

ST. CLAIR COLLEGE OF APPLIED ARTS AND TECHNOLOGY

MINUTES

of the

FULL BOARD MEETING of the BOARD OF GOVERNORS

Held June 3, 2014 at 6:45 p.m., in Boardroom #342, South Campus, Windsor, Ontario

PRESENT:

Mr. D. Allen
Ms. M. Corey
Mr. T. Farron
Mr. C. Janisse, **Chair-Elect**
Ms. L. Kempe
Ms. M. Lucio
Ms. M. Marcotte
Mr. V. Marcotte, **Chair**
Mr. D. Moncur
Ms. P. Papadeas
Mr. C. Parrott
Mr. R. Rusich
Mr. R. Seguin
Dr. J. Strasser, **President**
Mr. C. Topliffe
Mr. D. Wilson

REGRETS:

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. S. Girard, Secretary, Board of Governors
Ms. M. Rogers, Incoming Board Member
Mr. P. Tumidajski, Vice President Strategic Planning
Ms. M. Wickham, Incoming Board Member

A quorum of the Board of Governors in attendance and the 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. Marcotte 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 3, 2014
Full Board Agenda as distributed.

2.0 **Approval of the Full Board Minutes of the April 29, 2014 Meeting Held in Windsor, Ontario**

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

RESOLVED THAT the Full
Board Minutes of the April 29, 2014
meeting be adopted as distributed.

3.0 **Constituent Reports**

No constituent reports.

The Chair took this opportunity to thank Dan Pavlovski for his contribution to the Board and congratulated him on his one year internship where he will work with each sector within the College. Dr. Strasser indicated that this year the Board Recruitment Committee conducted interviews for this position and Dan was the successful candidate. The Chair then presented him with a gift on behalf of the Board for their appreciation.

He then congratulated and welcomed our future Board members Marjorie Rogers and Maureen Wickham on their upcoming term with the St. Clair College Board of Governors and indicated that Tim Berthiaume was the other Board member selected but was unable to attend this meeting.

4.0 **President's Report**

Dr. Strasser indicated that he had one item. He indicated that the Strategic Mandate Agreement has now been signed and submitted to the Ministry. He also noted that two of the programs that were on hold have now been released.

5.0 **Business Arising**

5.1 Ad-Hoc Committee Reports

1. The Presidential Recruitment Committee – the Chair indicated that this Committee consists of the Chair, Chair-Elect, Mila Lucio, Marilee Marcotte and Dan Allen.

The Chair called a motion for Charles Janisse to stay on the Committee after his term of Chair-elect is complete, it was,

RESOLVED THAT the Board of Governors approve Charles Janisse to remain on the Presidential Recruitment Committee.

2. The Presidential Evaluation Committee has no new information to report at this time but will meet during the summer months.
3. The Board Self-Evaluation Committee - a new Board Self-Evaluation form was presented in the In-Camera meeting and the Chair has asked the Board to review it over the summer with any suggestions or comments. There was one suggestion made to add a comment area after each section for additional comments. If there are no other changes, the Chair would like to begin using this form at the end of each meeting to fill out the Board meeting portion.
4. The Governance Process Review Committee has no new information to report at this time.

5.2 2014 ACCC Update

- This year's conference took place on May 25 – 27 in Ottawa, Ontario. Board members, Mr. Dan Wilson, Ms. Marilee Marcotte and Ms. Lori Kempe were in attendance.
- A summary of the ACCC Conference submitted by the attendees is attached to the minutes as item #5.2 for the Board's review.
- It was noted that everyone enjoyed the conference and it had the same theme as previous years with discussions surrounding the need to get connected with students in high school prior to post-secondary education.

5.3 Board Chair & Chair-Elect Election Results

Mr. Marcotte announced the election results as he has been acclaimed as Chair and Mr. Wilson has been elected as the Chair-Elect. The Board congratulated Mr. Marcotte and Mr. Wilson with a round of applause.

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

The Chair stated that it is standard practice to have an Executive Committee act on behalf of the Board during the summer months between June 30, 2014 to August 31, 2014 to deal with Board business and asked for a motion to allow the existing Chair, Chair-Elect and President to handle any issues should they arise, it was,

RESOLVED THAT the Board of Governors approve the Executive Committee for the summer months between June 30, 2014 to August 31, 2014.

6.0 **New Business**

6.1 Audit Committee Report

Mr. Janisse, Chair of the Audit Committee spoke to this item. He stated that the Committee met with administration and the auditors on June 3, 2014 and that the minutes from June 18, 2013 and March 17, 2014 were approved. At this meeting Mr. Barsanti highlighted significant items on the financial statements and Ms. Peterson and Mr. Beaudoin from Pricewaterhouse Coopers (PWC) presented their Year End Report. Mr. Janisse made the following points:

- PWC plans to issue an unqualified opinion on the College's financial statements.
- PWC will issue the financial statements once they have been approved by the Board of Governors on June 3, 2014.
- There were two significant audit, accounting and financial reporting matters:
 - Revenue Recognition
 - Accounting Estimates
- Summary of unadjusted:
 - There were no unadjusted items.
- 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.

A motion was brought forward that the Audit Committee recommends that the Board of Governors approve the audited consolidated financial statements for the year ending March 31, 2014, it was,

RESOLVED THAT the Board of Governors approve the Audited Consolidated Financial Statements for the year ended March 31, 2014 for submission to the Ministry.

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

6.2 Audited Consolidated Financial Statements for the Year Ended March 31, 2014 for submission to the Ministry

Mr. Barsanti spoke to this item. He stated that Pricewaterhouse Coopers (PWC) has now completed seven audits. PWC will be providing audit services for three more years (March 31, 2017). Mr. Barsanti highlighted the following points:

- It was noted that in PWC opinion; the consolidated financial statements present fairly, in all material respects.
- Current Assets: Cash & Cash Equivalents:
 - \$10 million lower, used to fund the SportsPlex.
- Long-Term Investments - \$8,012,022 Foundation Investments.
- Construction in Progress:
 - \$23,222,594 mainly the funds spent so far on the Windsor Sportsplex.
 - Once the Sportsplex is in use, this amount will be transferred to Capital Assets.
- Current Liabilities: Up about \$2 million but comparable to prior year.
- Long Term Debt: Decreased about \$2.2 million.
- Deferred Capital Contributions relating to Construction in Progress:
 - Increased, this is due to the funds from MTCU for the Windsor Sportsplex.
- Net Assets – Operating:
 - Overall increase of about \$3 million.
- Invested in Capital:
 - Increased by about \$15 million.
- Revenue:
 - No gain on disposal of capital assets.
 - Grants and tuition revenue both increased.
- Expenditures:
 - Increased by about 6% overall as compared to 5% last year.

After the discussion, it was noted that this item was approved following the Audit Committee Report under item #6.1.

6.3 Business Plan – Accrual Budget Template (MTCU Format)

Mr. Barsanti presented a PowerPoint presentation, which is attached as item #6.3.

Mr. Barsanti indicated that the presentation summarizes the sheets that are in the Board package.

Following the presentation and discussion, it was

RESOLVED THAT the Board of Governors approve the Business Plan – Accrual Budget Template (MTCU Format) as presented.

6.4 New Program – International Tool & Die Fundamentals Program

Mr. Seguin spoke to this item and highlighted the following details:

- The College was contacted by Canada’s Mexico City embassy regarding a training opportunity in Hermosillo, Mexico.
- It is Important to note that this training would take place in Hermosillo, Mexico.
- This is a two year delivery.
- The College would send faculty from St. Clair College to live and train during that time in Hermosillo.
- The training facilities are world class.
- Mexico’s national training agency, Colegio Nacional de Deucacion Profesional Tecnica (CONALEP) has expressed an interest in funding this training program.
- The training provides \$500,000 in revenue for the College over the next two years and contributes 35% to the bottom line.
- The proposal is in U.S. funds.
- The College has been contacted by several organizations in other countries regarding delivery of the same program.

It was also noted that there was a revision to the fourth page of the report that was attached to the agenda. The revised page was distributed to the Board and is attached as item #6.4 to the Minutes.

Having concluded the question and answer portion, it was,

RESOLVED THAT the Board of Governors approve the International Tool & Die Fundamentals Program as presented.

6.5 Risk Management

Based on the combining of the May and June Board meetings this item has been deferred to the September 2014 Board meeting.

6.6 Review of the “Draft” 2014/2015 Board Meeting/Event Schedule

It was noted by one of the Board members that the May Board meeting conflicts with the ACCC conference every year. It was suggested that possibly the Board could look at the Tuesday prior to the ACCC conference. After a brief discussion, it was,

RESOLVED THAT the Board of Governors approve the Board Meeting/Event Schedule as distributed.

6.7 Board Retreat

Dr. Strasser informed the Board that the RetroSuites in Chatham has been booked for October 17 & 18, 2014 for the annual retreat.

6.8 Report from the Foundation Board to the Board of Governors

At this time, Mr. Fairley presented an update on the Foundation to the Board. Items included:

- Background of the St. Clair College Foundation
- The names of the Board of Directors
- The organizational structure of the Foundation
- Types of Scholarships
- Scholarships – 2013 in review
- Scholarships - 2014
- Investment Policy
- The 2013/14 Investment Portfolio
- Information regarding the Food and Wine Gala and the Charity Golf Tournament
- Update on the HealthPlex/SportsPlex Status as of March 31, 2014
- Gift in Kind Donations Summary for the 2013/14 fiscal year
- Other Donations Received

Mr. Fairley reviewed what the Board of Governors could do to support the fundraising effort of the St. Clair College Foundation.

A copy of the Foundation PowerPoint presentation is attached as item #6.8.

6.9 Appointment of a Member to the Foundation Board

Mr. Moncur has volunteered to participate on the Foundation Board for the upcoming year.

RESOLVED THAT the Board of Governors approve David Moncur to be on the Foundation Board for the 2014-2015 year.

The question was asked, if more than one member of the Board of Governors could serve on the Foundation Board. Dr. Strasser questioned if (1) the Board would like to know if the Board can appoint another member to the Foundation Board or (2) if another community member that serves on the St. Clair College Board of Governors could also serve on the Foundation Board. Administration will gather information and report to the Board.

6.10 2014 Convocation Motion to Confer Diplomas, Certificates and Degrees

Ms. France noted that the motion is for both the June and October 2014 sessions. She would also like to request an addition to the motion for an honorary diploma for Joseph Robert. A copy of the honorary diploma application was distributed to the Board members and is attached as item #6.10 to the Minutes, it was,

RESOLVED THAT the Board of Governors approve the conferring of Diplomas, Certificates and Degrees at the 47th Annual Convocation Ceremonies with the addition of the honorary diploma for Joseph Robert.

6.11 2013/14 Annual Report

At this time, Ms. France stated that this report is to be submitted to the Ministry at the end of July and advised that the Board Chair had one minor change to the Message from the Board Chair, a copy of the revised message it attached as item # 6.11 to the Minutes. After a brief discussion, it was,

RESOLVED THAT the Board of Governors approve the 2013/14 Annual Report as amended.

7.0 TRIBUTE TO THE RETIRING BOARD MEMBERS

The Chair thanked Ted Farron and Craig Parrott for their commitment to the College and all their knowledge that they shared over the years. At this time, they were now presented with a small token of appreciation from the Board with the Chair stating it had been a pleasure to work with both of them and wished them the best in the future. Ted Farron and Craig Parrott said a few words of appreciation and thanked everyone for their support over the years.

At this time, the President thanked Ted Farron and Craig Parrott on behalf of College Administration for their six years of contribution and commitment to the College. The President made special note of the fact that it was the first time in his tenure that two former Chairs were retiring from the Board in the same year.

8.0 DATE OF THE NEXT MEETING

The next Committee of the Whole meeting will be held on September 9, 2014 and the next Full Board meeting will be held on September 23, 2014 in Room #342, South Campus in Windsor.