



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

Date: Wednesday, May 22, 2019

Location: Via Conference Call

Members Present: Michele James, Committee Chair
Jim Wilson, Vice-Chair
Elizabeth Cowie (joined the meeting at 5:37 p.m.)
Kevin Griffin
Navleen Kaur
Robert Lanc
Paul Macklin, Chair of the Board
Don Lovisa, President

Staff Present: Melissa Pringle, Corporate and Board Secretary

1. CALL TO ORDER

With quorum present, the meeting was called to order at 5:33 p.m.

2. INTRODUCTION OF GUESTS

None.

3. ADDITIONS/DELETIONS TO THE AGENDA

None.

4. CONFLICT OF INTEREST DECLARATIONS

None.

5. PRESENTATIONS

None.

6. ACTIONS ARISING FROM PREVIOUS MINUTES/REGULAR RECURRING ITEMS

None.

7. DECISION ITEMS

7.1 2018-2019 Review of Board By-laws

The Committee discussed By-law No. 1 as it relates to the membership structure of the Board's standing committees, and in particular, if changes should be made to divide the responsibility of attending meetings between the Chair and Vice-Chair. After discussion, the Committee concurred no changes were required to the membership structure at this time.

Governor Cowie joined the meeting.

Due to questions flagged prior to the meeting, the Committee concurred to defer review of By-law No. 4 until the fall to allow for a more comprehensive review over the summer.

Moved By Governor Cowie

Seconded By Governor Griffin

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

"That based on Report GOV-2019-06:

1. No changes be made to Board By-law No. 1; and,
2. No changes be made to Board By-law No. 2;
3. Board By-law No. 3 be amended as outlined in Attachment 3 to this report; and,
4. Review of Board By-law No. 4 be deferred until fall 2019 to allow for a more comprehensive review." CARRIED

7.2 Review of Board Policies Due for Renewal

The Committee reviewed the Board policies due for renewal: Financial Matters, Integrated Risk Management Framework and Board of Governors' Orientation.

The Corporate and Board Secretary advised the Financial Matters policy had been reviewed by the Chief Financial Officer and the Integrated Risk Management Framework policy had been reviewed by the Manager, Insurance and Risk Management and the proposed changes were minor in nature.

The Committee discussed the policy on Board of Governors' orientation and in order to be more flexible, requested the word 'each' be removed in Section 2.9 as it relates to the Learn More series.

Moved By Governor Lanc

Seconded By Governor Kaur

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 amended:

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

7.3 President's Compliance Report for 2018-2019

Consistent with a policy governance approach, President Lovisa presented his compliance report for 2018-2019 confirming compliance with all Board policy and relevant legislation.

Governor Cowie temporarily left and then re-joined the meeting.

Moved By Governor Wilson

Seconded By Governor Macklin

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." CARRIED

7.4 Post-Election Report - 2019-2020 Student Governor

The Corporate and Board Secretary reviewed the post-election report from the 2019-2020 student governor election highlighting the election timeline, the total number of candidates and the total number of votes received per candidate. In addition, highlighted emerging issues related to campaigning and divisive behaviours between international and domestic students.

President Lovisa advised he met the new student governor, Vasu Sukhija, and he is a strong candidate with prior experience.

The Committee recalled a conversation about possibly having two students on the Board – one domestic and one international. However, the current legislation only allows for one student and the student governor at the time was vocal, stating he thought the current process was fair and shouldn't be changed.

The Committee discussed the importance of hearing the student perspective and concurred issues around the election should be monitored. The Committee suggested another way to get the student perspective would be to review the skills matrix to see if there was a recent graduate who could be recruited.

Moved By Governor Griffin

Seconded By Governor Lanc

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.” CARRIED

8. DISCUSSION ITEMS

None.

9. MEETING CRITIQUE

The Committee expressed appreciation in the flexibility of being able to meet via conference call and the Committee's decision to defer By-law No. 4 to allow a more thorough review. Committee members commented the meeting and agenda package were well organized. In addition, the Committee agreed the idea to look at recruiting a recent graduate was creative, and highlights how a diversity of opinion can enhance problem-solving.


10. ADJOURNMENT

Moved By Governor Cowie

“That the May 22, 2019 meeting of the Governance Review Committee be adjourned.”

CARRIED

The meeting adjourned at 6:02 p.m.



Michele James
Committee Chair



Melissa Pringle
Corporate and Board Secretary