

*Open Meeting File 2020-09-24 for approval November 26, 2020*

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

Doyin Agbaje  
Graeme Bowbrick, Education Council Chair (ex-officio)  
Kathy Denton, President (ex-officio)  
Adel Gamar, Board Vice Chair  
Brian Haugen, TSC Chair, Board Vice Chair  
Nikiel Lal  
Kristi Miller  
Bobby Pawar  
Erin Rozman  
Dave Seaweed  
Maureen Shaw  
Eileen Stewart, BEGC Chair; Board Chair  
Susan Todd, AFC Chair  
Jodie Wickens, CPC Chair

**Administration**

Jo-Anne Bilquist, College Secretary (Recorder)  
Thor Borgford, VP Academic and Provost  
Sherry Chin-Shue, AVP Human Resources  
Sarah Dench, AVP Academic and Student Affairs  
Keith Ellis, AVP Institutional Effectiveness  
Vivian Lee, Director, Finance  
Michael Lam, Manager, Infrastructure Services  
Guangwei Ouyang, VP International Education & Strategic Partnerships  
Kayoko Takeuchi, VP Administrative Services and CFO  
Dave Taylor, AVP Public Affairs

**Observers**

Jasmine Nicholfigueiredo, Douglas College Faculty Association  
Andrew Dalton, Douglas Student's Union

**Guests**

Nancy Constable, Director, SSRM  
Trish Rosseel, Director, Learning Services

**REGRETS**

Board Members: Rebecca Jules, HRC Chair  
Management: n/a  
Observers: Ryan Cousineau, BCGEU

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

There being a quorum present, Chair Eileen Stewart called the meeting to order at 5:05pm.

Erin Rozman acknowledged that we are meeting and working on the unceded and traditional territories of the Qayqayt and Kwikwetlem First Nations and all Coast Salish peoples.

Eileen outlined best practice protocols to create a positive virtual meeting environment.

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

It was moved, seconded and unanimously resolved:

**2020/0901** *THAT the Douglas College Board approve the agenda and approve/acknowledge the following items on the consent agenda:*

- 2.1 Minutes of the June 25, 2020 Open Session Board Meeting
- 2.2 Resolutions Approved by the Board at the June 25, 2020 Closed Session

**3. WELCOME/INTRODUCTION OF NEW BOARD MEMBERS****3.1 Doyin Agbaje, Kristi Miller, Graeme Bowbrick**

Eileen welcomed three new members to the Board; elected student member Doyin Agbaje, OIC appointment member Kristi Miller, and elected Education Council Chair Graeme Bowbrick, whose position on the Board is ex-officio. She invited each of the new members to introduce themselves to the Board.

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

##### **4.1 Presentation: SSRM – Douglas College COVID-19 Safety Measures**

Kathy Denton welcomed Nancy Constable to provide information to Board members on the topic. Nancy outlined the College's approach, noting that instructors and staff have been incredibly accommodating with creating and adhering to the required safety plans.

##### **4.2 President's Report**

Kathy referred to her written report in the agenda package. She advised that the start of the new semester has been smooth, thanks to hard work on the part of faculty, staff and administrators. She noted an upcoming change in organizational structure with details to be discussed later. Kathy also advised Board members regarding international students returning and needing to go through a mandatory isolation period. She confirmed the College has been reporting weekly to government, as required, and confirmed no cases of COVID-19 have been reported.

Kathy confirmed Ministry approval of the BBA in Marketing, noting it has been a long time getting through the approval process and acknowledged the perseverance of those involved. She also reported on access programming, advising that math upgrading enrolments are strong but interest in language courses has declined. She speculated the decline is possibly due to challenges of learning in the current non-face-to-face environment.

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

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

###### **a) Committee Report**

Eileen referred to the report included in the package and invited questions. None were raised.

###### **b) Directive from Ministry of Finance, Public Sector Employers' Council Secretariat**

Eileen drew attention to the documents attached, reiterating that the government has directed all public institutions to freeze compensation for all senior executives. The requirement for the Board is to pass a resolution regarding the President and CEO's compensation, as noted.

It was moved, seconded and unanimously resolved:

**2020/0902** *THAT the Douglas College Board acknowledge government's direction that there will be no compensation increases for the 2020/21 employee performance year for the College's President and CEO*

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

###### **a) Committee Report**

Susan Todd noted the welcome addition of new Committee member Kristi Miller. Susan advised that although the investment fund had taken a hit early in the pandemic, those trends have significantly reversed with the fund moving toward a healthy position. The Committee will continue to discuss the structure and nature of the fund and integrate ESG moving forward. Susan invited questions, none were raised.

###### **b) Statement of Financial Information (SOFI): Annual Review**

Susan asked Vivian Lee to speak to this item. Vivian referred to the document included in the package, noting this information is provided in accordance with the Financial Information Act. She briefly reviewed the contents of the report, and noted AFC had no concerns during their review.

It was moved, seconded and unanimously resolved:

**2020/0903** *THAT the Douglas College Board approve the Statement of Financial Information for the year ended March 31, 2020*

**c) Quarterly Update to Annual Forecast: Q2 2020/2021**

Susan invited Kayoko Takeuchi to speak to the item. Kayoko advised this is the second of three forecasts the College prepares. She reviewed the report, noting the College expects to end the year with a surplus of \$4.8 million, which is down from previous forecasts due to effects of the pandemic. She further noted that there is no indication the College will experience a deficit year. No questions were raised.

**5.3 Human Resources Committee (HRC)****a) Committee Report**

In the Committee Chair's absence, member Bobby Pawar noted the Committee had no concerns and invited any questions about the report as included in the package. No questions were raised.

**5.4 Campus Planning Committee (CPC)****a) Committee Report**

Jodie Wickens advised the Committee welcomed new member Doyin Agbaje. Jodie referred to the report as presented, adding that the Committee had been provided a virtual tour via photographs of the newly renovated centralized student services areas. Responding to a question, Jodie indicated the Ministry's interest is still positive regarding plans for the new building. Kayoko added that there was a minor delay in confirming the Class C costing estimates, due to the pandemic, noting the estimates will now be available in December. Kayoko also advised the building design plans will assume a return to normal following the pandemic.

**5.5 Technology Strategy Committee (TSC)****a) Committee Report**

Brian Haugen advised that, as per Committee TOR, there was no scheduled meeting in September. He acknowledged the great work of the CEIT team with the shift to the off-campus working model.

**5.6 Education Council****a) Education Council Chair's Report: September 2020**

Graeme referred to the report including in the package, explaining the updated format more clearly reflects the statutory functions of Council. He noted revisions to EdCo's bylaws, advising they should be in place by December and will provide additional structure on how advice is provided to the Board. Board members expressed appreciation for the new report format.

**b) Board Liaison's report**

Nikiel Lal welcomed the new Education Council Chair, and had nothing additional to add to the Chair's report.

**5.7 Douglas College Foundation****a) Board Liaison's Report**

Doyin Agbaje provided a verbal report of her first Foundation meeting. She noted the Executive Director shared information about Foundation projects for the coming year, including a professional mentorship program.

**5.8 Honorary Fellow Committee****a) Board Liaison's Report**

Erin Rozman noted there was nothing to report at this time.

**5.9 Board Development Reporting**

Eileen reiterated that this section is for sharing professional development any Board members have undertaken, from the Board perspective. She advised that she attended an Institute of Corporate Directors (ICD) webinar on the Board's role post pandemic. She noted her takeaways from the session were that strategy doesn't change even through a crisis, Boards must ensure there is a continuity plan for the organization, and they must support senior management in executing that plan.

**6. NEXT MEETING AND ADJOURNMENT**

There being no further business, Eileen confirmed the next regular Board meeting on November 26, 2020. The meeting was adjourned at 6:02 pm.