



NORTHERN ALBERTA INSTITUTE OF TECHNOLOGY

Minutes of the One hundred and Sixty-third regular meeting of the Board of Governors

Tuesday, September 28, 2021
4:00 to 8:00 pm

Via Microsoft Teams Meeting

Members Present:	Ray Pisani (Chair)	Yasmin Jivraj (Vice Chair)	Laura Jo Gunter
	Vi Becker	Jamie Corfield	Dr. Annemarieke Hoekstra
	Priti Laderoute	Kris Mauthe	Renata Saicosque Medeiros
	Andy Neigel	Linda Palladino	Dr. Jean-Paul Prévost
	Janet Riopel	Marlea Sleeman	Kaedee Fythe Torrino
	Paul Verhesen	Kristina Williams	
Resources:	Jeff Dumont	Melanie Rogers	Michael Haworth
	Dr. Steve Hudson	Clayton Davis	
Regrets:			
Recorder:	Sandy Timmer		

IN-CAMERA SESSION WITH BOARD MEMBERS ONLY PRIOR TO CALLING THE MEETING TO ORDER

Moved by Janet Riopel that the Board move to an in-camera session.

Seconded, Carried

Mr. Ray Pisani, Chair of the Board, discussed the overview of the meeting with Board members only.

Moved by Jean-Paul Prévost that the Board exit the in-camera session.

Seconded, Carried

1 CALL TO ORDER

Mr. Ray Pisani, Chair of the Board, welcomed everyone to the meeting. Mr. Pisani started off with NAIT's new territorial land acknowledgement:

At NAIT, we honour and acknowledge that the land on which we learn, work and live is Treaty Six territory. This place is a traditional homeland for the First Nations and Métis Peoples, and today we are all part of this treaty land. The traditional name of this place is Amiskwacyi Waskahikan, which we also call the city of Edmonton.

This is the first meeting of the board for the 2021-2022 academic year. The board is meeting once more virtually as COVID-19 continues to be a challenge and for everyone's health and safety, the virtual meeting is best.

Mr. Pisani welcomed the new Board members:

- Jean-Paul Prévost, the new Academic Staff representative. Dr. Prévost is an instructor with the Electrical Engineering Technology program for the past seven years. He has an extensive background in research in materials science and electric power.
- Ms. Renata Medeiros is the Vice President Academic with the NAIT Student's Association and is taking the Bachelor of Technology program, and she has also completed a Photographic Technology diploma.
- Ms. Kaedee Fythe Torrino is in the Bachelor of Business Administration and she has a keen interest in the Mawji Centre for Entrepreneurship.

Mr. Pisani also welcomed two new Executive Management members to the meeting.

- Ms. Melanie Rogers is the new Vice President External Relations. Ms. Rogers started with NAIT on August 16th, has been in several leadership roles, and she has been in the post-secondary realm for over 20 years. Ms. Rogers comes to NAIT from Mount Royal University in Calgary.
- Dr. Steve Hudson is the interim Vice President Academic until we have recruited to that position. Dr. Hudson has recently retired from Niagara College in Ontario where he was VP Academic for 12 years until his retirement in 2020.

The post-secondary system continues to be challenged by the on-going global pandemic. As cases continue to once again spike in Alberta, the Premier recently announced new health guidelines to try and bring the number of cases down. This includes recommending mandatory vaccinations on Alberta's campuses. The Executive team at NAIT has been working with the COVID Advisory Committee to ensure those coming to NAIT's campuses will be fully vaccinated. This includes staff, students, visitors, and contractors on campus. More will be discussed later in the meeting.

Mr. Pisani reviewed the agenda and motions for the meeting.

1.1 Approval of the Agenda

Moved by Yasmin Jivraj that the agenda be approved as presented.

Seconded, Carried

No conflicts of interest were declared with the agenda.

1.2 Approval of the Minutes of the Meeting held on May 25, 2021

Moved by Andy Neigel that the minutes of the Meeting of May 25, 2021 be accepted as presented.

Seconded, 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:

The following will be approved by consent agenda, unless there is a request to move an item or items to the regular agenda. *(The item's agenda number is noted in italics if moved from the Consent Agenda.)*

- 2.1.1** Academic Council – Minutes of the Meeting on September 13, 2021 *(Item 4.1.1)*
- 2.1.2** Campus Development Committee - Minutes of the Meeting on August 31, 2021 *(Item 4.2.1)*
- 2.1.3** Campus Development Committee – Donor Recognition (See Appendix A) *(Item 4.2.2)*

Moved by Paul Verhesen that the Board of Governors approve the naming of Spruce Grove Lab CH114 for a five-year term in recognition of the \$1,234,000 rental donation of crane and/or boom truck equipment from Myshak Sales & Rental Ltd.
- 2.1.4** Board Executive Committee – Minutes of the Meeting on June 1, 2021 *(Item 4.3.1)*
- 2.1.5** Board Executive Committee – Minutes of the Meeting on August 30, 2021 *(Item 4.3.2)*
- 2.1.6** Audit Committee - Minutes of the Meeting on September 8, 2021 *(Item 4.4.1)*
- 2.1.7** Audit Committee - Compliance Certificate–April 1, 2021-June 30, 2021 (See Appendix B) *(Item 4.4.3)*
- 2.1.8** Finance Committee - Minutes of the Meeting on September 8, 2021 *(Item 4.5.1)*
- 2.1.9** Finance Committee - Quarterly Financial and Investment Reports for the Quarter Ended June 30, 2021 (See Appendices C and D, respectively) *(Item 4.5.4)*

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- 2.1.10** Finance Committee – Change in Signing Officers (See Appendix E) (*Item 4.5.5*)

Moved by Kristina Williams that the Board of Governors approves of NAIT's signatories on the Canadian Imperial Bank of Commerce to be listed as the Vice President Administration and Chief Financial Officer, Associate Vice President Finance and Corporate Services and the Director, Finance.

- 2.1.11** NAIT Foundation – Minutes of the Meeting on September 8, 2021 (*Item 4.6.1*)

- 2.1.12** Governance Committee - Minutes of the Meeting on June 8, 2021 (*Item 4.7.1*)

- 2.1.13** Governance Committee - Minutes of the Meeting on September 13, 2021 (*Item 4.7.2*)

- 2.1.14** Governance Committee – Approval of the Appointment of the Chair of the Governance Committee (*Item 4.7.4*)

Moved by Yasmin Jivraj that the Board of Governors approve the appointment of Andy Neigel as Chair of the Governance Committee to be effective September 13, 2021.

- 2.1.15** Governance Committee – Approval of Amended Academic Council Constitution and Bylaws (See Appendix F) (*Item 4.7.5*)

Moved by Yasmin Jivraj the Board of Governors approves the amended Academic Council Constitution and Bylaws as presented.

- 2.1.16** Governance Committee - Approval of Consistent Board Protocol Policy (See Appendix H) (*Item 4.7.6*)

Moved by Yasmin Jivraj that the Board of Governors approve the Consistent Board Protocol Policy, with such non-substantial changes as Management may deem necessary.

It was requested to remove Consent Agenda item 2.1.16 and add it to the main agenda for discussion. This was added as new item 4.7.6 on the main agenda.

- 2.1.17** Governance Committee - Approval of Board of Governors Communications Policy (See Appendix I) (*Item 4.7.7*)

Moved by Yasmin Jivraj that the Board of Governors approve the Board Communications Policy as presented.

- 2.1.18** Human Resources Committee - Minutes of the Meeting on September 1, 2021 (*Item 4.8.1*)

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2.1.19 Industry Partnerships and External Relations Committee – Minutes of the Meeting on September 2, 2021 (*Item 4.9.1*)

2.1.20 Industry Partnerships and External Relations Committee – Approval of Awards and Honours Policy (See Appendix J) (*Item 4.9.2*)

Moved by Janet Riopel that the Board of Governors approves the Awards and Honours Policy as presented.

Moved by Paul Verhesen that the Consent Agenda items be approved with Item 2.1.16 removed and added to the main agenda.

Seconded, Carried

3 NAIT EXECUTIVE MANAGEMENT REPORT

3.1 Consolidated Executive Management Report to the Board

Mr. Pisani invited Executive members to provide a brief highlight from their reports.

Ms. Laura Jo Gunter reported that she has participated in the inaugural meeting of the Business Council of Canada/Business Higher Education Roundtable (BCC/BHER) Skills Working Group discussion. This prestigious group is comprised of Presidents and CEOs of several high-level companies in banking, the oil industry, business, post-secondary, and government, to advise on the development and scaling of employer-led reskilling and training programs to help fill the skills gaps and fill future skills needs.

We will be presenting a white paper to the Working Group. Olle Lagerquist, AVP Industry Solutions, is also involved with the Working Group with regards to the upskilling/reskilling through NAIT's Con Ed/Corporate Training department.

Mr. Jeff Dumont advised a new Director of Internal Audit has been successfully recruited and the Finance Committee has met with the candidate, Lisa Nykolyshn. The position has been vacant since June 30, 2021.

The Westwood Bus Barns have now been demolished. This is land NAIT purchased and sits adjacent to the Blatchford land parcel NAIT has also purchased. It is intended this will be the future site of the Skills Centre.

Dr. Steve Hudson commented on September 30th as the new federally designated National Day for Truth and Reconciliation and is an important day to recognize Indigenous Peoples. He also noted the bursary established under the Four Directions strategy to support Aboriginal students, which is an important initiative.

Dr. Hudson advised that with two program changes, this has brought us closer to the threshold for Work-Integrated Learning (WIL) for the IMA which removes the financial risk for the Performance-based Funding in the IMA. It is expected that with additional

changes to a few more programs, the full goal set for WIL should be met before the end of March 2022.

International student recruitment continues to be a challenge because of the pandemic and travel restrictions for international students. It is expected this will continue to impact the budget for international students for 2022. It was noted that apprenticeship numbers are still low but are slowly coming back.

Ms. Melanie Rogers provided an overview of the External Relations department and advised that the Advancement department is tracking well for donations. Fundraising events have been paused during the pandemic, but we continue to engage with our donors, industry partners and stakeholders.

Marketing and Communications are doing an excellent job getting the communications out to our internal and external stakeholders with information on returning to campus and the changing guidelines. Ms. Rogers also brought attention and congratulations on the awards that the MarCom team has received for the work they have done.

Mr. Clayton Davis commented that the search for the new Vice President Academic is underway. The Employee Engagement Survey was undertaken in June and this was the first time that NAIT used an external cloud-based platform to do the survey. The survey results are now being rolled out and leaders will be provided with a report for their departments on areas of strength and for opportunity.

There were no questions raised for the Executive Management team.

3.2 President's Activities

The President's activities for the quarter were included for information.

Moved by Jean-Paul Prévost that the written Executive Management Report be accepted for information.

Seconded, Carried

4 COMMITTEE REPORTS

4.1 ACADEMIC COUNCIL (Laura Jo Gunter)

- Written Committee Chair's Summary Report in the meeting package

4.2 CAMPUS DEVELOPMENT COMMITTEE (Paul Verhesen)

- Written Committee Chair's Summary Report in the meeting package

4.3 EXECUTIVE COMMITTEE OF THE BOARD (Ray Pisani)

- Written Committee Chair's Summary Report in the meeting package

4.4 AUDIT COMMITTEE (*Kristina Williams*)

- Written Committee Chair's Summary Report in the meeting package

4.4.2 Approval of NAIT's Annual Report – 2020-2021

Ms. Kristina Williams advised that the Annual Report in the meeting package was reviewed by the Audit Committee at their meeting on September 8th. The Annual Report is an essential document that communicates on what the institute has accomplished over the past year. Ms. Williams thanked management for preparing the Annual Report in a shortened amount of time due to the year-end change. Ms. Williams noted that NAIT had a small surplus of \$7M due to the nine-month year. However, if the surplus is annualized, NAIT would have a balanced budget. This is made clear in the Report.

Ms. Williams asked Ms. Gunter and Mr. Dumont to provide a brief presentation on the Annual Report.

Ms. Gunter noted that this was a unique year for NAIT as it was only nine months due to the year-end changing to March 31st from June 30th. Previously, the Annual Report provided a summary of goals that were contained in the Comprehensive Institutional Plan (CIP) but that has been replaced by the new Investment Management Agreement (IMA). The Annual Report must be prepared by institutes under the *Post-secondary Learning Act*.

Ms. Gunter noted that with the transition from the CIP to the IMA, there wasn't a plan to report from or targets to report on. The metrics for the IMA are for this coming year. Instead, the "Turn the Dial" principals were used to help guide us on the reporting. As there were limited to no targets to report on, some of the activities that NAIT has been doing were quantified to show that NAIT is thriving, and those targets will be re-established.

The Report reflects NAIT as a vibrant institute and one that is supporting Alberta's economy and Alberta 2030.

Goals and priorities were set while keeping students as NAIT's top priority. This includes what has been learned during the pandemic and the opportunities for blended learning. We continue to ensure NAIT is a trusted industry partner to our external stakeholders with long-term sustainability.

Mr. Dumont then presented the financials section of the Annual Report. He reiterated that the small operating surplus that resulted from the nine-month year is less than 2% of NAIT's annual budget. NAIT leaders have been working hard to make the necessary budget and expense reductions in order to achieve an overall balanced budget over the last year. NAIT's transformation initiatives also reflect the uncertainty of the amount of government grants into the future.

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Mr. Dumont reviewed the financial health indicators – health of NAIT's net asset position: accumulated surplus; and, health of yearly operating deficit/surplus. It is important to continue to grow NAIT's net assets and to build small surpluses in order to fund growth of the institute. Reliance on government funding will need to be less as government funding models change.

The risks reviewed include the Performance-based Funding (PBF) targets set out in the IMA. The key metric is the Work-Integrated Learning (WIL) component and ensuring the programs NAIT has can meet the WIL targets in order to receive our grant. Tuition is also a risk as there have been challenges with growing the international student base due to the global international travel restrictions.

Mr. Dumont noted that the top four expenses for the institute are:

- 1) Staffing – salary and benefits, including attracting and retaining talent
- 2) Capital – growth such as the Campus Development Plan, Blatchford expansion, work-from home and blended work opportunities
- 3) Technology – improving the student experience, microcredentials, simulation for education
- 4) Program efficiency – divesting of and investing in programs to stay current

Discussion then ensued with the members of the Board. It was noted that the Ministry has been informed as to why there was a small surplus.

Moved by Kristina Williams that the Board of Governors approves NAIT's Annual Report for the fiscal period ended March 31, 2021, with any non-substantive changes that management of NAIT considers necessary or advisable.

Seconded, Carried

4.5 FINANCE COMMITTEE (Kristina Williams)

- Written Committee Chair's Summary Report in the meeting package

4.5.2 Approval of 2022-2023 International Tuition Rates

Ms. Williams reviewed the international student tuition fees for the 2022-23 academic year. The fees were reviewed by the Finance Committee and recommended to the Board for approval. Ms. Williams noted that the fees would only be applied to new students and not to those already registered or taking classes.

The fees are bringing NAIT to more equitable market rates and costs of program delivery. Discussions on the fees were held with the NAIT Students' Association.

Moved by Kristina Williams that the Board of Governors approve the 2022-23 International Tuition Rates as presented.

Seconded, Carried

4.5.3 Approval of Mandatory Non-Instructional Fees (MNIF) – Athletics and Recreation Charges

It was advised that discussions were held with the NAIT Students' Association (NAITSA) regarding the changes to the MNIFs. Then discussion with NAITSA subsequently took place after the Finance Committee's meeting on September 8th on how to charge the fees. NAITSA recommended the MNIF continue to only be applied to students that are currently charged and not include online, part-time, Spring or Summer term students. This will mean the current MNIF would be increased to those students to recover the costs that had been planned. It was noted that the Finance Committee held an asynchronous vote after the Finance Committee meeting on September 8th and the discussion with NAITSA. The Finance Committee voted to approve the following recommendation:

- Continue to only charge those students taking 9 credits or more during the Fall and Winter terms.
- Adjust the fee charged to account for less students paying:
 - a. Degree, Diploma, Certificate Programs Fall/Winter = \$114/semester
 - b. Apprenticeship = \$7.60/week

The subsequent asynchronous motion was passed by the Finance Committee on the above.

The charges do not apply to students who are taking classes fully online. However, it was noted that the recreation MNIF also includes virtual classes.

Moved by Kristina Williams that the Finance Committee recommend to the Board of Governors the approval of the change to the Athletics and Recreation Mandatory Non-Instructional Fees (MNIF) as presented.

*Seconded, Carried**

**Renata Saicosque Medeiros and Kaedee Fythe Torrino abstained*

4.6 FOUNDATION TRUSTEES (Kristina Williams)

- Written Committee Chair's Summary Report in the meeting package

4.7 GOVERNANCE COMMITTEE (Yasmin Jivraj)

- Written Committee Chair's Summary Report in the meeting package

4.7.3 Approval of Amended Board Bylaws

Ms. Jivraj reported that the Board Bylaws are reviewed annually by the Governance Committee. They were recently reviewed for some amendments to better align with the PSLA amendments (i.e.: the CIP was removed and IMA added) and adding the new Consistent Board Protocol Policy. The amendments were made for governance best practice. Ms. Jivraj advised that the Board's Bylaws are a living document and amendments will be made from time to time.

Ms. Jivraj then invited Heather Murray, NAIT's legal counsel, to speak to the changes. Ms. Murray discussed the recommended changes.

It was noted that from time to time, an external person may be added to a board committee to help fill a skills gap. This has been addressed in the amended Bylaws.

It was raised that in the Board Bylaws, external committee members, who are not appointed board members, are not subjected to the Board Bylaws. It was suggested that a friendly amendment be made to the policy that any board committee follow the board's practices, which would then apply to external (non-board) committee members to be subject to the Board Bylaws for the length of term they are sitting on a board committee. It was pointed out that in section 12.3 of the Bylaws, Academic Council does have non-board members as part of Council.

A friendly amendment was made as the motion included non-substantive changes.

Moved by Yasmin Jivraj that the Board of Governors approve the amended Board Bylaws, with such non-substantial changes as management may deem necessary.

Seconded, Carried

4.7.6 Approval of Consistent Board Protocol Policy (moved from Consent Agenda, item 2.1.16)

The matter of external committee members was addressed in the discussion on the Board Bylaws.

Moved by Yasmin Jivraj that the Board of Governors approve the Consistent Board Protocol Policy, with such non-substantial changes as Management may deem necessary.

Seconded, Carried

4.8 HUMAN RESOURCES COMMITTEE (*Vi Becker*)

- Written Committee Chair's Summary Report in the meeting package

4.9 INDUSTRY PARTNERSHIPS AND EXTERNAL RELATIONS COMMITTEE
(*Janet Riopel*)

- Written Committee Chair's Summary Report in the meeting package

Moved by Janet Riopel that the Board of Governors accept the written Chairs' Summary Committee Reports as presented for information.

5 PRESENTATIONS

5.1 Q1 Financial Overview

Mr. Dumont provided the Board with a brief presentation on the Q1 financial results. He noted that the first quarter is normally the least meaningful quarter. Mr. Dumont commented that severance costs for staff inflated expenses last year.

The key takeaways for this quarter are that enrollment is slightly softer than budgeted which is attributed to the ongoing travel restrictions for international students, and leaders continue to work on reducing the staff vacation liability by encouraging staff to use their vacation allotments.

Key Financial metrics in assessing NAIT's financial health are:

- Revenue diversification
- Student and tuition growth
- Expenses by function
- Salaries and benefits
- Net assets

Mr. Dumont reviewed each of the key financial metrics.

It is anticipated that the applied research area will grow. It was noted that NAIT's total full-time employee count has decreased which will reduce salaries and benefits expenses. As well, some areas of service have been outsourced. Net assets are forecasted to increase.

The Board discussed the overview with Mr. Dumont. He then concluded his presentation.

5.2 COVID-19 – New Health Restrictions and Impacts to NAIT

Ms. Gunter thanked the teams on the COVID-19 Advisory Committee (CAC) and the COVID Response Team (CRT) for all the work they have been doing to quickly adapt and adjust to the frequently changing guidelines and for keeping students and staff on campus informed and safe. It was noted that further changes to the health guidelines have just been received from Government and the Board will be updated accordingly.

Ms. Gunter invited John O'Keeffe, Chair of CAC, to provide the latest information on the dates NAIT is working with for mandatory vaccination requirements to be able to attend personally on campus.

Mr. O'Keeffe remarked that the Government recently issued a Restrictions Exemption Program due to the state of public health emergency and provided a brief presentation on the key dates. NAIT is targeting November 8th as the last date that anyone attending any of the campuses must be fully vaccinated (2 shots of a vaccine) and must be able to show proof of vaccination. This applies to staff, students, visitors and contractors. We are working with the Ministry to obtain a restrictions accommodation to November 8th from the Government's November 1st date for the sector. This is due to apprentices who are finishing up their classes on November 5th.

Mr. O’Keeffe reviewed the on-going impacts such as continued work-from-home for all staff who do not need to be on campus, moving classes online where possible, a reduction in retail and food services and implementing distancing where possible in classes and labs. Enhanced cleaning protocols continue.

The Board discussed issues and concerns about the new restrictions with Ms. Gunter and Mr. O’Keeffe and the impacts to students and staff. The impacts and the implementation will continue to be monitored so that everyone’s safety is top of mind.

Ms. Gunter thanked Mr. O’Keeffe for his presentation and discussion.

6 IN-CAMERA SESSION WITH BOARD OF GOVERNORS

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

Seconded, Carried

Mr. Pisani asked for any conflicts of interest with the *in-camera* items to be declared. Ms. Gunter declared a conflict of interest with item 6.3 and will depart the meeting for that discussion. Drs. Annemarieke Hoekstra and Jean-Paul Prévost along with Jamie Corfield declared conflicts of interest with item 6.4 and will depart the meeting for that discussion. Ms. Medeiros and Ms. Torrino declared conflicts of interest with item 6.5 and will depart the meeting for that discussion. Executive Committee members, Michael Haworth and Sandy Timmer remained for items 6.1 and 6.2.

6.1 President’s Update

6.1.1 Philanthropic Naming

Ms. Gunter discussed a potential philanthropic naming opportunity. The donor wishes to remain anonymous.

Moved by Ray Pisani that the Board of Governors approves the naming of the Productivity and Innovation Centre and/or 103rd Street to recognize a philanthropic donor gift in the event that the donation proposal is successful, and the level of donation is appropriate.

Seconded, Carried

6.2 Board of Governors Retreat and Strategic Planning Meeting

The outline for the Board of Governors Retreat and Strategic Planning meeting on October 16th was reviewed. Minister Nicolaides will join for a virtual discussion with Board members.

6.3 President’s Performance Review

Discussed. Ms. Gunter, Executive Committee members, Michael Haworth and Sandy Timmer were excused for this discussion and will rejoin for the remaining items.

6.4 Labour Relations Update

Laura Jo Gunter, Jeff Dumont, Clayton Davis, Michael Haworth and Sandy Timmer returned to the meeting. Discussed with Clayton Davis.

6.5 Judicial Review

Discussed with Ms. Gunter and Mr. Dumont. Drs. Annemarieke Hoekstra and Jean-Paul Prévost, and Jamie Corfield rejoined the meeting for this discussion.

Moved by Kristina Williams that the Board exit the in-camera session.

Seconded, Carried

7 CORRESPONDENCE

For information.

8 BOARD MEMBER CONTACT LIST

For information.

9 NEXT BOARD MEETING

The next Board Meeting will be Saturday, October 16, 2021 at 8:30 a.m. for the Board Retreat and Strategic Planning Session. Details to follow.

10 ADJOURNMENT

Moved by Vi Becker that the Board of Governors meeting be adjourned at 7:26p.m.

Seconded, Carried



Ray Pisani – Chair, Board of Governors



Laura Jo Gunter - President