

ST. CLAIR COLLEGE OF APPLIED ARTS AND TECHNOLOGY

MINUTES

of the

FULL BOARD MEETING of the BOARD OF GOVERNORS

Held June 25, 2013 at 6:45 p.m., in Boardroom #342, South Campus, Windsor, Ontario

PRESENT:

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

REGRETS:

Ms. L. Kempe
Ms. S. McCourt
Mr. R. Seguin

Also Present:

Mr. D. Allen, Incoming Board Member
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. K. Isley, SRC President
Mr. J. Kazakevicius, Director, Facilities Management

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. Farron chaired the meeting and Ms. Girard was the Recording Secretary.

Mr. Farron congratulated and welcomed our future Board member Dan Allen on his upcoming term with the St. Clair College Board of Governors.

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

Hearing no declarations of conflict of interest and with the addition of the one item under 4.0 Business Arising, it was,

RESOLVED THAT the Board
adopt the June 25, 2013
Full Board Agenda as amended.

2.0 **Approval of the Full Board Minutes of the May 28, 2013 Meeting Held in Chatham, Ontario**

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

RESOLVED THAT the Full
Board Minutes of the May 28, 2013
meeting be adopted as distributed.

3.0 **Constituent Reports**

Student Representative Committee

Ms. Isley stated that she did not have anything to report to the Board at this time and noted that she was looking forward to the upcoming year.

SCC Retirees Association

Dr. Klein stated that he had nothing to report to the Board at this time and noted that a full report will come to the Board in September.

4.0 **Business Arising**

4.1 2013 ACCC Update

- This year's conference was in Penticton, British Columbia. Board members, Mr. David Moncur, Ms. Mila Lucio, Ms. Kay Curtis, Ms. Lori Kempe and Mr. Kyle Pilon were in attendance.
- A summary of the ACCC Conference submitted by the attendees was attached to the agenda 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.

4.2 President's Report

Dr. Strasser indicated that he had nothing new to report at this time but did want to thank Kay Curtis and Rookaya Parak for their dedication and support while they were on the Board.

4.3 Board Chair & Chair-Elect Election Results

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

RESOLVED THAT the Board of Governors approve the nominations of Vince Marcotte for Chair and Charles Janisse for Chair-Elect.

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 existing 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.

4.5 Chatham Initiative – Annex Building

Dr. Strasser provided an updated on the Annex building adjacent to the Capitol Theatre.

Dr. Strasser asked for a motion to direct administration to bring the transaction to a successful conclusion, it was therefore,

RESOLVED THAT the Board of Governors approve Administration to complete this transaction.

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 18, 2013 and that the minutes from March 5, 2013 were approved. At this meeting Mr. Barsanti highlighted significant items on the financial statements and Ms. Peterson 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 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 on June 25, 2013.
- There were three significant audit items, accounting and financial reporting matters:
 - Accounting Standards – College was required to adopt new accounting standards on or after January 1, 2012. The College chose to adopt the Public Sector Accounting Handbook including PS4200 to PS4270.
 - Accrued Vested Sick Leave.
 - Post-Employment Benefits and Compensated Absences Liability.
- Summary of unadjusted:
 - There were no unadjusted items.
 - There was one adjusted item made by the College during the audit process relating to the Second Career Grant.
- 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. Farron in turn thanked the Audit Committee on behalf of the Board.

A motion to receive the Audit Committee Report 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, 2013 for submission to the Ministry

Mr. Barsanti spoke to this item. He stated that Pricewaterhouse Coopers (PWC) has now completed six audits. PWC will be providing audit services for four 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:
 - Higher than last year, more temporary investments, due mainly to sale of land to MTO & Schlegel, MTCU growth funding and some significant donations to the College.
- Long-Term Investments - \$7,775,912 Foundation Investments.
- Construction in Progress:
 - This is a new financial statement category, previously included under Capital Assets.
 - \$5,272,299 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.
- Post-Employment Benefits & Compensated Absences:
 - New financial statement category.
 - Decreased slightly (change in assumptions, discount rate used).
 - Now includes Vested Sick Leave Benefit, Non-Vested Sick leave and post-employment benefits.
 - Our share is 5.4% of total college wide liability.
- Deferred Capital Contributions relating to Construction in Progress:
 - New financial statement category.
 - Increased, this is due to the funds from MTCU for the Windsor Sportsplex.
- Net Assets – Operating:
 - Overall increase of about \$12 million.
- Invested in Capital:
 - Increased by about \$1.5 million.
- Revenue:
 - Overall about \$13 million increase.
 - Gain on disposal of capital assets – accounts for almost \$5 million.
 - Grants and tuition revenue both increased.

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, 2013 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 summarizes the balance sheet that is in the Board package and this budget ties into the budget that was previously approved.

It was noted by a Board member that they felt it would be beneficial to have the budget for a few years out to review possibly at the mid-year review.

Following the presentation and discussion, it was

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

5.4 Risk Management

Ms. France spoke to this item and a copy of her PowerPoint presentation is attached to the minutes at item #5.4.

Ms. France indicated that although this report is brought to the Board on an annual basis, Risk Management is an integral part of our day-to-day operations in everything that we do.

Ms. France noted that there are four steps in the Risk Management Strategy:

- 1) Identify the Risk
 - Main categories continue to be used to identify potential risks and these include:
 - Academic and Student Services
 - Facilities
 - Financial
 - Human Resources
 - Health and Safety
 - Health Services
 - Information Technology
 - Corporate
- 2) Analyze and categorize the risk
 - Evaluate and prioritize risk. The Senior Operations Group (SOG) assesses the probability of each threat becoming a reality and estimates the possible effect(s) and cost to the institution.
- 3) Manage the Risk
 - Determine how the risk will be managed and minimized. This includes controls, procedures, policies or operational steps will be outlined indicating how the risk is being managed and/or minimized.

4) Review the Risk

- The risk management process includes regularly updating and reviewing the assessment based on new developments or actions taken. This will be done annually by the Senior Operations Group and brought to the Board of Governors for information.

Ms. France noted that the last presentation was back in 2011 and some key points/updates from this year's presentation are:

- Quality Assurance (Rating – Medium) is a new category.
 - Creation and review (annual) of relevant policies and procedure.
 - Annual funding available for professional development and College Educator Development Program (CEDP).
 - Communication of Audit requirements and Implementation Plan made to all academic staff.
 - The College will be going through an accreditation process in 2015 – 2016 noting that this is part of the Strategic Directions and there is a test audit scheduled for 2014 – 2015.
- Student Accidents/Incidents/Violent Behaviour
 - Administration and front line staff was involved in a three day comprehensive Violent Threat Assessment Training in June 2013.
 - Revision of the College's Threat Assessment Policy and protocols are currently underway.
- Student Lawsuits/Harassment/Bullying Complaints (Rating – High)
 - A "Conduct Depository" was created in the Student Administration System to allow better monitoring of progressive/repeated negative behavior across the College community.
- Deferred Maintenance Items (Rating – High)
 - \$1.5 million allocated to deferred maintenance in 2013.
 - Alternative modes of financing to support deferred maintenance requirements is explored at all times (i.e. photocells on roof in exchange for roof repairs).
 - MTCU is engaged with a Facility Assessment Program Project working group. As part of that project they will review the current condition of 12 colleges this year and make recommendations to make improvements and assist colleges with needed repairs. St. Clair College is due to have its assessment in August 2013.
- Health and Safety/Ministry of Labour Compliance
 - Annual review of Health and Safety Policies.
 - Currently up to 29 Health and Safety Policies.
 - Document College Health and Safety Program (Internal Responsibility System – IRS) distributed to all staff in hard copy and resides on the intranet for reference.
 - Work Wellness program incorporated for staff. St. Clair College has won awards for this program every year since 2008.

At the conclusion of Ms. France's presentation Board members noted that they were impressed with this comprehensive report and thanked Administration for the report.

Mr. Parrott asked that a copy of last year's and this year's Risk Management report be put in the Orientation binder for ongoing review.

Ms. France noted that one of changes to this year's report from previous was the impact scale for Student Accidents/Incidents/ Violent Behaviour. The scale was noted as 1 – 3 as it was difficult to give that a solid number due to the nature of the category.

5.5 Review of the "Draft" 2013/2014 Board Meeting/Event Schedule

Ms. France indicated that a revised Board Meeting/Event Schedule was in the Board portfolios as there was a change after it was sent out.

Ms. France also noted that it appears there may be a conflict with the May 2014 Board meeting as the ACCC conference is scheduled for May 25 – 27, 2014. If the Board wishes to move the May meeting this could be addressed at the September meeting.

It therefore was,

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

5.6 Board Retreat

Ms. France informed the Board that the RetroSuites in Chatham had been booked for October 18 & 19, 2013 for the annual retreat.

Dr. Strasser asked that Board members leave Saturday, October 19, 2013 after the Board retreat open as we may have a golf outing at Woodland Hills.

6.0 POLICY/BY LAW REVIEW

6.1 By-Law Review (2nd Reading)

This item was deferred to September being removed off the Full Board agenda and added to the September In-Camera agenda

7.0 DATE OF THE NEXT MEETING

The next Committee of the Whole meeting will be held on September 10, 2013 and the next Full Board meeting will be held on September 24, 2013 in Room #342, South Campus in Windsor.

The Chair thanked Rookaya Parak and Kay Curtis for their commitment to the College and all your knowledge that you shared over the years. At this time, they were presented with a small token of appreciation from the Board.

At this time, the Chair-Elect thanked the Chair for his contribution to the College on behalf of the Board and presented the Chair with a gift of appreciation for his service to the College.

The President also thanked the Chair on behalf of College Administration for his contribution and commitment to the College and presented him with his picture to be put up on the wall of the Boardroom.