BoarD of governors’ meeting no. 464
October 25, 2012

Minutes

Time: 6:00 p.m. – 8:30 p.m. Place: Sunnah Boardroom A219

Members of the Board

Dennis Wallace, Chair Darlene Furlong Jim Madder, President
Chris Fralick, Vice Chair Anne Krassilowsky Bob Backstrom, Vice President,
Leona Scanlon, Vice Chair J.P. Levesque Student & Corporate
Bill Trochimchuk, Member-at-Large Paul Noonan Services and Board
Marlene Bearenger Doris Rossi Secretary / Treasurer
Glenn Brassard Eric Rutherford
Don Campbell Paula Sdao
Rodney Dyce Cheryl L. Vaccher

Members of the Staff

Present: Judi Maundrell, Senior VP Academic
S. Brenda Small, VP Aboriginal Relations
Mary Burak, Executive Assistant & Recorder

Observer: Christine Bates, Executive Director, Strategic Planning & Organizational Development

1. Call to Order

The meeting was called to order at 6:00 p.m.

It was noted Governor Chris Fralick would join the meeting by phone.

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

Motion:

“That the agenda and consent agenda of Board Meeting No. 464 be approved as distributed.”

Moved by D. Rossi
Seconded by P. Noonan Carried.
3. **Conflict of Interest**

A possible conflict of interest was declared by Governor Trochimchuk as he had an integral part in preparing the financial information for this meeting.

*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**

The Chair’s spoke to the following items:

- **Board Retreat attendance:** Due to work commitments, regrets have been received from Governor Fralick and Governor Sdao.
- **An MOU signing is scheduled to take place on November 5th with the six Northern Colleges and one with three Northern and one Southern College respectively. This date may change as the Minister is no longer available. Notification to confirm or reschedule will be provided once it has been finalized.**
- **On October 24th, the College was visited by Parliamentary Assistant, Kevin Flynn. A tour of the College’s skilled trades area was provided per his request.**
- **The Board Coordinating Committee met and the following were approved to attend the Colleges Ontario Board Excellence Certificate Program and/or Colleges Ontario Conference taking place November 24-26, 2012: Marlene Bearinger, Darlene Furlong, Doris Rossi and Eric Rutherford. Chris Fralick will attend the conference on behalf of the Board Chair.**
- **Meeting particulars of the October 26th Board Retreat were noted. It was suggested the Mining Report be perused prior to the Retreat.**

5. **Approval of Minutes**

**MOTION:**

“That the Board approve the Minutes of Board Meeting No. 463 as distributed.”

Moved by A. Krassilowsky  
Seconded by M. Bearinger  
Carried.

5.1 **Business Arising:**

5.1.1 **Auditor’s Management Letter**

B. Backstrom reported that management responded to the draft management letter provided by the auditors. Following a brief discussion on the next steps, it was recommended the management meet with the auditors to review their findings and that the Audit Committee convenes following this meeting.
5.1.2 Building Systems Technician Update
The President provided an update on the conditional approval of the Building Systems Technician Program. Legal counsel was consulted and he advised there is no undue liability or business risk associated with the approval of this program. The Board was satisfied with the response.

5.2 Monthly Evaluation Summary – Information item.

6. IN-CAMERA

The Chair requested that the meeting move in-camera at 6:14 p.m.

MOTION:

“That the Board move In-Camera.”

Moved by J.P. Levesque
Seconded R. Dyce

Carried.

Note: Governor Furlong joined the meeting during the In-Camera session.

A short break was taken following the in-camera session and the regular meeting reconvened at 6:50 p.m.

7. ENDS DISCUSSION

7.1 International Presentation

A summary of the past year’s international activities was provided by the Director of the International Education Centre, Miriam Wall. Appreciation for the Board’s additional financial support from operating reserves was expressed as it helped move the international agenda forward. Subsequently, a PowerPoint presentation was made showcasing the internationalization of the College, how the activity affects the staff and identified future opportunities. The College has an unprecedented number of international students on campus – 90 students versus 10 to 20 in the past.

The Board was pleased with the report and commended Miriam for her presentation and accomplishments.
8. **ITEMS FOR DECISION**

8.1 **Policy Review**
8.1.1 EL-2i – Public Image – No change.
8.2.1 GP-1 – Global Governance Process – No change.
8.2.2 GP-2a – Governing Style – No change.
8.2.3 GP-2g – Annual Planning
   A question was raised on the requirement of statement #3 in the policy, relating to governance performance objectives. Following a brief discussion, the Board consensus was to remove this statement from the policy as the Board currently does not follow this practice.
   *(Note: The revised policy will be tabled for approval at the November Board meeting.)*
8.2.4 GP-2j – Principles of Board Self Evaluation – No change.

8.2 **Board Committees**

The Governance Committee's role as a standing committee versus an ad hoc committee was reviewed. The Board agreed the Governance Committee will operate in an ad hoc capacity and will assemble when called upon by the Board to address specific tasks. Accordingly, it was agreed to sunset the Governance Committee and that it be reconstituted as required.

**MOTION:**

“That the Governance Committee has completed its tasks and it is now sunset.”

Moved by P. Sdao
Seconded J.P. Levesque  
*Carried.*

The revised terms of reference for the Audit and Nominating Committees were reviewed and approved accordingly.

**MOTION:**

“That the Board of Governors approve the revised Terms of Reference for the following Board Committees as distributed:

Audit Committee
Nominating Committee.”

Moved by L. Scanlon
Seconded C.L. Vaccher  
*Carried.*
8.3 Program Approval – Hospitality Foundations Certificate Program

The Hospitality Foundations Certificate Program has been designed to meet the increasing demand for entry-level workers across the spectrum of jobs in the hospitality sector. It has been designed in concert with the Ontario Provincial Hospitality Program transfer project led by Niagara College. It was noted there will be a seamless pathway for graduates into two-year College programs.

A request was received for a follow-up report on the success of the program after one year. J. Maundrell confirmed this will be provided.

MOTION:

“That the Board approve the Hospitality Foundations Certificate Program.”

Moved by A. Krassilowsky
Seconded D. Rossi
Carried.

8.4 Other Items for Decision – None.

9. Monitoring

9.1 EL2d – Financial Condition and Activities

The Financial Condition and Activities Monitoring Report was reviewed by the President and B. Backstrom respectively. The President spoke on the potential changes in Ministry funding as a result of the Premier’s recent announcement and the current negotiations related to Contract Training. A brief discussion took place on the President’s performance related to the approved budget and the potential variances that may occur.

Due to proroguing of the Ontario government, a query was received on any potential funding risks. At this time the Chair requested that the meeting move in-camera at 8:20 p.m.

MOTION:

“That the Board move In-Camera.”

Moved by D. Campbell
Seconded L. Scanlon
Carried.
The regular meeting reconvened at 8:22 p.m. and following a brief discussion, a motion to approve the report was tabled.

**MOTION:**

"That the Board has read and accepts the monitoring report for Policy EL-2d Financial Condition and Activities, showing full compliance with a reasonable interpretation of the policy."

Moved by D. Rossi
Seconded J.P. Levesque
Carried.

10. INFORMATION Items

10.1 PRESIDENT'S UPDATE

**PROVINCIAL PERSPECTIVE**

**Confederation College’s Strategic Mandate Agreement**

The President advised HEQCO (Higher Education Quality Council of Ontario) will work with the Ministry to review the Strategic Mandate Agreement submissions. The review will be completed by February 2013.

**MOU with Northern Colleges Update**

As stated earlier, the November 5th signing may be postponed due to the Minister’s unavailability. The President advised Fleming College is willing to move forward on its MOU with the three Northern Colleges.

**Colleges Ontario 2012 Conference**

Attendance was confirmed in the Chair’s remarks.

**LOCAL PERSPECTIVE**

**Parking Passes**

B. Backstrom advised that following a review of the interpretation of the Broader Public Sector Accountability Act regarding perks, it was determined parking passes were a perk for internal governors only. As a result, yearly parking passes will be reinstated for the external governors.
11. SELF EVALUATION OF THE GOVERNANCE PROCESS

11.1 J.P. Levesque was asked to lead the Governors through the evaluation form.


MOTION:

"That the meeting be adjourned."

Moved by L. Scanlon
Seconded by D. Rossi

Carried.

The meeting adjourned at 8:38 p.m.

Recorder: Mary Burak

Chair's Signature

Secretary's Signature