

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

MINUTES of a meeting of the directors of the Corporation held by teleconference on the 15<sup>th</sup> day of February 2018 beginning at 9:09am.

**Directors present by teleconference:**

Franco Vaccarino (Co-Chair)  
Judith Morris (Co-Chair)  
Alison Flynn  
Nick Baker  
Laurie Rancourt  
Lisa Philipps  
Danny Chang  
Peter Hickey  
Susan Savoie  
Audrey Penner  
Jordanne Christie

**Directors Absent**

Jill Scott

**Ex Officio Directors present by teleconference:**

David Porter  
Peter Gooch  
Matthieu Brennan  
Yvette Munro  
John Hoicka

J. Morris welcomed Directors and provided a description of the consent agenda process. It was noted that any director who wishes to ask a question or discuss an item on the consent agenda can have the item moved to the regular agenda by contacting the co-chairs prior to the meeting, or by asking that it be moved before the Chair call for a motion to approve the agenda.

1. **Approval of Agenda**
2. **Consent Agenda**
  - a. **Declarations of Conflict of Interest**
  - b. **Approval of Minutes of November 21, 2018 (back-up)**
  - c. **Activity Update as of Jan 1, 2018 (back-up)**
  - d. **Strategic Plan 2018-21 (Final Draft) (link sent via email)**
  - e. **FY2017-2018 Q3 draft financial report (back-up)**

J. Morris reminded Directors of their responsibility to identify any potential conflicts of interest before calling the motion.

J. Morris noted that the activity update was very informative and helpful. She recommended removing Item 2.e 2017-18 Q3 financial report from the Consent Agenda for further discussion under Item 5, Other Business.

**Motion:** "That the Board of Directors approves the Minutes of the November 21, 2017 meeting and the entire contents of the consent agenda, with the exception of Agenda Item 2.e which will be discussed under Item 5. Other Business"

MOVED: A. Penner  
SECONDED: S. Savoie  
CARRIED: J. Morris

### **3. 2018-19 Fiscal year budget**

#### **a. Presentation**

D. Porter set the context for the Board discussion regarding the 2018-19 budget. It was noted that the purpose of the budget is to provide services and supports for member institutions, students, faculty and staff.

D. Porter was pleased to note that the trends and opportunities cited in 2017 international year-end summary reports were congruent with the focus areas identified during the development of the strategic plan by eCampusOntario in mid-2017.

The 2018-19 budget is built to support the exploration of innovations that engage students and faculty and provide meaningful learning experiences with measurable outcomes and will form the basis of upcoming one-year Transfer Payment Agreement discussions with the Ministry. D. Porter emphasized that program and service outputs will be the focus for the Ministry of Advanced Education and Skills Development (MAESD) in 2018-19 and onwards.

D. Porter also noted that the organization has grown significantly over the past year. As a result, many systems and procedures need to be updated and optimized to account for growth.

D. Porter elaborated on the three key strategies proposed in the Strategic Plan, the corresponding budget lines and the expected outputs and measurements associated with each.

## **b. Discussion**

Directors inquired about the timing for government input into the Strategic Plan and other strategy discussions. D. Porter noted that efforts are currently focused on the development of the Transfer Payment Agreement, but that government has indicated a need for flexibility regarding emerging priorities and would like eCampusOntario be in a position to address those priorities as they arise.

Directors also asked for further clarification around the government's intention regarding measurable outcomes. D. Porter cited current work with the Higher Education Quality Council of Ontario (HEQCO) around the Lynda.com pilot license initiative as an example.

Directors noted that the cycle time of change in higher education is rapid, making it difficult to identify outputs too far in advance of any initiative. It was emphasized that the early identification of long term outputs can often hinder or skew the success of a project. It was agreed that eCampusOntario needs to stay current and maintain that position to be successful.

Directors agreed and suggested that eCampusOntario proceed cautiously when identifying outputs that might hinder innovation.

**Motion:** "The Board of Directors approves the 2018-19 Fiscal year budget as provided"

MOVED: L. Rancourt  
SECONDED: D. Chang  
CARRIED: J. Morris

## **4. Provisional Governance policies review**

### **a. Governance consultant**

J. Morris informed Directors that the Provisional Governance policies were written two years ago and need review. It was also noted that the Corporate Bylaws also need to be reviewed to ensure proper alignment with the provisions of Bill 154. It was agreed that eCampusOntario lawyers will review both the policies and the bylaws to ensure compliance.

## **5. Other Business**

### **a. Consent Agenda Item 2.e. FY2017-2018 Q3 draft financial report**

D. Porter outlined the request to reallocate funds to account for overspend in two areas. It was noted that formal requests had been submitted to MAESD for approval. The first overspend, in Computing, was due to staffing increase and the rapid growth of the organization in 2017-18. The large deficit in Marketing and Communications was due to TESS17 conference. TESS17 set a new record for attendees and registrations, with 650 registered and 450 attendees. D. Porter took full responsibility for what he called a significant cost-overrun caused by rapid growth in the organization and a lack of a sufficiently sophisticated accounting software system to align with financial processes and controls. eCampusOntario has experienced a significant increase in the volume of commitments and transactions associated with its ongoing initiatives, and specifically marketing initiatives such as TESS 2017. eCampusOntario management staff has also had discussions with its auditors with respect to rapid growth and the need for a new enterprise-level procurement and accounting system.

Directors discussed how rapid change affects organizations and results in unexpected impact. As a result, Directors expressed understanding regarding the overspend, especially in the context of the College Faculty Strike which occurred at the same time.

Directors also discussed the impact of free registration at TESS17. No registration fee means that venue and catering need to be accounted for each attendee, despite a lower level of commitment to attend. It was noted that a different approach may be needed for future conferences to allow for more accurate cost forecasts.

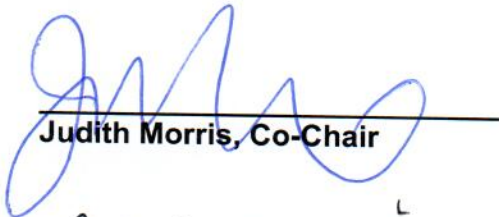
It was agreed that the Board would discuss ground rules and parameters (such as a catering fee or enrolment cap) to address the issue and that conversations would continue between ONCAT and eCampusOntario to ensure consistency. It was decided that D. Porter and Y. Munro would have a discussion and the issue would be raised at a future Board meeting.

**b. Proposed meeting schedule for April 2018 – January 2019**

It was noted that a new schedule had been distributed. Directors were asked to review and identify any conflicts. The schedule would be confirmed at the April 11 Board Meeting.

J. Morris declared meeting adjourned at 9:55am

**Respectfully submitted,**



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**Judith Morris, Co-Chair**



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**Franco Vaccarino, Co-Chair**



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**David Porter, Secretary**