

MINUTES
OLDS COLLEGE BOARD OF GOVERNORS MEETING
 Thursday, March 28, 2024 @ 9:00 a.m.

As the Olds College Board of Governors we commit to the principles of good governance and a culture of:

Responsible Decision-Making

- Being committed and engaged
- Being fully prepared for our duties
- Fostering a culture inclusive of diverse perspectives
- Being unified in our support of Board decisions
- Ensuring integrity in our considerations and decisions
- Ensuring the highest level of stewardship of human and financial resources

Visionary Governance

- Focusing on the future while learning from the past
- Seeking growth in the best interests of the College
- Setting direction which recognizes the importance and holistic nature of the agriculture industry as being essential to the preservation and betterment of life

Diversity and Inclusiveness

- Providing a board environment that is conducive to board members openly honoring their positionality
- Recognizing and accepting the unique attributes and contributions of all of our stakeholder communities
- Vigorously defending legislated rights and freedoms
- Making decisions that support a culture of diversity and inclusiveness

Present:		
Al Kemmere, Interim Chair	Mykaela Bauer	Gordon Cove
Tracy Gardner	Mabel Hamilton	Sarah Hayes
MacKenzie Rendall	Brendan Richardson	Celia Sutton
Ben Cecil, President	Regrets:	Jennifer Wood
Recording:	Heather Steckly	

OPEN SESSION

AGENDA ITEM

1. CALL TO ORDER

Interim Chair Kemmere called the meeting to order at 9:02 a.m.

2. AGENDA

A MOTION was made by G. Cove to approve the agenda as presented.
MOTION CARRIED

3. CONFLICTS OF INTEREST

In accordance with the Alberta Public Agencies Governance Act, Board members were asked to declare conflicts of interest relating to agenda items for the meeting.

No conflicts were declared

4. IN-CAMERA SESSION

A MOTION was made by M. Hamilton to move the meeting in-camera.
MOTION CARRIED

A MOTION was made by C. Sutton to move the meeting out of camera.
MOTION CARRIED

A MOTION was made by M. Bauer to move the meeting in camera.
MOTION CARRIED

A MOTION was made by T. Gardner to move the meeting out of camera.
MOTION CARRIED

RETURN TO OPEN SESSION

5. CONSENT AGENDA

S. Hayes requested that Item 5.2 Olds College Governance Policy Review be removed from the Consent Agenda for discussion. This item was added as 6.1.4 on the agenda.

5.1 REVIEW OF MINUTES

5.1.1 February 22, 2024

5.1.2 March 19, 2024

5.3 OLDS COLLEGE GOVERNANCE PERFORMANCE REVIEW

5.3.1 GP-1 Governing Style

5.3.1.1 Performance Report

5.3.2 GP-2 Board Key Values

5.3.2.1 Performance Report

5.3.3 GP-5 Role of the Board Chair

5.3.3.1 Performance Report

A MOTION was made by S. Hayes THAT the Board of Governors approve the Consent Agenda as presented.
MOTION CARRIED

6. BOARD COMMITTEE REPORTS

6.1 CHAIR'S REPORT

A MOTION was made by M. Rendall that the Board of Governors receive the Chair's Report as information.
MOTION CARRIED

6.1.1 Order in Council

The Order in Council formalizing M. Hamilton's reappointment to the Board was provided as information.

6.1.2 Vice Chair

M. Hamilton left the meeting due to conflict of interest.

A MOTION was made by T. Gardner that the Board support the recommendation of the Board Chair and appoint M. Hamilton as Vice Chair for a term to end June 2025.

MOTION CARRIED

M. Hamilton returned to the meeting

6.1.3 Review of the Conflicts of Interest Act - Request for Written Submissions

6.1.3.1 Conflicts of Interest Act

A MOTION was made by B. Richardson that the Board support the recommendation of the Board Chair and decline the invitation to provide a submission on behalf of Olds College

MOTION CARRIED

6.1.4 Olds College Governance Policy Review

6.1.4.1 GP-10 Board Code of Conduct

6.1.4.2 BMD-4 Monitoring President Performance

B. Cecil left the meeting due to conflict of interest related to Policy BMD-4 Monitoring President Performance.

The policies above were placed on the consent agenda as “routine content review” under the current governance model. Given that both policies will be replaced under the new governance model, they were removed from the Consent Agenda for discussion.

A MOTION was made by S. Hayes that Policy GP-10 Board Code of Conduct and Policy BMD-4 Monitoring President Performance be approved subject to Board commitment to update both policies in advance of June 2025.
MOTION CARRIED

6.2 AUDIT AND FINANCE COMMITTEE

E. Latka, CFO, joined the meeting.

G. Cove provided the Audit and Finance Committee Report arising out of its May 18, 2024 meeting.

6.2.1 2023 Audit Update

The Audit Principal and Deputy Auditor General met with the Audit and Finance Committee on May 18, 2024. The 2023 Audit is not complete, however, final statements have been submitted by Olds College. The auditors affirmed the work of administration in finalizing the Financial Statements and responsiveness in providing information and answering questions as needed. The Audit Exit meeting will be scheduled in conjunction with the auditors as soon as reasonably possible.

6.2.2 Auditor General’s Report

The Auditor General’s Report was provided to Board members prior to public release. Olds College’s rating has degraded year over year and the issues at play, including staff turnover in the CFO role, have been problematic for some time. The President and CFO are working diligently to affect change and an improved result is anticipated in the coming year. G. Cove highlighted the fact that the results are not due to fraudulent activity but are rather related to process issues.

6.2.3 Third Party Financial Statement Consultant

Olds College has engaged a third party consultant who will, among other things, review the schedules and working papers submitted to the auditors in preparation for finalizing the financial statements and the annual audit. It is anticipated that this will be an important step in resolving the issues reflected in the Auditor General’s Report and will also build resilience to staff turnover.

6.2.4 Rolling Cash Flow Analysis

E. Latka reviewed the rolling cash flow analysis, noting that a deficit is projected by the end of August. The goal is to be in a cash positive position by August so that tuition and other annual revenues are spent in the fiscal year in which they are received.

6.2.5 Spending Freeze Progress

E. Latka provided an overview of progress to date with respect to the spending freeze. The CFO continues to review and approve all expenditures based on the criteria of necessity and adherence to policy. Business Services and Procurement continues to work with vendors and concerns related to recently instituted vendor payment terms. A degree of flexibility has been introduced into the process to address local vendor concerns. Future purchase agreements will be very clear and up front on payment terms.

6.2.6 Budget vs. Cash Flow

As requested by the Audit and Finance Committee, the Board received the “Budget vs. Cash Flow” document as information. The Board expressed appreciation for the clarity provided around this complex topic.

6.2.7 2024/2025 Budget - progress

The 2024/25 budget process is well underway and is moving forward according to the timeline. The budget will be presented to the Board for approval at the May Board of Governors meeting.

A MOTION was made by C. Sutton that the Board of Governors receive the Audit and Finance Committee Report as information.

MOTION CARRIED

6.3 GOVERNANCE MODEL COMMITTEE

Board members highlighted the value of the March 27, 2024 Board workshop. Next steps will be determined at the next Board of Governors meeting.

A MOTION was made by S. Hayes that the Board of Governors receive the Governance Committee verbal report as information.

MOTION CARRIED

6.4 JUNE BOARD DATES

A MOTION was made by B. Cecil that the June Board of Governors meeting be moved from June 27, 2024 to June 20, 2024.

MOTION CARRIED

6.5 BOARD OF GOVERNORS MEETINGS

6.5.1 April 25, 2024

The Board Chair recommended that the Board schedule a half day meeting on April 23, 2024 with the agenda to be set by the Agendas Committee. Virtual attendance will be an option for Board members who are unable to travel to the campus.

A MOTION was made by C. Sutton that the Board schedule a half day meeting on April 23, 2024 with the agenda to be determined by the Agendas Committee..

MOTION CARRIED

6.5.2 July and August 2024

A MOTION was made by T. Gardner that the July Board of Governors meeting be waived and that the August Board of Governors meeting be held at the call of the Board Chair.

MOTION CARRIED

7. INFORMATION REQUESTED BY THE BOARD

7.1 OLDS COLLEGE REBRAND

7.1.1 Briefing Note

As requested by the Board, information regarding the Olds College Rebrand was provided. No discussion ensued.

A MOTION was made by M. Hamilton that the Board of Governors receive the Olds College Rebrand Briefing Note as information.

MOTION CARRIED

8. BOARD EDUCATION - internal

8.1 STUDENT FORUM - ELC 954/955

8.1.1 Materials

8.1.1.1 Questions and Feedback Sheet

8.1.1.2 Group Assignments

8.1.2 Board Debrief

Board members were positive about the opportunity to meet with students. Feedback captured by each group will be transcribed by the Board Secretary and provided to the Board for further discussion.

A MOTION was made by B. Richardson to defer further discussion to the April 23, 2024 Board of Governors meeting.

MOTION CARRIED

8.2 W.J. ELLIOTT BUILDING RENOVATION & EXPANSION

8.2.1 Presentation

P. Mal and T. Ranieri joined the meeting to present the W.J. Elliott Building Renovation & Expansion project, highlighting that this is the largest grant that the College has received from the Ministry and further that it is the largest grant provided for agricultural technical training nation-wide.

The renovation and expansion of the W.J. Elliott Building continues the College's philosophy of renovating and

expanding existing buildings rather than adding additional infrastructure inventory through new builds. When complete, the project will significantly reduce deferred maintenance costs on campus.

The W.J. Elliott building opened in 1971 and was designed to accommodate 50 students. The student headcount in 2023/24 is 1,332 and anticipated to grow to 1,987 in 2028/29. In addition to space requirements, health and safety concerns due to inadequate building, ventilation and fire protection systems, made the renovation project a top priority for the College. The project aligns with the Growing 2025 Strategic Plan, specifically as related to Driver #1 (be known for academic excellence and student success), Driver #2 (2,000 FLEs and increase non-FLE enrollment by 50%) and Driver #7 (be a smart and sustainable campus). Additionally, the project fully aligns with the Campus Master Plan, specifically designing a sustainable and resilient campus and focusing development within the campus core.

Construction is anticipated to commence in spring of 2025 and will be completed over three phases. Construction will be managed in a way that allows programming to continue to run and minimizes impact to students. The Board requested a detailed assessment specific to additional costs to cover program costs during construction and that these costs be clearly incorporated into the 2024/25 Operating Budget presented for approval at the May Board meeting.

The Board will be kept apprised of progress during the planning phase and will be made aware of the date for groundbreaking when that is established.

A MOTION was made by T. Gardner that the Board received the W.J. Elliott Building Renovation and Expansion project as information.

MOTION CARRIED

8.2.2 Fundraising Plan

8.2.2.2 W.J. Elliott Building Case for Support

T. Ormann joined the meeting to present the capital campaign fundraising plan for the W.J. Elliott Building Renovation and Expansion project. Board Policy EL-11 Major Capital Projects stipulates that the project not be initiated without Board approval of planned funding for 100% of the capital project costs.

The Capital Campaign will be supported by the "Case for Support" as provided to the Board for review and is set to raise between \$6M and \$10M over the three year construction plan. Based on external expert review, there are three key areas for the College to address: establishing a capital campaign committee, refine the Case for Support and build capacity within the Development Team. The College is actively engaged in moving forward on these fronts and the final Case for Support will be provided to the Board upon completion.

Board members were asked to fulfill the role of ambassadors and public supporters of the project by bringing contacts and prospects to the attention of administration. As individuals are identified, Board members are asked to provide contact information to the President's Office and contact will be coordinated with the Development Team.

Reporting structures to the Board will be developed and will, at minimum, include quarterly updates on project and fundraising progress. In addition, the Board will receive bi-annual reporting on fund/fundraising through Board member networks.

A MOTION was made by G. Cove that the Board has assessed the Special Monitoring Report for Policy EL-11 Major Capital Projects, item 3, and finds it demonstrates compliance with a reasonable interpretation of the policy; and

The Board instructs College administration to begin, with immediate effect, a Capital Campaign to secure \$10M, and to be concluded by December 31, 2028, in support of the Trades Building Project.

MOTION CARRIED

9. BOARD EDUCATION - external

9.1 INDUSTRY ADVISORY COMMITTEE

9.1.1 The next Industry Advisory Committee report will be presented at the May Board meeting.

10. OLDS COLLEGE OPERATIONAL OUTCOMES / PERFORMANCE

10.1 EL-11 MAJOR CAPITAL PROJECTS

10.1.1 Performance Report

The motion related to the Performance Report for Policy EL-11 Major Capital Projects is recorded under Item 8.2 in the minutes.

10.2 EL-1 LEARNING ENVIRONMENT

10.2.1 Performance Report

A MOTION was made by S. Hayes that the Board has assessed the performance report for Policy EL-1 Learning Environment and finds it demonstrates compliance with a reasonable interpretation of the policy.

MOTION CARRIED

10.3 EL-9 LAND USE

10.3.1 Performance Report

A MOTION was made by C. Sutton that the Board has assessed the performance report for Policy EL-9 Land Use and finds it demonstrates compliance with a reasonable interpretation of the policy.

MOTION CARRIED

11. OLDS COLLEGE INSTITUTIONAL OUTCOMES / PERFORMANCE - operational activities

11.1 PRESIDENT'S REPORT

A MOTION was made by C. Sutton that the Board of Governors receive the President's Report as information.
MOTION CARRIED

11.1.1 Major Capital Projects Update

a. Animal Health Education Centre

A MOTION was made by M. Rendall that the Board of Governors receive the Animal Health Education Centre report as information.

MOTION CARRIED

b. Capital Campaign Report

A MOTION was made by T. Gardner that the Board of Governors receive the Capital Campaign Report as information and that going forward the report be incorporated into the W.J. Elliott project capital campaign report.

MOTION CARRIED

11.2 SAOC REPORT

A MOTION was made by M. Bauer that the Board of Governors receive the SAOC Report as information.
MOTION CARRIED

12. REQUIRED APPROVALS AGENDA

12.1 PROGRAM APPROVAL: Business Management - General Management Major

12.1.1 Academic Council Minutes

12.1.2 Required Approvals Oversight Report

12.1.3 Briefing Note

A MOTION was made by M. Rendall that the Board of Governors approve the program load changes to the Business Management - General Management Major move forward to PAPRS of Advanced Education for approval.

MOTION CARRIED

12.2 APPROVED PROGRAMS

12.2.1 Equine Massage Therapy

12.2.2 Turfgrass Technician

MOTION TO MOVE IN CAMERA FOR FURTHER BOARD DISCUSSION (if needed)

MOTION TO MOVE OUT OF CAMERA

13. MOTIONS OUT OF CLOSED SESSION

13.1 DONOR

A MOTION was made by M. Hamilton that the Board Chair convey the Board's decision to the donor.

MOTION CARRIED

13.2 STRATEGIC PLANNING

A MOTION was made by M. Hamilton that the Board hold a facilitated strategic planning session on July 29, 2024.

MOTION CARRIED

13.3 FCDC

A MOTION was made by G. Cove that the Board of Governors authorize the President to execute the Agreement with the Ministry of Agriculture and Irrigation and to submit it to the Ministry immediately.

MOTION CARRIED

13.4 OLDS COLLEGE TRUST

A MOTION was made by G. Cove that the Board appoint the Chair of the Audit and Finance Committee and four public members to the Olds College Trust.

MOTION CARRIED

14. NICE TO KNOW INFORMATION

14.1 OLDS COLLEGE NEWS

14.1.1 Shaping Tomorrow's Leaders: The Impact of Industry Partnership on Work-Integrated Learning

14.1.2 Empowering Tomorrow: Highlights from the Career Fair

14.1.3 Olds College Receives \$63M for Trades Building Renovation

14.1.4 Olds College Research Associate Gets Peer-Reviewed Journal Article Published

14.1.5 Broncos Make History with ACAC Futsal Awards

14.1.6 Dual Credit Students Test Their Skills at Welding Competition

14.2 BOARD CORRESPONDENCE

14.3 OTHER INFORMATION

14.3.1 2024/25 Government Operating Grant

A MOTION was made by S. Hayes that the Board receive all items under Item 14 on the agenda as information.

MOTION CARRIED

15. ROUNDTABLE

MOTION TO MOVE INTO SPECIAL IN CAMERA SESSION

A MOTION was made by T. Gardner to dismiss the President and Board Secretary and move the meeting into Special In-Camera.

MOTION CARRIED

MOTION TO MOVE OUT OF SPECIAL IN CAMERA SESSION

A MOTION was made by G. Cove to move the meeting out of Special In-Camera.

MOTION CARRIED

16. MOTIONS OUT OF SPECIAL IN-CAMERA SESSION

16.1

17. ADJOURNMENT

The meeting was declared adjourned at 5:24 p.m.



Al Kemmere
Interim Board Chair



Ben Cecil
President