

# DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY

## PUBLIC MEETING OF THE GOVERNANCE REVIEW COMMITTEE

### AGENDA

**Date:** Tuesday, May 31, 2022, 7:00 p.m.

**Location:** Virtual Meeting, MS Teams

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	Pages
1. CALL TO ORDER	
2. INTRODUCTION OF GUESTS	
3. APPROVAL OF THE AGENDA	
4. CONFLICT OF INTEREST DECLARATIONS	
5. APPROVAL OF PREVIOUS MINUTES	
5.1. Approval of Governance Review Committee Minutes of September 14, 2021	2 - 5
<u>Recommendation</u> That the minutes from the Governance Review Committee meeting of September 14, 2021, be approved as presented.	
6. PRESENTATIONS	
7. DECISION ITEMS	
7.1. President's Annual Compliance Report for 2021-2022 - D. Lovisa	6 - 10
<u>Recommendation</u> That the Governance Review Committee recommend to the Durham College Board of Governors:  That Report GOV-2022-02, confirming compliance with Board policy and all relevant legislation for 2021-2022, be received for information.	
8. DISCUSSION ITEMS	
8.1. Feedback on Committee Effectiveness Survey - E. Cowie	
9. MEETING CRITIQUE - E. Cowie	
10. ADJOURNMENT	



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

Date: September 14, 2021

Location: Virtual Meeting, MS Teams

Members Present: Elizabeth Cowie, Committee Chair  
Nerissa Carino  
Kenneth Michalko  
Kunal Nagpal  
Jerry Ouellette  
Gary Rose, Committee Vice-Chair  
Kristi Honey, Chair of the Board  
Don Lovisa, President

Staff Present: Melissa Pringle, Corporate and Board Secretary

**1. CALL TO ORDER**

With quorum present, the Chair called the meeting to order at 6:59 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**

**6.1 Annual Review of Terms of Reference**

The Committee reviewed its terms of reference and discussed referring to the Manual for Effective College Governor or "best practices" in bullet a). Following a brief discussion, the Committee agreed to consider adding the words "best practices" in bullet a) when the by-law is reviewed.

**7. DECISION ITEMS**

**7.1 Review & Approval of Governance Review Committee Meeting Minutes of May 26, 2021**

The Committee reviewed its minutes from the May 26, 2021, Governance Review Committee and requested the Corporate and Board Secretary provide an update on the status of the whistleblowing policy. In response to questions, the Corporate and Board Secretary advised the policy was not previously highlighted during orientation but is now included in materials provided to new employees.

Moved By Governor Michalko

Seconded By Governor Rose

"That the minutes from the May 26, 2021, meeting of the Governance Review Committee be approved as presented." CARRIED

**8. DISCUSSION ITEMS**

**8.1 Annual Review of Skills Matrix**

President Lovisa provided an overview of the Board's skills matrix and how it informs the Board's recruitment and selection processes.

Following discussion, the Committee agreed no changes were required to the skills matrix.

## **8.2 Learn More Series on September 23 - Governance Refresher & Governance Models**

The Committee discussed the upcoming *Learn More* series on governance and governance models and reviewed the draft agenda provided by Victoria Prince, Borden Ladner Gervais.

A brief discussion ensued about the governance topics to be highlighted during the session. The Committee agreed that the facilitator should focus on the role of a Governor, the duties/obligations of a board member, fiduciary responsibilities, confidentiality, conflicts of interest, and models of governance.

The Committee also discussed the importance of the session to set the tone for future discussions about the Board's governance framework. The Board Chair agreed to send a note to Governors encouraging attendance at the session.

## **8.3 Potential Review of the Board's Meeting Assessment Process**

The Chair provided context on this agenda item, noting it was a conversation deferred from last year. Additionally, the Chair reported that a review of the Board's meeting assessment process is one of the Board's 2021-2022 goals related to continuous improvement.

A brief discussion ensued about the purpose of reviewing the meeting assessment process, best practices, and the connection to the larger conversation around governance. Following discussion, the Committee agreed to defer discussion of this item until later in the year to give new Committee members time to observe how the Board meetings run to provide context for a review.

## **8.4 Practice of the Board Approving Committee Minutes & Path Forward**

The Chair provided context on this item advising the current practice of the Board approving Committee minutes was flagged as problematic by a Governor at the June Board meeting. The concern with this practice is that the Board is being asked to approve minutes of a meeting they were not in attendance for, and the minutes may not be in final form.

A brief discussion ensued about possible solutions to resolve this issue, such as having Committees meet pre-board meeting to approve their minutes, using a Committee of the Whole format, or revising the format of the current Committee report to only include a written narrative and summary of recommended actions.

Following discussion, the Committee decided to recommend a revision to the Committee report to the Board.

Moved by Governor Michalko

Seconded by Governors Rose

That the Executive Committee recommend to the Durham College Board of Governors:

That the practice of the Board approving Committee minutes be discontinued effective immediately and that the format of the Committee report to the Board be revised to include a written summary of the meeting and the actions to be approved." CARRIED

### **8.5 Status of Outstanding Board Policies**

President Lovisa reminded the Committee that the review of the Board's by-laws and outstanding policies is on hold until after the Board reviews its governance framework.

## **9. MEETING CRITIQUE**

The Committee conducted a roundtable meeting critique and concurred that the meeting was well organized, efficient, and effective.

## **10. ADJOURNMENT**

With no further business, the meeting ended at 7:54 p.m.

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**Report Number: GOV-2022-02**

**To: Governance Review Committee**

**From: Don Lovisa, President**

**Date of Report: May 20, 2022**

**Date of Meeting: May 31, 2022**

**Subject: President's Compliance Report for 2021-2022**

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## **1. Purpose**

This report aims to present the annual compliance report for 2021-2022.

## **2. Recommendation**

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

That Report GOV-2022-02, confirming compliance with Board policy and all relevant legislation for 2021-2022, be received for information.

## **3. Background**

Using a hybrid policy governance approach, the Durham College Board of Governors sets the strategic direction of the College and delegates authority for operational matters to the President. The Board is also responsible for monitoring compliance with its policies, and as such, a section on monitoring was added to each Board policy. 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 received the 2021-2022 audited financial statements at its meeting on May 30, 2022, and the Board will receive the 2021-2022 annual report demonstrating the College's commitment and achievements related to the vision statement, mission statement and strategic goals on June 8, 2022.

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## **4.2 Outcomes Policy: Strategic Goals**

The Board approved the 2020-2023 strategic plan on February 12, 2020. Further, the Board approved a two-year extension to the strategic plan at its meeting on April 13, 2022, and the Office of the President relaunched the plan at the Employee Town Hall on May 3, 2022.

I confirm the Board will receive the 2021-2022 annual report at its meeting on June 8, 2022, demonstrating the College's commitment and achievements related to the vision statement, mission statement, and strategic goals.

## **4.3 Governance Process Policy: Integrated Risk Management Framework**

I confirm the Board received the Durham College Corporate Risk Register Update for Fall/Winter 2021 (Report FIN-2022-01) through the Audit and Finance Committee on January 10, 2022. No high or extreme risks were identified.

## **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**

During the 2021-2022 Board year, no complaints were received under the whistle-blowing policy.

## **4.7 Executive Limitations Policy: Communication and Counsel to the Board**

This policy requires me to report any non-compliance with Board by-laws or policies.

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For the 2021-2022 Board year, the College did not comply with the requirements of By-law No. 3, which states the Council will meet three times per year. Two meetings were held, and one meeting was cancelled due to a lack of agenda items.

#### **4.8 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.

#### **4.9 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.

#### **4.10 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.

#### **4.11 Executive Limitations Policy: Programs of Instruction**

I confirm that all programs of instruction are developed and implemented consistent with provincial standards. Further, I confirm that the annual report on quality assurance and program review summary will be presented to the Board on June 8, 2022. Additionally, I confirm that the results of the key performance indicators will be presented to the Board when the data is received.



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## 4.12 Executive Limitations Policy: Program Advisory Committees

I confirm the Program Advisory Committee's semi-annual reports were provided in compliance with Board policy. The first report was presented on October 13, 2021 (BOG-2021-58), and the second report was presented on February 9, 2022 (BOG-2022-04).

## 4.13 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.

## 4.14 Sexual Violence Policy

I confirm the College complies with its sexual violence policy. The 2020-2021 report was submitted to the Ministry by the Director, Equity, Diversity and Inclusion, in July 2021. I expect the 2021-2022 report will be due to the Ministry in the next couple of months.

## 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 20, 2021

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 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*.



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Barbara MacCheyne, Chief Financial Officer  
May 20, 2022