

**Board of Governors
Minutes of a Public Meeting
held on Thursday, January 26, 2023
beginning at 5:31 pm
Board Room B141 and via Zoom**

Present:	Maria Alonso Mary Lynn Baum Paula Burns, President and CEO Armor Valor Corrales Krisha Dhaliwal Janelle Dwyer Stephen Howard Michal Jaworski, Board Chair	Ian Mass Tess MacMillan Raza Mirani (via Zoom) Scott Murray Rose Palozzi Melissa Roberts Sophie Won
Regrets :	Cole Rheaume	
Employee Resources:	Marg Heldman, Provost and Vice President, Academic Michael Koke, Vice President, Financial Services Jane Mason, Vice President, People and Culture Yusuf Varachia, Vice President, External Development & Community Engagement	
Constituent Groups:	Steven Brouse, Representative, CUPE Local 15/VMECW Pauline Greaves Aylward, President, Langara Faculty Association (via Zoom) Rosi Woodley, Chair, Langara College Administrators Association	
Guest(s):	Joanne Arantxa Garcia Cortes, Student Anne Baxter, Director, Risk and Internal Controls Eileen Chin, Director, Financial Services Arnie Clark, Registrar Eric Iram Silva Arriquives, Student Anne Syme, Dean, Faculty of Nursing	
Recorder:	Diana Falcon, Executive Assistant to the Board of Governors	

1. CALL TO ORDER

There being a Quorum present, the Chair called the meeting to order at 5:31 p.m. He conveyed regrets from those unable to attend and welcomed all guests.

2. LAND ACKNOWLEDGMENT

The Chair delivered the acknowledgement that Langara College rests on the traditional and unceded territory of the Musqueam peoples. He also acknowledged the indigenous peoples of all the lands that members are calling in from remotely to the meeting. He acknowledged the importance of the lands that we each call home. We do this to reaffirm our commitment and responsibility to reconciliation, and to the importance of our relationships with First Nations and Indigenous peoples.

3. **DISCLOSURE OF CONFLICT OF INTEREST**

In accordance with *Board By-Law 200: Code of Conduct and Conflict of Interest*, Board Members were provided an opportunity to declare conflicts of interest for any agenda item that would relate to the ongoing business of the institution. With none disclosed, the meeting proceeded.

4. **APPROVAL OF AGENDA/CONSENT AGENDA**

It was moved by AV Corrales and seconded by M. Roberts

THAT, the Langara College Board approve the agenda and approve and acknowledge the items and motions on the consent agenda.

Carried Unanimously.

- 4.1 **Minutes of Meeting held November 24, 2022 – Approved**
- 4.2 **Board Coordinating Committee – Minutes of Meeting held December 5, 2022 - Ratified**
- 4.3 **Year End Contributions to the Langara College Foundation - Acknowledged**
- 4.4 **Confirmation of Remittances - Acknowledged**

5. **CHAIR'S REPORT**

The Chair highlighted his written report attached to the agenda for information. He announced that on Friday, January 27th, in Calgary, President Dr. Paula Burns will receive the Queen's Platinum Jubilee Medal from the Province of Alberta for her significant contributions to Lethbridge College. The Board acknowledged her award with a round of applause.

6. **PRESIDENT'S REPORT**

P. Burns highlighted her written President's report attached to the agenda for information. She advised that she attended the Economic Outlook Forum 2023 today that spoke about the new economic challenges that have emerged in a post-pandemic environment and how to chart a path forward for economic growth, resiliency, and prosperity for the BC.

7. **COMMITTEE REPORTS/APPROVALS**

7.1 **Audit and Finance Committee**

a. **Draft Minutes of Meeting held January 16, 2023**

Scott Murray, Chair of the Audit and Finance Committee, highlighted the draft minutes of the Audit and Finance Committee meeting held January 16, 2023 attached to the agenda for information.

b. **2022/23 Audit Plan**

a. **Audit Planning Report for the Fiscal Year Ending March 31, 2023**

M. Koke highlighted the 2022-23 Audit Planning Report attached to the agenda. He advised that the Audit and Finance Committee reviewed the Audit Planning Report with the Auditors at their meeting held Monday, January 16th. He introduced Asifa Hirji as the new Lead Engagement Partner for Langara

College's audit. CJ James will continue as the College's Quality Review Partner during the audit.

M. Koke advised that KPMG has not identified any risk of material misstatements for the audit other than management controls that is required by professional standards for every audit. Areas of focus for the audit are identified in the planning report. Materiality increased slightly to \$4.5M and is the amount which, if omitted or misstated on the financial statements, could have a significant impact on anyone trying to make decisions on the information presented. The inter-audit work was completed in November and the field work for the audit will begin on April 17th. The Financial Statements and the Audit Findings Report will be presented to the Audit and Finance Committee and the Board in June.

S. Murray reminded Board members that they are welcome to attend Audit and Finance Committee meetings to observe and receive information in more detail.

It was moved by I. Mass and seconded by AV Corrales

THAT, the 2022/23 Audit Plan be approved. Carried Unanimously.

b. Audit Findings Report for the Fiscal Year ended March 31, 2022

M. Koke highlighted the Audit Findings Report for the Fiscal Year Ended March 31, 2022, attached to the agenda for information.

7.2 Governance and Nominating Committee

a. Summary Report of meeting held January 18, 2023

R. Mirani, Chair of the Governance and Nominating Committee, highlighted the summary report of the GNC meeting held January 18, 2023, attached to the agenda for information. He advised that the GNC will be performing a review and critical evaluation of the Board evaluation process that would normally happen this time of year, and so the evaluation process will be postponed until 2024.

b. Policies and By-Laws for Five-Year Review

R. Mirani, Chair of the Governance and Nominating Committee, advised that the following policies and by-laws came to the Governance and Nominating Committee for their five-year review and were being presented for approval by the Board.

P. Burns highlighted the recommended changes and in response to a Board Member's question noted that the bulk of Policy 405: College Communications was more of an administrative/operational policy applying to the College. However, there was a piece within the policy that addressed who could speak on behalf of the College and the Board and that piece was moved to By-Law 200: Code of Conduct and Conflict of Interest. The operational elements of Policy 405 will be included in a new college policy if these elements are not already covered in an existing policy.

- a. **Policy 405: College Communications**
- b. **Policy 460: Investments**
- c. **By-Law 200: Code of Conduct and Conflict of Interest**
- d. **By-Law 203: Powers, Duties, and Benefits of President**

It was moved by AV Corrales and seconded by M. Roberts

THAT, the Board approve Policy 460, By-Law 200, and By-Law 203, and rescind Policy 405.

Carried Unanimously.

c. Student Board Member Election Process

M. Jaworski highlighted the memo attached to the agenda for information that spoke to the changes the Registrar's office was making to the student board member election process. The College and Institute Act states that the Board must have two elected students on the Board and the election procedures are determined by the Registrar after consultation with the Board Chair. Arnie Clark, Registrar, highlighted the changes that were being made to increase inclusivity and opportunities for students to be involved in governance. He noted that the current wording is not consistent with modern-day gender identification and the number of recommendations required was out of alignment with other institutions.

Discussion was held and Board members questions were answered.

[It was noted that A. Clark left the meeting at 6:02 p.m.]

d. Audit and Finance Committee Membership

R. Mirani advised that Stephen Howard expressed an interest in being on the Audit and Finance Committee and the GNC recommended his appointment.

It was moved by AV Corrales and seconded by S. Murray

THAT, The Board approve the addition of Stephen Howard as A member of the Audit and Finance Committee.

Carried Unanimously.

8. EDUCATION COUNCIL REPORTS

8.1 Summary Report of Meeting held November 22, 2022

T. MacMillan, Chair, Education Council highlighted the summary report of the Education Council meeting held on November 22, 2022.

It was moved by M. Roberts and seconded by J. Dwyer

THAT, the Education Council Summary Report for the meeting held November 22, 2022 be received.

Carried Unanimously.

9. LANGARA COLLEGE FOUNDATION UPDATE

ML Baum advised that there has been no activity with the Langara Foundation since its last report in November 2022, and that the next Foundation Board meeting will be held on February 21st.

10. BOARD MEMBER REPORTS

There was no report.

11. STAKEHOLDER MEMBER REPORTS

There was no report.

12. VISITOR'S COMMENTS

There were no visitors.

13. NEXT MEETING

13.1 Thursday, March 23, 2022

The next Board of Governors meeting is scheduled for Thursday, March 23, 2023.

14. ADJOURNMENT

It was moved by S. Murray and seconded by ML Baum
THAT, the meeting be adjourned at 6:08 p.m.

Carried Unanimously.

Michal Jaworski
Chair, Board of Governors

Paula Burns
President and CEO