1. **Call to Order**

As the Board Chair, Gwen DuBois-Wing, was out of town, the 1st Vice Chair, Dennis Wallace, chaired the meeting on her behalf.

The meeting was called to order at 9:02 a.m.

Prior to approving the Board Agenda, the Acting Chair advised the Board Coordinating Committee met on September 9th and it was agreed at this time to move to the model of adopting the Consent Agenda items at the same time the Board Agenda is approved. This practice will allow more time for strategic discussions.

The Consent Agenda is a bundle of items that is voted on, without discussion, as a package. If an item requires discussion, a request can be made to remove the item and add it to the agenda for discussion.

Each month the Board Coordinating Committee will review and approve the items to be placed on the Consent Agenda.
Governor Wallace asked if there were any objections. None were received.

2. Approval of Agenda
2.1 Consent Agenda
  2.1.1 Advisory Committee Minutes
  2.1.2 Negahneewin Council Minutes
  2.1.3 Advisory Committee Appointments
  2.1.4 Signing Authority
  2.1.5 2010-2011 Annual Report
  2.1.6 Appointments of Members of the Confederation College Foundation

MOTION:

"That the agenda of Board meeting No. 453 be approved as distributed."

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

3. Conflict of Interest

No conflicts were declared at this time.

4. Chair’s Remarks

Welcome Back……..

The Community Partners’ Dinner took place last night at the DaVinci Centre and once again, the College put on an extraordinary evening. Also, a special note of thanks to Governor Don Campbell and the contributions of TBayTel.
  o The founder of Doctors without Borders, Dr. Richard Heinzel, was the guest speaker.
  o Congratulations to the College for a remarkable evening and thank you, Susan for all your efforts. Please pass along our appreciation to the organizing committee on our behalf.

A special welcome to our new Board members – external governors: Glenn Brassard, Don Campbell, Chris Fralick, Anne Krassilowsky, Paul Noonan; and our student governor, Meaghan Gibson. I would like to provide you with a brief history on each new member:

  o Glenn Brassard was a partner with the Accounting firm of Ernst & Young since 1976 and is presently retired. He brings a depth of experience from the Business Financial sector and has been extensively involved in our community by his participation on many of our local Boards. In previous years, Glenn and I spent time working together. Welcome, Glenn, it’s a pleasure to have you on our Board as we’re sure you will keep us on track financially.
Don Campbell is the President and CEO of TBayTel and Don also brings a depth of experience from the Business Tele-Communications sector. Aside from TBayTel, Don has held supervisory positions with the following companies: Westinghouse Canada, Inc.; AbitibiBowater, Inc.; CP Forest Products, Inc.; Thunder Bay Kraft Mill; Gold River Pulp Mill (British Columbia); and Avenor/Bowater. Don also is actively involved on other Boards within our community and as a result is well versed in the Carver Model of Governance. I served on the Lakehead University Board with Don. Welcome, Don. We know that your expertise with the Carver model and business acumen will be of great benefit to our Board.

Chris Fralick has been employed with Ontario Power Generation since 2001 and presently he is the Plant Manager of the Thunder Bay Generating Station. Chris is relatively new to Thunder Bay as he moved here in 2009. As a result of his various roles with OPG, Chris brings an in-depth understanding of the energy sector. We look forward to your input as we move to expand and streamline the services provided by the College. Welcome, Chris.

Anne Krassilowsky is one of our regional representatives. Anne brings a depth of experience from the Public Administration sector. She is the former Mayor of Dryden and in her previous years, Anne was also a business owner and a real estate broker. She has sat on numerous regional committees and she presently sits on the LHIN's (Local Health Integration Networks) Board. Welcome, Anne, as we look forward to your insights as we build on our communications and College services with the regional communities.

Dean S. Brenda Small joined the meeting at 9:09 a.m.

Paul Noonan is the owner of the LaPlace Rendez-Vous Hotel in Fort Frances. Paul brings a business perspective from the hospitality sector. He has been actively involved with the Fort Frances School Board and volunteers on many community committees. Paul previously sat on our Board from the years 1996 to 2002 and we welcome you back. We know your expertise in the College system and your regional perspective will be of great benefit to our Board. (Secretary's note: Paul's term was corrected.)

Meaghan is in the 3rd year of the Human Resources Program. Thank you, Meaghan, for being a part of our Board as we are certain your course load is considerable. Meaghan has done student placements within the College most notably the Human Resources Department this summer. The Board appreciates the insights of students as students see many challenges with fresh eyes and we look forward to your participation. Welcome, Meaghan.
I would like to follow-up on one item from the June Board meeting regarding the election process. In regard to the tie that occurred during the elections, our lawyer’s recommendation would be not to create a By-Law provision for resolving a tie. Their counsel is as follows: Our By-laws adopt the procedural manual of Kerr & King. Where the procedural manual is silent, such as the situation where a tie vote has already happened and the Chair has in fact already voted, not anticipating there would be a problem, it is best to leave the procedural matter to the discretion of the Chair as to some other orderly manner to resolving the impasse, such as the toss of a coin in the event of an unexpected tie has arisen.

The Colleges Ontario 2011 Conference takes place November 27 & 28th in Toronto and a copy of the agenda has been included in the Board package for your information. If you are interested in attending, please let Mary know as soon as possible as some of the arrangements require early registration this year.

Due to labour negotiations this month, the Board package was distributed electronically. We would like to know if we can proceed with this form of distribution every month and provide paper copies at the meeting. As part of our green efforts, we would like to create a College portal for Governors to access the Board meeting documents on a monthly basis. At this time Governors were asked for their feedback and following a brief discussion, it was agreed to continue with electronic distribution of the Board package on a monthly basis and provide printed copies at the meeting. Governors were also encouraged to bring their laptops as Wi-Fi is available at the College.

The Northwestern Ontario Regional Conference is taking place from September 21st to September 23rd at the Valhalla Inn. Our President spoke at the noon session yesterday about ‘the vision of the College and its role in our communities’.

5. Approval of Minutes

MOTION:

“That the Board approve the Minutes of Meeting No. 452 as distributed.”

Moved by C. L. Vaccher
Seconded by P. Sdao

Carried.

5.1 Monthly Evaluation Summary – Information item.
6. **IN-CAMERA**

The Board of Governors moved In-Camera at 9:21 a.m. The President was asked to join the Board for this session.

**MOTION:**

“That the Board move In-Camera.”

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

The regular Board meeting reconvened at 9:45 a.m.

7. **ENDS DISCUSSION**

7.1 **Draft Board Agenda Cycle & Board Ends Discussion Priorities 2011-12**

Governor Campbell suggested the following topics be considered as part of the yearly discussion priorities:


b) Health & Safety Compliance Report – to provide the Board with an understanding of legal implications and health & safety compliance. Legal reports to be presented In-Camera, if required.

The Acting Chair advised these suggestions will be taken under advisement with the Board Coordinating Committee.

As an environmental scan will be presented in October, it was agreed the agenda cycle and discussion priorities will be reviewed following the Board Retreat.

7.2 **Draft Retreat Agenda** –

The October 28th Retreat Agenda was reviewed and Governors were in agreement with the outline.

8. **ITEMS FOR DECISION**

8.1 **Policy Review**

8.1.1 **Board/Staff Relationship 1 (BSR-1) – President’s Role** – No change.

8.1.2 **Board/Staff Relationship 2 (BSR-2) – Delegation to the President** – No change.

8.1.3 **Board/Staff Relationship 3 (BSR-3) – President’s Job Description** – No change.
8.1.4 Governance Process 6 (GP6) – Principles for Board Committees – No change.
8.1.5 Governance Process 7 (GP7) – Terms of Reference – No change.
8.1.6 Governance Process 9 (GP8) – Annual Board Planning Cycle – No change.

8.2 Executive Limitations Policy Review – None.

8.3 Board Committees

An in-depth discussion took place on the terms of reference and competencies for the Board committees. The addition of the new LGIC appointments is required for the Nominating Committee terms of reference. It was suggested the terms of reference and goals for the respective committees be charted on a yearly basis for the Board’s information. Governor Campbell suggested an option for the Nominating Committee could be to deal with committee applications and soliciting members, if necessary. Draft plans will be tabled at the next Board meeting.

Based on the discussion, the Acting Chair asked for expressions of interest to sit on the respective committees at this time. In the interim, the feedback will be discussed at the next Board Coordinating Committee meeting and based on interest and review of skill set, a recommendation will be brought back to the Board.

The following expressions of interest were received:

Chris Fralick – Audit Committee and Governance Committee
Don Campbell – Governance Committee
Glenn Brassard – Audit Committee

Governor Brassard suggested consideration be given to engaging an external accountant to sit on our Audit Committee, on a volunteer basis. As he retired a number of years ago, he felt his level of competency as an accountant may not be current. The discussion of purchased service versus volunteer service will be discussed with the Board Coordinating Committee and a recommendation will be tabled at the next Board meeting.

At this time, a motion to reconstitute the Governance Committee was made.
MOTION:

"That the Governance Committee be reconstituted to conduct a review of our Governance policies."

Moved by D. Rossi  
Seconded by C. Fralick  
Carried.

9. Monitoring

9.1 EL7 – Communication & Counsel

A brief discussion took place on whether the President was in compliance with the EL7 Monitoring Report. The last report was presented in March 2011 and the President’s term commenced July 1, 2011. To avoid legal implications, it was suggested a proviso be added to the motion and amended to read as follows:

MOTION:

"That the President ensures compliance as of July 1, 2011 onwards and that the President’s Monitoring Report regarding Policy EL7 Communication & Counsel be accepted at this time."

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

It was recommended a disclaimer be included each month until the President is in full compliance with the Monitoring Reports. If necessary, legal counsel can be obtained.

10. INFORMATION Items

10.1 PRESIDENT’S UPDATE

PROVINCIAL PERSPECTIVE

Colleges Ontario 2011 Conference – November 27-28, 2011 – This item was included in the Chair’s Remarks. Expressions of interest are to be directed to M. Burak.

Colleges Ontario Governor Orientation – Information item. New Governors were encouraged to attend the new Governor orientation taking place in Toronto on November 26 and the morning of November 27.

Premier’s Award Nominees – Information item. Four nominations were submitted by Confederation College this year and a brief bio was provided for each nominee. The Premier’s Award will be presented Awards Gala taking place on November 28th.
LOCAL PERSPECTIVE

Enrolment and Budget Reporting

B. Backstrom advised in an endeavor to provide more meaningful reports, the reporting structure will be modified this year to provide quarterly statements on enrolment and budgets. As noted in his report, enrolment statements will be provided in October, February and May; and the financial reports will be provided in October, January and May. Governor Campbell requested consideration be given to including a monthly statement confirming the status of capital projects.

Architectural Technology Program

As per the report provided by J. Maundrell, the 2011 intake of the Architectural Technology Program was suspended in July 2011 due to inadequate enrolment numbers. An Advisory Committee meeting was held earlier this month to discuss viable options for continuation of this program. In the meantime, all first year Architectural students have been accommodated in a combined first year with Civil Engineering. The President advised the students also have an option to obtain their diploma through other colleges.

10.2 Draft Academic Plan

S. Brenda Small provided an overview of the 2011-2014 Academic Plan on behalf of the Vice President of Academic, Judi Maundrell. A PowerPoint presentation was provided to capture the landscape charted over the next few years. Governors were pleased with the overall plan and commended Brenda for her assistance during Judi’s absence.

11. SELF EVALUATION OF THE GOVERNANCE PROCESS

11.1 P. Sdao was asked to lead the Governors through the evaluation form.


MOTION:

“That the meeting be adjourned.”

Moved by P. Sdao  
Seconded by A. Krassilowsky  
Carried.

The meeting adjourned at 11:45 a.m.

Recorder: Mary Burak  
Chair’s Signature