



MINUTES
OLDS COLLEGE BOARD OF GOVERNORS

May 28, 2020 @ 9:30 a.m.

Via Google Meets

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

Present:

Leona Staples, Chair
Donna Maxwell
Laurie Newsham
Marnie DesJardins

Mark Kaun
Paige Whitehead
Jennifer Wood
Gordon Cove
Bruce Brittain

Anita Heuver
Michael Frankiw
Stuart Cullum
Meghan Dear

Guest:

Administration:

Debbie Thompson, VPASE

Greg Wiens, CFO

Patrick Machacek, VPDS

Recording:

Heather Steckly

OPEN SESSION

1. CALL TO ORDER

Chair Staples called the meeting to order at 9:32 a.m.

D. Maxwell was appointed as meeting monitor.

2. AGENDA

A MOTION was made by M. Kaun to adopt the agenda.

MOTION CARRIED

3. DECLARATION OF CONFLICTS OF INTEREST

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. The following conflicts were declared:

S. Cullum – President’s contract

The recommendation for appointment of a new faculty representative effective July 2, 2020 has been provided by the Olds College Faculty Association and submitted to the Ministry. The required Ministerial Order has not been received. As such the new representative will participate only in the Open Session of the meeting.

A MOTION was made by J. Wood to enter into the Committee of the Whole.

MOTION CARRIED

A MOTION was made by G. Cove to return to Open Session.

MOTION CARRIED

RETURN TO OPEN SESSION

4. REVIEW OF MINUTES

4.1 Review of April 23, 2020 Regular Board Meeting

A MOTION was made by J. Wood to adopt the minutes of the April 23, 2020 Board of Governors meeting as circulated.

MOTION CARRIED

5. MOTIONS OUT OF CLOSED SESSION

6. OWNERSHIP LINKAGE

Industry Advisory Committee Guest: Lesley Winfield, Business Management Program
L. Winfield presented information with respect to the Business Management program and provided insight from an industry perspective with respect to Board Ends. The most significant challenges facing agriculture and related industries were identified as: technology and automation, the cost of human resource and management of HR assets and the need for soft skills and networking. Opportunities in the industry include a trend toward entrepreneurship and prospects for students graduating with accounting skills related to business or HR management. Olds College can make a contribution by addressing the challenges noted above through ongoing program development.

7. BOARD EDUCATION

7.1 COVID-19 Scenario Planning – Update

The scenario planning document provided to the Board at the April meeting was updated to reflect current understanding of the possibilities for the fall semester. The “business as usual” scenario has been removed from the planning document as this appears to be an unrealistic expectation for September. Administration reviewed updates under two scenarios: health restrictions in place into the fall with a return to normal in the winter semester and health restrictions continuing in place into 2021. Both scenarios are impactful and administration is developing mitigation strategies to address the potential risks within each scenario.

7.2 Re-Entry Plan

Planning is underway for delivery of the fall semester. The College is preparing for multiple program delivery scenarios that will accommodate the restrictions put in place by *Alberta’s Chief Medical Officer of Health* while providing students with the best possible learning experience. A re-entry task force has been struck to develop a detailed plan for Olds College prioritized by the health and safety of the campus community and guided by the following three commitments:

- Provide the best possible learning experience for students and maximize ongoing research activities
- Adopt flexible and innovative operational models while capitalizing on adaptability, innovation and efficiency
- Achieve the Growing 2025 Strategic Plan with a focus on our social purpose: Transforming Agriculture for a Better World

The re-entry is anticipated to encompass three phases:

Phase One: current COVID-19 restrictions remain in place, with limited to no on-campus instruction

Phase Two: some COVID-19 restrictions remain in place. Where feasible, program delivery will return to campus in redesigned formats that accommodate social distance and safety protocols. Due to the unique nature of Olds College programming, each program will be considered on an individual basis, using the newly developed *Olds College Academic Program Re-Entry Framework*, to determine the most appropriate learning environment for each program in this phase.

Phase Three: COVID-19 restrictions are reduced to a level where all on-campus classes resume and the campus is fully open to the public.

The Re-Entry Plan will be comprehensive and will include a plan to respond to a COVID-19 resurgence. The completed plan will be presented to the College Leadership Team for review and feedback and provided to the Executive Leadership Team for final approval by June 10, 2020.

A decision will be made on academic program delivery for the fall semester by June 15, 2020, recognizing that, as all decisions are predicated on the restrictions and directives as provided by the Chief Medical Officer, adjustments may be required.

The Ministry has recently provided COVID-19 Relaunch Guide for Post-Secondary institutions (provided as information under Item 16 below). The guide indicates that post-secondary institutions may resume in person or blended instruction as long as the restrictions outlined are adhered to. While this is possible, the guide encourages post-secondary institutions to continue to hold classes remotely and to limit in-person attendance on campus as much as possible. Because the restrictions and requirements for face-to-face instruction are arduous and comprehensive, Olds College is currently taking the approach that remote delivery, with limited exceptions where required, is the most prudent approach.

7.3 20/21 Budget

The 20/21 budget development process has been underway since February 2020. Pre-COVID, the focus was addressing in-year budget reductions, establishing a longer term fiscal framework for Olds College and achieving both the grant funding reduction and expenditure targets as delivered by the Ministry.

Component One of the process was to determine a status quo baseline budget that incorporates the grant reductions and expenditure targets. This budget achieved these targets through tactics including:

- Financial statement adjustments (removal of flow through services)
- Administration and Support Service staff reductions (largely completed in the 19/20 budget cycle)
- Cost savings achieved across the organization

The financial statement adjustments were critically important in achieving the expenditure reductions while limiting institutional

disruption. This tactic has been endorsed by the Auditor General, however, the Ministry approval is still required.

The second component of the 20/21 operating budget development process is currently underway and is focused on addressing COVID-19 impacts as they are known or can be predicted at this time. The 20/21 budget will be built on the following principles in alignment with policy EL-3 Planning:

- Ensure the long term sustainability of the College
- Developed through a transparent and consultative process
- Provide for investment in strategic initiatives (achievement of Board Ends)
- Conservative and provide a contingency for the unexpected
- Prudently manage risks
- Promote academic and service quality
- Encourage revenue generating activities with a net contribution to the College
- Managed strategically in a fluid and dynamic environment

The primary drivers of the 20/21 operating budget are identified to be:

- Domestic enrolment
- International enrolment
- Residence occupancy
- Food service delivery
- Savings in areas of spending
 - materials, supplies and services
 - travel and professional development
 - staffing levels

A sensitivity analysis has been conducted predicated on a best and worst case scenario, recognizing that the budget will be built on what is believed to be the most likely scenario in each area of identified impact and will not be purely either best or worst case.

The key assumptions for the 20/21 budget are currently identified as:

Re-entry: blended programming will begin in fall 2020 with limited on-campus delivery and full on-campus delivery will begin in January 2021.

Domestic Enrolment: 10% reduction in domestic enrolment. This is the area of highest risk and variance from the assumption will have a significant budget impact.

International Enrolment: 75% reduction in domestic enrolment.

Student Fees: with students primarily off-campus in the fall semester, fees will be adjusted downward.

The timeline for submission of the Board-approved budget together with required accountability documents, has been adjusted to June 30, 2020. The budget will be finalized on June 17 with submission for Board approval on June 25, 2020.

Staff has been impacted by COVID-19 through temporary layoffs and vacation drawdown required to mitigate in-year financial impacts. Olds College intends to bring employees back from temporary layoff where there is work to be done as it progresses to more normal operations. The College is currently evaluating ways in which COVID will impact activities and areas during the 20/21 fiscal year and it is anticipated that temporary layoffs will be extended in areas where activity and work have decreased. There may be additional impacts to staffing as a result of COVID-19.

The Board was updated with respect to the comprehensive post-secondary system review that is about to begin. The Ministry anticipates completion of the review in late fall 2020 with implementation of recommendations in 2021. Olds College is being intentional in building understanding with a focus on the leadership of the College within the system. The Board's role is to understand the challenges but also to consider the ways in which the College can continue to lead through the process of sector transformation.

8. ENDS ITEMS FOR DECISION

- 8.1 E Mega End
 - 8.1.1 Routine Content Review Worksheet
- 8.2 E-1 Learners
 - 8.2.1 Routine Content Review Worksheet
- 8.3 E-2 Qualified People
 - 8.3.1 Routine Content Review Worksheet
- 8.4 E-3 New Knowledge, Products & Technology
 - 8.4.1 Routine Content Review Worksheet
- 8.5 E-4 Alberta Leads in Agriculture
 - 8.5.1 Routine Content Review Worksheet

The annual review of the Ends policies will form part of the discussion at the May 29, 2020 Board Workshop facilitated by Jannice Moore.

9. GOVERNANCE PROCESS ITEMS FOR DECISION

9.1 GP-7 Advisor(s) to the Board

9.1.1 Routine Content Review Worksheet

The Board has utilized advisors in the past but currently has not engaged anyone in this capacity. The policy allows for the possibility of engaging advisor(s) should the Board encounter situations where this would be valuable.

9.2 BMD-5 President Compensation

9.2.1 Routine Content Review Worksheet

The policy in its current state does not reflect the realities of President Compensation options as prescribed in legislation. Revision of the policy may need to be considered.

9.3 Board Improvement Process

The results of the Board Improvement Process will be compiled and provided to the Board for consideration at the June Board meeting.

9.4 Audit Committee Report

The Audit Committee conducted the third quarter review of the investment portfolio. The portfolio was impacted by the COVID-19 market downturn, noting there has been a partial recovery since February. The Committee requested a meeting with the portfolio manager and this is anticipated to be scheduled in early fall.

The Committee identified a potential amendment to Policy EL-11. This will be brought to the Board for consideration at the June Board meeting.

9.5 External Relations Committee Report

The Committee reviewed the 19/20 Ownership Linkage Plan, noting that several of the planned ownership linkage events were unable to go forward due to COVID-19 restrictions. A review of the Analysis Guide for Ends Decisions did not result in any suggested Ends policies amendments.

9.6 Board Effectiveness Committee Report

The Board Effectiveness Committee reported completion of job contributions as outlined in Policy 6.3. The Committee is awaiting clarity around the public member recruitment process and the Board Chair will be meeting with the Minister in this regard on June 2, 2020.

As there are new members on the Board, an orientation session will be scheduled. The Committee recommended that this session be scheduled prior to the June meeting and it is hoped that the new public member will be identified prior to that. All Board members will be invited to participate in the orientation session and the orientation manual is under revision to ensure a

focus on areas of Board member performance (monitoring and ownership linkage) while avoiding information overload.

10. EXECUTIVE LIMITATIONS ITEMS FOR DECISION

10.1 EL-5 Asset Protection

10.1.1 Routine Content Review Worksheet

The Board considered whether policy amendment may be required in light of the COVID-19 pandemic. Policy EL-5 may not be the appropriate or only policy where this could be included. This will be addressed with the Governance Coach and will seek to gain information around best practice in this area.

Item 2 with respect to adequate insurance for directors and officers is particularly pertinent for Trust members. The monitoring report for Policy EL-5 will be reviewed by the President to ensure that the Board has evidence of compliance with this policy statement.

11. BOARD-MANAGEMENT DELEGATION ITEMS FOR DECISION

There were no Board-Management Delegation items presented for decision at the May 28, 2020 Board meeting.

12. REQUIRED APPROVALS AGENDA

12.1 Special Monitoring Report

12.1.1 Academic Council Minutes March 12, 2020

12.1.2 Equine Science Diploma

*A MOTION was made by A. Heuver that the Board of Governors approve the termination of the specializations /majors within the Equine Science Diploma.
MOTION CARRIED*

13. MONITORING CEO PERFORMANCE

13.1 COVID-19 Special Monitoring Report

A MOTION was made by J. Wood 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-2 Treatment of Employees & Volunteers

13.2.1 Monitoring Report

13.2.2 Monitoring Report Worksheet

A MOTION was made by D. Maxwell that the Board has assessed the monitoring report for Policy EL-2 Treatment of Employees and

Volunteers and finds that it demonstrates compliance with a reasonable interpretation of the policy.

MOTION CARRIED

- 13.3 EL-3 Planning
 - 13.3.1 Monitoring Report
 - 13.3.2 Monitoring Report Worksheet
 - ** deferred to June 25, 2020 Board of Governors meeting to align with amended Government of Alberta submission deadline*
- 13.4 EL-4 Financial Planning and Activities - Q3
 - 13.4.1 Monitoring Report
 - 13.4.2 Monitoring Report Worksheet
 - A MOTION was made by J. Wood that the Board has assessed the monitoring report for Policy EL-4 Financial Condition and Activities - quarter three report and finds that it demonstrates compliance with a reasonable interpretation of the policy.*
 - MOTION CARRIED**
- 13.5 EL-10 Land Use
 - 13.5.1 Monitoring Report
 - 13.5.2 Monitoring Report Worksheet
 - A MOTION was made by M. Kaun that the Board has assessed the monitoring report for Policy EL-10 Land Use and finds that it demonstrates compliance with a reasonable interpretation of the policy, except for the stated non-compliance with Item 1, which the Board acknowledges and accepts the planned date for compliance.*
 - MOTION CARRIED**
- 13.6 EL-11 Investments - Q3
 - 13.6.1 Monitoring Report
 - 13.6.2 Monitoring Report Worksheet
 - A MOTION was made by G. Cove that the Board has assessed the monitoring report for Policy EL-11 Investments - quarter three report and finds that it demonstrates compliance with a reasonable interpretation of the policy.*
 - MOTION CARRIED**

14. MONITORING BOARD PERFORMANCE

- 14.1 GP-11 Board Linkage with Ownership
 - 14.1.1 Monitoring Report Worksheet

The Board predominantly obtains ownership linkage information through the Industry Advisory Committee reports. Several linkage opportunities contemplated in the 2019/20 Ownership Linkage Plan were unable to go forward and these will be considered for inclusion on the 2020/21 Plan. Ownership Linkage will be an important part of the Board Workshop discussion on May 29, 2020.

- 14.2 GP-12 Board Linkage with Other Organizations
14.2.1 Monitoring Report Worksheet
COVID-19 significantly impacted compliance with this policy in this monitoring cycle. Typically the Board ensures it connects with other organizations through joint meetings with municipalities and other boards.
- 14.3 GP-13 Governance Succession Planning
14.3.1 Monitoring Report Worksheet
The Board has a process for recruitment that includes assessment and identification of the human capital criteria needed. The Board is committed to the importance and value of its governance succession process.
- 14.4 GP-14 Special Rules of Order
14.4.1 Monitoring Report Worksheet
The Board consistently evidences compliance with Policy GP-14 as evidenced in Board minutes for the monitoring period.
- 14.5 BMD-3 Delegation to President
14.5.1 Monitoring Report Worksheet
The Board is compliant with Policy BMD-3 as evidenced in Board minutes for the monitoring period.
- 14.6 BMD-4 Monitoring President Performance
14.6.1 Monitoring Report Worksheet
The Board monitors the President's performance according to the schedule included in the policy and as evidenced in Board minutes for the monitoring period.
- 14.7 BMD-5 President Compensation
14.7.1 Monitoring Report Worksheet
The Board is not compliant with this policy as it is required to provide compensation within the legislated requirements as recently amended.

15. INFORMATION REQUESTED BY THE BOARD

- 15.1 President
15.1.1 President's Report
P. Machacek provided the following highlights from the written report included in the agenda package:
- Canadian Foundation for Innovation (CFI) awarded \$946,000 to Olds College for equipment purchases and infrastructure upgrades to support the Smart Agriculture Applied Research program. This grant was received in concert with the \$2M NSERC grant reported to the Board in March and matching contributions by industry.

- Planning is underway for announcement of the Partner of the Year.
- 2020 Convocation has been postponed to be held in conjunction with 2021 Convocation in June 2021.

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

- Ag Tech curriculum development is moving forward through continued engagement of subject matter experts and the internal curriculum development team.
- Currently, we are over 90% admitted into the diploma program and just under 50% admitted into the post-diploma certificate program.
- Renovations are underway in the Learning Resource Centre and the library to provide upgraded and accessible student testing facilities.
- Two new MOU's were signed with school divisions for dual credit programming. Currently, Olds College is signatory to 20 MOU's with school divisions across the province.
- A dual credit online course offering menu, offered through the Con Ed department, is up and running. New offerings are under development in Land and Water, Horticulture, Ag Tech and Animal Health.

The President provided the following highlights from the written report included in the agenda package:

- Virtual Town Halls for the campus community have been well received with 160 – 200 participants joining.
- Presented to the Calgary Stampede Rotary with well over 100 participants engaged in a discussion around the Future of Agriculture. A similar presentation will be provided to the Olds Rotary in June.
- Participated in the Olds College Alumni Association Hall of Fame and Hall of Merit selection committee. A low number of applications for the awards were received although it was noted that there are many alumni who could be recognized in this way. Board members are encouraged to consider potential award recipients and to provide this information to the Board Secretary for inclusion in a database for future consideration.
- The postponement of Convocation will result in presentation of the honorary degree at the 2021 Convocation ceremony. The honorary degree recipient will be publically announced in June 2020.

15.1.1.1 Capital Campaign Update_- *P. Machacek*

As at May 20, 2020, 90% of the original campaign goal have been achieved. Pledge payments continue to be received against the \$3.5M outstanding pledge balance.

Development is continuing the work to align the campaign with the future goals of the College.

15.2 SAOC Report - *M. Frankiw*

Since the last report to the Board the new executive has taken office. The work of the new executive committee has included determination of goals for the upcoming year. The executive had the opportunity to meet with the Minister Nicolaides to review matters of importance in light of budget cuts. The Students' Association executive is currently engaged in scenario planning for the fall. The executive has developed a new bylaw to allow for all operational decisions to be made under a reduced executive council in anticipation of the potential for a remote environment in the fall semester.

16. NICE TO KNOW INFORMATION

16.1 Ministerial Order - Michael Frankiw and Paige Whitehead

16.2 Order in Council - Leona Staples

16.3 Order in Council - Donna Maxwell

16.4 CAAIN Projects and Financial Summary

16.5 Proposal to Raise the Pride Flag

16.6 COVID Relaunch Guide for Post-Secondary Institutions

17. SELF-EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING

D. Maxwell provided the following assessment of the meeting:

- A large amount of information was provided in the meeting which speaks to the Board's governance function and oversight capacity in ensuring ability to achieve Ends
- The Board spent the majority of the meeting in a future-focused mode, particularly as it considered COVID-19 impacts and 20/21 budget development
- The online meeting platform makes it challenging to ensure all voices are heard or have an opportunity to speak although most Board members did engage in the discussion

18. ADJOURNMENT

The meeting was declared adjourned at 3:10 p.m.