



**MINUTES OF THE BOARD OF DIRECTORS
FANSHAWE COLLEGE FOUNDATION**

ANNUAL GENERAL MEETING #3

Conference Room H1005, London Campus

Wednesday, June 9, 2010

Present: Larry Kinlin, Chair
David Atkinson
Steve Cox
Angie Francolini
Josh Levite
Howard Rundle
Bob Siskind

Resource Personnel

Catherine Finlayson, Executive Director, Fanshawe College Foundation
Lori Johnston, Board Secretary
Scott Porter, Corporate Secretary/Treasurer

Official Observers

Mary Flannigan-Hockin, Development Office
Michael Wickett, Alumni Office

Regrets: Beth Girvan
Peter Kryworuk
Andy Spriet

In Attendance: Linda Branderhorst, Development Associate
Vicki Hayter, Development Associate
Caroline McCabe, Mentoring for Success Coordinator

Deloitte

Donna Gilbert, CA
Stephanie Lentz, Senior Manager, Assurance and Advisory

A. OPENING PROCEDURES

1. Call to Order

Announcing a quorum, Chair Kinlin called the meeting to order at 8:49 a.m.

A. OPENING PROCEDURES (continued)

2. Chair's Welcome

The Chair welcomed everyone to the meeting, and guests were introduced.

3. Approval of Agenda

It was:

Moved by: Bob Siskind
Seconded by: David Atkinson

“THAT the agenda be approved as presented.”

Motion Carried – Resolution #AGM301

4. Approval of Minutes

It was:

Moved by: Steve Cox
Seconded by: Bob Siskind

**“THAT the minutes of the Annual General Meeting #2, held June 4, 2009,
be approved as presented.”**

Motion Carried – Resolution #AGM302

5. Business Arising from Minutes

No items were noted.

B. ANNUAL REPORTS

1. 2010 Annual Report

Ms. Finlayson reported they had a terrific year with growth continuing. She added that engagement activities performed well, and the gala and golf tournament continue to attract new donors.

Continuing, the Executive Director noted that they have shown leadership in the college system through Colleges Ontario as part of the goal set out in the Work Plan.

In conclusion, Ms. Finlayson thanked the Board for their continued support.

B. ANNUAL REPORTS

1. 2010 Annual Report (continued)

It was subsequently:

Moved by: David Atkinson
Seconded by: Josh Levite

“THAT the 2010 Annual Report be accepted as presented.”

Motion Carried – Resolution #AGM303

2. Treasurer’s Report

a. Financial Statements

Referring to the written report, Mr. Porter noted that the quarterly report (regular format presented at meetings) and the financial statements provide the same information, but in different ways.

Mr. Porter continued by reviewing the one-page summary, noting that endowments have grown over the past year through donations, matching opportunities, and interest and they are approaching \$11M.

In response to a question, Mr. Porter explained the difference between ‘restricted’ and ‘endowment’ funds, noting that endowments are the Foundation’s preference because the capital continues and only the interest is disbursed to students through bursaries. He noted that restricted funds include everything else, and are used in accordance with the donor’s wishes. If donors do not state that the principle cannot be used, then both principle and interest are used (usually to help students or property issues). These funds, however, will eventually be exhausted.

Ms. Finlayson noted that ideally it would be better to have some unrestricted donations, but because the Foundation is in its infancy, endowments are encouraged because they qualify for Ontario Trust for Student Support (OTSS) matching from the government.

In response to a question concerning the accounting policy used, Mr. Porter reported that the provincial comptroller made the decision to follow Public Sector Accounting Board (PSAB) rules for not-for-profit corporations. He added that it is still in a state of flux with nothing yet decided, but will result in a change to the format of financial statements in the future.

B. ANNUAL REPORTS

2. Treasurer's Report

a. Financial Statements (continued)

In answer to a question concerning the OTSS, Ms. Finlayson noted that the ceiling changes every year, with the Foundation exceeding the ceiling in the previous year, but not meeting it in the past year. She noted that the goal is to make a \$1000 bursary available for all full-time students.

Ms. Finlayson noted that she would appreciate support from the Directors in letting others know about the matching opportunity available, which may have donations matched to a maximum of 3-1, and 1-1 after the ceiling is hit if funding is available.

b. External Auditor Report

With the aid of a PowerPoint presentation, Ms. Lentz confirmed Deloitte's independence, noting that a follow-up letter would be sent following the approval of the financial statements.

Continuing, Ms. Lentz reviewed the three areas of audit emphasis (i.e., asset valuation, year-end cut-off, and accounting and financial reporting), noting that all results were satisfactory with no issues arising. In addition, she noted that the audit was issued without reservation or limitations, and they found no evidence of fraud or misstatements, as well as no significant or unusual transactions or weaknesses in internal controls.

In response to a question, Ms. Lentz noted that the Foundation has a separate materiality limit from the College, and it is based on assets of \$80,000 (consistent with previous year).

In answer to a question regarding an audit committee, Ms. Lentz noted that the Foundation is still small enough that an audit committee is not required at this point in time.

Continuing with her report, Ms. Lentz noted a number of matters they are required to report back to the Board, adding that there were no comments noted. She thanked the College staff for their cooperation during the audit process.

In response to questions, it was noted that the Board's responsibility is to oversee management, but it is management's responsibility to manage risk.

B. ANNUAL REPORTS

2. Treasurer's Report (continued)

c. In-camera Session with External Auditors

Following a brief preamble by Mr. Porter concerning the routine nature of the in-camera session with the auditors, staff were excused from the meeting.

Following a motion to rise at 9:25 a.m., and the invitation for staff to return to the meeting, it was:

Moved by: Steve Cox
Seconded by: David Atkinson

“THAT the Board of Directors accepts the External Auditor's Report and approves the draft Financial Statements for the year ended March 31, 2010 as presented.”

Motion Carried – Resolution #AGM304

C. APPOINTMENTS

1. Board of Directors

Mr. Porter highlighted changes to appointment end dates, noting that due to natural turnover, there was no need to limit end times in order to maintain continuity on the Board, and end dates for members in their second terms have now been brought up to the maximum six-year term.

It was subsequently:

Moved by: David Atkinson
Seconded by: Steve Cox

“THAT the list of Directors is approved as presented, subject to the appointments provided by the Fanshawe College Board of Governors.”

Motion Carried – Resolution #AGM305

2. External Auditors

Mr. Porter provided a brief history of the engagement of the external auditor, noting that Deloitte was employed by the College four years ago for a five-year contract to audit College statements and conduct the Enrolment Audit. He added that in addition they engage an auditor to conduct a number of special audits on an annual basis (including the Foundation Audit).

C. APPOINTMENTS (continued)

2. External Auditors

Continuing, Mr. Porter noted that the next time external auditor services go through the RFP process, the Foundation Audit will be included in the regular engagement. He noted that a task force will be created by the Board of Governors in two years, and this Board will be involved in the process in order to get away from an annual engagement.

It was subsequently:

Moved by: David Atkinson
Seconded by: Steve Cox

“THAT the Board appoints Deloitte & Touche LLP as the external auditors for the fiscal year ending March 31, 2011.”

Motion Carried – Resolution #AGM306

D. OTHER BUSINESS

No additional business was reported.

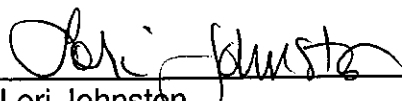
E. ADJOURNMENT

There being no further business, it was:

Moved by: Steve Cox
Seconded by: Bob Siskind

“THAT the meeting be adjourned at 9:42 a.m.”

Motion Carried – Resolution #AGM307



Lori Johnston
Board Secretary



Larry Kinlir
Board Chair