

**MINUTES OF THE 484<sup>th</sup> MEETING OF THE BOARD OF GOVERNORS OF DAWSON COLLEGE HELD ON WEDNESDAY NOVEMBER 30 2016 AT 6:00 P.M. IN ROOM 7C.5, 3040 SHERBROOKE STREET WEST, MONTREAL, QUEBEC**

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PRESENT:

Sonya Branco  
Richard Filion  
Diane Gauvin  
Michael Goldwax

Steve Hatajlo  
Azra Khan  
Louise Kralka  
Jean Nagy

Sylvain Richard, Chair  
Benjamin Seamone  
Jamie Singerman

Prior to the adoption of the agenda, the Board Chair, Sylvain Richard thanked all for attending. Mr. Richard announced that a Board member's mother had just recently passed away. He extended his condolences to her and her family on behalf of Board members.

Mr. Richard also announced that Louise Kralka just recently submitted her letter of resignation. Her mandate with the Board ends in February just prior to the next Board meeting. He thanked Louise for her eight invaluable years of service on the Board as a member, Vice-Chair and Chair and member of the many Board related committees. Mrs. Kralka in turn thanked the Board and Mr. Filion for the years that she spent as a member and wished Mr. Richard all the best in his role as Board Chair.

Mr. Richard further stated that all former Board members are invited to attend the Dawson College Recognition of Service dinner which honours recent retirees, employees with 25 years of service as well as recent former Board members. The date of this event is Friday June 2, 2017.

He also reported that the Vérificateur général du Québec (VGQ) has completed its audit which began with audit year 2014-15. He thanked Glenys Ronnie, Johanne Messier and their teams for their work and support during these past two years.

#### **484.1 ADOPTION OF THE AGENDA OF THE 484<sup>th</sup> MEETING**

It was agreed to address item 484.6.1 immediately following the adoption of the minutes.

It was moved by Louise Kralka, seconded by Anthony Williams, **THAT THE AGENDA OF THE 484<sup>th</sup> MEET-10ree Tj /TT3 1rviMT-10C326 0 Td [(G)-7(I)3(eny)9(s[(s)-2(6)-1(E)-9(T-10r)-6A)]T2 6**



**.2 Annual Financial Statements 2015-16**

Glenys Ronnie, the Director of Administrative Services reported on highlights of the statements and provided information pursuant to the 2015-16 operating fund results and the status of the accumulated surplus. She mentioned that the current year revenues include adjustments to prior year revenues of \$73,000 for Continuing Education activities and \$584,000 for regular day activities.

Sonya Branco, Chair of the Audit Committee stated that Sylvain Richard and Michael Goldwax, members of said committee met with management and the VGQ. She reported that the Audit Committee is recommending the adoption of the financial statements.

**.5 Annual Report 2015-16**

Richard Fillion presented the College's Annual Report 2015-16. He noted that this report is a legal requirement under the Colleges' Act, and must be submitted to the Ministry by December 1, 2016. Donna Varrica stated that she received word only two days ago that there was a change in the format of reporting the Annual Report which meant that the structure of the report had to change and the report ready for tonight's meeting.

The Board Chair congratulated all those involved in the writing and production of the annual report.

It was moved by Michael Goldwax, seconded by Steve Hatajlo, **THAT THE BOARD OF GOVERNORS RECEIVES THE DAWSON COLLEGE ANNUAL REPORT 2015-16.**

The motion was adopted unanimously.

**.6 Changes to Bylaws 1 – 4 – 5 & 10**

Richard Fillion stated that because of changes to the Management Structure several bylaws must be revised to reflect these changes. François Paradis reviewed the highlights of the changes and comparisons to the bylaws in question.

It was moved by Michael Goldwax, seconded by Steve Hatajlo,

**1) THAT BYLAW NUMBER 1 BE AMENDED AS DEFINED IN SUPPORTING TABLE, BYLAW 1 – PROPOSED REVISIONS, EFFECTIVE IMMEDIATELY;**

**2) THAT BYLAW NUMBER 4 BE AMENDED AS DEFINED IN SUPPORTING TABLE, BYLAW 4 – PROPOSED REVISIONS, EFFECTIVE IMMEDIATELY;**

**3) THAT BYLAW NUMBER 5 BE AMENDED AS DEFINED IN SUPPORTING TABLE, BYLAW 5 – PROPOSED REVISIONS, EFFECTIVE IMMEDIATELY;**

**4) THAT BYLAW NUMBER 10**









<b>BYLAW 1 – PROPOSED REVISIONS</b>		
<b>CURRENT TEXT</b>	<b>PROPOSED TEXT</b>	<b>Comments</b>
	<i><b>PLEASE NOTE:</b> Bold type, except for those titles which normally appear in bold type, indicates changes from the previous version of the bylaw.</i>	
<b>Article 1 GENERAL PROVISIONS</b> 1.01 <u>Definition</u> a) 'ACT': the General and Vocational Colleges Act, (RSQ, ch. C-29 and its amendments)	<b>Article 1 GENERAL PROVISIONS</b> 1.01 <u>Definition</u> a) 'ACT': the General and Vocational Colleges Act, ( <b>CQLR</b> , ch. C-29 and its amendments)	
1.02 <u>Head Office</u> The Head Office of the College is located at 3040 Sherbrooke Street West, Westmount, Quebec.	1.02 <b><u>Corporate Seat</u></b> The <b>corporate seat</b> of the College is located at 3040 Sherbrooke Street West, Westmount, Quebec.	<i>'Head office' would be used if there were campuses (which would be listed in Article 1).</i>
<b>Article 2</b> 2.04 <u>Records</u> The Board shall maintain at its head office the following records:	<b>Article 2</b> 2.04 <u>Records</u> The Board shall maintain at its <b>corporate seat</b> the following records:	
<b>Article 4 MEETINGS OF THE BOARD</b> 4.01 <u>Regular Meetings</u> b) The Director of Corporate Affairs must send a proposed agenda along with the relevant documentation to each of the Board members no later than seven (7) full days before the meeting. The proposed agenda must be available at the Office of Director of Corporate Affairs within the same time limits. 4.02 <u>Special Meetings</u> a) At the request of the Chair, of the Executive Committee or of three (3) Board members, the Director of Corporate Affairs shall call a special meeting by means of a notice which specifies the date, the hour and the agenda of the meeting. Such notice of meeting must be sent to each member by registered mail or by courier, along with the relevant documentation, no later than seven (7) full days before the meeting.	<b>Article 4 MEETINGS OF THE BOARD</b> 4.01 <u>Regular Meetings</u> b) The Director of Corporate Affairs must send a proposed agenda along with the relevant documentation to each of the Board members no later than <b>five (5) calendar</b> days before the meeting. The proposed agenda must be available at the Office of Director of Corporate Affairs within the same time limits. 4.02 <u>Special Meetings</u> a) At the request of the Chair, of the Executive Committee or of <b>five (5)</b> Board members, the Director of Corporate	







BYLAW 1 – PROPOSED REVISIONS		
CURRENT TEXT	PROPOSED TEXT	Comments
<p>5.10 <u>Director of Corporate Affairs</u> Under the authority of the Board of Governors, the Director of Corporate Affairs:</p> <ul style="list-style-type: none"> <li>a) is responsible for the secretariat;</li> <li>b) calls meetings of the Board;</li> <li>c) assisted by the records clerk, if need be, prepares and signs, with the Chair of the Board, the minutes of the Board meetings and enters them in the Minute Book;</li> <li>d) calls meetings of committees of the Board when requested to do so;</li> <li>e) is responsible for the application of the Act respecting Access to documents held by public bodies and the Protection of personal information (RSQ, ch.A-2.1)</li> </ul> <p>Under the authority of the Director General, the Director of Corporate Affairs:</p> <ul style="list-style-type: none"> <li>f) calls meetings of the Executive Committee;</li> <li>g) assisted by the records clerk, if need be, prepares and signs, with the Chair of the Executive Committee, the minutes of the Executive Committee meetings and enters them in the Minute Book;</li> <li>h) is responsible for the application of policies resulting from the regulations of the Government and the bylaws of the College pertaining to the preservation of documents and archives;</li> <li>i) is entrusted with the care of the College Seal, the archives and the papers and documents of the</li> </ul>	<p>h) is responsible for, and entrusted with, the care of records referred to in <b>subparagraphs l), and m)</b> of clause 2.04 of the present bylaw;</p> <ul style="list-style-type: none"> <li>i) performs other related duties assigned by the Director General;</li> <li>j) performs such other responsibilities as the Board shall assign to the Director of <b>Finance</b> by bylaw or resolution.</li> </ul> <p><b>5.13 <u>Director of Corporate Affairs</u></b> Under the authority of the Board of Governors, the Director of Corporate Affairs:</p> <ul style="list-style-type: none"> <li>a) is responsible for the secretariat;</li> <li>b) calls meetings of the Board;</li> <li>c) assisted by the records clerk, if need be, prepares and signs, with the Chair of the Board, the minutes of the Board meetings and enters them in the Minute Book;</li> <li>d) calls meetings of committees of the Board when requested to do so;</li> <li>e) is responsible for the application of the Act respecting Access to documents held by public bodies and the Protection of personal information (<b>CQLR</b>, ch.A-2.1)</li> </ul> <p>Under the authority of the Director General, the Director of Corporate Affairs:</p> <ul style="list-style-type: none"> <li>f) calls meetings of the Executive Committee;</li> <li>g) assisted by the records clerk, if need be, prepares and signs, with the Chair of the Executive Committee, the minutes of the Executive Committee meetings and enters them in the Minute Book;</li> <li>h) is responsible for the application of policies resulting from the regulations of the Government and the bylaws of the College pertaining to the preservation of documents and archives;</li> <li>i) is entrusted with the care of the College Seal, the archives and the papers and documents of the</li> </ul>	<p><i>Moved and renumbered</i></p> <p><i>ntQ 17 0.Q q 3f</i></p> <p><i>Under point j), re</i></p>

<b>BYLAW 1 – PROPOSED REVISIONS</b>		
<b>CURRENT TEXT</b>	<b>PROPOSED TEXT</b>	<b>Comments</b>
<p>Board of Governors, the Executive Committee and the Committees of the Board;</p> <p>j) is responsible for and entrusted with the care of the records referred to in paragraphs a), b), c), d), e), and n), of clause 2.04 of the present bylaw;</p> <p>k) sees to the preparation of the annual report of the College;</p> <p>l) performs other related duties assigned by the Director General;</p> <p>m) performs such other responsibilities as the Board shall assign to the Director of Corporate Affairs by bylaw or resolution.</p>	<p>Board of Governors, the Executive Committee and the Committees of the Board;</p> <p>j) is responsible for and entrusted with the care of the records referred to in paragraphs a), b), c), d), <b>and e)</b>, of clause 2.04 of the present bylaw;</p> <p><b>k)</b> performs other related duties assigned by the Director General;</p> <p><b>l)</b> performs such other responsibilities as the Board shall assign to the Director of Corporate Affairs by bylaw or resolution.</p>	
<p>5.13 <u>Removal from Office</u></p> <p>5.14 <u>Delegation of Powers</u></p>	<p><b>5.14</b> <u>Removal from Office</u></p> <p><b>5.15</b> <u>Delegation of Powers</u></p>	<i>Renumbered clauses.</i>



**BYLAW 4 – PROPOSED REVISIO**







**BYLAW 5 – PR**

BYLAW 5 – PROPOSED REVISIONS	
CURRENT TEXT	PROPOSED TEXT

**Article 5 AUTHORIZATION OF PAYMENT**

5.01 Salaries

Any cheque or other instrument of payment of salaries shall be authorized by the Director of Administrative Services or delegate.

5.02 Other Payments

Any cheque or other instrument of payment for a transaction duly approved by virtue of this bylaw shall be authorized: i

## BYLAW 5 – PROPOSED REVISIONS

CURRENT TEXT	PROPOSED TEXT
<p><b>Article 7 SIGNING AUTHORITIES FOR SPECIFIC PURPOSES</b></p> <p>7.01 <u>Instruments of Payment</u></p> <p>Any note, draft, money order, cheque or other order to pay which requires the signature of the College shall be signed manually, mechanically or electronically and shall require the joint signature of two of the following officers: the Chair of the Board, the Director General, the Director of Administrative Services or any of the foregoing jointly with the Academic Dean, the Director of Plant and Facilities, the Director of Corporate Affairs, the Director of Student Services or the Director of Information Systems and Technology.</p>	<p><b>Article 7 SIGNING AUTHORITIES FOR SPECIFIC PURPOSES</b></p> <p>7.01 <u>Instruments of Payment</u></p> <p>Any note, draft, money order, cheque or other order to pay which requires the signature of the College shall be signed manually, mechanically or electronically and shall require the joint signature of two of the following officers: the Chair of the Board, the Director General, the <b>Director of Finance</b> or any of the foregoing jointly with <b>another Officer of the College</b>.</p>
<p>7.02 <u>Purchase of Goods and Services</u></p> <p>b) Contracts</p> <ol style="list-style-type: none"> <li>1. the Director of Administrative Services or delegate and the administrative director concerned or delegate, if the contract has an initial value of up to twenty-five thousand dollars (\$25,000);</li> <li>2. the Director of Administrative Services or delegate and the Director General, if the contract exceeds twenty-five thousand dollars (\$25,000) or more.</li> </ol>	<p>7.02 <u>Purchase of Goods and Services</u></p> <p>b) Contracts</p> <ol style="list-style-type: none"> <li>1. the <b>Director of Finance</b> or delegate and the administrative director concerned or delegate, if the contract has an initial value of up to twenty-five thousand dollars (\$25,000);</li> <li>2. the <b>Director of Finance</b> or delegate and the Director General, if the contract exceeds twenty-five thousand dollars (\$25,000) or more.</li> </ol>
<p>7.03 <u>Contracts for the sale of Educational Services</u></p> <ol style="list-style-type: none"> <li>1. the Academic Dean and the Director of Administrative Services or their delegates, if the contract does not exceed one hundred thousand dollars (\$100,000);</li> <li>2. the Director of Administrative Services and the Director General, if the contract exceeds one hundred thousand dollars (\$100,000).</li> </ol>	<p>7.03 <u>Contracts for the sale of Educational Services</u></p> <ol style="list-style-type: none"> <li>1. the Academic Dean and the <b>Director of Finance</b> or their delegates, if the contract does not exceed one hundred thousand dollars (\$100,000);</li> <li>2. the <b>Director of Finance</b> and the Director General, if the contract exceeds one hundred thousand dollars (\$100,000).</li> </ol>

