

**BOARD OF GOVERNORS
Minutes of an In-Camera Meeting
held on Thursday, January 23, 2014
in Room C408 beginning at 2001 hours (8:01 p.m.)**

**CONFIDENTIALITY LIFTED
by Langara College Board
In-Camera meeting held on
Thursday, March 20, 2014**

Present: David Bowra, Vice-Chair
Zdenka Buric
Stacey Edzerza Fox
Kwin Grauer
Peter Huron
Gerda Krause
Anne Lippert, Chair

Jeff Lowe
Emma Leigha Munro
Claude Painter
Jas Sandhu
Lane Trotter
Dean Tsatouhas

Regrets: Megahn McCarthy

Employee Resources:

Barry Coulson, Associate Vice President, Administration and Finance
Roy Daykin, Vice President, Administration and Finance
Ian Humphreys, Vice President, Business & Enrolment Management
Vivian Lee, Director, Financial Services
Brad O'Hara, Vice President, Academic and Provost
Dawn Palmer, Associate Vice President, Human Resources

Recorder: Diana Falcon, Executive Assistant to the Board of Governors

Prior to the start of the meeting, A. Lippert advised that comments will be provided on collective bargaining and executive compensation after Item 10 and therefore, members from within bargaining units will be invited to leave the meeting at that time.

1. APPROVAL OF THE AGENDA

The following additions/changes to the agenda were proposed:

- Item 6 a) Renewal of Appointment of Auditors for fiscal year 2013/14 was moved to the public agenda.
- Move Item 3. Chair's Report to Item 6 b) For Review
- Add "Ad Hoc" to Item 5 b) Governance Committee.
- Add Bargaining Update to end of agenda after Item 10.

It was moved by D. Bowra, seconded by C. Painter

THAT, the Agenda be approved with the noted changes/additions.

Carried Unanimously.

2. APPROVAL OF THE MINUTES and BUSINESS ARISING

a) Minutes of the Meeting held on November 28, 2013

It was moved by D. Bowra, seconded by J. Lowe

THAT, the Minutes of the Langara College Board In-Camera Meeting held on November 28, 2013 be approved.

Carried Unanimously.

3. CHAIR'S REPORT

This item was moved to Item 6 b).

4. PRESIDENT'S REPORT

The President made no report.

5. COMMITTEE REPORTS

a) Human Resources Committee

- Minutes of a meeting held November 28, 2013

In the absence of the Committee Chair, J. Lowe highlighted the minutes of the meeting held on November 28, 2013 (attached to the agenda). He noted that the Human Resources Committee met to review the president's employment contract in accordance with Board Resolution 313. It was noted that the Human Resources Committee was not involved in the contractual process for the new President and that the duties identified in the resolution were developed when the President's contract was for a 5-year term. The responsibility of the committee would then be to only review the contract for renewal. It was suggested that this wording be changed once the new Governance Committee is established to review the board committees terms of references.

- Minutes of a meeting held January 15, 2014 (distributed at the table)

J. Lowe highlighted the minutes of the meeting held on January 15, 2014, (distributed at the table) and noted that the Human Resources Committee reviewed the process for presidential evaluation and agreed that the new President should be provided time to settle into his position before a process is established.

b) Ad Hoc Governance Committee

- Minutes of a meeting held on January 6, 2014

J. Lowe highlighted the minutes of the meeting held on January 6, 2014, attached to the agenda noting that the committee developed a terms of reference for a Governance Committee attached as Board Resolution 322 under Item 6 a). He noted that the terms of reference should ensure that the responsibilities and expectations delegated to the Governance Committee are clear and well defined. In response to a board member's question about the recommendation to establish four Board Committees (as identified in the minutes), J. Lowe advised that these are only recommendations and the names and number of committees could change once the governance structure of the board is defined and the Governance Committee begins review of the individual committee's terms of reference and responsibilities. He asked that board members review the Governance Committee Terms of Reference and provide comments to D. Falcon by the end of February. The Ad Hoc Governance Committee will review the comments and provide terms of reference for approval at the March Board meeting.

D. Bowra highlighted a booklet from the Association of Governing Boards titled "Updating Board Bylaws: a Guide for Colleges and Universities". Copies will be available for loan from the Board office for interested board members.

**c) Board Development and Nominations Committee
- Minutes of a meeting held on January 15, 2014**

Z. Buric highlighted the minutes of the meeting held on January 15, 2014, (distributed at the table) and noted that the committee met to initiate and develop discussion topics and identify a speaker for the annual Board Retreat. Much discussion ensued and it was agreed that the Board Retreat be a one-day event held in the spring after the Association of Governing Boards conference. The date would also be dependent on the facilitator's availability. Board members will be polled for their availability from which a date will be selected.

Z. Buric provided an update on the Board appointment process noting that she has received one recommendation from board members. She met with the Board Resourcing and Development Office (BRDO) who is working to ensure we have the right criteria to replace upcoming vacancies. She also noted that the BRDO has approved one additional appointed board member.

**d) Audit Subcommittee
- Minutes of a meeting held on November 26, 2013**

D. Bowra highlighted the minutes of the meeting held on November 26, 2013, attached to the agenda noting that a recommendation was made to increase tuition fees and approve Board Resolution 317 – Signing Authority Designates. An update to Budget 2014/15 was also presented.

- Minutes of a meeting held on January 16, 2014

A. Lippert advised that the minutes for the meeting held on January 16, 2014, are not ready for distribution and will be available for the next board meeting.

D. Bowra highlighted the meeting held on January 16, 2014, noting that the committee reviewed the Audit Plan with the Auditors and no major concerns were identified. A copy of the audit plan will be distributed to board members via email.

6. FOR REVIEW

a) Board Resolution 322 – Governance and Nominating Committee

This item was discussed under Item 5 b). Board members were reminded to provide their comments to D. Falcon by the end of February.

b) Chair's Report

A. Lippert highlighted the details of the Board Retreat as discussed under Item 5 c) and noted that Catherine Raso of CMR Governance Consulting is being considered to facilitate the Board Retreat (a copy of her biography was distributed at the table). Further details about the retreat will be provided once a date and the facilitator have been confirmed.

7. FOR INFORMATION

a) 2014/15 Budget Update

B. Coulson provided an update at the public session of the meeting and had no additional comments.

b) Letter from Fanshawe College

A. Lippert highlighted the letter from the President of Fanshawe College attached to the agenda for information.

c) Letter from the Ministry of Industry

A. Lippert highlighted the letter from the Minister of Industry attached to the agenda for information.

8. LIFTING OF CONFIDENTIALITY

a) Lifting of Confidentiality of November 28, 2013 Minutes

It was moved by C. Painter, seconded by K. Grauer

**THAT, confidentiality be lifted on the Minutes of the Langara College Board
In-Camera Meeting held on November 28, 2013.**

Carried Unanimously

9. DISCUSSION FORUM

It was noted that at 2105 hours (9:05 p.m.) all non-board members left the meeting so the board could hold a Discussion Forum without management present.

It was noted that at 2111 hours (9:11 p.m.) all non-board members were invited to return to the meeting, and P. Huron, G. Krause, and C. Painter were invited to leave the meeting due to a potential conflict of interest for the next agenda item on collective bargaining and executive compensation.

b) UPDATE

D. Palmer provided an update on collective bargaining and executive compensation noting that the college continues to maintain positive relationships with the bargaining units and the freeze implemented by the provincial government on executive compensation is not expected to be lifted until 2015. Board members questions were addressed.

Other:

L. Trotter thanked the board for their confidence in selecting him as President of Langara College. He looks forward to working with the Board and the college community to make Langara College the best in Canada.

There being no further business, the meeting adjourned at 2124 hours (9:24 p.m.)

Anne Lippert
Chair, Board of Governors

David Bowra
Vice-Chair, Board of Governors