DRAFT

MINUTES OF MEETING NUMBER FOUR HUNDRED AND SEVENTY THREE OF THE BOARD OF GOVERNORS OF ALGONQUIN COLLEGE WHICH WAS HELD ON MONDAY, MAY 14, 2012, AT 5:30 P.M. IN ROOM 104 AT THE ALGONQUIN COLLEGE HERITAGE INSTITUTE, PERTH CAMPUS

Present	Michael Dunlop, Chair	Regrets	Denise Amyot
	Doug Orendorff, Vice Chair (teleconference)		Barbara Farber
	Eric Agyemang		Louis Lamontagne
	Jeanine Chiasson		John Owens
	Lynne Clark		
	Pauline Edmonds	Vice Presidents:	Gerry Barker, Human Resources
	Robert Gillett, President		Kent MacDonald, Academic
	Doreen Hume		Joy McKinnon, Business Development
	Kathyrn Leroux (teleconference)		Duane McNair, Administration
	James McIntosh		Deborah Rowan-Legg, Student Services
	Andrew Pridham		
	Mark Sutcliffe (teleconference)	Recording Secretary	Anna Cobus

Observers
Fred Blackstein, Incoming Governor (F2012)
Jennifer Daly-Cyr, Acting Director, Strategic Programs & Services Planning
Dave Donaldson, Dean, School of Business
Tara Lee Ferguson, Administrative Services, Algonquin College Heritage Institute
Barbara Foulds, Acting Dean, Faculty of Health, Public Safety & Community Studies
Raymonde Hanson, Consultant
Kyrylo Kasyanenko, Incoming Governor (F2012)
Murray Kyte, Acting Dean, Algonquin College Heritage Institute
Wayne Lewrey, Manager, Institutional Research and Planning
Russ Mills, Dean, Faculty of Arts, Media and Design
Brenda Rothwell, Executive Director, Foundation
Doug Wotherspoon, Executive Director, Advancement

The Chair called the meeting to order at 5:31 p.m. and welcomed incoming student Governor, Kyrylo Kasyanenko, who was in attendance as an observer.

12-27 CONFLICT OF INTEREST DECLARATION

None.

12-28 APPROVAL OF THE PREVIOUS MINUTES

RESOLUTION

MOVED & SECONDED – Chiasson and Hume

That the minutes of April 9, 2012, be approved as presented.

12-29 BUSINESS ARISING

None.

12-30 PRESENTATIONS

SOCIAL MEDIA
D. Wotherspoon, Executive Director, Advancement, provided a presentation focused on the College's Social Media Plan. The primary purpose of the plan is to establish a roadmap that will confirm the College's position as the Connected College and as a continued leader in the corporate and academic use of social media.

An overview of social media in Canada and abroad was provided, as well as the target audiences, key strategies, goals and success measures of the College's Social Media Plan.

Questions/Comments:

- *Governor Sutcliffe: Why is Canada more active than other countries in social media, and what lesson might there be for the College in that?* The federal and provincial governments have made a priority of ensuring that as many communities as possible have access to high speed internet and continue to fund rural connectivity. Brazil is #2 on Facebook and the size of the country and its connectivity is a direct correlation. A second factor is distance as social networks overcome geography.
- *Governor Leroux: Are all of the College's social media networks operated by staff members?* No. It varies from staff to students to alumni.
- *Governor Leroux: Has thought been given to providing a sanctioning initiative for those networks which are not staff led?* Yes. Policies are under development which will be coming forward in this regard and will include a requirement to have a representative from the Advancement Area included as an administrator on College networks to provide continuity to the College's efforts over time.
- *Governor Orendorff: How does the Social Media Strategy fit with the overall Digital College Strategy?* The Social Media Strategy complements the Digital College Strategy by providing

additional tools for leveraging. It is focused on the ongoing work of training individuals and being a thought leader in managing social networks so that faculties, schools and departments can receive support.

- *Governor Clark: In terms of analytics, perhaps we should be looking at who is using the tools and information rather than just numbers, and measure ourselves on that basis.* Agreed. Engagement levels, affinity and sentiment will be a focus. Currently we use sales force to track all interactions as well as HootSuite, a social media management tool.
- *Governor Clark: Is there a social media calendar?* Yes. There is a communications calendar which has been added to the social media calendar.

KPI/MYAA UPDATE

Wayne Lewrey, Manager of Institutional Research and Planning, provided an update related to Key Performance Indicator results for 2011-12, as well as the Multi Year Accountability Agreement (MYAA) Report Back for 2010-11.

The history, purpose, and internal/external uses of KPI data was provided, including a summary of the latest results in comparison to the provincial average as well as to the College's peers.

The second portion of the presentation focused the College's achievements for the 2010/11 MYAA report back in comparison to the provincial results.

Questions/Comments:

- *Governor Agyemang: It is encouraging to see an increase in graduate employment given the economic crisis.*
- *Governor Agyemang: Would it be possible to share the KPI results with students as it may be a morale booster?* The SA Board of Directors currently receives the data, but it is not released systematically.
- *Governor Leroux: How many graduating students are represented in the 87.5% of students who indicated that they were employed?* There were 5751 graduates. Of those, 2616 were contacted and 87.5% indicated that they were employed.
- *Governor Leroux: How do these results compare to the data that has been collected in previous years?* The College is doing a laudable job. However, as mentioned in the past, there is a disconnect in successfully encouraging graduates to divulge information about their employers so that the employer satisfaction results are more representative.
- *Governor Dunlop: Would it be possible to compare the percentage of those who do respond in comparison to other Colleges of the same size?* The College compares itself against the other seven large Colleges. The College has a goal of being the top third of the large Colleges in the system in all five metric areas. In three of the five measures, the top third has been achieved. Further work is required in the employer satisfaction and KPI graduation rate.

- *Governor Dunlop: In terms of retention, there a question of the quality and of different manners in reporting on retention, correct?* Yes, it is not believed to be a deliberate misrepresentation rather than an absence of common data definitions.

12-31 DECISION ITEMS AND REPORTS

REPORT OF THE GOVERNANCE COMMITTEE

Jim McIntosh, Chair of the Governance Committee, presented the findings and recommendations of the policy and bylaw review undertaken by the Governance Committee with the assistance of Governor Orendorff and Raymonde Hanson, retired Vice President Academic. The Governance Committee reviewed the current 30 Board policies and revised four of them (into three policies), converted one policy into a new bylaw and recommended rescinding 26 policies (including the policy converted into the bylaw).

Approximately 20 new policies were considered by the Governance Committee, based on the consultation of other Colleges policies and identified College needs. Following this consultation, three new policies were selected and refined. One of the policies (Financial Management) will be reviewed by the Audit Committee before coming to the Board. A second new policy dealing with the Responsibilities of the Board requires further review by the Governance Committee, as well as the incoming President and Chair, and will be brought forward in the fall. A third policy dealing with the Responsibilities of the Board Chair is being brought forward for approval.

The Standing Committees Terms of Reference were also reviewed to ensure they were current, and have a common format with other standing committees. Minor revisions are proposed. The Audit Committee Terms of Reference is to be reviewed by the Audit Committee at their next meeting before being presented to the Board.

As part of the process, the College lawyers reviewed the Board bylaws, the revised and proposed new policies as well as the Committee Terms of Reference.

Questions/Comments:

- *BG I-02 - Appointment/Reappointment of External Governors:*
    - *Governor Leroux: Are there key skills that must be identified in the skills matrix?* A skills matrix has been completed based on the structure and target skill areas provided by the Ministry. It will be circulated to Governors.
- *BG I-03 - Communication with the Board of Governors:*
    - *Governor Edmonds: We are a publically funded institution and to give the Board Chair the right to turn someone down is too much power in one person's hands. Back in 1996 when the College experienced a contraction of funds and there was talk of suspensions, the Board heard presentations from various groups. The College*

would look very different today if the Board had not heard from those groups. It is important that we hear from our constituents.

- *Governor McIntosh: When the Board drafted this section of the policy, it was with the intention to make the Chair accountable for his/her decisions. The Board would always have the ability to override the Chair's decision.*
- *Chair Dunlop: The policy gives the Board latitude but any decisions must be reported to the Board.*
- *Governor Sutcliffe: Pauline raises a good point and it is important to maintain a balance between the two extremes. What is being proposed strikes a good balance between giving the Board Chair the right to make a decision and also makes the Chair accountable, while not leaving the Board susceptive to being high-jacked.*
- *Governor Leroux: Agrees with Governor Sutcliffe. Perhaps there also may be an opportunity for the Executive Committee to play a role if the Chair is uncertain. It is important for us to manage our own agenda. Perhaps language could be added to clarify the requirement for us to be open to public comment.*
- *Governor Orendorff: Feels that point 2.3 in the policy clearly address the concerns raised by Governor Edmonds.*
- *Governor Edmonds: Disagreed and indicated it was because following the last decision regarding program suspensions, the Board did not delay a decision after a mistake was made. She added if the Board does not have the will to correct a mistake, then why would it they challenge it in the future?*
- *Governor Edmonds: Perhaps a Board majority vote could be done via email.*

RESOLUTION

MOVED AND SECONDED – McIntosh and Hume

a. That the Board of Governors rescind the 26 policies so identified in the Algonquin Board Current Policy Review document.
b. That the Board of Governors approve the proposed revisions to the existing Board policies, now titled:
    - BG I – 02: Appointment/Reappointment of External Governors
    - BG I – 03: Communication with the Board of Governors
    - BG II – 01: Programs of Instruction
c. That the Board of Governors approve the proposed new policy: BG I- 04: Responsibilities of the Board Chair.
d. That the Board of Governors approve the shown proposed changes to Bylaw 1.
e. That the Board of Governors approve the shown proposed changes to Bylaw 3.
f. That the Board of Governors approve the shown proposed changes to Bylaw 4.
g. That the Board of Governors approve the proposed new Bylaw 5.
h. That the Board of Governors approve the proposed changes to the Executive Committee Terms of Reference.

i. That the Board of Governors approve the proposed changes to the Executive Committee Terms of Reference.

RESOLUTION

MOVED AND SECONDED – Edmonds and Clark

That the Board of Governors approve the motion with the exception of Policy BG I – 03: Communication with the Board of Governors, and refer it back to the Governance Committee for further review.

3 IN FAVOUR – EDMONDS, CHIASSON, CLARK
REMAINDER AGAINST
NOT CARRIED

RESOLUTION

MOVED AND SECONDED – McIntosh and Hume

a. That the Board of Governors rescind the 26 policies so identified in the Algonquin Board Current Policy Review document.
b. That the Board of Governors approve the proposed revisions to the existing Board policies, now titled:
    a. BG I – 02: Appointment/Reappointment of External Governors
    b. BG I – 03: Communication with the Board of Governors
    c. BG II – 01: Programs of Instruction
c. That the Board of Governors approve the proposed new policy: BG I- 04: Responsibilities of the Board Chair.
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f. That the Board of Governors approve the shown proposed changes to Bylaw 4.
g. That the Board of Governors approve the proposed new Bylaw 3.
h. That the Board of Governors approve the proposed changes to the Executive Committee Terms of Reference.
i. That the Board of Governors approve the proposed changes to the Executive Committee Terms of Reference.

3 ABSTAINED: EDMONDS, CHIASSON, CLARK
REMAINDER IN FAVOUR
CARRIED

FOURTH QUARTER BUSINESS PLAN REPORT

The fourth quarter Business Plan report was accepted as presented.

REPORT OF THE AUDIT COMMITTEE

D. Hume, Chair of the Audit Committee, reported that the Committee met prior to the Board and discussed the topics listed below.

- The draft financial statements were reviewed with the Auditors present. Six days were reduced from this year's reporting cycle and D. McNair, C. Dempsey and their teams were commended for their efforts. No errors were detected. A full report will be provided at the June Audit Committee meeting.
- An endowment fund investment report was provided; first quarter results are trending above the benchmark.
- The Financial Policy was reviewed and will be presented to the Governance Committee in advance of returning to the Board for approval in June.
- A request for a contingency reserve fund was presented and will come forward at the June board meeting.
- The Committee terms of reference were reviewed and will be presented to the Governance Committee in advance to returning to the Board for approval in June.
- A report was provided on the Enterprise Risk Management audit which is underway.
- An in camera session was held with members of the Audit Committee and Auditors.

REVISED ENDOWMENT FUND STATEMENT OF INVESTMENT POLICIES AND GOALS

RESOLUTION

MOVED – Hume

That the Board of Governors approve the amendments to the Algonquin College Endowment Fund – Statement of Investment Policies and Goals.

CARRIED

12-32 REPORT OF THE CHAIR

The Chair reported the following:

- An email was sent on April 20th regarding the election of Board Officers for 2012/2013. Governors interested in any of the positions were asked to advise A. Cobus by no later than May 18th.

- The June Board meeting will be the annual general meeting of the Board at which time the draft Audited Financial Statements will be presented.

- An invitation will be sent to all Governors on behalf of the President and his wife, Anne, inviting Board Members and their spouses or guests for a dinner at their home on Monday, June 11th immediately following the Board meeting.

- There are two vacancies on the Governors' Affairs Committee for 2012/13 and Colleges Ontario is looking for nominations for the positions. Some of the objectives of the Governors Affairs Committee include ensuring employer representatives on the CAAT Plan committees; ensuring governors receive the proper training to meet their responsibilities; ensuring governors have a forum to discuss issues of importance; and promoting governor participation in advocacy. Interested Governors were asked to notify A. Cobus.

- Feedback from the April meeting was generally positive. The larger location was appreciated by Governors; however, the noise level and comfort of the seating was of some concern. An investigation is ongoing in terms of improving the meeting space for 2012/13. One comment was made that there could have been additional material provided with regard to the program suspensions.

12-33 <u>REPORT OF THE PRESIDENT</u>

The President reported the following:

- The Annual Staff BBQ was held on May 10th and was a successful event.
- The College is awaiting clarification on the provincial budget which is now in its second reading with amendments being made. There have been some grant reductions and changes and many things which bear directly on the College including administrative compensation freezes as well as the international tuition claw-backs.
- Renovations for fall are beginning and Physical Resources is looking out 2-5 years with the Integrated Campus Development Plan.
- It is the time of year when many student appeals are ongoing.
- Convocation ceremonies are approaching. Governors will receive formal invitations to all ceremonies.
- Governor Eric Agyemang was congratulated on winning the School of Business Award

12-34 <u>MANAGEMENT SUMMARY REPORT</u>

The complete management summary report for May, 2012, is available online at www.algonquincollege.com/board.

Governor Edmonds noted an error on page 1 of the Administration Management Summary Report. It was agreed that the error would be fixed and the revised document posted on the Board's website.

12-35 OTHER BUSINESS

There being no further business, the Board of Governors moved in camera.

Following the In Camera discussion, the Board Chair indicated that the Board reached a decision and voted unanimously on the appointment of the President, to be announced publically at a College event on Wednesday, May 16th.

Michael Dunlop, Chair

Anna Cobus, Recording Secretary