

# DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY

## PUBLIC MEETING OF THE GOVERNANCE REVIEW COMMITTEE

### AGENDA

**Date:** September 14, 2021, 7:00 p.m.

**Location:** MS Teams

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	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	
6.1. Annual Review of Terms of Reference - E. Cowie	2 - 2
7. DECISION ITEMS	
7.1. Review & Approval of Governance Review Committee Meeting Minutes of May 26, 2021 - E. Cowie	3 - 5
8. DISCUSSION ITEMS	
8.1. Annual Review of Skills Matrix - D. Lovisa	6 - 7
8.2. Learn More Series on September 23 - Governance Refresher & Governance Models - D. Lovisa	8 - 8
8.3. Potential Review of the Board's Meeting Assessment Process - E. Cowie (verbal)	
8.4. Practice of the Board Approving Committee Minutes & Path Forward - E. Cowie (verbal)	
8.5. Status of Outstanding Board Policies - D. Lovisa (verbal)	
9. MEETING CRITIQUE - E. Cowie	
10. ADJOURNMENT	

**GOVERNANCE REVIEW COMMITTEE****Terms of Reference – as per Section 32 of By-law No. 1**

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

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



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

Date: Wednesday, May 26, 2021

Location: MS Teams

Members Present: Jim Wilson, Committee Chair  
Elizabeth Cowie, Committee Vice-Chair  
Kenneth Michalko  
Gary Rose  
Michele James, Chair of the Board  
Don Lovisa, President  
Ian Murray

Members Absent: Christine Kozminski

Staff Present: Melissa Pringle, Corporate and Board Secretary

**1. CALL TO ORDER**

With quorum present, the meeting was called to order at 7:02 p.m.

**2. INTRODUCTION OF GUESTS**

None.

**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 2020-2021**

President Lovisa presented the compliance report for 2020-2021, confirming compliance with Board policy and relevant legislation.

The Committee questioned President Lovisa.

A brief discussion ensued about the Board's whistleblowing policy and how the program is administered to ensure that individuals feel safe coming forward with potential issues. Further, the Committee discussed how employees and students are made aware of the policy. Following discussion, the Board Chair advised the Board's whistleblowing policy is up for renewal and the Committee will have a chance to review it for best practice.

**Action: The Corporate and Board Secretary to inquire if the whistleblowing policy forms part of new employee orientation.**

Moved By Governor Cowie

Seconded By Governor Michalko

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

That Report GOV-2021-03, confirming compliance with Board policy and all relevant legislation for 2020-2021, be received for information." CARRIED

**8. DISCUSSION ITEMS**

**8.1 Meeting Technology**

The Corporate and Board Secretary consulted the Committee on how meetings should proceed post-pandemic and recommended that Board meetings return to in-person (where possible) and that for efficiency, Standing Committee meetings remain virtual.

A brief discussion ensued and the Committee concurred that the default position would be in-person attendance at Board of Governors meetings and virtual attendance at Standing Committee meetings unless an in-person meeting is warranted.

The Corporate and Board Secretary also advised that technology options are being explored to outfit the boardroom to facilitate hybrid meetings.

## **8.2 Draft Framework for Board Orientation & On-Boarding**

The Corporate and Board Secretary presented the draft framework for the Board Orientation and On-boarding Program for new Governors starting fall 2021.

The Committee questioned the Corporate and Board Secretary.

## **9. MOVE TO IN-CAMERA SESSION**

Durham College By-law No. 1. provides for the Governance Review Committee to address in-camera items that meet the requirements of an in-camera meeting under sub-section 22.2. Item 9.1, 'Philosophy of Governance & Feedback on Board Policies' meets the requirement to go in-camera pursuant to Section 22.2 o) Board, Committee and Governor Self-evaluation.

Moved By Governor Cowie

Seconded By Governor Rose

"That the Governance Review Committee move in-camera." CARRIED

The Committee moved in-camera at 7:30 p.m. and rose from the in-camera session at 8:06 p.m.

During the in-camera discussion, the Committee discussed the feedback received on its Board policies and the action in the 2021-2022 Business Plan to engage the full Board in a conversation on its philosophy of governance.

As a path forward, the Committee agreed to address any glaring flaws in the Board's outstanding policies, to engage in a broader governance conversation with the full Board in the fall of 2021, and to invite outgoing Governors back for the generative discussion to provide their perspective.

## **11. MEETING CRITIQUE**

The Committee conducted a roundtable meeting assessment and the Committee concurred that the depth of the discussion was appropriate and provided for alternatives, all Governors participated in the discussion, and the meeting was well Chaired.

## **12. ADJOURNMENT**

With no further business, the meeting ended at 8:10 p.m.

# Durham College Board of Governors Skills Matrix

GOV-2021-08

Name																	TOTALS
CURRENT OCCUPATION																	
Agriculture																	0
Arts/Entertainment/Recreation																	0
Business			1			1	1		1		1						5
Community Services																	0
Education								1				1			1		3
Energy													1				1
Finance/Investment/Accounting	1	1								1							3
Government						1											1
Health Services									1						1		2
Hospitality			1														1
Law				1											1		2
Science and Technology			1							1							2
Skilled Trades																	0
Other:		Mining		Entrepreneur		Human Resources											0
Public Sector						1	1		1			1	1		1	1	6
Private Sector	1	1	1	1	1			1		1	1	1			1		10
PREVIOUS PROFESSIONAL EXPERIENCE																	
Agriculture																	0
Arts/Entertainment/Recreation																	0
Business									1								1
Community Services										1							1
Education			1							1							2
Energy																	0
Finance/Investment/Accounting											1						1
Government												1					1
Health Services										1							1
Hospitality																	0
Law																	0
Science and Technology							1			1							2
Skilled Trades																	0
Other:																	0
Public Sector												1					1
Private Sector				1					1		1						3
ADDITIONAL EXPERTISE (self-identified as advanced (3), intermediate (2), basic (1))																	
Advancement/Fundraising	2	1	2	2	1	1	1	2	3	1	1	3	2	1	2	1	26
Advocacy	2	1	3	3	2	1	3	1	3	1	1	3	2	2	2	1	31
Capital Planning	1	3	3	2	1	1	2	3	3	1	2	3	1	3	2	1	32
Change Management (*added in 2020)		1		3									1		1	1	7
Data Analytics	3	2	3	2	2	1	3	2	2	2	2	3	1	2	1	2	33
Digital Literacy	2	2	3	3	1	1	3	2	3	1	2	2	3	2	2	3	35
Diversity & Inclusion (*added in 2020)		2	3	3									2		3	1	14
Finance/Investment/Accounting	3	3	2	1	1	1	2	3	3	2	3	2	1	3	1	1	32
Governance (previous to DC, greatest emphasis)	3	3	3	3	3	1	2	3	3	2	2	3	1	2	2	2	38
Government/Political Knowledge	2	2	3	3	2	1	2	2	3	2	2	3	2	2	2	1	34
Human Resources/Labour Relations	1	2	3	2	3	3	2	2	3	2	2	3	1	2	2	1	34
Indigenous/Aboriginal History/Community	1	1	2	1	2	1	1	1	3	1	1	3	1	2	1	1	23
Policy Development	1	1	3	3	3	2	2	3	3	2	2	3	1	2	2	2	35
Public Relations/Stakeholder Relations	2	3	3	3	2	1	1	3	3	1	2	3	3	3	3	1	37
Regulatory/Legal	2	2	2	1	3	1	2	2	2	3	3	3	1	2	2	1	32
Risk Management	3	2	3	1	3	1	3	3	3	2	3	3	1	3	1	1	36
Strategic Planning	2	2	3	2	3	1	2	3	3	2	2	3	1	3	3	2	37

Durham College Board of Governors Skills Matrix

Name																	TOTALS
COMMUNITY INVOLVEMENT (not to duplicate occupation )																	
Arts/Entertainment/Recreation	1		1	1	1							1					5
Business and Industry		1		1			1					1		1	1		6
Community Services				1	1		1		1			1			1	1	7
Education and Training			1	1		1	1	1		1		1	1		1	1	10
Government/Political				1						1		1					3
Health Services												1			1		2
Non-Profit	1			1	1	1		1	1	1		1	1	1			10
Service Clubs								1				1					2
Other:													1				1
DEMOGRAPHICS																	
LGIC		1								1	1	1					4
Co-Populous																	0
Years on the Board as of Sept 1/21	1	0	4	0	3	1	5	3	13	3	1	0.5	0	4	0	0	2.41
Woman	7																
Minority/Racialized Person	1																
Disabled	1																
Indigenous	0																
Regional Representation (home address):																	
Ajax				1											1		2
Brock																	0
Clarington		1														1	2
Oshawa												1	1				2
Other:							Asburn	Seagrave									2
Pickering																	0
Scugog						1			1								2
Uxbridge					1												1
Whitby	1		1							1	1			1			5

*\*student governor not represented in matrix*  
*\*demographic information is provided on a voluntary basis and may not actually represent the full board*

**From:** Prince, Victoria  
**To:** [Melissa Pringle](#)  
**Subject:** Key points in governance presentation  
**Date:** Friday, September 3, 2021 8:28:44 AM

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**[EXTERNAL EMAIL]**

Hi Melissa,

Further to our recent exchange of emails, here is a summary of the key things I was going to address. Let me know what you think and if there are items to be emphasized. We want this to be as helpful as possible to your group.

Introduction

- A brief discussion of the governance topic

Overview of the legislative framework

- Highlights of the corporate structure of the college with reference to the OCAATA and the OCA/ONCA
- Mentioning the board elements – composition, governance and accountability framework and related matters

Models of governance – from a passive board to an operating board and things in between. (You had mentioned this was a useful thing to raise. Let me know if there are specific things to emphasize or reference.)

- Typical functions of the board
- Committees and their role

Governors' duties

- Fiduciary duties
- Key issues: confidentiality, solidarity, conflicts
- Due diligence for governors
- Some other key elements – respecting chair, senior management, contributing

Let me know what you think. I am happy to shift focus. If there are specific areas, or examples, you would like to include, let me know that as well.

Best

Victoria

**Victoria Prince**

**Partner, Corporate Commercial Group**

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