BOARD OF GOVERNORS’ MEETING NO. 484  
November 28, 2014

MINUTES

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

MEMBERS OF THE BOARD

Chris Fralick, Chair  
Leona Scanlon, Vice Chair  
Paula Sdao, Vice Chair  
Don Campbell, Member-at-Large  
Peter T. Bishop  
Riley Burton  
Rodney Dyce

Darlene Furlong  
Laurie S. Hayes  
Peter Kuzyk  
J.P. Levesque  
George C. Patterson  
Doris Rossi  
Eric Rutherford

Desiree Scheibler  
Ed Schmidtke  
Jim Madder, President  
Reg Jones, Interim Board Secretary-Treasurer

Tele/Videoconference: D. Furlong, L. Hayes

Regrets: L. Hayes, J.P. Levesque, E. Schmidtke

MEMBERS OF THE STAFF

Present: Gail Murdock, Vice President Academic  
S. Brenda Small, Vice President, Centre for Policy in Aboriginal Learning  
Mary Burak, Executive Assistant & Recorder

Guests/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 8:35 a.m.

2. **Approval of Agenda**

2.1 **Consent Agenda**

2.1.1 **Advisory Committee Minutes**

- Aviation Technician – Aircraft Maintenance Program (April 30/14)
- Aviation Flight Management Program (June 5/14)
- Environmental Technician Program (June 17/14)
- Electronics Engineering Technology / Technician & Instrumentation Program (June 3/14)
- Civil Engineering Program (June 17/14)
- College Access Program (Oct. 20/14)
- Medical Lab Assistant Program (Oct. 3/14)

2.1.2 **Negahneewin Council Minutes** – None.

2.1.3 **Advisory Committee Appointments**
Prior to the agenda being approved, lack of quorum was noted on some of the advisory committees. The President advised this is presently being addressed and a matrix will be provided in January and June outlining the advisory committees and meeting schedule.

**MOTION:**

“That the agenda and consent agenda of Board Meeting No. 484 be approved as distributed.”

Moved by D. Rossi  
Seconded by P. Bishop  
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:

- Thank you to the President re United Way coffee drive and welcome back to Governor Rossi.
- Congratulations to Governor Darlene Furlong on her retirement.
- Feedback was provided by Governors regarding the Colleges Ontario Board Excellence Program and 2014 Conference. The Board Excellence Program was attended by Governors Burton, Kuzyk, Patterson and Scheibler and the conference attended by Governors Burton, Patterson, Scanlon and Fralick.
  - College nominee, Chief Georjann Morriseau, received a Premier’s Award at the Conference Gala.
- A season’s greetings ad from the Board will be placed in the local and regional papers the 2nd week of December.
- A lunch by the culinary students to be provided following the Board meeting in Rumours Dining Room. The President’s Evaluation Committee will meet at 1:00 p.m. and a media event will take place at 1:30 p.m. for the ground breaking of the student accommodations.

5. **Approval of Minutes**

**MOTION:**

“That the Board approve the Minutes of Board Meetings No. 482 as presented.”

Moved by L. Scanlon  
Seconded by R. Dyce  
Carried.
5.1 BUSINESS ARISING

5.1.1 – None.

5.2 MONTHLY EVALUATION SUMMARY – Information item. The Chair encouraged Governors to provide comments when low scores are given. The Coordinating Committee reviewed the summary earlier in the month and suggested Governors include their names on the evaluation form with the understanding they could remain anonymous if this was their preference.

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 R. Dyce
Seconded by E. Rutherford
Carried.

Note: A short break was taken following the In-Camera session and the Board reconvened at 10:04 a.m. S.B. Small joined the meeting following the in-camera session.

7. ENDS DISCUSSION

7.1 DRAFT BOARD AGENDA CYCLE AND BOARD ENDS AND GOVERNANCE DISCUSSION PRIORITIES 2014-15

R. Jones reviewed the summary outlining the modifications to the 2014-15 Agenda Cycle per the recommendations received at the October Retreat. The new cycle includes the addition of an all-day retreat on February 27, 2015 to conduct an Ends Review and Governance refresher. The retreat will be facilitated by the governance consultant, Catherine Raso.

7.2 STRATEGIC ENROLMENT MANAGEMENT (SEM)

Sue Prodaniuk, Executive Director of Advancement and Communications provided a presentation on strategic enrolment management. As stated in her presentation SEM is an organizational concept and a systematic set of activities designed to enable educational institutions to exert more influence over their student enrolments. S. Prodaniuk outlined how the College aligns itself to meet the needs and expectations of students through programming and services, with a strategic focus on institutional success. Upon completion, S. Prodaniuk was commended for her presentation.
8. ITEMS FOR DECISION

8.1 Policy Review

The following policies were reviewed:

**Board-Management Delegation**
8.1.1 BMD-2b Accountability of President – No change.
8.1.2 BMD-2c Delegation to the President – No change.

**Governance Process**
8.1.3 GP-2a – Governing Style – No change.
8.1.4 GP-2g – Annual Planning – No change.
8.1.5 GP-2j – Principles for Board Self-Evaluation – No change.

8.2 Board Committees 2014-15 – Received as information.

8.2.1 Board Committee Reports

**Audit Committee:**

The committee chair, Don Campbell, advised the Audit Committee met on November 19th. At this time, they reviewed and accepted the work plan for the upcoming year which is part of the Board’s direct inspection protocol. In addition to approving the work plan, the Committee reviewed and approved the auditor’s (Grant Thornton) scope of audit. An update to the management letter was provided and non-audit engagements (special audits) were discussed. Also, Enterprise Risk Management (ERM) was not discussed and further discussion with the Board is required. As the terms of reference (ERM) require more discussion with the full Board, it’s been added to the work plan. As the role of the Audit Committee reviews sensitive information related to budgets, the Committee Chair recommended the Audit Committee minutes be routinely discussed in-camera.

To continue the discussion, the Committee Chair requested that the meeting move in-camera at 11:15 a.m.

**MOTION:**

"That the Board move In-Camera."

Moved by D. Campbell  
Seconded by D. Rossi  
Carried.

The Board moved out of in-camera at 11:20 a.m.
8.3 Other Items for Decision

MOTION:

“That the report of the Board of Governors’ In-Camera Meeting be accepted as follows:

a) That the In-Camera minutes of meeting no. 482, held September 26, 2014, be approved as distributed.

b) “That the Board has read and accepts the monitoring report for Policy EL-1 Global Executive Constraint, showing full compliance with a reasonable interpretation of the policy.”

c) That Darlene Furlong and Eric Rutherford be reappointed to a second three-year term commencing September 1, 2015.

d) That the Board endorses the recommendation of the appointment of one new Governor for the term September 1, 2015 to August 31, 2018.

e) “That the President’s Contract Renewal Evaluation Committee Draft Terms of Reference be approved as amended, and be added to the Board Operating Practice.”

f) “That the Board approve the following special audits as recommended by the Audit Committee:

- Verify President compensation and benefits to approved employment contract (repeat from last year).

- Examine all payroll deductions and remittances to ensure they are fully paid on time (repeat from last year).

- Examine other payments made to the President to ensure that the amounts are in accordance with the perquisites policy of the College (repeat from last year).

- Review credit card process / policy. Examine all credit card statements (12 months) for 20 largest users. Random sampling of the remaining population, to be determined by the auditor in conjunction with the VP College Services (new in 2014).”

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

9. Monitoring

9.1 EL2d Financial Condition and Activities
9.1.1 Report on Actuals – Transitional

Expenditures to October 31, 2014 and projections to March 31, 2015 were provided and briefly reviewed. It was noted modifications to the Agenda Cycle have been made to align the October and January reports to the quarterly reporting cycle.
9.1.2 Mid-Year Forecast to meet MTCU’s CPSA Standards

The following motion is a Ministry requirement:

MOTION:

“That the Board approve the following restated forecasted Financial Statements as revised to be submitted to the Ministry of Training, Colleges and Universities by January 8, 2015:


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

9.2 EL2i – Public Image

The EL2i monitoring report was briefly reviewed and approved by the Board.

MOTION:

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

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

10. INFORMATION Items

10.1 PRESIDENT’S UPDATE

President’s Report

The President reviewed his report as presented noting the CICAN document (Indigenous Education Protocol for College & Institutes) will be officially signed with Negahneewin Council at their December meeting.

Board of Governors’ Budget 2014-15 Report – A summary of Board expenditures to November 4th was reviewed, noting expenditures are on target.
**Information item** – The Board Chair advised the College is conducting its annual holiday food drive to replenish the Student Food Bank and Governors were encouraged to contribute.

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

11.1 E. Rutherford was asked to lead the Governors through the evaluation form.


**MOTION:**

"That the meeting be adjourned."

Moved by P. Bishop  
Seconded by D. Rossi  
Carried.

The meeting adjourned at 11:45 a.m.

Recorder: Mary Burak

Chair's Signature

Secretary's Signature