



BOARD OF GOVERNORS

Minutes of the Regular Meeting

Held on Wednesday, October 26, 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
C. Beaulieu	Government Appointee, University Sector
E. Berryman (Ex-officio)	Director Constituent College, St. Lawrence
P. Bleau	Faculty Representative, St. Lawrence
G. Bourgoing	Government Appointee, Socio-Economic Sector
O. Côté (Ex-officio)	Director General
J. Mc Nicoll-Tardif	Pre-University Student, St. Lawrence
C. Michel	Government Appointee, Enterprise
F. Paradis	Government Appointee, Socio-Economic Sector
D. Shewan (Ex-officio)	Director Constituent College, Saint-Lambert
B. Toombs	Faculty Representative, Saint-Lambert

NON-VOTING MEMBERS PRESENT:

A. Veilleux-Fortin	Faculty Representative, Lennoxville
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REGRETS:

M. Mazur	Government Appointee, School Board Sector
J. Shufelt	Government Appointee, Enterprise
A. Sidaway (non-voting)	Student representative, Lennoxville

VACANT SEATS:

Professional Representative, Administrative Services
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:

M.A. Thivierge	Sous-Ministre Adjoint au développement et au soutien des réseaux (MES)
E. Blais	Directrice Générale de la formation collégiale (MES)
C. Gagnon	Coordonnatrice aux CCTT et à la recherche (MES)
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 15 sitting voting members present.

AGENDA

- 5 min **1. ANNOUNCEMENTS AND CORRESPONDENCE**
- 3 min **2. MODIFICATIONS AND ADOPTION OF AGENDA**
- 30 min **3. PRESENTATION – RECOMMENDATION OF THE FIRM THAT WILL SUPPORT THE COLLEGE (M. A. THIVIERGE – MES) IN-CAMERA**
- 4. APPROVAL OF PREVIOUS MINUTES**
- 3 min a) Special Meeting of September 21, 2022
- 3 min b) Regular Meeting of September 28, 2022
- 5. BUSINESS ARISING FROM OF THE MINUTES OF SEPTEMBER 28, 2022**
- 5 min a) Finance Committee for Governing Boards
- 5 min b) Ad Hoc Subcommittee 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**
- 15 min a) **PRESENTATION RE:** Financial Statements 2021-2022 (S. Frost, Raymond Chabot Grant Thornton)
- 5 min b) **RESOLUTION RE:** Financial Statements 2021-2022
- 5 min c) **RESOLUTION RE:** DEC’s & AECs
- 5 min d) **RESOLUTION RE:** Awarding of Contract – Security Contract – Saint-Lambert
- 5 min e) **RESOLUTION RE:** Designated Officer to facilitate the disclosure of wrongdoings
- 5 min f) **RESOLUTION RE:** Bylaw 1 – Appendix A Rotation schedule support staff and professionals
- 5 min g) **INFORMATION RE:** Positions of Director Human Resources and Director Corporate Affairs
- 5 min h) **INFORMATION RE:** CEEC Quality Assurance Audit – Action Plan
- 5 min i) **INFORMATION RE:** Bylaws & Policies
- 5 min j) **INFORMATION RE:** 2021-2022 Annual Report
- 5 min k) **RESOLUTION RE:** Recommendations from the ministry and acceptance of the accompanying firm
- 15 min l) **ELECTION RE:**
- Vice-Chair
 - Audit Committee
 - Governance and Ethics Committee
 - Renewal Evaluation Committee for the Renewal of Appointment of the Director General
- 10. ADJOURNMENT**

1. WELCOME AND ANNOUNCEMENTS

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

He also reminded board members to complete the *Questionnaire des opérations entre apparentés* and return it to the attention of Nathalie Couderc by Thursday, October 27, 2022.

Regrets were received from M. Mazur, J. Shufelt and A. Sidaway.

Y. Rainville gave an update on Board membership. He welcomed Bruce Toombs as a voting member and Antoine Fortin-Veilleux as the new non-voting Faculty Representative for Lennoxville. Elections are underway to replace the two graduate representatives that were held by M. Chabot and E. Thananayagam as well as for the parent representative at St. Lambert. The Ministry's nominations are also underway.

The Chair explained why elections were needed tonight for both the Audit Committee and Governance and Ethics Committee since we had previously pushed these to January, 2023. The reason being that with M. Chabot and E. Thananayagam's end of mandates, the two committees they were part of, now do not have the minimum members required to continue their work.

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

- 1) Correspondence received from Pierre E. Rodrigue, *Sous-ministre et dirigeant principal de l'information (Ministère de la Cybersécurité et du Numérique MCN)* dated October 5, 2022, regarding the obligation to inform the *Chef gouvernemental de la sécurité de l'information*, of any information in the event of a breach of confidentiality, availability or integrity of an information resource.
- 2) Correspondence received from Sylvain Périgny, *sous-ministre adjoint à l'accessibilité aux études, aux infrastructures et aux ressources informationnelles* dated October 11, 2022, regarding the new strengthened authorization process for long-term rental projects. The process now includes steps prior to submitting an authorization request, namely: informing the MES as soon as a need for space to be filled is identified, identifying and evaluating the possible options and preparing a presentation file allowing the justification of the need for space.

2. ADOPTION OF THE AGENDA

It was moved to adopt the agenda as modified.

The Chair proposed the following modifications:

- To move the presentation from the ministry as item 3, right after the adoption of the agenda;
- To add a point of information 8 j) 2021-2022 Annual Report;
- To add a resolution item 8k) Recommendations from the ministry and acceptance of the accompanying firm.

There was no call for the vote.

MOVED BY: D. SHEWAN

SECONDED BY: N. BEATTIE

MOTION CARRIED

Moved to in-camera session at 6:13 p.m.

MOVED BY: G. BOURGOING

SECONDED BY: P. BLEAU

IN FAVOR: 13

AGAINST: 0

ABSTENTIONS: 0

**3. PRESENTATION – RECOMMENDATION OF THE FIRM THAT WILL SUPPORT THE COLLEGE (M. A. THIVIERGE – MES)
IN-CAMERA**

The Chair introduced Marc-André Thivierge, Sous-ministre adjoint au développement et au soutien des réseaux (MES).

M. A. Thivierge informed board members that the firm that was selected to support the college in applying the recommendations they made during their presentation on September 21, 2022 is MNP. Two of their representatives will be assigned to the college.

Their mandate ends in June 2023. The MES will then evaluate if there is a need to extend the mandate.

The two representatives will be attending board meetings and may contact members directly if need be.

The MES requested that the Board adopt a resolution to acknowledge receipt of the recommendations as well as accepting the accompanying firm.

Move out of in-camera session at 6:50 pm

MOVED BY: D. SHEWAN
SECONDED BY: G. BOURGOING

4. APPROVAL OF MINUTES OF PREVIOUS MEETING(S)

a) Special Meeting of September 21, 2022

It was moved to adopt the minutes of the Special Meeting of the Board of Governors of September 21, 2022 as presented.

There was no call for the vote.

MOVED BY: C. BEAULIEU
SECONDED BY: N. BEATTIE
MOTION CARRIED

b) Regular Meeting of September 28, 2022

It was moved to adopt the minutes of the Regular Meeting of the Board of Governors of September 28, 2022 as presented.

There was no call for the vote.

MOVED BY: D. SHEWAN
SECONDED BY: C. MICHEL
MOTION CARRIED

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

a) Local Finance Committee

The audit committee will not go through the recommendation and will rely on each instance to have skilled/experienced members.

b) Ad Hoc subcommittee update

The L. Anderson gave an update on for the Ad Hoc subcommittee which acknowledges the sensitivity of the matter and their commitment to conducting their work as efficiently and considerately as possible.

Both the Investigation and Management report have been received and reviewed with Me. Lacroix. The Ad Hoc subcommittee tentatively established a schedule and strive to provide recommendations regarding the next steps before the Christmas holidays with an interim report to be provided at the November meeting of the Governing Board and/or at a special meeting to be schedule if needed.

L. Anderson was elected as “point person” to take calls/inquires between the committee and board meetings. Her contact information may be provided to anyone related to the committee’s work. (but not made public).

She mentioned that the communication protocols for the St. Lawrence local board must remain in place for now and invited the governing board to submit “priority” agenda items to the committee if they are so inclined. These would be items not required for the functioning of the college, but where the protocols have prevented such items despite the local board agreeing.

The Committee plans to seek the assistance of a regulatory expert, specifically concerning Bylaw 1 and the various documents related to governance and the roles/responsibilities of the Boards (preferably someone who was part of the original drafting process). The committee invited the Board to provide recommendations.

D. Shewan made a motion to recognized and thank the Ad Hoc Subcommittee for their time as well as making sure that the process is being completed.

MOVED BY: D. SHEWAN
SECONDED BY: G. BOURGOING
IN FAVOR: 5
AGAINST: 0
ABSTENTIONS: 6 (C. BEAULIEU requested that her name be noted)

6. OFFICERS’ REPORTS

a) Executive Committee

O. Côté spoke to the October 12, 2022 Executive Committee report.

b) Governance Committee

C. Michel spoke to the Governance Committee who met on October 17 to decide on the changes in the Appendix A of Bylaw 1 regarding the rotation schedule for support staff and professionals.

A resolution of the proposed rotation schedule will be presented later in the agenda.

c) Audit Committee

Y. Rainville spoke to the Audit Committee who met on October 19, 2022 to receive the financial statements from Raymond Chabot Grant Thornton. The Audit committee recommended the adoption of the financial statements 2021-2022 to the Board of Governors.

d) Director, Champlain College Lennoxville

O. Côté spoke to the Lennoxville report.

e) Director, Champlain College Saint-Lambert

D. Shewan spoke to his report.

f) Director, Champlain–St. Lawrence College

O. Côté spoke to the St. Lawrence report.

g) Director General

O. Côté spoke to her report.

h) Forum des présidences de conseil d'administration

No meeting of the Forum des présidences de conseil d'administration meeting had been held, therefore there are no information to share.

7. PUBLIC QUESTION PERIOD

There was no question asked

8. BREAK - FIFTEEN MINUTES

9. NEW BUSINESS

a) FINANCIAL STATEMENTS 2021-2022 (S. FROST, RAYMOND CHABOT GRANT THORNTON) [PRESENTATION]

Y. Rainville presented S. Frost and S. Loomis from Raymond Chabot Grant Thornton who then presented the audited financial statements for 2021-2022. The college received a clean audit report again this year with one recommendation to have clearer written agreements between the college and the foundations / student associations to ensure best practices.

b) FINANCIAL STATEMENTS 2021-2022

Y. Rainville spoke to the resolution.

Resolution CRC-2022-016: Financial Statements 2021-2022

WHEREAS the Colleges Act requires that audited financial statements, the notes to the financial statements, and the independent auditor's report, be submitted to the *Ministère de l'Enseignement supérieur* by November 15, 2022; and

WHEREAS the financial statements have been audited by the firm Raymond Chabot Grant Thornton in accordance with the accounting standards of the public sector entities; and

WHEREAS the Director General and the Director of Administrative Services met on October 13, 2022 to review the financial statements with representatives of Raymond Chabot Grant Thornton; and

WHEREAS the Audit committee met on October 19, 2022 to review the financial statements with representatives of Raymond Chabot Grant Thornton; and

BE IT THEREFORE RESOLVED that the Board of Governors of Champlain Regional College adopts the financial statements and the notes to the financial statements for the year ending on June 30, 2022 as presented.

There was no call for the vote.

MOVED BY: G. BOURGOING
SECONDED BY: D. SHEWAN
MOTION CARRIED

c) DEC's & AEC's [RESOLUTION]

N. Beattie spoke to the resolution.

Resolution CRC-2022-017: 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 DEC's at Champlain College Lennoxville: 16

Number of AEC's at Champlain College Lennoxville: 0

There was no call for the vote.

MOVED BY: N. BEATTIE
SECONDED BY: C. BEAULIEU
MOTION CARRIED

D. Shewan spoke to the resolution.

Resolution CRC-2022-018: 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 DEC's at Champlain College Saint-Lambert: 4

Number of AEC's at Champlain College Saint-Lambert: 13*

* 12 of them are from RAC services

There was no call for the vote.

MOVED BY: D. SHEWAN

SECONDED BY: B. TOOMBS

MOTION CARRIED

E. Berryman spoke to the resolution.

Resolution CRC-2022-019: Diplomas of College Studies (DECs) and Attestations of College Studies (AECs) — Champlain-St. Lawrence College

WHEREAS the relevant academic authorities of Champlain-St. Lawrence College 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-St. Lawrence College) whose names appear on the lists submitted to the Director of Human Resources / Corporate Affairs' Office.

Number of DEC's at Champlain-St. Lawrence College: 2

Number of AEC's at Champlain-St. Lawrence College: 0

There was no call for the vote.

MOVED BY: E. BERRYMAN

SECONDED BY: C. MICHEL

MOTION CARRIED

d) Awarding of Contract – Security Contract – Saint-Lambert [RESOLUTION]

Y. Rainville spoke to the resolution.

Resolution CRC-2022-020: Awarding of Contract – Security Contract – Saint-Lambert

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 Saint-Lambert Security Services; and

WHEREAS the actual contract comes to an end on October 30, 2022; and

WHEREAS on September 23, 2022 the College published a call for tenders on the official government website for tenders (SÉAO), Services de sécurité-gardiennage - Champlain Saint-Lambert; and

WHEREAS authorization has been received from the Director General for a contract of eighteen (18) months with three (3) one-year renewal options for a total of fifty-four (54) months; and

WHEREAS the sealed bids of three (3) suppliers were opened on October 18, 2022 at 11:00, local time, in the presence of the Director of Administrative Services, one (1) witnesses at the Sherbrooke Administrative Services offices; and

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

WHEREAS the company, GROUPE DE SÉCURITÉ GARDA SENC provided the lowest compliant bid based on a quality-weighted price evaluation by a selection committee;

BE IT THEREFORE RESOLVED that the Board of Governors awards the contract for the Security services at Champlain College Saint-Lambert to GROUPE DE SÉCURITÉ GARDA SENC in the amount of \$1,534,471.79 (before taxes) for a contract of eighteen (18) months with three (3) one-year renewal options for a total of fifty-four (54) months starting October 31, 2022.

There was no call for the vote.

MOVED BY: D. SHEWAN

SECONDED BY: P. BLEAU

MOTION CARRIED

e) Designated Officer to facilitate the disclosure of wrongdoings [RESOLUTION]

O. Côté spoke to the resolution.

Resolution CRC-2022-021: Designated Officer to facilitate the disclosure of wrongdoings

WHEREAS the Act to facilitate the disclosure of wrongdoings relating to public bodies came into effect on May 1, 2017; and

WHEREAS article 18 of the Act requires that the Board of Governors appoint a “Designated Officer” responsible for dealing with disclosures and implementing the procedure within the institution; and

WHEREAS the College procedure to facilitate the disclosure of wrongdoing identifies the Director of Corporate Affairs as the “Designated Officer”; and

WHEREAS the Director General recommended Yves Rainville, Director – Financial Services and Interim Director Corporate Affairs and Human Resources, be named “Interim Designated Officer” until a new “Designated Officer” is appointed;

BE IT THEREFORE RESOLVED THAT the Board of Governors appoints Yves Rainville, Director – Administrative Services and Interim Director of Corporate Affairs and Human Resources, as “Interim Designated Officer” under the *Act to facilitate the disclosure of wrongdoings relating to public bodies* for Champlain Regional College.

There was no call for the vote.

MOVED BY: N. BEATTIE

SECONDED BY: C. MICHEL

MOTION CARRIED

f) Bylaw 1 – Appendix A Rotation schedule support staff and professionals [RESOLUTION]

Y. Rainville spoke to the resolution.

Resolution CRC-2022-022: Bylaw 1 - Appendix A Rotation schedule support staff and professionals

WHEREAS Bylaw 1 states that the Governance and Ethics Committee advises the Board on matters related to Governance; and

WHEREAS Appendix A of Bylaw 1 - specifies the rotation schedule and provenance of members serving on the Board of Governors; and

WHEREAS the rotation schedule for the support staff and professionals was originally set for the first 3 years; and

WHEREAS paragraph 5 of Appendix A identifies that the Governance and Ethics Committee is responsible for making a recommendation to the Board on the rotation schedule for years 4 to 18; and

WHEREAS the Governance and Ethics Committee met on October 17, 2022; and

WHEREAS the committee took into consideration the values of the organization's mission statement, the need for inclusion of all employees of the organization and a balance of representation between locations;

BE IT THEREFORE RESOLVED that the Board of Governors adopt the modification of Appendix A - Rotation Schedule for support staff and professionals for years 4 to 18 as presented;

BE IT THEREFORE FURTHER RESOLVED that the last paragraph of the Appendix A will be removed as it is now completed.

There was no call for the vote.

MOVED BY: C. BEAULIEU

SECONDED BY: G. BOURGOING

MOTION CARRIED

g) Positions of Director Human Resources and Director Corporate Affairs [INFORMATION]

O. Côté spoke to this item stating that the original posting of DRH/CA was canceled following the ministry's recommendation to have two separate positions. The two positions are now being posted separately from October 14 to 31, 2022. Psychometric tests will be scheduled during the week of November 14, 2022. She also mentioned that both postings will be shared with board members.

At 8:54 p.m. a motion to extend the meeting for 30 min. was made by B. Toombs.

h) CEEC Quality Assurance Audit – Action Plan [INFORMATION]

O. Côté spoke to this item stating that she is working with the Institutional Effectiveness and Research team on an action plan that can be used as a tool to ensure that the recommendations from the CEEC are followed through. The action plan will be brought to the November 1, 2022 meeting of the SMC for discussion and follow-through.

i) Bylaws & Policies [INFORMATION]

O. Côté spoke to this item stating that the table of bylaws and policies (which includes a timeline) is currently being updated to track what has been done so far and to plan for what needs to be done next. This table will be presented during the November 1, 2022 meeting of the SMC.

j) Annual Report 2021-2022 [INFORMATION]

Y. Rainville spoke to this item stating that a first draft of the annual report was included in the package so that board members can look at it. Any comments or modifications may be sent to Nathalie Couderc. The final document will be presented for adoption at the November 23, 2022 meeting of the Board of Governors.

k) Recommendations from the ministry and acceptance of the accompanying firm [RESOLUTION]

The Chair spoke to the resolution.

Resolution CRC-2022-023: Recommendations from the ministry and acceptance of the accompanying firm.

WHEREAS the institutional and governance structure of Champlain Regional College was transformed in 2019, creating a new College with a regional structure according to “Chapter Two” of the *Loi sur les collèges d’enseignement général et professionnel*; and

WHEREAS this structural change required significant revisions to the Regional College’s bylaws and policies, many of which have not yet been completed; and

WHEREAS the College is still developing governance practices and an institutional culture consistent with its new structure, particularly as regards the roles of the Board of Governors and the Governing Boards, both in themselves and relative to each other; and

WHEREAS the Ministry has taken note of the College’s situation and instituted a formal investigation of the College’s governance an administrative structures and practices; and

WHEREAS the Ministry’s investigators presented their findings to the Board in a special session on September 21, 2022; and

WHEREAS this report included many recommendations for change, which the College is being urged to implement; and

WHEREAS the Ministry has offered to provide a firm, at its own expense, to support the College in the implementation of the investigators’ recommendations;

BE IT THEREFORE RESOLVED that the Board of Governors receives the report of September 21, 2022.

BE IT FURTHER RESOLVED that the Board of Governors accepts the offer from the Ministry to be accompanied by the firm it has contracted to support the college as it implements the investigators’ recommendations.

There was no call for the vote.

MOVED BY: B. TOOMBS

SECONDED BY: O. CÔTÉ

MOTION CARRIED

l) 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:
C. Beaulieu	O. Côté	N. Beattie	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
C. Michel	O. Côté	P. Bleau	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
L. Anderson	O. Côté	B. Toombs	tabled
G. Bourgoing	F. Paradis	O. Côté	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

The election was tabled in order to have a discussion between the Chair, L. Anderson and a third party to try to solve the problem of having L. Anderson report to herself being Chair of the Ad Hoc Subcommittee reporting to the vice-president, which could cause a perceived conflict of interest

Election of Audit Committee Members:

Reference: Bylaw 1, Article 5.2

Note: *The Audit Committee is composed of a maximum of five (5) members of the Board of Governors, with a majority of external Governors. The Audit Committee should include the presence of at least one Governor who has competency in accounting or financial matters.*

(The Chair of the Board may attend any committee meetings. The Director General and one other Director, whose expertise is related to the role of the committee, are resource persons for these committees; other Directors may be invited as guests).

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

Proposed	Moved by:	Seconded by:	Accepted:
C. Beaulieu	O. Côté	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.

C. Beaulieu was declared *External Member of the Audit Committee* by acclamation.

Election of Governance and Ethics Committee Members:

Reference: Bylaw 1, Article 5.2

Note: *The Governance and Ethics Committee is composed of a maximum of five (5) members of the Board of Governors, with a majority of external Governors.*

(The Chair of the Board may attend any committee meetings. The Director General and one other Director, whose expertise is related to the role of the committee, are resource persons for these committees; other Directors may be invited as guests).

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

Proposed	Moved by:	Seconded by:	Accepted:
L. Anderson	F. Paradis	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.

L. Anderson was declared *External Member of the Governance and Ethics Committee* by acclamation.

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

Proposed	Moved by:	Seconded by:	Accepted:
B. Toombs	P. Bleau	O. Côté	<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 Governance and Ethics Committee* by acclamation.

At 9:30 p.m. a motion to extend the meeting for 5 min. was made by N. Beattie.

Election of the DG Mandate Renewal Committee

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 external member nominations.

Proposed External	Moved by:	Seconded by:	Accepted:
C. Beaulieu	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.

C. Beaulieu was declared *External Member of the DG Mandate Renewal Committee* by acclamation.

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

Proposed Internal	Moved by:	Seconded by:	Accepted:
B. Toombs	P. Bleau	C. Michel	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Joao Amorim	D. Shewan	P. Bleau	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
P. Bleau	B. Toombs	N. Beattie	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
J. McNicoll-Tardif	P. Bleau	D. Shewan	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

J. Amorim and P. Bleau were declared *Internal Members of the DG Mandate Renewal Committee* by acclamation.

10. ADJOURNMENT

Motion to adjourn the meeting by N. Beattie at 9:38 p.m.

François Paradis
Chairperson

Y. Rainville
Interim Director of Human
Resources / Corporate Affairs