

Regular MINUTES
November 16, 2012
Prince Rupert
9:04 am to 12:11 pm

Attendance: D. van Dyk, Acting Chair T. Euverman G. Randhawa
N. Collison K. Chrysler C. Morgan
A. Carlick (**First Nations Council**) video G. Wesley
R. Riesen (**Education Council**)
L. Payjack-Mohler (Recording Secretary)

Regrets: R. Witherly H. Pond B. Setso
K. Chicoine C. Toews

Staff members in attendance:

D. Henning, President & CEO
C. Sousa, Vice President, Finance & Administration
B. Moore-Garcia, Vice President, Education & Student Services (late arrival)

Presenter: D. Stava, Director of Institutional Research & Registrar

Regrets: R. Hidber, Controller
D. O'leary, Vice President, Institutional Advancement
S. LeBlanc, Vice President, People & Planning

The meeting was **CALLED TO ORDER** at 9:04 am.

Northwest Community College's Board of Governors acknowledges the Tsimshian people of the Allied Tribes of Lax Kw'alaams and Metlakatla on whose traditional territory this meeting will take place.

A round table of introductions was conducted.

PRESENTATION: Deb Stava, Registrar & Director of Institutional Research
An overview of the department and responsibilities was provided.

The **OATH OF OFFICE** was conducted for:

Reto Riesen (Education Council) and Cecilia Morgan (Student representative, University Credit Program).

ADOPTION OF AGENDA:

Revision:

Strategic Planning Committee: change to an action item.

On the motion made by T. Euverman and seconded by G. Randhawa.

"That the agenda be adopted as revised."

MOTION CARRIED UNANIMOUSLY

ACCEPTANCE OF OCTOBER 19, 2012 MINUTES:

- S. Foote and S. Pauls, outgoing Student Representatives, were indicated as regrets.
- The 2012/13 elections for student representatives was delayed.

- The outgoing student representatives were invited to the meeting.

Question: Do we need a board motion to keep someone on the Board?

Answer: The student representatives are members until the election has occurred.

ACTION: Check our policies to ensure we are following this.

ACTION: Change attendance: S. Foote listed in attendance and regrets, only list under regrets.

On the motion made by T. Euverman and seconded by G. Randhawa.

“That the Regular meeting minutes of October 19, 2012 be accepted with revision:

Attendance: list S. Foote as regrets”

MOTION CARRIED UNANIMOUSLY

BUSINESS ARISING FROM THE MINUTES: (D. Henning)

- The recommendation from First Nations Council of the implementation of a cultural awareness course was brought forward to the Committee (this is an internal process).
- This will be implemented as part of the on-boarding process for employees.
- Offered to report back to the Board on this (in May)

ACTION: D. Henning to report back to the Board in May on the cultural awareness course as part of the on-boarding process.

COMMITTEE REPORTS

EXECUTIVE COMMITTEE: (D. van Dyk)

- No formal report
- Chair and Vice-Chair send their regrets

Education Council (ED CO): (R. Riesen)

- Summarized report (Schedule 8.2)
- Work on the bylaws continues

Question What is the in camera discussion?

Answer: The in camera session is noted in the bylaw but not specifically.

Question How was it defeated?

Answer: According to Roberts Rule, In-Camera made up in the body (Council) and is decided there if the meeting needs to move into in-camera. It was decided to leave the in-camera session out as there was no instance that we would need this. The decision was 'Roberts Rule gives enough guidance'.

Question: A Board member expressed interest in joining a cluster. Is it too late to join?

Answer: Cluster is internal and specific to program areas. Advisory committees would be the best fit.

ACTION: D. Henning to provide contact information for N. Collison based on her interest.

Question: All education may or may not be offered online. Is distance education broad definition?

Answer: Distributed Learning will be the term reference, made a note of this.

Question: Ed Co Chair elected is R. Riesen but the term is short. There is a concern with this.

Answer: This is filling a balance of a term. Appointment is for 1 year term.

D. Stava summarized the election process and terms. Education Council occurs annually.

FINANCE & AUDIT COMMITTEE: (D. van Dyk/C. Sousa)

- The 2nd Quarter financial statements were reviewed at the last meeting, November 15th.
- C. Sousa provided a summary:
- Revenue are 52% of estimated budget at this time, September is an increase
- Expenses are 45% compared to 46% last year at this time.
- Some programs haven't started yet.

Question: Policy Governance endeavor. How is the Finance & Audit Committee finding using the monitoring reports?

Answer: Consistency was discussed at the Committee meeting.

Revisions are being noted: such as the flow of the financial statements. They were posted to the end of the monitoring report and it seemed to be plunked there.

Suggested to change the format include a lead into the financial statements.

ACTION: Revise: Monitoring report *EL5 Budget/Financial Forecasting*:

1. In the broadest interpretation section indicate 'the quarterly statements are included' with an appendix reference.
2. Add a quarterly variance report (detailed summary) of the Board of Governors budget.

Question: Who approves the financial statements? The Finance and Audit committee?

Answer: Quarterly financial statements are reviewed by the Finance and Audit Committee who then recommend these to the Board. We are actually receiving the financial statements.

On the motion made by T. Euverman and seconded by N. Collison

"That the Board receives the quarterly financial statements as presented."

MOTION CARRIED UNANIMOUSLY

First Nations Council (FNC) (A. Carlick)

- The report was circulated at the meeting and summarized.
- Student Services is moving to the long house
- Funding of \$7 million is available for Aboriginal community based partnership opportunities through to March 2014
- Council brochure is in progress
- 2 new student members

Question: (N. Collison) \$7 million fund additional information?

Answer: A printed copy of the Aboriginal Service Plan (ASP) was provided at the FNC meeting as A. Carlick is part of the Committee.

Question: Can I receive a copy of the ASP?

Answer: D. Henning confirmed the process, as this is an academic matter requests go through the President who will in this case forward to the Vice-President, Education & Student Services.

ACTION: D. Henning to forward, to B. Moore-Garcia, N. Collison's request for a copy of the Aboriginal Service Plan (ASP).

Question: Is \$7 million available or spoken for?

Answer: The funding criterion was summarized.

- The funding is federal, proposals have been received.
- Developed partnerships based on Aboriginal Service Plan(ASP).
- Short term only for ASP with partnerships for ASP.
- Partnership letters have been written.
- Agreements are in place.
- If some of the proposals don't come to fruition then there may be a call out to the communities to decide.
- Proposals have to be community driven and identify an unfulfilled need.

Question: Community driven, how was this information provided?

Answer: FNC include education portfolio holders for the communities that we serve

Letters go out to FNC via distribution list

Individual mailed in hard copy to the Education representative to the Band

POLICY REVIEW COMMITTEE (G. Wesley)

- The Committee didn't have a Committee meeting of the whole, however the policies were discussed.
- The Governance Process (GP) section GP 1-8.2 will be reviewed today.
- The BP quadrant will be deferred to the December meeting
- Seeking 2 new members: 1 student representative and 1 community representative
- C. Morgan agreed to be on the committee.
- The requirement of a motion for a new member to a Board Committee was discussed, it was agreed a motion is required.

On the motion made by G. Wesley and seconded by G. Randhawa:

“That the Board accepts the recommendation for Cecilia Morgan for membership to the Policy Review Committee.”

MOTION CARRIED UNANIMOUSLY

Request: An overview introduction of Roberts Rules of Order is provided for all members.

ACTION: Include an overview introduction of Roberts Rules of Order for the next meeting and distribute summary documents to all members.

Governance Process (GP) Policies:

D. Henning reviewed each policy and the suggested revisions were discussed.

GP 1 Governance Commitment

No further revisions, comments, or questions were noted.

On the motion made by K. Chrysler and seconded by G. Wesley:

“That the Board accepts GP 1 Governance Commitment policy as presented.”

MOTION CARRIED UNANIMOUSLY

GP2 Governing Style

On the motion made by K. Chrysler and seconded by N. Collison:

“That the Board accepts GP2 Governing Style as presented.”

The floor was opened for discussion.

Change: Remove section 5: Staff initiative: Collaborative Administrative Team (CAT)/ President's Council (PC) to a future policy (GP 10) was noted.

Question: “Communications with one voice”. Does this communicate what is intended?

Answer: Yes, that is what T. Thompson (Governance facilitator), N. Collison as a Board member and as a whole agreed.

Change section 2.4: from “Communications” to: “Communicate” a friendly motion to adopt the change in 2.4.

Section 6: this is a Board responsibility.

- At the Board Executive level
- Ensure Board performance is monitored
- Part of the calendar that is being developed which includes times for monitoring this
- Suggested by T. Thompson: Olds College's Board allots 30 minutes at each meeting to discuss their performance.
- Attaching a portion is assigned to the Board as a whole as well as individually to the Vice-Chair.

ACTION: Add to Executive agenda GP2 Governing Style section 6 – “monitor process and performance...”to ensure this is under development.

On the motion made by K. Chrysler and seconded by N. Collison:

“That the Board accepts GP2 Governing Style with the change: ‘Communications to Communicate’.”
MOTION CARRIED UNANIMOUSLY

GP3 Board Code of Conduct

On the motion made by K. Chrysler and seconded by G. Wesley:

“That the Board accepts GP3 Board Code of Conduct as presented.”

The floor was opened for discussion.

Section: 6.2

Question: How do we demonstrate permission?

Answer: In reference to the public Board, a motion to grant leave to the member e.g. if they are sick is necessary.

- The process for NWCC Board is: send regrets to L. Payjack-Mohler, she records as regrets.
- If 3 meetings in a row are missed without regrets then flagged by L. Payjack-Mohler to the Executive Committee.
- Because the member sends regrets doesn't mean you are excused from missing the meeting(s).
- Ask for permission in advance if leaving the country.
- From local government a motion would be needed.
- Does it seem reasonable to have a Board motion?
- It was suggested to add: “through Board motion.” Discussion ensued and the suggestion was withdrawn.
- As a policy we are consistent.

ACTION: It is important to have this clear; it is on the procedures side of the house.

On the motion made by K. Chrysler and seconded by G. Wesley:

“That the Board accepts GP3 Board Code of Conduct as presented.”

MOTION CARRIED UNANIMOUSLY

GP4 Board Responsibilities & Duties

D. Henning read the policy.

On the motion made by: K. Chrysler and seconded by N. Collison”

“That the Board accepts GP3 Board Code of Conduct as presented.”

The floor was opened for discussion.

Changes: In section 1.4 correct typo from: President authority to President's authority.

Note: 2.1 President's compensation even though there is a (Government) cap, T. Thompson advised to keep on top of this.

ACTION: Section #3 Key Performance Indicators (KPI), priority item, comes from the Ends statements. We need to decide what we (the Board) are measuring.

Option should it be an action item or motion if stronger?

- D. Henning provided a summary.
- Item 1 identifies that.
- Recognizes process.
- Develop a matrix online (D2L) for input and discussion.
- How do we make each KPI? Does this come from Policy Review Committee? How do we lead?
- Money ball reference, how do we know what we need to be doing? What is it that we want?
- How does the President know that she is doing a good job?

Question: Who is ultimately responsible for holding this?

Answer: The Board is responsible.

- Not at each meeting.
- Who is the working group? Committee (Policy Review)? Continuing process?

Staff comments were requested:

- The measurement needs to be very clear to develop benchmarks.
- One should be student retention.
- It is the board's responsibility to say for e.g. 'we want to see student retention to 70%.

ACTION: Business arising section of agenda, table discussion to the next Board meeting.

Concern: The next meeting is a few weeks away. It is important to spend time on this.

Suggestion:

Focus on the agenda item, as Business Arising for December.

The thought is to move forward and to identify what body should be the lead.

Concerns:

- The Board is not at the KPI level yet
- At the level for identifying who is responsible

Question: In GP 4 in both section 4 and 5, do we need to add, "through its one employee"? Is it necessary? Are we consistent?

Answer: Yes, it does identify.

Concerns:

- In another area, clarity in reflecting the College and Institute Act and the role of Board of Governors and Education Council.
- "through its one employee" is like explaining the Roberts Rule Order procedure. Having it here is not consistent.
- The College and Institute Act does not have President's role within the Act.
- The policies were implanted from the existing policies; it is the Board's responsibility to revise the policies.

Friendly amendment to:

Change section 4 from "its one employee" to now read "through the President"

Change section 5 from "its one employee" to now read "through the President"

Discussion of why this," its one employee" was included.

Not in reference through the President. College and Institute ACT.

On the motion made by K. Chrysler and seconded by N. Collison

"That the Board accepts GP4 Board Responsibilities & Duties with the revision of removing 'its one employee' from section 4 and 5."

Abstain: 1

MOTION CARRIED

On the motion made by T. Euverman and seconded by K. Chrysler

"That the Board tables Governance Process Policies GP5 through 8.2 to the December meeting."

MOTION CARRIED UNANIMOUSLY

PRESIDENT REPORT & ORGANIZATIONAL PERFORMANCE

MONITORING REPORTS

Executive Limitations: Budget/Financial Forecasting (EL5) (Schedule 9.1a)

D. van Dyk provided a summary.

The Finance & Audit Committee reviewed the report in detail at the Committee meeting last night (November 15th).

On the motion made by T. Euverman and seconded by G. Wesley.

“That the Board accepts the monitoring report: Budget/Financial Forecasting (EL5) as presented.”
MOTION CARRIED UNANIMOUSLY

MONITORING REPORT (Schedule 9.1b)

E3 Fiscal Accountability

D. Henning provided a summary.

Highlights:

- Strategic plan

Policy Provision # 4 reporting as non-compliance as we do not have an Education Plan. It was indicated the plan be available by May.

ACTION: D.Henning to bring back policy provision #4 of E3 Fiscal Accountability regarding the Education Plan in May.

On the motion made by T. Euverman and seconded by N. Collison **“That the Board accepts E3 Fiscal Accountability monitoring report as presented.”**

The floor was opened for discussion.

Suggestion:

- highlight more visual of compliance versus non-compliance
- a table or summary at the beginning of the report

Concern:

- Important to ensure the Board reads and scrutinizes the work and the report, if this is on the front page the entire report may not be reviewed in detail.

On the motion made by T. Euverman and seconded by N. Collison

“That the Board accepts E3 Fiscal Accountability monitoring report as presented.”
MOTION CARRIED UNANIMOUSLY

STRATEGIC PLANNING STEERING COMMITTEE REPORT

D. Henning speaking on behalf of H. Pond, Vice-Chair and Co-chair of Steering Committee.

- Remember this is from the mile high
- Next step is to take the plan to every supervisor to every staff to ask what we need to do to meet the goals and define the goals.

On the motion made by T. Euverman and seconded by G. Randhawa

“That the Board approves the Strategic Plan as presented.”

MOTION CARRIED UNANIMOUSLY

D. Van Dyk suggested to move from procedure, rather than move into 'In-Camera as identified in the agenda, complete the regular session then move into In-Camera if time permits, as the topic is not of urgent nature.

No concerns were voiced.

INFORMATION ITEMS

1. December 7 Board meeting
2. Reminder” Black Tie Gala, emailed invitation to the Board. The event raises money for student bursaries. D. Henning provided a summary; RSVPs are required by the end of next week to ensure the event is not canceled.
3. Education By-laws are provided for information.
4. Academic Workers Union (AWU). D. Henning provided a summary. This is an internal matter, on the other hand an item, such as granting an honorary degree is considered a Board matter.

On the motion made by N. Collison and seconded by K. Chrysler:

“That the meeting move into In-Camera”

MOTION CARRIED UNANIMOUSLY

Regular meeting session ended, an In-Camera session resumed at 11:45 am.

ADJOURNMENT

On the **Motion** made by G. Wesley and seconded by G. Randhawa.

“That the meeting be adjourned at 12:11 pm.”

MOTION CARRIED UNANIMOUSLY