

DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY

PUBLIC MEETING OF THE GOVERNANCE REVIEW COMMITTEE

AGENDA

Date: Tuesday, November 10, 2020, 6:30 p.m.

Location: MS Teams

Pages

1. CALL TO ORDER
2. WELCOME TO NEW MEMBERS & ROUNDTABLE INTRODUCTIONS
3. INTRODUCTION OF GUESTS
4. ADDITIONS/DELETIONS TO THE AGENDA
5. CONFLICT OF INTEREST DECLARATIONS
6. PRESENTATIONS
7. DECISION ITEMS
8. DISCUSSION ITEMS
 - 8.1 Collection of Demographic Data & Sample Survey Used by Nova Scotia Community College - J. Wilson 3 - 8
 - 8.2 Recent Suggestions for Enhancing Board Meetings & Supporting Diversity and Inclusion Efforts- J. Wilson 9 - 17
 - Suggestion by Governor Lucyk to acknowledge diversity and inclusion at the beginning of every board meeting
 - Suggestion by Governor Rose to update the report template to include a section titled "Implications for Diversity and Inclusion"
 - Suggestion by Governor Beale to highlight the Board goals at every Board meeting
 - Indigenous land acknowledgement
 - Are we downplaying the importance of all of the college values if we focus on one (e.g., diversity and inclusion)?
 - 8.3 Handling of Conflicts of Interest in Virtual Meetings - J. Wilson 18 - 29

Measurement: The Executive Committee completes a review of the current meeting assessment process and makes refinements based on Board member input to ensure validity and to optimize Board engagement.

Suggestions discussed by the Executive Committee at their meeting of November 2, 2020:

- Revise the meeting critique form used by the Board evaluator to add an additional question about areas for improvement
- In addition to the meeting evaluator assigned to a particular Board meeting, allow other Governors to contribute feedback if they wanted to
- Consider assigning one meeting reviewer and one person to offer a critique at each Board meeting

9. MEETING CRITIQUE - J. Wilson

10. ADJOURNMENT

Accessibility, Diversity and Inclusion are core values for NSCC. All NSCC employees are required to complete an annual census to help provide an accurate profile of our workplace. This is critical to removing barriers to full and positive participation in the workplace and promoting inclusion in our diverse college community. It is our hope to maintain the same demographic data for our Board of Governors. Completion is voluntary, but participation is encouraged.

When making appointments to the Board pursuant to the *Community Colleges Act* the Minister of Labour of Advanced Education and the Board of Governors shall take into consideration: the person's knowledge of occupations that are of particular significance to the labour market and economic needs of the province; and the desirability of achieving, on the Board, an equitable representation of the diversity of educational and community interests served by the programs and services of the College on the Board of Governors.

The anonymity of individual responses will be protected. Access to individual responses is limited to the Board Secretary. When sharing results, only aggregates and percentages based on the total number of responses will be used. The College collects, maintains, and stores information gathered to analyze and address gaps in the Board of Governors' composition when appointing new members, and for submission for various certifications, e.g. STARS.

Name	Click or tap here to enter text.	Date	Click or tap to enter a date.
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NSCC Status (please select all that apply)			
Board Member	<input type="checkbox"/>	Board Member Applicant	<input type="checkbox"/>
Current Employee	<input type="checkbox"/>	Retired Employee	<input type="checkbox"/>
Former Employee	<input type="checkbox"/>	Donor	<input type="checkbox"/>
Student	<input type="checkbox"/>	Alumni	<input type="checkbox"/>

Age			
24 or less	<input type="checkbox"/>	55 - 64	<input type="checkbox"/>
25 - 34	<input type="checkbox"/>	65 - 74	<input type="checkbox"/>
35 - 44	<input type="checkbox"/>	75 or more	<input type="checkbox"/>
45 - 54	<input type="checkbox"/>	Prefer not to answer	<input type="checkbox"/>

Education, Certification, and/or Designation (please select all that apply)			
College Certificate	<input type="checkbox"/>	College Diploma (or Advanced Diploma)	<input type="checkbox"/>
Associate Degree	<input type="checkbox"/>	Bachelor's Degree	<input type="checkbox"/>
Master's Degree	<input type="checkbox"/>	Doctoral Degree	<input type="checkbox"/>
Other (please specify) Click or tap here to enter text.			

Please list any relevant Designations/Certifications you have (e.g., CA, CGA, CHRP)
Click or tap here to enter text.

Aboriginal / Indigenous Persons

For the purposes of this survey, Aboriginal/Indigenous persons are people who self-identify as First Nations (Status/Non-Status), Métis or Inuit. Based on this definition:

Do you self-identify as an Aboriginal/Indigenous person?

Yes ☐

No ☐

Prefer not to answer ☐

If you selected **Yes** above, please select all that apply

Inuit ☐

First Nations (Status/Non-Status) ☐

Métis ☐

Prefer not to answer ☐

Do you self-identify as Mi'kmaq?

Yes ☐

No ☐

Prefer not to answer ☐

Members of Racially Visible Groups

For the purposes of this survey, a member of a racially visible group in Canada is someone (other than Aboriginal/Indigenous person as defined previously) who self-identifies as non-white in color and non-Caucasian in race, regardless of birthplace or citizenship. Based on this definition:

Do you self-identify as a member of a racially visible group?

Yes ☐

No ☐

Prefer not to answer ☐

If you answered 'yes' and are a member of a racially visible group, please select all that apply.

African (Nigerian, Tanzanian, Ghanaian, etc.) ☐

African Descent (Black) ☐

Caribbean (Cuban, Jamaican, Haitian, etc.) ☐

East Asian (Chinese, Japanese, Korean, Filipino, etc.) ☐

Historically/Indigenous Black/African Nova Scotian ☐

Latin (South or Central American, etc.) ☐

Mixed Origin* (*at least one parent from the racially visible minority groups listed here) ☐

South East Asian (Indonesian, Thai, Vietnamese, etc.) ☐

South Asian/East Indian (Indian, Pakistani, Bangladeshi, etc.) ☐

West Asian and Arab (Iranian, Afghan, Palestinian, Moroccan, etc.) ☐

Other (please specify) Click or tap here to enter text. ☐

Prefer not to answer ☐

Gender Identity (please select all that apply)

Man	<input type="checkbox"/>
Woman	<input type="checkbox"/>
Trans/Transgender, Gender Variant, Non-Binary, Genderqueer, and/or Two-Spirit	<input type="checkbox"/>
Prefer not to answer	<input type="checkbox"/>

Sexual Orientation

Do you self-identify as Two-Spirit, Lesbian, Gay, Bisexual, Asexual, Pansexual, and/or Queer?

Yes	<input type="checkbox"/>
No	<input type="checkbox"/>
Prefer not to answer	<input type="checkbox"/>

Persons with Disabilities

For the purposes of this survey, persons with a disability are people who have a long-term or recurring physical, mental, sensory, psychiatric or learning disability and includes whose functional limitations due to their disability have been accommodated (e.g., by use of technical aids or other). Based on this definition:

Do you self-identify as a person with a disability?

Yes	<input type="checkbox"/>
No	<input type="checkbox"/>
Prefer not to answer	<input type="checkbox"/>

If you answered 'yes' and self-identify as a person with a disability, please select all that apply.

Blind or low vision	<input type="checkbox"/>
Coordination/dexterity disability	<input type="checkbox"/>
Deaf, deaf and/or hard of hearing	<input type="checkbox"/>
Developmental disability	<input type="checkbox"/>
Dyslexia	<input type="checkbox"/>
Learning or comprehension disability	<input type="checkbox"/>
Non-visible medical condition	<input type="checkbox"/>
Physical, functional and/or mobility disability	<input type="checkbox"/>
Psychiatric disability and/or mental health disorder	<input type="checkbox"/>
Speech disability	<input type="checkbox"/>
Other (please specify) Click or tap here to enter text.	<input type="checkbox"/>
Prefer not to answer	<input type="checkbox"/>

Immigrant

For the purposes of this survey, Immigrant refers to a person who is, or has ever been, a landed immigrant/permanent resident. This person has been granted the right to live in Canada permanently by immigration authorities. Some immigrants have resided in Canada for several years, while others have arrived recently. Some immigrants are Canadian citizens, while others are not.

Are you an Immigrant?

Yes ☐

No ☐

Prefer not to answer ☐

Non-permanent resident refers to a person from another country who has a work permit.

Are you a non-permanent resident?

Yes ☐

No ☐

Prefer not to answer ☐

NSCC Region

NSCC has learning environments located in towns and cities across Nova Scotia, many are full-service campuses with cafeterias, fitness facilities, and specialized classrooms and equipment. Others are community facilities that provide courses designed to fit the needs of specific groups of students and the communities they live in. For the purposes of this survey, the province has been broken into NSCC Regions where the NSCC campuses and learning centres are located.

Please indicate which region you reside and work* in. (*select all that apply)

	Reside	Work
Cape Breton Region (Marconi, Nautical, Strait Area, Wagmatcook)	<input type="checkbox"/>	<input type="checkbox"/>
Central Region (Amherst, Cumberland, Pictou, Truro)	<input type="checkbox"/>	<input type="checkbox"/>
Metro Region (Akerley, Aviation, Institute of Technology, Ivany)	<input type="checkbox"/>	<input type="checkbox"/>
South Shore Region (Burrige, Fisheries, Shelburne)	<input type="checkbox"/>	<input type="checkbox"/>
Valley Region (Annapolis Valley, COGS, Kingstec)	<input type="checkbox"/>	<input type="checkbox"/>

NSCC School

Which NSCC School do your skills/experience most directly relate to? Choose up to three with '1' being your most related School. To learn more about the [NSCC Schools](#), the School names are hyperlinks.

	1	2	3
Access, Education & Language	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Business & Creative Industries	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Health & Human Services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Technology & Environment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Trades & Transportation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Skills/Experience Competency

Please rate each skill/expertise accordingly. Choose **Not Applicable** for those competencies that do not apply to you; *blank rows will be automatically considered Not Applicable*.

Expert-level understanding as a result of leadership roles, professional designation, accreditation, and/or work experience.

Above Average understanding as a result of leadership roles, work experience, and/or advanced education.

Average understanding of the fundamentals of this competency as a result of leadership roles, work experience, and/or education.

Some basic applied knowledge.

Not Applicable to experience and/or education.

	Expert	Above Average	Average	Some	N/A
Access	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Administration/Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Advocacy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Apprenticeship	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Audit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Aviation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Board Governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Communication/Public Relations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Construction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Culinary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Education	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Entrepreneurship	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Environment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Equity & Inclusion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Finance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Government Relations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Health and Human Services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Human Resources	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
International	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Information Technology	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Investment Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Labour Relations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Law	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Oceans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Risk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Tourism	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Trades	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Transportation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Other:</i> Click or tap here to enter text.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Other:</i> Click or tap here to enter text.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Any additional comments:

Click or tap here to enter text.

STRATEGIC PLAN

OUR MISSION

TOGETHER, WE'RE LEADING THE WAY.

OUR VISION

Inspiring learners to **create success** for themselves and their communities through the best in **innovative** and **transformative** education.

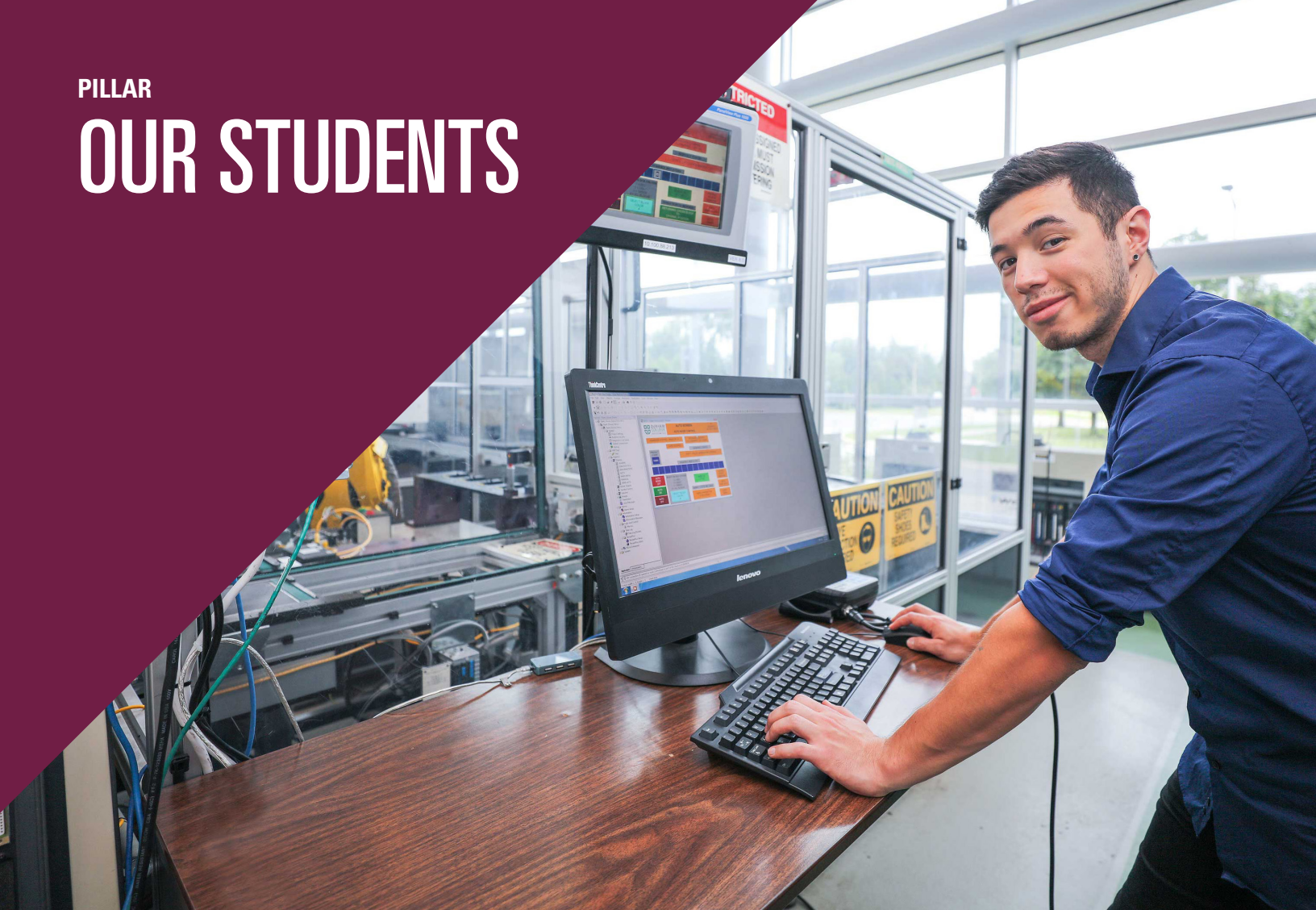
OUR VALUES

- » Collaboration
- » Diversity and inclusion
- » Excellence
- » Innovation
- » Integrity
- » Respect
- » Social responsibility



Many of the photos in this publication were taken prior to the COVID-19 pandemic.

OUR STUDENTS



GOAL

To educate and inspire students to **realize success** in their careers and communities.

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 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 lifelong learning.

PILLAR

OUR PEOPLE



GOAL

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

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.

OUR WORK



GOAL

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

WE WILL:

- » 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.

OUR COMMUNITY



GOAL

To drive the **economic, social and environmental success** of our community, locally and globally.

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 help them gain a deeper connection to our community.
- » Leverage and grow our positive impact on our 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.

OUR COMMITMENT TO INDIGENIZATION

Durham College (DC) recognizes that Indigenization is a continuous process requiring each member of our campus community to actively commit to reconciliation with the goal of building respectful, reciprocal relationships that will contribute to better educational outcomes for all students. Inherent among this commitment is our pledge to uphold the seven principles of the Indigenous Education Protocol for Colleges and Institutes of which DC is a proud signatory.



Board of Governors Goals for 2020-2021

- 1. Oversight: that in addition to fiduciary duties, all responsibilities in the Board work plan be discharged effectively.**

Measurement: A 100% of the Board's responsibilities are completed on time.

- 2. Generative Governance: to ensure the Board is operating at a governance level and as a high-performing team, generative sessions will be held where potential issues, opportunities, and ideas can be explored.**

Measurement: The Board holds a minimum of two generative discussions during the Board year

- 3. Continuous Improvement: that in an effort to continuously improve, every Board and standing committee meeting will have a meeting assessment opportunity.**

Measurement: All Board and Standing Committee meetings include a meeting assessment.

Measurement: The Executive Committee completes a review of the current meeting assessment process and makes refinements based on Board member input to ensure validity and to optimize Board engagement.

- 4. Strategic Leadership: that leadership and support be provided to the Durham College Leadership Team with respect to the execution of the 2020-2023 strategic plan.**

Measurement: A session is held with the Board to review the 2020-2023 strategic plan to ensure its continued relevancy and where necessary, adjustments are made.

- 5. Diversity and Inclusion: that in an effort to create an inclusive environment and demonstrate leadership in the area of diversity and inclusion, the Board will review its recruitment and selection practices and support the achievement of the BlackNorth initiative pledge.**

Measurement: A session is held with the Board to review and understand the BlackNorth Initiative pledge and the College's associated action plan.

Measurement: The Nominating Committee completes a review of its recruitment and selection practices with the lens of diversity and inclusion by March 31, 2021.

Indigenous Land Acknowledgement

Durham College (DC) is situated on the Traditional Territory of the Mississaugas and the territory that is covered by the Williams Treaty, and we are thankful for the opportunity to teach and learn on the lands of the Peoples of Mississaugas of Scugog Island First Nation.

Conflict of Interest

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Purpose and Application

The purpose of this Minister's Binding Policy Directive on Conflict of Interest is to enable a college board of governors to:

- Assist an individual board member in determining when his or her membership on the board has the potential to be used for personal or private benefit, financial or otherwise;
- Protect the integrity of the board as a whole and its individual members who follow conflict of interest provisions; and
- Ensure that an individual is not disqualified from being nominated for or running for a board position because of a potential for conflict of interest.

This binding policy directive is intended to protect the integrity and ethical standards of college boards and, as importantly, protect the integrity of a board member who may face a conflict of interest.

The binding policy directive is issued pursuant to the authority in the [Ontario Colleges of Applied Arts and Technology Act, 2002](#), which gives the Minister the authority to issue binding policy directives in relation to the manner in which colleges carry out their objects or conduct their affairs.

This binding policy directive does not apply where the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the board member or where a pecuniary or other interest is in common with a broad group of which the governor is a member (e.g., students, support staff, academic staff, administrative staff). This binding policy directive does not apply where the issue is one of general or public information.

The intent of a conflict of interest policy is to assist individual board members to fulfill their duties in the interest of the public and to demonstrate high personal standards of moral responsibility, character, and ethics, which also protect the integrity of the board of governors as a whole.

For further information regarding this binding policy directive, click on the Contact link to consult with the appropriate [ministry contact](#), listed in the Contacts section on the web site.

Principles

Members of the board of governors are expected to act honestly and uphold the highest ethical standards.

Members of boards of governors are obligated to perform their official duties and conduct themselves in a manner that will bear the closest public scrutiny because colleges are part of the broader public sector and subject to more public scrutiny than private organizations.

Members of boards of governors shall not have private interests, other than those permitted pursuant to this binding policy directive, laws, or statutes, that would be affected particularly or significantly by college decisions or actions in which they participate.

When appointed, members of boards of governors must arrange their private interests to prevent conflicts of interest. If a conflict does arise between the private interests of a governor and the official duties of that individual, the conflict shall be resolved in favour of the public interest.

Each governor, regardless of how he or she becomes a member, has a responsibility first and foremost to the welfare of the institution and must function primarily as a member of the board, not as a member of any particular constituency.

Glossary

Actual conflict of interest: a situation where a governor has a private or personal interest that is sufficiently connected to his or her duties and responsibilities as a governor that it influences the exercise of these duties and responsibilities.

Governor: a member of a college board of governors.

Internal governor: one student, one academic staff member, one administrative staff member, and one support staff member elected to a college board of governors from their constituent group in accordance with procedures and conditions established by the board of governors in consultation with the college students and staff. The president of the college is also an internal member by virtue of his or her position in the college.

Perceived conflict of interest: a situation where reasonably well-informed persons could properly have a reasonable belief that a governor has an actual conflict of interest, even where that is not the case in fact.

Potential conflict of interest: a situation where a governor has a private or personal interest that could influence the performance of a governor's duties or responsibilities, provided that he or she has not yet exercised that duty or responsibility.

Binding Policy Directive

- A. A conflict of interest arises when a board member's private or personal interest supersedes or competes with his or her official duties and responsibilities as a member of a college board of governors. This could arise from an actual, potential, or perceived conflict of interest of a financial or other nature.**
- B. At the beginning of every board meeting, the chair of the board of governors is to ask and have recorded in the minutes whether any member has a conflict to declare in respect to any agenda item.**
 - I. 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 and not participate in the 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 board member(s) should withdraw while the matter is being discussed or voted on and the minutes should reflect this.**
 - II. When the conflict of interest is perceived or potential, the board of governors will determine whether the member or members remain for the discussion and vote on agenda items. The minutes should reflect what takes place.**
- C. In cases where a conflict cannot be avoided, a board member 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.**
- D. Where a board member is unsure whether he or she is in conflict, the said member is to raise the perceived potential conflict with the board, and the board is to determine by majority vote whether or not a conflict of interest exists. The said board member must refrain from voting on whether or not a conflict of interest exists.**

- E. 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 member influenced the decision of the matter, the board is to re-examine the matter and may rescind, vary, or confirm its decision.**
- F. Any board member 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. The chair, in turn, is to discuss the matter with the board member 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.**
- G. Where there has been a failure on the part of a board member to comply with this binding policy directive, unless the failure is the result of a bona fide error in judgment, the board is to:**
- I. Issue a verbal reprimand; or**
 - II. Issue a written reprimand; and/or**
 - III. Request that a board member resign; and/or**
 - IV. Remove the board member through processes established in board by-laws.**

Summary of Responsibilities

Colleges of Applied Arts and Technology

The board of governors is responsible for:

- Opening each meeting with a call for disclosures of actual, potential, or perceived conflict of interest.

Ministry of Training, Colleges and Universities

The ministry is responsible for:

- Maintaining a current and relevant binding policy directive regarding conflict of interest.

**1.0 Governance and
Accountability****Conflict of Interest****Minister's Binding Policy
Directive**

- Reviewing, in consultation with college boards, in a regular and timely manner the effectiveness of this binding policy directive and issuing amendments as considered necessary.

Appendix A: Some Commonly Asked Questions

This appendix provides some examples of situations where conflict of interest commonly occurs in the operation of a college board of governors and suggests the best practices in dealing with such situations. The appendix is not intended to be an exhaustive or complete list. It is a guideline for colleges to assist boards in managing conflict of interest situations and to ensure relative consistency in the application of this binding policy directive across colleges.

1. Why is the Minister introducing a binding policy directive on conflict of interest at this time?

Conflict of interest is something all corporate boards need to address in a proactive manner. The intent of the binding policy directive is to promote a consistent approach to conflict of interest situations across the college system and to establish the standards expected for colleges as public sector institutions.

2. What is an example of an actual conflict of interest situation for internal governors?

An example of an actual conflict of interest for a student governor would be when an agenda item addresses an increase in the tuition fees for the particular program in which the student is enrolled. For staff, an example would be an agenda item where a faculty member would be faced with a decision to eliminate the program in which the faculty member taught. Another example is staff being involved in a discussion about providing confidential advice to the management collective bargaining position during the negotiation of a new collective agreement for the particular bargaining unit of which the staff person is a member.

Conflict of interest would not occur when the discussion of tuition fee increases was of a general nature or when the collective bargaining position being discussed was public information such as the discussion occurring during the public part of the board meeting.

3. Can internal governors – faculty, support staff, and administrators – be part of the president's evaluation or performance review?

This is an example of a perceived or potential conflict of interest, and it would be up to the board to establish how to proceed. It is recommended that college boards of governors discuss such issues in advance of the actual situation arising and establish a protocol or approach to use.

If it is the college's practice to involve college staff in the evaluation of the president through instruments such as surveys submitted anonymously and of which the results are collated electronically, it is not a conflict of interest situation to involve college staff board members in a discussion of the results of the survey, as this would fall within the area discussed in the [Purpose and Application](#) section of this binding policy directive, where it references that conflict of interest does not apply where a pecuniary or other interest is in common with a broad group of which the governor is a member.

It is not considered in the best interests of the college for staff to play a role in the actual writing or delivery of the president's evaluation.

4. Can students be part of the president's evaluation or performance review?

It is recommended that boards address the issue of perceived or potential conflict of interest in advance, and that similar principles, as in the response to question 3 above, be applied as they are with respect to other internal members.

5. What is an example of an actual conflict of interest with respect to the college president's evaluation or performance review?

The president's involvement would be considered an actual conflict of interest when matters relating either directly or indirectly to his or her compensation, perquisites, and/or benefits are being discussed and/or decided upon. The president should neither participate in any way in nor be present for any such discussions. The board may require certain information from the president to assist their deliberations, but these queries must be of a general nature or relate to providing performance-related information concerning the president's success in meeting agreed to objectives and must not in any way, either directly or indirectly, influence decisions on his or her compensation, perquisites, and/or benefits.

6. What am I supposed to do if I think a fellow governor is in a conflict of interest but he or she has not declared it?

It is the responsibility of the chair to ask and record in the minutes whether any governor has a conflict of interest to declare with respect to the agenda.

It is the responsibility of each governor to declare a conflict of interest and its general nature at the earliest opportunity. If a conflict is declared prior to a board meeting, the declaration should be made to the chair of the board. It is the responsibility of the governor with the conflict or the chair to declare the conflict at the board meeting.

If a governor does not declare a conflict when other board members believe one does exist, Section F of the binding policy directive makes it the responsibility of those who perceive that there is a conflict of interest to raise the issue with the board chair. It is the chair's responsibility to discuss the conflict of interest with the governor perceived to be in conflict. If the chair and the governor in question cannot resolve the issue, the matter must be brought to the full board for resolution and the issue be decided by a majority vote.

7. Does the board have to record declarations of conflict of interest in the minutes?

Yes, as recording declarations of conflict of interest protects both the integrity of the individual member and the board as a whole and is a matter of public record. As well, the board minutes should record that the member in conflict did not participate in any discussions or voting and, if applicable, left the room.

8. If a governor declares a conflict of interest, does he or she have to leave the room?

As outlined in [Section B](#) of the binding policy directive, the governor's presence or absence will depend on the nature of the conflict and whether the board is in closed or open session. Where there is an actual conflict (a situation where a governor has a private or personal interest that is sufficiently connected to his or her duties as a governor that it influences the exercise of these duties and responsibilities) and the board meeting is in camera or is a closed session, the binding policy directive requires that the board member not participate in the discussion by leaving the room. In the open portion of the meeting, the governor may stay but not participate in the discussion. Where a perceived or potential conflict of interest arises in a closed session, the board will decide whether the individual should remain in the room.

9. Can a member of a board of governors who owns a company submit a tendering proposal to the college?

Yes, a governor may submit a tendering proposal to the college. However, at the point in time when a governor becomes aware that his or her company might submit a tender, the governor should make the intention to do so known to the board chair. This situation could lead to either a perceived or actual conflict of interest, as the governor might have information not available to competitors in the tendering process. The board of governors will need to consider how to proceed to ensure an open, fair, and transparent process.

Should the governor's company actually submit a tender, the situation would then need to be treated as an actual conflict situation should the board be involved in a decision relating to the tender.

10. Can a governor apply for any position within the college?

The individual's position as a board member could be perceived as being of benefit in the competition for a position with the college. A board member would need to resign from the board before applying for a position at the college. He or she cannot apply as an active member of the board in the hopes of protecting his or her position on the board if he or she is not the successful candidate.

11. Is it appropriate for colleges to allow governors or members of their families to take courses or programs without paying tuition?

Governors are not entitled to any personal benefits from their participation on a board.

12. Can a board allow funds to be spent on special mementoes to governors retiring from the board?

Small incidental gifts may be appropriate in recognition of the services provided by governors. These mementoes should be appropriate as a common expression of courtesy, within the normal standards applicable to the use of public funds and acceptable upon public scrutiny.

13. Can a politician sit on a college board?

Yes, in fact, when the colleges were first established, one seat was reserved for municipal politicians. However, as there may be instances in which the person may be in an actual, potential, or perceived conflict of interest, the board would

need first to carefully consider whether the benefits outweigh the costs of losing one board member's input and vote from time to time.

- 14. There is a quorum at the beginning of a board meeting, but due to an actual conflict of interest a governor has to withdraw, leaving the board without the designated number of members present for a quorum. Are the remaining members able to pass a motion?**

Each college is responsible for seeking its own legal advice on legal issues of board governance. However, it is noted that the general rule is that quorum is required for voting purposes.

- 15. The board of governors is discussing an external appointment to be made to a subcommittee. Two governors declare that they know the person being discussed because the person is a neighbour and question whether this is a conflict of interest?**

There is no conflict of interest here because the interest is remote and generally cannot be regarded as likely to influence the board member. The situation would be different if the person being discussed were a close family member or business partner of the identified governors.



Board of Governors Board Meeting Critique

Date:

Critique by:

Through the annual Board Effectiveness survey governors recognize the Durham College Board of Governors as a highly effective board. In the spirit of continuous improvement and as a best practice, the Board assesses the effectiveness of each meeting using this critique form. The focus of the assessment is to be on the achievement of the meeting objectives.

1. Meeting participants demonstrate leadership in our values: collaboration, diversity & inclusion, excellence, innovation, integrity, respect, social responsibility.

☐

Satisfactory

☐

Needs improvement (provide suggestion(s) below)

2. The meeting structure and leadership encourages participation from all Board members.

☐

Satisfactory

☐

Needs improvement (provide suggestion(s) below)

3. We were successful in achieving the targets of the Board Work Plan and Board Goals for this meeting.

☐

Satisfactory

☐

Needs improvement (provide suggestion(s) below)

Additional Comments: