
BOARD OF GOVERNORS MEETING – CLOSED

4:00 pm. – 5:00 p.m. Wednesday, September 12, 2023
SMED Boardroom, 3rd Floor, Heritage Hall

MINUTES

Committee Members:

Erickson, David, Chair
Ross, David
Ali, Mansoor
Annesley, Janet
Bailey, Cameron (*Regrets*)
Barry, Stephen
Billington, Susan
Fleming, Tonya
Kad, Sanjeev
Karns, Matt
MacDonald, Ryan
May, Peter
Murphy, Lara
Park, Melinda
Ramos, Aaron
Trache, Andy

Resource:

Butler, Mark, VP Corp Development & Applied Research and International
Bourassa, Emily, CFO & VP, Corporate Services
Magotiaux, Heather, VP, External Relations
Welch, Janet, Interim VP, Academic
Ruptash, Tracy, EA to the Board of Governors

Guests:

None

PRELIMINARIES

1. CALL TO ORDER

The Chair called the meeting to order 4:05 p.m.

2. REVIEW AGENDA

The agenda was received as presented.

3. DECLARATION OF CONFLICT OF INTEREST

No Conflicts of Interest were declared.

4. CONSENT AGENDA

MOTION:

THAT the Board of Governors has undertaken a full review of the items and motions on the Consent Agenda and approve as presented.

- (a) Board of Governor Minutes May 24, 2023 (In Camera)

Moved: R. MacDonald
Seconded: A. Ramos
CARRIED BGC230913-01

BUSINESS ARISING FROM THE PAST MINUTES - NONE

5. GOVERNMENT RELATIONS UPDATE

The Director, Government Relations provided the Board with an update on the March 2023 election results, elected official on public commitments and government priorities.

COMMITTEE REPORTS

6. AUDIT COMMITTEE REPORT

The Chair of the Audit Committee, Peter May provided a brief summary of the Audit Committee meeting on September 12, 2023.

The Committee received is quarterly review of the financial statements. The statements are reporting a surplus of operating costs over expenditures due to increased domestic and international enrolment, and strong apprenticeship and international growth. A review of the Capital Spend Report was undertaken reporting on the financial impact of major capital projects.

The Committee undertook a review of emerging and ongoing risks, reporting that although employee turnover has settled back to historical levels, talent acquisition slow.

The Committee received the quarterly internal audit report, a review of how the institution receives and processes gifts in kind and a report on the ethics hotline.

Information Technology Services provided an update on cybersecurity risk management and the response to the auditor's recommendations from the May report. It was noted that the responses will cycle back through the auditor's exit report in November.

An update on the ITS cybersecurity maturity NIST framework report was provided, this report details the maturity target of the institution within the five pillars of risk. It was reported that an additional pillar relating to governance will be added to the report.

The Committee received the quarterly enterprise risk register for review. The register is provided to the Board for information purposes on an annual basis.

7. INVESTMENT COMMITTEE REPORT

The Chair of the Investment Committee, Melinda Park provided a brief summary of the Investment Committee meeting on September 12, 2023.

The Committee met with Mawer, an investment manager within the endowment portfolio. Mawer provided an overview of the company's philosophy and investment strategies and the performance of SAIT's investments against benchmark since inception.

Guardian Partners Inc. provided the quarterly review of the investment portfolio including market and portfolio overview.

The Committee received a recommendation from Guardian Partners to initiate a strategy to invest in two new managers along with a portfolio rebalancing to align with the Investment Policy Statement. This will require re-deeming investments from existing managers within the endowment and non-

endowment portfolio's and assigning two new strategies; EdgePoint Go West, a dedicate natural resource strategy and Oaktree, an emerging market strategy. Guardian also recommended a re-balance within the safety and traditional growth equity asset classes to individual targets highlighted within their report.

The Committee undertook a review of the investment advisor's performance and its annual review of the Committee's key issues plan.

8. GOVERNANCE COMMITTEE REPORT

The Chair of the Governance Committee, Janet Annesley provided a brief summary of the Governance Committee meeting on September 13, 2023.

The Committee undertook a review of the Board and Board Committees' terms of references, it was reported that these will be brought forward for Board approval at the November meeting.

The First-Choice Scholarship terms of references were presented for review and approval, no changes were recommended at this time.

The Committee set membership to the Strategic Planning Committee and Board department visits options will be forwarded to the Board for selection in due course.

Finally, the Committee received a report on the Metis Rupertsland funding raising initiative which the Board contributes waived honoraria into. It was reported that the funding goals have been reached above and above the original target.

9. EXECUTIVE COMMITTEE REPORT

The Chair of the Executive Committee, David Erickson provided a brief summary of the Executive Committee meeting on September 13, 2023.

The Committee received its quarterly report on labour relations with bargaining anticipated to begin as early as the second quarter 2024. The institution has yet to receive it's bargaining mandate.

Minor changes to the health benefits plan will be brought to the Executive Committee in November following a review of the current options. Changes will align with industry and other post-secondaries to ensure that the institution is competitive in the talent market. A full review of the benefits plan will be undertaken at a later date.

The Committee received its quarterly report and update from the Director, Health, Safety and Environment, progress is remains ongoing relating to the COR audit and recommendations.

The Committee undertook a review of the complaints policy framework to ensure a consistency in approach and process. Two of the policies will be undergoing their five-year review cycle and the Committee requested that the suite of policies is communicated and simplified to and for end-users. The Committee will receive a new reporting mechanism to observe statistical trends.

The Chair provided the Board with an update on board succession planning to date. It was reported that two board members will be retiring at the end of the year. The Board were asked to provide names of suitable candidates for consideration with a focus on CPA or legal designations.

The Board were advised that a review of Board Committee membership and the Chairs will be conducted to ensure that the committees retain the skill set required for appropriate governance.

The Committee received a report from the Joint Board Executive Committee on the progress of the Campus Centre Redevelopment Project. It was reported that following stakeholder engagement and upon review of the design scope the project design would not support the vision for future growth. Alternative design options were presented and costings approved to expand the scope of design to include an arena, health and wellness options and an enhanced space for students. It was noted that the Committee will continue to refine the budget and design throughout the project. Once the final budget has been developed, the final cost for the project will be presented to the Board for approval.

The Board were advised that the Committee undertook a review of the Signing Authority Policy and a new Capital Project Governance Policy which will be discussed in open session.

The Committee undertook its annual review of its key issues plan.

EXECUTIVE REPORTS

10. BOARD CHAIR CLOSED SESSION REPORT

No report.

11. PRESIDENT AND CEO CLOSED SESSION REPORT

The President and CEO provided an update on the Premier's visit including a discussion on the pressures relating to apprenticeship programming and the lack of funding to sustain demand. Following this meeting the institution received additional funding to support apprenticeship growth.

The President and CEO advised that student retention rates are returning to historical levels.

12. SAITSA PRESIDENT'S CLOSED SESSION REPORT

The President, Saita provided an update on activities to date. Saita continues to show a strong presence in the government arena with a focus on the current housing crunch and mental health issues. Saita continues to be a strong partner through the Calgary Student Alliance.

NEW BUSINESS

13. HONORARY DEGREE RECIPIENT FALL 2023

The Chair of the Governance Committee, Janet Annesley provided a summary of the nominations presented to the Board for approval.

Discussion on due diligence of the candidates has been conducted. Elder Rod Scout has participated in SAIT's convocation.

MOTION:

THAT the Board of Governors accept the recommendation of the Governance Committee the following 2023 Honorary Degree Recipients, upon confirmation of availability to attend the convocation ceremonies of November 6-7, 2023 and fall convocation to be determined:

1. Elder Rod Scout
2. Joan Donald

Moved: T. Fleming
Seconded: L. Murphy
CARRIED BGC230913-02

14. IN CAMERA - NONE

15. MOVE TO OPEN SESSION

The Chair, Board of Governors requested a motion to move into Open Session at 5:00 p.m. the Board went to Open Session.

MOTION:

THAT the Board of Governors move into Open Session.

Moved: M. Ali
Seconded: S. Barry
CARRIED BGC230913-03

INFORMATION

Reports received.

- 16.** Guardian Partners Inc. Performance Summary as at June 30, 2023
- 17.** Quarterly Report for Health and Safety to June 30, 2023
- 18.** Quarterly Report for Security and Emergency Services to June 30, 2023

FUTURE AGENDA ITEMS

NEXT MEETING

The next meeting of the Board of Governors is scheduled for Wednesday, November 22, 2023, SMED Boardroom, Heritage Hall

ADJOURNMENT

The meeting was adjourned at 5:00 p.m.

Chair:  President and CEO: 