



NORTHERN ALBERTA INSTITUTE OF TECHNOLOGY

Minutes of the One hundred and Fifty-seventh regular meeting of the Board of Governors

Friday, February 28, 2020
4:00 to 6:00 pm

T811 Governors' Boardroom

Members	Ray Pisani (Chair)	Daryl Kruper (Vice Chair)	Dr. Ray Block
Present:	Chahd Alkahwaji	Valerie Berger	Vi Becker (via telephone)
	Tara Chahl	Jamie Corfield	Dr. Annemarieke Hoekstra
	Yasmin Jivraj	Priti Laderoute	Kris Mauthe
	Marlea Sleeman	Karen Velasco	Paul Verhesen
	Kristina Williams		
Resources:	Dr. Sue Fitzsimmons	Sandra Marocco	Jeff Dumont
	Clayton Davis		
Regrets:	Janet Riopel	Pan Zhang	
Recorder:	Sandy Timmer		

1 CALL TO ORDER

Mr. Ray Pisani, Board Chair, welcomed everyone to the third board meeting of the academic year and a very important meeting for NAIT's Board. With the decreases to funding provided by Government and the impacts of that reduced funding, NAIT has had to develop a plan to address the reduced funding while still endeavouring to be financially sustainable.

Mr. Pisani advised that NAIT's Executive have been working long and hard over the past several months to put a plan together. This will be presented to Government. The details of the proposed plan will be discussed *in-camera* today. The public portion of today's meeting will be brief to allow the Board to spend considerable time discussing the proposed plan with NAIT Executive.

With that, Mr. Pisani called the meeting to order.

Board of Governors Meeting – February 28, 2020

Mr. Pisani highlighted key items for the Board's attention and motions to be voted on. These included:

- Proposal for a program suspension
- The 2020/21 to 2022/23 Capital Plan
- Tuition and mandatory non-instructional fees approvals. The mandatory non-instructional fees are subject to the NAIT Students' Association approval.
- The proposed honorific renaming – to be held during the *in-camera* discussion

The motions on the proposal for the program suspension, the Capital Plan, and the tuition and mandatory non-instructional fees are included in the Consent Agenda.

It was noted that there will not be any verbal reports from NAIT's Executive or the Committee Chairs. Summaries for each of the Committee meetings is included in the meeting package. Board members were advised to direct any questions they may have on any of the reports to the respective Executive or Committee Chair.

Following the *in-camera* budget presentation and discussion, the Board will have a presentation from Dr. Marvin Washington on board governance during our changing times.

1.1 Approval of the Agenda

Mr. Pisani asked for any declarations of conflict of interest for Board members on today's agenda and none were raised.

Dr. Annemarieke Hoekstra asked to have the Tuition and Mandatory Non-Instructional Fees, Item 2.1.13 on the Consent Agenda, moved to the main agenda. With that change, a motion was requested to approve the agenda.

Moved by Kristina Williams that the agenda be approved as presented with the movement of Item 2.1.13 to the main agenda.

Carried

1.2 Approval of the Minutes of the Meeting held on December 10, 2019

Moved by Kris Mauthe that the minutes of the Meeting of December 10, 2019 be accepted as presented.

Carried

1.3 Business Arising from Minutes

There was no business arising from the previous minutes.

2 CONSENT AGENDA

2.1 Accepting Minutes and Receiving Committee Reports:

2.1.1 Academic Council – Minutes of the Meeting on February 3, 2020 (*Item 4.1.1*)

Board of Governors Meeting – February 28, 2020

2.1.2 Academic Council – Asynchronous Vote of the Board of Governors of February 7, 2020 to approve the nominees to receive Honorary Degrees at Convocation, April 30-May 2, 2020 (*Item 4.1.2*)

2.1.3 Academic Council – Suspension of Medical Transcription (certificate) Program (*Item 4.1.3*)

Moved by Dr. Ray Block that the Board of Governors approve the suspension of the Medical Transcription (certificate) program effective July 1, 2020.

2.1.4 Campus Development Committee - Minutes of the Meeting on January 23, 2020 (*Item 4.2.1*)

2.1.5 Campus Development Committee – 2020/21 to 2022/23 Capital Plan to be included in the 2020/21 to 2022/23 Comprehensive Institutional Plan (*Item 4.2.2*)

Moved by Daryl Kruper that the 2020/21 to 2022/23 Capital Plan be approved for inclusion in the 2020/21 to 2022/23 Comprehensive Institutional Plan (CIP). (NOTE: CIPs may no longer be required by the GoA, to be replaced by the Investment Management Agreements (IMA))

2.1.6 Board Executive Committee – Minutes of the Meeting on December 11, 2019 (*Item 4.3.1*)

2.1.7 Board Executive Committee – Minutes of the Meeting on January 21, 2020 (*Item 4.3.2*)

2.1.8 External Relations Committee – Minutes of the Meeting on January 31, 2020 (*Item 4.4.1*)

2.1.9 Audit Committee - Minutes of the Meeting on February 11, 2020 (*Item 4.5.1*)

2.1.10 Audit Committee - Compliance Certificate–October 1-December 31, 2019 (*Item 4.5.2*)

2.1.11 Finance Committee - Minutes of the Meeting on February 11, 2020 (*Item 4.6.1*)

2.1.12 Finance Committee - Quarterly Financial and Investment Report for the Quarter Ended December 31, 2019 (*Item 4.6.2*)

2.1.13 Finance Committee – 2020/21 Tuition Fees and MNIF Compliance Approval (*Item 4.6.3*) – **Moved to main agenda**

2.1.14 NAIT Foundation Trustees – Minutes of the Meeting on February 11, 2020 (*Item 4.7.1*)

2.1.15 Governance Committee - Minutes of the Meeting on January 30, 2020 (*Item 4.8.1*)

Board of Governors Meeting – February 28, 2020

2.1.16 Governance Committee – Asynchronous Vote of the Board of Governors of February 11, 2020 to approve the updated Mandate Statement (*Item 4.8.2*)

2.1.17 Human Resources Committee - Minutes of the Joint Meeting of the Human Resources and Finance Committees on December 19, 2019 (*Item 4.9.1*)

2.1.18 Human Resources Committee - Minutes of the Meeting on January 22, 2020 (*Item 4.9.2*)

Moved by Yasmin Jivraj that the Consent Agenda items be approved as presented with Item 2.1.13 moved to the main agenda.

Carried

3 NAIT EXECUTIVE REPORTS

3.1 Office of the President and CEO

3.1.1 Risk Report

3.1.2 President's Activities

3.2 VP Administration and CFO

3.3 VP Industry Partnerships and CMO

3.4 VP Academic and Provost

3.5 Executive Director, Human Resources

Moved by Jamie Corfield that the written executive reports be accepted for information.

Carried

4 COMMITTEE REPORTS

4.1 ACADEMIC COUNCIL

- Written Committee Chair's Report as attached

4.2 CAMPUS DEVELOPMENT COMMITTEE

- Written Committee Chair's Report as attached

4.3 EXECUTIVE COMMITTEE OF THE BOARD

- Written Committee Chair's Report as attached

4.4 EXTERNAL RELATIONS COMMITTEE

- Written Committee Chair's Report as attached

4.5 AUDIT COMMITTEE

- Written Committee Chair's Report as attached

4.6 FINANCE COMMITTEE

- Written Committee Chair's Report as attached

4.6.3 Finance Committee – 2020/21 Tuition Fees and MNIF Compliance Approval

Dr. Annemarieke Hoekstra asked if the Technology Fee is included in the Mandatory Non-instructional Fees (MNIFs) and it was advised that the Student body will have to approve the Technology Fee in the MNIFs and it is expected to have that decision in the coming week or two.

Moved by Val Berger that the Board of Governors approves the tuition fees, as detailed in the Tuition Fee Compliance documents for the 2020/21 year, for submission to Advanced Education for final approval; and the Mandatory Non-instructional Fees subject to NAIT Students' Association approval.

Carried

NOTE: This motion was confirmed by asynchronous vote passed on March 2, 2020.

4.7 FOUNDATION TRUSTEES

- Written Foundation Chair's Report as attached

4.8 GOVERNANCE COMMITTEE

- Written Committee Chair's Report as attached

4.9 HUMAN RESOURCES COMMITTEE

- Written Committee Chair's Report as attached

Moved by Paul Verhesen that the Board of Governors accept the written Committee Chair reports as circulated for information.

Carried

Prior to moving *in-camera*, Ms. Heather Murray, NAIT's Legal Counsel, reviewed the requirement for confidentiality of *in-camera* discussions and clarifying members' perceived conflicts of interest based on different views as opposed to actual conflicts of interest of agenda items.

5 **IN-CAMERA SESSION WITH BOARD OF GOVERNORS**

Mr. Pisani invited NAIT's Executive, Mr. Clayton Davis and Ms. Carole Laplante to remain in the meeting and all other guests departed.

Moved by Priti Laderoute that the Board move to an in-camera session.

Carried

No conflicts of interest with the *in-camera* discussion were declared.

5.1 Budget Submission to Government

5.1.1 Transition Advisory Committee Executive Summary

Dr. Ray Block opened the discussion indicating that the October 2019 provincial budget signaled a significant shift in how post-secondaries would be funded and subsequently, how they would operate and do business.

In the provincial budget tabled yesterday, February 27th, this was further confirmed. We will provide the Board with further details on the budget implications once they become available. Dr. Block commented that as mentioned before, with these challenges, we also see opportunities for NAIT to make improvements and to innovate.

Dr. Block also wished to acknowledge the tireless efforts of NAIT's Executive these past couple of months as they worked with their teams to develop the plans for their respective portfolios and how they will work to transform their areas and the best path forward for NAIT.

It was noted that NAIT's values of respect, collaboration, celebration, support and accountability guided the decision-making process and helped to lead us to the recommendations being made today.

Dr. Block noted that Government recently asked us to help them reduce the budget as much as possible by their year-end, March 31st, and we have complied with their request.

The new funding tool that Government has recently implemented for post-secondaries is the Investment Management Agreement (IMA). These agreements will provide multiple years of predictable funding, but it will also introduce penalties for non-achievement of those performance metrics as outlined.

We engaged the Transition Advisory Committee (TAC) to assist NAIT's Executive in developing the plan to be presented today. This committee was comprised of four external experts who have all managed through transition and transformation. Their advice was valuable and appreciated by NAIT's Executive.

Dr. Block commented that we are also in a presidential transition at this time and this plan will set NAIT on a strong foundation for the next president. We also kept our staff top of mind while working through our transition plans. We have been keeping staff apprised as much as possible and they have acknowledged appreciation for the communications. But there is still some uncertainty as to what will be the final outcome of the plan and that has, unfortunately, caused some anxiety amongst our staff. We have also been focused on ensuring our student outcomes and maintaining student and industry success, and program excellence, remain a priority.

We are expecting to announce some job losses; however, it is important to note that 91% of NAIT's staff will be retained. We will support those both leaving and those who remain.

Dr. Block then invited NAIT's Executive to give their presentation on NAIT's transformation and transition.

NAIT's Executive noted that the changes being recommended have been thoroughly considered and they are confident these are the right changes for NAIT. Although there was no choice but to make these changes, due to the reduced funding from Government, they are still impactful to the institute overall. However, NAIT is aligned with the new direction set out by the Province.

It was noted that we have been reviewing our financial sustainability for approximately seven years and have been making changes over the years to address budget shortfalls. Tuition was frozen for four years and now that the freeze has been lifted, we have an opportunity regain some of that revenue. But other changes still have to be made.

Executive commented that they chose to take a four-year view and make the necessary cuts this year rather than do small cuts every year. These changes now will help to put NAIT back on a balanced budget in the next few years. We had to find \$50M and it was advised that we are looking to gain about \$15M in tuition revenue but we also had to cut \$35M in expenses. We also have to grow other revenue.

Discussion with Board members and NAIT's Executive then ensued on the presentation.

Mr. Pisani concluded the discussion by thanking the Executive for their insightful and thoughtful presentation. As the Board will not be voting on this plan today – that will be done at the Board meeting called for Thursday, April 2nd – any further questions for NAIT Executive should be directed to Sandy Timmer and she will forward them to Executive for review. Questions will be compiled and responses will be circulated to the Board prior to April 2nd. Responses to questions of an operational nature will not be circulated.

5.2 Honoring Naming of the Centre for Applied Technology

The Board discussed the proposed honoring naming of the Centre for Applied Technology to acknowledge Dr. Glenn Feltham's tremendous impact to the institute over his nine years as President. There were no concerns raised by members on this recommendation.

Moved by Ray Pisani that the Board of Governors approve Dr. Glenn Feltham for an honoring naming to honour his extraordinary contributions to NAIT.

Carried

Moved by Ray Pisani that the Board of Governors approves the exception to the waiting period clause 5.0 of Honoring Naming of Tangible Entities Procedure.

Carried

Moved by Ray Pisani that the Board of Governors approves the honorific re-naming of the Centre for Applied Technology in Dr. Glenn Feltham's name.

Carried

It was noted that the External Relations Committee will discuss and determine the appropriate name for the building.

As there was no further discussion to come before the Board *in-camera*, a motion was made to exit the *in-camera* discussion.

Moved by Priti Laderoute that the Board exit the in-camera session.

Carried

6 PRESENTATION: Board Governance in our Changing World – Dr. Marvin Washington

Mr. Pisani invited Ms. Yasmin Jivraj to introduce Dr. Marvin Washington and his presentation to the Board. Ms. Jivraj advised that Dr. Washington teaches governance courses through the Institute of Corporate Directors programs. His discussion today will be on the importance of board governance and board decisions during these challenging times.

Mr. Pisani also welcomed Dr. Curtis Clarke, the new Deputy Minister of Advanced Education, to the dinner and presentation by Dr. Washington.

7 CORRESPONDENCE

For information.

8 BOARD MEMBER CONTACT LIST

For information.

9 NEXT BOARD MEETING

The next Board Meeting date will be Thursday, April 2, 2020 at 8:30 a.m. and then Tuesday, May 26, 2020 at 4:00-7:00 p.m. in the Governor's Boardroom, T812.

10 ADJOURNMENT

Moved by Kris Mauthe that the Board of Governors meeting be adjourned at 7:33 p.m.

Carried



Ray Pisani – Chair, Board of Governors



Sandy Timmer – recorder