

*Open Meeting File 2017-11-30, approved January 25, 2018*

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

Jane Butterfield, AFC Chair  
Kathy Denton, President (ex-officio)  
John Evans, Board Chair; BEGC Chair  
Jeevan Khunkhun<sup>1</sup>, CPC Chair  
Marissa Martin  
Dave Seaweed<sup>1</sup>  
Wesley Snider  
Tom Spraggs  
Eileen Stewart, HRC Chair, Board Vice Chair  
Dave Teixeira, TSC Chair, Board Vice Chair

**Administration**

Thor Borgford, VP, Academic and Provost  
Sarah Dench, Associate VP, Academic and Student Affairs  
Shelagh Donnelly, College Secretary; recording  
Keith Ellis, AVP, Institutional Effectiveness  
Rebecca Maurer, Director, Human Resources  
Guangwei Ouyang, VP, International Education & Strategic Partnerships  
Dave Taylor, Associate VP, Public Affairs  
Tracey Szirth, VP, Administrative Services and CFO

**Observers**

David Moulton for Erin Rozman, Douglas College Faculty Association  
Prabh Hundal, Douglas Students' Union (DSU)

**Guest**

Steven Beasley, BCGEU

**REGRETS**

**Board Member(s):** Jasmine Nicholsfigueiredo, Chair, Education Council (ex-officio)

**Management:** n/a

**Observer(s):** Ryan Cousineau, BC Government and Service Employees' Union (BCGEU)

<sup>1</sup> late arrival

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

There being a quorum present, Chair John Evans called the meeting to order at 5:00 p.m. and noted regrets. Mr. Evans advised of Jason Carvalho's departure from the Board and acknowledged Mr. Carvalho's contributions during his term.

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

It was moved, seconded and unanimously resolved:

**2017/1101** *THAT the Douglas College Board approve the agenda and approve/acknowledge the following items on the consent agenda:*

- 2.1 Minutes of the September 21, 2017 Open Session Board Meeting (for approval)
- 2.2 Report: Douglas College Faculty Association (DCFA) (for acknowledgement)
- 2.3 Correspondence, Reports and Invitations Extended to the Board (for acknowledgement)

**3. PRESIDENT'S REPORT****3.1 Report on Operational and Strategic Matters**

Kathy Denton commented on her report included in the agenda package. She provided an update on ongoing efforts to secure approval of the College's Bachelor of Social Work (BSW) program by the BC College of Social Workers. Dr. Denton noted government's continued support of the College's efforts to acquire access for students to write the licensing exam.

Dr. Denton announced her appointment of Rebecca Maurer as Associate Vice President, Human Resources effective December 2017.

Dr. Denton drew attention to the recent announcement of the College's acquisition of leased space at New Westminster's Anvil Centre, and noted the support from New Westminster Mayor Jonathan Cote, New Westminster MLA Judy Darcy and Minister Melanie Mark.

Dr. Denton noted Dave Taylor's success in securing freeway signage for the College.

#### **4. CHAIR, COMMITTEE & LIAISON REPORTS, RECOMMENDATIONS**

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

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

John Evans described the Board's recruitment efforts associated with its three current Order In Council (OIC) vacancies, and a fourth OIC vacancy in July 2018. He noted the need to recruit diverse candidates who possess competencies required by the Board, as identified through updates to the Board Competencies Matrix. Mr. Evans advised that members could anticipate a routine request to provide updated self-assessments of their own competencies in relation to the matrix.

He also encouraged individual Board members to help identify three candidates for each vacancy, and to identify potential candidates to the BEGC. Members reviewed the competencies required of candidates for the 2017 and 2018 vacancies.

Mr. Evans reviewed the Board's recent strategy retreat and the completion of annual self-evaluations by the Board and all five Board Committees. He described subsequent work to update the Board's goals, and Eileen Stewart's leadership of a project to replace the Board Policy Manual with a Governance Framework. Mr. Evans also reported on Board development and education undertakings.

###### **b) Board Policy Review: Recommendation to Rescind Two Policies**

- i. 1994 College Board Policy: Douglas College Mission Statement
- ii. 1994 College Board Policy: Douglas College Mission Statement

John Evans drew attention to the two policies contained in the agenda package. Kathy Denton advised that, given the College's current Strategic Plan, the policies were no longer current. Mr. Evans described the BEGC's intent to recommend rescinding of the policies at the January Board meeting, and members noted that Education Council would be consulted and asked to provide advice to the Board.

###### **c) Board Policy Review: Recommendation to Revise and Renumber Policy BP1007/B09, Board Committees and Liaisons**

John Evans discussed the Board's September approval of a resolution that the BEGC shall make recommendations to the Board for future Committee Chair appointments for each of the Audit and Finance, Campus Planning, Human Resources and Technology Strategy committees. He noted that such recommendations shall be presented for the Board's approval.

Mr. Evans reminded members of the Board's approval of the resolution necessitated updating those committees' Terms of Reference (TOR) as well as the policy, *Board Committees and Liaisons*. Members discussed the proposed policy revisions provided in the agenda package.

It was moved, seconded and unanimously resolved:

**2017/1102** *THAT the Douglas College Board approve the revised and renumbered College Board Policy B09, Board Committees and Liaisons*

###### **d) Board Committee Appointments**

John Evans noted that the Board's committees were impacted by the three Board vacancies. He highlighted the need for additional members on the Audit and Finance and Technology and Strategy committees, and discussed his recommendation to ask Eileen Stewart and Tom Spraggs to take on additional committee service.

It was moved, seconded and unanimously resolved:

**2017/1103** *THAT the Douglas College Board approve the following Committee appointments, effective November 30, 2017:*

- i. Audit and Finance Committee: Eileen Stewart
- ii. Technology Strategy Committee: Tom Spraggs

Members thanked Ms. Stewart and Mr. Spraggs for their readiness to assume additional responsibilities.

## **5.1 Audit and Finance Committee (AFC)**

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

Jane Butterfield reviewed highlights of the Committee's November meeting. She reported on the Committee's regular review of Investment Fund performance. She discussed the tendering process for selection of internal audit providers, and the College's decision to retain its current service provider.

Ms. Butterfield noted the Committee's annual review of Enterprise Risk Management (ERM), the College's risks and its ERM processes. She also described the AFC's review of the financial forecast to the end of September 2017, and its review of Full Time Equivalent (FTE) reporting.

### **b) Quarterly Three-Year Financial Forecast to Government: Q2, 2017/18**

Ms. Butterfield and Tracey Szirth reviewed the forecast contained in the agenda package. They noted that the College was performing well against plan.

### **c) FTE (Full Time Equivalent) Reporting**

- i. Fall Semester Enrolment Report: Credit Programs
- ii. 2017 Summer Semester Enrolment Report: Non-Credit Program

Members discussed the FTE reports included in the agenda package. They noted that international enrolments exceeded targets.

### **d) Consolidated 2017/18 Douglas College Budget**

- i. Advice from Education Council
- ii. Draft 2018/19 Consolidated Budget Guidelines

Jane Butterfield noted the Committee's review of the budget guidelines. She advised that they were consistent with prior years'. Ms. Butterfield noted that management consulted with Education Council and sought feedback on the budget guidelines, and that none was received.

It was moved, seconded and unanimously resolved:

**2017/1104** *THAT the Douglas College Board approve the 2018/19 Budget Guidelines as presented November 30, 2017*

- iii. 2018/19 Consolidated Budget Timelines

Jane Butterfield highlighted the Committee's review of the budget timelines, and observed that they were also consistent with previous years'.

### **e) Audit and Finance Committee Terms of Reference (TOR): Annual Review**

Ms. Butterfield noted that the Committee completed an annual review of its TOR, and drew attention to a few revisions identified in the agenda package.

It was moved, seconded and unanimously resolved:

**2017/1105** *THAT the Douglas College Board approve the revised Audit and Finance Committee (AFC) Terms of Reference as presented November 30, 2017*

### **5.3 Campus Planning Committee (CPC)**

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

Jeevan Khunkhun described the Committee's recent meeting. He noted that the College had retained a project manager and architect firm for the Anvil Centre project. Mr. Khunkhun reported that the Committee completed its semi-annual review of facilities-related Capital Budget proposals. He advised of the Committee's satisfaction with its annual review of the College's Enterprise Risk Management (ERM) processes, and with its review of facilities-related risks.

#### **b) Anvil Centre: Proposed Lease of Additional Space**

Jeevan Khunkhun reported the Committee's support of management's recommendation, detailed in the agenda package.

It was moved, seconded and unanimously resolved:

**2017/1106** *THAT the Douglas College Board approve the exercise of Clause 25.9 – Option to Lease Balance of Ninth Floor in the lease dated October 16, 2017 between Douglas College and 777 Columbia Street Inc.*

### **5.4 Human Resources Committee (HRC)**

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

Eileen Stewart highlighted the Committee's review of management's report on the HR Strategic Plan, and noted the Plan's alignment with the College's Strategic Plan. She also reported on the Committee's review of management's Occupational Health and Safety report.

Ms. Stewart advised of the Committee's satisfaction with its annual review of the College's Enterprise Risk Management (ERM) processes, and with its review of HR-related risks. Ms. Stewart reported that the Committee's annual review of its Terms of Reference (TOR) was in progress.

### **5.5 Technology Strategy Committee (TSC)**

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

Dave Teixeira acknowledged Jason Carvalho's contributions to the TSC, and Tom Spraggs' return to the Committee. Mr. Teixeira drew attention to the Committee's review of the College's draft *Technology Strategy*, and anticipated presenting it for approval in early 2018. He reported on the Committee's satisfaction with its annual review of the College's Enterprise Risk Management (ERM) processes, and with its review of technology-related risks.

Mr. Teixeira discussed the Committee's discussion of ransomware attack information provided by the University of Calgary. He advised of the TSC's recommendation to engage in cybersecurity tabletop exercises.

### **5.6 Education Council**

#### **a) Education Council Chair's Report: September 2017 Meeting**

In Jasmine Nicholsfigueiredo's absence, Kathy Denton invited questions on Dr. Nicholsfigueiredo's report provided in the agenda package. None arose.

Thor Borgford noted the three credential recommendations, and responded to questions.

**b) Credential Recommendation: Establishment of the Credential, Minor in Accounting**

Members discussed the credential recommendation.

It was moved, seconded and unanimously resolved:

**2017/1107** *THAT the Douglas College Board approve the credential, Minor in Accounting, effective May 6, 2018*

**c) Credential Recommendation: Withdrawal of the Credential, Disability and Applied Behavioural Analysis Advanced Citation and the establishment of the credential, Disability and Applied Behaviour Analysis Advanced Certificate**

Members discussed the credential recommendation.

It was moved, seconded and unanimously resolved:

**2017/1108** *THAT the Douglas College Board approve the withdrawal of the credential, Disability and Applied Behavioural Analysis Advanced Citation and the establishment of the credential Applied Behaviour Analysis Advanced Certificate, effective September 1, 2018*

**d) Credential Recommendation: Withdrawal of the Credential, Engineering Essentials Diploma and the establishment of the credential, Diploma in Engineering and Fabrication Technologies**

Members discussed the credential recommendation.

It was moved, seconded and unanimously resolved:

**2017/1109** *THAT the Douglas College Board approve the withdrawal of the credential, Engineering Essentials Diploma and establishment of the credential, Diploma in Engineering and Fabrication Technologies effective September 1, 2018*

**5.7 Douglas College Foundation**

**a) Board Liaison's Report**

Marissa Martin provided an update on Foundation undertakings and performance.

**6. NEXT MEETING AND ADJOURNMENT**

There being no further business, John Evans confirmed the next meeting for January 25, 2018 and adjourned the meeting at 5:56 p.m.

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CHAIR

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PRESIDENT