

Open Meeting File 2016-09-22 approved November 24, 2016

IN ATTENDANCE**Board Members**

Jane Butterfield, AFC Chair
Jason Carvalho
Kathy Denton, President (ex-officio)
John Evans, HRC Chair
Robin Kaul
Jeevan Khunkhun, CPC Chair
Marissa Martin
Jasmine Nicholsfigueiredo, Chair,
Education Council (ex-officio)
Dave Seaweed
Gerry Shinkewski, Board Vice Chair
Wesley Snider
Eileen Stewart
Dave Teixeira¹, TSC Chair
Shelley Williams, Board Chair

Administration

Thor Borgford, VP Academic and Provost
Sarah Dench, Associate VP, Academic and Student Affairs
Shelagh Donnelly, College Secretary; recording
Keith Ellis, Associate VP, Institutional Effectiveness
Guangwei Ouyang, VP, International Education & Strategic Partnerships
Hazel Postma, Associate VP, Advancement & Alumni Relations
Dave Taylor, Associate VP, Public Affairs
Tracey Szirth, VP, Administrative Services and CFO

Observers

Ryan Cousineau, BC Government and Service Employees' Union (BCGEU)
Len Millis for E. Rozman, Douglas College Faculty Association (DCFA)
Monique Paulino, Douglas Students' Union (DSU)

Guest(s)

Steven Beasley², Tracy Ho

REGRETS

Board Member: Tom Spraggs, Board Vice Chair

Administration: Vicki Shillington, Associate VP, Labour, Employment, and Human Rights

¹ by conference call ² early departure

1. CALL TO ORDER AND CHAIR'S REMARKS

There being a quorum present, the Board Chair called the meeting to order at 5:03 p.m.

2. APPROVAL OF AGENDA/CONSENT AGENDA

It was moved, seconded and unanimously resolved:

0901/2016 *THAT the Douglas College Board approve the agenda and approve/acknowledge the following items on the consent agenda:*

- 2.1 Minutes of the June 23, 2016 Open Session Board Meeting
- 2.2 Report: Douglas College Faculty Association (DCFA)
- 2.3 Report: Douglas Students' Union (DSU)
- 2.4 Correspondence, Reports and Invitations Extended to the Board

3. INTRODUCTION OF NEW BOARD MEMBERS AND MANAGEMENT**3.1 Robin Kaul, Eileen Stewart, Wesley Snider**

The Board Chair welcomed the new Board members in attendance, and Mr. Kaul, Mr. Snider and Ms. Stewart discussed their backgrounds and interest in service on the Board. The Chair also welcomed Sarah Dench, the College's new AVP, Academic and Student Affairs. Ms. Dench provided a brief overview of her background and experience, as well as her new portfolio.

3.2 Board Orientation and 2016-17 Board Mentors

The Board Chair discussed the August 2016 orientation day for new members and thanked Jane Butterfield, John Evans and Tom Spraggs for serving as mentors.

4. PRESIDENT'S REPORT

4.1 Report on Operational and Strategic Matters

Kathy Denton discussed highlights of her written report included in the agenda package. She noted recent organizational changes, including Hazel Postma's retirement and Keith Ellis's promotion to AVP, Institutional Effectiveness. She also commended Tracey Szirth and her team on the successful campus renovation.

Dr. Denton reported on her appointment to the BC Council On Admissions & Transfer (BCCAT). She discussed progress with *Education Planner BC*, the provincial committee responsible for implementing a common online application system for BC's post-secondary students. Discussion followed.

5. CHAIR, COMMITTEE AND LIAISON REPORTS AND RECOMMENDATIONS

5.1 Board Executive and Governance Committee (BEGC)

a) Chair's Report

The Board Chair discussed the Committee's August and September meetings, including planning for the upcoming Board retreat. Ms. Williams reported on the Board's approval, during the June 2016 Closed Session meeting, of the College's *Enterprise Risk Management* policy. She advised that the policy was accessible on the Board website.

b) Board Committees and Liaisons: Appointments

The Board Chair discussed the BEGC's recommendations on committee and liaison assignments.

It was moved, seconded and unanimously resolved:

0902/2016 *THAT the Douglas College Board approve the following Committee and Liaison appointments, effective September 22, 2016:*

- i. Audit and Finance Committee (AFC):
Jane Butterfield, Jason Carvalho, Jeevan Khunkhun, Tom Spraggs
- ii. Campus Planning Committee (CPC):
Jeevan Khunkhun, Dave Seaweed, Gerry Shinkewski, Eileen Stewart
- iii. Human Resources Committee (HRC):
John Evans, Eileen Stewart, Dave Teixeira
- iv. Technology Strategy Committee (TSC):
Jason Carvalho, Marissa Martin, Wesley Snider, Dave Teixeira
- v. Board Liaison to the Douglas College Foundation:
Marissa Martin
- vi. Board Liaison to Education Council:
Robin Kaul
- vii. Board Representative to the Douglas College Honorary Fellow Selection Committee:
Jason Carvalho

c) College Board Policy B.GO01.13: Expense Reimbursement for Board Members

The Board Chair discussed BEGC's review of the expense reimbursement policy, along with the Committee's recommended changes. She advised that the policy revisions were intended to streamline the process for incorporating updates to government approved reimbursement rates. She noted that the BEGC had undertaken the policy review at the recommendation of the HRC, and that formal transfer of responsibility required ratification by the Board.

It was moved, seconded and unanimously resolved:

0903/2016 *THAT the Douglas College Board approve the transfer of responsibility for annual reviews of the Board policy, Expense Reimbursement for Board Members, from the Human Resources Committee to the Board Executive and Governance Committee*

0904/2016 *THAT the Douglas College Board approve the revised and renumbered College Board Policy B.GO01.13, Expense Reimbursement for Board Members*

5.2 Audit and Finance Committee (AFC)

a) Chair's Report

Jane Butterfield discussed the AFC's September meeting. She reported on the Committee's annual review of insurance coverage, and advised that the AFC was satisfied with the College's process and coverage.

Ms. Butterfield reported on the AFC's meeting with the Internal Auditor. She discussed the Committee's review of the College's Investment Fund, and confirmed the Fund's compliance with all requirements. Ms. Butterfield noted that returns have improved significantly over last year, but are still trailing the benchmark. She advised that the College's investment advisors would commence their annual Fund review in the Fall.

Ms. Butterfield thanked Board members for participating in the risk appetite survey. She advised that the Committee reviewed the survey results and planned for the Enterprise Risk Management session at the Board retreat.

b) Government – Ministry of Advanced Education: 2016/17 Douglas College Budget Letter

Ms. Butterfield reported that the Committee reviewed the provincial budget letter, which was consistent with expectations.

c) Recommendation on Financial Information Pursuant to the Financial Information Act

Ms. Butterfield reported that the Committee reviewed the statutory report and recommended Board approval. Discussion followed.

It was moved, seconded and unanimously resolved:

0905/2016 *THAT the Douglas College Board approve the Financial Information Pursuant to the Financial Information Act for the year ended March 31, 2016*

d) Revisions to, and Renumbering of, College Board By-Law B1007, Fees and Charges for Instruction

Ms. Butterfield discussed the proposed by-law revision impacting new programs and advised of AFC's recommendation for board approval. Dr. Denton referred to the education session held during August, and provided an update on management's research and rationale for the proposed fees. A discussion ensued.

It was moved, seconded and unanimously resolved:

0906/2016 *THAT the Douglas College Board approve the revised and renumbered College Board By-Law B.GO07.05. Fees and Charges for Instruction*

5.3 Campus Planning Committee (CPC)

a) Chair's Report

Jeevan Khunkhun reported on the CPC's September meeting and recent tour of the New Westminster campus renovation. He discussed the Committee's review of all capital projects exceeding \$100K in value. Tracey Szirth explained the provincial government's return to block funding for capital projects, and noted that any unused funds for a given fiscal year must be returned to government.

Mr. Khunkhun discussed the CPC's review of the draft Campus Master Plan and the draft Five Year Capital Plan. He advised that, while some elements are still missing, the Committee endorsed the work done to date. Discussion followed.

b) Federal Strategic Innovation Fund (SIF): update on College Application

Dr. Denton reported that the College was unsuccessful in its May 2016 applications to the federal Strategic Innovation Fund. She advised that, while disappointing, the exercise provided valuable information that supports the College's planning processes.

c) New Westminster Campus 0600/1600 Renovation and Renewal

Members noted the substantial completion of the campus renovation project, which was on time and on-budget. Management indicated that any remaining work would be completed by November 2016.

d) Campus Planning Committee Terms of Reference (TOR): Annual Review

Mr. Khunkhun reported on the Committee's annual review of its Terms of Reference and discussed the proposed revisions contained in the agenda package.

It was moved, seconded and unanimously resolved:

0907/2016 *THAT the Douglas College Board approve the revised Campus Planning Committee Terms of Reference*

e) College Leases

Ms. Szirth discussed the leases associated with The Training Group's operations and the College's intention to renew four leases. Mr. Khunkhun confirmed the Committee's review and approval of the lease renewals.

It was moved, seconded and unanimously resolved:

0908/2016 *THAT the Douglas College Board approve the four leases presented September 22, 2016 in relation to The Training Group operations, with such leases to commence April 1, 2017*

5.4 Human Resources Committee (HRC)**a) Chair's Report**

John Evans reported on the HRC's September meeting. He discussed the Committee's review of its Terms of Reference and results of the College's 2016 employee engagement survey. Mr. Evans also discussed an important project underway to streamline and improve HR related business processes, noting that a number of improvements had already been made.

Mr. Evans provided an update on the sector-wide initiative to review exempt compensation. He noted that a new compensation framework was anticipated by November, and that any approved increases would have to be self-funded. He advised of plans to secure a meeting with the CEO of the Public Sector Employers' Council to discuss potential implementation issues.

Mr. Evans reported that the Committee had completed its review of the President's annual performance evaluation and would be discussing the results with the Board at the In-Camera Session. He also advised that the Committee had discussed the executive team's performance with the President.

b) Douglas College Code of Conduct

Dr. Denton reported on her review of the College's Code of Conduct. She discussed the revised version contained in the agenda package, noting that the proposed changes reflected input from the Douglas College Faculty Association, the Board Chair, and the HRC. Members discussed the changes, as well as practices regarding employee and contractor sign offs to acknowledge adherence to the Code of Conduct.

The Board inquired about policies to address (a) student conduct and (b) sexual assault. Dr. Denton confirmed that the College's current policies cover these issues. She committed to ensuring the College's sexual misconduct policies align with government expectations by the required deadline. She also agreed to consider ways of ensuring an effective overall "student code of conduct".

The Board Chair reminded Board members that they are also expected to adhere to the College's Code of Conduct, and that future revisions to the board policy manual will reflect that expectation.

It was moved, seconded and unanimously resolved:

0909/2016 *THAT the Douglas College Board approve the revised Douglas College Code of Conduct as presented September 22, 2016*

5.5 Technology Strategy Committee (TSC): Chair's Report

Dave Teixeira reported on the Committee's September meeting, including the TSC's review of its Terms of Reference. He advised that the TSC would defer making any recommended changes to its TOR until after the Board retreat.

Mr. Teixeira noted that the TSC has requested additional reporting from management on various security risks, and is exploring ways of sharing effective risk management practices with other institutions. He also advised of the Committee's interest in making a presentation at a future governance conference.

5.6 Education Council

a) Education Council Chair's Report: June 2016 Meeting

Jasmine Nicholsfigueiredo discussed her report contained in the agenda package. She outlined the two credential recommendations.

b) Credential Recommendation: Withdrawal of the Credential, Associate of Arts in Forensic Science

It was moved, seconded and unanimously resolved:

0910/2016 *THAT the Douglas College Board approve the withdrawal of the credential, Associate of Arts in Forensic Science, effective September 22, 2016*

c) Credential Recommendation: Withdrawal of the Credential, Certificate in Academic Studies

It was moved, seconded and unanimously resolved:

0911/2016 *THAT the Douglas College Board approve the withdrawal of the credential, Certificate in Academic Studies, effective September 22, 2016*

5.7 Honorary Fellow Distinction: Committee Update

Jason Carvalho discussed the Honorary Fellow Selection Committee's role and work to date in 2016.

5.8 Douglas College Foundation: Board Liaison's Report

Marissa Martin reported on the Foundation Board's membership and activities.

6. NEXT MEETING AND ADJOURNMENT

The Board Chair acknowledged Hazel Postma's upcoming retirement. Dr. Denton and the Board thanked Ms. Postma for her leadership and contributions to the College, and wished her well in retirement. There being no further business, the Chair confirmed the next Open Session meeting for November 24, 2016 and adjourned the meeting at 6:15 p.m.

CHAIR

PRESIDENT