



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

Date: Wednesday, November 15, 2023

Location: Virtual Meeting, MS Teams

Members Present: Elizabeth Cowie, Committee Chair (joined at 7:02 p.m.)
Ian Ball
Jeff Dornan
Kelly Doyle
Nathan Wilson, Committee Vice-Chair
Gail Johnson Morris, Board Chair
Don Lovisa, President

Guests Present: Lisa Allen

Staff Present: Melissa Pringle, Corporate and Board Secretary
Linda Flynn, AVP, Office of Development & Alumni Affairs

1. CALL TO ORDER

With quorum present, the Committee Vice-Chair called the meeting to order at 7:00 p.m.

2. CONFLICT OF INTEREST DECLARATIONS

The Committee Vice-Chair asked if there were any conflicts of interest to declare. None noted.

3. APPROVAL OF THE AGENDA

Governor Cowie joined the meeting and assumed the Chair.

Moved by Governor Ball

Seconded by Governor Dornan

“That the agenda for the November 15, 2023, Governance Review Committee meeting be approved as presented.” CARRIED

4. APPROVAL OF PREVIOUS MINUTES

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

The Committee reviewed its September 20, 2023 Governance Review Committee minutes.

Moved by Governor Doyle

Seconded by Governor Wilson

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

5. DECISION ITEMS

5.1 There were no decision items.

6. DISCUSSION ITEMS

6.1 Governance Discussion about the Durham College Foundation

The Committee received an update from the Associate Vice-President, Office of Development and Alumni Affairs, regarding the process for winding down the Durham College Foundation and reported that she met with Victoria Prince at Borden Ladner Gervais to discuss the path forward. Considerations include a review of current agreements to determine the legalities of transferring funds to the College, deciding whether to close the Foundation or keep it dormant, and determining how the Board of Governors will assume oversight of the investment portfolio. Furthermore, the Associate Vice-President, Office of Development and Alumni Affairs reported that preliminary work has begun to assess the current agreements and that approximately 95% of gifts could be transferred with no issue. The remaining 5% of gifts can be pursued by contacting the donor and getting permission, or by court order.

The Committee questioned President Lovisa and the Associate Vice-President, Office of Development and Alumni Affairs.

A discussion ensued about the benefits and risks of keeping the Foundation dormant. If left dormant, there would need to be a minimum of three directors and an annual meeting to remain compliant. Additionally, the Committee discussed the current investment strategy, the Foundation’s articles and mandate, various governance options for

assuming oversight, and the need to consider potential changes to the Board's governing documents when making future decisions.

As part of the data-gathering stage, the Committee requested that the Foundation's investment policy, articles, and governing documents be brought to the next Governance Review Committee meeting for discussion.

The Committee requested that all Governors be asked to identify if they had investment experience and expertise. The Board Secretary will add this to the Chair's notes for the December Board meeting.

6.2 Board Retreat Planning (Continued)

The Committee reviewed the draft agenda for the spring retreat and agreed it reflected previous conversations. After reviewing the agenda, the Committee discussed the flow and suggested that the presidential priorities session be moved to immediately following lunch on the first day and discussed the particulars of the strategic planning session (with a request to include a conversation about alternative revenue sources) and diversity, equity, and inclusion session (with a request for the facilitator to contact Governor Townsend to get his input on the content). Furthermore, the Committee discussed the idea of conducting stakeholder interviews; however, no decision was made on this suggestion.

Also, the Committee discussed gift options and options for a social event, such as a cooking class or teambuilding games.

6.3 Advancing the Board's Goal: Generative Governance

The Committee discussed the following Board goal under the purview of the Governance Review Committee:

"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."

As part of the discussion, the Committee discussed the Board's governance framework, the annual Board evaluation survey, and ways to address areas of concern identified in the survey results, such as conducting pulse surveys, educating the Board on generative

governance, and keeping track of ineffective processes or duplication in the Board's governing documents throughout the year and to review the list semi-annually for potential corrective action.

Furthermore, the Committee agreed to provide a brief education about generative governance at the December Board meeting.

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

The Committee reviewed its stop, start, and continue feedback from 2022-2023 and discussed the possibility of ensuring vice-chairs can Chair a meeting throughout the year and soliciting insights from outgoing Governors via exit interviews.

7. INFORMATION ITEMS

7.1 There were no information items.

8. MEETING ASSESSMENT

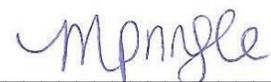
The Committee conducted a roundtable meeting assessment and concurred that the meeting was well-run with strong participation by all members and that despite feeling a lack of purpose last year, the Committee was now engaging in meaningful work (e.g., Foundation, Board retreat) that would impact the College.

9. ADJOURNMENT

With no further business, the meeting ended at 8:19 p.m.



Elizabeth Cowie
Committee Chair



Melissa Pringle
Board Secretary