

**Minutes of the Regular Meeting of
The Board of Directors of Carlton Trail College
Held via Video Conference
September 22, 2020 at 9:30 a.m.**

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

TO ORDER: The Chairperson called the meeting to order at 9:30 a.m.

The Chairperson announced that Director Lees has resigned, effective September 21st.

AGENDA: The agenda was reviewed; it was noted that due to the FAR Committee meeting being rescheduled, some of the FAR Committee agenda items, including the Financial Statement presentation, will be addressed at the beginning of the meeting.

Motion 09-20-01: Doecker, that the agenda be approved as presented.
Carried.

MINUTES

The minutes from the June 23, 2020 regular and annual general meeting as well as the June 29, 2020 special meeting were reviewed.

Motion 09-20-02: MacLeod, that the minutes from the June 23, 2020 regular meeting, the annual general meeting and the June 29, 2020 special meeting be approved as presented.
Carried.

Finance/Audit/Risk (FAR) Committee

- **Membership Appointments** – with the change in Board membership, Directors Flory and Haskey volunteered to sit on the FAR Committee

Motion 09-20-03: Doecker, that the Board approves the appointments of Flory and Haskey to the Finance, Audit and Risk Committee.
Carried.

- **June 30, 2020 Audited Financial Statement**

Guests Michael Marchand, Grant Thornton LLP and Betty Lam, Provincial Auditor's office joined the meeting at 9:45 a.m.

Mr. Marchand noted that the financial statements are awaiting approval from the Provincial Auditor as well as the Provincial Comptroller. Mr. Marchand gave a brief summary of the audit and presented the June 30, 2020 audited financial statements.

Variance Analysis

VP Finance reviewed the year-end variance analysis.

In-Camera Session with the Local Auditor and Provincial Auditor

Motion 09-20-04: Haskey, that the meeting moves into an in-camera session at 10:34 a.m.
Carried.

Motion 09-20-05: Flory, that the meeting moves back into regular session at 10:41 a.m.
Carried.

Director MacLeod departed the meeting at 10:40 a.m.

Mr. Marchand and Ms. Lam departed the meeting at 10:41 a.m.

Motion 09-20-06: Doecker, that the Board approves the audited financial statements for the fiscal year ended June 30, 2020 as presented pending significant changes from the Provincial Comptroller's Office and the Provincial Auditor's Office.
Carried.

Motion 09-20-07: Flory, that there have been no subsequent events that have arisen since July 1, 2020 that would have a significant impact on operations going forward and that no contingencies have been identified that would affect these financial statements as prepared.
Carried.

- **Annual Audit Assessment** - The Board, President and CEO and VP Finance were asked to complete the audit assessment. The FAR Committee will summarize the results and present them to the Board at the November Board meeting.

Cyber Insurance

VP Finance gave a verbal update regarding costs. An updated quote will be requested.

Next Meeting

- email will be sent to reschedule the September 22nd meeting
- November 24, 2020

BOARD ITEMS

Board Chairperson Report

The Chairperson report was reviewed.

Board meeting locations

- Discussed returning to face-to-face meetings beginning in October
- Doing so would require that we are adhering to the rules as identified in the College's COVID Framework

Strategic Planning

- Laura Soparlo is booked for November 26th
- President and CEO will contact Laura to discuss meeting face-to-face as well as outline our expectations

PD Opportunities

- Board members interested in attending the following events, please contact the College office:
 - Governance Solutions: The Art and Science of Being a Chair and the Boardroom Masterclass
 - JSGS – The Role of the CEO in Public Sector Governance and Stewardship in Action
- Due to Covid, the JSGS Governance program was delayed. Director Flory will continue with the program on-line this fall
- January PD Event: Board members were asked to bring PD ideas to the next meeting for discussion

In-Camera Session without SLT

Motion 09-20-08: Doecker, that the meeting moves into an in-camera session at 11:30 a.m.
Carried.

Senior Leadership Team joined at 11:53 a.m.

Motion 09-20-09: Haskey, that the meeting moves back into regular session at 12:00 p.m.
Carried.

The following was received for information:

- Minister's Order appointing Adrienne Jackson as Chairperson effective July 22, 2020
- Media Release, August 28, 2020, announcing Adrienne Jackson as new Board Chairperson

Vice Chairperson Nomination

It was noted that, as a result of Jackson's appointment to the Chair position, the Vice Chair position is vacant.

- The Chairperson called for nominations for Vice Chairperson
- Trustee Haskey nominated Trustee MacLeod for Vice Chairperson. Trustee MacLeod accepted the nomination by way of telephone. The Chairperson called for nominations two more times then declared nominations for Vice Chairperson cease
- Trustee MacLeod was declared Vice Chairperson by acclamation

The meeting recessed for lunch

COMMITTEE REPORTS

Governance and Human Resources Committee

- **Board Work Plan 20/21 Draft**
 - The draft Board work plan for the upcoming year was reviewed and discussed.
- **Board Member Recruitment**
 - Ability to recruit during the writ is being clarified
- **Next meeting** - October 27, 2020
 - College email addresses for Board member will be added to the October meeting agenda

PRESIDENT AND CEO REPORT

President and CEO Update

The President and CEO presented her written report and it was received for information.

- Students were welcomed back during September and all went very well

Covid-19 Operating Framework

The President and CEO presented the Covid-19 Operating Framework. It was noted that the framework is a very comprehensive and detailed document.

Continuous Agenda Review and Confirmation of Dates

The continuous agenda was reviewed, and meeting dates were confirmed

6.16 Student Code of Conduct: Academic

The Student Code of Conduct: Academic policy and procedure was presented to the Board for review and approval.

Motion 09-20-10: Doepker, that the Board approves in principle, Policy and Procedure 6.16 Student Code of Conduct: Academic, as presented.
Carried.

6.17 Student Code of Conduct: Non-Academic

The Student Code of Conduct: Non-Academic policy and procedure was presented to the Board for review and approval.

Motion 09-20-11: Flory, that the Board approves in principle, Policy and Procedure 6.17 Student Code of Conduct: Non-Academic, as presented.
Carried.

It was noted that during the 60-day staff review period, the policies and procedures will be posted on the College website clearly noting the *approval in principle*. This will allow students easy access to these documents.

ERM Update to Include Pandemic

The President and CEO reviewed the updated ERM Overarching Risk document and drew attention to those risks where the pandemic had most impact.

- *Risk #4: A deficit in senior leadership resulting in a change in CEO* – the risk of the President and VPs contracting Covid was discussed. It was noted that the reality of this happening is very low, but it was decided that there would be value in creating a plan for coverage. The Senior Leadership Team will develop a blueprint for the Board's review
- *Risk #9: Failure or contamination of IT operations* – the need for Cyber insurance was discussed further and it was reiterated to seek current quotes for reconsideration. It was noted that insurance does not reduce our risk, but it does transfer the risk of liability in dollars

Managers' Report

The CEO reviewed the Managers' report and it was received for information purposes.

Conditional Approval of the 20-21 Business Plan and Budget

The President and CEO noted the conditional approval due to the current pandemic and its future impact.

VP FINANCE REPORT

The VP Finance presented his report and it was received for information.

- At the upcoming SBO meeting Cyber insurance and the possibility of all Regional Colleges being quoted as a unit will be discussed

Balance Sheet and Income Statement

The VP Finance presented the balance sheet and income statement and it was received for information.

VP ADMINISTRATION REPORT

The VP Administration presented her report and it was received for information.

OTHER

Correspondence

- July 6/20, to Minister Beaudry-Mellor, re: Elected Vice Chair/Meeting Dates
- July 21/20, from Minister Beaudry-Mellor, re: Hepp Letter of Appreciation
- July 23/20, from AE & ICT Deputy Ministers, re: 21-22 Forecast Request & Response
- July 24/20, from Provincial Auditor, re: Governance Audit Follow-up
- August 31/20, from Provincial Auditor, re: Audit Involvement Plan
- August 31/20, from Provincial Auditor re: Grant Thornton's Roles & Responsibilities

Next Board Meeting

- TBD – today's FAR meeting will be rescheduled for some time this coming week
- October 27, 2020 – Regular Meeting at 9 a.m.; Governance and HR Committee Meeting will immediately follow the regular meeting, location TBD

Roundtable

Thanked Chair Jackson for her time and dedication this summer and complimented on her chairing skills.

In-Camera Session with the President and CEO

Motion 09-20-12: Doepker, that the meeting moves into an in-camera session at 1:51 p.m.
Carried.

CEO *departed the meeting at 1:56 p.m.*

Motion 09-20-13: Flory, that the meeting moves back into regular session at 2:04 p.m.
Carried.

Adjournment

Motion 09-20-14: Haskey, that the meeting adjourn at 2:04 p.m.
Carried.