



MINUTES
OLDS COLLEGE BOARD OF GOVERNORS MEETING

Thursday, October 27, 2022 9:00 a.m. - 3:00 p.m.
 Olds College Faculty Centre

As the Olds College Board of Governors we commit to the principles of
 good governance and a culture of:

Responsible Decision-Making

- Being committed and engaged, 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

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|------------------------|------------------------|------------------------|
| Present: | | |
| Leona Staples, Chair | Mabel Hamilton | Meghan Dear |
| Ted Menzies | Donna Maxwell | Paul McLaughlin |
| Marnie DesJardins | Kami Tams | Ray Block |
| Regrets: | Gordon Cove | Celia Sutton |
| Brendan Richardson | Jennifer Wood | Roy Weasel Fat |
| Administration: | Debbie Thompson, VPASE | Patrick Machacek, VPDS |
| Susan Roy, CFO | | |
| Recording: | Heather Steckly | |

OPEN SESSION

1. CALL TO ORDER

Chair Staples called the meeting to order at 9:12 a.m.

1.1 REVIEW OF BOARD SELF-EVALUATION FROM SEPTEMBER 22, 2022 BOARD OF GOVERNORS MEETING

M. Dear reviewed the results of Board self-evaluation following the September 22, 2022 Board of Governors meeting. Generally the feedback was positive, however, at least

three individuals indicated some question around ownership linkage and how the perspective of owners is considered by the Board.

The Board Effectiveness Committee recognized that additional information from Board members would be helpful in providing context for feedback responses. Comment fields will be added to future self-evaluation forms. Board members were encouraged to make use of the comment fields as a way to assist the committee in effectively addressing concerns.

2. AGENDA

A MOTION was made by D. Maxwell to approve the agenda as presented.

MOTION CARRIED

3. DECLARATION OF CONFLICTS OF INTEREST

In accordance with the Alberta Public Agencies Governance Act, Board members were asked to declare conflicts of interest relating to agenda items for the meeting.

M. DesJardins and K. Tams declared conflicts with respect to agenda items in the in-camera session.

A MOTION was made by M. Hamilton to move the meeting in-camera.

MOTION CARRIED

A MOTION was made by K. Tams to move the meeting out of camera.

MOTION CARRIED

RETURN TO OPEN SESSION

4. REVIEW OF MINUTES OF SEPTEMBER 22, 2022 REGULAR BOARD MEETING

A MOTION was made by T. Menzies to adopt the minutes of the September 22, 2022 Board of Governors meeting as circulated.

MOTION CARRIED

5. MOTIONS OUT OF CLOSED SESSION

5.1 President Contract

A MOTION was made by K. Tams to record in the minutes of the October 27, 2022 Board of Governors meeting, the results of the following motion approved by electronic vote on October 24, 2022:

A MOTION was made by P. McLauchlin THAT the Board of Governors approve the President's Contract as presented and empower Board Chair, Leona Staples, to sign on behalf of the Board of Governors of Olds College.

MOTION CARRIED

6. OWNERSHIP LINKAGE

6.1 **1:00 p.m.** Industry Advisory Committee Presentation: Agriculture & Heavy Equipment Program - *Gordon Leask*

G. Leask presented information with respect to the Agriculture and Heavy Equipment Program and provided insight from an industry perspective with respect to Board Ends. Challenges facing the industry include increased enrollment of “non-farm” students together with students who are quite “tech-savvy” while demonstrating a lack of practical troubleshooting and communication skills. Opportunities within the industry include advancing data collection techniques, exponential growth in emerging technologies and increasing demand for support and resources which will require additional technicians. Olds College can continue to contribute to the sector through ongoing collaboration with industry partners, providing access to training facilities and equipment for industry partners and support of life-long learning through expanded course offerings through Continuing Education.

6.1.1 Board Response

The Board affirmed the current Ends in light of the IAC presentation. It was noted that the IAC presentation did not link the pipeline of prospective technicians to equity, diversity and inclusion efforts. Olds College welcomes all students to the program, recognizing that the majority of students are self-identified males. The Product Development Governance Team is considering how to attract non-traditional students within the LGBTQ2S community to programs such as Agriculture and Heavy Equipment. The College is focused on diversifying the student community.

7. BOARD EDUCATION

11:15 a.m.

7.1 Government Relations Presentation

Janet Brown, recognized pollset and political analyst, joined the Board to present an overview of the present and possible political landscape in Alberta. Priorities of the current government include:

- Rural representation
- Cabinet shuffle - new voices
- Health reform
- Sovereignty Act
- Protecting the unvaccinated
- Mental health
- First Nations
- Post-secondary

*A MOTION was made by D. Maxwell to move the meeting in-camera.
MOTION CARRIED*

K. Tams left the meeting for the in-camera discussion.

A MOTION was made by D. Maxwell to move the meeting out of camera.

MOTION CARRIED

K. Tams joined the meeting

8. ENDS ITEMS FOR DECISION

No Ends items were presented for decision at the October 27, 2022 Board of Governors meeting.

9. GOVERNANCE PROCESS ITEMS FOR DECISION

9.1 Routine Content Review

9.1.1 GP-6 Board Committee Principles - *P. McLauchlin*

9.1.1.1 Routine Content Review Worksheet

The Policy Review Committee considered Policy GP-6 Board Committee Principles and no amendments were recommended to the Board for consideration of approval.

9.1.2 GP-7.3 Board Effectiveness Committee Terms of Reference - *M. Dear*

9.1.2.1 Draft Policy Revision

9.1.2.2 Routine Content Review Worksheet

In follow-up to Board discussion at the September 22, 2022 Board of Governors meeting, M. Dear presented a draft revision to Policy GP-7.3 Board Effectiveness Committee Terms of Reference for consideration. The Board expressed a desire to ensure accountability around using a diversity and inclusivity lens in discussions and decisions. The draft indicates in person training every three years which was agreed to be too infrequent. Aspirationally, every Board member should participate in indigenous awareness training during their term. The Board asked the Committee to consider how to embed the Calls to Truth and Reconciliation in policy. The Board Effectiveness Committee will revisit the policy in light of Board feedback

9.1.3 GP-7.4 Policy Review Committee Terms of Reference - *P. McLauchlin*

9.1.3.1 Routine Content Review Worksheet

The Policy Review Committee considered Policy GP-7.4 Policy Review Committee Terms of Reference and no amendments were recommended to the Board for consideration of approval.

10. EXECUTIVE LIMITATIONS ITEMS FOR DECISION

10.1 Routine Content Review

10.1.1 EL-4 Financial Condition and Activities - *R. Block*

10.1.1.1 Briefing Note

The CFO reviewed the Briefing Note provided in the agenda package. A review of restricted reserve funds was conducted to determine the purpose of each fund. In several cases, it was determined that the funds had been in place for some time and had not been utilized. In light of anticipated year-end financial

results, administration recommended that restricted funds be moved to unrestricted funds.

A MOTION was made by T. Menzies that the Board approve transfer of \$905k from internally restricted funds to unrestricted funds.

MOTION CARRIED

- 10.1.2 EL-5 Asset Protection - *P. McLauchlin*
 - 10.1.2.1 Routine Content Review Worksheet
The Policy Review Committee considered Policy EL-5 Asset Protection and no amendments were recommended to the Board for consideration of approval.
- 10.1.3 EL-11 Major Capital Projects - *P. McLauchlin*
 - 10.1.3.1 Routine Content Review Worksheet
The Policy Review Committee considered Policy EL-11 Major Capital Projects, requesting confirmation from the Board with respect to the \$2M threshold for Board approval. The Board indicated no concerns and no amendments were recommended to the Board for consideration of approval.

11. BOARD-MANAGEMENT DELEGATION ITEMS FOR DECISION

No Board-Management Delegation items were presented for decision at the October 27, 2022 Board of Governors meeting.

12. MONITORING CEO PERFORMANCE

Monitoring Report Screening Checklist

- 12.1 EL-5 Asset Protection - *amended report, re Item 1*
 - 12.1.1 Monitoring Report
The monitoring report for Policy EL-5 Asset Protection was presented to the Board with an updated President's interpretation for policy statement 1. The interpretation is consistent with the PSI approach.
A MOTION was made by M. Dear that the Board has assessed the amended monitoring report for EL-5 Asset Protection with respect to Item 1 and finds that it demonstrates compliance with a reasonable interpretation of the policy.
MOTION CARRIED
- 12.2 EL-6 Compensation and Benefits
 - 12.2.1 Monitoring Report
 - 12.2.2 Monitoring Worksheet
A MOTION was made by M. Hamilton that the Board has assessed the monitoring report for EL-6 Compensation and Benefits and finds that it demonstrates compliance with a reasonable interpretation of the policy, except for the non-compliance with respect to Items 2a and 2c which the Board acknowledges and accepts the planned dates for compliance.
MOTION CARRIED

- 12.3 EL-11 Major Capital Projects
 - 12.3.1 Monitoring Report
 - 12.3.2 Monitoring Worksheet

A MOTION was made by D. Maxwell that the Board has assessed the monitoring report for EL-11 Major Capital Projects and finds that it demonstrates compliance with a reasonable interpretation of the policy.
MOTION CARRIED
- 12.4 EL -12 Major Co-Investment Partnership Development
 - 12.4.1 Monitoring Report
 - 12.4.2 Monitoring Worksheet

A MOTION was made by K. Tams that the Board has assessed the monitoring report for EL-12 Major Co-Investment Partnership Development and finds that it demonstrates compliance with a reasonable interpretation of the policy.
MOTION CARRIED

A MOTION was made by K. Tams to move the meeting in camera.
MOTION CARRIED

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

13. REQUIRED APPROVALS AGENDA

- 13.1 2022 Investment Management Agreement / Mandate
 - 13.1.1 Briefing Note
 - 13.1.2 Signed Agreement

A MOTION was made by R. Block that the Board of Governors record in the minutes of the October 27, 2022 meeting the results of the following motion approved by electronic vote on September 29, 2022:

A MOTION was made by P. McLaughlin THAT the Board of Governors approve the Mandate statement as presented and empower Leona Staples, Board Chair, to sign the revised 2022-2025 Investment Management Agreement on behalf of the Board of Governors of Olds College.
MOTION CARRIED

14. MONITORING BOARD PERFORMANCE

- 14.1 GP-14 Governance Succession Planning - M. Dear
 - 14.1.1 Monitoring Worksheet

Monitoring of Policy GP-16 Governance Succession Planning is timely as the Board moves toward recruitment of several new members, The Board has consistently utilized a proactive process that begins with the diversity of skills and experience of Board members. It will be important to continue a focus on diversity around the Board table. Additionally, it was noted that challenges with Board member engagement highlight the need to ensure

that Board members are recruited who are able to fully participate and engage in Board activities.

14.2 GP-15 Special Rules of Order - *D. Maxwell*

14.2.1 Monitoring Worksheet

A review of Board meeting minutes demonstrated compliance with Policy GP-15 Special Rules of Order. Board member attendance has been demonstrated to be challenging over the past year. There were instances where quorum was at risk.

14.3 BMD-1 Unity of Control - *L. Staples*

14.3.1 Monitoring Worksheet

The Board is consistently in compliance with Policy BMD-1 Unity of Control.

14.4 Audit Committee Report - *R. Block*

14.4.1 2022 Audit Update

The Audit Exit meeting was delayed until the 2022 Financial Statements are complete.

14.5 Board Effectiveness Committee Report - *M. Dear*

14.5.1 Debrief from October 21, 2022 Board Workshop

The survey sent out following the workshop indicated positive responses to the Board Workshop.

The Board currently has a workshop in the calendar on December 7, 2022. The Committee recommended cancellation of the December workshop in favour of holding the next workshop in February with the new President. The focus of this workshop is recommended to be a review of Board Ends policies.

14.5.2 Coaching Report - September 2022

The Committee presented the Coaching Report from the September Board meeting, noting specifically the area of inconsistency with Policy Governance. Board members were reminded of the importance of Board holism which is a key component of the Policy Governance system. Board members were encouraged to review the full report.

14.5.3 Upcoming Board recruitment plan / process

The Committee is focusing on recruitment of new Board members, with a goal of having recommendations to submit to the Ministry for consideration of approval by March. The plan the Committee will follow includes:

Step One:

Board Improvement survey to be sent out to Board members within the next two weeks. The survey will be revised significantly and is intended to include the following 4 questions for both peer and self-evaluation:

1. What is the Board member doing well?
2. What should the Board member stop doing or change?
3. What should the Board member do this year?
4. On a scale of 1-10, what value does the Board member bring to the Board?

Step Two:

Review the current skills and competency matrix and update it to reflect the compiled matrix in light of members who will be leaving the Board.

Step Three:

Complete recruitment profiles for public member and Board Chair positions.

The Committee will complete this work by the end of November with recommendations presented to the Board for consideration at the December Board meeting.

14.6 Ownership Linkage Committee Report - *L. Staples*

14.6.1 2022/23 Ownership Linkage Implementation Plan - upcoming events

The Board was reminded of upcoming Ownership Linkage events.

15. INFORMATION REQUESTED BY THE BOARD

15.1 President - *R. Block*

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

- The grand opening of the Werklund Agriculture and Technology Centre was a success with over 200 guests, including donors, community stakeholders and government officials, in attendance.
- The grain and oilseed harvest was completed on October 7 with average to above average yields
- 32 tours were hosted since June 1, 2022 for over 560 guests. Of note, the latest dignitary to tour the Smart Farm was the Deputy Minister of Agriculture and Agri-Food Canada

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

- The College will have four new programs, including the recently approved Agriculture Communications and Equine Care Certificates, open for intake in Fall 2023. Faculty and staff were commended for their efforts in making this possible.
- 485 students are currently enrolled in Olds College dual credit.
- Open House held on October 14 saw over 500 grade 11 and 12 students in attendance.
- Olds College met with the U of C veterinary medicine team to consider the renewal of an existing Memorandum of Understanding. There is a strong desire to work together to increase opportunities for research, to address staff shortages within the industry and to explore student pathways among credentials within the animal health field.
- A key to inclusivity at Olds College is launching new programs that provide learning opportunities aligned to new careers. The College is taking an aggressive growth strategy through focused product development that will grow a student population that looks much more diverse in the future.

R. Block providing the following highlights and additions to the written report included in the agenda package:

- The College has engaged outside expertise to assist in reviewing and strengthening Occupational Health and Safety. Safety continues to be a high priority for the College.
- The College natural gas utilities contract is nearing expiry. This is a significant fiscal pressure point for the College and this will be communicated to the Ministry.

15.1.2 Major Capital Project Updates - *R. Block*

15.2.1.1 Werklund Agriculture & Technology Centre
Building construction is complete and the occupancy permit was granted by the Town of Olds. Brand design and installation on the water tower is underway. The wayfinding package has been installed. As the project is now complete, this is the final report on this project.

15.2.1.2 Animal Health Education Centre
The project budget has been increased through availability of additional CMR funds. The additional funds will increase the project contingency in order to manage unforeseen extras in the existing building. Phase 1 of the National Meat Training Centre is substantially complete. Phase 2 construction is underway with occupancy planned for May 2023.

15.2.1.3 Smart Farm Operations Centre
Phase 1 is 98% complete. Phase 2 is nearing completion. The project schedule has been delayed by eight weeks due to late structural steel delivery. Substantial completion is planned for December 2022 with occupancy planned for early January 2023.

15.2 SAOC Report - *C. Sutton*

In the absence of C. Sutton, the Board received the SAOC President report as information.

16. NICE TO KNOW INFORMATION

16.1 Board Correspondence

16.1.1 Correspondence from Minister of Advanced Education - signed Investment Management Agreement - October 7, 2022

16.2 News

16.2.1 New Agriculture Technology Building Named After Philanthropists David Werklund and Susan Norman-Werklund

16.2.2 Olds College Launches New Broncos Varsity Esports Team

16.2.3 Olds College Launches New Equine Care & Management Certificate

16.2.4 Official Grand Opening of the Werklund Agriculture and Technology Centre

16.2.5 Olds College Launches New Agriculture Communications Certificate

16.2.6 Olds College Partners with SaskTel on their Saskatchewan Smart Farm

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

18. **ADJOURNMENT**

The meeting was declared adjourned at 3:25 p.m.

The Board was invited to join the Hospitality & Tourism Management students for their Appreciation Event - invitation below.

