BOARD OF GOVERNORS’ MEETING NO. 487
March 27, 2015

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, Laurie S. Hayes
Paula Sdao, Vice Chair, Peter Kuzyk, Jim Madder, President
Don Campbell, Member-at-Large, J.P. Levesque, Reg Jones, Interim Board
Peter T. Bishop, George C. Patterson, Secretary
Riley Burton, Doris Rossi
Rodney Dyce, Eric Rutherford

Tele/Videoconference: Don Campbell

Regrets: Darlene Furlong, Desiree Scheibler, Ed Schmidtke

MEMBERS OF THE STAFF

Present: Ken Adams, Vice President, College Services and Treasurer
Christine Bates, Executive Director, Strategic Planning & Organizational Development
Sue Prodanuk, Executive Director, Advancement & Communication
Mary Burak, Executive Assistant and Recorder
Barbara Moro, Executive Assistant and Recorder

Regrets: Gall Murdock, S. Brenda Small

Guests/Observers: Lisa Jack, Manager – Paterson Learning Commons
Leslie McGregor, Associate Dean - Learning Resources Division
Richard Tatabe, Academic Manager School of Health, School of Health and Community Services

1. CALL TO ORDER

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

The Chair shared an academic good news story relative to a student from the first graduating class of graduates of the Community Integration through Cooperative Education (CICE) program.

At 8:40 a.m. Paula Sdao entered the meeting room.
2. APPROVAL OF AGENDA AND CONSENT AGENDA

2.1 Consent Agenda

2.1.1 Advisory Committee Minutes
- Interactive Media Development Program – November 29, 2014
- Child and Youth Worker Program Advisory Committee – October 27, 2014
- Recreation Therapy Program – December 4, 2014

2.1.2 Negahneewin Council Minutes – None

2.1.3 Advisory Committee Appointments

MOTION:

THAT the agenda and consent agenda of Board Meeting No. 487 be approved, as distributed.

MOVED BY: Mr. R. Dyce
SECONDED BY: Ms. L. Scanlon

3. CONFLICT OF INTEREST

There were no declarations of conflict of interest.

4. CHAIR'S REMARKS

- Certificates were presented to the following governors who completed the Governance Session held by Colleges Ontario in November 2014: Riley Burton, Peter Kuzyk, George Patterson and Desiree Scheibler.

- Reminder about the tour of the Apiwin Lounge following the meeting. Apiwin is quiet, safe learning space where students can gather to rest, study and complete coursework, centrally located in the Shuniah Building.

- Colleges and Institutes Canada Conference will be held in Winnipeg from May 24 to 26, 2015. If anyone is interested, please indicate.

- Annual meeting with the Internal Stakeholder Groups will take place over lunch following the April Board meeting. The intention is to invite a discussion around Board Ends as we proceed to review and revise them this year.

- Copies of the following documents were made available at the meeting:
  - First Peoples – Child & Family Review 2014 – Equal Rights for All Kids from the First Nations Child & Family Caring Society
  - Thunder Bay Catholic District School Board – 2014-2020 Strategic Direction

5. APPROVAL OF MINUTES

MOTION:

THAT the Board approve the Minutes of Board Meetings No. 484 as presented.

MOVED BY: Mr. E. Rutherford
SECONDED BY: Mr. P. Kuzyk

CARRIED
5. APPROVAL OF MINUTES (Continued)
   
5.1 Business Arising

There was no business arising from the previous minutes.

5.2 Monthly Evaluation Summary

A copy of the consolidated evaluation forms from the Board of Governor's Meeting No. 484, held on January 23, 2015, for information.

6. IN-CAMERA

6.1 In Camera Processes

Memorandum from Mr. R. Jones, Interim Secretary, dated March 27, 2015, relative to the above noted.

6.2 Move In Camera

MOTION:

THAT the Board of Governors move into In-Camera to receive information relative to a personnel matter, confidential awards and third party litigation.

MOVED BY: Mr. J.P. Levesque
SECONDED BY: Mr. D. Campbell

CARRIED

The Board of Governors moved into In Camera at 9:10 a.m.

The following individuals left the meeting room:
- Christine Bates, Executive Director, Strategic Planning & Organizational Development
- Sue Prodaniuk, Executive Director, Advancement & Communication

The Board of Governors resumed regular business at 9:33 a.m.

The above noted individuals returned to the meeting room.

6.3 Rise and Report

6.3.1 President's Contract Renewal Evaluation

Confidential memorandum from Mr. C. Fralick, Chair – President’s Contract Renewal Evaluation Committee, dated March 11, 2015, relative to the above noted was presented at the In Camera meeting. At that time, the Board was advised that the motion contained in the memorandum would be presented in open session for consideration.

MOTION:

THAT with respect to the confidential memorandum from Mr. C. Fralick, Chair – President’s Contract Renewal Evaluation Committee, dated March 11, 2015, we recommend that the final decision from the President’s Contract Renewal Evaluation Committee be deferred until June 2015, to be aligned with the annual performance evaluation process.

MOVED BY: Ms. L. Scanlon
SECONDED BY: Mr. P. Bishop

CARRIED
6. IN-CAMERA (Continued)

6.3 Rise and Report

6.3.2 Confidential Awards

Confidential memorandum from Ms. Jeannine Verdenik, Senior Manager – Human Resources Services, dated March 19, 2015, relative to the above noted was presented at the In Camera meeting. At that time, the Board was advised that the motion contained in the memorandum would be presented in open session for consideration.

MOTION:

THAT with respect to the confidential memorandum from Ms. Jeannine Verdenik, Senior Manager – Human Resources Services, dated March 19, 2015, we recommend that the 2014/2015 Board of Governors’ Employee Awards of Excellence be approved, as recommended.

MOVED BY: Mr. E. Rutherford
SECONDED BY: Ms. L. Hayes

7. ENDS DISCUSSION

7.1 Retreat Summary and Action Plan

Memorandum from Mr. C. Fralick, Chair – Coordinating Committee, dated March 16, 2015, containing a motion relative to the Board Retreat held on February 23, 2015.

The Chair asked if the Board of Governors was in agreement with the recommendations of the Coordinating Committee relative to the disposition of Items 1 – Linkage Plan and Item 3 – Ends Review to the Governance Committee and Item 4 – Audit Committee Terms of Reference to the Audit Committee. It was the consensus of the Board to proceed with these recommendations. The proposed changes to GP-2a were reviewed and changes to the wording from the consultant were recommended.

MOTION:

THAT with respect to the memorandum from Mr. C. Fralick, Chair – Coordinating Committee, dated March 16, 2015, we recommend that the flowchart “Board Process for Handling Complaints” and following three clauses be added to Governance Process Policy No. GP-2a – Governing Style:

3.A. Handling Complaints: If a governor is concerned about an operational issue that could be a violation of Board policy (usually a violation of an Executive Limitation policy) the governor should contact the Board Chair who will decide if the issue can be clarified simply, or if it needs to get onto a Board meeting agenda. The issue should not be raised by a governor, at a board meeting, unless the Chair has included it on the agenda in advance. Any complaint brought against a board member will be brought directly to the Coordinating Committee.

3.B. If a governor receives a complaint, the governor should be satisfied that the complainant has exhausted internal processes, before contacting the Board Chair who will decide if the issue needs to get onto a Board meeting agenda. The issue should not be raised by a governor, at a Board meeting, unless the Chair has included it on the agenda in advance.
7. ENDS DISCUSSION (Continued)

7.1 Retreat Summary and Action Plan (Continued)

7. Board members' legal and ethical obligation is to represent the entire ownership, not specifically the constituent groups from which they have been selected or appointed.

   a) Appropriate broad-based input from the moral ownership must be sought for the board education and ownership linkage and analyzed by the entire board.

   b) The full range of the views of the moral ownership as to purpose and cost of the organization must be incorporated into board deliberations, not just those points of view held personally by board members or their constituent groups.

MOVED BY: Ms. P. Sdao  
SECONDED BY: Mr. P. Bishop  
CARRIED

7.2 Student Success

The President introduced Ms. Leslie McGregor, Associate Dean – Learning Resources Division and Ms. Lisa Jack, Manager – Paterson Learning Commons, were in attendance to give a presentation to the Board and respond to questions relative to the above noted.

At 10:30 a.m., Ms. D. Rossi left the meeting.

8. ITEMS FOR DECISION

8.1 Policy Review

The following policies were reviewed:

Executive Limitations
8.1.1 EL-2a Treatment of Learners
8.1.2 EL-2d – Financial Condition of Activities

The Board requested that the following clause in EL-2d – Financial Condition and Activities be tabled with the Audit Committee, for review:

   • "(b) a material deviation of actual expenditures from Board priorities established in Ends policies."

8.2 Approval of Board Secretary

Memorandum from Mr. J. Madder, President, dated March 16, 2015, containing a resolution relative to the above noted.

   MOTION:

   THAT Barbara Moro be appointed as Secretary to the Board of Governors, effective April 1, 2015.

MOVED BY: Mr. J.P. Levesque  
SECONDED BY: Mr. G. Patterson  
CARRIED

8.3 Other Items for Decision

There were no other items for decision.
9. MONITORING

9.1 **EL2b – Treatment of Staff**

EL2b – Treatment of Staff was reviewed.

Richard Tatabe, Academic Manager School of Health, School of Health and Community Services and Chair of the Staff Engagement Committee, was in attendance, gave a presentation on the Staff Engagement Survey results and responded to questions of the Board, relative to the above noted.

MOTION:

THAT we accept Report EL2b – Treatment of Staff, showing full compliance with a reasonable interpretation of the policy.

MOVED BY: Ms. L. Scanlon
SECONDED BY: Mr. G. Patterson
CARRIED

9.2 **EL2f – Asset Protection**

EL2f – Asset Protection was reviewed.

Mr. K. Adams, Vice President, College Services and Treasurer responded to questions.

It was the consensus of the Board requested that additional information be provided relative to the 2010-2011 General Liability figure in the Historical Loss Summary table.

MOTION:

THAT we accept Report EL2f – Asset Protection, showing full compliance with a reasonable interpretation of the policy.

MOVED BY: Mr. G. Patterson
SECONDED BY: Mr. P. Bishop
CARRIED

9.3 **EL2g – Communication and Support to the Board**

EL2g – Communication and Support to the Board was reviewed.

The Board was advised that the date for the 2014 meeting with Internal Stakeholders Groups should have read May 23, 2014, not April 25, 2014.

MOTION:

THAT we accept Report EL2g – Asset Protection, showing full compliance with a reasonable interpretation of the policy.

MOVED BY: Ms. P. Sdao
SECONDED BY: Mr. P. Kuzyk
CARRIED
10. INFORMATION ITEMS

10.1 President’s Update

Mr. J. Madder, President provided an overview relative to the above noted, which included:
- The Prospectors and Developers Association of Canada (PIDAC) Convention held in Toronto; and
- He encouraged Board members to attend the Northern Colleges Collaboration, media event to be held at Confederation College on April 10, 2015.

A memorandum from Ms. C. Bates, Executive Director – Strategic Planning and Organization Development, dated February 2, 2015, providing the election results for the Student Representative on the Board of Governors, for information.

Concerns were raised with respect to the number of students interested in putting their names forward for appointment to the Board of Governors. It was the consensus of the Board that the Co-ordinating Committee consider additional measures to encourage students to participate in this opportunity.

10.2 Draft 2014-2015 Agenda Cycle

A copy of the 2014-2015 Agenda Cycle, for information.

11. SELF EVALUATION OF THE GOVERNANCE PROCESS

11.1 Mr. P. Bishop lead the Governors through the evaluation form.

11.2 Mr. E. Schmidtke was assigned as Evaluation Leader for the April 24, 2015 Board of Governor’s Meeting.

MOTION:

THAT the meeting be adjourned.

MOVED BY: Mr. P. Kuzyk
SECONDED BY: Mr. R. Dyce
CARRIED

On behalf of the Board of Governors, Mr. C. Fralick, Chair and Mr. J. Madder, President thanked Mr. Reg Jones, Interim Secretary for his hard work and dedication to the Board, at his final meeting.

The meeting adjourned at 11:50 a.m.

Chair’s Signature

Secretary’s Signature

Recorder: Mary Burak / Barbara Moro