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## BOARD OF GOVERNORS MEETING – IN-CAMERA

4:30 p.m. – 6:00 p.m. Wednesday, February 14, 2018  
Room MA317 SMED Boardroom, 3<sup>rd</sup> Floor – Heritage Hall

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### MINUTES

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**Committee Members:**

Culbert, Heather, Chair  
Ross, David  
Cowley, Ian  
Dimopoulos, Alex  
Falasinnu, Henrietta (t/c)  
Ismail-Teja, Ruhee  
Jarvis, Patrick  
Keshavjee, Mo  
Langlois, Sophia  
Leslie, Bruce  
May, Peter  
Papic, Matko  
Park, Melinda  
Pittis, Tanya  
Stroobant, Richard (**Regrets**)  
Todesco, Joanne

**Resource:**

Bennett, Jennifer, Acting VP Corporate Services  
Donaldson, Brad, VP Academic  
Zahavich, Alex, VP, Corp Development & Applied Research  
Magotiaux, Heather, VP, External Relations  
MacDonald, Maureen, AVP, Communications & Marketing  
Yarish, Brandie, AVP Employee Services  
  
Ruptash, Tracy, EA to the Board of Governors  
Hanley, Melissa, EA to the President and CEO

**Guests:**

None

### PRELIMINARIES

**1. CALL TO ORDER**

The Chair called the meeting to order at 4:45 p.m.

**2. REVIEW AGENDA**

The agenda was approved as presented.

**MOTION:**

THAT the Board of Governors approve the Agenda as presented.

**Moved: P. May**  
**Seconded: P. Jarvis**  
**CARRIED**  
**BGC180214-01**

**3. DECLARATION OF CONFLICT OF INTEREST**

Sophia Langlois declared a conflict of interest on item (16b) Vice Chair appointment.

**4. CONSENT AGENDA**

Item (4e)i FN.9.1.1 Investment of Funds in Excess of Operating Requirements was removed from the agenda.

**MOTION:**

THAT the Board of Governors approve the Consent Agenda as amended.

- (a) Minutes – November 9, 2017 Board of Governors Meeting (In-Camera)
- (b) Program Suspension
  - i. Water Treatment Operator Certificate Program
- (c) New Programming
  - i. Accounting and Finance Post-Diploma Certificate
  - ii. Cybersecurity in Control Systems Post-Diploma Certificate
- (d) Program Revisions
  - i. Architectural Technologies diploma program
  - ii. Hospitality Management diploma program
  - iii. Non-Destructive Testing Foundations certificate program
- (f) Naming Opportunities
  - i. Thermal Insulation Association of Alberta
- (g) Terms of Reference
  - i. Governance Committee

**Moved: B. Leslie**  
**Seconded: A. Dimopoulos**  
**CARRIED**  
**BGC180214-02**

**BUSINESS ARISING FROM THE PAST MINUTES**

None

**REPORTS**

**5. CHAIR'S REPORT**

No further report.

**6. PRESIDENT'S REPORT**

No further report.

**7. SAITSA PRESIDENT'S REPORT**

No further report.

**AUDIT COMMITTEE**

**8. Q2 Financial Update 2017/2018**

Reports received for information.

Audit Committee Chair, Sophia Langlois provided a brief summary of the Quarter Two Reports.

Q2 forecast reporting positive, management are working prudently to remain on budget. 2018/2019 budget discussions are in progress, it was noted that the institution will face fiscal challenges to balance the year's budget and will continue to look at savings through cross function operations. Minor decreases in FLE's and FTE's were reported.

The first draft of the 2018/2019 budget will be presented to the Board at the May, 2018 meeting.

It was noted that the application to secure the government loan for the SAITSA headquarters has been completed and submitted to the government for approval. The Residence and Conference Centre remains ongoing however, due to the economic climate operations will slow for the foreseeable future.

The Strategic Investment Fund (SIF) spending is reporting on track with the audit set for completion in May.

The Audit Committee met with the Office of the Auditor General (OAG) to review the audit entrance. It was stated that the Auditor's report will present the institution with three green lights.

The Audit Committee met with the internal auditor and was presented with updates on the review of diversion of payments following incidents at Grant McEwan and cybersecurity breaches.

SAITSA financials were presented for information. The Audit Committee Chair congratulated SAITSA on its prudent management of funds.

**9. Management Discussion and Analysis**

The Audit Committee Chair, Sophia Langlois provided a brief update to the Board.

**10. SAITSA's Audited Financial Statements**

Report received for information.

**11. International Ventures Update**

Information received.

**INVESTMENT COMMITTEE**

**12. Investment Update**

The Investment Committee Chair, Sophia Langlois provided an update of the February 13, 2018 meeting.

Investments were showing positive with a 10% return on the quarter. Changes to the investment policy were presented to the committee for review and a motion to approve the policy will be presented to the Board following the meeting.

Investments received 10% return over the quarter.

**Action:** The Executive Assistant to the Board to coordinate an e-vote motion to approve Policy FN.9.1.1 Investment of Funds in Excess of Operating Requirements by return Friday, February 23, 2018.

**GOVERNANCE COMMITTEE**

**13. Department Visit Update**

Department visit scheduling is currently underway and ongoing. Board members Dr. Joanne Todesco and Tanya Pittis provided an update on their respective department visits.

**14. Board Competency Skills Matrix**

Matrix received for information.

The Chair requested that all outstanding information should be provided no later than end of day, Friday, February 16, 2018.

**15. Honorary Degree Nominations**

The Chair, Governance Committee, Bruce Leslie provided a summary of the nomination review process. Five candidates and three alternates were presented for approval as honorary degree recipients.

**MOTION:**

THAT the Board of Governors accept the recommendation of the Governance Committee and approve the nominated Honorary Degree recipients, upon confirmation of availability to attend the convocation ceremonies June 12, 13, 14 & October 11, 2018.

**Moved: A. Dimopoulos**  
**Seconded: P. Jarvis**  
**CARRIED**  
**BGC180214-03**

**16. Executive Committee Updates**

The Chair, Executive Committee, Heather Culbert provided a brief update of the February 13, 2018 meeting. Two items were added for review and approval, item (16a) Terms of Reference and (16b) Vice Chair appointment.

The committee reviewed a draft of the revised Conflict of Interest Policy for Board approval in April, 2018.

Furthermore, the committee discussed Board succession including a review of membership to the Board committees. Plans are in progress to fill vacancies at committee level.

The timeline for the President and CEO evaluation was examined, it was stated that the evaluation process will be finalized in September 2018. A survey to evaluate the

President and CEO's performance will be presented to the Board for completion in early summer.

(a) Terms of Reference

The Executive Committee's revised terms of reference was presented for review.

**MOTION:**

THAT the Board of Governors accept the recommendation of the Executive Committee and approve the Executive Committee Terms of Reference as presented, effective immediately.

**Moved: A. Dimopoulos**  
**Seconded: P. Jarvis**  
**CARRIED**  
**BGC180214-04**

(b) Vice Chair Appointment

Sophia Langlois excused herself from the discussion and left the room.

The chair provided a brief summary of the position of the Vice Chair prior to a recommendation of approval.

**MOTION:**

THAT the Board of Governors accept the recommendation of the Executive Committee and approve the appointment of Sophia Langlois as the Vice Chair of the Board of Governors whose term should coincide with her second term as a member, ending April 3, 2020.

**Moved: I. Cowley**  
**Seconded: J. Todesco**  
**CARRIED**  
**BGC180214-05**

**NEW BUSINESS**

**17. Generative Discussion**

(a) Government Public Policy as related to Advanced Education in Alberta.

The President and CEO provided a presentation The Changing Face of Public Policy as it relates to post-secondary education.



**18. In Camera Meeting**

At 5:55 p.m. the Board went to an in-camera session.

**Moved: B. Leslie  
Seconded: I. Cowley  
CARRIED  
BGC180214-06**

**FUTURE AGENDA ITEMS**

**NEXT MEETING**

The next meeting of the Board of Governors is scheduled for Thursday, April 26, 2018, in the SMED Boardroom MA317, Heritage Hall.

**ADJOURNMENT**

The meeting was adjourned at 6:05 p.m.

Chair: \_\_\_\_\_ President and CEO: \_\_\_\_\_

2018.02.14/TR