

ST. CLAIR COLLEGE OF APPLIED ARTS AND TECHNOLOGY

MINUTES

of the

FULL BOARD MEETING of the BOARD OF GOVERNORS

Held June 23, 2009 at 6:30 p.m., in the Union Gas Room, St. Clair Centre for the Arts,
201 Riverside Drive, West, Windsor, Ontario

PRESENT:

Mr. P. Choma
Ms. K. Curtis
Mr. T. Farron
Ms. L. Gall
Mr. M. Helal
Ms. B. Jones
Ms. D. Livneh, **Chair-Elect**
Ms. M. Lucas
Mr. V. Marcotte
Ms. S. McLelland
Ms. K. Mingay
Mr. R. Shaw, Chair
Dr. J. Strasser, **President**
Mr. J. Wickett

ABSENT:

Mr. M. Benoit
Ms. R. Parak
Mr. C. Parrott

Also Present:

Ms. S. Armstrong, Director, Financial Services
Mr. D. Barsanti, Chief Financial Officer
Ms. P. France, Senior Vice President, College
Operations
Ms. Garant, Secretary, Board of Governors
Ms. J. Harris, Vice President, Corporate &
Community
Services and Executive Director, St. Clair
College Foundation

Mr. J. Martin, Observer, St. Clair College
Retirees Association
Mr. B. Nawrocki, President, Local 138, Faculty
Union
Mr. F. Sorrell, Vice President, College
Advancement Services
Dr. P. Tumidajski, Vice President, Academic

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. Shaw chaired the meeting and Ms. Garant was the Recording Secretary.

Dr. Strasser asked for the addition of an item, 5.2, under President's Update and titled the Canadian Heritage Fund, for Board approval.

The Chair asked that item 11.0 be titled Recognition of the Outgoing Board Members of the Board and Adjournment be numbered item 12.

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

A motion to adopt the agenda, as amended, was moved and carried and with no declarations of conflict it was therefore

RESOLVED THAT the Board
adopt the June 23, 2009 Full Board
agenda as amended.

2.0 **Approval of the Minutes of the Full Board Meeting Held on April 28, 2009, in Windsor**

RESOLVED THAT the Board
approve the Minutes of the May 26, 2009
Full Board Meeting.

3.0 **Welcome and Introductions of the New 2009/10 Board Members**

The Chair announced the names of the two new external Board members whose appointments were verbally acknowledged on June 18th by the Council for three year terms to officially commence September 1, 2009; Ms. Sherry McCourt, a Windsor resident and Mr. Shawn Bustin, from Thamesville, Ontario.

Mr. Helal, student representative on the Board is succeeded by Ms. Lindsay DeBoer, External Vice President, Thames Students Incorporated, as of May 1, 2009, added Mr. Shaw.

Regretfully, the new members offered regrets in being unable to attend this evening.

4.0 **Constituent Reports**

Faculty

Mr. Nawrocki, Faculty Union President, was called upon by Mr. Shaw to report on behalf of his constituents and he presented the Board with the following information:

- Faculty officially began bargaining on June 3, 2009.
- The faculty negotiating team met on June 12, 2009 and declared that they were working toward an on-time settlement, which would mean an agreement is expected to be reached on or before the August 31, 2009 date which is the expiry date of the current contract. A number of dates have been set by the Faculty team and presented to the Management team for their consideration and information.
- The team, after three days of discussion, came up with the following specific demands of Administration. They are as follows:
 - Workload
 - Quality of Education
 - Salaries
 - Academic Freedom

The items are arrived at following meetings with the members of the local faculty group.

The final top demands (priorities) are then set by delegates who represent each local from each of the twenty-four colleges at a meeting held in Toronto during the month of February.

- Mr. Nawrocki reminded the members that the last strike by faculty in the spring of 2006 was difficult for the members of faculty as well as the students and although the faculty members do not *want* to strike they are committed to those issues that contribute to a quality education.
- Faculty are determined that their position regarding salary should be maintained with comparative groups of High School teachers and University professors.
- Hopefully there is a willingness on behalf of both parties to reach a mutually acceptable agreement within the appropriate time frame in order to avert any strike action and continue to keep our excellent employer/employee relationship intact.
- Should the outcome be such that there is a strike the hope is that both Management and Faculty can maintain a relationship of mutual respect as was shown throughout the strike of 2006.

Mr. Shaw, on behalf of the Board, thanked Mr. Nawrocki for his report.

Retirees Association

Mr. Martin informed the Board that the Colleges Compensation and Appointments Council (CCAC) is the policy holder for the retirees' fringe benefits. The retirees do support the costs of these benefits and they receive no financial contribution to this from either the Ministry or the colleges. The plan is cancelled out once a retiree reaches the age of sixty-five.

The premiums for this plan have increased by 36% over the last two years with a decrease in benefits and further reductions have been announced for 2010.

This item concerns the retirees, continued, Mr. Martin, and he asked if the Board and Administration would meet with the retiree benefit representatives in support of a position paper to be sent to the provider, Sun Life, which will outline those concerns and put forth some recommendations to prevent what has been taking place from continuing.

On a positive note, added Mr. Martin, the Retirees are hosting a golf fundraiser for the two health-plex initiatives of the College on July 16, 2009 at Oxley Golf Course and the Board members are invited.

Mr. Martin commended Administration and the Board for their vision for a new Health Science Centre which has been needed for a long time. He thanked Dr. Strasser for allowing himself, Ms. Pat McMahon and Ms. Stephanie Nagle to provide input into what should be considered vital to such a centre.

Dr. Strasser took this opportunity to express his gratitude to Mr. Martin and the Retirees Association, on behalf of the College, for their continued support of the College and added that the voluntary support they provide to the College throughout the year does not go unnoticed.

This concluded the constituent reports for this meeting and Mr. Shaw thanked the presenters.

5.0 **President's Report**

5.1 President's Update

The President highlighted the following items;

- June 19, 2009 St. Clair Day from 11:30 a.m. to 2:30 p.m. as a thanks to staff and faculty (full and part-time) for their hard work throughout the academic year.

This event also honors; 25 year employees, retirees and those employees who have passed on within the past year.

The event was catered by the SCCA staff. Approximately 500 staff members were in attendance.

Dr. Strasser extended his thanks to Mr. DiMeo and his staff from the St. Clair Centre for providing the delicious brunch.

- Dr. Strasser indicated that plans for a follow-up meeting to the Joint June 4th meeting with the Board of Governors from the University of Windsor and the College will likely take place early in 2010.

5.2 Heritage Fund

Dr. Strasser introduced this topic to the Board noting that Ms. Harris and her team put forward a proposal for \$175,000 of those funds to be used toward upgrades in the areas of lighting, carpets, marquees, etc. at the St. Clair Centre for the Arts.

Administration is requesting the Board of Governors approve going forward with this proposal.

The motion was moved and carried and it was therefore,

RESOLVED THAT the Board of Governors approve the request for funding from the Heritage Fund, as proposed by the College, for monies to be used to upgrade audio, lighting, signage and carpeting at the St. Clair Centre for the Arts.

A copy of the summary of the proposal and request for a letter of support from the Board is attached as Item 5.2(a) to the Minutes.

In addition, a copy of the letter of support for the funding proposal from the Board Chair is attached to the Minutes as Item 5.2(b).

6.0 **Business Arising**

6.1 2009/10 CCAC Board Appointments

Mr. Shaw indicated that this item was covered under Item 3.0 on the agenda.

6.2 Board Chair, Chair/Elect Election Results

Ms. France, as Corporate Secretary announced to the members that Mr. Shaw was acclaimed as Chair of the Board for the period beginning September 1, 2009 through to August 31, 2010.

In addition, Ms. Livneh was acclaimed as Chair/Elect for the same time period stated above.

The Board members applauded in recognition of the two successful nominees.

7.0 **New Business/Approval Items**

7.1 Audit Committee Report

Mr. Choma reported to the Board, on behalf of the Audit Committee noting that the Committee, consisting of himself, Ms. Livneh, Mr. Wickett, Ms. Armstrong and Mr. Barsanti met on June 15, 2009.

The following highlight the items discussed at that meeting:

- Approval of the October Meeting of the Audit Committee Minutes.
- Internal controls.
- Auditor's summary provided.
- St. Clair's financial records are in extremely good order and all information required by the Auditors was readily provided to them by College staff.
- There were no issues identified to the Board as being areas of risk.
- Auditors were complimentary of Ms. Armstrong's capital disclosure note which showed the Auditors the College's transparency in bringing information forward without being asked which facilitates the process. Mr. Choma personally congratulated Ms. Armstrong for her diligence.
- Mr. Barsanti suggested the information required by the Auditing Firm be provided on a semi-annual basis to make the process less cumbersome at the fiscal year's end.
- Mr. Barsanti was requested last year to provide separate financial statements for the St. Clair Centre with a breakdown of revenue/expenses attributed to the academic, theatre and catering sectors within the Centre.
- This data, according to Mr. Choma would provide a snapshot view of the viability and contribution levels of each of these enterprises.
- This information will be forthcoming to the Board, indicated Mr. Barsanti through Mr. Choma.
- The Chief Auditor, Mr. Dennis Staudt, was extremely complimentary with respect to the state of the College's financial records and with the latest funding announcements expressed his confidence

in the financial health of the institution going forward.

- Mr. Choma closed his remarks asking that the Board accept his recommendation to accept the Audit Report, as presented.

Mr. Barsanti was asked at this time to provide a more detailed account of the meeting from his perspective as CFO of the College.

Price Waterhouse Coopers who performed last year's audit and kept detailed notes of that process were well documented and actually required less time of staff than they did the previous year. Now having two audits completed by them the subsequent years' audits should be carried out rather smoothly with both sides having established a certain comfort level of what is expected.

Mr. Barsanti indicated that PWC followed his suggestions and came in September and December and pulled invoices and other documentation required in the final audit. This interim work alleviates the rush to complete everything in March and April.

At this time Mr. Barsanti reviewed the highlights of the attached Audit report with the Board.

On page 9 of the attachment under current liabilities the \$12M dollars stated under accounts payable and accrued liabilities (note 9), explained Mr. Barsanti, includes trade accounts and accrued liabilities consisting of accrued vacation pay, security deposits and dues to student associations. (Total: \$12,329,259).

On the same page, under the same heading, the item bank loan, explained Mr. Barsanti, refers to the loan for the current student Centre building which has now been converted to a long-term debt and the terms of repayment through the next five fiscal years are outlined under Note 13 (long term debt).

In response to past concerns pertaining to long term liabilities based on benefits going forward, Mr. Barsanti explained that the colleges hire an actuary who calculates those liabilities and according to those calculations our College debt moving forward will be 5%.

The cost to the College for accrued vested sick leave benefits of faculty (hired prior to March 31, 1991) which works out to 5% as well, indicated the CFO.

Mr. Barsanti also pointed out the Colleges unrealized loss on long-term investments which indicates a loss of approximately \$120,000 due to the loss in overall investments generally, however, less significant than could have been had the College not invested mostly in bonds.

The Capital Management disclosure item on page 27, explained Mr. Barsanti, is the same item Ms. Armstrong was commended for by the Auditing Firm.

Mr. Barsanti invited questions from the Board at this time.

One member asked about the St. Clair Centre financial condition and Mr. Barsanti indicated that the facility was breaking even and the budgets, by department, are monitored on a monthly basis. Mr. Barsanti stressed that the current budget is devoid of City of Windsor funding.

Administration will actually have a better indication of the Centre's viability in October. Hearing this information the Board member indicated that he was very encouraged to hear this.

One member was concerned and felt the College would be making more profit from the residence than what the statements indicate and Mr. Barsanti explained the interest on the loan for the residence is quite significant and cuts into those profits. Further explained Mr. Barsanti, in looking into buying out the existing mortgage, a significant penalty of approximately \$2M would be incurred, which is a deterrent. The interest rates are lessening with time as more and more going to pay down the principle.

Mr. Barsanti highlighted the following notes:

- Under revenue on Page 10, the increase in student tuition.
- No sale of real estate as was the case in last year's budget.
- Changes in accounting policies noted on Pages 17/18.
- Pages 20 & 21 include expenses related to upgrades in the Nursing labs, vet tech labs, Power Engineering and Entertainment Technology equipment purchases and the costs associated with the Centre for Construction building.

Statements was A motion to approve the Consolidated Financial moved and carried and it was therefore,

RESOLVED THAT the Board approve the audited consolidated Financial Statements for the year ended, March 31, 2009, as distributed.

his thanks Mr. Shaw expressed, on behalf of the Board of Governors, and appreciation to Mr. Barsanti and his staff for the excellent outcome with the audit. He also acknowledged the members of the Audit Committee for their efforts.

7.3 2009 ACCC Update

attending Mr. Shaw and Ms. Livneh shared their impressions from this year's ACCC conference in Charlottetown, P.E.I.

for this Ms. Livneh began with her observations citing the theme year's conference was about change (primarily due to the economy) and the colleges' efforts to adjust and cope during these tough economic times.

coping Other colleges were interested in how St. Clair was considering our location and proximity to the States and our dependence, historically, on the automotive sector.

at a turning Ms. Livneh noted that the consensus is that education is point with a market based on skills. Our

education must be able to respond differently today than in the past.

One topic of particular interest to Board members at the conference was the leaning towards a paperless Board which was discussed in a presentation made by Durham College. All information is accessed on-line with all records shared electronically.

Ms. Livneh indicated that this item could be brought forward in more detail at a future meeting. The next ACCC conference, she added, will be held at Niagara College and Durham College will make a presentation. A portal will be set up for Board access once the information is available.

One presenter from a Florida College (65,000 students), Sandy Schubert, spoke to the historical significance of the colleges and what they have provided over the years, since their inception. Ms. Schubert stated that colleges re originally set up to do research ('40's), compared to the '60's when graduates were "pumped out" into an eager hiring market and then in the 80's the enrolment has declined due to the decrease in the number of baby boomers.

Ms. Schubert went on to explain that in 2009 the philosophy is to allow learning to occur and that given the right atmosphere/environment, anyone can learn. Students who enjoy a positive learning experience for their first five courses will succeed and the results are a lower attrition rate resulting with 80% of students beginning and continuing on to graduate.

In other discussions there are many ideas available in the technologies to be shared. Faculty must own the changes they wish to see happen.

Overall the ACCC has developed a Strategic Plan for 2009 through 2012 moving forward which provides advocacy for its member organizations in the pursuit of organizational excellence. The plan is to provide a model of excellence in the governance policy.

Mr. Shaw commented on the presence of the Canadian Forces at the conference. Their vision is to take a new approach to training, using the colleges to train for the services. They exhibited a large recruitment display.

8.0 **Board Policy Review -1st & 2nd Readings**

8.1 (a) Policy 2003-26 – Board Staff Relationship – President’s Job Description – 1st Reading

The decision was to come back with changes to the wording with the addition of Strategic Directions, in September.

(b) Policy 2003-27 – Board Staff Relationship, Monitoring President’s Performance – 1st Reading

Mr. Shaw deferred this item to a later date to allow for the working group of the Board to review recommendations for changes from members to the existing Performance Evaluation Process permitting the working group to bring its recommendations for changes to this policy back to the Board for approval.

(c) Policy 2003-28 – Board/Student/Alumni Relationship – Student/Alumni Organizations – 1st Reading

There were no changes brought forward to this policy.

8.2 Revised Board Policies – 2nd Reading/Approval Items

(a) Policy 2003-20 – Executive Limitations – Resource Development

This policy was approved with the changing of the wording from Strategic Plan to Strategic Directions.

(b) Policy 2003-21 – Executive Limitations – Communications and Counsel

This policy was approved without change.

- (c) Policy 2003-25 Board-Staff Relationship – Delegation to the President

This policy was approved without change.

Following 2nd Reading, It was therefore

RESOLVED THAT the Board approve Policy #2003-20 under Executive Limitations – Resource Development, as amended on June 23, 2009.

And also

RESOLVED THAT the Board approve Policy 2003-21 under Executive Limitations-Communication and Counsel and Policy 2003-25- under the title Board-Staff Relationship - Delegation to the President on June 23, 2009.

9.0 **Meeting Evaluation**

9.1 Meeting Evaluation

One member noted a concern with hearing the discussion throughout the meeting and asked that this issue be addressed for future meetings.

The Chair asked that when individuals experience trouble hearing the discussion that they immediately let the speaker know in order to rectify the problem.

10.0 **Date and Time of the Next Meeting**

The Chair announced that the next Full Board Meeting is scheduled for September 29, 2009 in the President's Board Room #342 at South Campus in Windsor.

11.0 Recognition of Outgoing Board Members

Jim Wickett

The Chair introduced this item and explained to the Board members that he first worked with Mr. Wickett when he was on the Board of the Chatham General Public Hospital. Jim Wickett, a graduate of Western Ontario University and receiving his Law Degree at the University of Windsor, was the first Chair of the Chatham General Public Hospital Board, added Mr. Shaw. Mr. Wickett through the years has continued to serve the Chatham community as a volunteer with the Y.M.C.A. He has served as Chair of the St. Clair College Audit Committee from 2005 through 2007. Mr. Shaw acknowledged Jim Wickett as his mentor when he joined the Board at the College and credited Mr. Wickett for taking over the position of Chair after only one year on the College's Board, following the retirement of Mr. Feldmann. Mr. Shaw noted that Mr. Wickett would be truly missed by the Board and the members applauded as Mr. Shaw presented him a small token in appreciation of his service to the College.

In response, Mr. Wickett stated that it was his privilege to serve on the Board of Governors at St. Clair College and what a pleasure it was to work with this Administration and Board. He commended both for such a well run institution.

Vince Marcotte

Mr. Shaw then thanked Mr. Marcotte for his service on the Board and in particular for the last two years he served as Board Chair and mentor to Mr. Shaw.

During his tenure as Chair, added Mr. Shaw, Mr. Marcotte saw the St. Clair Centre for the Arts as it transitioned from ownership by the City of Windsor to St. Clair College, which provided many challenges. The Board Chair was a key player in that initiative and his commitment to St. Clair College was even more evident when he continued to effectively perform his duties as Chair, while difficult negotiations were taking place at his own place of employment, Casino Windsor. Mr. Shaw

commended Mr. Marcotte for never losing his focus on the College.

Mr. Marcotte, you will be truly missed, Mr. Shaw remarked, in closing. The Board again applauded in recognition of Mr. Marcotte's many contributions as he also was presented a token of the College's appreciation.

Mr. Marcotte expressed his thanks and added that of the 50 – 60 committees he has sat on over the course of his career, the St. Clair College Board was one he actually chose to sit on.

In his six year tenure Mr. Marcotte stated he enjoyed working with the staff and they made every effort to make his job easier. He acknowledged the effort of the everyday workers (staff and faculty) whose job it is to create a positive learning environment for our students, noting the Board is only secondary to this objective.

Further, Mr. Marcotte acknowledged the efforts of the President and his Administration, especially Ms. Patti France. All their hard work shows in the positive press the College has received over the years and finally the recognition by both levels of government in their recent funding announcements to the colleges. Dr. Strasser has been unyielding in his efforts to gain the funding needed to move forward.

Moe Helal

Mr. Shaw recognized Mr. Helal, a recent graduate of St. Clair College for his contribution over the past year and expressed that it was a pleasure to work with him on the Board. Mr. Helal was always willing to express his student perspective to the issues that were presented, added Mr. Shaw.

Board members applauded as Mr. Shaw presented a small token of appreciation to Mr. Helal on behalf of the Board and St. Clair College.

Mr. Helal thanked everyone for the experience he has gained serving on the Board.

President's Remarks

In recognizing their contributions to the College, Dr. Strasser expressed special thanks to Jim Wickett and Vince Marcotte for their valuable and much appreciated contributions while serving on the Board of Governors. This evening witnesses the retirements of two former Chairs of our Board, noted the President. Many of the new buildings and initiatives have only become a reality due to their collective efforts and diligence on our Board of Governors.

Dr. Strasser extended his thanks to Mr. Helal for his support over the past year and wished him luck in all future endeavors.

12.0 **Adjournment**