



NORTHERN ALBERTA INSTITUTE OF TECHNOLOGY

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

Tuesday, February 27, 2018
4:00 to 7:30 pm

O102P Governors' Boardroom

Members Present:	Daryl Kruper (Vice Chair) Yasmin Jivraj Jeffrey Mason	Dr. Glenn Feltham Ray Pisani Dr. Annemarieke Hoekstra Calli-Rae Barker- Poole	Valerie Berger Mary Lynne Campbell Matthew Woodley Alayne Sinclair
Members Present by Telephone:	Ray Martin (Chair)	Vi Becker	
Resources:	Dr. Ray Block	Kevin Shufflebotham	Dr. Sue Fitzsimmons
Regrets:	Silvie Forest	Joel Benitez	
Recorder:	Sandy Timmer		

1. Call to Order

Mr. Daryl Kruper, Vice-Chair of the Board, welcomed everyone to the third meeting of the Board of Governors for the academic year and called the meeting to order at 4:00 p.m. He advised that as Mr. Martin could only join the meeting by telephone, he had asked Mr. Kruper to chair the meeting on his behalf.

Mr. Kruper noted that there were several key topics to cover at this meeting including:

- Suspension of a program
- Approval of honorary degrees
- A request for additional funds to complete two capital projects
- The approval of revised Board Bylaws.

Dr. Feltham will have a presentation on the development of NAIT 2021+ in relation to our academic mission.

Lastly, we anticipate that we will have a longer *in-camera* session to discuss a range of topics.

Mr. Kruper noted that Silvie Forest and Joel Benitez were unable to attend the meeting today.

1.1 Approval of Agenda

Moved by Ray Pisani that the agenda be approved as presented.

Carried

1.2 Approval of the Minutes of the Meeting held on December 12, 2017

Moved by Matthew Woodley that the minutes of the Meeting of December 12, 2017 be accepted as presented.

Carried

1.3 Business Arising from Minutes

There was no business arising from the previous minutes.

2. NAIT Executive Reports

2.1 Office of the President and CEO

2.1.1 Risk Report

2.1.2 President's Activities

Dr. Feltham provided an overview of his report to the Board. He noted that a summary of his activities since the last Board meeting are included.

He discussed the strategic activities he has focused on.

He is continuing to create the NAIT 2021+ vision document. A first draft has been completed and was sent out to the internal groups – Academic Council and President's Council – for feedback. He noted that we will also discuss NAIT 2021+ later in the meeting to help provide context for the Board's Strategic Meeting in April.

The Productivity and Innovation Centre (PIC) is progressing well and continues to move towards its completion date in April. The project is still on time and on budget. We have turned our attention to the governance model of the facility, the accountability structure and the financial sustainability of PIC.

He also noted that we would discuss later in the meeting delays and cost overruns related to T Building and the L Building. While this is not unusual for post-secondary renovations, it is unusual for NAIT.

While NAIT continues to be a financially strong institute relative to others in the system, we will need to make adjustments if we are to continue to be financially sustainable. We are working

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on finding ways to create more savings and in so doing, will have to make some hard decisions in the coming weeks and months. Budget meetings will be set up with all leaders to review their budgets and where we can find these savings. The Financial Sustainability Task Force will guide these discussions.

The Provincial Government continues to make legislative changes and many of those changes will have an impact on NAIT.

Dr. Feltham was pleased to confirm that both Kevin Shufflebotham and Dr. Sue Fitzsimmons have been appointed for five-year terms as the Provost and VP Academic, respectively.

The search for a VP External Relations is moving forward with interviews with selected candidates being scheduled.

Dr. Feltham briefly discussed our Engagement Framework and how that is improving communications at NAIT. It also relates to our value of Collaboration and how we work together. Further details to be provided in the HRC report.

There will be a further 1,600 seat reduction in the School of Skilled Trades. While this number is lower than the anticipated 2,000 seat reduction, it will still have an effect on staff redundancies.

Glenn then noted some highlights since the last board meeting:

- Culinary Team NAIT won eight gold medals at the recent "Emirates Culinary Salon 2018" in Dubai! They competed with chefs from around the world so this is quite an accomplishment. NAIT won more gold medals than any other team!
- For the 7th straight year, NAIT was named as a top employer.
- We recently recognized staff with our long service awards including one staff member who has been here for 50 years!
- NAIT has launched its ALERT notification system for emergency notifications.
- There has recently been an announcement by Government regarding Red Deer College and Grande Prairie Regional College to have them change to degree-granting institutes. How this will affect the post-secondary system in Alberta is yet to be determined.
- Further to our efforts to ensure the safety and security of staff and students, we now have Naloxone kits available to our Protective Services and Health Services staff should they face an opioid crisis situation.

Glenn touched on the areas of risk that NAIT is dealing with. He noted that our risk profile remains reasonably stable although there are some areas where risk has changed. Glenn specifically noted that we have risk with our budget in that shortfalls in revenue are being experienced.

Other areas of risk are noted in Glenn's risk register and include items such as the changes in various legislation that will have an impact on the institute and how we achieve our vision; also how these legislative changes impact senior leadership recruitment as well as future board recruitment.

Areas of risk that have declined include the Productivity and Innovation Centre as it nears completion, as well as the negotiations with AUPE as the collective bargaining discussions have been positive.

Dr. Feltham concluded his report and there were no further questions for him.

2.2 VP Administration and CFO

Dr. Ray Block briefly discussed his report included in the meeting materials. He wished to recognize John Engleder, AVP Facilities Management and Development, and John Haney, Director of Protective Services, for their work on the NAIT ALERT system. It allows us to immediately notify staff and students if there is an emergency situation on campus. Dr. Block welcomed Mr. Haney to provide a presentation on the system to the Board.

Mr. Haney advised that this system has far-reaching capabilities and uses various platforms such as text, email and electronic signage around campus. Currently there are 2600 users of the app.

The system also provides such features as a virtual safe walk – the user puts in their location and destination and Protective Services can track that user to their destination. It also has a "Friend Walk" which allows an external person – friend or family member - to monitor the user to their destination.

Mr. Haney noted that all campus maps are loaded in the app so it's usable by staff and students at all campuses.

The Board members discussed this security system with Mr. Haney. Mr. Haney noted that NAIT is a forerunner in the broad use of a security system such as this for campus security. Given today's safety environment around the world, this is an essential system to have. Board members were pleased to see the progressive nature of having a security system in place for the institute.

Mr. Haney concluded his presentation and he departed the meeting.

Dr. Block noted that all other information for his portfolio is included in his report. There were no further questions for Dr. Block.

2.3 VP External Relations and CDO

Dr. Feltham provided a report for the VP External Relations portfolio. He wished to note that the "Essential: The NAIT Campaign" has raised nearly \$106M to date (the target was \$100M). We will have a celebration of the campaign on May 31st.

Once the L Building is finished, we will have a dedicated space for the Department of Corporate, International and Continuing Education (DCICE) programs. This also consolidates the group to the main campus.

The Marketing and Communications department is working on a communications plan for the PIC facility as well as supporting our brand with a new campaign to ensure it reaches our maximum target audience.

We continue to forge strong relations with all three levels of government and all three are understanding the value proposition of NAIT so we can continue to tell our polytechnic story and gain support for our priorities.

Glenn then provided a short presentation on a “Wordle” of words that are associated with NAIT. This was created via asking 10,000 students who applied and whose first choice of post-secondary institute was NAIT, what their perception of NAIT is. Glenn was pleased to note that “polytechnic” and “technical” are two significant words connected to how people think of NAIT. Glenn was pleased to see the strides in our communications and branding.

Dr. Feltham concluded his VP External Relations and CDO report.

2.4 Provost and VP Academic (combined report)

Dr. Sue Fitzsimmons reviewed the VP Academic portfolio of the combined report. She noted that we are working to ensure NAIT is a safe, caring and engaged campus community that provides holistic supports for students. We continue to champion innovative thinking for students and is also pleased to see the progress of connecting NAIT to being a polytechnic. We must continue to think differently than other post-secondary institutions in our programming and teaching. We continue to prepare students for success.

With the Productivity and Innovation Centre (PIC), we are also looking to elevate industry success. PIC is critical – although it is not a traditional function of a post-secondary. However, it fits in with the *Post-secondary Learning Act* (PSLA) and the functions of a polytechnic institute in the PSLA.

Student success factors we are looking include: why is it assumed that a diploma is less than a degree? We continue to work on shifting this mentality. Do we need to have instructors with PhDs teach non-degree programs? We continue to work on expanding new degree offerings. New models for pathways are being developed and we are working with Campus Alberta Quality Council (CAQC) to continue to differentiate a Polytechnic versus a traditional post-secondary education. It was noted that this aligns with the hands-on education we provide.

We also are broadening our pathway thinking. Not only do we have to think about the K-12 systems and pathways to NAIT, but also mature students who wish to come back to school to improve their education for their careers and those pathways. Creating life-long learning is critical.

To ensure students’ success in their careers, we are also finalizing the enabling skills that will be included in nearly all programs. These skills will enhance the students’ learning experience as well as better prepare them to meet the demands in the work world for these soft skills.

NAIT's Office of Research and Innovation continues to work closely with the schools at NAIT on the development of a number of new Applied Research Centres and Chairs that reinforce NAIT's position as a leader in polytechnic applied research.

Mr. Kevin Shufflebotham provided an overview of the Provost portfolio in the combined report. He noted that the recent apprenticeship seat decreases will once again affect staff in the School of Skilled Trades. Although the numbers are lower than what was originally projected – 1,600 rather than 2,000 seats lost – there are still ramifications to staff. Kevin and Malcolm Haines, Dean of the School of Skilled Trades, are working on the best ways to ensure staff are treated fairly with this reduction.

The Academic Restructure has been reviewed and stakeholder engagement sessions were held to obtain feedback on what needs to be corrected with the changes made. Overall, the changes have gone well other than some fine-tuning adjustments to the roles of the Chairs and Department Heads. Kevin advised that the adjustments to be made will be shared via a communications platform and the changes will be implemented by July 1st, 2018.

The Board thanked Mr. Shufflebotham and Ms. Fitzsimmons for their updates.

3. Committee Reports

3.1 Academic Council

3.1.1 Minutes of the Meeting on February 5, 2018

Dr. Feltham reviewed the meeting of Academic Council held on February 5th. He noted that the primary topic discussed at that meeting was the role of Academic Council in advancing NAIT 2021+ and our Academic Mission.

Academic Council also reviewed a suspension to a program where registration for that program has completely dropped off. Due to the changes in technology, there is no longer a demand for this program. Staff will be offered the option to move to different programs within NAIT.

Council also reviewed the revised Student Awards Policy which was refreshed and clarification was made to the policy. The policy is now more robust and is more in line with current student needs. It was noted that the award thresholds were moved from \$500 to \$1,000 and endowment levels were increased to \$25,000.

As well, Academic Council reviewed the recommendations for nominees for Honorary Degrees. The Honorary Degrees will be given out at Convocation and the nominee must be available to attend one of the five ceremonies. The nominees are selected by the Honorary Degree Committee which is a sub-committee of Academic Council.

All of these key items will be requested for approval by the Board.

Moved by Dr. Glenn Feltham that the Board of Governors accepts the Academic Council meeting minutes of February 6, 2018 as information.

Carried

3.1.2 Approval of the Student Awards Policy

Moved by Dr. Glenn Feltham that the Board of Governors approves the revised Student Awards Policy as presented.

Carried

3.1.3 Cytotechnology – Diploma: proposed program suspension

Moved by Dr. Glenn Feltham that the Board of Governors approves the suspension of the Cytotechnology Diploma program.

Carried

3.1.4 Honorary Degree Recipients

Mary Lynne Campbell excused herself from the meeting before the motion due to a conflict of interest.

Kevin Shufflebotham reviewed bios of the suggested nominees. These recommendations were reviewed and supported by Academic Council. He advised that nominees are not notified of their nomination until the Board approves. A call for nominations is made and the nominees do not know they have been selected. Once the Board approves the selection of nominees, Dr. Feltham will then get in touch with them.

Moved by Dr. Glenn Feltham that the Board of Governors approves the slate of Honorary Degree recipients as presented.

Carried

3.2 Campus Development Committee

3.2.1 Minutes of the Meeting on February 6, 2018

Mr. Daryl Kruper, interim Chair of the Campus Development Committee, reported on the meeting held on February 6th. At the meeting, an update was provided to the Committee on the expansion lands and where discussions are at. The Committee was informed that discussions are still on-going between NAIT Administration and the City on both the Westwood Bus Barns and the Blatchford lands. Focus continues on the bus barn lands with the off-site contamination issue still being addressed. There is a meeting upcoming with the City and NAIT's legal counsel representatives to deal with this item.

The Committee was advised that an updated proposal from a potential partner in student housing was received and was being reviewed.

The Committee was also advised that NAIT's facilities are aging. We have 57% of the buildings on campus that are more than 25 years old and 26% being more than 50 years old. CDC will continue to monitor deferred maintenance.

A Memorandum of Understanding between NAIT and NAITSA (the Students' Association) is being developed to govern the renovations to the existing Executive Offices which will be taken over by the Students' Association once Executive moves to the Tower. NAIT will contribute a maximum of \$1M towards the renovation project as outlined in the Donation

Agreement. As well, as part of the donation from NAITSA, they will contribute \$2.45M to a Student Enhancement Fund to support projects for the benefit of students.

Moved by Daryl Kruper that the Board of Governors accepts the minutes of the Campus Development Committee meeting of February 6, 2018 as information.

Carried

3.2.2 Approval of the Capital Plan

The Capital Plan for the institute was reviewed by the Committee for 2018-2019 to 2020-2021. The Capital Plan is included in the Comprehensive Institutional Plan which is provided to the Ministry in May.

Priorities included in the Capital Plan are:

- 1) Land acquisition (Blatchford and the Bus Barns)
- 2) Skills Centre
- 3) Exercise the purchase option of the Crane and Hoisting Facility (moved up from #6 last year)
- 4) Student Housing
- 5) Capital Maintenance and Rehabilitation
- 6) Space Optimization on Main Campus

Moved by Daryl Kruper that the 2018/19 to 2020/21 Capital Plan be recommended for approval by the Board of Governors for inclusion in the 2018/19 to 2020/21 Comprehensive Institutional Plan.

Carried

3.2.3 Increase to T Building Budget

Mr. Kruper reported that the Campus Development Committee was updated on the progress of the renovations to the T Building (Tower). The renovations have encountered some challenges such as more asbestos abatement than was expected as well as significant turnover of the project oversight. The delay will affect the move-in by about one month; however, the delay will not affect the operations at NAIT.

As a result of the delay and additional renovation needs, an increase to the budget is required. Mr. Kruper advised that this request was also discussed at the Finance Committee meeting. An increase of \$1.1M to the budget is requested to complete the project.

The Board discussed the delay and budget increase and agreed that the additional funds are required. It was noted that both the CDC and Finance Committees support this request.

Moved by Daryl Kruper and Yasmin Jivraj that the Board of Governors approve an increase in the T Building renovation project budget of \$1,100,000 (from \$20,618,952 to \$21,718,952), to be funded from Infrastructure Maintenance Program (IMP) grants from the Department of Advanced Education, with any unfunded amount coming from the Centre for Applied Technology Cascading Reserve.

Carried

3.2.4 Increase to L Building Budget

The Campus Development Committee was also apprised of the progress being made on the renovations to the L Building. It has also encountered some renovation difficulties such as extra asbestos abatement, some structural challenges, electrical costs and a flood. As such, it too has had a delay to the move-in date to rectify these issues and an increase to the budget is required to finish the project.

Mr. Kruper indicated that this was also discussed at the Finance Committee meeting regarding the necessary increase to funds for the budget. Both the CDC and Finance Committees support this request.

The Board discussed the delays on this project and the request for additional funds to the budget. The Board agreed that an increase to the budget was warranted. Asked if there was an impact to the Reserve funds, it was acknowledged that there are sufficient funds in the Reserve to accommodate this increase.

It was noted that with the renovations to the L and T Buildings, this will also reduce some of the deferred maintenance on the list.

Moved by Daryl Kruper and Yasmin Jivraj that the Board of Governors approve an increase in the L building renovation project budget of \$2,750,000 (from \$13,298,807 to \$16,048,807), to be funded out of the Centre for Applied Technology Cascading Reserve.

Carried

3.2.5 Naming Grids and Donor Recognition

Moved by Daryl Kruper that the Board of Governors approves the additions to NAIT's naming grids as presented.

Carried

Moved by Daryl Kruper that the Board of Governors approves NAIT's donor recognition as presented.

Carried

3.3 Executive Committee

3.3.1 Minutes of the Meeting on December 19, 2017

Mr. Martin reported on the Executive Committee's meeting held on December 19, 2017. He advised that Dr. Feltham updated the Committee on discussions with the City on the Westwood Bus Barns negotiations. He also noted that Dr. Feltham confirmed the appointments of Kevin Shufflebotham as Provost and Dr. Sue Fitzsimmons as VP Academic for a five-year term.

The Board's Bylaws were also discussed as they would be needing to be updated. The Committee learned that Dr. Ray Block would be working with the Governance Committee on this update.

The Committee discussed the Evaluation Instruments for both the Board and the Committees and agreed that those would be sent to Board members about two weeks prior to the Strategic Planning Session in April. The Governance Committee will cumulate the responses and provide a report to the Board at that meeting.

Moved by Ray Martin that the Board of Governors accepts the minutes of the Executive Committee meeting of December 19, 2017 as information.

Carried

3.4 External Relations Committee

3.4.1 Minutes of the Meeting on February 1, 2018

Ms. Becker provided a report on the External Relations Committee. She congratulated the Advancement team at NAIT for their tremendous success in the Essential Campaign as Glenn noted earlier. As well, individual giving continues to grow at NAIT. We continue to see a high level of engagement with industry as well as with our alumni.

At the meeting on February 1st, Warren Singh, Director of Government Relations, provided his five-year strategic plan for Government Relations which has three priorities:

- recognizing and understanding government priorities and direction;
- enhancing our communications with public officials and key stakeholders; and
- developing strong relationships to enable positive policy outcomes.

It was reported that NAIT continues to engage all three levels of government and our relationships at all three levels is strong. NAIT continues to host various government announcements. We have several meetings and tours of NAIT with government in the coming weeks.

Mayor Don Iveson hosted his Mayor's Summit here in December. This Summit brought together public officials, business leaders, non-profits, post-secondary institutions and public agencies to formulate a framework that will spur economic development in the capital region.

The Marketing and Communications department continues to do a terrific job in promoting all areas of NAIT and building our brand. They recently won a Gold CASE award for Techlifetoday for its brand newsroom - another great achievement for Marketing and Communications. We will be looking at an industry services model for communications to industry specifically, which is being developed for PIC.

Moved by Vi Becker that the Board of Governors accepts the minutes of the External Relations Committee meeting of February 1, 2018 as information.

Carried

3.5 Audit Committee

3.5.1 Minutes of the Meeting on February 13, 2018

Val Berger reported on the meeting of the Audit Committee held on February 13th. She noted that, as she is not a voting member, Yasmin Jivraj, a member of the Audit Committee, will move the motions.

Val advised that members of the Auditor General's Office (OAG) attended the meeting to present their audit plan for both NAIT and the NAIT Foundation to fiscal year-end June 30, 2018. Val was also pleased to report that NAIT's Report Card for the OAG was showing as all "green" and congratulated the finance team for this achievement.

The Committee was advised that the Customer Relationship Management (CRM) system is moving along quickly. This will be a key element for the Industrial Services Model users.

It was reported that 72% of NAIT employees have completed the cyber-security awareness training. User understanding as to recognizing potential threats is an important part of NAIT's risk mitigation strategy. We also continue to make strategic investments in cyber-technology mitigation strategies.

The Committee was advised that the PeopleSoft upgrade (our primary business application system) should be completed by June 2019. There are two upgrades to be done as we continue to pursue to be even more "vanilla" with customization removed where possible as we prepare to migrate to a cloud-based system.

The Committee was advised by Heather Murray, Legal Counsel, about the changes resulting from Bill 27, amendments to the *Conflicts of Interest Act*, which will impact our Code of Conduct and Conflicts of Interest policies. Heather also updated the Committee on changes to the Public Interest Disclosure Act (Bill 11). This is also known as the "Whistleblower Protection" act.

The Committee heard from Ross Wilson, Internal Auditor, on his internal audit plan. Ross was recently accepted to do his Masters through Queen's University and accordingly, his time will be reduced to 80%. He will have an updated internal audit plan to provide to the Committee at its next meeting and will be provided to the Board of Governors as well. Ross' internal audit plan will focus mainly on financial controls. Ross reported on his audit of the PanGlobal Training System for the Audit Committee.

Moved by Yasmin Jivraj that the Board of Governors accepts the minutes of the Audit Committee meeting of February 13, 2018 as information.

Carried

3.5.2 Compliance Certificate – October 1, 2017 to December 31, 2017

Moved by Yasmin Jivraj that the Board of Governors accept the Compliance Certificate for the period of October 1 to December 31, 2017 as information.

Carried

3.6 Finance Committee

3.6.1 Minutes of the Meeting on February 13, 2018

Ms. Berger asked Ms. Jivraj to move the motions for the Finance Committee as well.

Ms. Berger reported on the meeting of the Finance Committee of February 13th. The Committee was advised that although tuition fees are frozen for another year, the ministry still requires Board approval for NAIT's tuition fees. International tuition fees are exempt from the freeze and were raised last year so no increases are proposed for this year.

The Committee received the financial report from Jeff Dumont and were advised that revenues are lower in many areas. We are in a structural deficit and decisions will have to be made. Administration will be meeting with all business unit leaders to work on identifying savings in all areas. It is believed that savings of up to \$6 million are achievable based on actual spend rates in the business units.

We are expecting severance costs once again from redundancies in the School of Skilled Trades due to the reduction in apprenticeship seats.

As the land transfer of \$14M still has an unknown date, the deficit would be covered by our internal reserve, which was set up to fund temporary deficits. We continue to look at all areas for financial sustainability.

The Committee heard from Sue Fitzsimmons on the industry services model and how that will be used with the Productivity and Innovation Centre. Sue also discussed the Customer Relationship Management platform that will be used, called "Salesforce", for PIC. The Committee also heard from Andy Smith who reported on the risk registries for the institute. The registries are being monitored and updated as required.

Moved by Yasmin Jivraj that the Board of Governors accepts the minutes of the Finance Committee meeting of February 13, 2018 as information.

Carried

3.6.2 2018/19 Tuition Fee Regulations

Moved by Yasmin Jivraj that the Board of Governors approves the tuition fees, as detailed in the Tuition Fee Compliance documents for the 2018/19 year, for submission to Advanced Education for final approval.

Carried

3.6.3 NAIT's Financials and Quarterly Investment Report for the Quarter Ended December 31, 2017

As noted earlier, we are in a structural deficit. Administration is working with all leaders to find savings in their areas.

A significant decline in NAIT's revenues are as a result of seat reductions and lower than expected fill rates in the trades. At the same time the severance costs for the required downsizing are not funded.

Our total investments are \$364M. Investment income realized in the year is down by approximately \$2.7M from budget (to December 31st) while the unrealized gains are up by about \$3M.

Moved by Yasmin Jivraj that the Board of Governors accepts NAIT's financial statements and investment report for the quarter ended December 31, 2017 as information.

Carried

3.6.4 Approval of Parking Rates for 2018-19

Ms. Berger advised that parking rates were also discussed at the Campus Development Committee meeting and are provided to the Finance Committee for recommended approval to the Board of Governors. Both Committees support the recommendations as provided in the meeting package.

A market analysis of parking rates is used as input to the development of recommendations for parking rates for the following year.

Moved by Yasmin Jivraj that the Board of Governors approve the 2018/19 parking rates as presented.

Carried

3.7 Foundation Trustees

3.7.1 Minutes of the Meeting of February 13, 2018

Ms. Berger advised that the Foundation Trustees met with the Auditor General's Office and reviewed and approved its Audit Plan for the fiscal year ended June 30, 2018.

Moved by Yasmin Jivraj that the Board of Governors accepts the minutes of the Foundation Trustees meeting of February 13, 2018 as information.

Carried

3.8 Governance Committee

3.8.1 Minutes of the Meeting on February 1, 2018

Mr. Ray Pisani advised that at their meeting on February 1st, the Governance Committee discussed at length the recommended changes to the Board Bylaws. We now refer to the *Post-secondary Learning Act* in the preamble of the Bylaws. The revised Bylaws are more

specific on the duties and responsibilities of board members. The Committee reviewed consent agendas and voting procedures. Also discussed was extending a board member whose term has expired but who has reapplied for a second term appointment, to continue as a non-voting member until that appointment is received.

Mr. Pisani noted that the amendments to the *Conflicts of Interest Act* – Bill 27, were also discussed and reviewed by the Committee and its implications to NAIT.

As noted earlier, the Board and Committee Evaluation Instruments will be sent out to Board members for their completion and the Governance Committee will provide a summary at the Board's Strategic Planning session on April 7th. Responses are anonymous.

Moved by Ray Pisani that the Board of Governors accepts the minutes of the Governance Committee meeting of February 1, 2018 as information.

Carried

3.8.2 Revised Board Bylaws

Mr. Pisani advised that there are many changes to the Bylaws that will make them more updated to today's governance practices. Mr. Pisani presented highlights of the changes which include:

- Referring to the *Post-secondary Learning Act* (Alberta), which is the governing legislation of NAIT, in the preamble, as well as NAIT's current policies.
- Enhance and more specifically describe the duties and obligations of the Board.
- Add a new article relating to how the agenda for each Board meeting is to be prepared.
- Introduce the concept of "consent agenda" for non-substantive issues.
- Clarify rules surrounding attendance and participation by the public and invited guests in Board and Committee meetings.
- Clarify expectations regarding confidentiality relating to *in-camera* discussions of the Board or Committees.
- Provide more details regarding voting procedures and enhance provisions providing for asynchronous voting and the use of unanimous resolutions in-between Board meetings.
- Incorporate and provide details regarding term restrictions for Board members contained in the *Post-secondary Learning Act* (Alberta) and incorporate the ability for an expiring Board member to continue to serve as a non-voting member of the Board and any Committee pending decision from government regarding reappointment application.
- Enhance and clarify provisions pertaining to the signing authority of the President, as well as the authority retained by the Board in relation thereto.
- Add new provisions detailing how the finances of NAIT are to be managed.
- Enhance provisions regarding conflict of interest to incorporate disclosure and reporting requirements under the *Conflict of Interest Amendment Act* (2017).
- Incorporate provisions providing that the rules of procedure for Board and Committee meetings which shall be on such basis as the Chair directs; and referencing Robert's Rules of Order as a fallback only if the Chair so directs or such different rules as the Board may adopt by resolution.

Amendments to the Bylaws were requested by Mr. Pisani regarding incorrect bylaw section number references and other changes in the proposed bylaws. These amendments are:

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- s.1.1.12 Definition of Committee Chair references section 13.3 and it should reference section 12.3;
- s.1.1.15 Definition of Conflict of Interest references section 8.6 and it should reference section 9.5;
- s.1.1.17 definition of “directly associated” – reference to the *Conflict of Interest Act* – should read RSA 2000 (a zero is missing in the year);
- s.8.7.3 phrase “Member does not capacity” should read “Member does not have capacity”;
- s.12.5 last paragraph reference should be to s.12.3.

Mr. Pisani thanked Dr. Ray Block, Heather Murray, and Kerry Day of Parlee McLaws who worked very hard on these revised bylaws.

Moved by Ray Pisani that Board of Governors approve the revised Board Bylaws as presented and amended.

Carried

3.9 Human Resources Committee

3.9.1 Minutes of the Meeting on January 31, 2018

Mr. Kruper reported on the meeting of the Human Resources Committee which met on January 31, 2018. He advised that the Committee had a presentation on Health and Safety from Mr. Roberto Ocon and Mr. John Engleder. They reported on Bill 30 which are amendments to the *Occupational Health and Safety Act*. These amendments will have significant impacts to NAIT and our current health and safety practices. Key highlights of the changes include:

- A mandated Joint Worksite Health and Safety Committee
- Mandatory training for all staff
- Mandatory reporting of near-miss information

The Committee was also provided with an update from Kevin Shufflebotham on the academic restructure and the adjustments he will be making subsequent to stakeholder meetings for their feedback. These changes will be announced shortly to the NAIT community.

As discussed earlier today, the reduction in apprenticeship seats is less than initially anticipated – 1,600 seats reduced instead of 2,000 – however, this will still have an impact to staff in the skilled trades area. Staff reductions are imminent. Our Human Resources department is working closely with the Academic Staff Association to ensure those displaced instructors are treated in the most dignified and respectful manner during this change. The Staff Association has been helpful during this challenging time.

The Committee was provided with a presentation on NAIT's Engagement Strategy which has been embraced by the NAIT community as a supportive communication tool. The search for a new Vice President External Relations is underway. Searches for the Dean of the School of Health is underway and Dean of the School of Business is being planned.

The Committee was advised that collective bargaining negotiations with AUPE are going well and have been positive.

Moved by Daryl Kruper that the Board of Governors accepts the minutes of the Human Resources Committee meeting of January 31, 2018 as information.

Carried

3.9.2 Record of the Meeting on November 15, 2017

Moved by Daryl Kruper that the Board of Governors accepts the record of the Human Resources Committee meeting of November 15, 2017 as information.

Carried

4. Presentation and Discussion

- **NAIT 2021⁺ – Dr. Glenn Feltham**

Dr. Feltham provided a short presentation on NAIT 2021+ and how it relates to our Academic Mission.

Topics related to the Academic Mission include:

- Industry Solutions & Applied Research
- Enabling Skills
- Pathways and Lifelong Education
- Student Success

Our Academic Mission has evolved in relation to NAIT 2021 and how we adjust our thinking in this regard is key to NAIT 2021+.

For Industry Solutions and Applied Research – our relationship with industry has evolved and broadened and we are embracing that through our services in PIC.

With Enabling Skills – we want students to have the skills that will prepare them for the work world beyond the technical skills they are learning in their programs. These skills include communication, professionalism, collaboration, problem-solving and career awareness.

We see that students do come back to school after they have entered the work force to learn new skills or perhaps add another degree or diploma. Ensuring we have pathways to lifelong learning is essential to providing these opportunities for our students for their continued success.

Discussion with the Board ensued on these skills. Glenn noted that we believe in parity of esteem so it does not matter what path the student wishes to take but we have to make sure that we can provide every opportunity for them to do so.

5. In-camera Session with Board of Governors

Mr. Ray Martin indicated that he will have to depart the meeting prior to the *in-camera* session due to a previous commitment. Dr. Ray Block and Heather Murray were invited to remain for the discussion on Bill 27. All other guests departed.

Moved by Ray Pisani that the Board move to an in-camera session.

Carried

The Board discussed Bill 27 and what implications there are for NAIT. Dr. Block and Ms. Murray departed after this item was discussed.

Dr. Feltham provided an overview of GO Productivity and how they would potentially be integrated into NAIT.

Discussion turned to board recruitment and Val Berger excused herself prior to this discussion and departed the meeting.

Moved by Matthew Woodley that the Board exit the in-camera session.

Carried

6. Correspondence

For information.

7. Board Member Contact List

For information.

8. Next Board Meeting

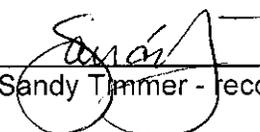
The next Board Meeting date will be Tuesday, May 29, 2018 at 4:00 p.m. The meeting location will be the new Governor's Boardroom in the Tower – Rm. T811.

9. Adjournment

Moved by Mary Lynne Campbell that the Board of Governors meeting be adjourned at 7:26 p.m.

Carried


Ray Martin – Board Chair


Sandy Timmer - recorder