

MINUTES
OLDS COLLEGE BOARD OF GOVERNORS MEETING
 Thursday, February 27, 2025 @ 9:00 a.m.
 DMP 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 committed and engaged
 Being fully prepared for our duties
 Fostering a culture inclusive of diverse perspectives
 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
 Setting direction which recognizes the importance and holistic nature of the agriculture industry as being essential to the preservation and betterment of life

Diversity and Inclusiveness

Providing a board environment that is conducive to board members openly honoring their positionality
 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

Attendees:		
Al Kemmere, Interim Chair	Mykaela Bauer	Cheri Copithorne-Barnes
Anna Dau	Tracy Gardner	Mabel Hamilton
Sarah Hayes	Ashmeet Kaur Khambha	BR Pirri
Rana Atta	Debbie Thompson, Interim President	
Guests:	Dalin, Bullock Interim VP, Academic	Edward Latka CFO
Peter Mal, VP, Student Experience	Mara-Lee Moroz, Chief People & Culture Officer	Todd Ormann, VP, Development & Research
Recording:	Heather Steckly	

OPEN SESSION

AGENDA ITEM

1. CALL TO ORDER

Chair Kemmere called the meeting to order at 9:05 a.m.

2.	AGENDA
	<p>A MOTION was made by A. Dau to approve the agenda as presented.</p> <p>MOTION CARRIED</p>
3.	CONFLICTS OF INTEREST
	<p>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.</p>
	<p>The following conflicts were declared:</p>
	<p>Conflicts:</p>
	<p>D. Thompson: agenda items 5.3.3, 5.3.4, 5.3.5, 5.3.6, and an item on the in-camera agenda</p>
	<p>C. Copithorne-Barnes: agenda item 9.1</p>
	<p>M. Bauer: an item on the in-camera agenda</p>
	<p>BR Pirri: an item on the in-camera agenda</p>
4.	REVIEW OF MINUTES
4.1	JANUARY 23, 2025
	<p>A MOTION was made by M. Bauer to adopt the minutes of the January 23, 2025 Board of Governors meeting as circulated.</p>
	<p>MOTION CARRIED</p>
5.	BUSINESS
5.1	CHAIR'S REPORT
	<p>No questions came forward from the Chair's Report.</p>
	<p>A MOTION was made by C. Copithorne-Barnes THAT the Board of Governors receive the Chair's Report as information.</p>
	<p>MOTION CARRIED</p>
	<p>5.1.1 Board Highlights</p>
	<p>5.1.1.1 October 2024</p>
	<p>5.1.1.2 December 2024</p>
	<p>5.1.1.3 January 2025</p>
	<p>In the interest of transparency and communication, the Board considered ways in which information about the Board's work could be provided to the campus community in a timely manner. The Board reviewed and affirmed the draft Board Highlight documents as a way that could be utilized. In terms of process, the Highlights would be prepared by the Board Secretary in conjunction with completion of the meeting minutes and be provided to the Board Chair and President for review. Upon review, the Highlights would be accessible by the internal campus community through OC Connect. As this is a new endeavour, Board members were encouraged to review the Highlights as they are posted and to provide feedback to the Board Chair.</p>
	<p>A MOTION was made by M. Bauer that the Board of Governors approve preparation and dissemination through OC Connect of Board Highlights following each regular Board meeting.</p>
	<p>MOTION CARRIED</p>
	<p>5.1.2 2025 Convocation</p>
	<p>All Board members are invited to attend the 2025 Convocation ceremonies as part of the Platform Party. An invitation will be sent by mid-March and members interested in attending were asked to RSVP to the Board Secretary.</p>
	<p>5.1.3 CLC Connection Event - reminder</p>
	<p>The Board was reminded about the CLC Connection Event planned to start at 5:00 p.m. today. A. Kemmere, C. Copithorne-Barnes, and R. Atta will attend as representatives of the Board.</p>
5.2	AUDIT AND FINANCE COMMITTEE
	<p>5.2.1 Reports</p>
	<p>5.2.1.1 Enterprise Risk Management (Q2)</p>
	<p>5.2.1.1.1 Enterprise Risk Register</p>

		The Audit and Finance Committee reviewed the Enterprise Risk Register, noting that the majority of items report stable or improving levels of risk. The improved financial position of the College was noted as an area of significant improvement. The legislative changes impacting international students together with increased competition for domestic students remains a significant risk for the College.
5.2.1.2	Second Quarter Financial Reports	
	5.2.1.2.1	<p>Budget to Actuals</p> <p>The CFO reviewed the Budget to Actuals Report for the second quarter. The CFO is monitoring areas within revenues and expenses that appear to be misaligned to budget, recognizing that in many instances there is seasonality that impacts the results. The College appears to be in a positive position but, with revenues and expenditures not as closely aligned to budget as might be anticipated, monitoring will be ongoing.</p>
	5.2.1.2.2	<p>Cash Flow Analysis</p> <p>The CFO reviewed the detailed cash flow for the months of February through April, with a comparison to actuals for the month of January. Continued monitoring of cheque runs verifies that no extraordinary spending is occurring. Cash flow will continue to be monitored for any pressures on College liquidity to avoid previous fiscal concerns. No specific concerns regarding year end liquidity were identified.</p>
	5.2.1.2.3	<p>Investment Portfolio</p> <p>The CFO reviewed the second quarter Investment Portfolio report provided by the portfolio manager. A review of the portfolio reports indicates compliance with Board policy. Of note, the portfolio performance over the quarter has been 1.82% against inflation for the quarter of .30%. Reviewing comparison data, the portfolio has exceeded returns over the past 3 months, except in the areas of Canadian Equities and US Equities. Administration is continuing to monitor the portfolio to at least meet market comparators, noting that the fund has increased in value by 10.48% since inception.</p>
5.2.3	<p>Plan to Address 2022-2023 Audit Recommendations</p> <p>The Audit and Finance Committee continues to monitor progress with respect to audit results and the plan to address audit recommendations. The Committee is focused on improved audit results and addressing the outstanding recommendations. The CFO was acknowledged for the work done to date that is resulting in improvements both in results and the College's relationship with the auditors.</p>	
5.2.4	<p>Capital Expenditures - Broncos Athletics - (for information)</p> <p>The CFO made the Committee aware that Athletics, through the Arena Operations Committee, has identified and prioritized a list of projects to improve the Braun Arena. As the project requests relate to facilities, administration is treating this as a capital request that can be supported by two restricted funds. Consistent with research capital purchases, the Committee confirmed that purchases supported by dedicated funds are appropriately reported to the Committee and Board as information.</p>	
5.2.5	Board of Governors Financial Report	
	5.2.5.1	<p>Budget to Actuals (Q2)</p> <p>Board expenditures are tracking below budget. The majority of Board expenses are incurred in the third and fourth quarters.</p>
	5.2.5.2	<p>Board Member Expenses (Q2)</p> <p>No concerns were identified with respect to Board member expenses for the second quarter.</p>
	<p>A MOTION was made by R. Atta that the Board of Governors receive the Audit and Finance Committee's report as information.</p> <p>MOTION CARRIED</p>	

5.3 GOVERNANCE MODEL COMMITTEE	
5.3.1	<p>Governance Model Committee Terms of Reference - <i>second reading</i></p> <p>A MOTION was made by BR Pirri that the Board of Governors approve second reading of the Governance Model Committee Terms of Reference policy as presented. MOTION CARRIED</p>
5.3.2	<p>Investments Oversight - <i>second reading</i></p> <p>A MOTION was made by A. Dau that the Board of Governors approve second reading of the Investments Oversight policy as presented. MOTION CARRIED</p>
D. Thompson left the meeting due to conflict of interest.	
5.3.3	<p>President Search, Selection and Appointment - <i>second reading</i></p> <p>A MOTION was made by M. Hamilton that the Board of Governors approve second reading of the President Search, Selection and Appointment policy as presented. MOTION CARRIED</p>
5.3.4	<p>President Search, Selection and Appointment Procedure - <i>second reading</i></p> <p>A MOTION was made by C. Copithorne-Barnes that the Board of Governors approve second reading of the President Search, Selection and Appointment procedure as presented. MOTION CARRIED</p>
5.3.5	<p>President Reappointment Procedure - <i>second reading</i></p> <p>A MOTION was made by A. Dau that the Board of Governors approve second reading of the President Reappointment procedure as presented. MOTION CARRIED</p>
5.3.6	<p>President Search Committee Terms of Reference - <i>second reading</i></p> <p>A MOTION was made by BR Pirri that the Board of Governors approve second reading of the President Search Committee Terms of Reference Policy as presented. MOTION CARRIED</p> <p>A MOTION was made by R. Atta that the Board support the recommendation of the Board Chair and approve the committee membership (current Profile Committee) with the additional appointment of M. Bauer and S. Hayes. MOTION CARRIED</p>
D. Thompson joined the meeting.	
5.3.7	<p>Budget Oversight - <i>first reading</i></p> <p>A MOTION was made by M. Bauer THAT the Board of Governors approve first reading of the Budget Oversight policy as presented. MOTION CARRIED</p>
5.3.8	<p>Enterprise Risk Oversight - <i>first reading</i></p> <p>A MOTION was made by A. Dau that the Board of Governors approve first reading of the Enterprise Risk Oversight policy as presented. MOTION CARRIED</p>
5.3.9	<p>Asset Oversight - <i>first reading</i></p> <p>A MOTION was made by BR Pirri THAT the Board of Governors approve first reading of the Asset Oversight policy as presented. MOTION CARRIED</p>

	<p>5.3.10 Policies for Rescindment: GP-7.3 Board Effectiveness Committee Terms of Reference</p> <p><i>A MOTION was made by C. Copithorne-Barnes THAT the Board support the recommendation of the Governance Model Committee and rescind Policy GP-7.3 to be replaced by Policy BG-12 Board Effectiveness Committee Terms of Reference approved by the Board on January 23, 2025</i> MOTION CARRIED</p> <p>GP-6 Board Committee Principles GP-7 Board Committee Structure</p> <p><i>A MOTION was made by M. Hamilton THAT the Board support the recommendation of the Governance Model Committee and rescind Policy GP-6 and Policy GP-7 to be replaced by Policy BG-11 Role and Use of Board Committees approved by the Board on January 23, 2025.</i> MOTION CARRIED</p>
	<p>5.4 POLICY REVIEW COMMITTEE</p>
	<p>5.4.1 Policy Review Committee Terms of Reference - second reading</p> <p><i>A MOTION was made by BR Pirri that the Board of Governors approve second reading of the Policy Review Committee Terms of Reference policy as presented.</i> MOTION CARRIED</p>
	<p>5.4.2 Agendas Committee - second reading</p> <p><i>A MOTION was made by R. Atta that the Board of Governors approve second reading of the Agendas Committee Terms of Reference policy as presented.</i> MOTION CARRIED</p>
	<p>5.4.3 Fiscal Oversight - second reading</p> <p><i>A MOTION was made by M. Bauer THAT the Board of Governors approve second reading of the Fiscal Oversight policy as presented.</i> MOTION CARRIED</p>
	<p>5.4.4 Major Co-Investment Partnership Oversight - first reading</p> <p><i>A MOTION was made by BR Pirri THAT the Board of Governors approve first reading of the Major Co-Investment Partnership Oversight policy as presented.</i> MOTION CARRIED</p>
	<p>5.4.5 Requests to the Ministry and Capital Projects Oversight - first reading</p> <p><i>A MOTION was made by C. Copithorne Barnes THAT the Board of Governors approve first reading of the Requests to the Ministry and Capital Projects Oversight policy as presented.</i> MOTION CARRIED</p>
	<p>5.4.6 Major Business Relationship Development Oversight - first reading</p> <p><i>A MOTION was made by A. Dau that the Board of Governors approve first reading of the Major Business Relationship Development Oversight policy as presented.</i> MOTION CARRIED</p>
	<p>5.4.7 Policies for Rescindment: GP-7.1 Audit and Finance Committee Terms of Reference</p> <p><i>A MOTION was made by M. Hamilton that the Board support the recommendation of the Policy Review Committee and rescind Policy GP-7.1 to be replaced by Policy BG-13 Audit and Finance Committee Terms of Reference approved by the Board on January 23, 2025.</i> MOTION CARRIED</p> <p>GP-7.2 Ownership Linkage Committee Terms of Reference <i>A MOTION was made by BR Pirri THAT the Board support the recommendation of the Policy Review</i></p>

		Committee and rescind Policy GP-7.2 to be replaced by Policy BG-14 External Relations Committee Terms of Reference approved by the Board on January 23, 2025. MOTION CARRIED
	5.4.8	Policy Development Work Plan - <i>proposed amendments</i> <i>A MOTION was made by M. Bauer that the Board of Governors approve the Policy Development Work Plan as amended.</i> MOTION CARRIED
5.5	BOARD EFFECTIVENESS COMMITTEE	
		<i>A MOTION was made by M. Hamilton that the Board of Governors acknowledges with thanks, the outstanding contribution made by the Executive Team at the February 26, 2025 Board Workshop.</i> MOTION CARRIED
	5.5.1	Board Decision / Action Log <i>A MOTION was made by BR Pirri that the Board approve archival of motions as identified by the Board Effectiveness Committee.</i> MOTION CARRIED
	5.5.2	Board Member Skills and Competencies Matrix
	5.5.2.1	Definitions <i>A MOTION was made by A. Dau that the Board of Governors approve the 2025 Board Member Skills and Competencies Matrix and Definitions as presented.</i> MOTION CARRIED <i>A Skills and Competency Matrix will be sent to each Board member for completion. A combined Board Skills and Competency Matrix will be developed and presented by the Committee at the May Board of Governors meeting.</i>
	5.5.3	Industry Advisory Committee Presentation Questions <i>A MOTION was made by T. Gardner that the Board of Governors approve the Industry Advisory Committee Presentation Questions as presented.</i> MOTION CARRIED <i>A MOTION was made by M. Bauer to receive the Board Effectiveness Committee report as information.</i> MOTION CARRIED
5.6	EXTERNAL RELATIONS COMMITTEE	
		T. Gardner presented the External Relations Committee report noting that the Committee held its first meeting on February 13, 2025.
	5.6.1	External Relations Committee Terms of Reference
	5.6.2	Next Steps <i>With the support of administration, the Committee will draft a 2025/2026 External Relations Plan for Board consideration of approval at the March meeting.</i> <i>A MOTION was made by A. Kaur Khambha that the Board of Governors receive the External Relations Committee report as information.</i> MOTION CARRIED
6.	FUTURE / STRATEGIC DIRECTION	
6.1	TOPIC: 2025 STRATEGIC PLAN	
	6.1.1	Timelines
	6.1.2	Strategic Plan (draft) <i>M. Walters of Berlin Communications joined the Board to present the current draft of the Strategic Plan. The Board provided input into the Vision and Mission statements which will be amended to reflect Board input.</i> <i>In terms of next steps, Berlin will incorporate final feedback into the draft document and conduct</i>

two small feedback loop focus groups (one internal and one external). The Plan will be finalized for presentation to the Board at the March Board of Governors meeting.

ADMINISTRATION JOINED THE MEETING

7. OVERSIGHT

2024/25 BOARD WORK PLAN

7.1

A MOTION was made by BR Pirri that the Board accept the 2024/25 Board Work Plan as presented.
MOTION CARRIED

7.2 REPORTS

7.2.1

Major Capital Projects

P. Mal, VP, Student Experience, presented the Major Capital Projects Report. Annually, the Campus Facilities & Development Department prepares a Capital Prioritization Plan for submission to the government at the end of June. Keeping this list current is critical so that the Ministry is familiar with current capital priorities. The 2025/26 Capital Priority List will be available for Board approval prior to the June 30, 2025 deadline.

A MOTION was made by A. Dau that the Board of Governors receive the Major Capital Projects report as information.

MOTION CARRIED

7.2.2

Fundraising Progress Report (Q2)

T. Ormann, VP, Development and Research, presented the Fundraising Progress Report for the second quarter. The Capital Campaign is underway and potential contributors have been identified. The External Relations Committee will be provided with advocacy information at the March meeting. The Development team is starting to engage with alumni. To date, \$1.26M has been raised toward the Trades Campaign.

A MOTION was made by T. Gardner that the Board of Governors receive the Fundraising Progress Report as information.

MOTION CARRIED

7.2.3

Partnership Report (Q2)

T. Ormann, VP, Development and Research, presented the Partnership Report for the second quarter. Development continues to develop partnerships that support the sustainability of the College by providing industry with applied research, market dissemination, training opportunities and future employees. The VP, Development and Research noted several potential partnerships that are under development.

A MOTION was made by A. Dau that the Board of Governors receive the Partnership Report as information.

MOTION CARRIED

7.2.4

Equity, Diversity, Inclusion & Belonging Report

M. Moroz, Chief People & Culture Officer, provided institutional context and the current landscape of Equity, Diversity, Inclusion & Belonging at the College. Organizations that are diverse, equitable and inclusive are better able to respond to challenges and meet the needs of employees, customers and the community as a whole.

M. Hamilton reminded the Board that Equity, Diversity, Inclusion and Belonging from a governance perspective would form part of the May Board Workshop.

A MOTION was made by BR Pirri THAT the Board of Governors receive the Equity, Diversity, Inclusion & Belonging Report as information.

MOTION CARRIED

		<p>Work Integrated Learning</p> <p>D. Bullock, Interim VP, Academics, provided the Work Integrated Learning (WIL) Report. WIL is a core component of academic programming at Olds College, aligning with Alberta's focus on workforce readiness. In 2023-2024, Olds College exceeded its WIL target with 94% of programs having a WIL opportunity.</p> <p>A MOTION was made by R. Atta that the Board of Governors receive the Work Integrated Learning Report as information.</p> <p>MOTION CARRIED</p>
	7.2.5	
LUNCH		
8. OPERATIONAL ACTIVITY REPORTS		
	8.1	PRESIDENT'S REPORT
		<p>The Interim President provided the following highlights from the written report included in the agenda package:</p> <ul style="list-style-type: none"> • Residence applications for 25/26 are up year over year • The Interim President and VP, Development & Research had the opportunity to attend the Future of Food Conference in Ottawa February 9-10. This Conference defines and exemplifies the breadth, depth and interest in agriculture across the country and afforded an opportunity to represent Olds College on a national scale. <p>A MOTION was made by M. Hamilton that the Board of Governors receive the President's Report as information.</p> <p>MOTION CARRIED</p>
	8.1.1	<p>WJE Trades Modernization Project Dashboard</p> <p>The VP, Student Services presented the WJE Trades Modernization Project Dashboard. The Construction Manager has been selected and the development permit has been approved. By the end of April the Contractor and Consultant will provide a project price estimate to the Steering Committee.</p> <p>A MOTION was made by M. Bauer THAT the Board of Governors receive the WJE Trades Modernization Project Dashboard as information.</p> <p>MOTION CARRIED</p>
92. LEGISLATED APPROVAL		
		C. Copithorne-Barnes left the meeting due to conflict of interest.
	9.1	TUITION & FEES
	9.1.1	Presentation
	9.1.2	Briefing Note
		<p>A MOTION was made by R. Atta THAT the Board of Governors support the recommendation of the Executive Leadership Team and approve 2025/26 Tuition & Fees as presented.</p> <p>MOTION CARRIED</p>
		C. Copithorne-Barnes joined the meeting.
10. NICE TO KNOW INFORMATION		
	10.1	EVENTS AND HAPPENINGS
	10.2	OLDS COLLEGE NEWS
	10.2.1	Broncos Men's Volleyball Travels to Quebec
	10.2.2	Over \$95 Million Awarded for Lab to Market Grants
	10.2.3	Tree Removal Begins for W.J. Elliott (Trades) Building Renovation
	10.3	BOARD CORRESPONDENCE
	10.3.1	Order in Council
		A MOTION was made by T. Gardner that the Board of Governors receive the items under number 10 on

the agenda as information.
MOTION CARRIED

BOARD MEMBER COMMENT SHEET
BOARD SELF-EVALUATION

11. ROUNDTABLE

ADMINISTRATION TO LEAVE THE MEETING UNLESS NEEDED FOR IN-CAMERA ITEMS

MOTION TO MOVE IN-CAMERA

A MOTION was made by A. Kaur Khambha to move the meeting in-camera.

MOTION CARRIED

MOTION TO MOVE OUT OF IN-CAMERA

A MOTION was made by BR Pirri to move the meeting out of camera.

MOTION CARRIED

13. MOTIONS OUT OF IN-CAMERA

13.1 OLDS COLLEGE TRUST

A MOTION was made by R. Atta that the Board instruct Olds College to provide \$11,100 to the Olds College Trust to fund operations for 2025/26.

MOTION CARRIED

13.2 PRESIDENT PROFILE

A MOTION was made by A. Kaur Khambha that the Board of Governors approve the President Profile as presented.

MOTION CARRIED

13.3 PRESIDENT SEARCH PROCESS

A MOTION was made by T. Gardner that the President Search Committee take steps to enact the preferred process for recruitment of the President.

MOTION CARRIED

MOTION TO MOVE INTO SPECIAL IN CAMERA SESSION

A MOTION was made by M. Bauer to move the meeting into special in-camera.

MOTION CARRIED

MOTION TO MOVE OUT OF SPECIAL IN CAMERA SESSION

A MOTION was made by A. Kaur Khambha to move the meeting out of special in-camera.

MOTION CARRIED

14. MOTIONS OUT OF SPECIAL IN-CAMERA SESSION

14.1

15. ADJOURNMENT

The meeting was declared adjourned at 4:10 p.m.



Al Kemmere
Board Chair



Debbie Thompson
Interim President