

LAMBTON COLLEGE OPEN BOARD MEETING
Thursday, December 7, 2023
4:30 p.m. – 5:40 p.m.
Lambton College Boardroom (Teams Option Available)
AGENDA

- 4:30 1. **CALL TO ORDER** T. Lee
2. **INDIGENOUS TRUTH AND RECONCILIATION LAND ACKNOWLEDGEMENT** D. Mancusi

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 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)** T. Lee **approval**
1. December 7, 2023 Agenda
 2. October 26, 2023 Open Minutes
 3. Report from the October 26, 2023 In-Camera Meeting
 4. Conflict of Interest Declaration
 5. Chair's Report
- Recommendation: That the Board of Governors approves the minutes of the Open Meeting of October 26, 2023 and the entire contents of the consent agenda. 2023-45

- | | | | | |
|------|-----|--|----------------|-----------------|
| 4:35 | 4. | CELEBRATING OUR STUDENTS
Matthew Guerette, Research and Electrical Techniques Student | M. Sheikhzadeh | information |
| 4:45 | 5. | FINANCIAL STATEMENTS FOR THE PERIOD ENDING SEPTEMBER 30, 2023 AND 2023/2024 FALL FINANCIAL FORECAST UPDATE (attachment)
Julie Carlton, Director of Finance
<u>Recommendation:</u> That the Board of Governors approves the Finance and Property Committee recommendation to approve the Financial Statements for the period ended September 30, 2023 and the Fall Forecast update of financial performance for the 2023-24 budget year as presented. 2023-46 | S. Dickson | <u>approval</u> |
| 5:05 | 6. | TUITION & COMPULSORY FEES (attachment)
<u>Recommendation:</u> That the Board of Governors approves the Finance and Property Committee recommendation to approve the 2024-25 Tuition and Ancillary Fees as presented, reflecting the categorization of compulsory and ancillary fees levied by Lambton College and the Lambton College Student Administrative Council. 2023-47 | S. Dickson | <u>approval</u> |
| 5:15 | 7. | PRESIDENT'S REPORT (attachment) | R. Kardas | information |
| 5:25 | 8. | GOVERNANCE REPORT (attachment)
<u>Recommendation:</u> That the Board of Governors approves the Governance Report and all decisions and motions therein, as presented. 2023-48 | T. Lee | <u>approval</u> |
| 5:30 | 9. | OTHER BUSINESS
A. Governor reports regarding the Higher Education Summit | T. Lee | Information |
| 5:40 | 10. | ADJOURNMENT | | |

In-Camera Meeting to follow

Members

Tania Lee, Chair
 Jason McMichael, 1st Vice-Chair - regrets
 Rob Dawson, 2nd Vice-Chair
 Shawn Fowler

Danielle Mancusi
 Dave Mitton
 Jarvis Nahdee -regrets
 Dave Park
 Dean Pearson

Resource

Mehdi Sheikhzadeh
 Mary Vaughan
 Kurtis Gray

Ex.Officio

Mike Denomme
Shawn Fowler
Rob Kardas
Jane Mathews

Kelly Provost
Gurpreet Singh
Beth Ann Wiersma

Spencer Dickson

Board E.A.
Lianne Birkbeck

Open Board Meeting – Thursday, October 26, 2023 – 4:30 p.m. E1-209 Lambton College, NOVA Chemicals Health and Research Centre

Membership

Tania Lee, Chair
Jason McMichael, 1st Vice- Chair
Rob Dawson, 2nd Vice-Chair
Mike Denomme
Shawn Fowler
Rob Kardas
Brian Lucas - regrets

Daniella Mancusi
Jane Mathews- regrets
Dave Mitton
Jarvis Nahdee
Dave Park - regrets
Dean Pearson
Kelly Provost
Gurpreet Singh
Beth Ann Wiersma

Resource

Mehdi Sheikhzadeh
Mary Vaughan
Kurtis Gray

Ex.Officio

Spencer Dickson

E.A. to the Board

Lianne Birkbeck

1. **CALL TO ORDER**

Tania Lee, Chair, called the meeting to order at 9:30 a.m.

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

The Chair invited Kelly Provost 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**

1. October 26, 2023 Agenda
2. June 8, 2023 Open Minutes
3. Report from the June 8, 2023 and September 7, 2023 In-Camera Meeting
4. Conflict of Interest Declaration
5. Chair's Report

The consent agenda was amended to include the following two items:

- a. Confirming, Ratifying, and Approving August 28, 2023 Board Officer Election Results
- b. Recognition of Brian Lucas, Retiring Governor

IT WAS MOVED BY: Dave Mitton
SECONDED BY: Jason McMichael

THAT: the Board of Governors approves the minutes of the Open Meeting of June 8, 2023 and the entire contents of the consent agenda noting the amendments to the October 26th open board meeting agenda. 2023-37. **CARRIED**

4. **CELEBRATING OUR STUDENTS**

Spencer Dickson, Senior Vice-President Strategy and Corporate Services, introduced Zibien (Zibby) Blanchard Alumni, Staff Lead – Lion’s Pride, Lambton’s Gender and Sexuality Alliance (GSA) and Peers Facilitator for Let’s Face It and Diana Forbes, Senior Director, Community Engagement. Zibby overviewed his journey to Lambton and his experiences at the college. He spoke regarding the Lion’s Mind as well as his role in fostering the Lion’s Pride Gender & Sexualities Alliance. He indicated that he strives everyday to ensure Lambton College is an inclusive place where everyone feels safe and welcome. Services are drop-in and support at the Residence is offered.

The President commended Zibby for his work highlighting that the peer-to-peer counselling offered is making a significance difference for students. The Chair thanked Zibby for his excellent work and thoughtful and interesting presentation.

5. **FINANCIAL STATEMENTS FOR THE PERIOD ENDING JULY 31, 2023**

The Chair asked Julie Carlton, Director Finance to overview the Financial Statements for the period ending July 31, 2023, noting the Finance and Property Committee reviewed the Statements in detail. Ms. Carlton overviewed the key variances on each schedule and invited questions. The President spoke regarding the retroactive compensation payments because of the court decision deeming Bill 124 unconstitutional and the expected resulting impact on the 2023/24 budget.

IT WAS MOVED BY: Rob Dawson

SECONDED BY: Mike Denomme

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, 2023. 2023-38
CARRIED.

6. **PRESIDENT’S REPORT**

The President presented his report as written highlighting that increasing domestic enrolment and the diversification of international enrolment are key strategic priorities.

7. **GOVERNANCE REPORT**

The Chair invited Mary Vaughan, Senior Vice-President Academic and Student Success to present the Programs and Services Committee recommendations to the Board. The Chair noted the Nomination Committee recommendation regarding Beth Ann Wiersma

(Faculty) and Gurpreet Singh (Student) being elected to the Board of Governors. The recommendation for the External Governor will be corrected to read Timothy Edgar.

IT WAS MOVED BY: Jarvis Nahdee
SECONDED BY: Dave Mitton
THAT: the Board of Governors approves the Governance Report and all decisions and motions therein, as presented. 2023-39

14. OTHER BUSINESS

A. Board Officer Election Results: A resolution confirming, approving, and ratifying the Board Officer election must be approved to ensure it is properly documented. Spencer Dickson indicated that it was determined that a change to process indicating that resolutions in writing that take place via email must have unanimity and if there is not unanimity the Board will be asked to ratify the results at the next Board meeting.

IT WAS MOVED BY: Kelly Provost
SECONDED BY: Dave Mitton
THAT: the Board of Governors confirms, ratifies, and approves the August 28th, 2023, election results for the Board Officers positions as noted below:

- Tania Lee, Chair
- Jason McMichael, 1st Vice-Chair
- Rob Dawson, 2nd Vice-Chair 2023-40

B. Recognition of Brian Lucas, Retiring Governor: Rob Kardas expressed his gratitude to Brian Lucas for his commitment to the Board over the last 5 years.

15. ADJOURNMENT

The meeting adjourned 10:20 a.m.

MINUTES APPROVED BY:

Tania Lee, Chair

AT MEETING OF: December 7, 2023
Lianne Birkbeck, Recording Secretary

Report From: Tania Lee, 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>December 7, 2023</u>
<input checked="" type="checkbox"/> Agenda Item No.	<u>3</u>

Subject: Report on Items from In-Camera Session October 26, 2023

Signature on file
Tania Lee, Chair

The October 26, 2023 In-Camera meeting agenda contained the approval of the In-Camera Minutes of June 8, 2023 and September 7, 2023, the Canada Revenue Agency Delegate Authority, and the President's 2022-2023 President's Evaluation. In addition, a property update was heard.

Report From: T. Lee 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>December 7, 2023</u>	
<input checked="" type="checkbox"/> Agenda Item No. <u>3</u>	

Subject: Chair's Report

1. **Opening of the West Entrance:** On November 2nd, the Chair brought greetings from the Board at the official opening of the West Entrance and the dedication of the Judith A. Morris Atrium and Welcome Centre.
2. The Chair participated in the **Audit Firm Selection Sub-Committee** with fellow governor Kelly Provost to review and evaluate the proponents' proposals based on the evaluation criteria set out in the RFP.
3. **College Employer Council Board of Directors Meeting:** On November 28th, Vice-Chair Jason McMichael participated in the Council's Directors meeting on the Chairs behalf.
4. **Tri-Board Appreciation Luncheon:** The Chair will attend the Tri-Board luncheon on December 7th at the student restaurant Capstones. All Governors are encouraged to attend on December 7th or December 8th.
5. **Employee Recognition Event:** On December 21st, the Chair will bring greetings on behalf of the Board to the Employee Recognition event. At the event, employees are recognized for years of service, academic achievements, and retirements.
6. **Committee Meetings:** The Chair attended and chaired the Executive of the Board meeting and the Programs and Services Committee.

**FINANCIAL PERFORMANCE
AS AT SEPTEMBER 30, 2023
COMMENTARY**

2023-2024 BUDGET and FORECAST

The 2023-24 budget reflects an operating surplus of \$16,516,800 including a \$1,000,000 Contingency. The fall financial forecast indicates a revised surplus of \$22,998,800 including a \$1,000,000 Contingency.

CONTRIBUTION

The year-to-date contribution is a surplus of \$11,784,779 as at September 30, 2023 (surplus \$10,194,355 – September 30, 2022). These financial statements reflect a planned transfer to capital reserves of \$25,148,400.

POST SECONDARY: SCHEDULE 2A

- **Fees: Tuition and Other Revenue**
 - On campus domestic enrolment increased in September by 130 students compared to budget.
 - Overall, the forecast for domestic enrolment for 2023-24 is 4,210 person terms, an increase of 257 person terms to budget
 - International enrolment in post-secondary programs in the Fall 2023 term at home campus reached 3,021 students, an increase of 405 students compared to budget. International enrolment has increased in Fall 2023 from Fall 2022 by 258 students
 - Forecast of International enrolment in Sarnia is 5,572 person terms, a 1,048 person term increase above budget
- **MCU Grants**
 - Small Northern Rural grant funding increased compared to budget but decreased in actuals as in previous year there was a large one-time increase in funding.
- **Other Revenue**
 - Other revenue decreased for September year to date revenue as a result of PSW Accelerated program funding in previous year that did not continue for 2023-24
- **Expenditures**
 - Compensation expense is forecast to increase from budget due to increased enrolment and impact of Bill 124 being deemed unconstitutional. September year to date expenses higher than previous year with increased enrolment and timing of Bill 124 nullification on compensation expenditures
 - Instructional software/Equipment/Rental expenses increased in both forecast and actuals due to increased enrolment, IT equipment and software

CONTRACT SERVICES: SCHEDULE 2B

- **International Revenue**
 - On campus enrolment is forecast to increase by 1,048 person terms over budget level
 - Increase in enrolment over budget at partner campuses in Toronto & Mississauga due to recruitment efforts
- **Research Contracts**
 - Research revenue increased significantly due to additional grant funding for multiple smaller projects including NSERC ARD and OCI grant funding. There is also increased activity for the CBARN grant forecasted compared to budget. This is the reason why the September actuals are also higher compared to prior year Sept.
- **Expenditures**
 - Compensation expense is proportional to research revenue activity and impact of Bill 124 forecasted
 - International Recruitment expense is at a level commensurate with increased international enrolment in Sarnia and at partner campuses at forecast. Increase in first and second term enrolment at the partner

- campuses, Sarnia and Ottawa campus which results in Recruitment expenditure increase compared to September 2022
- Non-Instructional expenses have increased due to increased enrolment and international student bursaries for first year students

STUDENT SERVICES: SCHEDULE 3

- **Sundry Fees**
 - Sundry Fees revenue has increased with the increase in enrolment
- **Expenditures**
 - Compensation expense is proportional to sundry fee revenue

ADMINISTRATIVE SERVICES: SCHEDULE 4

- **Other**
 - Significant increase in interest rate has increased interest revenue on bank balances as well as increased revenue on investment portfolio for Sept year to date income. Increase in forecast for interest as interest rate continued to increase in 2023
- **Expenditures**
 - Increase in non-instructional expenditures due to investment expenses with increased activity

PHYSICAL RESOURCES: SCHEDULE 5

- **Expenditures**
 - Increase in Equipment/Building Maintenance due to increased utilities and contract cleaning expenditures and various maintenance requirements throughout campus with increased activity on campus

ANCILLARY OPERATIONS: SCHEDULE 6

- **Campus Shop**
 - Forecast reflects decreased sales due to timing of grand opening and corresponding expenditures. Increase in September actuals compared to previous year due to increased enrolment and activity on campus.
- **Residence**
 - Expenditures are lower at forecast compared to budget due to decrease in cleaning costs anticipated. Expenditures lower in September year to date as one-time increase in expenses in prior year to date for bedding.



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

Statement of Revenue and Expenditure

for the period April 1, 2023- September 30, 2023

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

Statement of Revenue and Expenditure

For the period: April 1, 2023 - September 30, 2023

	Supporting Schedule	2023-24 BUDGET	2023-24 Fall Forecast	Variance	2023-24 Actual YTD	2022-23 Prior YTD
REVENUE						
Post Secondary	Sch 2A	\$ 47,324,600	\$ 52,712,100	\$ 5,387,500	\$ 19,571,275	\$ 19,361,246
Contract Services	Sch 2B	77,162,100	85,237,800	8,075,700	46,801,827	41,886,984
Student Services	Sch 3	6,168,400	6,944,200	775,800	2,737,706	2,213,806
Administrative Services	Sch 4	7,245,200	11,884,400	4,639,200	7,236,897	2,709,756
Physical Resources	Sch 5	344,500	356,900	12,400	337,379	301,137
Ancillary	Sch 6	4,332,100	4,217,600	(114,500)	1,881,092	1,613,060
Amortization of deferred capital contributions		4,090,300	4,450,700	360,400	2,225,350	2,362,450
		<u>146,667,200</u>	<u>165,803,700</u>	<u>19,136,500</u>	<u>80,791,524</u>	<u>70,448,438</u>
EXPENDITURE						
Post Secondary	Sch 2A	\$ 42,812,400	\$ 45,295,200	\$ 2,482,800	\$ 20,282,880	\$ 17,971,789
Contract Services	Sch 2B	46,439,400	55,066,900	8,627,500	29,317,577	23,757,885
Student Services	Sch 3	10,464,100	11,326,800	862,700	4,933,844	4,253,576
Administrative Services	Sch 4	9,831,900	10,636,700	804,800	4,902,784	4,565,495
Physical Resources	Sch 5	6,861,800	7,359,300	497,500	3,242,662	2,954,215
Ancillary	Sch 6	3,771,400	3,531,800	(239,600)	1,529,799	1,895,674
Depreciation of capital assets		9,969,400	9,588,200	(381,200)	4,797,200	4,855,450
		<u>130,150,400</u>	<u>142,804,900</u>	<u>12,654,500</u>	<u>69,006,745</u>	<u>60,254,083</u>
EXCESS OF REVENUE OVER EXPENDITURE		\$ 16,516,800	\$ 22,998,800	\$ 6,482,000	\$ 11,784,779	\$ 10,194,355
TRANSFER TO CAPITAL RESERVES		(20,115,900)	(25,148,400)	(5,032,500)	(2,173,303)	(796,426)
TRANSFER FROM CAPITAL RESERVES		29,551,500	19,667,800	(9,883,700)	7,324,577	4,451,379
INVESTED IN CAPITAL ASSETS		(26,052,000)	(17,553,300)	8,498,700	(8,776,650)	(12,059,800)
OPENING ACCUMULATED UNRESTRICTED SURPLUS		7,903,700	8,076,000	172,300	8,076,014	7,899,548
CLOSING ACCUMULATED UNRESTRICTED SURPLUS		<u>\$ 7,804,100</u>	<u>\$ 8,040,900</u>	<u>\$ 236,800</u>	<u>\$ 16,235,417</u>	<u>\$ 9,689,057</u>

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

Analysis of Post Secondary

For the period: April 1, 2023 - September 30, 2023

Schedule 2A

	2023-24 <u>BUDGET</u>	2023-24 <u>Fall Forecast</u>	<u>Variance</u>	2023-24 <u>Actual YTD</u>	2022-23 <u>Prior YTD</u>
REVENUE:					
Fees: Tuition and Other	\$ 26,410,000	\$ 31,264,800	\$ 4,854,800	\$ 9,172,336	\$ 8,163,131
MCU Grants	20,465,100	20,929,500	464,400	10,268,048	10,838,223
Other	449,500	517,800	68,300	130,890	359,892
	<u>47,324,600</u>	<u>52,712,100</u>	<u>5,387,500</u>	<u>19,571,275</u>	<u>19,361,246</u>
EXPENDITURE:					
Compensation	\$ 36,048,100	\$ 37,918,700	\$ 1,870,600	\$ 16,528,949	\$ 14,637,272
Instructional software/Equipment/Rental	3,652,500	4,208,500	556,000	2,474,237	1,958,221
Instructional	1,470,400	1,524,100	53,700	567,018	494,178
Non-instructional	691,400	693,900	2,500	237,676	407,118
Tuition set aside	950,000	950,000	-	475,000	475,000
	<u>42,812,400</u>	<u>45,295,200</u>	<u>2,482,800</u>	<u>20,282,880</u>	<u>17,971,789</u>
CONTRIBUTION:	\$ 4,512,200	\$ 7,416,900	\$ 2,904,700	\$ (711,605)	\$ 1,389,457

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

Analysis of Contract Services

For the period: April 1, 2023 - September 30, 2023

Schedule 2B

	2023-24 <u>BUDGET</u>	2023-24 <u>Fall Forecast</u>	<u>Variance</u>	2023-24 <u>Actual YTD</u>	2022-23 <u>Prior YTD</u>
REVENUE:					
Contract Revenue	\$ 376,400	\$ 364,500	\$ (11,900)	\$ 128,847	\$ 126,023
Course Fees	376,300	478,500	102,200	178,716	161,492
International	59,745,200	63,133,800	3,388,600	37,692,031	33,797,664
MLITSD Apprenticeships	1,318,800	1,562,600	243,800	500,023	331,647
MLITSD Contracts	2,806,500	3,159,100	352,600	1,417,168	1,285,513
Other Provincial Contracts	1,694,500	1,948,300	253,800	974,150	847,250
Municipal Contracts	1,174,500	1,501,900	327,400	587,848	505,285
Research Contracts	7,894,100	11,186,700	3,292,600	4,586,683	4,061,215
Fire School	1,758,800	1,850,300	91,500	727,580	765,219
Other	17,000	52,100	35,100	8,781	5,676
	<u>77,162,100</u>	<u>85,237,800</u>	<u>8,075,700</u>	<u>46,801,827</u>	<u>41,886,984</u>
EXPENDITURE:					
Compensation	\$ 14,798,600	\$ 18,088,000	\$ 3,289,400	\$ 7,849,008	\$ 6,650,466
International Recruitment	21,034,500	23,170,900	2,136,400	15,140,222	12,343,007
Stipends/Support Allowances	729,300	1,192,400	463,100	511,773	264,127
Equipment/Building Maintenance	1,598,200	2,498,300	900,100	770,417	621,625
Instructional/Program	3,555,000	4,103,500	548,500	1,648,382	1,131,499
Non-instructional	4,723,800	6,013,800	1,290,000	3,397,775	2,747,161
	<u>46,439,400</u>	<u>55,066,900</u>	<u>8,627,500</u>	<u>29,317,577</u>	<u>23,757,886</u>
CONTRIBUTION:	\$ 30,722,700	\$ 30,170,900	\$ (551,800)	\$ 17,484,250	\$ 18,129,099

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

For the period: April 1, 2023 - September 30, 2023

Schedule 3

	<u>2023-24 BUDGET</u>	<u>2023-24 Fall Forecast</u>	<u>Variance</u>	<u>2023-24 Actual YTD</u>	<u>2022-23 Prior YTD</u>
REVENUE:					
MCU Revenue	\$ 1,252,400	\$ 1,304,500	\$ 52,100	\$ 481,303	\$ 503,220
Sundry Fees	4,239,000	4,923,200	684,200	1,908,595	1,304,944
Other	677,000	716,500	39,500	347,807	405,642
	<u>6,168,400</u>	<u>6,944,200</u>	<u>775,800</u>	<u>2,737,706</u>	<u>2,213,806</u>
EXPENDITURE:					
Compensation	\$ 8,609,800	\$ 9,211,500	\$ 601,700	\$ 3,981,431	\$ 3,453,373
Equipment/Rental	127,100	128,000	900	39,377	131,273
Educational resources/Awards	340,200	372,900	32,700	205,708	191,867
Non-instructional	1,387,000	1,614,400	227,400	707,328	477,062
	<u>10,464,100</u>	<u>11,326,800</u>	<u>862,700</u>	<u>4,933,844</u>	<u>4,253,576</u>
CONTRIBUTION:	<u>\$ (4,295,700)</u>	<u>\$ (4,382,600)</u>	<u>\$ (86,900)</u>	<u>\$ (2,196,138)</u>	<u>\$ (2,039,770)</u>

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

Analysis of Administrative Services

For the period: April 1, 2023 - September 30, 2023

Schedule 4

	2023-24 <u>BUDGET</u>	2023-24 <u>Fall Forecast</u>	<u>Variance</u>	2023-24 <u>Actual YTD</u>	2022-23 <u>Prior YTD</u>
REVENUE:					
MCU Revenue	\$ 180,700	\$ 195,800	\$ 15,100	\$ 178,948	\$ 291,600
Rental Revenue	164,500	222,300	57,800	68,178	(1,088)
Other	6,900,000	11,466,300	4,566,300	6,989,770	2,419,244
	<u>7,245,200</u>	<u>11,884,400</u>	<u>4,639,200</u>	<u>7,236,897</u>	<u>2,709,756</u>
EXPENDITURE:					
Compensation	\$ 5,184,500	\$ 5,515,800	\$ 331,300	\$ 2,617,306	\$ 2,333,257
Insurance/Taxes	809,000	888,600	79,600	858,750	826,523
Professional fees	1,052,000	1,092,000	40,000	456,167	740,099
Contingency	1,000,000	1,000,000	-	-	-
Non-instructional	1,786,400	2,140,300	353,900	970,561	665,616
	<u>9,831,900</u>	<u>10,636,700</u>	<u>804,800</u>	<u>4,902,784</u>	<u>4,565,495</u>
CONTRIBUTION:	\$ (2,586,700)	\$ 1,247,700	\$ 3,834,400	\$ 2,334,113	\$ (1,855,739)

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

Analysis of Physical Resources

For the period: April 1, 2023 - September 30, 2023

Schedule 5

	2023-24 <u>BUDGET</u>	2023-24 <u>Fall Forecast</u>	<u>Variance</u>	2023-24 <u>Actual YTD</u>	2022-23 <u>Prior YTD</u>
REVENUE:					
Facilities Fee	\$ 218,600	\$ 231,000	\$ 12,400	\$ 234,280	\$ 212,554
MCU Revenue	3,700	3,700	-	16,981	14,459
Other	122,200	122,200	-	86,118	74,124
	<u>344,500</u>	<u>356,900</u>	<u>12,400</u>	<u>337,379</u>	<u>301,136</u>
EXPENDITURE:					
Compensation	\$ 1,869,900	\$ 2,051,900	\$ 182,000	\$ 942,976	\$ 841,268
Equipment/Building Maintenance	4,570,400	4,884,400	314,000	2,139,450	1,979,513
Non-instructional	421,500	423,000	1,500	160,236	133,433
	<u>6,861,800</u>	<u>7,359,300</u>	<u>497,500</u>	<u>3,242,662</u>	<u>2,954,215</u>
CONTRIBUTION:	\$ (6,517,300)	\$ (7,002,400)	\$ (485,100)	\$ (2,905,283)	\$ (2,653,079)

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

Analysis of Ancillary Operations

For the period: April 1, 2023 - September 30, 2023

Schedule 6

	2023-24 <u>BUDGET</u>	2023-24 <u>Fall Forecast</u>	<u>Variance</u>	2023-24 <u>Actual YTD</u>	2022-23 <u>Prior YTD</u>
REVENUE:					
Campus Shop	\$ 1,756,000	\$ 1,580,300	\$ (175,700)	\$ 1,031,657	\$ 991,149
Parking	566,500	561,400	(5,100)	132,760	50,100
Residence	2,009,600	2,075,900	66,300	716,675	571,811
	<u>4,332,100</u>	<u>4,217,600</u>	<u>(114,500)</u>	<u>1,881,092</u>	<u>1,613,060</u>
EXPENDITURE:					
Campus Shop	\$ 1,659,100	\$ 1,607,300	\$ (51,800)	\$ 946,376	\$ 897,895
Parking	562,600	557,100	(5,500)	75,338	88,837
Residence	1,549,700	1,367,400	(182,300)	508,085	908,942
	<u>3,771,400</u>	<u>3,531,800</u>	<u>(239,600)</u>	<u>1,529,799</u>	<u>1,895,674</u>
CONTRIBUTION:	\$ 560,700	\$ 685,800	\$ 125,100	\$ 351,293	\$ (282,614)

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

Summary of Capital Reserves

For the year ended March 31, 2024

Capital Reserves	Apr 1, 2023	Additions	Disbursements	Mar 31, 2024
Campus Renewal:	\$ 101,734,839	\$ 21,280,000	\$ -	\$ 123,014,839
West Entrance & Campus Shop	(10,903,450)	-	(2,301,300)	(13,204,750)
Renovation - Biology Labs	(1,391,570)	-	(600,000)	(1,991,570)
Landscape / Roadways	(10,079,054)	-	(520,000)	(10,599,054)
Facilities Projects	(3,628,278)	-	(3,897,900)	(7,526,178)
Computer Labs Redevelopment	-	-	(3,000,000)	(3,000,000)
Community Engagement Relocation	-	-	(200,000)	(200,000)
International and Services Realignment	(914,775)	-	(4,085,200)	(4,999,975)
Indigenous Outdoor Gathering Space	-	-	(1,563,700)	(1,563,700)
Outdoor Recreation Precinct	(31,789)	-	(450,000)	(481,789)
East Entrance	-	-	(2,500,000)	(2,500,000)
Health/Research/Athletics	(900,601)	680,600	-	(220,001)
SAC Long-term Receivable	(5,188,037)	266,800	-	(4,921,237)
Campus Renewal Net	\$ 68,697,285	\$ 22,227,400	\$ (19,118,100)	\$ 71,806,585
Parking	64,716	-	-	64,716
IT and Learning Infrastructure	7,144,410	1,300,000	(404,000)	8,040,410
Insurance Retention	1,500,000	1,500,000	-	3,000,000
Research (LMIC & BPRC) TACs	127,936	-	(50,000)	77,936
Fireschool Equipment Renewal	182,449	87,800	(95,700)	174,549
Athletic & Fitness Centre Renewal	123,503	33,200	-	156,703
Total Capital Reserves	\$ 77,840,300	\$ 25,148,400	\$ (19,667,800)	\$ 83,320,900

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

Summary of Grant/Fee Funded Capital Projects

For the year ended March 31, 2024

		Grant Funding
Facilities Renewal Program	(FRP)	\$ 2,204,500
Campus Safety Program	(CSP)	106,800
Capital Equipment & Renewal Fund	(CERF)	105,900
Capital Equipment & Renewal Fund	(CERF Competitive)	597,600
Apprenticeship Capital Grant	(ACG Competitive)	477,000
IT Access Fee equipment	(IT Access Fee)	258,000
Research Funded Projects	(CFI, ORF)	2,571,400
Total Grant Funded Capital Projects		\$ 6,321,200

2024-2025 Tuition & Ancillary Fees

November 22, 2023

Please find included with this memo, the proposed Post-Secondary Tuition & Ancillary Fees for the 2024-2025 Academic Year, including the fall 2024, winter 2025, and spring 2026 semesters.

Tuition is assumed to be flat in alignment with recent government policy. However, the Tuition & Fees Protocol for 2024-2025 has not been released yet. Should the tuition cap be lifted, and an increase allowed, we will recommend a revision to tuition accordingly. One exception is the Pre-Service Firefighter (PFET) program, which MCU has authorized the College through the Anomalous Tuition fee process last year, to raise the tuition annually by 7.5% each year over the course of 10 years, to align with the system average for PFET programs. This is the second year of the increase in tuition for PFET.

Most ancillary fees have either been kept at the same rate or increased by 2%, as per our historical norm. There are three exceptions:

- The Athletics Fee, which covers varsity athletics, intramural sports, and fitness programming, has been increased by 5% to offset the costs associated with expanded programming.
- The Convocation Fee has been increased by 5% to offset the costs associated with adding additional Convocation ceremonies in response to an increased number of graduates and graduate attendance at convocation.
- The International Student Activity Fee, which covers support and programming specific to International students, has been increased by 5%, to offset increased costs associated with delivering key support services to International students.

Additionally, the International Premiums, which had varied by program, have been increased by 5% and standardized into three categories: Base undergraduate; high-demand undergraduate; and base post-graduate. These standardized fees simplify communication and administration.

There is also one new and two increased program-specific fees this year:

- Co-op Fees have increased by 2% in line with other ancillary fees
- Work Integrated Learning (WIL) Fees at Sarnia have increased by 5% to \$2,100, proportionate to the increases to the International Premium
- A \$250 + tax fee has been added to the Food Safety & Quality Assurance program to support participation in the Canadian Certified HACCP Professional certification exam.

Standard Fees					
Fee Type	Fee	23-24 Fee	24-25 Fee	Increase/Decrease	Change
Full-Time Tuition	Regular	\$2,722.59	\$2,722.59	0%	\$0.00
College Compulsory Fees - All Years	ID Card	\$20.09	\$20.09	0%	\$0.00
	Athletic Fee	\$132.89	\$139.53	5%	\$6.64
	Counselling Fee	\$120.07	\$122.47	2%	\$2.40
	Career Services Fee	\$26.48	\$27.01	2%	\$0.53
	Health Service Fee	\$51.69	\$51.69	0%	\$0.00
	Tutoring Fee	\$84.72	\$86.41	2%	\$1.69
	Information Technology Fee	\$255.15	\$260.25	2%	\$5.10
	Alumni Fee	\$6.01	\$6.13	2%	\$0.12
	Facilities Fee	\$47.82	\$47.82	0%	\$0.00
College Compulsory Fee - First Year	Graduation Fee	\$75.99	\$79.79	5%	\$3.80
SAC Fees	SAC Service Fees	\$153.75	\$156.83	2%	\$3.08
	Building Fee	\$175.00	\$175.00	0%	\$0.00
	Dental Insurance	\$100.26	\$100.26	0%	\$0.00
	Health Insurance	\$125.16	\$125.16	0%	\$0.00
	AD&D	\$3.24	\$3.24	0%	\$0.00
Total Tuition & Fees - First Year		\$4,100.91	\$4,124.28	0.57%	\$23.37
Total Tuition & Fees - Upper Year		\$4,024.92	\$4,044.49	0.49%	\$19.57

Non-standard Fees					
Fee Type	Fee	23-24 Fee	24-25 Fee	Increase/Decrease	Change
Full-Time Tuition - Non Standard	ICET Yr 1 & 2; EWSO	\$3,383.96	\$3,383.96	0%	\$0.00
	ICET Yr 3	\$5,075.93	\$5,075.93	0%	\$0.00
	PFET	\$5,456.62	\$5,865.87	7.5%	\$409.25
	FIRE	\$5,075.92	\$5,075.92	0%	\$0.00
	PRAC Yr 2	\$4,044.24	\$4,044.24	0%	\$0.00
	International Post-Grad - Non-Funded	\$2,322.58	\$2,322.58	0%	\$0.00
	CPET / PETC	\$4,788.54	\$4,788.54	0%	\$0.00
	MEAS	\$5,250.00	\$5,250.00	0%	\$0.00
	Degree	\$5,971.88	\$5,971.88	0%	\$0.00
Part-Time Tuition (per Contact Hour)	Tuition	\$6.22	\$6.22	0%	\$0.00
	High-Demand Tuition	\$6.38	\$6.38	0%	\$0.00
College Part-Time Ancillary Fees (Per Course)	ID Card	\$5.03	\$5.03	0%	\$0.00
	Athletic Fee	\$6.41	\$6.73	5%	\$0.32
	Counselling Fee	\$12.86	\$13.12	2%	\$0.26
	Career Service Fee	\$2.84	\$2.90	2%	\$0.06
	Health Service Fee	\$5.54	\$5.54	0%	\$0.00
	Tutoring Fee	\$9.08	\$9.26	2%	\$0.18
	Information Technology Fee	\$20.24	\$20.64	2%	\$0.40
SAC Part-Time Ancillary Fees (Per Course)	Facilities Fee	\$3.62	\$3.62	0%	\$0.00
	SAC Service Fees	\$15.92	\$16.24	2%	\$0.32
SAC Part-Time Ancillary Fees (Per Course)	Building Fee	\$11.37	\$11.37	0%	0

International Fees					
Fee Type	Fee	23-24 Fee	24-25 Fee	Increase/Decrease	Change
Compulsory Ancillary Fee	Activity Fee	\$250.00	\$262.50	5%	\$12.50
	Health Insurance Fee	\$700.00	\$700.00	0%	\$0.00
International Premiums	Base Undergraduate Premium	\$8,901.20	\$9,346.26	5%	\$445.06
	High-Demand Undergraduate Premium	Varied	\$9,870.00	5%	Varies
	Base Post-Graduate Premium	\$12,194.62	\$12,804.35	5%	\$609.73

New Program-Specific Fees or Fees for Service				
Fee	23-24 Fee	24-25 Fee	Increase/Decrease	Change
WIL Fee Increase - Sarnia (Winter 2025)	\$2,000.00	\$2,100.00	5%	\$100.00
FSQS		\$250.00		
Co-op Fees	\$250.00	\$255.00	2%	\$5.00

2023/12/07

President's Report

TO THE BOARD OF GOVERNORS

RESEARCH & INNOVATION

- > The Railway Conductor program, redeveloped in September 2023, has achieved success. The program now features various firsts such as the piloting of the Railway Association of Canada's new curriculum, offering awards to female students, and using virtual reality for training. Eleven of twelve students were in the employment recruitment process upon program completion, with nine voluntarily supporting promotional activities. Industry partnerships, such as with Cando Terminals, and ongoing sponsorship commitments highlight the program's impact and sustainability, projecting a 25-30% tuition contribution to the College for the first intake and a 40-45% contribution for future cohorts. The program is set to admit a new cohort in May 2024 with a target of 15 students.
- > R&I performance from April to November 2023:
 - 229 projects
 - 261 students and 146 staff engaged
 - \$29.5M in funding applications. At this time, 22% of those proposals have been successful, 61% are pending and 17% have been rejected.

OUR STUDENTS

- > Lambton College has received a significant donation of \$1M from Queen's Global, the parent company of Queen's College or Lambton College in Mississauga. This donation will help transform the Suncor Sustainability Centre into the Queen's Global Impact Lab, a leading-edge facility dedicated to providing hands-on, work-integrated learning opportunities for students and the community.
- > On November 2, Lambton College celebrated the official opening of the West Entrance and the unveiling of the Judith A. Morris Atrium & Welcome Centre. The event included a student showcase that featured students in varsity athletics uniforms, Campus Shop clothing, and cultural attire.

- > The Lion's Mind, Lambton College's peer wellness collective, undertook a student mental health survey from November 1 to 15.
- > The College has undertaken its second round of Commercially Confidential Meetings with three proponents for the New Residence Project.
- > The President and other members of the College Management Team (CMT) attended the Lambton College in Toronto Convocations on November 14 to honour the Summer 2023 graduates.
- > In November, the President visited three classes to give a presentation on leadership and host question and answer sessions with students.
- > The College launched a student art contest to gather works to be included in the upcoming Academic Plan. Student Administrative Council (SAC) is administering the contest.
- > SAC hosted a sold-out pub night on November 16 to celebrate Diwali.
- > Lambton College's annual Fall Open House was held on Saturday, November 18. This successful recruitment event welcomed 492 prospective students who filled out 254 applications. This represents an increase in more than 100 applications from the 2022 Fall Open House.
- > Lambton College celebrated three of its alumni at the Premier's Awards Gala at the Higher Education Summit at the end of November. Nicole Paquette, Don Richardson, and Garrett VanDusen were nominated for the impact they have had in their careers and their focus on advancing Equity, Diversity and Inclusion in their communities.

OUR PEOPLE

- > A Town Hall was held on November 15 to provide updates to the College community on enrolment, capital projects, and Equity, Diversity and Inclusion spotlights.
- > To celebrate the holiday season and the caring nature of the Lambton College community, the Teaching and Learning Commons launched a four-week Pounce's Holiday Adventure initiative designed to engage employees and encourage donations to the Lion's Heart campus food bank and clothing closet and the Sarnia-Lambton Children's Aid Society.

OUR LOCAL AND GLOBAL COMMUNITY

- > The President attended the Remembrance Day Parade on November 11 and laid a wreath at the Cenotaph on behalf of Lambton College.
- > During International Education Week, a celebration of international students and their contributions to the College and community, SAC arranged for 14 international students to represent their cultures at Lakeroad Public School, showcasing food, fashion, holidays and ceremonies.



- > For giving Tuesday on November 28, Lambton College promoted the local United Way's giving program to employees, highlighting the positive impacts they have in the community. The Lambton College Alumni Association also reached out to alumni for donations to scholarships and bursaries for students.
- > Lambton College's international students volunteered their time with the Cops for Cans food drive benefiting the Inn of the Good Shepherd and other local organizations.

Report From: T. Lee

<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>December 7, 2023</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
Tania Lee, Chair

Programs and Services Committee

The Programs and Services Committee approved Program Advisory Committee appointments.

M. Vaughan

approval

Program Proposal

Recommendation: That the Board of Governors approves the Programs and Services Committee recommendation to approve the Advanced Industrial Systems and Automation, Building Information Modelling and Food and Nutrition Management program proposals.

Triennial Report

Recommendation: That the Board of Governors approves the Programs and Services Committee recommendation to approve the Power Engineering Technology, Mechanical Techniques – Plumbing and Computer Programmer triennial reports.

Finance and Property Committee (attachment)

Recommendation: That the Board of Governors approves the Finance and Property Committee recommendation to approve By-law 1 as presented, to reflect the update to the Corporate Seal.

S. Dickson

approval

Executive Committee (attachment)

The Executive Committee met on November 23rd and discussed and heard updates regarding the 2023/24 Fall forecast, the East Entrance Project, the Blue Ribbon Panel, and reviewed and approved a revision to By-Law #3.

T. Lee

approval

Recommendation: That the Board of Governors approves the Lambton College Board Executive Committee recommendation to approve revised By-law 3.

PAC Meeting Reports

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

T. Lee

information

December 2023

Updating the College Corporate Seal

Background

The College has formally adopted the Lambton Shield as the emblem of the College. It is requested that the Board of Governors amends By-law to officially enact the usage of the Lambton Shield as the corporate seal, in accordance with policy, to indicate a document is certified by, and agreed upon by, the Board of Governors.

Seal



Motion

Recommendation:

That the Board of Governors approves the Finance and Property Committee recommendation to approve By-law 1 as presented, to reflect the update to the Corporate Seal.

**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: ~~December 8, 2022~~ [December 7, 2023](#)
Amended: Motion No. ~~2022-34~~ [2023-4](#)
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";

1.2 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 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.

2.0 REGISTERED OFFICE

The REGISTERED 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 is 18 years of age
- 4.4.2 who has not been declared incapable by a court in Canada or in another country;
- 4.4.3 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
- 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, 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, officer of the Board, and 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 sustain or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against 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 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 they sustain 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 tortuous 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 they become 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 they are 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 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 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 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 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 there at 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:

- Their dissent is recorded in the minutes;
- They request that their dissent be entered into the minutes;
- They give their dissent to the secretary of the meeting before it ends; or
- They submit their dissent immediately after the meeting ends.
- If a governor votes or consents to a resolution, they are not entitled to enter a dissent.
- 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.
- 15.3 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 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 vacancies;
 - 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 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.
- 19.1.5 To recommend to the Board any operating or capital expenditures in excess of the Board-approved budgets (including the contingency fund).
- 19.1.6 To ensure appropriate asset protection and loss prevention provisions are in place and reviewed regularly (annually). This includes maintenance, fire protection, security, and insurance.

- 19.1.7 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).
- 19.1.8 To recommend to the Board an Investment Policy for any surplus or reserve funds for the Corporation within the limits of appropriate legislation.
- 19.1.9 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.
- 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 78 day of December 2023.



Corporate Seal

Original signed by:

Original signed by:

Tania Lee Barry Hogan, Chair

Spencer Dickson, Secretary-Treasurer

December 2023

Revision – By-Law #3

Background

By-Law #3 defines the eligibility, beyond those set-out within By-Law #1, and articulates the procedures for the election of representatives of College constituent groups to the Board of Governors (Academic, Administrative, Student, and Support Staff) .

Revising clause 2.7 clarifies the type of Grade Point Average (GPA) that will be used to assess if a student meets the eligibility requirements. The cumulative grade point average called the Program GPA will be used. As per college policy 2000-2-4 the Program GPA is calculated and includes all courses in the program of study completed to date.

Motion

Recommendation: That the Board of Governors approves the Lambton College Board Executive Committee recommendation to approve revised By-law 3.

03 – By-Law

MOTION: 2003-73

DATE APPROVED: November 27, 2003

REVIEWED: ~~June 3, 2021~~ December 7, 2023

AMENDED: Changes Motion No. ~~2021-24~~ 2023-

BY-LAW: No. 3

BE IT ENACTED as a By-law of The Board of Governors of The Lambton College of Applied Arts and Technology (hereinafter called the “Board”) for the Election of Representatives of College Constituent Groups to the Board of Governors as follows:

1.0 Policy

- 1.1 In accordance with the Regulations emanating from the Ontario Colleges of Applied Arts and Technology Act 2002, all members of the constituent groups of the College (Academic, Administrative, Student and Support Staff) shall have an opportunity for effective participation in the nomination and election process for membership on the Board.
- 1.2 In support of this policy the following procedures have been developed after consultation with representatives of the constituent groups.

2.0 Definition

In this By-law, the following terms shall have the indicated meanings:

There are four constituent groups at Lambton:

- 2.1 “Academic staff” member means a person who is employed by the Board of Governors as a teacher, counsellor or librarian;
- 2.2 “Administrative staff” member means a person who is employed by the Board of Governors and who is not an academic staff member, a support staff member or a student;
- 2.3 “Board of Governors” means the members of the Board of Governors of The Lambton College of Applied Arts and Technology;
- 2.4 “College” means The Lambton College of Applied Arts and Technology;
- 2.5 “Course” means a credit course in a program of instruction;
- 2.6 “Program of Instruction” means a group of related credit courses leading to a diploma, certificate, applied degree or other accreditation awarded by the Board ;
- 2.7 “Student” means a person who is enrolled in a course or program of instruction in a college;
 - 2.7.1 To qualify as a candidate in a student election, a candidate must be a full-time student with a Program GPA of at least 2.4 or a part-time student enrolled in at least 3 courses with a minimum Program GPA of 2.4.

- 2.8 “Support Staff” member means a person who is employed by the Board of Governors as a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria or nursery staff.

3.0 Electoral Committee

- 3.1 The Board has established an Electoral Committee to ensure the observance of this policy and the implementation of the Regulation. The Electoral Committee may include non-Governor committee members.
- 3.2 The Electoral Committee is composed of the presidents of:
- Students Administrative Council
 - Support Staff Local
 - Academic Employees Local
 - Administrative Staff Association.
 - Executive Assistant to the Board of Governors
- 3.3 The presidents may each designate a member of their respective constituent groups to replace them on the Electoral Committee.
- 3.4 In addition, the Board will appoint the President of the College, or his/her designate, as Chair of the Electoral Committee.
- 3.5 The Electoral Committee reports to the Chair of the Board of Governors.
- 3.6 The Electoral Committee recognizes the rights of part-time members of the constituent groups as defined in the Regulation and will endeavour to ensure their participation in the electoral process.
- 3.7 The members of the Electoral Committee recognize that should a conflict of interest arise, the affected member will declare such conflict, propose a replacement and withdraw from participation on the Committee.

4.0 Procedure - Nomination Process

- 4.1 The Electoral Committee will supervise a call for nominations addressed to the specific constituency group.
- 4.2 The information sent to each group will provide details of:
- the nomination/election process (including dates and deadlines)
 - the Regulation in summary form
 - Board of Governor Roles and Responsibilities
- 4.3 The Electoral Committee will distribute a call for nominations. The call will be addressed also to the part-time members of the constituent groups.
- 4.4 The call for nominations will inform the constituent group where the information in section 4.2 above can be obtained.
- 4.5 Nominations must be supported by at least five (5) nominators for each nominee of the constituent groups.
- 4.6 The nomination paper must indicate the name, signature and student/employee number of each nominator.
- 4.7 A member of a constituent group may sign the nomination paper for more than one candidate of the group for nomination.
- 4.8 Nomination papers will be returned to the Electoral Committee. Papers received after the deadline will be rejected.
- 4.9 The Electoral Committee will review all nomination papers for conformity to this procedure.
- 4.10 The Electoral Committee will publish the list of nominees.

5.0 Procedure - Canvassing Process

- 5.1 Between the establishing and publishing of the slate of candidates and the date of election there will be a period during which individuals may canvas their respective groups.
- 5.2 Complaints with regard to the conduct of nominees must be addressed to the Electoral Committee.

6.0 Procedure - Election Process

- 6.1 The elections will be supervised by the Electoral Committee which will determine supplementary procedures that are not addressed in this by-law.
- 6.2 The Electoral Committee will determine if a secure anonymous online vote or an election with in-person paper ballots will be conducted. If an in-person paper ballot election is chosen then the Electoral Committee will ensure that a sufficient number of polling stations is identified and staffed and that ballot boxes are obtained to permit the opportunity for all members of the constituent groups to vote.
- 6.3 The vote will be either by a paper secret ballot or an anonymous secure online vote.
- 6.4 If an in-person paper ballot, each polling station will have a listing of each member of the constituent group provided by the department responsible for maintaining employee lists. The name of each voter will be removed after a ballot is distributed.
- 6.5 When the election is conducted by an anonymous secure online vote, the most current employee lists will be provided by the college department responsible for maintaining employee lists to the Information Technology Department and by the College Registrar for Student Governor elections.
- 6.6 The Electoral Committee will count the paper vote. For an anonymous secure online election the vote is tabulated by the online voting program.
- 6.7 The Electoral Committee will inform the Chair of the Board of the election results and the Board Executive Assistant on behalf of the Chair will inform the candidates and the constituency group.
- 6.8 The successful candidate for each constituent group will require a plurality of the votes cast by the appropriate group.

7.0 Procedure - Dispute Resolution

- 7.1 Any individual who has a complaint as to the application of this by-law through its procedures has the right to address such complaint to the Chair of the Electoral Committee.
- 7.2 The complaint must be in writing and must indicate the details of the alleged violation of policy and procedure.
- 7.3 The Chair will forward the complaint to the Electoral Committee for review.
- 7.4 The Electoral Committee will investigate the complaint and attempt to resolve it.
- 7.5 Failing resolution by the Electoral Committee, the complaint may be referred by either the complainant or the Electoral Committee to the Chair of the Board who shall, within 5 days of such referral, appoint an independent third party to investigate the complaint.
- 7.6 The third party's mandate is restricted to a determination as to whether the policy and procedures of this by-law have been correctly applied and if not:

- 7.6.1 If the election has not yet been completed, what remedial measures should be undertaken to remedy, so far as is reasonably possible, the impact of the acts or omissions upon which the complaint was based; and
- 7.6.2 If the election has been completed, whether the will of the constituent group is nevertheless reflected in the election results and if not whether the election must be repeated.
- 7.7 The third party will commence the dispute resolution process within ten (10) working days of appointment and shall complete the dispute resolution within 20 days of the third party's appointment.
- 7.8 The third party will establish appropriate procedures and the Board and representatives of the constituent groups will comply with all reasonable requests by the third party for information relating to the complaint.
- 7.9 The report of the third party will be binding on the Board, the complainant, and the affected constituent group.

8.0 Procedure - Equality of Votes

- 8.1 In the event that the election shall result in a tie vote between two or more candidates, then, upon the written request of any of the tied candidates delivered to the Chair of the Electoral Committee within 48 hours of the announcement of the election results, the votes shall be recounted under the supervision of an independent third party to be appointed by the Chair of the Electoral Committee.
- 8.2 The independent third party shall be appointed as quickly as is possible and in any event within 4 working days of the written request for a recount being given to the Chair of the Electoral Committee. Such recount shall be completed as quickly as is reasonably possible and in any event within 7 working days of the appointment of the independent third party. The results of the recount shall be set out in a written report of the independent third party which shall be delivered to the Chair of the Electoral Committee and to each candidate. The report of such independent third party shall be final and binding on all parties concerned and the candidate shown by such recount to have received the greatest number of votes shall be declared to have been elected.
- 8.3 In the event that the written report of the independent third party shall report that the votes for two or more candidates remain tied, then the tie shall be resolved by the drawing of straws under the supervision of the Chair of the Electoral Committee. The winner of such drawing of straws shall be declared to have been elected.

9.0 Procedure - Other

- 9.1 In the event of a mid-term vacancy the Electoral Committee will reconvene and supervise a nomination and election process for the constituent group affected by the vacancy.
- 9.2 The term of the member elected commences on the date of election and shall be of same length as the person originally elected and shall terminate on August 31st of the year in which the terms ends.

10.0

This by-law becomes effective on the date that it is passed and the pre-existing policy relating to the election of College constituent group representatives to the Board are repealed as of said date.

Reviewed this day of December 7, 2023

Signature on Original



Board of
Governors

Tania Lee, Chair

Signature on Original

Spencer Dickson, Secretary-Treasurer