



Board of Governors



PUBLIC MEETING MINUTES

Meeting Date: March 29, 2023

Meeting Location: Sutherland Campus - 599 Brealey Drive, Peterborough Room B3330

Attendance:

External Governors:

Fred Clifford, *Chair (Virtual)*

Don Gillespie, *Vice Chair*

Paul Downs, *Chair Finance and Audit Committee*

Cynthia Chan Reynolds

Karen Jensen

Kerri Davies

Sudha Datta (*virtual*)

Michael Nasello

Tim Kennaley

Lisa Reed (*regrets*)

President:

Maureen Adamson

Internal Governors:

Laura Coles (*Support Staff*)

Joanna Hodge (*Academic*)

Kiersten Singh (*Student*) (*virtual*)

Marc Patenaude (*Administrative Staff*)

Senior Administration:

Sandra Dupret

Executive Vice President, Academic and Student Experience

Drew Van Parys

Executive Vice President, Finance and Administrative Services

Brett Goodwin

Vice President, Applied Research and Innovation

Liz Stone

Indigenous Knowledge Leader

Annie Lam

Vice President Corporate Finance

Steve Banyai

Interim Chief Technology Officer

Murray Rodd

Interim Director, Physical Resources Department

Matt Markovic

Manager, College Services

Alan Lambert

Organizational Effectiveness and Human Resources

Paul Marchant

Director Information Technology

Trish Matthews

Manager, Corporate Affairs & Governance President's Office

Julie Ferrari

Manager, Corporate Operations, President's Office

1. Call to Order, Welcome to the Traditional Territory and Confirmation of Quorum

The Chair called the meeting to order at 10:00a.m. and acknowledged that the meeting was hosted on the traditional lands of the Mississauga Anishinaabe peoples.

Quorum was confirmed and all in attendance were welcomed. Attendance regrets were noted.

2. Declaration of Conflict of Interest

None.

3. Approval of Meeting Agenda

MOTION: Be it resolved that the Board of Governors approve the agenda of the March 29, 2023 public meeting as presented.

CARRIED

4. Approval of the Consent Agenda

MOTION: Be it resolved that the Board of Governors approve the consent agenda for the March 29, 2023, meeting and, through this consent the:

4.1 Minutes of the January 25, 2023, Public Board of Governors Meeting

4.2 Endowment Policy

CARRIED

5. Education: International Student Experience

President Adamson introduced Drew Van Parys, Executive Vice President, Corporate Services and the Laura Gunning and the International Student Services Team.

Fleming has a robust International Student Program. President Adamson Chair's the College of Presidents International Standards Committee that has recently made recommendations to the Ministry of Colleges and Universities.

Several negative media stories regarding Ontario International Student experiences have been published over the past number of months that did not reflect the Fleming Student Experience. In order to ensure confidence in Flemings robust quality processes regarding international recruitment and retention, the International Student Experience Team provided a program overview presentation.

Highlights of the presentation included:

- 2,541 international students come from over 32 different countries. Eighty-nine percent are from India.
- Out of 1,004 Semester 1 students, approximately 90% used agent services to apply to Fleming.
- Students are enrolled in 77 different programs including English Language programs.
- International programs are profitable
- 7 International staff at home office
- 7 resources under contract in 5 offices outside of Canada
- 4 locations run under a co-location agreement with Centennial College
- Fleming has 160 agents world-wide
- Approx. 75% of students come through our top 10 agents
- Agents range in size and complexity from multinational publicly-traded corporations to small, sole proprietorships

6. Governance Committee Report

D. Gillespie, Chair of Governance Committee spoke to the written report.

The governance committee undertook the tasks associated with the nominating committee and discussed the 2023/2024 Board of Governors composition, planning and recruitment. This including approving the circulation of the Annual Intent to Serve Survey via email, and the committee requests that Governors return the completed survey to T. Matthews if not already complete.

The committee reviewed the skills mix matrix of current governors with discussion regarding areas or strengths, weakness and opportunities to strengthen skills across the board during the recruitment processes.

A number of gaps have been identified, both immediate and for the 23/24 term.

- Governors P. Downs and B. Currelly have resigned from their positions as governors.
- D. Gillespie, on behalf of the Board of Governors and the Senior Team, conveyed the College's immense thanks to both governors for their time, expertise and dedication to advancing the college mandate.

A briefing note was included in the materials outlining the Board recruitment requirements and timelines. D. Gillespie tabled a number of motions, as detailed in the Briefing note.

MOTION: Be it resolved that the Board of Governors approve the appointment of Doris Stamml as an external governor to fill a vacancy caused by resignation of a member, for a term beginning April 1, 2023 to August 31, 2025.

CARRIED

MOTION: Be it resolved that the Board of Governors approve a second term appointment of D. Gillespie, for a 3-year term (2023-24, 2024-25, 2025-26) beginning September 1, 2023.

CARRIED

MOTION: Be it resolved that the Board of Governors recommend Lieutenant Governor in Council reappointment of C. Chan Reynolds to the Ministry of Colleges and Universities, for a second term to begin September 1, 2023.

CARRIED

MOTION: Be it resolved that the Board of Governors recommend Lieutenant Governor in Council reappointment of T. Kennaley to the Ministry of Colleges and Universities, for a second term to begin September 1, 2023.

CARRIED

With P. Down's retirement, there is a vacancy for the position of Chair of Finance and Audit Committee and a motion was tabled.

Whereas Mr. Paul Downs resigned from the Fleming College Board of Governors effective March 30, 2023, and whereas Mr. Downs held the position as Chair of the Finance and Audit Committee; and

Whereas Bylaw #1 Subsection 22.1 stipulates "The Board shall ensure the Chair and the Vice-Chair are appointed from amongst the External Members, as required by the Regulation. The Board shall also appoint the Chair of the Finance & Audit Committee, who shall be an Officer of the Board."

Whereas Bylaw #1 Subsection 22.6 stipulates "The Board may fill vacancies amongst the Officers by resolution of the Board for the remainder of the term of that Officer."

Be it resolved that the Board of Governors appoint Mr. Sudha Datta, Chair of Finance and Audit Committee, for the remainder of the term effective March 30, 2023.

CARRIED

7.0 Finance and Audit Committee (FAC) Report

P. Downs, spoke to the written report from the Committee, which met on March 8th. The committee received reports on operations, the Asset Retirement Obligations and the Endowment Policy approved in today's consent agenda.

7.1 Financial Position Reports - November 30, 2022

A briefing note and financial reports are included in the materials for the members, a good news story that speaks to a lot of careful management through the year.

MOTION: Be it resolved that the Board of Governors receive the for the (10) months as of January 31, 2023 for information.

CARRIED

7.2 2023-24 Preliminary Budget Update

A detailed briefing note and financials are included in the materials for the governors.

The Ministry has an expected return of 1.5% of revenue. The proposed budget meets this threshold for the first time since the year ending March 31st, 2020.

Fleming College Toronto (PCC) – The current year budget includes significant revenues from the private career college (PCC) partnership. As required by the Ministry binding policy, these funds are to be utilized for investment in our home campuses and local communities. Accordingly, PCC operations have been isolated and shown separately in the statement of revenue and expenditures to allow decision makers to review financial information on a ‘segmented’ basis.

Strategic fund – the budget process separated “base budgets” and “strategic asks,” with the latter capturing any one-time only (OTO) asks tied to the strategic direction. This component of the budget is reflected in the OTO column of the statement of revenue and expenses. In an active effort to be financial sustainable in years to come, these requests will not be rolled into base budgets next year.

MOTION: Be it resolved that the Board of Governors approve the 2023-24 Budget and its supplementary attachments to submit to the Ministry of Colleges and Universities as proposed.

CARRIED

7.2 FSA and SAC Financials

The Frost Student Association and Sir Sanford Fleming College Student Administrative Council annual audited financial statements as at March 31, 2022 are received by the Board for information purposes.

The FSA and SAC are separate entities that are not included in the College’s financial statements; however, they are related entities and accordingly the College have access, for review purposes, to their respective financial statements.

The 2022 year-end audited financial statements have been reviewed by Finance, with no significant concerns reported.

MOTION: Be it resolved that the Board of Governors receive the Frost Student Association (FSA) and Student Activity Council (SAC) Financial Statements for information.

CARRIED

7.3 Peterborough Sports and Wellness Centre – Restricted Asset Transfer

The Sports Field Complex agreement was signed May 1, 2013, by the City of Peterborough and Fleming College. As part of the agreement, each party shall contribute a minimum of \$10,000 per year to the Capital reserve fund. The Capital reserve fund was created to be used for future capital repairs and improvements of the Complex.

MOTION: Be it resolved that the Board of Governors approve the transfer of \$10,000 annually, for the life of The Sports Field Complex Agreement with the City of Peterborough (49 years), to the Sports Field Capital Reserve Fund - unrestricted to internally restricted net assets.

CARRIED

7.5 Whistleblower Policy

In accordance with Bylaw #1 the Finance and Audit Committee of the Board of Governors is responsible to “**establish a whistleblower policy and oversight of the receipt, retention and treatment of complaints received pursuant to such whistleblower policy.**”

Fleming College’s Whistleblower Policy has been updated following research, including an environmental scan of similar policies at other institutions, legal review, and stakeholder input, including Fleming College’s union locals.

A fulsome overview of recommended edits to the policy were included in the briefing note provided.

MOTION: Be it resolved that the Board of Governors approve revised Whistleblower Policy #3-347 for implementation March 29, 2023.

CARRIED

8. 2023-2024 Ancillary Fees Protocol Agreements

S. Dupret, Executive Vice President Academics and Student Experience spoke to the 2023/24 Ancillary Fees Protocol Agreements.

The Board of Governors approved the ancillary fees at the January 2023 meeting. Management is now bringing forward the associated Protocol Agreements

The Ministry of Colleges and Universities (MCU) requires all colleges to have agreements that document the protocols to be followed to levy, raise or decrease ancillary fees that are over and above programs fees. The Ministers Binding Policy Directive, *Tuition and Ancillary Fees Revised April 2022*, states that the protocol agreements must be approved by college administration, the student associations, and the Board of Governors.

The agreements are in place for a five-year period until new agreements are negotiated.

MOTION: Be it resolved that the Board of Governors approve the Compulsory Ancillary and Athletics Fee Protocol Agreements for implementation April 1, 2023.

CARRIED

9.0 Board Chair's Report – Verbal

F. Clifford thanked P. Downs and B. Currelly for their significant contributions as Governors of Fleming College.

10.0. President's Report

President Adamson spoke to the written report included in the materials, with highlights as follows:

- The Ontario government announced that it will allow students, starting in grade 11, to transition to full time apprenticeship programs while still earning a high school diploma. Consultations will begin in fall 2023 to review entry requirements for the 106 skilled trades that currently require grade 12 education.
- March 21, 2023: Ontario Colleges responded to the government's announcement about the skilled trades training centres and have followed up with a letter to Premier Ford expressing our profound disappointment that public colleges were completely shut out of the recent announcement. Colleges Ontario have formally requested an opportunity for the executive members of our college presidents' committee to meet with The Premier to discuss working with government to enhance skills training in Ontario to help more people find rewarding and successful careers.
- Following the Ignite Electric City event April 20, the President will begin a Listening tour across the enterprise. The intent of the listening tour is to inform our strategic plan beginning 2024. Early observations will be reported to the board.
- There has been significant planning regarding capital projects and potential redevelopment opportunities for the college. There will be brief presentation to provide the board with an update regarding this process and next steps.
- Updates on Port Hope Employment services, Quality Assurance Audit plans and Approved Program Modifications were provided in the briefing note.

MOTION: Be it resolved that the Board of Governors receive the President's Report for information.

CARRIED

13.0. Close

The meeting was declared closed at 11:15a.m.

DocuSigned by:

Fred Clifford

Signed as approved:

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Fred Clifford
Chair
Board of Governors
Fleming College