
MINUTES OF THE **BOARD & ANNUAL GENERAL MEETING** NUMBER FOUR HUNDRED AND EIGHTY SEVEN OF THE BOARD OF GOVERNORS OF ALGONQUIN COLLEGE, HELD ON **MONDAY, JUNE 9, 2014** AT 4:30 PM, IN CA105 ACCE BUILDING, WOODROFFE CAMPUS.

Present: James McIntosh, Chair
Fred Blackstein
Nancy Cheng
Jeanine Chiasson
Lynne Clark
Barbara Farber
Kirylo Kayanenko
Kathryn Leroux
Kent MacDonald, President
Shawn McBride
Peter Nadeau
Doug Orendorff
Andrew Pridham
Mark Sutcliffe
Michael Waters

Regrets: John Owens
Louis Lamontagne

Sr. Mgmt: Claude Brulé, Academic
Duane McNair, Finance & Admin
Laura Stanbra, Student Services
Doug Wotherspoon,
International, Strategic Priorities

Recorder: Suzannah DiMarco

Observers: Jo-Ann Aubut, Director, Academic Development
Pam Auchterlonie, Governor-Elect
Jennifer Daly-Cyr, Director, Community Partnerships and Engagement
Cathy Dempsey, Director, Finance and Administrative Services
Peter Fortura, Acting Dean, School of Business
Sherryl Fraser, Governor-Elect
Michael Gawargy, Director, Information Technology Services
Chris Hahn, Chair, Construction Trades & Building Systems
Eric Hollebhone, Acting Executive Director, Advancement
Chris Jazen, Dean, Faculty of Technology & Trades
Jeff Macnab, Registrar
Peter MacKie, Director, Sales & Student Recruitment
Tracy McDougall, Executive Assistant to the President
Russ Mills, Dean, Faculty of Media & Design
Judy Puritt, Professor, Business Communications
Joe Ranieri, Director, Business Development
Dr. James Robblee, Governor-Elect
Brenda Rothwell, Executive Director, Foundation
John Tattersall, Director, Physical Resources
Graham Thompson, Manager, Foundation
Duncan Topp, Manager, Business Intelligence
Michael Tremblay, Chair, Foundation Board of Directors
Kelly Sample, Governor-Elect
Shelley Styles, Director, Student Services
Julia Wilson, Manager, Foundation

1. CONSTITUTION OF THE BOARD MEETING & ANNUAL GENERAL MEETING

Chair McIntosh constituted the meeting at 4:45 pm. Guests and Governors-Elect Dr. James Robblee; Jim Brockbank; Kelly Sample; Sherryl Fraser; and Pam Auchterlonie were welcomed to the meeting.

2. DECLARATION OF CONFLICT OF INTEREST

Chair McIntosh asked Governors to declare any conflicts of interest. No conflicts of interest were raised.

3. APPROVAL OF THE CONSENT AGENDA

Chair McIntosh asked whether any member wished to remove an item from the consent Agenda. No items were removed from the Consent Agenda. Of note, a correction was made to Agenda Item 3.4 "Corporate By-Law #1", on page 22. In Agenda item 3.5 "Banking Officers Resolution", the name of a Vice President will be added to the resolution. With the changes noted above:

RESOLUTION

MOVED & SECONDED L. Clark & N. Cheng

That the Board of Governors approves the Consent Agenda and the remainder of the Board Agenda.

CARRIED.

3.1 Minutes of the April 14, 2014 Meetings**RESOLUTION**

That the Board of Governors approves the minutes of the IN CAMERA and REGULAR Board meeting of April 14, 2014.

3.2 Academic & Student Affairs Committee**Mechanical Techniques – Plumbing OCC****RESOLUTION**

That the Board of Governors approves Mechanical Techniques – Plumbing OCC program effective Winter 2015 and directs Management to seek validation of the program title and outcomes from the Credential Validation Service and approval for funding from the MTCU.

Air Conditioning and Refrigeration Technician, OCD**RESOLUTION**

That the Board of Governors approves Air Conditioning and Refrigeration Technician, OCD program effective Fall 2014 and directs Management to seek validation of the program title and outcomes from the Credential Validation Service.

Bookkeeping and Accounting Practices OCC

RESOLUTION

That the Board of Governors approves Bookkeeping and Accounting Practices OCC program effective Fall 2014 and directs Management to seek validation of the program title and outcomes from the Credential Validation Service.

3.3 Audit & Risk Management Committee

2013/2014 Audited Financial Statements

RESOLUTION

That the Board of Governors approves the 2013/14 Audited Financial Statements as presented.

Appointment of the Auditors for fiscal 2014/2015

RESOLUTION

That the Board of Governors approves the appointment of Deloitte as the audit firm for Algonquin College for the 2014/2015 fiscal year.

3.4 Governance Committee

Corporate By-Law #1 – Revised

RESOLUTION

That the Board of Governors and Algonquin College Corporation approves the revised By-Law #1 as amended.

Governor Reappointment

RESOLUTION

That the Board of Governors approves the re-appointment of Governor James McIntosh to a one-year term to August 31, 2015.

Board Officer & Committee Membership Appointments

RESOLUTION

That the Board of Governors approves the slate of Board Officer and Committee Membership appointments:

OFFICERS OF THE BOARD 2014-2015

Chair	Jim McIntosh
Vice Chair	Fred Blackstein
Chair, Audit & Risk Management	Nancy Cheng
Chair, Governance	Peter Nadeau
Chair, Academic & Student Affairs	Kathyrn Leroux

EXECUTIVE COMMITTEE

Chair	Jim McIntosh
Vice Chair	Fred Blackstein
Chair, Audit & Risk Management	Nancy Cheng
Chair, Governance	Peter Nadeau
Chair, Academic & Student Affairs	Kathryn Leroux

AUDIT & RISK MANAGEMENT COMMITTEE

Chair	Nancy Cheng
Chair of the Board	Jim McIntosh
President	vacant
External Members	Kelly Sample
	James Robblee
	Michael Waters

GOVERNANCE COMMITTEE

Chair	Peter Nadeau
Chair of the Board	Jim McIntosh
President	vacant
Governors	Lynne Clark
	Pam Auchterlonie
	Jim Brockbank

ACADEMIC & STUDENT AFFAIRS COMMITTEE

Chair	Kathryn Leroux
Chair of the Board	Jim McIntosh
President	vacant
VP Academic	Claude Brulé
VP Student Services	Laura Stanbra
Governors	Mark Sutcliffe
	Shawn McBride
	Sherryl Fraser
	Kyrylo Kasyanenko

FOUNDATION BOARD

AC Board representative	Peter Nadeau
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3.5 Banking Officers Resolution

RESOLUTION

That the Board of Governors approves that for banking purposes, the following are the officers of Algonquin College of Applied Arts and Technology, effective September 1, 2014:

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

POSITION	CURRENT INCUMBENT
Chair	James McIntosh
Vice Chair	Fred Blackstein
Secretary	Vacant
Treasurer	Duane McNair

SENIOR OFFICIALS OF THE COLLEGE

POSITION	CURRENT INCUMBENT
President	Vacant
Vice President, Academic	Claude Brulé
Vice President, Finance & Administration	Duane McNair
Vice President, Human Resources	Gerry Barker
Vice President, Student Services	Laura Stanbra
Vice President, International & Strategic Priorities	Doug Wotherspoon
Director, Finance and Admin Services	Cathy Dempsey
Manager, Financial Services	Grant Perry

3.6 4th Quarter 2013/2014 Business Plan Update

RESOLUTION

That the Board of Governors approves the 4th Quarter 2013/2014 Business Plan Update as presented.

3.7 ESCO II PHASE 3

RESOLUTION

That the Board of Governors approves the following two resolutions that were drafted by the College's legal counsel, each resolution is in three parts.

Resolution: Amended Energy Performance Contract

On Motion Duly Made and Seconded it was Resolved that:

- 1. The College is hereby authorized to enter into the Amendment to the Energy Performance Contract with Siemens Canada Limited ("Siemens") so that the Energy Performance Contract relates to and includes phases 1, 2 and 3;**
- 2. The President or Vice President, Finance and Administration of the College is authorized and directed on behalf of the College to execute and to deliver the Amendment to the Energy Performance Contract to Siemens; and**
- 3. The President or Vice President, Finance and Administration of the College is hereby authorized and directed to do all acts and things and to execute and deliver on behalf of the College such documents and instruments as may be necessary or desirable to give legal and binding effect to the foregoing.**

Resolution: Phase Three Tri-Party Agreement**On a Motion Duly Made and Seconded it was Resolved that:**

- 1. The College is authorized to enter into the Phase Three Tri-Party Agreement with the Manufacturers Life Insurance Company (“Manulife”) and Siemens Canada Limited (“Siemens”) so that the Phase Three Tri-Party Agreement relates to and includes phases 2 and 3 of the Energy Performance Contract with Siemens;**
- 2. The President or Vice President, Finance and Administration is authorized and directed on behalf of the College to execute and to deliver the Phase Three Tri-Party Agreement to Manulife and Siemens; and**
- 3. The President or Vice President, Finance and Administration is authorized and directed to do all acts and things and to execute and deliver on behalf of the College such documents and instruments as may be necessary or desirable to give legal and binding effect to the foregoing.**

CARRIED.**4. BUSINESS ARISING FROM THE MINUTES**

There was no business arising from the minutes.

5. DECISION ITEMS & REPORTS**5.1 Foundation 5-Year Fundraising Plan**

L. Stanbra introduced M. Tremblay, Chair of the Foundation Board of Directors who presented the Foundation’s Five-Year Fundraising Plan. The plan was developed using the financial principles of transparency; revenue growth; administrative fees that align with industry norms; the leveraging of College processes; a flexible workforce that ensures revenues outpace expenses; and adopting a self-funded, cost-recovery business model. Governors asked questions related to the cost of fundraising at Algonquin compared with industry averages and the costs associated with Alumni activities. Governors acknowledged the strong and productive relationship between the College and the Foundation and the importance of having the Foundation fully integrated into the College. Governors commended the Foundation team and Board of Directors on this ambitious five-year plan.

RESOLUTION**MOVED & SECONDED B. Farber & F. Blackstein****That the Board of Governors endorses the Foundation’s Five-Year Fundraising Plan as presented, on the condition of legal and accounting approvals and vetting by the Board of Governor’s Audit & Risk Management Committee.****CARRIED.****5.2 International Update**

D. Wotherspoon briefed members on the status of Wave 1 operations in Jazan, Saudi Arabia and the status of the College’s Wave 2 opportunity. With respect to the Jazan campus operations, projected profit margins are being updated due to higher-than-expected attrition rates. A number of targeted strategies are being implemented to address attrition rates and negotiations are ongoing with the Saudi Colleges of Excellence around minimum

guarantees associated with attrition and graduation rates. With respect to Wave 2, a Saudi Energy Consortium (Aramco) has approached Algonquin to form a partnership which would see the Qatif male campus serve the employees of the Saudi Energy Consortium exclusively. The two new campuses, one male, one female, would have significantly different funding and operational frameworks than in Jazan. Specifically, Wave 1 providers operating female campuses have not reported the same challenges with attendance and attrition. Equally, the fact that students at the new male campus would now be paid employees of well-regarded companies such as Aramco, is expected to minimize attendance and attrition issues. Discussion occurred and Governor's questions regarding Wave 1 and Wave 2 were answered. Having taken into account the current status of the Jazan Campus and the Wave 2 bid, President's Council recommend that the Board set aside time to review and approve a final 2014-15 Jazan Business Plan and Budget; update the College's Wave 1 risk profile; and place a temporary hold on the Board's Wave 2 approval, subject to final negotiations between COE and the Saudi Energy Consortium and an updated 2014-19 Wave 2 Business Plan and Budget.

RESOLUTION

MOVED & SECONDED N. Cheng & D. Orendorff

That the Board of Governors approves a temporary hold on the Wave 2 opportunity subject to an updated business plan and budget being prepared by Management.

CARRIED.

5.3 4th Quarter Financial Results & Audited Financial Statements

D. McNair referred members to the audited financial statements included in their packages. Of note, the graph on page 3 of the 4th Quarter Financial Results does not reflect short-term investments. The graph will be amended and will be circulated to members after the meeting. The audited financial statements were prepared in compliance with MTCU reporting standards and the College submitted the financial information from the statements to the MTCU so that they could be consolidated into the Province of Ontario's financial statements. Deloitte LLP completed their audit of the College's financial statements for the fiscal year ending March 31, 2014. Members of ARM Committee were thanked for their careful review of the financial statements before they were submitted to the Board.

RESOLUTION

MOVED & SECONDED N. Cheng & K. Leroux

That the Board of Governors approves the 2013/14 Audited Financial Statements.

That the Board of Governors receive the 2013/14 Q4 Financial Report as presented.

That the Board of Governors approves the transfer of \$4,316,117 from unrestricted net assets to internally restricted net assets.

CARRIED.

5.4 Progress Against Strategic Plan 2012-2017

Multi-Year Accountability Agreement & Key Performance Indicators

M. Gawargy, Director Information Technology Services introduced D. Topp, Manager, Business Intelligence who presented the Key Performance Indicator and Multi-Year

Accountability Agreement results. Overall the College has very strong results and compares favourably against the College sector and performs better than like-sized Colleges in Ontario. Two areas that are a focus are employer satisfaction and graduate satisfaction. Strategies are being implemented to target these two areas. Governors noted that recent capital investments in facilities and professional development for staff and faculty as well as a focus on student services have had produced positive results. The reports were accepted as presented.

Annual Report Performance Scorecard

Members were referred to the revised Performance Scorecard document handed out at the meeting. Of note, under Goal #2 “Students enrolled in applied degrees” is identified as “not anticipated to reach goal”. Members were advised that the launch of applied degrees has taken longer than anticipated and has been significantly impacted by the MTCU’s moratorium on new program approvals. Overall, the College is well underway towards achieving the targets on the Strategic Plan 2012 - 2017 and is currently at 54% completion. The report was accepted as presented.

2013 Algonquin College Annual Report

Governors were referred to the draft Report included in their packages. Some highlights include:

- A focus on applied research at Algonquin
- AC’s top 25 employer designation
- Successes in employee engagement
- The excellence of AC’s staff and faculty identified in the awards and achievements pages
- AC’s financial sustainability
- AC’s partnership with Siemens Canada
- Foundation’s \$30 million dollar fundraising achievement.

Members provided feedback on the report and discussion occurred regarding some modifications that might be considered. Management took these suggestions under advisement. One correction will be made to page 16 which relates to the College’s KPI results, which are no longer to be reported in the Annual Report as per MTCU rules. Management is asked to provide the MTCU with the Foundation’s audited financial statements as an appendix to the College’s Annual Report.

RESOLUTION

MOVED & SECONDED D. Orendorff & N. Cheng

That the Board of Governors approves the 2013 Algonquin College Annual Report with the correction noted above.

CARRIED.

6. INFORMATION ITEMS

6.1 Report from the Chair

- The Presidential Search is well underway. The call for candidates resulted in over 50 candidates submitting applications. The Board hopes to appoint a new President in time for the President's Breakfast on August 21.
- Algonquin College co-hosted the Polytechnics Canada conference in Ottawa on May 7 & 8, 2014. The conference was well attended with over 160 participants from all across Canada.
- The 2014 Higher Education Summit will be held in Toronto at the Fairmont Royal York Hotel on November 23 & 24, 2014. The College Centre for Board Excellence will be hosting their Governor Orientation Session prior to the conference on November 22 and 23, 2014.
- The September Board Retreat and Part 2 of the Governor Orientation Session will be held from Sunday, September 21 in the afternoon, to 4 pm on September 22.
- The Board meetings from September 2014 to June 2015 are posted on the Board's SharePoint site.
- The Chair recognized the retiring Governors Doug Orendorff; Barbara Farber; John Owens; Louis Lamontagne; Andrew Pridham and Jeanine Chiasson, thanking them for their dedicated service to the College.

6.2 Report from the President

- A record number of staff and faculty were in attendance at the President's BBQ on May 22. It was a wonderful opportunity to honour Algonquin's staff and faculty who were recognized by the College and the community at large.
- Students from the Paramedic, Nursing, Child & Youth Worker and Dental programs raised \$30,000 from the College community and local small businesses to support the Breath of Life Team. The Team visited rural Tanzania to provide medical and training supplies and to deliver educational programs - visit the web link breathoflife2014.blogspot.ca to follow their progress.
- President MacDonald acknowledged this as being his last Board meeting and took the opportunity to thank the Board for their trust and confidence in his leadership and that of the employees of Algonquin College. He thanked his Presidents Council colleagues, staff, faculty and the College community at large for making his 16 years at AC memorable.

6.3 Management Summary Report

The Management Summary report to May 31, 2014 was received and is available online at www3.algonquincollege.com/bog/.

6.4 Capital Project Summary Report

The Capital Project Summary Report was accepted as presented.

IN CAMERA SESSION

An In Camera session was held prior to the start of the Board meeting, therefore was not necessary at the close of the meeting.

7. MEETING ADJOURNMENT

There being no further business, the meeting was adjourned at 6:35 pm.

James McIntosh, Chair

Suzannah DiMarco, Recorder