



## **BOARD OF GOVERNORS**

### **Minutes of the Regular Meeting**

**Held on Wednesday, November 23, 2022 at 6:00 p.m. by videoconference**

#### **VOTING MEMBERS PRESENT:**

J. S. Amorim	Pre-University Student, Saint-Lambert
L. Anderson	Parent Representative, St. Lawrence
N. Beattie (Ex-officio)	Director Constituent College, Lennoxville
E. Berryman (Ex-officio)	Director Constituent College, St. Lawrence
G. Bourgoing	Government Appointee, Socio-Economic Sector
O. Côté (Ex-officio)	Director General
B. Denison	Professional Representative, Administrative Services
M. Mazur	Government Appointee, School Board Sector
C. Michel	Government Appointee, Enterprise
F. Paradis	Government Appointee, Socio-Economic Sector
D. Shewan (Ex-officio)	Director Constituent College, Saint-Lambert
J. Shufelt	Government Appointee, Enterprise
B. Toombs	Faculty Representative, Saint-Lambert

#### **NON-VOTING MEMBERS PRESENT:**

A. Veilleux-Fortin	Faculty Representative, Lennoxville
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#### **REGRETS:**

C. Beaulieu	Government Appointee, University Sector
P. Bleau	Faculty Representative, St. Lawrence
J. Mc Nicoll-Tardif	Pre-University Student, St. Lawrence
A. Sidaway (non-voting)	Student representative, Lennoxville

#### **VACANT SEATS:**

Support Staff Representative, Lennoxville  
Pre-University Graduate, Lennoxville  
Technical Graduate, Lennoxville  
Parent Representative, Saint-Lambert  
Government Appointee, Regional Labour Market  
Government Appointee, Socio-Economic Sector

#### **GUESTS:**

C. Messaoudi	Partner, MNP
C. Riverin	Partner, MNP

#### **ALSO PRESENT:**

Y. Rainville	Director, Administrative Services / Interim DRH/CA (Moderator)
N. Couderc	Administrative Technician

Quorum attained with 13 of 16 sitting voting members present.

## AGENDA

- 5 min **1. ANNOUNCEMENTS AND CORRESPONDENCE**
- 3 min **2. MODIFICATIONS AND ADOPTION OF AGENDA**
- 5 min **3. VOTE OF CONFIDENCE - CHAIR**
- 4. APPROVAL OF MINUTES FROM PREVIOUS MEETING(S)**
- 3 min a) Regular Meeting of October 26, 2022
- 5. BUSINESS ARISING FROM OF THE MINUTES OF OCTOBER 26, 2022**
- 5 min a) Ad Hoc Committee update
- 6. OFFICERS REPORT**
- 5 min a) Executive Committee
- 5 min b) Governance Committee
- 5 min c) Audit Committee
- 5 min d) Director, Constituent College – Lennoxville
- 5 min e) Director, Constituent College – Saint-Lambert
- 5 min f) Director, Constituent College – St. Lawrence
- 5 min g) Director General
- 5 min h) Forum des présidences des conseils d'administration
- 15 min **7. PUBLIC QUESTION PERIOD FOR FIFTEEN MINUTES**
- 15 min **8. BREAK FOR FIFTEEN MINUTES**
- 9. NEW BUSINESS**
- 5 min a) **RESOLUTION RE:** Lawyers' Letter
- 5 min b) **RESOLUTION RE:** DECs & AECs
- 5 min c) **RESOLUTION RE:** 2021-2022 Annual Report
- 5 min d) **RESOLUTION RE:** Short-Term Borrowing Plan – Capital Fund
- 5 min e) **RESOLUTION RE:** Long-Term Borrowing Plan – Capital Fund
- 5 min f) **RESOLUTION RE:** Donations, Sponsorships and Memberships Policy
- 5 min g) **RESOLUTION RE:** Auxiliary Services Policy
- 5 min h) **RESOLUTION RE:** Bylaw 9 regarding Procurement
- 5 min i) **RESOLUTION RE:** Awarding of Contract – Cleaning Services – St. Lawrence
- 5 min j) **RESOLUTION RE:** Copibec
- 5 min k) **RESOLUTION RE:** Survey recommended by the ad hoc committee
- 5 min l) **RESOLUTION RE:** Access to Surplus – Equipment for continuing Education – Saint-Lambert
- 5 min m) **RESOLUTION RE:** 2015-2022 Strategic Plan Extension
- 15 min n) **ELECTION RE:**
- Vice-Chair
  - Executive Committee – Internal member
  - DG Mandate Renewal Committee – Internal member
- 10. ADJOURNMENT**

## 1. WELCOME AND ANNOUNCEMENTS

The Chair called the meeting to order at 6:00 p.m., and welcomed all board members.

Regrets were received from C. Beaulieu, P. Bleau, J. Mc Nicoll-Tardif, and A. Sidaway.

Y. Rainville gave an update on Board membership. Brian Denison was elected as the Professional Representative from Administrative Services and Antoine Fortin-Veilleux was elected as Faculty Representative for Lennoxville (non-voting). We are waiting for the results of elections for the Lennoxville support staff representative and the nomination of the two graduate students.

O. Côté summarized the correspondence received since the last meeting of the Board of Governors.

- 1) Correspondence received from Nathalie Parenteau, *sous-ministre adjointe à la performance, au financement, aux interventions régionales et au soutien à la gestion* (MES) dated October 17, 2022, regarding the transitional measures for student interns in certain programs in the fields of education, health and social services. Two new situations will be covered by these transitional measures (Fall 2022 part-time students registered for an internship in Winter 2023 and those doing a resumption of internship due to a failure in Winter 2022). Colleges will also be responsible for issuing tax slips to students.
- 2) Correspondence received from Marc-André Thivierge, *sous-ministre adjoint au développement et au soutien des réseaux* (MES) dated October 28, 2022, explaining that the ministry has created an advisory committee, made up of representatives of the college network and the MES, which has already met regularly since June 2022. This committee oversees six working and implementation committees of the Act at the College level. Their work has identified 3 priority projects: *épreuve uniforme de français*, imposition of a maximum number of students and modification of the linguistic policy.
- 3) Correspondence received from Mariannik Toutant, *cheffe d'équipe, Direction des affaires étudiantes et interordres* (MES), dated November 2, 2022 regarding the possibility for students to do internships in their college or any other institution in the higher education network. The institutions can use the sums granted to them for the implementation of the *Plan d'action sur la santé mentale étudiante en enseignement supérieur 2021-2026* (PASME) to set up various initiatives to encourage students in the areas of counselling to submit their applications.
- 4) Correspondence received from Jean-François Noël, *directeur de la gestion de l'offre et de la formation continue* (MES), dated November 7, 2022 regarding an envelope of 600,000\$ that is available for 2022-2023 to support the development of various college certification projects (short non-credit courses). Starting November 21, 2022, a form *Demande d'aide financière-développement de formation courte menant à une certification collégiale* will be available on the Collecteinfo portal. Another form will also be available in December at the latest - *Demande d'aide financière – Offre de cohort d'une formation courte menant à une certification collégiale* for another envelope of 1.27M\$ to support the offer of college certifications where an amount of 25K\$ per cohort may be granted.
- 5) Correspondence received from Nathalie Parenteau, *sous-ministre adjointe à la performance, au financement, aux interventions regionals et au soutien à la gestion* (MES) dated November 9, 2022, regarding the tightening of access to post-graduation work permits for certain graduates of non-subsidized private education institutions. The ministry urges caution due to partnership proposals that may contradict the principles underlying this measure.
- 6) Correspondence received from Marc-André Thivierge, *sous-ministre adjoint au développement et au soutien des réseaux* (MES) dated November 10, 2022 regarding the new approach in the management of cases of COVID-19. It is no longer mandatory to isolate oneself for a specific number of days, however three actions are recommended: staying at home in case of fever, wearing a mask in case

of cough, sore throat or nasal congestion and avoiding contact with vulnerable people and non-essential events within 10 days of onset of symptoms. Distance activities are also to be preferred.

- 7) Correspondence received from Jean-René Chalifour, *chef de service du soutien interordres et de la sanction des études collégiales* (MES), dated November 15, 2022, regarding the cancellation of the project *Que tous soient heureux : certificat et formation en bonheur durable* funded by the *Entente Canada-Québec*. The college must repay any unused amount of the financial assistance granted, which represents a total of 22,900\$.
- 8) Correspondence received from Pascale Déry, Minister of Higher Education, dated November 15, 2022, regarding the approval for the offering of the DEC program: *Techniques d'éducation à l'enfance (322.A1)* at Champlain Saint-Lambert as of Fall 2023. A 21,500\$ grant may be offered for the acquisition of necessary equipment for this program if there are enough registrations for this program by Fall 2024.

## 2. ADOPTION OF THE AGENDA

It was moved to adopt the agenda as modified.

proposed modifications:

- Remove Item 8k) Approval of new AEC – IT Cloud Administration – Saint-Lambert;
- Add item 8a) Lawyer's letter;
- Add a vote of confidence for the Chair as an item just after the adoption of the agenda;
- Remove item 8h) Awarding of Contract – Cleaning Services – Lennoxville;
- Add item 8k) Survey recommended by the ad hoc committee;
- Add election of DG Mandate Renewal Committee – internal member under item 8n).

There was no call for the vote.

MOVED BY: D. SHEWAN

SECONDED BY: M. MAZUR

**MOTION CARRIED**

## 3. VOTE OF CONFIDENCE FOR THE POSITION OF CHAIR OF THE BOARD OF GOVERNORS

As recommended from the Board's ad hoc committee, the Chair spoke to this item following an introspective reflection both personally and professionally. Based on his reflection he mentioned that he felt that professionally, he did meet his duties.

Some members were not in a position to vote as they were not aware of the situation or did not have a chance to read the proposed recommendations from the ad hoc committee, while others were new board members.

Therefore, there was a motion to table this vote of confidence to the next regular meeting of the Board of Governors.

MOVED BY: B. TOOMBS

SECONDED BY: N. BEATTIE

**MOTION CARRIED**

#### **4. APPROVAL OF MINUTES OF PREVIOUS MEETING(S)**

##### **a) Regular Meeting of October 26, 2022**

It was moved to adopt the minutes of the Regular Meeting of the Board of Governors of October 26, 2022 as presented.

There was no call for the vote.

MOVED BY: N. BEATTIE

SECONDED BY: D. SHEWAN

**MOTION CARRIED**

#### **5. BUSINESS ARISING FROM THE MINUTES OF PREVIOUS MEETING(S)**

##### **a) Ad Hoc Committee update**

L. Anderson gave an update as Chair of the ad hoc committee where she mentioned that the ad hoc committee continues to meet once a week and is in contact with Y. Rainville as support for processes. She also mentioned that the recommendations from the ad hoc committee would be shared with board members during the evening and that these were to be kept confidential. The remaining of the information will be shared during the next regular meeting of the Board of Governors. The presentation of the recommendations that were presented during the November 17, 2022 special meeting of the Board of Governors will also be presented during the next regular meeting of the St. Lawrence Governing Board on December 6, 2022. A survey will be initiated by the Committee to allow them to engage with all board members about the situation.

#### **6. OFFICERS' REPORTS**

##### **a) Executive Committee**

No Executive Committee meeting was held; therefore, there is no information to share.

##### **b) Governance Committee**

No Governance Committee meeting was held; therefore, there is no information to share.

##### **c) Audit Committee**

No Audit Committee meeting was held; therefore, there is no information to share.

##### **d) Director, Champlain College Lennoxville**

N. Beattie spoke to her report.

##### **e) Director, Champlain College Saint-Lambert**

D. Shewan spoke to his report.

##### **f) Director, Champlain–St. Lawrence College**

E. Berryman spoke to his report.

##### **g) Director General**

O. Côté spoke to her report.

**h) Forum des présidences de conseil d'administration**

The Chair shared the agenda of the last meeting of the Forum des présidences de conseil d'administration that was held on October 28, 2022.

**7. PUBLIC QUESTION PERIOD**

**An Act respecting French, the official and common language of Québec** - It was asked if the documentation regarding the decision of the ministry had been received yet – The documentation should be received tomorrow.

**8. BREAK - FIFTEEN MINUTES**

**9. NEW BUSINESS**

**a) Lawyers' letter [RESOLUTION]**

B. Toombs spoke to this item and proposed the resolution below regarding the lawyer's letter that was received by all Board members one hour before the November 17, 2022 special meeting of the Board of Governors.

**WHEREAS** members of the Board of Governors received a lawyers' letter immediately prior to the meeting of November 17, 2022; and

**WHEREAS** this letter implied that the process undertaken to resolve the currently ongoing harassment issue is unfair due to a real or perceived conflict of interest on the part of one member of the ad hoc committee established for this purpose, and due to real or perceived procedural unfairness in the process of developing the committee's recommendations; and

**WHEREAS** this letter directly stated that some involved parties do not trust the committee due to this real or perceived conflict of interest and this real or perceived unfairness; and

**WHEREAS** these issues were not fully discussed at the Meeting of November 17, 2022; and

**WHEREAS** the committee presented recommendations to the Board regarding the resolution of this issue at the meeting of November 17, 2022; and

**WHEREAS** Board members not on the committee are not permitted to read the investigation report on which these recommendations were based; and

**WHEREAS** the Board voted to endorse these recommendations; and

**WHEREAS** this situation presents a potentially significant risk to the College and the Board of Governors;

**BE IT THEREFORE RESOLVED THAT:**

1) The Board amends motion CRC-2022-024 of November 17, 2022, by replacing the word "endorses" with the word "receives.";

2) The Board instructs the ad hoc committee to present all parties implicated in the ongoing harassment issue, who have not already met with the committee chair, with an opportunity to meet with the chair in a context and for a time equivalent to those offered to others;

3) The Board instructs the ad hoc committee to review the recommendations presented at the meeting of November 17, 2022, and to revise them if required after these meetings have taken place, after which they shall be again presented to the Board;

4) Any member of the Board of Governors who wishes to read the report on which the recommendations are based shall be permitted to do so, on condition that they first sign a nondisclosure agreement.

MOVED BY: B. TOOMBS

SECONDED BY: NONE

**MOTION SET ASIDE**

F. Paradis mentioned that he had also received a separate lawyer's letter in that regard.

C. Riverain suggested that CRC respond to the lawyers who sent the letters by acquiring the services of an independent lawyer. As for the report of the investigation, he mentioned that it could only be shared with those who were involved in the investigation and by members of the ad hoc committee who were elected to deal with this situation.

D. Shewan presented a motion to table this item until the Board has received feedback from the college's consultants and an independent lawyer's assessment to the letter.

MOVED BY: D. SHEWAN

SECONDED BY: J. SHUFELT

**MOTION CARRIED**

C. Riverain proposed to prepare a resolution that would indicate that CRC must protect the College's reputation and will ask an independent law firm to respond to the letters received on behalf of the College to make sure that there is no perception of conflict of interest.

#### **Resolution CRC-2022-025: Lawyers' letter**

**WHEREAS** the Directors of Champlain Regional College received a letter sent by lawyers from Cain Lamarre and Therrien Couture Jolicoeur, dated November 17, 2022; and

**WHEREAS** the Chair received a letter sent by lawyers from Gravel Bernier Vaillancourt Avocats, dated November 15, 2022; and

**WHEREAS** the allegations raised in these letters constitute a reputational risk for CRC and its constituent colleges;

**BE IT THEREFORE RESOLVED** that the Board of Governors authorize the Director of Administrative Services to appoint a firm of lawyers completely independent of the investigation and of the people implicated in any way whatsoever in it, to respond to the letters in order to protect the reputation of CRC and its constituent colleges.

There was no call for the vote.

MOVED BY: M. MAZUR

SECONDED BY: J. SHUFELT

**MOTION CARRIED**

There was a motion requesting that board members be informed of all the amounts that were paid as lawyers fees since the beginning.

MOVED BY: E. BERRYMAN

SECONDED BY: B. TOOMBS

**MOTION CARRIED**

b) **DECs & AECs [RESOLUTION]**

N. Beattie spoke to the resolution.

**Resolution CRC-2022-026: Diplomas of College Studies (DECs) and Attestations of College Studies (AECs) — Champlain College Lennoxville**

**WHEREAS** the relevant academic authorities of Champlain College Lennoxville have identified those students who have completed the requirements of their programs of study; and

**WHEREAS** all necessary records have been submitted and verified by those persons designated by the Director of Constituent College; and

**WHEREAS** lists of the names of students deemed eligible for a diploma have been submitted to the Director of Human Resources / Corporate Affairs' Office on behalf of the Director of Constituent College; and

**BE IT THEREFORE RESOLVED** that the Board of Governors of Champlain Regional College recommend that the appropriate Diploma of College Studies (DEC) or Attestation of College Studies (AEC) be awarded to the students of Champlain Regional College (Champlain College Lennoxville) whose names appear on the lists submitted to the Director of Human Resources / Corporate Affairs' Office.

Number of DECs at Champlain College Lennoxville: 27

Number of AECs at Champlain College Lennoxville: 0

There was no call for the vote.

MOVED BY: N. BEATTIE

SECONDED BY: J. SHUFELT

**MOTION CARRIED**

D. Shewan spoke to the resolution.

**Resolution CRC-2022-027: Diplomas of College Studies (DECs) and Attestations of College Studies (AECs) — Champlain College Saint-Lambert**

**WHEREAS** the relevant academic authorities of Champlain College Saint-Lambert have identified those students who have completed the requirements of their programs of study; and

**WHEREAS** all necessary records have been submitted and verified by those persons designated by the Director of Constituent College; and

**WHEREAS** lists of the names of students deemed eligible for a diploma have been submitted to the Director of Human Resources / Corporate Affairs' Office on behalf of the Director of Constituent College;

**BE IT THEREFORE RESOLVED** that the Board of Governors of Champlain Regional College recommends that the appropriate Diploma of College Studies (DEC) or Attestation of College Studies (AEC) be awarded to the students of Champlain Regional College (Champlain College Saint-Lambert) whose names appear on the lists submitted to the Director of Human Resources / Corporate Affairs' Office.

Number of DECs at Champlain College Saint-Lambert: 7\*

Number of AECs at Champlain College Saint-Lambert: 15\*

\* 3 of them are from RAC services

\*\* 5 of them are from RAC services



There was no call for the vote.

MOVED BY: D. SHEWAN

SECONDED BY: B. TOOMBS

**MOTION CARRIED**

There was no DEC's & AEC's to be approved for Champlain St. Lawrence College.

**c) 2021-2022 Annual Report [RESOLUTION]**

Y. Rainville spoke to the resolution.

**Resolution CRC-2022-028: 2021-2022 Annual Report**

**WHEREAS** section 27.1 of the General and Vocational Colleges Act requires the Regional College to submit a report to the *Ministère de l'Éducation et de l'Enseignement* of its activities for the preceding fiscal period; and

**WHEREAS** the annual report sets forth the results obtained in relation to the objectives established in the Strategic Plan and the Annual Operational Plan;

**BE IT THEREFORE RESOLVED** that the Board of Governors of Champlain Regional College approves the Annual Report 2021-2022.

There was no call for the vote.

MOVED BY: D. SHEWAN

SECONDED BY: N. BEATTIE

**MOTION CARRIED**

**d) Short-Term Borrowing Plan – Capital Fund [RESOLUTION]**

Y. Rainville spoke to the resolution.

**Resolution CRC-2022-029: Short-Term Borrowing Plan – Capital Fund**

**ATTENDU QUE**, conformément à l'article 78 de la Loi sur l'administration financière (RLRQ, chapitre A-6.001), le Cégep régional Champlain (l'« Emprunteur ») souhaite instituer un régime d'emprunts, lui permettant d'effectuer des emprunts par marge de crédit auprès du ministre des Finances, à titre de responsable du Fonds de financement, pour financer ses projets d'investissement pour lesquels une subvention est accordée par la ministre de l'Enseignement supérieur (les « Projets »);

**ATTENDU QUE** le montant des emprunts à contracter en vertu de ce régime d'emprunts ne devra pas excéder les montants autorisés par la ministre de l'Enseignement supérieur, conformément à la Loi sur les collèges d'enseignement général et professionnel (RLRQ, chapitre C-29) et à la Loi sur l'administration financière;

**ATTENDU QUE** les Projets seront financés uniquement auprès du ministre des Finances, à titre de responsable du Fonds de financement;

**ATTENDU QU'**il est opportun, à cet effet, d'autoriser le régime d'emprunts en vertu duquel l'Emprunteur peut effectuer des emprunts par marge de crédit auprès du ministre des Finances, à titre de responsable du Fonds de financement, et d'en approuver les conditions et modalités;

**ATTENDU QUE**, conformément à l'article 83 de la Loi sur l'administration financière, l'Emprunteur souhaite, dans le cadre de ce régime d'emprunts, que le pouvoir d'emprunter et celui d'approuver les conditions et les modalités des emprunts soient exercés par au moins deux de ses dirigeants;

**ATTENDU QUE** le deuxième alinéa de l'article 83 de cette loi précise que lorsqu'il s'agit d'effectuer un emprunt à court terme ou par marge de crédit, le pouvoir peut être exercé par un membre du personnel autorisé par l'organisme, pouvant agir seul;

**ATTENDU QUE** ce régime d'emprunts doit être autorisé par la ministre de l'Enseignement supérieur, conformément à la Loi sur les collèges d'enseignement général et professionnel et à la Loi sur l'administration financière;

**ATTENDU QU'**il y a lieu de reconduire la convention de marge de crédit conclue entre l'Emprunteur et le ministre des Finances, à titre de responsable du Fonds de financement;

**IL EST EN CONSÉQUENCE RÉSOLU :**

1. **QUE**, sous réserve de l'autorisation requise de la ministre de l'Enseignement supérieur, l'Emprunteur soit autorisé à instituer un régime d'emprunts, lui permettant d'effectuer des emprunts par marge de crédit auprès du ministre des Finances, à titre de responsable du Fonds de financement, pour financer ses projets d'investissement pour lesquels une subvention est accordée par la ministre de l'Enseignement supérieur (les « Projets »), selon les limites et caractéristiques suivantes :
  - a) le taux d'intérêt payable sur les emprunts sera établi selon les critères déterminés par le gouvernement en vertu du décret numéro 513-2022 du 23 mars 2022, tel que ce décret peut être modifié ou remplacé de temps à autre;
  - b) les emprunts par marge de crédit seront réalisés en vertu de la convention de marge de crédit conclue avec le ministre des Finances, à titre de responsable du Fonds de financement, conformément aux conditions et aux modalités qui y sont établies;
  - c) le montant des emprunts effectués par marge de crédit ne devra, en aucun temps, excéder les montants autorisés par la ministre de l'Enseignement supérieur en vertu de lettres d'autorisation qu'elle délivre de temps à autre.
2. **QUE** les Projets soient financés uniquement auprès du ministre des Finances, à titre de responsable du Fonds de financement;
3. **QU'**aux fins de déterminer le montant des emprunts auquel réfère le paragraphe 1c), il ne soit tenu compte que du solde des emprunts en cours et non encore remboursés contractés auprès du ministre des Finances, à titre de responsable du Fonds de financement, incluant le montant des emprunts temporaires contractés auprès d'institutions financières pour les Projets antérieurement à la présente résolution;
4. **QU'**aux fins de constater chaque emprunt ou un remboursement de capital ou d'intérêt sur la marge de crédit, l'Emprunteur soit autorisé à remettre au ministre des Finances, à titre de responsable du Fonds de financement, une confirmation de transaction;
5. **QUE** la Directrice Générale, le Directeur des Services Administratifs, ou la Coordinatrice des Services Administratifs de l'Emprunteur, pourvu qu'ils soient deux agissant conjointement, soit autorisé, pour et au nom de l'Emprunteur, à signer la convention de marge de crédit, à consentir à tout ajout ou modification non substantiellement incompatible avec les dispositions des présentes et à poser tous les actes et à signer tous les documents nécessaires ou utiles pour donner plein effet aux emprunts par marge de crédit;
6. **QU'**en plus des dirigeants identifiés au paragraphe 5, le Directeur des Ressources Humaines et le Coordinateur des Technologies de l'information de l'Emprunteur, soient autorisés, pour et au nom de l'Emprunteur, à signer toute confirmation de transaction nécessaire pour conclure un emprunt par marge de crédit ou effectuer tout remboursement sur cette marge;

7. **QUE** la présente résolution remplace toutes les résolutions antérieurement adoptées pour les mêmes fins.

There was no call for the vote.

MOVED BY: B. TOOMBS

SECONDED BY: J. SHUFELT

**MOTION CARRIED**

**e) Long-Term Borrowing Plan – Capital Fund [RESOLUTION]**

Y. Rainville spoke to the resolution.

**Resolution CRC-2022-030: Long-Term Borrowing Plan – Capital Fund**

**ATTENDU QUE**, conformément à l'article 78 de la *Loi sur l'administration financière* (RLRQ, chapitre A-6.001), le Champlain Regional College (l' « Emprunteur ») souhaite instituer un régime d'emprunts, valide jusqu'au 30 juin 2023, lui permettant d'emprunter à long terme auprès du ministre des Finances, à titre de responsable du Fonds de financement, pour un montant n'excédant pas 3 555 335,00 \$;

**ATTENDU QUE**, conformément à l'article 83 de cette loi, l'Emprunteur souhaite prévoir, dans le cadre de ce régime d'emprunts, que le pouvoir d'emprunter et celui d'en approuver les conditions et modalités soient exercés par au moins deux de ses dirigeants;

**ATTENDU QU'**il y a lieu d'autoriser ce régime d'emprunts, d'établir le montant maximum des emprunts qui pourront être effectués en vertu de celui-ci, ainsi que les caractéristiques et limites relativement aux emprunts à effectuer et d'autoriser des dirigeants de l'Emprunteur à conclure tout emprunt en vertu de ce régime et à en approuver les conditions et modalités;

**ATTENDU QUE** la ministre de l'Enseignement supérieur (la « Ministre ») a autorisé l'institution du présent régime d'emprunts, selon les conditions auxquelles réfère sa lettre du ;

**SUR LA PROPOSITION DE G. BOURGOING, IL EST RESOLU :**

1. **QU'**un régime d'emprunts, valide jusqu'au 30 juin 2023, en vertu duquel l'Emprunteur peut, sous réserve des caractéristiques et limites énoncées ci-après, effectuer des emprunts à long terme auprès du ministre des Finances, à titre de responsable du Fonds de financement, pour un montant n'excédant pas 3 555 335,00 \$, soit institué;
2. **QUE** les emprunts à long terme effectués par l'Emprunteur en vertu du présent régime d'emprunts soient sujets aux caractéristiques et limites suivantes :
  - a) malgré les dispositions du paragraphe 1 ci-dessus, l'Emprunteur ne pourra, au cours de chacune des périodes de **quinze mois** s'étendant du 1<sup>er</sup> avril au 30 juin et comprises dans la période visée au paragraphe 1, effectuer des emprunts qui auraient pour effet que le montant total approuvé pour l'Emprunteur, pour une telle période, par le Conseil du trésor au titre de la programmation des emprunts à long terme des collèges d'enseignement général et professionnels, soit dépassé;
  - b) l'Emprunteur ne pourra effectuer un emprunt à moins de bénéficier d'une subvention du gouvernement du Québec conforme aux normes établies par le Conseil du trésor, au titre de l'octroi ou de la promesse de subventions aux collèges d'enseignement général et professionnels, ainsi qu'aux termes et conditions déterminés par la Ministre et pourvoyant au paiement en capital et intérêt de l'emprunt concerné même si, par ailleurs, le paiement de cette subvention est sujet à ce que les sommes requises à cette fin soient votées annuellement par le Parlement;

- c) chaque emprunt ne pourra être effectué qu'en monnaie légale du Canada auprès du ministre des Finances, à titre de responsable du Fonds de financement;
  - d) le produit de chaque emprunt ne pourra servir, outre le paiement des frais inhérents à l'emprunt concerné, qu'aux fins suivantes :
    - i) le financement des dépenses d'investissement faites par l'Emprunteur aux termes d'un plan d'investissement approuvé par le gouvernement du Québec; ou  
le refinancement d'une partie ou de la totalité d'emprunts antérieurs venus à échéance;
3. **QU'**aux fins de déterminer le montant total auquel réfère le paragraphe 1 ci-dessus, il ne soit tenu compte que de la valeur nominale des emprunts effectués par l'Emprunteur;
4. **QU'**en plus des caractéristiques et limites énoncées précédemment, les emprunts comportent les caractéristiques suivantes :
- a) l'Emprunteur pourra contracter un ou plusieurs emprunts pendant toute la durée du régime d'emprunts jusqu'à concurrence du montant qui y est prévu, et ce, aux termes d'une seule et unique convention de prêt à conclure entre l'Emprunteur et le ministre des Finances, à titre de responsable du Fonds de financement;
  - b) chaque emprunt sera constaté par un billet fait à l'ordre du ministre des Finances, à titre de responsable du Fonds de financement;
  - c) le taux d'intérêt payable sur les emprunts sera établi selon les critères déterminés par le gouvernement en vertu du décret numéro 513-2022 du 23 mars 2022, tel que ce décret pourra être modifié ou remplacé de temps à autre; et
  - d) afin d'assurer le paiement à l'échéance du capital de chaque emprunt et des intérêts dus sur celui-ci, la créance que représente pour l'Emprunteur la subvention qui lui sera accordée par la Ministre, au nom du gouvernement du Québec, sera affectée d'une hypothèque mobilière sans dépossession en faveur du ministre des Finances, à titre de responsable du Fonds de financement.
5. **QUE** l'Emprunteur soit autorisé à payer, à même le produit de chaque emprunt contracté en vertu du présent régime, les frais d'émission et les frais de gestion qui auront été convenus;
6. **QUE** l'un ou l'autre des dirigeants suivants :
- La Directrice générale;  
Le Directeur des services administratifs
- de l'Emprunteur, **pourvu qu'ils soient deux agissant conjointement**, soit autorisé, au nom de l'Emprunteur, à signer la convention de prêt, les conventions d'hypothèque mobilière et les billets, à consentir à toute clause et garantie non substantiellement incompatible avec les dispositions des présentes, à livrer les billets, à apporter toutes les modifications à ces documents non substantiellement incompatibles avec les présentes ainsi qu'à poser tous les actes et à signer tous les documents, nécessaires ou utiles, pour donner plein effet aux présentes;
7. **QUE**, dans la mesure où l'Emprunteur a déjà adopté une résolution instituant un régime d'emprunts pour les mêmes fins, la présente résolution remplace la résolution antérieure, sans pour autant affecter la validité des emprunts conclus sous son autorité avant la date du présent régime d'emprunts.

There was no call for the vote.

MOVED BY: G. BOURGOING

SECONDED BY: O. CÔTÉ

**MOTION CARRIED**

**f) Donations, Sponsorships and Memberships Policy [RESOLUTION]**

Y. Rainville spoke to the resolution.

**Resolution CRC-2022-031: Donations, Sponsorships and Memberships Policy**

**WHEREAS** the *Ministère de l'Enseignement supérieur* (MES) requires that Colleges adopt a policy concerning Donations, Sponsorships, and Memberships; and

**WHEREAS** the policy was prepared within the guidelines set by the *Ministère de l'Enseignement supérieur*; and

**WHEREAS** a consultation process was undertaken in the winter 2022 semester with the Senior Management Committee and the management personnel of the organization; and

**WHEREAS** Bylaw 1, appendix B, states that the Champlain Regional College Board of Governors adopts bylaws and Policies, after a consultation with each Governing Board; and

**WHEREAS** the Saint-Lambert Governing Board has been consulted at its regular meeting of May 16, 2022; and

**WHEREAS** the Lennoxville Governing Board has been consulted at its regular meeting of June 7, 2022; and

**WHEREAS** the St-Lawrence Governing Board has been consulted at its regular meeting of October 16, 2022; and

**WHEREAS** the name of the new Policy shall be *Policy Concerning Donations, Sponsorships and Memberships*;

**BE IT THEREFORE RESOLVED** that the Board of Governors adopts the policy as presented.

There was no call for the vote.

MOVED BY: J. SHUFELT

SECONDED BY: M. MAZUR

**MOTION CARRIED**

**g) Auxiliary Services Policy [RESOLUTION]**

Y. Rainville spoke to the resolution.

**Resolution CRC-2022-032: Auxiliary Services Policy**

**WHEREAS** the *Ministère de l'Enseignement supérieur* (MES) requires that colleges adopt a policy concerning Auxiliary Services;

**WHEREAS** the policy was prepared within the guidelines set by the *Ministère de l'Enseignement supérieur*; and

**WHEREAS** a consultation process was undertaken in the winter 2022 semester with the Senior Management Committee and the management personnel of the organization; and

**WHEREAS** Bylaw 1, appendix B, states that the Champlain Regional College Board of Governors adopts Bylaws and Policies, after a consultation with each Governing Board; and

**WHEREAS** the Saint-Lambert Board has been consulted at its regular meeting of May 16, 2022; and

**WHEREAS** the Lennoxville Governing Board has been consulted at its regular meeting of June 7, 2022; and

**WHEREAS** the St. Lawrence Governing Board has been consulted at its regular meeting of October 16, 2022; and

**WHEREAS** the name of the new Policy shall be *Policy Concerning Auxiliary Services*;

**BE IT THEREFORE RESOLVED** that the Board of Governors of Champlain Regional College adopts the policy as presented.

There was no call for the vote.

MOVED BY: B. DENISON

SECONDED BY: D. SHEWAN

**MOTION CARRIED**

Motion to extend the meeting for 30 min. by O. Côté

**h) Bylaw 9 regarding Procurement [RESOLUTION]**

Y. Rainville spoke to the resolution.

**Resolution CRC-2022-033: Bylaw 9 respecting Procurement Contracts for Goods, Services, and Construction and Rescinding of the Policy**

**WHEREAS** the highly legal and regulated nature of public contract management and the general practices of the college system favor the choice of a bylaw rather than a policy; and

**WHEREAS** a review of the current purchasing policy last updated in June 2009 has been completed and should be replaced by a bylaw; and

**WHEREAS** a consultation process has taken place with the Senior Management Committee, the Executive Committee and the management personnel throughout the Regional College; and

**WHEREAS** Bylaw 1, appendix B, states that the Champlain Regional College Board of Governors adopts bylaws and Policies, after a consultation with each Governing Board; and

**WHEREAS** the Saint-Lambert Governing Board has been consulted at its regular meeting of May 16, 2022; and

**WHEREAS** the Lennoxville Governing Board has been consulted at its regular meeting of June 7, 2022; and

**WHEREAS** the St-Lawrence Governing Board has been consulted at its regular meeting of October 16, 2022; and

**WHEREAS** the name of the new Bylaw shall be *Bylaw 9 – Respecting Procurement Contracts for Goods, Services, and Construction*;

**BE IT THEREFORE RESOLVED** that the Board of Governors adopt the bylaw as presented.

**BE IT FURTHER RESOLVED** that the Board of Governors rescinds the last revised *Policy Respecting Procurement Contracts for Goods, Services and Construction adopted in June 2009 under the Resolution 2505-B*.

There was no call for the vote.

MOVED BY: O. CÔTÉ  
SECONDED BY: N. BEATTIE  
**MOTION CARRIED**

**i) Awarding of Contract – Cleaning Services – St. Lawrence [RESOLUTION]**

Y. Rainville spoke to the resolution.

**Resolution CRC-2022-034: Awarding of Contract – Cleaning Services – St. Lawrence**

**WHEREAS** in compliance with the College's Policy Respecting Procurement Contracts for Goods, Services and Construction and the Regulation Respecting Service Contracts of Public Bodies, tenders were sought for the Champlain St. Lawrence College Cleaning Services Contract; and

**WHEREAS** the actual contract comes to an end on December 31, 2022; and

**WHEREAS** on October 12, 2022 the College published a call for tenders on the official government website for tenders (SÉAO), *Service d'entretien ménager – Champlain St. Lawrence College*; and

**WHEREAS** authorization has been received from the Director General for a contract of 18 months with three one-year renewal options for a total of fifty-four (54) months; and

**WHEREAS** the sealed bids of four (4) suppliers were opened on November 7, 2022 at 11:00, local time, in the presence of the Administration Officer and one (1) witness at the Sherbrooke Administrative Services offices; and

**WHEREAS** a thorough analysis has been completed by the Department of Material Services; and

**WHEREAS** the tender documents and the analysis are available in the College files; and

**WHEREAS** the company, *Maintenance Euréka Ltée*, provided the lowest compliant adjusted price bid based on a quality-price evaluation by a selection committee;

**BE IT THEREFORE RESOLVED** that the Board of Governors awards the contract for the Cleaning services at Champlain St. Lawrence College to *Maintenance Euréka Ltée* in the amount of \$781 335.08 (before taxes) for an eighteen months contract with three (3) one-year renewal options for a total of fifty-four (54) months starting January 3, 2023.

There was no call for the vote.

MOVED BY: E. BERRYMAN  
SECONDED BY: J. SHUFELT  
**MOTION CARRIED**

**j) Copibec [RESOLUTION]**

Y. Rainville spoke to the resolution.

**Resolution CRC-2022-035: Agreement concerning the reproduction of literary works in educational institutions at the college level (copyright)**

**WHEREAS** the agreement reached with the Société québécoise de gestion collective des droits de reproduction (Copibec) concerning the reproduction of literary works in educational institutions at the college level, which came into force on July 1, 2017, expired on June 30, 2021, after being extended for one year due to the situation created by the COVID-19 pandemic;

**WHEREAS** this agreement then continued to apply throughout the negotiations, in accordance with its clause 14.3;

**WHEREAS** an agreement in principle was recently reached between the representatives of the colleges and the representatives of Copibec concerning a new agreement for the reproduction of literary works in the colleges, for the period extending from July 1, 2022 to June 30, 2025;

**IT IS RESOLVED:**

**To ACCEPT** the agreement concerning the reproduction of literary works in educational institutions at the college level annexed hereto;

**To AUTHORIZE** the President and CEO of the Fédération des cégeps, Mr. Bernard Tremblay, to sign this agreement for and on behalf of Champlain Regional College.

There was no call for the vote.

MOVED BY: M. MAZUR

SECONDED BY: O. CÔTÉ

**MOTION CARRIED**

**k) Survey recommended by the ad hoc committee [RESOLUTION]**

Y. Rainville asked if this item could be an agreement to delay the survey instead of a resolution. Since the ad hoc committee was mandated to apply the recommendations and be flexible if there were no objections, members of this committee agreed to delay the survey. The survey was therefore tabled to the next regular meeting of the Board of Governors.

**l) Access to surplus – Equipment for Continuing Education – Saint-Lambert [RESOLUTION]**

Y. Rainville spoke to the resolution.

**Resolution CRC-2022-036: Access to surplus – Equipment and furniture for Continuing Education – Saint-Lambert**

**WHEREAS** government budgets do not allocate any funds to Continuing Education to acquire capital items; and

**WHEREAS** Continuing Education has needs to update the computers in one of its labs and projectors in three of its labs; and

**WHEREAS** Continuing Education has generated sufficient funds, after other expenses are taken into account in 2021-2022 to cover the requested expenses, and

**WHEREAS** at its regular meeting of November 21, 2022 the Saint-Lambert Governing Board under resolution no LAM-2022-002 recommends that the Board of Governors approves the access to surplus,

**BE IT THEREFORE RESOLVED** that the Board of Governors approves the access to surplus by Champlain Saint-Lambert for the purchase of the equipment in the amount of \$75,000.

There was no call for the vote.



MOVED BY: O. CÔTÉ  
SECONDED BY: G. BOURGOING  
**MOTION CARRIED**

**m) 2015-2022 Strategic Plan Extension [RESOLUTION]**

O. Côté spoke to the resolution.

**Resolution CRC-2022-037: 2015-2022 Strategic Plan Extension**

**WHEREAS** Champlain Regional College is required, as per article 16.1 of the General and Vocational Colleges Act, to prepare a Strategic Plan that will establish a shared vision of institutional priorities for Champlain Regional College and its Constituent Colleges; and

**WHEREAS** a Strategic Plan development process was approved by the Board of Governors at its meeting of November 27, 2020; and

**WHEREAS** the Board of Governors approved by resolution no CRC-2020-034 the extension of the 2015-2020 Strategic Plan until 2022; and

**WHEREAS** the orientations contained in the actual Strategic Plan remain valid; and

**WHEREAS** the Strategic Plan of the Ministry of Higher Education will be renewed in the coming months; and

**WHEREAS** the College shall establish a strategic plan covering a period of several years, having regard to the situation prevailing at the college and the directions of the strategic plan established by the Ministry of Higher Education;

**BE IT THEREFORE RESOLVED** that the Board of Governors approves a one-year extension of the current 2015-2022 Strategic Plan to be completed no later than December 2023.

There was no call for the vote.

MOVED BY: M. MAZUR  
SECONDED BY: G. BOURGOING  
**MOTION CARRIED**

Motion to extend the meeting for 15min. by B. Toombs and N. Beattie

**n) Elections**

Y. Rainville as Interim DRH/CA spoke to the election process.

**Election of Vice-Chair**

*Reference: Bylaw 1, Article 4.4*

**Note:** Only external Governors are eligible for this position.

The DHR/CA opened the floor for nominations.

Proposed	Moved by:	Seconded by:	Accepted:
M. Mazur	B. Toombs	D. Shewan	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

The DHR/CA called three times for further nominations. Being no further nominations, it was moved by N. Beattie to close nominations.

M. Mazur was declared *Vice-Chair* by acclamation

### Election of Executive Committee - Internal Member:

The Executive Committee is composed of (Reference: Bylaw 1, Article 5.1):

- The Director General (ex-officio);
- The Directors of Constituent Colleges (3) (ex-officio);
- The Chair of the Board;
- The Vice-Chair of the Board;
- Two (2) governors:
  - One (1) of whom is an external representative; and
  - One (1) of whom is an internal representative.

The DHR/CA opened the floor for internal member nominations.

Proposed	Moved by:	Seconded by:	Accepted:
B. Toombs	D. Shewan	N. Beattie	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

The DHR/CA called three times for further nominations. Being no further nominations, it was moved by N. Beattie to close nominations.

B. Toombs was declared *internal Member of the Executive Committee* by acclamation.

### Election of the DG Mandate Renewal Committee – Internal Member

The DG Mandate Renewal Committee is composed of (Reference: Bylaw 3, Article 2.2.1):

- The Chair of the Board; and
- The Chairs of the Three (3) Governing Boards; and;
- Three (3) governors:
  - One (1) of whom is an external representative; and
  - Two (2) of whom are internal representatives.

The DHR/CA opened the floor for internal member nominations.

Proposed Internal	Moved by:	Seconded by:	Accepted:
B. Denison	F. Paradis	N. Beattie	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
B. Toombs	D. Shewan	N. Beattie	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

The DRH/CA called three times for further nominations. Being no further nominations, D. Shewan closed the nominations.

B. Toombs was declared *internal Member of the DG Mandate Renewal Committee* by acclamation.

D. Shewan made a motion that in the event that there would be a vacancy in the DG Mandate Renewal Committee, the Board of Governors mandates the Chair to look for another internal member.

MOVED BY: D. Shewan  
SECONDED BY: N. Beattie  
IN FAVOR: 3  
AGAINST: 3  
ABSTENTIONS: 5 (F. Paradis, J. Shufelt, B. Denison E. Berryman, O. Côté)

**MOTION TABLED**

**10. ADJOURNMENT**

Motion to adjourn the meeting by N. Beattie at 9:49 p.m.

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François Paradis  
Chairperson

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Y. Rainville  
Interim Director of Human  
Resources / Corporate Affairs