

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

Date: Monday, January 21, 2019, 5:30 p.m.
Location: DC Boardroom, Gordon Willey Building, A-144

Light refreshments will be available at 5:00 p.m.

	Pages
1. CALL TO ORDER	
2. INTRODUCTION OF GUESTS	
3. ADDITIONS/DELETIONS TO THE AGENDA	
4. CONFLICT OF INTEREST DECLARATIONS	
5. PRESENTATIONS	
6. ACTIONS ARISING FROM PREVIOUS MINUTES/REGULAR RECURRING ITEMS	
7. DECISION ITEMS	
7.1 Post-Election Report - 2018-2019 Student Governor - D. Lovisa	3 - 6
<u>Recommendation</u>	
That the Governance Review Committee recommend to the Durham College Board of Governors:	
That Report GOV-2019-01 providing the post-election report for the 2018-2019 student governor election, be received for information.	

Recommendation

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

That based on Report GOV-2019-02, the following Board policies be approved as presented:

- Board Members Code of Conduct
- Entrepreneurial Activities and Subsidiaries
- General Executive Constraint
- Program Advisory Committees
- Programs of Instruction
- Student, Employee, Client, Visitor Treatment

8. DISCUSSION ITEMS

8.1 Removing the "Other Business" Section of Agendas - D. Lovisa

9. OTHER BUSINESS

10. MEETING CRITIQUE - M. James

11. ADJOURNMENT

Report Number: GOV-2019-01

To: Governance Review Committee

From: Don Lovisa, President

Date of Report: January 3, 2019

Date of Meeting: January 21, 2019

Subject: Post-Election Report – 2018-2019 Student Governor

1. Purpose

The purpose of this report is to comply with By-law No. 4 (s. 13) which requires the Chief Returning Officer to provide a post-election report identifying all candidates, the total number of votes received for each candidate, the number of invalid votes and the total number of votes to the Governance Review Committee.

2. Recommendation

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

That Report GOV-2019-01 providing the post-election report for the 2018-2019 student governor election, be received for information.

3. Background

By-law No. 4 regulates the election of internal governors pursuant to Regulation 34/03 under the *Ontario Colleges of Applied Arts and Technology Act, 2002*.

A second election for the 2018-2019 student governor was required and held in September 2018 due to the resignation of the previously acclaimed incumbent (Megan Wilson) in the summer of 2018.

4. Discussion/Options

4.1 Election Timetable – Student Governor

The election timetable was as follows:

- Monday, September 10, 2018 – Notice of Election Issued.
- Monday, October 1, 2018 at 8:30 a.m. - Nominations Opened.
- Friday, October 5, 2018 at 4:30 p.m. – Nominations Closed.
- Wednesday, October 10, 2018 at 8:30 a.m. – Campaign Period Began.
- Monday, October 15, 2018 at 8:30 a.m. – Voting Began.
- Friday, October 19, 2018 at 4:30 p.m. – Campaign Period Ended/Voting Ended.

4.2 Candidates

Twelve (12) nomination forms were accepted by the Chief Returning Officer and confirmed as candidates:

1. Brad Abel
2. Kevin Brown
3. Samuel Brathwaite
4. Renee Brown
5. Jordan Ella
6. Navleen Kaur
7. Ihor Matsehora
8. Takiis Mills
9. Olivia Pigden
10. Gurpreet Singh
11. Lindsay Trudell
12. Brett Whittick

Prior to the opening of voting, Renee Brown withdrew her application so the election proceeded with eleven (11) candidates.

4.3 Votes Received

1028 votes were cast, with the breakdown of votes as follows:

Position: Student Governor, Durham College Board of Governors			
Total Votes: 1028			
Name	Votes	%	Total Votes
Abel, Brad	25	2.432	1028
Brathwaite, Samuel	13	1.265	1028
Brown, Kevin	119	11.576	1028
Ella, Jordan	13	1.265	1028
Kaur, Navleen	461	44.844	1028
Mats, Ihor	24	2.335	1028
Mills, Takiis	37	3.599	1028
Pigden, Olivia	72	7.004	1028
Singh, Gurpreet	181	17.607	1028
Trudell, Lindsay	16	1.556	1028
Whittick, Brett	67	6.518	1028
abstain / did not mark ballot	0	0	1028

Navleen Kaur was the successful candidate garnering 461 votes or 45% of the vote.

4.4 Election Results

The election results were shared with the Nominating Committee on October 21, 2018 and the full Board by email on October 24, 2018.

All candidates were notified of the election results on October 22, 2018.

The college community was notified of the election results on October 24, 2018.

4.5 Voting irregularity

There were no voting irregularities to report.

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 demonstrate good governance.

Report Number: GOV-2019-02

To: Governance Review Committee

From: Don Lovisa, President

Date of Report: January 4, 2019

Date of Meeting: January 21, 2019

Subject: Board Policies Due for Renewal

1. Purpose

The purpose of this report is to review Board policies due for renewal:

- Board Members Code of Conduct
- Entrepreneurial Activities and Subsidiaries
- General Executive Constraint
- Program Advisory Committees
- Programs of Instruction
- Student, Employee, Client, Visitor Treatment

2. Recommendation

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

That based on Report GOV-2019-02, the following Board policies be approved as presented:

- Board Members Code of Conduct
- Entrepreneurial Activities and Subsidiaries
- General Executive Constraint
- Program Advisory Committees
- Programs of Instruction
- Student, Employee, Client, Visitor Treatment

3. Background

Board policies are reviewed by the Governance Review Committee on a scheduled basis, and are approved by the Board of Governors. This report outlines proposed edits, if any, to the policies currently scheduled for renewal.

The Vice-President, Academic and Associate Vice-President Academic reviewed and commented on the Program Advisory Committee and Programs of Instruction policies.

The Chief Administrative Officer and Chief Financial Officer reviewed and commented on the general executive constraint and entrepreneurial activities and subsidiaries policies.

The Joint UOIT and DC procedure on the appointment of co-populous members also is due for renewal; however, it appears the procedure has never been implemented and is not currently followed by either institution. A joint meeting has been scheduled for February 6, 2019 with the UOIT President and UOIT Board Chair to discuss this procedure. This procedure is attached for reference only.

4. Discussion/Options

Board Members Code of Conduct

- Only minor formatting and grammatical changes are being proposed.

Entrepreneurial Activities and Subsidiaries

- One minor change being proposed is noted in Section 3.3.6 where the Chief Financial Officer has requested that reference to \$3 million be removed as in her opinion all public private partnerships involving College resources should come to the Board for approval.

General Executive Constraint

- Only minor formatting and grammatical changes are being proposed.

Program Advisory Committees

- Proposed edits, specifically in section 2.3.3 are intended to reflect current practice.

Programs of Instruction

- Only minor formatting and grammatical changes are being proposed.

Student, Employee, Client, Visitor Treatment

- Only minor formatting and grammatical changes are being proposed.

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.

BOARD POLICY

POLICY TYPE: Governance Process
POLICY TITLE: Board Members' Code of Conduct
EFFECTIVE DATE: ~~October 14, 2015~~ February 2019
RENEWAL DATE: ~~January 1, 2019~~ January 2022

1. Background

The Board Job Description and the Board Members' Code of Conduct are closely linked. The Board Job Description identifies the expectations of the Governor and the Code of Conduct describes how these responsibilities should be performed.

1.1. Applicable Legislation

1.1.1. Conflict of Interest

The purpose of the ~~Governance and Accountability~~ Minister's Binding Policy Directive (~~MBPD~~) on Conflict of Interest is to enable a college board of governors to assist an individual board member in determining when his or her membership on the board has the potential to be used for personal or private benefit, financial or otherwise; and is intended to protect the integrity and ethical standards of college boards and, as importantly, protect the integrity of a board member who may face a conflict of interest.

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1.1.2. Breach of Conduct

Ontario Regulation 34/03 Subsection 6, ~~Removal of member 6. (1) states~~ Every board of governors shall establish a by-law that sets out the reasons for removing a member from the board and the procedure that is to be followed in removing such a member.

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1.2. Durham College By-law No. #1

- a) Section 10 outlines the Powers of the Board.
- b) Section 19 aligns with this regulation and states the grounds for removal of a member of the Board, in consideration of potential misconduct.
- c) Section 25 defines and outlines procedures regarding Conflict of Interest.

2. Policy statements

- 2.1. Each member of the Board of Governors will exhibit ethical and professional conduct at meetings of the Board of Governors and at any other place that may reflect on the Board as a whole.
- 2.2. Accordingly, the Board, and each individual Governor if applicable, shall:
 - 2.2.1. Comply with the fiduciary duties of a Governor of the College, to act honestly, in good faith and in the best interest of the College.
 - 2.2.2. Ensure respect of roles and respect for democratic processes, and respect decisions of the Board as a whole.
 - 2.2.3. Comply with the MBPD-Minister's Binding Policy Directive on Conflict of Interest in particular and the common law duty regarding conflict of interest in general, acting in the utmost good faith in the interests of the College and the communities it is to serve, without regard to personal or financial interests or other benefit.
 - 2.2.4. Comply with the policy relating to Board-President Relationship that recognizes authority is vested in the Board and individual Governors have no authority to direct the resources or affairs of the College.
 - 2.2.5. Cultivate a sense of group responsibility, utilizing the experience and expertise of individual Governors to enhance the function of the Board as a whole.
 - 2.2.6. Respect the strengths and differences of others, encouraging productive contribution of all viewpoints and sharing of information in frank and open discussion.
 - 2.2.7. Maintain confidentiality of privileged information.
 - 2.2.8. Recognize the Board chair as the spokesperson who will communicate Board stated positions and decisions, represent and speak on behalf of the Board when official representation is required.

3. Monitoring

The Board of Governors will conduct an annual self-assessment of their performance which includes components of the Code of Conduct. The annual survey is issued to all Board members by June of each year.

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4. Related legislation, Minister's Binding Policy Directives and other documents

- DC-UOIT Joint Board Procedure Appointment of Co-Populous Members
- Minister's Binding Policy Directive – Conflict of Interest

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BOARD POLICY

POLICY TYPE:	Board-President Relationship
POLICY TITLE:	Entrepreneurial Activities and Subsidiaries
EFFECTIVE DATE:	February 10, 2016 <u>February 2019</u>
RENEWAL DATE:	January 1, 2019 <u>January 2022</u>

1. Background

- 1.1. Colleges are expected to be flexible, entrepreneurial, responsive, and market driven to better meet the needs of students, employers and communities. Partnership activities with business, industry, and professional associations will promote college programming that is more closely aligned to the needs of the workplace and more relevant for students. In engaging in commercial activities, colleges must not, either by virtue of their access to public funds or by virtue of their not-for-profit status, compete unfairly with the private sector. (Finance and Administration: Minister's Binding Policy Directive on Entrepreneurial Activities ("MBPD – Entrepreneurial Activities"))
- 1.2. Such opportunities shall be in compliance with:
 - 1.2.1. Appropriate executive limitations associated with involvement in entrepreneurial activities and subsidiaries, as outlined in MBPD – Entrepreneurial Activities.
 - 1.2.2. Sound and efficient management of public money, per Section 3.1 of the *Financial Administration Act*
 - 1.2.3. Any agreements or contracts are in compliance with the *Ontario Colleges of Applied Arts and Technology Act, 2002* and the *Corporations Act*.

2. Definitions

2.1. Entrepreneurial Activities

Entrepreneurial activities are intended to generate value through the creation or expansion of economic activity, by identifying and exploiting new products, processes or markets. Ancillary and commercial services, as described below, are considered to be consistent with the education and training mandate of the colleges. Entrepreneurial activities are not limited to ancillary and commercial services.

- 2.1.1. Colleges may offer ancillary services for the primary use of students and faculty that support education and training activities such as parking lots, bookstores and cafeterias; colleges may also rent out unused space or performance venues; services may be delivered through contracts with third parties. (MBPD – Entrepreneurial Activities)
- 2.1.2. Colleges may offer commercial services related to their training and education mandate. Learning enterprises such as, but not exclusively, the dental clinic and restaurant may be offered to the general public at a fair market price and may return a profit to the college. (MBPD – Entrepreneurial Activities)

2.2. Subsidiary

A corporate body, either partially or wholly owned, incorporated at the direction of the college, or effectively controlled by the college, but not including a corporate student government or a corporate body incorporated at the direction of, or effectively controlled by, a student government. Subsidiaries may be incorporated federally or provincially, depending on the requirements of the college. The mandate of a subsidiary may not be greater than or in conflict with that of the college. Examples include for-profit and non-profit corporations (either of these being share issuing or non-share issuing) and foundations. (MBPD – Entrepreneurial Activities)

2.3. Public Private Partnership

A public private partnership is a venture that is established through a contract by the college and one or more private sector companies with joint contribution of monetary and/or other resources.

3. Policy statements

- 3.1. New entrepreneurial initiatives and opportunities for the creation of Ccollege subsidiaries may be undertaken when consistent with defined Ccollege policies. It is recognized that such opportunities present both benefits and risks.
- 3.2. The President shall ensure that entrepreneurial activities are supported by a strong business case; contribute positively (as a whole) to the Ccollege's financial position; are consistent with the Ccollege's mandate and strategic goals and objectives; are compliant with MBPD – Entrepreneurial Activities and all other applicable legislation and government policy; all such activities are appropriately communicated to the Ministry; and any risks associated with such entrepreneurial activities are identified and appropriate strategies put in place.

- 3.3. Further, without limiting the scope of the above statement by the following list, the ~~P~~resident shall:
- 3.3.1. When considering the operation of entrepreneurial activities that may bring the ~~C~~ollege in competition with the private sector, appropriate consideration must be given to the need for consultation with the community that will maintain the community's cooperation. (MBPD – Entrepreneurial Activities)
 - 3.3.2. Charge at minimum the fair market value when providing goods and services to the general public.
 - 3.3.3. Protect the core business and assets of the ~~C~~ollege, ensuring public funds are utilized in a manner consistent with the ~~C~~ollege level education and training mandate.
 - 3.3.4. Include all entrepreneurial activities in the ~~C~~ollege's annual business plan and annual report.
 - 3.3.5. Ensure all processes associated with entrepreneurial and commercial activities such as tendering and purchasing are open and transparent with practices that meet provincial policy standards including the *Broader Public Sector Accountability Act*.
 - 3.3.6. Submit to the Board proposals for any of the following activities:
 - a) Issuance of debt securities, such as notes, bonds, debentures, or other evidence of indebtedness. This limitation does not apply to ongoing cash-flow management strategies such as the negotiation of credit terms with suppliers, leasing contracts, lines-of-credit or short-term loans;
 - b) Creation or dissolution of a wholly owned subsidiary corporation, including a College foundation;
 - c) Creation or dissolution of a partially owned subsidiary corporation, which also requires written Ministry approval;
 - d) Acquisition of an interest in, or outright ownership of, any organization or company, or sale thereof;
 - e) Public private partnerships (~~PPP~~) that require deployment of monetary and/or other ~~C~~ollege resources ~~with a value equal to or more than \$3 million,~~ or dissolution thereof.

4. Monitoring

The ~~P~~resident will verify in writing on an annual basis that he/she has neither caused nor knowingly permitted any practice, activity, decision or organizational circumstance related to entrepreneurial activities and subsidiaries that is unlawful, imprudent, or in contravention of the policy.

5. Related legislation, Minister's Binding Policy Directives and other documents

- *Broader Public Sector Accountability Act*
- *Corporations Act*
- Durham College By-Law No. #1
- *Financial Administration Act*
- MBPD - Minister's Binding Policy Directive – Entrepreneurial on Entrepreneurial Activities
- *OCAAT Act*

BOARD POLICY

POLICY TYPE:	Executive Limitations
POLICY TITLE:	Program Advisory Committees
EFFECTIVE DATE:	October 2016 <u>February 2019</u>
RENEWAL DATE:	January 2019 <u>2022</u>

1. Background

This policy is developed in accordance with the ~~New Charter for the Colleges (OCAAT Act, 2002)~~ the Ontario Colleges of Applied Arts and Technology Act, 2002 ("the Act"); Durham College By-law No. 2: A by-law regarding Advisory Committees for Programs of Instruction; and Minister's Policy Directive 3.0 Programs – Framework for Programs of Instruction, Section C: Advisory Committees.

2. Policy statements

2.1. According to the College Charter Act, ultimate responsibility for program quality resides with the Board of Governors. This policy establishes a framework and mechanism for quality assurance to support and assist the Board in addressing responsibilities related to program advisory review. This policy applies to all academic programs for which an Ontario College credential is awarded.

2.2. In order to obtain ongoing advice from the industry, the market place and the community concerning the development, maintenance and acceptance of Durham College's programs, the President shall establish Program Advisory Committees for all Programs of Instruction, or clusters of programs, in accordance with the ~~OCAAT Act~~ Minister's Binding Policy Directive on Framework for Programs of Instruction..

2.3. Without limiting the scope of the above policy statement, the President shall:

2.3.1. Ensure Program Advisory Committees are appointed in accordance with ~~and compliant to~~ the Minister's Binding Policy Directive, Framework for Programs of Instruction and Durham College By-law No. 2.

2.3.2. Ensure Program Advisory Committees shall not have administrative or executive functions, nor include in their function the evaluation of ~~C~~college personnel.

2.3.3. Ensure that ~~mandates and Terms of Reference for Program Advisory Committees are established.~~ Program Advisory Committees operate as outlined in the Durham College Program Advisory Committee External Members Handbook.

- 2.3.4. Ensure that Program Advisory Committees are involved in the development of new Programs of Instruction and the program review process.
- 2.3.5. Ensure Program Advisory Committees provide on-going, program-related advice and assistance.

3. Monitoring

- 3.1. The Vice-President Academic shall oversee the monitoring of Program Advisory Committees and shall report to the President any issues regarding the effectiveness of Program Advisory Committees and recommend amendments to this policy as appropriate.
- 3.2. A report shall be provided to the Board of Governors semi-annually. This report will include a summary of Program Advisory Committee membership, meeting frequency, meeting dates and recommendations, as well as confirmation of compliance with this policy.

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BOARD POLICY

POLICY TYPE: Executive Limitations
POLICY TITLE: Programs of Instruction
EFFECTIVE DATE: ~~February 10, 2016~~ February 2019
RENEWAL DATE: ~~January 1, 2019~~ January 2022

1. Background

- 1.1. The delivery of programs of instruction is the core business of colleges of applied arts and technology in Ontario. As defined in O. Reg. 34/03 under the Ontario Colleges of Applied Arts and Technology Act, 2002 ("OCAATA"), a program of instruction means a group of related courses leading to a diploma, certificate, or other document awarded by the collegeboard of governors.
- 1.2. The Act identifies the Colleges' objectives or mandate to offer a comprehensive program of career-oriented, postsecondary education and training that:
 - assists individuals in finding and keeping employment;
 - meets the needs of employers and the changing work environment; and,
 - supports the economic and social development of their local and diverse communities.

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~~(Minister's Binding Policy Directive (MBPD) on Framework for Programs of Instruction)~~

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2. Definitions

2.1 Program of Instruction (POI)

~~A group of related courses leading to the awarding of one of the following credentials: Ontario College Certificate, Ontario College Diploma, Ontario College Advanced Diploma, a baccalaureate degree or Ontario College Graduate Certificate. POI are also known as Programs of Study.~~

3.2 Policy statements

- 2.1 Durham College is to play a major role in the achievement of economic prosperity in the province of Ontario through the provision of programs of instruction that prepare graduates to meet the needs of the workplace, the economy, and society. (MBPD on Framework for POI)

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3.1.

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~~3.2.2.2~~ Durham College is best positioned to determine the programs of instruction (POI) it should offer based on its own strategic direction and the needs of its community. (MBPD on Framework for POI)

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~~3.3.2.3~~ Durham College is committed to ensuring its POI meet and exceed standards and expectations for quality and relevance and the College's commitment to quality assurance and evidence-based decision-making.

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~~3.4.2.4~~ The Board of Governors is responsible for approving POI, to achieve a comprehensive program of career-oriented postsecondary education and training offered by the College, consistent with the College's mandate and overall strategic direction, the economic and social needs of its local and diverse communities and government directions and priorities. (MBPD on Framework for POI)

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~~3.5.2.5~~ POI are to conform to the levels of learning articulated in the Credentials Framework as set out in the MBPD on Framework for POI and receive system-wide validation of this conformity, and where applicable, conform with all legislation, regulations, provincial and/or industry standards. Credentials awarded to students upon successful completion of these POI shall be consistent with the Credentials Framework.

~~3.6.2.6~~ The Board of Governors delegates such responsibility for development of POI to the president, who shall:

~~3.6.2.6.1~~ Develop and implement a program performance framework consistent with provincial standards that assesses the extent to which new and existing POI are providing quality outcomes for:

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- a) Students, through such indicators as satisfaction rate, retention rate, graduation rate, graduate employment rate, and transferability, as noted in annual Key Performance Indicator (KPI) data.
- b) Employers, through such indicators as graduate employment rate, employer satisfaction, labour market needs and trends, as noted in annual KPI data.
- c) Input and feedback of Program Advisory Committees. (Board policy on Program Advisory Committees)
- d) Durham College, as reflected in application and enrolment trends and an assessment of financial viability, including availability of qualified faculty, delivery costs, capital requirements and space utilization.

~~3.6.2.6.2~~ Establish clear and comprehensive policies and procedures as required by the MBPD on Framework for POI, regarding:

- New program development, program review, and renewal, which ensure academic quality and reflect the program performance framework;

- Program suspension and cancellation; and,
- Grading, advancement, and dispute resolution. Such policies shall be publicly communicated.

3-72.6.3 Ensure that new program development proposals take into consideration opportunities for academic pathways with UOIT.

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3-82.6.4 Periodically conduct a comprehensive program review for each POI, or cluster of programs, according to schedule or as required. (MPBD on Framework for POI)

3-92.6.5 Submit for Board approval any proposals for new POI or any tuition or ancillary fee increases for existing POI. (MBPD on Tuition and Ancillary Fees Reporting)

3-102.6.6 Ensure that new POI and significant program modifications are sanctioned by a designated Program Advisory Committee. (Board policy on Program Advisory Committees).

3-112.6.7 Ensure that all marketing relating to POI reflects accurate and comprehensive representation of the POI. (MBPD on Framework for POI)

4.3. Monitoring

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The President shall annually:

4-1-3.1 Provide a report to the Board on quality assurance and program performance.

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4-2-3.1 Provide the Board with an annual report on program reviews.

4-3-3.1 Confirm all programs of instruction are developed and implemented consistent with provincial standards.

5.4. Related legislation, Minister's Binding Policy Directives and other documents

- Board Executive Limitations policy on Program Advisory Committees
- Ministry Binding Policy Directive on Framework for Programs of Instruction (which includes Appendix A: Credentials Framework)
- Ministry Binding Policy Directive on Tuition and Ancillary Fees
- OCAATA and O. Reg. 34/03
- ~~Board Executive Limitations policy on Program Advisory Committees~~
- ~~Finance and Administration MBPD on Tuition and Ancillary Fees~~

~~• OCAATA and O. Reg. 34/03~~

~~• Programs MBPD on Framework for Programs of Instruction (which includes Appendix A: Credentials Framework)~~

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BOARD POLICY

POLICY TYPE:	Executive Limitations
POLICY TITLE:	Student, Employee, Client and Visitor Treatment
EFFECTIVE DATE:	October 14, 2015 <u>February 2019</u>
RENEWAL DATE:	January 1, 2019 <u>January 2022</u>

1. Background

Students, employees (an inclusive reference to all employees of the College individuals working on behalf of Durham College without regard for position, function or other status of employment), clients and visitors are entitled to an environment that maintains the rights afforded to them by the Ontario Human Rights Code, and the Accessibility for Ontarians with Disabilities Act (AODA).

2. Policy statements

This policy establishes conditions for the ~~P~~resident's interaction with students or potential students, ~~staff, employees~~ clients and visitors.

- 2.1. With respect to interactions with the above stakeholders, the ~~P~~resident will not cause or knowingly permit conditions, procedures or decisions that do not uphold the ~~C~~ollege vision, mission and values.
- 2.2. The ~~P~~resident will promote the ~~C~~ollege vision and values and neither cause nor knowingly permit conditions, procedures, or decisions which are contrary to the ~~C~~ollege vision, mission and values.
- 2.3. The ~~P~~resident will promote the safety and security of ~~employees, students, students, employees,~~ clients and visitors on all Durham College campuses and learning sites.
- 2.4. The ~~P~~resident will uphold provincial statutes and Board policies and will not cause or knowingly permit conditions that are in violation of those statutes and policies.
- 2.5. When communicating with ~~employees, students~~ students, employees, clients and visitors the ~~P~~resident shall ensure that the ~~C~~ollege's means of communication shall meet the needs of its service groups ~~in compliance and comply~~ with the regulations of AODA.

3. Monitoring

The president will verify in writing on an annual basis that he/she has not caused or knowingly permitted any practice, activity, decision or organizational circumstances

that is unlawful, imprudent or in violation of commonly accepted business and professional ethics.

JOINT BOARD PROCEDURE

PROCEDURE TYPE: Governance Process

PROCEDURE TITLE: Appointment of Co-Populous Members

BACKGROUND

In accordance with the University of Ontario Institute of Technology Act, 2002 (“UOIT Act”), the mission of the University of Ontario Institute of Technology (“UOIT”) is, in part, “to offer programs with a view to creating opportunities for college graduates to complete a university degree (Section 3). Durham College of Applied Arts and Technology (Durham College) and UOIT together provide a college-university barrier-free campus environment to support continuous learning from apprenticeship to PhD in a variety of complementary professional streams. UOIT and Durham College also realize significant benefits from sharing real estate, facilities and many administrative operations and support services.

The UOIT Act provides for the appointment of six governors who are members of both the Durham College Board of Governors and the UOIT Board of Governors (Section 8. (1) (4)), referred to as “co-populous” members. Durham College does not have a reciprocal provision in its legislative documents, however, it has honoured and intends to continue to honour the university’s requirement for co-populous members. The fundamental goal of co-populous membership is to ensure that the complementary interests of the Boards of Governors at Durham College and UOIT are advanced in a way that provides for meaningful engagement of all parties. The purposes of the UOIT Act can be fully addressed with at least three co-populous governors, and recruiting and retaining six qualified individuals to actively serve as volunteers on two Boards of Governors has proven very challenging. For these reasons, this procedure provides for a minimum of three and maximum of six co-populous members.

1. Board Membership

The Board of Governors of Durham College and of UOIT will appoint at least three and no more than six individuals who will serve as voting members on both boards. These co-populous members will be appointed from the external members who, when possible, have at least one year of experience on either the Durham College or UOIT Board to serve as volunteer representatives, and cannot be employees or students of the college or university.

2. Term of Office

The term of office of co-populous members will not be more than three years. Subject to section 8(2) of the UOIT Act and section 4(6) of Ontario Colleges of Applied Arts and Technology Act, 2002 Regulation 34/03, co-populous members may be eligible for re-appointment for an additional term of no more than three years. Where possible, co-populous members will be appointed on a staggered basis to ensure continuity.

3. Role and responsibilities

In addition to the roles and responsibilities of governors as outlined in the Acts, By-laws and policies of the college and university, the co-populous governors have special responsibility for the following:

- Reporting to the boards of the college and university at scheduled meetings (a report from the co-populous members will be a standing item on the board agendas)

- Ensuring that information that is of interest to both institutions is shared
- Maintaining a watching brief on projects undertaken jointly by the college and university, including shared real estate, shared services, program pathway initiatives, master planning, etc.
- Facilitating the resolution of questions and issues as they may arise between the two institutions from time to time.

4. Conflict of interest

A co-populous member does not have a conflict of interest by virtue only of the fact that he or she is a member of both boards; any such member may take part in discussing and voting on issues before the board of either the university or the college concerning the university or the college, unless the discussion and voting deals with the circumstances of the particular member as an isolated issue, separate and apart from general matters affecting the university or the college. The obligations of particular co-populous members conflicts of interest that are separate and apart from general matters affecting the university or the college, shall be determined in accordance with fiduciary obligations and the policies and practices of the UOIT and Durham College Boards respectively.

5. Appointment process

When a vacancy occurs among the co-populous membership of the boards, the boards of the college and university will strike a three-person nominating committee comprised of one co-populous member, the president or chair of the college or their delegate, and the president or chair of the university or their delegate.

The nomination committee will determine the desired skills, abilities and experience for the appointment to meet the needs of both institutions, and seek to fill one of the institutions' vacancies with a currently serving external governor from the other institution. Should this not be possible, the requirement of one year of experience on either the Durham College or UOIT boards will be waived and the nominating committee will initiate a recruitment process which may include advertisement in the local media and other local publications and through personal connections. Potential applicants may be invited to attend a personal interview at the discretion of the committee. Selected candidates will be recommended concurrently for appointment to the boards of the college and university

6. Review

These procedures are subject to review by a committee of the two presidents, Board chairs and vice-chairs and co-populous governors every three years commencing from the date on which the these procedures have received final approval.