

**Carlton Trail College
Board of Directors' Annual General Meeting
Via Zoom Videoconference
June 23, 2020**

PARTICIPATING: Board Chairperson Glenn Hepp, Vice Chairperson Adrienne Jackson, Directors, Sommer MacLeod, Evan Doepker, Shaun Haskey and Sandy Flory, President and CEO Shelley Romanyszyn-Cross, VP Finance Andy Burgess, VP Administration Amy Yeager and Recorder Sheri Ulrich

REGRETS: Director Gordon Lees

To Order: The Chairperson called the meeting to order at 11:40 a.m.

Agenda - The agenda was reviewed.

Motion: 06-20-63: MacLeod, that the agenda be adopted as presented.
Carried.

Minutes

The June 25, 2019 AGM minutes were reviewed for information purposes.

Chair Hepp confirmed that he is leaving his Board position effective June 30, 2020. As we await a new Chair appointment, the Vice-Chairperson will assume the role of Chair. As a result, an interim Vice-Chair will need to be nominated.

Vice-Chairperson

The Chairperson called for nominations for Vice-Chairperson.

Trustee MacLeod nominated Trustee Jackson for Vice-Chairperson. Trustee Jackson accepted the nomination.

The Chairperson called for nominations two more times then declared nominations for Vice-Chairperson cease.

Trustee Jackson was declared Vice-Chairperson by acclamation.

Doepker nominated MacLeod as interim, back up Vice-Chairperson. Director MacLeod accepted.

Committees

The composition of the Governance & HR Committee was confirmed to include Directors MacLeod, Haskey, Flory and the Chair. The Chairperson of the committee will be determined by the committee at it's first meeting of the fiscal year.

The revised Governance and HR Committee Terms of Reference was reviewed.

Motion: 06-20-64: Haskey, that the Board approves the changes to the Governance and HR Committee Terms of Reference, as presented.
Carried.

The composition of the Finance, Audit and Risk (FAR) Committee was confirmed to include Directors Jackson, Doepker, Lees and the Chair. The Chairperson of the committee will be determined by the committee at it's first meeting of the fiscal year.

The revised FAR Committee Terms of Reference was reviewed.

Motion: 06-20-65: Flory, that the Board approves the changes to the Finance, Audit and Risk Committee Terms of Reference as presented.
Carried.

Banking Services/Line of Credit

As per motion 09-16-08, made at the September 27, 2016 Board meeting, the banking tender contract was awarded to the Royal Bank of Canada commencing January 1, 2017 and ending December 31, 2020.

At the May 26, 2020 Regular Board meeting, the Board approved a one-year extension for the banking services contract with RBC. The banking services contract will now expire December 31, 2021 and will be reassessed by the FAR Committee in May 2021.

Tendering of Auditing Services

As per motion 01-18-44, made at the January 30, 2018 Board meeting, the Board awarded the tender for audit services to Cogent Chartered Professional Accountants LLP for the four fiscal June 30, 2018 through to June 30, 2021. It was noted that Cogent Chartered Professional Accountants has merged and is now a part of Grant Thornton LLP.

Conflict of Interest Disclosure Forms

The Conflict of Interest Policy and Procedure were reviewed, and the Board members were asked to complete the Conflict of Interest Disclosure form. The Directors were reminded that if a conflict of interest arises during a Board meeting, the Director with the conflict will remove him/herself from the discussion and/or voting.

Confirmation of 2020/21 Meeting Dates

The list of 2020/21 meeting dates were confirmed.

Adjournment

Motion: 06-20-66: Flory, that the meeting adjourn at 11:53 a.m.
Carried.

Chairperson

Recorder