
THE SHERIDAN COLLEGE INSTITUTE OF TECHNOLOGY AND ADVANCED LEARNING

MINUTES OF A MEETING OF BOARD OF GOVERNORS

May 29, 2019

3:30 PM

TRAFALGAR CONFERENCE CENTRE

Present: S. Boone, Chair; J. Fleming, Vice Chair
T. Leedale; M. Gill; P. Willis; A. Flynn-Post; N. Heath; D. Hampton-Davies; M.E. Hofstetter; P. Palermo; T. Depascal

Regrets: T. Leedale; M. Rubinoff; S. Paquette

Ex Officio: J. Morrison, President and Vice Chancellor

Treasurer: W. Steffler, VP Finance and Administration and CFO

Secretary: A. Minott

Recorder: J. Hinchliffe

Guests: T. Smith; A Crowe; N. Eze; C. Altilia; J. Vallentin; C. Szustaczek; K. Cameron; D. McKerrall; J. Darnley; M. Spence-Ariemma; J. Pryke (KPMG);

1. Call to Order

The Chair welcomed those present and called the meeting to order at 3:31 pm.

2. Approval of Agenda

It was moved P. Palermo, seconded by D. Hampton-Davies;

Be it resolved:

THAT the Board of Governors agenda for May 29, 2019 be approved as presented.

Carried.

3. Chairs Remarks

For the purposes of compliance with the s.293 of the Corporations Act Ontario, this meeting of the Board is deemed to be the annual general meeting of the members.

S. Boone welcomed Manjeet Gill as a recent Lieutenant Governor in Council Appointee.

4. Conflict of Interest

In response to the Chair's query, there were no declarations of conflict of interest.

5. Approval of Consent Agenda

The consent agenda included:

- Minutes from March 20, 2019
- Accounting Technician and Bookkeeping Board Certificate
- Digital Marketing Board Certificate
- 2019-2020 Internal Audit Plan
- Honors Bachelor of Producing for the Creative Industries

It was moved by P. Willis, seconded by J. Rivard;

Be it resolved:

THAT the Board of Governors approve the following items (minutes from March 20, 2019; Accounting Technician and Bookkeeping Board Certificate; Digital Marketing Board Certificate; 2019-2020 Internal Audit Plan; Honors Bachelor of Producing for the Creative Industries) as set out in the consent agenda as presented.

Carried.

6. Mission Moment: Jasleen Kaur Saini

Jasleen Kaur Saini shared her experience as an international student at Sheridan.

7. Appointment of Chair and Vice Chair

It was moved by J. Rivard, seconded by P. Palermo;

Be it resolved:

That the Board of Governors appoints John Fleming to the Office of Chair for a one-(1) year term effective September 1, 2019 and ending September 1, 2020.

It was moved by P. Willis, seconded by M. Hofstetter;

That the Board of Governors appoints Daniela Hampton-Davies to the Office of Vice Chair for a one-(1) year term effective September 1, 2019 and ending September 1, 2020.

Carried.

8. Appointment of Director of Governance and Corporate Secretary

J. Morrison reflected on a transformational year in governance. She advised that A. Minott will continue to work with Sheridan as Director of Governance and will focus on advancing the commitment to governance excellence across the institution and improving governance practices at Senate. A. Abiscott will continue in the role of chief legal counsel upon her return. T. Smith will move into a senior administration role for Senate.

It was moved by J. Fleming, seconded by P. Palermo;

Be it resolved:

That the Board of Governors appoints Arlene Minott to the Office of Corporate Secretary for an additional two (2) year term, effective July 8, 2019 and ending July 8, 2021.

Carried.

9. Bylaw Procedural Update

J. Fleming thanked M. Hofstetter and T. Leedale for their thorough review of the proposed changes to the bylaw.

It was moved by J. Fleming, seconded by M. Hofstetter;

Be it resolved:

THAT the Board of Governors approves the amendments to the Operating By-law dated June 1, 2016, as attached in Document 2.

Carried.

10. Annual Compliance Attestation

K. Cameron presented the compliance attestation documents.

It was moved by N. Heath, seconded by D. Hampton-Davies;

Be it resolved:

1. THAT the Board of Governors accepts the Management Certification of Compliance dated May 29, 2019 as presented and in Appendix 1 of the attached report.

Carried.

It was moved by J. Rivard, seconded by J. Fleming;

2. THAT the Chair, on behalf of the Board of Governors, execute the Annual *Financial Administration* Act Section 28 Attestation dated May 29, 2019 as presented and in Appendix 2 of the attached report.

Carried.

11. 2018-2019 Annual Report

M. Spence-Ariemma presented the annual report on behalf of Sheridan. Integrated planning was recognized along with C. Szustaczek on the work done to finalize the report. A report-back on the Academic Plan was also compiled and shared with Senate and the Academic and Student Affairs committee.

It was moved by P. Willis, seconded by D. Hampton-Davies:

Be it resolved:

1. THAT The Board of Governors approve the 2018-2019 Annual Report as presented and attached in Document 4A.

Carried.

It was moved by P. Willis, seconded by M. Hofstetter:

2. THAT staff be directed to submit the Annual Report to the Ministry of Training, Colleges and Universities.

Carried.

12. 2019-2020 Business Plan

M. Spence-Ariemma presented the 2019-2020 Business Plan and noted the standardization between the Annual Report and the Business Plan.

It was moved by J. Rivard, seconded by T. Depascal:

Be it resolved:

1. THAT the Board of Governors approve the 2019-2020 Business Plan as presented and attached in Document 5A.

Carried.

It was moved by D. Hampton-Davies, seconded by T. Depascal;

2. THAT staff be directed to submit the Business Plan to the Ministry of Training, Colleges and Universities.

Carried.

13. 2019-2020 Final Budget

W. Steffler presented the 2019-2020 Budget. Discussion ensued on how performance metrics could impact funding. The Finance, Audit and Property committee reviewed the budget and financial statements in rigorous detail. The recently approved Strategic Plan is embedded into budget planning.

It was moved by T. Depascal, seconded by N. Heath:

Be it resolved:

1. THAT The Board approves the 2019-2020 Operating Budget as presented in Appendix 2 of the attached report.

Carried.

It was moved by T. Depascal, seconded by D. Hampton-Davies:

2. THAT the Board approves the 2019-2020 Capital Budget as presented in Appendix 4 of the attached report, subject to the proviso that any major capital projects exceeding a total project cost of \$5 million will be brought to the Board separately for approval.

Carried

14. 2018-2019 Audited Financial Statements

W. Steffler presented the 2018-2019 Audited Financial Statements. The surplus was discussed.

It was moved by N. Heath, seconded by D. Hampton-Davies:

Be it resolved:

1. THAT the Board of Governors approve the 2018-2019 Financial Statements as presented in Appendix 1 of the attached report.

Carried.

It was moved by P. Palermo, seconded by P. Willis:

2. THAT the Board of Governors approve the designation of the Internally Restricted Reserves as presented in Appendix 4 of the attached report.

Carried.

It was moved by N. Heath, seconded by P. Willis:

3. THAT The Board of Governors approve the appointment of KPMG as Sheridan's external auditor for the 2019-2010 fiscal year, consistent with the terms of the five-year agreement that was approved by the Board in June 2016 and started in the 2016-2017 fiscal year.

Carried.

It was moved by N. Heath, seconded by J. Rivard:

4. THAT the President and the Chair of the Board of Governors be authorized to sign the financial statements on behalf of the Board of Governors.

Carried.

Motion by the Members to Ratify Board Actions

It was moved by P. Willis, seconded by J. Rivard:

Be it resolved that all the acts, proceedings, contracts, bylaws, appointments, elections and payments, enacted, made, done and taken by the Board of Governors and Officers of Sheridan since the last annual meeting, as recorded in the minutes of the College, be approved and ratified.

The meeting moved in camera for the remainder of the agenda items.

15. Adjournment

Having no further business, the meeting concluded at 5: 54pm.