



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

Date: Wednesday, May 27, 2020

Location: GoToMeeting, Video Conference

Members Present: Jim Wilson, Committee Chair
Elizabeth Cowie, Committee Vice-Chair
Kevin Griffin
Robert Lanc
Debbie McKee Demczyk
Don Lovisa, President
Vasu Sukhija (left the meeting at 7:15 p.m.)

Members Absent: Ivan DeJong, Board Chair

Staff Present: Melissa Pringle, Corporate and Board Secretary

1. CALL TO ORDER

With quorum present, the meeting was called to order at 6:00 p.m.

2. INTRODUCTION OF GUESTS

The Associate Vice-President, Office of Development and Alumni Affairs, joined the meeting for Discussion Item 8.1, 'Requirement for Criminal Reference Checks.'

3. ADDITIONS/DELETIONS TO THE AGENDA

None.

4. CONFLICT OF INTEREST DECLARATIONS

None.

5. PRESENTATIONS

None.

6. ACTIONS ARISING FROM PREVIOUS MINUTES/REGULAR RECURRING ITEMS

None.

7. DECISION ITEMS

7.1 President's Compliance Report for 2019-2020

The President presented the annual compliance report for 2019-2020, confirming compliance with Board policy and relevant legislation.

The Committee questioned President Lovisa.

Moved By Governor McKee Demczyk

Seconded By Governor Lanc

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." CARRIED

7.2 Post-Election Report: Administrative Staff Governor Election

President Lovisa presented the post-election report for the administrative staff governor election, stating that despite being delayed due to COVID-19, there were two strong candidates. Campaign activities included the preparation of a video message, the use of social media, and email messaging. Kelly Doyle was the successful candidate, garnering 61% of the vote.

Moved By Governor Cowie

Seconded By Governor Griffin

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." CARRIED

7.3 Board Policies Due for Renewal

President Lovisa presented the Board policies due for renewal: Communication and Counsel to the Board, President Emeritus, Mission, Vision and Values, and Strategic Goals.

Following a discussion on the policy, Communication and Counsel to the Board, Section 2.5, was amended to strike out the words 'actual or unavoidable' and to insert the word 'any' following the words 'promptly on.'

Following a discussion on the policy, President Emeritus, Section 2.1, was amended to strike out the words 'who have been appointed for more than one term or' and to insert the words 'as President' following the words 'five (5) years'.

Moved By Governor Cowie

Seconded By Governor Lanc

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:

- Communication and Counsel to the Board
- President Emeritus
- Mission, Vision and Values
- Strategic Goals." CARRIED AS AMENDED

7.4 Annual Review of By-laws No. 1, 2, and 3

President Lovisa overviewed proposed changes to By-laws No. 1, 2, and 3.

Concerning By-law No.1, the Committee discussed Section 27.1, and the requirement for a recorded vote during an electronic meeting. Given the shift to virtual meetings, the consensus was that recorded votes should not be required, but could be requested. Following discussion, the Committee agreed to delay the review and approval of amendments to By-law No. 1 to allow for further analysis.

Action: The Corporate and Board Secretary to work with Governor Cowie to address questions related to By-law No. 1 and report back to the next Governance Review Committee meeting.

Moved By Governor Griffin

Seconded By Governor Lanc

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

7.5 Annual Review of Board By-law No. 4

Governor Cowie presented an overview of the proposed changes to By-law No. 4, noting the new by-law addresses a lack of consistency, provides clarity and complies with best practices. Further, the chart outlined in Section 4 of the report was highlighted as it outlined significant changes as it relates to election governance, candidate qualifications, nominations, the campaign period, and the handling of complaints and appeals.

The Committee questioned the Corporate and Board Secretary.

Following discussion, Section 15.2 was amended to correct a typographical error by striking out the word ‘any’ and inserting the word ‘shall’ before the word ‘include.’

The Committee discussed Section 6.2 as it relates to the qualifications for a candidate in a student election and the intent to allow a part-time student taking only one course to run for election.

Following discussion, the definition of a student in Section 2 was amended to read: ‘An individual who is enrolled in a Program of Instruction at Durham College, carrying a minimum course load of 50%.’ Also, Section 6.2 was amended to strike out the words ‘full or part-time.’

Moved By Governor McKee Demczyk

Seconded By Governor Cowie

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 the report.” CARRIED AS AMENDED

Governor Sukhija left the meeting.

8. DISCUSSION ITEMS

The Associate Vice-President, Office of Development and Alumni Affairs joined the meeting.

8.1 Requirement for Criminal Reference Checks

The Associate Vice-President, Office of Development and Alumni Affairs, advised that at a recent DC Foundation Governance and Nominating Committee meeting, the question of requiring criminal reference checks for directors was discussed as a way to mitigate reputational risk. As part of the discussion, the Foundation wanted to understand the position of the Durham College Board of Governors and questioned if the two Boards needed to be aligned on the issue. Further, it was reported that following the DC Foundation Meeting, legal advice was sought, and the Foundation was advised that a criminal reference check is not required unless an individual is working in the vulnerable sector. An annual questionnaire was suggested as an alternative to the criminal reference check.

The Committee discussed the merits of requesting a criminal reference check and the need to be sure of the purpose of the collection and how the information would be used. Following discussion, the Committee determined it was a meaningful conversation to have, but that each Board needs to come to an independent opinion on whether a criminal reference check would be required.

Action: The Corporate and Board Secretary to circulate the questionnaire provided by the Associate Vice-President, Office of Development and Alumni Affairs and place the matter on the next Governance Review Committee agenda for further discussion.

8.2 Future Board and Committee Meetings + COVID-19

The Committee discussed the merits of holding Committee and Board meetings by video conference post-COVID-19. Following discussion, the Committee agreed that video conferencing is an efficient way to hold a Committee meeting, but that, where possible, Board meetings should be held in-person. Further, the Committee discussed the start time of Committee meetings and the difficulty of attending meetings scheduled during commute time.

8.3 Board Activities + COVID-19

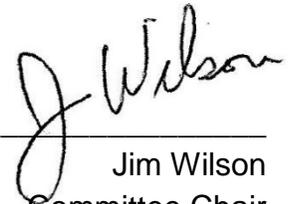
The Committee discussed upcoming Board events such as orientation, Hail and Farewell, and the *Learn More* series in light of the COVID-19 pandemic. It was reported that orientation would be held in a virtual format, and the *Learn More* series would be stopped until the Board could reconvene in-person. Options are being considered for the Hail and Farewell, including deferring to later in the fall or facilitating a virtual event.

9. MEETING CRITIQUE

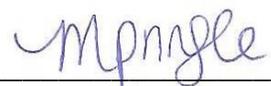
The Committee conducted a meeting critique and agreed that video conference is an effective way to hold a Committee meeting, that the discussion was robust and reflected a diversity of opinion, and that Committee members trusted each other enough to have an open and honest conversation. Further, the Committee commented that they appreciated the opportunity to learn about governance issues.

10. ADJOURNMENT

With no further business, the meeting ended at 7:28 p.m.



Jim Wilson
Committee Chair



Melissa Pringle
Corporate and Board Secretary