

Open Meeting File 2015-06-18, approved September 24, 2015

IN ATTENDANCE**Board Members**

Aaron Bayes ¹
Graeme Bowbrick
Jane Butterfield, AFC Chair
Jason Carvalho
Kathy Denton, President (ex-officio)
Katryna Koenig ¹
Debbie Oster, Acting HRC Chair
Dave Seaweed
Tom Spraggs, TSC Chair
Shelley Williams, Board Chair

Administration

Thor Borgford, VP Academic and Provost
Keith Ellis, Director, Institutional Research and Planning
Shelagh Donnelly, College Secretary; recording
Vicki Shillington, Associate VP, Human Resources
Dave Taylor, Associate VP, Business Development and Strategic Communications
Tracey Ternoway, VP, Finance and Administration
Chris Worsley, Director, Finance

Observers

Ryan Cousineau², BCGEU
Len Millis for Erin Rozman, DCFA
Ruab Waraich, DSU

Guests

Tracy Ho, Ian McLeod, Dave Teixeira

REGRETS**Board Member(s)**

Todd Harper, Chair, Education Council
Peter Kendrick, Vice Chair
Jeevan Khunkhun, CPC Chair
Nicole Liddell, HRC Chair
Gerry Shinkewski, Vice Chair

Administration

Guangwei Ouyang, VP, International Education and Strategic Partnerships
Hazel Postma, Associate VP, Advancement & External Relations

Observers

Erin Rozman, DCFA

¹ late arrival ² early departure

1. CALL TO ORDER AND CHAIR'S REMARKS

There being a quorum present, Chair Shelley Williams called the meeting to order at 5:14 p.m. She noted the unusually high number of board member absences and late arrivals for the meeting, and expressed a strong desire to avoid similar situations in the future. Members joined the Chair in congratulating Dr. Thor Borgford on his appointment as Vice President Academic and Provost.

2. APPROVAL OF AGENDA/CONSENT AGENDA

It was moved by Dave Seaweed, seconded by Tom Spraggs, and unanimously resolved:

20/2015 *THAT the Douglas College Board approve the agenda and approve/acknowledge the following items on the consent agenda:*

- 2.1 Minutes of the May 21, 2015 Open Session Board Meeting
- 2.2 Report: BC Government Service Employees' Union (BCGEU)
- 2.3 Reports: Douglas Students' Union (DSU)
- 2.4 Report: College President – June 2015
- 2.5 Correspondence, Reports and Upcoming Events

3. PRESIDENT'S REPORT**3.1 Report on Operational and Strategic Matters**

Kathy Denton expanded on her written report, provided in the agenda package. She advised that Thor Borgford's appointment as VP Academic and Provost created a vacancy in his previous role, which would be considered as part of the review of the College's Organizational Structure.

The President discussed the advancement of the Bachelor of Social Work (BSW) program proposal for review by the provincial Degree Quality Assessment Board (DQAB), and reported that this would entail a site visit by an expert review panel, likely in Summer 2015.

The President also discussed development of system-wide quality assurance mechanisms and a review of credential requirements, and advised that the Deputy Minister of Advanced Education had asked her to be part of the credential review once it is underway.

3.2 Compliance: Douglas College 2015/16 Accountability Plan and 2014/15 Report

The Board Chair advised that, since elements of the report depended on Closed Session approval of the College's 2015-2020 Strategic Plan, approval of the Accountability Plan and Report would be contingent upon subsequent approval of the Strategic Plan.

Kathy Denton and Keith Ellis highlighted elements of the report included in the agenda package, and noted two measures in which results fell short of targets. Members discussed the findings and management's response. Members commended Dr. Ellis on the quality of the report.

It was moved by Jason Carvalho, seconded by Jane Butterfield, and unanimously resolved:

21/2015 *THAT the Douglas College Board approve the Douglas College Accountability Plan and Report for the 2014/15 reporting cycle, for provision to the Ministry of Advanced Education*

4. ACADEMIC DIVISION UPDATE

a) Annual Report: Vice President, Academic and Provost

Thor Borgford highlighted elements of his written report, including opportunities to be afforded students through the proposed Pre-Engineering credentials presented for Board approval later in the agenda. Members queried career and university transfer options for students who may enroll in the proposed programs, and Dr. Borgford discussed prospects for students who would graduate with the applied and managerial skills envisioned in the programs.

He also advised that the Accreditation Council of Business Schools and Programs' (ACBSP's) June 2015 accreditation of the Faculty of Commerce and Business Administration (CBA) placed Douglas College in the company of some elite business schools across North America.

b) China Graduation Rates: 2008-2015

Thor Borgford referred to his written report and discussed degree and diploma graduation rates at partner institutions Heilongjian University of Science and Technology (HUST) and Shanghai University of International Business and Economics (SUIBE). He noted that the results were similar to the prior year.

5. REPORT ON ELECTION OF 2015-17 OFFICERS OF THE BOARD

The College Secretary reported that all three 2015-17 Officers had been elected by acclamation. She advised that Gerry Shinkewski and Tom Spraggs were elected as Board Vice Chairs, and Shelley Williams as Board Chair, with terms from September 1, 2015 to August 31, 2017.

6. CHAIR, COMMITTEE AND LIAISON REPORTS AND RECOMMENDATIONS

6.1 Board Executive and Governance Committee (BEGC)

a) Chair's Report

The Board Chair congratulated Katryna Koenig on completion of her degree studies and for attaining employment in her discipline. She also thanked members who participated in the College's recent graduation ceremonies and in the recognition of Wally Oppal as the College's newest Honorary Fellow.

The Board Chair discussed plans to participate in graduation ceremonies and meetings at HUST and SUIBE during the last week of June.

b) Government: 2015-16 Mandate Letter

The Board Chair thanked all members for signing the mandate letter, for return to government prior to June 30, 2015.

c) Recognition of Outgoing Board members

The Board Chair expressed the Board's appreciation to outgoing members Aaron Bayes, Todd Harper, Peter Kendrick and Katryna Koenig, and noted that formal recognition would be offered in October 2015. Ms. Koenig expressed appreciation for the opportunity to have served and learned from the experience.

d) Appointment and Reappointments to the Board

The Board Chair reported on government's appointment of Mr. Dave Teixeira to the Board, effective July 31, 2015 and thanked Mr. Teixeira for attending the meeting as an observer. She reported that she had been reappointed to the Board, as had Jane Butterfield, Jason Carvalho, Nicole Liddell and Tom Spraggs.

e) 2015-16 Board Committees and Liaisons: Appointments and Ratifications

The Board Chair outlined the BEGC's recommendations on committee and liaison assignments, and reported that the incoming student members had been consulted as part of the process.

It was moved by Debbie Oster, seconded by Dave Seaweed, and unanimously resolved:

22/2015 *THAT the Douglas College Board approve the following Committee and Liaison appointments, effective September 1, 2015:*

- i. Audit and Finance Committee (AFC):**
Graeme Bowbrick, Jane Butterfield, Jeevan Khunkhun
- ii. Board Executive and Governance Committee (BEGC):**
Jane Butterfield, Gerry Shinkewski, Tom Spraggs, Shelley Williams
- iii. Campus Planning Committee (CPC):**
Jeevan Khunkhun, Gerry Shinkewski, Dave Teixeira
- iv. Human Resources Committee (HRC):**
Jason Carvalho, Nicole Liddell, Debbie Oster
- v. Technology Strategy Committee (TSC):**
Jason Carvalho, Dave Seaweed, Tom Spraggs, Dave Teixeira
- vi. Board Liaison to the Douglas College Foundation:**
Marissa Martin
- vii. Board Liaison to Education Council:**
Monique Paulino
- viii. Board Representative: Douglas College Honorary Fellow Selection Committee:**
Nicole Liddell

The Board Chair explained that Human Resources Committee (HRC) Chair Nicole Liddell was unable to commit to participation in BEGC meetings, and discussed alternative plans for liaison between the two committees. She invited expression of any concerns with such a proposal; none were raised.

It was moved by Jason Carvhalo, seconded by Jane Butterfield, and unanimously resolved:

23/2015 *THAT the Douglas College Board waive, until July 31, 2016, the stipulation in the board Executive and Governance Committee (BEGC) Terms of Reference (TOR) that the Chair of the Board's Human Resources Committee (HRC) shall serve as a member of the BEGC, on the understanding that the Board Chair and HRC Chair shall coordinate communications between the two Committees*

f) Board Development:**i. Summer 2015 Board Orientation: Tuesday, August 18**

The Board Chair advised that a full day of orientation for the Board's four new members was planned for August 18, 2015.

ii. 2015 Conference Reports: Bowbrick, Butterfield, Oster

The Board Chair invited discussion on the conference reports contained in the agenda package. She advised that the Board's Fall 2015 strategic retreat would include a focus on participant feedback for consideration by the Board.

g) Revised 2015-16 Board and Committee Meeting Schedule

The Board Chair discussed the rationale and benefits of the proposed schedule contained in the agenda package, and invited discussion of any concerns. Members agreed to proceed with the schedule as drafted, noting that individual committees may adjust schedules as needed.

6.2 Audit and Finance Committee (AFC)**a) Chair's Report**

The Committee Chair reported on the AFC's June 12, 2015 meeting with external auditors KPMG, and commended Tracey Szirth and Chris Worsley on the College's clean audit.

b) Recommendation on 2014/15 FTE Enrolment Report**i. Audited 2014/2015 Full Time Enrolment (FTE) Report****ii. FTE Enrolment Report Highlight Memo**

Tracey Szirth commended Chris Worsley and her team for their work, and invited discussion of the FTE report and related highlight memo contained in the agenda package. Members discussed enrolment levels in various programs, and the impact of marketing upon enrolments. Keith Ellis offered that new reporting levels will include leading indicators, predictive models, and trend analyses.

It was moved by Jane Butterfield, seconded by Jason Carvalho, and unanimously resolved:

24/2015 *THAT the Douglas College Board approve the 2014/15 audited Douglas College FTE Enrolment Report*

c) Recommendation on 2014/15 Financial Statements**i. Audited Financial Statements for the Year Ended March 31, 2015****ii. Financial Statements Highlight Memo**

Tracey Szirth reported that the College had received a clean audit opinion from KPMG, and confirmed that there were no significant audit issues or internal control recommendations resulting from the audit. Ms. Szirth provided an overview of the audited financial statements and related highlight memo contained in the agenda package, and discussed changes in reporting practices.

Ms. Szirth drew attention to the College's obligations concerning contaminated sites. She explained that the College is not currently liable for any site contamination of its property across the street from the New Westminster Campus, but could become liable should the College decide to build on the site in the future. She cited potential liability triggers, and noted that management was proceeding to secure a cost estimate should a liability occur in the future. Ms. Szirth also discussed a new rule requiring disclosure of borrowing costs (if any) attributable to the construction of capital assets. She advised that Douglas College has never borrowed money.

The Board Chair inquired about the accounting for the College's recently amended investment portfolio. Ms. Szirth confirmed that the laddered bond portfolio was being measured at fair value, with any unrealized gains/losses flowing through the Statement of Re-measurement Gains and Losses.

Members queried whether KPMG's audits identified any legal issues. The AFC Chair reported that KPMG's audit includes a review of legal matters, and that the auditors raised no legal matters for the AFC's attention. She also noted that management has implemented a process in which it conducts and signs off on an annual compliance review, and that the AFC recently reviewed management's 2014-15 compliance report.

It was moved by Jane Butterfield, seconded by Tom Spraggs, and unanimously resolved:

25/2015 *THAT the Douglas College Board approve the College's Audited Financial Statements for the Year Ending March 31, 2015.*

d) Reappointment of KPMG for Fiscal 2015-16

The Committee Chair discussed the proposed motion and invited discussion.

It was moved by Jane Butterfield, seconded by Jason Carvalho, and unanimously resolved:

26/2015 *THAT the Douglas College Board approve the reappointment of KPMG as the Douglas College external auditor, to complete the audit of enrolment and financial statements for the 2015/16 fiscal period*

e) FTE/Financial Reporting: Summer 2015 Semester

Tracey Szirth discussed her report, contained in the agenda package. She noted that, while there is a 2.8% decline in domestic credit enrolments compared to Summer 2014, the College continued to project that it would meet 2015-16 enrolment goals. Ms. Szirth confirmed that open enrolment numbers were higher than those of Summer 2014. Members queried and discussed management's approach to monitoring and responding in a timely manner to enrolment levels and class waitlists. Members commended the work being done by Institutional Research to improve the College's monitoring and predictive capabilities.

6.3 Campus Planning Committee (CPC)

Graeme Bowbrick advised that the Committee had not met since the May Board meeting.

6.4 Human Resources Committee (HRC)

a) Acting Chair's Report

Debbie Oster reported on the Committee's recent meeting, including the HRC's review of management's Occupational Health and Safety (OHS) report for the past semester.

b) Summary of Negotiated Changes: Tentative Agreement Between Douglas College and the Douglas College Faculty Association (DCFA)

Graeme Bowbrick declared a conflict of interest, and Dave Seaweed declared a perceived conflict of interest. Both members recused themselves from the discussion and temporarily left the meeting.

Acting Committee Chair Debbie Oster reported that the HRC had, during its recent meeting, reviewed the summary of negotiated changes reflected in the tentative agreement between the College and the Douglas College Faculty Association (DCFA). Vicki Shillington reviewed the negotiation process and outcome, and thanked Chris Maguire and the DCFA team for their efforts. The Board Chair invited questions of Ms. Shillington; none arose.

It was moved by Aaron Bayes, seconded by Jason Carvalho and resolved, with abstentions by Graeme Bowbrick and Dave Seaweed as noted:

27/2015 *THAT the Douglas College Board approve the negotiated changes to the collective agreement between Douglas College and the Douglas College Faculty Association, for the term of April 1, 2014 to March 31, 2019*

The Board Chair commended Vicki Shillington on the outcome, and members invited elected Board members, Bowbrick and Seaweed, back to the meeting.

6.5 Technology Strategy Committee (TSC)

Tom Spraggs reported on the Committee's work with management and consultants from AMBit.

6.6 Education Council

- a) Chair, Education Council: May 2015 Meeting Report** and
- b) Education Council Chair's Annual Report: June 2014 to May 2015**

In Todd Harper's absence, Thor Borgford referred members to the Education Council Chair's monthly and annual reports, and invited questions; none arose.

c) Credential Recommendations: Establishment of Certificate in Engineering Foundations and Establishment of Diploma in Engineering Essentials

Thor Borgford discussed the proposed credentials and their alignment with forecasted demand for skilled jobs. He noted that the diploma included coursework to develop management skills, and advised of additional, related credential proposals to follow. Members queried transferability, and discussion followed.

It was moved by Katryna Koenig, seconded by Tom Spraggs, and unanimously resolved:

28/2015 *THAT the Douglas College Board approve the establishment of the credentials Certificate in Engineering Foundations and Diploma in Engineering Essentials, effective September 1, 2015*

6.7 Douglas College Foundation

a) Liaison's Report

Aaron Bayes advised that the Foundation would meet again in late June.

7. NEXT MEETING AND ADJOURNMENT

There being no further business, the Chair wished everyone a good summer and adjourned the meeting at 6:36 p.m.

CHAIR

PRESIDENT