Confederation College

BOARD OF GOVERNORS’ MEETING NO. 452
June 24, 2011

MINUTES

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

MEMBERS OF THE BOARD

Present:
Marilyn Gouthro, Chair
Nora Logan, Vice Chair
Leona Scanlon, Member-at-Large
Percy Champagne
Sharon Cole Paterson
Gwen DuBois-Wing
Gerry Leach
J.P. Levesque

Doris Rossi
John St. Amand
Paula Sdao
Bill Trochimchuk
Cheryl L. Vaccher
Dennis Wallace
Sid Wintle

Patricia Lang, President
Bob Backstrom, Vice President, Student & Corporate Services

Regrets: Susan Macey

Guests: Incoming Governors: Don Campbell, Chris Fralick, Meaghan Gibson, Anne Krassilowsky, Paul Noonan

MEMBERS OF THE STAFF

Present: Judi Maundrell, VP Academic
S. Brenda Small, Dean, Negahneewin College of Academic and Community Development
Mary Burak, Administrative Assistant

1. Call to Order

The meeting was called to order at 8:29 a.m.

2. Approval of Agenda

The following item was added to the agenda under the President’s Updates: Local Perspective:
 i) CONII Funding

MOTION:

“That the agenda of Board meeting No. 452 be approved as amended.”

Moved by D. Rossi
Seconded by J. St. Amand

Carried.
3. **Conflict of Interest**

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

Governor Gerry Leach joined the meeting at 8:35 a.m.
Dean S. Brenda Small joined the meeting at 8:37 a.m.

4. **Chair’s Remarks**

Greetings and welcome to our incoming Governors who will be joining us today as observers – our external Governors: Don Campbell, Chris Fralick, Anne Krassilowsky, Paul Noonan and Meaghan Gibson, our new Student Governor.

We will have a change in process today:
- Following our in-camera session this morning, we are going to deal with one of the items from the President’s Updates. A presentation on the College Park plan and the architect, Calvin Brook, will join us at that time. Accompanying him will be the City Manager, Tim Comisso, Sean Serino and their Acting Manager of Realty Services, Joel De Peuter. Our Executive Director of Government Relations, Brian Campbell, will also attend as a guest. We will move in-camera for this session and our new Governors and staff will remain for this portion of the meeting.

As we review the monthly evaluation report under agenda item #5.1, please note we will have a brief discussion on the reconstitution of the Governance Committee. This is a result of the requests that have been received during the past few months on wording regarding our current governance policies. Please note this will require a motion and it will be dealt with in September when Board Committees and membership are tabled.

During the Board Coordinating Committee this month, we discussed succession planning and mentoring for new Governors. This year we have a significant number of Governors retiring and we recommended the Nominating Committee convene this fall to discuss options to alleviate this from occurring in the future. One idea was to stagger the term dates. Do you have any suggestions/ideas to open this discussion.............

It was suggested staggered terms be considered as an option to avoid large numbers of Governors exiting at the same time in the future. This will be discussed further at the fall Nominating Committee meeting.

A recommendation was made on reconstituting the role of Past Chair to facilitate transition of new Governors and to assist with governance protocol/processes as required. Following a brief discussion, the Board was in agreement with the Past Chair role for a one-year term, on an as needed basis with no voting privileges. It was recommended a formal motion be tabled later in the agenda following the election process.
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.

There were two media announcements yesterday…

- Confederation College and North Bay's Nipissing University announced a formal partnership that will see Confederation's three-year Business Administration graduates opt for an additional one year to complete the Nipissing University Bachelor of Commerce degree.

- Minister Gravelle on behalf of our Minister, John Milloy, announced funding in the amount of $4.2 million dollars for the College's Bio-Energy Centre. As stated earlier, this centre will also create opportunity for northern learners to study clean, green technology while we provide an efficient and renewable energy source for our buildings on campus, including the new REACH addition. Thank you to the Governors who were in attendance.

We have been advised the 2011 Northwestern Ontario Regional Conference will be held in Thunder Bay this fall on September 22nd & 23rd at the Valhalla Inn which coincides with our September Board meeting date. Governor Wallace suggested meeting informally with the NOMA delegates at the College or extend an invitation to attend our Community Partners’ Dinner on the evening of September 22nd. (Secretary’s note: President Jim Madder will make a presentation at the conference on September 22nd.)

Reminder: A list of Board meeting dates was included with your Board package. Mark your calendars accordingly and please make note that the College's 16th Anniversary Community Partners' Dinner is being held on Thursday, September 22nd.

The Colleges Ontario Higher Education Summit takes place November 27 & 28, 2011 at the Sheraton Centre in Toronto. Please note Colleges Ontario has scheduled their orientation program for new and returning Governors on Saturday, November 26th. A copy of the orientation program will be emailed to all Governors. If you're interested in attending the conference or the orientation session, please let Mary know and she will take care of the registrations.

Thanks to Paula, Leona, Gwen, Cheryl and Doris for attending the ACCC Conference on our behalf. At this time, Governors were invited to provide their comments on the conference. Overall, the conference was informative and the Governors were pleased they attended. President Lang was presented with ACCC's 2011 Distinguished Service Award and she was commended for her presentation during the conference. Governors advised they have conference material available upon request.
Dr. Gary Polonsky was conferred with the Fellow of Confederation at this year’s Thunder Bay Convocation ceremony and Jack Masters received an Honorary Diploma in General Arts and Science. At this time, the Chair read the thank you cards from Dr. Polonsky and Jack Masters.

5. **Approval of Minutes**

**MOTION:**

“That the Board approve the Minutes of Meeting No. 451 as distributed.”

Moved by P. Champagne
Seconded by L. Scanlon

Carried.

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

6. **IN-CAMERA**

The Board of Governors moved In-Camera at 8:56 a.m.

**MOTION:**

“That the Board move In-Camera.”

Moved by J. St. Amand
Seconded by L. Scanlon

Carried.

The regular Board meeting reconvened at 10:15 a.m.

7. **OWNERSHIP LINKAGE**

7.1 **Advisory Committee Minutes** – Information only.

Governor Scanlon asked if consideration would be given to Aboriginal representation on the Advisory Committees. J. Maundrell advised she will share this request with the respective schools.

7.2 **Negahneewin Council Minutes** – None.
7.3 **Advisory Committee Appointments** – Information only.

8. **ENDS DISCUSSION**

8.1 Nil

9. **ITEMS FOR DECISION**

9.1 **Governance Process Policy Review** – The following policies were included as reference material for the in-camera discussion.

9.1.1 **BSR-4 – Monitoring Executive Performance**  
9.1.2 **BSR-5 – Determining President’s Compensation**  
9.1.3 **BSR-6 – Presidents’ Review Process**

*Note:* Revisions to the GP13 Policy – Audit Services – were tabled and approved as part of the Audit Committee Report under agenda item 11.1(a).

9.2 **Executive Limitations Policy Review**

9.2.1 **EL4 – Budget Development** – No change.

9.3 **Endowment Committee Report**

The Endowment Committee report was provided in follow-up to the Board’s request for a yearly financial update on the College’s Endowment Fund. Bob Backstrom reviewed the May 2011 Endowment report which summarized the financial position of the fund.

9.4 **Election of Board Executive / Coordinating Committee**

The Chair, Marilyn Gouthro, presided over the election process and the list of nominations was reviewed.

Gwen DuBois-Wing, Nora Logan and Dennis Wallace were nominated for the position of Chair and they were asked if they would allow their names to stand. Nora Logan withdrew her name as her term ends this summer. Dennis Wallace withdrew his name at this time and Gwen DuBois-Wing agreed to let her name stand. Gwen spoke briefly about her interest in the role and contribution as Chair. Nominations from the floor were called and none were received.
MOTION:

“That the nominations for the position of Chair be closed.”

Moved by C. L. Vaccher
Seconded by S. Wintle
Carried.

MOTION:

“That Gwen DuBois-Wing be appointed as Chair of the Board for the year 2011/2012.”

Moved by J. P. Levesque
Seconded by J. St. Amand
Carried.

At this time, Gwen DuBois-Wing’s name was removed from subsequent nominations.

Leona Scalon and Paula Sdao were nominated for the position of 1st Vice Chair. Governor Rossi nominated Dennis Wallace for the role and he agreed to let his name stand. The nominees were asked if they would allow their names to stand and they agreed. Nominations from the floor were called and none were received.

Dennis Wallace, Paula Sdao and Leona Scalon each spoke briefly about their interest and contribution as 1st Vice Chair.

MOTION:

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

Moved by L. Scanlon
Seconded by B. Trochimchuk
Carried.

Ballots were distributed and a vote was held. B. Backstrom and M. Burak scrutinized the ballots. A tie occurred and ballots were distributed for a recount. Following a subsequent tie in votes, an additional vote was cast.
MOTION:

“That Dennis Wallace be appointed as 1st Vice Chair of the Board for the year 2011/2012.”

Moved by L. Scanlon
Seconded by B. Trochimchuk Carried.

As a result, Dennis Wallace’s name was removed from subsequent nominations.

The nominations received for the position of 2nd Vice Chair were J. P. Levesque, Doris Rossi, and Leona Scanlon. J.P. Levesque and Leona Scanlon withdrew their names at this time. P. Sdao and D. Rossi agreed to let their names stand and each spoke briefly on their interest in the role and contributions as 2nd Vice Chair. There were no nominations from the floor and the remaining agreed to allow their names to stand.

MOTION:

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

Moved by J.P. Levesque
Seconded by C.L. Vaccher Carried.

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

MOTION:

“That Paula Sdao be appointed as 2nd Vice Chair of the Board for the year 2010/2011.”

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

The nominations received for the position of Member-at-Large were Cheryl L. Vaccher and Bill Trochimchuk. Governor Wallace nominated Governor Scanlon for this position. There were no additional nominations from the floor and the three Governors were asked if they would allow their names to stand and they agreed.
MOTION:

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

Moved by S. Cole Paterson
Seconded by S. Wintle Carried.

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

MOTION:

“That Leona Scanlon be appointed as Member-at-Large on the Board Coordinating Committee for the year 2010/2011.”

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

MOTION:

“That the ballots be destroyed.”

Moved by M. Gouthro
Seconded by B. Trochimchuk Carried.

Following the election process, the Governors reviewed the inclusion of a Past Chair role for the 2011-2012 year and all were in agreement to support this position on an as-needed basis with no voting privileges.

MOTION:

“That the Board Executive/Coordinating Committee be restructured to include a Past Chair position for the 2011-12 term as deemed appropriate to the needs of the Board.”

Moved by D. Rossi
Seconded by J.P. Levesque Carried.
10. **Monitoring** – None.

11. **CONSENT AGENDA**

11.1 **a) Audit Committee Report**

The Audit Committee Chair, Dennis Wallace, reviewed the June 15th minutes and provided highlights on the 2010-11 fiscal period. He advised the Auditors’ feedback on the College’s year-end were very positive.

As the College’s new president commences this summer, the Committee recommended the College extend the contract of its Auditors, BDO Dunwoody, for continuity purposes. All were in agreement.

At this time, the 2011-2012 strategic initiatives that were tabled in May were distributed and reviewed by the Committee Chair.

The following motions were recommended by the Audit Committee for Board approval:

**MOTION:**

“That the Board of Governors approve to ‘internally restrict’ or reserve unrestricted Net Assets in the Financial Statement in the year ending March 31, 2011 for $1,458,530 of strategic initiatives as presented.”

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

**MOTION:**

“That the extension of appointment of BDO Canada LLP as College Auditors, in accordance with Policy GP-13, be approved for the years ending March 31, 2012 and March 31, 2013.”

Moved by P. Sdao
Seconded by S. Cole Paterson
Carried.
The Governance Policy-13 Audit Services Policy was reviewed by the Committee and the following modifications were recommended for Board approval:

a) delete item #2  
b) item #3 will become the new #2 with the following revisions: delete '2 one year' to read “with extensions up to 2 years”  
c) delete item #4.6  

MOTION:

“That the revisions to Policy GP-13 Audit Services be approved as presented.”

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

b) Approval of 2010/11 Financial Statements

A brief review was provided on the 2010-11 Financial Statements. Following the review, Governor Wintle commended the College’s accountant, Toni Biniaris, on her preparedness for this year’s Audit Committee meeting and for fielding all questions very successfully.

MOTION:

“That the Financial Statements for the year ending March 31, 2011 be approved for recommendation to the Board of Governors, and submission to the Ministry of Training, Colleges and Universities.”

Moved by G. DuBois-Wing  
Seconded by P. Sdao  
Carried.

c) Approval of 2011/12 Budget in accordance with GAAP

As required by the Ministry of Training, Colleges and Universities (MTCU) Business Plan operating procedure, Colleges must obtain the Board of Governors’ approval for the annual operating budget (Statement of Operations) restated for Generally Accepted Accounting Principles (GAAP) as well as a Statement of Financial Position (Balance Sheet).
MOTION:

“That the Board of Governors approve the following restated budgeted Financial Statements, restated for GAAP (Generally Accepted Accounting Principles), for submission to the Ministry of Training, Colleges and Universities by June 30, 2011:

a) 2011-2012 Budgeted Statement of Financial Position;


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

11.2 Appointments of Members of the Confederation College Foundation

Biographies for the new directors of the Confederation College Foundation Board of Directors were included in the Board package. A motion to appoint these directors is required by the Foundation By-Laws.

MOTION:

“That Gloria Cyr and Marlene Lindsay be appointed as Directors of the Confederation College Foundation Board for the 2011-12 term.”

Moved by D. Rossi
Seconded G. DuBois-Wing
Carried.

Governor J.P. Levesque left the meeting at 11:43 a.m.

11.3 Revised By-Laws

B. Backstrom reviewed the modifications to By-Law #11 as prepared by the College solicitor to comply with the amendments to Regulation 3013. In addition, the title was revised for the Director of Budgets and Financial Planning.
MOTION:

WHEREAS Regulation 30/03 under the Ontario Colleges of Applied Arts and Technology, 2002 Act has been amended;

AND WHEREAS, on advice of counsel, By-Law #11 should be revised to conform to the amendments, and the revisions recommended by counsel are set out in Schedule "1" to this resolution,

NOW THEREFORE BE IT RESOLVED the revisions to By-Law #11 as set out in Schedule "1" to this Resolution shall be, and the same are now, approved.

Moved by G. DuBois-Wing
Seconded by B. Trochimchuk

Carried.

12. INFORMATION Items

12.1 PRESIDENT’S UPDATE

FEDERAL PERSPECTIVE

ACCC Conference – Governors’ Feedback

This item was dealt with under the Chair’s Remarks.

PROVINCIAL PERSPECTIVE


A brief update on the status of the Bio-Energy Project was enclosed in the Board package.

LOCAL PERSPECTIVE

Enrolment Update

B. Backstrom reported applications are down 5.5% and that confirmation of offers has increased by 12%.

Budget Update – No significant changes were reported as the College has just entered the 2011-2012 fiscal period.
**College Park**

This item was addressed In-Camera.

**CONII Funding**

As a network of 20 Ontario colleges, Ontario’s Ministry of Research and Innovation provides financial support to CONII (Colleges Ontario Network for Industry Innovation) to assist in connecting Ontario’s small- and medium-sized enterprises (SMEs), and other industry partners, to the applied research and commercialization expertise of Ontario’s colleges.

The President reported the College has received $92,000 in funding for its CONII submission.

12.2 **Draft Academic Plan**

Due to time constraints, this item was deferred to the September Board meeting.

12.3 **2011-12 Board Meeting Dates** – Information item.

- Friday, September 23, 2011
- Thursday & Friday, October 27 & 28, 2011 – Board Meeting and Retreat
- Friday, November 25, 2011
- Friday, January 27, 2012
- Friday, February 24, 2012
- Friday, March 23, 2012
- Friday, April 27, 2012
- Friday, May 25, 2012
- Friday, June 22, 2012

12.4 **Recognition of Retiring Governors**

On behalf of the Board of Governors, M. Gouthro brought farewell remarks to the following retiring Governors: Percy Champagne, Sharon Cole Paterson, Sid Wintle and Nora Logan. The President brought farewell remarks to the Student Governor, Gerry Leach, and the Board Chair, Marilyn Gouthro. Each was presented with a gift and all Governors were commended for their role on the Board and thanked for their individual contributions.
13. SELF EVALUATION OF THE GOVERNANCE PROCESS

13.1 B. Trochimchuk was asked to lead the Governors through the evaluation form.


MOTION:

"That the meeting be adjourned."

Moved by D. Rossi
Seconded by L. Scanlon

Carried.

The meeting adjourned at 12:17 p.m.

Recorder: Mary Burak

Chair's Signature