BOARD OF GOVERNORS' MEETING NO. 473
September 27, 2013

MINUTES

Time: 8:30 a.m. – 12:00 p.m.  
Place: Shuniah Boardroom A219

MEMBERS OF THE BOARD

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

Videoconference:  D. Furlong  
Regrets:  P. Karkar, A. Krassilowsky

MEMBERS OF THE STAFF

Present:  S. Brenda Small, VP Centre for Policy in Aboriginal Learning  
Mary Burak, Executive Assistant & Recorder  
Observers:  Christine Bates, Executive Director, Strategic Planning & Organizational Development  
Sue Prodaniuk, Executive Director, Advancement & Communications

1. Call to Order

The meeting was called to order at 8:30 a.m.

2. Approval of Agenda

2.1 Consent Agenda

2.1.1 Advisory Committee Minutes
- Aviation Technician – Aircraft Maintenance Program
- Culinary Management Program
- Developmental Services Worker Program
- Social Service Worker Program
- Educational Assistant Program (2 sets)

2.1.2 Negahneewin Council Minutes – None

2.1.3 Advisory Committee Appointments

2.1.4 2012-2013 Annual Report

2.1.5 Appointments of Members of the Foundation Board
MOTION:

“That the agenda and consent agenda of Board Meeting No. 473 be approved as distributed.”

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

Carried.

3. Conflict of Interest – None.

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 spoke to the following items:

- New Governors were acknowledged – Riley Burton as the Administrative Staff representative and Priyank Karkar, the new Student Governor.
- The September 26th Community Partners’ event was discussed and Governors were asked to provide their comments.
- It was noted an invitation from the Lakehead University Board was received by our Board to attend an informal luncheon on November 1st.
  - Congratulations were provided to Governor Don Campbell for his role as a community representative on the newly formed President’s Advisory Council at Lakehead University.
- The Board was advised the location for the November Board meeting has been moved from the EMS building to the College Boardroom. Alternate locations will be investigated for the winter and/or early spring.
- A copy of the revised Governance policies was distributed for Board binders.
- A card was received from the past Board Chair, Gwen DuBois-Wing, and circulated to the Board.
- The Chair had an opportunity to attend one of the President’s community meetings this month. He reported the Kenora meeting went very well and was attended by representatives from the First Nation organizations, business leaders, City Council members and educational representatives from the public and separate school systems.

Note: Governor Rossi joined the meeting at 8:40 a.m. and Governor Rutherford joined the meeting at 8:45 a.m.
5. **Approval of Minutes**

**MOTION:**

“That the Board approve the Minutes of Board Meeting No. 472 as distributed.”

Moved by J.P. Levesque  
Seconded by R. Dyce  
Carried.

5.1 **Business Arising** – None.

5.2 **Monthly Evaluation Summary** – Information item.

6. **IN-CAMERA**

The Chair requested that the meeting move in-camera at 8:50 a.m.

**MOTION:**

“That the Board move In-Camera.”

Moved by L. Scanlon  
Seconded E. Rutherford  
Carried.

**Note:** Governor Fralick joined the meeting during the in-camera session at 9:01 a.m.  
The Board reconvened its regular meeting at 9:40 a.m.

7. **ENDS DISCUSSION**

7.1 **Draft Board Agenda Cycle and Board Ends-Discussion Priorities 2013-14**

The draft documents were reviewed and the President advised an invitation has been extended to Grand Chief Harvey Yesno and Deputy Grand Chief Goyce Kakegamic to attend the November Board meeting. Governor Sdao suggested topics be narrowed down to assist with discussion priorities in the future.

These documents will be included with the Retreat agenda to assist in identifying future topics for discussions in November.
7.2 Draft Retreat Agenda

The draft Retreat agenda was reviewed and Governors were advised questions for the guest speakers will be drafted and circulated to Governors for comment.

Guest speakers, Phil Fontaine and Bob Rae, will address the College community on the morning of October 25th followed by media interviews. Details are being finalized by the Communications Department. S. Brenda Small will remain on campus to meet with the guest speakers and accompany them to the Retreat location. The President will attend a portion of the morning session on campus.

Note: A short break was taken at 9:58 a.m. and the Board reconvened at 10:14 a.m.

8. ITEMS FOR DECISION

8.1 Policy Review

Board-Management Delegation
8.1.1 BMD-1 Global Board-Management Delegation – No change.
8.1.2 BMD-2a Unity of Control – No change.

Governance Process
8.1.3 GP-2b – Board Job Description – No change.
8.1.4 GP-2c – Chair’s Role – No change.
8.1.5 GP-2e – Board Committee Principles – No change.
8.1.6 GP2f – Board Committee Structure – It was recommended term #3 be modified to remove reference to Past Chair. The revised policy will be tabled for approval in November.

8.2 Board Committee Reports

Nominating Committee:
The Chair reported the response to the advertisements for Board vacancies was positively received. The Nominating Committee met this month to review the applications and shortlist the candidates. Interviews will be conducted in October and recommendations will be tabled in November.

Audit Committee:
Chair Chris Fralick reviewed the Audit Committee report. He advised the Committee met this summer and they expressed greater involvement with respect to enterprise risk management (ERM). A recommendation was brought forward to incorporate ERM within the Audit Committee’s terms of reference and
revised terms of reference were provided for Board approval. Prior to approval, term #9 was modified to read "review and recommend to the Board non-audit engagements by the auditors (i.e. executive limitations)."

**MOTION:**

"That the Board of Governors approve the revised Terms of Reference for the Board Audit Committee as amended."

Moved by P. Sdao
Seconded by D. Furlong
Carried.

**Short-Term Investment and Purchasing Spending Authorization Policies**

Governor Fralick informed the Board that the revised Short-Term Investment Policy was presented to the Audit Committee as it had been modified to include current practices. The following motion was tabled for approval:

**MOTION:**

"That the Board of Governors approve Confederation College’s Short-Term Investment Policy as presented."

Moved by D. Campbell
Seconded by P. Noonan
Carried.

A brief discussion took place on the Purchasing Spending Authorization Policy and it was recommended the spending limit for the President be capped at $1 million.

**MOTION:**

"That the Board of Governors approve Confederation College’s authorized spending and purchasing quotation limits as outlined in the revised College Practice # 2-205 – Purchasing Spending Authorization and Quotation Limits as amended."

Moved by L. Scanlon
Seconded by C. Fralick
Carried.
8.3 **Board Committee Reports**

Board Committee membership was reviewed and approved. It was suggested the current President's Evaluation Committee be incorporated as a standing committee of the Board with the understanding it meets once per year.

**MOTION:**

“That the Board approve the current membership/representation on the following Board Committees:
Audit Committee
Nominating Committee
Governance Committee
Confederation College Endowment Funds Committee
Confederation College Foundation
Land Development Working Group
President’s Evaluation Committee.”

Moved by C. Fralick  
Seconded by D. Rossi  
Carried.

8.4 **Program Approval – Registered Nurse: Critical Care Nursing Certificate**

The purpose of this program is to help internationally trained nurses gain experience and prepare for critical care nursing in Ontario. Internationally trained nurses require education and training to support their transition to Canada and the Canadian Health Care system. VPA Gail Murdock spoke to the need for this program as it will target nurses from India eager to come to Canada to practice critical care nursing. Following a brief discussion, it was suggested a similar program be developed for our First Nations/Aboriginal registered nurses. Management agreed to take this suggestion under advisement.

**MOTION:**

“That the Board approve the Registered Nurse: Critical Care Nursing Certificate Program as presented.”

Moved by D. Rossi  
Seconded by C. Fralick  
Carried.

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

9.1 EL2i – Public Image

The monitoring report was reviewed by the President and tabled for approval.

MOTION:

“That the Board has read and accepts the monitoring report for Policy EL2i Public Image, showing full compliance with a reasonable interpretation of the policy.”

Moved by D. Campbell
Seconded by G. Brassard  Carried.

9.2 EL2d – Financial Condition and Activities

Prior to approval, the monitoring report was reviewed by the President and the VP of Student and Corporate Services respectively.

MOTION:

“That the Board has read and accepts the monitoring report for Policy EL2d Financial Condition and Activities, showing full compliance with a reasonable interpretation of the policy.”

Moved by P. Noonan
Seconded by P. Sdao  Carried.

9.3 Update re EL2a Treatment of Learners Monitoring Report

An update was provided on the EL2a Treatment of Learners Monitoring Report presented in February 2013. The Board requested the meeting move in-camera to discuss the report.

MOTION:

“That the Board move In-Camera.”

Moved by D. Campbell
Seconded L. Scanlon  Carried.
9.4 Update re EL2b Treatment of Staff Monitoring Memorandum

The first Employee Engagement Survey was conducted last fall. A brief discussion took place on conducting the survey on a biennial basis to allow for proper implementation of the recommendations received. A motion was tabled to approve this request and withdrawn as there was consensus with the Board that the decision on survey frequency be determined by senior management.

10. INFORMATION Items

10.1 PRESIDENT’S UPDATE

PROVINCIAL PERSPECTIVE

MTCU Differentiation Paper (Strategic Mandate Agreement)
Information item. The President reviewed briefly the implications of the proposed differentiation framework. The final document will be provided for the Board’s January strategic session.

MOU with Northern Colleges
The President advised there are multiple agreements among the Northern Colleges. Their collaborative approach is being noticed.

Colleges Ontario 2013 Conference – November 17-18/13
Attending the conference with the Board Chair are Riley Burton and Priyank Karkar.

Colleges Ontario Governor Orientation – Board Excellence Certificate Program – November 16-17/13
The two new Governors will be in attendance.

Premier’s Award Nominees – Information item.
The President advised in addition to the list provided, the College has another Premier’s Award nominee.

Note: Governor Furlong left the meeting at 12:00 p.m.

10.2 Letter to Stakeholder Groups - Update

A response letter from OPSEU Local 732 was received as information. The Chair advised that in consultation with the Coordinating Committee, an invitation to the Board Retreat will not be extended to the Presidents of the Stakeholder Groups. Two of the guest speakers will address the College community on the morning of October 25th.
10.3 **Information item from Governors Rutherford & Rossi**

Governor Rutherford informed the Board of the upcoming Trans Canada Pipeline open house.

Governor Rossi provided comments on the newly formed Occupational Health Clinics for Ontario Workers (OHCOW).

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

11.1 G. Brassard was asked to lead the Governors through the evaluation form.


**MOTION:**

"That the meeting be adjourned."

Moved by D. Rossi  
Seconded by R. Dyce  
Carried.

The meeting adjourned at 12:06 p.m.

Recorder: Mary Burak  
Chair's Signature

Secretary's Signature