



RDC VALUES

**Exploration • Inclusiveness • Excellence • Integrity
Community • Accountability**

APPROVED MINUTES

**RED DEER COLLEGE BOARD OF GOVERNORS
Thursday, June 14, 2018**

Present:

Morris Flewwelling, Chair
Joel Ward, President & CEO
Gilles Allard, Member (Arrived at 2:15pm)
Dianne Balon, Member
Robin Chiles, Member
Joe Henderson, Member
Dianne Macaulay, Member
Emeka Nwachukwu, Member (Arrived at 1:08pm)
Dr. Dustin Quirk, Member
P.J. Swales, Member

Regrets:

Charlene Burns, Member

Resources:

Dr. Paulette Hanna, Vice President Academic
Jim Brinkhurst, Vice President College Services & CFO
Michael Donlevy, Vice President Business Development
Shelley Ralston, Vice President Corporate
Elaine Vandale, Executive Director Board & Corporate Relations
Amanda Karlzen, Administrative Coordinator (Recorder)

Guests:

Ken Heather, President Faculty Association

1. Call to Order

M. Flewwelling called the meeting to order at 1:01PM.

1.2 Thank you to Dianne Balon & Malcolm Bell

The Board formally thanked Dianne Balon and Malcolm Bell for their contributions over their time on the RDC Board of Governors.

1.3 Welcome Dr. Dustin Quirk

The Board formally welcomed Dr. Dustin Quirk as the new academic member on the RDC Board of Governors effective May 14, 2018 for a three-year term.

2. Adoption of Agenda / Consent Agenda

To ensure that the Board of Governors has sufficient time at its regular meetings to deal with substantive policy issues and time to review and strengthen its own operations, Board matters on minor or non-controversial matters appear on the Consent Agenda and are

passed by the Board with a single motion unless a Board member wishes to separate an item for discussion and/or a vote.

MOTION 833/18:

The Red Deer College Board of Governors adopts the meeting agenda and the following items on the consent agenda:

- RDC Board of Governors Draft Minutes – April 12, 2018
- Governance Process Policy GP-12: Board Planning Cycle & Agenda Control

MOVED BY: D. BALON
CARRIED: UNANIMOUS

- 3. Declaration of Conflicts of Interest and/or Commitment (Real, Potential or Perceived)**
No real, potential or perceived conflicts were declared.

4. Ownership Linkage

4.1 Ownership Linkage

During its May 2018 Retreat, the Board reviewed and discussed its Ownership Linkage Plan. The Board's Governance Process Policy *GP-11: Board Linkage with Owners*, states that the "Board shall be accountable to its owners as a whole." The Board has identified its owners as the citizens of Central Alberta.

For the last few years the Board has made a concentrated effort to identify groups and/or segments of its ownership, to determine an effective tool for connection and appropriate information gathering techniques in order to contribute to the cycle of the review and/or confirmation of its Ends.

The Ownership Linkage Committee has worked to assist the Board in accomplishing its connection to the ownership. Members agreed that the Ownership Linkage Committee should come forward to the Board with a draft plan around groups/sectors that it would like to connect with over the next year and the tools/methods for this engagement for discussion and approval by the Board at the September meeting.

4.2 College and Community Events

At each meeting the Board takes the opportunity to speak on events that members have attended on the College's behalf. Members who attended these events were invited to comment in the context of the Board's Governance Process Policies (the link between the organization and the people of Central Alberta.)

- Creative Arts 2020 Announcement of Bachelor of Applied Arts in Animation and Visual Effects degree – May 9, 2018
- RDC Community Awards – May 16, 2018
- RDC 54th Convocation Ceremonies – June 1, 2018

Members commented on how nice it is to attend Convocation, recognized the number of students who participated and what a great opportunity it was to see all the faculty, staff, parents and friends who were there in support of the students.

Members also shared ownership feedback they received at these three events. Feedback was focused on the excitement of University status and the benefit to students.

4.3 Calendar of Upcoming Events

To permit the Board members' participation in upcoming College and community activities and functions an outline of up-coming events is provided. Member take these opportunities to gather input from the ownership as appropriate.

5. Board Education

5.1 Utah Valley University Visit & "Dual Mission" Summit Debrief

Joel Ward, President & CEO, was invited by Dr. Matthew Holland, President, Utah Valley University, on behalf of the Honorable Gary R. Herbert, Governor of the State of Utah, to be a plenary speaker at the National Summit on Dual-Mission Institutions in Higher Education. This Summit was held May 16-17, 2018 at Utah Valley University.

J. Ward debriefed the Board on the Summit and shared what was learned as RDC considers its future journey to becoming a comprehensive regional teaching university.

5.2 Policy Governance Practice Scenario

The Policy Governance Model is a framework that guides the Board's decision-making and members were provided with a rehearsal scenarios in advance of the meeting.

The Board as a whole completed a rehearsal scenarios, using the Board policies, designed to guide members through the steps of problem solving using the Policy Governance Model. This assists the Board in learning more about its role and responsibly according to its policies as an important first step in dealing with its business and any challenges that may arise.

6. Monitoring Board Performance

6.1 Completion of 2017-2018 Performance Objectives

The Board reviewed their desired performance objectives through-out the year and at its May 2018 Annual Retreat. These were established in June 2017 for the 2017-2018 year. The following reflects the Board's assessment of its achievement of these.

The Red Deer College Board of Governors will:

1. Be vigilant in achieving status change for RDC to become a degree-granting institution.
 - *On September 5, 2017, Minister Schmidt and the Board had the opportunity to meet with Dr. Matthew Holland, President & CEO, Utah Valley University. This was an opportunity to learn about the polytechnic university model, how it operates, impact to learners and the economy from an institution that has gone through the process.*
 - *Discussions with the Minister, Board Chair and President indicate that the decision on whether or not RDC is approved for degree-granting will be provided late 2017 or early 2018.*
 - *The Board has been advised that recommendation(s) have been put forward to Cabinet for consideration.*
 - *On March 1, 2018 the Premier and Minister of Advanced Education announced that Red Deer College could begin its journey to become a recognized university.*
2. Revitalize and implement the three year Ownership Linkage Plan.

- *The Board appointed members to the Ownership Linkage Committee at its June 8, 2017 meeting.*
 - *Members of the Ownership Linkage Committee provided an update to the Board at its September 14th meeting and, at the Board's request, brought an updated draft Three-Year Ownership Linkage Plan to the October 12, 2017 meeting.*
 - *At the November Strategic Planning Day the Board discussed the Ownership Linkage Plan strategies for engaging owners at the State of the College Address scheduled for January 31, 2018 as well as a community connection dinner February 8, 2018.*
 - *At the November Workshop members also agreed to three questions that members could use at events to assist with gathering ownership inputs.*
 - *The Board will be hosting the Red Deer & District Chamber of Commerce Board of Directors on February 8, 2018.*
 - *Unfortunately the timing for the Mayors and Reeves to meet with the Board on March 8, 2018 was not convenient for the majority of participants. The Board has extended an invitation to host at the College an upcoming meeting of this group with a request to have time on their agenda. Still waiting to hear if this is acceptable to them.*
3. Ongoing commitment to good Governance; solid succession planning, onboarding, ongoing governance education.
- *As per its Policy, the Board is working with the Ministry through the process on the selection of four members as advertised.*
 - *The Board currently has an onboarding process that it will review as the new members are appointed.*
 - *As an outcome of discussions at its May 2017 Retreat and June 2017 meeting, the Board has restructured its agenda to ensure that it is focused on the governance work of the Board.*
 - *The Board had an update on Succession planning at their October 2017 meeting.*
 - *The Board dedicated time at its November Strategic Planning Day to focus on member orientation.*
 - *A revised Board Orientation was undertaken on Monday, January 29th with new members. Other members of the Board were also invited to attend to bring the added value of their experiences to learning session.*
4. Provide oversight and stewardship for the successful completion of the Gary W. Harris Canada Games Centre and 2019 Canada Winter Games
- *The Board monitors the Gary W. Harris Canada Games Centre status through the review of the following reports at each of its meetings:*
 - *Construction*
 - *Financial Position*
 - *Fund Development*
 - *The Board receives the monthly Progress Reports provided from Clark Builders. Reports to date:*
 - *July 2017*
 - *August 2017*
 - *September 2017*
 - *October 2017*
 - *November 2017*

- February 2018

5. Have an intentional focus at the federal, provincial and municipal levels of government to continue to foster and strengthen current as well as establish new relationships with a focus of advancing the Board Ends.

- *The Board Chair and President met with the Minister of Advanced Education and Minister of Treasury Board & Finance to discuss the Order in Council for the residence.*
- *The Executive Director, Board & Corporate Relations has scheduled calls with the Minister's Chief of Staff to discuss issues and opportunities.*
- *The Board Chair and President meet on a quarterly basis with two local MLAs (Red Deer South and Red Deer North). The last meeting was held Friday, March 9, 2018.*
- *The President & CEO met with the Deputy Minister Advanced Education to provide clarification with respect to information provided in the department's Campus Alberta Planning Resource Document that impact decisions such as degree-granting status and funding for RDC.*
- *The Board Chair attended the Minister and Board Chairs Meetings on October 26 2017 and March 26, 2018.*

MOTION 834/18:

The Red Deer College Board of Governors accepts its year-end report, as provided, on achievement or progress towards achievement of its Board Desired Performance Objectives for 2017-2018.

MOVED BY: E. NWACHUKWU
CARRIED: UNANIMOUS

6.2 Establish Desired Performance Objectives - 2018/2019

At its May 2018 Annual Retreat, the Board discussed its desired performance objective priorities for the 2018/2019 year as required in *GP-12: Board Planning Cycle and Agenda Control*.

MOTION 835/18:

That the Red Deer College Board of Governors approves the following priorities for the year June 2018 to May 2019:

The Red Deer College Board of Governors will:

1. Lead and oversee the hiring process and onboarding process for the successful hiring of RDC's 11th President.
2. Provide oversight and good stewardship for the successful transition to degree-granting status as a comprehensive regional teaching university.
3. Ongoing commitment to good Governance; solid succession planning, onboarding, ongoing governance education.
4. Provide oversight and good stewardship for the successful completion of the:
 - Gary W. Harris Canada Games Centre
 - New Residence
 - Alternative Energy Lab
 - 2019 Canada Winter Games

5. Continue to update and implement the three-year Ownership Linkage Plan
6. Have an intentional focus at the federal, provincial, municipal and First Nations orders of government to continue to foster and strengthen current as well as establish new relationships with a focus of advancing the Board Ends

MOVED BY: R. CHILES
CARRIED: UNANIMOUS

6.3 Board Self-Evaluation – Governance Process Monitoring

This was an opportunity for the Board to monitor the Board's adherence to the following Governance Process Policies.

- 6.3.1 GP-15: Board Retreat Purpose and Scope
- 6.3.2 GP-16: Political Contributions
- 6.3.3 GP-17: Special Rules of Order

Members discussed and concurred with the evaluators rating and comments, indicating the Board is in compliance with these policies.

6.4 Draft Governance Process Policies Annual Review Schedule

Governance Process Policy GP-12: Board Planning Cycle and Agenda Control indicates that the Board is required to schedule time for content review of selected Executive Limitations Governance Process and Board – President Delegation policies, consistent with a multi-year schedule that includes all policies. As well, the Board is to schedule time for monitoring of its own compliance with its Governance Process policies.

The Board has agreed that it will review the Board-President Delegation policies at its Annual Retreat each year. Executive Limitation policies are monitored according to its GP-12: Board Planning Cycle and Agenda Control policy.

To ensure the continued relevance of its policies and to ensure compliance with Governance Process Policy *GP-12: Board Planning Cycle and Agenda Control #1*, a draft schedule was reviewed and acceptance by the Board to ensures the 2018-2019 monitoring of its Governance Process policies both from the perspective of content and compliance.

7. Items for Decision

7.1 Governance Process

7.1.1 Mandate & Roles Document

The *Alberta Public Agencies Governance Act (APAGA)* requires that all public agencies, including post-secondary institutions, have a Mandate & Roles Document. This document describes the mandate, roles and responsibilities, accountability relationships, and any other details regarding the College's structure and relationship with the Minister. Within three years of being signed the document must be reviewed and renewed, amended, or replaced.

An updated RDC's Mandate and Roles document is required to be submitted by the Board by October 2018. The Board was advised that the Department of Advanced Education is currently reviewing the College's current Mandate and Roles document. Feedback and any recommended revisions will be provided to accommodate review and approval by the Board at its September 13th meeting.

The document will then be submitted to the Department and subsequent approval by the Minister.

Since RDC is still within the Comprehensive Community College's category in the Roles and Mandates Framework document, this Mandate and Roles document will be reviewed in that context. Once appropriate legislation is changed to reflect RDC's transition, the Mandate and Roles document will need to be revised accordingly.

7.1.2 Annual Appointment of Vice Chair

As per Board Policy GP-13: Board Member Selection Process the Board discussed the appointment of Vice Chair at their annual Retreat in May 2018. The opportunity to serve as Vice Chair the Board for a one-year term commencing after appointment at the June 2018 meeting is offered to the most experienced community member.

MOTION 836/18:

That the Red Deer College Board of Governors approves the appointment of Joe Henderson as Vice Chair of the Red Deer College Board of Governors effective immediately to June 13, 2019.

MOVED BY: PJ SWALES
CARRIED: UNANIMOUS

7.1.3 Ownership Linkage Committee Membership

As per the Ownership Linkage Committee Terms of Reference, the member of this Committee is to be appointed annually for a term of one year with the opportunity for reappointment. At the annual Retreat in May 2018, the Board discussed the membership of the Ownership Linkage Committee to be confirmed at the June meeting.

MOTION 837/18:

The Red Deer College Board of Governors approves the appointment of Joe Henderson, Dianne Macaulay, Charlene Burns and PJ Swales to the Ownership Linkage Committee chaired by Vice Chair, Joe Henderson.

MOVED BY: D. MACAULAY
CARRIED: UNANIMOUS

7.1.4 BP-1: Unity of Control

During the review of its Board-President Relationship policies at its Annual Retreat in May 2018, and in the context of being proactive in policy development and the Government's recent legislative requires (eg: Code of Conduct) , the Board asked for clarification on its role should a complaint of harassment involve the President & CEO.

The Board was advised that the College's "Reporting of Fraudulent or Unethical Conduct in the Workplace and Protection of Informants" will be revised to reflect the requirement of the *Public Interest Disclosure (Whistleblower Protection) Act*.

This was provided for information to the Board and the College's policy will be updated to reflect these requirements.

7.1.5 Reaffirm “Living Our Values”

Given the natural transition of members on the Board, this is an opportunity to reaffirm the Board’s “Living Our Values” document. The “Living Our Values” document was originally developed in 2004 and forms a constant guide for planning, decision-making, and working together as a learning community.

After reviewing the “Living Our Values” at the Board Orientation in January 2018 the Board agreed to officially reaffirm the “Living Our Values”. Members present reaffirmed and signed copies of the “Living Our Values” document.

7.1.6 Governance Process Routine Content Review

To ensure the continued relevance of its policies and to ensure compliance with *Governance Process Policy GP-13: Board Planning Cycle and Agenda Control #1*, the Board reviewed the following policies:

7.1.6.1 GP-15: Board Retreat Purpose and Scope

7.1.6.2 GP-16: Political Contributions

7.1.6.3 GP-17: Special Rules of Order

The Board agreed that there are, as per the recommendations and comments, no content changes for the above noted Governance Process policies.

MOTION 838/18:

The Red Deer College Board of Governors agrees move from in-camera into a Public meeting at 3:53PM.

MOVED BY: DR. D. QUIRK

CARRIED: UNANIMOUS

7.2 Executive Limitation

7.2.1 Lease Amending & Extension Agreement – Millennium Centre

To ensure the continued relevance of its policies and to ensure compliance with The Board’s Executive Limitation Policy (EL-5: Financial Condition and Activities) indicates that the President shall not indebt the organization in excess of \$500,000 per individual agreement without the Board’s approval. This limitation is also identified in Governance Process Policy GP-4: Board Job Description (5.1)

Following an in-camera discussion the Board supported the President & CEO’s request for the Board’s approval to amend and extend an agreement for space used by the RDC Donald School of Business.

MOTION 839/18:

That the Red Deer College Board of Governors authorize the President to enter into a lease that amends and extents the current Millennium Centre Lease Agreement, per motion 605/10, that will continue to offer teaching and learning space commencing July 1, 2018 and expiring June 30, 2028 and not to exceed a total of \$8.5 million dollars.

MOVED BY: JOE HENDERSON

CARRIED: UNANIMOUS

7.2.2 Centre Central Alberta Child Advocacy Center Business Case

After initial discussions and consideration by Red Deer College (RDC) Board of Governors and the Central Alberta Child Advocacy Centre (CACAC) Board of Directors, the organizations signed a Memorandum of Understanding (MOU) in February 2018. The MOU committed both parties to work together to explore options to achieve the desired outcomes to construct and operate a standalone Child Advocacy Centre on leased land on RDC's campus and for RDC to enhance learning opportunities for the central Alberta region.

The CACAC is committed to becoming a Centre of Excellence specializing in leading practices, training, research, community awareness and education in the area of integrated child advocacy practice. The Centre recognizes the need for coordinated training and professional development in the area of child advocacy and is committed to working with RDC to develop curriculum to meet the needs of the workforce in this area. New training and professional development opportunities need to be created in order to advance this field of study.

After in-depth investigation of opportunities for both the CACAC and RDC to achieve their respective mandates, the identification of risks and the evaluation of risk mitigation strategies, the President and CEO is seeking RDC Board of Governors approval to request approval (Order-in-Council) from the Government of Alberta to lease land described as a portion of Lot 1 Block 1 Plan 0120303 (approximately 1.07 acres) to the Central Alberta Child Advocacy Centre for the construction and operation of a Centre.

Construction, if approved, would not begin until March / April 2019 after completion of the Canada Winter Games and the National Volleyball Championships. In order to meet this timing the President is seeking approval from the Board at its June 2018 meeting as the process to acquire an Order-in-Council (OIC) takes approximately six-eight months.

MOTION 840/18:

RESOLUTION OF The Red Deer College Board of Governors

WHEREAS the Red Deer College Board of Governors, in order to enhance learning opportunities for the central Alberta region, considers it advisable to enter into a 50-year land lease agreement with the Central Alberta Child Advocacy Centre.

IT IS HEREBY RESOLVED:

1. THAT, subject to the prior approval of the Lieutenant Governor in Council under section 67 of the Post-secondary Learning Act, the Red Deer College Board of Governors authorizes and approves a 50-year land lease agreement with the Central Alberta Child Advocacy Centre in order to construct and operate a Centre specializing in leading practices, training, research, community awareness and education in the area of integrated child advocacy practice.
2. THAT Red Deer College President & CEO is authorized on behalf of Red Deer College Board of Governors to negotiate and enter into a 50-year land lease agreement, at a rate of one-dollar per year, with the Central Alberta Child

Advocacy Centre. The area required in the land lease agreement will be approximately 1.07 acres and is legally described as a portion of Lot 1 Block 1 Plan 0120303.

3. THAT all land lease agreements purporting to be executed as provided in this resolution shall be valid and binding on the Red Deer College Board of Governors.

I hereby certify that this resolution has full force and effect on the 14th day of June, 2018.

MOVED BY: D. BALON
CARRIED: UNANIMOUS

MOTION 841/18:

The Red Deer College Board of Governors agrees to return to an In-Camera meeting at 3:55M.

MOVED BY: G. ALLARD
CARRIED: UNANIMOUS

7.3 Board President Relationship

7.3.1 Cost-of-Living Adjustment for President

As per the motion passed by the Board in October 2011, the Board is required to consider a cost-of-living adjustment for the President at each June meeting.

On March 23, 2016, Minister of Advanced Education and Minister of Finance sent a letter to RDC Board of Governors Chair, "requesting agencies subject to the *Alberta Public Agencies Governance Act* implement a freeze on compensation increases and grid movement, for all non-bargaining staff, effective April 1, 2016 and extend that freeze to March 31, 2018." On behalf of the Board, the Chair responded to the Minister of Advanced Education on March 31, 2016, confirming that the Board would freeze the President's compensation increases and salary at the current step on the President's salary grid for the period April 1, 2016 – March 31, 2018.

At the June 2016 and 2017 Board meetings members approved a 0% cost-of-living adjustment for the President, as requested by the Government of Alberta's direction.

On December 1, 2017, the Board was advised by the Minister of Advanced Education and Minister of Finance of the continuation of the decision to maintain compensation of non-bargaining staff at current levels, without grid movement, until September 30, 2019. On December 15, 2017 RDC confirmed it would maintain this salary freeze for its 77 impacted employees until end of September 2019. This includes the President & CEO.

The President abstained from this discussion and the vote.

MOTION 842/18:

The Red Deer College Board of Governors, in consideration of the December 1, 2017 request by Minister of Advanced Education and Minister of Finance for the continuation of a freeze on compensation increases and grid movement of non-bargaining staff, confirms the President will not receive a cost-of-living increase for 2018-2019.

MOVED BY: J. HENDERSON
CARRIED: UNANIMOUS
ABSTAINED: J. WARD

7.3.2 Review of Board President Relationship Policies

At its May 2018 Annual Retreat the Board reviewed compliance with and the content of these Board-President policies. The Board determined that it was in compliance with the policies and there were no recommended revisions.

The Board agreed that there are, as per the discussion from the May 2018 Annual Retreat, no content changes for the Board President Relationship policies.

8. Required Approvals Agenda

As per #6 of GP-13: Board Planning & Agenda Control: Throughout the year, the Board will attend to Required Approvals Agenda items as expeditiously as possible. When an item is brought to the Board via the Required Approvals Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated.

8.1 RDC Comprehensive Institutional Plan including 2018/2019 Budget on Page 23

As per section 78(1) of the *Post-Secondary Learning Act* the Board is required to submit to the Minister a business plan that includes the budget and any other information required by the Minister.

Discussion ensued regarding the budget on page 23 of the CIP and the depiction of deficit based on current assumptions for the years of 2019-2020 and 2020-2021. It was confirmed that legislation indicates that the Institution cannot plan for a deficit for the current year without prior approval from the Government. Following that discussion the Board approved the Comprehensive Institutional Plan as presented.

MOTION 843/18

The Red Deer College Board of Governors approves the Red Deer College Comprehensive Institutional Plan 2018/2019 – 2020/2021 including 2018/2019 RDC Budget on Page 23 for submission to the Minister of Advanced Education.

MOVED BY: G. ALLARD
CARRIED: UNANIMOUS

9. Information

9.1 Information Requested by the Board

9.1.1 Indigenous Students, Cultural and Diversity Initiatives Update

J. Ward provided members with a Report detailing the College's work with regards to support and engagement of Indigenous students as well as other culture and diversity initiatives currently underway.

9.1.2 Campus Alberta Central Update

J. Ward provided the Board with an update on the work of Campus Alberta Central (CAC).

Campus Alberta Central (CAC) is a joint venture between Olds College and Red Deer College that provides post-secondary educational opportunities to communities throughout the central Alberta region.

10. Adjourn

M. Flewwelling declared the meeting adjourned at 5:38pm.

Original Signed

Morris Flewwelling, Chair
Red Deer College Board of Governors

September 13, 2018

Date

Original Signed

Elaine Vandale, Executive Director,
Board & Corporate Relations

September 18, 2018

Date