



Wednesday, October 9, 1996
Building C, 7th Floor - 6:00 p.m.

MINUTES
(B:96/09)

In Attendance:

Governors: R. Bullock, Chair
H. Middlestead, Vice-Chair
B. Bachalo
J. Bear
D. Falcetta
D. Finkleman
L. Foster
P. Gibson
C. Herda
G. Tsouras
T. Whiteman

Regrets: B. Lavallee

President: T. Knowles

Secretary: J. Tribula

Call to Order

With attendance constituting a quorum, the Chair called the meeting to order at 6:00 p.m.

1. OPENING REMARKS

The Chair advised that the facilitator originally commissioned for this session was unable to attend because of health reasons. Due to the short notice, attempts to contract with other facilitators were unsuccessful. The President agreed to facilitate the session.

The intent of the meeting was reviewed by the Chair. The meeting will define the governance model that will be adopted by the Board, and the mechanism for implementing the model will be discussed at the October 18, 1996 Planning Session.

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The Chair had invited the Minister of Education and Training to attend the meeting, however, she was unable to and asked that the Chair provide her comments to the Board.

2. BOARD GOVERNANCE

Whom does the Board represent?

At the September 25, 1996 meeting of the Board, the Board discussed the stewardship of the College and whom the Board represents. It was agreed to solicit the Minister's comments in this regard. The Chair has since spoken with the Minister and she stated that the Board represents the citizens of Manitoba, however, noted that the government is elected by the citizens and therefore represents a large constituency. It was noted that the province also provides a significant percentage of the College's budget. She welcomed the Board to consult with the government on the College's policy development in order to monitor consistency with the province's general mandate. The Minister offered to meet with the Board in the future on this or any other issue.

The Board discussed the need to enhance communications with the community and the Minister. The College's community was also considered and the requirement that the Board not confuse the customer with the owner.

The President reviewed the following topics (overhead presentation attached):

Role of the Board

In addition to the President's summary, this was defined as:

- The well-being of the College.
- As defined in *The Colleges Act* (it was noted that the Act does not provide "Ends").
- Policy development and approval of budget.
- Being informed of the owners' planned outcomes and ensuring these goals are attained.

The role of the Board in relation to fund raising was discussed and it was determined to consider this at a later date.

Policy vs. Management

The Board made the following comments:

- The Board should establish policy and monitor results.
- The Board has yet to clearly identify what is expected from management.
- The Board should provide flexibility to management to ensure the institution's financial stability.
- The Board should look at the "whole puzzle" instead of the pieces.

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Role of Committees

The Board made the following comments:

- Committees should assist the Board in fulfilling its mandate.
- Committees cannot establish policy or speak as the Board unless authorized to do so.
- Committees should not conduct the work of management.

It was noted that some Board members serve on College management committees i.e., The Awards Committee and the College Development Council. This will be reviewed in the future.

A discussion ensued on Board debate of committee recommendations. It was noted that committees should expedite the work of the Board and that valuable Board meeting time not be spent rehashing some of the issues. It was noted that in order for the Board to have a comfort level prior to approving a committee recommendation, that the Board clearly understands the policy statement and impact of the decision.

Meeting Rules of Order were also considered. A suggestion was made that only Board members be allowed to speak to motions. The President commented that senior management has the institution's knowledge base and that it would be prudent for himself, or other senior staff in attendance, to advise accordingly if a potential problem is perceived. He also noted that as CEO of the institution, it is his responsibility to advise the Board on all matters affecting the College as a result of Board policy direction.

The President commented that during the transition to governance, it was decided that the College be led by policy governance as opposed to management governance. He noted that the government established the College Boards in order to become more responsive to the community. He also indicated that it was appropriate for the Board to become autonomous and not just another level of government bureaucracy.

3. IN CAMERA SESSION

The Board held an in-camera session and asked that the following results be recorded:

- The Board will adopt the Carver model of policy governance. Implementation of the model will be allocated to the Administrative Affairs Committee and the Academic/Planning Committee. One committee will consider the ends and executive limitations, including the review of existing policies; the other committee will review the governance process and the board/staff linkages.
- The Executive Committee will be charged with developing the long term agenda for achieving the policy governance targets. The Grande Prairie Model will be considered as a starting point, however, it was noted that this was not a "pure" Carver model.

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- Further discussion and definition of the Carver model will take place at the October 18, 1996 Planning Session.

4. CMC PARTICIPATION OF BOARD SURVEY

The Board agreed that the College Management Committee complete the Board survey. The results will be recorded separately.

The meeting adjourned at 8:35 p.m.

Ralph Bullock, Chair

Dr. Tony Knowles, President