BOARD OF GOVERNORS’ MEETING NO. 454
October 27, 2011

MINUTES
Time: 5:00 p.m. – 7:00 p.m.  
Place: Shuniah Boardroom A219

MEMBERS OF THE BOARD

Gwen DuBois-Wing, Chair  
Dennis Wallace, Vice Chair  
Paula Sdao, Vice Chair  
Leona Scanlon, Member-at-Large  
Glenn Brassard  
Don Campbell  
Chris Fralick  
Meaghan Gibson  
Anne Krassilowsky  
J.P. Levesque  
Paul Noonan  
Susan Prezio  
Doris Rossi  
John St. Amand  
Bill Trochimchuk  
Cheryl L. Vaccher  
Jim Madder, President  
Bob Backstrom, Vice President, Student & Corporate Service and Board Secretary / Treasurer

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**

Following dinner, the meeting was called to order at 5:25 p.m.

2. **Approval of Agenda**

2.1 **Consent Agenda**

2.1.1 Advisory Committee Minutes  
2.1.3 Advisory Committee Appointments

**MOTION:**

“That the agenda and consent agenda of Board meeting No. 454 be approved as distributed.”

Moved by J. St. Amand  
Seconded by D. Rossi  
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.
4. **Chair's Remarks**

Good evening.........

As I was away last month, I would like to thank Dennis for covering the September Board meeting on my behalf.

Our Board meeting has been shortened this month as we will meet all day tomorrow as part of our Retreat. Depending on the dialogue, we are hoping to wrap things up by 7:00 p.m.

As a reminder, the President leaves for China this weekend and he'll be away from the College for the next two weeks. During this time, the Boardroom will undergo renovations to accommodate a new teleconference system and a stationary videoconference unit. These renovations will provide improved access for our regional Governors especially during the winter months.

At this time, the Board Chair took a few minutes to provide the Board members with a brief bio. Gwen DuBois-Wing has been a member of our Board for the past five years; she has been a part of the Michener Institute Board for the past nine years; she has been a vice chair and CEO in her past employment. She has been an advocate on governance for many years and has presented principles and best practices on policy governance. Presently, she is pursuing doctoral studies in this field. She advised she meets regularly with the President as part of good governance. She invited Governors to email her directly if they have items they would like to see addressed at the Board meetings.

5. **Approval of Minutes**

**MOTION:**

"That the Board approve the Minutes of Meeting No. 453 as distributed."

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

**Business Arising:**

Governor Campbell questioned if minutes item #7.1 (a) and #7.1 (b) will be addressed. The Chair advised the HR succession plan will be referred to the Nominating Committee and the Health & Safety Compliance Report will be referred to the Governance Committee. The Committees will report their findings upon completion.
5.1 Monthly Evaluation Summary – Information item.

6. IN-CAMERA

The Board of Governors moved In-Camera at 5:35 p.m.

MOTION:

“That the Board move In-Camera.”

Moved by P. Sdao
Seconded A. Krassilowsky

Carried.

The President was asked to join the Board for a brief discussion and staff members left the meeting at 5:36 p.m.

The regular Board meeting reconvened at 5:47 p.m.

7. ENDS DISCUSSION

7.1 Ends Monitoring Mid-Year Report 2011-12

The report was deferred to the November Board meeting.

8. ITEMS FOR DECISION

8.1 Policy Review

8.1.1 Governance Process 3 (GP3) – Governing Style – No change.
8.1.2 Governance Process 4 (GP4) – Board Job Description (GP4) – No change.
8.1.3 Governance Process 5 (GP5) – No change.

8.2 Executive Limitations Policy Review
8.2.1 EL7 – Communications & Counsel – No change.

8.3 Board Committees & Goal Charts

Governors were given an opportunity to volunteer for vacant positions on the Board Committees as outlined in the slate provided. Confirmations to remain for an additional term were made with existing Governors on the respective Committees. The following motions were approved:
Audit Committee:

MOTION:

“That Glenn Brassard and Chris Fralick be appointed to the Audit Committee for the 2011-12 term.”

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

The membership for the 2011-12 Audit Committee is as follows:

Dennis Wallace, Committee Chair
Glenn Brassard
Chris Fralick
Paula Sdao (existing member)
Gwen DuBois-Wing, Ex-Officio

Governance Committee:

MOTION:

“That Don Campbell, Chris Fralick, Anne Krassilowsky and Bill Trochimchuk be appointed to the Governance Committee for the 2011-12 term.”

Moved by D. Wallace
Seconded by D. Rossi  Carried.

The membership for the 2011-12 Governance Committee is as follows:

Don Campbell
Chris Fralick
Anne Krassilowsky
Bill Trochimchuk
Gwen DuBois-Wing, Ex-Officio

Nominating Committee:

MOTION:

“That Paul Noonan and J.P. Levesque be appointed to the Nominating Committee for the 2011-12 term.”

Moved by C. L. Vaccher
Seconded by B. Trochimchuk  Carried.
The membership for the 2011-12 Nominating Committee is as follows:

Gwen DuBois-Wing, Committee Chair
J.P. Levesque
Paul Noonan
Doris Rossi (existing member)
Cheryl L. Vaccher (existing member)

Foundation Board of Directors:

MOTION:

“That Leona Scanlon be appointed as the Governor Liaison to the Confederation College Foundation for the 2011-12 term.”

Moved by C. Fralick
Seconded by J.P. Levesque
Carried.

Board of Governor Appointments:

At this time, the Chair advised a recommendation is required to be submitted to the Minister’s office for an LGIC (Lieutenant Governor in Council) appointment to the Board of Governors for the term commencing September 1, 2012. The deadline for this submission is December 15, 2011. With this submission, the College will meet its requirement of having one third of the external Board members appointed by the LGIC.

As time is of the essence, it was recommended the following nomination be submitted to the Minister’s office for consideration by the Lieutenant Governor in Council (LGIC): Paula Sdao as a reappointment.

MOTION:

“That the recommendation for reappointment to the Board of Governors of Paula Sdao be approved for submission to the Ministry of Training, Colleges and Universities for LGIC approval.”

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

With this appointment, two vacancies remain and the Nominating Committee will convene in the new year to discuss appointments to the Board of Governors for the September 1, 2012 term. A brief
discussion took place on the protocol for conducting preliminary interviews with potential candidates. The matter was deferred to the Nominating Committee to determine if interviews will be conducted by the Chair and President, or the Chair and another Governor representative.

9. **Monitoring**

9.1 **EL3 – Compensation**

**MOTION:**

“That the Monitoring Report from the President re: Policy EL3 Compensation be accepted.”

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

Carried.

A question was raised on the contracting of the College’s financial statement auditors to give external verification as evidence for EL compliance reporting. Such EL contracting engagements will require the awareness and agreement of the Audit committee due to the Board’s existing engagement with BDO Chartered Accountants LLP for financial statement purposes.

9.2 **EL5 – Fiscal Condition**

The Board was advised that a preliminary EL5 Fiscal Condition report was provided this month with the impact of lower enrolment figures, work stoppage impact, and the expected operating fund contribution to endowment fund bursaries due to poor stock market performance. The accumulation of projections from Directors and Deans was affected by the September work stoppage. The final EL5 Fiscal Condition report will be presented for approval in November.

9.3 **EL8 – Programs & Services**

**MOTION:**

“That the Monitoring Report from the President re: Policy EL8 Programs & Services be accepted.”

Moved by P. Noonan
Seconded by D. Wallace

Carried.
9.4 **EL12 – Public Image**

An inquiry was made as to the posting of Board of Governors’ meetings on the College Board website for the public. This will be investigated by the President and rectified accordingly.

**MOTION:**

"That the Monitoring Report from the President re: Policy EL12 Public Image be accepted."

Moved by C. Fralick  
Seconded by A. Krassilowsky  
Carried.

10. **INFORMATION Items**

10.1 **PRESIDENT’S UPDATE**

**PROVINCIAL PERSPECTIVE**

*Attendance re Colleges Ontario Governor Orientation and 2011 Conference – November 26-28, 2011* – An attendance list was provided for the Board’s information.

**LOCAL PERSPECTIVE**

**Advocacy Update**

The President and designated Board members met with the political candidates prior to the October 6th Provincial elections. The Governors advised the meetings were useful and they were pleased to advocate on the College’s behalf.

**Enrolment and Budget Reporting**

B. Backstrom reviewed the enrolment statistics to date. As per the exhibit provided, he reported at the 10-day mark of classes, the College was down 142 full-time students from the projected number of 3,453.
11. **SELF EVALUATION OF THE GOVERNANCE PROCESS**

11.1 C. L. Vaccher was asked to lead the Governors through the evaluation form.


**MOTION:**

“That the meeting be adjourned.”

Moved by S. Prezio  
Seconded by L. Scanlon  
Carried.

The meeting adjourned at 6:45 p.m.

Recorder: Mary Burak  
Chair’s Signature