

**Ontario Online Learning Consortium Consortium
Ontarien pour l'apprentissage en ligne (the
"Corporation")**

(DRAFT, for approval at the next All Members Meeting)

MINUTES of a special general meeting of the members of the Corporation held by means of conference telephone on the 28th day of November, 2014, at the hour of 8:00 a.m. (EST).

Judy called the meeting to order at 8:04 a.m. Judy introduced herself and Rhonda Lenton as co-chairs of the Ontario Online Steering Committee (OOSC), and interim directors of the newly incorporated Ontario Online Learning Consortium (OOLC). The co-chair also introduced Peter Gooch and Bill Summers from the Council of Ontario Universities (COU) and Colleges Ontario (CO) respectively, as the two other interim directors approved by the Steering Committee. The terms for all four First Directors end once the new slate of Board nominees is approved.

The co-chairs conducted a roll call of attendance by sector. Judy noted that the proposed ByLaws require a double majority, meaning 51% of both sectors, in order to achieve quorum and to pass a membership vote.

Colleges:

Algonquin College, represented by Claude Brule
Collège Boréal, represented by Danielle Talbot-Lariviere
Cambrian College, represented by Sonia Del Missier
Canadore College, represented by Marguerite Donohue
Centennial College, represented by Kristi Harrison
Conestoga College, represented by Sandra Schelling
Durham College, represented by Mary Blanchard
Fanshawe College, represented by Dave Belford
Fleming College, represented by Laurel Schollen
George Brown College, represented by Laura Jo Gunter
Georgian College, represented by Baldev Pooni
Humber College, represented by Laurie Rancourt
La Cité collégiale, represented by Suzanne Gibault
Lambton College, represented by Spencer Dickson
Loyalist College, represented by Maureen Piercy
Mohawk College, represented by Paul Armstrong (Observer)
Niagara College, represented by Mary Wilson
Northern College, represented by Audrey Penner
Sault College, represented by Jamie Fata
St. Lawrence College, represented by Lorraine Carter

Seneca College, represented by Susan Savoie

Regrets:

Confederation College
St. Clair College
Sheridan College

Universities:

Algoma University, represented by David Marasco
Brock University, represented by Dr. Anna Lathrop
Carleton University, represented by Dr. Joy Mighty
University of Guelph, represented by Michelle Fach
Lakehead University, represented by Dr. Nancy Luckai
Laurentian University, represented by Chris Mercer
McMaster University, represented by Arshad Ahmad
Nipissing University, represented by Dr. Harley d'Entremont
OCAD University, represented by Carol Roderick
University of Ontario Institute of Technology, represented by Deborah Saucier
University of Ottawa, represented by Yves Herry
Queen's University, represented by Jill Scott
Ryerson University, represented by Dr. Nancy Walton
University of Toronto, represented by Sioban Nelson
University of Waterloo, represented by Mario Coniglio
Western University, represented by John Doerksen
Wilfred Laurier University, represented by Pat Rogers
University of Windsor, represented by Dr. Alan Wright
York University, represented by Sue Vail
Royal Military College, represented by Dr. P. R. Roberge

Regrets:

Trent University

Also Participating:

Judy Morris introduced the following guests and confirmed that there were no objections to their participation in the meeting:

Paddy Buckley, MTCU
Cindy Hazell, OOLC Project Consultant
Laura Herron, OOLC Project Assistant

Quorum

It was confirmed that a double majority of membership delegates was in attendance and therefore quorum was achieved.

Chair and Secretary

There being no objections, and with the Notice of Meeting duly waived by the Interim Directors, Judy Morris agreed to chair the meeting and Laura Herron acted as recording secretary.

2. Confirmation of Agenda

The agenda was confirmed as presented. Judy noted that the meeting package included the Certificate of Incorporation, which provided the legal context and mandate for the OOLC.

3. Opening Remarks

The co-chairs each provided opening comments. Judy noted that this was the inaugural meeting of the First Members and represented a significant milestone in online learning in Ontario, with the two sectors working together to change the PSE landscape. Rhonda noted that it had been a pleasure working with the Steering Committee and with Judy as co-chair, over the past year. The Committee's deliberations provided an opportunity for important dialogue regarding ways to collaborate in the development of excellent online courses, to bridge with ONCAT, and to produce the best learning experience for Ontario students.

4. Members' Resolutions

The chair introduced three resolutions to be presented for membership vote. Members were reminded that each institution was entitled to one vote only, by their appointed delegate or alternate. Members were asked if there were any conflicts of interest and none were noted.

a) ByLaw No. 1

The ByLaws were presented for approval consistent with the requirements of the Not-for-Profit Corporation Act. Judy noted that these were developed by the OO Steering Committee with advice from legal counsel, and approved unanimously, using the ONCAT ByLaws as a framework. Important variations included the double majority language and Board composition structure, with a slightly larger board than ONCAT's to ensure broad representation and online expertise.

It was moved by Audrey Penner, seconded by Laurie Rancourt THAT:

By-law No. 1 relating generally to the business and affairs of the Corporation is confirmed as a by-law of the Corporation.

APPROVED

b) Election of First Board of Directors

A slate of nominations for the eight seats to be drawn from the senior administration of the two sectors was presented to the group for approval. CO and COU collaborated with their respective Executive Heads to develop these nominations, consistent with the required governance processes of each organization. Judy thanked CO and COU for expediting the nominations.

Judy further noted that there are six remaining Board positions to be filled. The Steering Committee felt that key stakeholder groups should have an opportunity to contribute to the nomination process for these positions, and given the short timelines, it was therefore not possible to provide a full slate of nominations. This will be addressed in the next resolution.

It was moved by Sonia Del Missier, seconded by Baldev Pooni THAT:

The following persons are elected directors of the Corporation to hold office for the terms specified below in accordance with Section 4.3 of By-law No. 1:

Name	Qualification pursuant to Section 4.1 of By-law No. 1	Term (No. of Years)
1.	President of a University: Jack Lightstone	2
2.	President of a College: Judith Morris	1
3.	VPA (or equiv) of a University: Rhonda Lenton	3
4.	VPA (or equiv) of a University: Alan Harrison	1
5.	VPA (or equiv) of a College: Laurie Rancourt	3
6.	VPA (or equiv) of a College: Audrey Penner	3
7.	Senior Admin at a College with online expertise: Susan Savoie	2
8.	Senior Admin at a University with online expertise: Cathy Newell-Kelly	3

APPROVED

c) Authorization to Appoint Outstanding Director Positions

The chair noted that the Steering Committee has provided recommendations regarding the processes to be used to solicit nominations for the remaining positions. Invitations have gone out to the respective student associations in each sector, inviting them to submit nominations. CO and COU are working with the Executive Heads to develop nominations for the online expert and public representatives.

It was moved by Michelle Fach, seconded by Sioban Nelson THAT:

The Board of Directors as constituted above and appointed at the First Members' meeting is authorized to receive nominations and appoint the remaining Director positions as listed below.

1.	Student with online learning experience enrolled in a College	
2.	Student with online learning experience enrolled in a University	
3.	On-line expert from the College sector	
4.	On-line expert from the University sector	
5.	Representative of the public with financial, auditor and/or risk management experience	
6.	Representative of the public	

APPROVED

Other Business

There being no other business, the chair summarized next steps for the new Corporation including the formation of a new joint Committee to deliberate on the scope and functionality of OOLC Portal. Membership on the new Committee includes a number of the current Members' meeting participants, with additional online and technical experts. Cindy Hazell will call the first meeting of the Portal Committee as soon as possible.

Cindy will also assist in scheduling the first meeting of the new OOLC Board of Directors in the New Year, and will keep the membership informed of ongoing progress. Judy and Cindy both thanked the Steering Committee for their commitment and efforts to bring OOLC to this point.

If there are forthcoming changes to the institutional voting delegates, Cindy requested that these be forwarded to her attention on an ongoing basis.

Adjournment

The chair called the meeting to adjournment at 8:27 a.m., which was moved by Claude Brule and seconded by Sandra Schelling.

