

DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY PUBLIC MEETING OF THE GOVERNANCE REVIEW COMMITTEE AGENDA

Date: Wednesday, September 26, 2018, 5:30 p.m.

Location: Via Conference Call (Dial-in: 1.877.385.4099, Passcode: 8315394)

1. **CALL TO ORDER**
2. **ANNUAL REVIEW OF TERMS OF REFERENCE** 2 - 2
3. **INTRODUCTION OF GUESTS**
4. **ADDITIONS/DELETIONS TO THE AGENDA**
5. **CONFLICT OF INTEREST DECLARATIONS**
6. **PRESENTATIONS**
7. **ACTIONS ARISING FROM PREVIOUS MINUTES/REGULAR RECURRING ITEMS**
8. **DECISION ITEMS**
 - 8.1 **Review of Board By-law No. 3 - D. Lovisa** 3 - 14

Recommendation
That the Governance Review Committee recommend to the Durham College Board of Governors:

That based on Report GOV-2018-08, Board By-law No. 3, as amended, be further amended as outlined in Attachment 1 to this report.
9. **DISCUSSION ITEMS**
 - 9.1 **Annual Review of Skills Matrix - D. Lovisa** 15 - 17
10. **OTHER BUSINESS**
11. **MEETING CRITIQUE - M. James**
12. **ADJOURNMENT**

GOVERNANCE REVIEW COMMITTEE

Terms of Reference – as per Section 35 of By-law No. 1

35.1 Terms of Reference

There shall be a Governance Review Committee. Subject to the direction of the Board, the terms of reference of the Governance Review Committee are:

- a) To review current governance practice to ensure effective operation of the Board of Governors;
- b) To confirm how the current governance policy structure is serving the College and explore ways to build on these strengths;
- c) To assist the Board of Governors in fulfilling its governance oversight responsibilities;
- d) To develop strategies to assist new governors to develop advanced governance knowledge;
- e) To develop an effective communication mechanism for the flow of information between Committees and the Board;
- f) To annually review the Durham College Board By-laws;
- g) To review Board policies pursuant to the established renewal schedule, or prior to the established date of renewal if changes are required to meet any new or amended legislative requirements.
- h) To receive post-election reports for internal governor elections.
- i) To annually review the board skills matrix.

Report Number: GOV-2018-08

To: Governance Review Committee

From: Don Lovisa, President

Date of Report: September 19, 2018

Date of Meeting: September 26, 2018

Subject: Review of Board By-law No. 3

1. Purpose

The purpose of this report is to comply with Board By-law No. 1 (s. 35.1) which tasks the Governance Review Committee with annually reviewing the Durham College Board by-laws and Board policies.

2. Recommendation

That the Governance Review Committee recommend to the Durham College Board of Governors:

That based on Report GOV-2018-08, Board By-law No. 3, as amended, be further amended as outlined in Attachment 1 to this report.

3. Background

On May 15, 2018, the Governance Review Committee conducted the annual review of Board By-laws and agreed to defer review of By-law No. 3 until fall 2018 to allow College Council additional time to provide feedback.

The feedback provided by College Council is reflected in this report.

4. Discussion/Options

- 4.1 Proposed edits are outlined below, and are highlighted in Attachment 1 to this report.

Board By-law No. 3

- Section 3.1 – updated to reduce the number of student representatives as it has proven difficult to recruit and maintain student members and to identify the General Manager of Durham College Students Inc. as a member.
- Section 3.1 - updated to reflect terms of appointment for all members to be three years instead of two (excluding the student governor). This makes College Council appointments consistent with other Committees at the College and the Durham College Board of Governors.
- Section 3.1 – updated to reflect that all terms of appointment will start on September 1 and conclude on August 31. This is also consistent with the Durham College Board of Governors.
- Section 3.2 – language around how many meetings to be held per year has been simplified.
- Section 3.3 – language around quorum has been simplified.
- Section 3.5 – updated to reflect that College Council agendas and minutes will be posted on the Info Centre for Employees (ICE) internal site.

A track changes version, as well as a clean copy of each by-law is attached for review.

5. Financial/Human Resource Implications

There are no financial or human resources implications.

6. Implications for the Joint Campus Master Plan

There are no implications for the joint campus master plan.

7. Implications for UOIT

There are no implications for UOIT.

8. Relationship to the Strategic Plan/Business Plan

This report relates to the 'Our Business' pillar of the strategic plan and the goal to manage resources responsibly and ensure that we are financially and environmentally sustainable, demonstrate good governance, and are leaders in the support of outstanding teaching and learning.

DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY
BY-LAW NO. 3

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**DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY
BY-LAW NO. 3**

A by-law regarding the establishment of a College Council pursuant to the Minister's Policy Directive regarding Governance and Accountability made under the *Ontario Colleges of Applied Arts and Technologies Act, 2002 (the "Act")*.

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of Durham College of Applied Arts and Technology (hereinafter referred to as "the College") as follows:

1. GENERAL

In accordance with the Ministry of Training, Colleges and Universities' Minister's Binding Policy Directive regarding Governance and Accountability, the Board of Governors is to ensure that an advisory college council is established, the purpose of which is to provide a means for students and staff of the college to provide advice to the President on matters of importance to students and staff. The Board of Governors is to ensure that the structure, composition, terms of reference and procedures for the council is established in by-law.

2. ROLE OF COLLEGE COUNCIL

The College Council will be advisory to the President and will provide a vehicle for staff, faculty and students to be consulted and provide input on significant college matters, including:

- strategic plan initiatives
- new operational policy; and
- other operational matters of importance to the college

In support of Durham College's vision and mission, the College Council will promote a collaborative culture; contribute positively to planning and decision-making processes; and provide a forum for stakeholder discussions and debate on strategic, policy and procedural matters.

~~A report from this advisory College Council shall be included in the College's annual report.~~

3. TERMS OF REFERENCE

3.1 Council Membership

The College Council shall be composed of ~~46~~15 members, composed of constituent groups, as follows:

Chair:

- Durham College President

Representative from the Durham College Leadership Team:

- Chief Administrative Officer

Representative from DCS Durham College Students Inc.:

- General Manager

Representatives from:

- Faculty – four representatives
- Support staff – four representatives
- Administrative – two representatives
- Students – ~~four~~two representatives

Representatives are appointed generally as follows:

- The Academic Council selects the faculty representatives
- The support staff union selects the support staff representatives
- The college leadership selects the administrative representatives through a call for candidates
- The Student Association selects the student representatives

Each appointed representative from faculty, support staff and administrative staff shall serve for a maximum ~~term of two~~three years ~~(with staggered term of the initial members)~~. Students shall serve a one-year term.

The term of appointment will coincide with the academic year, defined as September 1 of each year through to August 31 of the following year.

3.2 Meetings

The Council will meet ~~a maximum of~~ three times yearly with additional meetings, as required, at the call of the Chair. The agenda will be determined by the Chair.

Consultation on new operational policy as well as other College Council issues may be conducted via email.

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3.3 Quorum

Quorum for College Council is ~~fifty per cent (50%)~~ a simple majority of ~~the~~ current members ~~plus one~~, excluding vacancies.

3.4 Reporting and Deliverables

~~Notice of meetings, a~~Agendas and minutes will be made available to the Durham College community ~~via corporate electronic communications on ICE~~the Info Centre for Employees (ICE) internal site.

A report from this advisory College Council shall be included in the College's annual report.

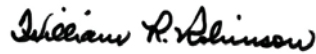
The advice and counsel provided by the Council will be taken under consideration in the final decision making process by the President on strategic and operational initiatives.

4. FORCE AND EFFECT

By-Law No. 3 of the Durham College of Applied Arts and Technology, enacted on the 5th day of March 2008, is hereby repealed.

This By-law shall come into force and take effect on the date it is finally passed.

Enacted by the Board of Governors and sealed with the Corporate Seal this 8th day of June, 2011.



Board Chair



Board Secretary

Consolidated version of amendments approved:

June 11, 2014
October 8, 2014
June 13, 2016
June 12, 2017

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3. TERMS OF REFERENCE

3.1 Council Membership

The College Council shall be composed of 15 members, composed of constituent groups, as follows:

Chair:

- Durham College President

Representative from the Durham College Leadership Team:

- Chief Administrative Officer

Representative from Durham College Students Inc.:

- General Manager

Representatives from:

- Faculty – four representatives
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Board Chair



Board Secretary

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June 11, 2014

October 8, 2014

June 13, 2016

June 12, 2017

Durham College Board of Governors Skills Matrix

GOV-2018-09

	Beale	Cowie	DeJong	Griffin	Honey	James	Johnson Morris	Lanc	Lovisa	Lucyk	Macklin	Mckee Demczyk	Quantrill	Rose	Stewart	Wilson	TOTALS
CURRENT OCCUPATION: PUBLIC SECTOR																	
"Field to Fork" includes culinary, hospitality, events, food, farming, horticulture, pharmaceutical and food science and technology																	0
Arts/Entertainment/Recreation																	0
Business																	0
Community Services																	0
Education				1					1	1		1				1	5
Energy																	0
Government													1				1
Health Services				1		1											2
Law																	0
Science and Technology	1				1												2
CURRENT OCCUPATION: PRIVATE SECTOR																	
"Field to Fork" includes culinary, hospitality, events, food, farming, horticulture, pharmaceutical and food science and technology			1					1									2
Arts/Entertainment/Recreation																	0
Business							1				1				1		3
Community Services																	0
Education																	0
Energy														1			1
Government																	0
Health Services																	0
Law		1															1
Science and Technology																	0
PREVIOUS PROFESSIONAL EXPERIENCE: PUBLIC SECTOR																	
"Field to Fork" includes culinary, hospitality, events, food, farming, horticulture, pharmaceutical and food science and technology																	0
Arts/Entertainment/Recreation																	0
Business																	0
Community Services																	0

Durham College Board of Governors Skills Matrix

	Beale	Cowie	DeJong	Griffin	Honey	James	Johnson Morris	Lanc	Lovisa	Lucyk	Macklin	Mckee Demczyk	Quantrill	Rose	Stewart	Wilson	TOTALS
Education				1							1						2
Energy																	0
Government						1					1						2
Health Services				1		1											2
Legal											1						1
Science and Technology																	0
PREVIOUS PROFESSIONAL EXPERIENCE: PRIVATE SECTOR																	
"Field to Fork" includes culinary, hospitality, events, food, farming, horticulture, pharmaceutical and food science and technology																	0
Arts/Entertainment/Recreation																	0
Business						1											1
Community Services																	0
Education																	0
Energy																	0
Government											1						1
Health Services						1											1
Legal											1						1
Science and Technology																	0
ADDITIONAL EXPERTISE (self-identified as advanced (3), intermediate (2), basic (1))																	
Advocacy	3	2	1	1	2	2	2	3		1	3	2	1	2	2	2	24
Finance/Investment/Accounting	2	1	3	1	3	2	2	3		1	2	2	3	3	3	2	30
Fundraising	1	1	1	2	1	2	2	2		1	1	1	1	1	1	2	18
Governance (previous to DC, greatest emphasis)	3	3	1	1	2	3	3	2		1	3	2	2	3	2	2	27
Human Resources	2	2	1	2	3	1	2	3		1	1	2	2	2	1	2	23
Law	1	3	1	1	1	2	1	2		1	3	1	1	1	1	2	18
Policy Development	3	3	1	1	3	3	2	1		1	2	2	2	2	2	2	24
Strategic Planning	3	3	3	2	3	3	3	3		1	2	2	2	3	2	2	31
COMMUNITY INVOLVEMENT (not to duplicate occupation)																	
Arts/Entertainment/Recreation	1	1	1	1				1									3
Business and Industry	1				1		1				1	1					4
Community Services	1			1		1										1	3
Diversity						1											1
Education and Training	1						1									1	2
Government/Political	1										1		1				2
Health Services	1					1									1		2
Non-Profit		1		1	1	1	1					1	1	1	1	1	9
Service Clubs					1						1						2

Durham College Board of Governors Skills Matrix

	Beale	Cowie	DeJong	Griffin	Honey	James	Johnson Morris	Lanc	Lovisa	Lucyk	Macklin	Mckee Demczyk	Quantrill	Rose	Stewart	Wilson	TOTALS
Other										1							1
DEMOGRAPHICS																	
Male			1	1				1	1	1	1			1	1	1	9
Female	1	1			1	1	1					1	1				7
LGIC			1		1										1	1	4
Co-Populous																1	1
Years on the Board as of Sept 1/18	1	0	4	3	3	2	0	0	10	2	5	4	4	1	4	3	3.21
GEOGRAPHICAL REPRESENTATION (1 for home, 0.5 for work)																	
Ajax																	0
Clarington				1										0.5		1	3
North Durham		1	1.5				1.5										3
Northumberland											1.5						1
Oshawa				0.5					1.5	1.5		0.5				0.5	5
Pickering						1											1
Whitby	1.5				1.5			1				1	1.5	1	1		7
Other		0.5				0.5		0.5							0.5		4