



NORTHERN ALBERTA INSTITUTE OF TECHNOLOGY

Minutes of the One hundred forty-fifth regular meeting of the Board of Governors

Tuesday, December 13, 2016
4:00 to 6:00 pm

O102P Governors Boardroom

Members	Brent Hesje (Chair)	Dr. Glenn Feltham	Mark Ohe
Present:	Keith Meagher	Andy Clark	Jeffrey Mason
	Larry Spagnolo	Joel Benitez	Allan Mah
	Randy Tribiger	Valerie Berger (by phone)	Daryl Kruper (by phone)
	Ray Pisani		
	Garry Wilson	Tamara Russell	
Resources:	Dr. Ray Block	George Andrews	Kevin
	Dr. Sue Fitzsimmons		Shufflebotham
Regrets:	JudyLynn Archer		

1. Call to Order

Brent Hesje called the meeting to order at 4:00 p.m.

Brent welcomed everyone to the meeting and extended special welcomes to Garry Wilson and Tamara Russell to their first Board of Governors meeting.

Brent acknowledged that this meeting is bittersweet in that three Board members would be completing their terms on the Board, including himself. Mark Ohe and Larry Spagnolo would also be leaving by the end of the year. He thanked Larry and Mark for all they have done to move the institute forward during their time on the Board. He noted that the Board has created great momentum and hopes to see that continue with new board members coming on.

One of the core responsibilities of a Board member is to approve the Annual Report which will be done in this meeting. Depending on time, departing Board members will give their reflections on the past six years.

Prior to approving the agenda, Brent suggested that items 4 and 5 be reversed so that we can speak to the in-camera items in the interest of time.

1.1 Approval of the Agenda

Moved by Ray Pisani that the agenda be approved with Items 4 and 5 reversed.
Carried

1.2 Approval of Minutes of the Meeting on October 3, 2016

Moved by Allan Mah that the minutes of October 3, 2016 be approved as presented.

Carried

1.3 Business Arising from Minutes

There was no business arising from the previous meeting.

2. NAIT Executive Reports

2.1 Office of the President and CEO

Dr. Glenn Feltham reviewed his report to the Board. He wished to acknowledge and thank the Executive, President's Council and Academic Council, and the broader leadership at NAIT, for all they do every day to make NAIT an outstanding polytechnic. He noted that NAIT is very fortunate to have a Board with a deep understanding of NAIT and industry.

Dr. Feltham then discussed some key points in his report.

Board of Governors Renewal

Glenn discussed the Board openings that will occur in the New Year with Board members leaving as they are at the end of their second term, including as Brent noted, the Chair position. There were two competitions – one for the Chair position and one for the public member positions. We received 53 applications for the public member positions and have provided our short list of those to the Minister's office. There were many excellent candidates in the applications. We hope to hear from the Minister's office in the early New Year on the appointments.

Growth

We continue to focus on growth at NAIT. Glenn was pleased to report that our credit programs grew by over 10% this year. However, it should be noted that the skilled trades area will show some decline due to the economy. The skilled trades programs are cyclical. In general, apprentices need to be employed to attend NAIT. The reduction in first period enrolment will affect future year's enrolment. NAIT is working with the Ministry and our Dean of Skilled Trades to try to mitigate some of the apprenticeship registration loss.

Campus Development

NAIT is making greater progress in campus development than at any other time in its history. It is exciting to see the changes that have come recently. Glenn updated the

Board members on the progress of the Productivity and Innovation Centre (PIC). The federal government officially announced its funding of the project on October 12th at NAIT with Minister Amarjeet Sohi attending. The project is progressing very well. We are expecting to receive the first two funding installments of \$8M from the federal government before the end of this year. We are focusing on developing the model for how PIC will operate, and an advisory committee has been struck. This committee includes Kerry Brown (Chair), Brent Hesje, and James Cumming. Each is very familiar with NAIT having previously served on the NAIT Board of Governors. We also have the same exceptional team from NAIT Facilities and the same General Contractors (Clark Builders) who worked on CAT now leading the construction of PIC.

Government Relations

We continue to reach out to the three levels of government and are building support for our initiatives. The federal government funding for PIC is a prime example of that.

Items of Interest

Dr. Feltham noted some recent events to highlight:

- NAIT received the top honours as the “Best Overall Workplace” by Alberta Venture magazine. NAIT’s involvement in mental health training was a key factor in winning this category.
- The CAT opening ceremonies were held on October 27th with over 850 guests attending.
- The Children’s Christmas Party had the largest ever registration with over 2,300 staff and families enjoying the festivities and activities.

Risks

Glenn noted that overall, NAIT’s risk profile is reasonably stable. There are three items to note that are providing us with some notable risk:

- Board renewal – we are working closely with the ministry to have new members and our Board Chair appointed as quickly as possible.
- The Productivity and Innovation Centre – as this project has a very tight timeline, there are risks with meeting those milestones. We are developing a financial model for its operation so it is ready when the building opens.
- Financial sustainability continues to be a major focus as we work through the financial factors such as tuition freeze timelines and apprenticeship registration.

Dr. Feltham concluded his report to the Board as there were no questions for the President.

2.2 VP Administration and CFO

Dr. Ray Block briefly reviewed his report to the Board contained in the meeting materials. Dr. Block indicated that we have an operating surplus of \$5.2M which is in line with the budget for 2016/2017. He noted, however, that this surplus includes an anticipated \$14M land transfer (the South Lands). If that does not occur in the fiscal year, we will then be in a deficit situation.

Ray noted that Terms of Reference for the Blatchford land transaction is concluded; however, the City has since changed the “parcel” from one contiguous parcel to several parcels. We are currently working with this City on this to revert back to one contiguous parcel.

Discussion briefly ensued on the independent appraisal of the Blatchford land and the change to several parcels of land. Dr. Block noted that it is in NAIT’s best interest for the best use of the land if it is one contiguous parcel rather than separated. The independent appraisal should be straight-forward once all the parties are in agreement.

The debenture refinancing has been sent to the Government for its approval. They have received all the documentation and we do not expect there to be any concerns raised.

There were no other questions for Dr. Block and he concluded his review.

2.3 VP External Relations and CDO

George Andrews provided a brief summary of his report. He thanked Larry Spagnolo for his leadership on the External Relations Committee and for his advocacy for NAIT. George also acknowledged Larry’s donation to the capital campaign and his commitment to the campaign. George wished to recognize two other major donations that were recently received – \$1M from Ashif Mawji, a NAIT alumnus, and \$1M from the Melton family (Melcor). To date, the Essential Campaign has raised over \$89M of the \$100M target.

George noted the events that have taken place at NAIT and advised that Alumni Relations held 12 alumni events and activities with a total of 502 attendees, 311 of these were alumni. As well, there were six Advancement events with a total of 1,385 attendees, of which 283 were alumni. In total, 18 events have occurred, with 1,887 attendees and 594 of them were alumni. Alumni are a key part of the fundraising picture for NAIT as they are also NAIT brand ambassadors and share the message of NAIT and its value to the educational system in Alberta.

This concluded Mr. Andrews’ overview of his report.

2.4 Provost (Kevin Shufflebotham) and VP Academic (Sue Fitzsimmons)

Dr. Sue Fitzsimmons discussed the combined report for the Provost and Vice President Academic portfolios.

Their report aligns with the Strategic Plan and the Academic Plan. Communication within the portfolios is essential to the success of both and they are working towards making further improvements in that regard, including working with NAIT’s internal communications department to determine how to best support the leaders in the academic portfolio in their communications as well.

Sue noted that she is working with her team on the operating model for PIC so that it is used effectively and efficiently for industry and NAIT and is pleased with the progress they have made so far.

Sue continues to develop her leadership team and is proud to work with a very talented group of people.

Kevin Shufflebotham reported that growth at NAIT is still strong and expects that we will meet our FLE targets. An important new aspect to the teachings at NAIT is the simulation labs and the powerful teaching tool they are for students. He commented that there is a sense of renewal and energy with the simulation labs.

Kevin advised that a survey on the academic restructuring was sent out to all those affected to get a sense of the effects of the changes and transitions. Overall, the results were encouraging as there was a strong response for support of the changes. We continue to provide support to the leaders in their new roles. Kevin noted that there were three areas of concern raised with the survey – lack of time, process, and clarification of roles. He advised that Bill Yaremko will be overseeing the survey responses to ensure that the needs raised are addressed.

There were no further questions for Sue or Kevin.

3. Committee Reports

3.1 Academic Council (Dr. Glenn Feltham)

Glenn provided an update from the Academic Council meeting held on November 28, 2016. He advised that an excellent discussion took place at that meeting on the Open Educational Resources (OER) materials. The presentation was with John Perozok, NAITSA President and Academic Council member, and Amanda Derksen, our Reference Librarian. More of this discussion is likely to come.

3.1.1 Minutes of the Meeting of November 28, 2016

Moved by Dr. Glenn Feltham that the minutes of the November 28, 2016 Academic Council meeting be accepted as information.

Carried

3.1.2 Academic Council Constitution and Bylaws

Dr. Feltham advised that only minor changes were made to the Academic Council Constitution and Bylaws, no substantive changes were made. The changes are included in the meeting materials.

Moved by Dr. Glenn Feltham that the Board of Governors approve the revised Academic Council Constitution and By-laws as presented.

Carried

3.1.3 Admissions Policy

Dr. Feltham indicated that no substantive changes were made to the policy and the changes are included in the board package.

Moved by Dr. Glenn Feltham that the Board of Governors approve the Admissions Policy as presented.

Carried

3.1.4 New Diploma – Baking, Pastry and Confectionary Arts Diploma

Dr. Feltham advised that this is a substantive item in that the Diploma will replace the current Certificate for the program. This is being made in response to requests from industry and it also aligns with other post-secondary institutes that offer the same type of program. The program would move from a one-year certificate program to a two-year diploma program. It was noted that there might be some impact on enrolment as there may be more students enrolling in the program now. The one-year program won't be phased out until all current and registered students have been put through.

Moved by Dr. Glenn Feltham that the Board of Governors approve the suspension of the existing Baking, Pastry and Confectionary Arts Certificate upon launch of the new Baking, Pastry and Confectionary Arts Diploma.

Carried

3.1.5 Program/Specialization Name Change – Applied Banking and Business changed to Applied Financial Services Certificate

Dr. Feltham noted that the name change for this program is also in response to industry's requests and for better employability for students to have this certificate name changed.

To be moved by Dr. Glenn Feltham that the Board of Governors approve that the name of Applied Banking and Business be changed to Applied Financial Services Certificate.

Carried

3.2 Campus Development Committee (Mark Ohe)

3.2.1 Minutes of the meeting of November 17, 2016

Mark Ohe, Chair of the Campus Development Committee (CDC), provided an update for the Board from the Committee's meeting in November and various items for their information.

Mark discussed the meeting of the CDC held on November 17th and advised that the Committee was updated on a meeting between Minister Brian Mason and Mayor Iveson regarding the expansion lands. The Committee was advised that a new appraisal will be completed once the Terms of Reference are finalized to establish the value of the Blatchford lands as a single contiguous parcel of land. As Dr. Ray Block noted in his report earlier, this has been subsequently changed by the City requesting it be several parcels of land. Discussions continue on that.

Mark reported that the PIC Project is underway and will be managed by the same group that managed the CAT build from both NAIT and Stantec. Milestones are being met although the timeline is tight. There is the issue of the deep sewer on the site location but care is being taken to ensure that the sewer line is not impeded. Clark Builders is carrying a \$50M insurance rider on it for the risk of hitting the sewer line as the exact location of the sewer is

unknown by the City. Mark noted that Administration was asked to establish processes so that all near misses are reported in the safety reporting for the project.

The Committee was advised that the PIC project's scope was modified to accommodate the build of three NDT (non-destructive testing) bunkers. There is currently a bottleneck for the use of the bunker in the G-Wing and this will alleviate some of that bottleneck. These bunkers are revenue-generating and the Committee agreed to spend the approximate \$660,000 on the bunkers. The PIC project is currently on time and on budget and both are being monitored as there is risk with the tight timeline to build it. It was reported that projections show that costs for the bunkers can be recovered in about 72 months as there are no other facilities available to do testing that use bunkers.

Mark advised that the L Building and T Building renovations were reviewed at the meeting. Asbestos remediation has commenced in L Building and the renovation budget remains as initially projected at \$11.7M.

The T Building's design development has been completed and floors 6-8 will have a full removal. The floors will be vacant during renovations. The projected budget forecast for T Building remains at \$16.4M.

The restack plans for the Campus are being revised as much has changed since the initial plans were developed in January 2015. A revised Main Campus Restack Plan should be ready after Q1 2017 and will be a rolling plan.

The Committee was also advised that MNP was engaged to undertake a review of the Emergency Management and Business Continuity program to ensure we have best practices and that it is balanced with diverse stakeholder interests, operational effectiveness and desired outcomes. The Auditor General has been highlighting this topic in his recent reports on other audits he has conducted.

Mark advised that AIT is still looking at leasing space in CAT and we will hear further on this. He also noted that there has not been any significant impact to the parking around NAIT for events at Rogers Place and those using the LRT. This will continue to be monitored.

As well, NAIT continues to search for opportunities to acquire strategic properties around or near the campus.

Moved by Mark Ohe that the Campus Development Committee meeting minutes of November 17, 2016 be accepted as information.

Carried

3.2.2 Naming Grids & Donor Recognition

The purpose of the naming grids is to ensure that there is an equitable allocation of dollar values associated with rooms, shops, labs, floors, wings and buildings. The additions to the naming grids presented below are consistent with other similar spaces on the approved naming grids, however to comply with our process, they are presented for review and recommendation for approval by the Board of Governors.

Moved by Mark Ohe that the Board of Governors approve the addition of the following to NAIT's naming grids:

NAIT – Centre for Applied Technology

GIFT LEVEL	NAMING OPPORTUNITY
\$250,000	CAT121 – revaluation from \$50,000 due to room use change (was break out room; now Ambulance box)
\$50,000	CAT126M – revaluation from \$250,000 due to room use change (was Ambulance box; now reception area)
\$50,000	CAT126N – revaluation from \$100,000 due to room size and use
\$50,000	CAT126Q – revaluation from \$100,000 due to room size and use
\$50,000	CAT126S – revaluation from \$100,000 due to room size and use
\$50,000	CAT126U – revaluation from \$100,000 due to room size and use
\$250,000	CAT135 – revaluation from \$25,000 due to room use change (was storage room; now MRI scanner room)
\$50,000	CAT205A – revaluation from \$250,000 due to size
\$50,000	CAT205B – revaluation from \$250,000 due to size
\$50,000	CAT205C – revaluation from \$250,000 due to size
\$25,000	CAT2X9B – revaluation from \$50,000 due to size
\$25,000	CAT2X9C – revaluation from \$50,000 due to size
\$100,000	CAT217 – revaluation from \$250,000 due to size
\$100,000	CAT218 – revaluation from \$250,000 due to size
\$100,000	CAT219 – revaluation from \$250,000 due to size
\$250,000	CAT222 – revaluation from \$500,000 due to room use
\$50,000	CAT233 – Meeting Room
\$25,000	CAT304A – Meeting Room
\$25,000	CAT304B – Meeting Room
\$25,000	CAT304C – Meeting Room
\$1,000,000	CAT309 – Meeting Room Centre (includes corridor and meeting rooms 309A, B, C, D)
\$50,000	CAT316 – Meeting Room
\$25,000	CAT430A – Meeting Room
\$25,000	CAT430B – Meeting Room

Carried

Moved by Mark Ohe that the Board of Governors approve the removal of the following to NAIT's naming grids:

NAIT – Centre for Applied Technology

GIFT LEVEL	NAMING OPPORTUNITY
\$50,000	CAT2X9B – student lounge; not appropriate for naming
\$50,000	CAT2X9C – student lounge; not appropriate for naming

Carried

Donor Recognition:

Moved by Mark Ohe that the Board of Governors approve the donor recognition as follows:

NAIT Centre for Applied Technology

- Meeting Room (CAT200C; 10 years) – Cisco Systems Canada Co. (\$1,000,000 cash & credit)
- Lounge (CAT205; 10 years) – BMO (\$500,000 cash)

NAIT Centre for Applied Technology – Recognition transfers

- Meeting room (CAT205A) – Ambrozic Family (\$50,000)
 - Original location: Student lounge 2X9C
- Meeting room (CAT205B) – Brent & Deborah Hesje (\$50,000)
 - Original location: Student lounge 2X9B
- Classroom (CAT282) – geoLOGIC (\$100,000)
 - Original location: Engineering Annex L142

Carried

On behalf of the Campus Development Committee and NAIT, Mark extended his sincere thanks to all of those who have donated to NAIT. This concluded Mr. Ohe's presentation.

3.3 Executive Committee (Brent Hesje)

3.3.1 Minutes of the meeting of October 12, 2016

Brent Hesje commented on the Executive Committee meeting held on October 12th. He advised that the Committee met right after the funding announcement at NAIT from Minister Sohi on the PIC project. This was an important day for NAIT. The Committee also discussed the upcoming board vacancies and the changes that have taken place in the academic portfolio.

The Committee also held an *in-camera* session with Board members only.

Moved by Brent Hesje that the Executive Committee meeting minutes of October 12, 2016 be accepted as information.

Carried

3.3.2 Approval of the Record of the Asynchronous Vote of November 21, 2016 regarding the Revised Resolution on Refinancing of the ACFA Loan

Brent advised that the asynchronous vote on the revised resolution for the refinancing of the ACFA loan was approved by the Board members.

Moved by Brent Hesje that the Board of Governors approve the Record of the Asynchronous Vote of November 21, 2016 to approve the revised Resolution on Refinancing the ACFA Loan.

Carried

3.4 External Relations Committee (Larry Spagnolo)

3.4.1 Minutes of the meeting of November 17, 2016

Larry Spagnolo, Chair of the External Relations Committee, noted that this would be his last meeting at the Board and as Chair of the External Relations Committee. He wanted to thank George Andrews and his team for all of their work and support for the fundraising efforts, advocacy and branding of NAIT. It has made an impact.

Larry reported that we continue to make gains with the federal government through Polytechnics Canada, with Dr. Feltham as Chair of that group. We are on the federal government's radar and he congratulated the NAIT team for all their diligence to get the PIC project approved and the funding awarded.

Larry commented that the grand opening of CAT was a big success and really showcased all that is amazing at NAIT. Minister Schmidt was able to attend to bring greetings from the provincial government.

We continue to advocate to all levels of government. We also continue to engage NAIT alumni as an important resource to industry as well as a resource for donors and donations.

NAIT's brand recognition is ranked number 3 in the province for post-secondary institutions. This demonstrates the level of impact the campaign has made.

Larry also wished to thank the many donors who have made a difference at NAIT with their generous donations.

Moved by Larry Spagnolo that the External Relations Committee meeting minutes of November 17, 2016 be accepted as information.

Carried

3.5 Audit Committee (Valerie Berger)

3.5.1 Minutes of the meeting of November 22, 2016

Valerie Berger, Chair of the Audit Committee, discussed the minutes of the last meeting held on November 22nd.

Val reported that Helen Wladyka spoke to the Committee regarding cyber security, the business continuity plan and the work that MNP has done on that project. Helen also informed the Committee on the Disaster Recovery Plan as part of the overall review of the Business Continuity Plan. She was pleased to report that the IT disaster recovery plan was in place and was one of the more advanced aspects of NAIT's current plan. MNP has completed a threat analysis in order to have a plan to reduce cyber risk. The final report from MNP is expected in January 2017. As well, all staff will have to do cyber security training. Cyber security software will be installed in all institute computers to mitigate risk. It was reported that the firewall of the student system is being strengthened.

NAIT's General Counsel, Heather Murray, attended the meeting as well and updated the Committee on various items. Included in her update was that a Safe Disclosure Policy (Whistleblower) was being reviewed.

The Copyright Protected Work Policy was also updated and this may have an impact on the OERs that Dr. Feltham mentioned in his Academic Council report. This policy will be posted on NAIT's website. We are developing a NAIT-wide initiative to enhance copyright literacy for all staff and students.

The RCB/Cuba concern was resolved and RBC was satisfied with NAIT's response concerning adhering to international legislation for international banking activities.

The Committee was updated by Andrew Smith on the risk registers for all portfolios including the international risk register. The risk registers continue to evolve with use and the Committee will be updated at each meeting. Andrew also advised the Committee that a business continuity template has been devised for all PSIs and he was involved in the development of that template.

Val discussed the Annual Report that the Board will review for approval in this meeting as it was presented at the Audit Committee meeting and comments/suggestions were given to the authors of the Report. The Annual Report comments on the Comprehensive Institutional Plan (CIP) and provides an account on what we said we would do in the CIP. It also aligns to the Strategic Plan outcomes. The Report follows guidelines that are established by the Ministry with certain required aspects to it.

Val discussed the internal audit plan that was proposed by Ross Wilson for audits in 2017. The audit plan looks to align engagement with the main ongoing risk to NAIT's continued operations and well as looking at trends in governance, risk and management requests.

Overall, the year in review shows NAIT is going in the right direction and demonstrates NAIT's commitment to becoming the world's leading polytechnic. At this time, Ms. Berger asked Dr. Feltham provide an overview of the Annual Report.

Moved by Val Berger that the Audit Committee meeting minutes of November 22, 2016 be accepted as information.

Carried

3.5.2 Annual Report

Dr. Feltham discussed the contents of the Annual Report and noted that part of the fiduciary responsibilities of a board member is to review and approve the Annual Report. Board members were provided with an overview of the contents of the Annual Report by Dr. Feltham. Discussion on the contents ensued after the presentation and congratulations were given to the leaders at NAIT to control expenses to meet our financial obligations.

Moved by Ray Pisani that the Board of Governors approve NAIT's Annual Report for the fiscal year ended June 30, 2016, with such non-substantive changes that management of NAIT considers necessary or advisable.

Carried

3.5.3 Compliance Certificate

The signed Compliance Certificate contained in the meeting package is a standard form and based on a review of best practices with other organizations.

Moved by Val Berger that the Board of Governors accept the Compliance Certificate for the period of July 1, 2016 to September 30, 2016 as information.
Carried

Val concluded that the NAITSA financial statements which were reviewed by the Audit Committee and commented that NAITSA had another financially successful year and a clear audit report.

3.6 Finance Committee (Valerie Berger)

3.6.1 Minutes of the meeting on November 22, 2016

Moved by Val Berger that the Finance Committee meeting minutes of November 22, 2016 be accepted as information.
Carried

3.6.2 Indemnification of ICON Committee Members

This item is deferred.

3.6.3 NAIT's Financials – Financial Report for the Quarter Ended September 30, 2016

Ms. Berger reported that NAIT's financials were reviewed at the meeting of the Finance Committee held on November 22nd. As discussed earlier, NAIT is forecasting a \$5.2M surplus which is contingent on the land transfer; otherwise, we will be in a deficit situation.

The three-month actuals comprise a total revenue of \$86.8M and expenses were \$91.3M, for a year-to-date operating deficit of \$4.5M. However, this compares favourably to the first quarter of 2016 wherein there was a first quarter deficit of \$7.7M.

Val reported that cash, cash equivalents and portfolio investments total \$386.3M for the quarter ended September 30, 2016.

The financial statements were reviewed and the Board members did not raise any concerns.

Moved by Val Berger that the Board of Governors accept the September 30, 2016 financial report as information.
Carried

Other items that Ms. Berger reported on from the meeting included:

- World Bank Proposal – the Finance Committee was advised that NAIT, through the Corporate and International Training (CIT) program, was approached by a consulting company in Uganda on an RFP from the Ugandan Ministry of Education and Sports. The RFP deals with building capacity at the Ugandan

Petroleum Institute and relates to trades and improvement in their program relevance and quality. The value of the proposal is approximately \$13.4M over five years. Net of expenses and contingencies to be in excess of \$3.5M. We are waiting to hear on the outcome of the RFP.

- International Tuition Fees – this will be discussed later in this meeting.
- Financial Sustainability Task Force Update – this Task Force's main responsibility is to monitor growth at NAIT and ensuring we meet the strategic vision in a financially sustainable way. The Task Force consists of a cross-section of leadership from academic and administrative units across NAIT.

This concluded Val's report on the meetings of the Audit and Finance Committees.

3.7 Foundation Trustees (Valerie Berger)

Val advised that the Foundation Trustees did not meet this quarter.

3.8 Human Resources Committee (Daryl Kruper)

3.8.1 Minutes of the Meeting on November 23, 2016

Daryl Kruper, Chair of the Human Resources Committee, provided a summary of the minutes of their meeting on November 23rd. Daryl reported that Clayton Davis' HR report discussed the award to NAIT as the Best Workplace in that category as awarded by Alberta Venture Magazine. Congratulations to NAIT! Daryl noted that NAIT's commitment to mental health education and understanding was the key to winning this important category. This is a significant recognition as there was strong competition.

The Committee learned that the search for a Dean for the School of Applied Sciences and Technology position is underway. It was also advised that the performance management system is under review and will be refreshed to better align with the changes in the academic portfolio. There will be more emphasis on performance "enhancement".

The Human Resources Committee was informed that the *Post-secondary Learning Act* was under review by the government. Legislation changes that are important to note include the changes to Essential Services (the addition of lock-out and strike provisions to legislation). The review by government, including input from stakeholders, is led by Mr. Andy Sims, Q.C. who is very knowledgeable in this area and changes are expected to be tabled in the spring of 2017.

The Committee was provided with a report from Andrew Smith on NAIT's Health and Safety Services. The changes to the Health and Safety Services are being embraced by staff and students to make NAIT a healthy and safe place to work and learn. As well, the Health Clinic nurses were moved under the academic portfolio to better support students and provides a stronger alignment to Student Counselling Services. Andrew advised the Committee that a Health and Safety Development Team had been struck which includes representation from all areas of NAIT. They will be redeveloping the health and safety management system with broader initiatives to grow an increasingly more proactive culture of aligning with the NAIT Strategic Health and Safety Plan. The Committee was advised by Andrew that the Health and Safety Services report would be revised for next meeting to include additional metrics.

The Committee also had a presentation from Kevin Shufflebotham on the changes to the Academic Portfolio and how leaders are transitioning into their new roles. Kevin advised the Committee that a survey was sent out to all those affected by the changes and overall, responses were positive and the changes were being embraced. The survey was sent out at a time when anxiety levels were high so the positive feedback was encouraging. A follow-up survey will be sent out in January.

AUPE negotiations are expected to start in the spring of 2017. The Committee approved the mandate for the AUPE negotiations.

This concluded Mr. Kruper's summary.

Moved by Daryl Kruper that the minutes of the Human Resources Committee meeting of November 23, 2016 be accepted as information.

Carried

3.9 Governance Committee (Brent Hesje)

3.9.1 Minutes of the Meeting of November 23, 2016

Mr. Hesje reviewed the minutes of the Governance Committee meeting on November 23rd. He indicated that the Committee reviewed the shortlist of candidates that the Ministry provided for Board Chair and Public Members. The shortlist will be reviewed by the Executive Committee of Board and recommendations will be provided to the Minister.

The Governance Committee recommended that appointments to the Board Committees be put on hold until the vacant board positions are filled.

The Committee reviewed and considered interim appointments on the Board until the positions are filled. This will be further discussed in the *in-camera* session with the Board.

Moved by Brent Hesje that the minutes of the Governance Committee meeting of November 23, 2016 be accepted as information.

Carried

4. In-camera Session with the Board of Governors

Moved by Mark Ohe that the Board of Governors move to an in-camera session.

Carried

It was requested that Dr. Ray Block and Dr. Sue Fitzsimmons remain in the meeting, all others departed.

4.1.1 International Tuition Fees

Discussion ensued on International Tuition Fees. It was advised that this has been discussed with NAITSA and a further discussion is still to come. It was agreed that there would be an asynchronous vote once additional discussion occurred with student leaders.

Dr. Fitzsimmons then departed the meeting and Dr. Block remained in the meeting.

4.1.2 Interim Board Appointments

Dr. Feltham advised that certain roles will need to be filled on an interim basis until the final appointments are made by the Ministry. The Board discussed the various positions that need to be filled for the interim. These interim positions would be non-voting for any members are awaiting reappointment for a second term. The Board agreed with the recommendations for the interim positions.

Moved by Dr. Glenn Feltham to move out of the in-camera session.

Carried

The Interim Positions will be held as follows:

- Val Berger – Interim Chair (voting member)

Moved by Brent Hesje that Val Berger assume the Interim Chair of the Board position as a voting member until such time as the Minister appoints a Chair, effective January 9, 2017.

Carried

Val Berger abstained from voting.

- Allan Mah – Interim Chair of the Campus Development Committee (voting member)

Moved by Brent Hesje that Allan Mah assume the Interim Chair of the Campus Development Committee position as a voting member until such time as the Minister appoints public members to the Board, effective January 9, 2017.

Carried

Allan Mah abstained from voting. He confirmed he did not have any conflicts with his current job.

- Ray Pisani – Vice Chair of the Board (non-voting member)

Moved by Brent Hesje that Ray Pisani assume the Vice Chair of the Board position as a non-voting member until such time as the Minister re-appoints Mr. Pisani and/or appoints public members to the Board, effective January 14, 2017.

Carried

- Ray Pisani – Interim Chair of the Governance Committee (non-voting member)

Moved by Brent Hesje that Ray Pisani assume the Interim Chair of the Governance Committee position as a non-voting member until such time as the Minister re-appoints Mr. Pisani and/or appoints public members to the Board, effective January 1, 2017.

Carried

- Daryl Kruper – Interim Chair of the Human Resources Committee (non-voting member)

Moved by Brent Hesje that Daryl Kruper assume the Interim Chair of the Human Resources Committee position as a non-voting member until such time as the Minister re-appoints Mr. Kruper and/or appoints public members to the Board, effective January 1, 2017.

Carried

- Executive Committee of the Board as Members of the Human Resources Committee

Moved by Brent Hesje that Executive Committee of the Board comprise the Human Resources Committee until such time as the Minister appoints public members to the Board, effective January 1, 2017.

Carried

Brent concluded with his thanks to the departing members of the Board for their dedication to the Board and as Chairs of their respective Committees, as well as to all current members for all they are doing to make move NAIT into the future and make NAIT the world's leading polytechnic.

5. Presentation and Discussion

- **Reflections on the Progress at NAIT**

Deferred to the Festive Dinner due to lack of time.

6. Correspondence

Provided for information only.

7. Board Member Contact List

Provided for information only.

8. Next Board Meeting


The next meeting of the Board will be determined in the new year.

9. Adjournment

Moved by Allan Mah that the Board of Governors meeting be adjourned at 6:17 p.m.

Carried


Sandy Timmer, Recorder


signed for: Brent Hesje, Chair