

LAMBTON COLLEGE OPEN BOARD MEETING
Thursday, October 27, 2022
4:30-5:30 p.m.
Lambton College Boardroom or Teams
AGENDA

4:30 1. **CALL TO ORDER** B. Hogan

2. **INDIGENOUS TRUTH AND RECONCILIATION** B. Hogan
LAND ACKNOWLEDGEMENT
Shawn Fowler, Governor

At Lambton College, we are always very grateful for the land we live on, for the land we teach and work on, for the land we play and compete on and for the land we learn on.

It is with this gratitude in our hearts that before important events such as this one today that we are always very proud to acknowledge that: Lambton College is located on the beautiful homeland that is the traditional territory of the Ojibwe, Potawatomi and Odawa First Nations. These three individual Nations make up the traditional Three Fires Confederacy. We acknowledge the grace and the welcome they have offered to all students, staff and guests at Lambton College.

3. **CONSENT AGENDA (attachments)** B. Hogan **approval**

1. October 27, 2022 Agenda
2. June 9, 2022 Open Minutes
3. June 9 and September 29, 2022 In-Camera Meeting Report
4. Conflict of Interest Declaration
5. Chair's Report

Recommendation: That the Board of Governors approves the minutes of the Open Meeting of June 9, 2022 and the entire contents of the consent agenda. 2022-25.

- | | | | |
|------|---|------------|-----------------|
| 4:35 | 4. CELEBRATING OUR STUDENTS
Jennifer Osemudiamen, Pharmacy Technician Program | S. Dickson | information |
| 4:50 | 5. FINANCIAL STATEMENTS FOR THE PERIOD ENDING JULY 31, 2022 (attachment)
Julie Carlton, Director of Finance
<u>Recommendation</u> : That the Board of Governors approves the recommendation of the Finance and Property Committee to approve the Financial Statements for the period ending July 31st, 2022. 2022-26 | S. Dickson | <u>approval</u> |
| 5:00 | 6. ONTARIO NOT FOR PROFIT CORPORATION ACT 2021 (ONCA) (attachments)
<u>Recommendation</u> : That the Board or Governors approves the Executive Committee recommendation to approve revised By-law 1 to be in compliance with the ONCA (Ontario 2021). 2022-27 | S. Dickson | <u>approval</u> |
| 5:10 | 7. PRESIDENT’S REPORT (attachment) | R. Kardas | information |
| 5:20 | 8. GOVERNANCE REPORT (attachment)
<u>Recommendation</u> : That the Board of Governors approves the Governance Report and all decisions and motions therein, as presented. 2022-28 | B. Hogan | <u>approval</u> |
| 5:25 | 9. OTHER BUSINESS | B. Hogan | information |
| 5:30 | 10. ADJOURNMENT | | |

Members

Barry Hogan, Chair	Jason McMichael
Susan Ferguson, 1 st Vice-Chair	Dave Mitton
Shannon Landry, 2 nd Vice-Chair	Christian Russi
Brian Lucas	Jarvis Nahdee
Mike Denomme -regrets	Dave Park
Shawn Fowler	Dean Pearson
Rob Kardas	Kelly Provost
Tania Lee	Carly Vandenende
Rob Dawson - regrets	

Resource

Mehdi Sheikhzadeh
 Mary Vaughan - regrets
 Kurtis Gray

Ex.Officio

Spencer Dickson

Board E.A.

Lianne Birkbeck

Open Board Meeting – June 9, 2022 – 4:30 p.m. E1-209 NOVA CHEMICALS HEALTH AND RESEARCH CENTRE

Membership

Barry Hogan, Chair
Susan Ferguson, 1st Vice-Chair
Shannon Landry, 2nd Vice-Chair
Michael Caverly - regrets
Shawn Fowler
Rob Kardas
Tania Lee
Brian Lucas - regrets

Jason McMichael
Dave Mitton - regrets
Chintan Modi -regrets
Jarvis Nahdee - regrets
Dave Park - regrets
Dean Pearson -regrets
Carly Vandenende
Kelly Provost
Mike Denomme - regrets

Resource

Mehdi Sheikhzadeh
Mary Vaughan
Jon Milos - regrets

Ex.Officio

Spencer Dickson

E.A. to the Board

Lianne Birkbeck

1. **CALL TO ORDER**

Barry Hogan, Chair, called the meeting to order.

2. **INDIGENOUS TRUTH AND RECONCILIATION LAND ACKNOWLEDGEMENT**

The Chair invited Jason McMichael to make the Indigenous Land Acknowledgement that at Lambton College, we are always very grateful for the land we live on, for the land we teach and work on, for the land we play and compete on and for the land we learn on. It is with this gratitude in our hearts that before important events such as this one today that we are always very proud to acknowledge that: Lambton College is located on the beautiful homeland that is the traditional territory of the Ojibwe, Potawatomi and Odawa First Nations. These three individual Nations make up the traditional Three Fires Confederacy. We acknowledge the grace and the welcome they have offered to all students, staff and guests at Lambton College.

3. **CONSENT AGENDA (attachments)**

1. June 9, 2022 Agenda
2. April 7, 2022 Open Minutes
3. April 7, 2022 In-Camera Meeting Report
4. Conflict of Interest Declaration
5. Chair's Report

IT WAS MOVED BY: Kelly Provost

SECONDED BY: Tania Lee

THAT: That the Board of Governors approves the minutes of the Open Meeting of April 7, 2022 and the entire contents of the consent agenda. 2022-18. **CARRIED**

4. **STUDENT IMPACT STORY**

Mehdi Sheikhzadeh introduced Jessica Feitosa, Advanced Project Management Program and Research Student overviewing her achievements noting a significant scholarship and internship in Germany. Ms. Feitosa explained why she chose Canada and Lambton College highlighting the excellent program and the opportunities in the applied research department.

The President thanked Ms. Feitosa for her presentation indicating how pleased the College is to have such accomplished person such as herself at Lambton College.

5. **DRAFT AUDITED FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022**

The Chair invited Julie Carlton to introduce Randy Dunn, Audit and Assurance Partner, BDO Canada and Silvana Slavik, Partner, BDO Canada to present the draft audited financial statements for the year ended March 31, 2022. Ms. Slavik indicated a clean audit opinion has been issued overviewing the audit process and the Statement of Financial Position.

The Chair and the President thanked the Auditors for their work and congratulated the Finance team on a successful year.

IT WAS MOVED BY: Jason McMichael
SECONDED BY: Carly Vandenende
THAT: the Board of Governors approves the Finance and Property Committee recommendation to set up the new Athletics & Fitness Centre Reserve **AND THAT** the Board of Governors approves the Finance and Property Committee recommendation to the Transfer to Capital Reserves for:

- Campus Renewal – \$16,872,381
- IT & Learning Infrastructure - \$4,000,000
- Insurance Retention - \$500,000
- Research - \$8,199
- Fire School Equipment Renewal - \$73,995
- Athletic & Fitness Centre Reserve - \$100,000

AND THAT the Board of Governors approves the Finance and Property Committee recommendation to approve the audited financial statements for the year ended March 31, 2022. 2022-19. **CARRIED**

6. **INDIGENOUS EDUCATION PRESENTATION**

Kurtis Gray, Associate VP Student Success & Phyllis C. George, Chair, Lambton College Indigenous Education Council joined the meeting and overviewed the progress made accomplishing the Colleges and Institutes Canada Indigenous Education seven principles that govern the College's Indigenous Education Strategy. Ms. George spoke

about her experiences with Lambton College and work with the Indigenous Education Council highlighting that expressing and being vocal creates and understanding that is critical on the journey to reconciliation.

The Chair thanked Ms. George for sharing her reflections and experiences and Mr. Gray for his presentation.

7. **STUDENT SUPPORTS PRESENTATION**

The Chair invited Kurtis Gray, Associate Vice-President Student Success to present regarding student supports. Mr. Gray overviewed the orientation and the Transition to College Strategic Plan highlighting the initiatives in place to support students as they begin college. A focus has been placed on a student's overall wellness to ensure successful transition and retention. Services have been increased in response to additional needs because of the pandemic. Efforts are made to identify and contact students who are at-risk to offer staff and peer to peer support opportunities. Work continues to ensure students are aware of these opportunities in hopes more students will self-identify and access the broad range of services available.

8. **2021 SEXUAL ASSAULT AND SEXUAL VIOLENCE ANNUAL REPORT**

The Chair invited Patrick Bennett, Director Institutional Intelligence and Registrar to present the report. Mr. Bennett indicated that in June 2021 the policy was updated after consultation with the Student Administrative Council and the Taskforce Steering Committee. The Taskforce has focused on three components: the Annual Report, the Sexual Violence and Education Plan and the community roundtables that identify issues, trends, insights, and best practices.

In 2021, student support and services were requested and obtained three times.

In 2022, focus continues to enhance on-campus support including safety accommodations. As well, enhanced collaboration with community partners, a student survey, and the development of a Sexual Violence Prevention and Education Plan for 2023-2025 will take place.

The Chair thanked Mr. Bennett for the presentation.

IT WAS MOVED BY: Susan Ferguson
SECONDED BY: Kelly Provost
THAT: the Board of Governors approves the 2021 Sexual Assault and Sexual Violence Annual Report. 2022-20. **CARRIED.**

9. **2022-2023 ANNUAL CALENDAR**

The Chair presented the 2022-23 Annual Calendar inviting questions from Governors. It was noted that more time is needed for the VP reports at the October Retreat.

IT WAS MOVED BY: Carly Vandenende

SECONDED BY: Kelly Provost

THAT: The Lambton College Board of Governors approves the Board Executive recommendation to approve the 2022-2023 Annual Board Calendar as presented. 2022-21. **CARRIED**

10. **BOARD OFFICER ELECTION**

Spencer Dickson, Secretary-Treasurer to the Board conducted the officer election process.

Chair Position - One nomination that of Barry Hogan, was received for the Chair position. Nominated by Tania Lee , seconded by Susan Ferguson. There were no nominations from the floor. Barry Hogan agreed to stand. Barry was acclaimed as Chair.

First Vice-Chair – One nomination that of Susan Ferguson, was received for the First Vice-Chair position. Nominated by Barry Hogan seconded by Dave Mitton. There were no nominations from the floor. Susan Ferguson has agreed to stand. Susan was acclaimed as First Vice-Chair.

Second Vice-Chair – One nomination that of Shannon Landry, was received for the Second Vice-Chair position. Nominated by Dean Pearson and seconded by Tania Lee. There were no nominations from the floor. Shannon Landry has agreed to stand. Shannon Landry was acclaimed as Second Vice-Chair

11. **BOARD SUCCESSION PLANNING**

The Chair indicated that two of the three current Board Executive members' second term will conclude on August 31st, 2023. Therefore, it was determined appointing an additional governor to the 2022/23 Board Executive Committee would be beneficial to ensure continuity. Therefore, as per the By-law 1, the Chair will appoint Brian Lucas to join the Executive Committee as of September 1, 2022. Governor Lucas's 2nd term ends September 1st, 2024 and he will let his name stand for election for one of the Chair positions in 2023.

12. **PRESIDENT'S REPORT**

The President presented his report as written.

13. **GOVERNANCE REPORT (attachment)**

The Chair overviewed the report and invited Spencer Dickson to explain the correspondence received on May 25, 2022 communicating a construction lien, from the legal counsel for the former steel subcontractor with respect to the west-entrance renovation. The College has consulted with its own legal counsel, who have confirmed that the steps being taken by the contractor, Dixin Construction, in response to the lien are appropriate. The College remains in active contact with the contractor and is confident that this matter will be resolved in an expeditious manner.

IT WAS MOVED BY: Carly Vandenende

SECONDED BY Susan Ferguson

THAT: the Board of Governors approves the Governance Report and all decisions and motions therein, as presented. 2022-22.

CARRIED. One abstention, declared conflict of interest -Kelly Provost

14. **OTHER BUSINESS**

a. Retiring Governors' Recognition

The President recognized the incredible contribution of Mike Caverly and thanked him for six years as a Governor and many more as a supporter of the College. As well, the President thanked Chintan Modi for his contributions, noting that Chintan is eligible for a second term, but must be re-elected.

15. **ADJOURNMENT**

The meeting adjourned at 7:00 p.m.

MINUTES APPROVED BY:

Barry Hogan, Chair

AT MEETING OF: October 27, 2022
Lianne Birkbeck, Recording Secretary

Report From: Barry Hogan, Chair

<input type="checkbox"/> For Action	<input checked="" type="checkbox"/> Board of Governors
<input checked="" type="checkbox"/> For Information	<input checked="" type="checkbox"/> Open Meeting
<input checked="" type="checkbox"/> Meeting Date	<u>October 27, 2022</u>
<input checked="" type="checkbox"/> Agenda Item No.	<u>3</u>

Subject: Report on Items from In-Camera Session June 9, 2022 and September 29, 2022

Signature on file

Barry Hogan, Chair

June 9, 2022

-
1. The Board approved the 2021-2022 President's and Board Final Goal Report
 2. A Property Update was presented.
 3. The Ernest & Young Residence Option Update was presented.
-

September 29, 2022

1. The In-Camera meeting minutes of June 9, 2022 were approved.
2. The Ernest & Young Residence Option Update was presented.

Report From: B. Hogan, Chair

<input type="checkbox"/> For Action	<input checked="" type="checkbox"/> Board of Governors
<input checked="" type="checkbox"/> For Information	<input checked="" type="checkbox"/> Open Meeting
<input checked="" type="checkbox"/> Meeting Date <u>October 27, 2022</u>	
<input checked="" type="checkbox"/> Agenda Item No. <u>3</u>	

Subject: Chair's Report

1. **Fed Dev Grant Announcement (CBARN):** In July 2022, the Chair joined College staff to announce the \$3 million investment to establish the Canadian Bio-Cleantech Applied Research Network (CBARN)
2. **Board Orientation:** The Chair joined College staff to provide an orientation session for new Governors. The session included an overview of the roles and responsibilities of the Board of Governors, the Board policies, finances, Enactus, community engagement, academic programming and student success services, and research and innovation.
3. **Committee Meetings:** The Chair attended and chaired the Executive of the Board meeting and Nomination Committee. As well, he attended the Programs and Services and the Finance and Property Committee.

**FINANCIAL PERFORMANCE
AS AT JULY 31, 2022
COMMENTARY**

2022-2023 BUDGET

The 2022-23 budget reflects an operating surplus of \$8,707,400 which includes a \$1,000,000 Contingency. The forecast will be revised with the September 30, 2022 financial report.

CONTRIBUTION

Year to date contribution is an operating surplus of \$2,919,178 as at July 31, 2022 (\$2,243,091 – July 31, 2021).

POST SECONDARY: SCHEDULE 2A

- **Fees: Tuition and Other Revenue**
 - On campus domestic enrolment remained static and international enrolment increased over spring 2021 term
- **Other**
 - PSW Accelerated program funding was received again for the 2022 spring term but with less cohorts, which has decreased funding. Expenditures have decreased in correlation to the funding provided.

CONTRACT SERVICES: SCHEDULE 2B

- **Contract Revenue**
 - Contract revenue decreased with completion of a contract in spring 2021 that did not run in 2022
- **International**
 - Increased spring term enrolment as expected, at partner campuses in Toronto and Mississauga. This is offset by decreases in agent commissions revenue with decreased first and second term enrolment and results in Recruitment expenditure decrease compared to July 2021
- **MCU Apprenticeships**
 - Apprenticeship training revenue has decreased compared to spring 2021 based on timing of delivery of intakes
- **Research**
 - Increase in revenue due to timing of research projects
- **Fire School**
 - Industrial Fire School returning to pre-COVID-19 levels and increased revenue
- **Expenditures**
 - Adjusted proportional to the funded activity

STUDENT SERVICES: SCHEDULE 3

- **Sundry Fees**
 - Sundry fees revenue increased with overall increase in student enrolment.
- **Other**
 - EBAT and Summer Work Study programs are getting back to pre-COVID-19 levels

ADMINISTRATIVE SERVICES: SCHEDULE 4

- **MCU Revenue**
 - Revenue and Taxes expense reflect timing differences over last year
- **Other**
 - Interest income increased due to the average interest rate doubling compared to 2021
- **Expenditures**
 - Increase in insurance premiums compared to previous year and increase in non-instructional expenses with in person events and return to travel

PHYSICAL RESOURCES: SCHEDULE 5

- **Expenditures**
 - Equipment & Building Maintenance reflect timing differences

ANCILLARY OPERATIONS: SCHEDULE 6

- **Revenue and Expenditures**
 - Parking revenue increased in current year with being back on campus compared to zero in prior year due to COVID-19
 - Increased revenue and expenditures for residence with increased summer revenue rental revenue compared to the prior year which was impacted by COVID-19



**THE LAMBTON COLLEGE OF APPLIED ARTS
AND TECHNOLOGY**

Statement of Revenue and Expenditure

for the period April 1, 2022 - July 31, 2022

**THE LAMBTON COLLEGE OF APPLIED ARTS
AND TECHNOLOGY**

Statement of Revenue and Expenditure

For the period: April 1, 2022 - July 31, 2022

	Supporting Schedule	2022-23 <u>BUDGET</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
REVENUE				
Post Secondary	Sch 2A	\$ 44,654,200	\$ 11,565,598	\$ 10,812,504
Contract Services	Sch 2B	67,359,600	21,223,528	21,858,211
Student Services	Sch 3	5,873,300	1,204,092	1,022,274
Administrative Services	Sch 4	1,566,100	1,516,752	528,450
Physical Resources	Sch 5	334,900	137,682	115,047
Ancillary	Sch 6	4,793,300	615,740	291,519
Amortization of deferred capital contributions		4,288,400	1,429,467	1,506,567
		<u>128,869,800</u>	<u>37,692,859</u>	<u>36,134,572</u>
EXPENDITURE				
Post Secondary	Sch 2A	\$ 41,685,700	\$ 11,883,453	\$ 11,560,620
Contract Services	Sch 2B	38,057,900	11,334,076	12,413,824
Student Services	Sch 3	9,724,600	2,665,067	2,095,832
Administrative Services	Sch 4	9,473,800	3,416,778	2,647,274
Physical Resources	Sch 5	6,408,700	1,516,354	1,460,898
Ancillary	Sch 6	4,989,200	683,786	600,933
Depreciation of capital assets		9,822,500	3,274,167	3,112,100
		<u>120,162,400</u>	<u>34,773,681</u>	<u>33,891,481</u>
EXCESS OF REVENUE OVER EXPENDITURE				
(EXCESS EXPENDITURE OVER REVENUE)		\$ 8,707,400	\$ 2,919,178	\$ 2,243,091
TRANSFER TO CAPITAL RESERVES		(13,230,200)	(465,573)	(279,699)
TRANSFER FROM CAPITAL RESERVES		20,489,900	1,412,326	1,680,873
INVESTED IN CAPITAL ASSETS		(18,443,000)	(4,610,750)	(4,749,667)
OPENING ACCUMULATED UNRESTRICTED SURPLUS		9,526,900	7,899,548	8,020,235
CLOSING ACCUMULATED UNRESTRICTED SURPLUS		<u>\$ 7,051,000</u>	<u>\$ 7,154,728</u>	<u>\$ 6,914,833</u>

**THE LAMBTON COLLEGE OF APPLIED ARTS
AND TECHNOLOGY**
Analysis of Post Secondary

For the period: April 1, 2022 - July 31, 2022

Schedule 2A

	2022-23 <u>BUDGET</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
REVENUE:			
Fees: Tuition and Other	\$ 23,241,400	\$ 4,048,252	\$ 3,363,224
MCU Grants	20,688,500	7,236,045	6,876,707
Other	724,300	281,300	572,573
	<u>44,654,200</u>	<u>11,565,598</u>	<u>10,812,504</u>
EXPENDITURE:			
Compensation	\$ 34,990,500	\$ 9,408,112	\$ 9,209,718
Instructional software/Equipment/Rental	3,373,600	1,578,942	1,411,431
Instructional	1,509,600	300,244	261,493
Non-instructional	862,000	282,655	361,311
Tuition set aside	950,000	313,500	316,667
	<u>41,685,700</u>	<u>11,883,453</u>	<u>11,560,620</u>
CONTRIBUTION:	<u>\$ 2,968,500</u>	<u>\$ (317,855)</u>	<u>\$ (748,115)</u>

THE LAMBTON COLLEGE OF APPLIED ARTS AND TECHNOLOGY

Analysis of Contract Services

For the period: April 1, 2022 - July 31, 2022

Schedule 2B

	2022-23 <u>BUDGET</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
REVENUE:			
Contract Revenue	\$ 404,600	\$ 12,475	\$ 90,497
Course Fees	554,000	59,478	83,833
International	52,634,200	16,420,284	17,492,065
MCU Apprenticeships	928,000	136,006	251,686
MCU Contracts	2,806,500	767,798	820,836
Other Provincial Contracts	1,694,500	564,833	529,938
Municipal Contracts	1,020,700	333,115	306,688
Research Contracts	5,426,300	2,454,512	1,952,423
Fire School	1,834,800	472,009	328,797
Other	56,000	3,018	1,449
	<u>67,359,600</u>	<u>21,223,528</u>	<u>21,858,211</u>
EXPENDITURE:			
Compensation	\$ 12,119,800	\$ 4,429,480	\$ 4,161,115
International Recruitment	17,343,500	4,809,267	6,610,807
Stipends/Support Allowances	966,000	146,812	169,875
Equipment/Building Maintenance	1,241,900	267,923	251,046
Instructional/Program	1,916,900	853,389	628,721
Non-instructional	4,469,800	827,204	592,261
	<u>38,057,900</u>	<u>11,334,076</u>	<u>12,413,824</u>
CONTRIBUTION:	\$ 29,301,700	\$ 9,889,452	\$ 9,444,388

**THE LAMBTON COLLEGE OF APPLIED ARTS
AND TECHNOLOGY**
Analysis of Student Services

For the period: April 1, 2022 - July 31, 2022

Schedule 3

	2022-23 <u>BUDGET</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
REVENUE:			
MCU Revenue	\$ 1,872,200	\$ 266,635	\$ 280,790
Sundry Fees	3,341,100	668,215	589,040
Other	660,000	269,241	152,443
	<u>5,873,300</u>	<u>1,204,092</u>	<u>1,022,274</u>
EXPENDITURE:			
Compensation	\$ 7,909,000	\$ 2,220,352	\$ 1,918,346
Equipment/Rental	80,200	79,414	12,985
Educational resources/Awards	296,000	113,397	42,639
Non-instructional	1,439,400	251,904	121,861
	<u>9,724,600</u>	<u>2,665,067</u>	<u>2,095,831</u>
CONTRIBUTION:	<u>\$ (3,851,300)</u>	<u>\$ (1,460,975)</u>	<u>\$ (1,073,559)</u>

THE LAMBTON COLLEGE OF APPLIED ARTS AND TECHNOLOGY

Analysis of Administrative Services

For the period: April 1, 2022 - July 31, 2022

Schedule 4

	2022-23 <u>BUDGET</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
REVENUE:			
MCU Revenue	\$ 208,700	\$ 302,833	\$ 11,233
Rental Revenue	164,300	499	468
Other	1,193,100	1,213,420	516,749
	<u>1,566,100</u>	<u>1,516,752</u>	<u>528,450</u>
EXPENDITURE:			
Compensation	\$ 5,008,400	\$ 1,594,283	\$ 1,608,171
Insurance/Taxes	645,700	824,432	372,391
Professional fees	1,175,800	596,673	434,759
Contingency	1,000,000	-	-
Non-instructional	1,643,900	401,390	231,954
	<u>9,473,800</u>	<u>3,416,778</u>	<u>2,647,274</u>
CONTRIBUTION:	<u>\$ (7,907,700)</u>	<u>\$ (1,900,027)</u>	<u>\$ (2,118,825)</u>

**THE LAMBTON COLLEGE OF APPLIED ARTS
AND TECHNOLOGY**
Analysis of Physical Resources

For the period: April 1, 2022 - July 31, 2022

Schedule 5

	2022-23 <u>BUDGET</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
REVENUE:			
Facilities Fee	\$ 172,000	\$ 36,868	\$ 31,624
MCU Revenue	57,300	2,333	7,169
Other	105,600	98,482	76,255
	<u>334,900</u>	<u>137,682</u>	<u>115,047</u>
EXPENDITURE:			
Compensation	\$ 1,737,100	\$ 556,254	\$ 569,399
Equipment/Building Maintenance	4,218,000	874,384	805,101
Non-instructional	453,600	85,716	86,398
	<u>6,408,700</u>	<u>1,516,354</u>	<u>1,460,898</u>
CONTRIBUTION:	<u>\$ (6,073,800)</u>	<u>\$ (1,378,671)</u>	<u>\$ (1,345,852)</u>

**THE LAMBTON COLLEGE OF APPLIED ARTS
AND TECHNOLOGY**

Analysis of Ancillary Operations

For the period: April 1, 2022 - July 31, 2022

Schedule 6

	2022-23 <u>BUDGET</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
REVENUE:			
Campus Shop	\$ 2,426,100	\$ 191,760	\$ 184,384
Parking	510,700	26,444	-
Residence	1,856,500	397,536	107,134
	<u>4,793,300</u>	<u>615,740</u>	<u>291,519</u>
EXPENDITURE:			
Campus Shop	\$ 2,169,900	\$ 243,362	\$ 229,658
Parking	542,900	39,762	45,500
Residence	2,276,400	400,663	325,774
	<u>4,989,200</u>	<u>683,786</u>	<u>600,933</u>
CONTRIBUTION:	<u>\$ (195,900)</u>	<u>\$ (68,046)</u>	<u>\$ (309,414)</u>

**THE LAMBTON COLLEGE OF APPLIED ARTS
AND TECHNOLOGY**

Summary of Capital Reserves

For the year ended March 31, 2023

Capital Reserves	Apr 1,2022	Additions	Disbursements	Mar 31, 2023
Campus Renewal:	\$ 75,897,646	\$ 11,271,700	\$ -	\$ 87,169,346
West Entrance & Campus Shop	(9,614,069)	-	(3,966,900)	(13,580,969)
Bridge Entrance Addition Renovation	(3,157,514)	-	-	(3,157,514)
Renovation - Chemistry Labs	(3,173,418)	-	-	(3,173,418)
Renovation - Biology Labs	(350,000)	-	(4,650,000)	(5,000,000)
Landscape / Roadways	(10,382,539)	-	(100,000)	(10,482,539)
Facilities Projects	(2,724,731)	-	(1,900,000)	(4,624,731)
International and Services Realignment	-	-	(5,000,000)	(5,000,000)
Indigenous Outdoor Gathering Space	-	-	(4,350,000)	(4,350,000)
1437-1451 London Road	(1,455,232)	-	(247,000)	(1,702,232)
Health/Research/Athletics	(943,546)	391,300	-	(552,246)
SAC Long-term Receivable	(5,467,651)	338,600	-	(5,129,051)
Campus Renewal Net	\$ 38,628,946	\$ 12,001,600	\$ (20,213,900)	\$ 30,416,646
Parking	64,716	-	-	64,716
IT and Learning Infrastructure	6,526,848	500,000	(206,000)	6,820,848
Insurance Retention	500,000	500,000	-	1,000,000
Research (LMIC & BPRC) TACs	182,237	-	-	182,237
Fireschool Equipment Renewal	28,540	91,700	(70,000)	50,240
Athletic & Fitness Centre Renewal	-	136,900	-	136,900
Total Capital Reserves	\$ 45,931,287	\$ 13,230,200	\$ (20,489,900)	\$ 38,671,587

**THE LAMBTON COLLEGE OF APPLIED ARTS
AND TECHNOLOGY**

Summary of Grant/Fee Funded Capital Projects

For the year ended March 31, 2023

		Grant Funding
Facilities Renewal Program (FRP)		\$ 393,300
Campus Safety Program (CSP)		107,000
Capital Equipment & Renewal Fund (CERF)		196,900
Apprenticeship Capital Grant (ACG)		198,200
IT Access Fee equipment (IT Access Fee)		258,000
Total Grant Funded Capital Projects		\$ 1,153,400



Briefing Note – Ontario Non-Profit Corporation Act and College By-Law 1

Issue

As of October 19th 2021, the Not-for-Profit Corporations Act, 2010 (Ontario) (ONCA) replaced the Ontario Corporations Act resulting in the need for all Ontario Colleges to review by-laws to ensure compliance with the new Act. Key identified differences must be worked into the existing Board By-laws were applicable. Lambton College Board by-laws and policies have been reviewed and revisions are recommended for By-Law 1 to ensure compliance.

Background

An Ontario College is a corporation without share capital (not-for-profit) established under Ontario College of Applied Arts and Technology Act, 2002 (OCAAT Act), a registered charity, a public benefit corporation, a Crown agent subject to regulatory oversight of Ministry of Colleges and Universities (MCU) and governed for many years by Corporations Act (Ontario) (OCA) where OCAAT Act was silent. With the enactment of ONCA, colleges must review their by-laws to revise where applicable to comply.

Key differences and areas for colleges to review identified through legal advice obtained by Colleges Ontario were presented as:

- New concept of public benefit corporation
- Qualifications for governors
- Governor standard of care
- Governor decision making
- Audit committee provisions
- Indemnity provisions
- Other matters

Summary of Changes

After reviewing Lambton College Board of Governors By-Law 1, the following substantive revisions are being recommended:

1. **4.5 Eligibility Requirements of Governors** (revised) will now include an individual has not been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property and an individual who has not been declared an ineligible individual under the Income Tax Act (Canada).
2. **4.6 Governor Standard of Care** clause added.

3. **5.7 Terms and Vacancies (added)** All appointed or elected Governors will be asked to formally consent to hold office within 10 days and consents will be maintained as part of the corporate record.
4. **8.1.1 Indemnification by the Board (added)** “if they [a governor] acted honestly, in good faith, with a view to the best interest of the corporation and in cases of criminal or administrative proceedings enforceable by monetary penalty if they had reasonable belief the conduct was lawful”
5. **12.11.3 Governor Deemed Consent to Resolutions (added)** articulates that a governor present at a meeting is deemed to have consented any resolution unless they dissent is requested to be noted or is noted in the minutes. As well, if a Governor is not present at a meeting, then the Governor is deemed to have consented to any resolution or action at that meeting unless they dissent within 7 days of becoming aware of the resolution.
6. **15.1 Auditors and Reporting (added)** The Auditor will be given notice of all Finance and Property Committee Meetings and are entitled to attend.
7. **18.1.3 Executive Committee (added).** The full Board’s non-delegable powers have been articulated.
8. **19.2 Finance and Property Committee (added)** It has been added that the majority of committee members must not be Officers or Employees of the corporation or any of its affiliates.

BY-LAW NO. 1
OF
THE BOARD OF GOVERNORS OF
THE LAMBTON COLLEGE OF APPLIED ARTS AND TECHNOLOGY

Motion: 2003-73
Date Approved: November 27, 2003
Reviewed: October ~~28, 2021~~ 27, 2022
Amended: Motion No. ~~2022-2024-32~~
By-Law No. 1

A by-law relating generally to the conduct of the affairs of THE BOARD OF GOVERNORS OF THE LAMBTON COLLEGE OF APPLIED ARTS AND TECHNOLOGY.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE BOARD OF GOVERNORS OF THE LAMBTON COLLEGE OF APPLIED ARTS AND TECHNOLOGY (hereinafter called the "Board") as follows:

1.0 INTERPRETATION

- 1.1 In this by-law, the following terms shall have the indicated meanings:
- 1.1.1 "academic staff member", " administrative staff member", "support staff member" and "student" shall have the same meanings as defined in the Regulations;
- 1.1.2 "Act" shall mean the Ontario Colleges of Applied Arts and Technology Act, 2002, as amended from time to time;
- 1.1.3 "Board" shall mean the Board of Governors of the Corporation;
- 1.1.4 "College" shall mean The Lambton College of Applied Arts and Technology
- 1.1.5 "Corporation" shall mean the Board as a non-share corporation
- 1.1.6 "Council" shall mean the Lieutenant Governor in Council that is designated pursuant to Ontario Regulation 34/03(2010) to appoint one-third of external governors.
- 1.1.7 "Governor" shall mean a member of the Board
- 1.1.8 "Regulations" shall mean the regulations made under the "Act";
- 1.1.9 "spouse" and "same sex partner" shall have the same meanings as defined in the Regulations.

~~In these by-laws and in all other by-laws and special resolutions of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations. **In this By-law, and in all other by-laws and special resolutions of the Corporation hereafter passed unless the context otherwise requires, words importing the singular shall include the**~~

Commented [LB1]: Asked BLG

plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law.

1.2

2.0 REGISTERED HEAD OFFICE

The REGISTERED Head Office of the Corporation shall be located at 1457 London Road, in the City of Sarnia in the County of Lambton in the Province of Ontario and at such place therein as the governors may from time to time determine.

3.0 SEAL

The seal, an impression whereof is stamped at the end of this by-law, shall be the corporate seal of the Corporation.

4.0 BOARD OF GOVERNORS

The affairs of the Corporation shall be overseen by a Board of governors as provided by the Ontario Colleges of Applied Arts and Technology Act, 2002 (or as subsequently amended) and Ontario Regulation 34/03 (hereinafter referred to as "the Regulation") and in accordance with this by-law, as follows:

4.1 Size and Constitution of Board

4.1.1 The Board shall consist of seventeen (17) governors of whom: twelve (12) governors, hereinafter referred to as "external" governors, shall be appointed in the manner provided in subsection 4.2 below; four (4) additional governors, hereinafter referred to as "internal" governors, shall be elected as provided in subsection 4.3 below; and the President of the College shall be appointed by the Board pursuant to subsection 11.4.3 hereof and who shall be a voting member of the Board by virtue of office. The Board shall not be improperly constituted should an internal stakeholder group choose not to exercise the right to elect a member.

4.1.2 A member of the board appointed under paragraph 4.1.1 shall not participate in a vote of the board relating to a renewal or extension of his or her appointment

4.2 Appointment of External Governors

As per Ontario Regulation 34/03 (amended May, 2010) effective October 1, 2010 one-third of the external members are to be appointed by the Lieutenant Governor in Council (LGIC) and two-thirds by the college board of governors.

4.3 Election of Internal Governors

The internal governors shall comprise one student, one academic staff member, one administrative staff member, and one support staff member, each of whom shall be elected by the students, academic staff members, administrative staff members and support staff members, respectively, in accordance with the procedures established through by-law of the Board.

4.4 Eligibility Requirements of Governors

A governor must be an individual who:

- 4.4.1 ~~An individual who~~ is 18 years of age
- 4.4.2 ~~An individual~~ who has not been declared incapable by a court in Canada or in another country;
- 4.4.3 ~~An individual who~~ is not in undischarged bankruptcy;
- ~~4.4.4 has not been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;~~
- ~~4.4.5 who has not been declared an ineligible individual under the Income Tax Act (Canada).~~

4.5 Eligibility Requirements of External Governors

No person shall be eligible for appointment as an external governor if such person is:

- 4.5.1 a student or an employee of a college of applied arts and technology, or
- 4.5.2 a spouse ~~or same-sex partner~~ of a student or employee of a college of applied arts and technology.

4.6 Governor Standard of Care

~~4.6.1 A codified standard of care applies to governors and officers to act honestly, in good faith, with a view to the best interest of the corporation, and exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.~~

~~4.6.2 It is the duty of every governor and officer to comply with the **Ontario Not-For Profit Corporations Act 2021** and Corporation By-Laws~~

~~4.6.3 The following is considered reasonable diligence and governors can rely in good faith on:~~

- ~~4.6.3.1 Financial statements represented by officer or auditor to present fairly the financial position of the corporation~~
- ~~4.6.3.2 Report or advice of an officer or employee – if reasonable in the circumstances to rely on report or advice.~~
- ~~4.6.3.3 Report or advice of an expert: lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to statements made by them.~~

5.0 **TERM AND VACANCIES**

The length of term for governors shall be as per the Regulations. Vacancies on the Board, however caused, shall be filled in the manner provided in the Regulations.

- 5.1 Each external governor and each internal governor (other than the student governor) shall be appointed or elected, as applicable, for a term of 3 years;
- 5.2 Each student governor shall be elected for a term of 1 year;
- 5.3 Each governor shall take office on the first day of September in the year of appointment or election;
- 5.4 Notwithstanding the length of the term to which an internal governor may be elected, such term shall terminate upon such governor ceasing to be a student, academic staff member,

Commented [LB2]: BLG indicated that it appears that “same sex partner” is covered by spouse and may be removed. The reference to “same sex partner” can be traced back to an older version of the Regulation to the *Ontario Colleges of Applied Arts and Technology Act, 2002*, which relied on the related definitions in the older version of the *Family Law Act*. The distinction between spouse and same-sex partner was removed in the current versions of the Regulation and the *Family Law Act*.

administrative staff member or support staff member, as applicable. A student governor who graduates prior to the expiration of such student governor's term may continue to serve until the 31st day of August in such student's year of graduation;

- 5.5 No person shall serve as an external governor or internal governor (other than the student governor) for more than 6 consecutive years provided that after an absence of 2 years such person shall again be eligible for re-election or re-appointment, as applicable, for successive terms not to exceed 6 years in total;
- 5.6 No person shall serve as the student governor for more than 4 consecutive years provided that after an absence of 2 years such person shall again be eligible for re-election for successive terms not to exceed 4 years in total.

5.7 All governors will consent to hold office before or within 10 ten days after election or appointment. Consents will be maintained by the college as part of the corporate record.

6.0 REMOVAL OF GOVERNOR(S)

- 6.1 The Board may remove a governor (other than the President or an LGIC appointment) from the Board by a resolution of the governors (enacted pursuant to section 6.2 below) if:
- 6.1.1 the governor has failed to attend, without leave of the Board, at least 50% of the regular meetings of the Board in any 12 month period or 4 successive meetings of the Board; or
- 6.1.2 the governor has neglected or refused to participate on Board committees and/or to contribute to effective discussion and decision-making at the Board; or
- 6.1.3 the governor has failed to comply with the Minister's Binding Policy Directive on Conflict of Interest which is set forth in section 9 of this by-law; or
- 6.1.4 the governor has failed to maintain the confidentiality of any and all information, discussions, or proceedings at in-camera sessions of the Board; or
- 6.1.5 the governor has failed to observe and perform the governor's fiduciary duty owed to the Corporation in that the governor has not acted with honesty, in good faith and in the best interests of the Board;
- 6.1.6 the Governor has failed to comply with the College's by-laws or policies including, without limitation, the Confidentiality and Code of Ethics Policy (and any replacement policy), and the Respectful College Community policy (and any replacement policy). or
- 6.1.7 the governor has, in the opinion of the Board, committed one of the following grounds of misconduct and in consequence would, if such governor were to continue as a member of the Board, adversely affect the image and/or operations of the Board or of Lambton:
- 6.1.7.1 harassment (including activities that would constitute harassment under College directives);
- 6.1.7.2 violence (including activities that would constitute violence under College directives);
- 6.1.7.3 conviction of a criminal offence;
- 6.1.7.4 conduct unbecoming of a member of the Board, including but not limited to improper use of authority or position, improper use of privileged or confidential information, conduct that is

deemed to be detrimental to, or generally contrary to the mission and best interests of the Corporation;

6.1.7.5 discrimination as defined under the Ontario Human Rights Code (including activities that would constitute discrimination under College directives).

6.2 Prior to the Board voting to remove a governor (the "Subject Governor"), the Chair or the Vice-Chairs are to discuss the matter with the Subject Governor to explain why the removal is being considered and to seek a satisfactory explanation of or solution to the alleged grounds for removal (the "Grounds"). If the discussions do not result in a satisfactory explanation or solution, the matter is to be brought to the Board in an in-camera session, and the Board is to determine by resolution, passed by at least two-thirds of the votes cast, whether the Subject Governor is to be removed. The notice for the in-camera session is to specify the intention to pass a resolution removing the Subject Governor and the Grounds therefore. The Subject Governor is to be given an opportunity to respond to the Grounds by addressing the Board at the in-camera session, but is to refrain from voting. The Subject Governor is to be clearly notified of the final consideration and decision of the Board and any action that will be taken.

6.3 Any person who is removed as a governor from the Board may request the Board Executive Committee to review the decision to remove the person. The Executive Committee shall appoint an independent arbitrator to review the decision. As provided in section 6 of the Ontario Regulation 34/03 the arbitrator review shall:

- i) only relate to the issues of whether the reasons for the removal and the procedure followed in removing a member were in compliance with the by-law made under clause 6.1
- ii) not include a review of whether the decision of the board was correct; and
- iii) ensure that the chair of the board and the president of the college sign a written attestation that the removal process was carried out in accordance with the by-law. O. Reg. 169/10, s. 3.

6.4 If the Board believes that there exist reasons justifying the removal of an of an external member appointed by the LGIC, the Board may set those reasons out in a report to the Minister of Colleges and Universities for referral to the LGIC.

7.0 REMUNERATION OF GOVERNORS

7.1 The governors of the Corporation shall serve without remuneration and governors shall not directly or indirectly receive any gain from their position. Governors may be paid reasonable travel and living expenses incurred by them in the performance of their duties.

7.2 The provisions of section 7.1 shall apply equally to all members of committees and sub-committees of the Board.

8.0 PROTECTION OF GOVERNORS AND OFFICERS OF THE CORPORATION

8.1 Indemnification by the Board

Every governor, ~~former governor,~~ and officer of the Board, and ~~his or her~~ their heirs, estate trustees, and assigns and effects, respectively, shall be indemnified and saved harmless out of the funds of the Board, from and against:

8.1.1 all costs, charges and expenses whatsoever that ~~they~~ he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against ~~him or her~~ them, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such governor or officer, in or about the proper execution of the duties of ~~his or her~~ their office if they acted honestly, in good faith, with a view to the best interest of the corporation and in cases of

~~criminal or administrative proceedings enforceable by monetary penalty if they had reasonable belief the conduct was lawful;~~ and,

- 8.1.2 all other costs, charges and expenses that ~~he or she~~ they sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such governor's or officer's own willful neglect or default.
- 8.2 No governor, ~~former governor~~, or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other governor or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Board through the insufficiency or deficiency of title to any property acquired by Lambton for or on behalf of Lambton or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Board shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such governor's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such governor's or officer's own wrongful and willful act or through such governor's or officer's own wrongful and willful neglect or default.
- 8.3 The governors of the Board shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Board except such as shall have been submitted to and authorized or approved by the Board.
- 8.4 If any governor or officer of the Corporation shall be employed by or shall perform services for the Board otherwise than as a governor or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Board, the fact of his or her being a governor or officer of the Corporation shall not disentitle such governor or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.
- 9.0 **DISCLOSURE OF INTERESTS IN CONTRACTS AND CONFLICT OF INTEREST COMPLIANCE**
- In accordance with the Minister's Binding Policy Directive, the Chair, or in the absence of the Chair, the Vice-Chair, shall at the beginning of each meeting of the Board or any Committee, request a declaration of any conflict of interest by those governors present.
- 9.1 Every governor of the Board who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation shall declare the nature of their interest at a meeting of the Board or any committee of the Board. In the case of a proposed contract, the declaration required by this section shall be made at the meeting of the Board or any committee of the Board at which the question of entering into the contract is first taken into consideration. If the governor is not present at that meeting and is interested in the contract, the governor must declare a conflict at the next meeting of the Board that the governor attends.
- 9.2 In a case where the governor becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Board held after ~~he or she~~ they becomes so interested.
- 9.3 For the purposes of this section, a general notice given to the governors of the Board by a governor to the effect that ~~he or she~~ they are ~~is~~ a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract so made, but no such notice is effective unless it is given at the

meeting of the Board at which the matter is considered, or the governor takes reasonable steps to ensure that it is brought up and read at the next meeting of the Board after it is given.

- 9.4 If a governor has made a declaration of ~~his or her~~ their interest in a proposed contract or contracts in compliance with this section and has not voted in respect of the contract, the governor is not accountable to the Board or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason of the holding of that office or of the fiduciary relationship established.
- 9.5 Notwithstanding anything in this section, a governor is not accountable to the Board or to any of its members or creditors for any profit realized from such contract and the contract is not voidable if it is confirmed by a majority of the votes cast at a general meeting of the Board duly called for that purpose and if the governor's interest in the contract is declared in the notice calling the meeting.
- 9.6 Any governor of the Board who declares a conflict of interest on a matter to be discussed during an in-camera meeting shall leave the meeting room while that subject is being discussed and voted upon, and shall not discuss, lobby or solicit on that subject.
- 9.7 The Secretary-Treasurer shall record in the Minutes of the meeting of the Board or any Committee the conflict of interest so declared on the part of any governor and, if relevant, shall record that the governor withdrew from the discussion and did not vote.
- 9.8 Notwithstanding anything in this section, the Board shall have a conflict of interest policy and procedures and governors are required to adhere to such policy and procedures.

10.0 FINANCIAL YEAR

Unless otherwise ordered by the Board of Governors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

11.0 OFFICERS OF THE BOARD

11.1 Officers

There shall be a Chair, a 1st Vice-Chair, a 2nd Vice-Chair, the President of the College, a Secretary -Treasurer, and such other officers as the Board may determine by resolution from time to time. The Chair and Vice-Chairs shall be external governors of the Board. The other officers of the Corporation (excepting the President who is a member of the Board by virtue of office) need not be members of the Board.

11.2 Appointment

At the May or June meeting of the Board each year, the Board shall elect from among its external members, a Chair and two Vice-Chairs. Following their election by resolution of the Board, the Chair and Vice-Chairs will assume their responsibilities on the 1st of September each year. If the Board shall fail to elect any or all such officers by September 1st, the incumbents for whom no replacements have been appointed shall continue in office until their successors are appointed except in the case of a Chair or Vice-Chair whose term as governor has expired.

11.3 Removal

All Officers, in the absence of agreement to the contrary, shall be subject to removal from that office of the Board by resolution of the Board at any time with or without cause.

11.4 Duties of Officers

The duties of the Officers are as follows:

11.4.1 Chair

The Chair shall be elected annually and shall, when present, preside at all meetings of the Board. The Chair shall also be charged with the central management and supervision of the affairs and operation of the Board. The Chair shall, together with the Secretary-Treasurer or other officer appointed for the purpose, sign all by-laws of the Board; and shall sign such contracts, documents or instruments in writing as require Board signature. The Chair shall also have such other powers and duties as may from time to time be assigned by the Board or as are incidental to the Chair and shall interpret the resolutions of the Board and the intent of the By-laws. The Chair is the official spokesperson for the Board and may delegate that duty from time to time.

11.4.2 Vice-Chairs

The Vice-Chairs shall be elected annually and shall have such powers and perform such duties as may be assigned by the Board, and in the absence or inability to act of the Chair, the 1st Vice-Chair, or in the absence or inability to act of the 1st Vice-Chair, the 2nd Vice-Chair, shall perform all the duties and have all the powers of the Chair.

11.4.3 President

The Board shall appoint a President for such term as the Board may consider appropriate from time to time and hereby delegates to the President such authority to manage and direct the business and affairs of the College, except such matters and duties as by law must be transacted or performed by the Board, and further to employ and discharge agents and employees of Lambton College as the President may from time to time decide. The President shall conform to all lawful orders made by the Board and/or by the Chair thereof and shall at all reasonable times give to the governors or any of them all information they may require regarding the affairs of the Corporation and the College.

11.4.4 Secretary-Treasurer

The Secretary-Treasurer shall be the vice-president responsible for the Corporation's finances unless the Board shall otherwise determine in which event the Secretary-Treasurer shall be appointed annually. The Secretary-Treasurer has no voting authority. The Secretary-Treasurer shall:

- be ex-officio clerk of the Board;
- attend all meetings of the Board and record, or cause to be recorded, all facts and minutes of all proceedings in the books kept for that purpose;
- give or cause to be given, all notices required to be given to governors and to the public;
- be the custodian of the corporate seal of the Board and of all books, papers, records, correspondence, contracts and other documents belonging to the Board which shall be delivered up only when authorized by a resolution of the Board;

- in accordance with regulations and policy directives made under the Ontario Colleges of Applied Arts and Technology Act, 2002 as may be amended from time to time and any other applicable statute or regulation, keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks as may from time to time be designated by the Board;
- disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore;
- provide whenever required by the Board an account of the financial position of the Corporation;
- co-operate with the auditors appointed by the Board during any audit of the accounts of the Corporation; and,
- perform such other duties as may from time to time be determined by the Board.

11.4.5 Other Officers

The duties of all other Officers of the Corporation shall, subject to the provisions of any applicable statute or regulation, be such as the terms of their engagement call for or the Board or the President require of them.

11.5 Vacancies

If the office of the Chair, 1st Vice-Chair or 2nd Vice-Chair, or one or more of them, shall become vacant by any reason, the Board shall elect one of the external governors to fill such vacancy.

11.5.1 If the office of the Secretary-Treasurer or President, or one or more of them, shall become vacant, such vacancy shall be filled as the Board may appoint.

11.6 Delegation of Duties of Officers

In the case of the absence or inability to act of the Chair, a Vice-Chair or another Officer of the Board or for any other reason that the governors may deem sufficient, the governors may delegate all or any of the powers of such Officer to any other Officer or to any external governor for the time being.

12.0 MEETINGS

Except as required to the contrary by the Regulations:

12.1 Annual and General Meeting Dates

The Board may appoint a day or days in any month or months for regular meetings of its members at a prescribed hour, and in respect of such regular meetings, except as hereinafter specifically set forth, no notice need be given. The annual general meeting shall be the meeting at which the audited financial statements are received. The Board may consider and transact any business either special or general without any notice thereof at any meeting of the Board.

12.2 Quorum

Not less than 50% of the total Board membership plus 1 as defined in 4.1 shall form a quorum for the transaction of business. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

12.3 A governor participating in discussions at a meeting of the Board and/or Committee by teleconference or videoconference shall be deemed as in attendance for quorum purposes.

12.4 A governor who has declared or is found to be in conflict of interest with respect to an agenda item, but was present at the beginning of the meeting, may be counted to determine the presence of a quorum

12.4.1 Notwithstanding 12.4, no less than 50% of the total Board membership as defined in 4.1 must be present and eligible to vote in order for the Board to maintain quorum.

12.5 Special Meetings

Any special general meeting of the members of the Board may be formally called by the Chair, the Vice-Chair(s), the President or by the Secretary-Treasurer on the direction of the Chair or of the Vice-Chair (s), or by any four voting members of the Board.

12.6 Location

The meetings of the members of the Board shall be held at the ~~Head~~ REGISTERED Office, or at such other place or places as the Board may from time to time determine.

12.7 In-camera Meetings

In-camera Meetings to consider matters determined by the Board of Governors to be confidential to the Board, or otherwise permitted or required by the regulations to be held in-camera, shall be held either before or after each regular meeting of the Board as shall from time to time be determined by the Board, or at such other time or times as may be determined by the person or persons calling the meeting. Without limiting the foregoing, matters relating to individual personnel decisions, general litigation, purchase or selling of real property, shall be discussed in-camera.

12.8 Notice

Except for regularly scheduled meetings, which shall require no notice other than as set out above, notice of meetings of the Board be ~~delivered, couriered, emailed~~ or telephoned to each member of the Board not less than twenty-four (24) hours before the meeting is to take place or shall be ~~emailed, mailed~~ to each member of the Board not less than five (5) days before the meeting is to take place. Regularly scheduled meetings of the Board shall be published annually.

12.8.1 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, to the members of the Board shall invalidate such meeting or make void any proceedings taken thereat and any members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

12.9 Minutes of Meetings

12.9.1 The minutes of each Board meeting shall be approved at the following meeting and confirmed under the signature of the Chair and a copy of the resolutions must be kept with the meeting minutes.

12.9.2 Certified copies of the minutes from meetings may be introduced as evidence in any action or proceeding

12.10 Adjournment / Recommence

Any meeting of the members of the Board may be adjourned and recommenced at a later date without prior notice.

12.11 Voting

12.11.1 Except for votes to amend or adopt by-laws, every question submitted to any meeting of members of the Board shall be decided by a majority of votes given by the members present in person or attending by telephone or videoconference, who shall each be entitled to one vote. In the case of an equality of votes, the motion shall be lost. At any meeting, unless a poll is demanded, a declaration of the Chair of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting of the Board of Governors shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

12.11.2 Votes to amend or adopt by-laws shall require a two-thirds majority.

12.11.3 Governor Deemed Consent to Resolutions

A governor present at a meeting is deemed to have consented to any resolution passed, unless:

4.7.1 Their dissent is recorded in the minutes;

4.7.2 They request that their dissent be entered into the minutes;

4.7.3 They give their dissent to the secretary of the meeting before it ends; or

4.7.4 They submit their dissent immediately after the meeting ends.

4.7.5 If a governor votes or consents to a resolution, they are not entitled to enter a dissent.

4.7.6 If a governor is not present at a meeting, the governor is deemed to have consented to any resolution or action at that meeting, unless they dissent within 7 days of becoming aware of the resolution.

12.12 Chair

In the absence of the Chair, the 1st Vice-Chair shall chair the meeting. In the absence of the Chair and the 1st Vice-Chair of the Board of Governors, the 2nd Vice-Chair shall chair the meeting. In the 2nd Vice-Chair's absence, the members at any meeting of members shall choose one of their voting members to chair the meeting.

13.0 EXECUTION OF DOCUMENTS

13.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officers or person or persons, whether or not officers of the College, and in such manner as the Board may from time to time designate by resolution.

- 13.2 Contracts, Documents, etc. or Instruments in Writing: Contracts, documents, or instruments in writing required to be signed by the Board may be signed by any two of the Chair, the Vice-Chairs, President (or Secretary-Treasurer in the absence of the President), and all contracts, documents or instruments in writing so signed shall be binding upon the Board without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Board either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 13.2.1 The corporate seal of the Board may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.
- 13.2.2 The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.
- 13.2.3 In particular, without limiting the generality of the foregoing, any two of the Chair, the Vice-Chairs, President, or the Secretary-Treasurer in the absence of the President, are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Board in its individual capacity or any other capacity or as trustee or otherwise and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.
- 13.2.4 Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Board may or shall be executed.
- 14.0 **BOOKS AND RECORDS**
- The Board shall ensure that all necessary books and records of the Corporation, required by the by-laws of the Corporation or by any applicable statute or law, are regularly and properly kept.
- 14.1 Without limiting the generality of section 14.0 above, the Board shall keep minutes and records of its proceedings that accurately reflect the proceedings of the Board. Approved minutes of open meetings shall be available to the public.
- 14.2 The By-laws of the Corporation shall be open to examination by the public during normal office hours of Lambton College and whenever possible shall be available to the public at no charge on Lambton College's website.
- 15.0 **AUDITORS AND REPORTING**
- The Board shall appoint an auditor licensed under the Public Accountancy Act who shall be instructed to prepare for submission to the Minister and any other agencies as required by legislation, audited financial statement(s) for the preceding year and other reports as required.

15.1 The Corporation must give notice of meetings to the auditor who is entitled to attend the Finance and Property Committee meetings at the expense of the corporation and entitled to be heard at the meeting.

15.2 The Corporation must allow the auditor to attend the Finance and Property Committee meeting if a member so requests.

~~15.43~~ The President shall abstain from voting on all matters related to audited financial statements and reports.

16.0 POWERS

The Board shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Corporation is authorized to exercise and do, as provided by any applicable statute, law or regulation.

16.1 The Board of Governors is expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of, shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property movable or immovable, real or personal, or any right or interest therein owned by the Board for such consideration and upon such terms and conditions as it may deem advisable, without the written approval of the Minister except that use of the proceeds from sale or encumbrance of real property acquired with provincial funds will continue to require the approval of the Minister.

16.2 The Board shall have the power to set policies.

16.3 The Board shall establish the process for the selection of the President. The Board shall appoint the President, establish compensation, delegate responsibility for the performance and operation of Lambton College, and evaluate the President's performance.

17.0 COMMITTEES

In addition to the committees hereinafter specifically provided for and the Advisory Committees for each program of instruction required by the regulations, the Board may, from time to time, appoint standing and ad hoc committees consisting of such persons as may from time to time be appointed members thereof by the Board, to act in such capacity as the Board may determine in connection with the particular field of activity referred to each of such committees. The members of all committees shall hold office during the pleasure of the Board.

17.1 The Board may fill any vacancies occurring from time to time in such committees and, except for committees required by the regulations, might abolish and from time to time reappoint any such committee.

17.2 If required by the Board, minutes of the proceedings of any such committee shall be kept in a book or books or an electronic database for that purpose, which shall always be open for the inspection of any member of the Board. The minutes of each meeting of any such committee shall be approved at the following committee meeting and confirmed under the signature of the Chair of the meeting.

17.3 Unless otherwise determined by the Board, quorum for any such committee is a majority of the committee members. Questions arising at any meeting of a committee shall be decided by a majority of members and in the case of an equality of votes, the motion shall be lost. A governor participating in a meeting ~~virtually via teleconference or videoconference~~ shall be deemed as in attendance for quorum purposes.

18.0 EXECUTIVE COMMITTEE

The Executive Committee established by resolution of the Board of Governors is hereby confirmed and continued to advise and assist the governors in carrying on the affairs of the Board.

18.1 The responsibilities of the Executive Committee are:

18.1.1 To receive, evaluate and recommend to the Board appropriate action on any matter referred to the Committee by the Board or the President.

18.1.2 During intervals between regular meetings of the Board, to take such action as the Committee deems necessary upon significant matters that cannot reasonably be delayed until the next scheduled meeting of the Board, and when a special Board meeting is not possible or not deemed necessary, and further, to report such action to the Board not later than the date of the next scheduled meeting of the Board.

18.1.3 Notwithstanding 18.1.2 the following non-delegable powers must be exercised by the full board of governors:

4.6.4.1 Filling board vacancies/auditor vacance;

4.6.4.2 Issuing debt obligations (except as specifically authorized by governors);

4.6.4.3 Approving financial statements;

4.6.4.4 Adopting, amending and repealing by-laws;

18.1.3 Ratification of the actions of the Executive Committee shall be sought from the Board at the next scheduled meeting of the Board or at such other meeting of the Board duly called.

18.2 The Executive Committee shall be composed of the Chair, 1st Vice-Chair, 2nd Vice-Chair, and the President. The Chair shall be authorized to appoint other governors/senior officers of the Corporation to a total of seven members.

19.0 FINANCE & PROPERTY COMMITTEE

The Finance & Property Committee heretofore established by resolution of the Board, shall advise and assist the Board of Governors in carrying out the affairs of the Board in connection with matters set forth below, and shall ensure the sound financial management of the Corporation by making sure that financial safeguards are well established and maintained.

19.1 The responsibilities of the Finance and Property Committee are:

19.1.1 To review proposed operating and capital budgets and the rationale thereof, and upon acceptance, recommend same to the Board.

- 19.1.2 To review and monitor financial matters (reports and performance) opposite the approved budgets (operating and capital), and ensure timely reporting to the Board on deemed significant deviations (real or anticipated), and recommended corrective actions.
- 19.1.3 ~~To~~ The Committee must review all matters concerning the Corporation's audited financial reports and financial statements, including recommending to the Board, the appointment of the auditors who shall be licensed under the Public Accountancy Act, to audit the accounts and transactions of the Corporation by June 30th of each year.
- 19.1.4 The Committee must be notified by a governor or officer if a governor or officer becomes aware of a misstatement in financial statements.
- 19.1.~~45~~ To recommend to the Board any operating or capital expenditures in excess of the Board-approved budgets (including the contingency fund).
- 19.1.~~56~~ To ensure appropriate asset protection and loss prevention provisions are in place and reviewed regularly (annually). This includes maintenance, fire protection, security, and insurance.
- 19.1.~~67~~ To review and recommend to the Board and where required by Regulation, to the Minister, the acquisition or disposition of any Corporation real property (land, buildings).
- 19.1.~~78~~ To recommend to the Board an Investment Policy for any surplus or reserve funds for the Corporation within the limits of appropriate legislation.
- 19.1.~~89~~ To ensure that proper records and books of account are kept for safekeeping.
- 19.2 The Finance and Property Committee will consist of at least five (5) Board members, the majority of whom shall be external members. In addition, the majority of the committee members must not be Officers or Employees of the Corporation or any of its affiliates. -The Committee shall include the Chair of the Board, a Vice-Chair of the Board who shall chair the Committee, the President and other Board members appointed by the Chair. In addition, the Committee shall include the Secretary-Treasurer of the Board, who shall be a non-voting member.
- 19.3 The Committee shall meet at least four (4) times during the period from September to June, or upon call of the Chair, and shall ensure that proper minutes are kept and available to the Board.
- 19.3.1 A quorum shall consist of a majority of Committee members, providing that the majority of Committee members in attendance are external governors.
- 19.3.2 Unless otherwise designated by the Chair, the meetings shall be in-camera.

20.0 PROGRAMS AND SERVICES COMMITTEE

The Programs and Services Committee heretofore established by resolution of the Board shall advise and assist the governors in carrying on the affairs of the College in connection with matters that pertain to academic programs and student services.

- 20.1 The responsibilities of the Programs and Services Committee are:

- 20.1.1 Make recommendations to the Board on matters related to the establishment, delivery, or continuance of programs and academic services provided by the College and on appointment of members to Program Advisory Committees.
- 20.1.2 Consider recommendations and advice referred to the Committee from program advisory committees regarding programs of instruction and the introduction of new programs of instruction and ensure the College is providing relevant, high quality, accountable, and accessible education and training that fulfills the Board's Strategic Plan.
- 20.1.3 Based on Ministry guidelines for Key Performance Indicators (KPI), monitor the assessment of programs and student services against KPI standards and ensure progress towards improvement.
- 20.1.4 Based on the Program Revitalization and Rationalization Policy, monitor all programs against the criteria outlined and make recommendations to the Board with respect to revitalization or suspension of certain programs when criteria is not being met.
- 20.1.5 Review any specific issue referred to the Committee by the Board, and make recommendations to the Board as soon as possible.
- 20.2 The Programs and Services Committee will consist of at least five (5) Board members, the majority of whom shall be external members. The committee shall include the Chair of the Board, a Vice-Chair of the Board who shall chair the Committee, the President, an internal governor, and other members appointed by the Chair.
- 20.3 The Programs and Services Committee shall hold a minimum of four (4) meetings during each academic year and shall ensure that proper minutes are kept and available to the Board.
 - 20.3.1 A quorum shall consist of a majority of Committee members with voting privileges.
 - 20.3.2 Unless otherwise designated by the Chair, the meetings shall be in-camera.

21.0 NOMINATION COMMITTEE

The Nomination Committee heretofore established by resolution of the Board shall advise and assist the governors in a process to select candidates for membership vacancies that arise. The membership of the committee should consist of three Governors. When the committee is interviewing a replacement from the same organization, the member will excuse him or herself from the interview process with a declared conflict of interest.

- 21.1 The responsibilities of the Nomination Committee are:
 - a. Develop the annual candidate search profile and process.
 - b. Seek candidates for the Board using means including advertising in local media and on the College's website and require all candidates to complete an application form.
In the event that no qualified applicant applies the committee will recruit from that sector.
 - c. Request a volunteer from the Lambton College Indigenous Education Council as per the Council's Terms of Reference when appointing an Indigenous representative to the Board of Governors.
 - d. Conduct structured interviews with selected candidates.

- e. The principle governing the selection of nominees shall be based on merit. and the following criteria:
 - i. Nominees will reflect diversity in relevant backgrounds and the Board's Economic Sector Matrix
 - ii. Nominees will be candidates demonstrating the skills and knowledge necessary to support the strategic directions of the College
 - iii. Nominees will be candidates committed to the principles and values of public service
 - iv. Nominees should as much as possible reflect the Board's Economic Sector Matrix, recognizing the above criteria are the priority
- f. Report to the Board on work-in-progress regarding the status of potential candidates.
- g. Prepare a final report on nominations for the approval of the Board

22.0 EXECUTIVE PERFORMANCE AND COMPENSATION COMMITTEE

The Executive Performance and Compensation Committee heretofore established by resolution of the Board will advise and assist the governors in matters that pertain to regular performance assessments of the president.

- 22.1 The Executive Performance and Compensation Committee will have a chair appointed by the Board and at least two other board members, one of whom should be the Chair of the Board.
- 22.2 The Executive Performance and Compensation Committee shall oversee and conduct the evaluation process as per the Policy for Presidential Evaluation Policy No. 2-001 and the Lambton College President and CEO Evaluation Form.
- 22.3 The Executive Compensation Committee may develop other evaluation tools and/or processes in consultation with the president and subject to approval by the Board.

23.0 CONFLICT

- 23.1 The Board having been established pursuant to the Ontario Colleges of Applied Arts and Technology Act 2002, this by-law is in addition to the said Act and the Regulations and the Minister's Binding Policy Directives made thereunder. Should any provision in this by-law or any further by-laws enacted by the Board conflict with the said Ontario Colleges of Applied Arts and Technology Act 2002, Regulations and Minister's Binding Policy Directives, the conflicting provision shall be ineffective to the extent of such conflict without invalidating the remaining provisions in the said by-laws.
- 23.2 The Ontario Colleges of Applied Arts and Technology Act 2002 identifies each college as a Crown agency and the Board as a corporation without share capital. As such, the Board is subject to the provisions of the Corporations Act, except where limited by the Ontario Colleges of Applied Arts and Technology Act 2002, its Regulations, and the Minister's Binding Policy Directives. The Board is also subject to provincial legislation such as, but not limited to, the Financial Administration Act, Ombudsman Act and Freedom of Information and Protection of Privacy Act and any other provincial and federal legislation and regulations applicable to non-share corporations and agencies of the Crown. Should any provision in this by-law or any further by-laws enacted by the Board conflict with any legislation or regulations judged to be applicable to the Board, the conflicting provision shall be ineffective to the extent of such conflict without invalidating the remaining provisions in the said by-laws.

**OPERATING BY-LAW NO. 1
LAMBTON COLLEGE
BOARD OF GOVERNORS**

Reviewed ~~October 28, 2021~~ October 27, 2022
Motion ~~2021-32~~ 2022-

24.0 This by-law becomes effective on the date that it is passed and the pre-existing by-law (s) relating to the conduct of the affairs of the Board are repealed as of said date.

Amended and Approved by the Board of Governors of the Lambton College of Applied Arts and Technology,

this 28 day of October 2021.

Original signed by:

Barry Hogan, Chair

Original signed by:

Spencer Dickson, Secretary-Treasurer

PRESIDENT'S REPORT TO THE BOARD OF GOVERNORS

October 27, 2022

RESEARCH & INNOVATION

- At the World Federation of Colleges and Polytechnics (WFCP) World Congress in Donostia-San Sebastián, Spain, from June 15 – 17, Lambton College was named the Awards of Excellence Bronze Medal recipient in the Applied Research and Innovation category.
- On July 28, Lambton College hosted a media event announcing a \$3 million investment from FedDev Ontario for the establishment of the Canadian Bio-Cleantech Applied Research Network (CBARN). Lambton College will lead this project in partnership with Fanshawe, Mohawk, and Loyalist Colleges. This is a \$9.45 million project. CBARN will help support Canada's transition to a green economy while advancing clean growth innovators. Member of Parliament Peter Fragiskatos made the announcement on behalf of FedDev Ontario.
- At the end of August, it was announced that the Lambton Water Centre will be receiving \$600,000 in funding from the Ontario Research Fund. This is in addition to \$400,000 from the Canada Foundation for Innovation.
- Lambton College has been notified that we will be receiving \$820,000 from the College Equipment and Renewal Fund for the establishment of the Centre for Grid and Energy Storage Innovation, a virtual centre for research and training in macro and microgrids and control systems with a specific focus on broad application battery technologies that support emerging electric vehicle industries. This is a collaborative project across Lambton College and has a strong academic focus.
- Lambton College is a recipient of the Natural Sciences and Engineering Research (NSERC) Mobilize Grant and will be receiving \$3.25 million over five years to develop the Lambton Circular Economy Innovation Platform. This platform will help address applied research priorities in industry, health and not-for-profit community-based organizations focused on the Circular Economy, which is a model of production and consumption that involves sharing, leasing, reusing, repairing, refurbishing, and recycling existing materials and products. Lambton College has received one of the largest funding amounts from the grant program.
- Research & Innovation has submitted four different proposals for a total of \$11 million in funding for infrastructure projects in support of fermentation and food and beverage research in the biosafety level 2 lab. The College expects to hear back on all proposals by the end of the fiscal year.

OUR STUDENTS

- At the World Federation of Colleges and Polytechnics (WFCP) World Congress in Donostia-San Sebastián, Spain, from June 15 – 17, Business – Accounting student Andrea Prins was named the Awards of Excellence Gold Medal recipient in the category of Outstanding Student Achievement.
- On June 8, nearly 600 graduates crossed the stage at Lambton College's 55th Convocation, and more than 900 graduates and friends and family members attended the outdoor Alumni Welcome Party following the ceremony.
- The 10th annual Indigenous Student Success Celebration was held on June 23. This event honoured Indigenous graduates from 2019-20, 2020-21 and 2021-22 in order to give COVID-impacted graduates an in-person celebration.
- The School Within a College (SWAC) Convocation Ceremony was held on June 27. The President and Vice President, Academic and Student Success, attended and gave addresses.
- On July 29, the President delivered an address at the Queen's College Convocation in Mississauga.
- The Executive Management Team (EMT) and Chris Slade, Senior Dean, International, hosted Janet Hope, Vice President, Colleges Ontario for a visit on August 25. Ms. Hope went on a campus tour and listened to presentations on Academic and Student Success, International Education, Research & Innovation, and our Equity, Diversity & Inclusion Strategy.
- EMT took part in a Retreat on August 22, 23, 24. They discussed, in part, in part, the College's strategic priorities, directions, goals and challenges.
- On August 28, Michael Kerzner, Solicitor General of Ontario, visited the Lambton College Fire School along with Bob Bailey, Minister of Provincial Parliament, Sarnia-Lambton, and Bryan VanGaver, Fire Chief, Sarnia. A burn demonstration was undertaken.
- Lambton College welcomed hundreds of students to campus on September 6 for Orientation. Classes officially began on September 7. Enrolment for Fall 2022 is 4,800.
- The President attended the Committee of Presidents Retreat from September 25-27 in Niagara-on-the-Lake.
- RBC hosted a luncheon on October 12 to showcase the work of Enactus Lambton's Project One Circle to RBC employees and Chiefs and community members from local First Nations. The President and Senior Vice President, Academic and Student Success, attended along with other College representatives and Enactus students.

- On October 14, the College's Sports and Recreation Management and Community Integration through Cooperative Education (CICE) jointly organized and hosted a CICE basketball game at which the President served as a coach.
- College Day took place on October 13 and saw more than 400 students from local high schools visit the College to learn about programs, services, and the student experience at Lambton College.

OUR PEOPLE

- From June 13 – 17, Lambton College celebrated Employee Appreciation Week. Each day featured a different event or giveaway, and the week culminated in an Employee Appreciation Day Off on June 17.
- On June 20, hundreds of employees attended a Virtual Town Hall at which plans for the Indigenous Outdoor Space were unveiled, among other agenda items. The response to the IOS and the presentation from Jane Manning, Manager, Indigenous Education, and Summer Catt, President, Indigenous Student Council, was overwhelmingly positive.
- The rollout of the Equity, Diversity and Inclusion Strategy communications plan has continued with the release of videos on two of the strategy's seven pillars: We will increase diversity of Faculty and Staff, and we will develop inclusive curriculum and support the ability of faculty to teach students from diverse backgrounds.
- The College has announced the hiring of Catharine Dishke Hondzel as the new Dean, Academic Excellence and Teaching Innovation, effective January 3, 2023. Catharine comes to Lambton College from Thompson Rivers University where she served as the Director of the Centre for Excellence in Learning and Teaching for the last five years.

OUR LOCAL AND GLOBAL COMMUNITY

- The Lambton College Foundation hosted the inaugural Foundation Golf Tournament on June 24. This event was well-attended, well-received, and raised more than \$58,000.
- The President hosted a meeting with Member of Provincial Parliament Bob Bailey on July 28.
- Lambton College hosted the Western Ontario Regional FireFit Championships on August 5, 6, 7. The Lambton College FireFit team competed at the National and World FireFit Championships in Calgary, AB, in early September, with team members capturing a total of seven medals.
- The President participated in the filming of a video in support of the upcoming Mid-Town Trail, which will link the Lambton College campus to downtown. The trail is supported by the nuSarnia Foundation.



- On September 12, the President attended the Sarnia-Lambton Economic Partnership Board Retreat.
- On September 30, the College recognized Orange Shirt Day/the National Day for Truth and Reconciliation to increase understanding of the legacy of the Residential School System and the impacts it still has today. Events included a Sunrise Ceremony at the Indigenous Outdoor Space, a Reflection Ceremony that included a panel of Indigenous students and remarks from various speakers, the debut of a film created by former Lambton College employee Derek Sands, and an Indigenous Artists and Vendor Showcase.
- The President attended a Rotary Club of Sarnia meeting on October 4 and gave a presentation on the College and its future plans.

Report From: **B. Hogan**

<input checked="" type="checkbox"/> For Action	<input checked="" type="checkbox"/> Board of Governors
<input type="checkbox"/> For Information	<input checked="" type="checkbox"/> Open Meeting
<input type="checkbox"/> Meeting Date <u>October 27, 2022</u>	
<input type="checkbox"/> Agenda Item No. <u>#8</u>	

Subject: GOVERNANCE

Recommendation: That the Board of Governors approves the Governance Report and all decisions and motions therein, as presented.

Signature on File
Barry Hogan, Chair

Programs and Services Committee

R. Kardas **approval**

The Programs and Services Committee approved Program Advisory Committee appointments, received and discussed the Program Prioritization, Revitalization, and Rationalization Report, and heard a presentation regarding Mental Health Post-Secondary Standards.

Program Advisory Committee Policy 4-003 (attachment)

Recommendation: That the Board of Governors approves the Programs and Services recommendation to the Board of Governors to approve the revised policy 4-003 Program Advisory Committees.

Program Proposal

Recommendation: That the Board of Governors approves the Program and Services Committee recommendation to approve the Software Quality Assurance and Testing Ontario College Graduate Certificate program proposal.

Micro-Credential Status Report

Recommendation: That the Board of Governors approves the Programs and Services Committee recommendation to approve the 2021/2022 Micro-Credential Status Report as written.

Nomination Committee

B. Hogan Information

Lieutenant Governor Order in Council (LGIC) Appointments and Board Appointment Update (attachments)

The Order in Council appointments for Tania Lee and Dean Pearson were received on October 7, 2022.

The Board has one upcoming vacant LGIC appointment as of August 31, 2023 and one Board appointment and is recruiting from the Education or Finance, Insurance, Real Estate, Business, Government & Professional

Services sectors. Applications have been received and the Committee will meet to review applications and plan interviews.

Executive Committee

The Executive Committee met on September 21st to discuss Ernest & Young Residence Option update. B. Hogan

information

On October 13, the Executive met:

- to review the recommended changes to By-Law 1 to ensure compliance with the Ontario Not for Profit Corporations Act
- to discuss the 2022 Board Evaluation Results
- to review the planned agenda for the 2022 Board Retreat
- to hear a presentation regarding the Ernest & Young Residence Option Update.
- to discuss appointing a governor to the Foundation Board as required
- to review the process for the President’s 2021 Evaluation and confirm a lead from the members of the Executive Performance and Compensation Committee to write the evaluation to be presented to the Board for approval at the December 2022 In-Camera meeting.

Board Committees and Program Advisory Committee Volunteers

B. Hogan

information

Program Advisory Committee Volunteers: Each Governor is asked to join two PAC committees. Please review the attached list with the highlighted vacancies and indicate to Lianne the Committees you like to join.

PAC Meeting Reports

This is an opportunity Governors to share information regarding a Program Advisory Committee meeting attended.

B. Hogan

information

4-003 – Program Advisory Committees

MOTION: 2003-73

DATE APPROVED: November 27, 2003

SUPERSEDES: Policy No. 2000-2-2

REVIEWED: June 3, 2021

AMENDED: Motion 2021-24

POLICY NO: 4-003

POLICY: There will be a program advisory committee (PAC) for each program or cluster of programs to advise the Board of Governors and the College regarding the program(s)

The Board of Governors shall appoint members to Program Advisory Committees (PACs) who are representative of the employers, professions and industry sector (s) that each program serves.

1. Terms of Reference

1.1 The purpose of the PACs is to identify and suggest new programs and courses and to consider, review and suggest changes and revisions in existing programs and courses, thus ensuring programs offered by College meet the changing needs of the labour market.

1.2 More particularly, PACs will offer advice regarding program learning outcomes, curriculum, facilities, clinical and field experience, co-op and work experience, placement opportunities, effectiveness of graduates, and community needs.

1.3 PACs will provide a liaison with the community for the dissemination of information about the program, the development of scholarships and bursaries, recruitment of students and the placement of graduates, and for the College to disseminate relevant information to our community members.

1.4 PACs are advisory and not administrative or executive in nature and are not in any way responsible for the allocation and utilization of College resources.

2. Membership

2.1 The Program Advisory Councils shall be composed of:

- a. A minimum of five members who are employers, eight members for degree programs, who are employers, specialists, professionals, community representatives, or recent graduates and are selected for their expertise, ~~in the discipline or field of study~~, potential as employers, ~~respect enjoyed in their field, links to professional associations and networks~~, and influence related to the purposes of the program. At least one member must be from a non-employer group. Members may be drawn from the local area or elsewhere in Ontario or Canada.

- ~~-a. The external membership list is to include each member's name, occupation and/or employer and contact information (phone number and email).~~
- b. Up to four students, preferably one from each year of study
- c. A minimum of one coordinator and or faculty member and the Program Dean or Associate Dean.
- d. An internal or external resource person(s) as needed.

Only those members as defined in (a) will have voting membership on the committee.

2.2 The Board of Governors appoints all PAC members as defined in 2.1 (a), hereafter described as “external” members. The other members, described in 2.1 (b), 2.1 (c), 2.1 (d) – hereafter described as “internal” members – shall be appointed by the program Dean or designate.

PAC members unable to attend a particular meeting may send a designate to represent them.

2.3 The PAC members described in 2.1 (a) shall be appointed for a term not to exceed three years, which will normally commence on September 1st of the year in which they were appointed. The three-year term is renewable for two additional terms one time only. There may be exceptions to the ~~nine six~~-year appointment if no replacement members are available or due to programming with highly specialized fields. When a new PAC is formed, the first members shall commence their respective terms upon their appointment and their terms shall expire on August 31st date within the following three years of their appointment in rotation. Any vacancy occurring during the term of a member will be filled on a recommendation of the Program and Services Committee of the Lambton College Board of Governors and appointment by the Board.

3. Meetings

3.1 PACs shall meet a minimum of two times per year, preferably, one in each post-secondary term. The PAC will determine the need for more meetings.

3.2 When ~~in any academic year~~, an external member, does not attend any advisory committee meetings within an academic year., ~~attends less than 50 per cent of the meetings of the advisory committee~~, the committee may declare the membership void and replace the member.

4. Operations

4.1 The chairperson of a PAC for the next year will be elected annually at the last meeting of the academic year from ~~external non-college~~ members as defined in 2.1 (a). The Chair, in consultation with the Dean or, Associate Dean of the program(s), is responsible for establishing the agendas for the committee meetings.

4.2 The Dean's or Associate Dean's Academic Administrative Assistant is responsible for arranging meetings as required by the committee, ensuring that the committee membership list is current, and ~~s~~ submitted to the Board of Governors office.

4.3 Minutes shall be kept of each committee meeting and will be distributed by the Dean's Academic Administrative Assistant to each member prior to the next meeting. Items or issues, that require review by the Senior Vice President, Academic & Student Success, shall be highlighted by the Dean and sent to the Senior Vice President, Academic & Student Success.

4.4 The College will provide secretarial support to each PAC.

4.5 A quorum for the purposes of voting at each meeting shall be the majority (50% or more) of the voting external PAC members.

4.6 Electronic/distance participation is acceptable.

5. Communications

5.1 When a program review is completed of the program as part of the Quality Assurance process, it will be reviewed by the PAC in the subsequent fall semester.

5.2 Programs that have been identified under the Program Revitalization and Rationalization Policy as requiring revitalization will have a report prepared by the Dean and Coordinator. The report will be presented to the Program and Services Committee of the Board of Governors. The Program Advisory Committee will receive and review the report and comment on the revitalization of the program.

6. Orientation

6.1 Orientation information about the college system, the role and responsibilities of PAC's, Strategic Program Directions, Key Performance Indicator, and Lambton College in general, will be provided to all new members of PACs by the Office of the President. The individual committees will conduct orientation on programs.

7. Establishment of a New PAC

7.1 When the College wishes to explore the feasibility of a new program, an ad hoc Program Advisory Committee or a pre-PAC shall be established. The membership shall be composed of a minimum of four individuals selected for their expertise, ~~in the discipline or field of study~~, potential as employers, respect ~~and influence~~ enjoyed in their field and influence related to the purpose of the related to program and as well as educators in the appropriate field. College resource persons will consist of the program Dean, Associate Dean and selected faculty.

- a. The external membership list is to include each member's name, occupation and/or employer, and contact information (phone number and email).

7.2 The purpose of the ad hoc committee is to assist in the assessment in the provision and analysis of market research to determine the need for the program and solicit input regarding the proposed curriculum ~~of the need for the program and provide input regarding the proposed curriculum. A formal motion of support, along with a seconder is brought forward to the ad hoc committee to confirm the committee has reviewed the curriculum and supports the need for the program in the community. The motion of support is documented in the meeting minutes. If the ad hoc is conducted electronically, letters of support may be submitted in the place of a formal meeting motion.~~

- a. A quorum for the purpose of voting at each meeting shall be the majority (50% of more) of the external PAC members.

7.3 Once the decision is made to proceed, a program proposal will be compiled by the program developer for submission to the Program and Services Committee of the Board for its recommendation to the Board of Governors.

7.34 When a new program has been approved a new PAC will be established by the Dean that may include members from the ad hoc committee membership as well as new members, as appropriate.

- a. Once the new PAC has been established, a PAC meeting will be scheduled within the first year of when the program was launched.



Ontario

**Executive Council of Ontario
Order in Council**

**Conseil exécutif de l'Ontario
Décret**

On the recommendation of the undersigned, the Lieutenant Governor of Ontario, by and with the advice and concurrence of the Executive Council of Ontario, orders that:

Sur la recommandation de la personne soussignée, le lieutenant-gouverneur de l'Ontario, sur l'avis et avec le consentement du Conseil exécutif de l'Ontario, décrète ce qui suit :

Pursuant to subsection 3 (1) of the *Ontario Colleges of Applied Arts and Technology Act, 2002*, and subsection 4 (2) of Ontario Regulation 34/03 made under the Act, **Tania Teresa Lee** of Sarnia be reappointed, subject to the pleasure of the Lieutenant Governor in Council, as a member of the board of governors of The Lambton College of Applied Arts and Technology, for a period effective the date this Order in Council is made, and ending not later than August 31, 2025.

En vertu des dispositions du paragraphe 3 (1) de la *Loi de 2002 sur les collèges d'arts appliqués et de technologie de l'Ontario* et du paragraphe 4 (2) du Règlement de l'Ontario 34/03 pris en application de ladite Loi, **Tania Teresa Lee** de Sarnia est reconduite, à la discrétion du lieutenant-gouverneur en conseil, dans ses fonctions de membre du conseil d'administration de The Lambton College of Applied Arts and Technology à compter du jour de la prise du présent décret, pour un mandat se terminant au plus tard le 31 août 2025.


Recommended: Minister of Colleges and Universities
Recommandé par : Ministre des Collèges et Universités


Concurred: Chair of Cabinet
Appuyé par : Le président | la présidente du Conseil des ministres

Approved and Ordered:
Approuvé et décrété le : OCT 06 2022


Lieutenant Governor
La lieutenant-gouverneure



Ontario

**Executive Council of Ontario
Order in Council**

**Conseil exécutif de l'Ontario
Décret**

On the recommendation of the undersigned, the Lieutenant Governor of Ontario, by and with the advice and concurrence of the Executive Council of Ontario, orders that:


Sur la recommandation de la personne soussignée, le lieutenant-gouverneur de l'Ontario, sur l'avis et avec le consentement du Conseil exécutif de l'Ontario, décrète ce qui suit :

Pursuant to subsection 3 (1) of the *Ontario Colleges of Applied Arts and Technology Act, 2002*, and subsection 4 (2) of Ontario Regulation 34/03 made under the Act, **Robert Dean Pearson** of Bright's Grove be reappointed, subject to the pleasure of the Lieutenant Governor in Council, as a member of the board of governors of The Lambton College of Applied Arts and Technology, for a period effective the date this Order in Council is made, and ending not later than August 31, 2025.

En vertu des dispositions du paragraphe 3 (1) de la *Loi de 2002 sur les collèges d'arts appliqués et de technologie de l'Ontario* et du paragraphe 4 (2) du Règlement de l'Ontario 34/03 pris en application de ladite Loi, **Robert Dean Pearson** de Bright's Grove est reconduit, à la discrétion du lieutenant-gouverneur en conseil, dans ses fonctions de membre du conseil d'administration de The Lambton College of Applied Arts and Technology à compter du jour de la prise du présent décret, pour un mandat se terminant au plus tard le 31 août 2025.



Recommended: Minister of Colleges and Universities
Recommandé par : Ministre des Collèges et Universités



Concurred: Chair of Cabinet
Appuyé par : Le président | la présidente du Conseil des ministres

Approved and Ordered:
Approuvé et décrété le : OCT 06 2022



Lieutenant Governor
La lieutenante-gouverneure

**BOARD OF GOVERNORS PAC ASSIGNMENTS AND VACANCIES TO BE FILLED
2022-2023**

***School of Business and School of English and Liberal Studies
School of Health, Community Services, & Creative Design***

Each full-time program is Ministry mandated to have a Program Advisory Committee (PAC). Each PAC must meet two times a year. The College aims to hold one PAC meeting a semester. The Dean's assistant will send you an email to invite you to a PAC meeting. Governors are not voting members.

At each Board meeting, there is an opportunity for Governors to provide the Board with a brief verbal report regarding the PAC meeting attended.

GOVERNOR	PROGRAM ADVISORY COMMITTEE	MEETINGS SCHEDULED TO DATE	
		Fall	Winter
Shannon Landry	Bachelor of Science Nursing (BScN)		
VACANT	Business		
VACANT	Child and Youth Care (CYCP)		
VACANT	Communicative Disorders Assistant (CDAS)		
VACANT	Community Integration Through Cooperative Education (CICE)		
Susan Ferguson	Community Mental Health Multidisciplinary (CMHM)		
VACANT	Computer Programmer (CPRO) Internet Programming and Database Management (IPRC)		
Jason McMichael	Culinary Management (CULX) Canadian Culinary Operations (CCOS)		
VACANT	Cyber Infrastructure Specialist Cluster (CISC)		
VACANT	Developmental Service Worker DSWP/DDCP		
VACANT	Photography (PHTG) and Advanced Photography Production (APPS)		
VACANT	Early Childhood Education (ECEP)		
VACANT	E-Learning Design and Training Development (ETIS) Advanced Teaching –E-Learning & Instructional Design (ATDS)		
VACANT	Esports Entrepreneurship and Administration (ESEA) and Esports Management (ESMS)		
VACANT	Esthetician Program (ESTH) and Hairstylist (HSTY)		
VACANT	Tourism – Operations Management (TMAN) Hospitality Management (HMAN)		
Carly Vandenende	Massage Therapy (MSTC)		
Carly Vandenende	Office Administration		

VACANT	Occupational Therapist & Physiotherapist Assistant (OPTA)		
Tania Lee	Paramedic (PARA)		
Shannon Landry	Pharmacy Technician Program (PHRM)		
Jason McMichael	Police Foundations (PFND) Border Services (PSIB) Protection, Security, and Investigation (PSI)		
Shannon Landry	Practical Nursing (PRAC) Personal Support Worker (PSWK) Interprofessional Practice-Gerontology (IPGS)		
Shawn Fowler	Social Service Worker (SSWK)		
Kelly Provost	Sports & Recreation Management (SRAM)		
Susan Ferguson	Therapeutic Recreation (TREC (accelerated)/TREC		
VACANT	Financial Planning and Wealth Management (FPWS)		

**SCHOOL OF TECHNOLOGY AND TRADES BOARD OF GOVERNORS PAC ASSIGNMENTS
2021-2022**

GOVERNOR	PROGRAM ADVISORY COMMITTEE CLUSTER	MEETINGS SCHEDULED TO DATE	
		Fall	Winter
Brian Lucas	CPET/PETC Cluster <ul style="list-style-type: none"> Chemical Production & Power Engineering Technology (CPET) Power Engineering Technology – Chemical (PET-C) 		
Dean Pearson	CLAB/CTEC/Applied Manufacturing / Related Graduate Certificate Cluster <ul style="list-style-type: none"> Chemical Lab Technician (CLAB) Biomaterials and Chemical Lab Analysis (BCAS) Cannabis, NHP, Biomaterials – AS (CNHP) 		
Dave Mitton	HVAC/RENT/CACT Cluster <ul style="list-style-type: none"> Construction Carpentry Techniques (CACT) Renovation Technician (RENT) Heating, Refrigeration and Air Conditioning Technician (HVAC) (new) 		
Dave Mitton	ELTC/PDCT/ICET Cluster <ul style="list-style-type: none"> Electrical Techniques (ELTC) Instrumentation & Control Engineering Technology (ICET) Electrical Power Distribution & Control Technician (PDCT) 		
Dave Park	EWSO <ul style="list-style-type: none"> Environmental Technician - Water & Wastewater Systems Operations (EWSO) *Collaborative Program – PAC rotates with partners currently		
VACANT	Workplace Safety & Prevention (WSPP) <ul style="list-style-type: none"> Collaborative Program – PAC rotates with partners currently 		

Shawn Fowler	PFET/FIRE/Industrial Fire <ul style="list-style-type: none"> • Fire Science Technology (FIRE) • Pre-Service Firefighter Education & Training (PFET) • Industrial Fire Training 	November 29 th	
Kelly Provost	QEMS/FSQS/AMMS Cluster <ul style="list-style-type: none"> • Quality Engineering management (QEMS) • Food Safety and Quality Assurance Management (FSQS) • Applied Manufacturing Management (AMMS) 	November 5 th 11:30 – 12:00 p.m.	
Mike Denomme	WELD/MTIM/APPD Cluster <ul style="list-style-type: none"> • Millwright Mechanical Technician (MTIM) • Welding Techniques (WELD) • Process Piping Design (PPDS) 	November 10 th	
Mike Denomme	PTEC <ul style="list-style-type: none"> • Pre-Technology/ Foundations of Technology (PTEC) 	Tentative – December	