

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

Date: Wednesday, November 15, 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 November 15, 2023, Governance Review Committee meeting be approved as presented.

4. **APPROVAL OF PREVIOUS MINUTES**

- 4.1 Minutes of the September 20, 2023, Governance Review Committee Meeting

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Recommendation

That the minutes from the September 20, 2023, meeting of the Governance Review Committee be approved as presented.

5. **DECISION ITEMS**

- 5.1 There are no decision items.

6. **DISCUSSION ITEMS**

- 6.1 Governance Discussion about the Wind-Down of the Durham College Foundation - L. Flynn (verbal)
- 6.2 Board Retreat Planning (Continued) - E. Cowie

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When planning consider the Board Goal on Generative Governance:

That the Board will facilitate two strategically focused off-site sessions during the Board year; agendas will include generative discussions and provide governors opportunities to explore potential new business opportunities.

6.3 Advancing the Board's Goal: Generative Governance - E. Cowie

The Board will consider a year end report from the Governance Review Committee assessing the effectiveness of its governance model and framework and advise on any requisite finetuning of the model in the next Board year.

6.4 2022-2023 Committee Start/Stop/Continue Feedback (for action) - E. Cowie

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Note: Discussion of this item was deferred from the September meeting as the attachment was missing from the agenda

7. INFORMATION ITEMS

7.1 There are no information items.

8. MEETING ASSESSMENT - E. Cowie

9. ADJOURNMENT



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

Date: Wednesday, September 20, 2023

Location: Oshawa Campus, Durham College Boardroom A144

Members Present: Elizabeth Cowie, Committee Chair
 Jeff Dornan
 Kelly Doyle
 Nathan Wilson, Committee Vice-Chair
 Gail Johnson Morris, Board Chair
 Don Lovisa, President
 Ian Ball (attended virtually)

Guests Present: Lisa Allen

Staff Present: Melissa Pringle, Corporate and Board Secretary

1. CALL TO ORDER

With quorum present, the meeting was called to order at 6:58 p.m.

2. CONFLICT OF INTEREST DECLARATIONS

The Chair asked if there were any conflicts of interest to be declared. None noted.

3. APPROVAL OF THE AGENDA

Moved by Governor Ball

Seconded by Governor Dornan

"That the agenda for the September 20, 2023, Governance Review Committee meeting be approved as presented." CARRIED

4. APPROVAL OF PREVIOUS MINUTES

4.1 Minutes of the May 23, 2023, Governance Review Committee Meeting

The Committee reviewed its minutes from the May 23, 2023, Governance Review Committee meeting.

Moved by Governor Wilson

Seconded by Governor Johnson Morris

"That the minutes from the May 23, 2023, meeting of the Governance Review Committee be approved as presented." CARRIED

5. REVIEW OF COMMITTEE TERMS OF REFERENCE

Being the first Committee meeting of the Board year, the Committee reviewed its terms of reference.

The Committee questioned President Lovisa regarding oversight of the *Learn More* series and how topics are suggested.

6. DECISION ITEMS

There were no decision items.

7. DISCUSSION ITEMS

7.1 Review Feedback from the 2022-2023 Board Evaluation Survey (for prioritization and action)

The Committee reviewed and discussed the feedback received from the 2022-2023 Board evaluation survey and identified key themes and areas for exploration. Specifically, the Committee discussed the Board's high performance, comments around a lack of understanding about the college sector, educational opportunities, and the expectation that Governors will read materials and participate in programming offered. Furthermore, the Committee discussed the Board's code of conduct, awareness of its roles and responsibilities, and how the Board takes corrective action. The Committee discussed facilitating another governance primer but decided to use the October Board meeting to set expectations and review specific sections of the agenda more in-depth. Lastly, the Committee discussed comments in the survey asking for enhanced benchmarking and comparable data from other institutions and agreed this could be explored as part of the off-site retreat. Following the discussion, specific action items include creating a "Top Ten Things to Read" for new Governors to

help focus the learning plan and for the Board Secretary to provide an overview of the Board portal at the October Board meeting.

Additionally, the Committee agreed that the institutional research department could remove the longitudinal graphs in the survey report in future years as they are not value-added.

7.2 Plan to Review the Board's By-laws & Policies Due for Review in 2024

The Committee received a report from President Lovisa regarding a plan to review the Board's by-laws and policies due in 2024. The Committee was encouraged to review the policies and consider any required changes.

Governor Ball temporarily left and re-joined the meeting.

7.3 Board of Governors Retreat Planning

The Committee discussed plans for the upcoming retreat (currently scheduled for March 2024), including the date, venue, and potential topics. Following the discussion, the Committee agreed that the retreat should be rescheduled to April to include the new president, be on campus (all day Saturday/Sunday morning), and focus on strategic topics. Topics discussed included the strategic plan and history of the relationship with Ontario Tech University, a student panel, an open panel with the leadership team, and an opportunity for a new president to discuss their vision with the entire Board. The Committee also discussed the half-day facilitated discussion on equity, diversity, and inclusion that was cancelled in October 2023 and how the material could be incorporated. Additionally, the Committee thought it was important to consider scheduling a fall retreat to build relationships and help onboard a new president.

7.4 Review 2022-2023 Start/Stop/Continue Committee Feedback (for action)

As the attachment was missing from the agenda, this item will be deferred to the next meeting of the Governance Review Committee.

8. INFORMATION ITEMS

There are no information items.

9. MEETING ASSESSMENT

The Committee conducted a meeting assessment and agreed having the first meeting of the year in person was preferred. Also, the Committee remarked that there was good discussion and participation by all Governors, and the boardroom technology worked well for the members attending virtually.

10. ADJOURNMENT

With no further business, the meeting ended at 8:05 p.m.

DRAFT

Durham College Board of Governors Retreat Agenda
 April 2024

Saturday Session

Time	Item
8:00 a.m.	Breakfast Available
8:30 a.m.	The Broader Context: Paris Johnston (CICan) and/or Marketa Evans (Colleges Ontario)
10:00 a.m.	Refreshment Break
10:15 a.m.	Open Forum: Leadership Team (ask your Q's)
11:00 a.m.	Refreshment Break
11:15 a.m.	Student Panel: The International Experience Moderator: Thom or Janine
12:30 p.m.	Lunch Break
1:15 p.m.	DC Future-Focused: Strategic Planning Exercise (SWOT analysis)?? Peter Garrett & Laura Bogaert
3:15 p.m.	Refreshment Break
3:30 p.m.	Open Forum: Presidential Priorities + Mandate (opportunity to new president to engage the Board)
5:00 p.m.	TBD Social Activity: Cooking Class/Group Dinner/DC Lords Game

Sunday Session

Time	Item
8:00 a.m.	Breakfast Available
8:30 a.m.	DEI + Board Governance Interactive Workshop with N. Gonsalves
12:30 p.m.	Closing Remarks
12:45 p.m.	Retreat Ends

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.