1. **Call to Order**

Governor Chris Fralick joined the meeting by videoconference.

The meeting was called to order at 8:37 a.m.

2. **Approval of Agenda**

2.1 **Consent Agenda**

2.1.1 **Advisory Committee Minutes**

2.1.2 **Negahneewin Council Minutes**

It was questioned why Negahneewin Council operates as a separate entity and S. Brenda Small advised Negahneewin Council was established as a requirement of the Provincial government. In order to be eligible for funding, the Ministry required a separate governing body.

2.1.3 **Advisory Committee Appointments**
2.1.4 **Restatement of 2011-12 Budget and Mid-Year Forecast to meet MTCU’s Generally Accepted Accounting Principles (GAAP) Requirement**

Prior to the approval of the agenda and consent agenda, it was requested agenda # 2.1.4 be removed from the consent agenda and tabled separately.

**MOTION:**

“That the agenda and consent agenda of Board meeting No. 455 be approved as distributed.”

Moved by B. Trochimchuk  
Seconded by D. Wallace  
Carried.

2.1.4 **Restatement of 2011-12 Budget and Mid-Year Forecast to meet MTCU’s Generally Accepted Accounting Principles (GAAP) Requirement**

A question arose as to why the College has external GAAP reporting and non-GAAP internal/Ministry reporting. Bob Backstrom advised the College presently follows the Ministry internal financial directives that do not require adherence to GAAP for treatment of vacation pay liabilities, sick leave liabilities, post employment benefits, debt and fixed assets. However, the Ministry does subsequently require annual budgets and mid-year forecasts to be restated for these GAAP exceptions. Annual Audited Financial Statements have been prepared in accordance with GAAP.

In the fiscal year 2012-13 the College sector will comply with new GAAP requirements resulting in changes in the treatment of non-GAAP items above and our net asset reporting. The College expects to adopt the new guidelines in its internal 2012-13 reporting.

**MOTION:**

“That the Board approve the following restated forecasted Financial Statements to be submitted to the Ministry of Training, Colleges and Universities:

a) Restated 2011-2012 Forecast Budgeted Statement of Financial Position;
b) Restated 2011-2012 Forecast Budgeted Statement of Operations.”

Moved by D. Wallace  
Seconded by D. Campbell  
Carried.
3. **Conflict of Interest**

Governor Bill Trochimchuk advised of a possible conflict of interest as he assisted with the preparation of the financial reports.

*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**

Greetings.

I would like to welcome our Past Chair, Marilyn Gouthro, as she has been invited to attend today’s meeting as an observer. At this time, the Chair advised Marilyn was asked to attend this meeting as she can assist with the contextual piece related to the Ends Policy and its development. The Board Coordinating Committee met last week and it was recommended an experienced Governance member, aside from me, be a part of the Governance Committee.

In preparation for the President’s Performance review this spring, Dennis Wallace and I are reviewing the previous format and we will discuss our recommendations on process with the Governance Committee. As you may recall, the evaluation of the President is based on the evaluation of achievements of the ends, as well as his monitoring reports. We are looking to a similar process this year. Depending on her availability, I will also request Governor Sdao’s involvement with the process as she is 2nd Vice Chair.

At last month’s meeting, an inquiry was made by one of the Governors as to posting of the Board meeting dates for the general public. Please note this information is now available on the Governor website.

Also, in follow-up to the presentation by Dr. Rosehart at our Retreat, we have a document available for your perusal from the North Superior Workplace Planning Board. This report is an update on their previous publication entitled ‘Building a Superior Workforce’. Please see Mary for a copy. At this time, the Chair noted that Governor Doris Rossi presently sits on the Board of the NSWPB.

A copy of the Environmental Scan Mind Map along with my notes has been included in your Board package for deliberation under agenda item 7.3.

Regarding agenda item #9.3 Draft Perquisites Policy, we have copies available of the revised College Operating Practice, which adheres to the new Broader Public Sector’s Directives on procurement and travel and hospitality, available for your information. Please note this policy was approved by the Board in April 2011. Mary has a few copies if you are interested in viewing this policy.
Please note the Student Union is organizing the 6th annual “Stock the Bank” food drive for our students and their families for the holiday season. The Board of Governors has been tagged with Administration as one of the collection teams.

- As this is a worthy cause, please support with non-perishable items or donations of money.
- Collection campaign ends next week and if you wish to donate, please see Mary.

As a reminder, the Board will meet with Negahneewin Council over lunch following the January 27th Board meeting from 12:00 to 2:00 p.m. Please mark your calendars accordingly as this is an important part of our linkage.

A number of our Board members are going to the Colleges Ontario conference. In light of some of the discussion today, please consider this information and bring it back for discussion at our January Board meeting.

We’ve enclosed an article by Catherine Raso on Being a Great Policy Governance Board Chair. I encourage you to read this article.

5. Approval of Minutes

MOTION:

“That the Board approve the Minutes of Meeting No. 454 as distributed.”

Moved by D. Rossi
Seconded by C.L. Vaccher

Carried.

5.1 Monthly Evaluation Summary – Information item.

6. IN-CAMERA

The Board of Governors moved In-Camera at 9:06 a.m.

MOTION:

“That the Board move In-Camera.”

Moved by P. Noonan
Seconded by L. Scanlon

Carried.
The regular Board meeting reconvened at 9:38 a.m.

Governor Brassard left the meeting at break time.

7. **ENDS DISCUSSION**

7.1 **Contract Training Presentation**

The President provided a brief introduction on Don Bernosky, Executive Director of Innovation and Skills Development. Don's portfolio includes contract training for the College and the regional campuses. His PowerPoint presentation provided an outline of the area campuses and he reviewed the College's current integrated delivery plan utilized by the region. Confederation College is supportive of the needs of our communities and well respected for its contribution to the social infrastructure of the region. Upon completion, Don fielded questions from the respective Governors.

A five-minute break was taken and the meeting reconvened at 10:41 a.m.

7.2 **Board Retreat Follow-up**

7.2.1 October 2011 Retreat Evaluation Summary – Information item. The President noted Dr. Rosehart’s report is a working document and intended for internal use.

7.3 **Draft 2011-12 Agenda Cycle & Governance Discussion Priorities**

To assist the Board in setting its priorities for future discussion topics, the Chair developed a mind map which outlined the provincial, federal and global perspectives facing postsecondary education. A fairly lengthy discussion took place on the Board's role of setting strategic priorities and finding a balance in the required reporting mechanisms presently supplied by the President to ensure compliance. It was recommended the Governance Committee review the mind map and discuss solutions that may support/modify the current reporting structure.

S. Brenda Small left the meeting at 11:44 a.m.

7.4 **2011-12 Mid-Year Ends Monitoring Report**

In reviewing the mid-year report, the President advised the report is condensed as the President's measures were reduced from 42 to 27 this past year. The report was reviewed and approved as presented.
MOTION:

"That the Ends Monitoring Mid-Year Report dated November 2011 be accepted as distributed."

Moved by A. Krassilowsky
Seconded by S. Prezio
Carried.

8. ITEMS FOR DECISION


8.2 Executive Limitations Policy Review
8.2.1 EL3 – Compensation – No change.
     Questions arose on language pertaining to item #3 (a), (b) & (c) of the EL3 policy. The Chair advised the language of all policies will be reviewed by the Governance Committee in conjunction with a Governance consultant.
     8.2.2 EL8 – Program & Services – No change.
     8.2.3 EL12 – Public Image – No change.

9. Monitoring

9.1 EL1 – Constraints

A brief discussion took place on the President’s EL1 Constraints Monitoring Report and the substantiating evidence provided as to the President’s measures. Following this discussion, it was recommended the EL1 Monitoring report be deferred to provide the President an opportunity to identify/clarify interpretation of the policy along with the measures and the expectations required.

9.2 EL13 – Partnerships

The EL13 Partnerships Monitoring Report was reviewed and approved by the Board.

MOTION:

"That the Monitoring Report from the President re: Policy EL13 Partnerships be accepted."

Moved by J. St. Amand
Seconded by D. Rossi
Carried.
9.3 Draft Perquisites College Policy

The Ontario Government under the authority of the Broader Public Sector Accountability Act (BPSAA), 2010, has issued a directive establishing principles concerning the provision of perquisites to employees and Board members of the College. To adhere to the new BPSAA Directive, a new Perquisites College Policy was tabled for approval.

MOTION:

"That the Board approve the Perquisites College Policy as distributed."

Moved by D. Wallace
Seconded by J. St. Amand
Carried.

9.4 EL5 Fiscal Condition Monitoring Report

The EL5 Fiscal Condition Monitoring Report was reviewed in-camera and approved by the Board.

MOTION:

"That the Monitoring Report from the President re Policy EL5 Fiscal Condition be accepted."

Moved by J. St. Amand
Seconded by M. Gibson
Carried.

10. INFORMATION Items

10.1 PRESIDENT’S UPDATE

INTERNATIONAL PERSPECTIVE

China Update – The President advised that as a result of his trip to China, Confederation College is now re-evaluating its partnership agreements.

FEDERAL PERSPECTIVE

ACCC Presentation

The President has been requested to represent Canada by the Association of Canadian Community Colleges (ACCC) at a conference taking place in Kuala Lumpur in December. The President will make a presentation on good practices and the emerging challenges related to the development of green facilities and green communities.
11. **SELF EVALUATION OF THE GOVERNANCE PROCESS**

Prior to the self evaluation process, the Past Chair was asked to provide her feedback from a governance perspective.

11.1 D. Wallace was asked to lead the Governors through the evaluation form.


**MOTION:**

"That the meeting be adjourned."

Moved by C. L. Vaccher  
Seconded by D. Rossi  
Carried.

The meeting adjourned at 12:27 p.m.

Recorder: Mary Burak

Chair's Signature