



NORTHERN ALBERTA INSTITUTE OF TECHNOLOGY

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

Tuesday, March 1, 2022
4:00 to 8:00 pm

Governor's Boardroom T811 and Microsoft Teams

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

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

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

Seconded, Carried

As Mr. Pisani was attending virtually, Ms. Yasmin Jivraj, Vice Chair of the Board, attending in person, reviewed the agenda of the meeting with Board members only.

Moved by Ray Pisani that the Board exit the in-camera session.

Seconded, Carried

1 CALL TO ORDER

Ms. Yasmin Jivraj, Vice Chair of the Board, welcomed the board members and guests to the blended format meeting. She noted that as Mr. Pisani was attending virtually, he asked Ms. Jivraj to chair the meeting as she was at the meeting in person. Ms. Jivraj proceeded with the 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.

Ms. Jivraj was pleased to be able to chair the meeting in person with the majority of board members also attending in person and a few who are joining virtually. This is the first meeting since February 2020 that the board has been able to meet face to face. Members will remain masked during the meeting.

As the Provincial Government released its Provincial Budget on February 24th, it was noted that NAIT saw a reduction in its operating grant. However, this was anticipated and is reflected in NAIT's draft budget. This will be discussed later in the meeting.

Ms. Jivraj reviewed the motions in the Consent Agenda and then moved to the formal part of the meeting.

1.1 Approval of the Agenda

Moved by Janet Riopel that the agenda be approved as presented.

Seconded, Carried

Ms. Jivraj asked for declarations of conflicts of interest from the board. Annemarieke Hoekstra and Jean-Paul Prévost, NASA board members, and Jamie Corfield, AUPE board member, declared a conflict of interest with item 6.4 – Labour Relations Update, and will depart the meeting at that time.

No other conflicts of interest were declared.

1.2 Business Arising from Minutes (none)

Laura Jo Gunter advised that there was no business arising from the previous minutes.

2 CONSENT AGENDA

2.1 Accepting Minutes and Receiving Committee Reports:

There were no items removed from the Consent Agenda.

2.1.1 Approval of the Minutes of the Board of Governors for the Meeting held on December 7, 2021

2.1.2 Academic Council – Minutes of the Meeting on January 31, 2022)

Board of Governors Meeting – March 1, 2022

- 2.1.3** Academic Council – Approval of New BBA-Accounting and Analytics Degree Specialization

Moved by Laura Jo Gunter that the Board of Governors approves the degree specialization Bachelor of Business Administration (Accounting and Analytics) for submission to Advanced Education for approval.

- 2.1.4** Academic Council – Approval of New BBA-Finance Degree Specialization

Moved by Laura Jo Gunter that the Board of Governors approves the degree specialization Bachelor of Business Administration (Finance) for submission to Advanced Education for approval.

- 2.1.5** Academic Council – Approval of Honorary Degree Nominees

Moved by Laura Jo Gunter that the Board of Governors approves the recommendation(s) for nominee(s) for Honorary Degree(s).

- 2.1.6** Campus Development Committee - Minutes of the Meeting on February 1, 2022

- 2.1.7** Board Executive Committee – Minutes of the Meeting on December 14, 2021

Moved by Ray Pisani that the Board of Governors approve that the responsibility for Naming Decisions moves from Campus Development Committee to the Industry Partnerships and External Relations Committee.

- 2.1.8** Board Executive Committee – Minutes of the Meeting on January 24, 2022

- 2.1.9** Audit Committee - Minutes of the Meeting on February 15, 2022

- 2.1.10** Audit Committee - Compliance Certificate–October 1-December 31, 2021

- 2.1.11** Finance Committee - Minutes of the Meeting on February 15, 2022

- 2.1.12** Finance Committee - Quarterly Financial and Investment Reports for the Quarter Ended December 31, 2021

- 2.1.13** Governance Committee - Minutes of the Meeting on January 27, 2022

- 2.1.14** Governance Committee – Minutes of the Meeting on February 16, 2022

- 2.1.15** Governance Committee – Approval of the Terms of Reference for each of the: Board Executive Committee, Finance Committee, and Industry Partnerships and External Relations Committee

Moved by Andy Neigel that the Board of Governors approves the Terms of Reference for each of the Board Executive Committee, Finance Committee, and Industry Partnerships and External Relations Committee.

- 2.1.16** Human Resources Committee - Minutes of the Meeting on January 26, 2022 (Item 4.8.1)

2.1.17 Industry Partnerships and External Relations Committee – Minutes of the Meeting on February 3, 2022 (*Item 4.9.1*)

Moved by Andy Neigel that the Consent Agenda items be approved as presented.

Seconded, Carried

3 NAIT EXECUTIVE MANAGEMENT REPORT

3.1 Consolidated Executive Management Report to the Board

3.2 President's Activities

Ms. Jivraj invited Ms. Laura Jo Gunter and Executive Management members to provide a brief overview of their sections of the consolidated management report.

Ms. Gunter advised that we continue to be very active in our government relations. We recently met with Minister Randy Boissonnault, Minister of Tourism and MP for Edmonton Centre, for a roundtable budget discussion, along with industry stakeholders, on the skills workforce and energy transition in Alberta. NAIT will play an important role in helping the Minister move this forward. Ms. Gunter is also working with a small group of post-secondaries on an initiative to look at attracting more international students to Alberta.

We are in discussions with the Provincial Government regarding the budget and the Investment Management Agreement (IMA) with the new Performance-based Funding targets the Provincial Government is looking to set for each post-secondary institute.

Mr. Jeff Dumont, VP Administration and CFO, noted that Executive Management engaged in risk appetite statements which is new. This is the first time that NAIT has fully documented risk appetite to this level of detail. The statements were based on value drivers corresponding to NAIT's new strategic plan.

Mr. Dumont noted that capital planning projects are proceeding well – student housing, Skill Centre planning, consolidation of main campus, and Smart Campus, which are all critical initiatives.

A question was raised about the recent developments with Ukraine and Russia and if there are any impacts to international business relationships we might have there. It was advised that NAIT does not have any relationships with Russia. We are however, providing supports to staff and students impacted who have family in Ukraine.

Mr. Steve Hudson, interim Vice President Academic, provided a brief overview of his report. Mr. Hudson noted that we have received 75 applications for the Aboriginal Student Pathways into the School of Health and Life Sciences which is more than we had anticipated. We have also received two new program approvals – Dental Assisting Certificate and Advanced Care Paramedic and Primary Care Paramedic.

Mr. Hudson pointed out that NAIT received \$1.27M for the Centre for Advanced Medical Simulation (CAMS).

Board members briefly discussed programs with Mr. Hudson. It was noted that blended learning will continue be used in classrooms where it can be used effectively.

Ms. Melanie Rogers, VP External Relations, reported that great work continues across her area to tie into her objectives and key results for the strategic plan, while also connecting to risks and opportunities. We want to be as responsive as we need to be. Ms. Rogers will have a presentation on NAIT's brand later in the meeting.

Mr. Clayton Davis, Associate Vice President Human Resources, provided a few highlights from his report. He was pleased to report that NAIT has once more (11th year), been honoured as one of Alberta's Top Employers. This again, is a significant achievement considering the impacts of the pandemic on the institute and staff.

Mr. Davis also advised that recruitment for the Vice President Student Success is going well.

No further questions were raised for Executive.

Moved by Ray Pisani 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 as attached

Ms Gunter reviewed the late program approval additions post-Academic Council meeting on January 31st for three new apprentice-like programs that need board approval. She noted that this is not the usual course of approvals as these program approvals normally come through Academic Council first. However, due to timing to have these programs approved by the Ministry, it was necessary to bring them to the board first and then they will be brought to the next Academic Council meeting in April. The Ministry wants to bring these programs to market, hence the urgency to seek the board's approval.

It was noted that there is minimal or no net budget impact prior to January 2024. After January 2024, the operating costs will be part of the overall program mix.

Ms. Gunter informed the board that the motion being put forward allows for non-substantive changes by management to the budget for these programs and it meets the eligibility requirements.

The board discussed these programs to ensure there is rigor around this unusual process for program approval.

Moved by Laura Jo Gunter that the Board of Governors approve the Hospitality Certificate, Internet of Things (IoT) Post-Diploma Certificate, and the Cybersecurity Post-Diploma Certificate, with such non-substantive changes to the budget that NAIT

executive considers necessary or advisable, and with such non-substantial changes to the overall academic delivery that Academic Council considers necessary or advisable.

Seconded, Carried

4.2 CAMPUS DEVELOPMENT COMMITTEE (*Paul Verhesen*)

- Written Committee Chair's Summary Report as attached

4.3 EXECUTIVE COMMITTEE OF THE BOARD (*Ray Pisani*)

- Written Committee Chair's Summary Report as attached

4.4 AUDIT COMMITTEE (*Kris Mauthe for Kristina Williams*)

- Written Committee Chair's Summary Report as attached

4.5 FINANCE COMMITTEE (*Kris Mauthe for Kristina Williams*)

- Written Committee Chair's Summary Report as attached

As Ms. Kristina Williams was not able to attend today's meeting, Mr. Kris Mauthe, Finance Committee member, reported on three items for the board's consideration and approval. The Finance Committee is putting forward motions for the approval for the Renewal of Year-End Funds and Reserves, approval of Domestic Tuition Rates for 2022/23, and approval of the Mandatory Non-instructional Fees for 2022/23.

As well, NAIT's Budget and Forecasts for 2023/24-2024/25 need the board's approval.

4.5.4 Approval of Renewal of Year-end Funds and Reserves

Mr. Mauthe advised that this is an annual review of the funds and reserves and replenishment as required. These funds and reserves are set aside for specific purposes and projects and not available for other purposes without board approval. The specific purposes were detailed in the meeting package and no concerns were raised by board members.

Moved by Kris Mauthe that the Board of Governors approves the changes to the Funds and Reserves as recommended by the Finance Committee.

*Seconded, Carried
(No abstentions)*

4.5.5 Approval of Domestic Tuition Rates for the 2022-23 Academic Year

Mr. Mauthe then discussed the recommended domestic tuition rates for the 2022/23 academic year. He noted that the 7% increase is allowed by legislation. As well, apprenticeship tuition and fees will now be moved under the board and rates are capped at a 10% increase by program. It was previously under the Apprenticeship Industry Training board to set fees for the province. NAIT is looking to increase apprenticeship tuition and fees by 7%. Tuition fees cannot be more than what is in the legislation.

It was noted that generally, all PSIs have increased their tuition by 7% to off-set decreases in government funding to PSIs. The NAIT Students' Association (NAITSA) were consulted about the fee increases. After this third year since the change in December 2019, rate increases will follow CPI from the previous year.

Moved by Kris Mauthe that the Board of Governors approves the domestic and apprenticeship tuition fees, as detailed in the Tuition Fee Compliance documents for 2022/23, as recommended by the Finance Committee, for submission to Advanced Education for final approval.

*Seconded, Carried
(No abstentions)*

4.5.6 Approval of the Mandatory Non-instructional Fees (MNIF) for the 2022-23 Academic Year

The Mandatory Non-Instructional Fees (MNIFs) for the 2022/23 academic year were then discussed with Mr. Mauthe. Mr. Mauthe noted that the student body recently held a plebiscite on the MNIFs, subsequent to the Finance Committee meeting on February 15th, and they did not approve the additional \$44. Accordingly, the board is only approving a \$6 MNIF increment, totaling \$120 per student.

Mr. Mauthe advised that the Finance Committee held an asynchronous vote after the students' plebiscite for the \$6 increment. It was noted that because of the reduced MNIFs, there will need to be some student services pulled back as there won't be the fees to support them.

Moved by Kris Mauthe that the Board of Governors approves \$6 Mandatory Non-Instructional fee increase for 2022/23, for a total fee of \$120 per term, as updated for the results of the student's plebiscite, for submission to Advanced Education for final approval.

*Seconded, Carried
(No abstentions)*

4.5.7 Approval of Budget 2022/23 and Forecasts for 2023/24-2024/25

The 2022/23 Budget and forecasts were then discussed with Mr. Mauthe. Mr. Mauthe, on behalf of the Finance Committee, wished to thank management and the finance team for all their hard work to complete the budget with the continuous changes and challenges that have come this year.

Mr. Mauthe invited Ms. Gunter and Mr. Dumont to provide a short presentation on the budget.

Ms. Gunter commented on the Provincial Budget that was released on February 24th. The provincial budget had three themes: building back health services (which is relevant to our health programming), getting more Albertans back to work, and sticking to the fiscal plan. The Provincial Budget was balanced.

However, NAIT still received our last expected budget cut from Government, which totaled \$5.7M. NAIT's capital maintenance and renewal grant was returned to historic levels.

Three ministries have been working on a fund to get more Albertans back to work – Advanced Education, Labour and Immigration, and Community and Social Services. There will be more funding for post-secondary in specified areas. NAIT will be putting a proposal forward for this funding.

Mr. Dumont then went through the financial plan and budget. We have more certainty with what has come through the provincial budget this year. NAIT is now forecasting a \$4.8M deficit, which is less than initially anticipated.

NAIT is looking at a close to balanced budget for 2022/23 with a nominal surplus. The land grant is still being included to help balance the budget. It was noted that COVID hit polytechnics harder due to reduced apprenticeship registrations.

The operating grants from Government have gone down substantially over the past four years. We are anticipating this to stabilize in the coming years, but it is critical to ensure strong revenues and control on costs. NAIT's long-term budget focus is on growing our domestic and international enrolment, program efficacy, and getting back to a healthy surplus to be able to reinvest into NAIT's future.

On the expense side, we are looking at reducing our office footprint through a more distributed workforce arrangement with staff. Vacation management is also critical to reduce our vacation liability and leaders are working with their teams to help reduce this liability. We are also looking to consolidate some of our satellite campuses to main campus, as well as vacating, closing or leasing unused buildings.

The board discussed the budget and forecast with Mr. Dumont. It was commented that bringing more international students to Alberta is good for the province and it is an opportunity to look at emerging programs that international students are interested in.

Moved by Kris Mauthe that the Board of Governors approves the budget 2022/23 and forecasts for 2023/24-2024/25, with such non-substantive changes that management of NAIT considers necessary or advisable. Budget changes as a result of government grant adjustments of more than \$5 million will require further board approval.

*Seconded, Carried
(No abstentions)*

4.6 FOUNDATION TRUSTEES *(Kris Mauthe for Kristina Williams)*

- The Committee did not meet this quarter.

4.7 GOVERNANCE COMMITTEE *(Andy Neigel)*

- Written Committee Chair's Summary Report as attached

4.7.6 Board Bylaws and Consistent Board Protocol Policy Amendments

Mr. Andy Neigel advised that the Governance Committee did a further review of the Board Bylaws as a concern was raised that there was a clause in the Board Bylaws regarding conflict of interest that specifically stated that Board Members were permitted to vote on a resolution to approve a contract which is one relating primarily to the compensation paid by the institute to a group of employees of the institute of which the Board Member belongs.

Mr. Neigel invited NAIT's legal counsel, Ms. Heather Murray, to discuss this further.

Ms. Murray indicated that post-secondaries are unusual boards in that members of bargaining units can also be members of the board. She did an environmental scan of other PSIs and their bylaws relating to conflicts of interest. It was found that there is no consensus in this area.

Ms. Murray advised that in order to address this perceived and actual conflict of interest for Board Members, the Governance Committee is recommending that the Bylaws be amended to clearly indicate that it is a conflict of interest for a Board Member to participate in any discussion on or to vote on any matter relating to compensation paid by the Institute to a group of employees of the Institute of which the Board Member belongs.

The other amendment to the Bylaws relates to the use of asynchronous votes to be used for non-substantial matters such as placing new members on a committee. A change to the Consistent Board Protocol Policy will also be made to align with this change.

The board briefly discussed the conflicts of interest section.

Moved by Andy Neigel that the Governance Committee recommends that the Board of Governors approve the amended Board Bylaws and Consistent Board Protocol Policy as presented.

*Seconded, Carried**

*(*Annemarieke Hoekstra, Jean-Paul Prévost and Jamie Corfield abstained from the vote)*

4.8 HUMAN RESOURCES COMMITTEE *(Vi Becker)*

- Written Committee Chair's Summary Report as attached

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

- Written Committee Chair's Summary Report as attached

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

Seconded, Carried

5 PRESENTATIONS

5.1 Academic Council Presentation

Ms. Gunter and Mr. Hudson provided a short presentation on Academic Council. It was noted that Academic Council is specified in the PSLA. The Colleges and Polytechnics are the two PSI sectors that have an Academic Council.

Academic Council has three sub-committees:

- Honorary Degree Committee – accepts and vets recommendations for an honorary degree to be given out at Convocation
- Faculty Emeritus Committee – awarding retired academic staff who have made an impact with their outstanding service/contribution to NAIT and its students
- Instructional Excellence Committee – supporting formal recognition of instructors who demonstrate excellence in teaching

New programs, as well as suspensions and terminations, come through Academic Council and then to the board for approval. Academic Council also raises academic issues that the board should be made aware of. NAIT's Academic Council membership is a third each of students, staff and senior officers.

5.2 Marketing and Communication Metrics

Ms. Melanie Rogers discussed her presentation on NAIT's brand and marketing. She noted that a brand/reputation study will take place this spring as it has been some time since this was done. We will then look to refresh and relaunch our brand. It was noted that our brand starts internally. We want the NAIT brand to continue to inspire our community including our staff, students, donors, and volunteers.

NAIT is more than a trade school, and this is being recognized externally. Polytechnic education is also being understood more.

Board members engaged in a brief discussion with Ms. Rogers on NAIT's brand and identity.

5.3 Board Objectives and Key Results Update

Ms. Gunter and Mr. Michael Haworth provided an update on the board's objectives and key results (OKRs) as developed at the board's retreat in October.

Mr. Haworth advised that approximately 24% of the OKRs have been completed.

6 IN-CAMERA SESSION WITH BOARD OF GOVERNORS

The board moved to an *in-camera* discussion and guests departed. Ms. Jivraj thanked guests for attending. Ms. Jivraj requested Executive Management, Mr. Haworth and Ms. Timmer to remain.

Moved by Vi Becker that the Board move to an in-camera session.

Seconded, Carried

At this time, Jamie Corfield, Annemarieke Hoekstra and Jean-Paul Prévost declared a conflict of interest with discussion item 6.4 and will depart the meeting at that time.

6.1 Board and Committee Evaluations

Mr. Neigel discussed the results of the board and committee evaluations. Mr. Pisani also spoke with every board member for their feedback. Mr. Pisani will be retiring at the end of his first term and board succession was discussed. Board members recommended that Ms. Jivraj be considered for the Chair position upon Mr. Pisani's retirement. Ms. Jivraj agreed to have her name put forward to the Minister for his consideration.

6.2 IMA Update

Ms. Gunter discussed the upcoming Investment Management Agreement (IMA) that NAIT will have with the Ministry.

6.3 Budget 2022/23

Mr. Dumont briefly discussed the budget.

6.4 Labour Relations Update

Mr. Jamie Corfield and Drs. Annemarieke Hoekstra and Jean-Paul Prévost declared a conflict of interest with this item and departed the meeting. Ms. Jivraj thanked them for their contribution to today's meeting.

Discussion with Clayton Davis was held.

Moved by Vi Becker 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

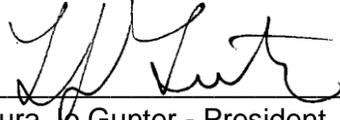
The next Board Meeting will be Tuesday, May 31, 2022 at 4:00 p.m.

10 ADJOURNMENT

*Moved by Janet Riopel that the Board of Governors meeting be adjourned at 8:06 p.m.
Seconded, Carried*



Ray Pisani – Chair, Board of Governors



Laura Jo Gunter - President