



## BOARD OF GOVERNORS

### REGULAR MEETING MINUTES

**MEETING:** Monday, December 2, 2024  
**TIME:** 5:00 pm  
**LOCATION:** Paul 216, Lansdowne Campus  
**ONLINE:** Teams

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**BOARD MEMBERS:**

Tanya Clarmont, Chair  
Bijan Ahmadi  
Monty Bryant, Past Chair  
Joanne Cumberland  
Shane Hartman  
Lindsay Kearns  
Brenda McBain  
Ruth Mojeed Ramirez  
Prince Solanki  
Mike Stubbing  
Lane Trotter, President  
Al van Akker

**ADMINISTRATION:**

John Boraas, Provost & VP Education & Innovation  
John D'Agnolo, Exec. Dir., Human Resources  
Deborah Huelscher, VP Administration & CFO  
Jody Kitts, Dir., Advancement & Alumni Engagement  
Rodney Porter, Exec. Dir., Communications & Marketing  
Jen Stone, Exec. Dir., Strategy, Planning & Transformation  
Richard Stride, Acting VP Enrolment & Community Engagement

**GUEST:** Michal Jaworski, Clark Wilson LLP

**REGRETS:** Jeremy Burgess  
Sean Leyland

**EXECUTIVE ASSISTANT:** Heather Martin

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The meeting was opened with the Acknowledgement of the Territory.

#### I CALL TO ORDER

Tanya Clarmont, Chair, called the meeting to order at 5:00 pm.

#### II APPROVAL OF THE AGENDA

Tanya Clarmont suggested a change to the order of the agendas. The meeting will begin with New Business, then move to in-camera. Following in-camera, the Board members and guests will return to the regular agenda. A special in-camera meeting will follow after the regular agenda is complete. Tanya will leave the meeting at 6pm, and Lindsay Kearns will Chair the meeting afterwards.

#### MOTION

**THAT THE CAMOSUN COLLEGE BOARD OF GOVERNORS APPROVE THE REORGANIZATION OF THE REGULAR AND IN-CAMERA AGENDAS AS SUGGESTED BY THE CHAIR TANYA CLARMONT.  
CARRIED**

#### III BOARD MEMBER REPORTS

##### 1. Chair's Report

Lindsay Kearns, Vice Chair, noted all the regular Board meetings are open to the public and welcomed the guests on Teams. Lane Trotter and Tanya Clarmont met several times for planning

and updates. Brenda McBain and Lane Trotter attended the Nahey'gnut unveiling Ceremony for Skip and Linda Dick on November 13. It was hosted by Eyē? Sqâ'lewen: The Centre for Indigenous Education & Community Connections (CIECC). Brenda added that it was a fabulous event and a privilege to be there. The guests were mainly the Dick's family, and it was very small and touching.

Brent Palmer passed away peacefully on November 18. Brent was a member of our Board from 2020 to 2023. He will be missed.

On November 21, Tanya had an introductory meeting with the new Minister of Post-Secondary Education and Future Skills Anne Kang. They met previously in her last term as Minister.

## **2. President's Report**

Lane Trotter, President, reported that on November 21 he met with the School of Business to talk about the financial challenges facing the college, and later met with the Chairs of the Technology programs on the same topic. On November 26, Lane met with Leanne Bowes, CEO of the Post-Secondary Employers' Association (PSEA). On November 27, he was the guest speaker at Tim Kemp's Business 285 (Workplace Professionalism) class. On November 29, Rodney Porter and Lane gave a tour of the Lansdowne Campus to Diana Gibson, Minister of Jobs, Economic Development and Innovation. Lane had a one-on-one conversation with the Minister following the tour.

Today is Heather Martin's final Board meeting. A new Executive Assistant will be stepping into the role on January 6, 2025. Today is John Boraas' final Board meeting. Heather and John are retiring. Geoff Wilmshurst will be returning to the college in mid-December, following his year-long secondment to the Ministry.

## **3. Foundation**

Joanne Cumberland, Foundation Liaison, noted on November 21 the Foundation approved the Fall Bursary list. A total of 430 students will receive bursaries totaling \$338K.

Jody Kitts, Director, Advancement & Alumni Engagement, reported that so far this year they raised over \$4M. Earlier today Jody attended the Canadian Club of Victoria's Christmas Lunch which is a fundraiser for their endowed bursary with the Foundation. Camosun is the sole beneficiary. They gave John Boraas the 'Friends of Camosun' award. Giving Tuesday is December 3, and to date we have raised over \$12,500. The Board Challenge raised \$2,260 for Erasing Barriers. More importantly we achieved 100% participation from both boards. Susan DeLarge (RBC wealth) and Aileen Kelly (from Raymond James) have joined the board.

## **4. Education Council**

Bijan Ahmadi, Education Council Chair, noted the minutes from the October 16, 2024, meeting were included in the agenda package. Bijan went over the highlights of the November 20, 2024, meeting, which included approval of several curriculum changes. Monty Bryant, Education Council Liaison, added that the Education Council is an amazing group, and acknowledged the work of their Integrated Curriculum Committee. They work hard on the curriculum before it goes to Education Council for approval.

## 5. Pacific Institute for Sport Education (PISE)

Jeremy Burgess was not able to attend today. The PISE Board meets next on December 10, 2024.

## IV BOARD COMMITTEE REPORTS

### 1. Executive Committee

#### i) Report from the November 18, 2024, meeting

Lindsay Kearns, Vice Chair, Executive Committee, noted they met on November 18. As directed, Strategy, Planning and Transformation (SPT) sought legal advice and revised the Board Operations By-Law, Policy Framework and policy matrix to reflect the delegation of the approval of operational policies to the President. SPT will now send the revised policy portfolio to Education Council and their Policy and Standards Committee for advice. SPT will then bring it back to the Executive for a final recommendation to the Board on February 3.

On December 6 we will submit the Request for Appointment to the Crown Agencies and Board Resourcing Office (CABRO). It will include recommendations for candidates in the areas of Finance and Cybersecurity. Tanya will bring an Indigenous cultural activity to the February 3 Board meeting. The last 'Indigenization at the Board Table' took place in May, 2024. We approved the agendas for today's meetings.

### 2. Risk and Audit Committee

- i) The minutes from the June 3, 2024, meeting were included in the agenda package.
- ii) Lindsay Kearns, Chair, Risk & Audit Committee, gave a report on the November 25, 2024, meetings. KPMG provided a high-level summary of the audit plan for the year ending March 31, 2025. The audit report will be ready for the Board in June, 2025. The detailed level of the Risk Register was presented. Sometimes a new risk is added, or the mitigation strategy changes. Ted Pennell, CIO, presented the annual update on cybersecurity for 2024.

## V APPROVAL OF THE MINUTES

The minutes of the November 4, 2024, meeting were approved as distributed.

## VI NEW BUSINESS

### 1. College and Institute Act – Role of the Board

Michal Jaworski, Clark Wilson LLP, provided the highlights of the Board of Governors' role in relation to the College and Institute Act (C&IA). Michal is a Lawyer from Vancouver who focuses solely on law for post-secondary institutions. He reviewed highlights of the statutory context, the College & Institute Act, and Fiduciary Duties.

#### Statutory Context

They key statutes for BC post-secondary boards are:

- College and Institute Act (C&IA)
- Budget Transparency and Accountability Act
- Freedom of Information and Protection of Privacy Act
- Sexual Violence and Misconduct Policy
- Income Tax Act (Canada)
- Financial Administration Act
- Labour Code
- Human Rights Code
- Charter of Rights and Freedoms (Canada)

The focus for the meeting was the C&IA which governs the college. The core aspect sets out the objects, functions and duties of the college which we are obligated to follow. A critical element is that we are an agent of the Government and fulfill their mandate and policies. The Act clearly outlines the specific roles of the Minister. It describes the composition of the board and their roles. It identifies very specifically the powers of the board.

The C&IA states the composition and specific powers and role of the Education Council (EDCO). Their focus is on academic matters. The core element is how the board and EDCO work together jointly. EDCO must advise the board, and the board must seek advice from EDCO on educational policy.

**Fiduciary Duty**

The board must act in the best interests of the institution. The key elements are duty of care; duty of loyalty; duty of compliance; and to comply with act and other applicable laws and board policies. It is the law to balance the budget. The Ministry's last resort is to appoint a public administrator.

**VII ADJOURNMENT**

The meeting was adjourned at 6:42 pm.

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**Tanya Clarmont, Chair**

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**Date**

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**Heather Martin, Executive Assistant**