

DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY

PUBLIC MEETING OF THE GOVERNANCE REVIEW COMMITTEE

AGENDA

Date: Wednesday, May 27, 2020, 6:00 p.m.
Location: GoToMeeting, Video Conference (see details in meeting invitation)

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 President's Compliance Report for 2019-2020 - D. Lovisa 4 - 8

Recommendation
That the Governance Review Committee recommend to the Durham College Board of Governors:
That Report GOV-2020-03, confirming compliance with Board policy and all relevant legislation for 2019-2020, be received for information.
 - 7.2 Post-Election Report: Administrative Staff Governor Election - D. Lovisa 9 - 11

Recommendation
That the Governance Review Committee recommend to the Durham College Board of Governors:
That Report GOV-2020-04 providing the post-election report for the administrative staff governor election, be received for information.

7.3	Board Policies Due for Renewal - D. Lovisa	12 - 24
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Recommendation

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

That based on Report GOV-2020-05, the following Board policies be approved as presented:

- Communication and Counsel to the Board
- President Emeritus
- Mission, Vision and Values
- Strategic Goals

7.4	Annual Review of By-laws No. 1, 2 and 3 - D. Lovisa	25 - 69
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Recommendation

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

That based on Report GOV-2020-06:

1. That Board By-law No. 1 be amended as outlined in Attachment 1 to this report;
2. That Board By-law No. 2 be amended as outlined in Attachment 2 to this report; and,
3. That Board By-law No. 3 be amended as outlined in Attachment 3 to this report.

7.5	Annual Review of Board By-law No. 4 - D. Lovisa	70 - 87
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Recommendation

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

That based on Report GOV-2020-08, By-law No. 4 enacted on February 10, 2016, be repealed and replaced with By-law No. 4, as presented in Attachment 1 to this report.

8. DISCUSSION ITEMS

8.1	Requirement for Criminal Reference Checks - D. Lovisa and L. Flynn	88 - 88
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8.2	Future Board and Committee Meetings + COVID-19 - D. Lovisa	
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- Continue with a virtual format for Committee meetings?

8.3 Board Activities + COVID-19 - D. Lovisa

- Orientation
- Hail & Farewell
- Learn More Series

9. MEETING CRITIQUE - J. Wilson

10. ADJOURNMENT

Report Number: GOV-2020-03

To: Governance Review Committee

From: Don Lovisa, President

Date of Report: May 4, 2020

Date of Meeting: May 27, 2020

Subject: President's Compliance Report for 2019-2020

1. Purpose

The purpose of this report is to present the annual compliance report for 2019-2020.

2. Recommendation

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

That Report GOV-2020-03, confirming compliance with Board policy and all relevant legislation for 2019-2020, be received for information.

3. Background

Using a policy governance approach, the Durham College Board of Governors sets the strategic direction of the College and delegates authority to the President. By delegating authority to the President, the Board fulfills its fiduciary duty. The Board is also responsible for oversight of its policies, and as such, a section on monitoring was added. These statements are consolidated in this report.

4. Discussion/Options

4.1 Outcomes Policy: Mission, Vision, and Values

I confirm the Audit and Finance Committee will receive the 2019-2020 audited financial statements at its meeting on May 25, 2020, and the Board will receive the 2019-2020 annual report demonstrating the College's commitment and achievements related to the vision statement, mission statement and strategic goals on June 3, 2020.

4.2 Outcomes Policy: Strategic Goals

I confirm the Board will receive the 2019-2020 annual report at its meeting on June 3, 2020, demonstrating the College's commitment and achievements related to the vision statement, mission statement, and strategic goals. The Board approved the new 2020-2023 strategic plan at its meeting of February 12, 2020.

4.3 Governance Process Policy: Integrated Risk Management Framework

I confirm the Board received the Durham College Corporate Risk Register Update for Fall/Winter 2019 (Report FIN-2020-02) through the report of the Audit and Finance Committee on January 27, 2020.

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 confirm compliance with the policy.

4.5 Executive Limitations Policy: General Executive Constraint

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

4.6 Executive Limitations Policy: Whistle Blowing

I confirm that during the 2019-2020 Board year, no concerns were raised under the whistleblowing policy.

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

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

4.8 Executive Limitations Policy: Entrepreneurial Activities and Subsidiaries

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

4.9 Executive Limitations Policy: Financial Matters

I 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 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 confirm that due to Ministry timing, the key performance indicator (KPI) report for 2018-2019 was presented to the Board on December 11, 2019 (BOG-2019-91), and the annual report on quality assurance and program review summary will be presented to the Board on June 3, 2020. 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 confirm the Program Advisory Committee semi-annual reports were provided in February and October of the Board year. The first report was presented on October 9, 2019 (BOG-2019-76), and the second report was presented on February 12, 2020 (BOG-2020-10).

4.12 Legislated Health and Safety Requirements

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

4.13 Sexual Violence Policy

I 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 Work” pillar of the strategic plan and the goal to be a leader in teaching and learning while responsibly managing resources, ensuring good governance and strategically investing in the future.

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



Don Lovisa, president

May 4, 2020

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 Training, Colleges and Universities 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 27, 2020

Report Number: GOV-2020-04

To: Governance Review Committee

From: Don Lovisa, President

Date of Report: May 19, 2020

Date of Meeting: May 27, 2020

Subject: Post-Election Report: Administrative Staff 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-2020-04 providing the post-election report for the administrative staff 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 Original Election Timetable

The original election timetable was as follows:

- Monday, February 10 – notice of election issued
- Monday, March 2 at 8:30 a.m. – nominations opened
- Friday, March 6 at 4:30 p.m. – nominations closed

- Wednesday, March 11 at 8:30 a.m. – campaign period began
- Monday, March 16 at 8:30 a.m. – voting to begin
- Friday, March 20 at 4:30 p.m. – campaign period and voting to end
- Official election results to be announced by Thursday, March 26

In response to COVID-19 and the campus closure, a decision was made to suspend the administrative staff governor election on Sunday, March 15, 2020, and voting did not open as planned.

On Tuesday, April 21, 2020, a decision was made to proceed with the administrative staff governor election. As such, and in consultation with the candidates, the campaign period began on Thursday, April 30, 2020, and voting opened on Monday, May 4, 2020. Voting closed on Friday, May 8, 2020.

4.2 Candidates

Two (2) nomination forms were accepted by the Chief Returning Officer and confirmed as candidates:

1. Emma Cronin
2. Kelly Doyle

4.3 Votes Received

A total of 123 votes were cast, with the breakdown of votes as follows:

Election Results

Durham College Board of Governors, Administrative Staff Governor Election

Position: Administrative Staff Governor, Durham College Board of Governors			
Total Votes: 123			
Name	Votes	%	Total Votes
Cronin, Emma	48	39.024	123
Doyle, Kelly	75	60.976	123
abstain / did not mark ballot	0	0	123

Total Ballots: 123

Kelly Doyle was the successful candidate garnering 75 votes or 61% of the vote.

4.4 Election Results

- The election results were shared with the Nominating Committee on May 10, 2020.
- The candidates were notified of the election results on May 11, 2020.
- The college community was notified of the election results on May 13, 2020.

4.5 Voting irregularity

There were no voting irregularities to report.

5. Financial/Human Resource Implications

There are no financial or human resources implications.

6. Implications for the Joint Campus Master Plan

There are no implications for the joint campus master plan.

7. Implications for 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 Work” pillar of the strategic plan and the goal to be a leader in teaching and learning while responsibly managing resources, ensuring good governance and strategically investing in the future.

Report Number: GOV-2020-05

To: Governance Review Committee

From: Don Lovisa, President

Date of Report: May 19, 2020

Date of Meeting: May 27, 2020

Subject: Board Policies Due for Renewal

1. Purpose

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

- Communication and Counsel to the Board
- President Emeritus
- Mission, Vision and Values
- Strategic Goals

2. Recommendation

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

That based on Report GOV-2020-05, the following Board policies be approved as presented:

- Communication and Counsel to the Board
- President Emeritus
- Mission, Vision and Values
- Strategic Goals

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.

4. Discussion/Options

Communication and Counsel to the Board

- Only minor formatting and grammatical changes are being proposed.

President Emeritus

- Only minor formatting and grammatical changes are being proposed.

Mission, Vision and Values

- Updated to reflect the language in the 2020-2023 strategic plan

Strategic Goals

- Updated to reflect the language in the 2020-2023 strategic plan.

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 Work' pillar of the strategic plan and the goal to be a leader in teaching and learning while responsibly managing resources, ensuring good governance and strategically investing in the future.

BOARD POLICY

POLICY TYPE:	Executive Limitations
POLICY TITLE:	Communication and Counsel to the Board
EFFECTIVE DATE:	April-June 2017 2020
RENEWAL DATE:	April-June 2020 2023

1. Background

- 1.1. ~~It is essential that the Board~~The Board must receive complete, comprehensive, accurate information delivered in a timely fashion to facilitate efficient, effective, informed, and timely decisions. The ~~president~~President has an obligation to ensure the Board is supported in its work through communication and counsel ~~to meet these criteria.~~
- 1.2. The President shall keep the Board informed, on a regular and timely basis, regarding such matters for which the President is responsible (Ministry of ~~Advanced Education and Skills Development~~Colleges and Universities Governance and Accountability – Resource Document on Board President Relations).

2. Policy statements

Accordingly, the President shall:

- 2.1. Submit monitoring data requested by the Board in a timely, accurate and understandable fashion, to facilitate the monitoring of compliance with Board policies;
- 2.2. Inform the Board of relevant trends, major program initiatives, anticipated adverse media coverage, significant external and internal changes, particularly in the assumptions upon which any Board policy or other significant decision has been established;
- 2.3. Advise the Board when the President believes the Board has failed to comply with its ~~own~~ GGovernance ~~p~~Processes, ~~Board-President Relationship, other~~ Board ~~p~~Policy, legislation, or any other situation detrimental to the working relationship between the Board and the President;
- 2.4. Communicate information to the Board in a concise, understandable, accurate and timely format;
- 2.5. Report ~~in a timely manner~~promptly on actual or unavoidable non-compliance with any Board policy;

2.6. Provide mechanisms for official Board communications to the College and broader community.

3. Monitoring

As part of its annual evaluation of the President's performance, the Board will evaluate the nature, quality, and timeliness of communication and /counsel available to the Board from the President.

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

- Minister's Binding Policy Directive - Governance and Accountability – Resource Document on Board President Relations

BOARD POLICY

POLICY TYPE:	Board-President Relationship
POLICY TITLE:	President Emeritus
EFFECTIVE DATE:	April 2017 <u>June 2020</u>
RENEWAL DATE:	April 2020 <u>June 2023</u>

1. Background

The designation “emeritus” is conferred on an individual upon their retirement or conclusion of a long period of service to recognize outstanding contributions. It has been the custom to recognize former Durham College Presidents for their outstanding service to the College and surrounding community.

2. Policy statements

- 2.1. At the discretion of the Board, former Durham College Presidents who ~~have been~~ were appointed ~~for~~ to more than one term or who have served more than five (5) years may be designated as “President Emeritus”~~”.~~ ”.
- 2.2. The Board will consider overall performance and specific contributions to Durham College, the college system, and the community.
- 2.3. The “emeritus” title is honorific; it represents no entitlement to authority, rights, privileges, or resources.
- 2.4. Notwithstanding any other element of this policy, the Board of Governors retains the authority to decline or withdraw the “emeritus” title without cause.

BOARD PROCEDURE

PROCEDURE TITLE: President Emeritus
POLICY TYPE & TITLE: Board-President Relationship - President Emeritus
EFFECTIVE DATE: ~~April 2017~~ June 2020
RENEWAL DATE: ~~April 2020~~ June 2023

1. Upon notification of the serving President's intention not to seek a subsequent term, to retire, or to otherwise conclude his or her employment as President of Durham College, and prior to his or her retirement/end date, the Executive Committee will review the President's performance during all terms of his or her presidency and his or her contributions to the College, the college system and the community.
 - The Executive Committee may seek input from, and will consider unsolicited submissions from the College, college system, and community representatives during this review.
2. The Executive Committee will inform the Board of the outcome of the review and, if appropriate, recommend approval by the Board of the granting of the title "President Emeritus".
3. The Chair of the Board will inform the President of this honour upon approval by the Board.
4. Where possible, the Executive Committee will conduct its review and make its recommendation to the Board at least four months prior to the President's retirement/end date.
5. Where possible, the title of President Emeritus will be granted at the first convocation ceremony following the President's retirement/end date.

BOARD POLICY

POLICY TYPE: Outcomes
POLICY TITLE: Mission, Vision, and Values
EFFECTIVE DATE: June ~~2017~~2020
RENEWAL DATE: June 2023~~0~~

1. Background

The Minister's binding policy directive on Governance and Accountability provides, among other responsibilities, for the Board of Governors to set the College vision. In 2007, the Durham College Board of Governors adopted a policy governance approach to governance of the College. This approach provides a powerful and effective framework for structuring Board governance processes, clearly articulating outcomes and processes to achieve those outcomes. It places the Board in control of the organization, but at a very broad level. The College's mission, vision, and values statements are clear and concise declarations that will guide Durham College's future.

2. Policy statements

All actions and decisions made by the College shall be undertaken with these statements as its primary focus, including, but not limited to, the development of strategic plans and goals. The College shall consistently and regularly derive methods of engaging ~~the~~with students, employees, and community stakeholders in the development, evaluation, and communication of its mission, vision, and values. The College shall regularly monitor its success in incorporating its mission, vision, and values in its actions and decisions.

2.1. Mission

~~The student experience comes first at Durham College.~~
Together, we are leading the way.

~~The student experience comes first at Durham College.~~

2.2. Vision

~~Durham College is the premier post-secondary destination for students to succeed in a dynamic and supportive learning environment. Our graduates develop the professional and personal skills needed to realize meaningful careers and make a difference in the world.~~
Inspiring learners to create success for themselves and their communities through the best in innovative and transformative education.

~~Durham College is the premier post-secondary destination for students to succeed in a dynamic and supportive learning environment. Our graduates develop the professional and personal skills needed to realize meaningful careers and make a difference in the world.~~

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2.3. Values

Our values drive our organizational culture and our behaviour in delivering our vision and mission.

We value:

- Collaboration
- Diversity & Inclusion
- Excellence
- Innovation
- Integrity
- Respect
- Social Responsibility

~~**Integrity and Transparency**—we behave and communicate sincerely and honestly.~~

~~**Respect**—we treat everyone with dignity, deliver superior service and offer a safe environment.~~

~~**Equality, Access and Diversity**—we embrace uniqueness, ensure accessibility and champion all learners.~~

~~**Personal and Team Accountability**—we do what we say we will do and are creative and innovative in how we conduct our business.~~

~~**Collaboration**—we create opportunities to work together to foster learning and achieve success.~~

3. Monitoring

The President will present an annual report demonstrating the College's commitment and achievements related to the vision statement and mission statement.

BOARD POLICY

POLICY TYPE: Outcomes
POLICY TITLE: Strategic Goals
EFFECTIVE DATE: June ~~2017~~2020
RENEWAL DATE: June ~~2020~~2023

1. Background

The Minister's binding policy directive on Governance and Accountability provides, among other responsibilities, for the Board of Governors to set the ~~college's~~ College's strategic directions, and overall goals and outcomes. In 2007, the Durham College Board of Governors adopted a policy governance approach to governance of the College. This approach provides a powerful and effective framework for structuring Board governance processes, clearly articulating outcomes and processes to achieve those outcomes. It places the Board in control of the organization, but at a very broad level. The College's strategic goals are clear and concise declarations that will guide Durham College's future.

2. Policy statements

All actions and decisions made by the College shall be undertaken with these statements as its primary focus, in the context of the mission, vision, and values.

The College shall consistently and regularly derive methods of engaging ~~the~~ with students, employees, and community stakeholders to ensure that it is meeting its strategic goals as set out below, and shall regularly monitor its successes in the achievement of these goals.

2.1. Our Students

Goal: To educate and inspire students to realize success in their careers and community.

~~To provide students with the best possible learning experience, we will:~~

We will:

- Deliver high-quality programs that reflect labour markets and are responsive to emerging economies.
- Provide exceptional learning experiences that create opportunities for students to build resilience, competence, personal capacity and life-enhancing skills.
- Foster the development of durable skills that are transferable across all

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industries and workplaces.

- Champion experiential learning, global engagement and applied research opportunities.
- Cultivate relationships with students that extend beyond graduation.
- Advocate for the necessity and value of life-long learning.

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~~2.1.1. Deliver high-quality programs to help students develop a wide range of career-ready skills.~~

~~2.1.2. Expand flexible, experiential and global learning opportunities.~~

~~2.1.3. Support students' well-being with a focus on adaptability and resilience.~~

~~2.1.4. Build lifelong relationships with students.~~

2.2. Our People

Goal: To invest in our employees and empower them to be entrepreneurial, innovative and strategic.

~~To optimize the experience and expertise of our people and help them make the best possible contribution toward the student experience, we will:~~

We will:

- Attract and retain individuals who are highly qualified, creative and collaborative.
- Foster a culture where all employees are inspired to exemplify our mission, vision and values.
- Ensure a positive and inclusive work environment that is diverse, respectful and representative of our community.
- Develop and implement strategies and practices that support the health and wellness of our employees.
- Leverage the expertise of our employees to make meaningful contributions to student learning and the community.
- Provide professional development and global outreach opportunities that enhance the skills and knowledge of our employees.

~~2.2.1. Improve communication across all levels of the college to better facilitate cooperation, collaboration and a culture of service.~~

~~2.2.2. Continue to grow diversity in our workforce to reflect our student body and community.~~

~~2.2.3. Cultivate and reward employee engagement, creativity and innovation.~~

~~2.2.4. Invest in the professional development and personal well-being of our employees.~~

2.3. Our Business Work

Goal: to be a leader in teaching and learning while responsibly managing resources, ensuring good governance and strategically investing in the future.

~~To manage resources responsibly and ensure that we financially and environmentally sustainable, demonstrate good governance, and are leaders in the support of outstanding teaching and learning, we will:~~

We will:

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- Foster an environment that inspires idea generation, bold leadership and purposeful innovation that are consistent with the evolution of work.
- Lead the development of transformational programs, services and systems that enhance the student experience.
- Be at the forefront of evolving teaching, learning and applied research practices.
- Reimagine and grow our facilities to be more flexible, accessible and progressive.
- Optimize resources and processes in all aspects of our business.

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~~2.3.1. Offer quality programs, services and systems that modernize, support and grow our business.~~

~~2.3.2. Maximize resources and processes in all aspects of our business oversight and leadership to achieve financial sustainability.~~

~~2.3.3. Connect our objectives with economic, social and environmental policy perspectives that support the well-being of our local, provincial, national and international community.~~

~~2.3.4. Expand our reputation among the local and global community.~~

2.4. Our Community

Goal: to drive the economic, social and environmental success of our community, locally and globally.

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~~To contribute and respond to the economic, social and environmental well-being of our community, we will:~~

We will:

- Establish and strengthen meaningful partnerships with industry, government, community and alumni to ensure our programs are leading-edge.
- Expand volunteer opportunities for employees and students to gain a deeper connection to our community.
- Leverage and grow our positive impact on the community to help it prosper and diversify.
- Respect our community by leading environmental stewardship and building social inclusion, while contributing to economic success.
- Strengthen our relationships with Indigenous communities.

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~~2.4.1. Develop new programs and services to meet the evolving demands of the job market and our students.~~

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~~2.4.2. Celebrate and support advances in entrepreneurship, innovation and sustainability.~~

~~2.4.3. Advance our role as a community hub in Durham.~~

~~2.4.4. Demonstrate leadership in volunteerism and giving back to the community.~~

~~2.4.5. Strengthen our industry and community partnerships, including our campus partner the University of Ontario Institute of Technology.~~

3. Monitoring

The President will present an annual report demonstrating the College's commitment and achievements related to the Strategic Goals.

Report Number: GOV-2020-06

To: Governance Review Committee

From: Don Lovisa, President

Date of Report: May 20, 2020

Date of Meeting: May 27, 2020

Subject: Annual Review of Board By-laws No. 1, 2 and 3

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-2020-06:

1. That Board By-law No. 1 be amended as outlined in Attachment 1 to this report;
2. That Board By-law No. 2 be amended as outlined in Attachment 2 to this report; and,
3. That Board By-law No. 3 be amended as outlined in Attachment 3 to this report.

3. Background

Durham College has four by-laws:

By-Law No. 1 is a by-law generally relating 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 is 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 is 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 is 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”).

The Office of the Vice-President, Academic, was consulted in the review of By-law No. 2, as it relates to Program Advisory Committees.

4. Discussion/Options

4.1 Proposed Updates to Board By-law No. 1

- Minor editing and stylistic changes
- Section 19: Removal of a Governor - language updated to align with the new wording in By-law No. 4 as it relates to the qualifications of a Student Governor
- **Section 27: Voting – requesting direction from the Governance Review Committee on the requirement for recorded votes during an electronic meeting**
- Section 32.1: Executive Committee Terms of Reference – recommending the removal of bullet d) as it is redundant and the addition of bullet k) as recommending the conferring of the title “president emeritus” is a responsibility of the Executive Committee

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- Section 35.1: Governance Review Committee Terms of Reference – adding bullet h) as the Governance Review Committee is responsible for receiving the President’s annual compliance report

4.2 Proposed Updates to Board By-law No. 2

- Minor editing and stylistic changes
- Section 3.1: Composition – revised language concerning representatives from external organizations
- Section 4.5: Recorder – bullet removed as it is redundant

4.3 Proposed Updates to Board By-law No. 3

- Minor editing and stylistic changes
- Section 3.1: Terms of Reference – revised language to reflect the term of appointment of student representatives selected by Durham College Students Inc.

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 Work’ pillar of the strategic plan and the goal to be a leader in teaching and learning while responsibly managing resources, ensuring good governance and strategically investing in the future.

**DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY
BY-LAW NO. ~~11-0011~~**

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BY-LAW NO. ~~11-001~~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 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~~ **Colleges and Universities** (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.

~~4.2~~

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- 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 ~~G~~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*;

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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 who is no longer in Good Academic Standing or they have received an academic integrity alert or student conduct violation on their student file, -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~~

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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:

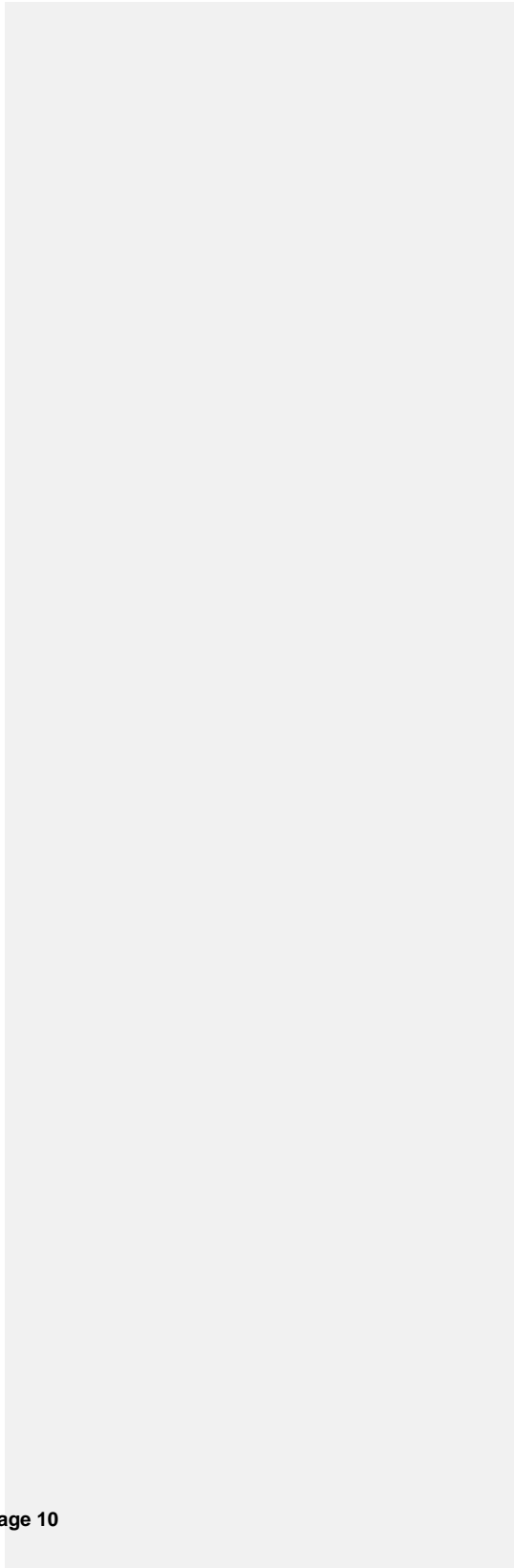
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- i) harassment (including activities that would constitute harassment under legislation or College policy);
- ii) violence (including activities that would constitute violence under legislation or College policy);
- iii) conviction of a criminal offence;
- 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

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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 they have received an academic integrity alert or student conduct violation on their student file, or is not actively participating in a program of instruction, as provided for defined 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.

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- 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 an 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 ~~B~~board member or a prospective ~~B~~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 public 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.

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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 ~~A Governor~~s who participates in a 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.

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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 (2) 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) business 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.

~~29.3~~

29.4 Delegations of a confidential or sensitive nature involving students, ~~staff employees~~ 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 ~~C~~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.

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- 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)d) 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)e) To review and approve College organizational changes and report thereon to the Board, for informational purposes only.

Commented [MP4]: Redundant, see b)

- 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 recommend for approval by the Board, the conferring of the title "president emeritus".
- m) To consider matters and to direct action thereon, subject to Board approval at the next meeting of the Board.
- n) 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.
- o) 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 oversee College financial practices, reporting processes, systems of internal control, and review appropriateness of existing College accounting policies; disclosures and reserves.
- b) To oversee the audit process, including recommendation 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.
- d) To oversee the reappointment process for external Governors and recommend reappointments to the Board.
- e) To oversee the implementation of the procedures set out in By-law No. 4, which regulates the election of internal ~~G~~governors.

34.2 Membership

The Chair of the Board of Governors;

A minimum of four (4) other ~~G~~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 bBy-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.
- ~~g)h) To receive and review the President's annual compliance report.~~
- ~~h) To receive post-election reports for internal governor elections.~~
- i) To annually review the board skills matrix.

Commented [MP5]: As per By-law No. 4, this report will go to the next public board meeting.

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 a 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 ~~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.

48. REPEAL OF PREVIOUS BY-LAW

By-~~L~~aw 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 ~~b~~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~~Colleges and Universities 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-integrating applied 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 sustain effective relationships with local and businesses communities, 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 and initiatives.

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~~ are not considered spokespeople for their employers or companies.

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~~ more than one representative from an organization external to Durham College. Should an external member not be able to attend a Program Advisory Committee meeting, a designate may be permitted to attend instead, on a case by case basis and with the prior permission of the Executive Dean/Dean.

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~~ consider 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~~ have resigned 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 College 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, the Centre for Professional and Part-Time Learning), 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 a 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 memberships 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. A program's Executive Dean/Dean has overall responsibility for ensuring the effectiveness of a Program Advisory Committee. -~~

~~The responsibility for implementing approved recommendations rests with the College Administration. College Administration has a shared responsibility for implementing approved recommendations from Program Advisory Committees.~~

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 ~~who~~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~~in 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 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~~community, college, student services, or 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

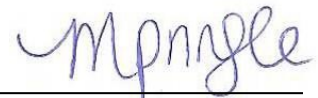
By-Law No. 2 of the Durham College of Applied Arts and Technology, enacted on the 8th day of June 2011, is hereby repealed.

This By-law shall come into force and take effect on the date it is finally passed by the Board of Governors.

Enacted by the Board of Governors and sealed with the Corporate Seal this 12th day of October, 2016.



Board Chair



Corporate and Board Secretary

DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY
BY-LAW NO. 3

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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~~ 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 ~~eCouncil~~ 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 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~~ 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~~ three-year terms. Students shall serve a one-year term.

- d) The term of appointment for the faculty, support staff, and administrative representatives will coincide with the academic year, defined as September 1 of each year through to August 31 of the following year.

- e) The term of appointment for the student representatives will align with Durham College Student's Inc. by-law that defines the term of office for its directors as May 1 of each year through to April 30 of the following year.

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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~~ A quorum for College Council is a simple majority of current members, excluding vacancies.

3.4 Reporting and Deliverables

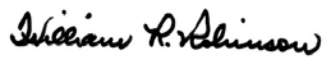
- a) Agendas and minutes will be made available to the Durham College community on the Info Centre for Employees (ICE) internal site.
- b) A report from this advisory College Council shall be included in the College's annual report.
- c) The advice and counsel provided by the Council will be taken under consideration in the final ~~decision~~ 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

Report Number: GOV-2020-08

To: Governance Review Committee

From: Don Lovisa, President

Date of Report: May 20, 2020

Date of Meeting: May 27, 2020

Subject: Annual Review of Board By-law No. 4

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-2020-08, By-law No. 4 enacted on February 10, 2016, be repealed and replaced with By-law No. 4, as presented in Attachment 1 to this report.

3. Background

By-law No. 4 is 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").

A working group comprised of Governor Cowie, Governor James, and the Corporate and Board Secretary met over the past year to review By-law No. 4 and to recommend changes. College Council also reviewed the proposed new by-law.

4. Discussion/Options

The chart below highlights the significant changes proposed:

Significant Change	Current by-law	New by-law
Election Governance	Establishes an Election Disputes Committee and an Election Appeals Committee	Establishes one oversight body known as the Electoral Committee and outlines the composition and role of the Electoral Committee Removes administrative support of the Electoral Committee from the Corporate and Board Secretary
Candidate Qualifications	Administrative/Academic/Support Staff Governor: only full-time employees Student Governor: a full-time student, in good academic standing (defined as GPA of 2.0 or higher), actively participating in a program of instruction and have paid all fees at the close of the Nomination Period	Administrative/Academic/Support Staff Governor: refers to a permanent employee, which includes some part-time employees Student Governor: refers to a full or part-time student, in good academic standing (defined as not on academic probation or suspension) and having no academic integrity alerts or student conduct violations on their student file
Nominations	n/a	Section 8.4 outlines and clarifies when the Chief Returning Officer can reject a nomination
Candidate Information Session	n/a	In the past, a candidate information session has been optional for a student governor election; however, Section 9 now makes this a mandatory requirement
Campaign Period	Coincided with the Voting Period	Now eight (8) days in duration and concludes before the Voting Period begins

Significant Change	Current by-law	New by-law
Campaign Expenses	A \$100 for a student Candidate and \$250 for employee Candidate	Now a \$100 maximum for all Candidates
Disqualification of a Candidate	n/a	Section 12 is new and outlines when a Candidate may be disqualified
Complaints		Section 13 is new and outlines how complaints are handled
Appealing a Decision of the Chief Returning Officer		Section 14 is new and outlines how appeals are handled
Appealing a Decision of the Electoral Committee		Section 15 is new and outlines how to appeal a decision of the Electoral Committee (only applicable to appeals that may change the election outcome)
Reporting	The post-election report went to the Governance Review Committee	The post-election report will go directly to a public session of the Board

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 Work' pillar of the strategic plan and the goal to be a leader in teaching and learning while responsibly managing resources, ensuring good governance and strategically investing in the future.

DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY BY-LAW NO. 4

A by-law to regulate the election of Internal Governors pursuant to Ontario 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 the Durham College of Applied Arts and Technology ("Durham College") as follows:

1. GENERAL

- 1.1. Durham College is committed to the principle of free and fair elections to be conducted in accordance with applicable legislation and applicable Durham College by-laws and policies.
- 1.2. Ontario Regulation 34/03 states that a Board of Governors of a College will include one Student, one Academic Staff Member, one Administrative Staff Member and one Support Staff Member, each of whom will be elected by the Students or by the relevant staff group.
- 1.3. Ontario Regulation 34/03 provides that no person will be a member of a College Board of Governors under clause (1) (c) of the regulation unless the person is duly elected in accordance with the procedures established by the Board after consultation with the Students and with the staff referenced in clause (1) (c) of the Act and set out in a by-law of the Board.
- 1.4. In keeping with Ontario Regulation 34/03, Durham College By-Law No. 1, Section 5, 'Term of Office' provides for Internal Governors (with the exception of a 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 will be one year, subject to re-election for a second year.
- 1.5. The term of appointment commences September 1 and concludes August 31 of the relevant years.

2. DEFINITIONS

Academic Staff Member

A person who is employed by Durham College as a teacher, counsellor or librarian.

Administrative Staff Member

A person who is employed by Durham College and who is not an Academic Staff Member, a Support Staff Member, or a Student.

Board

The Board of Governors of the Durham College of Applied Arts and Technology.

Business Day

Monday through Friday from 8:30 a.m. to 4:30 p.m. local time, excluding public holidays.

Campaigning

Activities undertaken by a Candidate or designate to promote a Candidate with the intent of winning the election.

Campaign Period

The defined period of time in which a Candidate or designate can undertake activities to promote a Candidate with the intent of winning the election.

Candidate

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

Candidate Information Session

A mandatory information session hosted by the Chief Returning Officer for Candidates in a Student Governor Election.

Chief Returning Officer

The individual responsible for administering an Internal Governor election.

Constituency

A defined group of voters entitled to elect a representative.

College

Refers to the Durham College of Applied Arts and Technology.

College Council

A Council established pursuant to Durham College By-law No. 3 to provide a forum for Employees and Students to be consulted and to provide input on significant College matters.

Electoral Committee

A limited-term committee of the Board tasked with responding to specific complaints and appeals related to an election.

Employee

Any person in the employ of Durham College without regard for position, function, or other status of employment.

Good Academic Standing

A Student who is not on academic probation or suspension.

Internal Governor

A Governor elected from the Student, Academic, Administrative or Support Staff groups.

Nomination Form

The written form required to be completed in order to become a Candidate in a Student, Academic, Administrative or Support Staff election.

Nomination Period

The defined period of time in which Nomination Forms are accepted by the Chief Returning Officer.

Notice of Disqualification

A written notice issued by the Chief Returning Officer advising a Candidate that they have been disqualified.

Notice of Election

A written notice issued by the Chief Returning Officer advising of an upcoming Student, Academic, Administrative or Support Staff election.

Program of Instruction

A group of related courses leading to an Ontario College Certificate, Ontario College Diploma, Ontario College Advanced Diploma, Ontario College Graduate Certificate or an Ontario College Baccalaureate Degree or other document awarded by the Board of Governors.

Student

An individual who is enrolled in a post-secondary course or Program of Instruction at Durham College.

Support Staff Member

A person who is employed by Durham College as a member of the office, clerical, technical, health care, maintenance, building service, shipping, transportation, cafeteria or nursery staff.

Voting Period

The defined period of time in which votes can be cast.

Voters List

A list of eligible voters for a particular Constituency group.

3. PRINCIPLES

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

3.1.1. The Chief Returning Officer will ensure voting procedures are compliant with the customer service regulations of the *Accessibility for Ontarians with Disabilities Act*.

4. ELECTION GOVERNANCE

4.1. The Board will consult with College Council regarding any substantial amendments to this by-law.

4.2. The Nominating Committee of the Board will oversee the implementation of the procedures set out in this by-law.

4.3. The Board delegates authority to administer Internal Governor elections in accordance with this by-law to the Corporate and Board Secretary, who will act as Chief Returning Officer.

- 4.4. The Board will establish an Electoral Committee to:
 - 4.4.1. Consider and respond to a complaint where the decision may affect the outcome of the election;
 - 4.4.2. Consider and respond to appeals received in response to a Notice of Disqualification or a decision of the Chief Returning Officer.
- 4.5. The Electoral Committee will be comprised of the membership of the Nominating Committee, excluding any Governor who has a conflict of interest or who is a member of the Constituency that is the subject of the complaint or appeal.
- 4.6. The Chair of the Nominating Committee will be the Chair of the Electoral Committee.
- 4.7. Quorum for a meeting of the Electoral Committee will be a simple majority of the members.
- 4.8. To ensure objectivity, the Corporate and Board Secretary will not provide administrative support to the Electoral Committee.
 - 4.8.1. The Executive Assistant in the Office of the President or designate will provide administrative support to the Electoral Committee.
 - 4.8.2. The Electoral Committee is not required to hold regular meetings and will convene in-camera only if necessary to consider a complaint or appeal that has been received.
 - 4.8.3. The Electoral Committee will conduct its affairs following procedural fairness.

5. NOTICE OF ELECTION

- 5.1. The Chief Returning Officer will issue a Notice of Election a minimum of fifteen (15) Business Days prior to commencement of the Nomination Period.
- 5.2. The Notice of Election will:
 - 5.2.1. Identify the Constituency, Candidate eligibility requirements and the dates of the Nomination, Campaign and Voting Periods;
 - 5.2.2. Include an overview of the position;
 - 5.2.3. Be communicated electronically to the relevant Constituency; and,
 - 5.2.4. Be posted on the Durham College website.

6. CANDIDATE QUALIFICATIONS

- 6.1. To qualify as a Candidate in an Academic, Administrative or Support Staff election, a Candidate must be a permanent Employee at Durham College.
- 6.2. To qualify as a Candidate in a Student election, a Candidate must be a full or part-time Student who is in Good Academic Standing and who has no academic integrity alerts or student conduct violations on their student file.
- 6.3. A Candidate is only eligible to run in one of the Constituency's described in Ontario Regulation 34/03.
 - 6.3.1. An individual's Constituency is determined through their main affiliation with Durham College as determined by the records of Human Resources or the Office of Strategic Enrolment Services.
- 6.4. The following individuals are not qualified to be a Candidate:
 - 6.4.1. An individual who is less than 18 years of age;
 - 6.4.2. An individual who has been declared incapable by a court in Canada or in another country;
 - 6.4.3. An individual who has the status of bankruptcy.

7. ELIGIBILITY TO VOTE AND VOTERS LIST

- 7.1. All permanent Employees, as determined by the records of Human Resources are eligible to vote in their Constituency as long as they remain an Employee of Durham College under the terms of the collective agreement for their Constituency or the administrative terms and conditions of employment during the Voting Period.
- 7.2. All Students, as determined by the records of the Office of Strategic Enrolment Services are eligible to vote as long as they remain a Student of Durham College during the Voting Period.
- 7.3. A Voters List will be prepared at the direction of the Chief Returning Officer three (3) Business Days prior to issuance of 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 an Academic, Administrative or Support Staff election is provided by Human Resources.

- 7.4. The Chief Returning Officer will make a Voters List available, in electronic format only, for viewing at all campuses and the Pickering Learning Site during the Business Day upon issuance of the Notice of Election until the close of the Voting Period.
- 7.5. The purpose of the Voters List is:
 - 7.5.1. To assist the Chief Returning Officer in confirming proposed Candidates and nominators are on the Voters List and are eligible to participate in the election.
 - 7.5.2. To allow Constituents to confirm they are on the Voters List.
 - 7.5.3. To allow a Candidate to determine who is a member of their Constituency.
- 7.6. A Candidate can only view the Voters List and is not permitted to print or photograph the list.
- 7.7. Use of the Voters List for other purposes is prohibited.

8. NOMINATIONS AND NOMINATIONS PERIOD

- 8.1. The Nomination Period will be five (5) Business Days in duration.
- 8.2. Nomination forms will be available on the Durham College website and in the Board of Governors office (Oshawa Campus, Gordon Willey Building, A140).
- 8.3. A completed Nomination Form must be delivered to the Chief Returning Officer in-person by a proposed Candidate, who will present valid photo identification at the time of submission.
- 8.4. The Chief Returning Officer has the authority to reject a nomination if:
 - 8.4.1. The proposed Candidate does not meet the eligibility requirements outlined in Section 6 of this by-law;
 - 8.4.2. All sections of the Nomination Form are not complete;
 - 8.4.3. The Nomination Form is not received by the end of the Business Day when the Nomination Period closes;
 - 8.4.4. The information contained in the Nomination Form is incomplete or inaccurate.
- 8.5. If upon review of a Nomination Form, the Chief Returning Officer determines a Nomination Form is incomplete or inaccurate, a Candidate will have the opportunity to fix or correct a Nomination Form as long as it is re-submitted prior to the close of the Nomination Period.

- 8.6. The Chief Returning Officer will communicate acceptance or rejection of the nomination as soon as a determination is made or no later than 12:00 p.m. two (2) Business Days after the close of the Nomination Period.
- 8.7. The Chief Returning Officer will facilitate the posting of the names, photographs (optional) and personal statements (maximum word count of 100 words) of all Candidates who submit the required information within three (3) Business Days after the close of the Nomination Period on the Durham College website. In lieu of a written personal statement, a 90-second video statement is permissible.
- 8.8. All nominations are considered confidential until the close of the Nomination Period.
- 8.9. In the event that a Candidate advises the Chief Returning Officer of their desire to withdraw their nomination at least two (2) Business Days before the start of the Voting Period, the Chief Returning Officer will advise all other Candidates of the withdrawal. If time permits, the Candidate's name will be removed from the ballot.

9. CANDIDATE INFORMATION SESSION (MANDATORY)

- 9.1. All Candidates running for Student Governor must attend a Candidate Information Session hosted by the Chief Returning Officer in advance of the start of the Campaign Period. This date will be advertised on the Durham College website and be communicated to all Candidates a minimum of two (2) Business Days in advance.
- 9.2. A Candidate who does not attend the Candidate Information Session, or who does not make alternate arrangements to meet with the Chief Returning Officer prior to the start of the Campaign Period, will be disqualified.

10. CAMPAIGNING AND CAMPAIGN PERIOD

- 10.1. The Campaign Period will commence no later than three (3) Business Days after the close of the Nomination Period and will be eight (8) Business Days in duration.
- 10.2. Campaigning outside of the Campaign Period is prohibited.
- 10.3. All Candidates must accurately represent themselves and their position, and will not engage in acts of defamation or destruction of other Candidate's Campaign materials.
- 10.4. All Candidates must comply with applicable Durham College policies and procedures.

- 10.5. Physical Campaigning is restricted to public areas on-campus.
 - 10.5.1. Campaigning is not permitted in the President's office, on-campus residence or in a classroom, lab, meeting room, study room or the Learning Commons.
- 10.6. The Chief Returning Officer shall provide guidelines on the use of posters, which may include designating a common area to display election materials.
- 10.7. Use of Durham College's digital signage is permitted. To access this medium, a Candidate must submit a formal request using the appropriate form: <https://durhamcollege.ca/digitalsignage#submissionform>. All content must comply with the guidelines established by the Communications and Marketing Department and the Chief Returning Officer has the authority to reject any content contrary to Durham College policies.
- 10.8. Use of personal social media platforms is permitted.
- 10.9. The use of Durham College email, the Employee intranet (ICE) or Student intranet (MyCampus) by a Candidate for election purposes is prohibited, except as follows:
 - 10.9.1. During the Campaign Period, the Chief Returning Officer will distribute two Candidate messages (maximum word count of 100 words per message) by Durham College email, Employee intranet (ICE) or Student intranet (MyCampus).
 - 10.9.2. To be included in the distribution, a Candidate must provide the messages by the pre-determined deadline and the content will be reviewed and approved by the Chief Returning Officer.
 - 10.9.3. Messages will be sent in a group format to the appropriate distribution list and Candidates will not be given access to internal distribution lists.
- 10.10. The use of the Durham College logo on campaign materials is prohibited.
- 10.11. All Campaign costs will be at the expense of the Candidate. Campaign expenditures will not exceed \$100 for any Candidate.
 - 10.11.1. Proof of expenses (itemized receipts) must be retained by a Candidate and be made available to the Chief Returning Officer upon request until five (5) Business Days following the official announcement of election results or, if subject to a complaint, until ten (10) Business Days following the communication of a dispute or appeal ruling, whichever is later.
- 10.12. A Candidate is responsible for monitoring their own campaign materials to ensure compliance with this by-law and Durham College policies.

- 10.13. All Campaign materials must be removed from all Durham College campuses within one (1) Business Days following the close of the Campaign Period.
- 10.14. Notwithstanding Section 10, in order to respond to an extraordinary or an emergency situation, the Chief Returning Officer has the authority to implement changes to the types of Campaign activities that are permissible or contemplated by this by-law. Such changes will be communicated to all Candidates by email.

11. VOTING AND VOTING PERIOD

- 11.1. In the event that only one acceptable nomination is received by the Chief Returning Officer, the Candidate will be acclaimed and no election will be held.
- 11.2. In the event of an acclamation, the Chief Returning Officer will notify the Nominating Committee and the acclaimed Candidate within one (1) Business Day following the close of the Nomination Period. The name of the acclaimed Candidate will be communicated to the relevant Constituency within four (4) Business Days of the close of the Nomination Period.
- 11.3. In the event an election is required, the Voting Period will be five (5) Business Days in duration and will commence on the eleventh (11) Business Day following the close of the Nomination Period.
- 11.4. The Chief Returning Officer will promote the Voting Period to the relevant Constituency using communication channels appropriate to that group.
- 11.5. Voting will be conducted in a secure and confidential manner as determined by the Chief Returning Officer.
- 11.6. Each eligible voter will have one vote, and once a vote is cast, it cannot be changed.
- 11.7. In the event that any two Candidates receive an equal number of votes, the result will be determined by a coin toss conducted by the Chief Returning Officer in the presence of the two Candidates receiving the equal number of votes and the Durham College President or designate.
- 11.8. The result of the election will be communicated to the Nominating Committee and all Candidates within one (1) Business Day following the close of the Voting Period.

- 11.9. The Chief Returning Officer will post on the Durham College website, the names of all Candidates and the total number of votes received by each Candidate, and communicate the name of the successful Candidate to the relevant Constituency within four (4) Business Days following the close of the election.

12. DISQUALIFICATION OF A CANDIDATE

- 12.1. A Candidate will be disqualified by the Chief Returning Officer if:
 - 12.1.1. In the case of a Student Governor election, the Candidate fails to attend the Candidate Information Session or fails to make alternative arrangements to meet with the Chief Returning Officer prior to the start of the Campaign Period.
- 12.2. A Candidate may be disqualified by the Chief Returning Officer if:
 - 12.2.1. If a Candidate violates this by-law, an applicable Durham College policy or a decision of the Chief Returning Officer whether or not a Candidate has received a prior written warning from the Chief Returning Officer.
- 12.3. If it is determined at the sole discretion of Chief Returning Officer there is satisfactory evidence to disqualify a Candidate, the Candidate will be issued a Notice of Disqualification, sent electronically to the email address provided on their respective Nomination Form.
- 12.4. A Candidate has two (2) Business Days from the date of the Notice of Disqualification to submit a written request to appeal the decision of the Chief Returning Officer to the Electoral Committee.
- 12.5. The date of the Notice of Disqualification is the date on which it is sent to the Candidate.
- 12.6. If a Candidate appeals the Notice of Disqualification to the Electoral Committee, the Candidate is permitted to participate in the Election until a decision of the Electoral Committee has been issued.
- 12.7. If a Candidate does not appeal the decision of the Chief Returning Officer or the decision of the Chief Returning Officer is upheld by the Electoral Committee, the Chief Returning Officer will post a Notice of Disqualification on the Durham College website and remove the Candidate's photograph and personal statement.

- 12.8. Time permitting, the disqualified Candidate's name will be removed from the ballot.
 - 12.8.1. Any votes received for a disqualified Candidate will be declared invalid. Individuals who voted for the disqualified Candidate will not have an opportunity to make an alternate choice.
 - 12.8.2. Presence of a disqualified Candidate's name on the Durham College website or ballot will not invalidate the election.

13. COMPLAINTS

- 13.1 The Chief Returning Officer has the authority to investigate and resolve a complaint by:
 - 13.1.1. Dismissing a complaint;
 - 13.1.2. Clarifying the rules for all Candidates;
 - 13.1.3. Issuing a warning to a Candidate;
 - 13.1.4. Mediating a dispute between two or more Candidates;
 - 13.1.5. Issuing a Notice of Disqualification to a Candidate.
- 13.2. All complaints must be received in writing and must indicate the details of the alleged violation of this by-law or applicable Durham College policy. All available evidence supporting the complaint must also be attached.
- 13.3. If a complaint is specific to the policies or procedures related to the Nomination, Campaigning or Voting Periods, the complaint must be received no later than one (1) Business Day following the close of the applicable period.
- 13.4. The Chief Returning Officer will respond to the complainant within two (2) Business Days of receiving the complaint in writing.
- 13.5. The complainant has two (2) Business Days from the date of the Chief Returning Officer's decision to appeal.
 - 13.5.1. The date of the Chief Returning Officer's response is the date it is sent to the complainant.
- 13.6. Notwithstanding any other provision in Section 13, any complaint that may result in a change to an election outcome will be referred to the Electoral Committee for determination.

14. APPEALING A DECISION OF THE CHIEF RETURNING OFFICER

- 14.1. All appeals must be received in writing and must outline why the decision of the Chief Returning Officer should be reconsidered, and include supporting evidence.
- 14.2. A request for an appeal must be filed with the Executive Assistant in the Office of the President or designate within the prescribed timeframe who will forward the appeal to the Electoral Committee within one (1) Business Day.
- 14.3. The Electoral Committee will convene a meeting within two (2) Business Days of receiving the appeal to decide the matter and will issue a decision to the complainant within two (2) Business Days of the meeting convened for that purpose.
- 14.4. The Electoral Committee has the power to:
 - 14.4.1. Dismiss the appeal; or
 - 14.4.2. Allow the appeal and make any decision the Chief Returning Officer could have made as outlined in Section 13.1.
- 14.5. The decision of the Electoral Committee on the appeal is final.

15. APPEALING A DECISION OF THE ELECTORAL COMMITTEE

- 15.1. Only a decision of the Electoral Committee made pursuant to Section 13.6 can be appealed.
- 15.2. All appeals must be received in writing and must outline why the decision of the Electoral Committee should be reconsidered, and any include any supporting evidence.
- 15.3. Within two (2) Business Days of receiving a decision of the Electoral Committee, an appeal may be filed with the Corporate and Board Secretary who will forward it to the Board of Governors within two (2) Business Days.
- 15.4. The Board of Governors will convene a meeting within ten (10) Business Days of receiving the appeal to consider the matter, and once the Board of Governors decides on the matter, will communicate with the complainant within two (2) Business Days.

- 15.5. The Board of Governors has the power to:
 - 15.5.1. Dismiss the appeal; or
 - 15.5.2. Allow the appeal and make any decision it considers just and appropriate.
- 15.6. The decision of the Board of Governors on the appeal is final.

16. CONTINUED ELIGIBILITY, POST ELECTION

- 16.1. An elected Governor must remain a member of the Constituency by which they were elected throughout their term of office.
- 16.2. A Student Governor must remain in Good Academic Standing and not receive any academic integrity or student conduct violations for the duration of their term of office.
- 16.3. A Student who graduates prior to the expiration of the student's term may remain a member of the Board until August 31 in the year of their graduation.

17. MID-TERM VACANCIES

- 17.1. If an Administrative Staff Member, Academic Staff Member or Support Staff Member is unable to finish their term of office, the vacancy will be filled according to Section 6 of By-law No. 1.
- 17.2. If a Student Member is unable to finish their term of office, within one (1) month of the Board being notified:
 - 17.2.1. If eligible and willing, the Candidate with the second-most votes will be acclaimed as Governor.
 - 17.2.2. If the Candidate is either no longer eligible or not willing to serve as Governor, subject to 17.2.3. a new election will be held.
 - 17.2.3. If there are less than three (3) months to end of the term of office, the Student Member position will remain vacant.

18. REPORTING

- 18.1. The Chief Returning Officer will 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 a public meeting of the Board of Governors.

19. RETENTION OF RECORDS

- 19.1. All Nomination Forms will be securely destroyed no sooner than five (5) Business Days after the announcement of the election results or the resolution of appeals, whichever is later. All other records related to the election will be retained according to Durham College's Common Records Schedule.

20. FORCE AND EFFECT

This by-law will come into force and take effect on the date it is passed by the Board of Governors at which time By-law No. 4 enacted February 10, 2016 is repealed.

Enacted by the Board of Governors and sealed with the Corporate Seal this XX day of XX.

SUMMARY OF RESPONSES – REQUIREMENT FOR GOVERNORS, TO OBTAIN CRIMINAL REFERENCE CHECKS (as of May 21, 2020)

Question asked: do you require your governors to obtain a criminal reference check? If so, does your institution cover the cost, and how frequently are they required (e.g., annually)?

Institution	Criminal reference check required for governors?
Camosun College	No
Canadore College	External appointments – no For LGIC appointments – government conducts a check
Centennial College	External appointments – no For LGIC appointments – government conducts a check
Confederation College	Yes, required once (no cost for volunteers)
Fanshawe College	No
Holland College	No
Kwantlen Polytechnic University	No
Lambton College	No
Langara College	Government appointments – government, conducts a check
Mohawk College	Yes, required once + annual attestation (college pays for it)
New Brunswick Community College	Government appointments – government, conducts a check
Niagara College	No
North Island College	Government appointments – government, conducts a check
Northern College	No
Northern Lakes College	No
Nova Scotia Community College	No
Portage College	No
Sheridan College	No
University College of the North	No