

*Open Meeting File 2013-09-19, approved November 21, 2013*

**IN ATTENDANCE****Board Members**

Graeme Bowbrick  
Mark Darville  
Gerry Gramozis  
Jillian Griffin  
Todd Harper,  
Education Council Chair (ex-officio)  
Peter Kendrick, AFC Chair  
Nicole Liddell\*  
Scott McAlpine, President (ex-officio)  
Gerry Shinkewski, Vice Chair  
Tom Spraggs  
Sydney Tomchenko, Vice Chair  
Jim Utley, HRC Chair  
Shelley Williams, Board Chair

**Administration**

Lauren Dailey, Executive Assistant to the President  
Kathy Denton, Vice President, Academic and Provost (VPAP)  
Shelagh Donnelly, Executive Assistant to the College Board; recording  
Blaine Jensen, Vice President, Educational Services (VPES)  
Karen Maynes, Vice President, Finance and Administration (VPFA)  
Guangwei Ouyang, Vice President, International Education and  
Strategic Partnerships (VPIESP)  
Hazel Postma\*, Associate Vice President, External Relations  
Dave Taylor, Director, Marketing and Communications Office (MCO)  
Chris Worsley, Director, Finance

**Observers**

Sandra Mountain, BCGEU  
Madison Paradis-Woodman, DSU

**GUESTS**

Tracy Ho, Douglas Students' Union (DSU)

**REGRETS****Board Member(s)**

Paul Wates

**Administration**

Vicki Shillington, Associate VP, Human Resources (AVPHR)

**Observer(s)**

Len Millis, DCFA

\* late arrival

\*\* early departure

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**1. CALL TO ORDER AND CHAIR'S REMARKS**

There being a quorum present, Chair Shelley Williams called the meeting to order at 5:02 p.m. and welcomed all back from the summer break. She extended thanks and congratulations to recently elected or re-elected Board members Graeme Bowbrick, Mark Darville, Gerry Gramozis and Jillian Griffin, as well as Todd Harper, now serving as an ex-officio Board member by virtue of his election as Chair of Education Council, this Board's co-governing body. The Chair conveyed regrets from past Chair Paul Wates, who was out of province, and regrets from those either unable to attend the meeting or anticipating arriving shortly after the meeting's commencement.

**2. APPROVAL OF AGENDA/CONSENT AGENDA**

It was moved by Mark Darville, seconded by Jillian Griffin, and unanimously resolved:

**28/2013** *THAT the Douglas College Board approve the agenda and approve/acknowledge the following items on the consent agenda, with the transfer of the item originally numbered 2.2, Report: Douglas Students' Union (DSU) – September 2013, to a latter portion of the agenda*

- 2.1 Minutes of the June 20, 2013 Open Session Board Meeting – approved
- 2.2 Response to Items Referenced in September 2013 Douglas Students' Union (DSU) Report – acknowledged
- 2.3 College President's August, September 2013 Reports to the Board and College Community – acknowledged
- 2.4 Report: Correspondence and Events – acknowledged

**3. WELCOME TO BOARD MEMBERS GRAEME BOWBRICK, GERRY GRAMOZIS, JILLIAN GRIFFIN, TODD HARPER**

The Chair welcomed the four Board members who were new or newly returned to the Board and, at her invitation, all four offered self-introductions and insights into their interests in serving on this Board.

*Note:* Following item three, the Board recessed at 5:09 p.m. for an annual group photo and reconvened at 5:21 p.m.

#### **4. PRESIDENT'S REPORT**

- a) Douglas College 2010 – 2015 Strategic Plan Update**
- b) Ministry Approval of New Douglas College Credential: Bachelor of Arts in Applied Psychology**
- c) International Partnerships: 2013 Graduation Ceremonies**

The President expanded on his written report. He thanked all involved in the development of and advocacy for the recently Ministry-approved Bachelor of Arts in Applied Psychology credential, and expressed particular appreciation for the contributions of Kathy Denton, Vice President Academic and Provost (VPAP). The Board Chair offered the Board's congratulations to the entire team involved in establishment of this new credential.

The President reported on June 2013 graduation ceremonies in Harbin and Shanghai, and on upcoming meetings with counterparts at partner institutions HUST (Heilongjiang University of Science & Technology) and SUIBE (Shanghai University of International Business & Economics). The Board Chair offered that she had also attended the 2013 graduation ceremonies and, at the Chair's invitation, the Vice President, Finance and Administration (VPFA), who had been involved in such undertakings for 15 years, offered her insights on students' successes through the course of such partnerships.

#### **5. CHAIR, COMMITTEE AND LIAISON REPORTS AND RECOMMENDATIONS**

##### **5.1 Board Chair**

##### **5.2 Board Executive and Governance Committee (BEGC)**

##### **a) Chair's Report**

The Chair thanked incoming Vice Chairs Gerry Shinkewski and Sydney Tomchenko who, along with she and Committee Chairs Peter Kendrick (Audit and Finance Committee) and Jim Utley (Human Resources Committee), formed the 2013-14 BEGC. She reported that, during its September meeting, the Committee identified a need to be more outwardly focused and engaged with business, community and management. She invited management to reach out to Board members as much as possible to support such engagement. Noting that the BEGC had encouraged the President to have a higher outward profile, the Chair encouraged all Board members to identify events they think the President should attend.

The Chair reported that she and the President met in August 2013 with the Honourable Amrik Virk, Minister of Advanced Education (AVED); the Minister outlined his focus and desire for active, engaged board members who ask probing questions, particularly in relation to recommendations for new degree programs. Shared services remain a focus.

##### **b) Board Succession Planning: December 31, 2013 (Wates) Vacancy**

Board Chairs from around the province joined college Presidents and BRDO (Board Resourcing and Development Office) and Ministry representatives, including Minister Virk and Deputy Minister Sandra Carroll, at the September 2013 BCC (BC Colleges) meeting. Following an exchange of insights into BRDO and boards' constraints and needs, the Douglas Board Chair made arrangements to meet with BRDO staff in late September to discuss recruitment for this Board.

##### **c) Board Orientations and 2013-14 Mentors**

Expressing hope that the day had been helpful to them, the Chair reported on the August 2013 orientation session for new Board members, and thanked Nicole Liddell, Tom Spraggs and Jim Utley for serving as mentors to, respectively, Todd Harper, Jillian Griffin and Gerry Gramozis.

##### **d) Board Development: Call for Expressions of Interest in 2014 Conferences**

The Chair asked that Board members wishing to be considered as a delegate for either of the following conferences advise the Board Executive Assistant on or before October 16, 2013.

April 11 – 14, 2014

Association of Governing Boards (AGB) Conference on Trusteeship

May 25 – 27, 2014

Association of Canadian Community Colleges (ACCC) Conference

**5. CHAIR, COMMITTEE AND LIAISON REPORTS AND RECOMMENDATIONS, cont'd****5.2 Board Executive and Governance Committee (BEGC), cont'd****e) Report: Douglas Students' Union (DSU) – September 2013**

A Board member noted that the DSU's 2013 goals included connecting with Douglas College students in creative new ways; he asked the DSU Constituency Group Leader (CGL) to expand on such ideas and whether the DSU had suggestions as to how the College Board could connect and engage more with students. The CGL advised that the DSU is active in the College concourse; it engages in giveaways and focuses on social justice. He reported that the DSU makes use of social media, including an active Facebook page, Twitter feed and Instagram. Almost a thousand students have signed up to the DSU's monthly newsletter, and the DSU encourages students to volunteer for events.

At the Board Chair's invitation, Mark Darville expanded on his idea for increased Board engagement with students. He recommended that those elected by students to Education Council and the College Board write articles for the DSU's newspaper to inform students of what is undertaken at Open Session Board meetings, and College Board and Education Council issues of which students should be aware. Mr. Darville noted that, as previously discussed with the Board Chair, such articles would not represent communication on behalf of the Board but, rather, sharing information that is public.

**5.3 Audit and Finance Committee (AFC)****a) Recommendation on Financial Information Pursuant to the Financial Information Act**

It was moved by Peter Kendrick, seconded by Tom Spraggs, and unanimously resolved:

**29/2013**      *THAT the Douglas College Board approve the Financial Information Pursuant to the Financial Information Act for the year ended March 31, 2013*

**b) Request for Proposal (RFP) for New External Auditor**

The AFC Chair outlined the need for a new external auditor, and reported that the AFC had asked the Vice President, Finance and Administration (VPFA) to prepare a Request For Proposals (RFP) to be vetted by the AFC during its November meeting. RFPs, published to BC Bid, are required for any contracts valued at greater than \$75,000, as is an open bid process. The AFC Chair reported that Committee member Tom Spraggs had agreed to join management in interviews of prospective external auditors. Outlining process, the AFC Chair explained that the recommendation arising from the RFP would be presented in March 2014 to the AFC and then the Board, for approval. The AFC Chair invited questions; there were none.

**c) Annual Review of Audit and Finance Committee's Terms of Reference (TOR)**

The AFC Chair outlined the recommended changes.

It was moved by Peter Kendrick, seconded by Gerry Shinkewski, and unanimously resolved:

**30/2013**      *THAT the Douglas College Board approve the proposed revisions to the Terms of Reference for the Audit and Finance Committee*

**d) Draft Fiscal 2013-14 College Budget Guidelines**

At the AFC Chair's invitation, the Vice President, Finance and Administration (VPFA) reviewed the budget process and explained that the Senior Management Team (SMT) encourages feedback from all constituency groups. She advised that, following consideration of such feedback, SMT would provide final draft budget guidelines to the AFC's November meeting for recommendations to the Board. The VPFA invited questions; none arose.

**5. CHAIR, COMMITTEE AND LIAISON REPORTS AND RECOMMENDATIONS, cont'd****5.4 Report: Human Resources Committee (HRC)****a) Chair's Report**

The HRC Chair reported on that Committee's recent meeting, and that Nicole Liddell was taking the lead on the HRC's review of the CEO evaluation process. He advised that the HRC would take into consideration the feedback received from the Board on the current evaluation process.

**b) Evaluation of 2012-13 President and CEO Performance**

The HRC Chair reported on the completion of the evaluation of 2012-13 CEO performance, concluding with a meeting of the President, HRC Chair, and the outgoing and incoming Board Chairs in July 2013.

**5.5 Reports: Education Council****a) Chair, Education Council: June 2013 Report**

The Education Council Chair invited and responded to questions of the June report prepared by his predecessor, Elizabeth McCausland.

**b) Credential Recommendations**

The Education Council Chair outlined the rationale for the recommended motion.

It was moved by Mark Darville, seconded by Nicole Liddell, and unanimously resolved:

**31/2013**      *THAT the Douglas College Board withdraw the credentials Bachelor of Arts in Criminology and Bachelor of Arts in Criminology – Honours, and establish the credentials Bachelor of Arts in Applied Criminology and Bachelor of Arts in Applied Criminology – Honours*

**c) September 2013 Board Liaison to Education Council**

Mark Darville reported on Education Council's meeting of earlier the same week and commended Dr. Harper on his execution of duties as a first time Chair.

**5.6 Report: Douglas College Foundation Liaison**

Sydney Tomchenko reported that the Foundation Board had elected Darlene Hyde as Chair, and provided updates on Foundation planning and efforts. She noted that the Foundation was recruiting for a new Director of Development, and encouraged Board members to attend and make donations to the Foundation's upcoming *A Class Act* fundraiser. She invited questions of her report; none followed.

**6. NEXT MEETING AND ADJOURNMENT**

There being no further business, the Chair reminded all that, with the Board meeting on Saturday, October 19, 2013 for a retreat, the next regular Open Session meeting of the Board was scheduled for 5:00 p.m. on Thursday, November 21, 2013 at the David Lam Campus. She then adjourned the meeting at 5:56 p.m.

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CHAIR

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PRESIDENT