

HIGHER EDUCATION QUALITY COUNCIL OF ONTARIO**MINUTES
BOARD MEETING
BY TELECONFERENCE
July 22, 2019
2 pm – 4 pm****Council members present:**

Robinson, Nobina, Chair
Carson, A. Scott
Herbert, Sue
Lang, Pat
Mayer, Denis

Regrets:

Zegarac, George

Staff supporting the Council:

Permato, Ellen, executive assistant and recording secretary

1. Call to order

Nobina Robinson, chair of the board, called the meeting to order at 2 pm and established that a quorum of council members was present.

2. Approval of meeting agenda

That the board approve the agenda as presented.

Motion:

Moved by Pat Lang; seconded by Denis Mayer
Approved unanimously
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3. Chair's update

Nobina Robinson reported that the weeks since the last in-person board meeting on June 13, 2019 have been marked by significant work for the chair and other board members, as a result of the decision by the president and CEO to step down in September, along with changes at the level of deputy minister and minister, and news of departures of two senior staff over the course of the coming months. This is a very serious period of change management for the board and requires full board attention to governance responsibilities as set out in the MOU that guides the work of the board.

Nobina sent a memo to the council staff on July 7 to reassure them of the board members' collective concern for their welfare and to invite them to meet with her and other board members on August 7. She has underscored the board's commitment to open and transparent communications during this period of transition. She and Denis Mayer have offered their time to engage in informal conversation with staff on August 7.

Nobina reported that remarkable progress has been made in a very short time on various aspects of transition management, including the creation of an advisory

committee for search for the interim leader of HEQCO, interviews with likely candidates for the interim position, identifying and inviting search firms bids for the recruitment process of the permanent president and CEO, as well as maintaining close communication with the ministry and the new minister's staff. She thanked all the members for their cooperation, inputs and commitments to stay active during this transition period.

Nobina Robinson noted that the positive response to her invitation to Minister Ross Romano to attend the board retreat taking place on August 8 and is awaiting precisions on the timing of his participation. Deputy Minister Zegarac, who has held regular phone conversations with the chair since mid-June, has informed her that the draft of the next mandate letter for HEQCO is presently with the minister for his review.

4.1 Audit Committee Chair update

Sue Herbert thanked Nobina Robinson on behalf of the board for the diligence and patience she has shown since her appointment.

She would like to convene the audit committee to review two issues:

- 1) to review the current audit cycle and consider key actions therein; and
- 2) to develop an integrated policy for expenses and per diem remuneration to board members and chair.

On item 2, Sue Herbert would like the council's Audit Committee to integrate the existing legislative directives and per diem for board members and chair and HEQCO's procedures. The audit committee's goal is to develop HEQCO's per diem and expense policy for all board members.

In the meantime, if members are intending to seek per diem payments for board governance work outside of formal HEQCO board meetings, they should track their time spent on HEQCO's business. Nobina Robinson will distribute to members the time-tracking sheet that was sent to her by Diana Macri on May 30, 2019.

The audit committee will assess whether this work can be completed before the next board meeting on July 30, or in time for the next possible board meeting thereafter.

5.1 Creation of Advisory Committee for Search of Interim President and CEO

Motion:

1. That the board approve the creation of an Advisory Committee for Search of Interim President and CEO.

Moved by Nobina Robinson; seconded by A. Scott Carson
Approved unanimously by email July 7, 2019.
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6.1 In camera Report and recommendation of Advisory Committee for Search of Interim President and CEO

As noted in previous agenda item (5.1), the committee provided a verbal report on the actions taken to complete each step of the "Recruitment Process for Interim CEO." The committee established a shortlist of two candidates. One candidate withdrew during the

process. The committee proceeded to complete a final interview of the remaining candidate. The committee was fully in favour of the candidate and subsequently conducted two reference checks with satisfactory results.

The advisory committee recommended that the council retain the services of Dr. David Trick to serve as interim president and CEO, for the period from September 2019 to May 31, 2020.

Motion:

1. That the board of directors accept the advisory committee's recommendation to appoint Dr. David Trick as interim president and CEO, and authorize the chair to negotiate a purchase of service contract in accordance with OPS guidelines.

Moved by A. Scott Carson; seconded by Denis Mayer
Approved unanimously.
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The chair reported that Dr. David Trick will attend and participate in the upcoming HEQCO board retreat, were he is to be selected as the interim president and CEO. The chair will confirm to Dr. Trick the significant benefit of having him present at the August 8 board retreat. The chair sought the active input of members of the Audit Committee on contract terms.

Out camera

Motion:

1. That the board end the in-camera session.

Moved by Pat Lang; seconded by Sue Herbert
Approved unanimously
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7.1 Choice of Search Firm for President and CEO permanent position

Note: Pat Lang recused herself during the deliberations of choice of search firms to avoid a conflict of interest.

The Ontario government vendors of record list was used in selecting the search firms. Out of the three that the council approached, one declined the opportunity to bid. Two proposals together with review sheets were distributed to the members on July 18.

The members present have declared that none of them have done any work with the firms and do not know the firms' executives. They know the firms only by reputation and the work they have done with various stakeholders, which they considered noteworthy.

After careful deliberations, the members all agreed that the contract be awarded to Amrop Knightsbridge. Board members expressed confidence that the search firm had relevant experience, networks and understanding of HEQCO's operating environment to be able to mount a credible and thorough executive search for the next leader of the organization.

Motion:

1. That the board approve the appointment of Amrop Knightsbridge to provide the services for the search for the permanent president and CEO, and to invite the project's lead representative to attend the August 8 board retreat.

Moved by Nobina Robinson; seconded by A. Scott Carson
Approved unanimously
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Note: Pat Lang rejoined the meeting at this point and was informed of the decision made on this agenda item.

Board members also agreed unanimously that the board will act as a “committee of the whole” for the purposes and period of the executive search, and that there will be no sub-committee acting as a search committee of the board.

8. Board Retreat on August 8, 2019 – plans and update

Nobina Robinson circulated the draft agenda to all board members prior to the meeting, noting that we await several confirmations for specific external guests. The main purpose of the retreat will be to engage with senior representatives of MTCU, as well as launch a first discussion on the strategic directions and opportunities for HEQCO in fall 2019.

The current president and CEO along with HEQCO staff will provide input for the retreat via briefing notes. The chair has also commissioned an outside expert to write and submit a short reflection paper on possible new issues and challenges for HEQCO. The chair asked board members to read and reflect on remaining items from the 2016 Mandate Review particularly as relates to board governance and the important relationship with MTCU. Board members will receive reading material for the retreat no later than August 1, 2019

9. Other Business

Reminders:

The next board meeting will be by teleconference on July 30.

The Audit Committee will seek to meet at its earliest convenience.

Denis Mayer, on behalf of the other members, thanked Nobina Robinson for her time, prompt and timely action, and wisdom in taking the appropriate steps to ensure stability for the Council and the board during this period of transition.

10. Adjournment**Motion:**

1. To adjourn the meeting there being no further business to discuss at 3:30 pm.

Moved by Denis Mayer; seconded by Pat Lang
Approved unanimously.
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