

MINUTES OF THE SIX HUNDRED AND ELEVENTH MEETING
BOARD OF GOVERNORS
FANSHAWE COLLEGE

Meeting #611 – H1005/Zoom

Thursday, June 06, 2024

Present:

Michael Geraghty, Acting Chair
Tim Anderson
Mojdeh Cox
Peter Devlin, President
Courtney Ecker
Laura Elliott
Mihad Fahmy
Brian Foster
Michael Geraghty
Sandy Jansen
Denise Luksys
Larry MacKinnon
Brad Nelson
Dave Ross
Eric Weniger

Regrets:

Mihad Fahmy
Louise Poole

Staff Resource:

Michele Beaudoin, Vice-President, Student Services
Tania Caza, Vice-President, People and Culture
Gary Lima, Senior Vice-President, Academic
Jenny Ruz, Vice-President, Finance and Administration
Jeff Wright, Vice-President, Corporate Strategy and Business Development
Cheryl McMurray, Chief of Staff
Lisa McIntyre, Assistant, Board of Governors

Additional Staff Resources

Donna Derer, Executive Project Consultant
Peter Gilbert, Chief Infrastructure Officer
Alison Ewart, Dean, Centre for Research
Candace Miller, ED Business Development & Strategic Support
Bosco Yuan, ED, Finance

A. OPENING PROCEDURES

1. Call to Order and Announcement of Quorum

The Chair called the meeting to order and announced quorum at 4:00 p.m.

2. Chair's Welcome

The Chair acknowledged and honoured the Anishnaabe, Haudenosaunee, and Lenape people of Southwestern Ontario as the traditional owners and custodians of the lands and waterways where Fanshawe College is located.

He continued by acknowledging that today marks the third anniversary of the horrific terrorist attack on Our London Family. June 6th was a day that devastated the Fanshawe and London community, and indeed the whole country was deeply affected by this act of Islamophobia. That loss is still felt acutely today, and this day is retraumatizing for many, especially members of our Muslim community. This act must serve as a reminder of the critical importance of a genuine commitment to equity and inclusion and the intentional dismantling of systems of oppression. We recommit to that today, in honour and in memory of Our London Family, and affirm the work of Fanshawe's Centre for EDI in doing the same.

Everyone was welcomed to the meeting with regrets and virtual attendees noted.

3. Disclosure of Conflicts of Interest

Denise Luksys declared a conflict with Agenda item F2b.

4. Consent Matters

The Chair confirmed that all business arising has been actioned or is on this agenda. Governors were asked if they wished to comment on or remove any items from the Consent Matters list. Hearing no comments, the following resolution was considered:

THAT the Board approve the Consent Matters, including all applicable motions.

- a) Approval of Agenda
- b) Approval of Minutes – #610 (2024-04-25)
- c) Business Arising from Minutes
- d) Programming Approvals
 - i. Civil Engineering Technician Proposal
 - ii. Electromechanical Engineering Technology Proposal
 - iii. Industrial Automation Proposal
 - iv. Landscape Design Technician Proposal
 - v. PLG Duration Change
 - vi. Practical Elements of Mechanical Engineering Change
 - vii. ECL Consent Renewal
 - viii. Microcredentials

- e) Annual Reports:
 - i. Fanshawe College Annual Report
 - ii. Fanshawe College Foundation Annual Report
 - iii. Fanshawe Global Corporation Annual Report
 - iv. Hot Zone Training Consultants Inc. Annual Report
- f) Board Reports:
 - i. Board Process Committee Report
 - ii. Audit Committee Report
 - iii. Capital Project Monitoring Ad hoc Committee Report
 - iv. H&S Ad hoc Committee Report

Adopted – Resolution #61101

B. STRATEGIC PLAN IMPLEMENTATION/BUDGET

The Chair called on Larry MacKinnon, Audit Committee Chair, who introduced this item confirming that the Draft 2024-25 Budget was reviewed, discussed in detail and accepted as presented at the May Audit Committee meeting and that it, along with monitoring reports D-05 (Financial Planning) and D-12 (Capital Planning), are being recommended for approval by the Audit Committee.

Jenny Ruz, Vice-President Finance and Administration, summarized the Budget information included with the Board materials. The following was highlighted:

- International enrollment
- Cost containment measures
- Grant revenue
- Key operating assumptions
- Labour costs
- Budget over budget comparison
- Budgeted operating surplus
- Board approved capital projects
- The financial outlook to 2026/27
- Financial Health Indicators

There was a discussion regarding international enrollment.

The following motion was provided for the Board's consideration:

THAT the Board of Governors approves the 2024-25 Strategic Plan Implementation (Budget) as presented.

Adopted – Resolution #61102

1. Financial Planning Monitoring Report (Policy D-05)

The Chair called on Jenny Ruz, Vice-President Finance & Administration, to summarize and take questions on the Financial Planning Monitoring Report (D-05) that was provided with the meeting materials. It was noted that it is management's assertion that the College is in compliance with this policy, and that the information related to the monitoring report was covered in the Budget presentation just provided.

There being no questions, the following resolution was provided for the Board's consideration:

THAT the Board of Governors approves the Financial Planning Monitoring Report (D-05) based on reasonable interpretations of Board Policy and evidence demonstrating compliance with policy, representing effective performance.

Adopted – Resolution #61103

2. Capital Planning Monitoring Report (Policy D-12)

Jenny Ruz, Vice-President Finance & Administration, summarized and took questions on the Capital Planning Monitoring Report (D-12) that was provided with the meeting materials. It was confirmed that all significant projects have been brought to the Board and are included in the budget. Management's assertion of compliance and the approval of the current Campus Development Plan in March 2024 were also confirmed.

There being no questions, the following resolution was provided for the Board's consideration:

THAT the Board of Governors approves the Capital Planning Monitoring Report (D-12) based on reasonable interpretations of Board Policy and evidence demonstrating compliance with policy, representing effective performance.

Adopted – Resolution #61104

C. MONITORING REPORTS

1. Research & Innovation Monitoring Report (Policy D-37)

The Chair called on Gary Lima, SVP, Academic who introduced Alison Ewart, Dean Centre for Research, to summarize and take questions on the information provided with the Board materials. She highlighted:

- Received a \$2.3M five-year grant
- Expect two new research centres to be operational in the next year
- Welcomed the first full-time researcher to the office
- Have secured research funding

There being no questions, the following resolution was provided for the Board's consideration:

THAT the Board approves the Monitoring Report on Board Policy D-37 Research and Innovation based on reasonable interpretations of Board policy and evidence demonstrating compliance with policy, representing effective performance.

Adopted – Resolution #61105

Alison Ewart was thanked and excused from the meeting.

2. Financial Condition Monitoring Report (Policy D-10)

The Chair called on Larry MacKinnon, Audit Committee Chair, who indicated the Audit Committee, at their May meeting, reviewed and accepted the Consolidated Financial Statements and the draft Audit Findings Report, presented by KPMG. Both of these were discussed and there was an opportunity for the Audit Committee to meet with the External Auditors in-camera. The Financial Statements and the Audit Findings Report for the year ending March 31, 2024 were accepted as presented and are being recommended for approval by the Board at this meeting.

Jenny Ruz summarized and took questions on the Financial Condition Monitoring Report (D-10) that was provided with the meeting materials. She summarized the draft Consolidated Financial Statements, noting that an unqualified report has been issued by KPMG, the external auditors, and that there is a new note disclosure related to the Foundation. Once the Draft Audited Financial Statements are approved they will be signed by the President and Board Chair, submitted to the Ministry and posted on the website.

Following a discussion related to funding, ILAC contributions, the asset retirement obligation as well as the surplus, the following resolutions were provided for the Board's consideration:

THAT the Board of Governors approves the Financial Condition Monitoring Report (D-10) based on reasonable interpretations of Board Policy and evidence demonstrating compliance with policy, representing effective performance.

AND THAT the Board of Governors accepts the Auditor's Report and approves the draft Consolidated Financial Statements for the year ended March 31, 2023 as presented.

Adopted – Resolution #61106

3. Asset Monitoring Report (Policy D-15)

Jenny Ruz, VP Finance & Administration summarized and took questions on the Asset Monitoring Report (D-15) that was provided with the meeting materials. Management's assertion of compliance was indicated and no deficiencies were identified by KPMG.

The following resolution was provided for the Board's consideration:

THAT the Board of Governors approves the Asset Monitoring Report (D-15) based on reasonable interpretations of Board Policy and evidence demonstrating compliance with policy, representing effective performance.

Adopted – Resolution #61107

4. Insurance Monitoring Report (Policy D-16)

Jenny Ruz, VP Finance & Administration summarized and took questions on the Insurance Monitoring Report (D-16) that was provided with the meeting materials. Management's assertion of compliance was confirmed. The increase in Cybersecurity insurance due to the implementation of Multi Factor Authentication was noted.

There being no questions, the following resolution was provided for the Board's consideration:

THAT the Board of Governors approves the Insurance Monitoring Report (D-16) based on reasonable interpretations of Board Policy and evidence demonstrating compliance with policy, representing effective performance.

Adopted – Resolution #61108

5. Investment Monitoring Report (Policy D-17)

Jenny Ruz, VP Finance & Administration summarized and took questions on the Investment Monitoring Report (D-17) that was provided with the meeting materials. It was noted that it is management's assertion that the College is in compliance with this policy. She continued by highlighting the gross annual returns for the year noting that restrictions that must be followed due to Banking, Investments and Borrowing Directive.

The following resolution was provided for the Board's consideration:

THAT the Board of Governors approves the Investment Monitoring Report (D-17) based on reasonable interpretations of Board Policy and evidence demonstrating compliance with policy, representing effective performance.

Adopted – Resolution #61109

Jenny Ruz, VP Finance & Administration, summarized the annual Section 28 attestation confirming that we have received Ministry approval for any contract that could be perceived as having a contingent liability on the province's books. This compliance attestation will be signed by the Chair and provided to the Ministry following this meeting.

D. BOARD REPORTS

1. B Policy Review Ad hoc Committee Report

The Chair called on Sandy Jansen who summarized the report provided with the meeting materials. She confirmed the policies have been reviewed for ONCA compliance and a number of recommendations are being made for board approval. The following was highlighted:

- Two new by-laws, #3 and #4
- Move Investment reporting through the College to Audit Committee
- Capital Project Monitoring Report to continue as an Ad hoc Committee
- Bring Fanshawe Global Corp. inline with other subsidiaries
- Update of signing authority is in process and will be brought to the Board for approval.

There being no questions the following motions were provided for the Board's consideration:

THAT The items identified in the 2023-24 B Policy Workplan be approved as presented;

AND THAT the recommended changes to By-law #3 and By-law #4 be accepted as presented;

AND THAT the B Policy Review Ad hoc Committee be disband.

Adopted – Resolution #61110

2. Orientation Ad hoc Committee Report

The Chair called on Courtney Ecker, Committee Chair, to summarize the report provided with the meeting materials. She confirmed there are recommended changes to the policy and that the committee is recommending the following changes to the Orientation information provided annually:

- Invite all Governors to the Orientation
- Provide an overview of Conflict of Interest at the Orientation and again for the entire Board midyear.
- Fully define what policy governance is and the oversight role of the Board. All decisions are made in the best interest of the College.
- Provide an overview of the Board Agenda and definition of monitoring reports.
- Develop a standing committee orientation that includes the mandate, terms of reference, and how decisions and endorsement flow to the Board. (Audit, BPC, External Governor Recruitment-EGAC)
- Provide an overview of the lines of communication and who speaks on behalf of the Board
- Regularly review FAQ's in the manual
- Provide VP introductions at the orientation and include portfolio information in the written material

- Differentiate Board members from staff at the board table
- Provide a comprehensive overview of what is included in the manual. (policies, directives, etc.)
- Spend more time on portal document navigation at the Orientation

The proposed Mentor/Mentee Checklist, developed to support the Mentor/Mentee relationship, was outlined.

There being no questions, the following resolutions were provided for the Board's consideration:

THAT the Orientation Ad hoc Committee recommendations and the Draft Mentor/Mentee Checklist be approved as presented;

AND THAT the Orientation Ad hoc Committee be disbanded.

Adopted – Resolution #61111

3. Investment Committee Report

The Chair called on Larry MacKinnon, Investment Committee member, to provide this report to the Board. He highlighted the following:

- Committee membership (VP Finance & Administration (Chair); the ED Finance; Senior Manager, Financial Services; Manager, Advancement Services; up to two Foundation Directors; two members of the Board of Governors and up to two community members.
- No changes to the Committee's Terms of Reference have been made.
- Returns for the Foundation (12.65%) and the College (1.56%)
- Evaluated the portfolio's performance against the Primary and Secondary Objectives: College portfolio objects were not achieved; Foundation objectives were achieved for the balanced portfolio but not the conservative portfolio.
- An investment manager RFP is underway as the current contract will expire this year.

There being no questions, the Investment Committee Report was accepted as presented.

E. CHAIR'S REPORT

The Chair reported the following:

- Please look for and complete the survey for this meeting.
- He noted that the 2024-25 Work Plan was attached to the BPC Report in the Consent Agenda.
- Those that volunteered to represent the Board at the June Graduations were thanked.
- We hope everyone will be able to attend the Recognition Reception June 16th at The Chef's Table.

- He noted that Melissa Maloney has declined her appointment to the Board and that we will leave the one LGIC appointment position vacant until the Ministry has completed their appointment process.
- The Board Orientation is set for Thursday, September 12th from 2:30 – 4:00 PM. All Governors are encouraged to attend.
- The Annual Ministry compliance attestation has been signed. It was reviewed by the Audit Committee and was provided with the meeting materials.

As the meeting was ahead of schedule, the President's Report was provided at this point.

PRESIDENT'S REPORT

The Chair called on Peter Devlin, President, who summarized the report provided with the meeting materials with the aid of a PowerPoint presentation. The following were highlighted:

- The surplus increase due to the implementation of cost saving measures
- Receive less than 20% of revenue from the province
- Strategic Investments summarized
- HR expenses
- Collective bargaining
- Enterprise-wide Review to be completed in 2024-25
- Strategic Refresh work

There was a discussion regarding the ILAC partnership, the surplus, strategic investments, and Colleges Ontario initiatives.

The President continued his report highlighting:

- Target alignment with Strategic Goals
- Work completed at the municipal, federal, provincial, and national levels
- Community hosting activities
- EDI multi-year action plan
- Two research centres, Centre for Connected Building Technology and the Packaging Advancement Centre, summarized
- Enrollment growth
- SDG goals aligned with objectives
- Fundraising initiatives
- Gary Lima's planned retirement in December 2024 was announced

There being no further questions, the President's Report was accepted as presented.

There was a break from 5:20 to 6:02 p.m.

F. COMMITTEE OF THE WHOLE IN CAMERA

THAT the Board move into the Committee of the Whole at 6:02 p.m.

Adopted – Resolution #61112

G. COMMITTEE OF THE WHOLE IN CAMERA

THAT the Committee of the Whole rise and report at 6:33 p.m.;
AND THAT the matters discussed proceed as presented.

Adopted – Resolution #61115

H. ADJOURNMENT


There being no further business, the resolution for adjournment was considered.

THAT the meeting be adjourned at 6:33 p.m.

Adopted – Resolution #61116



Lisa McIntyre, Recording Secretary



Michael Geraghty, Acting Chair