



MINUTES
OLDS COLLEGE BOARD OF GOVERNORS MEETING

Thursday, October 24, 2019 11:00 a.m. - 4:30 p.m.
Duncan Marshall Place Main Boardroom

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
Meghan Dear

Mark Kaun
Jeffrey Bengtson
Jennifer Wood
Marnie DesJardins

Anita Heuver
Angela White
Stuart Cullum
Gordon Cove

Regrets:

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 11:00 a.m.

G. Cove was appointed as meeting monitor.

2. AGENDA

A MOTION was made by J. Wood to adopt 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 respect to an item on the Closed Session agenda.

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

MOTION CARRIED

A MOTION was made by A. Heuver to return to Open Session.

MOTION CARRIED

RETURN TO OPEN SESSION

4. REVIEW OF MINUTES OF SEPTEMBER 30, 2019 REGULAR BOARD MEETING

A MOTION was made by L. Newsham to adopt the minutes of the September 30, 2019 Board of Governors meeting as circulated.

MOTION CARRIED

5. MOTIONS OUT OF CLOSED SESSION

5.1 White Paper

A MOTION was made by D. Maxwell that the Board proceed with development of a White Paper that instructs the Board with respect to the current and potential impact and positioning of Olds College within Alberta's Post-Secondary Landscape and that the cost to engage an external party in this endeavour be covered through the Board of Governors budget.

MOTION CARRIED

12:45 Board of Governors Photograph

6. OWNERSHIP LINKAGE

6.1 Industry Presentation: Darcy Spady, representing the Land and Water Resources Reclamation and Remediation Program

Darcy Spady presented information with respect to the Land and Water Resources Reclamation and Remediation Program and provided insight from an industry perspective with respect to the Board Ends. Three significant challenges were identified for the agriculture sector: technology, eating habits of western countries and the tension between organic farming and the increased need for cheap, plentiful food, noting the need for the energy and agriculture sectors to work in partnership to address the challenges facing both. Olds College can make an important contribution by ensuring that graduates have a high level of professionalism, continuing to focus on practical experience and pragmatism and integration of technology into programs.

Feedback received will be captured on the Ends Analysis document for Board use in the context of the annual Ends Policies review.

7. BOARD EDUCATION

7.1 Government of Alberta Budget – *S. Cullum*

The provincial budget will be delivered at 3:15 p.m. followed by a call with Board Chairs and Presidents at 4:15 p.m. Each institution President will receive a call later in the day/evening to discuss institution-specific budget impacts. While the provincial budget is unknown, Olds College is in a strong position to address the challenges that lie ahead. The Board will convene via teleconference at 8:45 a.m. on October 25, 2019 to receive an update on the budget as it relates specifically to Olds College.

8. ENDS ITEMS FOR DECISION

No Ends items were presented for decision at the Board meeting.

9. GOVERNANCE PROCESS ITEMS FOR DECISION

9.1 Routine Content Review

9.1.1 GP-1 Governing Style

9.1.2 Routine Content Review Worksheet

No amendments to Policy GP-1 Governing Style were suggested.

9.2 Audit Committee Report

The Olds College financial statements are not finalized due to three outstanding matters: environmental liability, treatment of the write off of the Trust investment and treatment of land held for resale in the statements. The matters are nearing resolution and it is anticipated that the exit meeting will be rescheduled to a mid-November date.

The Committee considered the matter of internal controls and the prudence of conducting an external audit of the control environment while being cognizant of resource constraints. Administration has been instructed to explore the potential of collaboration with other PSI's to facilitate an audit process and to provide an Action Plan for implementation of this approach by the December 4 Audit Committee meeting.

Enterprise risk oversight remains a priority of the Audit Committee. Reporting is evolving to ensure that the Committee and the Board have an appropriate level of information.

10. EXECUTIVE LIMITATIONS ITEMS FOR DECISION

10.1 Routine Content Review

10.1.1 EL-12 Major Capital Projects

Routine Content Review Worksheet

No amendments to Policy EL-12 Major Capital Projects were suggested.

- 10.1.2 EL-13 Major Co-Investment Partnership Development
Routine Content Review Worksheet
No amendments to Policy EL-13 Major Co-Investment Partnership Development were suggested.

11. BOARD-MANAGEMENT DELEGATION ITEMS FOR DECISION

No Board-Management Delegation items were presented for decision at the Board meeting.

12. REQUIRED APPROVALS AGENDA

12.1 Freedom of Expression Policy

Special Monitoring Report

The Board reviewed the draft Freedom of Expression Statement, developed in collaboration with PSI's across the sector. Sentence two of the third paragraph will be amended to read "It is not the role of the college ...".

A MOTION was made by J. Bengtson that the Board approve the Freedom of Expression Policy as amended.

MOTION CARRIED

13. MONITORING CEO PERFORMANCE

13.1 EL 4 - Financial Condition and Activities (deferred to the December Board meeting pending approval of 2018/19 financial statements)

13.1.1 Monitoring Report - annual and Q1 results

13.1.2 Monitoring Worksheet

13.2 EL 6 - Compensation and Benefits

13.2.1 Monitoring Report

13.2.2 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 stated compliance to be verified with respect to the Policy Statement, Items d, 2.a.i and 3.d for which the Board acknowledges and accepts the planned date for compliance.

MOTION CARRIED

13.3 EL 11 - Investments - Q1 results - deferred to the December Board meeting pending receipt of the first quarter portfolio report from the portfolio manager.

13.3.1 Monitoring Report

13.3.2 Monitoring Worksheet

14. MONITORING BOARD PERFORMANCE - J. Wood

14.1 GP-3 - Board Planning Cycle and Agenda Control

14.1.1 Monitoring Worksheet

The Board of Governors is in compliance with Policy GP-3 Board Planning and Agenda Cycle, ensuring that all policies are monitored annually and are reviewed for content on a three year cycle.

Having adopted the Policy Governance model, Board members are accountable for rigorous and ongoing review of policy. This is done through a multi-year cycle of content review and through an annual cycle of monitoring. Board members were reminded that policy amendments can be brought to the Board for consideration at any time and are encouraged to do so by using the "Request for Inclusion on the Agenda" form on the Board website.

14.2 GP 4 - Role of the Board Chair

14.1.2 Monitoring Worksheet

The Board Chair is in compliance with Policy GP-4 Role of the Board Chair, noting specifically that the Board as a whole is responsible for the Ends and Executive Limitations policies that direct the activities of the President.

14.3 Coaching Report - September 2019

The Board reviewed the Coaching Report for September 2019, noting comments with respect to ongoing development of monitoring reports. The Board agenda will be updated by changing Item 15 from "Nice to Know Information" to "Contextual and Background Information". This will be done to clarify the importance of the information provided under this item even though it is not typically discussed at the meeting.

15. INFORMATION REQUESTED BY THE BOARD

15.1 President -S. Cullum

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

- The Night of Appreciation donor recognition event will be held on October 29 and Board members are encouraged to attend.
- The redevelopment of the James Murray Building for the Ag Tech Learning Hub is underway. A special monitoring report will be brought to the Board for approval when a clear understanding of the scope and cost of the project is known.

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

- 2018/19 enrolment for credit programming was the highest ever for Olds College, reaching 1438 FLE's.

- Over 100 new international students from 15+ countries have enrolled. International enrollment is on target to achieve the CIP goal of 140 students for 2019/20.
- Over 700 students and guests attended the most recent Open House. 140 applications were completed by the end of the day.
- Intake into the Land Agent program for 20/21 has been suspended due to low student numbers. Continued analysis will be conducted to determine next steps and potential changes to the credential.

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

- Presented to FCC Senior leadership team in October. This provided an opportunity to talk about leadership within the agriculture sector from the perspective of both organizations.
- FCC leaders are participating in a new Continuing Education program called Ag 101. This is further evidence of the strong partnership developing between the two organizations.

15.2 SAOC Report - A. White

A. White provided the following highlights from the written report included in the agenda package:

- SAOC hosted a Thanksgiving dinner for all students and particularly for those away from home which was very well received.
- A mental health awareness session was presented at both the Calgary and Olds campuses. While the level of student engagement was low, those in attendance were positive about the session.
- Student clubs are up and running on campus.

16. NICE TO KNOW INFORMATION

16.1 Academic Council Minutes - *(attached) - for information only*

17. SELF-EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING

There was good participation of all Board members in the meeting discussions. Conversations were at all times respectful, even when differing views were presented. Clarity around policy review and monitoring is needed as the Board continues to work within the Policy Governance model.

18. ADJOURNMENT

The meeting was declared adjourned at 3:45 p.m.

4:15 p.m. Board Chairs teleconference with Minister of Advanced Education
4:00 – 6:00 p.m. 2019 Partnership Appreciation Event, Pomeroy Hotel