

**Minutes of the Regular Meeting of
The Board of Directors of Carlton Trail College
Held via Video Conference
November 24, 2020 at 9:00 a.m.**

PARTICIPATING: Board Chairperson Adrienne Jackson, Vice Chair Sommer MacLeod, Directors, Evan Doecker, Sandy Flory, Shaun Haskey, President and CEO Shelley Romanyszyn-Cross, VP Finance Andy Burgess, VP Administration Amy Yeager, and Recorder Sheri Ulrich

TO ORDER: The Chairperson called the meeting to order at 9:45 a.m.

AGENDA: The agenda was reviewed.

Motion 11-20-21: Doecker, that the agenda be approved as presented.
Carried.

MINUTES

The minutes from the October 26 regular meeting were reviewed.

Motion 11-20-22: Flory, that the minutes from the October 26, 2020 regular meeting, be approved as presented.
Carried.

BOARD ITEMS

Board Chairperson Report

- Attended the Cyber Risk Webinar
- Cyber Insurance Discussion
 - our current IT security information, along with a quote request, has been sent out to get updated pricing
 - discussed our protection compared to insurance and what our cost might be if hacked
 - consensus from the Senior Leadership Team to purchase cyber insurance for an economical price

Advanced Education Sector Ministry guests: Mike Pestill, Bond Ferguson, Marcel Michaud and Crystal Waller joined the meeting at 10 a.m. to address the Action Plan on Accountability and Governance agenda items as presented in the package.

Post Secondary Expectations

- Saskatchewan Growth Plan is key

Action Plan on Accountability and Governance (APAG)

Enterprise Risk Management Self-Assessment and Reporting Model

- Risk registry reviewed regularly

Board Self-Assessment Tool and Reporting Model on the use of Board Committees

- Committees have been doing the deep dives allowing the regular board to be more effective and efficient
- Reporting back to the Board is key

Board Evaluation Reporting Instrument

- Very important information and feedback allowing the Board and CEO to grow

Board Transparency and Disclosure Self-Assessment and Reporting Model
Proposed Reporting Expectations June 2021 – Board Fiduciary Responsibilities

- One area of focus each year is good.
- Good discussion is generated; few items are identified each year as gaps that can be addressed.

Manitoba Auditor General Report October 2020

- Learn from the report – make improvements
- Growing interest by the Provincial Auditor on governance; good to be proactive
- Establishing results-based performance

Board Professional Development

- Ministry will reimburse 50% tuition of approved training events
- \$5,000 support available from the Ministry for Board PD – collaboration is encouraged
- Institute of Corporate Directors (ICD) – ministry is looking for someone to host the ICD corporate membership; maybe ASRC or a Regional College
- Government Solutions offers a 30-minute zoom webinar on a wide choice of topics that could be incorporated into a Board meeting (Ministry will reimburse 50% of the cost)

Board Succession Planning

- Two vacancies plus one member's second term expires in spring
- Formal recruitment process has been initiated with hopes to have names submitted early in 2021
- Skill gaps – education sector, regional gap, First Nation representation

Governance Access Site houses a variety Governance material and information

Ministry guests departed at 11:05 a.m.

Cyber Insurance continued

Motion 11-20-23: Doecker, that the Board authorize management to purchase an appropriate cyber insurance package at an economical price.
Carried

- An update will be provided in January
- Cyber insurance review will be included on the Continuous agenda; FAR Committee will do a deep dive to ensure all things are in place that are necessary to mitigate a cyber breach

ABE & Student Services Manager Report

Rachel Trann, ABE & Student Services Manager joined the meeting at 11:30 a.m. and presented a verbal report and departed at 12:10 p.m.

Break for lunch, reconvened at 12:34 p.m.

Board Chair Report continued

January PD Event

The Chairperson has connected with the following presenters as options for PD:

- John Lagimodiere, Indigenization of Educational Institutions; awaiting quote
- Khwezi Mbolekwa – Fundamentals of Change Management \$2,000/day or \$250/hr

ASRC Meeting

- Chairs and CEOs met with Minister Makowsky on November 19th
- Saskatchewan Growth Plan and the connection with labour market demands continues to be important
- Co-chairs will be meeting with the Minister on Dec 15th
- Considering a virtual advocacy meeting with the MLAs

Advocacy of RC Sector Plan

Objective: to create opportunities to promote the college and inform elected officials and ask them to promote the college and advocate on our behalf.

Carlton Trail will proceed as follows:

- Development and Communications Manager will be asked to create an infographic unique to Carlton Trail
- Consensus that the CEO should take the lead and be the face of the College with the Board playing a supporting role
- Second contact list of potential community/business leaders will be compiled
- January meeting the infographic will be reviewed

Office 365

- Chair Jackson has been set up with a College email and is piloting Office 365. The rest of the Board will be set up soon.
- The Board will participate in the cyber security program.

COMMITTEE REPORTS

Governance and Human Resources Committee

- October 28, 2020 Minutes
 - President and CEO Evaluation Update – Ms. Soparlo will update the evaluation tool and provide a draft for review by the Committee. A 360 evaluation will be conducted every 2 to 3 years. Laura will facilitate the completion of the CEO Evaluation via video conference to provide examples and answer questions.
 - Board Evaluation Update – Ms. Soparlo will update the evaluation using the committee's feedback and provide a draft for review
 - Board Recruitment Update – ad is currently running in regional papers, College website and social media. Closing date is December 4th. Recruiting for two vacancies and one expiring member - should submit a minimum of 6 candidates
 - College advocacy was discussed
 - Board Work Plan Report #1 – add: Indigenous Training and Change Management to PD
- **Next meeting** - April 27, 2021

Finance/Audit/Risk (FAR) Committee

- The committee Chair provided highlights from this morning's meeting
 - Proposed new benchmarks – will be shared with the Board in January
 - Auditor assessment – no concerns; received for information
 - Major Capital, Equipment Renewal & the Preventative Maintenance & Renewal (PMR) Proposals

Motion 11-20-24: Haskey, that the Board approve the Capital, Equipment Renewal and the PMR proposals, as presented.
Carried.

- **Next Meeting** – February 23, 2021

PRESIDENT AND CEO REPORT

President and CEO Update

The President and CEO presented her written report and it was received for information.

- Covid Framework updates: heightened mask policy
- Disclaimer: reached out to insurance agency and Marcel Michaud – awaiting reply
- CiCan Conference is April 26-28 will be held virtually
- Invitation to attend a Micro-Credential workshop on Dec 10th will be shared with the Board

Action Plan on Accountability & Governance (APAG): Board Transparency & Disclosure Self-Assessment & Reporting Model

The President and CEO reviewed the assessment. This assessment was submitted to the Ministry last week.

Balanced Scorecard 19/20 Final Report & 20/21 Report #1

The President and CEO presented the BSC reports and noted that much of the red is due to Covid.

ERM 19/20 Final Report & 20/21 Report #1

The President and CEO presented the ERM reports and noted pre-pandemic and pandemic risk scores.

Managers' Report

The CEO reviewed the Managers' report and it was received for information purposes.

Christmas Foodbank Donation Update

In lieu of the Board's annual Christmas lunch and gifts, it was confirmed that the College will give back to the community by donating funds to each of the food banks in our region. A media release will be prepared.

The Board members are invited to attend the virtual, Practical Nursing Grad on December 18th

VP FINANCE REPORT

The VP Finance presented his report and it was received for information.

- College will be replacing two vehicles this fiscal year

Revenue and Expense Report

The VP Finance presented the revenue and expense report and it was received for information.

Balance Sheet and Income Statement

The VP Finance presented the balance sheet and income statement and it was received for information.

VP ADMINISTRATION REPORT

The VP Administration presented her report and it was received for information.

OTHER

Correspondence

- November 16, 2020, to Minister Makowsky, re: Congratulations

Next Board Meeting

- January 23, 2021, Regular Meeting followed by a PD virtual session

Information Items

- Media Release, November 2/20, Walker Wood Foundation Provides Funding for New Emergency Bursary Program

Roundtable

- Community Issues - none

In-Camera Session with the President and CEO

Motion 11-20-25: Flory, that the meeting moves into an in-camera session at 2:14 p.m.
Carried.

CEO departed the meeting at 2:37 p.m.

Motion 11-20-26: Haskey, that the meeting moves back into regular session at 2:52 p.m.
Carried.

Adjournment

Motion 11-20-27: MacLeod, that the meeting adjourn at 2:53 p.m.
Carried.

Chairperson

Recorder