

*Open Meeting File 2017-5-18, approved June 22, 2017*

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

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

**Management**

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 and Strategic Partnerships  
Dave Taylor, Associate VP, Public Affairs  
Tracey Szirth, VP, Administrative Services and CFO

**Observers**

Prahjot Hundal, Douglas Students' Union (DSU)

**Guest**

Tracy Ho, DSU

**REGRETS****Board Members:**

Robin Kaul  
Marissa Martin  
Jasmine Nicholsfigueiredo, Chair, Education Council (ex-officio)  
Gerry Shinkewski, Board Vice Chair

**Management:** n/a

**Observers:** Erin Rozman, Douglas College Faculty Association (DCFA); 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 Shelley Williams called the meeting to order at 5:05 p.m.

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

It was moved, seconded and unanimously resolved:

**2017/0501** *THAT the Douglas College Board approve the agenda and approve/acknowledge the following items on the consent agenda:*

- 2.1 Minutes of the March 30, 2017 Open Session Board Meeting
- 2.2 Report: Douglas Students' Union (DSU)
- 2.3 Correspondence, Reports and Invitations Extended to the Board

**3. ELECTION OF OFFICERS OF THE BOARD****3.1 Call for Expressions of Interest On or Before June 1, 2017****a) Roles of Board Chair (one) and Board Vice Chairs (two)**

In accordance with Board policy, Shelagh Donnelly issued a formal call for expressions of interest in the Board Officer roles. She reviewed the election process outlined in the agenda package, and advised that interested members must formally submit their candidacy to her, via email, on or before June 1, 2017.

Shelley Williams encouraged members to consider the time commitment, governance knowledge and leadership qualities required for these roles. She also emphasized the need for effective internal and external relationships. Ms. Williams invited questions, and recommended that interested members contact any of the current Board Officers should they wish to discuss the roles further. No questions arose.

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

##### **4.1 Report on Operational and Strategic Matters**

Kathy Denton discussed her report in the agenda package. She noted the College's Co-Op celebration, which recognised students' accomplishments and acknowledged strong support from business leaders. Dr. Denton also discussed the College's International Education Awards ceremony, during which the College presented more than \$300,000 in awards and scholarships to domestic and international students.

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

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

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

Ms. Williams discussed the Committee's May meeting. She noted Board development activities, and members' participation in recent College events. She also discussed the unusual delay in finalisation of the provincial election results. Ms. Williams advised that any requests to government, including board appointments, will have to be deferred until there is greater clarity and direction for crown agency boards.

###### **b) Disclosure: 2016-17 College Board Remuneration and Meeting Attendance**

Ms. Williams discussed the draft statutory report contained in the agenda package, and encouraged members' review prior to submission of the report to government in early June. She advised that the report would also be published to the College Board website.

###### **c) College Board Committees: Annual Self-Evaluations**

Ms. Williams discussed the evaluation template provided in the agenda package. She advised that the BEGC recommended no changes from the prior year's template, and asked if members had any additional feedback; no issues were raised. Ms. Williams encouraged committees to complete their self-evaluations by June 30, 2017.

###### **d) Information: Resolutions Approved by the Board During its March 2017 Closed Session Meeting**

Ms. Williams noted the following compensation related resolutions passed by the Board at its March 2017 Closed Session meeting. She advised that the modest compensation increments were approved in accordance with government direction, and are aligned with similar increments provided across the public sector. Dr. Denton provided additional background and discussed the merit based approval process. Ms. Williams reported that the increments are self-funded by the College, and are covered in the College budget.

###### **i. Excluded Compensation: Proposed Increments:**

*THAT the Douglas College Board approve the proposed salary ranges for excluded employees, as presented to the College Board on March 30, 2017, with effect for July 1, 2016*

*THAT the Douglas College Board approve the following **merit based**, in-range salary increases for non-executive management employees, with individual awards to be determined at the discretion of the college, based on performance and other market considerations:*

- *Up to 2% maximum increase, retroactive to July 1, 2015*
- *Up to 2% additional maximum increase, retroactive to July 1, 2016*

*THAT the Douglas College Board approve the following merit based, in-range salary increases for executive employees, with individual awards to be determined at the discretion of the College, based on performance and other market considerations:*

- *Up to 2% maximum increase, retroactive to July 1, 2016*

**e) Information: Resolution Approved by the Board During its March 2017 In Camera Session**

Ms. Williams advised that the College President's compensation was subject to a separate review and approval process with government. She discussed the Board's consideration and approval of the following resolution, noting that the increments are consistent with the rest of the post-secondary sector.

**i. President and CEO Compensation: Interim Salary Adjustments**

*THAT the College Board approve the following merit-based salary increases for the President and CEO:*

- *2.0% retroactive to July 1, 2016*
- *2.0% effective July 1, 2017*
- *2.3% effective July 1, 2018*

**f) 2017-18 College Board Meeting Schedule**

Ms. Williams discussed the meeting schedule contained in the agenda package, and noted a revision reflecting feedback at the March Board meeting. She invited members to identify any concerns with the revised schedule. None arose, and members agreed to proceed with the 2017-18 schedule as presented.

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

**a) Chair's Report**

Jane Butterfield discussed the Committee's May meeting, and noted the College's significant progress with risk management. She advised that the College is appropriately monitoring, managing, and reporting its risks. Ms. Butterfield reported on the AFC's review of management's annual compliance report, and confirmed the College's compliance with all requirements. She also discussed the Committee's satisfaction with its semi-annual review of the President's expenses and the Board budget.

**b) Ministry of Advanced Education (AVED):  
Interim 2017/18 Douglas College Operating Grant And Full Time Equivalent (FTE) Target**

Ms. Butterfield discussed the Committee's review of the Ministry's operating grant letter contained in the agenda package. Tracey Szirth responded to members' questions regarding the Ministry's funding approach, and reported that the College's 2017/18 budget aligned with the confirmed grant.

**c) Investment Strategy Fund Review: Semi-Annual Report**

Ms. Szirth discussed the report contained in the agenda package. She noted strong Fund performance, and advised that the Fund's overall return since inception is well in excess of the policy target.

**d) Revision to College Board By-Law B.GO07.05, Fees and Charges for Instruction for New Programs**

Ms. Szirth discussed the proposed by-law revision, which was previously circulated in March as a Notice of Intent, and included in this agenda package for approval. The revision related to the new Bachelor of Social Work and the new Post-Baccalaureate Diploma in Health Information Management. Discussion ensued.

It was moved, seconded and unanimously resolved:

**2017/0502** *THAT the Douglas College Board approve the revised College Board By-Law B.GO07.05, Fees and Charges for Instruction, as presented May 18, 2017.*

**e) Notice of Intent: Proposed Revisions to College Board By-Law B.GO07.05, Fees and Charges for Instruction, for Additional New Programs**

Ms. Williams explained that the Notice of Intent contained in the agenda package represented an additional revision relating to two new music programs. Ms. Szirth discussed the proposed revisions and advised that the Board would be asked to approve the proposed revised by-law in June.

**5.3 Campus Planning Committee (CPC)**

**a) Chair's Report**

Jeevan Khunkhun discussed the Committee's May meeting, including the CPC's review of campus planning options and associated proposals. He advised that management had conducted extensive planning work, which was nearing completion. Mr. Khunkhun discussed the CPC's review of the status of all capital projects valued at \$100K and higher, as well as the Committee's semi-annual review of facilities-related risks.

**b) The Training Group (TTG): Proposed Surrey Lease**

Ms. Szirth discussed the background and rationale, including the risks and benefits, for the proposed lease included in the agenda package. She noted that the proposed new facility would consolidate Surrey TTG operations in a single space and generate increased efficiencies at a lower annual cost than that currently incurred. She also advised that both Board and government approvals were required. Mr. Khunkhun discussed the CPC's recommendation that the Board approve the lease.

It was moved, seconded and unanimously resolved:

**2017/0503** *THAT the Douglas College Board approve the proposed 10-year renewable lease of Surrey property for The Training Group, effective January 1, 2018 and as presented May 18, 2017*

**5.4 Human Resources Committee (HRC)**

**a) Chair's Report**

John Evans discussed the Committee's May meeting, including its review of progress against the HR plan, as well as its semi-annual review of HR-related risks. Mr. Evans discussed the annual President and CEO evaluation process, scheduled for August. He also reported on the planned introduction of a comprehensive 360° assessment tool for the President.

**b) PSEA (Post-Secondary Employers' Association) Statutory Reporting:**

- i. Executive Compensation: 2016-17 Disclosure Statement**
- ii. Douglas College Compensation Philosophy**
- iii. Letter of Attestation**

Mr. Evans reported that the HRC had reviewed and was satisfied with the College's 2016-17 compensation report contained in the agenda package. He advised that PSEC, the Public Sector Employers' Council, has amended statutory reporting procedures. Rebecca Maurer discussed the changes, including web-based reporting and tighter reporting dates. She noted PSEC's request that the College submit future reports in draft form, subject to Board approval. Discussion ensued, and members asked that the HRC develop recommendations for future reporting.

It was moved, seconded and unanimously resolved:

**2017/0504** *THAT the Douglas College Board approve the Douglas College Statement of Executive Compensation as presented May 18, 2017*

**c) Proposed Policy: Sexual Violence and Misconduct Prevention and Response**

John Evans and Sarah Dench discussed the proposed policy contained in the agenda package, and discussed compliance with provincial legislation. Ms. Dench highlighted the collaborative process through which management developed the policy in consultation with employees and students. She also noted that the policy had gone through external legal review. Ms. Dench discussed management's plan to provide education and training, and advised that the President will report annually on the College's experience under the policy. Discussion followed. Members recommended that the policy explicitly state its applicability to Board members. Mr. Evans confirmed the HRC's support of the proposed policy, with the recommended amendment.

It was moved, seconded and unanimously resolved:

**2017/0505** *THAT the Douglas College Board approve the Sexual Violence and Misconduct Prevention and Response Policy, with inclusion of language to reflect that the policy also applies to College Board members*

**5.5 Technology Strategy Committee (TSC)****a) Chair's Report**

Dave Teixeira discussed the Committee's semi-annual review of technology-related risks. He highlighted the College's efforts to manage rapidly evolving cybersecurity risks. Members shared best practice recommendations from the Association of Governing Boards, which the TSC agreed to take under consideration. Management noted that the College is implementing a suite of additional security improvements this year, and that internal audit will also be looking at IT security.

**5.6 Education Council****a) Education Council Chair's Report: April and May 2017 Meetings**

In Jasmine Nicholsfigueiredo's absence, Dr. Denton discussed the meeting reports and the credential recommendation, all contained in the agenda package. Dr. Denton invited questions; none arose.

Board members noted Dr. Nicholsfigueiredo's reelection as Education Council Chair, and extended congratulations.

**b) Credential Recommendation**

It was moved, seconded and unanimously resolved:

**2017/0506** *THAT the Douglas College Board withdraw the credential Music Technology Certificate, effective September 5, 2017*

**5.7 Douglas College Foundation****a) Douglas College Board Bursaries and Scholarships: Annual Report**

Dr. Denton discussed the annual report contained in the agenda package. She noted that the Foundation is ahead of its targets for the year, and that Leanne Poon will soon be making some improvements to the Foundation's activities. Discussion followed.

**b) Board Liaison Report**

In Marissa Martin's absence, Dr. Denton reported that the Foundation Board will be conducting an election for a new Board Chair.

**5.8 Honorary Fellow Selection Committee**

**a) Honorary Fellow Distinction: Call for Nominations**

Jason Carvalho advised that there would be no Honorary Fellow award presentation at the June 2017 graduation ceremonies. He noted that the Committee has issued a call for nominations for the 2018 year, and invited members to contact him or Dave Taylor regarding any potential nominations.

**6. NEXT MEETING AND ADJOURNMENT**

There being no further business, the Chair adjourned the meeting at 6:09 p.m.

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CHAIR

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PRESIDENT