

ST. CLAIR COLLEGE OF APPLIED ARTS AND TECHNOLOGY

MINUTES

of the

FULL BOARD MEETING of the BOARD OF GOVERNORS

Held June 23, 2015, 2015 at 7:00 p.m., in Boardroom 342, South Campus, Windsor, Ontario

PRESENT:

Mr. D. Allen
Mr. T. Berthiaume
Ms. M. Corey
Mr. C. Janisse
Ms. L. Kempe
Ms. M. Lucio
Mr. V. Marcotte, **Chair**
Mr. D. Moncur
Ms. P. Papadeas
Ms. M. Renaud
Ms. M. Rogers
Mr. R. Rusich
Mr. R. Seguin
Dr. J. Strasser, **President**
Ms. M. Wickham
Mr. D. Wilson, **Chair-Elect**

REGRETS:

Ms. M. Marcotte

Also Present:

Ms. S. Armstrong, Director – Financial Services
Mr. D. Barsanti, Chief Financial Officer
Mr. E.P. Chant, Editor, SAINT, Student Newspaper
Mr. J. Fairley, Vice President, College and
Community Relations
Ms. P. France, Senior Vice President, College
Operations and Corporate Secretary
Ms. S. Girard, Board Secretary
Mr. P. Redko, Faculty Observer
Ms. M. Underwood, President, Student
Representative Council

A quorum of the Board of Governors in attendance and 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. Girard was the Recording Secretary.

1.0 **Adoption of the Agenda and Declaration of Conflict of Interest**

The Chair added Presidential Review Process to the agenda as item #5.3. Hearing no declarations of conflict of interest, it was,

RESOLVED THAT the Board
adopt the June 23, 2015
Full Board Agenda as amended.

2.0 **Approval of the Full Board Minutes of the May 26, 2015 Meeting Held in Windsor, Ontario.**

Hearing no other changes, errors or omissions to the Minutes, it was,

RESOLVED THAT the
May 26, 2015 Full Board
Minutes be adopted as distributed.

3.0 **Constituent Reports**

Faculty

At this time, the Chair called on Mr. Pat Redko, the alternate Faculty Observer, to give his report. Mr. Redko congratulated Dr. Strasser on his upcoming retirement and welcomed Ms. Patti France to her upcoming presidency. He indicated that their officers are as follows:

- Bernie Nawrocki – President
- Gayle Dale – Vice-President
- Kent McLean – 2nd Vice-President
- Ken Acton – Chief Stewart
- Floyd Curtis – Treasurer
- John Ulakovich – Secretary

Student Representative Council

At this time, the Chair called on Ms. Miranda Underwood to give her report to the Board.

Ms. Underwood thanked everyone and extended their gratitude to the Board for their participation in the convocation sessions.

She indicated that they have been busy attending conferences, planning orientation and all their programming for the fall semester.

4.0 **President's Report**

The President had nothing to report at this time.

5.0 **Business Arising**

5.1 2015 CiCan Update

The Chair noted that both Ms. Rogers and he had attended this conference and he called on Ms. Rogers to present her report. A copy of Ms. Rogers' full report is attached as item # 5.1(a) to the minutes and an overview was handed out at the meeting, which is the cover page of the full report. Mr. Marcotte stated that he would email Ms. Girard the full report and it will be attached as item # 5.1(b) to the minutes. Both Ms. Rogers and Mr. Marcotte gave brief overviews of their experiences at the conference.

5.2 Executive Plan for the Summer Months

The Chair stated that it is standard practice to have an Executive Committee act on behalf of the Board during the summer months between June 30, 2015 to August 31, 2015 to deal with Board business and asked for a motion to allow the existing Chair, Chair-Elect, President and President-Elect to handle any issues should they arise, it was,

RESOLVED THAT the Board of Governors approve the Executive Committee for the summer months between June 30, 2015 to August 31, 2015.

5.3 Presidential Review Process

The Chair noted that at the last meeting a motion was to come back at this meeting for the Presidential Evaluation Policy. The executive have looked at it and would like to have a thorough discussion on it prior to a motion coming forward. A motion was brought forward to defer this item to the September meeting, it was,

RESOLVED THAT the Board of Governors approve this item be deferred until the September meeting.

6.0 **New Business**

6.1 Audit Committee Report

Mr. Janisse, Chair of the Audit Committee spoke to this item. He stated that the Committee met with administration and the auditors on June 9, 2015 and that the minutes from March 13, 2015 were approved. At this

meeting Mr. Barsanti highlighted significant items on the financial statements and Ms. Peterson and Mr. Beaudoin from Pricewaterhouse Coopers (PWC) presented their Year End Report. Mr. Janisse made the following points:

- PWC plans to issue an unqualified opinion on the College's financial statements.
- PWC will issue the financial statements once they have been approved by the Board of Governors on June 23, 2015.
- There were two significant audit, accounting and financial reporting matters:
 - Revenue Recognition
 - Accounting Estimates
- Summary of unadjusted and adjusted items:
 - There were no unadjusted items.
 - There was one unadjusted item regarding the allowance of doubtful accounts on tuition receivables.
- In PWC's opinion, the financial statements, taken as a whole, are free of material misstatement.
- Administration and the Audit Committee had a discussion regarding the financial package that Administration had provided which included:
 - Budget, Mid-Year Review and Financial Statements for 2013-14 and 2014-15
 - Projected 2015-16
 - MTCU 2015-16 accrual budget income statement and balance sheet
 - Financial Summary: Student Enrolment, Institutional Net Worth and Audited Financial Statements
 - Financial Summary: Cash Flow, MTCU Financial Indicators

A motion was brought forward that the Audit Committee recommends that the Board of Governors approve the audited consolidated financial statements for the year ending March 31, 2015, it was,

RESOLVED THAT the Board of
Governors approve the Audited Consolidated
Financial Statements for the year ended
March 31, 2015 for submission to the Ministry.

Mr. Marcotte in turn thanked the Audit Committee on behalf of the Board.

A copy of Mr. Janisse's full Audit Committee report as prepared by Mr. Barsanti is attached as item #6.1.

6.2 Audited Consolidated Financial Statements for the Year Ended March 31, 2015 for submission to the Ministry

Mr. Barsanti spoke to this item. He stated that Pricewaterhouse Coopers (PWC) has now completed eight audits. PWC will be providing audit services for two more years (March 31, 2017). Mr. Barsanti highlighted the following points:

- It was noted that in PWC opinion; the consolidated financial statements present fairly, in all material respects.
- Current Assets: Cash & Temporary Investments:
 - \$13 million lower than last year, cash was used to fund the balance owing on the Windsor SportsPlex.
- Long-Term Investments - \$8,878,842 Foundation Investments, about \$800,000 higher than prior year.
- Construction in Progress:
 - \$314,856 compared to last fiscal \$23,222,594, the Windsor Sportsplex has now capitalized.
- Current Liabilities: In total, decreased about \$1 million but comparable to prior year. Accounts payable decreased, the holdback on the Windsor SportsPlex was paid.
- Long Term Debt: Decreased about \$630,387.
- Deferred Capital Contributions relating to Construction in Progress:
 - Zero this year, the \$9,330,000 from last year (MTCU funding) for the Windsor SportsPlex has moved into Deferred Capital Contributions.
- Net Assets – Operating:
 - Down about \$4 million.
- Invested in Capital:
 - Increased by about \$2 million.
- Revenue:
 - Overall about \$3.8 million increase.
 - No gain on disposal of capital assets.
 - Government grants have decreased.
 - Tuition revenue & contract training both increased.
- Expenditures:
 - Increased by about 7% overall as compared to 6% last year.

After the discussion, it was noted that this item was approved following the Audit Committee Report under item #6.1.

6.3 Business Plan – Accrual Budget Template (MTCU Format)

Mr. Barsanti reminded the Board that this is a requirement from MTCU and they are asking for the College to estimate the statements for 2015-2016 based on what the College knows as of today. He then gave the Board a brief overview of the information attached to the Board agenda.

At this time, the Chair-Elect brought forward a motion to defer the approval of this budget until the next Board meeting in September, it was,

RESOLVED THAT the Board of Governors defer the approval of the budget until the September Board meeting.

6.4 Review of the “Draft” 2015/2016 Board Meeting/Event Schedule

The Chair-Elect mentioned that they are aware of the conflict with the May 31, 2016 conflicting with next year’s CiCan conference but would review the interest before rescheduling. It was noted by one of the Board members that maybe there should be another meeting scheduled in Chatham. After a brief discussion, it was,

RESOLVED THAT the Board of Governors approve the Board Meeting/Event Schedule as distributed.

6.5 Board Retreat

At this time, the Chair-Elect indicated that the Holiday Inn has been booked as the venue for the two dates of October 16 and October 17, 2015. They have a name of a facilitator, the references have been checked and they check out so the Chair and Chair-Elect are going to contact them. The Chair-Elect has asked the Board to familiarize themselves with the Strategic Mandate Agreement (SMA) as it provides somewhat of a boundary as to where the Board can develop a strategic plan. The Committee of the Whole meeting scheduled for Tuesday, September 8, 2015 will focus on accreditation so that everyone understands what it is, where we are at and how the College is approaching it.

7.0 **Policy/By Law Review**

7.1 By Law Review – 2nd Reading

After a brief discussion, the Chair called for a motion to approve and it was carried, therefore, it was,

RESOLVED THAT the Board of Governors approve the 2nd reading of By-Laws 22 & 23 as presented.

At this time, the Chair-Elect took this opportunity to thank the Chair, Vince Marcotte for all his leadership and commitment to the Board over the years. Mr. Wilson also presented Mr. Marcotte with his picture noting that Mr. Marcotte would be the first person to be up on the wall twice serving as the Board Chair.

The Board Chair thanked the Board for all their commitment over the past year and the Presidential Recruitment Committee for putting forth the effort to ensure the process was successful.

The Chair now called on Mr. Fairley to say a few words. Mr. Fairley thanked everyone for their convocation participation. He also indicated that the Schlegel Family Lounge dedication will take place at the Health Sciences building on Thursday, July 9, 2015.