

RED RIVER COMMUNITY COLLEGE
MINUTES OF THE FIRST REGULAR MEETING OF THE BOARD OF GOVERNORS

B:93/01

2055 Notre Dame Avenue, Winnipeg, Manitoba

7th Floor Boardroom, Building C

7:00 p.m.

April 1, 1993

In Attendance:

| | |
|-------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Governors: | J. Harrison, Chairperson J. Bear R. Bullock N. Dyck G. Fardoe D. Finkleman L. Foster B. Lavallee H. Middlestead B. Moorhouse G. Tsouras T. Whiteman |
| President: | T. Knowles |
| Secretary: | D. Pokrant |

Call to Order

The Chairperson called the meeting to order at 7:00 p.m.

1. **ACCEPTANCE OF AGENDA**

Moved by D. Finkleman/H. Middlestead that the agenda be accepted as distributed.

Carried

2. **AGENDA**

2.1 **Chairman's Remarks**

J. Harrison welcomed the Governors to the inaugural meeting of the Board of Governors of Red River Community College and indicated his delight in being appointed Chairperson. He emphasized that the Board would deal with matters of policy and that the day-to-day operation of the College would be appropriately left to the administration. He indicated that the benefits of governance would include the flexibility to respond more quickly to the education and training needs of the community, and also to have direct input from students and staff by their representation on the Board. He said that the College has a

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strong administrative team and that he is confident of its ability to operate under the general guidance of the Board.

2.2 President's Remarks

Dr. T. Knowles welcomed the 12 members to the new Board of Governors which represents the transition from RRCC as a department of government to a crown corporation. He indicated his pleasure that a staff and student member were part of the Board, and could bring to the Board the perspective from the staff and students. He mentioned that the transition to governance has taken 2 1/2 years of planning, and thanked and congratulated the Interdepartmental Conversion Team, as well as all the staff who have worked long and hard to make this a reality. He thanked the MGEU for their professionalism in working with management to arrive at this juncture. He concluded by indicating that the future promises to be very challenging and exciting, and that the College administration and staff look forward to working with the Board to grow and expand.

2.3 Decision Items

J. Harrison indicated that the Interim Advisory Board which had been meeting bi-weekly from January through March had developed the by-laws and resolutions as basic documents requiring approval as of April 1, 1993 in accordance with the Act.

2.3.1 By-law No. 1 - General By-law

MOTION: T. Whiteman/G. Tsouras

THAT the Board of Governors enact as By-Law No. 1/93 - the General By-law relating to the conduct of the business and affairs of the Board of Governors of Red River Community College.

Carried

2.3.2 By-law No. 2 - College Council Constitution

MOTION: R. Bullock/G. Fardoe

THAT the Board of Governors enact as By-Law No. 2/93, the by-law relating to the College Council Constitution.

Carried

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2.3.3 By-law No. 3 - Parking By-law

MOTION: B. Moorhouse/L. Foster

THAT the Board of Governors enact as By-Law No. 3/93, the by-law respecting the Parking of Vehicles and the Control of Traffic on the premises of Red River Community College.

Carried

2.3.4 By-law No. 4 - Temporary Borrowing By-Law

MOTION: H. Middlestead/J. Bear

THAT the Board of Governors enact as By-Law No. 4/93, the by-law respecting the temporary borrowing or raising of money by the Board.

Carried

2.4 Resolutions for Approval:

2.4.1 Rules of Order

MOTION: B. Lavalley/N. Dyck

BE IT RESOLVED THAT pursuant to section 7.12 of By-law No. 1/93, the Board of Governors adopts the "Rules of Order for Meetings of the Board of Governors, Red River Community College" dated March 10, 1993, with the proviso that resolution of any further questions of interpretation be resolved using Roberts Rules of Order.

The following amendment to this motion was moved by R. Bullock/H. Middlestead.

THAT Item 6 of the Rules of Order be amended by inserting the following sentence:

6. *In order to expedite the business of a meeting, the Chairperson may choose to invoke the following constraints.* Each Governor may speak once on all motions, except those classed as non-debatable. Except at the discretion of the Chairperson, no Governor shall speak longer than 5 minutes on the same motion. No governor shall speak more than once upon any motion other than to obtain information, except that the mover of the original motion, but not of any amendment thereto, shall be given the opportunity to reply thereby concluding the debate.

Motion carried as amended.

Amendment Carried

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2.4.2 Banking and Security

MOTION: D. Finkleman/N. Dyck

BE IT RESOLVED THAT pursuant to section 11.06 of By-Law No. 1/93, the College continue to utilize the services of the Royal Bank of Canada through accounts held in the name of the Province on behalf of the College.

Carried

2.4.3 Temporary Borrowing

MOTION: L. Foster/H. Middlestead

BE IT RESOLVED THAT the Board enter into an arrangement with the Department of Finance for the Province of Manitoba for temporary loans, and that any documents required to be executed on behalf of the Board with respect to these loans shall be executed in accordance with Board By-law No. 4/93 (respecting the temporary borrowing or raising of money by the Board), or any by-law which may be substituted for it. In accordance with subsection 34(3) of the Act, the terms and conditions of a temporary loan, overdraft or line of credit shall be determined by resolution of the Board and approved by the Minister.

Carried

2.4.4 Payroll and Voucher Payment Processing

MOTION: B. Moorhouse/J. Bear

BE IT RESOLVED THAT the Board use the services of the Department of Finance for the Province of Manitoba for payroll and voucher payment document processing until such time as the Board and the Department agree to terminate these services; and that authorized signing officers of the Board are appointed as outlined in the resolution.

Carried

2.4.5 Investment and Securities

MOTION: G. Fardoe/B. Lavallee

BE IT RESOLVED THAT such additional money as is not immediately required for the purposes of the Red River Community College (the "College") and is available for investment be paid to the Minister of Finance for the Province of Manitoba for investment for the College in accordance with the provisions of subsections 33(1) and (2) of the Act and subsections 11.08 and 11.09 of By-law No. 1/93 of the Board, and that any one of the

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officers as listed in resolution 2.4.5 be authorized to sign any document required for the purpose of such investment, including a request under subsection 33(2) of the Act that money invested by the Minister of Finance for the College be paid to the College.

Carried

2.4.6 Execution of Documents

MOTION: J. Bear/N. Dyck

BE IT RESOLVED THAT in accordance with section 48 of the Act and subsection 13.01 of Board By-law No. 1/93, any documents required to be in writing and to which the Board is a party may be signed jointly by any person described in clause (a) and any officer of the College described in clause (b) of resolution 2.4.6 and these persons are hereby appointed as authorized signing officers of the Board for this purpose.

Carried

2.4.7 Location of Head Office

MOTION: R. Bullock/G. Tsouras

BE IT RESOLVED THAT pursuant to section 2.01 of By-law No. 1/93, the head office of The Board of Governors of Red River Community College, shall be located at the main campus, 2055 Notre Dame Avenue, in the City of Winnipeg, in the Province of Manitoba.

Carried

2.4.8 Appointment of College President as CEO

MOTION: B. Moorhouse/H. Middlestead

BE IT RESOLVED THAT pursuant to section 6.05 of By-law No. 1/93, The Board of Governors of Red River Community College appoints the current President, Dr. Anthony J. Knowles, as the Chief Executive Officer of the College effective April 1, 1993, and authorizes the President, in concert with the Chairperson, to sign by-laws and resolutions passed by the Board of Governors of Red River Community College.

Carried

2.4.9 Negotiation of Terms and Conditions of Employment of the College President

MOTION: H. Middlestead/T. Whiteman

BE IT RESOLVED THAT pursuant to section 6.05 of By-law No. 1/93, The Board of Governors of Red River Community College delegates the negotiation of the terms and

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conditions of the employment contract of the President to the Executive Committee of the Board.

Carried

H. Middlestead indicated that although the Executive Committee would negotiate the terms and conditions, the full Board would be required to ratify the agreement.

2.4.10 Terms and Conditions of Employment of Excluded Staff

MOTION: R. Bullock/B. Lavalley

BE IT RESOLVED THAT pursuant to section 6.11 of By-law No. 1/93, The Board of Governors of Red River Community College delegates the determination of the terms and conditions of employment of excluded employees to the Executive Committee of the Board.

“Excluded” employees are those staff who are in positions mutually agreed to by management and the bargaining agent as those undertaking executive management functions and/or those employed in a confidential capacity in matters related to labour relations.

The following amendment to this motion was moved by D. Finkleman/N. Dyck.

THAT the resolution be entitled “Terms and Conditions of Staff Excluded from the Bargaining Unit” and that the second paragraph describing “excluded” employees be deleted from the resolution to avoid misinterpretation.

Motion carried as amended.

Amendment Carried

2.4.11 Terms and Conditions of Employment of a Secretary to the Board

MOTION: D. Finkleman/G. Fardoe

BE IT RESOLVED THAT pursuant to section 6.08 of By-law No. 1/93, The Board of Governors of Red River Community College delegates the appointment and determination of the terms and conditions of employment of a Secretary to the Board to the Executive Committee of the Board.

Carried

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2.4.12 Appointment of the Treasurer to the Board

MOTION: H. Middlestead/R. Bullock

BE IT RESOLVED THAT pursuant to section 6.10 of By-law No. 1/93, The Board of Governors of Red River Community College appoints Mr. Richard Dykes, the current Director of Financial Services, as the Treasurer of the Board and the Chief Financial Officer of the College effective April 1, 1993.

Carried

2.4.13 Composition of Academic Affairs Committee

MOTION: N. Dyck/B. Moorhouse

BE IT RESOLVED THAT pursuant to sections 9.10 and 9.11 of By-law No. 1/93, The Board of Governors of Red River Community College authorizes the Chairperson of the Board to designate six members of the Board to form the Academic Affairs Committee and to further designate a Chairperson and Vice-Chairperson who shall not be the Chairperson or Vice-Chairperson of the Board nor the student or employee Board Members.

Carried

2.4.14 Composition of Administrative Affairs Committee

MOTION: L. Foster/G. Tsouras

BE IT RESOLVED THAT pursuant to section 9.12 and 9.13 of By-law No. 1/93, The Board of Governors of Red River Community College authorizes the Chairperson of the Board to designate six members of the Board to form the Administrative Affairs Committee and to further designate a Chairperson and Vice-Chairperson who shall not be the Chairperson or Vice-Chairperson of the Board nor the student or employee Board Members.

Carried

2.4.15 Composition of Planning Committee

MOTION: B. Lavalley/T. Whiteman

BE IT RESOLVED THAT pursuant to section 9.08 of By-law No. 1/93, The Board of Governors of Red River Community College authorizes the Chairperson of the Board to designate two members of the Board in addition to the student member, the employee member and the Chairperson of the Administrative Affairs Committee to form the Planning Committee.

Carried

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2.4.16 Composition of Audit Committee

MOTION: J. Bear/N. Dyck

BE IT RESOLVED THAT pursuant to section 9.04 of By-law No. 1/93, The Board of Governors of Red River Community College authorizes the Chairperson of the Board to designate two members of the Board in addition to the Vice-Chairperson of the Board to form the Audit Committee.

Carried

2.4.17 Board Policies

J. Harrison introduced this item by indicating that these are the beginning of board level policies that were developed by the Advisory Board to reflect basic operating policies.

MOTION: R. Bullock/T. Whiteman

BE IT RESOLVED THAT pursuant to section 5.00 of By-law No. 1/93, The Board of Governors of Red River Community College authorizes the establishment of the following policies which shall become policies of the Board of Governors: Expenses for College Governors; AIDS; Alcohol and Illegal Drugs on College Premises; Sexual Harassment; Smoking; Employment Equity; Total Quality Management; Safety; Board Communications; External Accreditation in Partnership Arrangements; International Education; Program Advisory Committees; Security of Academic Records; Academic Policies and Procedures.

The following amendment to this motion was moved by J. Bear/D. Finkleman.

THAT the policy entitled "Employment Equity" be changed to "Equity of Access and Employment" and that to clarify the intent of the policy, by ending the sentence after the word "activities" and preceding the balance of the sentence with "Further, it is the policy of the Board..."

Motion carried as amended.

Amendment Carried

2.4.18 External Auditor

MOTION: H. Middlestead/G. Tsouras

BE IT RESOLVED THAT pursuant to section 9.07 of By-law No. 1/93, the Audit Committee shall proceed with bringing forward a recommendation to The Board of Governors of Red River Community College on the appointment of an independent auditor who shall audit the records, accounts and transactions of the College on an annual basis.

Carried

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2.4.19 Collection of Students' Association Fees

J. Harrison indicated that this resolution reflects what is already in existence for the collection of Students' Association Fees.

MOTION: G. Fardoe/T. Whiteman

BE IT RESOLVED THAT pursuant to Section 44(2) of The Colleges and Consequential Amendments Act, The Board of Governors of Red River Community College authorizes the Administration of the College to continue collecting student activity fees on behalf of the Red River Community College Students' Association Inc. and to pay such fees collected to the Students' Association in a timely manner.

Carried

2.4.20 Remuneration and Expenses

MOTION: D. Finkleman/B. Lavallee

BE IT RESOLVED THAT pursuant to section 9.15 of By-Law No. 1/93, The Board of Governors of Red River Community College authorizes the reimbursement of travel, meal and accommodation expenses incurred in attending duly constituted Board and standing committee meetings, and such payment shall be at the prevailing kilometre rate and full cost for meal and accommodation expenses.

Carried

2.4.21 Requests to Address the Board

MOTION: B. Moorhouse/R. Bullock

BE IT RESOLVED THAT pursuant to section 7.12 of By-Law No. 1/93, The Board of Governors of Red River Community College requires that all requests to address the Board be submitted in writing to the Secretary of the Board no later than 10 working days prior to the next Board meetings, and that such requests contain the nature of the issue to be discussed, the amount of time requested, the number of people presenting and that such requests will be reviewed by the Executive Committee of the Board as to the suitability of the request and any determination of when and to whom such an address would take place.

Carried

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2.5 New Business

2.5.1 Schedule of Meetings

Members discussed their commitments and availability and determined that evenings were the most suitable time for meetings, and that beginning in May, on a trial basis, Wednesday evening would be the scheduled time for committee and board meetings. A tentative schedule is attached.

Pursuant to section 7.04 of By-law No. 1/93, T. Knowles agreed to arrange for a speaker phone to be placed in the Boardroom so that members could participate at meetings by phone if necessary.

2.6 Information Items

2.6.1 Interpretation of Collective Agreement

J. Harrison advised that he has signed a "Memorandum of Agreement" which serves to confirm the agreement with respect to the changes in terminology required in the interpretation of the Government Employees' Master Agreement and Component Sub-Agreements in order to ensure the continued application of that agreement to the Community Colleges upon the transfer of employees in accordance with Section 51(3) of The Colleges and Consequential Amendments Act.

2.6.5 Visitor from Dar Es Salaam Technical College - Tanzania

T. Knowles indicated that arrangements have been made through the Province's Intergovernmental Affairs and International Education office for Mr. S. Msoma, Principal of Dar Es Salaam Technical College to visit RRCC for one month commencing April 6. The College has had previous agreements with Dar Es Salaam, and this visit is for Mr. Msoma to learn about board governance - hence, T. Knowles requested that Mr. Msoma be invited to attend the Board meeting on April 27. The members concurred.

2.6.3 Thailand Delegation

T. Knowles also announced that senior officials from Thailand visited the College this afternoon to become more familiar with the College system as their own is in its infancy.

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3. Next Meeting

Tuesday, April 27, 1993 - dinner will be served at 5:45 p.m. in the 7th Floor Boardroom, Building C. The meeting will commence at 7 p.m.

4. Adjournment

The meeting was adjourned at 8:15 p.m.

John Harrison, Chairperson

Dr. Tony Knowles, President