



REGULAR MEETING OF THE BOARD OF GOVERNORS

Champlain College Saint-Lambert, 900, Riverside Drive, QC J4P 3P2

DATE: November 28, 2025 DINNER: 5:00 p.m. MEETING: 6:30 p.m.

Minutes

VOTING MEMBERS PRESENT:

H. Adra	Pre-university Student, St. Lawrence
D. Albert	Faculty Representative, Saint-Lambert
L. Anderson	Government Appointee, Enterprise
E. Berryman (Ex-officio)	Director Constituent College, St. Lawrence
J. Burns (Chair)	Pre-University graduate, Lennoxville
J. P. Caron (Ex-officio)	Director General
P. Cooper (Ex-officio)	Director Constituent College, Lennoxville
K. Deveau	Technical Graduate, Lennoxville
M. Lacoste	Parent Representative, Saint-Lambert
S. Lefebvre	Support Staff Representative, Lennoxville
M. Plante	Faculty Representative, St. Lawrence
E. Richard	Government Appointee, Socio-Economic Sector
D. Shewan (Ex-officio)	Director Constituent College, Saint-Lambert

NON-VOTING MEMBERS PRESENT:

D. Gagnon	Student Representative (non-voting)
A. Lessard	Faculty Representative, Lennoxville (non-voting)

REGRETS:

N. Gagné	Professional Representative, St. Lawrence
C. Michel	Government Appointee, Enterprise
A. Thériault	Government Appointee, School Board
M. Vigneault	Government Appointee, Socio-Economic Sector
W. Witteman	Parent Representative, St. Lawrence

VACANT SEATS:

Technical Student – Saint-Lambert
Government Appointee, Regional Labour Market
Government Appointee, Socio-Economic Sector
Government Appointee, University

R. Abouzia	Director, Corporate Affairs and Communications
I. Archambault	Director, Administrative Services
V. Fournier	Deputy Director, Human Resources
D. Lauzière	Administrative Officer – Corporate Affairs (interim)

Quorum was met.

Agenda

- 1) **ANNOUNCEMENTS & CORRESPONDENCE**
 - 2) **MODIFICATIONS AND ADOPTION OF AGENDA**
 - 2A) DECLARATION OF INTEREST
 - 3) **CONSENT AGENDA**
 - a) Approval of minutes of the Regular Meeting of October 24, 2025
 - b) Executive Committee Minutes of October 14, 2025
 - 4) **BUSINESS ARISING FROM PREVIOUS MEETINGS**
 - a) Letter submitted by Champlain College St. Lawrence Governing Board chair Mathieu Vigneault
 - 5) **COMMITTEE REPORTS**
 - a) Governance & Ethics Committee
 - b) Human Resources Committee
 - c) Audit Committee
 - 6) **PUBLIC QUESTION PERIOD FOR FIFTEEN MINUTES**
 - 7) **BREAK FOR FIFTEEN MINUTES**
 - 8) **NEW BUSINESS**
 - a) **RESOLUTION RE:** DECs and AECs
 - b) **RESOLUTION RE:** Annual report 2024-2025
 - c) **RESOLUTION RE:** Board Committees' Terms of Reference (TOR)
 - d) **INFORMATION RE:** Director General's Strategic Management Update (Jan. – Nov. 2025)
 - e) **INFORMATION RE:** General Overview of Internal Committees (Quality Management Council, Operational Management Committee, HR Management Committee)
 - f) **INFORMATION RE:** Harassment Policy (HP) – history and next steps
 - g) **INFORMATION RE:** Update on the Champlain College Saint-Lambert expansion
 - h) **ELECTION**
 - i. Governance and Ethics Committee member
 - ii. Human Resources Committee member
 - 9) **ADJOURNMENT**
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1) ANNOUNCEMENTS & CORRESPONDENCE

The Chair called the meeting to order at 6:39 p.m. and welcomed all board members.

Regrets were noted for Mathieu Vigneault, William Witteman and new Board member Nathalie Gagné, who is representing the non-teaching professional. Out-going member Simon Lefebvre was thanked for his service on the Board.

2) MODIFICATIONS AND ADOPTION OF AGENDA (3 min)

No declarations of interest were declared.

It was moved to adopt the agenda with an addition.

Vice-Chair Lisa Anderson requested that information item 'Chair and Vice-Chair governance discussion' be added to the New Business section of the agenda. It was added as Item 8a.

There was no call for the vote.

MOVED BY: PHILIP COOPER

SECONDED BY: DON SHEWAN

MOTION CARRIED

3) CONSENT AGENDA

It was moved to adopt the Consent Agenda as presented.

There was no call for the vote.

MOVED BY: PHILIP COOPER

SECONDED BY: JEAN PHILIPPE CARON

MOTION CARRIED

- a) **Approval of minutes of the Regular Meeting of October 24, 2025**
- b) **Executive committee minutes of October 14, 2025**

4) BUSINESS ARISING FROM PREVIOUS MEETINGS

At the previous Board meeting, the Chair noted receipt of a letter from Mathieu Vigneault, Chair of the St. Lawrence Governing Board, included in this meeting package. He summarized his response to the letter and explained that Jean-Philippe held meetings this week regarding adjustments to the administrative unit, which is being strengthened to ensure adequate staffing to be able to comply with the Ministry's recommendations. The number of positions remains unchanged. A working session with the SMC has taken place, and the updated model will be shared again shortly.

Management-related questions, including those about budgets should be directed to the appropriate administrative team and only brought to the Board if no response is received.

5) COMMITTEE REPORTS

a) Governance & Ethics Committee

Lisa Anderson, on behalf of the Committee, presented that the November 11 meeting focused on transferring knowledge from Brian Denison and outlining priorities for new members. The committee reviewed its Terms of Reference (TORs) and confirmed that its mandate must originate from the Board, not management. Priorities will be ranked and presented at the January Board meeting.

Key discussion points included: succession planning, information management, calendaring, policy and regulation reviews, the Code of Ethics, bylaw alignment, board training and evaluation and support.

Additional clarifications were requested:

- How to raise ethics-related questions with the committee.
- Distinguishing HR matters from governance issues.
- Routing concerns appropriately: Board-level issues go to Governance and Ethics; internal matters go to management.
- Addressing potential conflicts when a Board member is also an employee.

The committee agreed that clearer processes and communication channels are needed to ensure transparency and efficiency.

b) Human Resources Committee

Lisa Anderson, on behalf of the Committee, presented that the November 10 meeting focused on knowledge transfer from Brian Denison and reviewing priorities for the committee. A draft Terms of Reference (TORs), was reviewed.

Key discussion points included: succession planning and information management, calendaring, policy review, performance reviews, policy effectiveness, bylaw updates, the Harassment Policy (HP), committee responsibilities, training and the Secretary General will prepare a case assessment report to map all HR policies and develop a work plan, including cybersecurity considerations.

c) Audit Committee

Kevin Deveau informed the Board that there the Committee had nothing to report at this time.

6) PUBLIC QUESTION PERIOD

There were no questions from the audience.

7) BREAK

8a) Chair and Vice-Chair and Governance Discussion

Vice-Chair Lisa Anderson presented two key requests for the Board's consideration:

1. **Board Training and Coaching:**

To engage a governance coach for the Chair and Vice-Chair starting in January, continuing through June, and extending this support for incoming leadership.

A discussion occurred on the needed caliber of the coach. Suggestions should be sent to the Secretary General. It was suggested that the governing boards could share the same resource for consistency.

2. **Governance Framework and Legal Opinion:**

Members discussed the need for a legal opinion to clarify roles and responsibilities between the DCCs, the administrative office, the Board, and its committees. Chairs of the governing boards should be included in this discussion. Specific questions are being drafted by the Chair and the Vice-Chair. The regional college model in Lanaudière was mentioned as a useful benchmark. The Director General proposed developing a

resolution for January. It was suggested that taking additional time during winter and spring to ensure a well-informed approach would be wise.

8b) RESOLUTION – DECs and AECs (5 min)

RESOLUTION CRC-2025-005: 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 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 Corporate Affairs’ Office.

Number of DECs at Champlain College Lennoxville: 3

Number of AECs at Champlain College Lennoxville:

There was no call for the vote.

MOVED BY: PHILIP COOPER

SECONDED BY: MARTIN PLANTE

MOTION CARRIED

RESOLUTION CRC-2025-006: 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 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 Saint-Lambert) whose names appear on the lists submitted to the Corporate Affairs’ Office.

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

Number of AECs at Champlain College Saint-Lambert **17

* 7 of these are from RAC ; ** 10 of these are from RAC

There was no call for the vote.

MOVED BY: DON SHEWAN
SECONDED BY: ALAIN LESSARD

MOTION CARRIED

RESOLUTION CRC-2025-007: 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 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-St. Lawrence College) whose names appear on the lists submitted to the Corporate Affairs' Office.

Number of DECs at Champlain-St. Lawrence College: 4

Number of AECs at Champlain-St. Lawrence College:

There was no call for the vote.

MOVED BY: EDWARD BERRYMAN
SECONDED BY: JEAN-PHILIPPE CARON

MOTION CARRIED

8b) ANNUAL REPORT

Champlain Regional College Annual Report 2024-2025

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 supérieur* 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 2024-2025.

No. de résolution :

Rapport annuel 2024-2025 du Cégep régional Champlain

ATTENDU QUE l'article 27.1 de la *Loi sur les collèges d'enseignement général et professionnel* prévoit que les cégeps doivent soumettre au *Ministère de l'Éducation et de l'Enseignement supérieur* un rapport de leurs activités de la période fiscale précédente ; et

ATTENDU QUE le rapport annuel fait état des résultats obtenus par le collège en relation avec les objectifs qu'il s'est fixé par l'entremise de son Plan stratégique et de son Plan opérationnel

IL EST RÉSOLU QUE le Conseil d'administration du Cégep régional Champlain approuve l'adoption du Rapport annuel 2024-2025.

There was no call for the vote.

MOVED BY: DON SHEWAN

SECONDED BY: PHIL COOPER

MOTION CARRIED

8c) BOARD COMMITTEES TERMS OF REFERENCE (TOR)

Resolution No. :

RESOLUTION FOR THE ADOPTION OF THE TERMS OF REFERENCE (TORs) FOR THE STANDING COMMITTEES OF THE BOARD OF GOVERNORS

WHEREAS, Champlain Regional College has established three standing committees:

Governance And Ethics Committee,
Human Resources Committee and the
Audit Committee

to support and advance the objectives of the College;

WHEREAS, it is necessary to formalize the mandate, responsibilities, composition, and procedures of the Committee in order to ensure clarity, transparency, and effective governance;

WHEREAS, the draft Terms of Reference (TORs) for the Committees have been reviewed and found to align with the Organization's strategic goals and governance framework;

BE IT THEREFORE RESOLVED THAT:

1. The Terms of Reference (TORs) for the three standing Committees stated above are hereby adopted as presented.
2. The TORs shall take effect immediately upon approval of this Resolution.
3. The Secretary General is hereby directed to circulate the adopted TORs to all relevant members and to ensure their implementation.
4. Any previous provisions or guidance inconsistent with the adopted TORs are hereby superseded.

BE IT FURTHER RESOLVED THAT the Committee shall operate in accordance with the adopted Terms of Reference unless otherwise amended by the Organization.

There was no call for the vote.

MOVED BY: JEAN-PHILIPPE CARON

SECONDED BY: MARTIN PLANTE

MOTION CARRIED

8d) DIRECTOR GENERAL'S STRATEGIC MANAGEMENT UPDATE (JAN. - NOV. 2025)

The Director General explained that the Senior Management Committee (SMC) has worked over the past 10 months to create a unified approach, linking internal committees to the Board's three standing committees and that planning will integrate into the 2026–2027 budget process, aligning with established goals, targets, and performance measures. The objective is to develop a common understanding and to converge plans over the next three years, culminating in a single strategic framework by 2028, supported by three success plans covering 2023–2035. Much of this work will return to the Board for review and input.

Key next steps:

- Finalize the strategic plan and present it in January.
- Provide quarterly updates (every 90 days) using summary dashboards and indicators to track progress.
- Engage the Audit Committee to review and report to the Board.
- Assess demographic trends and government priorities
- Prepare investment strategies for the next five years, including effective use of available funds.

The January meeting will be held virtually and will require two to three hours for an in-depth review.

8e) GENERAL OVERVIEW OF INTERNAL COMMITTEES (QUALITY MANAGEMENT COUNCIL, OPERATIONAL MANAGEMENT COMMITTEE, HR MANAGEMENT COMMITTEE)

The Secretary General began by explaining that the three internal committees will work alongside the Board committees: Quality Management will work with the Governance and Ethics committee; the Operational Management Committee with the Audit Committee and the HR Management committee with the Board's HR Committee.

A general discussion ensued with the following points being raised:

- A caution for too many committees
- This is an opportunity to increase communication and cross-pollination.
- The objective is to bring the AU and the CCs together to work and grow together
- Need to ensure there is buy-in from the constituency groups for this internal work
- Need to include students.

8f) HARASSMENT POLICY (HP) – HISTORY AND NEXT STEPS

The Director General reviewed the three-year development process of the harassment policy, noting that the most recent draft presented to the Board received significant criticism for its quality. A compliance framework is being developed in line with Ministry recommendations, with a new draft expected for review in early January. The HR

Committee will receive the draft for input. There is a need for a policy that effectively addresses incivility and harassment. The goal is to ensure the new policy is robust, legally sound and widely supported.

8g) UPDATE ON THE CHAMPLAIN COLLEGE SAINT-LAMBERT EXPANSION

Isabelle Archambault and Don Shewan updated the Board on the progress through a powerpoint presentation and a physical tour.

8h) STANDING COMMITTEE REPLACEMENTS

The Secretary General informed the Board that it elects annually, at the last regular Board meeting of the financial year, the external and internal members of the Standing Committees (Reference: Bylaw 1, Article 5.2).

On June 13, 2025 at the Board of Governor’s meeting, internal member Brian Denison was elected to sit on the Governance and Ethics Committee and the Human Resources Committee

Mr. Denison’s term of office ended on November 17, 2025 thus the need to replace him on these two committees.

List of internal members

Faculty:

- Martin Plante (Mandate ends September 13, 2026)
- Denise Albert (Mandate ends May 2, 2026)
- Alain Lessard (Mandate ends on March 21, 2026) NV

Support Personnel:

- Simon Lefebvre (Mandate ends December 5, 2025)
- to be replaced by Support Staff, Administrative Unit, Bylaw 1)

Professional Staff:

- Nathalie Gagné (Mandate ends November 18, 2028)

Governance and Ethics Committee member

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).

Governance and Ethics Committee	
	Category
Lisa Anderson	External administrator
Chantal Michel	External administrator
Mathieu Vigneault	External administrator

William Witteman	External administrator
	Internal administrator

Proposed Internal	Moved by:	Accepted:
Denise Albert	Martin Plante	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
		<input type="checkbox"/> Yes <input type="checkbox"/> No
		<input type="checkbox"/> Yes <input type="checkbox"/> No

Call for further nominations:

Closing of nominations:

An election was: held. not held.

Declaration of election:

Denise Albert was declared the *Internal Member of the Governance and Ethics Committee* by acclamation. majority vote.

Human Resources Committee member

Election of Human Resources Committee Members:

Reference: Bylaw 1, Article 5.2

Note: *The Human Resources 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 current membership is as follows:

Human Resources Committee	
Name	Category
Lisa Anderson	External administrator
Eric Richard	External administrator
	Internal administrator

Proposed Internal	Moved by:	Accepted:
Alain Lessard	Phil Cooper	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
		<input type="checkbox"/> Yes <input type="checkbox"/> No
		<input type="checkbox"/> Yes <input type="checkbox"/> No
		<input type="checkbox"/> Yes <input type="checkbox"/> No

Call for further nominations:

Closing of nominations:

An election was: held. not held.

Declaration of election:

Alain Lessard was declared *Internal Member of the Human Resources Committee* by acclamation. majority vote.

9) ADJOURNMENT

The Chair thanked everyone for attending and reminded all of the next meeting to be held virtually on Wednesday, January 28, 2026. Don Shewan moved to adjourn the meeting at 9:40 p.m.

Jacob Burns
Chairperson

Roya Abouzia
Director of Corporate Affairs and Communications /
Secretary General