

<b>Present:</b>	Zachary Crispin Ghezal Durrani Stacey Edzerza Fox Lenora Gates Kwin Grauer, Chair Peter Huron	Gerda Krause Claude Painter Vanessa Reakes Claude Rinfret Jas Sandhu Lane Trotter
<b>Regrets:</b>	Zdenka Buric	Jeff Lowe
<b>Employee Resources:</b>	Ian Humphreys, Provost and Vice-President, Academic and Students Dawn Palmer, Associate Vice-President, Human Resources Viktor Sokha, Vice-President, Administration and Finance	
<b>Constituent Groups:</b>	Lynn Carter, President, Langara Faculty Association Kristine Nellis, Representative, CUPE Local 15/VMECW Pam Robertson, Chair, Langara College Administrators' Association	
<b>Guests:</b>	Joe Cordingley, Manager, Budget Analysis and Payroll Leelah Dawson, Dean, Faculty of Social Sciences & Management Michael Koke, Director, Financial Services	
<b>Recorder:</b>	Diana Falcon, Executive Assistant to the Board of Governors	

Prior to the start of the Board meeting, Ajay Patel, Associate Vice-President, International and External Development; Moira Gookstetter, Manager, Fundraising Initiatives; Yvonne Ohara, Manager, Foundation Marketing and Communications; and Pam Robertson, Manager, Alumni and Donor Relations made a presentation on the Langara College Foundation and its objective to support the college's vision and mission as identified in the 2020 Strategic Plan, and support the Academic Plan. The Langara College Foundation was established in 2013 as an independent body that is intimately connected to the College. An overview of team activities and responsibilities was provided and it was noted that five key areas have been addressed and work continues on closing the gaps in policy development. In response to a question, it was noted that the College supports the administration of the Langara College Foundation.

## **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 ʷməθk ʷəyəm (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 5:08 p.m. He conveyed regrets from those unable to attend, and welcomed guests Joe Cordingley, Manager, Budget Analysis and Payroll, and, Leelah Dawson, Dean, Faculty of Social Sciences and Management.

**3. WELCOME TO NEW BOARD MEMBER**

K. Grauer welcomed new board member Claude Rinfret who was appointed for a one-year term effective October 30, 2015. He offered insights into Claude's background and interest in serving the College community and advised that his oath of office had been administered during his orientation session.

K. Grauer also welcomed new Board Member Zachary Crispin who was elected by the students for a one-year term effective October 1, 2016. Z. Crispin offered insights into his background and his interest in serving on the Board.

**4. WELCOME TO NEW DIRECTOR, FINANCIAL SERVICES**

V. Sokha welcomed Michael Koke, new Director of Financial Services who started with the College on February 22, 2016. Michael comes to Langara with more than 20 years of experience as a CGA and CPA in the public and private enterprises in areas of financial planning, budgets, investments, financial accounting and reporting, financial administration, corporate risk management, and external audit.

**5. APPROVAL OF AGENDA/CONSENT AGENDA**

It was moved by C. Painter, 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 January 28, 2016 – Approved
- 5.2 Chair's Written Report – Acknowledged
- 5.3 President's Written Report – Acknowledged
- 5.4 Board Calendar: April 2016 – March 2017 – Acknowledged

**6. CHAIR'S VERBAL REPORT**

The Board Chair highlighted events that he had attended over the past few months and thanked Board Members who represented the Board at recent College events. He advised that he and L. Trotter will attend the Association of Governing Board (AGB) conference in mid-April and will provide a report to the Board at the next meeting.

**7. PRESIDENT'S VERBAL REPORT**

L. Trotter highlighted items in his written report and elaborated on the Celebration of Excellence Ceremonies where it was announced that the India Club of Canada, who are 29-year donors to the college, made another 10-year commitment.

G. Krause noted that at the end of the Vancouver District Science Fair (VDSF) it was resolved that not only do we have wonderful faculty and staff, but that the VDSF enjoy holding their event at Langara every year because of the CUPE staff who assist them in putting on an amazing show.

## 8. COMMITTEE REPORTS, RECOMMENDATIONS AND APPROVALS

### 8.1 Governance and Nominating Committee

S. Edzerza Fox highlighted the Minutes of the GNC Committee meeting held February 23, 2015, and noted the following:

- An update was provided on the work completed by Karen Szeto on Phase I of the College's Board Manual. Part of that work included reviewing the Policies, By-Laws and Resolutions and combining duplicates, removing redundancies, and rescinding where required. As a result of this review, By-Laws 200, 203, and 205 have been revised to bring them into compliance with statutory and fiduciary obligations. The By-Laws were compared to other institutions best practices and the recommendations were brought to the GNC for review. By-Law 204 was part of Phase 1 and is near completion but was not ready to bring to the Board for approval. Work will continue on By-Law 204 and it will be presented to the Board for approval at a future Board meeting.
- Definitions were created for By-Laws, Policies and Resolutions in order to clarify any misunderstanding or inconsistency in how the terms are used. A copy of the Definitions was distributed at the table for information.
- A Board Governance and Policy Manual Review document was distributed at the table for information. The review is an accumulation of the contents of the manual and highlights recommendations for each bylaw, policy and resolution.
- GNC was mandated to review the skills competency matrix and identify gaps. Currently, two Board Members terms end on July 31, 2016, which will create a legal competency gap. The BRDO has been advised of this gap to assist in finding replacements. Board members were invited to submit names of potential candidates for future consideration.
- A survey was distributed recently using the new Board Assessment Tool which included participation from Board Members and others who have attended at least two Board meetings throughout the year. The Committee is currently working on a tool that expands to the broader community which is expected to be distributed in 2017.
- The Presidential Evaluation was discussed and the GNC will propose the form of evaluation that will be used to prevent an overload on the Board and the President.
- The Association of Governing Boards (AGB) will hold a Canadian conference in Kelowna from October 5-7, 2016, which would provide an opportunity for more Board participation. Further details will be provided once they are received from AGB.

The GNC reviewed the following By-Laws in detail and are presenting them for approval:

S. Edzerza Fox highlighted revised **By-Law 200 – Code of Conduct and Conflict of Interest** attached to the agenda and noted that the By-Law identifies Board Members responsibilities and guides and identifies conflicts. By-Law 215 – Oath of Office was incorporated into this By-Law and can be rescinded.

It was moved by V. Reakes and seconded by P. Huron

**THAT, revised By-Law 200 – Code of Conduct and Conflict of Interest be approved, and  
THAT, By-Law 215 – Oath of Office be rescinded.**

**Carried Unanimously.**

S. Edzerza Fox highlighted **By-Law 203 – Power, Duties and Benefits of President** attached to the agenda. Policy 430 – President and Executive Limitations was incorporated into this By-Law and can be rescinded. In response to a question, L. Trotter advised that he had the opportunity to work with the GNC and provide his input on the By-Law.

It was moved by Z. Crispin and seconded by S. Edzerza Fox

**THAT, revised By-Law 203 – Powers, Duties, and Benefits of President be approved; and,  
THAT, Policy 430 - President and Executive Limitations be rescinded.**

**Carried Unanimously.**

S. Edzerza Fox highlighted revised **By-Law 205 – Reimbursement of Expenses** attached to the agenda. Resolution 315 – Expenses: Reimbursement was incorporated into this By-Law and can be rescinded.

It was moved by V. Reakes and seconded by C. Painter

**THAT, revised By-Law 205 – Reimbursement of Expenses be approved; and,  
THAT, Resolution 315 – Expenses: Reimbursement be rescinded.**

**Carried Unanimously.**

S. Edzerza Fox noted that at the November 26, 2015 Board meeting the Board approved the GNC to move forward with Phase 1 of the proposal to review the Board Manual. Phase 1 is nearing completion and it was recommended that the Board approve the GNC to move forward with Phase 2 (a copy of the proposal was distributed at the table for information).

It was moved by Z. Crispin and seconded by L. Gates

**THAT, the Board authorize the Governance and Nominating Committee  
to move forward with Phase 2 of the Board Manual proposal.**

**Carried Unanimously.**

## **8.2 Audit and Finance Committee**

### **a) Minutes of the Audit and Finance Committee meeting held March 23, 2016**

K. Grauer highlighted the minutes of the Audit and Finance Committee meeting held on March 23, 2016 (attached to the agenda) and presented the 2016/17 Operating Budget and Capital Acquisitions Budget. He noted that the Committee discussed the Budget in detail and any major changes or concerns were addressed by Management. The budget is based on 2015/16 actuals and includes conservative projections. The Budget will be reviewed throughout the year so adjustments can be made if necessary. K. Grauer thanked the Finance Team for the hard work and long hours they contributed in presenting a viable balanced budget that the Audit and Finance Committee could recommend to the Board for approval.

It was moved by P. Huron and seconded by V. Reakes

**THAT, the 2016/17 Operating Budget and Capital Acquisitions  
Budget be approved.**

**Carried.  
Abstained – Z Crispin.**

### **b) Disposal of Asset by Lease Agreement**

K. Grauer advised that the college is negotiating a lease agreement with Wind Mobile to install antennas on the rooftop of Building C. In response to a question, he noted that there will be no impact on the college, financial or otherwise, as Wind Mobile will be responsible for maintaining their own equipment. Currently there are two other carriers (Telus and Rogers) who have antennas on the roof top and they have had no impact on educational delivery.

It was moved by Z. Crispin and seconded by C. Rinfret

**THAT, the Board authorize the College to seek approval from the Minister of  
Advanced Education and the Minister of Finance to Dispose of an Asset by a  
Five-Year Lease Agreement with Wind Mobile Corp.”**

**Carried Unanimously.**

**9. 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.

**9.1 Report of the Meeting held on January 19, 2016**

The Education Council Chair elaborated upon the summary report of the meeting held on January 19, 2016 attached to the agenda for information.

**9.2 Report of the Meeting held on February 16, 2016**

The Education Council Chair elaborated upon the summary report of the meeting held on February 16, 2016 attached to the agenda for information.

It was moved by C. Painter and seconded by S. Edzerza Fox

**THAT, the Education Council Summary Reports for the meetings held on January 19 and February 16, 2016 be received for information.**

**Carried Unanimously.**

**10. BOARD MEMBERS' REPORT**

P Huron invited Board Members to attend *Pete and Blackies Birthday Bash* being held on April 7, 2016 beginning at 6:30 pm in the Langara College Employee Lounge. The event will include refreshments and the talents of Langara musical personalities with the proceeds going to the Langara College Foundation.

**11. CONSTITUENT GROUP REPORTS**

There was no report.

**12. VISITORS' COMMENTS**

There was no report.

**13. NEXT MEETING AND ADJOURNMENT****13.1 Next Meeting**

The next Board of Governors meeting is scheduled for **Thursday, May 26, 2016.**

**13.2 Adjournment**

There being no further business, the Chair adjourned the meeting at 6:10 p.m.

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Kwin Grauer  
Chair, Board of Governors

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Lane Trotter  
President and CEO