

**MINUTES OF THE REGULAR MEETING OF THE
DOUGLAS COLLEGE BOARD
Open Session**

**September 18, 2008
New Westminster Campus Boardroom**

Open Meeting File No. 2008-09-18

Approved November 20, 2008

ATTENDANCE

Board Members: G. Bowbrick**, B. Clarke, C. Codrington, C. Gibson, P. Kendrick, A. Kitching, A. MacGrotty, S. Meshwork (Ex-officio), M. Steinbach, A. Taylor, P. Wates, S. Witter (Ex-officio)

Regrets: M. Hemmingsen, M. Russell

Observers: DCFA Constituency Group Leader (CGL) S. Briggs; regrets from BCGEU

Administration: M. Exmann, B. Jensen, J. Lindsay, K. Maynes, G. Ouyang, H. Postma, C. Worsley
regrets from B. Barber

Guests: K. Denton*, C. Elson*, G. Gramozis*, M. Hebner*, J. Knight*, M. Mack*,
Z. Stojanovic*

Recording: S. Donnelly

* attended a portion of the meeting ** late arrival

1. CALL TO ORDER

There being a quorum present, the Chair called the meeting to order at 6:04 p.m.

2. APPROVAL OF AGENDA

It was moved by Cathie Gibson, seconded by Christian Codrington and unanimously resolved:

27/2008

THAT the agenda be approved as distributed.

3. WELCOME TO NEW BOARD MEMBER: Matthew Steinbach

3.1 Oath of Office

The Chair welcomed Matthew Steinbach as the new student member of the College Board and, prior to inviting Mr. Steinbach to take the Oath of Office, reminded all in attendance of the importance of observing Board By-law 83-3(A2), *Conflict of Interest and Code of Conduct and Ethics*. Upon taking the Oath of Office, Matthew Steinbach offered a brief self-introduction.

4. ASSOCIATION OF CANADIAN COMMUNITY COLLEGES (ACCC)

4.1 Staff Excellence Award: Gerry Gramozis

Andrew Taylor welcomed Gerry Gramozis and his colleagues to the meeting, and conveyed regrets from two of his award nominators, Lisa Colling and John Higgenbottom. Gerry Gramozis was honoured in May 2008 at the ACCC's Annual General Meeting as the 2007-08 recipient of that association's *Staff Excellence Award*. The Chair noted the significance of the award, which is presented to only one staff member annually from amongst 150 Canadian colleges and technical institutes. He added that Mr. Gramozis is widely recognised as a highly skilled, passionate and enthusiastic Laboratory Technician in the College's Psychology department. Following a DVD presentation highlighting Mr. Gramozis' many attributes, the Chair presented Mr. Gramozis with tokens of the Board's appreciation.

4. ASSOCIATION OF CANADIAN COMMUNITY COLLEGES (ACCC), cont'd
4.2 Welcome to/Presentation by ACCC President James Knight

The Chair introduced Mr. James Knight, President of the Association of Canadian Community Colleges (ACCC), and thanked him for joining the Board and for having toured the College's campuses with Susan Witter. The ACCC, as the national and international voice of Canada's 150 community colleges and technical institutes, is mandated to advocate on behalf of its members, provide value added membership services and manage an impressive portfolio of national and international projects.

James Knight conveyed his appreciation for the invitation to spend the day at Douglas College, and for the opportunity to meet or renew acquaintances with a number of employees. Remarking on the College's extensive contract training and the David Lam Campus' impressive facilities for health care training, he commended Douglas College for leading the way in a number of fields, citing the College's Vision Care Centre as a brilliant undertaking. Mr. Knight also commended Susan Witter, as an ACCC Board member, for her contributions to that organization. He noted that this visit to Douglas College has been his first visit to a BC post-secondary institution since his appointment as ACCC President, and that it has been extremely worthwhile.

James Knight explained that he works from his Ottawa base to ensure that politicians understand ACCC members' contributions to small businesses and the Canadian economy. He strives to secure a balance in terms of the funding Ottawa affords ACCC's colleges, institutes, polytechnics, university colleges and cégeps with the funding afforded universities.

There is great demand for college graduates, and the ACCC has identified the October 14, 2008 federal election as a good opportunity to share messages outlined on ACCC platform cards circulated at the Board table. The ACCC has developed a four-point federal action plan, as follows.

- Work with provinces and territories to recapitalize and expand the capacity of colleges and institutes by 30% over five years.
- Create a separate transfer for post-secondary education and ensure that colleges and institutes receive a proportionate share.
- Provide a 100% rebate of GST to reduce the tax burden on post secondary education.
- Allocate 5% of federal investment in research to applied research, product development and commercialization carried out by colleges and institutes with private sector partners.

Full details may be found at www.accc.ca/election. The ACCC will partner in Ottawa with twenty national employer associations and the Canadian Labour Congress to host a September 23, 2008 press conference on the skills crisis, highlighting the need to invest in colleges and institutes. A *Maclean's* magazine supplement on colleges and institutes will be published on October 3, 2008.

5. APPROVAL OF MINUTES OF AUGUST 21, 2008

It was moved by Peter Kendrick, seconded by Paul Wates and unanimously resolved:

28/2008

THAT the minutes be approved with an amendment to reflect Christian Codrington's absence from the meeting.

6. BUSINESS ARISING FROM MINUTES

There was no business arising from the minutes of August 21, 2008.

7. ACADEMIC PLAN UPDATE: PRESENTATION

Jan Lindsay provided Board members with an overview of the draft 2009 to 2012 Douglas College Academic Plan, circulated at the table, highlighting consistent themes and three overarching goals as follows.

- To work with students to achieve their academic, professional and employment goals
- To enhance and strengthen the local, regional and international profile of Douglas College in the BC post-secondary system
- To provide high quality curriculum, program and faculty development

The document will be considered in detail at a September 22, 2008 College-wide forum. Community feedback will then be incorporated in the document, and there will also be a reduction to the level of faculty-specific detail before the revised Plan is brought back to the Board in January 2009. Jan Lindsay reviewed the highlights of the plan and invited Board members to provide her, within the next month, with any comments or questions they may have. The Chair thanked Jan Lindsay for this commendable work, and congratulated all involved in the production of the draft document.

8. DOUGLAS COLLEGE FOUNDATION: PRESENTATION

Hazel Postma provided a presentation on the Douglas College Foundation, highlighting fundraisers and the impact the Foundation continues to make on students' lives. She encouraged all in attendance to donate to the Foundation. The Chair commended the Foundation for its good work.

9. INFORMATION/COMMUNICATION

9.1.1 BCGEU

The Chair conveyed regrets from Acting Constituency Group Leader Catherine Elson, who anticipates that the BCGEU will once again have Constituency Group Leader representation at the College Board table by late Fall 2008.

9.1.2 DCFA

The Chair thanked Susan Briggs for her written report and invited questions; there were none.

9.1.3 DSU

There was no DSU representative at the table.

10. REPORTS

10.1 BOARD CHAIR

Andrew Taylor congratulated Christian Codrington on a recent workplace promotion, which has resulted in Mr. Codrington's decision to ask the government not to reappoint him upon completion of his term in December 2008. The College regrets Christian Codrington's departure from the Board and appreciates the service he has provided; it will publicize this upcoming vacancy through the Board Resourcing and Development Office (BRDO). The Chair reiterated James Knight's mention of the ACCC's 2009 AGM, to be held in Prince Edward Island from May 31 to June 2, 2009. He asked that Board members who are interested in attending this most worthwhile conference advise Shelagh Donnelly in the weeks ahead; funding decisions and the Douglas College delegation will be finalised in February 2009.

10.2 EDUCATION COUNCIL

10.2.1 Chair's Report – Susan Meshwork advised that she does not typically provide a written report for September Board meetings, as Education Council does not meet in July or August. The September 2008 meeting included a focus on internal control matters.

10.2.2 Board Member Liaison Report – Ann Kitching drew the Board's attention to some Continuing Education program development that is underway.

10.3 PRESIDENT

10.3.1 President's Report – Susan Witter advised that, during the In Camera session, she would be offering the Board Chair a letter formalising her retirement plans as outlined in this month's President's Report. There being no questions, she moved to the next item on the agenda.

10.3.2 For Approval: President's 2008/09 Goals – Susan Witter reviewed the document, which remains unchanged from that submitted to the Board in August 2008 with the exception that the reference to succession planning has been removed.

It was moved by Ann Kitching, seconded by Matthew Steinbach and unanimously resolved:

29/2008

THAT the College Board approve the President's 2008/2009 priority goals as detailed in Susan Witter's September 11, 2008 submission to the Board.

11. BOARD COMMITTEES**11.1 Finance Committee**

11.1.1 Planned Activities – The Chair congratulated Paul Wates on his election by the Finance Committee as its Chair, and invited him to report to the Board. Paul Wates advised that the Committee had last met on September 15, 2008, with Mary Hemmingsen taking part by conference call. The committee reviewed the Board's expenditures for the first five months of this fiscal year, and all is in order. The committee also reviewed and was satisfied with a report, undertaken by Karen Maynes and her staff, of the financial statements associated with Imperial Parking. This is one of two audits that KPMG auditors recommended the College routinely undertake; the other is associated with food services provided to the College, and that audit should be complete by October 2008. Paul Wates commended Karen Maynes, Chris Worsley and their team.

11.1.2 Financial Reporting: April – August 2008 – Paul Wates noted the reports provided in the September agenda package; the Finance Committee has reviewed the reports and is satisfied that they are reflective of the period noted. The College is on target, with no major issues.

11.1.3 Recommendation on Financial Information Pursuant to the Financial Information Act – Paul Wates noted that the report provided the Board contained all relevant documents that are to be submitted, and that the Finance Committee had seen many of said reports in prior months; the only recently prepared reports are those on remuneration and expenditures.

It was moved by Paul Wates, seconded by Peter Kendrick and unanimously resolved:

30/2008

THAT the College Board approve the Financial Information Pursuant to the Financial Information Act for the year ended March 31, 2008.

11. BOARD COMMITTEES, cont'd**11.2 Human Resources Committee**

11.2.1 Planned Activities – Chair Cathie Gibson reported that, in light of Susan Witter's announcement of her 2009 retirement, the committee will – with Marian Exmann – assemble a draft succession process for Board discussion and approval at its October 18, 2008 retreat.

11.3 Policy and By-Law Review Committee: Proposals for Approval**11.3.1 Overview of Recommendations, Including Proposed Establishment of Board Governance Committee**

– Chair Ann Kitching thanked committee members for their difficult work, and outlined the rationale for the proposed establishment of a Board Governance committee. It was noted that the intention is to create a means by which the Board can proactively deal with reviews of by-laws and policies; meeting frequency would be determined by the committee members.

It was moved by Ann Kitching, seconded by Matthew Steinbach and unanimously resolved:

31/2008

THAT the College Board approve the establishment of a Governance Committee, which shall be responsible for ongoing, regular review of Board policies and by-laws.

Graeme Bowbrick volunteered to serve on the newly formed Governance Committee, and Andrew Taylor requested that any other interested Board members forward such expressions of interest to Shelagh Donnelly. Committee work will commence once the Board has a three-member committee.

11.3.2 Proposed Revised Policy B01.01.04, Douglas College Policy on Board Operations

It was moved by Ann Kitching, seconded by Bruce Clarke and unanimously resolved:

32/2008

*THAT the College Board approve replacing Board Policy B01.01.04, dated **May 17, 2007** with Board Policy B01.01.04, Douglas College Policy on Board Operations, dated September 18, 2008.*

11.3.3 Proposed By-Law 83-3(A3), Members' Code of Conduct (Ethics & Conflict of Interest)

– Ann Kitching noted that there were significant proposed changes to this by-law. Graeme Bowbrick reviewed the substance of and rationale for such changes, and invited and responded to a number of questions and comments during the course of the lengthy debate that followed.

It was moved by Graeme Bowbrick, seconded by Ann Kitching and resolved by a vote of seven in favour and two against:

33/2008

*THAT the Douglas College Board approve replacing By-Law 83-3(A2), Conflict of Interest and Code of Conduct and Ethics, with By-Law 83-3(A3), Members' Code of Conduct (Ethics and Conflict of Interest), with the amendment of section 9, which shall now reference disclosure of conflict of interest under section **7 or 8**, rather than section 9.4.*

Ann Kitching recognised the committee's hard work, and thanked Graeme Bowbrick in particular for his contributions. The Board Chair stated that, while he is in favour of Board member self-regulation, he believes the Board will find itself in interesting situations in light of this by-law amendment.

12. COLLEGE POLICY A08.0101, “Use of Copyrighted Works”

Karen Maynes advised that this revised policy had been recently formalised, and was provided for information purposes only. The Chair invited questions; there were none.

13. ANNOUNCEMENTS AND GENERAL INFORMATION

The Chair noted the reports and media clippings included in Board members’ packages.

14. ISSUES ARISING FROM BOARD MEETING

There were no such issues.

15. BOARD MEMBERS’ REPORTS

Board members reported on recent activities.

16. DATE AND LOCATION OF NEXT MEETING

The Chair reminded all that there will be no regular Board meeting in October; rather, the Board will hold a retreat – to include Susan Witter and Marian Exmann – on Saturday, October 18, 2008.

17. ADJOURNMENT

There being no further business, the meeting adjourned at 7:57 p.m.

CHAIR

PRESIDENT