



**Summary of the meeting of the
BOARD OF GOVERNORS
June 24, 2020 at 2:04 pm
via Microsoft TEAM Platform**

Board Members:

**Bob Forder, Chair
Tim Farrell
June Hagerman**

**Pam Jolliffe
Sara Kelleher
Jennifer May-Anderson**

Ann Marie Vaughan, President

Bhavik Patel

Jim Pine (*left the meeting at 2:07 pm -
returned at 2:20 pm*)

Bill Saunders

Lisa Sinclair

Regrets:

David MacKinnon

Prahlad Varu

Staff:

Ron Byrne, Senior Vice President Academic and Chief Learning Officer

**Michael Cooke, Senior Vice President Academic and Chief
Learning Officer (Acting)**

**Mark Kirkpatrick, Senior Vice President Corporate Services and Chief
Financial Officer**

Susan Lang, Interim Executive Director Human Resources

**Jeremy Laurin, Senior Vice President, External Relations and
Business Development**

Kerry Lorimer, Director of Marketing and Communication

Andrea Paradise, Executive Assistant to the President

Fred Pollitt, Executive Director, Student Life and Leadership

Elaine Wilkinson, Recording Secretary

Guest:

Rebecca Prophet, Audit Senior Manager, KPMG LLP

	KEY POINTS/ACTION REQUIRED	FOLLOW-UP RESPONSIBILITY
	<i>The Board adapted to the demands introduced by the global COVID-19 pandemic and the requirement of physical distancing by scheduling all meetings of the June 24, 2020 Board of Governors meeting to a virtual platform delivery.</i>	
1	<p>CALL TO ORDER CONFIRMATION OF QUORUM</p> <p><i>A Land Acknowledgement statement was read by Chair Forder.</i></p> <p>Quorum was confirmed.</p>	
2	<p>ADDITIONS/DELETIONS/APPROVAL OF CONSENT AGENDA</p> <p><i>Agenda item #10, Report from the Finance and Corporate Services Committee Meeting from June 23, 2020 was presented first in order to accommodate the availability of Governor Pine.</i></p>	

	KEY POINTS/ACTION REQUIRED	FOLLOW-UP RESPONSIBILITY
3	<p>DECLARATION OF CONFLICT OF INTEREST</p> <p>Governor Sinclair declared a conflict of interest with agenda items #8 and # 9 – respective reports from the Academic Committee meeting from June 23, 2020.</p> <p>Governors were reminded that they are expected to declare a conflict of interest if they find themselves in that situation during any portion of the meeting.</p>	
4	<p>CONSENT AGENDA</p> <p>Resolution # 1 Moved by: Pam Jolliffe Seconded by: Jennifer May-Anderson AND carried, “That the Consent Agenda for June 24, 2020 be approved as presented and through this consent, approve recommendations #1 and #2 of the April 14, 2020 Academic Committee meeting, and the minutes of the April 15, 2020 Board of Governors meeting.”</p> <p>Chair Forder noted that the Chairs’ and Presidents’ Reports were distributed as part of the full Board meeting package. Both were information items.</p>	
5	<p>BUSINESS ARISING FROM PREVIOUS MEETINGS</p> <p>No items were tabled.</p>	
6	<p>REPORT FROM THE AUDIT COMMITTEE MEETING FROM June 10, 2020</p> <p>Governor Farrell provided the report from the June 10, 2020 Audit Committee meeting noting that the focus of the meeting was to review the results of the annual audit. The College’s auditors, KPMG LLP, provided an unqualified audit opinion. The auditors did not identify any material adjustments related to the 2019-2020 Financial statements.</p> <p>The control deficiencies report was reviewed and noted that the deficiencies identified last year were all closed with the exception of the vacation accrual liability. In June, the College Executive Team implemented a plan to have all employees use all of their outstanding 2019-2020 vacation with the exception of five days by August 14, 2020.</p> <p>This year, due to the impact of COVID-19, KPMG completed a fiscal response to COVID. There were no COVID-related deficiencies and one new observation related to board level updates regarding the cyber security program was identified this year. Management responded that cyber security has been built into the Enterprise Risk Program and any updates related to the cyber security program will be communicated to the audit committee through the Enterprise Risk Management update agenda item.</p> <p>A brief update on the risk management report was also provide indicating that with COVID, limited activity had occurred since the last update but the principles outlined in the Enterprise Risk Management had been utilized during this period.</p> <p>A report that provided assurance to the Board from management that all statutory remittances had been made on a timely basis was also presented.</p>	

	KEY POINTS/ACTION REQUIRED	FOLLOW-UP RESPONSIBILITY
	<p>Resolution # 2 Moved by: Sara Kelleher Seconded by: Jim Pine AND carried, "THAT recommendations #1 and 2 from the June 10, 2020 Audit Committee meeting be approved."</p>	
7	<p>REPORT FROM THE STUDENT AFFAIRS COMMITTEE MEETING FROM June 23, 2020</p> <p>Governor May-Anderson provided a report from the June 23, 2020 Student Affairs Committee meeting.</p> <p>Resolution # 3 Moved by: Sara Kelleher Seconded by: Pam Jolliffe AND carried, "THAT recommendations #1 and 2 from the June 23, 2020 Student Affairs Committee meeting be approved."</p>	
8	<p>REPORT FROM THE ACADEMIC COMMITTEE MEETING FROM JUNE 23, 2020</p> <p>Governor May-Anderson provided a report from the June 23, 2020 Academic Committee meeting.</p> <p>Resolution # 4 Moved by: Bhavik Patel Seconded by: Bill Saunders AND carried, "THAT the Academic Committee recommends delivery of the following four new programs (subject to confirmation of required funding) to the Board of Governors for approval: Honours Bachelor of Science – Nursing (Honours BScN); Massage Therapy Ontario College Advanced Diploma; Emergency Management and Incident Response Ontario College Graduate Certificate; and Hospitality Management – Canadian Hotels and Resorts Graduate Certificate."</p> <p>It was noted that Governor Sinclair abstained from voting.</p>	
9	<p>REPORT FROM THE ACADEMIC COMMITTEE MEETING FROM June 23, 2020</p> <p>Governor May-Anderson provided a report from the June 23, 2020 Academic Committee meeting regarding the development of a mechatronics program.</p> <p>President Vaughan noted that the development of the mechatronics program was an example of the work that can evolve from the College's strategy to create cluster-aligned programs and applied research. Members of the Advanced Manufacturing and Business Automation cluster were instrumental in launching the mechatronics program for the College and the region.</p>	

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	<p>Resolution # 5 Moved by: Sara Kelleher Seconded by: Bhavik Patel AND carried, "THAT the Academic Committee recommends to the Board of Governors, in principle, the development of a Mechatronics Program." It was noted that Governor Sinclair abstained from voting.</p>	
10	<p>REPORT FROM THE FINANCE AND CORPORATE SERVICES COMMITTEE MEETING FROM June 23, 2020</p> <p>Governor Pine provided a report from the June 23, 2020 Finance and Corporate Services Committee meeting.</p> <p>Resolution #6 Moved by: David MacKinnon Seconded by: Pam Jolliffe AND carried, "THAT recommendations #1 and 2 from the June 23, 2020 Finance and Corporate Services Committee meeting be approved."</p>	
11	<p>APPROVAL OF THE FINANCIAL STATEMENT FOR LOYALIST COLLEGE</p> <p>Governor Farrell introduced Rebeca Prophet, Audit Senior Manager, KPMG LLP and called on Mark Kirkpatrick to review the financial statements. 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, stated that KPMG does not audit the budget but that efforts of management and the financial results are thoroughly reviewed. She added that due to COVID-19, development of the audit report for Loyalist College was done as a fully virtual exercise from the homes of the auditors.</p> <p>Resolution # 7 Moved by: Jim Pine Seconded by: Sara Kelleher AND carried, "THAT recommendations #3 from the June 10, 2020 Audit Committee meeting be approved."</p>	
12	<p>APPROVAL OF THE 2019-2020 COLLEGE ANNUAL REPORT</p> <p>Jeremy Laurin, Senior Vice President, External Relations and Business Development who joined the College on May 4, 2020 introduced the annual report by stating that the development and results of the report was a team effort lead by Kerry Lorimer, and that it was wonderful to witness.</p>	

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	<p>Kerry Lorimer added that the annual report was an excellent compilation of the College’s achievements and highlights from the past year and provided the opportunity to reflect on the achievements of the College. The report included clearly identifying performance measures and analysis of performance and financial results.</p> <p>Kerry Lorimer, her team, and Paul Smith, Director of Career Services and Work Integrated Learning, were recognized for the excellence of the annual report and its content.</p> <p>Resolution # 8 Moved by: Jennifer May-Anderson Seconded by: Sara Kelleher AND carried, “That the Board of Governors approves the 2019-2020 College Annual Report for submission to the Ministry of Colleges and Universities.”</p>	
13	<p>MATTERS OF BOARD DECISION</p> <p>No items were tabled.</p>	
14	<p>OTHER BUSINESS</p> <p>COVID-19: President Vaughan acknowledged the exceptional efforts of faculty and support staff leading into and during the pandemic in adapting quickly to delivering their programs and services through online and alternative methods, allowing students to continue their programs from remote locations. Despite the many challenges posed by the pandemic, they continued to develop solutions to support the delivery of learning experiences that would normally require face-to-face interactions, such as labs.</p> <p>The incredible efforts of all members of the College Community and all departments within the College contribute tremendously to the success of the College during this unprecedented time.</p> <p>Board of Governors Meeting: Wednesday, August 26th was confirmed as the date for the next Board of Governors meeting. Meetings will follow the usual schedule i.e. 11 am – 3:30 pm.</p> <p>Terms of Service: Terms of service on the Board for Governors Sara Kelleher, David MacKinnon, Bhavik Patel and Prahlad Varu will end August 31, 2020.</p> <p>Respecting the continued uncertainties of COVID-19, it is hopeful that in-person presentations of the print from the Loyalist Collection (by artist R. Gary Miller) that each governor chose as a memento of their time on the Board will be possible later in the summer.</p> <p>Chair Forder thanked each of the Governors for the time and effort that they provided during their term on the Board and for their support to Loyalist College.</p>	

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15	<p>ADJOURNMENT</p> <p>With no further items to discuss, it was moved by Governor Patel that the June 24, 2020 Board of Governors meeting be adjourned. The time of adjournment was 3:12 pm.</p> <p>_____</p> <p>Bob Forder, Chair</p> <p>_____</p> <p>Ann Marie Vaughan, Secretary</p>	