

Summary of the meeting of the
BOARD OF GOVERNORS
May 30, 2024 at 3:30 p.m.
President’s Boardroom/MS Teams

Board Members:

Jennifer May-Anderson, Chair	Mark Kirkpatrick, President
Murray Angus	Julie Lange
George Brown	Jennifer Moore
David Clazie	Melanie Paradis
Jennifer Fry	Rick Phillips
Mario Girouard	Lina Rinaldi
Pam Jolliffe	Julie Sullivan

Regrets: Jeremy Braithwaite, Josh Hill, Fazeen Nazeer

Staff:

Amanda Baskwill, Senior Vice-President, Academic and Chief Learning Officer
 Leah-Anne Brown, Vice-President Human Resources
 Sandra Dupret, Senior Vice-President, Students
 Jeremy Laurin, Senior Vice-President, Strategy and Transformation
 Jennifer Tewathahá:kwa Maracle, Executive Director, Indigenous Initiatives and Reconciliation
 Trecia McLennon, Executive Director, Equity, Diversity, and Inclusion
 John Pinsent, Senior Vice-President, Corporate Services and Chief Financial Officer
 Deanne Saunders, Senior Vice-President, Strategic Planning and Institutional Effectiveness
 Andrea Paradise, Recording Secretary

Guests: Janine Foster, Melissa Fritz, Marian Henson, Carolyn Pratt, Evan Sonkin, Barry Weese



	KEY POINTS/ACTION REQUIRED	FOLLOW-UP RESPONSIBILITY
1	<p>CALL TO ORDER, CONFIRMATION OF QUORUM</p> <p>The meeting was called to order at 3:30 pm.</p> <p>Quorum was confirmed.</p> <p>The <i>Land Affirmation</i> was delivered by Chair, Jennifer May-Anderson.</p>	
2	<p>DECLARATION OF CONFLICT OF INTEREST</p> <p>No items of conflict were declared.</p> <p>Governors were reminded that they are expected to declare a conflict of interest should they find themselves in that situation during any portion of the meeting.</p>	

	KEY POINTS/ACTION REQUIRED	FOLLOW-UP RESPONSIBILITY
3	<p>CONSENT AGENDA</p> <p>APPROVAL OF CONSENT AGENDA</p> <p><u>Resolution #1:</u></p> <p>Moved by: Jennifer Moore Seconded by: David Clazie And Carried “THAT the Consent Agenda for May 30, 2024 be approved as presented and through this consent approve the minutes of the February 15, 2024 Audit and Risk and April 18, 2024 Board of Governors meeting.”</p>	
4	<p>BUSINESS ARISING FROM PREVIOUS MEETING</p> <p>No items were tabled.</p>	
5	<p>PRESENTATION AND APPROVAL OF THE LOYALIST COLLEGE FOUNDATION ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS</p> <p>Jeremy Laurin, Senior Vice-President Strategy and Transformation provided a report from the May 23, 2024 Loyalist College Foundation meeting.</p> <p><u>Resolution #2:</u></p> <p>Moved by: Rick Phillips Seconded by: Julie Lange AND Carried “THAT the Board of Governors approve the Loyalist College Foundation Audited Financial Statements and the Annual Report for the year ended March 31, 2024; the 2024-2025 Slate of Community Directors; and all other actions taken by the Foundation, up to and including the Annual General Meeting on May 23, 2024.”</p>	
6	<p>ENTERPRISE RISK MANAGEMENT (ERM) – INSTITUTIONAL RISKS PRESENTATION</p> <p>John Pinsent, Senior Vice-President, Corporate Services and Chief Financial Officer delivered an update on the key strategic risks faced by the College to include significant events since the December 2022 report; key strategic risks and trend summary; and emerging risks.</p>	
7	<p>REPORT FROM THE MAY 21, 2024 AUDIT AND RISK COMMITTEE</p> <p>David Clazie, Chair of the Audit and Risk Committee provided a report from the May 21, 2024 Audit and Risk Committee meeting.</p> <p>John Pinsent, Senior Vice-President Corporate Services and Chief Financial Officer presented the draft audited financial statements for 2023 – 2024; Bill S-211 annual report for Loyalist College; and 2023 – 2024 attestation of Section 28 process.</p> <p>DRAFT AUDITED FINANCIAL STATEMENTS FOR 2023-2024</p> <p><u>Resolution #3</u></p> <p>Moved by: Murray Angus Seconded by: Lina Rinaldi</p>	

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	<p>AND Carried “THAT the Board of Governors approve the Draft Audited Financial Statements for Loyalist College of Applied Arts and Technology for the year ended March 31, 2024 as recommended by the Audit and Risk Committee.”</p> <p>BILL S-211 ANNUAL REPORT FOR LOYALIST COLLEGE</p> <p><u>Resolution #4:</u></p> <p>Moved by: Julie Lange Seconded by: Lina Rinaldi AND Carried “THAT the Board of Governors approve the final Bill S-211 Annual Report for Loyalist College of Applied Arts and Technology for the year ended March 31, 2024 as recommended by the Audit and Risk Committee.”</p> <p>2023 – 2024 ATTESTATION OF SECTION 28 PROCESS</p> <p><u>Resolution #5:</u></p> <p>Moved by: Rick Phillips Seconded by: Julie Sullivan AND Carried “THAT the Chair of the Board of Governors signs the 2023 – 2024 Attestation of Section 28 Process for Loyalist College of Applied Arts and Technology for the year ended March 31, 2024 as recommended by the Audit and Risk Committee.”</p>	
8	<p>YEAR-END FINANCE UPDATE</p> <p>John Pinsent, Senior Vice-President, Corporate Services & Chief Financial Officer delivered a presentation that covered: year-end financial results; financial report variance analysis for year-end March 31, 2024; and financial health indicators.</p>	
9	<p>DRAFT 2024-2025 OPERATING BUDGET, CAPITAL BUDGET, AND BUSINESS PLAN</p> <p>John Pinsent, Senior Vice-President, Corporate Services and Chief Financial Officer provided a high level overview of the draft 2024-2025 Operating Budget, Capital Budget and Business Plan.</p> <p><u>Resolution #6:</u></p> <p>Moved by: David Clazie Seconded by: Mario Girouard AND Carried “THAT the Board of Governors approve the Draft 2024-2025 Operating Budget, Capital Budget and Business Plan.”</p>	
10	<p>PRESENTATION AND APPROVAL OF THE 2023-2024 COLLEGE ANNUAL REPORT</p> <p>John Pinsent, Senior Vice-President, Corporate Services and Chief Financial Officer presented the 2023-2024 Loyalist College Annual Report.</p> <p><u>Resolution #7:</u></p> <p>Moved by: George Brown Seconded by: Julie Lange</p>	

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	AND Carried “THAT the Board of Governors approve the 2023-2024 College Annual Report for submission to the Ministry of Colleges and Universities.”	
11	<p>Tsi Titewaya'taró:roks INDIGENOUS CENTRE UPDATE</p> <p>Jennifer Maracle, Executive Director of Indigenous Initiatives and Reconciliation provided a year end update on key initiatives and progress for 2023-2024. The presentation included Indigenous student enrolment data and progress made towards the Truth and Reconciliation Commission's Calls to Action.</p>	
12	<p>ACADEMIC UPDATE</p> <p>Amanda Baskwill, Senior Vice-President Academic and Chief Learning Officer, and Barry Weese, Dean of Leadership, Learning, and Academic Excellence, presented the Annual Quality Assurance Report for 2022-2023. The report summarized Quality Assurance activities, including the College Quality Assurance Audit Process (CQAAP) and Program Quality Assurance (PQA), and outlined next steps.</p> <p>The College is committed to developing and maintaining a comprehensive academic quality assurance system that aligns with the requirements of the Board of Governors Policy B2 Program Quality and the Minister's Binding Policy Directive Framework.</p>	
13	<p>TERMS OF REFERENCE REVIEW, EXECUTIVE AND GOVERNANCE COMMITTEE</p> <p>Deanne Saunders, Senior Vice-President Strategic Planning and Institutional Effectiveness, provided an overview of proposed changes to a number of governing documents, including Board by-laws and policies. These changes were previously approved by the Executive and Governance Committee and were undertaken to: ensure compliance with the ONCA (Not-for-Profit Corporations Act); reflect recent amendments to Ministry binding policy directives; and align with the new standing committee structure,</p> <p><u>Resolution #8:</u></p> <p>Moved by: David Clazie Seconded by: Julie Lange AND Carried “THAT the revisions to the Executive and Governance Committee Terms of Reference be approved as recommended by the Executive and Governance Committee.”</p>	
14	<p>BOARD OF GOVERNORS BY-LAW 1, GENERAL GOVERNANCE REVISIONS</p> <p><u>Resolution #9:</u></p> <p>Moved by: Julie Lange Seconded by: Jennifer Moore AND Carried “THAT the revisions to the Board of Governors By-Law 1, General Governance be approved as recommended by the Executive and Governance Committee.”</p>	

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15	<p>ONCA (Ontario Not-for-Profit Corporations Act) CHANGES – Board of Governors By-Law Bank, Borrowing, Etc.</p> <p><u>Resolution #10:</u></p> <p>Moved by: Murray Angus Seconded by: Lina Rinaldi AND Carried “THAT the repeal of Board of Governors By-Law 2 (Bank, Borrowing, Etc.) be approved as recommended by the Executive and Governance Committee.”</p>	
16	<p>BOARD POLICY REVISIONS</p> <p>C1. Governance Process/Chair’s Role</p> <p><u>Resolution #11:</u></p> <p>Moved by: Rick Phillips Seconded by: George Brown AND Carried “THAT the revisions to Board of Governors policy C1. Governance Process/Chair’s Role be approved as recommended by the Executive and Governance Committee.”</p> <p>C2. Appointment and Reappointment Process</p> <p><u>Resolution #12:</u></p> <p>Moved by: David Clazie Seconded by: George Brown AND Carried “THAT the revisions to Board of Governors policy C2. Appointment and Reappointment Process be approved as recommended by the Executive and Governance Committee.”</p> <p>C3. Code of Conduct for Governors</p> <p><u>Resolution #13:</u></p> <p>Moved by: Lina Rinaldi Seconded by: Jennifer Fry AND Carried “THAT the revisions to Board of Governors policy C3. Code of Conduct for Governors be approved as recommended by the Executive and Governance Committee.”</p>	
17	<p>PRESIDENT: UPDATE REPORT</p> <p>President Mark Kirkpatrick referenced his written report included in the meeting materials and elaborated on key Loyalist College events and initiatives to include a reflection of 2023-2024.</p>	
18	<p>MATTERS OF BOARD DECISION</p> <p>No items were tabled.</p>	

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19	<p>OTHER BUSINESS</p> <p>Draft 2024-2025 Board of Governors Workplan</p> <p>As outlined in the draft 2024-2025 Board of Governors work plan provided, board and in-camera meetings will generally be held at 3:30 pm on the third Thursday of the month. Calendar invites for the upcoming year will be sent out following today's meeting.</p>	
20	<p>ADJOURNMENT</p> <p>With no further items to discuss, it was moved by David Clazie that the May 30, 2024 Board of Governors meeting be adjourned. The time of adjournment was 5:50 pm.</p> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  <hr style="width: 20%; margin: 0 auto;"/> <p>Jennifer May-Anderson, Chair</p> </div> <div style="text-align: center;">  <hr style="width: 20%; margin: 0 auto;"/> <p>Mark Kirkpatrick, Secretary</p> </div> </div>	