

**Minutes of the Regular Meeting of
The Board of Directors of Carlton Trail College
Held at the Bella Vista Inn
Humboldt, SK
September 25, 2018 at 9:00 a.m.**

PARTICIPATING: Board Chairperson Glenn Hepp, Vice Chairperson Sommer MacLeod, Directors, Denis Bergerman, Luz Marina Dominguez, Evan Doecker, Adrienne Jackson, 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 9:00 a.m.

AGENDA: The agenda was reviewed. The in-camera session was moved to after agenda item 3.0.

Motion 09-18-01: Bergerman, that the agenda be approved as amended.
Carried.

MINUTES

The minutes from the June 19 special meeting, the June 26 regular meeting as well as the AGM were reviewed.

Motion 09-18-02: Doecker, that the minutes from the June 19, 2018 special meeting the June 26th regular meeting and the Annual General meeting be approved as presented.
Carried.

In-Camera Session with the President and CEO

Motion 09-18-03: Dominguez, that the meeting moves into an in-camera session at 9:06 a.m.
Carried.

The President and CEO left the meeting at 10:10 a.m.

Motion 09-18-04: Bergerman, that the meeting moves back into regular session at 10:25 a.m.
Carried.

Guests: Michael Marchand and Nicole Dressler joined the meeting at 10:30 a.m.

- *Audit –Year End Financial Statements*
The financial statements and the Management Letter for the year ended June 30, 2018 were presented by Mr. Marchand. A recommendation was made to require staff to independently review and approve journal entries. The recommendation will be included in the Provincial Auditor's report in December. Cogent, as well as the Provincial Auditor's office, will follow-up to ensure corrective actions are taken.

In-camera session with the Provincial Auditor and Local Auditor

Motion 09-18-05: MacLeod, that the meeting moved into an in-camera session at 11:16 am.
Carried.

Motion 09-18-06: Dominguez, that the meeting moved back into regular session at 11:21 am.
Carried.

Motion 09-18-07: Dominguez, that the Board approve the audited financial statements for the fiscal year ended June 30, 2018 as presented.
Carried.

- Motion 09-18-08: Jackson, that there have been no subsequent events that have arisen since July 1, 2018 that would have a significant impact on operations going forward and that no contingencies have been identified that would effect these financial statements as prepared.
Carried.

The guests departed the meeting at 11:30 a.m.

BOARD MEMBER REPORTS

Board Chairperson Report

Shared Leadership Task Force Update – discussed in-camera

The Board Chairs and the Regional College Presidents will be meeting to discuss the work of the Task Force next week prior to the final report being submitted to the Minister.

PRESIDENT AND CEO REPORT

President and CEO Update

The President and CEO provided a verbal update on the following:

- August Malware attack resulted in minimal loss of data, no ransom paid and a security audit to ensure there was no breach of data
- The Colleges agreed to sharing the costs of a grievance over 5/4 work week at Cumberland
- The MLA reception has been cancelled for this year

Task Force Update and Committee Reports

- Discussed in-camera

Continuous Agenda

- The President and CEO reviewed the bio for Mr. John Lagimodiere from Aboriginal Consulting Services and there was consensus to proceed with booking him for the Indigenous educational day in February.
- The meeting start times for the winter meetings were changed to 9 a.m.

Board of Directors' Committees – Terms of Reference

The President reviewed the draft Terms of Reference for the Finance/Audit Committee, the Governance/Nominating Committee and the Human Resources Committee.

At this time, it was decided to move forward with the Finance/Audit Committee as well as the Governance/Recruitment Committee.

There was consensus among the Board members that Directors Dominguez, MacLeod and Jackson sit on the Governance Committee with MacLeod being the Chair and Doecker and Bergerman sit on the Finance Committee with Doecker being the Chair.

The inaugural meeting will be at the call of the Chair where the terms of reference will be finalized and a meeting schedule discussed.

Managers' Report

The Managers' report was reviewed by the CEO.

The meeting recessed for lunch at 12:00 p.m.

VP FINANCE REPORT

VP Finance Report

The VP Finance's report was reviewed and discussed.

Revenue and expense pie charts for 2016/17 and 2017/18 were distributed for information.

The Financial Statement PowerPoint prepared by VP Finance will be emailed to Directors Doepker and Jackson prior to their orientation and will be include in the orientation binder.

The PN lease expires December 2018 with an option to extend for an additional 6 years. The VP Finance is currently investigating commercial lease rates to negotiate the new price. The lease extension will be brought to the Board for approval and will require Ministerial approval prior to signing.

Unrestricted Operating Surplus Fund

The VP Finance reviewed the proposed allocation of the unrestricted operating surplus. Discussion ensued surrounding the allocations.

Motion 09-18-09: Bergerman, that the Board approves the allocation of \$315,000 of unrestricted operating surplus to internally restricted reserves in the following amounts: \$100,000 to IT, \$75,000 to SIS system upgrade, \$25,000 to purchase inventory software and \$115,000 for vehicle purchases.

Carried.

Year End Detailed Variance Analysis

The VP Finance presented the detailed variance analysis as of June 30, 2018.

Revenue and Expense Summary

The VP Finance reviewed the revenue and expense summary.

June Income Statement and Balance Sheet

The VP Finance reviewed the income statement and balance sheet.

June and July Reconciled Payments with Cheque Listing

The June and July payments with cheque listings were received for information. The VP Finance will confirm with Cogent the need for the inclusion of the cheque listing and, in particular, the payroll register in the Board package.

VP ADMINISTRATION REPORT

The VP Administration's report was reviewed and received for information.

Staff Conflict of Interest Follow-up

The VP Administration reported that our lawyer has prepared a letter that contains a number of terms and conditions for the employee to agree to and sign off on. There was consensus to begin using this new template guideline for staff that identify a potential conflict.

IT Update

The VP Administration provided an update on the IT department including the recent malware attack and IT security. It was also noted that the poor connectivity at the Four Winds Learning Centre is being looked at for improvements.

OTHER

Correspondence

- April 23/18, from Provincial Auditor, re: Annual Audit Involvement June 30/18
- June 27/18, from Minister Beaudry-Mellor, re: Sexual Assault Policy
- July 4/18, from Mark McLoughlin, re: MOU with WCB
- July 4/18, to Minister Beaudry-Mellor, re: AGM, 18/19 Meeting Schedule
- July 11/18, from Minister Beaudry-Mellor, re: 2018-19 Business Plan and Budget Approval
- July 13/18, from Mark McLoughlin, re: Post Secondary Leadership Forum
- July 23/18, from Mark McLoughlin, re: Post Secondary Leadership Forum Date Change/Reception Invite
- July 31/18, from Mark McLoughlin, re: Reporting Requirements
- August 9/18, from T. Bloor Cavers, re: Self Assessment Tool & Reporting Model re the use Committee
- August 29/18, to Provincial Auditor, re: Audit of Equipping the Board with Competencies to Govern
- September 4/18, from Minister Beaudry-Mellor, re: Strategic Investment Fund

Next Board Meeting

- October 30, 2018 – Regular Meeting, 9:00 a.m., Bella Vista, Humboldt, SK

COMMITTEE OF THE WHOLE

Business Arising from C.O.W.

Audit and Risk

- *Audit – Board Governance & Compliance Update*

The President and CEO reviewed the management letter that recommended that Carlton Trail Board:

- set clear requirements on how often to reassess its desired vs. existing competencies
- reassess how often it evaluates the effectiveness of its governance (spring evaluation with results in June, discontinue the practice of the health checks)
- have a strategy to address the identified gaps in board competency (bring in resources to further educate and actively search for new members to fill identified gaps)
- develop guidelines on making timely recommendations of potential Board members to the Ministry of Advanced Education (our responsibility to actively search for new board members in a timely manner)

Governance

- *Draft Board of Directors' Work Plan for 2018 – 2019 Discussion*
 - Governance Committee will review the work plan and add items from the June 2018 Board evaluation.
- *Governor Development & Certification – Continuing Education Update* – Executive Assistant confirmed the contact information for Governance Solutions. Board members should access their profile and update their PD hours online to ensure certification stays up to date.
- *Professional development:*
 - Governance Solutions 18/19 webinar list was received for information
 - JSJS Governance Program – Directors Doecker and Jackson are registered and have attended Day 1 on September 14
 - Action of Accountability and Governance August Newsletter was received for information
 - Leadership Forum October 21 & 22 – Board members and senior executives are encouraged to attend
- *Recruitment*
 - *Recruitment Planning: Skills Matrix* – The June responses were reviewed.
 - The Governance Committee will meet to discuss the recruitment plan.

Human Resources

- *Board Evaluation Planning* – The Board evaluation results, as compiled by Ms. Soparlo, were reviewed and discussed.

Director Dominguez departed at 2 pm

The Governance Committee will look into the areas of improvement from the evaluation that should be considered on the Board work plan.

- *President and CEO 2018-2019 Work Plan* – The President presented her work plan.

Motion 09-18-09: Dominguez, that the Board approves the President and CEO's PD request to enrol in the Graduate Certificate in Executive Coaching program at Royal Roads College beginning in September 2018.
Carried.

There was a request that next meeting the VP Administration provide a progress report regarding IT including:

- where we were
- our current state and the steps taken to get there
- our priorities
- how to move forward

Adjournment

Motion 09-18-10: MacLeod, that the meeting adjourn at 2:18 p.m.
Carried.

Chairperson

Recorder