

ST. CLAIR COLLEGE OF APPLIED ARTS AND TECHNOLOGY

MINUTES

of the

FULL BOARD MEETING of the BOARD OF GOVERNORS

Held June 26, 2012 at 6:30 p.m., in Room #102, Dieppe B, St. Clair College Centre for the Arts, Windsor, Ontario

PRESENT:

Mr. T. Farron, **Chair-Elect**
Mr. C. Janisse
Ms. M. Lucio
Ms. M. Marcotte
Mr. V. Marcotte
Ms. S. McCourt
Mr. D. Moncur
Ms. P. Papadeas
Ms. R. Parak
Mr. C. Parrott, **Chair**
Mr. K. Pilon
Mr. R. Rusich
Mr. R. Seguin
Dr. J. Strasser, **President**
Mr. D. Wilson

REGRETS:

Ms. K. Curtis
Ms. L. Gall

Also Present:

Ms. S. Armstrong, Director-Financial Services
Mr. D. Barsanti, Chief Financial Officer
Mr. E.P. Chant, Editor, SAINT, Student Newspaper
Mr. J. Fairley, Vice President, College & Community Relations
Ms. P. France, Senior Vice President, College Operations
Ms. C. Gatto, Executive Director, Foundation
Ms. S. Girard, Secretary, Board of Governors
Ms. L. Kempe, incoming Board Member
Ms. L. McCormack, Chair, School of Media, Arts & Design

A quorum of the Board of Governors in attendance and Notice of the Meeting and the Agenda having been duly sent to all Board members, the meeting was declared regularly constituted. A copy of the Notice of Meeting/Agenda is attached as **Appendix 'A'**.

Mr. Parrott chaired the meeting and Ms. Girard was the Recording Secretary.

1.0 **Adoption of the Agenda and Declaration of Conflict of Interest**

Hearing no declarations of conflict of interest and no changes to the agenda, it was,

RESOLVED THAT the Board
adopt the June 26, 2012
Full Board Agenda as distributed.

2.0 **Approval of the Full Board Minutes of the May 22, 2012 Meeting Held in Windsor, Ontario**

Hearing no changes, errors or omissions to the Minutes, it was,

RESOLVED THAT the Full
Board Minutes of the May 22, 2012
meeting be adopted as distributed.

Mr. Parrott congratulated and welcomed our future Board member Lori Kempe on her upcoming term with the St. Clair College Board of Governors.

3.0 **Constituent Reports**

SCC Retirees Association

Dr. Klein presented a short summary of the activities of the Retirees Association including the following items:

- Dr. Klein indicated that not much had changed since the last meeting; therefore no written report was included in the Board's portfolios.
- The Retirees Association is still working on the By-Law clarifying "support" and how the retirees support their 400 members.
- The Retirees are at approximately \$22,000 in their fundraising efforts and that is about 71% of their fundraising goal for the HealthPlex.

4.0 **Business Arising**

4.1 2012 ACCC Update

- This year's conference was in Halifax, Nova Scotia. Board members, Mr. Craig Parrott, Ms. Mila Lucio, Ms. Kay Curtis, Ms. Marilee Marcotte, Mr. Ryan Rusich and Ms. Sherry McCourt were in attendance.
- Mr. Rusich prepared a summary of the ACCC Conference and shared it with the Board. A copy of the report is attached as item # 4.1 to the Minutes.
- Ms. Marcotte indicated that it was a great conference with world flavor added as a bonus. There were representatives present at the conference from New Zealand, Ireland and the Caribbean. A couple of items that Ms. Marcotte noted were:
 - We need to get our students ready for the global market, work ready and give them the additional tools to do that.

- We need to work on our partnerships between other Colleges and Universities.
- We need to look at the quality of improvement processes (audit) and cited England and Ireland as examples to review.
- Ms. McCourt indicated that at a few of her breakout sessions they talked about getting the industry to “shake hands with colleges” and to look at the possibility of having teachers mobile.
- Ms. Lucio noted that Mr. Rusich’s report basically summed up everything for her and added that there was a good discussion regarding linkages to colleges.
- Mr. Parrott noted that there was much discussion regarding getting our students ready internationally.
- At this time, Mr. Seguin indicated that the College had recently sent representatives to China and signed two major contracts with them.

4.2 President’s Report

Dr. Strasser deferred this item as he had nothing to add and noted that Ms. Gatto would present the Foundation Report at this time (item # 5.5 on the agenda and included in item 5.5 in the minutes of this meeting).

4.3 Board Chair & Chair-Elect Election Results

Mr. Parrott announced the election results as Mr. Farron has been elected as Chair and Mr. Marcotte has been elected as the Chair-Elect. The Board congratulated Mr. Farron and Mr. Marcotte with a round of applause. It was therefore,

RESOLVED THAT the Board of
Governors approve the nominations.

4.4 Executive Plan for the Summer Months (Board By-Laws, Article 38.3)

The Chair stated that it is a standard practice to have an Executive Committee act on behalf of the Board during the summer months to deal with Board business and that a motion is required to allow the Chair, Chair-Elect and President to handle any issues should they arise. It was therefore,

RESOLVED THAT the
Board of Governors approve
the Executive Committee to act
on behalf of the Board of Governors
for the summer months.

5.0 New Business

5.1 Audit Committee (Board By-Laws)

Mr. Janisse, Chair of the Audit Committee spoke to this item. He stated that the committee met with administration and the auditors on June 12, 2012 and that the minutes from February 21, 2012 were approved. At this meeting Mr. Barsanti highlighted the financial statements and Mr. Staudt and Ms. Park from Pricewaterhouse Coopers (PWC) presented the audit committee financial report. Mr. Janisse made the following points:

- PWC presented the Committee the final report.
- PWC Coopers plans to issue an unqualified opinion on the College's financial statements.
- PWC will issue the financial statements once they have been reviewed by the Board of Governors.
- There were five significant audit, accounting and financial reporting matters:
 - The Accrued Vested Sick Leave Benefit
 - Accrued Employee Future Benefits
 - Deferred Capital Contribution
 - Rate Increase for Access Copyright
 - Accounting for OCAS Fees – Gross vs. Net
- Summary of unadjusted:
 - There are Balance Sheet adjustments only.
 - Net Revenue does not change.
- Other Required communications to the Audit Committee
 - There were no significant deficiencies in internal control procedures.
 - PWC received full co-operation from management and had no difficulties or disagreements to report.
 - No fraud or illegal acts came to PWC's attention as a result of the audit.

Mr. Janisse concluded by stating that this was a good audit and thanked those involved.

Mr. Parrott in turn thanked the Audit Committee on behalf of the Board.

A motion to receive for information was made, it was therefore,

RESOLVED THAT the
Board of Governors receive
the Audit Committee Report
for information.

5.2 Audited Consolidated Financial Statements for the Year Ended March 31, 2012 for submission to the Ministry

Mr. Barsanti spoke to this item. He stated that Pricewaterhouse Coopers (PWC) has now completed five audits. The College did an RFP for audit services commencing April 1, 2012 until March 31, 2017 and PWC will be the auditors. Mr. Barsanti highlighted the following points:

- It was noted that in PWC opinion; the consolidated financial statements present fairly, in all material respects, the consolidated financial position of St. Clair College of Applied Arts and Technology and its subsidiary as at March 31, 2012 and the results of their operations and their cash flows for the year then ended in accordance with Canadian generally accepted accounting principles.
- On page 11, Current Assets: Cash & Cash Equivalents:
 - it is lower than last year, due mainly to all the KIP funding received in 2010-11 but very close to 2009-10, \$19,504,271.
- On page 11, Grant receivable & A/R - lower due to KIP funding receivable & HST rebate receivable on KIP projects.
- On page 11, Long Term Grant Receivable - Chatham Kent commitment for the Chatham HealthPlex - \$171,000 annually.
- On page 12, Accounts Payable & Accrued Liabilities – you will note this item is down about \$14 million, mainly due to all the capital projects (Chatham HealthPlex, Trades & Technology, Health Sciences building) being complete thus there are no A/P and accrued charges related to these projects this fiscal.
- On page 12, Unrestricted – you will note that we are up about \$4 million, so we are in better shape than last year.
- On page 12, Vacation Pay
 - This item is what is owed to administrators, faculty and support staff for unused vacation days.
 - This is still a liability by only relevant should the College close.
- On page 12, Vested Sick Leave Benefit – This liability will keep decreasing each fiscal year as faculty hired prior to March 31, 1991 retire or leave.
- On page 13, Revenue
 - There is an overall decrease of about \$2 million.
 - There was also a \$1 million decrease in Government Operating Grants, decrease in contract income but increase in Student tuition.
- On page 13, Expenditures
 - This was comparable to the prior year.
 - There was a \$598,000 gain on sale of property, expropriated frontage.
 - Small unrealized (loss) of \$1,909 on long term investments (Foundation) versus last year gain of \$76,184. Investments are primarily in bonds.
- On page 21, Contributed Land and Building
 - 3860 Lauzon Road (Dr. White's property) donation of private land \$1,817,000 - recorded as land only.
 - Gift is subject to conditions – use as a learning environment.
 - 305 Victoria (TD building) - recorded as land only \$450,000.
 - Restrictive covenant can't be used as a bank, credit union or offer financial services.
- On page 22, Capital Assets
 - Buildings increased by almost \$46 million, Health Science, Trade & Technology, Truck & Coach, HealthPlex Thames were capitalized.

- Equipment increased by \$8 million; mostly equipment for HealthPlex Thames, various Academic programs and the Health Science building, Truck & Coach and Trades & Tech addition.
- Leasehold Improvements, up \$541,000; new Windsor Roundhouse Employment Ontario office.
- Construction in Progress decreased by \$49 million.
- All buildings capitalized except the HealthPlex Windsor.
- On page 27, Long Term Debt, you will note has decreased by \$2.3 million.
- On page 30, Contingent Liabilities
 - Access Copyright on May 29, a model license has been negotiated with three options.
 - College position is, account for contingent liabilities in the period settled.

Following the presentation and discussion, it was

RESOLVED THAT the Board of
Governors approve the Audited Consolidated
Financial Statements for the year ended
March 31, 2012 for submission to the Ministry.

5.3 Financial/Business Plan – Accrual Budget (MTCU Format)

Mr. Barsanti presented a PowerPoint presentation, which is attached as item 5.3.

Mr. Barsanti indicated that this budget ties into the budget that was previously approved.

Following the presentation and discussion, it was

RESOLVED THAT the Board of
Governors approve the Financial/Business
Plan – Accrual Budget (MTCU format).

5.4 2011/12 MYAA/Annual Report

Ms. France spoke to this item stating that she apologizes to the Board but this report is not ready to present to the Board at this time due to the fact that there was some confusion as to when this report needed to be submitted to the Ministry.

After some clarification it was noted that the MYAA template had been changed last year and that the deadline had been pushed to September 30, 2012.

This item will be brought back to the Board at the September Board meeting.

5.5 Report from the Foundation to the Board of Governors

Ms. Christy Gatto provided a PowerPoint presentation regarding the Foundation. Items included:

- Background of the St. Clair College Foundation
- The names of the Board of Directors
- The organizational Structure
- Types of Scholarships
- Scholarship Awards Summary chart
- A Foundation Endowment Allocation chart
- A 2011/12 Investment Portfolio
- A list of significant gifts in the past year
- Information regarding the Food and Wine Gala and the Charity Golf Tournament
- Room Naming Campaign & the Outdoor Walking Track
- HealthPlex Update

Ms. Gatto indicated what everyone could do to support the St. Clair College Foundation in helping to raise money.

A copy of the Foundation PowerPoint presentation is attached as item 5.5.

5.6 Ontario Learn

Mr. Seguin presented this item to the Board and highlighted the following points:

- The strategy is to bring a whole host of programs to the Board in either September or October.
- There is no financial risk to the College

A Board member asked if there was any possibility of St. Clair College being a host college to one of these programs to which Mr. Seguin responded that there are opportunities however, a program needs to be claimed and there are over 900 courses already claimed in the system.

Mr. Seguin stated that the quality procedures have gone up in the past year and that all programs must be MTCU approved.

After some discussion, Mr. Seguin asked for a motion to approve the English to French Translation for the Workplace College – Approved Certificate Program commencing Fall 2012. It was therefore,

RESOLVED THAT the Board approve the English to French Translation for the Workplace College certificate program as presented.

Mr. Seguin then asked for another motion to approve the Diabetes Education Ontario College Graduate Certificate Program commencing in Fall 2012. It was therefore,

RESOLVED THAT the Board
approve the Diabetes Education
Ontario College Graduate certificate
Program as presented.

5.7 New Program – Event Management Program

Ms. McCormack presented the program to the Board by highlighting a few items:

- There would be no initial capital expenses
- There may be a software expense only but that they would hold off on that as long as possible.
- This program would be offered at the St. Clair College Centre for the Arts.
- This program is expected to show a profit in year two with an enrollment of 25 students.

Ms. McCormack noted that the PAC requested that the graduate at the end of the program should have a strong ability to be able to do a business plan and have strong public speaking ability at the end of this program.

Mr. Wilson asked if this program would take from other program offerings with the College to which Ms. McCormack responded that this is a Graduate Certificate so the student would already have to be in possession of a Diploma or Degree for admission into this program.

Having concluded the question and answer portion of this presentation, a motion to approve the new program offering was brought forward and it was therefore,

RESOLVED THAT the Board
approve the Event Management
Program as presented.

5.8 Review of the “Draft” 2012/2013 Board Meeting/Event Schedule

The Chair asked if there were any comments or questions pertaining to the “Draft” 2011/2012 Meeting/Event Schedule. Hearing none, it was therefore,

RESOLVED THAT the Board
approve the “Draft” 2012/2013
Board Meeting/Event Schedule
as presented.

5.9 Overview of Board Policies

The Chair asked if there were any comments or questions pertaining to the Overview of Board Policies and hearing none, it was therefore, accepted by the Board for information purposes.

6.0 POLICY/BY LAW REVIEW

6.1 By-Law Review (1st Reading)

Ms. France presented Board By-Laws 8 & 9 to the Board for approval. After review by the Board, it was,

RESOLVED THAT the Board
approve the 1st reading of
By-Laws 8 & 9 as presented.

7.0 DATE OF THE NEXT MEETING

The next Committee of the Whole meeting will be held on September 11, 2012 and the next Full Board meeting will be held on September 25, 2012 in Room #342, South Campus in Windsor.

At this time, the President thanked the Chair for his contribution to the College and presented the Chair with a gift of appreciation for his service to the College.