

ST. CLAIR COLLEGE OF APPLIED ARTS AND TECHNOLOGY

MINUTES of the

FULL BOARD MEETING of the BOARD OF GOVERNORS

Held on Tuesday, March 29, 2016 at 6:30 p.m., in the Board Room #342 at South Campus, Windsor, Ontario

PRESENT:

Mr. D. Allen, **Chair-Elect**
Mr. T. Berthiaume
Ms. P. France, **President**
Mr. C. Janisse
Ms. L. Kempe
Ms. M. Lucio
Ms. M. Marcotte
Mr. V. Marcotte
Mr. D. Moncur
Ms. P. Papadeas
Ms. M. Renaud
Ms. M. Rogers
Mr. R. Rusich
Mr. R. Seguin
Ms. M. Wickham
Mr. D. Wilson, **Chair**

REGRETS:

Ms. M. Corey

Also Present:

Mr. D. Barsanti, Vice President, Student Services & Administration
and Corporate Secretary
Mr. E.P. Chant, Editor, SAINT, Student Newspaper
Mr. F. Curtis, Faculty Observer
Mr. J. Fairley, Vice President, College Communications and
Community Relations
Ms. S. Girard, Secretary, Board of Governors
Ms. M. Rush, Local 137, Support Staff Observer

Having a quorum of Governors in attendance and the Notice of 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. Wilson 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 March 29, 2016
Full Board Agenda as distributed.

2.0 **Approval of the Full Board Minutes of the March 1, 2016 Meeting Held in Windsor, Ontario.**

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

RESOLVED THAT the In-Camera
Minutes of the March 1, 2016
meeting be approved as distributed.

At this time, the Chair presented Mr. Berthiaume with his Good Governance Certificate on behalf of College's Ontario.

3.0 **CONSTITUENT REPORTS**

The following constituent reports were heard:

Support Staff

Ms. Mary Beth Rush introduced herself to the Board indicating that she was the new Local 137 Support Staff constituent representative.

Student Representative Council (Windsor)

At this time, Mr. Chant presented a brief report on behalf of Ms. Underwood highlighting the following:

- Mr. Chant indicated that Ms. Underwood was participating in the interview process for the appointed directorships for next year.
- He stated that tomorrow Ms. Underwood and the incoming president, Jeff Rousseau will be in Toronto for several days to participate in presidential training and discussion provided by the College Student Alliance advocacy group for all new incoming presidents.
- During the past year the SRC has been conducting a review and updating of its corporate bylaws and policy & procedures. They are hoping to present proposed bylaw amendments for review and ratification next month.
- Ms. Underwood stated they the SRC were very happy with many elements of the both the provincial and federal budgets in terms of fostering the affordability of education and they hope the Board of Governors will also benefit from some improved financial situation for operational and capital funding.

- He stated that an email invitation was sent to the Board for the SRC Changeover Banquet on April 22, 2016 at the St. Clair College Centre for the Arts and if you are available they would be very happy to see you there.

Faculty

Mr. Curtis stated he had nothing to report at this time.

4.0 PRESIDENT'S REPORT

At this time, the Chair called on the President to give her report. Ms. France indicated that she had a few items that she wanted to share with the Board:

- 1) Ms. France stated that she prepared a brief report highlighting activities that had taken place since the last meeting and that it is in the Board portfolios. This report is attached as item #4.0(a) to the minutes.
- 2) She reminded the Board that in their portfolios there is a copy of all the media stories and releases that have taken place since the last meeting. This is attached to the minutes as item #4.0(b).

5.0 BUSINESS ARISING

5.1 Ad-Hoc Committee Reports

At this time, the Chair presented a brief overview of the history of the Finance and Audit Committee indicating that they have decided to put a hold on recruiting community members. He stated they will look at the existing structure taking a look at the executive limitations and the Board policies as it pertains to financial matters which deal with budget and the fiscal condition. In revisiting those executive limitations to determine whether they are still relevant, whether they are comprehensive enough, clear enough and provide sufficient detail. If they don't, then the committee will bring some recommendations to the Board. He stated that the committee is using the Carver Model, A Guide to Financial Management as their guideline. One of the items in there is that the Board should determine what information it needs and then determine the frequency that the information needs to be reviewed. A draft timetable has been established for financial reporting and will be brought back to the Board at a later date.

An Ad-Hoc committee, which has not yet been formed, will deal with the recruitment of new Board members to fill the Board vacancies. He stated that three external Board vacancies are coming up that will need to fill. The Chair is recommending the following people for this committee:

- Dan Wilson, Chair
- Dan Allen, Chair-Elect
- Vince Marcotte, Past Chair
- Marilee Marcotte
- Lori Kempe

A timeline has been established by the Chair and Chair-Elect and they will start immediately. The advertisement has gone out to the Windsor and Chatham papers as well as the community papers and at this point of time there are 17 applicants.

The Chair asked for a motion to approve the presented committee as outlined above, it was,

RESOLVED THAT the Board of
Governors approve the Recruitment
Committee as outlined above.

The Chair then thanked those Board members that expressed an interested in participating on this committee.

5.2 KPI Surveys

The Chair called on the President to present this item. The President indicated that the KPI Report is on the Board Work Plan for the month of March and in previous years there has been the odd time when the information has been given although it has been embargoed. To date, the College has not received anything so this item will have to be deferred to the April meeting.

The Chair asked when the information is received, would the Board be informed of what quartile the college is sitting compared to other colleges. The President indicated that this information is not reported back to the College that way but in the future she would be able to report that information back to the Board.

5.3 Audit Committee Report

The Audit Committee Chair, Mr. Janisse presented the Audit Committee Report indicating that the Audit Committee had met on March 1, 2016. He noted that there were not significant changes to the timeline or audit approach from the prior year. The auditors will be at the College starting April 18, 2016 for approximately three weeks. They will be using new software called HALO to assist in data sorting. Mr. Janisse noted that materiality is at about \$2.4 million (same as last year). He noted that previously there was no limitation of liability, PWC told them that this has become a standard terms of business which will need to be signed off by all clients. The addition to this clause was in response to some recent court findings for excessive amounts related to auditor liability.

Significant risks identified related to:

- Revenue Recognition
- Material Misstatement
- Accounting estimates

PriceWaterhouse Coopers will report unadjusted and adjusted terms over \$240,000.

Following Mr. Janisse's verbal report, it was,

RESOLVED THAT the Board of
Governors approve the Audit
Committee Report as presented.

6.0 **APPROVAL ITEMS**

6.1 Energy Conservation

The Chair called on Mr. Barsanti to present this item.

Mr. Barsanti indicated that on page 4 of the Board agenda there is an overview followed by an Executive Summary, Energy Retrofit Program and Pro-forma and Scheduled of Energy Savings (A. Lighting Retrofit & Redesign B. Mechanical Modifications). He stated that MTCU requires Section 28 approval prior to the College signing an agreement. Mr. Barsanti noted that Board approval is the first step in the Section 28 approval process.

Mr. Barsanti stated that the schedule that is laid out in the Board package illustrates how the plan would work. A third party company would borrow the money needed for the project and the College would pay this back with the energy savings from the project. The Board asked for clarity on the risks associated with the agreement as it pertains to St. Clair College.

At this time, Mr. Janisse called a motion that the Board of Governors approve to proceed with the Energy Conservation Projects and the Section 28 process provided it is substantially in line with the proposal presented, it was,

RESOLVED THAT the Board of
Governors approve to proceed with
the Energy Conservation Projects and
the Section 28 process provided it is
substantially in line with the proposal
presented.

6.2 Vision, Mission, Values and Strategic Directions

At this time, the Chair called on the President to present this item.

The President noted that the draft Strategic Directions were presented at the February Board meeting and there was some minor tweaking based on input from staff. This document was also provided to the following constituent groups:

- All Administrators
- Local 137 - Support (Executive)
- Local 138 – Faculty (Executive)
- College Advisory Committee

The Chair called for a motion to approve the Vision, Mission and Values as presented and distributed, it was,

RESOLVED THAT the Board of Governors approve the Vision, Mission and Values as presented and distributed.

The Chair reminded Ms. Girard to amend the Mission Statement at the top of the agenda.

Ms. Lucio recommended that Strategic Direction #4 be broken into two separate categories (4. Human Resources and 5. Facilities), therefore, there would now be six directions.

One Board member requested that a date be added to the bottom of the document so we know which copy is most recent.

A separate motion was presented to approve the Strategic Directions as presented and distributed with the amendment to the titles, it was,

RESOLVED THAT the Board of Governors approve the Strategic Directions with the amendments to the titles.

7.0 MONITORING REPORTS

7.1 Cyclical Reviews

A motion was brought forward to approve the Cyclical Reviews as presented for information, it was,

RESOLVED THAT the Board of Governors approve the Cyclical Reviews as presented for information.

7.2 Student Retention

Ms. France indicated that she has provided the Board a copy of the same report from a retention and attrition perspective for clarification sakes.

A motion was brought forward to approve the Student Retention report as presented for information, it was,

RESOLVED THAT the Board of Governors approve the Student Retention report for information.

8.0 NEW BUSINESS

8.1 Consent Agenda

The Chair reviewed the use of a consent agenda and the benefits. He proposed that a policy be brought back to the Board at a future meeting for approval. The Chair, Chair-Elect and President would select what is put on the consent agenda.

After some discussion, it was decided that the policy attached to the agenda would be adopted by the Board as the Board's Consent Agenda in the Board format, it was,

RESOLVED THAT the Board of Governors approve the policy attached to the agenda as this Board's Consent Agenda.

9.0 POLICY/BY-LAW REVIEW

9.1 By-Law 21 – (2nd Reading)

A Board member noted that under 21.4 in the second line, it should read "member" instead of "director" to be consistent. Therefore, with that amendment, it was,

RESOLVED THAT the Board of Governors approve By-law 21 as amended.

9.2 By-Law 38 – (2nd Reading)

The Chair noted that under 38.4 and 38.5 there are terms of reference that should be looked at as there are personnel titles that have changed. Therefore, it was,

RESOLVED THAT the Board of Governors approve By-Law 38 as presented.

9.3 By-Laws 26 & 27 – (1st Reading)

The Chair asked if there were any changes to this by-law, hearing none, it was,

RESOLVED THAT the Board of Governors approve the 1st reading of By-Law 26 & 27 as presented.

9.4 Policy 2003-5 (Code of Conduct)

The Chair asked if there were any changes or additions to this policy. One member noted that on page 38 of the agenda under #1 it should read “Board members must be sensitive to conflicts of interest whether it is actual, perceived or potential and should be guided by the Provincial guidelines in those matters.” With that amendment, it was,

RESOLVED THAT the Board of
Governors approve Policy 2003-5
as amended.