



MINUTES
OLDS COLLEGE BOARD OF GOVERNORS MEETING
Thursday, September 24, 2020 9:00 a.m. - 2:00 p.m.
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
Keith Smyth
Paul McLauchlin
Marnie DesJardins

Ted Menzies
Paige Whitehead
Jennifer Wood
Gordon Cove

Anita Heuver
Michael Frankiw
Stuart Cullum
Meghan Dear

Regrets:

Donna Maxwell

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 9:11 a.m.

M. DesJardins was appointed as meeting monitor.

Chair Staples welcomed T. Menzies and P. McLauchlin as new Board members.

2. AGENDA

A MOTION was made by J. Wood to approve 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. No real or perceived conflicts were declared.

A MOTION was made by P. McLauchlin to move the meeting in-camera.

MOTION CARRIED

K. Smyth left the meeting as the Ministerial Order has not been received to formalize appointment to the Board.

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

MOTION CARRIED

RETURN TO OPEN SESSION

4.

4.1 REVIEW OF AMENDED MINUTES OF MAY 28, 2020 REGULAR BOARD MEETING

A MOTION was made by J. Wood to adopt the minutes of the May 28, 2020 Board of Governors meeting as amended.

MOTION CARRIED.

4.2 REVIEW OF MINUTES OF JUNE 25, 2020 REGULAR BOARD MEETING

A MOTION was made by A. Heuver to adopt the minutes of the June 25, 2020 Board of Governors meeting as presented.

MOTION CARRIED

5. MOTIONS OUT OF CLOSED SESSION

5.1 President Contract

A MOTION was made by G. Cove that the Board of Governors approve the draft President's Contract and Exemption Request as presented.

MOTION CARRIED (S. Cullum abstained)

5.2 Naming

A MOTION was made by J. Wood that, pursuant to Policy GP-2 Board Job Contribution, Item 4.6, the Board of Governors support the recommendation of management and approve the naming of the Steckler Family Farm at Olds College.

MOTION CARRIED

5.3 Olds College Trust

*A MOTION was made by T. Menzies that the Board of Governors request Olds College contribute \$30,000.00 to the Olds College Trust to cover anticipated operating expenses.
MOTION CARRIED*

6. OWNERSHIP LINKAGE

6.1 Industry Presentation: Derek Waghray, representing the Brewmaster & Brewery Operations Manager Program

D. Waghray presented information with respect to the Brewmaster & Brewery Operations Manager program and provided insight from an industry perspective with respect to Board Ends. The most significant challenges facing agriculture and related industries include Covid-19 and significant economic setbacks, international trade challenges and entering new markets with COVID restrictions in place. From an industry perspective, COVID-19 has also provided an opportunity through the increased consumer demand for and interest in local agri-food products. It is also providing an opportunity for increased online sales and virtual customer engagement. Olds College can make a significant contribution through producing highly skilled, well-trained individuals and by advancing the industry in terms of diversity, sustainability and quality.

7. BOARD EDUCATION

7.1 Alberta 2030: System Review - *S. Cullum*

7.1.1 White Paper

7.1.2 Growing 2025: Strategic Plan

7.1.3 Smart Farm Impact Report

President Cullum provided a detailed contextual overview of Olds College for the benefit of new Board members. As background for discussion of the Alberta 2030 System Review, Board members were also provided with an overview of Government funding reductions and the fiscal impacts of COVID-19.

The Alberta 2030: Skills for Jobs system review is currently underway and the process is moving relatively quickly. Strategic direction recommendations are anticipated in the near future. Olds College has engaged government relations strategists who have highlighted the importance of stakeholder engagement prior to conclusion of the review process. Olds College is taking the lead to bring together a group of agriculture leaders to talk at a system level about the potential for an agriculturally focused institution in Alberta. Industry has not had a strong voice within the system review process and the government has indicated an interest in such an engagement process.

8. ENDS ITEMS FOR DECISION

No Ends items were presented for decision at the September 24, 2020 Board of Governors meeting.

9. GOVERNANCE PROCESS ITEMS FOR DECISION

9.1 Routine Content Review:

- 9.1.1 GP-6 Board Committee Structure
GP 6 - Routine Content Review Worksheet
- 9.1.2 GP 6.1 Audit Committee Terms of Reference
GP 6.1 - Routine Content Review Worksheet
- 9.1.3 GP 6.2 External Relations Committee Terms of Reference
GP 6.2 - Routine Content Review Worksheet
- 9.1.4 GP 6.3 Board Effectiveness Committee Terms of Reference
GP 6.3 - Routine Content Review Worksheet

It was noted that Policy GP 6.2 - External Relations Committee Terms of Reference is very prescriptive and due to the impacts of COVID, the job contributions were not met in 2019/20. The External Relations Committee will review the policy at its October meeting and bring any recommendations for revision to the October Board meeting.

9.2 2020 / 2021 Board Committee Structure

*A MOTION was made by T. Menzies that the Board of Governors approve the 2020/2021 Board Committee Structure as presented and attached to the minutes as Schedule "A".
MOTION CARRIED*

9.3 Appointment of Vice Chair

*A MOTION was made by J. Wood that the Board accept the recommendation of the Board Chair and appoint A. Heuver as the Board Vice Chair for the 2020-2021 Board year.
MOTION CARRIED*

9.4 2020/21 Calendar of Events

*A MOTION was made by P. Whitehead that the Board of Governors approve the 2020/21 Calendar of Events as presented and attached to the minutes as Schedule "B".
MOTON CARRIED*

10. EXECUTIVE LIMITATIONS ITEMS FOR DECISION

10.1 Routine Content Review

- 10.1.1 EL-7 Communication and Support to the Board
EL-7 - Routine Content Review Worksheet

A question was raised regarding Item 1.1 with respect to the way in which "alternative choices" are presented to the Board. Due to technical difficulties, the discussion was cut short and the Board Chair will connect directly with the

Board member to ensure that the question is addressed. This will come back to the Board at the October Board meeting if necessary.

11. BOARD-MANAGEMENT DELEGATION ITEMS FOR DECISION

No Board-Management Delegation items were presented for decision at the September 24, 2020 Board of Governors meeting.

12. REQUIRED APPROVALS AGENDA

12.1

13. MONITORING CEO PERFORMANCE

13.1 Special Monitoring Report - COVID-19

A MOTION was made by G. Cove 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 - *fourth quarter report - Item 4. Only*

13.2.1 Monitoring Report

The EL 4 monitoring report for the fourth quarter was deferred and will be provided in conjunction with approval of Financial Statements.

13.2.2 Monitoring Worksheet

13.3 EL 5 Asset Protection

13.3.1 Monitoring Report

13.3.2 Monitoring Worksheet

A MOTION was made by M. Dear that the Board of Governors has assessed the monitoring report for Policy EL-5 and finds that it demonstrates compliance with a reasonable interpretation of the policy, except for the stated non-compliance with item(s) 4, 4.1 and 4.2 which the Board acknowledges and finds that it demonstrates compliance with a reasonable interpretation of the policy.

MOTION CARRIED

13.4 EL-11 Investments - *fourth quarter report*

13.4.1 Monitoring Report

13.4.2 Monitoring Worksheet

A MOTION was made by that J. Wood that the Board has assessed the monitoring report for Policy EL-11 and finds that it demonstrates compliance with a reasonable interpretation of the policy.

MOTION CARRIED

13.5 EL-12 Major Capital Projects

13.5.1 Ag Tech Learning Hub

13.5.1.1 Special Monitoring Report

The Special Monitoring Report for the Ag Tech Learning Hub major capital project was updated to reflect compliance with policy

statement 3 by demonstrating that 100% of project funding is in place. The Board will be provided with a project dashboard at each regularly scheduled Board meeting that will clearly indicate project status with respect to scope, budget and timeline.

13.5.2 Animal Health Education Centre

13.5.2.1 Special Monitoring Report

The Special Monitoring Report for the Animal Health Education Centre major capital project was updated to reflect compliance with policy statement 3 by demonstrating that 100% of project funding is in place. The Board will be provided with a project dashboard at each regularly scheduled Board meeting that will clearly indicate project status with respect to scope, budget and timeline.

13.6 Investment Decision Making Framework

President Cullum reviewed the Investment Decision Making Framework document that was presented to the Board in 2018. The purpose of the framework was to ensure Board approval where required under Executive Limitations policies. Subsequently, the Institutional Decision Evaluation Approach was developed and has been utilized by management to ensure evidence-based decision making.

The decision communicated to the Board during the in-camera session is an example of a decision made by management absent a Board Executive Limitations policy that would have ensured Board approval. The Board recognized the considerable due diligence inherent in the IDEA framework utilized to support management's decision. To ensure Board engagement and approval where appropriate, the Board Effectiveness Committee was tasked with reviewing the Investment Planning Framework and the IDEA Framework as well as Board policy and to provide a recommendation to the Board for consideration.

14. MONITORING BOARD PERFORMANCE

14.1 GP 1 - Governing Style

14.1.1 Monitoring Worksheet

A review of Board minutes demonstrates that the Board has operated in compliance with Policy GP 1 – Governing Style. The Board identified a continued need to ensure a strategic, proactive, future focus with agendas developed in a way that will support that work.

14.2 GP 2 - Board Job Contributions

14.1.2 Monitoring Worksheet

During the reporting period, Board minutes demonstrate that the Board has fulfilled its Board Job Contributions as outlined within policy.

14.3 Audit Committee Report - *A. Heuver*

14.3.1 Enterprise Risk Management Update

The audit committee reviewed the draft Enterprise Risk Management report that will be utilized over the next year as the Board exercises its risk oversight responsibility. The first quarter report will be provided at the December Board meeting.

14.3.2 2020 Audit Update

The 2020 audit is moving forward, however, timing of completion has been extended. Completion of the financial statements is anticipated in November. The CFO reported that the audit has revealed areas that will be addressed in the near term. A plan to address these matters has been developed and will be implemented over the next 3 to 6 months.

14.3.3 External Member Appointment

A MOTION was made by A. Heuver that the Board of Governors approve the appointment of Sharilee Fossum to the Audit Committee for the 2020/21 Board year.

MOTION CARRIED

14.4 Board Bylaws

The Board has focused its efforts on policy development and refinement over the past two years. The Board Bylaws have not been reviewed during this time and it is appropriate to undertake this work to ensure that the Bylaws accurately guide the practice of the Board. The Board Effectiveness Committee will begin this process and will bring recommendations to the Board for consideration of approval.

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.:

- Fall registration and orientation moved to an online format which has been very successful. These learnings will be useful even in a post-COVID reality.
- Olds College added two new dual credit MOU s, bringing the total to 21, in July.
- The new Ag Tech programs were launched this fall.
- A year over year head count comparison indicates a 3.1% reduction in enrolment. A 5% decrease in enrolment is projected by the end of December. These numbers are trending slightly ahead of budget projections.

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

- Olds College received \$21M in government funding for two high demand and high brand impact area projects.
- Olds College has a high media profile and continues to post updates and announcements on our website at a record pace.

- Olds College received confirmation that the government has matched a CFI grant received this spring for capital for the Smart Farm which will enhance the learning environment for students.

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

- The work of the Olds College team over the past 3-4 months was affirmed. This has been one of the most challenging times for the College over the past decades but progress toward achievement of the Strategic Plan has been made.
- There will be a number of important announcements coming out in October/November. Board members are encouraged to use their social media presence to continue to push out content. It is very important for Olds College to highlight its relevancy through alignment to jobs and skills, innovation and provincial economic drivers.

15.1.1 Capital Campaign Update

To date, Olds College has generated \$48M toward the Capital Campaign which exceeds the original target of \$40M created three years ago. The Development team is now looking to revisit the campaign target and to ensure alignment with the 2025 Strategic Plan.

15.2 SAOC Report - *M. Frankiw*

M. Frankiw provided a comprehensive review of the written report included in the agenda package.

16. NICE TO KNOW INFORMATION

16.1 Correspondence

16.1.1	AB Advanced Education - LF - July 7, 2020 - Ag Tech Learning Hub capital grant funding
16.1.2	AB Advanced Education - LF - July 7, 2020 - Animal Health Education Centre capital grant funding
16.1.3	AB Advanced Education - LF - July 14, 2020 - P. McLaughlin - appointment to the Board
16.1.4	AB Advanced Education - LF - July 14, 2020 - T. Menzies - appointment to the Board
16.1.5	AB Advanced Education - LF - July 14, 2020 - M. Kaun - letter of thanks
16.1.6	AB Advanced Education - LF - July 20, 2020 - 2020/21 Budget and Three Year Savings Plan submission
16.1.7	AB Economic Development, Trade and Tourism - LF - August 14, 2020 - grant funding

16.1.8	Government of Alberta Funding Announcement
16.1.9	Government of Alberta Technology Development Funding Announcement

16.2 Olds College News

16.2.1 [Olds College Signs Two New Alberta School Divisions to Dual Credit Program](#)

16.2.2 [Olds College Signs Memorandum of Understanding with SVG Ventures](#)

16.2.3 [2020 Smart Farm Impact Report is Now Available](#)

16.2.4 [Smart Farm Receives \\$5.1M Toward Smart Ag Applied Research Program](#)

17. SELF-EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING

Due to time constraints, the Board did not review the meeting evaluation as completed by the meeting monitor.

18. ADJOURNMENT

The meeting was declared adjourned at 2:00 p.m.