



MINUTES OF MEETING: **BOARD OF GOVERNORS' NO. 539**
DATE OF MEETING: OCTOBER 28, 2020
TIME: 8:30 A.M.
LOCATION: ELECTRONIC MEETING – MS TEAMS
CHAIR: KRISTEN OLIVER

MEMBERS OF THE BOARD

Tesa Fiddler
Vitasta Ganjoo
Tara Gauld
Richard Gemmill
Geoff Gillon
Sheryl Hoshizaki
Kathleen Lynch
Kristen Oliver
Daryl Skworchinski
Kimberly Smith
Owen Smith
Dan Topatigh

MEMBERS OF THE STAFF

Neil Cooke, Vice President - Academic
Michelle Salo, Vice President – Finance and Administration and Treasurer of the Board
S. Brenda Small, Vice President - CPRIL
Jeannine Verdenik, Executive Director – Organizational Effectiveness
Rob Zuback, Director – Advancement and Government Relations
Ashleigh Quarrell, Manager – Communications and Public Relations
Emily Willson, Institutional Research and Planning
Barbara Greer, Executive Assistant to the President and Secretary to the Board of Governors

1. CALL TO ORDER AND GOOD NEWS STORY

The Chair acknowledged that we are in the territory of the Anishinaabe peoples of northwestern Ontario. We work and live on the lands of Fort William First Nation who are signatory to the Robinson-Superior Treaty of 1850. We also recognize the Métis communities and Inuit peoples in the area.

As part of the colonial history of Canada, non-Indigenous peoples have derived benefit from what the Royal Commission on Truth and Reconciliation defines as the “cultural genocide” of Indigenous peoples in this country.

We embrace our role and responsibilities in a national reconciliation process and acknowledge that we are accountable for this tragic history. We at Confederation College pledge to address injustices against Indigenous peoples and to honour our relationships with Indigenous peoples in our community.

1. CALL TO ORDER AND GOOD NEWS STORY (Continued)

Good News Story

On October 2, 2020, Thunder Bay Regional Health Sciences Centre announced that an alternative COVID-19 Assessment Centre site would be located at Confederation College and open for testing on Monday, October 5th. Located in Confederation College's Sibley Hall Residence Activity Room, the alternative COVID-19 Assessment Centre site improves access to COVID-19 testing for students, parents and families, teachers and other school personnel including bus drivers. The collaborative approach to establishing this centre is in response to the exceptionally high demand for testing that has arisen across the province since students returned to school.

2. APPROVAL OF THE AGENDA AND CONSENT AGENDA

2.1 Consent Agenda

- 2.1.1 Program Advisory Committee Matrix
- 2.1.2 Advisory Committee Appointments
- 2.1.3 Negahneewin Council Minutes – March 6, April 27, May 22 and June 18, 2020
- 2.1.4 2020/2021 Board Planning Agenda Cycle
- 2.1.5 Monthly Board Meeting Evaluation –August 27, 2020

MOVED BY: Geoff Gillon
SECONDED BY: Dan Topatigh

THAT the agenda as printed, including any additional information and new business and the consent agenda of the Board of Governors' Meeting No. 539, to be held on October 28, be approved.

CARRIED

3. DECLARATION OF POTENTIAL CONFLICT OF INTEREST

There are no declarations of potential conflict of interest.

4. PRESENTATIONS / EDUCATION

4.1 Kaa-anaokaatekin – Strategic Plan 2020-2025

A presentation relative to the above noted was given at the meeting by Kathleen Lynch, President, Ashleigh Quarrell, Manager – Communications and Public Relations, and Emily Willson Manager – Institutional Research and Planning, which included the launch of the microsite, Strategic Plan video and a copy of the Scorecard to accompany the Strategic Plan.

5. CHAIR'S REMARKS

The Chair made the following remarks:

- An email was distributed by Colleges Ontario introducing the keynote speakers for the Higher Education Summit being held online this year. If you need additional information, please contact Barb. Ongoing educational opportunities will be emailed to the Board as they are received.
- Orientation was held on October 13 for new governors. Experienced Governors are asked to make themselves available to provide mentorship for the new governors.
- A copy of the Board of Governors Address listing and Bios were emailed to the Board on Tuesday, October 27, 2020 and are available on the SharePoint.

6. MINUTES OF THE PREVIOUS MEETINGS

The Minutes of the following the Special Board of Governors' meeting No. 538, held on August 27, 2020, for approval.

MOVED BY: Daryl Skworchinski
SECONDED BY: Geoff Gillon

THAT the Minutes of the Special Board of Governors' meeting No. 538, held on August 27, 2020, be approved.

CARRIED

6.1 Business Arising

There is no business arising from the previous minutes.

7. ITEMS FOR DECISION

7.1 Board of Governors – Executive Limitations Policies

Board Report relative to the above noted and attaching the following:

- EL-1 – General Executive Constraint
- EL-1a – General Executive Constraint – Whistle Blower Policy
- EL-2 – Emergency Executive Succession
- EL-3 - Communication and Counsel to the Board
- EL-4 - Treatment of Staff, Students, Volunteers, Clients and Visitors
- EL-5 - Financial Matters
- EL-6 - Program Advisory Committee Policy
- EL-7 - Programs of Instruction
- Revised 2020-2021 Board Agenda Planner

7. ITEMS FOR DECISION (Continued)

7.1 Board of Governors – Executive Limitations Policies (Continued)

MOVED BY: Sheryl Hoshizaki
SECONDED BY: Tesa Fiddler

THAT we recommend that the following revised and new Executive Limitations Policies be approved:

- EL-1 – General Executive Constraint
- EL-1a – General Executive Constraint – Whistle Blower Policy
- EL-2 – Emergency Executive Succession
- EL-3 - Communication and Counsel to the Board
- EL-4 - Treatment of Staff, Students, Volunteers, Clients and Visitors
- EL-5 - Financial Matters
- EL-6 - Program Advisory Committee Policy
- EL-7 - Programs of Instruction

AND THAT the following Executive Limitations Policies be repealed:

- EL-2a – Treatment of Learners
- EL-2b – Treatment of Paid Volunteers and Staff
- EL-2c – Compensation and Benefits
- EL-2d - Financial Conditions and Activities
- EL-2e – Financial Planning and Budgeting
- EL-2f – Asset Protection
- EL-2g – Communication and Support to the Board
- EL-2i – Public Image

AND THAT the Executive Limitations Policies be reviewed every three years on a rotational basis;

AND THAT the remaining Governance Process Policies and Board-Management Delegation Policies be amended to reflect the new format.

CARRIED

7.2 Board of Governors – By-law #1 Revision - Executive Committee

Memorandum from Kristen Oliver, Chair of the Board, dated October 6, 2020, relative to the above noted.

MOVED BY: Daryl Skworchinski
SECONDED BY: Dan Topatigh

THAT with respect to the memorandum from Kristen Oliver, Chair and Kathleen Lynch, President, dated October 6, 2020, we recommend that By-law #1 be amended to add the Executive to the Board of Governors and amend the name and functions of the Executive Committee;

7. ITEMS FOR DECISION (Continued)

7.2 Board of Governors – By-law #1 Revision - Executive Committee (Continued)

AND THAT the committee's Terms of Reference, Board Policy GP-2f – Board Committee Structure and By-law #1 be amended accordingly.

CARRIED

7.3 Travel, Meals and Hospitality Policy

Board Report relative to the above noted, containing a motion for consideration, and attaching the following:

- Attachment 1: Ch2-s1-01 – Travel, Meals and Hospitality Policy
- Attachment 2: Governors Travelling on College Business (#11-2-01)

MOVED BY: Geoff Gillon
SECONDED BY: Dan Topatigh

THAT we recommend that we approve and adopt Ch2-s1-01 – Travel, Meals and Hospitality Policy;

AND THAT Board of Governors Policy 11-2-01 - Governors Travelling on College Business be repealed.

CARRIED

7.4 Committees of the Board – President's Evaluation Committee

Memorandum from Kristen Oliver, Chair of the Board, dated October 15, 2020, containing a motion relative to the above noted.

MOVED BY: Dan Topatigh
SECONDED BY: Tesa Fiddler

THAT we recommend that the duties and responsibilities of the President's Evaluation Committee be rolled into the duties and responsibilities of the Coordinating Committee;

AND THAT the President's Evaluation Committee be dissolved;

AND THAT the Coordinating Committee's Terms of Reference, Board Policy GP-2f – Board Committee Structure and By-law #1 be amended accordingly.

CARRIED

7. ITEMS FOR DECISION (Continued)

7.5 U.S. Bank Banking – Signing Authority Resolution

Memorandum from Michelle Salo, Vice President – Finance and Administration, dated October 28, 2020, containing a motion, relative to the above noted.

MOVED BY: Sheryl Hoshizaki
SECONDED BY: Richard Gemmill

THAT WE ARE RESOLVED THAT:

1. The Corporation is authorized to enter into and perform its obligations under banking and/or credit arrangements with U.S. Bank National Association acting through its Canada branch (“U.S. Bank Canada”) in respect of the product(s) or services(s) provided by U.S. Bank Canada to the Corporation, all pursuant to one or more agreements entered or to be entered into between the Corporation and U.S. Bank Canada (each, an “Agreement”).
2. Authorized Signing Officer(s) Titles:
 - President
 - Vice President – Finance and Administration
 - Senior Director – Financial Services
 - Chair of the Board
 - 1st Vice Chair of the Board
 - 2nd Vice Chair of the Board

And the total number two (2) of them (each being an “Authorized Signing Officer”) that is/are authorized for an on behalf of the Corporation from time to time to:

- (a) Execute (Under corporate seal or otherwise) and deliver to U.S. Bank Canada on behalf of the Corporation the following documents (the “Documents”): (i) each Agreement; (ii) such other instruments, agreements, security documents, powers of attorney, certificates, directions, acknowledgments, declarations, financing statements, undertakings and other documents as may be required by U.S. Bank Canada or as, in the director’s or officer’s opinion, may be necessary or desirable to complete and give effect to the transactions contemplated by each Agreement and the other documents contemplated by this resolution; and (iii) such agreements as he or she may approve amending, supplementing, restating or replacing each Agreement and the other documents contemplated by this resolution; and
- (b) Do all other things as in his or her opinion may be necessary or desirable to complete and give effect to the transactions contemplated by the Documents.

7. ITEMS FOR DECISION (Continued)

7.5 U.S. Bank Banking – Signing Authority Resolution (Continued)

3. Any document executed Authorized Signing Officer pursuant to this resolution shall be in such form as the officer or director may approve, and the execution of a Document shall be conclusive evidence that the form has been approved and that the execution and delivery of the Document has been authorized by this resolution. The execution and delivery to U.S. Bank Canada by any person who is an Authorized Signing Officer of the Corporation of any of the Documents before the passing of this resolution are ratified and adopted by the

Corporation of any of the Documents before the passing of this resolution are ratified and adopted by the Corporation as of the day of execution and delivery. This resolution shall be communicated to U.S. Bank Canada and shall continue in force as between the Corporation and U.S. Bank Canada until express written notice to the contrary has been given to U.S. Bank Canada and U.S. Bank Canada has acknowledged receipt of the notice.

CARRIED

8. INFORMATION ITEMS

8.1 President's Update

A Standing Report from Kathleen Lynch, President, for information.

Attachment 1: Confederation College Riparian Habitat Rehabilitation Project Presentation

Kathleen provided an overview relative to the attestations for International students and the TEC Hub campaign.

8.2 Academic Update

Neil Cooke, Vice President – Academic gave a presentation at the meeting relative to the above noted.

8.3 Finance Update

A financial update was given at the meeting by Michelle Salo, Vice President – Finance and Administration.

8.4 Negahneewin Council Update

Tesa Fiddler gave an update relative to the above noted at the meeting.

9. IN CAMERA

MOVED BY: Dan Topatigh
SECONDED BY: Geoff Gillon

THAT the Board of Governors move into an In Camera meeting to receive information relative to an identifiable individual(s) and other matters of pertaining to the organization.

CARRIED

At 10:05 a.m., the Board moved into In Camera.

At 10:32 a.m., the Board resumed open session.

The following individuals did not return to the meeting:

- Geoff Gillon
- Neil Cooke, Vice President - Academic
- Michelle Salo, Vice President – Finance and Administration
- Rob Zuback, Director – Advancement and Alumni

9.1 Rise and Report

Board Appointment

At the Board of Governors (In Camera) meeting, a briefing note relative to the above noted was presented. At that time, the Board was advised that the motion as contained in the report would be presented in open session for consideration and will come into effect once the Order in Council for Kimberly Smith is received.

MOVED BY: Sheryl Hoshizaki
SECONDED BY: Tesa Fiddler

THAT we approve that Edmond Collins be appointed to the Board of Governors, for a term ending August 31, 2023.

CARRIED

10. NEXT MEETING

The Board of Governors' meeting is scheduled for Wednesday, November 25, 2020 at 8:30 a.m.

11. EVALUATION AND ADJOURNMENT

11.1 Questions

Richard Gemmill lead the Board of Governors with the meeting evaluation.

11.2 Assignment of Evaluation Leader – November 25, 2020

Tesa Fiddler has been assigned as Evaluation Lead for the November Board of Governors' Meeting.

MOVED BY: Tara Gauld
SECONDED BY: Dan Topatigh

THAT the Board of Governors' Meeting No. 539 held on October 28, 2020, be adjourned at 10:40 a.m.

CARRIED



Chair's Signature



Secretary's Signature