1. **Call to Order**

The meeting was called to order at 8:34 a.m.

2. **Approval of Agenda**

2.1 **Consent Agenda**

2.1.1 Advisory Committee Minutes
2.1.2 Negahneewin Council Minutes
2.1.3 Advisory Committee Appointments
2.1.4 2011-2012 Annual Report
2.1.5 Appointments of Members of the Confederation College Foundation

The Chair advised an addendum related to the 2011-2012 Annual Report was distributed for the Board’s information. This report will be included in the submission being provided to the Ministry.
MOTION:

“That the agenda and consent agenda of Board Meeting No. 463 be approved as distributed.”

Moved by D. Rossi
Seconded by L. Scanlon
Carried.

3. **Conflict of Interest**

No conflicts were declared at this time.

At the start of the meeting, the Chair reiterated he had resigned from the Lake of the Woods Development Commission to avoid conflicts of interest in the future.

*Secretary’s Note: Conflicts of Interest are declared by Governors pursuant to the Ontario Colleges of Applied Arts and Technology Act, 2002.*

4. **Chair’s Remarks**

➢ *Welcome back. A special welcome to our new Board members – external governors: Darlene Furlong and Eric Rutherford; internal governor, Rodney Dyce, and student governor, Marlene Bearinger. I would like to provide you with a brief history on each new member:*

   o *Darlene Furlong is currently the Senior VP of Patient Care Services/Program Development at the Dryden Regional Health Centre. Darlene has worked extensively in the healthcare system and brings a depth of experience not only from this sector but in leadership and community development as well due to her extensive involvement in local, regional and provincial committees. A few years ago, Darlene played a significant role in the startup of the College’s community based BScN Program.*

   o *Eric Rutherford is a retired elementary school principal and resides in the community of Beardmore. Eric worked in the education section for many years and also served as the Mayor of Beardmore for 25 years and as councilor with the Regional Municipality of Greenstone for an additional 10 years. Eric remains actively involved in committees that serve the northwest region.*

   o *Rodney Dyce is the new support staff representative on the Board replacing Susan Prezio. Rodney works in the Computer Centre and has worked at the College for over 25 years.*
Marlene Bearinger is our new student Governor this year. She is presently working on diplomas in Accounting and Human Resources as well as a certificate in Aboriginal Canadian Relations. The Board appreciates the insights and perspective of the student representatives.

I extend a particular welcome to the new Board members ...... who undertook orientation yesterday. Note that in November, around the period November 24 – 26, Colleges of Ontario will be holding a conference on governance, separate meetings for the President and Board Chairs, as well as an awards evening. I encourage new Board members to attend. It is a place to learn about College governance, to meet other college Governors and to bring back ideas for Confederation College. We will discuss this later in the morning.

Our Board has had a major changeover in membership over the past two years but I think we will function well. Steps have been taken to moderate this in the future.

Last year we undertook significant work in reviewing and updating our governance processes. The Governance Committee and the Board is to be congratulated for, respectively, their review and the Board’s acceptance of policy amendments. Our governance system is current and sound. The Governance Committee, respecting the Policy Governance credo, will 'stand to' until there is additional work to do. We will discuss this further under agenda item #8.3.

In addition, over the summer, ad hoc committees undertook tasks assigned in our June Board meeting to prepare for the fall retreat, to understand and give direction on College land development and to add further detail to the content and process for evaluation of the President. You will hear reports this morning.

You have seen and commented on the mandate document that the President and management team are obliged to have into MTCU in the next couple of days. Time was short due to Ontario’s timelines. I think that we have a solid document to move forward.

The Community Partners’ Dinner took place last night and once again, the College put on an extraordinary evening.

- At this time, Governors were asked for their feedback. The comments received were very favourable. Governors were advised an online survey will be conducted to obtain participants’ feedback.

Two additional items were distributed this morning:

- (1) A revised report on the Governors’ feedback for the ACCC Conference. When it was originally distributed in June, Governor Krassilowsky, was unable
to provide her feedback. It has been revised to include her comments and a copy was distributed for your information this morning.

- (2) A copy of the new Governance policies was distributed this morning for your binder.

The 2012-13 term of the Board will need to address important matters with respect to the College's direction, Ontario's mandate review and fiscal restraint, positioning of the College for opportunity, working with our First Nation and Aboriginal partners to better serve their needs and keeping our northwestern Ontario shareholders on side.

My responsibility, amongst others, is to make Board meetings productive, a forum for respectful and lively discussion, timed well and fun. This I will do to the best of my abilities.

5. Approval of Minutes

A question arose on minute #9.1 (c) regarding receipt of the Auditor's management letter. B. Backstrom advised that he will follow up with the Auditors for receipt of same.

MOTION:

“That the Board approve the Minutes of Board Meeting No. 462 as distributed.”

Moved by C. Fralick
Seconded by C.L. Vaccher  
Carried.

5.1 Business Arising

5.1.1 Draft Employee Engagement Survey Questionnaire

In follow-up to the Board’s request, Governors were provided with a copy of the draft questions to be utilized in an upcoming employee engagement survey. Christine Bates advised the questions were vetted with the College’s internal survey committee as part of the process. She noted a few open-ended questions may be included at the end of the survey. Governors were satisfied with the questions and no additions were requested.

5.2 Monthly Evaluation Summary – Information item.
6. **IN-CAMERA**

The Chair requested that the meeting move in-camera at 9:00 a.m.

**MOTION:**

"That the Board move In-Camera."

Moved by P. Noonan  
Seconded A. Krassilowski  
Carried.

A short break was taken following the in-camera session and the regular meeting reconvened at 9:58 a.m.

7. **ENDS DISCUSSION – Nil**

7.1 **Draft Board Agenda Cycle and Board Ends Discussion Priorities 2012-13**

The Chair advised a Special Board Meeting will be held in June 2013 to approve the 2012-13 audited financial statements. The Ministry has recently requested that approved financial statements be submitted by June 14th accompanied by a formal Board motion. As the financial statements will not be ready in time for the May Board meeting, it was recommended a special meeting be held on June 6th to comply with the Ministry’s request. This will be a brief one-hour meeting.

The Board Agenda Cycle and discussion topics will be reviewed following the Board Retreat on October 26th to finalize the discussion priorities for the upcoming year.

7.2 **Draft Retreat Agenda**

The October 26th Retreat agenda was reviewed and the Board Chair reported he will be the overall facilitator that day. The morning session will focus on Aboriginal Education being presented by Stephanie Forsyth, the President & CEO of Red River College. A mining presentation will be provided in the afternoon by John Mason, Project Manager of Mining Services with the Thunder Bay Community Economic Development Commission (CEDC).

It was suggested a brief review on the new governance policies be incorporated in the schedule. Upon checking with the new Governors, it was recommended instead that a review be provided individually on an as-needed basis.
8. ITEMS FOR DECISION

8.1 Policy Review – No change.
8.1.1 BMD-1 Global Board-Management Delegation
8.1.2 BMD-2a Unity of Control
8.1.3 GP-2b Board Job Description
8.1.4 GP-2c Chair’s Role
8.1.5 GP-2e Board Committee Principles
8.1.6 GP-2f Board Committee Structure

8.1.6.1 It was suggested the terms of reference for the Audit Committee be revised to include clause 2c from GP2f referencing that at least one Board committee member hold either a financial and/or business designation. If not, it was recommended that consideration be given to inviting an external representative, with the required designation, to sit on the committee as an independent director.

8.1.6.2 The terms of reference for the Nominating Committee will be revised to include reference to the skills matrix currently being utilized in the selection of new Governors as part of the nominations process.

8.2 Board Reappointment

The Board was advised a formal motion was required to approve Leona Scanlon’s second term effective September 1, 2012. The Ministry advised that although Governor Scanlon replaced Anne LeSage, who resigned from the Board in 2009, she is obliged to adopt the same term dates as her predecessor even though her appointment did not take place until 2010.

MOTION:

“That Leona Scanlon be reappointed as Governor of the Confederation College Board of Governors for the term September 1, 2012 to August 31, 2015.”

Moved by C.L. Vaccher
Seconded P. Noonan
Carried.

Note: Governor Levesque rejoined the meeting at 10:26 a.m.
8.3 **Board Committees**

Governors were given an opportunity to volunteer for positions on the Board Committees and the following nominations were approved:

**MOTION:**

"That the following be appointed to the Board Committees for the 2012-13 term:

Chris Fralick, Chair of the Audit Committee;
Don Campbell, Member of the Audit Committee’
Eric Rutherford, Member of the Endowment Committee."

Moved by L. Scanlon
Seconded C.L. Vaccher Carried.

8.4 **Land Development Principles**

The Land Development Board Working Group met in August chaired by Governor Noonan. At this time, it was recommended that College land development principles be established for land projects. A copy of the Land Use Maser Plan Principles was provided and reviewed. Board members were in agreement with the document following the suggestion to remove the clause related to long-term learning needs.

8.5 **President’s Performance Evaluation Process**

The President’s Performance Evaluation Working Group met late August chaired by Governor Fralick and a framework for the President’s evaluation process was developed in line with the new governance policies. The plan was reviewed with Governors by C. Fralick and an opportunity for feedback was provided. A brief discussion took place on formalizing the President’s reporting plan for the upcoming year and Christine Bates was asked to develop this process and report back next month.

8.6 **Program Approval – Building Systems Technical Advisor Internship Program**

Judi Maundrell provided the background detail related to the need for the Building Systems Technical Advisor Internship Program (BSTAIP). As per the outline, the intent of this program is to create a unique and differentiated program to build a skilled workforce through the development and implementation of an innovative energy conservation training program tailored to the residential/social housing needs of Aboriginal people – Métis, First Nation and Inuit.
She advised this is an innovative partnership between Confederation and the Métis Nation of Ontario (MNO) and does not follow the regular MTCU requirements. The curriculum will be divided between the College and MNO.

Project Partners are Métis Nation of Ontario, Confederation College, Canada Mortgage and Housing Corporation, Ontario Aboriginal Housing Support, Ontario Power Authority, and Aboriginal Skills and Training Strategic investment Fund.

Due to the uniqueness of this program, an inquiry was received on the implications of liability to the College. The President recommended legal counsel be contacted for their opinion and report back.

The Board agreed to approve the program subject to consultation with legal counsel.

**MOTION:**

"That the Board approve the Building Systems Technician Internship Program."

Moved by D. Campbell
Seconded D. Furlong
Carried.

8.7 **CAAT Pension Plan**

At this time, Governor Rossi, declared a conflict of interest and advised she would abstain from voting on the motion proposed. Governor Trochimchuk also advised he would abstain from voting.

Bob Backstrom reviewed the recommendations for change to the CAAT pension plan and the following motion was approved:

**MOTION:**

"Be it resolved that the Board of Governors approve the three CAAT Supplementary Pension Plan amendments, as recommended by the RCA Sponsors’ Committee: (i) Move to supermajority for approvals, (ii) Explicit limited rights of non-college employers and (iii) Adding clarity to the approval to the Terms of Reference."

Moved by D. Campbell
Seconded C. Fralick
Carried.

8.8 **Other Items for Decision** – None.
9. Monitoring

9.1 EL2i – Public Image

The Public Image Monitoring Report was reviewed by the President and approved by the Board.

MOTION:

“That the Monitoring Report from the President re: Policy EL21 – Public Image be accepted.”

Moved by D. Campbell
Seconded D. Furlong
Carried.

10. INFORMATION Items

10.1 PRESIDENT’S UPDATE

PROVINCIAL PERSPECTIVE

MTCU Strategic Mandate Agreement

The Board was informed in June that the Ministry had released a discussion paper on postsecondary institutions and its plan to improve the education system. The President noted the Minister is looking for creative ideas on how to effectively position education to meet the needs of future students. Consultations were undertaken in August with postsecondary institutions with the understanding that strategic mandate agreement submissions were required from each of the respective institutions by September 28th. The President advised the document has undergone several iterations since distribution and the final document will be submitted on Monday, October 1st per the Ministry’s extension.

At this time, the Chair invited Governors to provide additional feedback to the President before the document is finalized.

MOTION:

“That the Board of Governors acknowledge receipt of the draft Strategic Mandate Agreement Submission.”

Moved by D. Rossi
Seconded L. Scanlon
Carried.
Committee of President’s Meeting Summary – Sept. 14/12 – Information item.

MOU with Northern Colleges

The President advised he has approached the Northern Colleges to ascertain how they could work together collaboratively to improve educational opportunities for our students. He was pleased to report two agreements will be signed in the very near future – one with four colleges on environmental and natural resource programs; and the other will be signed by all six northern colleges to work collaboratively in a number of fields including the sharing and delivery of programming.

Colleges Ontario 2012 Conference

The Colleges Ontario 2012 Conference will take place November 25-26th and Governors interested in attending the conference are to contact the President's Office.

Colleges Ontario Board Orientation – Board Excellence Certificate Program

The Colleges Ontario 2012 Governor orientation takes place prior to the conference and new Governors were encouraged to attend. This is a new format and Governors will receive a certificate upon completion. The Board Excellence Program was also being offered via webinar for interested Governors.

Premier’s Award Nominees – Information.

LOCAL PERSPECTIVE

Enrolment Update

The President reported the number of applications since January is down 11% but student numbers are only down 1.5%. He advised a full analysis will be done per the October audit date and provided to the Board in October.

Medical Radiation Technology Program Accreditation

J. Maundrell advised the Medical Radiation Technology Program did exceptionally well through the accreditation process and she commended the faculty for achieving this result. It was recommended formal acknowledgement be sent by the Board.
10.2 **College Advisory Committees Policy** – The President advised this policy has been recently revised and brought to the Board for their information.

11. **SELF EVALUATION OF THE GOVERNANCE PROCESS**

11.1 On behalf of Governor Levesque, Paul Noonan was asked to lead the Governors through the evaluation form.


**MOTION:**

“*That the meeting be adjourned.*”

Moved by L. Scanlon
Seconded by C. Fralick

Carried.

The meeting adjourned at 12:10 p.m.

Recorder: Mary Burak

Chair’s Signature

Secretary’s Signature