



BOARD OF GOVERNORS

Minutes of the Regular Meeting

held on Friday, March 13, 2020 at 6 p.m. by videoconference

VOTING MEMBERS PRESENT:

N. Beattie (Ex-officio)	Director Constituent College, Lennoxville
E. Berryman (Ex-officio)	Director Constituent College, St. Lawrence
C. Beaulieu	Government Appointee, University Sector
G. Bourgoing	Government Appointee, Socio-Economic Sector
O. Côté (Ex-officio)	Director General
D. Denault	Support Staff Representative, St. Lawrence
J. Lacombe	Faculty Representative, Lennoxville
M. Léger	Parent Representative, Saint-Lambert
M. Murphy	Technical Student Representative, Saint-Lambert
F. Paradis	Government Appointee, Socio-Economic Sector
D. Perreault	Faculty Representative, St. Lawrence
D. Shewan (Ex-officio)	Director Constituent College, Saint-Lambert
K. Thornhill	Professional Representative, Saint-Lambert

NON-VOTING MEMBERS PRESENT:

B. Toombs	Faculty Representative, Saint-Lambert
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REGRETS:

H. Bélanger	Government Appointee, Regional Labour Market
P. Booth Morrison	Government Appointee, School Board Sector
G. Gerdes	Pre-University Student Representative, St. Lawrence
K. Saint-Jean (non voting member)	Student Representative, Lennoxville
J. Shufelt	Government Appointee, Enterprise
A. Standish	Government Appointee, Enterprise
E. Thananayagam	Technical Graduate, Saint-Lambert

VACANT SEATS:

Government Appointee, Socio-Economic Sector (Québec)
Parent Representative, Lennoxville
Pre-university Graduate, St. Lawrence

ALSO PRESENT:

Y. Rainville	Director, Material Services & Interim Director Financial Services
N. Couderc	Administrative Technician

GUEST:

A. Brochier	Expert in the FABES and FABRES funding model
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Quorum attained with 13 of 19 sitting voting members present.



Agenda

1. ANNOUNCEMENTS
2. ELECTION OF A VICE-CHAIR
3. ADOPTION OF AGENDA
4. APPROVAL OF MINUTES OF PREVIOUS MEETING(S)
 - a) Regular Meeting of January 29, 2020
5. BUSINESS ARISING FROM PREVIOUS MINUTES
6. REPORTS
 - a) Constituent College Director, Lennoxville
 - b) Constituent College Director, St. Lambert
 - c) Constituent College Director, St. Lawrence
 - d) Director General
7. PUBLIC QUESTION PERIOD FOR FIFTEEN MINUTES
8. NEW BUSINESS
 - a) RESOLUTION RE: DECs & AECs
 - b) INFORMATION RE: Accumulated shortfall – Brochier report
 - c) INFORMATION RE: Nomination of *Interim Responsable de l'application des règles contractuelles* (RARC)
 - d) INFORMATION RE: Mid-year financial update
 - e) RESOLUTION RE: Appointment of a “Designated Officer” under the Act to facilitate the disclosure of Wrongdoings relating to public bodies
 - f) RESOLUTION RE: Awarding of contract: Executive coaching services
 - g) RESOLUTION RE: Group purchasing mandate – SAR250-2020 Insurances
 - h) RESOLUTION RE: Bylaw Number 3 - Appointment, Renewal of Appointment and the Evaluation of the Director General and Directors of Constituent Colleges
 - i) INFORMATION RE: Calendar of Winter 2020 meetings
9. ADJOURNMENT

1. ANNOUNCEMENTS AND CORRESPONDENCE

The Chair called the meeting to order at 6:00 p.m.

Regrets received from, H. Bélanger, P. Booth Morrison, G. Gerdes, J. Shufelt, A. Standish and E. Thananayagam.

The Director General spoke about the announcements made by the Ministry regarding the coronavirus situation and will keep everyone informed as the information is being released.

There is still no news from the Ministry regarding the Letters Patent which are expected within a short time as mentioned at the last Board of Governors meeting.

The Director General announced the resignation of L. Hanrahan and suggested that the replacement person remains a pre-university graduate from Champlain-St. Lawrence College in order to ensure equal representation across all Champlain locations.

2. ELECTION OF A VICE-CHAIR

The Director General as Interim Secretary General opened the floor for nominations for Vice-Chair.

Since none of the external governors was ready to accept the position, it was decided to table the election till the next meeting of the Board of Governors. Meanwhile, the Chair will contact external members to verify if there is any interest on their part.

3. MODIFICATION AND ADOPTION OF THE AGENDA

It was moved to adopt the agenda as presented.

There was no call for the vote.

MOVED BY: D. SHEWAN

SECONDED BY: N. BEATTIE

MOTION CARRIED

4. APPROVAL OF MINUTES OF PREVIOUS MEETING(S)

a) Regular Meeting of January 29, 2020

It was moved to adopt the minutes of the Regular Meeting of the Board of Governors of January 29, 2020 as presented.

There was no call for the vote.

MOVED BY: M. LÉGER

SECONDED BY: G. BOURGOING

MOTION CARRIED

5. BUSINESS ARISING FROM PREVIOUS MEETINGS

With the coronavirus situation, the Management Personnel Policy and Bylaw 6 which were under the SG have been delayed but should be presented at the next Board of Governors meeting.

6. OFFICERS' REPORTS

a) Director, Champlain College Lennoxville

N. Beattie spoke to her report.

b) Director, Champlain College Saint-Lambert

D. Shewan spoke to his report.

c) Director, Champlain–St. Lawrence College

E. Berryman spoke to his report.

d) Director General

O. Côté spoke to her report.

7. PUBLIC QUESTION PERIOD

There was no public.

8. NEW BUSINESS

a) Awarding of DEC's and AEC's [RESOLUTIONS]

N. Beattie spoke to the resolution.

Resolution CRC-2019-033: 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 Secretary General's 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 Lennoxville) whose names appear on the lists submitted to the Secretary General's Office.

Number of DEC's at Champlain College Lennoxville: 48

Number of AEC's at Champlain College Lennoxville: None

There was no call for the vote.

MOVED BY: N. BEATTIE

SECONDED BY: M. LÉGER

MOTION CARRIED

D. Shewan spoke to the resolution.

Resolution CRC-2019-034: 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 Secretary General's 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 Secretary General's Office.

Number of DECs at Champlain College Saint-Lambert: 112

Number of AECs at Champlain College Saint-Lambert: 32

There was no call for the vote.

MOVED BY: D. SHEWAN

SECONDED BY: M. LÉGER

MOTION CARRIED

E. Berryman spoke to the resolution.

Resolution CRC-2019-035: 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 Secretary General's 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 Secretary General's Office.

Number of DECs at Champlain-St. Lawrence College: 8

Number of AECs at Champlain-St. Lawrence College: None

There was no call for the vote.

MOVED BY: E. BERRYMAN

SECONDED BY: M. LÉGER

MOTION CARRIED

b) Accumulated shortfall – Brochier report [INFORMATION]

The Director General spoke to this item and welcomed Mr. Brochier (expert in the FABES and FABRES funding model, and former Director of Administrative Services at Cégep Ste-Foy) who presented recommendations for the College's historically accumulated shortfall. After extensive work on this dossier over the last four years, the three directors of Constituent Colleges, the interim Director of Finance and the Director General have signed an agreement endorsing the recommendations made in the report.

The entire report will be distributed to all governors within the coming week.

D. Shewan thanked J. Monfette and Y. Rainville for the for the incredible amount of hours spent and astounding work done to resolve this dossier.

c) Nomination of *Interim Responsable de l'application des règles contractuelles (RARC)* [INFORMATION]

The Director General spoke to this item stating that with the resignation of the Director Human Resources / Secretary General (DHR/SG), she proposed that Mr. Leduc, IT coordinator be the interim *Responsable de l'application des règles contractuelles (RARC)* until a new DHR is hired.

d) Mid-year financial update [INFORMATION]

Y. Rainville spoke to this item stating that this is a new update and that this update will be presented at mid-year from now on.

The cost of the COVID-19 will be covered by a special Ministerial budget, so it is not expected to affect the college's regular budgets. In this regard, the College is presently heading for a surplus at the end of the year.

The Ministry will be awarding an additional 500,000\$ to Cégeps in regards to Student Success Plans and will not be requesting call for project submissions.

e) Appointment of a "Designated Officer" under the Act to facilitate the disclosure of wrongdoings relating to public bodies [RESOLUTION]

The Director General spoke to this resolution.

Resolution CRC-2019-036: Appointment of a "Designated Officer" under the Act to facilitate the disclosure of wrongdoings relating to public bodies

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 College's highest ranking administrative official appoint a "Designated Officer" responsible for dealing with disclosures and implementing the procedure within the institution; and

WHEREAS the “Designated Officer” has resigned from the College on February 14, 2020; and

WHEREAS the Director General spoke to members of the SMC and recommended Julie Monfette, Manager – Financial Services, be named “Interim Designated Officer” until a new “Designated Officer” is appointed;

BE IT THEREFORE RESOLVED THAT the Board of Governors appoints Julie Monfette, Manager – Financial Services, 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: M. LÉGER

SECONDED BY: G. BOURGOING

MOTION CARRIED

f) Awarding of contract: Executive coaching services

The Chair and the Director General spoke to this resolution

Resolution CRC-2019-037: Awarding of contract: Executive coaching services

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 selection of an Executive coaching firm; and

WHEREAS on January 24, 2020 the College published a call for tenders based on a quality/price method on the official government website for tenders (SÉAO) no 1W130-2; and

WHEREAS the sealed bids of three (3) suppliers were opened February 10, 2020 at 11:00, local time, in the presence the Director of Material Services and a witness, at the Administrative Services office in Sherbrooke; and

WHEREAS in conformity with the *Directive sur les contrats des organismes publics* the offers were evaluated by a selection committee on February 28; and

WHEREAS the company, *André Filion & Associés*, provided the best offer based on the quality/price method;

BE IT THEREFORE RESOLVED that the Board of Governors of Champlain Regional College awards the contract for Executive coaching services to *André Filion & Associés*, in the amount up to a maximum of \$153,000 (before taxes) for a maximum of sixteen (16) months.

D. Shewan left the meeting to avoid any possible or perceived conflict of interest.

It was moved by C. Beaulieu and seconded by D. Perreault to amend the resolution by replacing the maximum amount of \$153,000 (before taxes) to a maximum amount of \$80,000 (before taxes) and that the maximum duration of sixteen (16) months be replaced by a maximum duration of twelve (12) months. This part of the resolution would then read as:

BE IT THEREFORE RESOLVED that the Board of Governors of Champlain Regional College awards the contract for Executive coaching services to *André Filion & Associés*, in the amount up to a maximum of \$80,000 (before taxes) for a maximum of twelve (12) months.

There was a call for the vote

MOVED BY: C. BEAULIEU
SECONDED BY: D. PERREAULT
IN FAVOR: 9
OPPOSED: 0
ABSTENTIONS: 3
MOTION CARRIED

D. Shewan came back into the room.

g) Group purchasing mandate – SAR250-2020 insurances

Y. Rainville spoke to this resolution.

Resolution CRC-2019-038: Group purchasing mandate – SAR250-2020 insurances

WHEREAS the College wishes to join the Collecto group purchasing agreement for SAR-250 mandate as part of a public tender call for Damage insurance program, accident insurance plan for students, board members and volunteers; and

WHEREAS the contract agreement will be for a period of three years (2020-2023); and

WHEREAS the assessment of the needs was carried out and validated with all Constituent Colleges including the Administrative services and valued at \$390 000 for the contracting period; and

WHEREAS a resolution of the Board is required for a commitment of more than \$250,000;

BE IT THEREFORE RESOLVED that the Board of Governors authorize the College to join the Collecto group purchasing agreement for SAR-250-2020 mandate for a financial commitment estimated at \$390,000 for three years.

There was no call for the vote.

MOVED BY: D. SHEWAN
SECONDED BY: N. BEATTIE
MOTION CARRIED

h) Bylaw Number 3 – Appointment, Renewal of Appointment and the Evaluation of the Director General and Directors of Constituent Colleges

The Director General spoke to this resolution.

Resolution CRC-2019-039: Bylaw Number 3 – Appointment, Renewal of Appointment and the Evaluation of the Director General and Directors of Constituent Colleges

WHEREAS the adoption of the new Letters Patent by the Cabinet of Ministers on August 21, 2019 and the publication in the Official Gazette on September 4 moving Champlain Regional College to Chapter II of the Colleges Act; and

WHEREAS the Subcommittee of the Champlain Regional College Board of Governors, with the support of Mr. Jean Beauchesne and Mr. Serge Brassset, have reviewed and updated Bylaw Number 3 over the 2018-2019 academic year to reflect the required changes under the new governance model; and

WHEREAS working sessions of the Board of Governors have been held to review, discuss and make further recommendations regarding the elements contained in Bylaw Number 3; and

WHEREAS the proposed modifications were presented and approved by the Executive Committee at its regular meeting on February 26, 2020;

BE IT THEREFORE RESOLVED that the Board of Governors adopts *Bylaw Number 3 - Appointment, Renewal of Appointment and the Evaluation of the Director General and Directors of Constituent Colleges* as presented.

The Chair announced that Bylaw Number 3 does not represent any conflict of interest for the three Directors of Constituent Colleges (DCCs) and the Director General (DG) as it does not refer to the working conditions of hors-cadres. It is in this regard that the Chair requested that the four hors-cadres remain in the meeting for this agenda item.

There was a call for the vote

MOVED BY: M. LÉGER
SECONDED BY: G. BOURGOING
IN FAVOR: 8
OPPOSED: 0
ABSTENTIONS: 5
MOTION CARRIED

i) Calendar of Winter 2020 meetings

The Director General presented this item.

9. ADJOURNMENT

At 9:03 p.m., it was moved by D. Shewan that the meeting be adjourned.

François Paradis
Chair

Odette Côté
Interim Secretary General