

ST. CLAIR COLLEGE OF APPLIED ARTS AND TECHNOLOGY

MINUTES

of the

FULL BOARD MEETING of the BOARD OF GOVERNORS

Held June 24, 2008 at 6:30 p.m., in the Windsor Room of the St. Clair Centre for the Arts

PRESENT:

Mr. M. Benoit
Mr. B. Cutler
Mr. M. Helal
Ms. C. Janisse
Ms. B. Jones
Ms. D. Livneh
Ms. M. Lucas
Mr. V. Marcotte, Chair
Ms. K. Mingay
Ms. R. Parak
Mr. R. Shaw, **Chair/Elect**
Dr. J. Strasser, **President**
Mr. J. Wickett

ABSENT:

Ms. K. Curtis
Mr. P. Choma
Ms. L. Gall

Also Present:

Ms. S. Armstrong, Director, Financial Services
Mr. D. Barsanti, CFO
Ms. R. Demchuk, Manager, Occupational
Health and Safety
Ms. P. France, Vice President, Administration
& Student Services
Ms. S. Garant, Board Secretary
Ms. J. Harris, Vice President, Corporate &
Community Services
Mr. R. Langill, OPSEU Local 137, Support Staff
Observer
Mr. C. Parrott, In-Coming External Board
Appointee
Ms. S. Simmons, Out-going, Internal Student
Board Member

Mr. F. Sorrell, Vice President, College
Advancement Services
Dr. P. Tumidajski, Vice President, Academic

A quorum of the Board of Governors in attendance and the Notice of the Meeting and the Agenda having been duly sent to all Board members, the meeting was declared regularly constituted. A copy of the Notice of Meeting/Agenda is attached as **Appendix 'A'**.

Mr. Marcotte chaired the meeting and Ms. Garant was the Recording Secretary.

1.0 Adoption of the Agenda and Declaration of Conflict of Interest

Before adopting the motion to approve the agenda the Chair announced the following changes. Item 5.4 pertaining to the Financial Status of the St. Clair Centre for the Arts and will be added under the heading Board Updates and under Approval Items, Item 6.8 would be added to consider for approval the change to the name of a program, particularly Community Living Skills.

Mr. Marcotte called for a motion to adopt the agenda and asked if there were any declarations of conflict at this time. Hearing none, the motion was moved and carried and therefore

RESOLVED THAT the Board
adopt the agenda as amended.

2.0 Welcome and Introduction of the New 2008/9 Board Members

Mr. Marcotte acknowledged external Board appointee, Mr. Craig Parrott and Student Board member, Mr. Moe Helal to the group and explained that the final CCAC approval is forthcoming, in August, time enough for Mr. Parrott and Mr. Farron to begin their terms officially, September 1, 2008. The Chair also noted that the official introductions would be made at the September Full Board Meeting and each member will introduce themselves and give a brief background.

3.0 Constituent Reports

Support Staff Report

Mr. Langill, Local 137 Support Staff observer, presented the following report to the Board.

He announced that recent elections resulted in the acclamation of Ms. Florry Lang as Local President and Ms. Naz Binck as First Vice President. The following is a list of the Executive and the positions they hold within the Local beginning July 1, 2008:

Ms. Ayla Umac – 2nd Vice President
Mr. Ross Langill – Secretary
Mr. Vinoo Dayal – Treasurer
Ms. Connie Collins – Chief Steward

Mr. Langill announced that Management's offer to the Union at this stage of bargaining can be found on the Council' website:
www.thecouncil.on.ca

The information will appear on the OPSEU website, albeit at a later date in order to comply with the agreement to post information in both the English and French language format.

Mr. Langill further explained to the Board that the stability process is ongoing with forty-three of the members affected to date. Considering the process is only half way complete there could be an additional ten to fifteen members displaced.

This has been an arduous process, added Mr. Langill, drawn out over a longer period of time than originally thought and out of which seven grievances have arisen.

This concluded the Support Staff report to the Board.

Student Report

Ms. Stephanie Simmons, on behalf of Thames Student Incorporated thanked the Board for their student support throughout her term on the Board. Newly elected President of Thames Student Incorporated, Ms. Simmons expressed to the Board that the last few months have been extremely busy working on their Board policies and procedures, hiring an operations manager and planning their Board retreat and orientation session scheduled to take place this coming weekend.

Mr. Marcotte took this time to introduce and welcome, Mr. Moe Helal, External Vice President of the Student Representative Council in Windsor. Mr. Helal, added the Chair, is attending his first official meeting as Internal Board member, this evening.

This concluded the constituent reports.

4.0 Board Education/Information Items

4.1 Review of the “draft” 2008/9 Board Meeting Dates & Events Schedule

Mr. Marcotte announced that the meeting days of 2nd and 4th Tuesdays in the month remain the same, however, the dates for the Board Retreat are October 24/25, with the location to be decided at a later date. Other special event dates will be added to the “draft” schedule, as they become available.

5.0 Board Updates

5.1 Announcement of the New 2008/9 Board Chair and Chair/Elect

Mr. Marcotte announced and thanked Mr. Ron Shaw and Ms. Deborah Livneh who were newly elected Chair and Chair/Elect for the Board of Governors of St. Clair College, beginning September 1, 2008.

5.2 Health and Safety Update

Ms. France spoke to this item on the agenda as she was designated as the College’s Administrative liaison with the Ministry in meeting compliance dates initiated by 209 Ministry of Labour orders as well as keeping the Board abreast of the status of the College’s response to those orders.

Ms. France announced that she was happy to report at the last Board meeting that the College has complied with all orders and at tonight’s meeting would be distributing a formal written Health & Safety report, dated June 24, 2008 outlining the ten major initiatives and the steps taken by the College that provided the accountability and compliance outlined in the Occupational Health and Safety Act.

In addition, Ms. France explained to the Board members that an IRS (Internal Responsibility System) document which the members can review and have any items of concern addressed at the next Board Meeting in September and that the Board would be in receipt of annual reports as they relate to the College’s Health and Safety on an annual basis.

In concluding her report, Ms. France acknowledged Ms. Rebecca Demchuk, Occupational Health and Safety Manager at St. Clair College. As a recent addition to the College (less than one

year), Ms. Demchuk was one of the key members of the team, consisting of representatives from the College's Facilities Department, the JHSC, Local Unions and the Ministry in achieving compliance with the numerous orders recently handed down by the Ministry of Labour.

Ms. France further added that she would like to express her gratitude to Ms. Demchuk, publicly, and ensure that the Board is aware that this task would not have been accomplished had it not been for the efforts of all of the players working together to achieve the required outcomes.

Mr. Marcotte commended Ms. France and the College team that was instrumental in avoiding possible closure and achieving compliance to the Ministry demands. In addition, the Chair asked that these sentiments be conveyed to all of those responsible on behalf of the Board of Governors.

The Chair called for a motion to receive the report for information and it was moved and carried and therefore

RESOLVED THAT the Board receive both documents, the February 2008 Health and Safety Manual and the June 24, 2008 Occupational Health and Safety Report for information.

5.3 2008 ACCC Conference Report

Ms. Mingay one of four conference attendees began by relating to the Board that this was her third ACCC Conference and that of the three, this conference seemed less inclusive of external Board members.

Ms. Mingay suggested that perhaps in the future more detail pertaining to the conference be provided for members to make a more informed decision as to whether to participate.

Ms. Mingay did note that the keynote speakers at the conference were extremely interesting, including a gentleman representing the Canadian Construction Association who had some encouraging comments of how some of the losses in manufacturing jobs may be made up for in the construction industry which has witnessed a rate of 10% growth in employment.

Another amazing speaker added Ms. Mingay was Mr. Romeo Dallaire who recounted his experiences in Rwanda and the genocide that took place there. He also addressed the issue of global leadership including topics related to political will and the empowerment of women.

Although he did not have all the details Mr. Benoit noted that there was a presence of the Canadian Forces and it was rumored that there was to be a signing of a Memorandum of Understanding between the Canadian Forces and ACCC in the interests of recruitment.

While attending the National Governors' Forum luncheon Ms. Mingay further remarked the keynote speaker was a consultant with expertise in strategic thinking as it relates to politics, technology commerce, social values, demographics as it relates within the college framework.

As it related to commerce the speaker remarked that 40% of future high school students will be interested in pursuing skilled trades, according to Ms. Mingay.

Mr. Storm Cunningham another speaker devoted his lecture to the Reuse, Recycle, Recreate and Reforestation projects which may be the future direction for program development and gainful graduate employment. This also impacts on society not producing

more in the way of manufacturing but producing bi-products of already manufactured goods.

The theme of the discussion, Mr. Benoit added, was to jump on the moving train, a recruitment initiative for mobilizing colleges to engage in sharing processes and successful ideas for recruitment of students. Information will be provided to the Board members in the future as Mr. Benoit has requested the report be sent to him in order for him to pass it along.

Mr. Benoit also indicated he would have information pertaining to PLA (prior learning assessment) that he will share with the Vice President, Academic at South Campus which he intends to implement at the Thames Campus in Chatham.

Various models, such as one dealing with student retention submitted at the conference by Cambrian College and which displayed marked improvement at their college would be shared with the appropriate academic departments at St. Clair College, added Mr. Benoit.

Ms. Mingay was also going to provide the College with a report from the North Atlantic College (Newfoundland) which outlines initiatives that were implemented and raised profits in their Continuing Education division. She will also provide the names of those people responsible to enable their St. Clair counterparts a networking opportunity.

A summary of Ms. Mingay's notes are attached to the Minutes as Item 5.3.

Ms. Simmons, on behalf of the students that attended the ACCC conference expressed how proud she was to see student presenters at the conference who spoke about their joint initiatives with their respective college administrators in working together to achieve mutually beneficial strategies and goals as well as sharing their experiences as student leaders. She was glad to see the number of staff members and administrators that took part in the discussions with the students.

Ms. Simmons reiterated Ms. Mingay's comments about keynote speaker, Romeo Dallaire and the horrors he witnessed in Rawanda.

In concluding her comments Ms. Simmons added that she would like to see a St. Clair presenter at an ACCC conference.

Perhaps early planning for such will present the opportunity in the future.

Mr. Benoit noted the 2009 ACCC conference will be held in Prince Edward Island.

The Chair called for a motion to receive this report and it was moved and carried and therefore

RESOLVED THAT the Board receive the report provided by Ms. Mingay, Ms. Parak, Ms. Simmons and Mr. Benoit, for information.

5.4 Financial Statements for the St. Clair Centre for the Arts

Dr. Strasser spoke to this item and informed the Board that he would distribute copies of the information presented at the end of his brief summary.

A copy of Dr. Strasser's Power Point presentation is attached to the Minutes as Item 5.4.

The President explained that the Centre, in his report, would be broken down into seven areas and each of those areas examined for their purpose and contribution, revenue or otherwise.

What factors formed the financial parameters for the first year of taking over the facility as outlined in the deal with the City from the College's perspective, asked the President?

It is obvious explained Dr. Strasser that five hundred students being housed in this facility would without a doubt cost the College money.

The deal was the purchase price of one dollar and two years to March 10, 2009 of up to \$2.6M the City would pay half the wages for those on the payroll. The City provided capital of \$423,000 in the first year to do with however we choose. Another \$423, 000 will come to the College again in year four. The City also provided a municipal tax waiver, based on a stipend of so many dollars per student per year, given to the City from the College.

The consolidated statements indicate a revenue of \$3M with a cost incurred of \$4.3M amounting to a \$1.1M loss.

However, there are items that do not come into account when you examine those numbers added the President.

The College decided to take 30% of the income that was generated by the students here (housed at the SCCA), based on grant and tuition from the academic sector to balance off the use of the fourth floor of the facility along with all the basement and three of five rooms on the fourth floor. Three weeks out of each year, added the President, the theatre is devoted to the Performing Arts students to use for their production.

Any time the College uses the Centre the discount for meals or room rentals is noted.

This will help in giving a realistic perspective of the use of the Centre.

The St. Clair Centre has provided the space to house programs such as Media Arts & Design.

The building itself is worth approximately \$37M with the land value of \$2.3M and between \$4M-\$7M in inventory.

The Centre employs one general manager and a world class chef. The first of January 2008, the catering services from the Centre took over the food service at St. Clair's Thames Campus and made that into a profit maker.

Dr. Strasser further added that the College has the opportunity with the St. Clair Centre of becoming a first class culinary institute where approximately twenty-four students could work to achieving the "red seal" designation. The potential is certainly here. Chef Daniele and Mr. Di Meo are working toward that goal.

The downside or areas of the St. Clair Centre that have been most daunting explained Dr. Strasser was the negative image the former Cleary Auditorium had and turning that around has been extremely challenging. The work culture of some of the employees is deplorable and it is one of the hardest aspects of the catering side to "fix" noted the President.

We predicted there would be a transition time. The College never anticipated it would be this difficult and/or daunting a task.

After reviewing the finances it now appears that there were items not included in the costs or that were put into other accounts that should have been noted by the City of Windsor. These inaccuracies have only come to light since the take over and would never have been determined otherwise.

Looking ahead, Dr. Strasser referred to the image makeover of the Centre and how that is slowly becoming a reality.

The catering services are examining the potential of running the Windsor cafeteria services much like what has been done in Chatham to improve food service to the students and staff.

Our sales for inside events is increasing and could be increased five fold added the President.

The downside of catering in the city is the negative attitude of some downtown businesses that have the notion that the College is somehow subsidized in its catering venue and therefore perceived as unfair competition.

Should the College operate the Centre strictly as an educational institution, with some special revenue generating components, acquisition of the Centre would still be considered a great deal.

The Centre can be utilized to further increase our enrolment added Dr. Strasser. With the significant increase in salary costs arising from the anticipated unionization of part-time employees, the Centre may have to entertain the idea of curtailing its revenue generating efforts and devote itself strictly to academic interests with a few exceptions after the calendar year 2009.

However, any increase in enrolment comes with an increase costs in infrastructure. The Theatre division, considering the impact on the community, in particular the Windsor Symphony, the Windsor Light Opera, etc., would have to be considered in any future scenario.

In reviewing the expenses for the Centre, the Chair questioned why the costs of heating/electrical aren't charged to the academic side of the operation and Ms. Harris explained that the infrastructure charges have historically been charged against the facility.

Mr. Barsanti added that there is documentation that indicates the room usage as well as cost of food, etc. These are valid credits against the students housed in the SCCA added Ms. Harris.

Ms. Livneh requested that the Board receive quarterly reports of the St. Clair Centre financials to which administration agreed that would be done.

The motion was moved and carried and it was therefore

RESOLVED THAT the Board receive this report from the President of the financial status of the St. Clair Centre for the Arts for information.

6.0 Approval Items

6.1 Audit Committee Report

Mr. Cutler, Chair of the Audit Committee, presented this report which resulted from the June 20, 2008 Audit Committee meeting.

The bottom line coming out of this audit is that it was a very detailed, clean, audit this year from Price Waterhouse Coopers. The new scrutiny and familiarization by new auditors resulted in the audit taking more time than would be considered normal added Mr. Cutler.

There was a very short sub-list (unaudited differences) that the auditors had to review.

In conclusion a motion to approve the audit report was moved and carried and it was therefore

RESOLVED THAT the Board approve the Audit Committee report as presented by Mr. Cutler.

6.2 Audited Consolidated Financial Statements for the Year Ended March 31, 2008

Mr. Barsanti presented the report related to the Consolidated Financial Statements at this time and began his presentation remarking on how the new auditors have come away from the

process with an excellent understanding of the College processes and systems.

They expect that future audits will go even smoother now having gone through the process.

Mr. Barsanti then instructed the Board members to go to page 10 of the “draft” financial document attached to the agenda on the balance sheet on the “asset” side. The 2008 line “interest in property” on page 5 of 35 of Item 6.2 will be amended to include the \$2,778,192 from the sale of the Huron Line property.

On the “liability” side on page 6 of 35 of Item 6.2, the bank loan (\$534,547) on the original student centre, soon to be re-negotiated with the Ontario Financing Authority, will appear under “long-term liabilities” on next year’s statements.

Mr. Barsanti also explained the line item “accrued vested sick-leave benefit” under the long-term liabilities heading on page 6 of 35 under Item 6.2 refers to faculty members hired prior to March 31, 1991. This number decreases with the number of faculty retirees each year however it will appear on all financial statements from this point on.

Overall the balance sheets are in good shape commented Mr. Barsanti and at this time the Chair called for any questions. Mr. Barsanti responded to a query from Mr. Cutler that pertained to the Capital grants of \$2.4M which Mr. Barsanti explained are still being deferred.

At this time a motion was moved and carried to approve the Consolidated Financial Statements for the year ended March 31, 2008 and it was therefore

RESOLVED THAT the Board
approve the Consolidated Financial
Statements for the Year Ended March
31, 2008.

6.3 Audit Committee – Election of Chair and Addition of a New Member

After a brief discussion pertaining to this item, a motion was moved and seconded that this item would be deferred to the first Full Board meeting in September.

It was therefore

RESOLVED THAT the Board of Governors approve the deferral of this item to elect a Chair and appoint a new member to the Audit Committee on September 30, 2008.

6.4 Letter of Understanding between the Board of Governors and the Foundation Board

The Chair requested of administration that they provide information pertaining to third party liability, under Item IV in the memorandum of understanding, which is to be maintained by the Foundation. This information, according to Ms. Harris, will be forthcoming in September to the Board.

Dr. Strasser spoke to the background of this memorandum of understanding, explaining that this letter which outlines the details of the relationship between the Board of Governors, the College and the Foundation and after having legal counsel review the document, making the changes necessary in order to comply with current Ministry regulations, come to the Board with the revised letter asking for Board approval for an additional five year agreement.

Upon calling for questions and hearing none, the Chair brought forward the motion for the Board to approve the signing, by administration, on behalf of the Board, the final document including those changes indicated on the "draft" document the Board has reviewed.

It was therefore

RESOLVED THAT the Board approves administration's signing of the final amended renewal document titled "Memorandum of Understanding" on behalf of the Board of Governors of St. Clair College and the Foundation Board as required by the Ministry of Colleges and Universities directive and which will come before the Board for renewal in 2012.

The Chair further noted that the Board will practice due diligence in reviewing the Minutes of the Foundation meetings and

approving membership on the Foundation Board as is set in the by-laws.

6.5 Loan Agreement between St. Clair College and the Ontario Financing Authority

Ms. Harris spoke to this item and began by explaining to the Board that this item comes before the Board for approval since the existing loan for the original student centre expansion is now up for renewal (\$534,000). This process, added Ms. Harris, has indeed been bumpy and even the Ministry has declared its own frustrations with this process.

The program was introduced last fall and implementation began in early spring. The Financing Authority, according to Ms. Harris, has assured the colleges that it will provide lower interest rates than any financial institutions. Although their financing is not mandatory it is clear that the authority will delay any projects not financed through them.

A comprehensive template has been provided to the colleges and universities.

Should future College projects warrant additional funding or financing, continued Ms. Harris, an application form must be submitted to the Financing Authority who will in turn provide the funds. Ms. Harris also agreed to add wording in any future loan application that would ensure, as per Mr. Marcotte's suggestion, any pre-payment of debt, would be without penalty.

After discussing the item the motion was called and carried and it was therefore

RESOLVED THAT the Board approves the renewal of the Student Centre loan agreement between St. Clair College and the Ontario Financing Authority of approximately \$534,000.

6.6 Tribute to Retiring Board Members

External Member

Mr. Marcotte recognized the hard work and dedication to the College, both as a Board member and as Chair of the Audit

Committee. The Board members applauded in recognition of Mr. Cutler's contributions.

He wished Mr. Cutler and his wife Caroline all the best and presented him with a small token of appreciation.

Mr. Cutler responded thanking the Board and announcing that the National Stamp Society of which he is the Chair, would be holding its convention at the St. Clair Centre for the Arts the last weekend in May in 2010.

Internal Members

Mr. Marcotte then thanked Ms. Janisse, the Support Staff representative on the Board for sharing her insights.

Mr. Marcotte also recognized Student member, Stephanie Simmons, and thanked her for her work on the Board. The Chair also acknowledged that Ms. Simmons is the newly elected TSI President and will be continuing her studies in the upcoming fall term.

The Chair also added that the Board looks forward to meeting with Stephanie and the other student representatives in the fall, as the Board did this past year, to keep an ongoing dialogue open between the students and the Board of Governors.

6.7 Presentation to the Retiring Chair

Mr. Shaw had the honour of acknowledging the contributions made by Mr. Vince Marcotte over the last two years as Board Chair. Although he remains on the Board, Mr. Shaw thanked Mr. Marcotte for hosting the monthly planning meetings with the President, Vice President and Chair-Elect in setting the Board meeting agendas.

6.8 Change of Name – Continuing Education Certificate Program

The President spoke to this addition to the agenda explaining to the Board that following the convocation ceremony graduates and family members expressed their concerns regarding the name that appeared on the graduate certificates for the Community Living Skills-Multi-Handicapped. They ask that the name be changed to Community Living Skills Program.

Administration is seeking Board approval, added the President, to change all 2007/8 certificates and beyond to reflect this change.

It was therefore

RESOLVED THAT the Board approve the name of the certificate program be changed to Community Living Skills Program as of January 2, 2008.