

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

Date: Wednesday, May 22, 2019, 5:30 p.m.

Location: DC Boardroom, Gordon Willey Building, A-144

Light refreshments will be available.

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 2018-2019 Review of Board By-laws

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Recommendation

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

That based on Report GOV-2019-06:

1. That the Governance Review Committee provide direction on the membership structure for the Board's Standing Committees as outlined in Board By-law No. 1 (s. 32.2, 33.2, 34.2, 35.2) as it relates to the role of Chair and Vice-Chair of the Board; and,
2. That no changes be made to Board By-law No. 2;
3. That Board By-law No. 3 be amended as outlined in Attachment 3 to this report; and,
4. That Board By-law No. 4, be amended as outlined in Attachment 4 to this report.

Recommendation

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

That based on Report GOV-2019-04, the following Board policies be approved as presented:

- Financial Matters
- Integrated Risk Management Framework
- Board of Governors' Orientation

Recommendation

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

That Report GOV-2019-03, confirming compliance with Board policy and all relevant legislation for 2018-2019, be received for information.

Recommendation

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

That Report GOV-2019-05 providing the post-election report for the 2019-2020 student governor election, be received for information.

8. DISCUSSION ITEMS**9. MEETING CRITIQUE - M. James****10. ADJOURNMENT**

Report Number: GOV-2019-06

To: Governance Review Committee

From: Don Lovisa, President

Date of Report: May 9, 2019

Date of Meeting: May 22, 2018

Subject: 2018-2019 Review of Board By-laws

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-2019-06:

1. That the Governance Review Committee provide direction on the membership structure for the Board's Standing Committees as outlined in Board By-law No. 1 (s. 32.2, 33.2, 34.2, 35.2) as it relates to the role of Chair and Vice-Chair of the Board; and,
2. That no changes be made to Board By-law No. 2;
3. That Board By-law No. 3 be amended as outlined in Attachment 3 to this report; and,
4. That Board By-law No. 4, be amended as outlined in Attachment 4 to this report.

3. Background

Durham College has four by-laws:

By-Law No. 1 – a by-law relating generally to conduct of the affairs of the Board of Governors of the Durham College of Applied Arts and Technology pursuant to Regulation 34/03 under the Ontario Colleges of Applied Arts and Technologies Act, 2002 (the “Act”).

By-Law No. 2 - a by-law regarding Advisory Committees for Programs of Instruction, pursuant to the Minister’s Binding Policy Directive on Framework for Programs of Instruction made under the Ontario Colleges of Applied Arts and Technology Act, 2002 (the “Act”).

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”).

By-law No. 4 - a by-law to regulate the election of Internal Governors pursuant to Regulation 34/03 under the Ontario Colleges of Applied Arts and Technology Act, 2002 (the “Act”).

4. Discussion/Options

4.1 Board By-law No. 1

Currently, the Chair of the Board is a member of each Standing Committee of the Board.

At the April 29, 2019 meeting of the Nominating Committee, the Committee discussed amending the Board’s membership structure to share the responsibility of attending Standing Committees between the Chair and Vice-Chair of the Board and referred this matter to the Governance Review Committee for consideration.

We are seeking direction from the Committee on this matter.

Board By-law No. 2

The Office of the Vice-President, Academic was consulted in the preparation of this report and there are no recommended changes to Board By-law No. 2.

Board By-law No. 3

The Chief Administrative Officer was consulted in the preparation of this report. As Board By-law No. 3 was substantially reviewed and amended in September 2019, there is only one minor change being proposed which is to update with the college's use of the word 'employees' versus the words 'faculty' and 'staff'.

Board By-law No. 4

Considerable changes are being recommended to Board By-Law No. 4, as highlighted below:

- Section 6 – Eligibility for Nomination
 - Recommendation: change the definition of good academic standing from 'a cumulative program grade point average (GPA) of 2.0 or higher' to 'a program grade point average of 3.0 or higher'.
 - Recommendation: remove the eligibility requirement of 'active participation'. When attempting to obtain confirmation of 'active participation', we often receive subjective and mixed reviews from faculty and it is often difficult for Strategic Enrolment Services to receive confirmation of 'active participation' in a timely manner. In addition, increasing the GPA requirement will ensure a student is doing well academically and a 3.0 GPA is a reasonable benchmark as evidenced by the majority of the candidate's in the last election meeting this academic requirement.
- Section 8 – Nominations and Nomination Period
 - Recommendation: require mandatory attendance at a candidate information session (for student governor election only). We currently host a candidate session that is 'optional', providing detailed information about the role and reviewing the election and campaign rules. However, to ensure all candidates are fully aware of the role and expectations we are proposing this session be mandatory. Non-attendance is cause for disqualification.

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- Section 9 – Campaign Period
 - Recommendation: ending the campaign period prior to the start of the voting period; this is intended to ensure the election is fair and student's don't feel pressured to vote in a particular manner.
 - Other proposed changes are intended to clarify rules related to posters, use of digital signage and common areas in which campaigning is permitted.

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 Ontario Tech University

There are no implications for Ontario Tech University.

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. 11-001

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BY-LAW NO. 11-001

A by-law relating generally to conduct of the affairs of the Board of Governors of The Durham College of Applied Arts and Technology pursuant to Regulation 34/03 under the Ontario Colleges of Applied Arts and Technology Act, 2002 (the “Act”).

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. INTERPRETATION

In this by-law and in all other by-laws of the College hereafter passed, unless the context otherwise requires words importing the singular number or the masculine gender, shall include the plural number or the feminine gender, as the case may be, and vice versa.

The Durham College of Applied Arts and Technology may also be known as Durham College.

In this by-law, “Minister” shall mean the Minister of Advanced Education and Skills Development (of the Government of Ontario from time to time or such other Minister of the Government of Ontario whose responsibilities include the administration of the Act).

2. HEAD OFFICE

The head office of the College shall be in the City of Oshawa in the Regional Municipality of Durham in the Province of Ontario and at such place therein as the Governors may determine.

3. CORPORATE SEAL

The corporate seal of the College shall be in the form approved by the Board of Governors.

4. GOVERNANCE

4.1 The affairs of the College shall be managed by a Board of Governors (hereinafter called the “Board”) which shall consist of such persons as are elected or appointed as Governors (hereinafter called the “Governors”) in accordance with the provisions of the Act, the Regulations of the Act, the “Minister’s Binding Policy Directives” and in accordance with this by-law.

4.2 The Board shall include an even number of not less than twelve (12) and not more than twenty (20) external members appointed as set out in Regulation to the Act.

- 4.3 As the total number of members to be appointed is twelve (12), four (4) of the members shall be appointed by the Lieutenant Governor in Council. The remaining members of the Board to be appointed as set out in Regulation to the Act, shall be appointed by the members of the Board holding office at the time of the appointment. A member of the Board shall not participate in a vote of the Board relating to a renewal or extension of his or her appointment.
- 4.4 The President of the College, by virtue of office, shall be a voting member of the Board and all Board Committees.
- 4.5 The terms “academic staff”, “administrative staff”, “support staff”, and “student” shall have the meanings set out in By-Law No. 4, a by-law to regulate the election of Internal Governors (hereinafter called “By-Law No. 4”).
- 4.6 One (1) member of the College’s academic staff (faculty member), duly elected by the members of the academic staff, in accordance with By-Law No. 4, shall be a voting member of the Board for the term prescribed by the Board, and identified as an internal member.
- 4.7 One (1) member of the College’s administrative staff, duly elected by the members of the administrative staff, in accordance with By-Law No. 4, shall be a voting member of the Board for the term prescribed by the Board, and identified as an internal member.
- 4.8 One (1) member of the College’s support staff, duly elected by the members of the support staff, in accordance with By-Law No. 4, shall be a voting member of the Board for the term prescribed by the Board, and identified as an internal member.
- 4.9 One (1) student, duly elected by the students, in accordance with By-Law No. 4, shall be a voting member of the Board, and identified as an internal member.
- 4.10 An elected internal governor ceases to be a member of the Board if they are no longer a member of the constituency by which they were elected.
5. TERM OF OFFICE
- 5.1 A member of the Board appointed or elected, other than a member elected by the students, shall hold office for a term not to exceed three (3) years and shall not serve for more than six (6) years consecutively but is eligible for reappointment or re-election, as the case may be, after two (2) years absence from the Board for successive terms not to exceed six (6) years in total.

- 5.2 A member of the Board, other than a member elected by the students, seeking reappointment or re-election for a second term shall be subject to the Board's reappointment process or re-election by the relevant constituency group whatever the case may be.
- 5.3 The term of office for a Student Governor shall be one (1) year, subject to re-election for a second year.
- 5.4 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.

6. VACANCIES

- 6.1 Where a Governor vacancy occurs among the members appointed under Section 4.3, the vacancy shall be filled as prescribed by Regulation of the Act.
- 6.2 Where a Governor vacancy occurs among the members elected under section 4.5 to 4.8, the vacancy shall be filled as outlined in By-Law No. 4.
- 6.3 The term of a Governor appointed under 6.1 or elected under Section 6.2 shall:
 - a) commence on the date of the appointment or election, as the case may be;
 - b) subject to clause (c), be the same length as a member appointed or elected; and
 - c) terminate on August 31 of the year in which the term ends.
- 6.4 It is the preference of the Board that any vacancy occurring mid-year remain vacant, with all appointments to start on September 1 of each year.

7. BOARD OFFICERS

The Board shall have the following Board Officers:

- a) Chair;
- b) Vice-Chair;
- c) President;
- d) Board Secretary; and
- e) Treasurer.

8. ELECTION OF CHAIR AND VICE-CHAIR

- 8.1 No later than the regular meeting of the Board in June of each year, the Board shall elect a Chair and Vice-Chair from its external members for the following year. The Board Secretary, as defined in Section 14, shall perform the duties of Chief Returning Officer and as such shall be responsible for the nominations process and for conducting the election. Following the election, the Chair and Vice-Chair will assume their responsibilities on the 1st of July each year. If the Board fails to appoint a Chair and Vice-Chair by July 1, the incumbents for whom no replacements have been appointed shall continue in office until their successors are appointed except in the case of a Chair or Vice-Chair whose term as governor has expired.

The Chair and Vice-Chair are eligible for re-election.

If the Office of the Chair or Vice-Chair shall be or become vacant for any reason, the Board may appoint a Governor from the external members to fill such vacancy.

9. APPOINTMENT OF OFFICERS

- 9.1 The Board shall appoint a Board Secretary and Treasurer, who need not be Governors.
- 9.2 The Board may appoint such other Board Officers and establish the duties of each of them at the time of appointment.

10. POWERS OF THE BOARD

- 10.1 The Board shall establish the overall goals, objectives and strategic direction of the College and shall, through its oversight and stewardship, ensure that the College operates efficiently and effectively.

10.2 The Board shall oversee the affairs of the College in all things and make or cause to be made for the College in its name any kind of contract which the College may lawfully enter into and, save as hereinafter provided, generally exercise all such powers and do all such other acts and things as the College is authorized to exercise and do, as provided by the Act, Regulations of the Act, the Minister's Binding Policy Directives and any other applicable laws or regulations.

10.3 The Board may,

- a) acquire by purchase, lease, deed, contract, grant or devise; or
- b) sell, grant, convey, mortgage, pledge, lease or otherwise dispose of, any real property or any part thereof, or any interest therein, without the written approval of the Minister.
- c) use of the proceeds from the sale or encumbrance of real property acquired with provincial funds with the approval of the Minister.

11. DUTIES OF THE CHAIR

Subject always to the direction of the Board or the Executive Committee, where appropriate, the Chair shall:

- a) when present, preside at all meetings of the Board;
- b) together with the Board Secretary or other Board Officers appointed for the purpose, sign all by-laws of the College;
- c) sign such contracts, documents or instruments in writing as require his or her signature;
- d) on behalf of the Board, have primary supervisory responsibility for the President, together with an obligation to report to the Board and/or Executive Committee;
- e) have such other powers and duties as may from time to time be assigned by the Board or as are incident to his or her office;
- f) act generally as spokesperson for the Board.

12. DUTIES OF THE VICE-CHAIR

In the absence, inability or refusal of the Chair to act, the Vice-Chair shall perform all the duties and have all the powers of the Chair. If a Vice-Chair (or such other Governor as the Board may from time to time appoint for the purpose) performs any such duty or exercises, any such power, the absence, inability or refusal of the Chair to act shall be presumed with reference thereto.

13. PRESIDENT

- 13.1 The Board shall appoint, suspend or remove the President of the College. The Board shall establish the terms of employment of the President.
- 13.2 The President has the power to appoint, classify, promote, suspend, transfer, reclassify or remove any employee, with the exception of those individuals with a direct reporting relationship to the President.
- 13.3 The President will recommend to the Board, appointments, classifications, promotions, suspensions, transfers, reclassification or removal of individuals with a direct reporting relationship to the President.
- 13.4 The President shall conform to all Board policies and all lawful direction given by the Board or the Board Chair.
- 13.5 The President shall ensure that all academic, administrative and employment related policies of the College support and fulfill the policies of the Board.
- 13.6 The President shall give to the Board all information requested regarding the affairs of the College, such information might be subject to the regulations of the *Freedom of Information and Protection of Privacy Act*.

14. BOARD SECRETARY

The Board Secretary shall:

- 14.1 be ex-officio clerk of the Board;
- 14.2 attend all meetings of the Board, including committees, and record, or cause to be recorded, all facts and minutes of all proceedings in the books kept for that purpose;
- 14.3 give, or cause to be given, all notices required to be given to Governors and to the public;
- 14.4 be the custodian of the corporate seal of the College and of all books, papers, records, correspondence, contracts and other documents belonging to the College and relating to Board proceedings, which shall be delivered up subject to the *Freedom of Information and Protection and Privacy Act*;

14.5 perform, or cause to be performed, the duties of a Chief Returning Officer for the election of the Chair and Vice-Chair of the Board in accordance with Section 8 herein and for the election of Internal Board Members;

14.6 perform such other duties as may be determined from time to time by the Board.

15. TREASURER

The Treasurer, who shall be the College's Chief Financial Officer shall:

15.1 keep full and accurate accounts of all monies or bank accounts;

15.2 disburse the funds of the College, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof, or whenever required by him or her, an account of all transactions and of the financial position of the College;

15.3 co-operate with the auditors of the College during any audit of the accounts of the College;

15.4 perform such other duties as may be determined by the President, on behalf of the Board.

16. INDEMNITIES TO GOVERNORS AND BOARD OFFICERS

All Governors of the College, Board Officers, and their heirs, executors and administrators, and estates, respectively, shall be indemnified and saved harmless, out of the funds of the College from and against:

16.1 all costs, charges and expenses whatsoever which Governors or Board Officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office, except such costs, charges or expenses as are occasioned by their own willful neglect or default;

16.2 all other costs, charges and expenses which are sustained or incurred in or about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default;

16.3 nothing in the by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this by-law to the extent permitted by the Act or law.

17. PROTECTION OF GOVERNORS AND BOARD OFFICERS

No Governor or Board Officer shall be liable for:

- a) the acts, receipts, neglects or defaults of any other Governor, Board Officer or employee of the College;
- b) any loss, damage or expense happening to the College through the insufficiency or deficiency of title to any property acquired by the College or for or on behalf of the College;
- c) the insufficiency or deficiency of any security in or upon which any money of the College shall be invested;
- d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any money, securities or other assets belonging to the College;
- e) any loss, conversion, misapplication or misappropriation of, or any damage resulting from any dealings with, any money, securities or other assets belonging to the College;
- f) any other loss, damage or misfortune whatever which may happen in the execution of their duties of their office;

unless the same shall happen by or through the Governors' or Board Officers' own willful neglect or default.

18. DELEGATION OF DUTIES OF BOARD OFFICERS

Except where provision is specifically made elsewhere in this By-law, in the absence or inability or refusal of any Board Officer to act, or for any other reason that the Governors may deem sufficient, the Governors may delegate all or any of the powers and responsibilities of such Board Officer to any other Board Officer or to any Governor for the time being.

19. REMOVAL OF A BOARD MEMBER

19.1 Grounds for Removal

The Board may remove a Governor, other than the President, or members of the Board appointed by the Lieutenant Governor in Council, from the Board before the expiration of his or her term if:

- a) the Governor has failed to maintain the confidentiality of any and all information, discussions or proceedings at in-camera meetings of the Board or its committees;
- b) the Governor has failed to comply with the provisions of Section 25 – Conflict of Interest;

- c) the Governor has not acted with honesty, in good faith and in the best interests of the College;
- d) the Governor has knowingly failed to comply with the Act, Regulations of the Act, or the Minister's Binding Policy Directives;
- e) the Governor is absent for three (3) consecutive meetings or for more than 50 percent of the regular meetings in a twelve (12) month period, without permission from the Board;
- f) the Governor has neglected or refused to participate on Board committees or to contribute to effective discussion and decision-making at the Board;
- g) the Governor is a student Governor and is no longer in good academic Standing or is not actively participating in a program of instruction as defined in By-Law No. 4, as the Board of Governors prioritizes academic success over Board participation and values the perspective of a student who is actively participating in a program of instruction;
- h) the Governor has committed one of the following grounds of misconduct that in consequence would, if such Governor were to continue as a member of the Board, adversely affect the image or operations of the Board or of the College by means of:
 - i) harassment (including activities that would constitute harassment under legislation or College policy);
 - ii) violence (including activities that would constitute violence under legislation or College policy);
 - iii) conviction of a criminal offence;
 - iv) conduct unbecoming of a member of the Board, including but not limited to improper use of authority or position, improper use of privileged or confidential information, conduct that is deemed to be detrimental to or generally contrary to the mandate, interest and welfare of the College;
 - v) discrimination as defined under the Ontario Human Rights Code (including activities that would constitute discrimination under other legislation or College policy).

19.2 With respect to any member of the Board appointed by the Lieutenant Governor in Council, if the board of governors believes that there exist reasons justifying the removal of the member from the Board, the Board may set those reasons out in a report to the Minister for referral to the Lieutenant Governor in Council.

19.3 Procedure for Removal

a) External Governors Appointed by the Board of Governors

Prior to the Board of Governors voting to remove a Governor appointed directly by the Durham College Board, the Chair or Vice-Chair shall discuss the matter with such Governor to explain why the removal is being considered and to seek a satisfactory explanation or solution to the alleged grounds for removal. If the discussions do not result in a satisfactory explanation or solution, the matter shall be brought to the Board at a meeting which is closed to the public. The notice for such meeting shall specify the intention to pass a resolution removing such Governor and the grounds for removal. Such Governor shall be given an opportunity to respond to the grounds for removal by addressing the Board of Governors at such meeting, but shall not be present during discussion and shall have no right to vote on any resolution. A resolution to remove a Governor shall not be effective unless it is passed by two-thirds (2/3) of the votes cast at a meeting of the Board which has been convened and conducted in accordance with this provision. Such Governor shall be clearly notified in writing by the Chair of the Board and the President of the decision of the Board of Governors. If the Board of Governors removes the Governor the Chair of the Board and the President shall provide a written attestation that the removal process was carried out in accordance with this by-law.

b) Student Governor

Upon notification that the student governor is no longer in good academic standing or is not actively participating in a program of instruction, as provided for in By-Law No. 4, the following actions shall be taken. The purpose of removal is to allow the student to focus time and effort on regaining good academic standing and to allow the Board to benefit from the perspective of a student governor who is actively participating in a program of instruction:

- i. the Chair of the Board and the President shall notify the student Governor in writing of the intention to remove them from the Board.
- ii. The student shall be invited to provide input to the Chair and President; should the student Governor not accept this invitation within ten (10) business days, this opportunity will be forfeit.
- iii. The Chair and President shall consider the input received by the student Governor and shall notify the student Governor of their recommendation.
- iv. Should the recommendation be to remove the student

Governor, in a meeting closed to the public, the Board of Governors shall pass a resolution to remove the student governor, citing the reason.

19.4 Appeal of Removal

Any member, other than members of the Board appointed by the Lieutenant Governor in Council, who is removed as a Governor from the Board of Governors, may apply to the Minister to review the decision to remove the member from the Board of Governors. The review shall be subject to the following: The review shall be limited to determining whether the reasons for the removal and the procedure followed were in compliance with this by-law.

20. REMUNERATION OF GOVERNORS

The Governors of the College shall serve without remuneration, and no Governor shall directly or indirectly receive any profit from his or her position as such. However, a Governor may be paid reasonable expenses incurred by him or her in the performance of Board duties.

21. RULES OF ORDER

The conduct of meetings of the Board and its Committees shall be in accordance with "Robert's Rules of Order" except where said rules conflict with the Act, the Regulations of the Act, a Minister's Binding Policy Directive or a by-law of the College.

22. BOARD MEETINGS

22.1 Meetings of the Board shall be held in two parts: Public and In-Camera.

22.2 All Board meetings shall be considered open to all members of the public. However, the following specific matters shall be considered as matters to be discussed at in-camera sessions of the Board where only Board members and invited guests are permitted to attend:

- a) Identification of a potential or perceived conflict of interest;
- b) Consideration of sanctions against and removal of a Governor;
- c) Student-specific issues;
- d) Matters relating to an individual board member or a prospective board member;
- e) Individual employee matters;
- f) Donor-specific issues;

- g) Any other matters where personal information about an individual will or may be revealed;
- h) Human resource and labour relations matters including those pertaining to collective bargaining or terms of employment, including negotiations or potential negotiations;
- i) Litigation or potential litigation including administrative tribunal matters;
- j) Receipt of advice that is subject to solicitor-client privilege including communications necessary for that purpose;
- k) The security of property of the College;
- l) Contract matters including negotiations or disputes;
- m) The acquisition, disposition, lease, exchange or expropriation of, or improvements to real or personal property, if the Board considers that disclosure might reasonably be expected to harm the interest of the College;
- n) Reports from the Board's committees where those Committee meetings are closed to the public;
- o) Board, committee and governor self-evaluation;
- p) Other matters that, in the opinion of the majority of governors, the disclosure of which might be prejudicial to an individual or to the best interests of the College; and
- q) Consideration of whether an item is to be discussed in camera.

Decisions taken at an in-camera meeting may, in the discretion of the Board, be reported at a subsequent general Board meeting.

- 22. 3 Governors may consider or transact any business, either special or general, at any meeting of the Board.

23. FREQUENCY AND LOCATION OF MEETINGS

- 23.1 The Board shall meet at least six (6) times per year, unless otherwise determined by the Board.

The Board shall establish and cause to be provided to each Governor a schedule of meeting days and times for each Board year.

Meetings may be formally called by the Chair or Vice-Chair or by the President on the direction of the Chair or Vice-Chair.

Except as otherwise required by law, the Board may hold its meetings at such place or places as it may determine.

23.2 Meetings by Electronic Means

If all of the Governors present at or participating in a meeting consent, a meeting of the Board may be held by means of telephone, electronic or other such communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Governor participating in such meeting by such means is deemed to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board held while a Governor holds office. The Board Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by a verbal roll call conducted by the Board Secretary at the beginning of each meeting. Each vote cast by a Governor participating by telephone, electronically or by other communication facilities shall be recorded in the minutes by the Board Secretary.

A meeting of the Board or voting on a particular matter shall not be permitted by email, as this method of communication is not simultaneous or instantaneous. In instances requiring such immediate attention that it is not practical to convene a special meeting of the Board, the Executive Committee can act on behalf of the Board.

24. NOTICE OF BOARD MEETINGS

- 24.1 Notice of meetings of the Board shall be given to members of the Board as set out below and to the public in such a manner as may be determined by the Board. A list of meeting dates shall be made available through the College website.
- 24.2 Notice of all meetings of the Board shall be delivered or transmitted to each Governor or other person(s) entitled to notice of such meeting. However, no formal notice of any such meeting shall be necessary if all the Governors are present or if those absent waive notice or otherwise signify in writing their consent to the meeting being held in their absence. Such waiver of notice or consent may be given either before or after the meeting. Notice of such meetings shall be mailed, delivered, telephoned, sent by facsimile transmission or emailed to each Governor not less than one (1) day prior to the meeting taking place. The Statutory Declaration of the President or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- 24.3 No notice of meeting is required to be given to any Governor in respect of a meeting contained in a schedule of meetings which has been established in accordance with Section 23 – Frequency and Location of Meetings.

- 24.4 No error or omission in the giving of such notice for a meeting of Governors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting, and any Governor may at any time waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.

25 CONFLICT OF INTEREST

- 25.1 A conflict of interest arises when a Governor's private or personal interest may be in conflict with his or her official duties and responsibilities as a member of the Board. This could arise from an actual, potential or perceived conflict of interest of a financial or other nature.

- 25.2 At the beginning of every board meeting, the Chair of the Board is to ask and have recorded in the minutes whether any member has a conflict to declare in respect to any agenda item.

- a) When the agenda item arises in the open portion of the Board meeting, the member(s) with an actual conflict of interest may remain in the room for the duration of the discussion, but shall not participate in the discussion or vote on this item. The minutes are to record that the member(s) in conflict of interest remained in the room for the discussion and did not vote on this item. Should the matter occur in the in-camera portion of a meeting, the Governor should withdraw while the matter is being discussed or voted on and the minutes should reflect this.
- b) When the conflict of interest is perceived or potential, the Board will determine whether the member or members remain for the discussion and vote on agenda items. The minutes should reflect this action.

- 25.3 A Governor is to declare a conflict of interest at the earliest opportunity and, at the same time, should declare the general nature of the conflict. Where a conflict of interest is declared prior to a board meeting, the declaration is to be made to the Chair of the Board and the Board is to be informed.

- 25.4 Where a Governor is unsure whether he or she is in conflict, the Governor is to raise the perceived potential conflict with the Board at the earliest opportunity, and the Board is to determine by majority vote whether or not a conflict of interest exists. The said Governor must refrain from voting on whether or not a conflict of interest exists.

- 25.5 Where a conflict of interest is discovered after consideration of a matter, it is to be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that involvement of said Governor influenced the decision of the matter, the Board is to re-examine the matter and may rescind, reconsider or confirm its decision.
- 25.6 Any Governor who perceives another member to be in conflict of interest in a matter under consideration is to raise this concern with the Chair of the Board at the earliest opportunity. The Chair, in turn, is to discuss the matter with the Governor who is perceived to be in conflict and, as appropriate, to hold further discussion with the reporting Governor. If the discussions do not lead to a resolution, the matter is to be brought to the Board and the Board is to determine by majority vote whether or not a conflict of interest exists. The member perceived to be in conflict is to refrain from voting.
- 25.7 Where there has been a failure on the part of a Governor to comply with this framework (as set out in the Minister's Binding Policy Directive, Governance and Accountability – Conflict of Interest), unless the failure is the result of a bona fide error in judgment, the Board is to:
- a) issue a verbal reprimand; or
 - b) issue a written reprimand; and/or
 - c) request that a Governor resign; and/or
 - d) remove the Governor through processes established in Section 19 herein.
- 25.8 All internal staff governors have a conflict of interest in respect to agenda items relating to the President's evaluation or performance review, compensation, perquisites and/or benefits. It should be noted, however, that this provision does not prevent the Chair from asking for their input as part of the general information-gathering process in preparing the President's evaluation.

26 QUORUM – BOARD MEETINGS

- 26.1 A quorum for a Board meeting is equal to the majority of the number of Board members that is required under the Regulation of the Act, plus one.
- 26.2 When a Governor declares a conflict of interest, the quorum shall be a majority of the remaining members.

- 26.3 Governors who participate in Board meetings by electronic means, such as telephone or video conferencing, shall be deemed to be present and shall count towards quorum.

27 VOTING

- 27.1 Motions arising at any meeting of the Board shall be decided by a majority vote. The vote shall be taken by a show of hands, unless a Governor requests a recorded vote. Meetings by electronic means will require a recorded vote. The Board Secretary shall record the vote. Only Governors make motions and vote. Voting by proxy is not permissible.
- 27.2 A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour or against such resolution.

28 RECONSIDERATION

After any question has been decided, any Member who voted in the majority may move for a reconsideration of the question, but no discussion on the main question shall be allowed unless the matter is reconsidered and there shall be no reconsideration unless:

- 28.1 Notice of the Motion to reconsider is given either at a meeting of the Board or in the same manner as notice of a regular meeting of the Board is given, and such notice to reconsider is in any event given at least two days before the meeting at which the motion to reconsider is to be presented; and
- 28.2 Two-thirds (2/3) of the Members present vote in favour of such reconsideration.

29 DELEGATIONS TO THE BOARD

- 29.1 Requests for an audience with the Board stating the nature of the delegation shall be made in writing to the Board Secretary, at least fifteen (15) days prior to the next regular meeting of the Board. Upon receipt of the request, the Board Secretary shall confer with the President and Chair of the Board to determine whether or not the matter can be properly heard by the Board, or whether the matter should properly proceed by other means.
- 29.2 Exceptions to the timeline may be made at the discretion of the Board Chair, or designate.
- 29.3 Delegations shall be heard at the next regular meeting of the Board, whenever possible.

- 29.4 Delegations of a confidential or sensitive nature involving students, staff or other identifiable individuals shall be heard during the in-camera portion of the meeting.
- 29.5 The Chair shall clarify the guidelines for hearing delegations as follows:
- a) Delegations presented shall only relate to matters for which the audience with the Board was requested.
 - b) Delegations shall be limited to ten (10) minutes. An additional ten (10) minutes may be allowed for questions of clarification by Board members.
 - c) The protection of privacy of individuals shall be respected in accordance with the *Freedom of Information and Protection of Privacy Act*.
 - d) Questions to the delegation by Board members shall be limited to points of clarification. The Board shall not enter into debate during the clarification period.
 - e) Board debate, if required, on matters raised by the delegation shall take place following the presentation, or at the discretion of the Chair and Board. If additional information is required, the Board may request that the issue be debated at a subsequent meeting.
 - f) The delegation will be informed of any public decision of the Board.

30 COMMITTEES – GENERAL

The Board may establish committees consisting of Governors and Officers for such purposes and with such powers as the Board approves. The Board may abolish or amend the purposes or powers of any existing Committee. The Board shall appoint the members of such Committees who shall hold office at the pleasure of the Board. The Chair and President shall be voting members on all such Committees by virtue of their office, and the Board Secretary shall be a non-voting member on all Committees by virtue of his or her office unless otherwise provided for by by-Law.

- 30.1 The Board may fill any vacancies occurring on such Committees.
- 30.2 Minutes of the proceedings of any such Committee shall be kept in a book or books for that purpose, which shall always be open for inspection by any Governor.

- 30.3 The Board shall receive an information report outlining recommended actions, as well as the minutes from such Committees for approval at the next regular Board meeting following the meeting of a Committee.
- 30.4 Any such Committee so appointed may meet for the transaction of business, adjourn and, except as provided in this by-law or the resolution establishing the Committee, regulate its meetings as it thinks fit. Motions arising at any meeting of a Committee shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 30.5 Section 25.0 Conflict of Interest applies to Committees.

31 QUORUM - COMMITTEES

- 31.1 A quorum for each Committee consists of a simple majority of the voting members (half plus one).
- 31.2 Only Governors listed as members of the Committee may make motions and vote at Committee meetings.
- 31.3 When a Governor declares a conflict of interest at a Committee meeting, the quorum shall be a majority of the remaining Governors.

32 EXECUTIVE COMMITTEE

32.1 Terms of Reference

There shall be an Executive Committee. Subject to the direction of the Board, the terms of reference of the Executive Committee are:

- a) To recommend to the Board the composition of a Presidential Search Committee, as required, to conduct a search and recommend the appointment of a President.
- b) To recommend the appointment and/or reappointment of a President, including the terms of employment of the President, to the Board, in-camera.
- c) To annually review the President's performance and report to the Board in-camera.
- d) To recommend the reappointment of the President and any change(s) to the terms of employment as required.
- e) To annually review and approve the salary changes for all staff reporting to the President and report thereon to the Board, in-camera, for informational purposes only.
- f) To review and approve College organizational changes and report thereon to the Board, for informational purposes only.

- g) To review and approve the expense accounts of the President.
- h) To review and approve the expense accounts of the members of the Board of Governors.
- i) To consider and recommend to the Board, the attendance of Board members at relevant, external educational functions.
- j) To annually conduct a formal review of the Board.
- k) To review all major legal actions, building plans and contractual arrangements and prepare recommendations for consideration by the Board.
- l) To consider matters and to direct action thereon, subject to Board approval at the next meeting of the Board.
- m) To act on behalf of the Board in any matter which may arise:
 - i) requiring such immediate attention that it is not practical to convene a special meeting of the Board; or
 - ii) during periods when a quorum of the Board cannot be obtained.
- n) To exercise the powers of the Board in respect of such matters as the Board may refer to it from time to time.

32.2 Membership

The Chair of the Board of Governors, who will also be the Chair of the Executive Committee;

The Vice-Chair of the Board of Governors, who will also be the Vice-Chair of the Executive Committee;

The Chairs of each of the other three Committees;

The President;

The Board Secretary (non-voting)

32.3 Meetings

Meetings shall be held as established by the schedule referred to in Section 23 or at the request of the Chair of the Executive Committee. All meetings will be held in-camera.

33. AUDIT AND FINANCE COMMITTEE

33.1 Terms of Reference

There shall be an Audit and Finance Committee. Subject to the direction of the Board, the terms of reference of the Audit and Finance Committee are:

- a) To review College financial practices, reporting processes, systems of internal control, appropriateness of existing College accounting policies; disclosures and reserves.
- b) To control the audit process, including selection of the independent auditor, reviewing of audit fees, audit scope of work, annual audited financial statements and management letter.
- c) To review the annual operating and capital budgets and recommend approval to the Board.
- d) To monitor risk through the annual risk register and assessment of long-term capital projects.
- e) To review proposed private-public partnerships and regular progress reports of major projects.
- f) To investigate any financial matter brought to its attention by the Board Chair or President.
- g) To receive the annual Durham College investment report.
- h) To perform such other oversight functions as may be assigned to the Committee by the Board.

The Committee shall fulfill its responsibilities consistent with Board and institutional policy, financial literacy and the Canadian public sector accounting standards for government not-for-profit organizations (PSAB).

33.2 Membership

The Chair of the Board;

A minimum of four (4) other Governors appointed by the Board;

The President;

The Treasurer (non-voting);

The Board Secretary (non-voting)

The Chair and Vice-Chair of the Committee will be appointed by the Board.

At least one voting member of the Committee shall have accounting or related financial experience.

33.3 Meetings

Meetings shall be held a minimum of three (3) times per year, as established by the schedule referred to in Section 23 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board . All meetings will be held in-camera.

34. NOMINATING COMMITTEE

34.1 Terms of Reference

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

- a) To recommend to the Board the composition of committees of the Board.
- b) To conduct the election of a Chair and Vice-Chair of the Board and make recommendations to the Board on or before the final meeting of the Board in each year.
- c) To solicit and review nominations to fill external Governor vacancies and to make recommendations to the Board regarding potential external candidates, based on current legislation, policy and Board by-laws. When making its recommendations and nominations, the Committee shall consider the skills and expertise required by the Board of Governors and its Committees at that time. To oversee the reappointment process for external Governors and recommend reappointments to the Board.
- d) To oversee the implementation of the procedures set out in By-law No. 4, which regulates the election of internal governors.

34.2 Membership

The Chair of the Board of Governors;

A minimum of four (4) other governors appointed by the Board;

The President;

The Board Secretary (non-voting)

The Chair and Vice-Chair of the Committee will be appointed by the Board.

34.3 Meetings

Meetings shall be held a minimum of once (1) per year, as established by the schedule referred to in Section 23 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

35. GOVERNANCE REVIEW COMMITTEE

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.

35.2 Membership

The Chair of the Board;

A minimum of four (4) other governors appointed by the Board;

The President;

The Board Secretary (non-voting)

The Chair and Vice-Chair of the Committee will be appointed by the Board.

35.3 Meetings

Meetings shall be held a minimum of twice (2) per year, as established by the schedule referred to in Section 23 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board.

All meetings will be held in public, unless an item of meets the requirements for an in-Camera meeting under sub-section 22.2, at which time the Committee shall move in-camera.

36. ADJOURNMENTS

Any meeting of the Board or a Committee thereof may be adjourned at any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

37. EXECUTION OF DOCUMENTS

Any two individuals holding the position of the Chair, Vice-Chair, President or Treasurer, or any person or persons from time to time designated by resolution of the Board of Governors may act as signing officers for the College for banking purposes.

The Chair, Vice-Chair, President or Treasurer, or any two of them, or any person or persons from time to time designated by resolution of the Board of Governors may transfer any and all shares, bonds or other securities standing in the name of the College in its individual or any other capacity or as trustee or otherwise, and may accept in the name and on behalf of the College, transfers of shares, bonds or other securities transferred to the College, and the Treasurer, Board Secretary or President of the College may affix the corporate seal to any such transfers or acceptances of transfer, and may make, execute and deliver under the corporate seal, any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the College, the Board may, at any time, by resolution, direct the manner in which, and the persons by whom, any particular instrument, contract or obligations of the College may or shall be executed.

38. FISCAL YEAR

Unless otherwise ordered by the Ministry the fiscal year of the College shall terminate on the 31st day of March in each year.

39. CHEQUES

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the College shall be signed by such officer or officers, agent or agents of the College, and in such manner as shall, from time to time, be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and cheques for deposit with the College's bankers for the credit of the College, or the same may be endorsed "for collection" or "for deposit" with the bankers of the College by using the College's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the College and the College's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release or verification slips.

40. DEPOSIT OF SECURITIES FOR SAFE KEEPING

The securities of the College shall be deposited for safekeeping with one or more banks, or other financial institutions to be selected by the Board. Any and all securities so deposited, may be withdrawn, only upon the written order of the College signed by such officer or officers, agent or agents of the College and in such manner, as shall be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall, in no event, be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

41. BORROWING

Subject to compliance with the Act, the Regulations of the Act, the Minister's Binding Policy Directives, and all laws and agreements which govern or bind the College, the Board is hereby authorized by resolution, to:

- 41.1 borrow money on the credit of the College in such amounts, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by resolution of the Board;
- 41.2 make, draw and endorse promissory notes or bills of exchange;
- 41.3 hypothecate, pledge, charge or mortgage all or part of the property of the College to secure any money so borrowed or for the fulfillment of the obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it;

- 41.4 issue bonds, debentures and obligations on such terms and conditions as the Board may, by resolution, decide and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may, by resolution, decide, and mortgage, charge, hypothecate or pledge all or any part of the property of the College to secure any such bonds, debentures and obligations.
- 41.5 The Board may, by resolution, delegate to officers of the Board, all or any powers necessary for the purposes of borrowing and giving security by the College to such extent and in such manner, as the Board may determine.

42 BUDGET APPROVAL

- 42.1 The Board shall approve the College's annual budget.
- 42.2 The Board shall not approve an annual budget prepared in respect of a fiscal year of the College that would provide for an accumulated deficit at the end of such fiscal year without the written approval of the Minister.
- 42.3 The Board shall not authorize any expenditures that are not within the financial limits set by the annual budget, without the written approval of the Minister.

43 AUDITORS

The Board shall appoint an auditor no later than four months prior to the end of the fiscal year, who shall be instructed to prepare for submission to the Board and the Ministry not later than the 15th day of June in each fiscal year, an audited financial statement for the preceding fiscal year.

44 BOARD POLICIES

The Board shall approve and implement policies which set out the processes and manner in which the Board fulfils its responsibilities.

45. AMENDMENTS

This by-law may be amended at a regular meeting of the Board by an majority vote of the Board members present.

46. PUBLICATION OF MINUTES

All public minutes of the Board shall be open to examination during normal office hours of the College and shall be available to the public on the College's website.

47. PUBLICATION OF BY-LAW

This By-law shall be open to examination by the public during the normal office hours of the College and shall be available to the public on the College's website.

48. REPEAL OF PREVIOUS BY-LAW

By-Law No. 1 of the Board of Governors of Durham College of Applied Arts and Technology, enacted on the 13th day of June, 2007, is hereby repealed.

49. FORCE AND EFFECT

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 9th day of February, 2011.



Board Chair



Board Secretary

DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY BY-LAW NO. 2

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**DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY
BY-LAW NO. 2**

A by-law regarding Advisory Committees for Programs of Instruction, pursuant to the Minister's Binding Policy Directive on Framework for Programs of Instruction made under the *Ontario Colleges of Applied Arts and Technologies Act, 2002 (OCAAT Act)*.

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. BACKGROUND

A policy directive from the Ministry of Advanced Education and Skills Development requires colleges to establish Program Advisory Committees for all programs or clusters of related programs eligible for support under the provincial operating grant.

External to the College, committee members are a selection of exceptional leaders in their fields with a diversity of program-related experience and expertise who work collaboratively with our academic community to ensure curriculum quality as well as student and graduate success.

In the formative or developmental stages of programs, the College may establish an ad-hoc Program Advisory Committee. When the program is established, the ad-hoc Program Advisory Committee shall be dissolved in favour of an official Board of Governors' Program Advisory Committee.

2. MANDATE

The mandate of a Board of Governors' Program Advisory Committee is to provide advice and recommendations on the following:

- **Graduate skills** – Provide guidance on the competencies and skills required by graduates;
- **Employment prospects** – Recommend and advise on student placements, including those in graduating classes for suitable part-time, summer or full-time permanent positions;
- **Work Integrated Learning** – Suggest and support experiential educational opportunities in industry, including field placements; clinical experience; co-operative experiences; and study abroad opportunities;
- **New program development** – Provide advice on opportunities to introduce new programs in response to the needs of a specific profession, industry or sector;
- **Curriculum** – Provide content suggestions for inclusion in the program to maintain program relevancy and currency;

- **Program review** – Participate in the program review process;
- **Research** – Provide advice on introducing research into the curriculum and external research prospects;
- **Technology** – Provide advice on the technological trends and changes in industry;
- **Strategic Plan** - Support the goals identified in the College strategic plan;
- **Public relations** – Promote good relationships with local community and businesses, industry and professional associations;
- **Student awards** – Assist in the establishment of scholarships, bursaries and awards for Durham College students; and,
- **Guest speakers** – Assist in identifying guest speakers for program courses.

3. STRUCTURE AND MEMBERSHIP

3.1 Composition

Each Program Advisory Committee will consist of a minimum of 8 and maximum of 10 external members.

Every effort will be made to have at least one College graduate from the program on a Program Advisory Committee.

External members are invited as individuals to represent their industries, and/or their professional standing within an industry. External members do not represent their company.

A Program Advisory Committee shall not have more than one representative from the same company and designates cannot attend meetings on behalf of a Program Advisory Committee member.

The College is responsible for recruiting for any vacancies that occur on a Program Advisory Committee.

3.2 Review of Composition

The Executive Dean/Dean shall review the membership of each Program Advisory Committee annually and shall ensure membership continuity when recommending changes.

3.3 Appointment of External Members

Based upon recommendations from the program's Executive Dean/Dean, the Vice-President, Academic shall send out letters of appointment to new external members and letters of appreciation to external members whose terms have expired or who resign from a Program Advisory Committee.

3.4 Term of Office of External Members

The term of office for an external member shall be three (3) years, renewable once at the discretion of the program's Executive Dean/Dean, for a total of six (6) consecutive years. Regular attendance and participation are strongly encouraged.

An external member is eligible for reappointment after two (2) years absence from the Program Advisory Committee.

3.5 Grounds for Removal

An external member may be removed from a Program Advisory Committee at the discretion of the Program Advisory Committee Chair and the program's Executive Dean/Dean, if the member is absent for three (3) consecutive meetings.

3.6 Committee Chair

A Chair shall be appointed from the external membership of each Program Advisory Committee and shall be selected either by acclamation or election.

The Chair shall serve a one-year term and is eligible for re-election.

If the position of Chair becomes vacant for any reason, a Program Advisory Committee shall appoint an external member to fill the vacancy.

The Chair shall:

- a) Preside over all meetings with the support of the Executive Dean/Dean;
- b) Provide leadership to the Program Advisory Committee and encourage the members to consider issues from a broad perspective;
- c) Liaise with the program's Executive Dean/Dean to ensure that College procedures are followed and that issues requiring attention are addressed;
- d) Liaise with the Durham representative designated by the program's Executive Dean/Dean in the preparation of meeting schedules and agendas;

- e) Follow-up on action items as required;
- f) Review minutes of meetings prior to distribution; and,
- g) Represent the Program Advisory Committee in communications with the College.

3.7 College Representation

The College shall make every effort to provide the following representation as a resource for each Program Advisory Committee:

- An Executive Dean/Dean
- A Program Coordinator
- One additional faculty member
- A student representative from each program year
- A recorder

Other program or College staff may be invited to attend and participate as resources by the program's Executive Dean/Dean acting in concert with the Program Advisory Committee Chair.

All College representatives are ex-officio and non-voting members of the Committee.

3.8 Durham College Employees

Durham College full-time, part-time, or contract employees are not eligible to be external members of a Program Advisory Committee.

If an external member accepts employment at the college (including part-time instruction in Continuing Education), their committee position will be suspended during that time.

4. COMMITTEE OPERATING GUIDELINES AND PROCEDURES

4.1 Frequency and Location of Meetings

All Program Advisory Committee's shall will meet twice per academic year. New programs, programs under review, or programs undergoing major revisions may require more frequent meetings. Additional meetings shall be called by the Chair in consultation with the Executive Dean/Dean.

Meetings shall be held in a location and at a time agreeable to a majority of Committee members.

If two meetings per academic year are not held, the respective program's Executive Dean/Dean will consult with the Program Coordinator and Chair of the Committee to provide the Vice-President, Academic with rationale.

4.2 Meetings by Electronic Means

A meeting of a Program Advisory Committee may be held by means of telephone, electronic or other such communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

A member participating by electronic means is deemed to be present at the meeting.

Quorum shall be established by a verbal roll call conducted by the recorder.

4.3 Decision Making

The Committee will arrive at decisions by consensus of the membership. In the event that a consensus cannot be reached, this should be noted in the minutes and the matter forwarded to the Vice-President, Academic.

College representatives are not eligible to vote.

4.4 Quorum

Quorum is defined as fifty percent (50%) of the current external members plus one.

Members who participate in a meeting by electronic means shall be deemed to be present and shall count towards quorum.

College representatives on a Program Advisory Committee shall not be counted in quorum.

4.5 Recorder

The Executive Dean/Dean will identify a College representative to act as a recorder and provide clerical support for each meeting.

The recorder will have the following responsibilities:

- To notify committee members of meetings and distribute agendas;
- To manage meeting logistics;
- To record and distribute the minutes of each meeting;
- To help co-ordinate tasks and activities for the Chair, committee members, or sub-committees;
- To act as secretariat to the Program Advisory Committee and assist the chair in ensuring effective meetings;
- To assist the Chair in coordinating activities and the work of sub-committees; and
- To help arrange orientation for the chair and all committee members.

4.6 Meeting Minutes

Copies of all Program Advisory Committee minutes will be retained within the academic school according to the Common Records Schedule.

4.7 Semi-Annual Report

The Vice-President, Academic shall provide a semi-annual report to the Durham College Board of Governors. The semi-annual report will include Program Advisory Committee membership, meeting frequency, meeting dates and recommendations, as well as confirmation of compliance with the Executive Limitations Policy on Program Advisory Committees.

4.8 Responsibility and Governance

All Program Advisory Committees report to the Durham College Board of Governors.

The overall responsibility for ensuring the effectiveness of a Program Advisory Committee lies with the program's Executive Dean/Dean.

The responsibility for implementing approved recommendations rests with the College Administration.

4.9 Board of Governors' Liaison

Members of the Durham College Board of Governors may serve on a Program Advisory Committee. It is not mandatory that each Governor serves on a Program Advisory Committee, nor that each Program Advisory Committee has a Board liaison.

The Corporate and Board Secretary will advise the Vice-President, Academic and the program's Executive Dean/Dean of any Governor that wishes to serve on a Program Advisory Committee.

5. CONSENT TO RELEASE INFORMATION

The *Freedom of Information and Protection of Individual Privacy Act* requires that consent be received in certain circumstances prior to disclosing personal information as defined by the Act. To protect the College, a signed 'Consent to Release Information' form shall be completed by every external Program Advisory Committee member. This form shall be kept by the program's Executive Dean/Dean and disposed of, one year after a member ceases to be a member of a Committee.

6. ADDITIONAL ADVISORY COMMITTEES

The Durham College Board of Governors or the College Administration may create additional special purpose Advisory Committees to advise the College on specific issues related to college services, learner or community needs.

Normally, these Advisory Committees will dissolve when their specific task is complete, and in any case, will be subject to annual review and renewal.

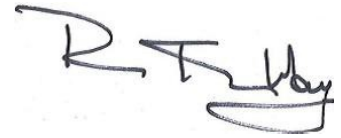
Each special purpose or ad-hoc Advisory Committee will be provided with a draft mandate including a statement of the specific area or issue for which advice is being sought and the expected date of completion of the task. In the case of continuing committees, the specific terms of reference may be approved by the Durham College Board of Governors when appropriate, and will be subject to the membership, appointment and general operation guidelines set out for Program Advisory Committees.

7. FORCE AND EFFECT

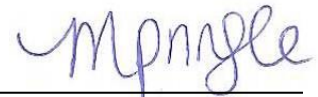
By-Law No. 2 of the Durham College of Applied Arts and Technology, enacted on the 8th day of June 2011, is hereby repealed.

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 12th day of October, 2016.



Board Chair



Corporate and Board Secretary

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2. ROLE OF COLLEGE COUNCIL.....	2
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4. FORCE AND EFFECT	4

Consolidated version of amendments approved:
June 11, 2014
October 8, 2014
June 13, 2016
June 12, 2017
October 10, 2018

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~~employees 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.

3. TERMS OF REFERENCE

3.1 Council Membership

- a) The College Council shall be composed of up to 17 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
- Support staff – four representatives
- Administrative – two representatives
- Students – up to four representatives

- b) 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;
- Durham College Students Inc. selects the student representatives.

- c) Each appointed representative from faculty, support staff and administrative staff shall serve for a maximum of three years. Students shall serve a one-year term.

- d) 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

- a) The Council will meet three times yearly with additional meetings, as required, at the call of the Chair. The agenda will be determined by the Chair.
- b) Consultation on new operational policy as well as other College Council issues may be conducted via email.

3.3 Quorum

Quorum for College Council is a simple majority of current members, excluding vacancies.

3.4 Reporting and Deliverables

- a) Agendas and minutes will be made available to the Durham College community on the Info Centre for Employees (ICE) internal site.
- b) A report from this advisory College Council shall be included in the College's annual report.
- c) 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

Attachment 4 - Track Changes

DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BY-LAW NO. 4 (16-001) (the "By-Law")

A By-law to regulate the election of Internal Governors pursuant to Regulation 34/03 under the Ontario Colleges of Applied Arts and Technology 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

1.1. Durham College is committed to the principle of free and fair elections conducted in accordance with legislation applicable to community colleges of applied arts and technology, the by-laws of the ~~c~~College, and Durham College Board of Governors (the "Board") and ~~c~~College policies.

1.2. Ontario Regulation 34/03 ("O. Reg. 34/03") Section 4.1 (c) to the OCAAT Act, establishes that a board of governors of a college shall include one student, one academic staff member, one administrative staff member and one support staff member, each of whom shall be elected by the students or by the relevant staff group. Section 4.5 provides that no person shall be a member of the college board of governors under clause (1) (c) unless the person is duly elected in accordance with procedures established by the board after consultation with the students and with the staff referenced in clause (1) (c) and set out in a by-law of the board.

1.3. In keeping with O. Reg 34/03 Section 4.6-4.7, Durham College By-Law No. 1, Section 5 Term of Office provides for elected governors (with the exception of student governor) to serve a term of office determined by the ~~b~~Board, but not to exceed three years, renewable once, for a total service of six consecutive years. The term of office for a student governor shall be one year, subject to re-election for a second year. An elected internal governor other than student governor is eligible for re-election after two years absence from the ~~b~~Board, for successive terms not to exceed six years in total. The term of appointment commences September 1 and concludes August 31 of the relevant years.

2. DEFINITIONS

~~2.1.~~ Academic Staff Member

A person who is a teacher, counselor or librarian. (O. Reg. 34/03)

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~~2.2. Active Participation in a Program of Instruction~~

~~Attending classes and/or submitting assignments.~~

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2.3. Administrative Staff Member

A person who is not an academic staff member, a support staff member, or a student. (O. Reg. 34/03)

2.4. Campaigning

Activities undertaken by the candidate or others to promote a candidate with the intent of winning the election.

2.5. Candidate

An individual who has been informed by the Chief Returning Officer (CRO) that their ~~completed~~-nomination form has been accepted ~~by the CRO~~.

2.6. Canvassing

~~Asking individuals to vote for a specific candidate.~~

2.7. Chief Returning Officer

The individual responsible for administering ~~b~~Board elections.

2.8. Election Dispute Committee

A limited-term committee of the Board tasked with receiving, assessing and ruling on disputes referred to it by the CRO.

2.9. Election Appeal Committee

A limited-term committee of the Board tasked with receiving, assessing and ruling on appeals referred to it by the CRO.

2.10. Employee

Members of the ~~c~~College's ~~a~~Academic, ~~a~~Administrative or ~~s~~Support ~~s~~Staff constituencies.

2.11. Good Academic Standing

A ~~cumulative program~~ grade point average (GPA) of ~~32~~.00 or higher.

2.12. Internal Governor Election Rules

~~Rules providing information relevant to Candidates and their constituents in addition to the requirements of this By-Law regarding campaigning and canvassing procedures and practices, as set out by the College from time to time.~~

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2.13. Internal Members

Those governors elected from the ~~a~~Academic ~~s~~Staff, ~~a~~Administrative ~~s~~Staff, ~~s~~Student and ~~s~~Support ~~s~~Staff constituencies and the president of the ~~c~~College.
(From Ministry of Training, Colleges and Universities (MTCU) Protocol for Board Nominations and Appointments)

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2.14. Nominee

An individual who has completed the nomination form but has not yet been notified of acceptance of the form by the CRO.

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2.15. Post-Secondary Program of Instruction

A group of related courses leading to an Ontario college degree, diploma, certificate, or other document awarded by the board of governors (advanced diploma or degree. MTCU Framework for Programs of Instruction).

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2.16. Student

A person who is enrolled in a course or program of instruction in a college. (O. Reg. 34/03)

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2.17. Support Staff Member

A person who is a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria or nursery staff. (O. Reg. 34/03)

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3. PRINCIPLES

3.1. ~~Elections~~ An election shall be fair, transparent, accessible and provide for freedom of choice; ~~voting shall be confidential.~~

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3.2. ~~Candidates for election within a particular constituency will be held to the same Internal Governor Election Rules for that constituency.~~

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3.3. ~~Actions contrary to this By-Law and the Internal Governor Election Rules, shall be dealt with promptly and fairly.~~

4. ELECTION GOVERNANCE

4.1. In accordance with O. Reg. 34/03, the ~~b~~Board will consult with the ~~s~~Student and ~~e~~Employee constituencies eligible for election as ~~i~~Internal ~~g~~Governors regarding the establishment of this ~~b~~By-Law.

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4.1.1. This consultation will take place with College Council.

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4.2. The Nominating Committee of the ~~b~~Board oversees the implementation of the procedures set out in this ~~b~~By-Law.

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4.3. As provided for in By-Law No. 1 and in advance of the ~~n~~Notice of ~~e~~Election, the ~~b~~Board appoints an Election Dispute Committee and an Election Appeal Committee for the duration of the nomination, campaign, ~~election~~, ~~voting~~, disputes and appeals periods plus ten (10) business days.

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4.3.1. These committees shall meet in-camera.

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4.4. ~~The voting membership of the Nominating Committee, excluding the chair of the Board and any governors who are in a conflict of interest caused by the election(s), shall comprise the Election Dispute Committee. This committee is chaired by the chair of the Nominating Committee. Should membership fall below four (4) voting members, a governor who is not a member of the Governance Review Committee will be appointed. An employee of the college other than the Board secretary shall serve as a non-voting member of the Committee for administrative purposes.~~

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4.5. The voting membership of the Governance Review Committee, excluding the president and any governors who are in a conflict of interest caused by the election(s), shall comprise the Election Appeal Committee. This Committee is chaired by the chair of the Board. Should membership fall below four (4) voting members, a governor who is at arm's length to the election(s) under dispute will be appointed. An employee of the college other than the Board secretary shall serve as a non-voting member of the Committee for administrative purposes.

4.6. The ~~Board of Governors~~board delegates authority to administer internal governor elections in accordance with this ~~b~~By-Law to the board secretary, who ~~shall will~~ serve as CRO.

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~~4.6.1.4.7.~~ The CRO may delegate some or all of this authority to one or more administrative staff members in the President's Office or in the offices of senior members of the Durham College Leadership Team.

~~4.7. In accordance with this By-Law the College shall from time to time establish rules relevant to Candidates and their constituents in addition to the requirements of this By-Law.~~

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5. NOTICE OF ELECTION

~~5.1. The CRO shall will issue a Notice of Election (the "Notice")notice of election at least a minimum of fifteen (15) business days prior to commencement of the election period. Such notice shall be posted on the College's website.~~

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~~5.2.5.1.~~ The Notice shall:

- ~~Identify~~Identify the constituency group, candidate eligibility requirements, dates of the nomination period, the campaigning and canvassing period and the election period;
- ~~include~~Include a brief profile of the desired characteristics of an ~~elected governor based on Board policies~~an overview of the position; and,
- ~~B~~be communicated to the relevant constituency group using ~~c~~College communication channels appropriate for ~~that the~~ group.

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6. ELIGIBILITY FOR NOMINATION

6.1. ~~Only a full-time eEmployee in the academic, administrative and support staff constituencies are eligible for nomination.~~

~~6.1.6.2. and Only a full-time sStudents enrolled in a post-secondary program of instruction leading to an Ontario College certificate, diploma, advanced diploma or degree Program of Instruction, and enrolled for the academic semester concurrent with the start of the board year, may be nominated from their respective constituent group for internal governor. are eligible for nomination.~~

~~6.1.1.6.3. Student nominees A student nominee must also be in gGood aAcademic sStanding, Actively Participating in a Program of Instruction and have paid fees no outstanding financial obligations owing to the college as at the close of the nomination period to qualify as a Candidate.~~

~~6.2.6.4. A cCandidate shall is be eligible to stand for election in one constituent group only, and must be nominated by five members of the same constituent group who are members of that group on the date the nNotice of eElection is issued.~~

7. ELIGIBILITY TO VOTE AND VOTERS LIST

7.1. ~~A full-time eEmployee is eligible to vote as long as he/she/they remains an eEmployee of the cCollege under the terms of the cCollective aAgreement for their constituent group or the aAdministrative tTerms and cConditions of eEmployment during the election period.~~

~~7.2. A fFull-time or part-time sStudents and part-time Students enrolled in a post-secondary pProgram of iInstruction are is eligible to vote.~~

~~7.2.7.2.1. The eEligibility of a sStudents to participate in the election shall will be determined from the records of the Office of Strategic Enrolment Services.~~

~~7.3. The A voters list shall be prepared for each constituent group at the direction of the CRO within three (3) business days prior to the nNotice of eElection.~~

~~7.3.1. The voters list for a student election is provided by the Office of Strategic Enrolment Services.~~

~~7.3.7.3.2. The voters list for the academic, administrative and support and elections is provided by Human Resources.~~

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7.4. ~~The CRO shall will make the a voters list available only for perusal for viewing by members of the relevant constituency at the Oshawa and Whitby all campuses and the Pickering Learning Site during normal business hours (8:30 a.m. to 4:30 p.m.) upon issuance of the nNotice of eElection until the close of the eElection pPeriod.~~

~~7.4.1.~~ The purpose of ~~this list~~the voters list is to allow voters and potential nominees to confirm ~~that~~ they are included on the list and for ~~use by~~ the CRO to verify the eligibility of nominees and voters.

~~7.4.1-7.4.2.~~ Use of the list and/or the information it contains for other purposes is prohibited.

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8. NOMINATIONS AND NOMINATIONS PERIOD

8.1. ~~The nNomination pPeriod shall will~~ be five (5) business days in duration. ~~NNomination fForms shall be available on-line on the relevant Durham College public websitelection webpage and on-in paperhard copy -in the Board of Governors oOffice. Nomination forms and may also be available on-or at other locations appropriate to the relevant constituency-as of the opening of the nomination period.~~

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8.2. To be valid, ~~a~~ completed ~~Nomination Forms~~~~nomination form shall will~~ include:

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- ~~theThe~~ names, employee or student identification numbers and signatures of five nominators from the same constituency group as the nominee;
- ~~theThe~~ name, employee or student identification number and signature of the nominee;
- A confirmation attestation, ~~that~~ the nominee has reviewed, at a minimum:

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- ~~By-L~~aw No. 1

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- ~~, Sections 10 Powers of the Board, 19 Removal of a Board Member, 20 Remuneration of Governors, 23 Frequency and Location of Meetings and 25 Conflict of Interest;~~

- ~~all~~All ~~s~~Sections of this ~~b~~By-Law;

- ~~theThe~~ ~~b~~Board policies on Principles of Governance, Board Job Description, and Board Members' Code of Conduct; and,

- ~~is~~is willing to serve as and fulfil the duties of a governor.

- In the case of a student governor election, authorization consent of the Board for the CRO to verify name with the Office of Strategic Enrolment Services, employee/student number and employment status (of employee group nominees) or academic standing (of student nominees) and, for Student nominees, Active Participation in a Program of Instruction, all eligibility requirements outlined in Section 6.

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8.3. ~~The CRO shall ensure each Candidate has access to make available -the~~ documents referenced in 8.2 above.

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8.4. ~~Complete A completed nNomination fForms shall is to~~ be delivered to the CRO in person by the nominee, who shall ~~also present their identification card for verification~~valid photo identification.

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8.5. ~~Any mMisrepresentation of any information or attestation~~ provided by the

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nominee or nominators on a ~~n~~Nomination ~~f~~Form shall disqualify the nomination and any subsequent candidacy and/or election as governor during the election in which the misrepresentation took place.

8.6. The CRO shall communicate acceptance or rejection of the nomination to the nominee once the information contained in the nomination form is confirmed with the Office of Strategic Enrolment Services and no later than two (2) business days after the close of the nomination period. Accepted nominees are considered candidates in the election.

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~~8.6.8.7.~~ The CRO shall communicate acceptance or rejection of the nomination to the nominee upon receipt of the completed nomination form and no later than two (2) business days after the close of the nomination period. Accepted nominees shall be Candidates for election. The CRO shall facilitate posting of the names, photographs and brief biographical statements (maximum word count of 100 words) of all cCandidates within three (3) business days after the close of the nomination period on the relevant election webpage.

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8.8. Prior to the close of nominations, the CRO shall treat all nominations in confidence.

8.9. In the event that a cCandidate advises the CRO of their desire to withdraw their nomination at least twenty-four (24) hours before the start of the election-voting period, the CRO will advise all other cCandidates of the withdrawal. If time ~~permits~~permits, the cCandidate's name will be removed from the ballot.

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8.10. Specific to the student governor election, all candidates must attend a mandatory candidate information session hosted by the CRO in advance of the start of the campaign period. This date will be advertised on the relevant election webpage and in other communications appropriate to the constituency group.

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- A candidate who does not attend the mandatory candidate information session, or who does not make alternate arrangements to meet with the CRO prior to the start of the campaign period will be disqualified.

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8.7. CAMPAIGNING AND

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9. CAMPAIGNING, CANVASSING AND THE CAMPAIGN PERIOD

~~9.1. All Candidates within their respective constituent group will be informed of the Internal Governor Election Rules. Each constituent group shall abide by these Rules. These Rules shall be posted on the public Durham College website at least from the date the Notice of Election is issued until the announcement of the election results.~~

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9.1. The cCampaign pPeriod shall commence no later than ~~the third (3rd)three~~ (-business3) business day after the close of the nNomination pPeriod and shall be eight (8) business days in duration. No form of campaigning shall take place prior to start of the campaign period.

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9.2. To ensure freedom of choice, the campaign period will conclude before voting begins. No campaigning is allowed during the voting period.

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9.3. Any evidence or reporting of campaigning during the voting period may result in disciplinary action, up to and including, disqualification. To this end, all campaign materials must be removed from college property

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before the start of the voting period.

- 9.2. ~~, be five (5) and no more than ten (10) business days in duration and may coincide in whole or in part with the Election Period,~~

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- 9.3. ~~No form of Campaigning or Canvassing shall take place prior to commencement of the Campaign Period,~~

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- 9.4. ~~All cCandidates shall adhere to~~ must comply with, cCollege policies and procedures, including (but not exclusively) the policies and procedures relating to employee and student conduct, discrimination and harassment, ~~and poster and digital signage.~~

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- 9.5. ~~Physical campaigning is restricted to public/common areas on-campus only,~~

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9.5.1. ~~Campaigning is not allowed in the President's Office, campus residence or classrooms, labs, meeting rooms, or study rooms, including the computer/learning commons.~~

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- 9.6. ~~Notwithstanding the college's poster policy, a candidate can place one (1) poster on every community bulletin board at the Oshawa campus, Whitby campus and Pickering Learning Site.-~~

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9.6.1. ~~If there is no community bulletin board in a Durham College building, posters are not allowed.~~

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9.6.2. ~~Posters are no permitted on walls, pillars or bulletin boards designated for an academic school,~~

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- 9.7. ~~Use of the college's digital signage is allowed. A candidate must submit a formal request using the college's digital signage submission form: <https://durhamcollege.ca/digitalsignage>. All content will be reviewed by the communications and marketing department and submissions will be evaluated and approved on an individual basis.~~

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- 9.8. ~~Use of personal social media channels is permitted; however, all posts regarding the election must cease at the end of the campaign period,~~

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- 9.9. ~~The use of the Durham College logo on campaign materials is prohibited and campaign materials must appeal to the broader college community.~~

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- 9.4. ~~A candidate may not use their Durham College email, the employee intranet (ICE) or student intranet (MyCampus). Messages sent through these mediums ,~~

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- 9.5. ~~All campaign costs shall be at the expense of the Candidate. Campaign expenditures shall not exceed \$250.00 per Employee Candidate or \$100.00 per Student Candidate.~~

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~~9.5.1. Proof of expenses (itemized receipts) must be retained by candidates and made available to the CRO upon request until five (5) business days following the announcement of election results or, if subject to a dispute or appeal, until ten (10) business days following the communication of a dispute or appeal ruling, whichever is later.~~

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~~9.6. Physical Campaigning is restricted to on-campus only, including the Pickering Learning Site. There shall be no Campaigning of any form in the President's Office, in a classroom, lab, meeting room, or study room on campus.~~

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~~9.7. Use of social media is acceptable.~~

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~~9.8. A candidate shall not physically provide an electronic device on which an individual can cast a vote.~~

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~~9.9. The CRO will post candidates' photographs and brief campaign and/or biographical statements (maximum word count of 100 words) on the College intranet and the public College website.~~

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~~9.10. Campaigning via College e-mail, employee intranet (ICE) and student intranet (MyCampus) shall will be controlled by the CRO.~~

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~~9.11. Notwithstanding the rules regarding campaigning during the voting period, the CRO will distribute of two. The CRO will facilitate the distribution of two candidate messages (maximum word count of 100 words per message) via college email, employee intranet (ICE) or student intranet (MyCampus) on behalf of each candidate during the voting period.~~

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~~9.11.1. each on a specific date (maximum word count of 100 words per message). The A candidate must provide the message by the pre-determined deadline and cContent will be reviewed and approved by the CRO. Messages received after the deadline will not be included in the distribution.~~

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~~9.11.2. Such messagesMessages will be sent in a group format only to the appropriate distribution list. Candidates shall will not be given access to internal distribution lists.~~

9.12. ~~All campaign costs shall be at the expense of the Candidate. Campaign expenditures shall not exceed \$250.00 per employee candidate or \$100.00 per student candidate.~~

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9.13. ~~Proof of expenses (itemized receipts) must be retained by candidates and made available to the CRO upon request until five (5) business days following the announcement of election results or, if subject to a dispute or appeal, until ten (10) business days following the communication of a dispute or appeal ruling, whichever is later.~~

9.10. —

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9.11. ~~Internal Governor Election Rules will identify the availability and acceptability of other Durham College communication channels appropriate for specific constituencies.~~

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9.12. ~~Physical campaign posters are permitted only on College campuses and the Pickering Learning Site.~~

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9.13. ~~The use of the Durham College logo on campaign materials is strictly prohibited.~~

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9.14. ~~All campaign materials shall be removed from College property by the Candidate within forty-eight (48) hours of the close of the election.~~

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9.15-9.14. ~~Candidates are responsible for monitoring their own campaign materials to ensure compliance with this By-Law and Internal Governor Election Rules-by-law and college policies.~~

9.16. ~~Notwithstanding subsection 3.1., Candidates are permitted to Canvass and to provide the link to the voting site, but are not permitted to physically assist, watch, or in any way direct a voter to vote.~~

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9.15. ~~Candidates who violate these bBy-Law, a college policy or a ruling of the CRO shall be notified or Internal Governor Election Rules will be notified by the CRO of the violation in writing and shall cease/undo the violation immediately, where possible.~~

9.17-9.16. ~~With the exception of the rule regarding no campaigning during the voting period, all candidate's will be given a second chance to comply with the rules. AA second violation of the same rule by the cCandidate constitutes grounds for revocation of candidacy.~~

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9.18-9.17. ~~An iIntentional violation of these bBy-Law or Internal Governor Election Rulescollege policy shall result in revocation of candidacy.~~

10. VOTING AND VOTING PERIOD

In the event that only one acceptable nomination is received by the CRO, the candidate will be acclaimed and no election will be held. The CRO shall notify the Nominating Committee within one (1) business day following the close of the Nomination Period. The name of the acclaimed internal governor will be communicated to the relevant constituency within four (4) business days.

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10. ELECTIONS AND VOTING

10.1. In the event that only one acceptable nomination is received by the CRO, the Candidate will be acclaimed as that constituency's Internal Governor. No election will be held. The CRO shall notify the Nominating Committee within one (1) business day following the close of the Nomination Period. The name of the acclaimed Internal Governor will be communicated to the relevant constituency within four (4) business days.

10.1.

10.2. The eElection pPeriod shall be five (5) business days in duration and will commence within on the tenth (10) business day followings of the close of nominations, and may coincide with the Campaign Period in whole or in part.

10.2-10.3. The CRO shall will facilitate communication of a reminder message promote the voting period to the relevant constituency group using college communication channels appropriate for that group upon commencement.

10.4. Elections-Voting will be conducted electronically in a secure and confidential manner-via a secure The system and method of voting shall be determined by the CRO.

10.5. Each eligible voter will have one vote. Once a vote is cast, it cannot be changed.

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~~10.3. and confidential voting application. Each eligible voter will have one vote.~~

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~~10.4-10.6.~~ The CRO ~~shall~~will ensure voting procedures are compliant with the customer service regulations of the Accessibility for Ontarians Act (AODA).

~~10.5-10.7.~~ In the event that any two candidates receive an equal number of votes, the result ~~shall~~will be determined by the toss of a coin conducted by the CRO.

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~~10.6-10.8.~~ ~~Results of elections~~The result of the election ~~shall~~will be communicated to the Nominating Committee within one (1) business day of the close of the voting Election pPeriod.

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~~10.7-10.9.~~ The CRO shall ~~facilitate the posting post on the relevant election webpage, of the names of the two all -c~~Candidates ~~and -receiving the greatest number of votes, the total number of votes and the per cent of the total number of votes received by each of these two Candidates on the public College website received by each candidate, and the communication~~communicate of the name of the successful cCandidate to the relevant constituency within four (4) business days following the close of the election.

11. MID-TERM VACANCIES

11.1. ~~If~~ any elected Board member is unable to finish his/her term of office, within three (3) months of the Board being notified:

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~~11.1.1.~~ ~~First, if eligible and willing, the c~~Candidate with the second-most votes will be acclaimed as governor.

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• If the Candidate in 11.1.1 is either no longer eligible or not willing to serve as governor, a new election for a bBoard member representing that constituent group shall be held.

~~11.1.2.~~

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~~11.1.3.~~ If there is less than three (3) months until the end of the resigning governor's term, the position shall remain vacant until the term expires.

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11.2. With the exception of Student governors, an elected ~~b~~Board member must remain within their own constituent group for the duration of the elected term. Regulation 34/04 Section 7.5 to the OCAAT Act, provides for Student governors who graduate prior to completion of their term of office to remain a member of the Board until August 31 in the year of their graduation.

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~~11.3.~~ Subject to 11.2, ~~a Student-student~~ governors must remain ~~in in~~ Good ~~a~~Academic ~~s~~Standing ~~and be Actively Participating in a p~~Program of ~~i~~nstruction. ~~If not in good academic standing in a program of instruction, they may be removed from the Board of Governors by the board.~~

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~~11.2.1. Student governors not in Good Academic Standing or no longer Actively Participating in a Program of Instruction may be removed from the Board of Governors by the Board.~~

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12. DISPUTES AND APPEALS

12.1. In the event of a dispute ~~related to the nominating, campaigning or voting periods, of Nomination, Campaigning and Canvassing procedures, Internal Governor Election Rules or any election procedures,~~ the disputant shall provide the rationale for the dispute in writing, with supporting evidence, to the CRO immediately and no later than the second (2nd) business day after the close of the ~~Nomination, Campaign, or Election periods~~ nominating, campaigning or voting periods, respectively. The CRO shall immediately upon receipt of the rationale, and if relevant, forward the dispute rationale to the accused Nominee or Candidate and request a written rebuttal. This written rebuttal shall be provided immediately and no later than the second (2nd) business day after forwarding of the rationale.

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12.2. Disputes received under clause 12.1 are resolved by the CRO where possible within four (4) business days of receipt or receipt of rebuttal, whichever is latest. Resolution by the CRO may include (but not exclusively) disqualification of a ~~c~~Candidate and/or mediation. Rulings involving changes to the election timetable, process and/or outcome shall be the responsibility of the EDC. When deemed necessary by the CRO, disputes and any associated rebuttals may be forwarded within four (4) business days of receipt of the rational or rebuttal (whichever is latest) to the EDC, which shall make a ruling within four (4) business days of receipt.

12.3. Disputes resolved by the CRO or the EDC may be appealed to the EAC within two (2) business days of communication of the EDC's decision. At its discretion, the EAC may invite the appellant, and where relevant the accused, to attend a meeting of the EAC to respond to questions from the EAC. The appellant and the accused each may be accompanied by an advisor of their choice, at their expense. The EAC shall make a ruling within five (5) business days of receipt of the appeal. This ruling shall be final and binding.

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12.4. Notwithstanding the timeframes stated for ~~n~~Nomination, ~~c~~Campaign and ~~Election-voting~~ periods in this ~~b~~By-Law, resolution by the EDC of disputes and by the EAC of appeals regarding:

- Campaigning ~~and Canvassing~~ procedures may include (but not exclusively) postponement of the election;
- Election procedures may include (but not exclusively) disqualification of the election and a re-election.

12.5. Rulings relating to disputes or appeals shall be communicated to the disputant or appellant within four (4) business days using the contact information provided by the disputant or appellant on their ~~n~~Nomination ~~f~~Form.

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12.6. Candidates whose nomination is the subject of a dispute or an appeal may ~~c~~Campaign and ~~Canvass~~ during the ~~Campaign-campaign p~~Period and stand for election during the ~~votingElection p~~Period. Should resolution of the dispute result in disqualification and the deadline for appeal passed, or upon receipt of notice of disqualification resulting from an appeal, the ~~c~~Candidate shall immediately cease all ~~Campaigning-and Canvassingcampaigning~~ and remove campaign materials from ~~c~~College property.

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~~12.6.1.12.7.~~ The CRO will post a notice of disqualification on the ~~public Durham College website~~relevant election webpage and remove the ~~c~~Candidate's photograph and ~~campaign-biographical~~ statement. Time permitting, the disqualified ~~c~~Candidate's name will be removed from the ballot. Any votes received for a disqualified ~~c~~Candidate will be declared invalid. Individuals who voted for the disqualified ~~c~~Candidate shall not have an opportunity to make an alternate choice. Presence of a disqualified ~~c~~Candidate's name on the election site shall not invalidate the election or the election process.

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13. REPORTING

13.1. The CRO shall provide a post-election report identifying all the ~~c~~Candidates, the number of votes received for each ~~c~~Candidate, the number of invalid votes and the total number of votes to the Governance Review Committee of the College's Board of Governors.

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14. RETENTION OF RECORDS

All nomination forms shall be securely destroyed no sooner than five (5) business days after announcement of the ~~e~~Election results or the resolution of appeals, whichever is later.

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~~14.1. 15.~~

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15. PUBLICATION OF BY-LAW

This ~~b~~By-law shall be open to examination by the public during the normal office hours of the college and shall be available to the public on the college's website.

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16. ~~16.~~ FORCE AND EFFECT

This ~~b~~By-Law shall come in to force and take effect on the date it is finally passed by the Board of Governors.

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Enacted by the Board of Governors and sealed with the Corporate Seal this 10th day of February, 2016.

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Attachment 4- Clean Copy
DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY
BY-LAW NO. 4 (16-001)

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DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BY-LAW NO. 4 (16-001) (the “By-Law”)

A By-law to regulate the election of Internal Governors pursuant to Regulation 34/03 under the Ontario Colleges of Applied Arts and Technology 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

- 1.1. Durham College is committed to the principle of free and fair elections conducted in accordance with legislation applicable to community colleges of applied arts and technology, the by-laws of the college, and Durham College Board of Governors (the “Board”) and college policies.
- 1.2. Ontario Regulation 34/03 (“O. Reg. 34/03”) Section 4.1 (c) to the OCAAT Act, establishes that a board of governors of a college shall include one student, one academic staff member, one administrative staff member and one support staff member, each of whom shall be elected by the students or by the relevant staff group. Section 4.5 provides that no person shall be a member of the college board of governors under clause (1) (c) unless the person is duly elected in accordance with procedures established by the board after consultation with the students and with the staff referenced in clause (1) (c) and set out in a by-law of the board.
- 1.3. In keeping with O. Reg 34/03 Section 4.6-4.7, Durham College By-Law No. 1, Section 5 Term of Office provides for elected governors (with the exception of student governor) to serve a term of office determined by the board, but not to exceed three years, renewable once, for a total service of six consecutive years. The term of office for a student governor shall be one year, subject to re-election for a second year. An elected internal governor other than student governor is eligible for re-election after two years absence from the board, for successive terms not to exceed six years in total. The term of appointment commences September 1 and concludes August 31 of the relevant years.

2. DEFINITIONS

Academic Staff Member

A person who is a teacher, counselor or librarian. (O. Reg. 34/03)

Administrative Staff Member

A person who is not an academic staff member, a support staff member, or a student. (O. Reg. 34/03)

Campaigning

Activities undertaken by the candidate or others to promote a candidate with the intent of winning the election.

Candidate

An individual who has been informed by the Chief Returning Officer (CRO) that their nomination form has been accepted.

Chief Returning Officer

The individual responsible for administering board elections.

Election Dispute Committee

A limited-term committee of the Board tasked with receiving, assessing and ruling on disputes referred to it by the CRO.

Election Appeal Committee

A limited-term committee of the Board tasked with receiving, assessing and ruling on appeals referred to it by the CRO.

Employee

Members of the college's academic, administrative or support staff constituencies.

Good Academic Standing

A program grade point average (GPA) of 3.00 or higher.

Internal Members

Those governors elected from the academic staff, administrative staff, student and support staff constituencies and the president of the college.

Nominee

An individual who has completed the nomination form but has not yet been notified of acceptance of the form by the CRO.

Post-Secondary Program of Instruction

A group of related courses leading to an Ontario college degree, diploma, advanced diploma or degree.

Student

A person who is enrolled in a course or program of instruction in a college. (O. Reg. 34/03)

Support Staff Member

A person who is a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria or nursery staff. (O. Reg. 34/03)

3. PRINCIPLES

- 3.1. An election shall be fair, transparent, accessible and provide for freedom of choice.

4. ELECTION GOVERNANCE

- 4.1. In accordance with O. Reg. 34/03, the board will consult with the student and employee constituencies eligible for election as internal governors regarding the establishment of this by-Law.
 - 4.1.1. This consultation will take place with College Council.
- 4.2. The Nominating Committee of the board oversees the implementation of the procedures set out in this by-Law.
- 4.3. As provided for in By-Law No. 1 and in advance of the notice of election, the board appoints an Election Dispute Committee and an Election Appeal Committee for the duration of the nomination, campaign, voting, disputes and appeals periods plus ten (10) business days.
 - 4.3.1. These committees shall meet in-camera.

- 4.4. The voting membership of the Nominating Committee, excluding the chair of the Board and any governors who are in a conflict of interest caused by the election(s), shall comprise the Election Dispute Committee. This committee is chaired by the chair of the Nominating Committee. Should membership fall below four (4) voting members, a governor who is not a member of the Governance Review Committee will be appointed. An employee of the college other than the Board secretary shall serve as a non-voting member of the Committee for administrative purposes.
- 4.5. The voting membership of the Governance Review Committee, excluding the president and any governors who are in a conflict of interest caused by the election(s), shall comprise the Election Appeal Committee. This Committee is chaired by the chair of the Board. Should membership fall below four (4) voting members, a governor who is at arm's length to the election(s) under dispute will be appointed. An employee of the college other than the Board secretary shall serve as a non-voting member of the Committee for administrative purposes.
- 4.6. The board delegates authority to administer internal governor elections in accordance with this by-Law to the board secretary, who will serve as CRO.
- 4.7. The CRO may delegate some or all of this authority to one or more administrative staff members in the President's Office or in the offices of senior members of the Durham College Leadership Team.

5. NOTICE OF ELECTION

- 5.1. **The CRO will issue a notice of election a minimum of fifteen (15) business days prior to commencement of the election period.** The Notice shall:
- Identify the constituency group, candidate eligibility requirements, dates of the nomination period, the campaigning and canvassing period and the election period;
 - Include an overview of the position; and,
 - Be communicated to the relevant constituency group using college channels appropriate for the group.

6. ELIGIBILITY FOR NOMINATION

- 6.1. Only a full-time employee in the academic, administrative and support staff constituencies are eligible for nomination.
- 6.2. Only a full-time student enrolled in a post-secondary program of instruction leading to an Ontario College certificate, diploma, advanced diploma or degree, and enrolled for the academic semester concurrent with the start of the board year are eligible for nomination.
- 6.3. A student nominee must also be in good academic standing and have no outstanding financial obligations owing to the college at the close of the nomination period.
- 6.4. A candidate is be eligible to stand for election in one constituent group only, and must be nominated by five members of the same constituent group who are members of that group on the date the notice of election is issued.

7. ELIGIBILITY TO VOTE AND VOTERS LIST

- 7.1. A full-time employee is eligible to vote as long as they remain an employee of the college under the terms of the collective agreement for their constituent group or the administrative terms and conditions of employment during the election period.
- 7.2. A full-time or part-time student enrolled in a post-secondary program of instruction is eligible to vote.
 - 7.2.1. The eligibility of a student to participate in the election will be determined from the records of the Office of Strategic Enrolment Services.
- 7.3. A voters list shall be prepared at the direction of the CRO three (3) business days prior to the notice of election.
 - 7.3.1. The voters list for a student election is provided by the Office of Strategic Enrolment Services.
 - 7.3.2. The voters list for the academic, administrative and support and elections is provided by Human Resources.

- 7.4. The CRO will make a voters list available for viewing at all campuses and the Pickering Learning Site during normal business hours (8:30 a.m. to 4:30 p.m.) upon issuance of the notice of election until the close of the election period.
- 7.4.1. The purpose of the voters list is to allow voters and potential nominees to confirm they are included on the list and for the CRO to verify the eligibility of nominees and voters.
- 7.4.2. Use of the list and/or the information it contains for other purposes is prohibited.

NOMINATIONS AND NOMINATIONS PERIOD

- 8.1. The nomination period will be five (5) business days in duration. Nomination forms shall be available on the relevant election webpage and in hard copy in the Board of Governors office. Nomination forms may also be available at other locations appropriate to the relevant constituency.
- 8.2. To be valid, a completed nomination form will include:
- The name, employee or student identification number and signature of five nominators from the same constituency group as the nominee;
 - The name, employee or student identification number and signature of the nominee;
 - A confirmation, the nominee has reviewed at minimum:
 - By-law No. 1
 - All sections of this by-Law;
 - The board policies on Principles of Governance, Board Job Description, and Board Members' Code of Conduct; and,
 - Is willing to serve as and fulfil the duties of a governor.
 - In the case of a student governor election, consent for the CRO to verify with the Office of Strategic Enrolment Services all eligibility requirements outlined in Section 6.
- 8.3. The CRO shall make available the documents referenced in 8.2 above.
- 8.4. A completed nomination form is to be delivered to the CRO in person by the nominee, who shall present valid photo identification.
- 8.5. Any misrepresentation of any information provided by the nominee or nominators on a nomination form shall disqualify the nomination and any subsequent candidacy and/or election as governor during the election in which the misrepresentation took place.

- 8.6. The CRO shall communicate acceptance or rejection of the nomination to the nominee once the information contained in the nomination form is confirmed with the Office of Strategic Enrolment Services and no later than two (2) business days after the close of the nomination period. Accepted nominees are considered candidates in the election.
- 8.7. The CRO shall facilitate posting of the names, photographs and brief biographical statements (maximum word count of 100 words) of all candidates within three (3) business days after the close of the nomination period on the relevant election webpage.
- 8.8. Prior to the close of nominations, the CRO shall treat all nominations in confidence.
- 8.9. In the event that a candidate advises the CRO of their desire to withdraw their nomination at least twenty-four (24) hours before the start of the voting period, the CRO will advise all other candidates of the withdrawal. If time permits, the candidate's name will be removed from the ballot.
- 8.10. Specific to the student governor election, all candidates must attend a mandatory candidate information session hosted by the CRO in advance of the start of the campaign period. This date will be advertised on the relevant election webpage and in other communications appropriate to the constituency group.
 - A candidate who does not attend the mandatory candidate information session, or who does not make alternate arrangements to meet with the CRO prior to the start of the campaign period will be disqualified.

9. CAMPAIGNING AND CAMPAIGN PERIOD

- 9.1. The campaign period shall commence no later than three (3) business day after the close of the nomination period and shall be eight (8) business days in duration. No form of campaigning shall take place prior to start of the campaign period.
- 9.2. To ensure freedom of choice, the campaign period will conclude before voting begins. No campaigning is allowed during the voting period.
- 9.3. Any evidence or reporting of campaigning during the voting period may result in disciplinary action, up to and including, disqualification. To this end, all campaign materials must be removed from college property before the start of the voting period.
- 9.4. All candidates must comply with college policies and procedures, including (but not exclusively) the policies and procedures relating to employee and student conduct, discrimination and harassment and digital signage.

- 9.5. Physical campaigning is restricted to public/common areas on-campus only.
 - 9.5.1. Campaigning is not allowed in the President's Office, campus residence or classrooms, labs, meeting rooms, or study rooms, including the computer/learning commons.
- 9.6. Notwithstanding the college's poster policy, a candidate can place one (1) poster on every community bulletin board at the Oshawa campus, Whitby campus and Pickering Learning Site.
 - 9.6.1. If there is no community bulletin board in a Durham College building, posters are not allowed.
 - 9.6.2. Posters are not permitted on walls, pillars or bulletin boards designated for an academic school.
- 9.7. Use of the college's digital signage is allowed. A candidate must submit a formal request using the college's digital signage submission form: <https://durhamcollege.ca/digitalsignage>. All content will be reviewed by the communications and marketing department and submissions will be evaluated and approved on an individual basis.
- 9.8. Use of personal social media channels is permitted; however, all posts regarding the election must cease at the end of the campaign period.
- 9.9. The use of the Durham College logo on campaign materials is prohibited and campaign materials must appeal to the broader college community.
- 9.10. A candidate may not use their Durham College email, the employee intranet (ICE) or student intranet (MyCampus). Messages sent through these mediums will be controlled by the CRO.
- 9.11. Notwithstanding the rules regarding campaigning during the voting period, the CRO will distribute of two candidate messages (maximum word count of 100 words per message) via college email, employee intranet (ICE) or student intranet (MyCampus) during the voting period.
 - 9.11.1. A candidate must provide the message by the pre-determined deadline and content will be reviewed and approved by the CRO. Messages received after the deadline will not be included in the distribution.
 - 9.11.2. Messages will be sent in a group format to the appropriate distribution list. Candidates will not be given access to internal distribution lists.

- 9.12. All campaign costs shall be at the expense of the Candidate. Campaign expenditures shall not exceed \$250.00 per employee candidate or \$100.00 per student candidate.
- 9.13. Proof of expenses (itemized receipts) must be retained by candidates and made available to the CRO upon request until five (5) business days following the announcement of election results or, if subject to a dispute or appeal, until ten (10) business days following the communication of a dispute or appeal ruling, whichever is later.
- 9.14. Candidates are responsible for monitoring their own campaign materials to ensure compliance with this by-law and college policies.
- 9.15. Candidates who violate this by-Law, a college policy or a ruling of the CRO shall be notified of the violation in writing and shall cease/undo the violation immediately, where possible.
- 9.16. With the exception of the rule regarding no campaigning during the voting period, all candidate's will be given a second chance to comply with the rules. A second violation of the same rule by the candidate constitutes grounds for revocation of candidacy.
- 9.17. An intentional violation of this by-Law or college policy shall result in revocation of candidacy.

10. VOTING AND VOTING PERIOD

- 10.1. **In the event that only one acceptable nomination is received by the CRO, the candidate will be acclaimed and no election will be held. The CRO shall notify the Nominating Committee within one (1) business day following the close of the Nomination Period. The name of the acclaimed internal governor will be communicated to the relevant constituency within four (4) business days.**
- 10.2. The election period shall be five (5) business days in duration and will commence on the tenth (10) business day following the close of nominations.
- 10.3. The CRO will promote the voting period to the relevant constituency group using communication channels appropriate for that group.
- 10.4. Voting will be conducted electronically in a secure and confidential manner. The system and method of voting shall be determined by the CRO.
- 10.5. Each eligible voter will have one vote. Once a vote is cast, it cannot be changed.

- 10.6. The CRO will ensure voting procedures are compliant with the customer service regulations of the Accessibility for Ontarians Act (AODA).
- 10.7. In the event that any two candidates receive an equal number of votes, the result will be determined by the toss of a coin conducted by the CRO.
- 10.8. The result of the election will be communicated to the Nominating Committee within one (1) business day of the close of the voting period.
- 10.9. The CRO shall post on the relevant election webpage, the names of all candidates and the total number of votes received by each candidate, and communicate of the name of the successful candidate to the relevant constituency within four (4) business days following the close of the election.

11. MID-TERM VACANCIES

- 11.1. If any elected Board member is unable to finish his/her term of office, within three (3) months of the Board being notified:
 - First, if eligible and willing, the candidate with the second-most votes will be acclaimed as governor.
 - If the Candidate in 11.1.1 is either no longer eligible or not willing to serve as governor, a new election for a board member representing that constituent group shall be held.
 - If there is less than three (3) months until the end of the resigning governor's term, the position shall remain vacant until the term expires.
- 11.2. With the exception of Student governors, an elected board member must remain within their own constituent group for the duration of the elected term. Regulation 34/04 Section 7.5 to the OCAAT Act, provides for Student governors who graduate prior to completion of their term of office to remain a member of the Board until August 31 in the year of their graduation.
- 11.3. Subject to 11.2, a student governor must remain in good academic standing in a program of instruction. If not in good academic standing in a program of instruction, they may be removed from the Board of Governors by the board.

12. DISPUTES AND APPEALS

- 12.1. In the event of a dispute related to the nominating, campaigning or voting periods, the disputant shall provide the rationale for the dispute in writing, with supporting evidence, to the CRO immediately and no later than the second (2nd) business day after the close of the nomination, campaign or voting periods, respectively. The CRO shall immediately upon receipt of the rationale, and if relevant, forward the dispute rationale to the accused Nominee or Candidate and request a written rebuttal. This written rebuttal shall be provided immediately and no later than the second (2nd) business day after forwarding of the rationale.
- 12.2. Disputes received under clause 12.1 are resolved by the CRO where possible within four (4) business days of receipt or receipt of rebuttal, whichever is latest. Resolution by the CRO may include (but not exclusively) disqualification of a candidate and/or mediation. Rulings involving changes to the election timetable, process and/or outcome shall be the responsibility of the EDC. When deemed necessary by the CRO, disputes and any associated rebuttals may be forwarded within four (4) business days of receipt of the rationale or rebuttal (whichever is latest) to the EDC, which shall make a ruling within four (4) business days of receipt.
- 12.3. Disputes resolved by the CRO or the EDC may be appealed to the EAC within two (2) business days of communication of the EDC's decision. At its discretion, the EAC may invite the appellant, and where relevant the accused, to attend a meeting of the EAC to respond to questions from the EAC. The appellant and the accused each may be accompanied by an advisor of their choice, at their expense. The EAC shall make a ruling within five (5) business days of receipt of the appeal. This ruling shall be final and binding.
- 12.4. Notwithstanding the timeframes stated for nomination, campaign and voting periods in this by-Law, resolution by the EDC of disputes and by the EAC of appeals regarding:
 - Campaigning procedures may include (but not exclusively) postponement of the election;
 - Election procedures may include (but not exclusively) disqualification of the election and a re-election.
- 12.5. Rulings relating to disputes or appeals shall be communicated to the disputant or appellant within four (4) business days using the contact information provided by the disputant or appellant on their nomination form.

- 12.6. Candidates whose nomination is the subject of a dispute or an appeal may campaign during the campaign period and stand for election during the voting period. Should resolution of the dispute result in disqualification and the deadline for appeal passed, or upon receipt of notice of disqualification resulting from an appeal, the candidate shall immediately cease all campaigning and remove campaign materials from college property.
- 12.7. The CRO will post a notice of disqualification on the relevant election webpage and remove the candidate's photograph and biographical statement. Time permitting, the disqualified candidate's name will be removed from the ballot. Any votes received for a disqualified candidate will be declared invalid. Individuals who voted for the disqualified candidate shall not have an opportunity to make an alternate choice. Presence of a disqualified candidate's name on the election site shall not invalidate the election or the election process.

13. REPORTING

- 13.1. The CRO shall provide a post-election report identifying all the candidates, the number of votes received for each candidate, the number of invalid votes and the total number of votes to the Governance Review Committee of the College's Board of Governors.

14. RETENTION OF RECORDS

- 14.1. All nomination forms shall be securely destroyed no sooner than five (5) business days after announcement of the election results or the resolution of appeals, whichever is later.

15. PUBLICATION OF BY-LAW

This by-law shall be open to examination by the public during the normal office hours of the college and shall be available to the public on the college's website.

16. FORCE AND EFFECT

This by-Law shall come in to force and take effect on the date it is finally passed by the Board of Governors.

Enacted by the Board of Governors and sealed with the Corporate Seal this 10th day of February 2016.

Report Number: GOV-2019-04

To: Governance Review Committee

From: Don Lovisa, President

Date of Report: May 9, 2019

Date of Meeting: May 22, 2019

Subject: Board Policies Due for Renewal

1. Purpose

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

- Financial Matters
- Integrated Risk Management Framework
- Board of Governors' Orientation

2. Recommendation

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

That based on Report GOV-2019-04, the following Board policies be approved as presented:

- Financial Matters
- Integrated Risk Management Framework
- Board of Governors' Orientation

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 Office of Insurance and Risk Management was consulted on the Integrated Risk Management Framework policy.

The Chief Financial Officer was consulted on the Financial Matters policy.

4. Discussion/Options

Financial Matters Policy

- Only minor formatting and grammatical changes are being proposed.

Integrated Risk Management Framework

- Only minor formatting and grammatical changes are being proposed.

Board of Governors' Orientation

- Reference to the Board's *Learn More* series was added in section 2.9.
- Minor reorganizing, 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 Ontario Tech University

There are no implications for Ontario Tech University.

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: Executive Limitations
POLICY TITLE: Financial Matters
EFFECTIVE DATE: ~~February 10, 2016~~ March 2008
REVISION DATE: May 2019
RENEWAL DATE: ~~January 1, 2019~~ January 2022

1. Background

- 1.1. As colleges are Crown agencies, the Government of Ontario is ultimately responsible and accountable for the management of college funds and therefore places certain limitations on the management of these funds.
- 1.2. This policy is informed by and aligns with the Ontario Colleges of Applied Arts and Technology Act, 2002 (OCAATA) and Minister's Binding Policy Directives (MBPD) on Governance and Accountability Framework, Banking and Investments, and Proceeds from Sale or Encumbrance of College Property.
- 1.3. Boards of governors of colleges of applied arts and technology are responsible and accountable to the Minister and to the public for ensuring that colleges provide high quality service and excellence in management and for exercising prudent use of funds. As public institutions, colleges are held to high standards and are subject to public scrutiny in the safeguarding of funds entrusted to them. Funds are to be used consistent with the purpose for which they were provided.
- 1.4. The Board of Governors is responsible for the overall financial integrity of the college, consistent with the college's vision, mission and strategic plan. In addition, the Board of Governors is responsible for all college assets. Reporting requirements for financial management of the college and limitations regarding acquisition or disposition of real property have been established by the Ministry and guide the Board and president in the handling of finances and assets.
- 1.5. This policy outlines the Board directives regarding the acceptable financial management of the college and establishes specific limitations on the president's authority in these matters, as well as establishing limitations regarding college assets. It also outlines appropriate measures to mitigate risk.

2. Policy statements

The following limitations are intended to provide the administration of the college with guidelines to set financial plans.

2.1. Financial Planning

- 2.1.1. The ~~P~~resident shall develop an annual business plan that includes operational outcomes for the coming year within the context of the strategic plan, and the resources allocated for the year in the annual budget.
- 2.1.2. The business plan shall be submitted to the Board for approval no later than June of each year.
- 2.1.3. The ~~P~~resident shall submit the approved business plan to the Ministry in accordance with policy directives and operating procedures issued under the *Ontario Colleges of Applied Arts and Technology Act, 2002* (OCAATA) and the MBPD on Governance and Accountability Framework.
- 2.1.4. The annual budget:
 - a) Shall be in compliance with applicable regulations and policy directives issued under the OCAATA;
 - b) Shall not have expenditures greater than revenues unless the Board has specifically directed otherwise;
 - c) Shall provide the ~~B~~oard with a consolidated presentation of expected revenues and expenditures for the year;
 - d) Shall only be materially amended in-year with Board approval, except where in-year initiatives generate new revenue.
- 2.1.5. Every college is to safeguard the funds it receives by exercising due diligence to satisfy itself of the financial soundness of the institution it utilizes for banking and investment purposes.
- 2.1.6. The Board ~~of Governors is to~~shall approve an investment policy to guide its investment activities. ~~The Board of Governors is to review and approve at least annually an investment performance report.~~

2.2. Financial Reporting

- 2.2.1. The ~~P~~resident shall develop an annual report, including a copy of the audited financial statements and the Strategic Mandate Agreement (SMA) report-back, to report on achievement of the operational outcomes established in the business plan and on the financial performance of the ~~C~~ollege.

2.2.2. The annual report shall be submitted to the Board for approval no later than June of each year.

2.2.3. The ~~P~~resident shall submit the approved annual report to the Ministry in accordance with policy directives and operating procedures issued under OCAATA and the MBPD on Governance and Accountability Framework.

2.3. Financial Management

2.3.1. The ~~P~~resident shall report to the Board, through its Audit and Finance Committee between October and May, on year-to-date revenues and expenditures and on any variances to revenues and expenditures approved in the annual budget.

2.3.2. Over the course of each fiscal year, and unless otherwise directed by the Board, the President shall:

- a) Ensure the college's financial plans (budget) and position (audited financial statements) are compliant with all legislation, regulations or policy directives governing colleges;
- b) Strive to balance the budget every year. If it appears that a college will not balance its budget and an accumulated deficit will occur the Board shall seek the Minister's approval. (O. Reg. 34/03, Section 9(2))

2.4. Asset Management and Real Property Transactions

2.4.1. The ~~P~~resident shall ensure that ~~C~~college assets are secured, protected and adequately maintained, by:

- a) Ensuring the ~~C~~college has appropriate financial controls and procedures
- b) Ensuring that purchases, including services, are made in accordance with sound purchasing practices that meet provincial policy standards (*Broader Public Sector Accountability Act, 2010*);
- c) Ensuring that funds not required for immediate use are invested in a manner which complies with regulations and policy directives issued under OCAATA; minimizes the ~~C~~college's investment risk exposure; and provides a reasonable rate of return for the ~~C~~college.

2.4.2. The ~~P~~resident shall:

- a) Obtain prior formal approval of the Board by resolution for the purchase, sale or encumbrance of ~~C~~college real property and/or facilities.
- b) Utilize the proceeds from the sale or encumbrance of ~~C~~college property acquired with provincial support, in a manner consistent with policy directives issued under OCAATA and the MBPD on Proceeds from Sale or Encumbrance of College Property.
- c) Use restricted funds only in compliance with their stated purpose, and applicable statutes and regulatory requirements
- d) Obtain prior formal approval of the Board by resolution to use reserved funds.

3. Monitoring

~~3.1. The Chief Financial Officer (CFO) shall annually provide a signed statement that the college is in compliance with relevant legislative requirements in force; and in compliance with OCAATA and the MBPDs on Banking and Investments and Proceeds from Sale or Encumbrance of College Property. The Board of Governors shall review and approve a minimum of once per annum an investment performance report.~~

~~3.2. The Chief Financial Officer (CFO) shall annually provide a signed statement that the College is in compliance with relevant legislative requirements in force; and in compliance with OCAATA and the MBPDs on Banking and Investments and Proceeds from Sale or Encumbrance of College Property.~~

~~3.1.~~

~~3.2.~~ 3.3. The President shall annually provide a monitoring report which confirms compliance with this policy on Financial Matters.

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

- *Broader Public Sector Accountability Act, 2010*
- Durham College By-Law #1
- Finance and Administration MBPD on Banking and Investments
- Finance and Administration MBPD on Proceeds from Sale or Encumbrance of College Property
- Governance and Accountability MBPD on Governance and Accountability Framework
 - Business Plan Operating Procedure
 - Annual Report Operating Procedure
 - Audited Financial Statements Operating Procedure

- *Ontario College of Applied Arts and Technology Act, 2002 and Ontario Regulation 34/03*

BOARD POLICY

POLICY TYPE:	Governance process
POLICY TITLE:	Integrated Risk Management Framework
EFFECTIVE DATE:	April 2017 <u>February 2015</u>
REVISION DATE:	<u>May 2019</u>
RENEWAL DATE:	April May 2019 <u>2022</u>

1. Background

- 1.1. Durham College is committed to providing high-quality education and services to our students, staff, community and preserving our reputational and financial integrity in order to continue our mission.
- 1.2. Integrated Risk Management (IRM) is an ongoing, proactive and dynamic process involving the College's Board of Governors, management and other personnel. It is a systematic approach to setting the best course of action to manage uncertainty by identifying, analyzing, assessing, responding to, monitoring and communicating risk issues and events that may have an impact on the organization's ability to successfully achieve its strategic objectives.
- 1.3. The College has developed an IRM framework based on the internationally recognized principles from ISO 31000 to manage change and uncertainty. The framework applies to employees at every level and will assist the college in achieving its strategic objectives through structured and effective risk management processes.

2. Definitions

2.1. Integrated Risk Management

Integrated risk management is a systematic approach to managing uncertainty by identifying, analyzing, responding to, monitoring and communicating risks across the organization.

2.2. Risk Appetite

Risk appetite refers to the amount and type of risk that an organization is willing to take in order to meet their strategic objectives.

2.3. Inherent risk

Inherent risk refers to the amount of risk that exists without consideration of current controls that are in place to mitigate the risk.

2.4. Residual risk

Residual risk refers to the amount of risk remaining after controls have been put in place to mitigate the inherent risk.

3. Purpose and objectives

3.1. The College will maintain an effective IRM program to ensure:

- **Oversight:** All critical risks have been identified and are being managed and monitored under a holistic approach consistent with the Board-approved risk appetite statement;
- **Ownership and Responsibility:** Establish structured processes to identify, evaluate, mitigate and report risk exposures. The ownership of risk is assigned to key decision makers within the College who will manage the College's strategic governance, financial and operational risks;
- **Assurance:** The Board, management and relevant stakeholders have reasonable assurance that risk is being appropriately managed within defined levels to bring value to the College; and
- **Support:** The culture of risk management is supported and encouraged throughout the College.

3.2. The objectives of this policy are to:

- Establish the risk appetite of the College;
- Identify the key responsibilities of the Board, Audit and Finance Committee and management; and
- Outline the frequency and form of reporting requirements.

3.3. The College's Risk Management operating Policy and Procedure (ADMIN 223) ~~and Procedure (ADMIN 223.1)~~ requires departmental and functional units to undertake risk reviews as part of the process of addressing risks that will impact the College's strategic objectives.

4. Policy statements

4.1. Risk Appetite

Risk appetite establishes the boundaries for the overall/broad risk taking activities of the College and is an indication of the amount of risk the College is willing to accept in the achievement of its strategic priorities. Risk appetite statements are developed using a consistent rating scale and descriptors. The following scale and descriptors are used by the College:

Appetite Level	Risk Appetite Descriptor	Definition
1	Averse	Not willing to accept risks in most circumstances
2	Cautious	Cautious in the acceptance of some risks in certain circumstances
3	Open	Open to accepting risks in certain circumstances where the risk is not a high inherent risk
4	Willing	Willing to accept opportunities having high inherent risk

4.2. Risk Appetite Statements

4.2.1. Ethical Leadership

Without a strong emphasis on ethics, Durham College will not be successful in achieving our mission, vision, values and goals. Ethics, integrity, transparency, respect, equal access and diversity will be communicated, modeled and required of all faculty, staff and students. The College is averse to this risk and not willing to accept risks in most circumstances in this area.

4.2.2. Reputation

It is regarded as critical that Durham College preserves its high reputation. The College therefore has a low appetite (averse to cautious) for risk in the conduct of any of its activities that puts its reputation in jeopardy, could lead to undue adverse publicity, or could lead to loss of confidence and funders of its activities.

4.2.3. Compliance

Durham College places great importance on compliance, and has no appetite for any breaches in statute, regulation, professional standards, research, bribery or fraud. The College wishes to maintain accreditations related to courses or standards of operation, and has low appetite (averse to cautious) for risk relating to actions that may put accreditations and operations in jeopardy.

4.2.4. Financial

Durham College is open to accepting risk while maintaining its long-term financial viability and its overall financial strength. Whilst targets for financial achievement will be higher, the College will aim to manage its financial risk by attaining an operational surplus each year and achieving a satisfactory quick ratio and debt to assets ratio, where possible.

4.2.5. Education and Student Experience

Durham College wishes to stimulate students to develop a lifelong thirst for knowledge and learning, and encourage a pioneering, innovative and independent attitude and aspiration to achieve success. The College expects at a minimum to be in the top quartile of surveys related to student experience. The College recognizes this should involve an increased degree of risk in developing education and the student experience, and is open in accepting this risk, subject always to ensuring that potential benefits and risks are fully understood before developments are authorized and that sensible measures to mitigate risk are established.

4.2.6. Environment and Social Responsibility

Durham College aims to make a significant, sustainable, and socially responsible contribution to Ontario and the world through its research, education, knowledge exchange and operational activities. The College recognizes this should involve an increased degree of risk and is open in accepting this risk, subject always to ensuring that potential benefits and risks are fully understood before research and developments are authorized and that sensible measures to mitigate risk are established.

4.2.7. People and Culture

Durham College aims to value, support, develop and utilize the full potential of our employees to make Durham a stimulating and safe place to work. The College places importance on a culture of academic freedom, equality and diversity, dignity and respect, collegiality, annual reviews and the development of staff. The College has a cautious appetite for any deviation from its standards in these areas, and an averse appetite for deviations from its standards regarding the health and safety of staff, students and visitors.

4.2.8. International Development

Durham College aims to achieve global impact via student exchanges with a number of countries around the world. The College is cautious to operations outside of Canada but has a strong appetite in recruiting students from other countries to the extent that they this activity supports the mission and reputation of the College.

5. Roles and responsibilities

5.1. Board of Governors

The Board of Governors is responsible for:

- Approving the risk appetite level of the College through the IRM Framework Board Governance policy; and
- Annually reviewing the risk register for extreme and high risks to ensure mitigation strategies are in place.

5.2. Audit and Finance Committee

The Audit and Finance committee will:

- Monitor risk assessment through the annual risk register;
- Oversee the functioning of the IRM framework to gain assurance of its effectiveness;
- Gain understanding of high and extreme risks at inherent and residual levels;
- Approve annual updates on institutional risk, and if necessary recommend changes to risk appetite to the Board of Governors for approval; and
- Gain assurance that management has undertaken the risk responses for high and extreme risks as outlined.

5.3. Durham College Leadership Team

The Durham College Leadership Team is responsible for:

- Approving the College's operational risk management policy and procedure;
- Overseeing and supporting the risk management framework for all business processes and key decision-making within the College; and
- Reviewing extreme and high-level strategic risks presented by the Chief Administrative Officer and Chief Financial Officer that impact Durham College's strategic plan and objectives.

5.4. Chief Administrative Officer and Chief Financial Officer

The chief administrative officer and chief financial officer will:

- Ensure an effective risk management framework is established, implemented and maintained;
- Work with members of the leadership team to ensure mitigation strategies are developed for extreme and high-level risks; and
- Identify and present extreme and high-level strategic risks to the College President and Board of Governors through the Audit and Finance Committee.

5.5. Vice-Presidents, Deans and Directors

Vice-Presidents, deans and directors are responsible for:

- Determining and managing both strategic and operational risks within their portfolio that may impact the College's strategic and operational objectives, in consultation with the Office of Insurance and Risk Management;
- Participating in the development, review and update of the institutional risk register;
- Addressing, monitoring and reporting on the status of the key risks they are accountable for;
- Integrating risk management principles into business processes and the management of day-to-day College activities; and
- Fostering a culture of risk awareness.

6. Reporting

The Audit and Finance Committee of the Board of Governors receives for approval, an annual update of the integrated risk management process. This update includes details of the high and extreme risks and provides the committee with additional reports to enhance their understanding of the process and the results of the process.

7. Monitoring

The Board will receive an annual report from the Audit and Finance Committee identifying the high and extreme risks and confirming that satisfactory mitigation strategies are in place.

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

- Minister's Binding Policy Directive - Governance and Accountability Framework

BOARD POLICY

POLICY TYPE: Governance Process
POLICY TITLE: Board of Governors' Orientation
EFFECTIVE DATE: ~~October 2016~~ May 2010
REVISION DATE: May 2019
RENEWAL DATE: May ~~2019~~ 2022

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1. Background

~~1.1. The Ontario Ministry of Advanced Education and Skills Developments' Ministry of Training, Colleges and Universities Protocol for Board Nominations and Appointments, requires colleges to ensure that new members participate in the Colleges Ontario orientation sessions and to provide a college-based induction and ongoing development activities of for board members.~~

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~~Orientation is offered annually through The College Centre of Board Excellence, a collaborative partnership between the College Employer Council and Colleges Ontario. The program is offered online and at various locations throughout the province. This orientation provides a briefing on the nature of education and training in Ontario, the challenges facing all colleges, the legal framework governing their obligations as governors, and the roles and responsibilities of the major players. A manual for effective college governance is also available through The College Centre of Board Excellence.~~

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~~1.2. Durham College provides an orientation session for new Governors and is open to all Governors, prior to or at the outset of new Governors' first terms of service. This orientation is focused on governance roles, policies and issues specific to Durham College.~~

2. Policy statements

~~2.1. Each member of the Board of Governors-Governor is expected to will~~
develop an understanding of the college sector, scope and mandate of Durham College, the education and service needs of the populations it serves, and the Board's policy governance approach.

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~~2.2. Accordingly:~~

~~2.2.1-2.2.~~ The Board ~~of Governors~~ shall provide a formal orientation program ~~at the start of every Board year (September)~~, including written materials, for all ~~new-in-coming~~ Governors that focuses on:

- a) the role of the Board;
- b) the role and responsibilities of individual Board members;
- c) the history and development of the College;
- d) the College's strategic mandate agreement, sStrategic pPlan and other strategic documents;
- e) an overview of the College's programs, services, budget, business plan, KPI, annual report and facilities;
- f) the college system;
- g) the current Policy Governance model.;

2.3. Every in-coming ~~Board member~~ Governor is expected to will participate in the orientation program.

2.4. The annual ~~program orientation program~~ will be open to all ~~members~~ Governors.

2.5. The Board may provide a second orientation opportunity intended for new or early-term Governors to be held in the second quarter of every Board year. This additional orientation opportunity will be open to all ~~members~~ Governors.

~~2.6. The Board~~ Governors will be encouraged to participate ~~participation~~ at regional, provincial and national orientation programs and conferences.

~~2.7. Governors will be encouraged to participate in the professional development series offered through the College Centre for Board Excellence and the good governance session and board orientation session offered at the Higher Education Summit.~~

~~2.8. Every Governor will be provided with a copy of the Manual for Effective College Governance prepared by the College Centre for Board Excellence.~~

~~2.9. Governors are encouraged to attend the Board's Learn More series~~

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scheduled before each regularly scheduled Board meeting to learn more about a topic of interest specific to the College.

4.1.

4.2.2.10. The Board will work to match a mentor to each incoming Board members during their first year of service, but may continue unofficially thereafter. A mentor will provide support for the new Governor and provide information on routine Board processes.

2.3. Monitoring

The Board will annually evaluate its orientation program, at a minimum through feedback from the annual performance survey. The Chair of the Board will present the annual survey to the Executive Committee for input and approval. The annual survey shall be issued to all Board members by June of each year.

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Report Number: GOV-2019-03

To: Nominating Committee

From: Don Lovisa, President

Date of Report: May 9, 2019

Date of Meeting: May 22, 2019

Subject: President's Compliance Report for 2018-2019

1. Purpose

The purpose of this report is to present the annual compliance report for 2018-2019.

2. Recommendation

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

That Report GOV-2019-03, confirming compliance with Board policy and all relevant legislation for 2018-2019, be received for information.

3. Background

Durham College Board of Governors uses a policy approach to governance of the College. This approach places the Board in control of the organization, but at a very broad level. Through clear and proactive delegation of expectations and authority to the President, it simultaneously fulfills the Board's fiduciary role and empowers the President to flexibly and creatively perform what the Board has defined. As part of this approach a section on monitoring was added to the Board policies. Several of these monitoring sections require a statement of compliance from the President. These statements are consolidated in this report.

4. Discussion/Options

4.1 Outcomes Policy: Mission, Vision and Values

I hereby confirm the Executive Committee will receive (and approve pursuant to Section 32.1(m) of By-law No. 1) the 2018-2019 audited financial statements at its meeting on May 27, 2019 and the Board will receive the 2018-2019 annual report demonstrating the College's commitment and achievements related to the vision statement, mission statement and strategic goals on June 19, 2019.

4.2 Outcomes Policy: Strategic Goals

I hereby confirm the Board will receive the 2018-2019 annual report at its meeting on June 19, 2019, demonstrating the College's commitment and achievements related to the vision statement, mission statement and strategic goals.

4.3 Governance Process Policy: Integrated Risk Management Framework

I hereby confirm the Board received the Durham College Corporate Risk Register Update for Fall/Winter 2018 (Report FIN-2019-02) through the report of the Audit and Finance Committee on February 13, 2019.

4.4 Board-President Relationship Policy: Delegation to the President

This policy is monitored through executive limitations which constrain the President to act within acceptable boundaries of prudence, ethics and legality. I hereby confirm compliance with the policy.

4.5 Executive Limitations Policy: General Executive Constraint

I hereby confirm that I neither caused nor knowingly permitted any practice, activity, decision or organizational circumstance that is unlawful, imprudent or in violation of common accepted business and professional ethics.

4.6 Executive Limitations Policy: Whistle Blowing

I hereby confirm that during the 2018-2019 Board year no concerns were received under the whistle blowing policy.

4.7 Executive Limitations Policy: Student, Employee, Client and Visitor Treatment

I hereby confirm that I neither caused nor knowingly permitted any practice, activity, decision or organizational circumstance that is unlawful, imprudent or in violation of common accepted business and professional ethics.

4.8 Executive Limitations Policy: Entrepreneurial Activities and Subsidiaries

I hereby confirm that I neither caused nor knowingly permitted any practice, activity, decision or organizational circumstance that is unlawful, imprudent or in violation of common accepted business and professional ethics.

4.9 Executive Limitations Policy: Financial Matters

I hereby confirm compliance with this policy.

Additionally, this policy requires the Chief Financial Officer to annually provide a signed statement that the College is in compliance with relevant legislative requirements and in compliance with the *Ontario Colleges of Applied Arts and Technology Act, 2002*, Ontario Regulation 34/03 and the Ministry Binding Policy Directives on banking and investment and proceeds from sale or encumbrance of College property. This signed statement is attached.

4.10 Executive Limitations Policy: Programs of Instruction

I hereby confirm that due to Ministry timing, the Key Performance Indicator (KPI) report for 2017-2018 was brought to the Board on February 13, 2019 (BOG-2019-14) and the 2018-2019 results will be brought to the Board in fall 2019, and the annual report on quality assurance and program review summary will be provided to the Board on June 19, 2019. I further confirm that all programs of instruction are developed and implemented consistent with provincial standards.

4.11 Executive Limitations Policy: Program Advisory Committees

I hereby confirm the Program Advisory Committee semi-annual reports are provided in February and October of each Board year. The first report was provided on October 10, 2018 (BOG-2018-59) and the second report was provided on February 13, 2019 (BOG-2019-11).

4.12 Legislated Health and Safety Requirements

I hereby confirm that the College has submitted all required reports regarding health and safety to the Ministry of Health and Workplace Safety and Insurance Board as required by legislation.

4.13 Sexual Violence Policy

I hereby confirm the College is in compliance with its Sexual Violence policy.

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.

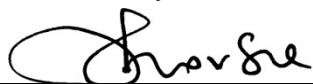
7. Implications for Ontario Tech University

There are no implications for Ontario Tech University.

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.

I, Don Lovisa, hereby confirm that the above statements are true and complete.



Don Lovisa, president

May 9, 2019

Date

Appendix A – Compliance with Financial Matters

I hereby confirm Durham College is in compliance with relevant legislative requirements in force; and in compliance with Minister's Binding Policy Directive 2.0 Finance and Administration: Proceeds from Sale or Encumbrance of College Property.

Please note there continue to be on-going discussions between the Ministry of Advanced Education and Skills Development and Ontario colleges as Crown Agencies about the enforcement of Section 28 of *the Financial Administration Act*. Subject to the completion of these discussions, there is a possibility that the scope of Section 28 could be assessed to be broader than its present implementation. Upon such occurrence, Durham College shall immediately change its implementation to ensure full compliance with the requirements of Section 28 of the *Financial Administration Act*.



Barbara MacCheyne, Chief Financial Officer
May 19, 2019

Report Number: GOV-2019-05

To: Governance Review Committee

From: Don Lovisa, President

Date of Report: May 16, 2019

Date of Meeting: May 22, 2019

Subject: Post-Election Report – 2019-2020 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-2019-05 providing the post-election report for the 2019-2020 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*.

4. Discussion/Options

4.1 Election Timetable – Student Governor

The election timetable was as follows:

- Monday, February 11 – Notice of Election Issued.
- Monday, March 4 at 8:30 a.m. - Nominations Open.
- Friday, March 8 at 4:30 p.m. – Nominations Close.

- Wednesday, March 13 at 8:30 a.m. – Campaign Period Begins.
- Monday, March 18 at 8:30 a.m. – Voting Begins.
- Friday, March 22 at 4:30 p.m. – Campaign Period Ends/Voting Ends.

4.2 Candidates

Seven (7) nomination forms were accepted by the Chief Returning Officer and confirmed as candidates:

1. Jatin Arora
2. Keeshon Bonterre
3. Heather Brown
4. Aisha Khan
5. Jashandeep Singh
6. Karandeep Singh
7. Vasu Sukhija

Prior to the opening of voting, Heather Brown withdrew her application so the election proceeded with six (6) candidates.

4.3 Votes Received

1970 votes were cast, with the breakdown of votes as follows:

Position: Student Governor, Durham College Board of Governors			
Total Votes: 1970			
Name	Votes	%	Total Votes
ARORA, Jatin	83	4.213	1970
BONTERRE, Keeshon	63	3.198	1970
KHAN, Aisha	440	22.335	1970
SINGH, Jashandeep	618	31.371	1970
SINGH, Karandeep	58	2.944	1970
SUKHIJA, Vasu	708	35.939	1970
abstain / did not mark ballot	0	0	1970

Vasu Sukhija was the successful candidate garnering 708 votes or 36% of the vote.

4.4 Election Results

The election results were shared with the Nominating Committee on March 25, 2019.

All candidates were notified of the election results on March 25, 2019.

The college community was notified of the election results on March 28, 2018.

4.5 Voting irregularity

There were no voting irregularities to report.

4.6 Election Issues

While there were no voting irregularities this election proved to be challenging for a variety of reasons. First, we received complaints about the way some candidates were campaigning, primarily, approaching students in a group and hovering until they voted. Second, there appeared to be divisive behavior occurring between international and domestic students, which resulted in candidates lodging informal complaints about each other. Complaints were addressed as they arose; however, due to lack of evidence no disciplinary action was taken. During the campaign and voting periods, all candidates had to be reminded of the rules on a regular basis.

To address these issues, changes are being recommended to By-law No. 4 related to campaigning and voting.

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 Ontario Tech University

There are no implications for Ontario Tech University.

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.