



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

Thursday, February 25, 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

**Present:**

Leona Staples, Chair  
Marnie DesJardins  
Donna Maxwell  
Paige Whitehead

Ted Menzies  
Michael Frankiw  
Gordon Cove  
Mabel Hamilton

Anita Heuver  
Stuart Cullum  
Meghan Dear

**Regrets:**

Jennifer Wood

Paul McLauchlin

Keith Smyth

**Administration:**

Debbie Thompson, VPASE

Patrick Machacek, VPDS

Greg Wiens, CFO

**Recording:**

Heather Steckly

**OPEN SESSION**

**1. CALL TO ORDER**

*Chair Staples called the meeting to order at 9:10 a.m.*

Virtual Meeting Best Practices

The Board reviewed the virtual meeting best practices document developed by the Board Effectiveness Committee. In light of the continued use of virtual meetings for the foreseeable, it is important to ensure that meetings have full Board engagement and are as productive as possible. Board members were invited to provide suggestions for inclusion in the document to M. Dear.

**2. AGENDA**

*A MOTION was made by M. Frankiw to approve the agenda as presented.*

*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. S. Cullum declared a conflict with an item on the in-camera session agenda.

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

*MOTION CARRIED*

*A MOTION was made by M. Frankiw to move the meeting out of camera.*

*MOTION CARRIED*

**RETURN TO OPEN SESSION**

**4. REVIEW OF MINUTES**

**4.1 REVIEW OF MINUTES OF DECEMBER 10, 2020 REGULAR BOARD MEETING**

*A MOTION was made by M. Hamilton to adopt the minutes of the December 10, 2020 Board of Governors meeting as circulated.*

*MOTION CARRIED*

**5. MOTIONS OUT OF CLOSED SESSION**

**5.1 President's Contract**

*A MOTION was made by T. Menzies that the Board of Governors approve the President Contract as presented for submission to the Ministry of Advanced Education for consideration of approval.*

*MOTION CARRIED*

*A MOTION was made by M. Dear that the Board approve immediate payment of the prorated 2020 Supplemental Retirement Plan payment.*

*MOTION CARRIED*

**5.2 Honorary Degree**

*A MOTION was made by D. Maxwell that the Board of Governors support the recommendation of the Executive Leadership and approve the recipient of the 2021 Honorary Degree as presented and further that this information be embargoed until publicly announced in conjunction with the 2021 Convocation Ceremony.*

*MOTION CARRIED*

## **6. OWNERSHIP LINKAGE**

- 6.1 Industry Advisory Committee Guest: Chad Lausen, Farrier Science Program
- C. Lausen presented information with respect to the Farrier Science Program and provided insight from an industry perspective with respect to Board Ends. A challenge and opportunity exist for agriculture and related industries as young people entering the sector often do not have direct agriculture experience. The College can contribute by attracting both rural and urban students to agriculture-related education and providing quality, experienced graduates for the sector. Hands-on education and apprenticeship-model programming will allow Olds College programming to stand out in the post-secondary landscape.

## **7. BOARD EDUCATION**

- 7.1 OCCI Presentation - *J. Agnew*
- Dr. Joy Agnew provided an overview of Olds College research activities, noting significant growth over the past two years. Applied research remains focused on industry connectivity via groups such as the Producer Panel that provides insights into questions and problems to be solved to ensure that Olds College stays focused on what is needed by primary producers in the near term as well as for the future.

The Olds College Centre for Innovation exists to enhance innovation in agriculture and agri-food through research sectors such as livestock, crop and turf, environmental stewardship, smart agriculture and crop breeding and variety development. Learning Enterprises are focused on the future industry through the numerous assets of the Olds College Smart Farm.

Projects undertaken by OCCI must have practical outcomes, result in the advancement of a technology, product or process, answers an industry partner's need or question and results can be presented in a way that is directly applicable for the agriculture industry. OCCI ensures that it is meeting the needs of producers and industry through industry advisory boards with cross-sector representation, membership on the RDAR advisory committee and connection with Alberta producer groups. The Olds College Smart Ag Producer Panel helps to ensure alignment with the present and future needs of the agriculture industry. All efforts are focused toward achieving the Olds College Social Purpose: Transforming agriculture for a better world.

## **8. ENDS ITEMS FOR DECISION**

No Ends items were presented for decision at the February 25, 2021 Board of Governors meeting.

**9. GOVERNANCE PROCESS ITEMS FOR DECISION**

9.1 GP-2 Board Job Contributions

9.1.1 Routine Content Review Worksheet

No policy content amendments were identified.

9.2 Board Bylaws - second and third reading

*A MOTION was made by M. Frankiw that the Board of Governors approve second and third readings of the Board Bylaws as presented.*

*MOTION CARRIED*

**10. EXECUTIVE LIMITATIONS ITEMS FOR DECISION**

10.1 Routine Content Review

10.1.1 EL-9 Organizational Culture

10.1.1.1 Draft Policy Revision

The Board considered the proposed policy revision arising out of the Campus Alberta Quality Council institutional readiness site visit recommendations. The revision will support Olds College as a degree granting institution.

*A MOTION was made by T. Menzies that the Board of Governors approve revision to Policy EL-9 Organizational Culture as presented.*

*MOTION CARRIED*

10.1.2 EL-10 Land Use

10.1.2.1 Routine Content Review Worksheet

No policy content amendments were identified.

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

No Board-Management Delegation items were presented for decision at the February 25, 2021 Board of Governors meeting.

**12. REQUIRED APPROVALS AGENDA**

12.1 Tuition Fee Review

12.1.1 Special Monitoring Report

D. Thompson provided background information with respect to the process utilized by administration to arrive at the recommendations before the Board for approval. Institutions are required to submit approved tuition and mandatory non-instructional fee rates to the province annually. An increase of 7% was applied equally across all programs in 20/21 which was the first year of a three year window for tuition increases. In this the second year, the recommendation is to take advantage of the ability to increase tuition by 7% overall but to apply the increases differentially across programs based on the following criteria:

- Institutional financial implications
- Program demand

- Institutional competitiveness
- Student affordability

Additionally, administration is recommending that the international tuition multiplier remain unchanged and that mandatory non-instructional fees be increased by 7.2%

The Board acknowledged the comprehensive analysis conducted to arrive at the recommendations and support for the recommendations, noting that the Board acknowledges the potential impact to students who have difficulty in affording post-secondary education.

*A MOTION was made by G. Cove that the Board of Governors approve the recommended increase to tuition applied differentially across programs, international tuition multiplier and increase to mandatory non-instructional fees as presented.*

*MOTION CARRIED (M. Frankiw and P. Whitehead abstained)*

### **13. MONITORING CEO PERFORMANCE**

#### 13.1 COVID Special Monitoring Report

*A MOTION was made by A. Heuver 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 - Q2

##### 13.2.1 Monitoring Report

##### 13.2.2 Monitoring Worksheet

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

*MOTION CARRIED*

#### 13.3 EL-8 Sustainability Practices

##### 13.3.1 Monitoring Report

##### 13.3.1.1 Campus Master Plan Update

The Campus Master Plan is an area of non-compliance on the EL-8 Sustainability Practices monitoring report. The development process is well underway with significant internal and external stakeholder engagement guided by the consulting firm. The planned date for completion is June 2021.

##### 13.3.2 Monitoring Worksheet

*A MOTION was made by T. Menzies that the Board of Governors has assessed the monitoring report for Policy EL-8 Sustainability Practices and finds that it demonstrates compliance with a reasonable interpretation of the policy, except for the stated non-compliance with Item 2 and item 3.c.3 which the Board acknowledges and accepts the planned date for compliance.*

*MOTION CARRIED*

- 13.4 EL-11 Investments - Q2
  - 13.4.1 Monitoring Report
  - 13.4.2 Monitoring Worksheet

*A MOTION was made by D. Maxwell that the Board of Governors has assessed the monitoring report for Policy EL-11 Investments and finds that it demonstrates compliance with a reasonable interpretation of the policy except for the stated non-compliance with item 3 which the Board acknowledges and accepts the planned date for compliance.*

*MOTION CARRIED*

- 13.5 EL-12 Major Capital Project Updates
  - 13.5.1 Ag Tech Learning Hub Dashboard
  - 13.5.2 Animal Health Education Centre Dashboard

Pursuant to policy statement 4, the Board acknowledged the major capital project dashboards which confirm that both projects are on track with respect to the critical elements of budget, schedule, scope and communication.

#### **14. MONITORING BOARD PERFORMANCE**

- 14.1 GP-7 - Advisors to the Board - *M. Frankiw*
  - 14.1.1 Monitoring Worksheet

The policy allows the Board to engage advisor(s) in order to avail itself of the expertise of subject matter experts to ensure that the work of the Board is appropriately supported. The Board currently has not engaged anyone in this capacity.

- 14.2 GP-8 Board and Committee Expenses - *M. DesJardins*
  - 14.2.1 Monitoring Worksheet

The purpose of the policy is to maintain an accurate and timely expense record for Board activities over the course of the year for budget monitoring. The Board is in compliance with the policy as stated as demonstrated by quarterly budget to actuals reporting and quarterly review of Board member expenses. It was noted that the policy lacks clarity as it does not outline how members are expected to claim for multiple meetings on the same day nor does it indicate how and when Board members are expected to submit forms.

- 14.3 BMD-1 Unity of Control - *M. Hamilton*
- 14.3.1 Monitoring Worksheet
- The Board demonstrates compliance with the policy by ensuring that instructions to the President are in all cases supported by a Board motion. Board members and committees are welcome to request information, noting that such requests will be balanced against the time and cost required to provide it.
- 14.4 Coaching Reports
- 14.4.1 October 2020
- 14.4.2 December 2020
- The Board reviewed the Coaching Reports for October and December, noting that there are a number of observations and recommendations provided for consideration / action. The Board Effectiveness Committee was tasked with reviewing the reports and providing recommendations to the Board for consideration at the March Board of Governors meeting.
- 14.5 GP 10 - Investment in Governance, Item 3.1 Quarterly Review
- 14.6.1 2020/2021 Board Budget vs. Actual Results - December 31, 2020
- The Board reviewed the budget to actual results for period ending December 31, 2020. The Board has utilized 10% of budget, noting that in a typical year the bulk of Board expense is incurred in the second half of the Board year. Virtual meetings have curtailed meeting and travel expenses significantly.
- 14.6 CICan Conference - request for expressions of interest in attending
- The CIGan Conference will be held virtually at a reduced cost this year with no travel costs for attendees. Board members interested in participating are asked to advise the Board Secretary by March 17, 2021.
- A MOTION was made by A. Heuver that the Board of Governors approve registration and expenses for all interested Board members to attend the CIGan Conference virtually on April 26 - 28, 2021.*
- MOTION CARRIED*
- 14.7 Governance Coaching Contract Renewal - *L. Staples*
- The Governance Coaching Contract is up for renewal on March 31, 2021. The Board agreed that the coaching service is valuable and it is incumbent on the Board to communicate what is needed to the Coach. It is important that the Board make the best use of this service in order to ensure that the dollars are well spent. It was agreed that the coaching service keeps the Board accountable and aligned with policy governance principles. The Board Effectiveness Committee will consider how to make the most effective use of the coaching service and will provide a recommendation for Board consideration of approval at the March Board of Governors meeting.

14.8 Board Effectiveness Committee Report - *M. Dear*

14.8.1 Board Improvement Process Timeline

14.8.2 Board Improvement Forms

14.8.2.1 Board Self-Assessment Guide

14.8.2.2 Self-Appraisal Guide for Individual Board Members

14.8.2.3 Board Peer Review

14.8.2.4 Board Chair Assessment

14.8.2.5 Governance Action Plan

The documents provided in the agenda package reflect the past board improvement practice which is scheduled to start at the February meeting and conclude at the May meeting. The Board Effectiveness Committee recognized that the Board has not been strong in providing fulsome responses through the current paper-based process. For ease of access, completion and compilation the Committee is recommending that the Board pilot an electronic process this year. The electronic forms will be provided to Board members in the near future with a challenge to spend some thoughtfulness on the evaluation and provide meaningful feedback that will help the Board and Board members improve.

14.8.3 Board Education

The Board Effectiveness Committee considered Board needs and interests for the Board workshop scheduled in May 2021. The Committee is proposing a full day workshop with half of the time devoted to Financial Literacy Training and half of the time devoted to an interactive session around persuasion. Details will be finalized and provided to Board members as soon as possible..

14.9 Audit Committee Report - *A. Heuver*

14.9.1 Financial Update

14.9.1.1 Budget to Actuals Report and Forecast

Overall the College is tracking slightly below budget, however, there are several areas of fiscal risk that are monitored closely. The second quarter forecast indicates achieving a small surplus. The third quarter forecast will provide greater clarity and will be completed for the May Board meeting.

14.9.1.2 Board Member Expenses Report - quarter two

Board member expenses were reviewed and are in order. Board members were reminded to submit honoraria and expense claims in a timely manner.

- 14.9.2 Implementation of Auditor General Recommendations – update  
Progress is being made toward addressing the matters raised in the 2020 Audit. Administration has met with the Auditor General’s office to set expectations and timelines for the 2021 audit process. The Audit Committee continues to meet monthly to review progress toward achievement of an improved audit result.
- 14.9.3 Internal Controls and Process Improvement – update  
The internal controls and process improvement work is ongoing and forms a large body of work that will address the recommendations arising out of the 2020 audit.
- 14.9.4 Enterprise Risk Management - Q2 Review
- 14.9.4.1 Consolidated Risk Register
- 14.9.4.2 Enterprise Risk Management Report  
Risks identified are trending flat with no new risks identified in the second quarter report.

## 15. INFORMATION REQUESTED BY THE BOARD

### 15.1 President -S. Cullum

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

- Dr. Joy Agnew was recognized as one of the top 50 most influential people in Canadian Agriculture.
- Olds College led 4 nominations for the Canadian Western Agribition initiative and several Olds College alumni and neighbors were also recognized

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

- The Field Crop Development Crop (FCDC) officially transferred to Olds College as of January 1, 2021. The College is currently conducting a review of the program to ensure that it is truly adding value to the breeding space in Alberta and Western Canada.
- Olds College was recognized as one of Canada’s top 50 Research Colleges according to Research Infosource Inc. Moving up 10 spots on the list this year, Olds College is one of five Alberta colleges that made the national list.
- Several funding commitments are pending public announcement.
- The “Celebration of Ag” virtual event will be held on April 9, 2021. Board members are encouraged to participate and to share the invitation within their networks as there is no cap on the number of attendees.

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

- The Campus Alberta Quality Council (CAQC) site visit was very positive. A number of conditions, recommendations and suggestions were provided in the final report and

are being addressed. The overall recommendation was that “Olds College has demonstrated the capacity to deliver and sustain baccalaureate programming.” In terms of next steps, the administrative team will meet with the CAQC board to answer questions and provide additional information as needed, anticipating that the College will then move to the next steps in the process.

- Enrolments are trending positively with a 7% increase in applications year over year and deposits up by 14%. For 20/21, enrolment is estimates to be 6.8% above spring projections.
- While continuing education has seen a decrease in industry training, online participation has increased by 37%.

15.1.1 Capital Campaign Update - *P. Machacek*

As at February 25, 2021, total funds raised are \$64M against the campaign goal of \$40M set several years ago. The Development team is working to evaluate the “Growing” campaign and will come forward with a new campaign target that is effectively aligned with the Strategic Plan.

15.1.2 EL-7 Communication and Support to the Board

15.1.2.1 Equity Investment

Pursuant to Policy EL-7 Communication and Support to the Board, the board was made aware that Olds College has been provided with an opportunity to take stock options in a company that we are working with. The College is not taking equity at this time but will have an opportunity to do so in the future. The President has directed that policy be developed to determine how the institution will complete the due diligence necessary to make decisions on these opportunities. A decision will need to be made in a year and no decisions will be made until the policy work is complete.

15.2 SAOC Report\_ - *M. Frankiw*

M. Frankiw provided the following highlights from the written report included in the agenda package:

- The executive engaged in the tuition and fee consultation process, including providing recommendations to ensure that the consultative process flows smoothly
- Student mental health continues to be a focus for the student executive team
- The nomination process for student executive positions has concluded and the election will be held virtually on March 8 and 9. The new executive will be in place by April 1, 2021

**16. NICE TO KNOW INFORMATION**

16.1 Board Correspondence

16.1.1

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

Board members reviewed the online evaluation responses. No items of concern were identified.

**18. ADJOURNMENT**

*The meeting was declared adjourned at 3:00 p.m.*