

ST. CLAIR COLLEGE OF APPLIED ARTS AND TECHNOLOGY

MINUTES

of the

FULL BOARD MEETING of the BOARD OF GOVERNORS

Held June 28, 2016 at 6:30 p.m., in Boardroom 342, South Campus, Windsor, Ontario

PRESENT:

Mr. D. Allen, **Chair-Elect**
Mr. T. Berthiaume
Ms. M. Corey
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. Rogers
Mr. R. Rusich
Mr. R. Seguin
Ms. E. Staley
Ms. M. Wickham
Mr. D. Wilson, **Chair**

Also Present:

Ms. S. Armstrong, Director, Financial Services
Mr. D. Barsanti, Vice President, Student Services &
Administration and Corporate Secretary
Ms. T. Bendo, Incoming Board Member
Dr. K. Blanchette, Chair, School of Health Sciences,
(Incoming Board Member)
Mr. E.P. Chant, Editor, SAINT, Student Newspaper
Mr. J. Fairley, Vice President, College Communications and
Community Relations
Ms. S. Girard, Secretary, Board of Governors
Ms. N. Jammu-Taylor, Incoming Board Member
Mr. B. Jones, Retirees Representative
Mr. M. Jones, Chief Financial Officer
Mr. J. Rousseau, President, Student Representative Council
Mr. J. Sirianni, Executive Director, Human Resources
Mr. E. Sovran, Incoming Board Member

Present for Items #6.1 and #6.2

Ms. K. Davis, President, Alumni Association Board
Ms. K. Gosselin, Manager of Alumni and Donor Relations
Mr. C. Hotham, President, Foundation Board

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. Wilson chaired the meeting and Ms. Girard was the Recording Board Secretary.

At this time, Mr. Wilson introduced Jeff Rousseau, E.P. Chant, Shelley Armstrong, Marc Jones, Bill Jones, Kelly Gosselin, Charlie Hotham and Kim Davis. He also took this opportunity to introduce the incoming external Board members that were present this evening: Teresa Bendo, Egidio Sovran and Nancy Jammu-Taylor and one of the internal Board members, Dr. Ken Blanchette.

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

The Chair asked if there were any conflicts of interest or changes to the agenda. The Chair noted that he would like to add item #5.4 Suspended or Cancelled Programs, item #7.5 Board Recruitment and defer item #8.1 By-Law Review – 1st Reading to the fall. Hearing no declarations of conflict of interest and no other changes to the agenda, it was,

RESOLVED THAT the Board
adopt the June 28, 2016
Full Board Agenda as amended.

2.0 **Approval of the Full Board Minutes of the April 26, 2016 Meeting Held in Windsor, Ontario**

The Chair asked if there were any changes, errors or omissions to the Minutes. It was noted that a constituent had not been included on the Minutes, so with that amendment, it was,

RESOLVED THAT the
April 26, 2016 Full Board
Minutes be approved as amended.

3.0 **Constituent Reports**

Retirees Association

At this time, the Chair called on Mr. Jones to present his report from the Retirees Association. Mr. Jones reminded everyone of the upcoming 50th Anniversary for the College and noted that two retirees are on the planning committee. He noted that they are still working on the folklore project and are still very active with the archive project. Mr. Jones announced that at the Green and Gold Day, the Retirees Association presented Ms. France a cheque in the amount of \$1,000 for the Foundation for Life.

The Retiree Newsletter is attached as item #3.0 to the minutes.

Student Representative Council

The Chair called on Mr. Rousseau to bring his report on behalf of the Student Representative Council

- Mr. Rousseau stated that SRC just begun their new year on May 1, 2016.
- He stated that SRC has many projects happening but one of the main projects is the courtyard renovation that is being transformed into the Student Life Centre that will be named after Dr. John Strasser.

At this time, Mr. Rousseau played a short video illustrating the new Student Life Centre.

He stated that Oscar Construction was the successful company to build the Student Life Centre. He stated that they broke ground about 1 ½ weeks ago and a ground moving ceremony is being planned sometime in the summer. Construction is projected to be completed by January 2017.

They are looking at planning a concert this year for frosh week as something different and new. They are really focusing on mental health initiatives this year. One of the things that their Board had decided was to partner with the College and different organizations in Windsor/Essex County for suicide prevention.

4.0 **President's Report**

The Chair called on Ms. France to present her report.

- 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(a).
- Ms. France prepared a report highlighting activities that had taken place since the last meeting and a copy is in their portfolios, attached as item #4.0(b).

- The President formally announced that the College attended the Chatham Council meeting on Monday, June 27, 2016 and was successful in receiving support of the National Powerline Training Centre in the amount \$250,000. She congratulated the Senior Team, Ms. Gosselin and Mr. Benoit for all of their efforts. Ms. France also recognized and acknowledged Mr. Jim Hogan for attending the meeting to support the College from industry.

At this time, Ms. France took this opportunity to introduce Mr. Marc Jones as the new Chief Financial Officer and welcomed him to his first official Board meeting.

5.0 **Consent Agenda**

5.1 2016 CIGan Update

- The Chair asked that Ms. Lucio's report be forwarded to the entire Board, attached to the Minutes as item #5.1.

5.2 Risk Management (The College Centre of Board Excellence)

5.3 Review of the "Draft" 2016/2017 Board Meeting/Event Schedule

- The Chair asked for a revision be made to the Board Retreat date indicating that the Retreat will be a one day event on Saturday, October 29, 2016 and there will not be a Board meeting that month.

5.4 Suspended or Cancelled Programs

RESOLVED THAT the Board of Governors receive the Consent Agenda items for Information purposes.

6.0 **Business Arising**

6.1 Report from the Alumni Board to the Board of Governors

At this time, the Chair called on Ms. Kim Davis to present this item. She stated that this is the first time that the Alumni Association has reported to the Board and she was very happy to be here.

Ms. Davis began the PowerPoint presentation by highlighting the objectives of the Alumni Association and gave a brief background on each current Alumni Association Board Member.

At this time, Ms. Davis called on Ms. Gosselin to present the remainder of the PowerPoint presentation. The PowerPoint presentation is attached as item #6.1 to the Minutes.

The Chair asked for a motion to accept the Alumni Association report for information purposes, it was,

RESOLVED THAT the Board of Governors accept the Alumni Association report for information purposes.

6.2 Report from the Foundation Board to the Board of Governors

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

Mr. Fairley took this opportunity to introduce, Mr. Charlie Hotham, the Chair of the Foundation Board and owner of Hotham Building Materials.

Mr. Hotham began the PowerPoint presentation by giving a brief background on each current Foundation Board Member. Mr. Hotham then called on Mr. Fairley to present the remainder of the PowerPoint presentation. The PowerPoint presentation is attached as item #6.2 to the Minutes.

Mr. Fairley informed the Board that he had just received a call from Mr. Dino Chiodo from Unifor and they are going to donate to St. Clair \$75,000 to help out in whatever capacity the College needs. This donation will be distributed as \$50,000 this year and \$25,000 the following year.

The Chair asked for a motion to accept the Foundation Board report for information purposes, it was,

RESOLVED THAT the Board of Governors accept the Foundation Board report for information purposes.

6.3 Appointment of a Member of the Foundation Board

Mr. Wilson thanked Mr. Moncur for being the Board representative on the Foundation Board.

The Chair stated that he had sent out an email prior to the meeting to the returning Board members identifying the role of the Foundation Board representative and asked for Board members that would be interested. He noted there was one Board member who expressed interest, Mr. Dan Allen. At this

time, the Chair asked if there were any others that would like to express an interest.

Hearing none, the Chair brought a motion forward for the Board of Governors to approve the appointment of Mr. Dan Allen to serve as the Board of Governors representative on the Foundation Board for the period of 2016-2017, it was,

RESOLVED THAT the Board of Governors approve the appointment of Mr. Dan Allen as the Board of Governors representative on the Foundation Board for the period of 2016-2017.

6.4 Executive Plan for the Summer Months

At this time, the Chair reminded the Board that during the year there had been a revision to the By-law that established the Executive Committee consisting of the President, Chair and Chair-Elect to serve as a standing committee throughout the year in the event that a decision was required on an urgent basis.

The Chair proposed the Committee operate during the summer months as follows:

- The Committee will meet only if needed.
- If the Committee meets and it is of an urgent matter where they require the input of the entire Board, a meeting will be called.
- If the above is not feasible, an attempt will be made for a teleconference to receive the Board's input.
- If that is not feasible then the Committee will make the decision on behalf of the Board and report back to the Board any decisions that were made at the September Board meeting.

7.0 **New Business**

7.1 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 28, 2016 and that the minutes from March 1, 2016 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.

A copy of Mr. Janisse's full Audit Committee report as prepared by Mr. Barsanti is attached as item #7.1.

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, 2016, it was,

RESOLVED THAT the Board of Governors approve the Audited Consolidated Financial Statements for the year ended March 31, 2016 for submission to the Ministry.

7.2 Audited Consolidated Financial Statements for the Year Ended March 31, 2016 for submission to the Ministry

Mr. Barsanti spoke to this item. He stated that Pricewaterhouse Coopers (PWC) has now completed nine audits. PWC will be providing audit services for one more year (March 31, 2017). An RFP will be issued in the Fall for a new auditor.

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 & Temporary Investments:
 - Approximately \$20.8 million.
 - Higher than last year, about \$7.5 million, mostly OFA debt.
- Long-Term Investments - \$8,734,366 Foundation Investments, about \$144,000 lower than prior year due to decrease in fair market value.
- Construction in Progress:
 - \$497,551 compared to last fiscal \$314,856, about \$183,000 higher than prior year due to purchase of CNC machines not yet put into use.
- Current Liabilities: In total, increased about \$2.2 million. Accounts payable and accrued liabilities increased about \$1 million, includes the \$1 million accrued for Chatham HealthPlex final settlement.
- Current portion of long-term debt increased about \$1.4 million, due to long-term debt received during fiscal year from the OFA.
- Long Term Debt: Increased about \$5.5 million.
- Deferred Capital Contributions relating to Construction in Progress:
 - \$180,000 this year, the increase from last year (MTCU funding – AEF signature) is for the CNC Mills.
- Net Assets – Operating:
 - Up about \$5.4 million.
- Invested in Capital:
 - Decreased by about \$5.5 million.
- Revenue:
 - Overall about \$4.1 million increase.
 - Government grants have decreased.

- Tuition revenue & contract training both increased.
- Indicates a loss of \$586,801 on disposal of the James Burgess Skills Centre but actually made about \$283,000. The Deferred Capital Contribution Revenue is included in the \$6,555,141.
- Expenditures:
 - 0.3% overall increase year over year compared to 7% year over year last year.

After the discussion, it was noted that this item was approved following the Audit Committee Report under item #7.1.

7.3 Business Plan – Accrual Budget Template (MTCU Format)

Mr. Barsanti reminded the Board that this is a requirement from MTCU and they are asking for the College to estimate the statements for 2016-2017 based on what the College knows as of today. He then gave the Board a brief overview of the information attached to the Board agenda.

At this time, the Chair asked for a motion to approve the Business Plan – Accrual Budget Template (MTCU Format), it was,

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

7.4 Board Planning Session

At this time, the Chair stated that the Board Planning Sessions is scheduled to take place on Saturday, October 29, 2016 at the St. Clair College Centre for the Arts. The purpose of holding the meeting in October is to get the Board back on a regular planning cycle where strategic plans could be developed and then operationalized so that the Board could develop objectives by April 1.

Since the Board had just held a retreat in January and the Strategic Plan is still very fresh and new this session may include:

- Bringing in a guest speaker.
- Taking a preliminary look at the 2017/2018 objectives.
- An update by the President on the progress to date against the objectives that were approved.
- This could be a component of Board orientation for new Board members. In addition to:
 - Tour of the facilities.
 - Sit down with the Board and Senior Administration to discuss our governance

model and bring new Board members up to speed as quickly as possible.

- Higher Education Session in November in Toronto.

A draft agenda for the Board Planning Session will come back to the Board in September.

7.5 Board Recruitment

The Chair indicated that Dan Allen and Marlene Corey's first three year term will end August 31, 2016 and asked if they would like to stay on for another three year term. They accepted and a motion was brought forward to appoint Mr. Allen and Ms. Corey for another three year term, it was,

RESOLVED THAT the Board of Governors approve another three year term for Mr. Allen and Ms. Corey.

8.0 Policy/By-Law Review

8.1 By-Law Review – 1st Reading

This item was deferred to September.

8.2 President Emeritus Policy

The Chair briefly discussed the change that was requested at the last meeting and noted that change had been made.

This item had been deferred from the last meeting as there was discussion surrounding a process and procedure defining who should nominate, how that should happen and when it should happen. There has been some correspondence back and forth and the Chair is suggesting that the amended policy, having the one term relocated, be approved. His recommendation would be that the policy be approved as distributed with the understanding that it may, if the Board so chooses, define a separate policy or procedure regarding how it would be applied.

The Chair asked for a motion to approve the policy as distributed, it was,

RESOLVED THAT the Board of Governors approve the policy as presented.

At this time, the Chair took this opportunity to thank Mr. Janisse, Mr. Moncur, Ms. Marcotte, Ms. Papadeas and Mr. Seguin. He stated that during the term of the outgoing members they had experienced the opening of the SportsPlex, Health Sciences building, the Schlegel Long Term Care Facility, the MediaPlex, the Mary Uniac Health Sciences building, the HealthPlex in Chatham and the TD Student Centre downtown.

He thanked the outgoing members for their time, dedication and knowledge over their time with the Board. He wished all of them well and asked them to stay connected with the College. He then presented each outgoing member with a token of appreciation.