

Open Meeting File 2014-09-25, approved November 20, 2014

IN ATTENDANCE**Board Members**

Aaron Bayes
Graeme Bowbrick*
Jane Butterfield
Kathy Denton, Interim President
(ex-officio)
Todd Harper, Chair, Education
Council (ex-officio)
Peter Kendrick, Vice Chair
Katryna Koenig
Nicole Liddell, HRC Chair

Dave Seaweed
Gerry Shinkewski, Vice Chair
Shelley Williams, Board Chair

Administration

Thor Borgford, Interim VP, Academic and Provost (VPAP)
Laureen Dailey, Executive Assistant to the President
Shelagh Donnelly, College Secretary; recording
Keith Ellis, Director, Institutional Research and Planning
Blaine Jensen, VP, Educational Services (VPES)
Guangwei Ouyang, VP, International Education and
Strategic Partnerships (VPIESP)
Hazel Postma, Associate VP, External Relations (AVPER)
Vicki Shillington, Associate VP, Human Resources (AVPHR)
Dave Taylor, Director, Marketing and Communications Office
(MCO)
Tracey Ternoway, VP, Finance and Administration (VPFA)
Chris Worsley, Director, Finance

Observers

Chris Maguire for Erin
Rozman, DCFA
Ruab Waraich, DSU

GUEST

Tracy Ho, Jerzy Mazurek

REGRETS**Board Member(s)**

Jason Carvalho
Jeevan Khunkhun, CPC Chair
Tom Spraggs, AFC Chair

Administration**Observer(s)**

Sandra Mountain, BCGEU

* late arrival

1. CALL TO ORDER AND CHAIR'S REMARKS

There being a quorum present, Chair Shelley Williams called the meeting to order at 5:10 p.m. She conveyed regrets from those unable to attend and welcomed guests as well as new participants and members. Noting Gerry Gramozis' and Jim Utlely's conclusions of terms since the Board last met, the Chair congratulated Dave Seaweed on his election to the Board and reiterated the Board's appreciation for Peter Kendrick's readiness to serve a seventh year on the Board. She reported on Peter Kendrick's election to an additional term as Board Vice Chair.

2. APPROVAL OF AGENDA/CONSENT AGENDA

It was moved, seconded and unanimously resolved:

19/2014 *THAT the Douglas College Board approve the agenda and approve/acknowledge the following items and motion on the consent agenda:*

- 2.1 Minutes of the June 19, 2014 Open Session Board Meeting
- 2.2 Report: Douglas College Faculty Association (DCFA)
- 2.3 Report: Douglas Students' Union (DSU)
- 2.3 Reports: Interim College President – August and September 2014 Reports to the Board and College Community
- 2.4 Reports: Correspondence, Reports and Upcoming Events
 - a) Publications: Administrative Service Delivery Transformation (ASDT) Updates: July-August and May-June, 2014
 - b) Douglas College Board Strategy Retreat
 - c) A Class Act – Douglas College Foundation Fundraiser
 - d) Employee Retirement Reception and Dinner
 - e) Winter 2015 Graduation Ceremonies
 - f) Employee Recognition Reception

3. INTRODUCTIONS OF NEW BOARD MEMBERS: AARON BAYES, JANE BUTTERFIELD, JASON CARVALHO, KATRYNA KOENIG, DAVE SEAWEED

3.1 Introductions

The Board's newest members outlined their backgrounds and offered insights into their interest in serving on the Board.

Note: Graeme Bowbrick joined the meeting during consideration of this agenda item.

3.2 2014-15 Board Mentorships

The Chair reported on the August 2014 orientation session for the Board's five new members, and thanked management for the new approach they have taken to their role in such sessions. She outlined the Board's mentorship arrangements for all new members, and thanked Graeme Bowbrick, Nicole Liddell, Peter Kendrick, Gerry Shinkewski and Tom Spraggs for serving as the Board's 2014-15 mentors.

4. DOUGLAS STUDENTS' UNION (DSU): AN INTRODUCTION

Student Ruab Waraich provided insights into DSU membership and the body's undertakings, and responded to members' questions. The Board Chair commended the DSU on its recent establishment of a Mature Student Bursary, which generated a matching contribution from the College, and members commended Ms. Warraich on her presentation.

Reference: Appendix "A"

5. INTERIM PRESIDENT'S REPORT

5.1 Report on Operational and Strategic matters

The Interim President expanded on her written report and on ongoing efforts to secure membership in AUCC, the Association of Universities and Colleges of Canada. Members noted that, if attained, membership could benefit Douglas College alumni seeking admission to graduate studies.

5.2 Policy Framework and Policy Template

The Interim President expanded on the clarity of processes to be gained with approval of the policy framework and template. Peter Kendrick, whom the Board Executive and Governance Committee (BEGC) had tasked with responsibility for oversight of this matter, provided additional insights.

The Board Chair advised of the BEGC's recommendation that the College vest responsibility for such policies within a senior position, and the Interim President reported that recruitment for a Director – who would report to the Vice President, Finance and Administration (VPFA) – would soon be underway.

Members queried the significance of such policies for students, and inclusion of students' perspectives in their development. In the ensuing discussion, the Interim President advised that the College does seek feedback on policy development and also acknowledged that policies should be more explicitly inclusive and representative of students. Members encouraged attention to Article A. 6, which outlines posting of draft policies for review by "appropriate stakeholder groups within the College".

It was moved, seconded and unanimously resolved:

20/2014 *THAT the Douglas College Board approve the Policy Framework and Policy Template*

6. CHAIR, COMMITTEE AND LIAISON REPORTS AND RECOMMENDATIONS

6.1 Board Executive and Governance Committee (BEGC)

a) Chair's Report

The Chair reported on her June 2014 trip to China with College management and noted significant changes within Chinese post-secondary education, and the resulting impacts upon the College's partner institutions.

b) Standards of Conduct Guidelines for the BC Public Sector

The Chair reported on the College's undertakings to comply with government directives to all Crown corporations, and noted the ramifications of such mandates, including implementation of an overarching Code of Conduct and policy framework within Douglas College. The College is to submit its draft Code of Conduct by the end of October 2014 for government approval; upon approval, the College will publish the document on its website and management will then introduce such principles and expectations to all employees.

c) Taxpayer Accountability Principles (TAP): Strengthening Public Sector Governance and Accountability

The Chair outlined key principles, and the elevated standards expected of all BC's public sector organisations. Acknowledging that the College already adheres to the core principles, she offered that the mandate reflected the cultural shift to a highly principled, cost conscious service delivery model. Discussion followed, and the Chair noted orientations to be conducted for all Crown corporation board members and noted the new mandate letters to be signed by all board members and returned to government by September 30, 2014.

It was moved, seconded and unanimously resolved:

21/2014 *THAT the Douglas College Board approve the September 16, 2014 addendum to the 2014/15 Government's Letter of Expectations (GLE), which stipulates that all members shall affix their signatures to the addendum*

e) College Board Succession Planning and Membership Update

Noting the heavy governance workload carried by some members, the Chair reported that the BEGC had already asked government to expand the Board to nine Order In Council (OIC) members. The BEGC now recommended seeking a total of 10 OIC members, in order to enable the Board to effectively meet government expectations without creating excessive burdens on individual members. She advised that the Board was seeking two appointees with distinct areas of expertise, human resources and communications.

The Chair advised of the likelihood that Jane Butterfield would soon assume the Audit and Finance (AFC) Chair role from Tom Spraggs, whose governance workload could then be reduced to two committees.

f) Board Committee and Liaison Appointments: 2014-15

The Chair confirmed all 2014-15 liaison and committee appointments and, noting that every Board member was serving in at least one such role, thanked them for their contributions.

g) Board Development: Board Evaluations and 2014 Board Strategy Retreat

Given significant membership changes in recent months, the BEGC recommended that the Board defer written evaluations until 2015. In the interim, the Chair advised, she would engage members in verbal feedback over the next few months.

h) Representation on the 2014-15 Board Executive and Governance Committee

It was moved, seconded, and unanimously resolved:

22/2014 *THAT the Douglas College Board waive, until July 31, 2015, 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 Board Vice Chair and HRC member Peter Kendrick shall serve during this period as the HRC's liaison to the BEGC*

i) Notification of June 2014 Board Approval of Terms of Reference (TOR) for the Douglas College Board 2014 Legacy Fund

The Chair offered that details of the Douglas College Board 2014 Legacy Fund, a \$500,000 contribution to the Douglas College Foundation, were contained in the agenda package for transparency purposes. The Terms of Reference (TOR), approved during the June 2014 Closed Session meeting, stipulates that funds are to be distributed over a 10-year period, with up to \$50,000 to be distributed annually to students. Up to \$37,500 may be distributed annually as bursaries, and up to \$12,500 may be distributed annually as scholarships.

6.2 Audit and Finance Committee (AFC)

a) Chair's Report

Presenting on behalf of Committee Chair Tom Spraggs, Jane Butterfield noted the Committee's reviews of internal audits conducted by an external party and reported on the AFC's September 22, 2014 meeting.

b) Recommendation on Financial Information Pursuant to Financial Information Act

The Director, Finance provided insights on various elements of the report presented for approval. The Acting AFC Chair invited questions; none arose.

It was moved, seconded and unanimously resolved:

23/2014 *THAT the Douglas College Board approve the Financial Information Pursuant to the Financial Information Act for the year ended March 31, 2014*

c) Draft Fiscal 2014-15 Douglas College Budget Guidelines

The Vice President, Finance and Administration (VPFA) advised that there were no external factors necessitating revisions to the Guidelines document, and that minor edits in the draft reflected clarification that the guidelines – should the Board endorse them when presented for approval in November 2014 – would apply to both the Operating and Capital budgets.

d) 2014-15 Douglas College Budget Timelines

The VPFA advised that the College had compressed budget timelines by two months, and would seek Board approval in March (rather than May) each year, in order to have budgets in place for the commencement of each new fiscal period.

6.3 Human Resources Committee (HRC)

a) Chair's Report

The HRC Chair reported on work underway on revisions to the Committee's Terms of Reference (TOR), and on significant tasks to be undertaken during the balance of 2014.

6.4 Education Council

a) Chair, Education Council: June 2014 Report

The Education Council Chair invited and responded to questions of his written report.

b) Credential Withdrawal and Establishment Recommendations:

The Education Council Chair provided background on the credential recommendations, and members queried the extent of consultation with the financial industry.

It was moved, seconded and unanimously resolved:

24/2014 *THAT the Douglas College Board withdraw the credential, Bachelor of Business Administration Financial Services and Administration, effective June 30, 2016 and that the Douglas College Board establish the credential, Bachelor of Business Administration Financial Services, effective January 1, 2015.*

c) Credential Establishment Recommendation: Post Degree Diploma in International Business Management

The Education Council Chair and the Vice President, International Education and Strategic Partnerships (VPIESP) offered insights on the proposed credential.

It was moved, seconded and unanimously resolved:

25/2014 *THAT the Douglas College Board establish the credential, Post Degree Diploma in International Business Management*

6.5 Campus Planning Committee (CPC)

Gerry Shinkewski reported, on behalf of Committee Chair Jeevan Khunkhun, on the Committee's inaugural meeting. The Acting CPC Chair noted that the Terms of Reference (TOR) approved by the Board in June 2014 had served the Committee well as a starting point. Following review of management's thorough information package, CPC members determined Committee priorities and committed to drafting revisions to the TOR to reflect such priorities.

Chief among the CPC's priorities is College development of a Campus Master Plan, to reflect all College spaces, leased and owned. Members looked forward to receipt of such a Campus Master Plan from management.

6.6 Douglas College Honorary Fellow Selection Committee

Nicole Liddell, Board representative on the Honorary Fellow Selection Committee, reported on the Committee's recent meeting and on the call for nominations of candidates on or before November 15, 2014.

6.7 Douglas College Foundation

a) Liaison's Report

Board Liaison Aaron Bayes, who was appointed to the role subsequent to the Foundation Board's first 2014-15 meeting, deferred to the Associate Vice President, External Relations (AVPER), who provided an update on Foundation Board appointments and undertakings.

b) Douglas College Foundation: The Case for Advancement at Douglas College

The AVPER presented on advancement planning and responded to members' questions. The Board received confirmation that such efforts would be integrated throughout the College, and sought insights into some of the Foundation's business practices.

Reference: Appendix "B"

7. NEXT MEETING AND ADJOURNMENT

There being no further business, the Chair confirmed the next Open Session meeting for Thursday, November 20, 2014 at the Coquitlam Campus and adjourned the meeting at 6:43 p.m.

CHAIR

PRESIDENT