



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

Date: Wednesday, January 18, 2023

Location: Virtual Meeting, MS Teams

Members Present: Elizabeth Cowie, Committee Chair  
Melissa Bosomworth  
Gail Johnson Morris  
Dwight Townsend (joined the meeting at 5:39 p.m.)  
Nathan Wilson, Committee Vice-Chair  
Don Lovisa, President

Members Absent: Gary Rose, Board Chair  
Jerry Ouellette

Staff Present: Melissa Pringle, Corporate and Board Secretary

## **1. CALL TO ORDER**

With quorum present, the Committee Chair called the meeting to order at 5:33 p.m.

## **2. CONFLICT OF INTEREST DECLARATIONS**

The Committee Chair asked if there were any conflicts of interest. None noted.

## **3. APPROVAL OF THE AGENDA**

Moved by Governor Bosomworth

Seconded by Governor Johnson Morris

"That the agenda for the January 18, 2023, meeting of the Governance Review Committee be approved as presented." CARRIED

#### **4. APPROVAL OF PREVIOUS MINUTES**

##### **4.1 Minutes for the November 9, 2022, Governance Review Committee Meeting**

The Committee reviewed and approved its minutes from the November 9, 2022, Governance Review Committee meeting.

Moved by Governor Wilson

Seconded by Governor Bosomworth

"That the minutes from the November 9, 2022, meeting of the Governance Review Committee be approved as presented." CARRIED

#### **5. DECISION ITEMS**

None.

Governor Townsend joined the meeting at 5:39 p.m.

#### **6. DISCUSSION ITEMS**

##### **6.1 Review of 2021-2022 Board Evaluation Feedback**

The Committee discussed the feedback received as part of the 2021-2022 Board Evaluation survey. The Committee identified key themes such as diversity, understanding how the annual plan interconnects with the board's work, and the need to develop a broader understanding of the roles of officers and directors. Other themes identified by the Committee included understanding more broadly how the Board addresses poor performance and rethinking how much time is spent discussing informational items at a Board meeting.

Some specific tactics to address the theme of Board quality that the Committee discussed included enhancing the Board's mentorship program, requiring governors to take the good governance certificate during their first term on the Board (and making it a condition for reappointment for a second term) and clarifying the Board's scope of decision making.

Concerning the mentorship program, the Committee suggested creating a framework or checklist for mentors that suggests topics to be covered during the initial conversations such as Board expectations around

attendance, participation, and education, and sharing in advance the self-assessment criteria in the Board Evaluation survey.

**Action: President Lovisa to share the mentorship framework used by Colleges and Institutes Canada**

Further, the Committee discussed the Board Chair's role in addressing poor performance and the importance of keeping these conversations confidential yet assuring the Board that the conversations are happening. Additionally, the Committee discussed if it would be helpful to develop a guidance document for the Board Chair that describes expectations about when and how performance concerns would be dealt with. President Lovisa assured the Committee that, based on his experience, conversations were happening to address poor behaviours when necessary.

**Action: The Board Secretary to check the Board's policy on the roles and duties of officers to determine if performance management is mentioned as it relates to the role of the Board Chair.**

Further, a discussion ensued about the issue of diversity and board governance and the need to define what diversity means to the Board before employing tactics to improve diversity. Additionally, the Committee discussed the need for continued advocacy with the government regarding consideration of the college's skills matrix when making lieutenant-governor-in-council appointments and the lack of influence over internally elected governors. Following the discussion, it was suggested that the Board host a special session with an equity, diversity, and inclusion expert to facilitate a conversation about diversity and board governance and to define what it means at Durham College.

**6.2 Next Steps: Board Goals Assigned to the Governance Review Committee**

The Committee discussed the Board goals for 2022-2023 that were assigned to the Governance Review Committee:

1. The Board receives a mid-year report from the Governance Review Committee assessing the effectiveness of the new governance model and framework, identifying any gaps or questions that require interpretation, and as an outcome, advises on required changes to the governance model.

2. The Board's meeting assessment process is reviewed through the lens of creating a culture where constructive feedback is welcomed and encouraged. The Governance Review Committee will oversee this process to ensure and encourage a culture of continuous improvement.
3. The Governance Review Committee will review the consolidated feedback from the 2021-2022 Board evaluation and provide a report to the Board. Each Committee will implement changes and report on progress to the Governance Review Committee.

Following a brief discussion, the Committee agreed that Goal 2, related to the review of meeting assessments, had been met, and Goal 3 was the subject of the evening's discussion. To advance Goal 1, the Committee decided to schedule another meeting in advance of the April Board meeting to review and discuss the new governance model before reporting to the board. To prepare for the discussion, the Committee Chair asked members to review the Board's governance documents to identify possible gaps.

## **7. INFORMATION ITEMS**

### **7.1 Board of Governors Retreat**

The agenda for the upcoming Board of Governors retreat was presented for information only.

## **8. MEETING CRITIQUE**

The Committee engaged in a roundtable meeting assessment and concurred the discussion was an example of an authentic generative discussion that allowed space for members to share a divergence of opinions in a respectful way. Further, it was suggested that given the weight and scope of some of the topics to be discussed at the next meeting that it be held in-person, to which the Committee agreed.

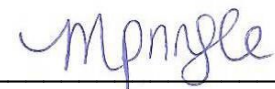
**9. ADJOURNMENT**

With no further business, the meeting adjourned at 6:51 p.m.



---

Elizabeth Cowie  
Committee Chair



---

Melissa Pringle  
Board Secretary