

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

Date: Tuesday, May 23, 2023, 7:00 p.m.

Location: Virtual Meeting, MS Teams

Pages

1. **CALL TO ORDER**
2. **CONFLICT OF INTEREST DECLARATIONS**
3. **APPROVAL OF THE AGENDA**

Recommendation
That the agenda for the May 23, 2023, meeting of the Governance Review Committee be approved as presented.
4. **APPROVAL OF PREVIOUS MINUTES**
 - 4.1 Minutes of the February 27, 2023, Governance Review Committee Meeting 2 - 5

Recommendation
That the minutes from the February 27, 2023 meeting of the Governance Review Committee be approved as presented.
5. **DECISION ITEMS**
6. **DISCUSSION ITEMS**
 - 6.1 Proposed New Policy: Negotiating the President's Contract - D. Lovisa 6 - 7
 - 6.2 Proposed New Policy: Collection, Use and Disclosure of Governor Information - D. Lovisa 8 - 9
 - 6.3 President's Compliance Report for 2022-2023 - D. Lovisa 10 - 14
 - 6.4 Board Development Framework - E. Cowie 15 - 15
 - 6.5 2022-2023 Governance Review Start/Stop/Continue Feedback - E. Cowie 16 - 18
7. **INFORMATION ITEMS**
8. **MEETING CRITIQUE - E. Cowie**
9. **ADJOURNMENT**



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

Date: Monday, February 27, 2023

Location: Oshawa Campus, Durham College Boardroom, A144

Members Present: Elizabeth Cowie, Committee Chair
Melissa Bosomworth
Gail Johnson Morris
Jerry Ouellette
Gary Rose, Board Chair (attended via MS Teams)
Dwight Townsend
Nathan Wilson, Committee Vice-Chair
Don Lovisa, President

Staff Present: Melissa Pringle, Corporate and Board Secretary

1. CALL TO ORDER

With quorum present, the Committee Chair called the meeting to order at 6:05 p.m.

2. CONFLICT OF INTEREST DECLARATIONS

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

3. APPROVAL OF THE AGENDA

Moved by Governor Bosomworth
Seconded by Governor Johnson Morris
"That the agenda for the February 27, 2023, meeting of the Governance Review Committee be approved as presented." CARRIED

4. APPROVAL OF PREVIOUS MINUTES

4.1 Minutes from the January 18, 2023, Governance Review Committee Meeting

The Committee reviewed its minutes from the January 18, 2023, Governance Review Committee meeting.

Moved by Governor Rose

Seconded by Governor Townsend

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

5. DECISION ITEMS

There were no decision items.

6. DISCUSSION ITEMS

6.1 Board Goal: Governance Review Committee to Provide a Mid-Year Report Assessing the Effectiveness of the New Governance Model

The Committee discussed the Board's new governance model from the perspective of whether or not it was effective, if there were any gaps, and if the Board and Committees were following it. Generally, the Committee agreed the governance model was working because the duplication across corporate documents was removed, simplifying the framework. Also, the Committee discussed cross-referencing sections of a by-law in a policy; however, it determined that having multiple references to update may cause future issues with duplication and consistency.

Further, the Committee discussed the effectiveness and challenges of the consent agenda, the lack of clarity about the differences between each section of the Board agenda, and the process for bringing an item forward for discussion. In response to questions, the Committee Chair clarified the purpose and use of the consent agenda, and the Board Secretary explained the difference between the consent agenda, decision, discussion, and information items.

Lastly, the Committee discussed the Board's annual work plan, which drives the work of Board, and the process for a Governor to bring forward an item for discussion. A brief discussion ensued about the relationship with Ontario Tech University, the issue of co-populous representation and

how to move the file forward, and the best forum for a more in-depth discussion.

Following the discussion, the Committee decided that the Committee Chair would provide a brief education to the Board at its meeting on April 12, 2023, on the use of the consent agenda, the meaning of each section of the agenda, how to bring forward an item for discussion, and the Board's overarching governance framework (from legislation to policies).

Further, as it relates to the goal of assessing the effectiveness of the new governance framework, the Committee determined it had met the goal and that the Board Chair could decide if it needs to remain a goal for next year.

6.2 Next Steps: Advancement of Governance Recommendations re the 2021-2022 Board Evaluation Feedback

The Committee reflected on its discussion from the January 18, 2023, meeting and discussed potential recommendations for the Board to address some of the feedback in the 2021-2022 Board Evaluation survey.

The Committee questioned the definition of diversity in the context of the Board and College and discussed the steps the Board had taken to become more diverse in the past few years. Further, the Committee reviewed some demographic trends from the Durham Region and the recent College census and discussed whether the Board represented the community and population it serves. Following the discussion, the Committee recommended that a generative discussion be held with the Board to discuss the topic of diversity, equity, and inclusion and to strive for a shared understanding of diversity as it relates to the Board and board governance.

Action: The Office of the President will schedule a special education session/generative discussion for the Board on equity, diversity, and inclusion and board governance following the receipt of data from the new College census.

Further, the Committee discussed the importance of mentorship and potential enhancements to the mentorship framework, such as developing a list of discussion points (e.g., expectations around participation and education) to be covered during the mentorship relationship.

Action: The Board Secretary will draft a checklist of topics for enhancing the mentorship framework for review and discussion at the next Governance Review Committee meeting.

Additionally, the Committee discussed ways to address outlier comments in the Board evaluation survey and concurred the Board Chair could make an invitation at a Board meeting asking Governors to come forward to discuss comments shared in the survey.

Lastly, the Committee discussed the importance of the Good Governance certificate and the recommendation to make it a mandatory requirement within a Governor's first term and a pre-condition to reappointment for a second term. Following a discussion, the Committee agreed not to recommend it become mandatory but strongly encourage it through the mentorship relationship and Board participation.

7. INFORMATION ITEMS

There were no information items.

8. MEETING CRITIQUE

The Committee engaged in a roundtable meeting assessment and concurred that the in-person format was ideal for the topics discussed and that the new technology worked well for those joining online.

9. ADJOURNMENT

With no further business, the meeting adjourned at 7:49 p.m.



POLICY TYPE: Board-President Relationship
POLICY TITLE: Negotiating the President’s Contract
EFFECTIVE DATE: XX
REVISION DATE:
RENEWAL DATE: XX

In this policy, unless otherwise defined herein or the context requires otherwise, words have the same meaning as they do in the Definitions Schedule to By-law No. 1 of the College.

1. POLICY STATEMENTS

It is necessary to negotiate the president’s contract when selecting a new president or when the president’s contract is renewed. In either case, the process for negotiating a contract is the same.

The Board of Governors Executive Committee (excluding the current president) is responsible for negotiating the president’s contract and will use the following guidelines when doing so:

- The process shall reflect rigor, thoroughness, and objectivity;
- The process shall respect confidentiality;
- The contract shall comply with applicable government statutes, regulations, Minister’s Binding Policy Directives, and operating procedures and consider any other reference documents provided by the College Employer Council.

2. PROCEDURE

2.1 Negotiating the Contract

As delegated by the Board, the Executive Committee has the authority to lead the contract negotiation process. Typically, the Board Chair will seek advice from the Executive Committee and negotiate directly with the president.

The Board of Governors is responsible for and approves the negotiated contract before it is signed.

2.2 Internal Resources

The Board Secretary and/or the Chief Administrative Officer (unless they have applied for the position of president) provides logistical assistance in ensuring the negotiation process and activities are conducted in conjunction with Board, College, and government policies and procedures.

To avoid any possible conflicts of interest, it should be emphasized that the only function of this internal resource is to facilitate the logistics of this process and ensure that sufficient resources are appropriately provided and budgeted.

2.3 External Resources

When developing the contract, legal counsel must be consulted.

2.4 Communications

There shall not be any public announcement of the successful candidate until a contract is executed to ensure the negotiation process is not compromised.

3. MONITORING

The Governance Review Committee will review this policy as part of its cyclical review of Board by-laws and policies.

4. RELATED LEGISLATION, MINISTER'S BINDING POLICY DIRECTIVES AND OTHER DOCUMENTS

4.1 Board Policy: Committee Terms of Reference

4.2 Ministry Binding Policy Directive: Board-President Relations

POLICY TYPE:	Governance Process
POLICY TITLE:	Collection, Use and Disclosure of Governor Personal Information
EFFECTIVE DATE:	XX
REVISION DATE:	
RENEWAL DATE:	XX

In this policy, unless otherwise defined herein or the context requires otherwise, words have the same meaning as they do in the Definitions Schedule to By-law No. 1 of the College.

1. POLICY STATEMENTS

It is necessary to collect personal information to meet legal obligations, facilitate the onboarding of Governors, and to facilitate participation in various Board and College activities.

- 1.1 The Board will collect, use, and disclose Governor information in accordance with applicable legislation, Ministry Binding Policy Directives, Board by-laws, and Board policies.
- 1.2 The College's information management framework and policies shall apply to the personal information of Governors, including taking reasonable steps to protect the information in its custody and control.
- 1.3 Each Governor shall provide any personal information requested by the Board Secretary for the facilitation of Board activities.
 - (a) A Governor who refuses to provide the necessary personal information in a timely manner may be removed from the Board pursuant to Board By-law No. 1 (Section 13).
- 1.4 While on the Durham College Board of Governors, the Board Secretary will:
 - (a) Post a Governor's photograph and biography on the College website;
 - (b) Post contact information for each Governor on the Board portal for use by other Governors and the senior leadership team;
 - (c) Disclose a Governor's personal information to the Ministry of Colleges and Universities, the Canadian Revenue Agency, the Quebec Business Registry, College Employer Council, and the College's insurance providers annually.

- 1.5 The personal information collected from Governors (except photocopies of government-issued identification) is kept permanently in the College's customer relationship management database.
- 1.6 Subject to applicable legislation, any photocopies of government-issued identification shall be securely destroyed by the Board Secretary one-year after a Governor has left the Board.

2. REQUIREMENTS FROM THE QUEBEC BUSINESS REGISTRY

- 2.1 The College is registered to conduct business in Quebec, which requires submitting government-issued identification for each Director (known at Durham College as "Governors").
- 2.2 The Board Secretary or designate is authorized to collect and photocopy from each Governor **one** of the following pieces of acceptable identification (identity documents must include first name, surname, and date of birth):
 - (a) Passport;
 - (b) Driver's or Learner's licence;
 - (c) Health Insurance Card;
 - (d) Canadian Permanent Resident Card;
 - (e) Immigration document issued by the Government of Canada (IMN-1422);
 - (f) Official identification for military, police or diplomatic personnel stationed in Canada;
 - (g) Secure Certificate of Indian Status;
 - (h) Quebec Birth Certificate;
 - (i) Identification issued by a Canadian Province or Territory that includes a date of birth.
- 2.3 The Board Secretary shall submit the required identification for each Director upon request to the Quebec Business Registry using a secure link.

3. MONITORING

The Governance Review Committee will review this policy as part of its cyclical review of Board by-laws and policies.

Report Number: GOV-2023-08

To: Governance Review Committee

From: Don Lovisa, President

Date of Report: April 25, 2022

Date of Meeting: May 23, 2022

Subject: President's Compliance Report for 2022-2023

1. Purpose

This report aims to present the annual compliance report for 2022-2023.

2. Recommendation

This report is being presented for information only.

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 and Strategic Goals

The Board approved a two-year extension to the 2020-2023 (2025) strategic plan on April 13, 2022.

I confirm the Board will receive the 2022-2023 annual report at its meeting on June 7, 2023, demonstrating the College's commitment and achievements related to the vision statement, mission statement, and strategic goals.

4.2 Executive Limitations Policy: Financial Matters

I confirm compliance with this policy.

The Audit and Finance Committee will receive the College's 2022-2023 audited financial statements and annual investment report on May 29, 2023.

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.

4.3 Executive Limitations Policy: Integrated Risk Management Framework

I confirm the Board received the Durham College Corporate Risk Register Update for Fall/Winter 2022 (Report FIN-2023-05) through the Audit and Finance Committee on January 16, 2023. No high or extreme risks were identified.

4.4 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.

4.5 Executive Limitations Policy: Whistle Blowing

This policy requires the Board to receive an annual report on all whistleblowing complaints. During the 2022-2023 Board year, no complaints were received under the whistleblowing policy.

4.6 Board-President Relationship Policy: Board-President Relations

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.

Additionally, this policy requires me to report non-compliance with any Board policy. For the 2022-2023 Board year, I am unaware of any material deviation from Board by-laws or policies.

Further, this policy requires me to report annually on the College's succession plan. I can confirm that the Executive Committee received a report on the College's succession plan at the meeting on January 30, 2023. Also, as required by this policy, I identified to the Executive Committee candidates for acting President for the 2022-2023 board year at its meeting on September 19, 2022.

4.7 Board-President Relationship Policy: Assessing the President's Performance

As required by this policy, I presented a mid-year summary of progress against the established criteria outlined in Section 1.4 to the Executive Committee at its meeting on November 14, 2022. My year-end summary of progress against the established goals was presented to the Executive Committee at its meeting on March 12, 2023.

4.8 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.

4.9 Sexual Violence Policy

I confirm the College has complied with its sexual violence policy. Additionally, the Board received the annual sexual violence and harassment action plan statistics report at its meeting of December 14, 2022.

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.

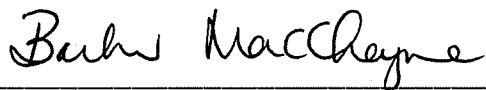


Date: **May 23, 2023**

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*.



Barbara MacCheyne
Chief Financial Officer and Vice-President Administration
May 23, 2023

Orientation Buddy (mandatory)	Mentorship (self-identified)	Leadership Development (self-identified)	Onboarding Tool Kit (optional)	Additional Touch Points
<ul style="list-style-type: none"> • The Nominating Committee will assign each new Governor an orientation buddy (from those who have expressed an interest in being a mentor) • Expectation is that the orientation buddy will have 1-2 conversations to review board expectations and norms • Pairing to sit beside each other for the first two board meetings • Short term relationship 	<ul style="list-style-type: none"> • A Governor to self-identify if they would like a mentor by contacting someone who has expressed an interest in being a mentor (the list will be posted on the portal) • The relationship is flexible and based on the needs of the individual seeking mentorship • May use the current mentorship framework as a guideline • Duration of relationship is determined by those involved • A Governor’s orientation buddy may evolve into a mentorship match 	<p>External Governors:</p> <ul style="list-style-type: none"> • If a Governor is interested in serving as a Board officer (chair or vice-chair), they should self-identify as part of the annual Board evaluation survey • Once identified, the Chair or Vice-Chair of the Nominating Committee to contact the Governor to discuss interests and possible development opportunities <p>Internal Governors:</p> <ul style="list-style-type: none"> • If an internal Governor is interested in serving as a vice-chair of a Standing Committee, they should self-identify as part of the annual Board evaluation survey • Once identified, the Chair or Vice-Chair of the Nominating Committee to discuss interests and possible development opportunities. 	<ul style="list-style-type: none"> • The Board Secretary to create a new section on the Board portal, with helpful recourses available to all Governors. • Information may include, governance topics, educational opportunities, information about the mentorship program, etc. 	<ul style="list-style-type: none"> • Chair or Vice-Chair of the Nominating Committee to contact all new governors to check in within the first six months of the term (and promote resources available such as mentorship program, College Centre of Board Excellence) • Board Secretary to offer a “Governance at DC session” as part of the onboarding process

2022-2023 Governance Review Stop/Start/Continue Feedback

Name	What should the Committee start doing?	What should the Committee stop doing?	What should the Committee continue doing?	Other comments/reflections about the work of the Committee over the past year
Gail Johnson Morris	a) Consider the best practices of Governance Review Committees & ensure these practices are included in its annual work plan; b) Provide an opportunity for the Vice-Chair to chair a committee meeting at least annually as part of that Governor's leadership development; c) To inform the committee's annual work plan, create an exhaustive list of the BOGs bylaws, policies, & legislation that includes the targetted review date & most current version date; d) Include expectations for incoming Governors (Student excepted due to 1-year term) to complete the Colleges Ontario Good Governance Certification within their first term; and, e) Determine a reasonable materiality/impact threshold for recusal due to preapproved & standard Governor expense items i.e. right now there is no threshold for expenses related to expected BOG service. What is the best practice for handling this?	a) Ensure recommendations/frameworks work for the BOG going forward vs designed to restrict a current director's behaviour or an isolated situation.	a) Serve as the BOG's governance acumen sounding board; b) Provide an intake session for new governors where the fiduciary role, core duties, & the BOG's meeting framework are reviewed; and c) Ensure the BOG's meeting methodology choices enable meaningful & collaborative meetings while also adhering to good governance practices i.e. avoid clunkiness.	The chair did a good job of stepping up to provide several governance overview sessions this year.
Dwight Townsend	The committee should perhaps start doing a formal orientation.	No comments. I think the committee functions well.	The committee engages well. It should continue by asking these probing questions that supports and enhances the overall board compliment.	The committee provides great assessments. I appreciate its assessments on processes, and conversations that will ultimately inform the Board's governance.

Name	What should the Committee start doing?	What should the Committee stop doing?	What should the Committee continue doing?	Other comments/reflections about the work of the Committee over the past year
Nathan Wilson	<p>The committee should continue to look for certain pieces that fall within its purview that will add value to the Board's functioning and structures. For example, addressing the Board's mentorship program was fruitful and is leading to a productive collaboration with the Nominating Committee. The committee should start seeking out other opportunities like this that are manageable and that add value. (Sidenote: I think we are doing this, and so perhaps it's more of a suggestion to continue to seek out opportunities and identify what those are.)</p>	<p>There was a long-standing agenda item that was finally removed from this committee's work this past year (after it was deemed to be completed). Putting items to bed more decisively is important. This committee should not necessarily allow items to linger for too long. (This is not to say, however, that certain items don't require a bit more of a runway to complete than others, but knowing when the work is done, or at least sufficiently done for now is important.)</p>	<p>Taking on an advisory role regarding the planning of the annual Board retreat is something that falls within the scope of this committee. I think those discussions added value to the planning of this past year's retreat and is something that this committee should continue doing (again, on an advisory basis).</p>	<p>Overall, important conversations were had (e.g., the conversation around diversity and addressing Board critiques). When I came onto this committee, it seemed as though it was searching for a bit of a purpose in the wake of having had all of our policies/procedures updated by a third-party. But I would say with the various items we addressed and checked off this year, the committee demonstrated its purpose and continued value to the functioning of the Board. The Board Chair did an excellent job of facilitating these conversations and presenting the work of this committee to the Board.</p>

Name	What should the Committee start doing?	What should the Committee stop doing?	What should the Committee continue doing?	Other comments/reflections about the work of the Committee over the past year
Melissa Bosomworth	This committee has already reviewed all the by-laws and the overall functioning of the Board. The trainings offered in Learn More Series and governance specific trainings should be continued. If the annual retreat was offered earlier than March, it may help with the transition for new members.	I don't feel there is anything this committee does which distracts from the committee or the Board.	Mentioned above. I'm not sure of the dates for by-laws to be reviewed again since I joined the committee after that work was completed. However it would be ideal if the review dates were staggered so they weren't all due for review in the same year.	I have enjoyed my introduction to committee work through the Governance Committee and look forward to working with the group in the upcoming year. Regularly reviewing the Board's function and looking for improvements has undoubtedly contributed to creating the high function Board found at DC.