



GOVERNING BOARD MEETING
 2580 College Street, Sherbrooke, QC J1M 2K3
 Tuesday, February 6, 2024
 4:00 – 6:00 p.m. (Room C-156)

MINUTES

Members Present:

Éric Richard	Government Appointee, Socio Economic Group
Sebastien Houle	Government Appointee, Enterprise
Monika Mitchell (Vice Chair)	Parent Representative
Akesh Gill-Coleman	Parent Representative
Aaron Patella	Faculty Representative
Myriam Pruneau	Faculty Representative
Lois Dana	Professional Staff Representative
Jennifer McLeod	Support Staff Representative
Antoine Laplante	Student Representative (Virtual)
Ela Piñero-Tabah	Student Representative

Regrets:

Nancy Beattie (on leave)	Director of Constituent College
Isabelle Goyette	Government Appointee, University Sector
Kandy Mackey	Government Appointee, School Board Sector

Also Present:

Yves Rainville	Director General (Interim), Champlain Regional College
Tina Gjertsen	Recording Secretary
Terrance Brennan	Consultant, Champlain Regional College
William Laramée	Coordinator, IT Services
Sandra Banerjee	Coordinator, Human Resources
Philip Cooper	Associate Dean, Academic Affairs
Antoine Fortin-Veilleux	Associate Dean, Academic Organization & Registrar
Frédéric Beauchamp	Bureau d'enquêtes, Ministère de l'enseignement supérieur (Virtual)
Anne-Catherine Biron-Lajoie	Bureau d'enquêtes, Ministère de l'enseignement supérieur (Virtual)

AGENDA

1. Welcome and Announcements
 - a. Nomination of meeting chair
 - b. Follow-up on motion sent to Minister of Education
2. Adoption of the Agenda
3. Adoption of Minutes of Previous Meeting
 - a. December 19, 2023
4. Question Period (15 minutes)
5. Business Arising
 - a. Election of Chair (tabled from prior meeting)
 - b. Election of Vice-Chair (tabled from prior meeting)
 - c. Champlain Regional College - Bylaw and Policy Revisions (Resolutions) T. Brennan
 - i. Bylaw 3 Appointment, Renewal of Mandate, and Evaluation of the Director General and of the Directors of Constituent Colleges
 - ii. Bylaw 4 Concerning Human Resources Management
 - iii. Policy on Code of Ethics and Professional Conduct for Governors and for Members of the Governing Boards
 - iv. Policy on Conflict of Interest and Nepotism
 - d. Continuity of College Operations Winter semester
6. New Business
 - a. Strategic Plan Development Goals Update
7. Constituent College Report
8. Varia
9. Date of Next Meeting (March 19, 2024)
10. Adjournment

MINUTES

1. Welcome and Announcements

Yves Rainville welcomed everyone to the meeting. For the benefit of new members, there was a round table of introductions.

Yves reminded the group that the meeting was being recorded at the request of the ministry representatives.

a. Nomination of meeting chair

Monika Mitchell was nominated as meeting chair.

Moved: Myriam Pruneau Seconded: Aaron Patella

There was no call for a vote. Motion carried.

b. Follow-up on motion sent to Minister of Education

Yves explained that the motion to nominate further Governing Board members was sent to the Ministry. He has been informed by the Ministry that they are working hard to fill the vacant positions and that this is a priority. Interviews are ongoing and new members should be appointed shortly.

2. Adoption of the Agenda

The agenda was adopted as presented.

Moved: Myriam Pruneau Seconded: Jennifer McLeod

There was no call for a vote. Motion carried.

3. Adoption of Minutes of Previous Meeting

a. December 19, 2023

The minutes were adopted as presented.

Moved: Lois Dana Seconded: Akesh Gill-Coleman

There was no call for a vote. Motion carried.

4. Question Period (15 minutes)

5. Business Arising

a. Election of Chair (tabled from prior meeting)

It was moved that the election of the Chair and Vice Chair be tabled until a later meeting, given the continued vacancies of external members and the absences at today's meeting.

Moved: Myriam Pruneau Seconded: Lois Dana

There was no call for a vote. Motion carried.

b. Election of Vice-Chair (tabled from prior meeting)

Tabled until next meeting.

c. Champlain Regional College - Bylaw and Policy Revisions (Resolutions) T. Brennan

Terrance Brennan gave an overview of the Bylaws, mentioning that they must reflect the new structure of the College. Terrance also explained some of the parameters of voting on these Bylaws and policies. He added that it is the role of the Board of Governors to adopt the Bylaws (Champlain Regional College), that the three Constituent Colleges are not the legal entities, but that the Board of Governors has an obligation to consult the Constituent Colleges.

Terrance spoke about the consultation process which took place over several weeks. He plans to give presentations to the Governance and Ethics committee and to the Human Resources committee regarding the changes which are recommended as a result of these consultations.

He added that the DCC Renewal Committee should include the Chair of Board of Governors, the Socio-economic sector appointee for that Constituent College, and another non-employee member of the Board of Governors (student, parent, or external member).

i. Bylaw 3 Appointment, Renewal of, and Evaluation of the Director General and of the Directors of Constituent Colleges

A faculty member expressed concern that the membership of the DCC Renewal Committee does not include any employees. It was requested that the mechanism to solicit feedback from internal employees be revised so that they could be adequately heard. Terrance explained that a consultation process can certainly be put in place to collect feedback from those concerned, while also exercising caution to avoid allowing negative feedback from a very small group to have a significant damaging impact on the reputation of a DG or DCC. Yves Rainville also agreed that the consultation process was not adequate in the past, and that based on what they have learned over the past few years, they have a clear understanding of how it needs to be improved for better results.

A faculty member proposed that budget be allocated to the renewal committee so that the consultant is paid by the committee rather than by the DG or the college, to avoid potential conflicts of interest. Terrance clarified that the Chair of the Board of Governors is responsible for making these decisions. Terrance added that the Colleges Act limits Board members to a maximum of two terms, which should help to prevent them from becoming attached to a DG or DCC and becoming biased. Terrance welcomes suggestions about this by email.

There was a question about duration of the term of a DG or DCC, and Terrance explained that this is outlined in the Colleges Act and not included in Bylaw 3. He added that the term is recommended by the renewal committee, and the final decision is made by the Board of Governors.

A member asked if these Bylaws had been presented to the Board of Governors at this stage, and Terrance clarified that they had not.

Resolution No. LEN-2023-098**Bylaw 3 Concerning Appointment, Renewal of Mandate, and Evaluation of the Director General and of the Directors of Constituent Colleges**

Option 2: Recommending the Amendments, with changes, to the Governance and Ethics Committee and to the Human Resources Committee

WHEREAS the new governance structure of Champlain Regional College as defined under the Letters Patent issued in 2019, requires that all regional bylaws and policies be revised to ensure congruity with the new structure; and,

WHEREAS the Governing Board of Champlain College-Lennoxville has received notice of proposed amendments to *Bylaw 3 Concerning Appointment, Renewal of Mandate, and Evaluation of the Director General and of the Directors of Constituent Colleges* on November 30, 2023; and,

WHEREAS the Governing Board of Champlain College-Lennoxville has reviewed the proposed amendments and wishes to further propose amendments to the document received;

BE IT THEREFORE RESOLVED that the Governing Board of Champlain College-Lennoxville recommends the proposed amendments to the Governance and Ethics Committee and to the Human Resources Committee of the Board of Governors of Champlain Regional College with the following recommendation:

1. The Governing Board strongly advises the Board of Governors to take into account the discussions which took place at the Governing Board meeting on February 6, 2024 in the further development of Bylaw 3.

Moved: Lois Dana Seconded: Éric Richard

There was no call for a vote. Motion carried.

ii. Bylaw 4 Concerning Human Resources Management

For context, Terrance explained that within the Colleges Act, the DCC is given many responsibilities as the academic leader, and essentially the ordinary administration of their constituent college, similar to the role of the executive committee of the regional college. He added that there is no reporting relationship between the DCC and the Governing Board; rather the DCC reports to the Board of Governors. The Governing Board is very much oriented to the approval of decisions on the academic side of the college, and the DCC is responsible for all other non-academic decisions, except for certain policies pertaining to student activities and the development of the local budget.

A question was raised about the term "regular teaching personnel" which seems to exclude Continuing Education teachers. Terrance will investigate this and perhaps adjust the terminology to read "teaching personnel".

A discussion took place around Article 6.1b. as the word 'caring' differs in meaning from 'bienveillance' which may have been the original wording. It was recommended by a member that the word 'caring' be removed and replaced by 'attentive attitude' or 'paying attention to the well-being' or 'behaving with good will'. Terrance requested that these terminology suggestions be sent to him by email. He added that Article 6 will be reviewed, as the new version does not include as much detail regarding the expectations of senior executives and senior staff as the older version.

Resolution No. LEN-2023-099**Bylaw 4 Concerning Human Resources Management**

Option 2: Recommending the Amendments, with changes, to the Governance and Ethics Committee and to the Human Resources Committee

WHEREAS the new governance structure of Champlain Regional College as defined under the Letters Patent issued in 2019, requires that all regional bylaws and policies be revised to ensure congruity with the new structure; and,

WHEREAS the Governing Board of Champlain College-Lennoxville has received notice of proposed amendments to *Bylaw 4 Concerning Human Resources Management* on November 30, 2023; and,

WHEREAS the Governing Board of Champlain College-Lennoxville has reviewed the proposed amendments and wishes to further propose amendments to the document received;

BE IT THEREFORE RESOLVED that the Governing Board of Champlain College-Lennoxville recommends the proposed amendments to the Governance and Ethics Committee and to the Human Resources Committee of the Board of Governors of Champlain Regional College with the following recommendation:

1. The Governing Board strongly advises the Board of Governors to take into account the discussions which took place at the Governing Board meeting on February 6, 2024 in the further development of Bylaw 4.

Moved: Aaron Patella Seconded: Akesh Gill-Coleman

There was no call for a vote. Motion carried.

- iii. Policy on Code of Ethics and Professional Conduct for Governors and for Members of the Governing Boards

Terrance pointed out that section 6.3 is currently being redone, taking into consideration the many comments he has received about how the policy is administered. He will also take into account a request for consistency around the terms '*college*' '*colleges*', '*regional college*' and '*central*'. These changes will be reviewed by the SMC and then presented to the Governance and Ethics committee.

Resolution No. LEN-2023-100**Code of Ethics and Professional Conduct for Governors and for Members of the Governing Boards**

Option 2: Recommending the Amendments, with changes, to the Governance and Ethics Committee

WHEREAS the new governance structure of Champlain Regional College as defined under the Letters Patent issued in 2019, requires that all regional bylaws and policies be revised to ensure congruity with the new structure; and,

WHEREAS the Governing Board of Champlain College-Lennoxville has received notice of proposed amendments to the *Code of Ethics and Professional Conduct for Governors and for Members of the Governing Boards* on November 30, 2023; and,

WHEREAS the Governing Board of Champlain College Lennoxville has reviewed the proposed amendments and wishes to further propose amendments to the document received;

BE IT THEREFORE RESOLVED that the Governing Board of Champlain College-Lennoxville recommends the proposed amendments to the Governance and Ethics Committee of the Board of Governors of Champlain Regional College with the following changes:

1. The addition of changes to Article 6.3 as mentioned by Terrance Brennan during the discussion which took place at the Governing Board meeting on February 6, 2024.

Moved: Sébastien Houle Seconded: Lois Dana

There was no call for a vote. Motion carried.

iv. Policy on Conflict of Interest and Nepotism

Terrance clarified that a change had been made to the definition of nepotism, which will now include 'relative or friend'. A question was raised about why reporting "*may*" be done within 10 days and not "*must*". This will be reviewed.

Resolution No. LEN-2023-101

Policy on Conflict of Interest and Nepotism

Option 2: Recommending the Amendments, with changes, to the Governance and Ethics Committee

WHEREAS the new governance structure of Champlain Regional College as defined under the Letters Patent issued in 2019, requires that all regional bylaws and policies be revised to ensure congruity with the new structure; and,

WHEREAS the Governing Board of Champlain College-Lennoxville has received notice of proposed amendments to the *Policy on Conflict of Interest and Nepotism* on November 30, 2023; and,

WHEREAS the Governing Board of Champlain College Lennoxville has reviewed the proposed amendments and wishes to further propose amendments to the document received;

BE IT THEREFORE RESOLVED that the Governing Board of Champlain College-Lennoxville recommends the proposed amendments to the Governance and Ethics Committee of the Board of Governors of Champlain Regional College with the following changes:

1. The addition of changes to Article 4.03 as mentioned by Terrance Brennan during the discussion which took place at the Governing Board meeting on February 6, 2024.

Moved: Aaron Patella Seconded: Jennifer McLeod

There was no call for a vote. Motion carried.

In the interest of time, and as there were no further pressing items, it was moved that the remainder of the items be tabled to the next meeting on March 19.

Moved: Myriam Pruneau Seconded: Aaron Patella

There was no call for a vote. Motion carried.

- d. Continuity of College Operations Winter semester

This item was tabled to the next meeting.

6. New Business

- a. Strategic Plan Development Goals Update

This item was tabled to the next meeting.

7. Constituent College Report

This item was tabled to the next meeting.

8. Varia

n/a

9. Date of Next Meeting (March 19, 2024)

10. Adjournment

Lois Dana moved to adjourn at 6:05pm.

The minutes were adopted as presented at the Governing Board meeting on March 19, 2024.

Moved: Sébastien Houle Seconded: Ela Piñero-Tabah

Tina Gjertsen, Recording Secretary