

**DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY
MINUTES OF THE 409th REGULAR MEETING OF THE BOARD OF GOVERNORS**

DATE: June 13, 2007
TIME: 6:00 p.m.

PLACE: Community Room
Oshawa Campus

IN ATTENDANCE

GOVERNORS: Patrick McNeil, Chair
Joanne Burghardt
Rhonda Christian
Aileen Fletcher
Pansy Goodman
Karen Hodgins
Denise Jones
Deborah Kinkaid
Charlie Peel
Darrell Sewell
Phillip (Rocky) Simmons
Gerry Warman

PARTICIPANTS: Ron Bordessa
Peter Bagnall
Peter Berg
Dave Broadbent
Peter Dixon
Manon Lemonde
Doug MacKay
Fraser McArthur
Kimberley McCartney-Young

PRESIDENT: Leah Myers

SECRETARY: Karen Spearing

RECORDING
SECRETARY: Erin Boniface

SENIOR STAFF: Ralph Aprile
Terry Caputo
Richard Levin
Craig Loverock
Ruth MacKay
Richard Marceau
Brian Marshall
Paul McErlean
Gerry Pinkney
Cathy Pitcher
Ken Robb

REGRETS:

GOVERNORS: Allan Gibbins
Dustin Grant
Mark Moorcroft

PARTICIPANTS: Garry Cubitt
Allan Furlong
Lyn McLeod
Jim O'Donnell

SENIOR STAFF: David Chambers
Margaret Greenley
Ann Mars
Donna McFarlane

CALL TO ORDER

The Chair called the meeting to order at 6:05 p.m.

INTRODUCTION OF GUESTS

The Board Secretary introduced Jeanette Barrett, Acting Vice-President Academic for Durham College, Don Lovisa, incoming Vice-President Academic for Durham College, and Crystal Crimi of Metroland Newspapers.

CHAIR'S REPORT

Governance and Sharing Agreement

The Chair noted that a report was distributed in the agenda package relating to the appointment of two separate chairs for each of the two boards.

He further indicated that three differentiated sharing agreements will come forward from President Myers, President Bordessa, the Vice-Chair Rocky Simmons and himself to the Executive Committee in June and through the summer months which will cover areas in respect to physical infrastructure, student services and academic opportunities and administrative services. Once these agreements are in place, they will provide the foundation for further discussion at the October retreat.

The Chair noted that there has been substantial progress made on the sharing agreements and reported that it may be necessary to call a special meeting of the Board to endorse the finalized sharing agreements.

Election of Chair and Vice-Chair

The Chair reported that, subsequent to the discussions at the last Board meeting regarding the election of Chair and Vice-Chair, Rocky Simmons has agreed to allow his nomination as Chair for 2007-08 to stand. The Chair further noted that Allan Gibbins has also agreed to allow his nomination as Vice-Chair for 2007-08 to stand. The Chair called for any additional nominations from the floor. Seeing none and hearing none, the Chair called for a motion for the election of Chair and Vice-Chair for the UOIT Board of Governors for 2007-08.

MOTION #5003

Moved by Peter Dixon

Seconded by Manon Lemonde

“That the UOIT Board of Governors appoint Rocky Simmons as Board Chair for the 2007-08 year.”

CARRIED

MOTION #5004

Moved by Denise Jones

Seconded by Kimberley McCartney-Young

“That the UOIT Board of Governors appoint Allan Gibbins as Vice-Chair for the 2007-08 year.”

CARRIED

The meeting was recessed at 6:17 p.m.

The Chair reconvened the meeting at 8:09 p.m.

CALL TO ORDER

The Chair called the meeting to order at 8:09 p.m.

CONFLICT OF INTEREST DECLARATIONS

None were noted.

APPROVAL OF PREVIOUS MINUTES

MOTION #5005

Moved by Gerry Warman

Seconded by Debbie Kinkaid

“That the minutes of the special meeting of the Durham College Board of Governors, held May 9, 2007, be approved as presented.”

CARRIED

MOTION #5006

Moved by Karen Hodgins

Seconded by Pansy Goodman

“That the minutes of the 408th regular meeting of the Durham College Board of Governors, held May 9, 2007, be approved as presented.”

CARRIED

PRESIDENT'S REPORT

President Myers reported on the highlights of her activities for the month of May 2007, including a visit from Minister Christopher Bentley and Wayne Arthurs, MPP Pickering-Ajax-Uxbridge, to announce that Durham College will receive \$3.0 million in funding from the provincial government. She also reported on an announcement from Minister of Health and Long-Term Care, George Smitherman, awarding a \$1 million contract to Durham College.

President Myers noted that she had the opportunity to attend the Association of Canadian Community Colleges (ACCC) Conference in Montreal.

The president further indicated that she has been invited by Dave Ryan, Mayor of the City of Pickering, to participate on The Mayor's Task Force on Accountability and Transparency to assist in the development of a Code of Conduct for the City's municipal councillors.

President Myers noted that a lawsuit has been filed by students from across the province against all Ontario Colleges relating to ancillary fees. She reported that this action has not yet been classified as a “class action” lawsuit. She reported that from a Durham College perspective, all ancillary fees introduced this year have been in compliance with the agreement that was passed last year in consultation with the students.

COMMITTEE REPORTS

AUDIT AND FINANCE COMMITTEE

Fiscal Year Audited Financial Statements

Denise Jones, Chair of the Audit and Finance, presented the Audited Consolidated Financial Statements for Durham College for the year ended March 31, 2007 for the Board's approval.

MOTION Moved by Darrell Sewell
#5007

Seconded by Gerry Warman

“That the Durham College Board of Governors approve the Consolidated Durham College financial statements for the year ended March 31, 2007.”

CARRIED

2007-08 Budget Approval

Denise Jones, Chair of the Audit and Finance Committee, reported that a balanced operating budget was brought before the Board in April 2007; however the Durham College Educational Network (DCEN) budget were not available for review at that time. She advised that DCEN has since submitted its budget which does not reflect an operating deficit. She further noted that Durham College must approve a balanced budget and provided a recommendation for the approval of the Durham College 2007-08 Consolidated Budget on behalf of the Audit and Finance Committee.

MOTION Moved by Pansy Goodman
#5008

Seconded by Joanne Burghardt

“That the Durham College Board of Governors approve:

1. the Durham College Educational Network (DCEN) 2007-08 Budget;
2. the Durham College consolidated Budget for 2007-08 with the provision that the Durham College Educational Network be requested to remit the prepayment of the balance of the 2007 rent and interest due to Durham College from DCEN in three equal installments, being July 1, 2007, October 1, 2007 and January 1, 2008;

AND FURTHER, that the Durham College Board of Governors request a mid-year review of the status of year one deliverables in the Durham College 2007-08 budget from the President of Durham College at the Audit and Finance Committee to be scheduled for October of 2007.”

CARRIED

Audit Partner Approval

Denise Jones, Chair of the Audit and Finance Committee, presented a recommendation for the appointment of an audit partner for the Durham College Board of Governors’ approval.

MOTION Moved by Rhonda Christian
#5009

Seconded by Darrell Sewell

“That the Durham College Board of Governors approve the appointment of KPMG as audit partner for Durham College of Applied Arts and Technology commencing April 1, 2007 through to and including March 31, 2012.”

CARRIED

Ratification of 2006-07 Actions

Denise Jones, Chair of the Audit and Finance Committee, presented a request for ratification of the actions of the Audit and Finance Committee for the year 2006-07.

MOTION Moved by Joanne Burghardt
#5010

Seconded by Charlie Peel

“That the Durham College Board of Governors ratify all actions taken by the Durham College Audit and Finance Committee, as captured in the minutes of such meetings, for the year 2006-07.”

CARRIED

EXECUTIVE COMMITTEE

Approval of Amendments to Board Governance By-laws

The Chair noted that the Executive Committee requested a review of the Durham College By-laws to ensure currency and relativity and reported that some revisions are required to ensure compliance with the Ontario Colleges of Applied Arts and Technology Act, its Regulations and the Minister's Binding Policy Directives.

He further noted that the last review was completed in 1993 and that while majority of the current revisions were with respect to the language, there were some substantive changes. These changes addressed areas regarding the role of the President, modification to terminology relating to legal indemnification and liability, the delegation of duties for Board Officers, definition of public and/or in-camera meetings, language regarding conflict of interest, designation of the Nominating Committee as a Standing Committee, establishment of a policy governance approach to Board Policy and direction regarding the conditions and process for removal of a board member.

Following discussion, it was determined that an additional clause should be included in the by-law relating to the public posting of Board minutes.

MOTION Moved by Darrell Sewell
#5011

Seconded by Karen Hodgins

“WHEREAS the Ontario College of Applied Arts and Technology Act (the Act) was enacted in 2002;

AND WHEREAS Ontario Regulations 34/03 of the Act was enacted in 2003;

AND WHEREAS The Ministry of Training, College and Universities, College of Applied Arts and Technology Policy Framework, Minister's Binding Directive for Governance and Accountability were issued in 2003;

AND WHEREAS it was recognized that substantive amendments are required to be made to the existing By-laws of the Board of Governors of Durham College of Applied Arts and Technology in recognition thereof;

AND WHEREAS it is desirable to harmonize the language of the aforesaid By-laws;

NOW THEREFORE, BE IT RESOLVED THAT the By-laws of the Board of Governors of Durham College of Applied Arts and Technology be hereby repealed;

BE IT FURTHER RESOLVED THAT the proposed By-law No. 1 as presented, be read a first, second and third time, passed, numbered, signed and the corporate seal attached, namely:

A By-law relating generally to conduct of the affairs of the Board of Governors of the Durham College of Applied Arts and Technology pursuant to Regulation 34/03 under the Ontario Colleges of Applied Arts and Technology, 2002.”

CARRIED

Approval of Program Advisory Committee By-law

The Chair noted that the Minister's Binding Policy Directives requires that all college enact a by-law relating to Program Advisory Committees and the by-law currently under consideration brings Durham College into compliance with the Directives.

MOTION Moved by Gerry Warman
#5012

Seconded by Karen Hodgins

“That the proposed By-law No. 2 as presented, be read a first, second and third time, passed, numbered, signed and the corporate seal attached, namely:

A By-law regarding Advisory Committees for Programs of Instruction, pursuant to the Minister’s Binding Policy Directive on Framework for Programs of Instruction made under the Ontario Colleges of Applied Arts and Technologies Act, 2002 (OCAAT Act).”

CARRIED

Approval of Board Policies

The Chair reported that it is imperative that a policy governance model be developed for the Durham College Board of Governors to ensure an effective and coherent focus in put on the Board’s contribution to the College’s organizational results. It is important that the Board’s approach to policy be consistent with its responsibilities, as per the College Charter.

The Chair further noted that Board Policies in areas related to process have been developed and distributed for Board review and approval, including policies relating to Strategic Directions for the College and Governance Process.

Following discussion, amendments were made to the “Board Job Description”, incorporating naming of buildings as a component of that job description, as well as amendments to “Election of Internal Governors”, requiring five nominators for any candidate for nomination.

MOTION Moved by: Denise Jones
#5013

Seconded by: Karen Hodgins

“That the Durham College Board of Governors approve the Board Policies as amended:

Section I: Strategic Directions for the College, and Section II: Governance Process.”

CARRIED

Ratification of 2006-07 Actions

Patrick McNeil, Chair of the Executive Committee, presented a request for ratification of the actions of the Executive Committee for the year 2006-07.

MOTION Moved by Aileen Fletcher
#5014

Seconded by Karen Hodgins

“That the Durham College Board of Governors ratify all actions taken by the Durham College Executive Committee, as captured in the minutes of such meetings, for the year 2006-07.”

CARRIED

NOMINATING COMMITTEE

2007-08 Board Committee Membership

On behalf of the Chair of the Nominating Committee, Patrick McNeil presented recommendations for 2007-08 Board Committee membership for approval.

MOTION Moved by Pansy Goodman Seconded by Rhonda Christian
#5015

“That the Durham College Nominating Committee recommends:

That the Durham College Board of Governors appoint the following members of the Durham College Board of Governors to the Durham College Executive Committee for the year 2007-08:

Chair, Durham College Board of Governors (ex-officio)
Vice-Chair, Durham College Board of Governors (ex-officio)
Joanne Burghardt
Aileen Fletcher
Darrell Sewell
Gerry Warman
Leah Myers, President (ex-officio)

That the Durham College Board of Governors appoint the following members of the Durham College Board of Governors to the Durham College Audit and Finance Committee for the year 2007-08:

Aileen Fletcher, Chair
Chair, Durham College Board of Governors (ex-officio)
Carlee Fraser
Karen Hodgins
Charlie Peel
Bill Robinson
Gerry Warman
Franklin Wu
Leah Myers, President (ex-officio)

That the Durham College Board of Governors appoint the following members of the Durham College Board of Governors to the Durham College Nominating Committee for the year 2007-08:

Joanne Burghardt, Chair
Chair, Durham College Board of Governors (ex-officio)
Rhonda Christian
Pansy Goodman
Michael Newell
Leah Myers, President (ex-officio).”

CARRIED

Ratification of 2006-07 Actions

On behalf of the Chair of the Nominating Committee, Patrick McNeil presented a request for ratification of the actions of the Nominating Committee for the year 2006-07.

MOTION Moved by Aileen Fletcher Seconded by Gerry Warman
#5016

“That the Durham College Board of Governors ratify all actions taken by the Durham College Nominating Committee, as captured in the minutes of such meetings, for the year 2006-07.”

CARRIED

NEW BUSINESS

Key Performance Indicators Results and Strategies for Improvement

President Myers provided an update regarding Key Performance Indicator data and reported on the next steps in the KPI Improvement Plan. She further noted that a progress report is scheduled to be brought back to the Board at the October Retreat.

President Myers highlighted the KPI Report Card for Durham College at an institutional level as well as at a school level, the results of which have been shared with four of the schools to date. A KPI Report Card has also been developed for the student service areas.

Durham College is looking for other sources of information to integrate with the current information to ensure that a tangible difference is achieved. The next steps include identifying short and long term goals for benchmarking between June and September 2007 and the development of a semi-annual progress report for the October Retreat and an annual progress report to be brought back to the Board in March 2008.

Durham College 2006-07 Annual Report

President Myers requested that approval of the 2006-07 Durham College Annual Report be referred to the Executive Committee due to the deadlines involved for the completion and filing of the Annual Report with the Ministry. She advised that it would be her plan to circulate the draft report to the Board one week in advance of the next Executive Committee meeting to allow opportunity for feedback from the Board as a whole, thus allowing Executive Committee to take all feedback into consideration should it be permitted to invoke its authority to act on behalf of the Board.

MOTION #5017

Moved by Gerry Warman

Seconded by Darrell Sewell

“That, for the purposes of approving the 2006-07 Annual Report by July 31, 2007, the Durham College Board of Governors authorizes the Durham College Executive Committee to invoke its authority as set out under section 31.1 (1) of By-law 1 of Durham College of Applied Arts and Technology, specifically:

To act on any matter on behalf of the Board which may arise:

- ii. requiring such immediate attention that it is not practical to convene the full Board;
- iii. during periods when a quorum of the Board cannot be obtained.”

CARRIED

Durham College 2007-08 Business Plan

President Myers reported on highlights of the year one deliverables under each category of the Durham College Strategic Plan and flagged those deliverables that are the focus this year. She indicated that each year the college is required to submit a business plan to the provincial government by June 30, 2007 that is consistent with the vision, core businesses and goals as per the strategic plan.

The Chair requested that the President correspond with the Ministry of Training, Colleges and Universities regarding the inconsistencies in the overall reporting requirements.

MOTION #5018

Moved by Aileen Fletcher

Seconded by Deborah Kinkaid

“That the Durham College Board of Governors approve the 2007-08 Business Plan as presented.”

CARRIED

Academic Program Approvals

1. Food Service Worker Certificate (School of Continuing Education)

Jeanette Barrett, Acting Vice-President – Academic, presented the Food Service Worker Certificate proposal for the Board’s consideration and approval.

**MOTION
#5019**

Moved by Joanne Burghardt

Seconded by Denise Jones

“That the Durham College Board of Governors approve the Food Service Worker Certificate for commencement in September 2007.”

CARRIED

2. Health & Safety Labour Studies Certificate (School of Continuing Education)

Jeanette Barrett, Acting Vice-President – Academic, presented the Health and Safety Labour Studies Certificate proposal for the Board’s consideration and approval.

**MOTION
#5020**

Moved by Denise Jones

Seconded by Gerry Warman

“That the Durham College Board of Governors approve the Health and Safety Labour Studies Certificate effective immediately.:

CARRIED

3. Water Quality Analyst Certificate; Water Treatment and Water Distribution Certificate; Wastewater Treatment and Wastewater Collection Certificate (School of Continuing Education)

Jeanette Barrett, Acting Vice-President – Academic, presented the Water Quality Analyst, Water Treatment and Water Distribution, and Wastewater Treatment and Wastewater Collection Certificate proposals for the Board’s consideration and approval.

**MOTION
#5021**

Moved by Karen Hodgins

Seconded by Charlie Peel

“That the Durham College Board of Governors approve:

- the Water Quality Analyst Certificate for commencement in September 2007;
- the Water Treatment and Water Distribution Certificate for commencement in September 2007;
- the Wastewater Treatment and Wastewater Collection Certificate for commencement in September 2007.”

CARRIED

4. Program Title Modification – “Information Systems” (School of Business and IT)

Jeanette Barrett, Acting Vice-President – Academic, presented a program title modification for the Board’s consideration and approval.

**MOTION
#5022**

Moved by Rhonda Christian

Seconded by Gerry Warman

“That the Durham College Board of Governors approve the program title modification as follows:

From Information Systems (3 year Ontario College Advanced Diploma) to *Computer Programmer Analyst* (3 year Ontario College Advanced Diploma).”

CARRIED

UPCOMING EVENTS

The Chair reported on upcoming events including: the farewell to Governors' Reception and Dinner at Harpo's Restaurant in Oshawa on Thursday, June 21, 2007 at 7:00 p.m.; the Durham College Convocation at the General Motors Centre in Oshawa on Friday, June 22, 2007 at 9:30 a.m., 1:30 p.m. and 5:30 p.m.

MOVE TO CLOSED SESSION

MOTION
#5023

Moved by Aileen Fletcher

Seconded by Joanne Burghardt

"That the Durham College Board of Governors continue the meeting in closed session."

CARRIED

At 10:20 p.m., the meeting returned to open session.

TERMINATION OF MEETING

The meeting terminated at 10:22 p.m.

Patrick McNeil, Chair

Leah Myers, President

Karen Spearing, Secretary