

APPROVED

MINUTES OF MEETING NUMBER FOUR HUNDRED AND FORTY SEVEN OF THE BOARD OF GOVERNORS (THE ANNUAL GENERAL MEETING) OF ALGONQUIN COLLEGE WHICH WAS HELD ON MONDAY, JUNE 8, 2009, AT 5:00 P.M. AT ALGONQUIN COLLEGE, WOODROFFE CAMPUS, ROSSER BOARD ROOM

Present	James Robblee, Chair Stephen Abraham Amelita Armit Fred Blackstein Veronica Engelberts Robert Gillett, President Sterling Hartley William Johnson Lana March Doug Orendorff John Owens Valerie Sayah Michael Tremblay	Regrets	Abayomi Anifowoshe Michael Dunlop Carman Joynt J.P. Lamarche Deborah Rowan-Legg, Vice President Student Services
		Vice Presidents	Gerry Barker, Human Resources Robert Letourneau, Administration Kent MacDonald, Academic Joy McKinnon, Business Development

Anna Cobus, Recording Secretary

Guests Pauline Edmonds, Faculty, ACOV & Faculty Representative on the Board beginning in 2009/2010
Charlie Inglis, Chair, Computer Studies
Yusuf Khan, 2009/2010 Student Representative on the Board of Governors
Duane McNair, Director, Finance and Administrative Services
Pat Ouellette, Coordinator, Computer Systems Technician/Technology
Joe Ranieri, Director, Corporate and Business Development
Brenda Rothwell, Executive Director, Algonquin College Foundation

The Chair called the meeting to order at 5:00 p.m. and observed that it was the Annual General Meeting of the Board.

09-40 CONFLICT OF INTEREST DECLARATION

None.

09-41 APPROVAL OF PREVIOUS MINUTES

RESOLUTION

MOVED AND SECONDED – Blackstein and Armit

That the minutes of May 11, 2009, be approved as presented.

09-42 BUSINESS ARISING

None.

09-43 REPORT OF THE CHAIR

The Chair reminded Governors and guests of the Board that a dinner at the President's home would follow the meeting.

A schedule of important meetings and other dates was on the table for Governors who were asked to review the dates and advise the Board Office of any potential conflicts. It was confirmed that the fall Board Retreat will be on October 1st and 2nd.

Governors Johnson and Anifowoshe attended the recent Association of Canadian Community Colleges Conference in Charlottetown, Prince Edward Island. Governor Johnson commented that it was an excellent opportunity to gain a better understanding of the College system, both nationally and internationally. He noted that there were a total of fourteen keynote speakers and fifty-six seminars which one could attend; however, it was only possible to attend 5-6 of the seminars. He and Governor Anifowoshe attended several of the seminars together. He highly recommended that the Board send the allotted five governors to the conference next year, in Niagara Falls, as it is an altogether positive experience.

The Chair indicated that Governors Anifowoshe and Lamarche would be given plaques of appreciation for serving on the Board. Unfortunately, both were unable to be present at the meeting. The Chair read a message to Governors from Governor Anifowoshe expressing his thanks for the opportunity to serve the College and also for the positive learning experience.

09-44 REPORT OF THE PRESIDENT

The President reported the following:

- One of the two individuals who recently went missing in the Ottawa River was an international student at the College. The College had representatives meet the parents upon their arrival at the airport and he has since met with them to express the College's sympathies to the family.
- The College has spent a great deal of time on funding advocacy activities was recently awarded with \$9M for the Perth Campus renewal project. In addition, \$918K was received for facilities maintenance. The President attended an advocacy breakfast in Pembroke on June 5th with community and business leaders to confirm the College's commitment to building the new campus in Pembroke by 2012.

- Enrolment for the fall 2009 semester is on track to achieve the 9.3% growth target.
- Work on the transit station temporary relocation has begun on Woodroffe Avenue with a target date of October 15th to begin building the new trades building. The City of Ottawa recently received \$38M in a stimulus funding announcement which will assist with the project.

Governors were encouraged to attend the President's Annual Kick-off Breakfast on August 27th.

Questions/Comments:

- The Chair congratulated the President and Management for the tireless efforts put forth to secure the capital projects funding and noted that the recent Perth funding announcement was welcomed by the Board.
- Governor Blackstein commented with regard to the Pembroke Breakfast on June 5th, indicating that the President did a superb job as the guest speaker and the feedback was very positive; the event also received favourable newspaper coverage.

09-45 DECISION ITEMS AND REPORTS

REPORT OF THE GOVERNANCE COMMITTEE

Governor Armit, Chair of the Governance Committee, reported that a meeting was held on June 1st. Topics of discussion included By-law Revisions, Officers of the Board, Expectations of New Governors, Internal Orientation, Budget Report Format, Biography of President's Executive, Deans and Directors, and Rules of Order:

By-Law Changes

The Board moved into the Annual General Meeting to review and approve some necessary By-Law changes. Douglas Smyth, Legal Counsel for the College, led the Board through the changes which reflect the current practices of the Board related to the Governance Committee, the removal of the position of Past Chair, and the change to allow the Board to stagger term memberships to allow for operational continuity as well as amendments to the electoral procedures for internal governors. Several further amendments were discussed at the meeting and approved.

RESOLUTION

MOVED AND SECONDED – Johnson and Orendorff

that By-Law#1 (General Conduct of the Affairs of the Corporation) be approved as amended.

CARRIED

D. Smyth provided a summary of the changes to By-law #3 (Election of College Constituent Groups to the Board of Governors) to reflect the current practices of voting by electronic means. Governor Sayah provided an overview of the recommended changes based on her experience in the voting process in 2008. Several further amendments were discussed and agreed upon. Governor Orendorff expressed his opinion that the items beginning in section 3.7 of the document were better suited to a procedural

document. D. Smyth responded that the process is easily referenced if set out in the by-law and the actions are conducted at the Board level.

RESOLUTION

MOVED AND SECONDED – Johnson and Armit

That By-Law #3 (Election of College Constituent Groups to the Board of Governors) be approved as amended.

CARRIED
1 OPPOSED (Orendorff)

The complete By-Laws are available on the Board’s website at www.algonquincollege.com/board.

Officers of the Board

RESOLUTION

MOVED AND SECONDED – Armit and Hartley

That the following slate of candidates serve as the Officers of the Board for the 2009/2010 academic year:

Chair	Dr. James Robblee
Vice Chair	William Johnson
Chair, Audit Committee	Carman Joynt
Chair, Governance Committee	Amelita Armit

That the following slate of candidates serve as the members of the Audit Committee for 2009/2010:

Chair	Carman Joynt
Chair of the Board	James Robblee
External Members	William Johnson
	Doug Orendorff
	Michael Dunlop

Expectations of Governors

Management has been tasked with preparing a summary of expectations to provide to potential Governors seeking appointment to the Board, which will be reviewed by the Governance Committee in September.

Internal Orientation

The Chair of the Governance Committee will speak to the Board in this regard at the retreat with regard to the Board’s wishes concerning internal orientation to the College.

Budget Report Format

The Finance Department has agreed to revise the budget report format with shading to enhance the readability of report information. The revised format is included in the Fourth Quarter report to the Board.

Biography of PEC, Deans and Directors

Management has been tasked with creating a short biography document of all President's Executive Committee Members, Deans and Directors, which will be included in each Governors board binder beginning in the fall.

Rules of Order

The Committee recognized that the Board of Governors had adopted Rules of Order in October, 2003, which can be found on the Board's website.

REPORT OF THE AUDIT COMMITTEE

On behalf of Governor Joynt, Chair of the Audit Committee, Governor Johnson reported that the Audit Committee met prior to the Board Meeting, as well on May 19th. The purpose of the May 19th meeting was to review the draft financial statements and to meet in camera with KPMG to discuss the audit. The Audit Committee once again reviewed the final financial statements at the June 8th meeting and recommended approval of the statements to the Board. KPMG was in attendance at the meeting and presented the management letter and audit findings report.

D. McNair provided a summary of the financial statements, as well as the fourth quarter financial report, both of which were distributed to Governors in advance of the meeting. Also distributed at the meeting was a variance analysis based on the actual 2008/09 financial results versus the approved budget.

RESOLUTION

Moved and Seconded – Johnson and Armit

CARRIED

that the 2008/2009 Financial Statements be approved as presented.

Also discussed at the Audit Committee was the 2004 Risk Profile and the internal audit for 2009/2010. Approval was granted by the Committee to proceed with the internal audit of ITS' disaster recovery and business continuity plans, as was preliminarily recommended at the March 9th meeting of the Audit Committee.

The representatives from the College's Endowment Fund firm were present at the meeting and provided an update on the fund's performance. The Committee reviewed changes to the Endowment Fund Investment Policy and endorsed the recommended that the investment policy's asset allocation be

adjusted to a 10% allocation for U.S. equities (with an acceptable range of 5% - 15%) and a 5% allocation for International equities (with an acceptable range of 0% -10%).

RESOLUTION

MOVED AND SECONDED – Johnson and Orendorff that the changes to the asset allocation be approved as presented.

CARRIED

D. McNair provided a year end summary of the investment results. The portfolio had a -20% return and was 68 points below the benchmark. In terms of fundraising, the Foundation successfully fundraised over \$800K in new endowments, and there was a \$2.5M increase in endowed contributions to the fund. Since April 1, 2009, the fund is up 11% which is significantly more positive over the previous fiscal year. The fund has increased by approximately \$1M since the lowest point in March, 2009.

PROGRAM APPROVAL: COMPUTER SYSTEMS TECHNOLOGY – SECURITY

K. MacDonald, Vice President, Academic, and Pat Ouellette, Coordinator of Computer Systems Technician/Technology, provided a summary of the proposal to offer the Computer System Technology – Security diploma program. The program will be delivered as a second “flow-through” program option from the existing Computer Systems Technician Ontario College Diploma program, i.e. as a 2+1 year program where students have an opportunity to graduate as a technician at the end of two years or to carry on with the remaining third year selection and graduate as a technologist. The program will be run every two years, alternating with the existing Computer Systems Technology – Networking Program. The first offering of the program will be in the fall of 2010 which will allow sufficient time to obtain approval from the Credential Validation Service and funding approval from the Ministry.

Questions/Comments:

- *Governor Blackstein - Does the Ontario Association of Certified Engineering Technicians and Technologists still recognize the technician vs. technologist terminology? Yes.*
- *Governor Sayah - Has the College considered the possibility of offering a degree program, similar to the other programs listed in the proposal such as at Concordia, SANS, Sheridan and Seneca? The College does have a pathway into that designation via the Bachelor of Information Technology program; the similar degree programs offered at the other institutions contain a large amount of curriculum not related to security.*
- *Governor Orendorff inquired as to the context of where this program opportunity ranks versus the opportunity of offering up space for those programs with high demand? K. MacDonald responded that the current networking stream is not bringing the applicant demand or the financial returns that are required; this offering will supplement that and will use the same faculty and facilities. The full program review to be undertaken in the fall will focus in this area.*

However, as a result of that review, this program should not be at risk unless the applicant demand was to decrease significantly and research shows that this should not be the case.

RESOLUTION

MOVED AND SECONDED – Johnson and Blackstein

That the Board of Governors approve the Computer Systems Technology – Security program for implementation in September, 2010, and seek validation of the program title and outcomes from the Credentials Validation Service and approval for funding from the Ministry of Training, Colleges and Universities.

ADVISORY COMMITTEE ANNUAL REPORT

K. MacDonald spoke to the Advisory Committee Annual Report distributed to Governors and indicated that it is a requirement of the Board that a report be provided on an annual basis.

During the academic year 2007-2008, the College had 79 active advisory committees representing programs or clusters of programs. There were three committees which did not meet during the year due to scheduling conflicts resulting in lack of quorum.

As in other years, advisory committees participated in the Program Quality Review process. Thirty-two programs underwent an in-depth review in 2007-2008. Advisory committee members played an important role by providing feedback on perceptions of the program, the program's ability to meet employers' demands, and future trends affecting the program. Furthermore, the advisory committees examined and approved the recommendations made for changes to the curriculum and eligibility requirements, as appropriate.

A number of Advisory Committees were involved in organizing Career Forums and job placement fairs for their graduating class. These are well attended by both employers and graduates and contribute to the successful placement rates of the programs. Advisory committee members are instrumental in finding co-op placements and clinical placements for our students.

As part of the 2009-2010 Business Plan, the Academic Area has stated that the "College Directive A1 [on] Advisory Committees [will be] reviewed and recommendations brought to the Board of Governors."

Questions/Comments:

Governor Sayah – What is the role of the Advisory Committee in the Program Quality Review process? Given that 3 of the 79 committees did not meet during the year, what actions will be taken to fix that issue and how critical of an issue is it? This will be addressed through the review of the advisory committee model in the upcoming year. In the three instances where a meeting was not held, it was due to a lack of quorum.

Governor Robblee – Has there been any thought to streamlining the large number of committees? The Minister's Binding Policy Directive requires that there be an advisory committee for each program or

cluster of programs, which is how the College is currently operating; however, this will also be a part of the focus of the review.

RESOLUTION

MOVED AND SECONDED – March and Engelberts

That the 2007 and 2008 Advisory Committee Annual Report to the Board be approved as presented.

2008-2009 ANNUAL REPORT

The President spoke to the Annual Report distributed to Governors and indicated that it is a requirement of the Ministry for the College to have its annual report published by June 30th.

Governor Orendorff inquired as to whether the Board has made a decision to proceed with the Student Commons building as it is strongly implied within the document. The President replied that the Student Commons is one of four projects which will be presented to the Board for discussion in the Fall. He indicated that he would review the Annual Report, taking the comment under advisement.

The Annual Report was approved as presented and can be found on the College website at <http://www.algonquincollege.com/reports/>.

2009-2010 BUSINESS PLAN

The President spoke to the Business Plan distributed to Governors. The Plan was very well received by the Governors and received unanimous support. It can be found on the College website at <http://www.algonquincollege.com/reports/>.

DRAFT BALANCED SCORECARD

The President observed that the draft Balanced Scorecard distributed to Governors was being tabled for information and will be used as part of the discussion at the Board Retreat in the fall.

APPOINTMENTS TO THE FOUNDATION BOARD OF DIRECTORS

RESOLUTION

MOVED AND SECONDED – Engelberts and Sterling,

that the following individuals be appointed to the Algonquin College Foundation Board of Directors for a three-year term effective September 1, 2009: Wayne French, Laurie Peters, Sal Iacono, Steve Georgopolous, Eric Kalbfleisch.

BANKING OFFICERS

RESOLUTION

MOVED AND SECONDED – Hartley and Abraham

that for banking purposes, the following are the officers of Algonquin College of Applied Arts and Technology, effective June 8, 2009:

THE BOARD OF GOVERNORS OF ALGONQUIN COLLEGE OF APPLIED ARTS AND TECHNOLOGY

Chair	James Robblee
Vice Chair	William Johnson
Secretary	Robert Gillett
Treasurer	Robert Letourneau

SENIOR OFFICIALS OF THE COLLEGE

President	Robert Gillett
Vice President, Academic	Kent MacDonald
Vice President, Administration	Robert Letourneau
Vice President, Business Development	Joy McKinnon
Vice President, Human Resources	Gerry Barker
Vice President, Student Services	Deborah Rowan-Legg
Director of Finance	Duane McNair
Manager, Finance and Administrative Services	Sally Clarke

09-46 MANAGEMENT SUMMARY REPORT

The complete Management Summary Report for June was received and is available at algonquincollege.com/board.

09-47 OTHER BUSINESS

The Chair observed that a draft list of meeting dates and other important events was on the table for Governors. He noted that it would be beneficial for Governors to attend College events where possible in an effort to help to raise the Board’s profile in the College.

There being no further regular business the meeting was adjourned and the Board of Governors moved In Camera with the President and Recording Secretary, followed by a discussion excluding the President and Recording Secretary.

Dr. James Robblee, Chair

Anna Cobus, Recording Secretary