

**LAMBTON COLLEGE OPEN BOARD MEETING**  
**Thursday, December 8, 2022**  
**4:30-6:30 p.m.**  
**Western Sarnia-Lambton Research Park, 1086 Modeland Road**  
**(Teams option available)**  
**AGENDA**

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

2. **INDIGENOUS TRUTH AND RECONCILIATION** B. Hogan  
**LAND ACKNOWLEDGEMENT**  
**Dave Mitton, Governor**

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

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

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

1. December 8, 2022 Agenda
2. October 27, 2022 Open Minutes
3. October 27, 2022 In-Camera Meeting Report
4. Conflict of Interest Declaration
5. Chair's Report

Recommendation: That the Board of Governors approves the minutes of the Open Meeting of October 27, 2022 and the entire contents of the consent agenda. 2022-31

- 4:35 4. **CELEBRATING OUR STUDENTS** M. Sheikhzadeh information  
Sebastian Jimenez, Environmental Technician Program
- 4:45 5. **FINANCIAL STATEMENTS FOR THE PERIOD ENDING SEPTEMBER 30, 2022 AND 2022/2023 FALL FINANCIAL FORECAST UPDATE (attachment)** S. Dickson **approval**  
**Julie Carlton, Director of Finance**  
Recommendation: That the Board of Governors approves the Finance and Property Committee recommendation to approve the Financial Statements for the period ended September 30, 2022 and the Fall Forecast update of financial performance for the 2022-23 budget year as presented. 2022-32
- 5:00 6. **RENEWAL OF CONTRACT FOR AUDIT SERVICES** S. Dickson **approval**  
**Julie Carlton, Director of Finance**  
Recommendation: That the Board of Governors approves the Finance and Property Committee recommendation to approve the year two extension of the contract for audit services with BDO Canada LLP to March 2024. 2022-33
- 5:05 7. **PRESIDENT'S REPORT (attachment)** R. Kardas information
- 5:15 8. **GOVERNANCE REPORT (attachment)** B. Hogan **approval**  
Recommendation: That the Board of Governors approves the Governance Report and all decisions and motions therein, as presented. 2022-34
- 5:20 **DINNER BREAK**
- 5:45 9. **OTHER BUSINESS** B. Hogan information  
A. Governor reports regarding the Higher Education Summit  
B. Governor Program Advisory Committee (PAC) meeting reports
- 5:50 10. **RESEARCH AND INNOVATION PRESENTATION & TOUR (attachments)** M. Sheikhzadeh information
- 6:35 11. **ADJOURNMENT\***

**\*In-Camera meeting to follow**

**Members**

Barry Hogan, Chair  
Susan Ferguson, 1<sup>st</sup> Vice-Chair  
  
Shannon Landry, 2<sup>nd</sup> Vice-Chair  
Brian Lucas  
Mike Denomme  
Shawn Fowler  
Rob Kardas  
Tania Lee  
Rob Dawson

Jason McMichael  
Dave Mitton  
  
Christian Russi  
Jarvis Nahdee  
Dave Park  
Dean Pearson  
Kelly Provost  
Carly Vandenende

**Resource**

Mehdi Sheikhzadeh  
Mary Vaughan  
Kurtis Gray

**Ex.Officio**

Spencer Dickson

**Board E.A.**

Lianne Birkbeck

## Open Board Meeting – October 27, 2022 – 4:30 p.m. Lambton College Boardroom, C1-211

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### Membership

Barry Hogan, Chair  
Susan Ferguson, 1<sup>st</sup> Vice-Chair  
Shannon Landry, 2<sup>nd</sup> Vice-Chair  
Christian Russi  
Shawn Fowler  
Rob Kardas  
Tania Lee  
Brian Lucas

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

### Resource

Mehdi Sheikhzadeh  
Mary Vaughan – regrets  
Ex.Officio  
Spencer Dickson

### E.A. to the Board

Lianne Birkbeck

#### 1. **CALL TO ORDER**

Barry Hogan, Chair, called the meeting to order.

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

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

#### 3. **CONSENT AGENDA (attachments)**

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

**IT WAS MOVED BY:** Kelly Provost

**SECONDED BY:** Dave Mitton

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

4. **CELEBRATING OUR STUDENTS**

Spencer Dickson introduced Connie Beck, Coordinator, Pharmacy Technician Program to introduce Jennifer Osemudiamen, Pharmacy Tech student to present to the Board. Ms. Osemudiamen explained she choose Lambton College because of the flexibility a winter term start date provided but planned to transfer to her local community college in September. However, she indicated she loved the program, the excellent faculty, and the program so much she decided to stay at Lambton College. Ms. Osemudiamen overviewed her positive experiences with field placement and in the classroom. She thanked Connie Beck and all the faculty for ensuring students are prepared and for provided extraordinary support for all problems that arose as students navigate life and study.

The President and Chair thanked Ms. Osemudiamen for her presentation and wish her all the best in her future endeavours.

5. **FINANCIAL STATEMENTS FOR PERIOD ENDED JULY 31, 2022**

Julie Carlton presented the financial statements for the period ended July 27, 2022. Ms. Carlton overviewed variances noting increased enrolment for the period as well an increase in the interest rate contributed to the projected surplus.

The Chair and the President thanked the Finance Department for their continued dedicated work and looked forward to the Fall Forecast presentation in December.

**IT WAS MOVED BY:** Dean Pearson

**SECONDED BY:** Tania Lee

**THAT:** the Board of Governors approves the recommendation of the Finance and Property Committee to approve the Financial Statements for the period ending July 31st, 2022. **CARRIED**. 2022-26

6. **ONTARIO NOT FOR PROFIT CORPORATION ACT 2021 (ONCA)**

The Chair invited Spencer Dickson to present the recommended changes to the by-law. Spencer Dickson referred the Governors to the summary of the changes contained in the briefing note overviewing substantive changes. It was confirmed that one implemented the By-Law will be compliant with ONCA.

**IT WAS MOVED BY:** Kelly Provost

**SECONDED BY:** Carly Vandenende

**THAT:** the Board or Governors approves the Executive Committee recommendation to approve revised By-law 1 to be in compliance with the ONCA (Ontario 2021). **CARRIED** 2022-27

7. **PRESIDENT'S REPORT**

The President presented his report as written.

8. **GOVERNANCE REPORT (attachment)**

The Chair overviewed the report and invited the President to overview the Programs and Service Committee recommendations. Questions were invited and report put forward for approval.

**IT WAS MOVED BY:** Susan Ferguson

**SECONDED BY** Tania Lee

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

**CARRIED**. 2022-28

9. **OTHER BUSINESS**

None

10. **ADJOURNMENT**

The meeting adjourned at 5:10 p.m.

MINUTES APPROVED BY:

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Barry Hogan, Chair

AT MEETING OF: December 8, 2022

Lianne Birkbeck, Recording Secretary

**Report From: Barry Hogan, Chair**

<input type="checkbox"/> For Action	<input checked="" type="checkbox"/> Board of Governors
<input checked="" type="checkbox"/> For Information	<input checked="" type="checkbox"/> Open Meeting
<input checked="" type="checkbox"/> Meeting Date	<u>December 8, 2022</u>
<input checked="" type="checkbox"/> Agenda Item No.	<u>3</u>

**Subject: Report on Items from In-Camera Session October 27, 2022**

Signature on file  
Barry Hogan, Chair

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The following took place at the October 27, 2002 In-Camera meeting:

- The In-Camera Minutes of September 29, 2022 were reviewed and approved.
  - A Property Update was presented.
  - The Ernest & Young Residence Option Update was presented and a motion approved authorizing further exploration.
  - A report from the Executive Committee was presented.
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**Report From: B. Hogan, Chair**

<input type="checkbox"/> For Action	<input checked="" type="checkbox"/> Board of Governors
<input checked="" type="checkbox"/> For Information	<input checked="" type="checkbox"/> Open Meeting
<input checked="" type="checkbox"/> Meeting Date <u>December 8, 2022</u>	
<input checked="" type="checkbox"/> Agenda Item No. <u>3</u>	

**Subject: Chair's Report**

- 1. College Employer Council Board of Directors Meeting:** On November 29th, the Chair participated in the Council's Directors meeting.
- 2. Tri-Board Appreciation Luncheon:** The Chair will attend the Tri-Board luncheon on December 8<sup>th</sup> at the student restaurant Capstones. All Governors are encouraged to attend on December 8<sup>th</sup> or December 9<sup>th</sup>.
- 3. 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.
- 4. Committee Meetings:** The Chair attended and chaired the Executive of the Board meeting and Nomination Committee. As well, he attended the Programs and Services and the Finance and Property Committee.



**FINANCIAL PERFORMANCE  
AS AT SEPTEMBER 30, 2022  
COMMENTARY**

**2022-2023 BUDGET and FORECAST**

The 2022-23 budget reflects an operating surplus of \$8,707,400 including a \$1,000,000 Contingency. The fall financial forecast indicates a revised surplus of \$17,134,100 including a \$1,000,000 Contingency.

**CONTRIBUTION**

The year to date contribution is a surplus of \$10,194,356 as at September 30, 2022 (surplus \$8,388,821 – September 30, 2021). These financial statements reflect a planned transfer to capital reserves of \$14,277,800.

**POST SECONDARY: SCHEDULE 2A**

- **Fees: Tuition and Other Revenue**
  - On campus domestic enrolment decreased in September by 35 students compared to budget.
  - Overall the forecast for domestic enrolment for 2022-23 is 3,840 person terms, a decrease of 27 person terms to budget
  - International enrolment in post-secondary programs in the Fall 2022 term in Sarnia reached 2,659 students, an increase of 403 students compared to budget. International enrolment has increased in Fall 2022 from Fall 2021 by 713 students
  - Forecast of International enrolment in Sarnia is 4,382 person terms, an 810 person term increase above budget
- **Other Revenue**
  - Other revenue increased at forecast as a result of an additional intake of PSW Accelerated program funding
- **Expenditures**
  - Compensation expense is forecast to decrease from budget due to timing of recruitment cycle. September year to date expenses higher the previous year with increased enrolment
  - Instructional expenses increased in both forecast and actuals due to increased enrolment, hyflex learning classrooms and Enactus equipment

**CONTRACT SERVICES: SCHEDULE 2B**

- **International Revenue**
  - On campus enrolment is forecast to increase by 810 person terms over budget level
  - Slight enrolment increase 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 Engage and OCI grant funding. There is also new funding of \$1.6M for the CBARN grant funded through the Federal Economic Development Agency and \$742,000 Long-term Care Micro-credentials. 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
  - International Recruitment expense is at a level commensurate with increased international enrolment in Sarnia and at partner campuses at forecast. Decrease in first and second term enrolment at the partner campuses offset the increase in Sarnia enrolment which results in Recruitment expenditure decrease compared to September 2021
  - Equipment/Building Maintenance and Instructional expenses have increased due to increased activity in research grants

**STUDENT SERVICES: SCHEDULE 3**

- **MCU Revenue**
  - MCU revenue had decreased with the timing of expenditures regarding OPAIP Funding
- **Sundry Fees**
  - Sundry Fees revenue has increased with the increase in enrolment
- **Expenditures**
  - Compensation reflective timing of OPAIP funding being spent

**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
- **Expenditures**
  - Professional fees increased with increase in Staff employment/recruitment expenses
  - Increased insurance premiums higher than anticipated as well as increase in municipal taxes due to increased enrolment which is offset by MCU revenue

**PHYSICAL RESOURCES: SCHEDULE 5**

- **Expenditures**
  - Increase in Equipment/Building Maintenance due to residence expenditures and timing of green fielding of the 1437-1451 London Road Property as well as various maintenance requirements throughout campus

**ANCILLARY OPERATIONS: SCHEDULE 6**

- **Campus Shop**
  - Forecast reflects decreased sales and corresponding expenditures due to continued decrease in book sales from the COVID-19 pandemic. Increase in September actuals compared to previous year now that students are back on campus, however not back to pre-covid levels
- **Residence**
  - Residence back to double occupancy which is reflected in September actuals. Forecast is lower than budget because not operating at full capacity with rooms held for international students that have not filled. Residence expenditures are lower at forecast due to payout of BMO loan and the SWAP repayment being lower because of the increased interest rates prior to repayment



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

**Statement of Revenue and Expenditure**

*for the period April 1, 2022 - September 30, 2022*

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

**Statement of Revenue and Expenditure**

For the period: April 1, 2022 - September 30, 2022

	Supporting Schedule	2022-23 <u>BUDGET</u>	2022-23 <u>Fall Forecast</u>	<u>Variance</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
<b>REVENUE</b>						
Post Secondary	Sch 2A	\$ 44,654,200	\$ 48,291,500	\$ 3,637,300	\$ 19,361,246	\$ 17,881,983
Contract Services	Sch 2B	67,359,600	75,561,000	8,201,400	41,886,984	41,211,368
Student Services	Sch 3	5,873,300	5,854,400	(18,900)	2,213,806	1,737,639
Administrative Services	Sch 4	1,566,100	5,333,400	3,767,300	2,709,756	1,057,820
Physical Resources	Sch 5	334,900	311,600	(23,300)	301,137	287,153
Ancillary	Sch 6	4,793,300	3,607,800	(1,185,500)	1,613,060	1,027,244
Amortization of deferred capital contributions		4,288,400	4,724,900	436,500	2,362,450	2,896,550
		<u>128,869,800</u>	<u>143,684,600</u>	<u>14,814,800</u>	<u>70,448,438</u>	<u>66,099,756</u>
<b>EXPENDITURE</b>						
Post Secondary	Sch 2A	\$ 41,685,700	\$ 41,477,700	\$ (208,000)	\$ 17,971,789	\$ 16,732,748
Contract Services	Sch 2B	38,057,900	44,327,700	6,269,800	23,757,885	24,415,106
Student Services	Sch 3	9,724,600	9,541,800	(182,800)	4,253,576	3,341,296
Administrative Services	Sch 4	9,473,800	10,573,600	1,099,800	4,565,495	4,400,821
Physical Resources	Sch 5	6,408,700	7,227,900	819,200	2,954,215	2,325,574
Ancillary	Sch 6	4,989,200	3,690,900	(1,298,300)	1,895,674	1,407,589
Depreciation of capital assets		9,822,500	9,710,900	(111,600)	4,855,450	5,087,800
		<u>120,162,400</u>	<u>126,550,500</u>	<u>6,388,100</u>	<u>60,254,083</u>	<u>57,710,935</u>
<b>EXCESS OF REVENUE OVER EXPENDITURE</b>		\$ 8,707,400	\$ 17,134,100	\$ 8,426,700	\$ 10,194,356	\$ 8,388,821
<b>TRANSFER TO CAPITAL RESERVES</b>		(13,230,200)	(14,277,800)	(1,047,600)	(796,426)	(431,620)
<b>TRANSFER FROM CAPITAL RESERVES</b>		20,489,900	21,267,500	777,600	4,451,379	3,283,781
<b>INVESTED IN CAPITAL ASSETS</b>		(18,443,000)	(24,119,600)	(5,676,600)	(12,059,800)	(5,667,825)
<b>OPENING ACCUMULATED UNRESTRICTED SURPLUS</b>		9,526,900	7,899,500	(1,627,400)	7,899,548	8,020,235
<b>CLOSING ACCUMULATED UNRESTRICTED SURPLUS</b>		<u>\$ 7,051,000</u>	<u>\$ 7,903,700</u>	<u>\$ 852,700</u>	<u>\$ 9,689,057</u>	<u>\$ 13,593,392</u>

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

**Analysis of Post Secondary**

For the period: April 1, 2022 - September 30, 2022

**Schedule 2A**

	2022-23 <u>BUDGET</u>	2022-23 <u>Fall Forecast</u>	<u>Variance</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
<b>REVENUE:</b>					
Fees: Tuition and Other	\$ 23,241,400	\$ 25,448,100	\$ 2,206,700	\$ 8,163,131	\$ 6,637,092
MCU Grants	20,688,500	21,646,400	957,900	10,838,223	10,387,195
Other	724,300	1,197,000	472,700	359,892	857,696
	<u>44,654,200</u>	<u>48,291,500</u>	<u>3,637,300</u>	<u>19,361,246</u>	<u>17,881,983</u>
<b>EXPENDITURE:</b>					
Compensation	\$ 34,990,500	\$ 33,820,700	\$ (1,169,800)	\$ 14,637,272	\$ 13,841,501
Instructional software/Equipment/Rental	3,373,600	4,043,800	670,200	1,958,221	1,603,826
Instructional	1,509,600	1,633,300	123,700	494,178	382,802
Non-instructional	862,000	1,029,900	167,900	407,117	429,620
Tuition set aside	950,000	950,000	-	475,000	475,000
	<u>41,685,700</u>	<u>41,477,700</u>	<u>(208,000)</u>	<u>17,971,789</u>	<u>16,732,748</u>
<b>CONTRIBUTION:</b>	<u>\$ 2,968,500</u>	<u>\$ 6,813,800</u>	<u>\$ 3,845,300</u>	<u>\$ 1,389,457</u>	<u>\$ 1,149,235</u>

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

**Analysis of Contract Services**

For the period: April 1, 2022 - September 30, 2022

**Schedule 2B**

	2022-23 <u>BUDGET</u>	2022-23 <u>Fall Forecast</u>	<u>Variance</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
<b>REVENUE:</b>					
Contract Revenue	\$ 404,600	\$ 323,300	\$ (81,300)	\$ 126,023	\$ 173,903
Course Fees	554,000	919,800	365,800	161,492	190,890
International	52,634,200	55,192,500	2,558,300	33,797,664	34,341,371
MLITSD Apprenticeships	928,000	1,183,600	255,600	331,647	306,168
MCU Contracts	2,806,500	2,806,500	-	1,285,513	1,301,449
Other Provincial Contracts	1,694,500	1,694,500	-	847,250	915,643
Municipal Contracts	1,020,700	1,090,800	70,100	505,285	455,981
Research Contracts	5,426,300	10,625,000	5,198,700	4,061,215	3,064,402
Fire School	1,834,800	1,722,200	(112,600)	765,219	458,156
Other	56,000	2,800	(53,200)	5,676	3,405
	<u>67,359,600</u>	<u>75,561,000</u>	<u>8,201,400</u>	<u>41,886,984</u>	<u>41,211,368</u>
<b>EXPENDITURE:</b>					
Compensation	\$ 12,119,800	\$ 14,467,700	\$ 2,347,900	\$ 6,650,466	\$ 6,181,318
International Recruitment	17,343,500	18,443,400	1,099,900	12,343,007	14,038,195
Stipends/Support Allowances	966,000	956,000	(10,000)	264,127	306,287
Equipment/Building Maintenance	1,241,900	2,335,900	1,094,000	621,625	411,293
Instructional/Program	1,916,900	3,503,100	1,586,200	1,131,499	811,132
Non-instructional	4,469,800	4,621,600	151,800	2,747,161	2,666,880
	<u>38,057,900</u>	<u>44,327,700</u>	<u>6,269,800</u>	<u>23,757,885</u>	<u>24,415,106</u>
<b>CONTRIBUTION:</b>	\$ 29,301,700	\$ 31,233,300	\$ 1,931,600	\$ 18,129,099	\$ 16,796,262

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

**Analysis of Student Services**

For the period: April 1, 2022 - September 30, 2022

**Schedule 3**

	2022-23 <u>BUDGET</u>	2022-23 <u>Fall Forecast</u>	<u>Variance</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
<b>REVENUE:</b>					
MCU Revenue	\$ 1,872,200	\$ 1,670,300	\$ (201,900)	\$ 503,220	\$ 469,667
Sundry Fees	3,341,100	3,535,500	194,400	1,304,944	1,041,509
Other	660,000	648,600	(11,400)	405,642	226,463
	<u>5,873,300</u>	<u>5,854,400</u>	<u>(18,900)</u>	<u>2,213,806</u>	<u>1,737,639</u>
<b>EXPENDITURE:</b>					
Compensation	\$ 7,909,000	\$ 7,643,800	\$ (265,200)	\$ 3,453,373	\$ 2,977,270
Equipment/Rental	80,200	185,800	105,600	131,273	15,582
Educational resources/Awards	296,000	342,700	46,700	191,867	130,197
Non-instructional	1,439,400	1,369,500	(69,900)	477,062	218,245
	<u>9,724,600</u>	<u>9,541,800</u>	<u>(182,800)</u>	<u>4,253,576</u>	<u>3,341,295</u>
<b>CONTRIBUTION:</b>	<u>\$ (3,851,300)</u>	<u>\$ (3,687,400)</u>	<u>\$ 163,900</u>	<u>\$ (2,039,770)</u>	<u>\$ (1,603,658)</u>

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

**Analysis of Administrative Services**

For the period: April 1, 2022 - September 30, 2022

**Schedule 4**

	2022-23 <u>BUDGET</u>	2022-23 <u>Fall Forecast</u>	<u>Variance</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
<b>REVENUE:</b>					
MCU Revenue	\$ 208,700	\$ 325,300	\$ 116,600	\$ 291,600	\$ 223,700
Rental Revenue	164,300	108,000	(56,300)	(1,088)	546
Other	1,193,100	4,900,100	3,707,000	2,419,244	833,573
	<u>1,566,100</u>	<u>5,333,400</u>	<u>3,767,300</u>	<u>2,709,756</u>	<u>1,057,820</u>
<b>EXPENDITURE:</b>					
Compensation	\$ 5,008,400	\$ 5,213,600	\$ 205,200	\$ 2,333,257	\$ 2,387,616
Insurance/Taxes	645,700	932,100	286,400	826,523	586,722
Professional fees	1,175,800	1,560,800	385,000	740,099	1,069,276
Contingency	1,000,000	1,000,000	-	-	-
Non-instructional	1,643,900	1,867,100	223,200	665,616	357,207
	<u>9,473,800</u>	<u>10,573,600</u>	<u>1,099,800</u>	<u>4,565,495</u>	<u>4,400,821</u>
<b>CONTRIBUTION:</b>	<u>\$ (7,907,700)</u>	<u>\$ (5,240,200)</u>	<u>\$ 2,667,500</u>	<u>\$ (1,855,739)</u>	<u>\$ (3,343,002)</u>



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

**Analysis of Physical Resources**

For the period: April 1, 2022 - September 30, 2022

**Schedule 5**

	2022-23 <u>BUDGET</u>	2022-23 <u>Fall Forecast</u>	<u>Variance</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
<b>REVENUE:</b>					
Facilities Fee	\$ 172,000	\$ 185,500	\$ 13,500	\$ 212,554	\$ 194,030
MCU Revenue	57,300	3,700	(53,600)	14,459	11,605
Other	105,600	122,400	16,800	74,124	81,518
	<u>334,900</u>	<u>311,600</u>	<u>(23,300)</u>	<u>301,137</u>	<u>287,153</u>
<b>EXPENDITURE:</b>					
Compensation	\$ 1,737,100	\$ 1,689,600	\$ (47,500)	\$ 841,268	\$ 849,434
Equipment/Building Maintenance	4,218,000	5,080,700	862,700	1,979,513	1,357,429
Non-instructional	453,600	457,600	4,000	133,433	118,711
	<u>6,408,700</u>	<u>7,227,900</u>	<u>819,200</u>	<u>2,954,215</u>	<u>2,325,574</u>
<b>CONTRIBUTION:</b>	<u>\$ (6,073,800)</u>	<u>\$ (6,916,300)</u>	<u>\$ (842,500)</u>	<u>\$ (2,653,078)</u>	<u>\$ (2,038,422)</u>

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

**Analysis of Ancillary Operations**

For the period: April 1, 2022 - September 30, 2022

**Schedule 6**

	2022-23 <u>BUDGET</u>	2022-23 <u>Fall Forecast</u>	<u>Variance</u>	2022-23 <u>Actual YTD</u>	2021-22 <u>Prior YTD</u>
<b>REVENUE:</b>					
Campus Shop	\$ 2,426,100	\$ 1,476,100	\$ (950,000)	\$ 991,149	\$ 759,504
Parking	510,700	460,800	(49,900)	50,100	22,475
Residence	1,856,500	1,670,900	(185,600)	571,811	245,265
	<u>4,793,300</u>	<u>3,607,800</u>	<u>(1,185,500)</u>	<u>1,613,060</u>	<u>1,027,244</u>
<b>EXPENDITURE:</b>					
Campus Shop	\$ 2,169,900	\$ 1,434,000	\$ (735,900)	\$ 897,895	\$ 676,191
Parking	542,900	596,700	53,800	88,837	62,421
Residence	2,276,400	1,660,200	(616,200)	908,942	668,977
	<u>4,989,200</u>	<u>3,690,900</u>	<u>(1,298,300)</u>	<u>1,895,674</u>	<u>1,407,589</u>
<b>CONTRIBUTION:</b>	<u>\$ (195,900)</u>	<u>\$ (83,100)</u>	<u>\$ 112,800</u>	<u>\$ (282,614)</u>	<u>\$ (380,345)</u>

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

**Summary of Capital Reserves**

For the year ended March 31, 2023

Capital Reserves	Apr 1,2022	Additions	Disbursements	Mar 31, 2023
<b>Campus Renewal:</b>	\$ 83,608,097	\$ 12,500,000	\$ -	\$ 96,108,097
West Entrance & Campus Shop	(5,529,423)	-	(5,725,700)	(11,255,123)
Bridge Entrance Addition Renovation	(3,157,514)	-	-	(3,157,514)
Renovation - Chemistry Labs	(3,173,418)	-	-	(3,173,418)
Renovation - Biology Labs	(55,313)	-	(2,651,700)	(2,707,013)
Landscape / Roadways	(8,980,974)	-	(1,473,200)	(10,454,174)
Facilities Projects	(2,716,887)	-	(4,120,000)	(6,836,887)
International and Services Realignment	-	-	(5,000,000)	(5,000,000)
Indigenous Outdoor Gathering Space	-	-	(1,350,000)	(1,350,000)
1437-1451 London Road	(1,368,865)	-	(333,400)	(1,702,265)
Health/Research/Athletics	(947,750)	391,300	-	(556,450)
SAC Long-term Receivable	(5,443,375)	266,800	-	(5,176,575)
<b>Campus Renewal Net</b>	<b>\$ 52,234,578</b>	<b>\$ 13,158,100</b>	<b>\$ (20,654,000)</b>	<b>\$ 44,738,678</b>
Parking	64,716	-	-	64,716
IT and Learning Infrastructure	7,226,539	500,000	(481,000)	7,245,539
Insurance Retention	1,000,000	500,000	-	1,500,000
Research (LMIC & BPRC) TACs	190,436	-	(62,500)	127,936
Fireschool Equipment Renewal	132,335	91,700	(70,000)	154,035
Athletic & Fitness Centre Renewal	100,000	28,000	-	128,000
<b>Total Capital Reserves</b>	<b>\$ 60,948,604</b>	<b>\$ 14,277,800</b>	<b>\$ (21,267,500)</b>	<b>\$ 53,958,904</b>

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

**Summary of Grant/Fee Funded Capital Projects**

For the year ended March 31, 2023

		Grant Funding
Facilities Renewal Program	(FRP)	\$ 2,229,000
Campus Safety Program	(CSP)	107,000
Capital Equipment & Renewal Fund	(CERF)	136,400
Capital Equipment & Renewal Fund	(CERF Competitive)	1,124,900
Appenticeship Capital Grant	(ACG Competitive)	325,000
IT Access Fee equipment	(IT Access Fee)	258,000
Research Funded Projects	(CFI, ORF)	975,200
<b>Total Grant Funded Capital Projects</b>		<b>\$ 5,155,500</b>

## PRESIDENT'S REPORT TO THE BOARD OF GOVERNORS

December 8, 2022

### RESEARCH & INNOVATION

- Research & Innovation (R&I) has received news of significant federal funding awarded in large part due to the chemistry wing culmination project. Details on this federal funding will follow, and R&I is further awaiting matching funding from the provincial government. In all, the following three infrastructure proposals represent a \$7M+ total project:
  - Lambton Food and Beverage Research Laboratory – stands to grow research opportunities while also driving new academic programming, such as the Food Safety and Quality Assurance Management Program.
  - Fermentation Scale Up Facility – will provide funding for elements of a fermentation scale up facility for Sarnia-Lambton, and also stands to drive academic programming
  - Circular Materials Economy Research – Lambton College is leading a circular materials network with other colleges, and this funding will help solidify Lambton College's reputation as a hub for the reuse and recycling of materials
- A proposal is in preparation for funding that would enable standardized human resources orientation training for existing and new staff within the long term care sector through the Long Term Care Orientation Co-operative. This model will reduce cost and redundancy in training in a high turnover sector. The funding will be used to deliver standardized training to a total of 5,000 home staff and PSW/care new graduates per year. If the proposal is successful, Lambton College will be the delivering body for the training and will receive \$1M/year for three years for from the Co-operative.

### OUR STUDENTS

- On November 17, Lambton College hosted its Fall Open House, welcoming prospective students and their families to our campus for tours, information sessions, to meet faculty and staff, and more. More than 400 prospective students attended, and 152 submitted applications to attend Lambton College while at Open House.
- The College underwent its Canadian Association of Schools of Nursing Accreditation Bureau site visits during the week of November 13.
- On November 30, Lambton College hosted the Aboriginal Postsecondary Information Program event, designed to give local Indigenous high school students the opportunity to explore their

postsecondary options and connect with Indigenous representatives from nearby education institutions. Seven students applied to Lambton College while in attendance.

- The annual Tree Lighting took place on December 1. The President gave remarks alongside student speakers and musical guests. The College also hosted a food drive for the Lion's Heart on-campus food bank at the event.
- Enactus Lambton is holding a toy drive to support the Adopt a Family program at the Inn of the Good Shepherd. Toy bins have been placed at area businesses, and Lambton College employees are also supporting the toy drive.
- The Social Service Worker program is once again also supporting the Inn's Adopt a Family program with a raffle.
- The third year Child and Youth Care students held a pajama collection event, collecting new pajamas for children and families along with stuffed animals and monetary donations.
- The College held a virtual Town Hall on November 30 that featured presentations from Eric Steeves, President, Student Administrative Council (SAC), Shawn Roy, President, Indigenous Student Council, and Prabhjot Kaur, President, International Women's Association.
- Lambton College is once again holding it's A Home for the Holidays program wherein employees are invited to share the joy of a Canadian holiday season by hosting an international student for a holiday event or activity, such as Christmas dinner, tree trimming or ice skating.

## OUR PEOPLE

- On October 28, the President brought welcoming remarks at the Support Staff Professional Development Day, held in the Lambton College Event Centre. The day featured breakfast and a session on Enhancing Communication in the Workplace.
- The President and other members of the Executive Management Team (EMT) and College Management Team (CMT) undertook More Feet on the Ground mental health literacy training on October 31. This training was facilitated by the Counselling department at Lambton College and is designed to prepare employees to better support students and colleagues with mental health concerns.

## OUR LOCAL AND GLOBAL COMMUNITY

- On November 10, the President and other members of EMT hosted an introductory meeting with the Derek Davis, Sarnia Police Department's Chief of Police, and Dr. Joseph Glover, Director of Police Analytics.



- On November 11, the President attended the Sarnia Remembrance Day Parade and laid a wreath at the Cenotaph on behalf of Lambton College.
- At the Higher Education Summit, Lambton College celebrated its alumni nominees at the Colleges Ontario Premier's Awards Gala. These nominees were:
  - Bill Boyes, Brampton Fire & Emergency Services Fire Chief, in the Community Services Category
  - Danielle Catton, Content Creator & Mental Health Advocate, in the Health Sciences category
  - Helen Smith, Founder & CEO of Roo & You, in the Business category
  - Matthew Dochstader, Creative Director and Co-Owner of Paradox Images, in the Creative Arts & Design Category
  - Megan Rizzo-Naus, Entrepreneur, in the Recent Graduate category
  - Nikki Noble, Coordinator of Welding at Lambton College, in the Apprenticeship category

**Report From: B. Hogan**

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

**Subject: GOVERNANCE**

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

Signature on File  
Barry Hogan, Chair

**Programs and Services Committee**

M. Vaughan **approval**

The Programs and Services Committee approved the Program Advisory Committee appointments and heard a presentation from Matt Rose, Student Administrative Council (SAC) Student Life Coordinator regarding student life initiatives.

**Triennial Reports**

Recommendation: The Board of Governors approves the Programs and Services Committee recommendation to approve the Pre-Service Firefighter Education and Training & Fire Science Technology and Advanced Photography and Photography triennial reports.

**Program Proposal**

Recommendation: The Board of Governors approves the Programs and Services Committee recommendation to approve the Strategic Merchandising Operations Management, Welding Techniques – Apprenticeship and Environmental and Sustainable Building Sciences proposals.

**Nomination Committee**

B. Hogan **approval**

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

The Nomination Committee met on November 17<sup>th</sup> to review applications received for the two 2023 vacancies. It was determined that Rob Thompson, VP Manufacturing East, NOVA Chemicals would be the recommended 2023 LGIC candidate. The Committee will meet again in early February to determine the 2023 Board appointed candidate.

**Recommendation: That the Board of Governors approves the Nomination Committee recommendation to approve Rob Thompson as the Lieutenant**

Governor in Council (LGIC) candidate for a term beginning September 1, 2023 to August 31, 2026.

**Executive Committee (attachment)**

B. Hogan

**approval**

The Executive Committee met on November 24 to discuss the fall forecast, capital projects, and the Public Private College Partnership Ministry Directive review. As well the Board approved a recommendation to further amend Board By-Law 1 to ensure alignment with the current provincial government regulation regarding eligibility.

Recommendation: That the Board of Governors approves the Executive Committee recommendation to approve the amendment to the Eligibility Section of the Board's By-Law 1 to reflect the current provincial college regulation 34/03.

**PAC Meeting Reports**

B. Hogan

information

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



**Briefing Note – Further Revision to By-Law 1**  
**December 8, 2022**

**ISSUE**

College administration identified an inconsistency with respect to the eligibility requirements for Board members, as set-out within By-Law 1 compared to the current provincial regulations.

**BACKGROUND**

By-Law 1 mandates an individual is ineligible to be a member of the Board where they are a spouse of a student or employee of the College. However, there is no reference to this restriction within the current provincial regulations, which are the basis for the College's eligibility requirements within the by-law.

Administration reviewed the issue with legal counsel, and it was noted that the incongruity is a result of the regulations having changed in 2010 to remove the "spouse of a student or employee" eligibility restriction and this update had not been reflected in a corresponding update to the Board's By-Law.

**RECOMMENDED ACTION**

The Eligibility Section of the Board's By-Law 1 be amended to reflect the current provincial regulation.

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

Motion: 2003-73  
Date Approved: November 27, 2003  
Reviewed: ~~October 27, 2022~~ December 8, 2022  
Amended: Motion No. 2022-~~34~~  
By-Law No. 1

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

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

**1.0 INTERPRETATION**

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

1.1.1 "academic staff member", " administrative staff member", "support staff member" and "student" shall have the same meanings as defined in the Regulations;

1.1.2 "Act" shall mean the Ontario Colleges of Applied Arts and Technology Act, 2002, as amended from time to time;

1.1.3 "Board" shall mean the Board of Governors of the Corporation;

1.1.4 "College" shall mean The Lambton College of Applied Arts and Technology

1.1.5 "Corporation" shall mean the Board as a non-share corporation

1.1.6 "Council" shall mean the Lieutenant Governor in Council that is designated pursuant to Ontario Regulation 34/03(2010) to appoint one-third of external governors.

1.1.7 "Governor" shall mean a member of the Board

1.1.8 "Regulations" shall mean the regulations made under the "Act";

~~1.1.9 "spouse" shall have the same meanings as defined in the Regulations.~~

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, or

~~4.5.2 a spouse of a student or employee of a college of applied arts and technology.~~

#### 4.6 Governor Standard of Care

- 4.6.1 A codified standard of care applies to governors and officers to act honestly, in good faith, with a view to the best interest of the corporation, and exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 4.6.2 It is the duty of every governor and officer to comply with the [Ontario Not-For Profit Corporations Act 2021](#) and Corporation By-Laws
- 4.6.3 The following is considered reasonable diligence and governors can rely in good faith on:
  - 4.6.3.1 Financial statements represented by officer or auditor to present fairly the financial position of the corporation
  - 4.6.3.2 Report or advice of an officer or employee – if reasonable in the circumstances to rely on report or advice.
  - 4.6.3.3 Report or advice of an expert: lawyer, accountant, engineer, appraiser, or other person whose profession lends credibility to statements made by them.

#### 5.0 TERM AND VACANCIES

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

- 5.1 Each external governor and each internal governor (other than the student governor) shall be appointed or elected, as applicable, for a term of 3 years;
- 5.2 Each student governor shall be elected for a term of 1 year;
- 5.3 Each governor shall take office on the first day of September in the year of appointment or election;
- 5.4 Notwithstanding the length of the term to which an internal governor may be elected, such term shall terminate upon such governor ceasing to be a student, academic staff member, 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 31<sup>st</sup> 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 31<sup>st</sup> day of March in each year.
- 11.0 **OFFICERS OF THE BOARD**
- 11.1 Officers
- There shall be a Chair, a 1<sup>st</sup> Vice-Chair, a 2<sup>nd</sup> 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 1<sup>st</sup> of September each year. If the Board shall fail to elect any or all such officers by September 1<sup>st</sup>, 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 1<sup>st</sup> Vice-Chair, or in the absence or inability to act of the 1<sup>st</sup> Vice-Chair, the 2<sup>nd</sup> 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, 1<sup>st</sup> Vice-Chair or 2<sup>nd</sup> 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 1<sup>st</sup> Vice-Chair shall chair the meeting. In the absence of the Chair and the 1<sup>st</sup> Vice-Chair of the Board of Governors, the 2<sup>nd</sup> Vice-Chair shall chair the meeting. In the 2<sup>nd</sup> 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, 1<sup>st</sup> Vice-Chair, 2<sup>nd</sup> 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 30<sup>th</sup> 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 28 day of October 2022.

Original signed by:

\_\_\_\_\_  
Barry Hogan, Chair

Original signed by:

\_\_\_\_\_  
Spencer Dickson, Secretary-Treasurer

Canada's Top 50 Research Colleges  
**2021**

Rank		College	Sponsored Research Income			Researchers	Research Intensity	Prov	Main Affiliated Research Centre(s)/Institute(s)
↓	↑		↑	↓	% Change	↑	↓		
2020	2019		FY2020 \$000	FY2019 \$000	2019-2020	2019-2020 #	\$ per Researcher \$000		
1	1	Cégep de Trois-Rivières	\$19,521	\$15,827	23.3	119	\$164.0	QC	Centre de Métallurgie du Québec, Innofibre, C2T3
2	6	Humber College <a href="#">↗</a>	\$15,034	\$8,471	77.5	450	\$33.4	ON	Barrett Centre for Technology Innovation
3	8	Niagara College <a href="#">↗</a>	\$13,917	\$7,828	77.8	38	\$366.2	ON	Walker Advanced Manufacturing Innovation Centre
4	2	Lambton College <a href="#">↗</a>	\$12,527	\$12,420	0.9	186	\$67.3	ON	Centre of Excellence in Energy & Bio-Industrial Technologies
5	3	NAIT - Northern Alberta Institute of Technology	\$12,252	\$11,754	4.2	62	\$197.6	AB	
6	7	Southern Alberta Institute of Technology (SAIT)	\$11,726	\$8,445	38.9	129	\$90.9	AB	Centre for Innovation and Research in Advanced Manufacturing and Materials (CIRAMM)
7	12	Cégep de la Gaspésie et des Îles	\$9,761	\$7,058	38.3	123	\$79.4	QC	CIRADD, Merinov, Nergica
8	15	George Brown College	\$9,199	\$6,255	47.1	109	\$84.4	ON	Food Innovation and Research Studio (FIRST)
9	13	Cégep de Thetford	\$8,639	\$6,456	33.8	80	\$108.0	QC	COALIA, Kemitek
10	4	Mohawk College	\$8,493	\$10,884	-22.0	246	\$34.5	ON	IDEAWORKS
11	14	Sheridan College <a href="#">↗</a>	\$8,237	\$6,412	28.5	158	\$52.1	ON	Centre for Mobile Innovation
12	40	Saskatchewan Polytechnic <a href="#">↗</a>	\$7,023	\$1,736	304.6	95	\$73.9	SK	Digital Integration Centre of Excellence (DICE)
13	10	Cégep de La Pocatière	\$6,939	\$7,358	-5.7	114	\$60.9	QC	Solutions Novika
14	5	RRC Polytech <a href="#">↗</a>	\$6,874	\$9,303	-26.1	150	\$45.8	MB	Technology Access Centre for Aerospace & Manufacturing (TACAM)
15	25	Cégep de Shawinigan	\$6,513	\$3,796	71.6	40	\$162.8	QC	Centre national en électrochimie et en technologies environnementales (CNETE)
16	18	Conestoga College <a href="#">↗</a>	\$6,348	\$4,629	37.1	222	\$28.6	ON	SMART (Smart Manufacturing and Advanced Recycling Technologies) Centre, Canadian Institute for Seniors Care
17	9	British Columbia Institute of Technology	\$6,171	\$7,531	-18.1	110	\$56.1	BC	Centre for Applied Research and Innovation (CARI)
18	24	Cambrian College <a href="#">↗</a>	\$5,561	\$3,933	41.4	68	\$81.8	ON	Glencore Centre for Innovation & Centre for Smart Mining
19	21	Collège de Maisonneuve	\$5,527	\$4,442	24.4	62	\$89.1	QC	Centre d'études des procédés chimiques du Québec (CÉPROCQ)
20	19	Centennial College	\$4,959	\$4,480	10.7	69	\$71.9	ON	Wearable Interactive Mobile Technologies Access Centre / Aerospace Innovation

Canada's Top 50 Research Colleges  
**2020**

Rank		College	Sponsored Research Income			Researchers	Research Intensity	Prov	Main Affiliated Research Centre(s)/Institute(s)
↓	↑		↑	↓	% Change	↑	↑		
2019	2018		FY2019 \$000	FY2018 \$000	2018- 2019	2018-2019 #	\$ per Researcher \$000		
1	2	Cégep de Trois-Rivières <a href="#">↗</a>	\$15,827	\$10,514	50.5	102	\$155.2	QC	CMQ, Innofibre, C2T3
2	3	Lambton College <a href="#">↗</a>	\$12,420	\$10,263	21.0	138	\$90.0	ON	Bio-Industrial Process Research Centre, Lambton Manufacturing Innovation Centre
3	11	NAIT - Northern Alberta Institute of Technology	\$11,754	\$5,547	111.9	52	\$226.0	AB	
4	7	Mohawk College	\$10,884	\$7,641	42.4	153	\$71.1	ON	IDEAWORKS
5	14	Red River College <a href="#">↗</a>	\$9,303	\$5,100	82.4	66	\$141.0	MB	Vehicle Technology & Energy Centre (VTEC)
6	8	Humber College <a href="#">↗</a>	\$8,471	\$7,556	12.1	384	\$22.1	ON	Barrett Centre for Technology Innovation
7	17	Southern Alberta Institute of Technology (SAIT)	\$8,445	\$4,712	79.2	52	\$162.4	AB	Centre for Energy Research in Clean Unconventional Technology Solutions (CERCUTS)
8	1	Niagara College <a href="#">↗</a>	\$7,828	\$11,185	-30.0	43	\$182.0	ON	Agriculture & Environmental Technologies Innovation Centre
9	9	British Columbia Institute of Technology	\$7,531	\$6,003	25.5	120	\$62.8	BC	Centre for Applied Research and Innovation (CARI)
10	10	Cégep de La Pocatière	\$7,358	\$5,893	24.9	99	\$74.3	QC	Solutions Novika, Biopierre, Optech
11	13	Cégep Édouard-Montpetit	\$7,243	\$5,177	39.9	102	\$71.0	QC	Centre technologique en aérospatiale
12	4	Cégep de la Gaspésie et des Îles	\$7,058	\$9,460	-25.4	174	\$40.6	QC	Merinov, Nergica, CIRADD
13	18	Cégep de Thetford	\$6,456	\$4,442	45.3	55	\$117.4	QC	Coalia, Kemitek
14	19	Sheridan College <a href="#">↗</a>	\$6,412	\$4,216	52.1	164	\$39.1	ON	Centre for Advanced Manufacturing and Design Technologies
15	6	George Brown College	\$6,255	\$8,084	-22.6	136	\$46.0	ON	FIRSt, Product Development Exchange, Fashion Exchange, Social Innovation Exchange
16	26	College of the North Atlantic	\$6,151	\$2,611	135.6	102	\$60.3	NL	Centre for Innovative Mining Solutions (CIMS), Newfoundland and Labrador Workforce Innovation Centre
17		Cégep de Jonquière	\$4,712	\$3,940	19.6	90	\$52.4	QC	CPA, ÉCOBES
18	12	Conestoga College	\$4,629	\$5,319	-13.0	254	\$18.2	ON	SMART Centre, Schlegel Centre for Advancing Seniors Care
19	20	Centennial College	\$4,480	\$3,897	15.0	86	\$52.1	ON	Wearable Interactive Mobile Technologies Access Centre / Aerospace Innovation
20	22	Nova Scotia Community College	\$4,451	\$2,983	49.2	73	\$61.0	NS	SEATAC

Canada's Top 50 Research Colleges  
**2019**

Rank		Sponsored Research Income	Researchers	Research Intensity		
↓					↑	
2018	College	FY2018 \$000	FY2018 #	\$ per Researcher \$000	Prov	Main Affiliated Research Centre(s)/Institute(s)
1	Niagara College <a href="#">↗</a>	\$11,185	34	\$329.0	ON	Agriculture & Environmental Technologies Innovation Centre
2	Cégep de Trois-Rivières	\$10,514	86	\$122.3	QC	Centre de métallurgie du Québec, Innofibre, C2T3
3	Lambton College <a href="#">↗</a>	\$10,263	113	\$90.8	ON	Centre of Excellence in Energy and Bio-Industrial Technologies
4	Cégep de la Gaspésie et des Îles	\$9,460	126	\$75.1	QC	CIRADD, Merinov, Nergica
5	Cégep de Saint-Hyacinthe	\$8,751	99	\$88.4	QC	CTT Group, Cintech, Eklor
6	George Brown College	\$8,084	105	\$77.0	ON	Product Development Exchange (PDX), Food Innovation & Research Studio (FIRSt)
7	Mohawk College <a href="#">↗</a>	\$7,641	93	\$82.2	ON	IDEAWORKS
8	Humber College <a href="#">↗</a>	\$7,556	357	\$21.2	ON	Barrett Centre for Technology Innovation
9	British Columbia Institute of Technology	\$6,003	120	\$50.0	BC	Centre for Applied Research and Innovation (CARI)
10	Cégep de La Pocatière	\$5,893	86	\$68.5	QC	Solutions Novika, Biopterre, Optech
11	NAIT - Northern Alberta Institute of Technology	\$5,547	75	\$74.0	AB	
12	Conestoga College <a href="#">↗</a>	\$5,319	174	\$30.6	ON	SMART Centre, Schlegel Centre for Advancing Seniors Care
13	Cégep Édouard-Montpetit	\$5,177	96	\$53.9	QC	Centre technologique en aérospatiale
14	Red River College <a href="#">↗</a>	\$5,100	36	\$141.7	MB	MotiveLab
15	Algonquin College	\$5,084	89	\$57.1	ON	Data Analytics Research Centre
16	Cégep de Sept-Îles	\$5,040	21	\$240.0	QC	ITMI, INREST, GRÉNOC
17	Southern Alberta Institute of Technology (SAIT) <a href="#">↗</a>	\$4,712	57	\$82.7	AB	Centre for Innovation and Research in Unmanned Systems (CIRUS)
18	Cégep de Thetford	\$4,442	52	\$85.4	QC	OLEOTEK, Centre de Technologie Minérale et de Plasturgie (CTMP)
19	Sheridan College <a href="#">↗</a>	\$4,216	140	\$30.1	ON	Screen Industries Research and Training Centre (SIRT)
20	Centennial College <a href="#">↗</a>	\$3,897	182	\$21.4	ON	Wearable, Interactive, and Mobile Technologies Access Centre in Health

Canada's Top 50 Research Colleges  
**2018**

Rank		College	Research Income			Researchers*	Research Intensity	Prov	Main Research Institute/Centre/Facility
↓↑	↑↓		↑↓	↑↓	% Change	↑↓	↑↓		
2017	2016		FY2017**	FY2016	2016-2017*	2016-2017	\$ per Researcher		
		\$000	\$000		#	\$000			
1	3	Lambton College <a href="#">↗</a>	\$11,397	\$11,038	3.3	71	\$160.5	ON	Centre of Excellence in Energy and Bio-Industrial Technologies
2	1	George Brown College	\$11,060	\$13,217	-16.3	128	\$86.4	ON	Food Innovation & Research Studio, Product Development, Digital Experience, Green Building
3	15	NAIT - Northern Alberta Institute of Technology	\$9,925	\$5,205	90.7	48	\$206.8	AB	
4	11	Cégep de Trois-Rivières	\$8,290	\$5,975	38.7	78	\$106.3	QC	Centre de métallurgie du Québec
5	6	Sheridan College <a href="#">↗</a>	\$8,280	\$8,297	-0.2	104	\$79.6	ON	Sheridan Centre for Elder Research
6	5	Cégep de la Gaspésie et des Îles	\$8,192	\$9,951	-17.7	108	\$75.9	QC	CIRADD, Merinov, Nergica
7	8	Centennial College <a href="#">↗</a>	\$7,004	\$6,364	10.1	196	\$35.7	ON	Wearable, Interactive, and Mobile Technologies Access Centre in Health
8	7	Niagara College <a href="#">↗</a>	\$6,517	\$6,942	-6.1	63	\$103.4	ON	Canadian Food & Wine Institute Innovation Centre
9	2	Fanshawe College	\$6,237	\$12,332	-49.4	55	\$113.4	ON	Canadian Centre for Product Validation
10	9	Red River College <a href="#">↗</a>	\$6,205	\$6,172	0.5	48	\$129.3	MB	BETAC - Building Envelope Technology Access Centre
11	10	British Columbia Institute of Technology	\$6,100	\$6,000	1.7	120	\$50.8	BC	Centre for Applied Research and Innovation
12	13	Cégep de La Pocatière	\$5,970	\$5,674	5.2	73	\$81.8	QC	Solutions Novika, Biopterre, OPTECH
13	12	Cégep Édouard-Montpetit	\$5,938	\$5,737	3.5	87	\$68.3	QC	Centre technologique en aérospatiale
14	14	Southern Alberta Institute of Technology (SAIT)	\$5,495	\$5,487	0.1	67	\$82.0	AB	Centre for Innovation and Research in Unmanned Systems
15	16	Yukon College	\$4,991	\$4,803	3.9	43	\$116.1	YT	Yukon Research Centre
16	23	Mohawk College	\$4,865	\$3,137	55.1	129	\$37.7	ON	IDEAWORKS
17	20	Nova Scotia Community College	\$4,675	\$3,719	25.7	90	\$51.9	NS	NSCC Applied Oceans Research Group
18	4	Cégep de Saint-Hyacinthe	\$4,401	\$10,792	-59.2	117	\$37.6	QC	CTT Group, Cintech Agroalimentaire, Eklor
19	19	Cégep de Thetford	\$3,664	\$3,866	-5.2	42	\$87.2	QC	OLEOTEK, Centre de Technologie Minérale et de Plasturgie
20	30	Humber College <a href="#">↗</a>	\$3,303	\$2,275	45.2	302	\$10.9	ON	Centre for Entrepreneurship

Canada's Top 50 Research Colleges  
**2017**

Rank		College	Research Income			Faculty*	Research Intensity	Prov	Main Research Institute/ Centre/Facility
2016	2015		FY2016 \$000	FY2015 \$000	% Change 2015- 2016	2015- 2016 #	\$ per Faculty \$000		
1	19	George Brown College	\$13,217	\$3,829	245.2	116	\$113.9	ON	Food Innovation & Research Studio
2	32	Fanshawe College	\$12,332	\$1,856	564.4	41	\$300.8	ON	Canadian Centre for Product Validation
3	3	Lambton College	\$11,038	\$7,025	57.1	55	\$200.7	ON	Centre of Excellence in Energy and Bio-Industrial Technologies
4	1	Cégep de Saint-Hyacinthe	\$10,792	\$10,283	4.9	80	\$134.9	QC	Groupe CTT/CTT Group
5	2	Cégep de la Gaspésie et des Îles	\$9,951	\$7,870	26.4	53	\$187.8	QC	CIRADD, Merinov, TechnoCentre éolien
6	6	Sheridan College	\$8,297	\$6,247	32.8	78	\$106.4	ON	Centre for Mobile Innovation
7	7	Niagara College	\$6,942	\$6,069	14.4	67	\$103.6	ON	Walker Advanced Manufacturing Innovation Centre
8	9	Centennial College	\$6,364	\$5,440	17.0	102	\$62.4	ON	Wearable Interactive and Mobile Technologies Access Centre in Healthcare
9	11	Red River College	\$6,172	\$4,876	26.6	64	\$96.4	MB	Advanced Aerospace Innovation Initiative
10	5	British Columbia Institute of Technology	\$6,000	\$6,300	-4.8	120	\$50.0	BC	Phytoanalytics Laboratory
11	10	Cégep de Trois-Rivières	\$5,975	\$5,235	14.1	56	\$106.7	QC	Centre de métallurgie du Québec
12	8	Cégep Édouard-Montpetit	\$5,737	\$5,806	-1.2	56	\$102.4	QC	Centre technologique en aérospatiale
13	4	Cégep de La Pocatière	\$5,674	\$6,650	-14.7	55	\$103.2	QC	Solutions Novika
14	16	Southern Alberta Institute of Technology (SAIT)	\$5,487	\$4,335	26.6	88	\$62.4	AB	Green Building Technology Access Centre
15	14	NAIT - Northern Alberta Institute of Technology	\$5,205	\$4,629	12.4	56	\$92.9	AB	Boreal Research Institute
16	13	Yukon College	\$4,803	\$4,695	2.3	31	\$154.9	YT	Yukon Research Centre
17	21	Cégep de Saint-Jérôme	\$4,326	\$3,462	25.0	31	\$139.5	QC	Institut du véhicule innovant
18	12	Cégep André-Laurendeau	\$4,100	\$4,704	-12.8	35	\$117.1	QC	OPTECH
19	18	Cégep de Thetford	\$3,866	\$4,018	-3.8	48	\$80.5	QC	Centre de Technologie Minérale et de Plasturgie
20	23	Nova Scotia Community College	\$3,719	\$3,319	12.1	52	\$71.5	NS	Applied Oceans Research



Canada's Top 50 Research Colleges  
**2016**

Rank		College	Research Income			Faculty*	Research Intensity	Prov	Main Research Institute/ Centre/Facility
2015	2014		FY2015 \$000	FY2014 \$000	% Change 2014- 2015	2014- 2015 #	\$ per Faculty \$000		
1	2	Cégep de Saint-Hyacinthe	\$10,283	\$9,365	9.8	50	\$205.7	QC	Groupe CTT/CTT Group
2	4	Cégep de la Gaspésie et des Îles	\$7,870	\$7,090	11.0	44	\$178.9	QC	Merinov
3	11	Lambton College	\$7,025	\$5,292	32.7	40	\$175.6	ON	Centre of Excellence in Energy and Bio-Industrial Technologies
4	7	Cégep de La Pocatière	\$6,650	\$5,622	18.3	35	\$190.0	QC	Solutions Novika
5	5	British Columbia Institute of Technology	\$6,300	\$7,040	-10.5	120	\$52.5	BC	Rehabilitation Engineering Design Laboratory
6	9	Sheridan College	\$6,247	\$5,497	13.6	66	\$94.7	ON	Screen Industries Research & Training Centre
7	10	Niagara College	\$6,069	\$5,340	13.7	91	\$66.7	ON	Canadian Food & Wine Institute Innovation Centre
8	6	Cégep Édouard-Montpetit	\$5,806	\$6,206	-6.4	48	\$121.0	QC	Centre technologique en aérospatiale
9	12	Centennial College	\$5,440	\$5,234	3.9	90	\$60.4	ON	Wearable Interactive and Mobile Technologies Access Centre in Healthcare
10	13	Cégep de Trois-Rivières	\$5,235	\$4,256	23.0	40	\$130.9	QC	Centre de métallurgie du Québec
11	8	Red River College	\$4,876	\$5,581	-12.6	50	\$97.5	MB	Technology Access Centre - Building Envelope
12	15	Cégep André-Laurendeau	\$4,704	\$3,976	18.3	21	\$224.0	QC	OPTECH
13	14	Yukon College	\$4,695	\$4,184	12.2	15	\$313.0	YT	Yukon Research Centre
14		NAIT - Northern Alberta Institute of Technology	\$4,629	\$4,073	13.7	79	\$58.6	AB	NAIT Boreal Research Institute
15	17	Mohawk College	\$4,420	\$3,492	26.6	24	\$184.2	ON	iDeaWORKS
16	3	SAIT Polytechnic	\$4,335	\$7,202	-39.8	51	\$85.0	AB	Unmanned Systems
17	21	Olds College	\$4,220	\$2,812	50.1	25	\$168.8	AB	Olds College Centre for Innovation
18	16	Cégep de Thetford	\$4,018	\$3,787	6.1	45	\$89.3	QC	OLEOTEK and Centre de Technologie Minérale et de Plasturgie
19	1	George Brown College	\$3,829	\$14,227	-73.1	116	\$33.0	ON	Food Innovation & Research Studio
20	24	Algonquin College	\$3,594	\$2,379	51.1	75	\$47.9	ON	Full Spectra Centre