

**MINUTES
BOARD MEETING**

**September 12, 2019
2:30 pm – 3:40 pm**

Council members present:

Mayer, Denis, acting board chair
Carson, A. Scott
Herbert, Sue

Regrets:

Lang, Pat

President and secretary to the board:

Weingarten, Harvey P.

Staff supporting the Council:

Trick, David, interim president and CEO
Deller, Fiona, senior executive director, research and policy
Macri, Diana, chief administrative officer
Permato, Ellen, executive assistant and recording secretary
Ross, Matt, director, communications

1. Call to order

The chair called the meeting to order at 2:42 pm and established that a quorum of council members was present. Denis Mayer informed board members that Pat Lang's absence was due to the death of her husband.

2. Approval of meeting agenda

Moved by Denis Mayer; seconded by Sue Herbert
Approved unanimously
September 2019/Motion 1

3. Minutes of meetings of July 30, 2019 and August 8, 2019

Motions:

1. That the board approve the minutes of the meetings of July 30, 2019.

Moved by A. Scott Carson; seconded by Sue Herbert
Approved unanimously
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2. That the board approve the minutes of the meetings of August 8, 2019.

Moved by Sue Herbert; seconded by A. Scott Carson
Approved unanimously
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4.2 **Acting chair's update**

Denis Mayer reported that Deputy Minister Laurie LeBlanc could not attend today's meeting. Once she has settled in, he will reach out to her to brief her on board activities, the search for the permanent president and CEO, and her role in the search, if she wants to be part of it.

There is no news yet from the ministry about board appointments. Pat Lang is willing to be reappointed and is preparing the necessary paperwork.

With reference to having guest speakers at board meetings, he suggested Brian Desbiens, past president of Sir Sandford Fleming College and currently teaching at OISE-University of Toronto.

He mentioned that HEQCO staff might want to get an insight on the new thinking on digital learning by attending the online learning summit in Toronto Oct. 8–10.

4.3 **President's update**

Harvey Weingarten reported on two high profile HEQCO reports:

1. Freedom of speech. The deadline to report back to the ministry is September 31. He doesn't see any issues arising from this.
2. Digital learning. The deadline to submit the review is end of October. A large number of people were consulted. It is inappropriate to make funding recommendations due to absence of compelling data.

Other updates:

- There has been no follow-up on the request from the Ministry of Education regarding math skills and teaching math skills to K–12 students.
- The mandate letter has not been received.

He noted that this is his last board meeting. He thanked the board for his significant stay at HEQCO for nine years.

4.4 **Update on CEO transition**

David Trick reported that since Sept. 3, he has been meeting with staff, familiarizing himself with the organization's structure, research projects and other administrative matters.

He pointed out three important things that he should aim to accomplish:

1. Maintain the momentum
2. Provide stability and security to staff

3. Hand over to the permanent president and CEO a well-functioning organization

He noted that the next face-to-face board meeting will be Dec. 5. However, if there are issues to discuss or important announcements to be made, he would like to meet with board members either in person or by teleconference to inform them or to seek their advice.

5.1 **Audit Committee Report**

Sue Herbert reported that the audit committee met by teleconference on Sept. 5, 2019.

On the agenda were the remuneration and expenses policy for board members, recommendation for a regular audit cycle policy and the risk assessment report.

Note: The following items on the agenda will note the discussions of the committee on these issues.

5.2 **Draft Risk Assessment Report 2019–20**

Diana Macri explained that HEQCO updates the risk assessments yearly in a format that is provided by the government. The current version has been submitted to the ministry for review. New risks this year are related to the budget cut and hiring of a new president and CEO.

Motion:

1. That the board accept the recommendation of the audit committee to approve the Risk Assessment Report 2019–20 for submission to the Ministry of Training, Colleges and Universities.

Moved by Sue Herbert; seconded by Denis Mayer
Approved unanimously
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5.3 **Remuneration and Expenses Policy for board members**

Sue Herbert suggested a motion to approve the policy with the stipulation that it can be amended if Pat Lang, who is not present at the meeting, has some comments.

Motion:

1. To approve the Remuneration and Expenses Policy for board members

Moved by A. Scott Carson; seconded by Sue Herbert
Approved unanimously
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Points agreed to by the members:

- The policy should be transparent and proactive with less bureaucracy
- The chair will approve preliminary expenses on expected projects
- Additional compensation will be approved for more than three hours of work only
- A copy of the final policy will be submitted to the deputy minister for the ministry's record. This will serve as the ministry's guide when appointing board members.

Denis Mayer commended Diana, Sue and Scott for the work well done.

5.4 Relocation expenses

The relocation expenses framework was approved by the board members by email.

6. *Note: Before the board went in camera, Denis thanked Harvey for his leadership and the support he gave to him and all the board members for nearly nine years. He wished him well in his future endeavours.*

In camera

7. Adjournment

There being no further business, the meeting was adjourned at 3:40 pm.

Next meetings:

- Oct. 8 — by email. One item on the agenda: to approve second quarter financial statement for submission to TCU
- Nov 11 — conference call. Discussion with search firm on the ongoing search for HEQCO's permanent president and CEO
- Nov 21–22 — interview of candidates for HEQCO's permanent president and CEO
- Nov 28–29 — interview of candidates for HEQCO's permanent president and CEO
- Dec 5 — face-to-face meeting at HEQCO offices