

- Present:** Ghezal Durrani
Stacey Edzerza Fox
Kwin Grauer, Chair
Heather Holden
Peter Huron
Kajan Karunaneithi
- Gerda Krause
Jeff Lowe
Claude Rinfret
Veda Roodal Persad
Jas Sandhu
Lane Trotter, President
- Regrets:** Lenora Gates
- Employee Resources:** Ian Humphreys, Provost and Vice-President, Academic and Students
Dawn Palmer, Vice-President, People Services
Ajay Patel, Vice-President, External Development
Viktor Sokha, Vice-President, Administration and Finance
- Constituent Groups:** Scott McLean, Representative, Langara Faculty Association
Laura Vail, Vice-Chair, Langara College Administrators' Association
- Guests:** Chris Arnold Forster, Director, Risk and Internal Controls
Joe Cordingley, Acting Associate Director, Budgets and Planning
Moira Gookstetter, Executive Director, Foundation and Director, College Advancement
Margaret Heldman, Dean, Faculty of Science
- Recorder:** Diana Falcon, Executive Assistant to the Board of Governors

1. MUSQUEAM LAND ACKNOWLEDGEMENT

The Board Chair delivered the following acknowledgement that Langara College rests on the land of the Musqueam peoples:

I would like to acknowledge the unceded territory of the hə əmi"ə" (hun ga mi num) speaking x"məθk"əyəm (Musqueam), on which Langara College is located.

2. CALL TO ORDER AND CHAIRS REMARKS

There being a Quorum present, the Board Chair called the meeting to order at 5:00 p.m. He conveyed regrets from those unable to attend, and welcomed all guests.

3. DECLARATION 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. Declaring none, the Board Chair proceeded with the meeting.

4. WELCOME TO NEW BOARD MEMBERS

4.1 Kajan Karunaneithi and Veda Roodal Persad

K. Grauer welcomed new Board Members, Kajan Karunaneithi (student-elected) and Veda Roodal Persad (faculty-elected) who were elected for a one-year and three-year term respectively. Their backgrounds were highlighted and insights were offered into their interest in serving on the Board. Their oaths of office had been administered during their orientation session just prior to the Board meeting.

K. Grauer also congratulated Ajay Patel on his appointment as Vice-President, External Development effective November 22, 2016. Congratulations were extended from the Board with a round of applause.

5. APPROVAL OF AGENDA/CONSENT AGENDA

It was moved by J. Lowe, seconded by C. Rinfret and unanimously resolved:

THAT, the Langara College Board approve the agenda and approve/acknowledge the following items and motion on the consent agenda:

- 5.1 Minutes of the Public Meeting held September 29, 2016 – Approved
- 5.2 Chair's Written Report – Acknowledged
- 5.3 Board Dashboard – Acknowledged
- 5.4 President's Written Report – Acknowledged
- 5.5 Board Coordinating Committee
- Minutes of electronic meeting held October 17, 2016 – Acknowledged

6. PRESENTATION

A. Patel, Vice-President, External Development and Moira Gookstetter, Executive Director, Foundation made a presentation to the Board on the Langara College Foundation's activities over the past year which included donation activity, scholarships and bursaries, campaign successes and upcoming campaigns, alumni relations, and governance and operations practices the Foundation is implementing. A Langara College Foundation Report dated November 2016 was distributed at the table and is also attached to these minutes.

7. CHAIR'S VERBAL REPORT

The Board Chair highlighted events that he had attended over the past few months and thanked members who represented the Board at recent College events. He provided an update on his attendance at the BC Colleges/Association of Governing Boards (AGB) Conference held in Kelowna, BC from October 5-7, 2016. He also provided an update on the Outstanding Alumni Awards held at the College on November 3, 2016 noting that H. Holden and G. Krause also attended in addition to those listed on the report.

8. PRESIDENT'S VERBAL REPORT

L. Trotter highlighted items in his written report and elaborated on the following:

- **Unlock the Vault** – Unlock the Vault was held on August 25th and DVDs were distributed at the table to Board Members.
- **Second Annual Board Academy** – was held on October 14, 2016, and was well attended.
- **First BC Post-Secondary Institutions Truth and Reconciliation Summit** – held October 19 and 20, 2016 and attended by L. Trotter, President; I. Humphreys, Provost and Vice-

President, Academic and Provost; and Clayton Munro, Dean of Student Services and Registrar.

- **Yunnan Province Administrators** – approximately 20 Administrators from Yunnan Province are attending a 3-month course at Langara College on Higher Education Leadership in Canada. L. Trotter made a presentation to this group about comparative higher education systems in Canada, the USA and Europe.
- **Panel with the Ministry of Advanced Education** – L. Trotter was part of a panel of three post-secondary Presidents (Langara, Camosun, and Vancouver Island University) along with the Provost from UVIC that made a presentation to AVED about what each saw as the big picture issues for higher education and how that affected the individual institutions. This was followed by a Q&A period.

9. COMMITTEE REPORTS, RECOMMENDATIONS AND APPROVALS

9.1 Audit and Finance Committee

a) Minutes of Meeting held November 10, 2016

K. Grauer highlighted the minutes of the Audit and Finance Committee meeting held on November 10, 2016, attached to the agenda for information.

b) By-Law 204: Tuition Fees and Other Charges

An increase to domestic tuition fees was presented and it was noted that the Ministry has advised that 2% is the value to be used for 2017/18 planning purposes. International Tuition fees are not governed by the Ministry and in order to remain competitive will not increase for 2017/18. Continuing Studies tuition fees will increase 2% including LEAP.

It was moved by P. Huron and seconded by H. Holden

THAT, the Langara College Board of Governors approves the proposed tuition fees for instruction in all programs and courses commencing on or after May 1, 2017 according to the fee schedule attached and marked "Schedule A".

Carried Unanimously.

c) 2017-2018 Operating Budget and Capital Acquisitions Budget – Draft

K. Grauer advised that the draft 2017-2018 Operating Budget and Capital Acquisitions Budget, attached to the agenda, was being presented to the Board for discussion. The Chair noted that this is the first time a budget has been brought forward four months in advance of year-end in March 2017.

V. Sokha highlighted the draft 2017-2018 Operating Budget and Capital Acquisitions Budget attached to the agenda and noted that the budget will be reviewed a few more times before final Board approval in March 2017. Discussion ensued and Board Members had no questions.

9.2 Governance and Nominating Committee

a) Minutes of the Meeting held on November 9, 2016

S. Edzerza Fox, Chair of the Governance and Nominating Committee, highlighted the minutes of the meeting held November 9, 2016, attached to the agenda for information.

b) By-Law 201 – Board Operations

S. Edzerza Fox provided an update on the review of the board manual noting that Phase 1 is complete and Phase 2 is near completion. The GNC will review Phase 3 and seek Board approval in early 2017 to begin the process. She noted that as part of Phase 2 the Committee has been reviewing and revising By-Law 201: Board Operations to streamline it and make it more user-friendly. Thanks went to Karen Szeto who has worked tirelessly on ensuring the By-Law meets the needs of the College and the Board and aligns with government statutes and best practices. She noted that approximately 19 Board By-laws, Resolutions and Policies have been amalgamated into this one by-law in order to provide a single source of information to refer to so Board Members know what is expected of them. Discussion ensued and Board Members questions were answered.

It was moved by S. Edzerza Fox and seconded by H. Holden

THAT, By-Law 201 – Board Operations be approved as presented; and,

THAT, the following be rescinded:

- **By-Law 202 – Indemnification;**
- **By-Law 206 – Honoraria;**
- **By-Law 207 – Meetings of the Board;**
- **By-Law 208 – Resignation of Board Members;**
- **By-Law 209 – Removal of Board Members;**
- **By-Law 210 – Meetings: Rules of Order;**
- **By-Law 211 – Amendment of By-Laws;**
- **By-Law 213 – Seal;**
- **By-Law 214 – Teleconference Meetings;**
- **Resolution 302 – Types of Meetings;**
- **Resolution 304 – College Board Meetings: Agenda;**
- **Resolution 305 – Meetings: Quorum;**
- **Resolution 306 – Meetings: General Order and Conduct at Board Meetings;**
- **Resolution 307 – Meetings: Time Limit;**
- **Resolution 308 – Meetings: Minutes;**
- **Resolution 309 – In-Camera Meetings: Terms of Reference;**
- **Policy 400 – Board Evaluation;**
- **Policy 475 – New Board Member Orientation; and,**
- **Policy A4001 – Presentations at Board Meetings**

Carried Unanimously.

S. Edzerza Fox highlighted board recruitment and advised that the name of a candidate has been submitted to the Board Resourcing and Development Office for consideration of appointment. Although the decision of the Ministry is independent, she advised that she will keep the Board apprised of the outcome. Board Members were encouraged to provide the GNC with names of individuals they feel would have the skill sets the Board is looking for and be a good fit for the Board so the GNC can begin succession planning for upcoming vacancies.

c) GNC Work Plan

S. Edzerza Fox highlighted the GNC Work Plan attached to the agenda for information which summarized the outstanding and completed GNC projects.

d) Board Assessment Tool for Stakeholders

S. Edzerza Fox presented the Board Assessment Tool for Stakeholders which was designed by Nic Tsangarakis of Kwela Leadership and Talent Management to provide more usable information to better identify Board strengths and weaknesses and areas of improvement. The tool is similar to the one distributed in January 2016 except that the survey seeks to understand the participants perceptions of various Langara Board practices of which they may not have any (or scant) direct knowledge. The Governance and Nominating Committee has been working with N. Tsangarakis over the past several months to develop and review the tool. The tool will be fine-tuned over time as it is used. Discussion ensued and Board Members questions were answered.

It was moved by S. Edzerza Fox and seconded by G. Durrani

THAT, the Board Assessment Tool for Stakeholders be approved as presented.

Carried Unanimously.

e) Committee Membership

S. Edzerza Fox highlighted the Committee Membership document attached to the agenda. She advised that with the recent departure of a number of Board Members, it was necessary to reorganize the membership of the Committees. The document highlights the Committee Membership and Senior Leadership Team support. She also recommended the appointment of C. Rinfret as Chair of the Audit and Finance Committee. There is currently one vacancy on the Members Board Compensation Committee of the Post-Secondary Employers Association and Board Members were asked to submit their interest to the EA to the Board of Governors.

It was moved by S. Edzerza Fox and seconded by J. Lowe

THAT, the Committee Membership of the Board be approved as presented, and THAT Claude Rinfret be appointed Chair of the Audit and Finance Committee.

Carried Unanimously.

f) Presidential Three-Year Evaluation

S. Edzerza Fox advised that in accordance with Board Policy #435, the three-year evaluation of the President is due by mid-2017. The process should take no more than two months and it was recommended that a Human Resources Task Group be developed to perform the evaluation. The HR Task Group Terms of Reference attached to the agenda were highlighted and it was noted that D. Palmer has already completed the prep work for the evaluation and that K. Grauer, H. Holden and C. Rinfret have agreed to sit as members on the Human Resources Task Force. Discussion ensued and Board Members questions were answered.

It was moved by S. Edzerza Fox and seconded by G. Durrani

THAT, the Board approve the formation of a Human Resources Task Force to begin the three-year Presidential Evaluation process, and

THAT, the Terms of Reference for the Human Resources Task Force be approved.

Carried Unanimously.

g) Board Development – 2017 Conferences

S. Edzerza Fox highlighted Board Development and provided the information attached to the agenda for two upcoming conferences in 2017: (1) AGB Conference from April 2-4 in Dallas, Texas, and (2) CICan Conference from April 30 – May 2 in Ottawa, Ontario. She advised that the Board budget allows four members to attend the AGB Conference and two members to attend the CICan conference. Board Members were asked to forward their interest to the Executive Assistant to the Board of Governors.

10. FOR INFORMATION/DISCUSSION**10.1 Financial Update to September 30, 2016**

V. Sokha highlighted his memo attached to the agenda which provided a financial update for the Second Quarter ended September 30, 2016.

10.2 Semi-annual Investment Summary to September 30, 2016

V. Sokha highlighted his memo attached to the agenda which provided a semi-annual investment summary for the period ended September 30, 2016.

11. EDUCATION COUNCIL REPORTS

The Board Chair reminded Board Members of Section 23 of the BC College and Institute Act that requires Education Council to advise the board on the development of educational policy.

11.1 Report of the Meeting held on September 20, 2016

The Education Council Chair elaborated upon the summary report of the meeting held on September 20, 2016 attached to the agenda for information. She advised that the meeting was very short and highlighted new programs in Continuing Studies.

11.2 Report of the Meeting held on October 18, 2016

The Education Council Chair elaborated upon the summary report of the meeting held on October 18, 2016 attached to the agenda for information. She highlighted new Policy #E2002 – Citizenship: Eligibility for Enrolment as a Domestic Student and new programs in Continuing Studies.

It was moved by G. Durrani and seconded by H. Holden

THAT, the Education Council Summary Reports for the meetings held on September 20 and October 18, 2016 be received for information.

Carried Unanimously.

12. BOARD MEMBERS' REPORT

There was no report.

13. CONSTITUENT GROUP REPORTS

There was no report.

14. VISITORS' COMMENTS

There was no report.

15. NEXT MEETING AND ADJOURNMENT**15.1 Next Meeting**

The next Board of Governors meeting is scheduled for **Thursday, January 26, 2017.**

15.2 Adjournment

With no further business, the meeting was adjourned at 6:35 p.m.

Kwin Grauer
Chair, Board of Governors

Lane Trotter
President and CEO