



**MINUTES**  
**OLDS COLLEGE BOARD OF GOVERNORS MEETING**

Thursday, October 28, 2021 9:00 a.m. - 3:00 p.m.  
Zoom Meeting

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As the Olds College Board of Governors we commit to the principles of  
good governance and a culture of:

**Responsible Decision-Making**

Being joyfully engaged and fully prepared for our duties  
Being unified in our support of Board decisions  
Ensuring integrity in our considerations and decisions  
Ensuring the highest level of stewardship of human and financial resources

**Visionary Governance**

Focusing on the future while learning from the past  
Seeking growth in the best interests of the College

**Diversity and Inclusiveness**

Recognizing and accepting the unique attributes and contributions of all of our stakeholder communities  
Vigorously defending legislated rights and freedoms  
Making decisions that support a culture of diversity and inclusiveness

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<b>Present:</b>		
Leona Staples, Chair	Gordon Cove	Meghan Dear
Marnie DesJardins	Anita Heuver	Donna Maxwell
Ted Menzies	David McKinnon	Paul McLauchlin
Keith Smyth	Jennifer Wood	Stuart Cullum, President
<b>Regrets:</b>	Mabel Hamilton	
<b>Administration:</b>		
Patrick Machacek	Debbie Thompson	Connie Young
<b>Recording:</b>	Heather Steckly	

**OPEN SESSION**

**1. CALL TO ORDER**

*Chair Staples called the meeting to order at 9:02 a.m.*

**1.1 REVIEW OF BOARD SELF-EVALUATION:**

**SEPTEMBER 23, 2021 BOARD OF GOVERNORS MEETING**

The Board Effectiveness Committee reviewed the results of the September self-evaluation survey and noted that only six Board members had completed it. Self-evaluation is an

important way in which the Board ensures continuous improvement in governance and it is expected that every Board member will take 5-10 minutes at the end of each meeting to complete the survey. Results will be reviewed by the Board Effectiveness Committee and presented at the beginning of the subsequent meeting.

Board members were reminded to bring the principles of the Board's governing style to the forefront as they participate in Board meetings. The questions contained within the evaluation survey can be amended. Board members were invited to provide feedback with respect to questions to the Board Effectiveness Committee as it seeks to continually improve the self-evaluation process.

**2. AGENDA**

*A MOTION was made by J. Wood to approve the agenda as presented.*

*MOTION CARRIED*

**3. DECLARATION OF CONFLICTS OF INTEREST**

The Board Chair reminded Board members that, outside of declarations of conflict of interest that occur as they relate to meeting agenda items, the College Code of Conduct policy requires written disclosure of "any real or apparent Conflict of Interest in advance of taking any action that may give rise to an actual or perceived Conflict of Interest, or immediately upon becoming aware of the potential or actual Conflict of Interest". The written declaration is to be provided to the Board Chair who reports this information during the annual Audit. If a Board member is unsure of whether a conflict exists, they should contact the Board Chair to discuss and make a determination.

Board members were asked to declare if they had any conflicts of interest relating to agenda items for the meeting and, if so, they should declare them in accordance with the Alberta Public Agencies Governance Act.

No conflicts were declared.

*A MOTION was made by A. Heuver to move the meeting in-camera.*

*MOTION CARRIED*

*A MOTION was made by T. Menzies to move the meeting out of camera.*

*MOTION CARRIED*

**RETURN TO OPEN SESSION**

**4. REVIEW OF MINUTES OF SEPTEMBER 23, 2021 REGULAR BOARD MEETING**

*A MOTION was made by D. Maxwell to adopt the minutes of the September 23, 2021 Board of Governors meeting as circulated.*

*MOTION CARRIED*

## 5. MOTIONS OUT OF CLOSED SESSION

5.1

## 6. OWNERSHIP LINKAGE

6.1 Industry Advisory Committee Presentation:

*Dave Kaiser, Hospitality and Tourism Program*

D. Kaiser presented information with respect to the Hospitality and Tourism Program and provided insight from an industry perspective with respect to Board Ends. Labour shortages at all levels presents a significant challenge for the industry as well as an opportunity for graduates. Contributions that Olds College can make include working with industry to provide large scale training, support professionalization of the industry, including extension training opportunities and consideration of internship or apprenticeship-style programming opportunities with a variety of delivery models.

## 7. BOARD EDUCATION

7.1 Apprenticeship-Style Programs - *D. Thompson*

Apprenticeship-style programming is a flagship initiative for Alberta 2030. The province has positioned this initiative as a way to build Alberta's skilled workforce, contribute to job creation and to support Alberta's economic recovery. As such, the Ministry has invited institutions to submit proposals for apprenticeship-style program development and have outlined a comprehensive set of criteria as a guide.

Olds College is developing the Agriculture Technology Sales & Support program proposal for submission by October 31, 2021. The proposal has been developed following a review of industry needs and extensive industry engagement. A number of formal letters of industry support for the program proposal have been received.

## 8. ENDS ITEMS FOR DECISION

No Ends items for decision were presented at the October 28, 2021 Board of Governors meeting.

## 9. GOVERNANCE PROCESS ITEMS FOR DECISION

9.1 Policy Revisions - Committee Terms of Reference

9.1.1 GP 6.1 Audit Committee Terms of Reference

*A MOTION was made by G. Cove that the Board of Governors approve revision to Policy GP 6.1 Audit Committee Terms of Reference as presented and attached to the minutes as Schedule "A".*

*MOTION CARRIED*

9.1.2 GP 6.2 External Relations Committee Terms of Reference

*A MOTION was made by J. Wood that the Board of Governors approve revision to Policy GP 6.2 External Relations Committee Terms of Reference as presented and attached to the Minutes as Schedule "B".*

*MOTION CARRIED*

9.1.3 GP 6.3 Board Effectiveness Committee Terms of Reference  
*A MOTION was made by M. Dear that the Board of Governors approve revision to Policy GP 6.3 Board Effectiveness Committee Terms of Reference as presented and attached to the Minutes as Schedule "C".*  
*MOTION CARRIED*

9.1.4 GP 6.4 Policy Review Committee Terms of Reference  
*A MOTION was made by P. McLaughlin that the Board of Governors approve revision to Policy GP-6.4 Policy Review Committee Terms of Reference as presented and attached to the Minutes as Schedule "D".*  
*MOTION CARRIED*

With the amendment to Policy GP 6.4 allowing the Committee latitude to make non-material, editorial changes to policy without Board approval, the Board requested that any such changes be provided to the Board as information under the Policy Review Committee report.

9.2 Routine Content Review

9.2.1 GP-12 Board Linkage with Other Organizations

9.2.2 GP-12 Routine Content Review Worksheet

*A MOTION was made by P. McLaughlin that the Board of Governors approve revision to Policy GP-12 Board Linkage with Other Organizations as presented and attached to the Minutes as Schedule 'E'.*  
*MOTION CARRIED*

**10. EXECUTIVE LIMITATIONS ITEMS FOR DECISION**

10.1 Routine Content Review

10.1.1 Policy Revision Recommendation

10.1.1.1 EL-4 Financial Condition and Activities

Proposed policy revisions include movement of Item 4 from Policy EL-12 to Policy EL-4 where it is a better fit. Additionally, Policy EL-4, Policy Statement 4 was revised in 2020 but not formalized by Board motion.

EL-4 Routine Content Review Worksheet

10.1.1.2 EL-12 Major Capital Projects

*A MOTION was made by P. McLaughlin that the Board approve revisions to Policy EL-4 Financial Condition and Activities and Policy EL-12 Major Capital Projects as presented and attached to the Minutes as Schedules "F" and "G".*

*MOTION CARRIED*

10.1.2 Policy Revision Recommendation

10.1.2.1 EL-8 Sustainability Practices

Based on discussions at the September 13, 2021 Board Workshop, the Policy Review Committee reviewed Board policies and determined that monitoring associated with Policy EL-8 is

incorporated into that provided in other policies. To eliminate redundancy, the Committee recommended deletion of Policy EL-8.

*A MOTION was made by P. McLaughlin that the Board of Governors approve deletion of Policy EL-8 Sustainability Practices.*

*MOTION CARRIED*

10.1.2 EL-14 Major Business Relationship Development

EL-14 Major Business Relationship Development Worksheet

No amendments were identified to Policy EL-14 Major Business Relationship Development.

**11. BOARD-MANAGEMENT DELEGATION ITEMS FOR DECISION**

No Board-Management Delegation items were presented for decision at the October 28, 2021 Board of Governors meeting.

**12. REQUIRED APPROVALS AGENDA**

12.1 2021 Financial Statements

12.1.1 Special Monitoring Report

*A MOTION was made by G. Cove that the Board of Governors approve the 2021 Financial Statements as presented.*

*MOTION CARRIED*

**13. MONITORING CEO PERFORMANCE**

*A MOTION was made by M. Dear that the Board record in the minutes of the October 28, 2021 meeting the results of the following motion approved by electronic vote:*

*Motion by M. Dear that the Board of Governors approve an amount up to \$7,500.00 from the 2021/22 Board of Governors budget to cover costs incurred in engaging The Governance Coach to support the process of monitoring report refinement.*

*MOTION CARRIED*

Monitoring Report Screening Checklist

13.1 Special Monitoring Report - COVID-19

*A MOTION was made by M. Dear that the Board has assessed the special monitoring report for policies relevant to the COVID-19 pandemic response and finds that it demonstrates compliance with a reasonable interpretation of the policies.*

*MOTION CARRIED*

- 13.2 EL 4 - Financial Condition and Activities
  - 13.2.1 Monitoring Report - annual and Q1 results
  - 13.2.2 Monitoring Worksheet
 

*A MOTION was made by T. Menzies that the Board has assessed the monitoring report for Policy EL-4 Financial Condition and Activities and finds that it demonstrates compliance with a reasonable interpretation of the policies.*

*MOTION CARRIED*
- 13.3 EL 6 - Compensation and Benefits
  - 13.3.1 Monitoring Report
  - 13.3.2 Monitoring Worksheet
 

*A MOTION was made by D. Maxwell that the Board has assessed the monitoring report for EL-6 and finds that it demonstrates compliance with a reasonable interpretation of the policy, except for the non-compliance with respect to Items 1 and 2.a.i which the Board acknowledges and accepts the planned dates for compliance.*

*MOTION CARRIED*
- 13.4 EL-10 Land Use
  - 13.4.1 Monitoring Report
  - 13.4.2 Monitoring Worksheet
 

*Deferred to February Board meeting pending finalization of the Campus Master Plan.*
- 13.5 EL 11 - Investments - 2021 Q1 portfolio results
  - 13.5.1 Monitoring Report
  - 13.5.2 Monitoring Worksheet
 

*Deferred to February pending Audit Committee review of financial reporting*
- 13.6 EL 14 - Major Business Relationship Development
  - 13.6.1 Monitoring Report
  - 13.6.2 Monitoring Worksheet
 

*A MOTION was made by A. Heuver that the Board has assessed the monitoring report for EL-14 and finds that it demonstrates compliance with a reasonable interpretation of the policy.*

*MOTION CARRIED*
- 13.7 EL-12 Major Capital Projects
  - 13.7.1 Ag Tech Learning Hub
 

C. Young reviewed progress to date on the Ag Tech Learning Hub Project. The project is on budget and remains on schedule. The restoration of the water tower will be complete at the end of October.
  - 13.7.2 Animal Health Education Centre
 

C. Young reviewed progress to date on the Animal Health Education Centre project. Commodity supply and logistics issues with respect to the structural steel were addressed and the structural steel has been installed.

## 14. MONITORING BOARD PERFORMANCE

### 14.1 GP-7 Advisor(s) to the Board - *A. Heuver*

#### 14.1.1 Monitoring Worksheet

A. Heuver provided a monitoring report for Policy GP-7 Advisor(s) to the Board, noting that the Board does not currently have any appointed advisor(s).

### 14.2 GP 13 Governance Succession Planning - *P. McLaughlin*

#### 14.2.1 Monitoring Worksheet

The Board utilizes a robust succession planning process supported by the work of the Board Effectiveness Committee. The Committee is working to develop a Board Skills and Competencies Matrix and process that will be an important tool for governance succession planning in the future. The Board maintains a running record of Board member terms and potential recruitment needs.

### 14.3 BMD-2 Accountability of the President - *D. Maxwell*

#### 14.3.1 Monitoring Worksheet

D. Maxwell reported Board compliance with Policy BMD-2 as evidenced by a review of 2020/21 Board minutes that do not record any instances where the Board has contravened the policy. Additionally, the Board evidences compliance through the monitoring of President Performance at each Board meeting (as outlined in Board Policy GP-3), culminating in the annual review conducted in June.

### 14.4 Audit Committee Report - *G. Cove*

#### 14.4.1 2021/22 Work Plan

*A MOTION was made by G. Cove that the Board of Governors approve the 2021/2022 Audit Committee Work Plan as presented and attached to the Minutes as Schedule "H".*

*MOTION CARRIED*

#### 14.4.2 2021 Audit Report

The Audit exit meeting was conducted on October 25, 2021. Audit results show that progress has been made, however, there is still work to be done. There are no new recommendations in the report. As the internal controls are implemented and tested, administration is confident that accuracy issues will be addressed for future financial reporting.

#### 14.4.3 Internal Controls Update

Errors and misstatements noted in the Audit report are largely the result of lack of internal controls. The College has now fully documented all of the internal controls for key risk areas. The controls are now under review to ensure that processes are in place that are congruent with the controls matrix. Upon completion of the review, the College will test the implementation to ensure readiness for audit. The goal is to have this work completed by the end of March for Auditor General review in order to remove the recommendations from future reports. Administration expressed confidence that the outstanding recommendations will be removed by this time next year.

- 14.5 Board Effectiveness Committee Report - *M. Dear*
  - 14.5.1 2021-2022 Work Plan

*A MOTION was made by M. Dear that the Board of Governors approve the 2021/2022 Board Effectiveness Committee Work Plan as presented and attached to the minutes as Schedule "I".*

*MOTION CARRIED*
  - 14.5.2 December Board Workshop

A half day Workshop is being planned for December 8, 2021. The focus of the workshop will be governance commitments contained within the CIGan Indigenous Protocol to which the College is a signatory. Details will be provided to the Board as they become available.
  - 14.5.3 Coaching Reports
    - 14.5.3.1 June 2021
    - 14.5.3.2 September 2021

The Board Effectiveness Committee reviewed the Coaching Reports from June and September. No issues were identified as requiring Board discussion.
  - 14.5.4 Board Skills and Competency Matrix – update

The Board Effectiveness Committee tasked a sub-committee to update and test the Board Skills and Competency Matrix document and processes. Upon finalization of a draft document and process, it will be presented to the Board for consideration of approval and implementation.
  - 14.5.5 New Member Orientation

The Committee noted that student representatives have not received an orientation to the Board and is recommending use of a more conversational approach. Newer Board members will be invited to lead the conversation and anyone who would like to take part is welcome to do so. Scheduling details will be provided when confirmed.
  - 14.5.6 Board Self-Evaluation Results

Board members will note that two questions on the evaluation have been updated to focus on the President monitoring process. Members were invited to provide feedback into the content and process for Board self-evaluation.
- 14.6 External Relations Committee Report - *J. Wood*
  - 14.6.1 2021-2022 Work Plan

*A MOTION was made by J. Wood that the Board of Governors approve the 2021/2022 External Relations Committee Work Plan as presented and attached to the Minutes as Schedule "J".*

*MOTION CARRIED*
  - 14.6.2 2021/22 Ownership Linkage Implementation Plan

The 2021/22 Ownership Linkage Implementation Plan outlines ownership linkage opportunities for the remainder of the Board year. Each event will be supported by a formalized agenda and will be placed into the calendar as they are finalized.

14.7 Policy Review Committee Report - *P. McLauchlin*

14.7.1 2021-2022 Work Plan

*A MOTION was made by P. McLauchlin that the Board of Governors approve the 2021/22 Policy Review Committee Work Plan as presented and attached to the Minutes as Schedule "K".*

*MOTION CARRIED*

P. McLauchlin left the meeting at 1:45 p.m.

Due to technical issues, D. Maxwell left the meeting at 1:55 p.m.

**15. INFORMATION REQUESTED BY THE BOARD**

15.1 President -*S. Cullum*

D. Thompson provided the following highlights from the written report included in the agenda package:

- Olds College launched 40 microcredentials (combined into 9 badges) in horticulture production, cannabis retail and beverage production on September 28, 2021.
- New technology is being integrated into some classroom environments to create hybrid learning options for students.
- International recruitment sessions in new markets are being conducted to attract international students to Olds College programs.

P. Machacek provided the following highlights from the written report included in the agenda package:

- Olds College Centre for Innovation hosted a webinar titled "Remediation of Contaminated Water from a Livestock Farm Using Floating Island Technology and Native Wetland Plants" on October 7, 2021 with 45 participants.
- The FCDC Strategic Plan was published and is actively being shared with stakeholders.

C. Young provided the following addition to the written report included in the agenda package:

- Business services is focusing efforts on service and support requirements across the institution.
- The team is building a framework for information sharing to support financial processes and developing a comprehensive strategy for institutional support.

15.1.1 Bill 74 - update to the Post-Secondary Learning Act- *S. Cullum*

Results of the Alberta 2030 Report require legislative changes and the amendments to the Post-Secondary Learning Act as outlined in Bill 74 is the first of the activity to adjust legislation to meet priorities. The President provided a high level summary of key changes and Board members were encouraged to review the information provided via the link included in the agenda package.

15.1.2 Campaign Update - *P. Machacek*

P. Machacek reviewed the Campaign Update included in the agenda package noting the increase in campaign solicitations since the last report. Increased campaign solicitations will be a continued focus for the Development Team.

15.2 SAOC Report - *A. Thun*

A. Thun reviewed the written report included in the agenda package.

**16. NICE TO KNOW INFORMATION**

16.1 Board Correspondence

16.1.1 Ministerial Order #55-2021 - David McKinnon

16.1.2

16.2 News

16.2.1 BASF Digital Farming Commits \$300,000 in support of HyperLayer Data Concept

16.2.2 Olds College Launches Microcredentials

**17. SELF-EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING**

**18. ADJOURNMENT**

*The meeting was declared adjourned at 2:37 p.m.*

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Audit Committee Terms of Reference	<b>Number:</b>	GP-6.1
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	September 23, 2021
		<b>Last Revised:</b>	September 23, 2021

The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to enterprise risk management, internal controls, financial reporting, and legislative compliance and facilitates communication with stakeholders, Auditor General, Board of Governors, internal auditor and Senior Administration.

### Committee Products

1. The Committee products are to support the Board's job, never to decide for the Board unless explicitly stated below.
  - 1.1 A transparent process of review and disclosure that enhances owner and stakeholder confidence in the College's financial reporting.
    - 1.1.1 Direct oversight of the Auditor General's audit, including oversight of the resolution of any disagreements between Administration and the Auditor General.
    - 1.1.2 Communication with the Auditor General of Alberta regarding audit plans, including the scope and extent of the proposed examination, and the preparation and issuance of an audit report.
    - 1.1.3 An annual report to the Board highlighting the Committee's analysis of the audited financial statements and the Auditor General's report, and any other significant information arising from their discussions with the Auditor General.
    - 1.1.4 Review of the Auditor General's attestation and report on Administration's internal controls, and discussion regarding all critical accounting policies and practices and related party transactions.
    - 1.1.5 An opinion for the Board regarding the President's response to the Auditor General's report on internal controls.

- 1.1.6 Advice to the Board regarding alternative treatments of financial information within Public Service Accounting Board Standards (PSAB) or International Financial Reporting Standards that have been discussed with Administration, ramifications of the alternative disclosures and treatments and the treatments preferred by the Auditor General.
- 1.1.7 An opinion for the Board, based on direct inspection, of compliance with policies related to risk management.
- 1.1.8 An opinion for the Board, based on direct inspection, of President compliance with the legislated requirements noted in the General Executive Constraint.
- 1.2 Current information for the Board on significant new developments in accounting principles or relevant rulings of regulatory bodies that affect the College.
- 1.3 A self-monitoring report on the appropriateness of the Board's own spending, based on criteria in the Board GP policy on Board expenses, including periodic random audit of the Board members' expense accounts.
- 1.4 Options for Board decision re: capital projects outside the President's expenditure limits as identified in Executive Limitations on finance.

### **Committee Authority**

- 2. The Committee's authority enables it to assist the Board in its work, while not interfering with Board holism.
  - 2.1 The Committee cannot change or contravene Board policies or instruct the President or any staff member, other than to request information required in the conduct of its duties.
  - 2.2 The Committee may not spend or commit organization funds, other than those specifically allocated by the Board.
  - 2.3 The Committee may use staff resource time normal for administrative support around meetings.
  - 2.4 The Committee may meet independently with the Auditor General in the absence of any members of administration.
  - 2.5 The Committee Chair has the authority to make any reasonable interpretation of this policy.

### Committee Composition and Tenure

3. The Committee's composition shall enable it to function effectively and efficiently.
  - 3.1 The Committee shall be composed of **at least** three public Board members, the Board Chair and the President.
  - 3.2 One of the public members, appointed by the Board Chair, shall serve as Committee Chair.
  - 3.3 An external accountant may be appointed as a voting member of the Committee in cases where this expertise is not available among the membership of the Board.
  - 3.3 Members shall be appointed for a one year term.

BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	External Relations Committee Terms of Reference	<b>Number:</b>	GP-6.2
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	September 23, 2021
		<b>Last Revised:</b>	September 23, 2021

The External Relations Committee assists the Board in fulfilling its ownership linkage responsibilities.

**Committee Products:**

1. The Committee products are to support the Board’s job, never to decide for the Board unless explicitly stated below.
  - 1.1 A current ownership linkage plan that enables constructive Board dialogue with owners related to Ends issues.
    - 1.1.1 A three year Ownership Linkage Plan that ensures the Board has intentional and constructive dialogue and deliberation with owners, primarily around the organization’s Ends. The three year Ownership Linkage Plan will be presented to the Board for consideration of approval annually in June.
    - 1.1.2 A detailed Ownership Linkage Plan for the next Board year provided to the Board for decision by June.
    - 1.1.3 An evaluation of the effectiveness of the current year plan by June annually, with input from the Board.
    - 1.1.3 An organized written presentation of information collected from groups within the ownership, in a format useful to the Board for Ends deliberations by May annually.

### **Committee Authority:**

2. The Committee's authority enables it to assist the Board in its work, while not interfering with Board holism.
  - 2.1 The Committee cannot change or contravene Board policies, or instruct the President or any other staff member, other than to request information required in the conduct of its duties.
  - 2.2 The Committee may not spend or commit organization funds, other than those specifically allocated by the Board. Funds to support Ownership Linkage activities will be included in the Board Operating Budget.
  - 2.3 The Committee may use staff resource time normal for administrative support around meetings, as well as administrative support included in the Board's ownership linkage plan.
  - 2.4 The Committee Chair has the authority to make any reasonable interpretation of this policy.

### **Committee Composition and Tenure:**

3. The Committee's composition shall enable it to function effectively and efficiently.
  - 3.1 The Committee shall be composed of **at least** four public Board members, ~~one of whom is~~ **which include** the **Board Chair and the** President.
  - 3.2 The Committee Chair shall be appointed by the Board Chair.
  - 3.3 Members shall be appointed for a one year term.

## BOARD OF GOVERNORS POLICY MANUAL



<b>Policy Name:</b>	Board Effectiveness Committee Terms of Reference	<b>Number:</b>	GP-6.3
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	September 23, 2021
		<b>Date Amended:</b>	September 23, 2021

The Board Effectiveness Committee assists the Board in maintaining and continually improving its governance function.

**Committee Products:**

1. The Committee products are to support the Board's job, never to decide for the Board unless explicitly stated below.
  - 1.1 Board operation consistent with the principles of the Policy Governance® system of governance.
  - 1.2 Qualified candidates for Board positions to propose to the appointing authority.
  - 1.3 Assurance that new Board members receive a thorough orientation.
  - 1.4 Continuous improvement of the Board's governance function.
  - 1.5 Assurance that Board self-evaluation is conducted in a manner consistent with Governance Process policy.
  - 1.6 A plan for Board decision regarding Board education needs and coordination of planning Board education subsequent to Board acceptance of the plan.

**Committee Authority:**

2. The Committee's authority enables it to assist the Board in its work, while not interfering with Board holism.
  - 2.1 The Committee cannot change or contravene Board policies, or instruct the President or any other staff member, other than to request information required in the conduct of its duties.

- 2.2 The Committee may not spend or commit organization funds, other than those specifically allocated by the Board.
- 2.3 The Committee may use staff resource time normal for administrative support around meetings, as well as administrative support included in the Board's education and succession plan.
- 2.4 The Committee Chair has the authority to make any reasonable interpretation of this policy.

**Committee Composition and Tenure:**

- 3. The Committee's composition shall enable it to function effectively and efficiently.
  - 3.1 The Committee shall be composed of **at least** four Board members which include the Board Chair and the President.
  - 3.2 The Board Chair will appoint the Committee Chair.
  - 3.3 Members shall be appointed for a one year term.

## BOARD OF GOVERNORS POLICY MANUAL



Policy Name:	Policy Review Committee	Number:	GP-6.4
		Date Approved:	September 23, 2021
Policy Type:	Governance Process	Date Last Reviewed:	
		Date Amended:	

The Policy Review Committee enhances the Board's effectiveness and efficiency in fulfilling its responsibility of creating and maintaining all Board policy.

#### Committee Products:

1. The Committee products are to support the Board's job, never to decide for the Board unless explicitly stated below.
  - 1.1 Policy options for the Board's consideration of any policy items that have been:
    - scheduled for a routine Board content review;
    - delegated by the Board as potentially needing amendment;
    - identified by the Board during Board discussions as potentially needing amendment; and/or
    - identified by the Policy Review Committee as potentially needing amendment.

#### Committee Authority:

2. The Committee's authority enables it to assist the Board in its work, while not interfering with Board holism.
  - 2.1 The Committee cannot change **Board policies, with the exception of non-material editorial policy amendments.**
  - 2.2 **The Committee cannot** ~~or~~ contravene Board policies, or instruct the President or any other staff member, other than to request information required in the conduct of its duties.
  - 2.3 The Committee may not spend or commit organization funds, other than those specifically allocated by the Board.

- 2.4 The Committee has authority to communicate directly with Board members and management personnel to request input and feedback for drafting new policies or policy revisions.
- 2.5 The Committee may use staff resource time consistent with the President's interpretation of a reasonable amount for administrative support around meetings.
- 2.6 The Committee Chair has the authority to make any reasonable interpretation of this policy.

**Committee Composition and Tenure:**

- 3. The Committee's composition shall enable it to function effectively and efficiently.
  - 3.1 The Committee shall be composed of **at least** four Board members which include the Board Chair and the President.
  - 3.2 The Board Chair will appoint the Committee Chair.
  - 3.3 Members shall be appointed for a one year term.

**BOARD OF GOVERNORS POLICY MANUAL**



<b>Policy Name:</b>	Board Linkage with Other Organizations	<b>Number:</b>	GP-12
		<b>Date Approved:</b>	April 26, 2018
<b>Policy Type:</b>	Governance Process	<b>Date Last Reviewed:</b>	June 24, 2021
		<b>Last Revised:</b>	

The Board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as owner representative in determining the most appropriate Ends.

1. The Board shall establish mechanisms for maintaining open communication with other organizations regarding Ends. Such mechanisms may include, but are not limited to:
  - Inviting representatives of the ~~Board's~~ **board** of those organizations to Board meetings
  - Meeting jointly with other ~~Boards~~ **boards** on occasion
  
2. For organizational memberships relevant to governance, the Board shall consider the merits of membership in other organizations annually.
  
3. Upon request for College appointments to external committees concerned with policy level issues, the Board will assess whether such representation is appropriate within the Board's stated policies and current priorities. If this assessment is positive, the Board will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be clarified for the appointee by the Board Chair and/or President.
  - 3.1. The College appointee shall provide information reports as appropriate, to be determined by the Board at the time of appointment.
  
  - 3.2. Since the appointee is representing the Board, the appointee shall be kept informed of current Board policies that might affect deliberations of the Committee in question. Any representations made on behalf of the Board shall adhere to the stated policies of the Board. Any issues requiring the statement of a new policy position on the part of the Board shall be brought to the Board for decision.

## BOARD OF GOVERNORS POLICY MANUAL



Policy Name:	Financial Condition and Activities	Number:	EL-4
		Date Approved:	April 26, 2018
Policy Type:	Executive Limitations	Date Last Reviewed:	May 28, 2020
		Last Revised:	

With respect to the actual, ongoing financial conditions and activities, the President shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Borrow funds to cover operating expenses, other than use of overdraft protection.
2. Permit operating, capital, endowment and trust funds to be unsegregated or applied for anything other than their intended purpose.
3. Use any unrestricted net assets.
4. ~~Allow a negative variance between actual results and the approved annual operating budget.~~  
**Allow a deficit.**
5. Allow tax payments or other government ordered payments or reports to be overdue or inaccurately filed.
6. Permit unrestricted net asset balances to fall below 3% of the gross budgeted operating revenues.
7. Allow the untimely payment of payroll and debts.
8. **Let the Board be unaware of any anticipated significant variance from the financial levels or any other critical elements of a major capital project.**
9. Engage in entrepreneurial activity inconsistent with contribution to the overall Ends of the College in order to generate income.
  - 9.1 Engage in entrepreneurial activities for which the full cost of the activity is not recognized.
10. Use any financial resources of the College to contribute to or pay for political fundraising events or for any political party or candidate for public office.

BOARD OF GOVERNORS POLICY MANUAL



Policy Name:	Major Capital Projects	Number:	EL-12
		Date Approved:	May 24, 2018
Policy Type:	Executive Limitations	Date Last Reviewed:	October 22, 2020
		Last Revised:	

The President shall not authorize major capital projects of \$2 million or greater.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Initiate development of a major capital project prior to submitting a monitoring report which the Board assesses as providing evidence that it would significantly improve the ability to achieve Ends, that it does not have a significant negative impact on internal or external stakeholders, that it can be developed within a reasonable timeframe.
2. Initiate financing or fundraising for a major capital project prior to submitting a monitoring report which the Board assesses as providing evidence that it will have a positive impact on student enrolment, that the operation of the new project can be absorbed in the operating budget, that it is feasible to finance and/or fundraise the amount required by final cost estimates, and that the necessary information is prepared to obtain any external approvals required related to funding, government regulation or development authority.
3. Initiate capital construction prior to submitting a monitoring report which the Board assesses as providing evidence that a plan for financing the project is in place, including the identification of all secured and projected funding sources of 100% of the funding required.
4. Let the Board be unaware of any unanticipated significant variance from the financial levels or any other critical elements of the project as described in the above monitoring reports.

*recommendation to move to EL-4 Financial Condition and Activities*



## Audit Committee

2021/2022 Work Plan

### Committee Members:

Gordon Cove, Chair

Anita Heuver

Ted Menzies

Meghan Dear

Leona Staples

Stuart Cullum

	Item	Completed
1.	Conduct the Audit Entry meeting with the Office of the Auditor General and administration to review the Audit Plan.	
2.	Conduct the Audit Exit meeting with the Office of the Auditor General and administration.	
3.	Provide an annual report to the Board highlighting analysis of the audited financial statements and the Auditor General's report.	
4.	Conduct internal controls reviews and provide a report to the Board.	
5.	Provide an opinion for the Board, based on direct inspection, of compliance with policies related to risk management.	
6.	Provide an opinion for the Board, based on direct inspection, of President compliance with legislative requirements.	
7.	Provide an opinion for the Board, based on direct inspection, of the annual budget and quarterly fiscal reporting.	
8.	Conduct an orientation session for new Committee members.	
9.	Conduct a quarterly review of Board member expense claims.	
10..	Conduct regular reviews of investments / partnerships.	



**Board Effectiveness Committee**  
2021/2022 Work Plan

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**Committee Members**

Meghan Dear, Chair  
Paul McLauchlin  
Donna Maxwell  
Marnie DesJardins  
Leona Staples  
Stuart Cullum

	Item	Completed
1.	Facilitate Board Member Appointments/Reappointments.	
2.	Develop and update the Board Skills and Competency Matrix.	
3.	Review the compiled Board Skills and Competency Matrix and determine Board needs for upcoming Board appointments.	
4.	Monitor Board Chair Performance as part of the continuous improvement process conducted February through April.	
5.	Conduct an orientation session for new Board member(s), with all Board members being asked to participate. Orientation will include: <ul style="list-style-type: none"> <li>a. duties and responsibilities of a Board member;</li> <li>b. Governance as Stewardship Policy Manual; and</li> <li>c. College administrative structure and Committee responsibilities.</li> </ul>	
6.	Provide recommendations for 2021/22 Board development Workshops.	
7.	Oversee the Board Self-Evaluation monthly and annual processes and results. Provide recommendations for Board consideration where applicable.	

Schedule "J"



## External Relations Committee

2021/2022 Work Plan

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### Committee Members:

Jennifer Wood, Chair

Mabel Hamilton

Keith Smyth

Leona Staples

Stuart Cullum

Item		Completed
1.	Update the three year Ownership Linkage Plan for Board approval	
2.	Implement the 2021/22 Ownership Linkage Plan	
3.	Develop the 2022/23 Ownership Linkage Plan for Board approval	
4.	Complete the <a href="#">Ownership Linkage Analysis Guide</a>	
5.	Present findings from Ownership Linkage activities for the Board's use during the annual Ends review	

Schedule "K"



## Policy Review Committee

2021/2022 Work Plan

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**Committee Members:**

Paul McLauchlin, Chair

Marnie DesJardins

Donna Maxwell

Leona Staples

Stuart Cullum

Item		Completed
1.	Review Routine Content Review Items prior to each Board meeting and provide policy options for Board consideration	
2.	Provide policy options for policies identified by the Board as potentially needing amendment	
3.	Review the policy manual and provide options for policy termination or refinement for Board consideration	
4.	Review the monthly Coaching Report and provide a report to the Board	