



**MINUTES**  
**OLDS COLLEGE BOARD OF GOVERNORS MEETING**  
Thursday, March 28, 2019: 12:00 p.m. - 4:30 p.m.  
DMP Main Boardroom

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**Present:**

Leona Staples, Chair  
Donna Maxwell  
Olivia Jasmin  
Jennifer Wood

Meghan Dear  
Gordon Cove  
Laurie Newsham  
Randy Butler  
Mark Kaun

Anita Heuver  
Laura McKinnon  
Stuart Cullum

**Regrets:**

**Administration:**

Debbie Thompson, VPASE

Patrick Machacek, VPDS

Mustansar Nadeem, VPCS / CFO

**Recording:**

Heather Steckly

**OPEN SESSION**

**1. CALL TO ORDER**

*Chair Staples called the meeting to order at 12:50 p.m.*

*G. Cove was appointed as meeting monitor.*

**2. AGENDA**

*A MOTION was made by L. Newsham 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. J. Wood declared a conflict with respect to an item on the Committee of the Whole agenda.

*A MOTION was made by M. Dear to enter into Committee of the Whole.*

*MOTION CARRIED*

*A MOTION was made by D. Maxwell to return to Open Session.*

*MOTION CARRIED*

## RETURN TO OPEN SESSION

### 4. REVIEW OF MINUTES OF FEBRUARY 28, 2019 REGULAR BOARD MEETING

*A MOTION was made by J. Wood to adopt the minutes of the February 28, 2019 Board of Governors meeting as circulated.*

*MOTION CARRIED*

### 5. MOTIONS OUT OF CLOSED SESSION

5.1

### 6. OWNERSHIP LINKAGE

**1:00 p.m.** Industry Advisory Committee Guest: Shelley Zucht-Shorter, Hospitality and Tourism Program

S. Zucht-Shorter presented a report from the Industry Advisory Committee for the Hospitality and Tourism program. A customer-service attitude, coupled with technical ability, cultural sensitivity and excellent communication skills will position our graduates for success in the industry. Major challenges for the hospitality and tourism industry include staff shortages / skilled workforce, attracting consumer spending in an uncertain economic and political environment and shifting consumer demands as a result of new demographic/psychographics of travelers. Olds College is positioned to address these challenges as it remains flexible and nimble, continues to provide a skilled workforce and by teaching entrepreneurship and business opportunity identification and development. Olds College is uniquely positioned to promote to the world that Alberta leads in agriculture by taking advantage of the current trends in agri-tourism.

### 7. BOARD EDUCATION

Roles and Mandate Review - *S. Cullum*

The Ministry of Advanced Education has put forward a framework and guiding principles for the review of the Roles and Mandates documentation for post-secondary institutions. The framework is built on key policy directions as informed by two pieces of legislation: *The Post-Secondary Learning Act* and the *Alberta Public Agencies Governance Act*. The Ministry has provided a template for use in developing a refined Mandate Statement. A draft mandate statement will be presented to the Board for feedback and, ultimately, for approval to submit to the Ministry.

### 8. ENDS POLICY REVIEW - ITEMS FOR DECISION

There were no Ends Policy Review items presented for decision at the March 28, 2019 Board of Governors meeting.

## 9. GOVERNANCE PROCESS POLICY REVIEW - ITEMS FOR DECISION

### 9.1 Routine Content Review

With respect to the process for Routine Content Reviews, in future a Board member will be assigned to the policy under review and tasked with leading the discussion at the Board meeting. All Board members were reminded that they must be prepared to contribute to Routine Content Review discussions.

#### 9.1.1 GP-5 Board Committee Principles

##### 9.1.1.1 Routine Content Review Worksheet

The purpose of this policy is to govern the way in which the Board establishes committees and their function. The Board agreed that the current Board Committee structure is appropriate and that the Committees are functioning in accordance with policy governance principles. It is important that Committees be reminded that they must assist the Board through preparation of policy alternatives and implications for Board deliberation. No amendments to Policy GP-5 were suggested.

#### 9.1.2 GP-9 Code of Conduct - *existing policy*

##### GP-9 Code of Conduct - *proposed amendment*

##### 9.1.2.1 Routine Content Review Worksheet

Board Code of Conduct policy must be in accordance with administrative Policy A25 as approved by the Ethics Commissioner. Board members expressed concern about the Code of Conduct in its entirety being embedded within Board policy. The requirements of the Ethics Commissioner in this regard will be clarified and brought to the Board at the April Board meeting.

### 9.2 Coaching Report - February 2019

The Board reviewed the Coaching Report arising out of the February 28, 2019 Board meeting. The importance of the Industry Advisory Committee report including future-focused information to be utilized for Ends work was noted. The motions out of closed session at the February meeting were recognized as “required approvals”, however, it is the desire of the Board to keep the motions where they are in the agenda for continuity. They will be treated in accordance with Required Approvals. Input with respect to the Monitoring Reports has been captured and will be utilized to amend the reports in the future.

9.2.1 Renewal of Coaching Agreement

The Board affirmed the value that Governance Coaching has provided over the past several months particularly in development of President monitoring reports.

*A MOTION was made by G. Cove that the Coaching Agreement with The Governance Coach be renewed for a one year period to end April 2020.*

*MOTION CARRIED*

9.3 CIGan Conference Attendees

Four Board members expressed an interest in attending the CIGan Conference. L. Newsham and L. Staples will attend the 2019 CIGan Conference on behalf of the Board. Interested Board members are encouraged to keep this conference in mind for 2020.

9.4 Governance for Impact Conference

As indicated in the February Coaching Report, the Govern for Impact Conference has been recommended for consideration. The Board agreed that it would be valuable for the Board Secretary to attend the conference in Quebec City June 20-22, 2019.

*A MOTION was made by R. Butler that the Board approve Board Secretary attendance at the Govern for Impact Conference and that registration and travel expenses be covered from the Board operating budget.*

*MOTION CARRIED*

**10. EXECUTIVE LIMITATIONS POLICY REVIEW - ITEMS FOR DECISION**

10.1 Routine Content Review

10.1.1 EL-3 Planning

10.1.2 Routine Content Review Worksheet

The purpose of this policy is to monitor financial planning for the organization. This year the Policy was monitored in February. In order for the Policy to be future-focused, it would be more appropriate to monitor it concurrent with approval of the operating and capital budgets. Therefore, the timing of the monitoring report will be amended to the May Board meeting. No further amendments were suggested.

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

11.1 Routine Content Review

11.1.1 BMD--4 Monitoring President Performance

11.1.2 Routine Content Review Worksheet

The Board affirmed the importance of monitoring President performance, focusing on the “reasonableness” of the President’s interpretation of each policy statement. The formal evaluation of the President will be held in June of each year and will be based on the cumulated data from all monitoring reports presented to the Board. No amendments to the policy were suggested.

**12. REQUIRED APPROVALS AGENDA**

12.1 Academic Council Minutes - *for information only*

The Academic Council Minutes were provided for information only. No Required Approvals were included in the March 28, 2019 Board of Governors meeting agenda.

**13. MONITORING CEO PERFORMANCE**

13.1 EL-1 Treatment of Students & Public

13.1.1 Monitoring Report

13.1.2 Monitoring Worksheet

*A MOTION was made by D. Maxwell that the Board has assessed the monitoring report for Policy EL-1 Treatment of Students and Public and finds that it demonstrates compliance with a reasonable interpretation of the policy.*

*MOTION CARRIED*

13.2 EL-9 Organizational Culture

13.2.1 Monitoring Report

13.2.2 Monitoring Worksheet

*A MOTION was made by A. Heuver that the Board has assessed the monitoring report for Policy EL-9 Organizational Culture and finds that it demonstrates compliance with a reasonable interpretation of the policy, except for the stated non-compliance with items 1b and 3b-f, which the Board acknowledges and accepts the planned date for compliance.*

*MOTION CARRIED*

**14. MONITORING BOARD PERFORMANCE**

14.1 GP-9 Board Code of Conduct

14.1.1 Monitoring Worksheet

Board members are fully aware of the Code of Conduct. The Chair affirmed that no Policy violations had been identified over the past Board year. Board members were reminded to be vigilant in assessing real or perceived conflicts of interest and to bring them to the attention of the Board Chair. When the Code of Conduct policy, approved by the Board in February 2019, is fully implemented, this policy will be monitored through annual Board member sign off.

14.2 GP-10 Investment in Governance

14.2.1 Monitoring Worksheet

The Board of Governors' operating budget provides \$20,000 for Board development. These funds allowed the Board to conduct the following development activities in 2018/2019:

- Three professional development workshops
- Two Board members will attend the 2019 CIG Conference and participate in the "governance stream" sessions

- The Board Secretary will attend the 2019 Govern for Impact Conference
- 14.3 BMD-2 Accountability of the President

14.3.1 Monitoring Worksheet

A review of 2018/2019 Board minutes confirm compliance with this Policy. Additionally, Board self-assessment forms submitted at the March meeting confirm that each Board member is acting in accordance with the Policy.

**15. INFORMATION REQUESTED BY THE BOARD**

15.1 President - *S. Cullum*

15.1.1 Calendar of Events

The President highlighted the following upcoming events and encouraged Board members to be in attendance:

- The 2019 Homestead Feast will be held on April 12, 2019 beginning at 5:00 p.m. Board members are encouraged to purchase tickets online and support this important fundraising event.
- 2019 Convocation will be held on June 1, 2019.

The 2019/2020 Calendar of Events will be presented for Board approval at the May Board meeting.

15.1.2 President's Report

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

- Vice President Development and Strategy
  - OCCI has secured a grant from Canadian Agricultural Partnerships.
  - Completed the recruitment process for the Manager of the Technology Access Centre. The successful candidate will begin at Olds College on April 15, 2019.
  - Convened the Smart Ag Strategic Engagement Group on February 27, 2019 with 26 guests in attendance.
  - FCC Gift Announcement is scheduled for April 25, 2019 celebrating their investment in support of the Olds College Smart Farm.
- Vice President Academic and Student Experience
  - John Deere Technician and Case New Holland Technician Training Programs have begun for the month of March.
  - The Paper Dress Competition was held on March 23, 2019 and is an important student recruitment event.
  - Application rates are consistent year over year, however, it is important to note that admits and paid deposits are up by 8% and 10% respectively. This is an important recruitment metric and an area of focus for Olds College.
  - A second year Olds College horticulture student won the design competition for the Humboldt Memorial Park.

- Vice President Corporate Services
  - FCC has accepted a three year proposal to deliver agriculture training to their marketing group. This is an endorsement of the way Olds College is viewed as an agricultural institution.
  - The due diligence process has been completed with respect to renewal of utility contracts. The goal is to issue an RFP to secure the best possible utility rates for the College.
- President
  - Attended the DOT demo. Approximately 200 producers were in attendance and the event provided an opportunity to network and share the Olds College Smart Ag initiatives.
  - Attended the CCAA Women’s Basketball National Championships where the Olds College Broncos Women’s Basketball team won the gold medal.
  - Met with and presented at the Careers: The Next Generation meetings held at Olds College.

15.2 SAOC Report - *L. McKinnon*

L. McKinnon provided the SAOC report to the Board. The appointment request for two new student representatives has been submitted to the Ministry. The new members will join the current representatives at the April Board meeting.

15.3 OCFA Report - *K. Smyth*

K. Smyth presented the OCFA report, focusing on the most recent ACIFA Survey results. As in the past, the Olds College participation rate is above the provincial average. The survey indicates the OCFA perception of the overall health of the institution and the results for this year’s survey were positive.

15.4 AUPE Report

No AUPE Report was provided for the March 28, 2019 Board of Governors meeting.

**16. NICE TO KNOW INFORMATION**

16.1 Correspondence

16.1.1 Ministry of Advanced Education - approval of Agriculture Technology Post Diploma Certificate

16.1.2 Ministry of Advanced Education - Capital Maintenance and Renewal Grant

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

17.1 Board Meeting Self-Evaluation

The Board meeting was managed efficiently with decisions made collectively following discussion with a broad base of input. The Board recognized the challenge of taking a proactive, future-focused focus and this will continue to be an area for improvement.

**18. ADJOURNMENT**

*The meeting was declared adjourned at 4:40 p.m.*