



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

Date: September 9, 2019

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

Members Present: Jim Wilson, Committee Chair  
Elizabeth Cowie, Committee Vice-Chair (entered at 5:05 p.m.)  
Kevin Griffin  
Robert Lanc  
Debbie McKee Demczyk  
Vasu Sukhija  
Ivan DeJong, Board Chair (entered at 5:22 p.m.)  
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 5:04 p.m.

## **2. INTRODUCTION OF GUESTS**

None.

## **3. REVIEW OF TERMS OF REFERENCE**

The Committee reviewed its terms of reference. No questions or comments were noted.

## **4. ADDITIONS/DELETIONS TO THE AGENDA**

None.

**5. CONFLICT OF INTEREST DECLARATIONS**

None.

**6. PRESENTATIONS**

None.

**7. ACTIONS ARISING FROM PREVIOUS MINUTES/REGULAR RECURRING ITEMS**

None.

**8. DECISION ITEMS**

**8.1 Board Policy: Roles of Chair and Vice-Chair of the Board**

President Lovisa spoke to the proposed edits to the Board policy on the roles of Chair and Vice-Chair of the Board.

Governor Cowie entered the meeting.

President Lovisa requested Policy Statement '2.2.5' be amended to delete the word 'supervisory' and to insert the word 'leadership' to better accurately reflect the relationship between the Board Chair and the President. The Committee concurred with this amendment.

The Committee questioned President Lovisa and the Corporate and Board Secretary.

Moved By Governor Griffin  
Seconded By Governor Lanc

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

"That based on GOV-2019-09, the Board's policy "Roles of Chair and Vice-Chair of the Board" be approved as amended." CARRIED

## 9. DISCUSSION ITEMS

### 9.1 Update on Review of Board By-Law No. 4

The Chair advised a working group comprised of Governor James, Governor Cowie and the Corporate and Board Secretary met over the summer to review By-law No. 4. The review is still ongoing and will be completed this fall. It is anticipated the by-law will come back to the Governance Review Committee in January for review and Board approval.

The Committee questioned the Corporate and Board Secretary.

### 9.2 Review of Skills Matrix

The Committee reviewed the skills matrix and discussed the need for the Board to support diversity, equity and inclusion and to represent the groups served. The Committee discussed geographic representation, consolidating the public and private sector columns under occupation and previous professional experience and adding qualifiers under the additional expertise section such as data analytics and artificial intelligence.

Governor DeJong entered the meeting.

As there is currently no document that accompanies the skills matrix, the Committee discussed developing a preamble with statements of principles to reflect how the Board makes decisions regarding recruitment.

**Action: The Corporate and Board Secretary to develop a preamble to accompany the skills matrix and to update the skills matrix based on the discussion for review by the Governance Review Committee at its next meeting.**

### 9.3 In-Camera Material on Board Portal

The Committee discussed the issue of in-camera material, particularly as it relates to posting on the Board portal. The Committee discussed the risk of Governors printing and downloading the material and considered ways this risk might be mitigated including locking down the material to prevent downloading and/or printing and removing the material after a meeting. The Committee also discussed if Governors who have a conflict on a potential issue should have access to the material for that particular item and concurred a legal opinion should be obtained.

**Action: The Corporate and Board Secretary to develop a plan of action as it relates to the handling in-camera material for review at the next Governance Review Committee meeting.**

**9.4 Governor Participation in Fall Open House - November 2, 2019**

The Committee discussed the idea of Governors having a more formal role at the College's open house, such as acting as official greeters or hosting an "Ask a Governor" table. The Committee concurred the opportunity would add value by raising the profile of the College and that Governors could attend the event as a guest or volunteer in an official capacity.

**10. MEETING CRITIQUE**

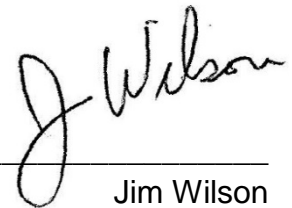
The Committee conducted a roundtable meeting critique and noted attendees were prepared and engaged, and dealt with the agenda material effectively.

**11. ADJOURNMENT**

Moved By Governor McKee Demczyk

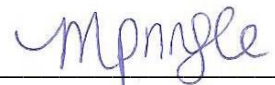
"That the September 9, 2019 meeting of the Governance Review Committee be adjourned." CARRIED

The meeting adjourned at 5:44 p.m.



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Jim Wilson  
Committee Chair



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Melissa Pringle  
Corporate and Board Secretary