

APPROVED

MINUTES OF MEETING NUMBER FOUR HUNDRED AND NINETY TWO OF THE BOARD OF GOVERNORS OF ALGONQUIN COLLEGE, HELD ON **MONDAY, JUNE 8, 2015 AT 4:00 PM**, IN CA105 ACCE BUILDING, WOODROFFE CAMPUS.

Present:	James McIntosh, Chair	Regrets:	Kyrylo Kasyanenko
	Fred Blackstein, Vice Chair		Michael Waters
	Pam Auchterlonie		
	Jim Brockbank	Senior Management:	Claude Brulé, Academic
	Nancy Cheng		Duane McNair, Finance &
	Lynne Clark		Administration
	Sherryl Fraser		Laura Stanbra, Student Services
	Cheryl Jensen, President		Doug Wotherspoon, International,
	Kathryn Leroux		Communications & Strategic
	Shawn McBride		Priorities
	Peter Nadeau		
	Dr. Jim Robblee	Recorder:	Suzannah DiMarco
	Kelly Sample		
	Mark Sutcliffe		

Observers: A list of observers is given in Appendix 1

1. CONSTITUTION OF THE MEETING

Chair McIntosh constituted the meeting at 4:05 pm.

Celebrating Success – “Breath of Life” Team

C. Brulé, Senior Vice President Academic, introduced the ‘Breath of Life’ Team. Members were advised that this initiative brought together 17 students and five professors from six disciplines (within the Faculty of Health, Public Safety and Community Studies) to positively impact the health and wellness of communities in rural Tanzania. Two students, Monika Brennan and Ericha Braun, spoke of their experiences in Tanzania and the impact these have had on their lives and future career paths. The Board of Governors congratulated the Breath of Life Team for their efforts to help save lives overseas.

2. CONFLICT OF INTEREST DECLARATION

Members were asked to declare conflicts of interest with any items on the Agenda. No conflicts of interest were declared. Governor Nadeau introduced new external Governors-Elect Shellee Evans and Michael Tremblay and the Board’s new student Governor-Elect Shubham Bawa. The Board’s new internal Governor-Elect and faculty representative, Stephen Heckbert, was unable to attend the meeting. The Governors-Elect were welcomed to the Board.

3. APPROVAL OF THE CONSENT AGENDA

Chair McIntosh asked whether any Governor wished to remove an item from the Consent Agenda. Governor Cheng asked that item 3.2 “Academic & Student Affairs Committee Terms of Reference” be removed from the consent agenda. The Chairs of the Governance, Audit & Risk Management and Academic and Student Affairs committees took the opportunity to update Governors on the activities that have occurred since the last Board of Governors meeting. Members were referred to the reports included in their materials.

RESOLUTION

MOVED & SECONDED K. Leroux & N. Cheng

THAT the Board of Governors approves the Consent Agenda items, including the amendment to item 3.2 “Academic & Student Affairs Committee Terms of Reference”.

CARRIED.

3.1 Minutes of the April 13, 2015 Board of Governors Meeting

RESOLUTION

THAT the Board of Governors approves the Minutes of the April 13, 2015 meeting as presented.

3.2 Academic & Student Affairs Committee (ASAC) Report

Program Review

a) Retirement Communities Management, Ontario College Graduate Certificate

RESOLUTION

THAT the Board of Governors approves the Retirement Communities Management, Ontario College Graduate Certificate program effective Winter 2016 and seek validation of the program title and outcomes from the Credential Validation Service and approval for funding from the Ministry of Training, Colleges and Universities.

b) Regulatory Affairs – Sciences, Ontario College Graduate Certificate

RESOLUTION

THAT the Board of Governors approves the Regulatory Affairs - Sciences, Ontario College Graduate Certificate program effective Fall 2016 and seek validation of the program title and outcomes from the Credential Validation Service and approval for funding from the Ministry of Training, Colleges and Universities.

c) Energy Management, Ontario College Graduate Certificate

RESOLUTION

THAT the Board of Governors approves the Energy Management, Ontario College Graduate Certificate program effective Fall 2016 and seek validation of the program title and outcomes from the Credential Validation Service and approval for funding from the Ministry of Training, Colleges and Universities.

d) Bachelor of Technology – Business Systems Development

e) Bachelor of Technology – Digital Health

Both degree programs were reviewed together as they have been designed to have a significant number of common courses and terms.

RESOLUTION

THAT the Board of Governors approves the Bachelor of Technology (Business Systems Development) program and the Bachelor of Technology (Digital Health) program, both effective Fall 2017 and submit an application for Ministerial Consent to the Postsecondary Education Quality Assessment Board and seek approval for funding from the Ministry of Training, Colleges and Universities.

f) Revised Academic & Student Affairs Terms of Reference

Members concurred with a minor change to language at the meeting with respect to Board oversight. With this amendment to the Terms of Reference:

RESOLUTION

THAT the Board of Governors approves the revised ASAC Terms of Reference, as amended at the Board meeting.

3.3 Audit & Risk Management (ARM) Committee

A report from the Audit & Risk Management Committee was submitted for information. A recommendation to the Board to appoint the auditors for 2015/2016 was made at the June 4th Audit & Risk Management Committee meeting. Board materials had already been circulated by June 4th, therefore Governors were provided with the ARM Committee's recommendation in hardcopy at the meeting.

RESOLUTION

THAT the Board of Governors appoints Deloitte as the audit firm for Algonquin College for the 2015/2016 fiscal year.

3.4 Governance Committee Report

The Governance Committee report was provided for information.

3.5 Banking Officers Resolution

RESOLUTION

THAT for banking purposes, the following are the officers of Algonquin College of Applied Arts and Technology, effective September 1, 2015:

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

POSITION

CURRENT INCUMBENT

Chair	Kathryn Leroux
Vice Chair	Mark Sutcliffe
Secretary	Cheryl Jensen
Treasurer	Duane McNair

SENIOR OFFICIALS OF THE COLLEGE

POSITION

President

Senior Vice President, Academic

Vice President, Finance & Administration

Vice President, Human Resources

Vice President, Student Services

Vice President, International, Communications

& Strategic Priorities

Vice President, Digital Technologies & Innovation

Director, Finance and Administrative Services

Manager, Financial Services

CURRENT INCUMBENT

Cheryl Jensen

Claude Brulé

Duane McNair

vacant

Laura Stanbra

Doug Wotherspoon

vacant

Cathy Dempsey

Grant Perry

3.6 Section 28 Approval for TD Bank

RESOLUTION

THAT Algonquin College's Board of Governors authorizes Algonquin College Administration to seek approval from the Ministry of Training Colleges and Universities and the Ministry of Finance for Algonquin College to acquire a \$15.0 million operating line of credit from Toronto-Dominion Bank.

3.7 4th Quarter 2014/2015 Business Plan Update

RESOLUTION

THAT the Board of Governors accepts the 4th Quarter 2014/2015 Business Plan Update as presented.

3.8 2017 – 2022 Strategic Plan Update

RESOLUTION

THAT the Board of Governors accepts the 2017-2022 Strategic Plan Update as presented.

3.9 Algonquin College Armorial Bearing

RESOLUTION

THAT the Board of Governors approves the College's intent to petition the Canadian Heraldic Authority for a grant of armorial bearings.

4. BUSINESS ARISING

4.1 Five Year Woodroffe Master Development Plan

D. McNair introduced J. Tattersall, Director of Physical Resources, who referred members to the materials in their packages. The Five Year Woodroffe Campus Master Development Plan (ICDP) was prepared consistent with the principles developed in the ICDP framework of College-wide development strategies and principles guiding short, mid, and long-term planning. The plan establishes a vision and guiding principles that form the framework for the long-term physical transformation of the Woodroffe Campus and identifies short-term priority projects and directions. The plan will be revisited and updated in response to changing needs and conditions and to ensure timely alignment with other relevant strategic initiatives under development, such as the 2017-2022 College Strategic Plan and Digital Strategy 2.0. Discussion of the development plan occurred and members congratulated management on the work to date, in particular the inclusion of the village concept. Although the College is at the leading edge of campus planning, similar concepts are being seen, such as the University of Ottawa campus development plan. Of note, the plan takes into consideration potential declining student populations by creating an innovative campus that will attract non-traditional, older students whose focus will be on re-skilling. The plans are also in alignment with international student recruitment efforts. Members congratulated J. Tattersall and P. Rouble for producing an innovative planning document that sets an impressive direction for the campus.

RESOLUTION

MOVED & SECONDED

THAT the Board of Governors accepts the report on Five Year Woodroffe Campus Master Development for information.

CARRIED.

4.2 Energy Services Contract 2 (ESCO 2) Phase 4

J. Tattersall briefed members on the Energy Services Contract 2 Phase 4 and referred members to the information in their packages. Members were briefed on the status of ESCO 2, which is the final phase of the project (Phase 4). Final documentation for Phase 4 was not available for this Board meeting but is expected by the end of June. Of note, Board approval is needed before the fall 2015 term, in order to meet the project completion date of May 2017. A summary of all ESCO2 phases, including preliminary Phase 4 assessment was presented.

Discussion occurred and members were briefed on the academic program opportunities that are planned for the final phase of the ESCO2 project. Of note, the co-generation model is in place in two Canadian hospitals, one of which is in Ottawa. The business plan and the 20-year payback for the project were discussed, as were the financial risks and contingent liabilities. These will be tracked in the Enterprise Risk Management Profile and reported to ARM Committee regularly. Due diligence has been completed and it was confirmed that the College does not need prior Ministry approval to enter into this contract and a letter of full disclosure has been submitted to Ministry of Finance. Management is currently working with the Ministry of the Environment to ensure the College remains within acceptable noise and emission levels.

Discussion occurred regarding the timing of Board approval for the fourth and final phase of the project, as a result of documentation not being finalized until the end of June. Members agreed that Board approval for Phase 4 would be granted today, on condition that technical, financial and legal due diligence checks are completed, and with the understanding that a status report on those conditions be submitted to the Board of Governors at the October 13, 2015 meeting.

MOVED & SECONDED F. Blackstein & N. Cheng

THAT the Board of Governors approves the fourth and final phase of the Energy Services Company Performance Contract 2 (ESCO2) once Management confirms that satisfactory technical, financial and legal due diligence checks are completed. Subject to satisfactory due diligence checks, the following enabling motions are approved:

THAT the Board of Governors approves the investment of up to \$4.2M in the Energy Services Company Performance Contract 2 Phase 4 from the College's Internally Restricted Net Assets in FY 2016/17.

THAT the Board of Governors approves the following resolution to amend the Energy Performance Contract. The resolution is in three parts:

- 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, 3 and 4;**
- 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.**

THAT the Board of Governors approves the following resolution to amend the Tri-party Agreement. The resolution is in three parts:

- 1. The College is authorized to enter into the Phase Four Tri-Party Agreement with the Manufacturers Life Insurance Company ("Manulife") and Siemens Canada Limited ("Siemens") so that the Tri-Party Agreement as amended relates to and includes phases 1, 2, 3 and 4 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 Four 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.

4.3 Healthy Living Education (HLE) Proposal

C. Brulé introduced B. Foulds, Dean, Faculty of Health, Public Safety & Community Studies, who joined J. Tattersall in briefing members on the development of the Healthy Living Education (HLE) proposal. The HLE initiative will create a high profile community-integrated learning and innovation hub that will address the skills and capacity needs of Ontario's health, wellness and long-term care sectors, with a mission to help Ontarians and all Canadians live healthier lives. Discussion occurred and members agreed on the importance of and necessity for this initiative. With fifteen percent of Canadians working in the health industry and with the west of Ottawa having the second-largest aging community in Canada, the healthcare market is growing. There is a projected need for workers in complex medical care, which provides opportunities for Algonquin in new programming as well as in the re-training of existing healthcare workers. In addition, opportunities are expected in applied research and work integrated learning. The project has benefitted from the expertise of a strong advisory committee, partnerships with area health providers and support from industry and the College community. Chair McIntosh congratulated Management on the work to date which pulls together several schools across the College. Members agreed that advocacy efforts will include discussions and engagement at the provincial and federal levels to ensure alignment of College strategies with political directions for community-based healthcare. The Board asked that a status update be provided at the October 13, 2015 Board meeting. B. Foulds, J. Tattersall and the planning team were congratulated on their planning and advocacy efforts to date.

RESOLUTION

MOVED & SECONDED

**THAT the Board of Governors endorses the Healthy Living Education (HLE) Project as presented.
CARRIED.**

5. DECISION ITEMS & REPORTS

5.1 International Update – Jazan, Saudi Arabia

D. Wotherspoon, Vice President International, Communications and Strategic Priorities, referred members to the report included in their packages. Members were briefed on operations in the Jazan, Saudi Arabia campus. This included a review of the 2014-15 projected financial results; a security update, recruitment of a new campus Principal, and new opportunities in the region.

A formal business plan for Jazan will be presented in the fall, 2015. New opportunities for a female campus in Jazan and partnership with the Saudi Aramco-led Jazan Construction Consortium are being investigated. Discussion occurred regarding other education organizations that are also experiencing difficulties in the first several years of operation. President Jensen reported that the Jazan campus has seen a marked turn-around this year, thanks to the tireless efforts of D. Wotherspoon, M. Doyle and the rest of the International team in Canada and in Saudi Arabia. Operations have moved from a loss to a moderate profit as a result of concerted efforts and strategies. Governors congratulated Management on their efforts.

RESOLUTION

MOVED AND SECONDED

THAT the Board of Governors accepts the Jazan Campus Update report for information.

CARRIED.

5.2 4th Quarter Financial Results & Audited Financial Statements

N. Cheng, Chair of the Board's Audit & Risk Management Committee, referred members to the materials included in their packages. Members were briefed on the draft audited financial statements for Algonquin College, Algonquin College Saudi - Arabia, 2364193 Ontario Inc. and the Algonquin College 4th Quarter Financial Report to the Board of Governors.

RESOLUTION

MOVED AND SECONDED N. Cheng & K. Leroux

- 1. THAT the Board of Governors approves the audited 2014/15 Algonquin College Financial Statements (presented in APPENDIX A).**
- 2. THAT the Board of Governors approves the transfer of \$10,092,210 from unrestricted net assets to internally restricted net assets.**
- 3. THAT the Board of Governors receives the 4th Quarter 2014/15 Financial Report (presented in APPENDIX B).**
- 4. THAT the Board of Governors approves the audited Financial Statements for Algonquin College-Saudi Arabia for the year ended August 31, 2014 (presented in APPENDIX C-1).**
- 5. THAT the Board of Governors approves the audited Financial Statements for 2364193 Ontario Inc. for the year ended March 31, 2015 (presented in APPENDIX D).**

CARRIED.

5.3 Annual Report and Progress Against Strategic Plan 2012-2017

D. Wotherspoon referred members to the Annual Report in the meeting packages. Each year, the College is required under the Ministry of Training, Colleges and Universities (MTCU)'s Binding Policy Directive on Governance and Accountability to prepare, approve and submit an Annual report to the Minister and make it available to the public. The primary purpose of the Annual Report is to provide stakeholders with information on how the organization has performed against expectations and how it expects to grow in the future. Governors congratulated Management on the document, especially the at-a-glance statistics page. Discussion occurred regarding the need to investigate the lower employer satisfaction scores and the very small Key Performance Indicator (KPI) sample size for this category.

RESOLUTION

MOVED & SECONDED J. Brockbank & M. Sutcliffe

THAT the Board of Governors approves the 2014-15 Annual Report.

CARRIED.

6 FOR INFORMATION

6.1 AC Digital Strategy

The report was accepted as presented.

6.2 Capital Projects Summary

The report was accepted as presented.

6.3 Freedom of Information Annual Report

D. McNair noted that the College was 'non-compliant' in two FOI requests due to a delay in providing the requested information to the requesting party. This was an oversight and steps have been put into place to mitigate any reoccurrence. The report was accepted as presented.

6.4 Colleges of Applied Arts and Technology (CAAT) Retirement Compensation Annual Report to Sponsors

The report was accepted as presented.

6.5 Report from the Board Chair

Chair McIntosh took the opportunity to thank Governors, President's Council and the College's senior staff for their expertise during his term as Chair. In particular, Chair McIntosh thanked the internal Governors noting that they have a difficult role to play and have always shown great professionalism and excellence in their positions. Governor McBride was presented with a parting gift in honour of his service to the Board of Governors and the College. Vice Chair Blackstein honoured Chair McIntosh by reminding members of the excellent achievements that have occurred during Chair McIntosh's term of office. During his term Chair McIntosh has navigated a number of challenges including hiring two new Presidents, the completion of the Pembroke Campus and the Algonquin Centre for Construction Excellence (ACCE) project and the establishment of the Jazan, Saudi Arabia campus. On behalf of the Board of Governors and the College, Governor Blackstein thanked Chair McIntosh for the time and energy he has dedicated over the past five years. Chair McIntosh was presented with a small token of appreciation.

6.6 Report from the President

President Jensen noted that many Algonquin College leaders were presenters at this year's CiCan conference in Winnipeg with presentations showcasing the College's innovation and leading edge practices. President Jensen proudly noted that J. Tattersall was awarded the CiCan Leadership Excellence Award, Alexander Yang was awarded the CiCan Staff Excellence Award and M. Hoddenbagh accepted the CiCan Innovation in Applied Research Excellence Award on behalf of the AC team. Congratulations were offered to the award recipients and the Applied Research Team.

6.7 Vice President Recruitment Update

The report was accepted as presented.

6.8 Management Summary Report

The report was accepted as presented.

7 IN CAMERA SESSION

An In Camera Session was not required.

8 MEETING ADJOURNMENT

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

Jim McIntosh, Chair

Suzannah DiMarco, Recorder

APPENDIX 1

Observers:

Chloe Allin, GRC Architects
Jo-Ann Aubut, Director Academic Development
Shubham Bawa, Governor-Elect, student representative
Ericha Braun, Student
Monika Brennan, Student
Brent Brownlee, Director, Ancillary Services
John Cook, GRC Architects
Wayne Dalrymple, Professor,
Cathy Dempsey, Director Finance & Administration
Dave Donaldson, Dean, School of Business
Martin Doyle, Country Director, AC-Saudi Arabia
Steve Dulmage, Build Green Solutions
Shellee Evans, Governor-Elect
Peter Fortura, Executive Director (Acting) Academic Operations & Planning
Barbara Foulds, Dean, Faculty of Health, Public Safety and Community Studies
Michael Gawargy, Director, Information Technology Services
Sara Grainger, President Student's Association
Vicki Grisim, Professor, Child & Youth Worker
Mark Hoddenbagh, Executive Director, Partnerships and Applied Research
Bassam Hamini, Director, Transportation and Planning, Morrison Hershfield
Robyn Heaton, Dean, Faculty of Arts, Media and Design
Eric Hollebone, Director, Marketing and Recruitment
Chris Janzen, Dean, Faculty of Technology & Trades
Jim Kyte, Dean, School of Hospitality and Tourism
George Langill, Langill Consulting
Sandra Larwell, Acting Dean, Centre for Continuing & Online Learning
Tracy McDougall, Executive Assistant to the President
Grant Perry, Manager, Financial Services
Sherry Poirier, Professor, Nursing
Andrew Pridham, Chair, Information & Communications Technology
Joe Ranieri, Director, Business Development
Phillip Rouble, Associate Director, Facilities Planning and Sustainability
Lynn Schuman, Acting Registrar
Sandra Sousa, Build Green Solutions
Shelley Styles, Director, Student Services
John Tattersall, Director, Physical Resources
Susan Thompson, Education Technology Support
Jane Trakalo, Acting Dean, Faculty of Health, Public Safety and Community Studies
Michael Tremblay, Governor-Elect