

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

Date: Monday, September 9, 2019, 5:00 p.m.
Location: DC Boardroom, Gordon Willey Building, A-144

Dinner will be available at 4:45 p.m.

	Pages
1. CALL TO ORDER	
2. INTRODUCTION OF GUESTS	
3. REVIEW OF TERMS OF REFERENCE	2 - 2
4. ADDITIONS/DELETIONS TO THE AGENDA	
5. CONFLICT OF INTEREST DECLARATIONS	
6. PRESENTATIONS	
7. ACTIONS ARISING FROM PREVIOUS MINUTES/REGULAR RECURRING ITEMS	
8. DECISION ITEMS	
8.1 Board Policy: Roles of Chair and Vice-Chair of the Board - D. Lovisa	3 - 5
<u>Recommendation</u>	
That the Governance Review Committee recommend to the Executive Committee:	
That based on GOV-2019-09, the Board's policy "Roles of Chair and Vice-Chair of the Board" be approved as presented.	
9. DISCUSSION ITEMS	
9.1 Update on Review of Board By-Law No. 4 - D. Lovisa	
9.2 Review of Skills Matrix - D. Lovisa	6 - 8
9.3 In-Camera Material on Board Portal - D. Lovisa	
9.4 Governor Participation in Fall Open House - November 2, 2019 - D. Lovisa	
10. MEETING CRITIQUE - J. Wilson	
11. ADJOURNMENT	

GOVERNANCE REVIEW COMMITTEE

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

35.1 Terms of Reference

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

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



BOARD POLICY

POLICY TYPE: Governance Process
POLICY TITLE: Roles of Chair and Vice-Chair of the Board
EFFECTIVE DATE: April 2017
AMENDED: September 2019
RENEWAL DATE: April 2021

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1. Background

- 1.1. Minister's Binding Policy Directive - Governance and Accountability – Board – President Relations outlines the key Board Chair responsibilities.
- 1.2. This policy aligns with Durham College By-law No. 1, section 11 – Duties of the Chair; and section 12 – Duties of the Vice-Chair, which states "In the absence or inability or refusal of the Chair to act, the Vice-Chair shall perform all the duties and have all the powers of the Chair.

2. Policy statements

- 2.1. The Chair of the Board of Governors is responsible for assuring the fulfillment of the Board's process, through leadership, openness and transparency, modeling of good governance and invitation for full Board participation.
- 2.2. The Chair, ~~or their designate,~~ of the Board shall:
 - 2.2.1. Preside over meetings of the Executive Committee and Board meetings, ensuring parliamentary procedure is followed.
 - 2.2.2. Prepare, in collaboration with the President, the Board agenda.
 - 2.2.3. Together with the Board Secretary or other Board officers appointed for the purpose, sign all by-laws of the College.
 - 2.2.4. Sign such contracts, documents or instruments in writing as require his or her signature.
 - 2.2.5. 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.
 - 2.2.6. Ensure ongoing feedback and annual performance reviews of the President based on objective criteria related to efficiency, effectiveness, and attainment of goals are conducted.

- 2.2.7. Ensure an annual review of the Board's performance based on self-evaluation of Board functioning and effectiveness is completed.
- 2.2.8. Assist the President to secure strategic partnerships and College funding essential to the operation and advancement of the College, supporting the President as required, through a collegial partnership.
- 2.2.9. Foster teamwork among Board members, solve problems and resolve conflict.
- 2.2.10. Ensure that the Minister's Binding Policy Directive on Conflict of Interest is followed.
- 2.2.11. Act as spokesperson for the Board, representing and speaking on behalf of the Board when official representation is required.
- 2.2.12. Support and counsel the President as required.

2.2.13. Represent the Board by attending College Employer Council Board meetings.

2.2.14. 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.

~~2.2.13.~~

2.3. The Vice-Chair of the Board shall:

2.3.1. In the absence, inability or refusal of the Chair to act, perform all of the duties and have all of the powers of the Chair.

2.3.2. Represent the Board by serving as an ex-officio director of the Durham College Foundation Board.

~~2.3.2.4.~~ Due to the heavy demands by both Durham College and UOIT on co-populous governors serving the college and university contemporaneously, and to enable the Chair to devote his or her attention, energy and commitment to the College the Chair shall be excluded from contemporaneous co-populous service. For the same reasons, it is recommended but not required that the Vice-chair be excluded from contemporaneous co-populous service.

3. Monitoring

Monitoring of this policy is achieved through regular feedback at Board meetings; via the annual Board survey and review; and by means of progress and achievement of identified Board goals and objectives.

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

- Durham College By-law No. 1 – Duties of the Chair, and Duties of the Vice-Chair

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- Joint Procedure – UOIT and DC – Co-populous Governance
- Minister’s Binding Policy Directive - Governance and Accountability – Board – President Relations

Durham College Board of Governors Skills Matrix

GOV-2019-08

	Beale	Cowie	DeJong	Griffin	Honey	James	Johnson Morris	Lanc	Lovisa	Lucyk	Mckee Demczyk	Michalko	Quantrill	Rose	Stewart	Wilson	TOTALS
CURRENT OCCUPATION: PUBLIC SECTOR																	
Agriculture																	0
Arts/Entertainment/Recreation																	0
Business																	0
Community Services																	0
Education				1					1	1	1					1	5
Energy																	0
Government													1				1
Health Services				1		1											2
Hospitality																	0
Law																	0
Science and Technology	1				1												2
Skilled Trades																	0
CURRENT OCCUPATION: PRIVATE SECTOR																	
Agriculture			1														1
Arts/Entertainment/Recreation																	0
Business							1	1				1			1		4
Community Services																	0
Education																	0
Energy														1			1
Government												1					1
Health Services																	0
Hospitality																	0
Law		1															1
Science and Technology												1					1
Skilled Trades																	0
PREVIOUS PROFESSIONAL EXPERIENCE: PUBLIC SECTOR																	
Agriculture																	0
Arts/Entertainment/Recreation																	0
Business																	0
Community Services												1					1
Education				1								1					2
Energy																	0
Government						1											1
Health Services				1		1						1					3
Hospitality																	0

Durham College Board of Governors Skills Matrix

	Beale	Cowie	DeJong	Griffin	Honey	James	Johnson Morris	Lanc	Lovisa	Lucyk	Mckee Demczyk	Michalko	Quantrill	Rose	Stewart	Wilson	TOTALS
Law																	0
Science and Technology												1					1
Skilled Trades																	0
PREVIOUS PROFESSIONAL EXPERIENCE: PRIVATE SECTOR																	
Agriculture																	0
Arts/Entertainment/Recreation																	0
Business						1						1					2
Community Services																	0
Education												1					1
Energy																	0
Government												1					1
Health Services						1						1					2
Hospitality																	0
Law																	0
Science and Technology																	0
Skilled Trades																	0
ADDITIONAL EXPERTISE (self-identified as advanced (3), intermediate (2), basic (1))																	
Advocacy	3	2	1	1	2	2	2	3		1	2	1	1	2	2	2	22
Finance/Investment/Accounting	2	1	3	1	3	2	2	3		1	2	2	3	3	3	2	30
Fundraising	1	1	1	2	1	2	2	2		1	1	1	1	1	1	2	18
Governance (previous to DC, greatest emphasis)	3	3	1	1	2	3	3	2		1	2	2	2	3	2	2	26
Human Resources	2	2	1	2	3	1	2	3		1	2	3	2	2	1	2	25
Law	1	3	1	1	1	2	1	2		1	1	1	1	1	1	2	16
Policy Development	3	3	1	1	3	3	2	1		1	2	1	2	2	2	2	23
Strategic Planning	3	3	3	2	3	3	3	3		1	2	1	2	3	2	2	30
COMMUNITY INVOLVEMENT (not to duplicate occupation)																	
Arts/Entertainment/Recreation	1	1	1	1				1									3
Business and Industry	1				1		1				1						3
Community Services	1			1		1										1	3
Diversity						1											1
Education and Training	1						1					1				1	3
Government/Political	1												1				1
Health Services	1					1									1		2
Non-Profit		1		1	1	1	1				1	1	1	1	1	1	10
Service Clubs					1												1
Other										1		1					2
DEMOGRAPHICS																	
Male			1	1				1	1	1		1		1	1	1	9
Female	1	1			1	1	1				1		1				7

Durham College Board of Governors Skills Matrix

	Beale	Cowie	DeJong	Griffin	Honey	James	Johnson Morris	Lanc	Lovisa	Lucyk	Mckee Demczyk	Michalko	Quantrill	Rose	Stewart	Wilson	TOTALS
LGIC			1		1							1			1	1	5
Co-Populous																1	1
Years on the Board as of Sept 1/19	2	1	5	4	4	3	1	1	11	3	5	1	5	2	5	4	3.86
GEOGRAHPICAL REPRESENTATION (1 for home, 0.5 for work)																	
Ajax																	0
Clarington				1										0.5		1	3
North Durham		1	1.5				1.5										3
Northumberland																	0
Oshawa				0.5					0.5	1.5	0.5					0.5	5
Pickering						1											1
Whitby	1.5				1.5			1			1	1.5	1.5	1	1		8
Other		0.5				0.5		0.5	1						0.5		5