

ST. CLAIR COLLEGE OF APPLIED ARTS AND TECHNOLOGY

MINUTES

of the

FULL BOARD MEETING of the BOARD OF GOVERNORS

Held June 28, 2011 at 7:00 p.m., in Boardroom 342, South Campus, Windsor, Ontario

PRESENT:

Ms. L. Gall
Mr. C. Janisse
Ms. D. Livneh, **Chair**
Ms. M. Lucas
Ms. M. Marcotte
Mr. D. Moncur
Ms. P. Papadeas
Ms. R. Parak
Mr. C. Parrott, **Chair-Elect**
Mr. R. Rusich
Mr. R. Seguin
Dr. J. Strasser, **President**
Ms. B. Whiteford

REGRETS:

Mr. M. Caron
Ms. K. Curtis
Mr. T. Farron
Ms. S. McCourt

Also Present:

Ms. S. Armstrong, Director-Financial Services
Mr. P. Aylesworth, Faculty Observer
Mr. D. Barsanti, Chief Financial Officer
Mr. E.P. Chant, Editor, SAINT, Student Newspaper
Ms. P. Corro-Battagello, outgoing Secretary, Board of Governors
Mr. J. Fairley, Vice President, College & Community Relations
Ms. P. France, Senior Vice President, College Operations
Ms. S. Girard, incoming Secretary, Board of Governors
Ms. M. Lucio, incoming Board Member
Mr. V. Marcotte, incoming Board Member
Mr. J. Martin, Representative, St. Clair College Retirees Association
Mr. J. Roberts, SRC External Vice-President
Mr. D. Wilson, incoming Board Member

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'**.

Ms. Livneh chaired the meeting and Ms. Corro-Battagello & Ms. Girard were the Recording Secretaries.

Ms. Livneh congratulated and welcomed our future Board members Vince Marcotte, Mila Lucio and Dan Wilson on their upcoming terms with the St. Clair College Board of Governors.

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

The Chair called for a motion to adopt the agenda and it was moved and carried. Ms. Livneh called for any declarations of conflict and hearing none, it was therefore,

RESOLVED THAT the Board
adopt the June 28, 2011
Full Board Agenda as distributed.

2.0 **Approval of the Full Board Minutes of the May 24, 2011 Meeting Held in Windsor, Ontario**

The Chair at this time called for any changes or omissions to the above Minutes as distributed and it was noted that the date should read May 24, 2011 not May 26, 2011. It was requested that at the end of item 5.1 the following comment should be added: In response to a question from Ms. Livneh regarding whether or not the College is in full compliance with the Risk Management Plan, it was noted that the College is fully compliant.

RESOLVED THAT the Full
Board Minutes of the May 24, 2011
meeting be adopted as amended.

3.0 **Constituent Reports**

Student Representative Council

Mr. Jeremy Roberts, SRC External VP, was present on behalf of Mr. Caron who was unable to attend. Mr. Roberts provided a short video highlighting the numerous activities that the SRC was involved with including the Relay for Life, Super Hero, Convocation, Negev dinner and the Rosalie Trombley dinner to name a few.

Faculty

Mr. Phil Aylesworth introduced himself as the Faculty Observer, noting that as this is his first meeting, he would only be observing.

SCC Retirees Association

Mr. Martin presented a report on behalf of the Retirees Association. He noted the following items:

- The provincial organization that OCRA continues to pursue discussions with Colleges Ontario, the College Employer Council, the CAAT Pension Plan, and representatives of OPSEU (Faculty, and Support Staff) and OCASA, to ensure the needs of retirees are communicated to those in decision-making roles
- OCRA is in the process of:
 - Reviewing its role in support of its members.
 - Exploring opportunities with other organizations.
- Fundraising for the two HealthPlexes to date, \$18,385 (61%) has been raised towards their \$30,000 target; Mr. Martin noted that this is 4% higher from prior.
- A fundraising golf tournament is scheduled for June 30, 2011 at Oxley Golf Course.
- Retiree Educational Programs – On May 26, 2011, 13 retirees visited the Great Lakes Institute for Environmental Research (U of Windsor). Mr. Martin stated that all of us were impressed that this world-class facility is in our back yard. He thanked retirees Gary Macleod and Jim Chambers for arranging the tour. The tour was followed by lunch at “The Olde Towne Bake Shoppe”.
- On May 25, 2011, members met at Chatham Breakfast House and Grill and heard a very good presentation on Identity Theft by Lori Timpson (Chatham Kent Police Services).
- Mr. Martin also informed the Board that Mr. Totten’s, 44 year old son, Mark had passed away and that the Retirees Association were trying to provide some support for Mr. Totten and his family.

A copy of the Retirees Association report is attached as Item 3.0.

Mr. Jeremy Roberts, SRC External Vice-President in Mr. Caron’s absence, provided a report in the form of a video:

- The video outlined all the activities that had happened in the month of June and this consisted of the Relay for Life, Super Hero, Convocation, Negev dinner and the Rosalie Trombley dinner to name a few.

4.0 **Business Arising**

4.1 2011 ACCC Update

- This year’s conference was in Edmonton, Alberta. Board members, Mr. Craig Parrott, Ms. Pat Papadeas, Mr. Matt Caron and Ms. Deborah Livneh were in attendance. Mr. Roberts read a report submitted by Mr. Caron with regards to the ACCC Conference.
- Ms. Papadeas attended the pre-conference session and felt it was the best part of the conference and contained information which would be useful at the Board Retreat. She felt that the orientation in Toronto was more effective.

- Mr. Parrott thought that the key note speakers were interesting and more relevant than the breakout sessions or the concurrent sessions. There was a huge emphasis on recruiting Aboriginals and students for the Canadian Forces. Mr. Parrott provided the following overview:

“One that I found that was intriguing was done by a Futurist by the name of Lipitoid and he reinforced some of the stuff that we learned in Toronto in the sense that 190,000 jobs are going to be available, he really got into the whole issue of foreign students and not only supporting them before, during and after and those kinds of issues. He also said that we need to train our students to be ready to work in foreign countries; if that means that we arrange co-ops where they can work with foreign students. Then he talked about the emergence of the economy of Brazil, China and India and how that affects where we go as a College, so I found that very interesting and that was a key note session. Another session that I found interesting was done by a young Canadian film maker, Andrea Cazzabon, basically her film was on Third world Canada, she went into Northern Ontario to a First Nations settlement and just how badly the conditions are there and worst than some of the areas that she has travelled in the Third World and the whole issue of government support but that went along with the theme of the conference of where First Nations and Aboriginals were featured in many ways. They are also the largest growing population as far as Canada goes as far as birth rate goes and to some degree many of the Colleges think that we should be targeting them as potential students but then again we are in Alberta which is a whole different scenario then Southwestern Ontario so it really was an eye opener”.

- Mr. Parrott enjoyed hearing the three young women sing the Canadian anthem in French, Cree and English.
- Ms. Livneh stated there were three main components of the conference:
 1. Essential Skills
 2. Aboriginal
 3. Applied Research
- Ms. Livneh also stated that they discussed how to get funding for applied research and there were five benefits:
 1. Professors
 2. Students
 3. College itself
 4. Industry
 5. Community
- The next ACCC Conference will be held in Halifax in May 2012.
- A copy of the ACCC Conference Update from Mr. Caron is attached as Item 4.1.

4.2 President's Report

Dr. Strasser announced the following items:

There was a HealthPlex announcement on Monday, June 27, 2011 for funding in the amount of \$7.9 million. The project would cost the College a minimum of \$15 million and it is anticipated that by September 1, 2013, which is when we expect this to be built; the College would have raised \$7.1 million. The \$7.9 million was a request made to the Provincial government and that is what they gave the College. It was noted, the \$7.1 million raised does not include any monies that we would get from any other source, so the College appears to be in good shape in terms of moving forward with the HealthPlex. Dr. Strasser stated that the architectural design should be completed by the end of January 2012 and the College would look to putting a shovel in the ground around April 1, 2012 with about an 18 month window to have it be completed by September 2013.

Mr. Parrot asked if the artist renderings that were part of the presentation yesterday showed the final product to which Dr. Strasser answered in the affirmative. Glos Associates were the architects selected and that is their design. It would be positioned in the parking lot almost directly across from the entrance to the residence parking lot and facing the residence.

Ms. Livneh congratulated the College on continuing to grow and continuing to become a Destination College.

- Dr. Strasser also made mention that the Support Staff will have a strike vote on July 14, 2011.

4.3 Board Chair & Chair-Elect Election Results

Ms. Livneh announced the election results as Mr. Parrot has been elected as Chair and Mr. Farron has been elected as the Chair-Elect. The Board congratulated Mr. Parrot and Mr. Farron with a round of applause.

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 14, 2011 and that the minutes from March 22, 2011 were approved. At this meeting Mr. Barsanti highlighted the financial statements and Mr. Staudt and Ms. Marks from Pricewaterhouse Coopers presented the audit committee financial report. Mr. Janisse made the following points:

- Pricewaterhouse presented the Committee the final report.
- Pricewaterhouse plans to issue an unqualified opinion on the College's financial statements.

- Pricewaterhouse Cooper will issue the financial statements once they have been reviewed by the Board of Governors.
- There were two issues with the audit and they were the same as from previous years.
 1. The Accrued Sick Leave Benefit, present value is \$310,000.
 2. Accrued Employee Future Benefits summary of unadjusted items had a positive effect of \$41,733.
- There were no significant deficiencies, no significant difficulties and no irregular activity, fraud or illegal acts.

A motion to receive for information was made and it was agreed to receive the Audit Committee Report for information.

Mr. Janisse concluded by stating that this was a good audit and thanked those involved.

Ms. Livneh in turn thanked the Audit Committee on behalf of the Board.

5.2 Audited Consolidated Financial Statements (Business Plan) for the Year Ended March 31, 2011 for submission to the Ministry

Mr. Barsanti spoke to this item. He stated that they found Pricewaterhouse Coopers to be detailed and thorough. They will be going out for a request for proposal for the fall audit services for the years 2012-2017. From the 39 page report attached to the Agenda Mr. Barsanti highlighted the following points:

- It was noted that in their opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of St. Clair College of Applied Arts and Technology and its subsidiary as at March 31, 2011 and the results of their operations and their cash flows for the year then ended in accordance with Canadian generally accepted accounting principles.
- On page 9 it can be seen that the cash is \$8.5 million higher because of KIP money received by March 31.
- On page 9 you will note the new long term grant of \$684,000 for the HealthPlex.
- On page 9, you will note that Capital assets are up \$45 million.
- On page 10, you will note that Accounts payable and accrued liabilities are up \$12 million due to hold backs.
- On page 10, you will note that Net Assets – unrestricted, before undernoted accruals are in better shape than last year.
- On page 10, Vacation Pay, Employee future benefits and vested sick leave benefit (prior to 1991) are basically all offset under liabilities.

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, 2011 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.

Following Mr. Barsanti's presentation Mr. Parrot asked how the College is doing with the utilities. Mr. Barsanti replied that the College has provided its best guess. Green tax has been added to the utility bill of \$500,000 to \$1 million.

Mr. Parrott asked the question of what is the requirement to reduce administrative costs. Mr. Barsanti replied that the senior team needs to be reduced; the requirement is 10% over two years. Ms. France noted that the 2010/2011 multiyear agreement has included this section as a requirement to the report. She added that the due date has been extended to September 30, 2011.

Mr. Janisse inquired about a surplus. Mr. Barsanti explained that on page 52, the College has \$1 million in reserve on line 32.

Ms. Papadeas asked about enrolment number projections. Mr. Barsanti replied that the financial plan has a projection of 8,100 students for September.

Following the presentation and discussion, it was

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

6.0 **Policy/By Law Review**

6.0 By Law 1 – 5 – 2nd Reading

Ms. France reminded everyone that By-Laws 1–5 were included in the April package and were discussed at that time. She pointed out that Appendix C was changed to the Advisory College Council and noted other revisions on pages 56, 57 and 58.

RESOLVED THAT the Board of
Governors approve By-Laws 1 – 5
as suggested.

6.1 Policy 2003-6 – Cost of Governance – 2nd Reading

Ms. France handed out the track changes for pages 59 – 61 in the agenda and it was noted that the last line on page 61 needs to be removed. Ms. Marcotte suggested inserting the words “College Policy number – as amended at the end of the second paragraph on page 60.

Ms. Marcotte asked the question, “would it be appropriate for the Chair to receive a summary”? Ms. France answered yes, and that the following would be added to the Policy “The Chair of the Board will receive annually a summary of the reimbursement expenses incurred under this policy”.

These changes will come to the September Board meeting for approval.

6.2 Policy 2003-14 - Asset Protection Appendix A (College Policy 4.12) – 2nd Reading

Ms. France stated that the only change to the policy was to Appendix “A”. Ms. Livneh asked if the College has revision dates. Mr. Barsanti stated that at the top of the page effective date is the revision date. Ms. France stated that they would reference the effective date in the policy as well.

It was also noted that the last word on the Policy “College” was incomplete.

With those changes it was:

RESOLVED THAT the Board of
Governors approve Policy 2003-14
as amended.

7.0 Date of the Next Meeting

The next Committee of the Whole meeting will be held on September 13, 2011 and the next Full Board meeting will be held on September 27, 2011 in room 342, South Campus in Windsor.

Prior to the meeting being adjourned, Ms. Livneh thanked Ms. Corro-Battagello for her two years of excellent service to the Board. Ms. Livneh welcomed Ms. Girard as the incoming Board Secretary.

At this time, Ms. Livneh and Ms. Lucas were thanked for their many contributions and years of service and were presented with retirement gifts.