meeting agenda.

## **2. APPROVAL OF AGENDAS**

### 2.1 Approval of Agenda

The Chair requested feedback on the agenda from the Board. No questions or comments were presented.

**MOTION**

THAT the Board of Governors approve the October 26, 2023 agenda as presented.

**Moved:** A. Chrobak

**Seconded:** M. Schwann

**DECISION**

A vote by show of hands was processed during the meeting and members voted in favour.

**ALL IN FAVOUR, MOTION CARRIED**

### 2.2 Approval of Consent Agenda

The Chair requested feedback on the following consent agenda items that were included in the meeting package:

- A. Minutes – May 25, 2023
- B. Minutes – July 27, 2023
- C. Minutes – August 24, 2023
- D. Board Action Register
- E. Financial Report and Forecast
- F. Strategic Risk Report
- G. 2022-23 Legislative Compliance Report
- H. Board Attendance Record
- I. Updated 2023-24 Board Calendar
- J. Board Skills Matrix
- K. Updated Board Key Messages
- L. HRC Updated Terms of Reference
- M. President & CEO Succession Plan
- N. 2022-23 OH&S and WCB Report
- O. 2022-23 Annual Report
- P. Interim Board Chair Meetings Report

The Board was satisfied with the information provided.

**MOTION**

THAT the Board of Governors accept the October 26, 2023 consent agenda, which includes the approval of:

- the May 15, July 27 and August 24, 2023 minutes;
- the updated 2023-24 Board meeting and event schedule and calendar;
- the updated 2023 Board key messages;
- the updated Human Resource Committee Terms of Reference; and
- the submission of the 2022-23 Annual report to the Minister of Advanced Education.

**Moved:** A. Snape

**Seconded:** A. Chrobak

**DECISION**

A vote by show of hands was processed during the meeting and members voted in favour.

**ALL IN FAVOUR, MOTION CARRIED**

**3. STRATEGY, CULTURE, EDUCATION AND DECISIONS**

3.1 Issues Management Tabletop

L. Gregory, F. Calder, presenters from ZGM and M. Reeves, an observer from NorQuest's Marketing and Communications team, joined the meeting in-person at 4:10 p.m.

B. Arkison initiated the meeting, welcoming and introducing the guests before beginning the tabletop exercise.

F. Calder and L. Gregory led a tabletop activity for the Board, simulating a significant crisis scenario. This exercise sparked in-depth discussions among Board members regarding crisis communication strategies and the Board's expected role in such scenarios. Post-exercise, the Board expressed their confidence and assurance in the management, particularly praising the President and CEO for their adept oversight and responsibility in handling crisis situations.

It was unanimously agreed that the Issues Management model would be revisited and presented to the Board to enhance and formalize the process of crisis communication.

L. Gregory, F. Calder and M. Reeves exited the meeting at 5:03 p.m.

### 3.2 International Student Supports and Housing Needs

Attachments:

A. Housing needs presentation and overview

N. Thornton and T. Morton, Directors from NorQuest College, joined the meeting in-person at 5:04 p.m.

C. Campbell initiated the discussion with a detailed introduction about the existing challenges in international student housing, outlining potential solutions for the college to consider.

N. Thornton then provided an in-depth overview of the current support services offered by NorQuest International to students and elaborated on various partnership opportunities available for the Board's consideration.

J. Cleall exited the meeting at 5:25 p.m.

The Board engaged in dialogue, raising inquiries about funding sources and project timelines. There was a consensus that additional solutions should be explored to address the housing issue promptly, leveraging NorQuest's available resources.

N. Thornton and T. Morton exited the meeting at 5:55 p.m.

The Board recessed for dinner from 5:55-6:30 p.m.

### 3.3 Dessert with the Directors from Corporate Services and Finance

The Board and Executive team engaged in a networking activity with directors and managers from the Corporate Services and Finance until 6:53 p.m.

## **4. REPORTS**

#### 4.1 President & CEO Report

Attachments:

A. President's Written Report

C. Campbell shared a high-level overview of key activities that took place at the college over the quarter, which included enrolment improvements, partnerships and current events.

#### 4.2 Finance & Audit Committee Report

Attachments:

A. Debt ceiling

B. Appropriation of Net Assets

C. 2022-23 Consolidated Financial Statements

C. Lavin, Chair of the Finance and Audit Committee, presented a summary of the key actions and discussions from the most recent Committee meeting. Specific items that included the report were the strategic risk report, confirmation of compliance with investment limitations, approval of the internal audit plan, Office of the Auditor General progress report and the cybersecurity playbook.

The Committee put forth recommendations for the Board's approval regarding the debt ceiling, the allocation of net assets, and the consolidated financial statements. These items were then thoroughly discussed by the Board.

#### **MOTION**

THAT the Board of Governors approve a debt ceiling of 15% based on the Debt to Asset Ratio.

**Moved:** M. Schwann

**Seconded:** J. Adams

#### **DECISION**

A vote by show of hands was processed during the meeting and members voted in favour.

**ALL IN FAVOUR, MOTION CARRIED**

#### **MOTION**

THAT the Board of Governors approve the 2024-2025 Appropriation of Net Assets in the amount of \$13.8M.

**Moved:** J. Parham

**Seconded:** J. Decore

#### **DECISION**

A vote by show of hands was processed during the meeting and members voted in favour.

**ALL IN FAVOUR, MOTION CARRIED**

**MOTION**

THAT the Board of Governors approve the restricted net asset plan of \$17.4M as presented in attachment A.

**Moved:** C. Lavin

**Seconded:** J. Adams

**DECISION**

A vote by show of hands was processed during the meeting and members voted in favour.

**ALL IN FAVOUR, MOTION CARRIED**

**MOTION**

THAT the Board of Governors approve the consolidated financial statements for the fiscal year ended June 30, 2023.

**Moved:** J. Adams

**Seconded:** A. Snape

**DECISION**

A vote by show of hands was processed during the meeting and members voted in favour.

**ALL IN FAVOUR, MOTION CARRIED**

J. Cleall joined the meeting virtually at 7:21 p.m.

4.3 Governance Committee report

J. Cleall, Chair of the Governance Committee, presented an overview of the recent Committee meeting. Key points included the introduction of a new cybersecurity playbook, a summary of the board retreat, and a review of the mid-year strategy session.

The Committee questioned the necessity of the mid-year session, given the annual August Board retreat. A comprehensive discussion ensued about the relevance and value of this additional session. The Board agreed to gather feedback at the forthcoming January strategy session on January 25, 2024, to determine its future continuation.

Additionally, J. Cleall reported updates to the board attendance record, noting the removal of non-mandatory meetings from the attendance calculation as stipulated in the organization's Bylaws.

4.4 Community Engagement Committee

J. Adams, Chair of the Community Engagement Committee, gave a comprehensive update on the Committee's recent activities. Highlights included preparations for the forthcoming visit by the Minister of Advanced Education on November 1, 2023.

Additionally, J. Adams proposed organizing a Board Advocacy Lunch and Learn in January 2024. This event aims to train Board members in effectively utilizing NorQuest's key messages for advocacy purposes.

#### 4.5 Teaching and Research Continuing Care Centre (TRCCC) Committee

The Chair updated the Board on the TRCCC project, noting the delay in finalizing agreements post-conditional approval for Stage 3 Project Development. There is positive feedback from Deputy Ministers and a chance for budget inclusion by the Treasury Board.

Additionally, the NorQuest Executive's meeting with Minister Rajan Sawhney showed her interest in the project, and funding plans are being revised with potential substantial support from the Government of Alberta and a smaller contribution from NorQuest.

### **5. IN-CAMERA SESSIONS**

#### 5.1 In Camera Session with President & CEO

Attachments:

A. 2023-24 President & CEO Performance Plan and Process

The Board of Governors went in-camera with the President & CEO at 7:46 p.m.

The Chair shared the details of the below motion after the meeting to the Board Coordinator for minute purposes.

#### **MOTION**

THAT the Board of Governors approve the 2023-24 President and CEO Performance Plan.

**Moved:** A. Chrobak

**Seconded:** A. Snape

#### **DECISION**

A vote by show of hands was processed during the meeting and members voted in favour.

**ALL IN FAVOUR, MOTION CARRIED**

#### 5.2 In Camera Session without the President & CEO

The Board went into an in-camera session without the President & CEO at 8:03 p.m.

## **6. CONCLUSION**

### 6.1 Adjournment

The meeting was adjourned at 8:06 p.m.

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**Tina Naqvi-Rota**  
Meeting Chair, Interim Board Chair

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**Veronica Duarte**  
Board Coordinator