MINUTES

Time: 8:30 a.m. – 2:00 p.m. Place: Shuniah Boardroom

MEMBERS OF THE BOARD
Present: Hartley Multamaki, Chair
         Marilyn Gouthro, Vice Chair
         Dick O’Donnell, Vice Chair
         John St. Amand, Member-at-Large
         Percy Champagne
         Gwen DuBois-Wing
         John Kantola
         Kari Kelso
         Anne LeSage
         Nora Logan
         Bill Trochimchuk
         Cheryl L. Vaccher
         Dennis Wallace
         Sid Wintle
         Patricia Lang, President
         Bob Backstrom, Secretary / Treasurer (Non-Voting)

Regrets: S. Cole Paterson, J. Vauthier

MEMBERS OF THE STAFF
Present: J. Maundrell, Vice President, Academic and Student Services
         S. Brenda Small, Dean, Negahneewin College of Academic and
         Community Development
         Mary Burak, Administrative Assistant

Guests: Dr. Joe Sertich, Sertich Consulting
        Brian Campbell, Executive Director, Government Relations
        Rick Starski, Manager, Facilities Services
        Mark Wright, Director, Resource Development and Foundation

Observers: Susan Macy, in-coming Governor, Support Staff Representative
           Paula Sdao, in-coming Governor, External Representative

1. **Call to Order**

   The meeting was called to order at 8:35 a.m.

2. **Approval of Agenda**

   **MOTION:**

   “That the agenda of Board meeting No. 435 be approved as distributed.”

   Moved by M. Gouthro
   Seconded P. Champagne
   Carried.
3. **Conflict of Interest**

It was noted Governor Trochimchuk may have a possible conflict of interest as he assisted with the preparation of the financial reports.

4. **Chair's Remarks**

The Chairs welcomed the new Governors – Paula Sdao, external representative, and Susan Macy, the new support staff representative.

A list of Board meeting dates was included with your Board package. Please mark your calendars accordingly and make note that the College’s 14th Anniversary Community Partners’ Dinner is being held on Thursday, September 24th. David Chilton, the author of “The Wealthy Barber” will be the speaker this year.

The Northwestern Ontario Associated Chambers of Commerce (NOACC) AGM will be held in Fort Frances on September 24 – 26, 2009. This meeting will include informative speakers and presentations on issues pertinent to our region. We are aware this coincides with our September 25th Board meeting, however, if you are interested in attending on the Board’s behalf, please let us know.

Thanks to all for participating in our Convocation ceremonies – the local and all regional ceremonies were very successful events. Again, your participation is greatly appreciated.

As we prepare for our next round of strategic planning 2010-2013 – we will be viewing the College from an international, national, and provincial perspective. Today, we will be hearing from Dr. Joe Sertich; in September, we will be meeting with James Knight from ACCC; and October, Linda Franklin from Colleges Ontario.

Please note the omnibus resolution regarding agenda item #11.5 has been distributed this morning.

5. **Approval of Minutes**

**MOTION:**

“That the Board approve the Minutes of Meeting No. 434 as distributed.”

Moved by D. O'Donnell
Seconded D. Wallace

Carried.
5.1 Monthly Evaluation Summary – Information item.

6. IN-CAMERA

The Chair requested that the meeting move in-camera at 10:55 a.m.

MOTION:

“That the Board move In-Camera.”

Moved by J. Kantola
Seconded J. St. Amand Carried.

The regular meeting reconvened at 11:40 a.m.

7. OWNERSHIP LINKAGE

7.1 Advisory Committee Minutes – Information only.

7.2 Negahneewin Council Minutes – None.

7.3 Advisory Committee Appointments – Information only.

7.4 Program Suspension – Recreation & Leisure – J. Maundrell advised the Recreation & Leisure Services Program is suspended for the fall of 2009 due to low enrolment. She advised the College is presently investigating a new program called Recreation Therapy Program.

8. ENDS DISCUSSION

Note: Dr. Sertich’s presentation took place at 8:45 a.m. following agenda item #5.1

8.1 Presentation: Rural & Remote Colleges by Dr. Joe Sertich

As part of the environmental scanning process for global issues affecting rural & remote colleges and post-secondary education, Dr. Joe Sertich, the President and CEO of Sertich Consulting, was invited to speak to the Board of Governors. The President provided a brief introduction and asked Dr. Sertich to share ideas on how Confederation College can do a better job in the communities we serve.
Dr. Sertich served as the founding president of the Northeast Minnesota Higher Education District from 1999 to 2008, which managed rural community colleges across northeast Minnesota. He also chaired the national Rural Community College Alliance and the Northland Foundation Board of Directors.

Dr. Sertich’s presentation focused on three key topics: higher education, economic development and leadership. Governors were asked to respond to the following question: “What three things do you want for Confederation College, not from the Strategic Plan but ‘because’ of it?” Board members individually shared their responses and Dr. Sertich provided his insights. Governor responses will be collated and utilized during discussions at the Board Retreat in October.

Dr. Sertich was acknowledged for his presentation, for assisting them to better understand the role of community colleges in rural and remotes communities, and for igniting their passion.

A short break was called at 10:30 a.m.

The meeting reconvened at 10:45 a.m.

9. ITEMS FOR DECISION

9.1 Policy Review — The Chair reminded Board members to review Board-Staff Relationship # 4-5-6 policies prior to moving In-Camera. Governor Wallace questioned the Province’s role on audits as it pertained to item 2 of the Policy BSR-4. It was suggested the Governance Committee review the terms and wording of the BSR policies and report back.

9.1.1 Board/Staff Relationship
  9.1.1.1 BSR-4 Monitoring Executive Performance
          – No change.

  9.1.1.2 BSR-5 Determining President’s Compensation
          – No change.

  9.1.1.3 BSR-6 President’s Performance Review Process
          – No change.

9.2 Executive Limitations Policy Review — None.
9.3 Governance Committee Report

The Committee Chair, M. Gouthro, reviewed legal counsel’s advice regarding the terms of the Executive Limitations–9 Policy. They recommended the policy be titled “Treatment of Others” as ‘others’ refers to all persons, individual and corporate, and has no particular liabilities attached. Following a brief discussion, Governors agreed with their recommendation.

MOTION:

“That the revised Executive Limitations–9 Policy – Treatment of Others – be approved as presented.”

Moved by J. St. Amand
Seconded by J. Kantola

Carried.

The proposed wording changes to Governance Process–14 Policy – Principles and Process for Board Self-Evaluation were reviewed and Governors agreed with the recommended changes.

MOTION:


Moved by P. Champagne
Seconded by C. Vaccher

Carried.

The Governance Process Evaluation Questionnaire was reviewed and agreed upon with one minor change to the evaluation form (‘our’ in the compliance question should read ‘its’). The Committee Chair advised the new format will be utilized for the fall and revisited in a few months to determine its effectiveness.

9.4 Election of Board Executive

Hartley Multamaki chaired the election process and reviewed the list of nominations distributed in the Board package.
M. Gouthro was nominated for the position of Chair and she was asked to let her name stand. Nominations from the floor were called and none were received.

**MOTION:**

"That the nominations for the position of Chair be closed."

Moved by J. St. Amand  
Seconded by A. LeSage  
Carried.

**MOTION:**

"That Marilyn Gouthro be appointed as Chair of the Board for the year of 2009/2010."

Moved by C. Vaccher  
Seconded by G. DuBois-Wing  
Carried.

The nominations received for the position of 1st Vice Chair were D. O'Donnell, N. Logan, J. St. Amand and D. Wallace. There were no nominations from the floor and the Governors were asked if they would let their names stand. Governors Logan, St. Amand and Wallace withdrew their names.

**MOTION:**

"That the Nominations for the position of 1st Vice Chair be closed"

Moved by S. Wintle  
Seconded by J. St. Amand  
Carried.

**MOTION:**

"That Dick O'Donnell be appointed as 1st Vice Chair of the Board for the year of 2009/2010."

Moved by P. Champagne  
Seconded by B. Trochimchuk  
Carried.
The nominations received for the position of 2nd Vice Chair were S. Cole Paterson, N. Logan, D. O’Donnell (voted 2nd Vice Chair), J. St. Amand, D. Wallace and S. Wintle. There were no nominations from the floor and the Governors were asked if they would let their names stand. Governors St. Amand, Wallace and Wintle withdrew their names. The two remaining Governors, S. Cole Paterson (permission had been secured beforehand) and N. Logan agreed to let their names stand.

MOTION:

“That the Nominations for the position of 2nd Vice Chair be closed”

Moved by J. St. Amand
Seconded by P. Champagne

Carried.

Ballots were distributed and a vote was held. B. Backstrom and M. Burak scrutinized the ballots.

MOTION:

“That Nora Logan be appointed as 2nd Vice Chair of the Board for the year of 2009/2010.”

Moved by G. DuBois-Wing
Seconded by M. Gouthro

Carried.

The nominations received for the position of Member-at-Large were S. Cole Paterson, N. Logan (voted 1st Vice Chair), J. Vauthier and D. Wallace. There were no nominations from the floor and the Governors were asked if they would let their names stand. Governor Vauthier withdrew her name. The two remaining Governors, S. Cole Paterson and D. Wallace, agreed to let their names stand.

MOTION:

“That the Nominations for the position of Member-at-Large be closed”

Moved by A. LeSage
Seconded by D. O’Donnell

Carried.

Ballots were distributed and a vote was held. B. Backstrom and M. Burak scrutinized the ballots.
MOTION:

“That Dennis Wallace be appointed as Member-at-Large on the Board Coordinating Committee for the year of 2009/2010.”

Moved by C. Vaccher
Seconded by P. Champagne Carried.

MOTION:

“That the ballots be destroyed.”

Moved by B. Trochimchuk
Seconded by J. St. Amand Carried.

A lunch break was called at 12:10 p.m.

Governor DuBois-Wing left the meeting at 12:10 p.m.

The meeting reconvened at 12:40 p.m.

10. Monitoring – None.

11. CONSENT AGENDA

B. Backstrom provided a presentation outlining the highlights of the 2009-10 Business Plan. A brief discussion took place on the College’s deficit budget. The pros and cons of Ministry funding were reviewed and it was agreed the College develop a contingency plan to mitigate the use of reserve funds in the future.

11.1 Approval of Budget and Business Plan

MOTION:

“That the Board of Governors approve the Budget and Business Plan for 2009/10.”

Moved by D. O’Donnell
Seconded by P. Champagne Carried.
11.2 (a) **Audit Committee Report**

The Committee Chair, D. O'Donnell, reviewed the minutes of the June 17th Audit Committee meeting. He advised the definition of materiality was not determined and further discussion is required by the Audit Committee.

(b) **Approval of 2008/09 Financial Statements**

**MOTION:**

“That the Financial Statements for the year ending March 31, 2009 be approved for recommendation to the Board of Governors and submission to the Ministry of Training, Colleges and Universities.”

Moved by D. Wallace
Seconded by D. O'Donnell Carried.

11.3 **Approval of Biomass Project**

B. Backstrom advised as part of the College's efforts to go 'green', the College is proceeding to shut down its boilers and move to Biomass energy. He advised the savings will pay the loan – the underlying energy savings portion of the project is approximated $3.3 million and to proceed with the project, Board approval is required under the Financial Administration Act. The Manager of Facilities Services, Rick Sitarски, attended the meeting to answer questions.

**MOTION:**

“That the Board of Governors approve the Biomass Project in compliance with the Financial Administration Act, Section 28.”

Moved by P. Champagne
Seconded by J. St. Amand Carried.
11.4 **Approval for Submission to NSERC**

Board approval was required to forward the research policy documents to the Natural Sciences and Engineering Research Council of Canada (NSERC) as part of the application process for research grants.

**MOTION:**

"That the Board of Governors approve the submission from the Confederation College Research Committee to the Natural Sciences and Engineering Research Council of Canada (NSERC) regarding the Application for Institutional Eligibility."

Moved by S. Wintle
Seconded by P. Champagne  
Carried.

11.5 **Approval of Members of the Corporation for the Confederation College Foundation**

The Foundation Director, Mark Wright, advised that members of the Foundation Board require formal approval by the College’s Board of Governors. As the College has not been consistent in the approval process, he recommended an omnibus resolution to approve all Foundation Directors from inception. A copy of the formal resolution was distributed for the Board’s review.

**MOTION:**

"That the Board of Governors approve the Omnibus Resolution for The Confederation College of Applied Arts and Technology regarding the Confederation College Foundation as presented."

Moved by M. Gouthro
Seconded by D. O'Donnell  
Carried.

12. **INFORMATION Items**

12.1 **PRESIDENT’S UPDATE**

**LOCAL PERSPECTIVE**

**Enrolment Update**

J. Maundrell reported Confederation is leading the province for the highest percentage of increased first-year enrolment with 1641 confirmed registrations for the fall with significant wait lists.
Budget Update

B. Backstrom advised in addition to the May 31st financial statement, a copy of the endowment fund investment portfolio was included for information.

Chaplaincy Program Update

P. Lang provided a brief explanation on the cancellation of the Chaplaincy Program. She advised the College will create a new program following a consultation process involving focus groups to ensure the new model meets the needs of our students.

12.2 2009-10 Board Meeting Dates – Information item.

12.3 Recognition of Retiring Governors

On behalf of the Board of Governors, M. Gouthro brought farewell remarks to the following retiring Governors: Kari Kelso, John Kantola and Hartley Multamaki. All were commended for their role on the Board and thanked for their individual contributions.

13. SELF EVALUATION OF THE GOVERNANCE PROCESS

13.1 A. LeSage was asked to lead the Governors through the evaluation form.


The meeting was adjourned at 2:10 p.m.

MOTION:

“That the meeting be adjourned.”

Moved by P. Champagne
Seconded by D. Wallace  Carried.

The meeting adjourned at 2:10 p.m.

Recorder: Mary Burak  Chair’s Signature