

Open Meeting File 2016-01-28, approved March 31, 2016

IN ATTENDANCE

Board Members

Graeme Bowbrick
Jane Butterfield, AFC Chair
Kathy Denton, President (ex-officio) Athy5 Evansw
Dave Seaweed
Gerry Shinkewski, Vice Chair
Tom Spraggs, TSC Chair
Dave Teixeira (by phone)

Administration

Thor Borgford, VP, Academic and Provost
Lauren Dailey, Executive Assistant to the President
Shelley Williams, College Secretary
Keith Ellis, Executive Director, Institutional Research and Strategic Implementation
Guangwei Ouyang, VP, International Education and Strategic Partnerships
Hazel Postma, Associate VP, Advancement and Alumni Relations
Vicki Shillington, Associate VP, Human Resources
Dave Taylor, Associate VP, Public Affairs
Tracey Szirth, VP, Administrative Services and CFO
Chris Worsley, Director, Finance

Shelley Williams, Board Chair

Observers

Ryan Cousineau, BCGEU
Len Millis, DCFA
Ruab Waraich, DSU

Guest(s)

Aaran Armuth
Tracy Ho

REGRETS

Board Member(s)

Jason Carvalho

Administration

n/a

Observer(s)

1. CALL TO ORDER AND CHAIR'S REMARKS

There being a quorum present, Chair Shelley Williams called the meeting to order at 5:12 p.m.

2. APPROVAL OF AGENDA/CONSENT AGENDA

It was moved by Tom Spraggs, seconded by Dave Seaweed, and unanimously resolved:

01/2016 *THAT the Douglas College Board approve the agenda and approve/acknowledge the following items on the consent agenda:*

- 2.1 Minutes of the November 26, 2015 Open Session Board Meeting, *with substitution of Chris Maguire's name for Erin Rozman's in the record of attendance*
- 2.2 Report: Douglas Students' Union (DSU)
- 2.3 Report: College President – December 2015
- 2.4 Correspondence, Reports and Invitations Extended to the Board

3. INTRODUCTION OF NEW MEMBER: John Evans

John Evans introduced himself and provided insights on his career as well as his interest in serving on the Board.

4. PRESIDENT'S REPORT

4.1 Report on Operational and Strategic Matters

The President discussed highlights of her written report, including enrolment growth. She reported on attainment of a 20% increase in International enrolments over the same period a year earlier. The President commended Dr. Ouyang for his success with student recruitment in India, where she noted the College enjoys a strong reputation.

The President discussed communications and undertakings with civic and business leaders. She also reported on the hire of a new HR Director, and provided an update on the recruitment of a new Director, Facilities Services.

5. CHAIR, COMMITTEE AND LIAISON REPORTS AND RECOMMENDATIONS

5.1 Board Executive and Governance Committee (BEGC)

a) Chair's Report

The Board Chair thanked all members who had committed to participation in the College's Winter 2016 graduation ceremonies. She reported on two recent meetings with the Minister of Advanced Education, and noted the Minister's recognition of Douglas College's strong governance and performance.

b) Information: Board Decisions Reached During November 2015 Closed Session Meeting

Noting that the Open Session agenda identified resolutions approved by the College Board during its November 2015 Closed Session meeting, the Board Chair drew attention to the following.

- i. Board Approval of the Douglas College Total Compensation Philosophy for Submission to the Post-Secondary Employers' Association (PSEA)
- ii. Board Approval that the College seek Public Sector Employer Association (PSEA) Approval to Increase by Four Percent Pay Bands 1-4 of Appendix 1 of the Douglas College Working Conditions for Excluded Employees

The President discussed the latter item, and advised that it impacted fewer than 20 non-managerial employees.

c) Board Committees: Appointment of John Evans to the Human Resources Committee

The Board Chair discussed the BEGC's recommendation that the Board appoint John Evans to the Human Resources Committee.

It was moved by Tom Spraggs, seconded by Nicole Liddell, and unanimously resolved:

02/2016 *THAT the Douglas College Board approve the appointment of John Evans to the Human Resources Committee, effective January 28, 2016*

d) College Board Succession Planning: Upcoming Elections by Faculty (One Position), Staff (One Position) and Students (Two Positions)

The Board Chair and College Secretary discussed the upcoming election process and timelines as communicated by the Registrar's Office. A call for nominations was expected in early February 2016, with election results anticipated in mid-March.

5.2 Audit and Finance Committee (AFC)

a) Chair's Report

The Committee Chair discussed the AFC's meeting of January 19, 2016. She reported on the Committee's review of management's report relating to the College's Code of Conduct and Protected Disclosure (Whistleblower) policy. The AVP HR noted that no disclosures, investigations or claims were made under the policy in the past year.

The AFC Chair discussed the internal audit of Human Resources, and reported that the Committee endorsed management's recommendation that the remainder of audit activity for fiscal 2015/16 encompass the procurement process and enrolment funnel.

The Committee Chair reported on the AFC's review of the proposed 2016/17 Douglas College consolidated budget. She advised that the budget would be discussed during the January Closed Session meeting, and presented for approval at the March 2016 Open Session meeting. Ms. Butterfield also reported that the Committee was satisfied with its review of the College Board's budget year-to-date.

The Committee Chair reported that the AFC met with representatives of George & Bell Consultants (the College's investment advisor) and Leith Wheeler (the College's investment manager). She discussed the Committee's review of investment manager performance, including Leith Wheeler and its sub-advisors. She discussed George & Bell's recommendations for some minor revisions to College Board Policy BP1008, *Douglas College Board Investment Policy*, and referred to the related resolution under agenda item 5.2 d).

b) Quarterly Three-Year Financial Forecast to Government: Q3, 2015/16

Tracey Szirth discussed the Q3 forecast to government contained in the agenda package. She noted that the forecasted surplus continues to be below budget, and remains unchanged from Q2. In the ensuing discussion, the President and the Associate VP, Public Affairs discussed domestic enrolments, advertising campaigns and initiatives to support student success.

**c) Notice of Intent:
Proposed Revision to College Board By-Law B1007, *Fees and Charges for Instruction***

The Committee Chair advised that the AFC had reviewed and supported the notice of intent for revision of College Board By-Law B1007, *Fees and Charges for Instruction*, as presented in the agenda package. The Board Chair advised that the proposed revision to the by-law would be presented to the Board for approval in March, along with the College budget.

**d) Board Governance:
Proposed Revision to College Board Policy BP1008, *Douglas College Board Investment Policy***

The Committee Chair reviewed the recommended, minor revisions to the Investment Policy, which reflected the AFC's consultation with the College's investment advisor.

It was moved by Jeevan Khunkhun, seconded by Gerry Shinkewski, and unanimously resolved:

03/2016 *THAT the Douglas College Board approve revisions to College Board Policy BP1008, Douglas College Board Investment Policy, as presented January 28, 2016*

5.3 Campus Planning Committee (CPC): Chair's Report

The Committee Chair reported on the CPC's January 18, 2016 meeting. He discussed the Committee's review of all projects over \$100K, including the relocation and renovation of the New Wc.002 Inve02 Inve02 Inve0pre4 T T

5.4 Human Resources Committee (HRC): Chair's Report

The HRC Chair reported on the Committee's January 14, 2016 meeting. She discussed the Committee's satisfaction with the College's new Human Resources Strategic Plan, to be implemented by Vicki Shillington, and commended management on the Plan.

The Committee Chair discussed HRC's annual review of the Executive Employment Agreement template for executive team members. She advised that a single non-substantive revision to the template had been made, that did not require Board approval.

The Committee Chair advised that the HRC also reviewed and was satisfied with (a) the AVP HR's report relating to the College's Code of Conduct and Protected Disclosure (Whistleblower) policy, and (b) the College Risk Register from a human resources perspective. Lastly, the Committee Chair discussed the HRC's review of recruitment undertakings and employee attrition rates.

5.5 Technology Strategy Committee (TSC)

a) Chair's Report

The Committee Chair reported on the TSC's January 18, 2016 meeting and discussed the Committee's review of four project charters. He reported on the Committee's discussion of the College's wireless network.

The Committee Chair highlighted the early February relocation and renovation of the New Westminster campus (NWC) server room. Tracey Szirth advised that management had adjusted the schedule to minimise disruption to students and employees, and reported that the work would be undertaken from Friday, February 12 through to Sunday, February 14, 2016.

5.6 Education Council

a) Education Council Chair's January 2016, December 2015 Meeting Reports

The Chair referenced her reports contained in the agenda package, and highlighted Education Council's discussions regarding general English proficiency requirements. T

5.7 Douglas College Foundation: Board Liaison’s Report

Marissa Martin reported on recent and upcoming Foundation undertakings.

6. NEXT MEETING AND ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 5:46 p.m.

CHAIR

PRESIDENT