



**Summary of the meeting of the  
BOARD OF GOVERNORS  
June 13, 2019 at 3:35 pm  
Boardroom – Kente Building**

**Board Members:**

<b>Bob Forder, Chair</b>	<b>Fred Pollitt, Acting President</b>
<b>Cindy Brandt</b>	<b>Executive Director, Student Life and Leadership</b>
<b>Tim Farrell</b>	<b>Bhavik Patel</b>
<b>June Hagerman</b>	<b>Jim Pine</b>
<b>Pam Jolliffe</b>	<b>Mary Lynn Rutledge</b>
<b>Sara Kelleher</b>	<b>Bill Saunders</b>
<b>David MacKinnon</b>	<b>Lisa Sinclair</b> ( <i>left the meeting at 4:05 pm</i> )
<b>Jennifer May-Anderson</b>	

**Regrets:**

<b>Sandra Maracle</b>	<b>Jacinta Obasohan</b>
<b>Kevin Narraway</b>	<b>Ann Marie Vaughan, President</b>

**Staff:**

**Ann Drennan, Senior -President Academic and Chief Learning Officer**  
**Kerry Lorimer, Director of Marketing and Communication**  
**Philippe Mailhot, Vice-President External Relations and Chief Innovation Officer**  
**Kirsten Mason, Policy and Planning Advisor**  
**Valerie Peticca, Executive Director, Human Resources**  
**Megan Sheppard, Senior Vice-President, Corporate Services and Chief Financial Officer**  
**Evan Sonkin, Manager of Financial Analysis and Budgets**  
**Cindy Webster, Director Finance**  
**Elaine Wilkinson, Recording Secretary**

**Guest:** **Rebeca Prophet, Audit Senior Manager, KPMG LLP**

	<b>KEY POINTS/ACTION REQUIRED</b>	<b>FOLLOW-UP RESPONSIBILITY</b>
<b>1</b>	<p><b>CALL TO ORDER</b>  <b>CONFIRMATION OF QUORUM</b></p> <p>The new <i>Land Acknowledgement</i> statement was read by Chair Forder.</p> <p>Quorum was confirmed.</p> <p>Fred Pollitt, Executive Director, Student Life and Leadership served as Acting President in Ann Marie’s absence.</p>	
<b>2 /4</b>	<p><b>ADDITIONS/DELETIONS/APPROVAL OF CONSENT AGENDA</b></p> <p>No changes to the agenda were made.</p> <p><b>Resolution # 1</b>  Moved by: Lisa Sinclair</p>	

	<b>KEY POINTS/ACTION REQUIRED</b>	<b>FOLLOW-UP RESPONSIBILITY</b>
	<p>Seconded by: Pam Jolliffe AND carried, "THAT the revised Consent Agenda for June 13, 2019 be approved as circulated."</p>	
<b>3</b>	<p><b>DECLARATION OF CONFLICT OF INTEREST</b></p> <p>No conflicts were declared.</p>	
<b>4</b>	<p><b>CONSENT AGENDA</b></p>	
<b>5</b>	<p><b>BUSINESS ARISING FROM PREVIOUS MEETINGS</b></p> <p>No items were tabled.</p>	
<b>6</b>	<p><b>MATTERS OF BOARD DECISION</b></p> <p><b>(i) REVIEW OF BOARD POLICIES</b></p> <p>Fred Pollitt spoke to the two program quality policies being presented for approval – <i>B2/BGP 9 - Program Evaluation</i> and <i>B3/BGP 10 - Program Proposals and Modifications</i> noting that both outline the duties of the President and of the Board of Governors when it comes to programming, and that both policies were clear and concise in their mandate of accountability.</p> <p><b>Resolution # 2</b> Moved by: Sara Kelleher Seconded by: Cindy Brandt</p> <p>AND carried, "THAT the Board of Governors supports the recommendation of the Executive Committee at their April 18, 2019 meeting that program quality policies B2/BGP 9 - Program Evaluation and B3/BGP 10 -Program Proposals and Modifications, which were updated to align with the current legislation - the Minister's Binding Policy Directives, be approved."</p>	
<b>(ii)</b>	<p><b>REPORT FROM THE AUDIT COMMITTEE MEETING FROM MAY 17, 2019</b></p> <p>Governor MacKinnon provided the report from the May 17<sup>th</sup> Audit Committee meeting sharing that KPMG had provided an unqualified audit opinion and spoke to two items that the auditors identified as a result of the annual audit.</p> <p>There was a material adjustment required in order to defer a portion of tuition fee revenues from 2018-19 to 2019-20 to align with the period that the activity occurs. This adjustment also required a restatement of the 2017-18 College Financial Statements to defer tuition revenue from 2017-18 into 2018-19.</p> <p>The control deficiencies report that KPMG LLP presented last year was reviewed and the results were impressive. The six deficiencies that were identified last year were all addressed and closed with the exception of the vacation accrual liability. The College Executive Team is continuing to work to reduce the vacation liability through a number of measures.</p> <p>No new deficiencies were identified this year.</p>	

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	<p><b>Resolution # 3</b>  Moved by: Pam Jolliffe  Seconded by: Bill Saunders</p> <p>AND carried, "THAT the Board of Governors approves recommendation # 1 and 2 from the Audit Committee meeting of the May 17, 2019."</p>	
<b>(iii)</b>	<p><b>REPORT FROM THE ACADEMIC, STUDENT AFFAIRS AND ADVOCACY COMMITTEE MEETING FROM APRIL 18, 2019</b></p> <p>Governor Pine provided a report from the April 18, 2019 Academic, Student Affairs and Advocacy Committee meeting as well from the June 13, 2019 meeting which was held earlier in the day.</p> <p><b>Resolution # 4</b>  Moved by: Bill Saunders  Seconded by: Sara Kelleher</p> <p>AND carried, "That recommendations # 1, 2, 3, 4, 5 and 6 from the April 18, 2019 meeting of the Academic, Student Affairs and Advocacy Committee be approved."</p>	
<b>(iv)</b>	<p><b>REPORT FROM THE FINANCE, CORPORATE SERVICES AND GOVERNANCE COMMITTEE MEETING FROM APRIL 18, 2019</b></p> <p>Governor Rutledge provided a report from the Finance, Corporate Services and Governance Committee meeting from April 18<sup>th</sup>.</p> <p>The financial status for the year ended March 31, 2019 shows that the College has an in-year surplus of \$9.15 millions. This is a favourable variance of \$6.9 million over the 2018-19 budget. As a result of the in-year surplus, the College is now in an accumulated unrestricted surplus position of \$3.2 million.</p> <p>A new requirement and exemption under Article 28 of the Financial Administration Act (FAA), states that an attestation by the Chair of the Board of Governors is now required to indicate compliance with the FAA and Article 28. As part of Section 28 of the FAA, colleges cannot enter into any financial arrangement, financial commitment, guarantee, indemnity or other similar transaction that would, directly or indirectly, increase the indebtedness or contingent liabilities of Ontario without prior written approval of the Minister of Finance or President of the Treasury Board. Governor Rutledge indicated that Loyalist does not have any contracts or financing agreements that exceed the threshold for reporting to the Ministry.</p> <p><b>Resolution # 5</b>  Moved by: David MacKinnon  Seconded by: Cindy Brandt</p> <p>AND carried, "That recommendations #1 and 2 from the April 18, 2019 meeting of the Finance, Corporate Services and Governance Committee be approved."</p>	

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<b>(v)</b>	<p><b>APPROVAL OF THE FINANCIAL STATEMENT FOR LOYALIST COLLEGE</b></p> <p>Megan Sheppard reviewed the financial statements stating that management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards.</p> <p>Loyalist received an ‘unqualified’ status from KPMG, which is very good. An unqualified opinion is an independent auditor's judgment that a company's financial statements are fairly and appropriately presented, without any identified exceptions, and in compliance with generally accepted accounting principles (GAAP).</p> <p>Rebeca Prophet, Audit Senior Manager, KPMG LLP stated that the financial results for Loyalist College were very positive this year.</p> <p><b>Resolution # 6</b>  Moved by: David MacKinnon  Seconded by: Pam Jolliffe</p> <p>AND carried, “That the Board of Governors approves recommendation #3 from the Audit Committee meeting of the May 17, 2019.”</p> <p>Recommendation #3 from the Audit Committee meeting read: That the Audit Committee recommends approval by the Board of Governors of the Draft Financial Statements for Loyalist College of Applied Arts and Technology for the year ended March 31, 2019.</p>	
<b>(vi)</b>	<p><b>APPROVAL OF THE LOYALIST COLLEGE FOUNDATION ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS</b></p> <p>Phillipe Mailhot presented the report regarding the Annual Meeting of the College Foundation held May 23<sup>rd</sup>.</p> <p>At the Annual Meeting, members learned that the endowed fund for student support had reached \$11,669,132 at year-end March 31, 2019.</p> <p>During the year, 320 awards were presented through the Foundation endowment, with a total value of \$156,978. In addition to the awards from Foundation accounts, another \$220,448 was made available through 277 expendable awards, bringing the total presented to \$377,426. This includes support from The W. Garfield Weston Foundation, for the Weston Family Scholarship in the Skilled Trades – an innovative program designed to increase interest and participation in careers in skilled trades. The Weston Family Scholarship in the Skilled Trades program was developed as a pilot at Loyalist, and has since been established at other colleges and institutes across the country.</p> <p>Susan Scarborough was re-elected as Chair of the Foundation Board and Margaret Werkhoven was re-elected as Vice-Chair for the upcoming year. Community Directors Carrie Gregoire, George Reddom and Brian Smith were also elected to continue their terms. Presentations were made to Community Directors Catharine Huff, who retired after serving nine years with the</p>	

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	<p>Foundation, and to Bernie Ouellet, who retired after returning to serve for a one-year term.</p> <p>The Foundation’s revised By-Law No. 1, previously reviewed by the Board of Governors on March 21<sup>st</sup>, was approved by the Foundation membership at the Annual Meeting and will now be forwarded to the Ministry for approval, along with the related Memorandum of Understanding between the College and the Foundation.</p> <p>Rebeca Prophet, Audit Senior Manager, KPMG LLP commented that a few management representation letter items that were presented last year were addressed this year and that working with management was a pleasure.</p> <p><b>Resolution # 7</b>  Moved by: Sarah Kelleher  Seconded by: Jennifer May-Anderson</p> <p>AND carried, “That the Board of Governors approves the Loyalist College Foundation Audited Financial Statements and the Annual Report for the year ended March 31, 2019; the 2019-2020 Slate of Directors; and all other actions taken by the Foundation, up to and including the Annual General Meeting on May 23, 2019.”</p>	
<b>(vii)</b>	<p><b>APPROVAL OF THE 2018-2019 COLLEGE ANNUAL REPORT</b></p> <p>Philippe introduced the Annual Report stating that when developing the Ministry mandated report, recommendations outlined in a 2017 report by the Auditor General of Ontario, which called for increased accountability by provincial agencies in the broader public sector, were adopted. The report included clearly identifying performance measures and more analysis of performance and financial results. The new performance priorities and outcomes identified by the Ministry as being important in its Strategic Mandate Agreement for 2020-25 were also considered when developing the framework. In particular, a focus on metrics around graduate earnings, experiential learning, skills and competencies, graduate employment, graduation rates and institutional strengths.</p> <p>A new item for this year was that the report was reviewed by College auditors KPMG LLP.</p> <p>Kerry Lorimer was recognized for the excellence of the Annual Report and its content.</p> <p><b>Resolution # 8</b>  Moved by: Tim Farrell  Seconded by: Mary Lynn Rutledge</p> <p>AND carried, “That the Board of Governors approves the 2018-2019 College Annual Report, for submission to the Ministry of Training, Colleges and Universities.”</p>	
<b>7</b>	<p><b>OTHER BUSINESS</b></p> <p>No items were abled.</p>	

	<b>KEY POINTS/ACTION REQUIRED</b>	<b>FOLLOW-UP RESPONSIBILITY</b>
<b>8</b>	<p><b>ADJOURNMENT</b></p> <p>With no further items to discuss, the meeting adjourned at 4:25 pm</p> <hr/> <p>Bob Forder, Chair</p>	<hr/> <p>Ann Marie Vaughan, Secretary</p>

*Reports from the Board of Governors Chair and the College President are shared with Governors as part of their meeting package.*

**CHAIR’S REPORT TO THE BOARD**  
**June 13, 2019**

- As the Board of Governors representative on the Foundation Board, I attended meetings of the Foundation Executive/Nominating Committee, the Foundation Audit, Finance and Investment Committee and the Foundation Annual General Meeting on May 16, 2019.

Similar to the extensive review of Board By-Laws and Policies, By-Law 1 of the Foundation Board was also reviewed and updated with Borden Ladner and Gervais LLP provided support in that process.

This Board approved the Foundation By-Law 1 at the March 21<sup>st</sup> Board meeting, and I am pleased to report that the Foundation Board also approved the revised By-Law at the May 16<sup>th</sup> Annual General Meeting.

- The response rate by Governors with respect to the survey on President Vaughan’s Performance Management Goals was very high, and I thank you for your valuable contribution. The feedback received will support President Vaughan as she manages the operations of the College.
- Loyalist’s 52<sup>nd</sup> Convocations were another huge success. Over the course of the ceremonies on June 6 and 7, Loyalist recognized a total of 2,016 new graduates who successfully completed their programs of study. The space used for the Convocation ceremonies was filled to capacity!

Loyalist’s first Convocation Dinner, in recognition of our honorary diploma recipients, Convocation speakers and Valedictorians was held on Thursday evening. In addition to these honoured guests, municipal and provincial leaders as well as community supporters of Loyalist attended the event.

Another first for Loyalists’ Convocation ceremonies was recognizing the student member of the Board of Governors during the Convocation Ceremonies. It was an honour to present Governor Obasohan, on behalf of the Board of Governors, with a Certificate of Appreciation, in recognition of her commitment to Loyalist College and invaluable contribution as a board member/student representative on the Loyalist College Board of Governors.

I would like to take this opportunity to thank Governors who were able to attend the ceremonies. Although we have gone to a more passive role for Governors in the ceremony, it is very important for our Governors to be seen on stage, in the procession and at the reception and your presence is and was truly appreciated.

I would also like to thank the Board for presenting me with an Honorary Diploma at the June 7<sup>th</sup> Convocation Ceremony. It was an honour to serve on the Board of Governors and to be recognized. I will proudly hang the Honorary Diploma beside the Loyalist diploma that I received in 1988 – Data Processing diploma (IT Designation) and with my Certificate of Skilled Training and Apprenticeship as an Automotive Technician and Heavy Equipment Mechanic.

- This is my last report as a Governor and as Chair for the Board of Governors for Loyalist College.

My association and relationship with Loyalist goes back to the mid-seventies when I took my Basic Automotive Section in a building off campus with an instructor by the name of Norm Storms. I went on to achieve my Skilled Trades Diploma as a Red Seal Automotive and Heavy Equipment Technician. I took a little break from Loyalist College while I settled into life as a Mechanic and started a family. As my family grew and got older and computers came on the scene I again turned to Loyalist for a series of night school courses and then I made the final leap of faith and returned to Loyalist in 1986 full time to obtain my 2 year College Diploma in Data Processing (IT Designation).

From that time on I cannot remember a time that I have not been associated with the College in some way. I have sat on Program Advisory Committees since the late 80's, I have been associated through the QEDC and the Quinte Manufacturing Association, I have been an Instructor with the LTKC and I have been privileged to have had an opportunity to teach in the Manufacturing Techniques Program on campus. I was then offered an opportunity to become a Governor which to me was the ultimate honour and privilege and I still cannot believe that I was afforded that honour. But the best was yet to come when I was nominated and elected as the Board Chair for the Board of Governors of Loyalist College! An honour I still cannot believe that I was afforded or best yet was allowed to perform.

I cannot say how proud I was, and am, every time I was introduced as the Chair of the Board for Loyalist College and I want to express my sincere thank you to each and every one of you for your dedication to this Board and to the support you have given me over the past two years as Chair, and to the time as Governor.

I also want to thank the Executive Management Team, the Staff, the Support Staff, and Faculty for all the help, direction and patience they have afforded me during this time. There is a reason why Loyalist is Number One in so many categories and they are the reason.

I also have to thank President Ann Marie Vaughan for her energy, her passion and her direction. We truly had and have a partnership that has worked to help advance the College and the Board to another level.

I also want to let you all in on the real reason I have had whatever success I have achieved in this position and that is Elaine Wilkinson. Her title is the Executive Assistant to the President and the Board of Governors but here real title is lifesaver for the Board Chair! I truly could not have even attempted this job without Elaine's guidance, help and direction.

I have to thank my Director of Corporate Services and the Mayor of Quinte West for allowing me the time away from work to be a Governor and to take on the role of the Chair.

Lastly but most importantly I want to thank my Wife Kathy! Her support of my extracurricular activities has been the key to allowing me the time to do this job. Her support, advice and constant encouragement has allowed me to follow my passion and be the Chair, thank you Kathy.

Now, as you go forward as a Board please afford your new Chair the same support and no matter what the issue, always respect each other and their opinions and always support one another when a decision is made. Good Luck.

## **PRESIDENT'S REPORT TO THE BOARD June 13, 2019**

### **1. Advocacy**

Advocacy continues to be a focus for the President on a number of fronts.

The President participated in the government provincial consultations on compensation on April 29, 2019. All employers, unions and staff associations were invited to participate and provide the government feedback/input with respect to moderating broader public consultation. On June 5, 2019, the government tabled Bill 124 where unionized and non-union staff will be required to serve a 3-year cap of 1% on wage increases. (Note: movement through steps/salary grid and pay for performance is not impacted.) This will not impact college unionized staff until the end of the current collective agreement. Employers with non-union groups can plan the timing of the 3-year window, which must commence no later than January 1, 2022. Bill 124 is currently at first reading and the provincial legislature has recessed until late October.

The Committee of Presidents meets with officials in the Ministry of Training Colleges and Universities on a regular basis to discuss system wide priorities. These include apprenticeship reform; stand-alone nursing degrees and changes to Employment Ontario.

Members of the College Executive Team met with MPP David Piccini to discuss issues similar to those above in addition to issues of specific importance to Loyalist.

## **2. Strategic Plan**

The College's new Strategic Plan 2020-2025 was released to the College community on June 6, 2019. A morning session was held involving 120 College staff/faculty. This session included an update on College issues, followed by sessions on the College's clusters and graduate attributes.

## **3. Strategic Mandate Agreement**

Technical briefings are taking place with representatives from the College on the new SMA 3 (2020-2025) will be implemented. Definitions of the indicators to be measured as well as a tool kit will be available at the end of August. The College will hold retreats in the Fall to discuss the new metrics and, in particular, how Loyalist should place its weightings against each metrics. Note – Colleges will be able to place their own weightings based on not less than 5% and not more than 25% for each metric.

## **4. Policy Development**

We are reaching the end of policy development for the Board of Governors. Two Board policies remain for review – College Council and Financial Matters. Attention in Fall 2019 will be on these policies and any gaps in Board policies against binding policy directives.

## **5. Public-Private Partnerships**

Update provided in separate note to the Board.