

ABOUT THIS BULLETIN

This bulletin is a companion document to the Manual for Effective College Governance, (March 2023) providing supplementary comments and updates to the content.

UPDATES AND SUPPLEMENTARY INFORMATION

I. Amendments to the Ontario *Not-for-Profit Corporations Act, 2010*

On April 3, 2023, the Ontario government introduced Bill 91 or the *Less Red Tape, Stronger Economy Act, 2023* (“**Bill 91**”). Bill 91 proposes to amend various pieces of legislation including the Ontario *Not-for-Profit Corporations Act, 2010* (“**ONCA**”). The proposed amendments to ONCA are scheduled to take effect on October 1, 2023.

What is changing that might affect colleges?

Virtual Meeting Provisions

- *Virtual meetings are now the default*
 - The ONCA has been amended to provide that meetings of governors may be held entirely by virtual means or by any combination of in-person attendance and by virtual means. However, the by-laws of the college may limit the manner by which such meetings may be held and may specify certain other requirements.
- *Notice of meetings do not need to specify a place if the meeting is to be held entirely virtually*
 - A notice of a meeting of governors is not required to specify a place of the meeting if it is to be held entirely by virtual means.
- *Notice of meetings must include instructions to attend and vote at the meeting virtually*
 - The ONCA now provides that if a person may attend a meeting of governors by virtual means, the notice must include instructions for attending and participating and, if applicable, voting by such means.
- *Notice of an adjourned meeting of governors is not always required*
 - Notice of a meeting that continues an adjourned meeting of governors is not required to be given if all of the following are announced at the time of adjournment:
 - The time of the continued meeting;
 - If applicable, the place of the continued meeting;
 - If applicable, instructions for attending and participating in the continued meeting by virtual means that will be made available for the meeting, including, if applicable, instructions for voting by such virtual means at the meeting.



- Meetings held virtually must enable all participants to easily communicate with one another
 - Meetings of governors held virtually must allow for all persons attending the meeting to be able to communicate with each other simultaneously and instantaneously.
- Special rules to be repealed
 - Bill 91 will also repeal the special rules regarding virtual meetings that have been in place since the COVID-19 pandemic emergency orders.

Audit Committee Composition

- While it is not mandatory to have an audit committee, if the college does have an audit committee (i.e., a committee that reviews the financial statements of the college) the ONCA now provides that the committee must be comprised of one or more governors.
 - It is not clear whether this will be interpreted to mean the committee must be comprised solely of governors or have at least one (1) governor. The most prudent approach is to have an audit committee comprised solely of governors because this is compliant regardless of how the provision ends up being interpreted.

Corporate Records

- All corporate records may be prepared and maintained in any form
 - The ONCA has been amended to explicitly provide that all registers and other records required by ONCA or the regulations to be prepared and maintained by the college (i.e., governor consents to serve) may be in any form, provided that they are capable of being reproduced in an accurate and intelligible form within a reasonable time.

II. Amendments to the Public College-Private Partnership Directive

March 2023 was a busy month for guidance on Public College-Private Partnership (“PCPP”) agreements. The Ministry of Colleges and Universities (“MCU”) revised their binding directive on PCPPs (the “**Directive**”), and Colleges Ontario released the first version of the “Standards of practice for international education” (the “**Standards**”).

There are several notable changes in the Directive to be aware of moving forward. Additionally, the Standards are important because an attestation of adoption will be required for approving new PCPP agreements or renewing existing agreements.

These changes may require amending prior PCPP agreements.

The Revised Directive

The MCU made numerous changes to the Directive. These changes include:



Glossary

- The definition of “Partnership international student enrolment” was amended to only include programs delivered through PCPPs in Ontario. Additionally, the definition is not met when a student is enrolled in a co-op term.

Changes to Existing Sections

- Section A: Colleges may only enter into PCPPs for the delivery of college programs in Ontario.
- Section F: Colleges with existing PCPP agreements that are operating in another province or territory are required to be wound down by September 2024.
- Section J: Colleges are required to publish key performance indicators in relation to all students enrolled in PCPP programs, in accordance with processes established by the MCU.
- Section O: Colleges are still required to enter into partnership agreements with third parties that are designated under the International Student Program (ISP); however, such designation is contingent on compliance with the terms of Ontario’s ISP Requirements.
- Section P: Colleges must now be responsible for all recruitment, admission, and enrolment decisions, and may not delegate responsibility for these decisions to their third-party partners. Colleges must also establish procedures to conduct regular reviews to ensure ethical international student recruitment processes.

New Sections

- Section R: Colleges must now notify the ministry of any issues or complaints received in relation to its PCPP agreements that have the potential to have significant negative impact on students of the PCPP. The college shall also notify the ministry of actions being taken to address the issues/complaints.
- Section S: Colleges must conduct a community consultation every two years to ensure adequate community capacity to welcome international students. Colleges seeking to establish or renew an existing public college-private partnership are required to include information about the consultations in their application for MCU approval.
- Section T: Total Partnership international student enrolment across all partnership campuses must not exceed 7500 students. If a college is over that limit, a remediation plan was to be submitted to the minister by April 16th outlining how and when the college will come into compliance. Compliance with the enrolment limit will be assessed annually based on fall enrolment, starting in Fall 2023.
- Section U: The minister has added the power to issue notices of non-compliance with the Directive. In addition, if the minister is not satisfied with the remediation plan mentioned in Section T, the minister may reduce the college’s operating grant by \$5,295 per student over the enrolment limit.



- Section V: If a college has failed to implement an adequate remediation plan in accordance with Section U, has been issued multiple notices of non-compliance under Section U or the non-compliant actions have significantly undermined the guiding principles of the Directive, then the college will be required to seek the minister's approval for the continuation of its partnership(s).

The New Standards

The Standards establish a common set of minimum standards for international student activity. The goal is to support the well-being of international learners and to enhance their opportunities for academic and personal success. The five standards are:

1. Marketing promotion and admission: Each college signatory commits to communicating about their academic programs in a way that is accurate, consistent with Ontario law and is not misleading; to provide accessible information to prospective students to help make informed choices about programs suited to their background; and to recognize the complexities of being an international student.
2. International education agents: Each college signatory commits to working with international education agents who support honest business practices; to have transparent communication; to have completed an Ontario college sector-endorsed agent training program; and to monitor the performance of its education agents.
3. International student orientation and transition: Each college signatory commits to ensuring international students are provided with orientation and a welcoming initiative; to make information available regarding facilities that the college offers to all students; and to provide information on relevant college policies.
4. Standards for supports and services to promote student well-being and safety: Each college signatory commits to providing medical insurance for each enrolled international student; to taking reasonable steps to provide a safe environment and to provide information to international students on actions to take to improve personal safety; to provide health and mental well-being support; to provide education and academic progression; and to support anti-racism, equity, diversity and inclusion.
5. Standards for post-graduation services: Each college signatory commits to provide graduating students who choose to stay in Ontario with relevant information on immigration; to provide graduating students with employment services; and to link graduating students to alumni networks, programs and supports.

