



RDC VALUES

**Exploration • Inclusiveness • Excellence • Integrity
Community • Accountability**

APPROVED MINUTES

RED DEER COLLEGE BOARD OF GOVERNORS

Thursday, October 10, 2019

Present:

Guy Pelletier, Chair
Dr. Peter Nunoda, President
Gilles Allard, Member
Charlene Burns, Member
Robin Chiles, Member
Joe Henderson, Member
Kristen Korhonen, Member
Brittany Lausen, Member
Emeka Nwachukwu, Member
Julie Oliver, Member
Dr. Dustin Quirk, Member
P.J. Swales, Member

Regrets:

Dr. Paulette Hanna, Vice President Academic

Resources:

Dr. Torben Andersen, Associate Vice President Academic, University Transition
Jim Brinkhurst, Vice President College Services & CFO
Shelley Ralston, Vice President Corporate
Laurel Corbiere, Executive Director Board & Executive Relations
Amanda Forbes, Administrative Coordinator (Recorder)
Marilee Murgatroyd, Manager, Governance Operations

Guests:

Esther Schilling, RDC Students' Association Vice President Academic
David Anderson, RDC Students' Association Vice President Operations
Jessica Hennelly, RDC Students' Association Vice President Community & Wellness

1. Call to Order

G. Pelletier called the meeting to order at 4:03 PM.

1.1 Attendance

1.2 Welcome to Kristen Korhonen & Julie Oliver

Kristen Korhonen and Julie Oliver were appointed to the Board for a three-year term effective September 9, 2019. This was an opportunity for the Board to formally welcome Kristen & Julie to the Board.

2. Adoption of Agenda / Consent Agenda

To ensure that the Board of Governors has sufficient time at its regular meetings to deal with substantive policy issues and time to review and strengthen its own operations, Board matters on minor or non-controversial matters appear on the Consent Agenda and are passed by the Board with a single motion unless a Board member wishes to separate an item for discussion and/or a vote.

MOTION 893/19:

The Red Deer College Board of Governors adopts the meeting agenda and the following items on the consent agenda:

- RDC Board of Governors Draft Minutes – September 12, 2019

MOVED BY: J. HENDERSON
CARRIED: UNANIMOUS

3. Declaration of Conflicts of Interest and/or Commitment (Real, Potential or Perceived)

No real, potential or perceived conflicts were declared.

4. Ownership Linkage

4.1 Introduction of 2019-2020 Student's Association Executive

R. Chiles introduced the Students' Association Executive members in attendance who were provided with an opportunity to provide an overview of their positions and goals for the upcoming year. The 2019-2020 Students' Association Executive are:

- President - Brittany Lausen
- Vice President Community & Wellness – Jessica Hennelly – Education
- Vice President Operations - David Anderson – Education
- Vice President Academic - Esther Schilling

G. Pelletier thanked the students for attending the meeting and for speaking to the Board.

D. Anderson described his work on green initiatives, and a pay-what-you-can soup program to address food insecurity. Many RDC staff and faculty are among those who purchased soup to raise money for the RDC Food Bank which is used by approximately 200 students and families. In the last five years, the number of vouchers issued rose from 2,000 to 9,000.

J. Hennelly described working with indigenous groups and focusing on mental health resources on campus as well as addiction counsellors, student lead support, and an information session for families regarding mental health.

E. Schilling indicated Dr. Andersen has been great at involving students in his university transition work. Ms Schilling's focus includes having faculty implement open educational resources for their students. She also described the importance for students to have access to instruction in other languages. Another one of her priorities is ensuring students know their rights and responsibilities.

B. Lausen's frequent work with government is a prime focus of her office and she has engaged in conversations about the university transition and its importance to students. Ms Lausen also works with the President's Executive Committee. Further, the SA is preparing an international student handbook and will host MLAs at a community event to engage students.

4.2 Ownership Linkage Plan

Over the last few years, the Board has made a concentrated effort to identify groups and/or segments of its ownership, to determine an effective tool for connection and appropriate information gathering techniques in order to contribute to the cycle of the review and/or confirmation of its Ends. Included below is an update on the Board's Ownership Linkage plan.

During its May 2019 Retreat, the Board discussed its Ownership Linkage Plan. The Board's Governance Process Policy GP-11: Board Linkage with Owners, states that the "Board shall be accountable to its owners as a whole." The Board has identified its owners as the citizens of Central Alberta.

The Ownership Linkage Committee works to assist the Board in accomplishing its connection to the ownership. The Board requested that the Ownership Linkage Committee bring to the September meeting, for discussion and approval, a draft plan for connection over the next year and the tools/methods for this engagement. The Ownership Linkage Committee met with Jannice Moore, the Governance Coach for a refresher/orientation on Ownership Linkage and to address the Board's request.

Due to the timing of new Board appointments, and to allow time for all Committee members to review the Plan, this matter will return to the Board in December 2019.

4.3 College and Community Events

At each meeting, the Board takes the opportunity to speak on events that members have attended on the College's behalf. Members who attended these events were invited to comment in the context of the Board's Governance Process Policies (the link between the organization and the people of Central Alberta.)

Members shared positive feedback from the announcement and discussed the upcoming President's Installation.

4.4 Calendar of Upcoming Events

To permit the Board members' participation in upcoming College and community activities and functions, an outline of up-coming events is provided. Members take these opportunities to gather input from the ownership as appropriate.

5. Board Education

5.1 University Transition

P. Nunoda introduced Dr. Torben Andersen, Associate Vice President Academic, University Transition, who provided the Board with an update.

P. Nunoda stated that he spoke with Senior Executive about meeting with individuals experienced in International Education to ensure that the ground work is in place. He attended a meeting with the Mayor and indicated no domestic student will ever be unseated by an international student as RDC serves Central Alberta, over and above. The same commitment extends to students.

Discussion took place about the notion of a University District development and that the current provincial government is open to the idea of RDC as a Polytechnic University.

6. Monitoring Board Performance

6.1 Status of 2019-2020 Performance Objectives

Per Governance Process Policy GP-12: *Board Planning Cycle and Agenda Control* the Board of Governors monitors its Performance Objectives at each meeting. This was an opportunity for the Board to review its progress of the Performance Objectives approved in June 2019.

6.2 Board Self-Evaluation – Governance Process Monitoring

This was an opportunity for the Board to monitor the Board's adherence to the following Governance Process Policies.

6.2.1 GP-1: Global Governance Process

6.2.2 GP-2: Key Values Held by Red Deer College Board of Governors

6.2.3 GP-3: Governing Style

Members discussed and concurred with the evaluator's rating and comments, indicating the Board is in compliance with these policies.

7. Monitoring CEO Performance (Ends & Executive Limitations)

The Board monitored the following Executive Limitations at its October 2019 meeting, this is conducted through a review of a monitoring report.

7.1 EL-4: Planning

7.2 EL-5: Financial Conditions and Activities

7.3 EL-6: Asset Protection

7.4 EL-9: Ethical Behaviour

7.5 EL-10: Entrepreneurial Activity and Partnership

MOTION 894/19:

The Red Deer College Board of Governors accepts the monitoring reports for Executive Limitation Policies; *EL-4: Planning, EL-5: Financial Conditions and Activities, EL-6: Asset Protection, EL-9: Ethical Behaviour and EL-10: Entrepreneurial Activity and Partnership* as demonstrating compliance with a reasonable interpretation of each of the respective Policies.

MOVED BY: PJ SWALES

CARRIED: UNANIMOUS

ABSTAINED: P. NUNODA

8. Items for Decision

8.1 Governance Process

8.1.1 Mandate & Roles Document Update

In fall 2018 the Ministry of Advanced Education had planned to provide a revised Mandate and Roles document (MRD) for the Board's consideration in early 2019.

This information has now been received and there are 2 processes involved:

1) A process to update the Mandate Statement; and

2) A proposed Mandate and Roles Document (MRD) with proposed changes that incorporate recently updated legislation for the Board's consideration

On March 8, 2019, the Ministry sent Mandate Statement Guidelines and a template so that institutions may update mandates to ensure alignment with the recently updated Post-Secondary Learning Act. On March 15, 2019, the Ministry sent a proposed MRD with tracked changes that needs to be reviewed by the Board.

It was proposed at the April 11, 2019 Board meeting that these come forward for approval in Fall 2019 at the same time as the updated Mandate Statement. This will give the operations staff time to review what is required and submit the completed documents to the Board for approval. The Ministry has indicated that although they have requested Board approval in early Fall that they are flexible with their timelines.

The Board passed a motion in April authorizing the Board Chair and Vice Chair to work with the President on behalf of the Board between then and fall 2019 to ensure the Mandate and Mandate and Roles processes are completed and that updated documents are brought to the Board in fall 2019 for approval prior to submission to the Ministry of Advanced Education.

Since that time the Ministry has advised the President's Office that a number of institutions are not submitting until the new year. Given that RDC has a new President and Board Chair and we are working through the details of the transition, a draft will be brought forward in early 2020 for the Board's approval.

MOTION 895/19:

That the Red Deer College Board of Governors agrees to extend the timeframe to complete motion 879/19 to spring 2020.

MOVED BY: R. CHILES
CARRIED: UNANIMOUS

8.1.2 November Strategic Planning Day Agenda

The RDC Board of Governors is scheduled to hold its annual Strategic Planning Workshop on Thursday, November 21, 2019 from 8:30 a.m. – 4:30 p.m.

The Board has engaged Jannice Moore of The Governance Coach consulting team, to facilitate a review of the Board's Ends during the Board's Strategic Planning Day. Members reviewed and approved the proposed agenda.

MOTION 896/19:

The Red Deer College Board of Governors approves the agenda as proposed with the amended facilitators for the Board Workshop scheduled for November 21, 2019.

MOVED BY: G. ALLARD
CARRIED: UNANIMOUS

8.1.3 Governance Process Routine Content Review

To ensure the continued relevance of its policies and to ensure compliance with *Governance Process Policy GP-12: Board Planning Cycle and Agenda Control #1*, the Board reviewed the following policies:

- 8.1.4.1 GP-1: Global Governance Process
- 8.1.4.2 GP-2: Key Values Held by Red Deer College Board of Governors
- 8.1.4.3 GP-3: Governing Style

Members discussed and agreed with the recommendation that there were no policy revisions required.

MOTION 897/19:

The Red Deer College Board of Governors agrees to the change to amend *GP-1: Global Governance Processes* replacing “unacceptable” with “damaging”.

MOVED BY: R. CHILES
CARRIED: UNANIMOUS

8.1.4 Consolidated Financial Statements

G. Pelletier, J. Henderson and E. Nwachukwu as members of the RDC Audit Committee met with representatives of the Auditor General’s Office prior to the meeting to review the Red Deer College Consolidated Financial Statements to June 30, 2019.

Members of the Audit Committee provided an overview of the meeting with the Auditors and put forward a recommendation for consideration.

It was determined to be a clean audit. The auditors spoke highly of the procedure that RDC has in place as well as the high level of cooperation demonstrated by RDC staff.

A question was posed about the deficit and how the institution will manage the situation. Clarification was provided by J. Brinkhurst. When there is a deficit that occurs in-year, the Board is kept informed as financial information comes to the Board, at least three times per annum. This is distinct from the Board planning for a deficit, as per EL-4 and EL-5, which was not the case last year.

MOTION 898/19:

The Red Deer College Board of Governors approves the June 30, 2019 Consolidated Financial Statements for Red Deer College.

MOVED BY: J. HENDERSON
CARRIED: UNANIMOUS

8.2 Executive Limitations

8.2.1 Routine Content Review

To ensure the continued relevance of its policies and to ensure compliance with Governance Process Policy GP-13: Board Planning Cycle and Agenda Control #1, the Board reviewed the following policies:

- 8.2.1.1 EL-4: Planning
- 8.2.1.1 EL-5: Financial Conditions and Activities
- 8.2.1.1 EL-6: Asset Protection
- 8.2.1.1 EL-9: Ethical Behaviour
- 8.2.1.1 EL-10: Entrepreneurial Activity and Partnership

The Board reviewed the above mentioned Executive Limitation policies and agreed with the recommendation of no content changes.

9. Information

9.1 Information Requested by the Board

9.1.1 Indigenous Plan / Diversity Reporting Update

Over the past number of years the Board has received a yearly update on FNMI and Cultural/Diversity Initiatives in June.

Given recent restructuring in the institution and the Board’s desired performance objective on Indigenization this report is being updated. Moving forward, the Board will receive two updates on Indigenization in April and September and information on diversity will also come forward in April as part of EL-2: Treatment of Staff.

This information is provided in addition to the evidence provided in as part of the President’s Report: On Progress towards Achievement of the Board Ends that the Board reviews in November and December.

The Board expressed interest in receiving a tour of Indigenous Services as well as a presentation regarding its progress once a new Director is hired.

9.1.2 President Transition Team Update

As per Board policy EL-11: Transition of the President, a transition team has been formed to ensure a successful transition. An update was provided by P. Nunoda for the Board’s information.

9.1.3 Enterprise Risk Management Report

The purpose of this Report is to provide the Board of Governors with assurance that RDC has an effective and efficient enterprise risk management (ERM) program. As a component of reporting for EL-6: Asset Protection and EL-4: Planning this report provides further evidence of compliance.

P. Nunoda provided an overview of the Enterprise Risk Management Report for members’ information.

9.1.4 Investment Performance Report

P. Nunoda provided an overview of the status/performance of the College’s current investment portfolio for Members’ information.

10. Adjourn

G. Pelletier declared the meeting adjourned at 6:44 p.m.

Original signed

December 13, 2019

Guy Pelletier, Chair
Red Deer College Board of Governors

Date

Original signed

December 18, 2019

Laurel Corbiere, Executive Director,
Board & Executive Relations

Date