

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

Date: Wednesday, January 17, 2024, 5:30 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 January 17, 2024, Governance Review Committee meeting be approved as presented.

4. **APPROVAL OF PREVIOUS MINUTES**

4.1 Minutes of the November 15, 2023, Governance Review Committee Meeting

3 - 6

Recommendation

That the minutes from the November 15, 2023, meeting of the Governance Review Committee be approved as presented.

5. **DECISION ITEMS**

5.1 Board Policy Review: Board-President Relations

7 - 11

Recommendation

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

That based on GOV-2024-06, Board Policy: Board-Relations be approved as presented.

5.2 Board Policy Review: President Emeritus

12 - 13

Note: At this time, no revisions are being recommended to this policy by the Office of the President

Recommendation

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

That based on GOV-2024-07, Board Policy: President Emeritus be approved as presented.

6. DISCUSSION ITEMS

6.1	Durham College Foundation Governing Documents	14 - 48
6.1.1	Results of Survey re Investment Experience	49 - 49
6.2	Board Retreat Planning	50 - 50
6.2.1	Description of Strategic Visioning Exercise	51 - 51
6.2.2	Description of Equity, Diversity, Inclusion & Board Governance Session	52 - 58
6.2.3	Results of Survey re Social Activity	59 - 59
6.3	Draft Top 10 Reading List for New Governors	60 - 60

7. INFORMATION ITEMS

7.1	Memo from Ministry of Colleges and Universities re Revisions to the Conflict of Interest Minister's Binding Policy Directive and Lieutenant Governor in Council Appointments	61 - 63
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8. MEETING ASSESSMENT - E. Cowie

9. ADJOURNMENT



**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.



POLICY TYPE: Board-President Relationship
POLICY TITLE: Board-President Relations
EFFECTIVE DATE: June 2022
REVISION DATE: February 2024
RENEWAL DATE: January ~~2024~~2027

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. OVERSIGHT OF THE PRESIDENT

The Board selects ~~and supervises~~ the President, including:

- 1.1 developing and approving the President’s job description and terms of employment;
- 1.2 where necessary, undertaking a recruitment process and selecting the President;
- 1.3 reviewing and approving the President’s annual performance goals;
- 1.4 evaluating the President’s performance, and determining the President’s compensation; and
- 1.5 ensuring succession planning is in place for the President.

2. DELEGATION TO THE PRESIDENT

To the extent permitted by applicable law and subject to the By-laws, Board resolutions, and Board policies, including this policy and the “Executive Limitations” policies:

- 2.1 the Board delegates authority for implementation of the College vision, strategic directions, and overall goals and outcomes to the President, including authority to establish practices, make all decisions, take all actions and develop all activities on behalf of the College, provided that such authority is consistent with reasonable interpretations of the Board’s ~~“Outcomes”~~by-laws and policies; and
- 2.2 the President has the power to employ, appoint, classify, promote, suspend, transfer, reclassify or remove any employee, with the exception of those employees with a direct reporting relationship to the President.

3. EXECUTIVE LIMITATIONS

The President shall not cause or knowingly permit any practice, activity, decision or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

4. GENERAL RESPONSIBILITIES OF THE PRESIDENT

- 4.1 The President is the chief executive officer of the College and the single official link to the Board, responsible for the overall leadership and management of the College. The President is accountable directly to the Board.
- 4.2 The President is responsible for developing the College's strategic direction with Board participation and approval.
- 4.3 The President is responsible for providing leadership for the implementation of the College's strategic directions as approved by the Board.
- 4.4 The President is responsible for developing external relationships required to secure College funding, strategic partnerships, government approvals, and College recognition that are essential to the operation and advancement of the College.
- 4.5 The President is responsible for all phases of the operation and administration of the College including the appointment, promotion and termination of College employees, except as provided for in By-law No. 1.
- 4.6 The President is responsible for recommending the establishment of, changes to, and/or elimination of programs to the Board.
- 4.7 The President is responsible for acting in the best interests of the College in securing and promoting its education, community, administrative and financial objectives.
- 4.8 The President is responsible for establishing, monitoring, amending and implementing all academic, administrative, and employment-related policies of the College, subject to constraints set out in Section 3.
- 4.9 The President will represent the College professionally, ethically and responsibly.
- 4.10 The President will conform to all Board policies and all lawful direction given by the Board or the Chair of the Board.
- 4.11 The President will participate in mutually agreed upon professional development goals.

- 4.12 The President will recommend to the Board appointments, classifications, promotions, suspensions, transfers, reclassification or removal of individuals with a direct reporting relationship to the President.
- 4.13 The President will ensure that all academic, administrative and employment-related policies of the College support and fulfill the policies of the Board.
- 4.14 The President or their designate will provide all information reasonably requested by any Governor regarding the affairs of the College to such Governor. The Board may pass a resolution from time to time to require that specific records relating to meetings of the Board or Committees or otherwise to the affairs of the College must be made readily available to Governors, whether through the online Board portal or other means.

5. COMMUNICATION AND COUNSEL TO THE BOARD

The President shall:

- 5.1 Submit monitoring reports data requested by the Board in a timely, accurate and understandable fashion, to facilitate the monitoring of compliance with Board policies;
- 5.2 Inform the Board of relevant trends, major program initiatives, anticipated adverse media coverage, significant external and internal changes, particularly in the assumptions upon which any Board policy or other significant decision has been established;
- 5.3 Advise the Board when the President believes the Board has failed to comply with its governance processes, Board policy, legislation, or any other situation detrimental to the working relationship between the Board and the President;
- 5.4 Communicate information to the Board in a concise, understandable, accurate and timely format;
- 5.5 Report promptly on any non-compliance with any Board policy;
- 5.6 Provide mechanisms for official Board communications to the College and broader community.

6. PRESIDENT SUCCESSION

6.1 President's Role in Emergency Succession Planning

To assist the Board in the execution of their duties, the President will ensure at least two (2) senior members of the College leadership team are familiar with Board and presidential issues and processes, and capable as functioning effectively as Acting President on an interim basis until the President can resume his/her duties or a new President is appointed. The President shall notify the Board of the Acting President candidates on an annual basis.

6.2 Emergency Permanent Loss of Service

- (a) The Board shall appoint an Acting President within five (5) business days of the permanent loss of service of the existing President.
- (b) The Board is not limited to the Acting President candidates identified by the President.
- (c) The Board will formally communicate with Employees within 48 hours of the permanent loss of service of the existing President apprising them of the situation and the intended course of action.
- (d) Where it is necessary to search for a new President, the Executive Committee shall convene within ten (10) business days to recommend to the Board the composition of a Presidential Search Committee, to conduct a search and recommend the appointment of a President.

6.3 Emergency Temporary Loss of Service

- (a) When the President has a planned absence due to vacation or another approved leave defined by the *Employment Standards Act*, and the appointment of an Acting President is necessary, an Acting President will be appointed by the President from among the Acting President candidates provided by the President to the Board. The Board Chair and Vice-Chair will be apprised of the appointment by email.
- (b) If the President has a planned absence in excess of 30 Business Days, the President will make a recommendation to the Board of Governors concerning who should be appointed Acting President in advance of the absence.

6.4 Delegation of Authority to Acting President

The Acting President shall be delegated the authority specified in Section 2 for the duration of the absence or leave of the President, until a new Acting President is appointed by the President or the Board, or until a new President is appointed by the Board. The Board may appoint another individual as the Acting President at any time.

6.5 Planned Departure of President

Upon the notification of the planned departure of the President, the Chair of the Board shall coordinate the recruitment and selection of a new President with the Executive Committee and the Board as necessary or desirable.

7. MONITORING

- 7.1 Monitoring of the President's performance is included in the policy "Assessing the President's Performance".
- 7.2 As part of its annual evaluation of the President's performance, the Board will evaluate the nature, quality, and timeliness of communication and counsel available to the Board from the President.
- 7.3 The President will report on the College's succession plan on an annual basis.

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

- 8.1 Durham College By-law No. 1
- 8.2 All Outcomes Policies
- 8.3 All Executive Limitations Policies
- 8.4 Policy on Assessing the President's Performance
- 8.5 Ministry's Binding Policy Directive – Governance and Accountability
- 8.6 Resource Document – Board-President Relations



POLICY TYPE: Board-President Relationship
POLICY TITLE: President Emeritus
EFFECTIVE DATE: June 2022
REVISION DATE: February 2024
RENEWAL DATE: January 2027

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. BACKGROUND

The designation “emeritus” is conferred on an individual upon their retirement or conclusion of a long period of service to consider recognizing outstanding contributions. It has been the custom to recognize former Durham College Presidents for their outstanding service to the College and surrounding community.

2. POLICY STATEMENTS

- 2.1. At the discretion of the Board, former Durham College Presidents who have served more than five (5) years as President may be designated as “President Emeritus.”
- 2.2. The Board will consider overall performance and specific contributions to the College, the college system, and the community.
- 2.3. The “emeritus” title is honorific; it represents no entitlement to authority, rights, privileges, or resources.
- 2.4. Notwithstanding any other element of this policy, the Board retains the authority to decline or withdraw the “emeritus” title without cause.

3. PROCEDURE

- 3.1. Upon notification of the serving President’s intention not to seek a subsequent term, to retire, or to otherwise conclude their employment as President of the College, and prior to their retirement/end date, the Executive Committee will review the President’s performance during all terms of their presidency and their contributions to the College, the college system and the community.
- 3.2. The Executive Committee may seek input from and will consider unsolicited submissions from the College, college system, and community representatives during the review conducted under Section 3.1.

- 3.3. The Executive Committee will inform the Board of the outcome of the review and, if appropriate, recommend approval by the Board of the granting of the title "President Emeritus."
- 3.4. The Chair of the Board will inform the President of this honour upon approval by the Board.
- 3.5. Where possible, the Executive Committee will conduct its review and make its recommendation to the Board at least four months prior to the President's retirement/end date.
- 3.6. Where possible, the title of President Emeritus will be granted at the first convocation ceremony following the President's retirement/end date.

DC Foundation Documents for Board of Governors Governance Committee

January 2024

Contents:

- 1.0 Letters Patent
- 2.0 By-Law #1
- 3.0 Committee Principles and Terms of Reference
- 4.0 Investment Policy
- 5.0 Sample Investment Committee Workplan

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Ministry of
Government Services
Ontario

Ministère des
Services gouvernementaux

These Supplementary Letters Patent
amend the corporation's Letters
Patent or prior Supplementary Letters
Patent, as the case may be, dated this

Les présentes lettres patentes supplémentaires
modifient les lettres patentes de la société ou
toutes autres lettres patentes supplémentaires
précédentes, selon le cas, daté le

MAY 01 MAI, 2012

Minister of
Government Services

K. [Signature]
Director / Directrice

Le ministre des Services
gouvernementaux

APPROVED AS A CHARITY -- PGT
OEUVRE DE BIENFAISANCE APPROUVÉE -- TCP

per/par

Form 3
Corporations
Act

Formule 3
Loi sur les
personnes
morales

APPLICATION FOR SUPPLEMENTARY LETTERS PATENT
REQUÊTE EN VUE D'OBTENIR DES LETTRES PATENTES SUPPLÉMENTAIRES

1. Name of the applicant corporation: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la personne morale : (écrire en LETTRES MAJUSCULES SEULEMENT)

T	H	E		D	U	R	H	A	M		C	O	L	L	E	G	E		F	O	U	N	D	A	T	I	O	N

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
La dénomination sociale de la personne morale devient (le cas échéant) : (écrire en LETTRES MAJUSCULES SEULEMENT)

3. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion 2000 08 01
Year/Année Month/Mois Day/Jour

4. The resolution authorizing this application was confirmed by
the shareholders/members of the corporation on:
La résolution autorisant la présente requête a été ratifiée
par les actionnaires ou membres de la personne morale le : 2011 12 13
Year/Année Month/Mois Day/Jour

under section 34 or 131 of the *Corporations Act*.
aux termes de l'article 34 ou 131 de la *Loi sur les personnes morales*.

5. The corporation applies for the issue of supplementary letters patent to provide as follows:
La personne morale demande la délivrance de lettres patentes supplémentaires qui prévoient ce qui
suit :

THAT THE DURHAM COLLEGE FOUNDATION (THE CORPORATION)
APPLY FOR SUPPLEMENTARY LETTERS PATENT.

TO DELETE OBJECT 4 FROM THE ORIGINAL LETTERS PATENT
WHICH READS:

TO RECEIVE A FUND OR FUNDS AND TO APPLY ALL OR PART
OF THE CAPITAL AND THE INTEREST THEREFROM, FROM
TIME TO TIME, TO OR FOR THE BENEFIT OF THE DURHAM
COLLEGE OF APPLIED ARTS AND TECHNOLOGY OR ANY COLLEGE,
UNIVERSITY OR EDUCATIONAL INSTITUTION AFFILIATED
WITH IT.

AND REPLACE IT WITH THE FOLLOWING:

TO RECEIVE AND MAINTAIN A FUND OR FUNDS AND TO APPLY
ALL OR PART OF THE CAPITAL AND THE INTEREST THEREFROM, FROM
TIME TO TIME, TO OR FOR THE BENEFIT OF THE DURHAM
COLLEGE OF APPLIED ARTS AND TECHNOLOGY.

This application is executed in duplicate
La présente requête est faite en double exemplaire.

THE DURHAM COLLEGE FOUNDATION

Current Name of Corporation

Dénomination sociale actuelle de la personne morale

By
Par:

Signature
Signature

Signature
Signature

Description of Office

Fonction Dr. Peter Zakaraw, Chair

Description of Office

Fonction David Chambers, President

THE DURHAM COLLEGE FOUNDATION

BY-LAW NO. 1

BE IT ENACTED as a By-law of The Durham College Foundation (hereinafter, **Foundation**) as follows:

ARTICLE 1. INTERPRETATION

1.01 Definitions

In this By-law, the following terms have the following meanings:

- a) “**Act**” means the *Corporations Act* (Ontario), and where the context requires, includes the regulations made under it, as amended from time to time;
- b) “**Board**” means the board of directors of the Foundation;
- c) “**By-laws**” means this By-law and all other by-laws of the Foundation from time to time in force and effect;
- d) “**Director**” means a member of the Board;
- e) “**Durham College**” means the Durham College of Applied Arts and Technology;
- f) “**ex-officio**” means membership, election or appointment by virtue of the office and includes all rights, responsibilities and power to vote except where otherwise specifically provided;
- g) “**Foundation**” means the Foundation incorporated as a corporation without share capital under the Act, by Letters Patent dated August 2000, and Supplementary Letters Patent dated May 1, 2012 and further, includes the Office of Development which works in a cooperative relationship with the Foundation, together receiving and maintaining a fund or funds to apply all or part of the capital and the interest therefrom, from time to time, to or for the benefit of Durham College;
- h) “**Head Office**”, until changed in accordance with the Act, shall be located in the City of Oshawa, Regional Municipality of Durham, Province of Ontario, at such place therein as the Board may from time to time determine;
- i) “**Member**” means a member of the Foundation;

- j) “**Officer**” is defined in section Article 7; and
- k) “**Special Resolution**” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a special meeting of the Members duly called for that purpose or at an annual meeting of the Members, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting.

1.02 Interpretation

This by-law shall be interpreted in accordance with the following rules:

- a) The headings used in the By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions, or to be deemed in any way to clarify, modify or explain the effect of any terms or provisions.
- b) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- c) Any references in this By-law to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or e-enacted from time to time or as a reference to any successor thereto.

ARTICLE 2. MEETING PROCEDURES

2.01 Participation

- a) Any Director, Member, officer or employee, as the context requires, and unless expressly prohibited by this By-law or by the rules and policies of the Foundation, may participate in a meeting of the Board or of a committee of the Board by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed, for the purpose of the Act and this By-law, to be present at the meeting.
- b) A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of Directors or signed by all Members entitled to vote on that resolution at a meeting of the Foundation, is as valid as if it had been passed at a meeting of the Board or a meeting of the Foundation, respectively.

- c) Subject to paragraph (b) above, business arising at any meeting of the Foundation, the Board or any committee established pursuant to these By-laws shall be decided by a majority of votes.
- d) Voting shall take place as follows:
 - i. Except as provided in this By-law, each Member, each Director and each committee member shall be entitled to one (1) vote at any meeting of the Foundation, Board or committee, respectively.
 - ii. Votes shall be taken in the usual way, by show of hands of those present in person, and by verbal confirmation by those present by electronic means, among all Members, Directors and committee members present and entitled to vote. The Chair of any meeting of the Members, the Board or any committee shall have an initial vote and, in case of an equality of votes, the vote shall be lost.
 - iii. An abstention shall not be considered as a vote cast.
- e) Minutes shall be kept for all meetings of the Members, the Board or any committee, and shall be approved at the next meeting of the Members, the Board or the committee, as the case may be.
- f) The declaration of the Secretary or Chair that notice has been given pursuant to these By-laws shall be sufficient and conclusive evidence of giving of such notice.
- g) No error or omission in giving notice for a meeting of the Board of any committee shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any Director or committee member, as the case may be, may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had.
- h) Any questions of procedure at or for any meetings of the Members, of the Board, or of any committee that have not been provided for in these By-laws or by the Act shall be determined by the Chair of the meeting in accordance with Kerr & King, *Procedures for Meetings and Organizations, 3d edition, (1996)* or such other rules of procedure adopted by resolution of the Board from time to time.

2.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

ARTICLE 3. OBJECTS

3.01 Objects

The objects of the Foundation, as set out in its Supplementary Letters Patent, are to receive and maintain a fund or funds and to apply all or part of the capital and the interest therefrom, from time to time to or for the benefit of Durham College.

3.02 Fundraising

The Board of Directors shall take such steps as they may deem requisite to enable the Foundation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Foundation. The Board of Directors or anyone appointed on its behalf may enter into or give agreements, contracts, or undertakings incidental to the acceptance of such donations. Responsibilities of the Foundation include the raising of funds for scholarships, bursaries and capital for Durham College, maintaining a presence for the Foundation in the community, cultivating donor relationships, and advocating for the needs of the Foundation in the community.

ARTICLE 4. MEMBERSHIP AND MEMBERS' MEETINGS

4.01 Members

Membership in the Foundation shall consist of those persons who are interested in furthering the objects of the Foundation and whose applications for admission as Members have received the approval of the Board. The Board may pass membership rules as it deems fit from time to time. Directors of the Foundation shall be *ex-officio* Members for so long as they serve as Directors. There shall be no dues payable by the Members.

4.02 Annual Meetings of the Members

- a) The Foundation shall hold an annual meeting of its Members not later than eighteen (18) months after its incorporation and subsequently not more than fifteen (15) months after the holding of the last preceding annual meeting.
- b) The annual meeting of the Members shall be held at the Head Office or such other place within the Regional Municipality of Durham, on such day in each year and at such time as the Board may by resolution determine.
- c) The business transacted at the annual meeting shall include:

- i. approval of the minutes of the previous annual meeting;
 - ii. unfinished business, if any, from the previous annual meeting;
 - iii. the report of the Chair on the affairs of the Foundation for the previous year;
 - iv. a report from the President of the Foundation;
 - v. the auditor's report;
 - vi. the election of the Directors; and
 - vii. the appointment of the auditor for the upcoming year.
- d) No other item of business shall be considered at the annual meeting of the Members unless notice in writing of such other item of business has been given to the Secretary prior to the giving of notice of the annual meeting so that such item of new business can be included in the notice of annual meeting.

4.03 Special Meetings

- a) The Chair, the President or the Secretary of the Board may call a special meeting of the Members.
- b) Not less than three (3) of the Members entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a special meeting of the Members for any purpose connected with the affairs of the Foundation that is properly within the purview of the Members' role and that is not inconsistent with the Act. The requisition shall be deposited at the Head Office.
- c) If the Board, acting in its sole discretion, determines that the requisition meets the qualifications set out in paragraph (b) above, the Board shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.
- d) The notice of a special meeting shall state the purpose for which it is called and be delivered in the same manner as notice of an annual meeting of the Members.

4.04 Notice

- a) Notice of the annual meeting of the Members shall be given to all Members by prepaid mail at least ten (10) days in advance of the meeting at the last address of the Member as shown in the records of the Foundation; or by electronic communication (including facsimile and e-mail) ten (10) days in advance of the meeting by sending it to the last electronic communication address provided by a Member.

- b) A Member or any other person entitled to notice of a meeting of Members may waive notice of any meeting of Members. Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.05 Quorum

- a) Quorum at an annual or special meeting of the Members shall be a minimum of six (6) Members present.
- b) No said meeting shall be duly constituted for the transaction of business unless a quorum is present.
- c) If, within one-half (1/2) hour after the time appointed for a meeting of the Members, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair. At least forty-eight (48) hours' notice of the adjourned meeting shall be given.

4.06 Chair

The Chair of a meeting of the Foundation shall be:

- a) the Chairperson of the Board; or
- b) if the Chairperson is absent, the President; or
- c) A Member elected by the members present if the Chairperson and President are both absent.

4.07 Recess

- a) The Chairperson of a meeting of Members may, with the consent of the majority of the Members present, and subject to such conditions as the meeting may decide, recess the meeting and schedule a future date for completion. 'Recess' refers to the scheduling of a meeting and not to periodic 'breaks' that may be taken within a meeting."
- b) At least forty-eight (48) hours' notice of the date for the resumption of the recessed meeting shall be given.

ARTICLE 5. BOARD OF DIRECTORS

5.01 Board of Directors

- a) The Board shall consist of eleven (11) Directors as follows:
 - i. seven (7) Directors elected by the Members;
 - ii. ex-officio, the Chair of the Board of Governors of Durham College;
 - iii. ex-officio, the President of Durham College;
 - iv. ex-officio, the Vice-President of Finance/Chief Financial Officer of Durham College;
and
 - v. ex-officio, the Associate Vice-President of the Office of Development.
- b) The nominations process for electing the Directors pursuant to section 5.01(a)(i) will be established by Board policy.

5.02 Qualification of Directors

Every Director shall:

- a) be eighteen (18) years of age or older;
- b) not have been found by a court of competent jurisdiction to be mentally incompetent;
- c) be a Member of the Foundation; and
- d) not be an employee of the Foundation.

5.03 Term

The elected Directors shall hold office for terms of one (1) year. The entire elected Board shall retire at the annual general meeting at which the election of Directors is to be made.

5.04 Removal from Office

- a) The office of a Director shall be automatically vacated if the Director:
 - i. ceases to meet the qualifications set out in section 5.02;
 - ii. by notice in writing to the Secretary, resigns his office; or
 - iii. dies.

- b) The office of a Director may be vacated by a resolution of the Board if:
 - i. a Director is absent, without the permission of the Board, for three (3) consecutive regular meetings of the Board;
 - ii. a Director fails to comply with the Act, or the Foundation's By-laws, rules, regulations, policies and procedures.
- c) The office of a Director may be vacated by a special resolution (2/3 majority) of members at a special meeting for which notice specifying an intention to pass such a resolution is given.

5.05 Vacancies

If a vacancy occurs at any time among the Directors, for any reason, such vacancy may be filled by the Board until the next annual general meeting, taking into account the recommendations of the Governance and Nominating Committee.

5.06 Remuneration of Directors

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his position. A Director may be reimbursed for reasonable expenses properly incurred in the performance of duties as Director (including traveling and other expenses).

5.07 Standard of Care

Every Director and Officer of the Foundation, in exercising his powers and discharging his duties shall:

- a) act honestly and in good faith with a view to the best interests of the Foundation; and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.08 Board Committees

- a) The Board shall appoint two standing Board committees:
 - i. a Governance and Nominating Committee; and
 - ii. an Investment Committee.

The terms of reference for these standing Board committees shall be set out in Board policy.

- b) The Board may from time to time appoint such committee or committees as it deems necessary or appropriate for such purposes and with such advisory powers as it shall see fit, which committees shall be termed "ad hoc".

- c) The Board may remove any member of any such committee.

5.09 Powers of Directors

- a) The Board of Directors of the Foundation may administer the affairs of the Foundation in all things and make or cause to be made for the Foundation, its name, any kind of contract which the Foundation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Foundation is by its Letters Patent or otherwise authorized to exercise and do.
- b) The Board of Directors shall have the power to authorize expenditures on behalf of the Foundation from time to time and may delegate, by resolution to an officer or officers of the Corporation, the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the Foundation. The Board of Directors shall have the power to enter into arrangement with any bank, trust company or investment dealer for the purpose of creating accounts to receive money, pay out money, and generally to facilitate the investments of the Corporation in accordance with such terms as the Board of Directors may prescribe.

ARTICLE 6. REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.01 Regular Meetings

- a) The Board shall meet at the Head Office or such place in the Regional Municipality of Durham as the Board may determine.
- b) There shall be at least four (4) regular meetings per year.
- c) No person other than Directors may attend meetings of the Board except upon Board approval, and subsequent invitation by the Chair of the Board or the President of the Board.

6.02 Special Meetings

Special meetings of the Board shall be called by the Secretary on the request of any of the following:

- a) The Chair or President of the Board; or
- b) The Secretary, upon the written request of any two (2) Directors.

6.03 Notice of Regular and Special Meetings

- a) The Board shall appoint a day or days in any month for regular meetings of the Board at a place or time to be named by the Board, and a copy of any resolution of the Board fixing the place

and time of regular Board meetings shall be sent to each Director, with no further notice required for regular meetings.

- b) Notice of a special meeting of the Board may be given by telephone and shall be given at least twenty-four (24) hours in advance of the meeting. The notice of a special meeting shall state the purpose for which it is called.
- c) Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the annual meeting of Members at which the Board is elected.
- d) Notice of a meeting may be waived, provided all Directors present at the meeting waive notice and all Directors who are absent have signified their consent to the meeting being held in their absence.

6.04 Quorum

- a) A quorum at any meeting of the Board shall be a majority of the Directors.
- b) No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present.
- c) If, within one-half (1/2) hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Chair. At least forty-eight (48) hours' notice of the adjourned meeting shall be given.

6.05 Chair of Board Meetings

Board meetings shall be chaired by:

- a) the Chairperson of the Board;
- b) the President of the Board, in the absence of the Chair; or
- c) a Director elected by the Directors present if the Chair and the President are both absent.

ARTICLE 7. OFFICERS

7.01 Officers

- a) The officers of the Foundation (the "officers") shall be:
 - i. the President;

- ii. the Chairperson of the Board;
 - iii. the Secretary; and
 - iv. the Treasurer.
- b) The Board shall elect from amongst its members, at its first meeting following the annual meeting of the Members:
- i. the Chairperson;
 - ii. the Secretary; and
 - iii. the Treasurer.
- c) The Associate Vice-President of the Office of Development shall act as President.

7.02 Remuneration of Officers

Officers shall serve as such without remuneration, and no such Officer shall directly or indirectly receive any profit from his position as such. An Officer may be reimbursed for reasonable expenses properly incurred in the performance of duties as Officer (including traveling and other expenses).

7.03 Removal of Officers

Officers of the Foundation shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

7.04 Delegation of Duties

In case of the absence or inability of any officer of the Foundation to act, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any Director.

7.05 Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the officers shall include:

a) Chairperson of the Board

Where the Foundation by special resolution provides for the election by the Directors of a Chairperson of the Board from among themselves, the Directors may define the duties, and may assign to the Chairperson of the Board any or all of the duties of the President or other

officer of the Foundation, and in that case the special resolution shall fix and prescribe the duties of the President.

b) President

The President shall, subject to the authority of the Board of Directors, have responsibility for the general management and direction of the business and affairs of the Foundation and shall be vested with and may exercise all of the powers and perform all of the duties of the Chairperson of the Board in the event that there is no Chairperson of the Board, or where there is a Chairperson of the Board and such person is absent or refuses to act.

c) Secretary

The Secretary shall give or cause to be given notices for all meetings of the Board of Directors and Committees, and shall have charge of the corporate seal of the Foundation, the letters patent, the by-laws, the minute books of the Foundation and any other Foundation documents required in accordance with the Act.

d) Treasurer

Subject to the provisions of any resolution of the Board of Directors or the duties and responsibilities assigned to any committee, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank, trust company or investment dealer or with such other depository as the Board of Directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records. The Treasurer may be required to attest to faithful performance of the Treasurer's duties as the Board of Directors may require, but no Director shall be liable for failure to request such attestation on behalf of the Foundation to receive any indemnity thereby provided.

7.06 Vacancies

If the office of any Officer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors shall elect or appoint a replacement to fill such vacancy.

ARTICLE 8. INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.01 Indemnity

Every Director and Officer, and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Foundation, from and against:

- a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

The Foundation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

8.02 Insurance

- a) The Board shall cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors, officers, and members of said committees will be indemnified and saved harmless in accordance with this By-law; the premiums for such insurance coverage shall be paid from the funds of the Foundation.
- b) No indemnity shall be paid or insurance purchased if doing so would render the Foundation insolvent.

ARTICLE 9. BUSINESS AND FINANCIAL MATTERS

9.01 Corporate Seal

Until changed in accordance with the Act, the corporate seal of the Foundation shall be in the form impressed hereon.

9.02 Financial Year

Until otherwise ordered by the Board, the financial year of the Foundation shall end on the 31st day of March.

9.03 Execution of Contracts etc.

- a) Deeds, transfers, mortgages, conveyances, obligations, certificates or any other similar instruments or documents requiring the signature of the Foundation shall be signed by any two of the following: Chairperson, President, and Treasurer.

- b) All instruments or documents so signed shall be binding upon the Foundation without any further authorization or formality.

9.04 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Foundation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall remain in the meeting for the discussion or vote on any resolution to approve any such contract.

9.05 Submission of Contracts/Transactions to Members for Approval

The Board of Directors may in its discretion submit any contract, act or transaction concerning the Foundation for approval or ratification at any general meeting of the Members and subject to the Act, any such contract, act or transaction that shall be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting shall be as valid and as binding upon the Foundation as though it had been approved, ratified or confirmed by every Member of the Foundation.

9.06 Borrowing

The Board of Directors of the Foundation, on behalf of the Foundation and upon the passing of a resolution of approval from the Durham College Board of Governors, may from time to time:

- a) borrow money on the credit of the Foundation;
- b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Foundation; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Foundation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Foundation; and
- d) delegate the powers conferred on the Board of Directors pursuant to this paragraph to such officer or officers of the Foundation and to such extent and in such manner as the Directors shall determine.

The powers herein conferred shall be deemed to be supplementary to and not in substitution for any powers to borrow money for the purposes of the Foundation determined by its Directors or Officers independently of this By-law.

As stipulated in the Letters Patent, the powers conferred herein shall be limited to borrowing money for current operating expenses, provided that the powers shall not be so limited if the Foundation borrows on the security of real or personal property.

9.07 Banking

- a) Bank accounts of the Foundation shall be kept at such banks and in such places as the Board shall from time to time determine by By-law.
- b) Two of the following: Chair, Treasurer, President or such other officials designated by the Board are hereby authorized for and in the name of the Foundation:
 - i. to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for the payment of money;
 - ii. to receive all monies and to give a quittance for the same;
 - iii. subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds, and other securities; and
 - iv. generally, for and in the name and on behalf of the Foundation, to transact with the said bank any business they may think fit.
- c) Any Officer or any official as may from time to time be designated by the Board is hereby authorized or may be authorized on behalf of the Foundation:
 - i. to negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Foundation only, all or any bills of exchange, promissory notes, cheques or money orders for the payment of money and other negotiable paper;
 - ii. from time to time to arrange, settle, balance, and certify all books and accounts between the Foundation and the Foundation's bank;
 - iii. to receive all paid cheques and vouchers; and
 - iv. to sign the bank's form of settlement of balance and release.

9.08 Auditors

- a) The Members shall at each annual meeting appoint an auditor who shall not be a member of the Board or an Officer or employee of the Foundation and shall be duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to audit the accounts of the Foundation, and

to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

- b) The auditor shall have the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

9.09 Investments

The Board may invest in any investments that are authorized by the Foundation's investment policy. The Foundation's investment policy and disbursement policy shall be developed by the Board.

ARTICLE 10. ADOPTION AND AMENDMENT OF BY-LAWS

10.01 Amendments to By-laws

- a) The Board may pass or amend the By-laws of the Foundation from time to time.
 - i. where it is intended to pass or amend the By-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his address as shown on the records of the Foundation by ordinary mail not less than five (5) days before the meeting.
 - ii. where the notice of intention required is not provided, any proposed By-laws or amendments to the By-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- b) Subject to paragraphs (d) and (e) below, a By-law or an amendment to a By-law passed by the Board has full force and effect:
 - i. from the time the motion is passed, or
 - ii. from such future time as may be specified in the motion.
- c) A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Foundation called for that purpose. The notice of such annual meeting or special meeting shall refer to the By-law or amendment to be presented.

- d) The Members at the annual meeting or at a special meeting may confirm the By-laws as presented or reject or amend them, and if rejected they thereupon cease to have effect and if amended, they take effect as amended.
- e) Any amendment to the By-laws relating to an action requiring approval by special resolution, as defined by the Act, is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.
- f) In any case of rejection, amendment, or refusal to approve the By-laws or part of the By-laws in force and effect in accordance with any part of this Article, no act done or right acquired under any such By-laws is prejudicially affected by any such rejection, amendment or refusal to approval.

Effective Date

This By-law shall come into force when confirmed by the Members in accordance with the Act. At such time all previous By-laws relating to the transaction of the affairs of the Foundation will be hereby repealed and replaced with this By-law.

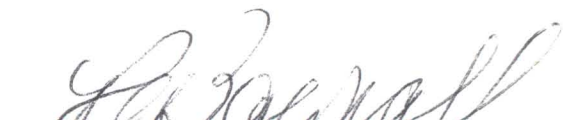
WITNESS the corporate seal of the Foundation.

ENACTED by the Board on the 8 day of October, 2013.

CONFIRMED by the Members on the 8 day of October, 2013.



Dr. Peter Zakarow, Chair



Peter Bagnall, Secretary

Durham College Foundation Board Policy

POLICY TITLE:	Committee Principles and Terms of Reference
ESTABLISHED DATE:	April 2020
REVISION DATE:	N/A
RENEWAL DATE:	April 2023

1. Background

1.1 In compliance with Durham College Foundation By-law No. 1 (Article VIII), the Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

2. Policy statements

- 2.1. As per the authority outlined in Durham College Foundation By-law No. 1, the Board shall have the following Committees:
 - a) Governance and Nominating; and
 - b) Investment.
- 2.2. As per the authority outlined in Durham College Foundation By-law No. 1, the Board shall from time to time have a Campaign Cabinet.
- 2.3. The Board shall appoint by resolution the members of the Committees who shall hold office at the pleasure of the Board.
- 2.4. Every Director shall be appointed to a minimum of one (1) Committee.
- 2.5. The term of appointment on a Committee shall be for one (1) year with the exception of the Campaign Cabinet where membership once appointed, is for the duration of the capital campaign.
- 2.6. Any committee member may be removed by resolution of the Board.
- 2.7. A Committee may be composed of one or more non-Directors; however, the chairperson of each Committee shall be a Director.
- 2.8. Any Committee composed of one or more non-Directors may not be delegated any of the powers of the Board but shall only act in an advisory capacity.

- 2.9. A Committee cannot make a decision that binds the Corporation and the Board shall approve all actions taken at a Committee meeting and all recommendations made by a Committee.
- 2.10. Every Committee shall keep minutes, which will be available for viewing upon request by any Member or Director.
- 2.11. At any meeting of a Committee, a majority of members is considered quorum.
- 2.12. A Committee may not speak or act for the Board except when formally given such authority.
- 2.13. A Committee does not have authority over the Executive Director.
- 2.14. A Director not appointed to a particular Committee can attend a meeting of another Committee as a guest. When attending as a guest, the Director is permitted to participate in discussion, but is not entitled to vote on any matter.

3. Terms of reference

3.1. Governance and Nominating Committee

- 3.1.1. The terms of reference for the Governance and Nominating Committee shall be:
 - a) To review current governance practices to ensure effective operation of the Board;
 - b) To annually review the Board's by-laws, prior to the annual members meeting;
 - c) To establish and review the Board's policies/procedures pursuant to an established renewal schedule;
 - d) To annually review the Board's skills matrix;
 - e) To coordinate the nomination process and to recommend candidates to the Board for election;
 - f) To make recommendations to the Board on incumbent Directors reappointed for a second term;
 - g) To recommend on an annual basis the membership of the Board's Committees; and
 - h) To recommend when required, the membership of the Campaign Cabinet.
- 3.1.2. Meetings of the Governance and Nominating Committee shall be held a minimum of four (4) times per year, or at the direction of the Board.

Membership of the Governance and Nominating Committee shall be:

- a) A minimum of four (4) Directors appointed by the Board;
- b) The Executive Director (non-voting); and
- c) The Secretary (non-voting).

3.2. Investment Committee

3.2.1. The terms of reference for the Investment Committee shall be:

- a) To review and provided feedback on periodic reports around investment performance;
- b) To review financial reports and statements with the external auditors and recommend approval to the Board; and
- c) To review and assess internal controls in pursuance to safeguard assets.

3.2.2. Meetings of the Investment Committee shall be held a minimum of four (4) times per year, or at the direction of the Board.

3.2.3. Membership of the Investment Committee shall be:

- a) A minimum of four (4) Directors appointed by the Board;
- b) The Treasurer;
- c) The Executive Director (non-voting); and
- d) The Secretary (non-voting).

At least one voting member of the Committee shall have accounting or related investment experience.

3.3. Campaign Cabinet

3.3.1. The terms of reference for the Campaign Cabinet shall be:

- a) To provide leadership, participate in, and support capital campaigns initiated by the Corporation;
- b) To provide timely and clear input and direction with respect to all aspects of campaign planning; and
- c) To assist with undertakings associated with the fundraising cycle, which may include making a leadership gift if able to, making linkages to major gift donors, participating or hosting cultivation events, secure endorsements and developing partnerships in the community.

3.3.2. Meetings shall be called as required, or at the direction of the Board.

3.3.3. Membership of the Campaign Cabinet shall be:

- a) A minimum of one (1) Directors appointed by the Board;
- b) The Senior Development Officer in the Office of Development and Alumni Affairs (non-voting);
- c) The Executive Director (non-voting); and
- d) The Secretary (non-voting).

*If membership includes non-Directors, the Campaign Cabinet may not be delegated any of the powers of the Board but shall only act in an advisory capacity.

THE DURHAM COLLEGE FOUNDATION



Investment Policy

November 30, 2021

BACKGROUND

The Durham College Foundation (DCF) investments have accumulated from public donations, and matching funds through agreements with the provincial government. The DCF's intent is to ensure that these funds earmarked for scholarships and bursaries for Durham College students are sufficient to provide ongoing support and funding stability in future years.

STATEMENT OF PURPOSE

The purpose of the Investment Policy is to provide a clear understanding of the investment objectives and management regarding the investment portfolio of Durham College Foundation.

The Investment Policy provides the guidelines for the long-term strategic investment plan, as determined by the Directors of the Board of the DCF and will:

- Develop an appropriate investment plan designed to generate acceptable long-term returns at a level of risk suitable to the Board's priority to safeguard donors' contributions.
- Identify the appropriate level of risk for the investment.
- Recommend the appropriate target asset allocation.
- Establish investment guidelines regarding the selection of investment managers, securities, and diversification of assets.
- Determine the criteria for evaluating the performance of the portfolio assets.
- Define the duties and responsibilities of the DCF and the Investment Manager.
- Ensure that investments made on behalf of DCF will be consistent with the values contained within the Mission Statement of Durham College.
- Provide guidelines to appoint and terminate the Investment Manager and any changes to the Investment Manager's mandate.
- Delegate investment discussion and decisions with the Investment Manager in consultation with all three or a minimum of two from the following: the DCF President, Treasurer and/or Chair of the Investment Committee.
- Ensure that the investment guidelines are adhered to by directing the Investment Committee to monitor the portfolio. In the event of an imbalance, the Investment Committee will determine an appropriate realignment strategy. This will be implemented within two quarters subject to market conditions of the imbalance being identified.

The Investment Policy is a summary of the investment philosophy that provides guidance for the DCF and the Investment Manager. This policy will be reviewed and revised periodically to ensure it reflects any changes related to the portfolio, DCF, or the capital markets.

INVESTMENT OBJECTIVES

Return Objectives

The objective of the investment strategy is:

- To achieve a return sufficient to meet the endowment's funding requirements, cover costs, keep pace with inflation and increase the fund's real value over time.

Risk Tolerance

The Risk Tolerance will be conservative to average. Although the time-horizon is perpetual, DCF's 3.5% to 5% spending requirement means efforts must be made to reduce volatility to prevent permanent capital erosion.

Risk Objectives

- A diversified portfolio approach that produces interest, dividends, and capital appreciation to generate steady income with an acceptable level of volatility.
- A disciplined, conservative strategic allocation and diversification plan to reduce the overall standard deviation relative to a benchmark portfolio.

INVESTMENT CONSTRAINTS

Time Horizon

The time horizon for the DCF is long-term and perpetual in nature. Investors should be aware that maintaining a long-term focus help avoid emotional responses to short-term market volatility. The longer the time horizon, the greater the probability of keeping up with inflation and achieving the investment objectives.

Income Requirements

The guideline for the DCF that will be distributed from endowment funds is a maximum of 5% per annum inclusive of fees. The 5% expenditure rate maximum is based on the average market value of the funds over the latest three-year period.

Liquidity Requirements

Immediate liquidity of funds is not a primary concern. Nevertheless, the investment portfolio should contain equity and fixed income securities that can be liquidated without penalty, when the funds are required for Durham College Foundation's spending needs. Furthermore the securities should be liquid and marketable in order to enhance the ability of the DCF to respond to factors such as changes in market conditions.

Tax Considerations

The Durham College Foundation is tax-exempt.

Legal or Regulatory Constraints

There are no legal or regulatory constraints beyond fulfilling annual reporting obligations to Canada Revenue and complying with the securities laws.

Unique Circumstances

Unique circumstances will be evaluated on a case by case basis. The investment policy must comply with any stated conditions or other requirements put forth in this document.

Derivatives

The direct use of derivatives is prohibited. The indirect use of derivatives ie. through private or mutual funds may be used for hedging or non-hedging purposes.

ASSET ALLOCATION GUIDELINES

Strategic asset allocation is the process of determining how much of the DCF portfolio should be invested in each of the various asset classes.

Asset Allocation	Minimum	Maximum
Asset Category		
Fixed Income Cash Equivalent	35%	70%
Equity:	30%	65%

- The above chart states the ranges to which the investments must adhere. The portfolio may vary within the minimum and maximum depending on market fluctuation and strategic asset allocation decisions by the Investment Manager.
- The Investment Manager will review the portfolio and each asset category within the portfolio quarterly.
- Any variation of a maximum of 2% above the investment parameters must be corrected with 60 days to maintain adherence to the guidelines.
- If the actual weighting differs from the set boundary weighting, the Investment Manager must recommend to the Investment Committee that the portfolio be rebalanced, when appropriate, to remain consistent with the recommended weighting.
- The Investment Manager will review the asset allocation guidelines regularly to ensure that they continue to be consistent with the aforementioned investment parameters.
- The strategic allocation guidelines may be changed as capital market conditions or investment objectives change.
- The Investment Committee will convene a meeting prior to each Foundation Board of Directors' meeting to discuss the financial position of all investments.

QUALITATIVE AND QUANTATIVE CONSTRAINTS

Fixed Income

The purpose of fixed income investments is to provide diversification and a predictable source of revenue. It is expected that fixed income investments will be flexibly allocated among maturities of different lengths according to interest rate prospects and that the investments will be actively managed to pursue opportunities presented by changes in interest rates, credit ratings and maturity premiums.

Fixed Income investments can take the form of any bond or bond-like security as long as the aggregate fixed income is rated "BBB Low" or higher. No more than 10% of the fixed income securities should be investments of a single issuer with the exception of those guaranteed by the federal or provincial governments.

The Investment Committee will meet immediately to address any downgrades in bonds below investment grade.

Equity

The purpose of equity investments is to provide current income and capital appreciation. It is recognized that this class is associated with higher volatility and risk. Investments must be in companies that have demonstrated quality based on an analysis of their balance sheet position, earnings growth, dividends record, future operating prospects or other factors. In order to manage volatility, private equity investments may also be considered, to a maximum of 5% of the total portfolio. Holdings should be spread among companies and industry sectors with no more than 10% of the market value of the equity component of the portfolio being in the securities of a single company and no more than 40% invested in the stock of companies in any one industry sector.

Money Market

Short term investments may be held in order to provide minimal liquidity requirements and to allow adjustments to changing market conditions. Short term investments should be in high quality instruments with individual investments not to exceed \$500,000 except those in federal or provincial government bonds. The Investment Manager shall have an objective to keep investments in this asset class at a minimum on an ongoing basis.

INVESTMENT REVIEW AND EVALUATION

The Financial Manager will review the investment portfolio on a continuous basis and report monthly on the progress of the portfolio to the Treasurer in order to monitor the progress of the portfolio against the stated investment plan.

These reviews will be based on adherence to the investment policy as well as opportunities in the investment markets. Adherence to policy means conforming to the asset allocation strategy, diversification, and risk guidelines outlined in this document.

COMMUNICATION

- The Investment Manager shall keep the DCF apprised of any material changes.
- The DCF will receive a statement on a monthly basis from the Investment Manager. This statement will show all account activity, the current market value of all securities and performance against the benchmarks.
- The Investment Manager will be available on a reasonable basis for telephone communication when needed.

- Any material event that affects the ownership of the Investment Manager's firm or the management of the portfolio must be reported immediately to a staff designate of the DCF.

STATEMENT OF RESPONSIBILITIES

Durham College Foundation

To properly maintain the investment plan, the DCF must:

- Report to the Durham College Board of Governors annually.
- Inform the Investment Manager of any significant changes to this policy of the DCF.
- Provide full disclosure of DCF's financial circumstances to allow the Investment Manager to create and monitor the Investment Policy to better meet the financial goals.

The Investment Manager

- The Investment Manager will recommend the investment and asset allocation strategy after full consultation with DCF.
- The Investment Manager will be responsible for adhering to the ongoing implementation of the DCF investment policy.
- The Investment Manager will meet with the DCF no less than quarterly, to review and explain the portfolio's investment results against stated benchmarks, and to discuss any related issues.
- The DCF can advise the Investment Manager to invest part of the portfolio on a non-discretionary basis.

INVESTMENT POLICY REVIEW

The Board of Directors will review the Investment Policy annually and will adjust the policy according to changing times and conditions.

Respectively Prepared by:

The Durham College Foundation Investment Committee

Brandon Bird
Catherine Hardman, Secretary
Linda Flynn
Barbara MacCheyne
Lee Terry, Chair
Chris Vale

Durham College Foundation

Investment Committee

Annual Workplan – September 2022 to August 2023

Month	Action
September	<p>20th - Committee Meeting</p> <ul style="list-style-type: none"> - Portfolio Review - Investment Presentation - Review Committee Workplan - Recommend transfer amount from Endowment to DC for student awards <p>27th - Foundation Meeting</p> <ul style="list-style-type: none"> - Investment Presentation - Present annual workplan for approval - Present transfer amount for approval
November	<p>29th - Committee Meeting</p> <ul style="list-style-type: none"> - Portfolio Review - Investment Presentation
December	<p>6th - Second Foundation Meeting</p> <ul style="list-style-type: none"> - Portfolio Review - Investment Update by Chair
April	<p>4th – Committee Meeting</p> <ul style="list-style-type: none"> - Portfolio Review - Investment Presentation <p>11th – Foundation Meeting</p> <ul style="list-style-type: none"> - Investment Presentation - Recommend transfer amount to college
May	<p>30th - Committee Meeting</p> <ul style="list-style-type: none"> - Portfolio Review - Investment Presentation
June	<p>6th – Foundation Meeting and AGM</p> <ul style="list-style-type: none"> - Portfolio Review - Investment Report by Committee Chair - Committee Formation

TRANSFER OF ENDOWMENT FUNDS FROM THE DURHAM COLLEGE FOUNDATION TO DURHAM COLLEGE

CLOSING AGENDA

#	Title	Responsibility	Schedules	Signatures	Latest Version	Notes
A.	Due Diligence on the Endowment Funds by the Foundation					
1.	Review of terms and conditions governing existing endowment funds	-			In Progress	-
B.	Corporate Approvals by the Foundation					
2.	Resolutions of the directors of the Foundation (i) authorizing the resignation of the Foundation as trustee of the endowment funds, (ii) authorizing the appointment of Durham College as the successor trustee of the endowment funds, (iii) authorizing the execution of the Deed of Resignation and Appointment by any director or officer of the Foundation and (iv) authorizing any director or officer of the Foundation to take any steps to transfer the endowment funds	-	-	-	-	-
3.	Special resolutions of the members of the Foundation authorizing the sale of all or substantially all of the assets of the Foundation to the College	-	-	-	-	We understand that the directors of the Foundation are the only members of the Foundation.

#	Title	Responsibility	Schedules	Signatures	Latest Version	Notes
C.	Corporate Approvals by Durham College (the "College")					
4.	Resolutions of the governors of the College (i) authorizing the appointment of the College as the successor trustee of the endowment funds, (ii) authorizing the execution of the Deed of Resignation and Appointment by any governor or officer of the College and (iii) authorizing any governor or officer of the College to take any steps to receive the endowment funds	-	-	-	-	-
D.	Transfer of Endowment Funds from the Foundation to the College					
5.	Deed of Resignation and Appointment between the Foundation and the College	-	-	-	-	-
6.	Transfer of endowment funds from the Foundation to the College	-			Not Started	-
E.	Foundation ONCA Transition					
7.	ONCA-compliant by-laws for the Foundation	-	-	-	-	-

#	Title	Responsibility	Schedules	Signatures	Latest Version	Notes
8.	Articles of Amendment for the Foundation	-	-	-	-	The number of directors can be fixed at three (3) directors or we could include a range with a minimum number of three (3) directors. To be filed with the Ontario Ministry of Public and Business Service Delivery.
9.	Resolutions of the directors of the Foundation (i) authorizing the ONCA-compliant by-laws, (ii) authorizing the Articles of Amendment, and (iii) repealing all policies and terms of references	-	-	-	-	-
10.	Special resolutions of the members of the Foundation (i) authorizing the ONCA-compliant by-laws and (ii) authorizing the Articles of Amendment	-	-	-	-	-
11.	Certificate and Articles of Amendment	-	-	-	-	-
12.	Special resolutions of the member of the Foundation (i) fixing the number of directors at three (3) and (ii) electing [insert name of new directors]	-	-	-	-	Please consider new directors.

#	Title	Responsibility	Schedules	Signatures	Latest Version	Notes
13.	Resignation of existing directors and officers of the Foundation	-	-	-	-	The corporate profile report indicates that the existing directors are: Cameron Ackerblade, Brandon Bird, Carla Carmichael, Garry Henry Cubitt, Kevin Kinsella, Donald John Lovisa, Barbara McCheyne, Linda Marco, Daniel Stober, Lee Terry, Chris Vale, Tom Worden and Jennifer Wright
14.	Ontario Notice of Change	-	-	-	-	To be filed with the Ontario Ministry of Public and Business Service Delivery.
15.	Outstanding Ontario Annual Returns	-	-	-	-	The corporate profile report indicates that the following Ontario Annual Returns have not been filed: 2023, 2022, 2019, 2018, 2004 and 2002. To be filed with the Ontario Ministry of Public and Business Service Delivery.
16.	Update Charities Directorate (CRA)	-			Not Started	-
17.	Update Public Guardian and Trustee	-			Not Started	-

Results of Survey re Investment Experience

A survey of Governors found that only two Governors had material investment experience: Ian Ball and Ian Murray. However, Ian Ball’s term concludes on August 31, 2024.

2. Do you have any investment banking expertise?

[More Details](#)

● Yes	2
● No	10



Durham College Board of Governors Retreat Agenda
 Oshawa Campus, Global Classroom, CFCE145

Saturday, April 6, 2024

Time	Item
8:00 a.m.	Hot Breakfast Available
8:30 a.m.	The Broader Context: Pari Johnston (CICan) and Marketa Evans (Colleges Ontario)
10:00 a.m.	Refreshment Break
10:15 a.m.	Question Period with the Leadership Team (<i>ask your burning questions</i>)
11:00 a.m.	Refreshment Break
11:15 a.m.	Student Panel: The International Experience Moderator: TBD
12:30 p.m.	Lunch Break (<i>with international students</i>)
1:15 p.m.	Presidential Vision & Spotlight (<i>new president to share their vision and introduce themselves</i>)
2:30 p.m.	Refreshment Break
2:45 p.m.	DC Future-Focused: Strategic Visioning Exercise Moderators: Peter Garrett & Laura Bogaert
4:30 p.m.	Travel to Whitby Campus
5:00 p.m.	Social Event: Cooking Class + Dinner

Sunday, April 7, 2024

Time	Item
8:00 a.m.	Hot Breakfast Available
8:30 a.m.	Diversity, Equity, Inclusion & Board Governance Facilitator: Neil Gonsalves
12:30 p.m.	Closing Remarks
12:45 p.m.	Retreat Ends

Board Retreat – Strategic Planning

2:45 – 4:30 pm – Saturday, April 6, 2024

Facilitated by Peter Garrett and Laura Bogaert

Topic	Participants
PART 1: Intro and Welcome Remarks	New President, PG, LB
PART 2: Board Visioning Exercise	All – broken into 3-4 groups
Visioning Exercise Presentation	1 representative from each group
PART 3: Discussion on Goals – “How do we get there”	All – broken into 3-4 groups
Goals Activity	All
PART 4: Next Steps and Closing Remarks	New President, PG, LB

The upcoming strategic planning session for the Board of Governors of Durham College is significant as 2024 marks a year of great change. This session is a platform to chart the course for the college's future. Community engagement is pivotal in shaping this vision, understanding that collaboration and including various views are critical drivers of success.

As we navigate the dynamic landscape of education, this strategic planning session invites governors to envision and pioneer innovative approaches that will not only position Durham College as a leader in the educational realm but will also empower individuals within our community for years to come.

Let us collectively embark on this journey of strategic planning, fueled by foresight and commitment, as we shape the future of education together.

Date: Friday January 5th, 2024 (Revised)

Attn: Don Lovisa – President Durham College

CC: Melissa Pringle – Corporate/Board Secretary & Manager, Office of the President

Re: Strategic planning session regarding EDIB at DC for the Board of Governors.

By: Neil Gonsalves

Status: CONFIDENTIAL

Objective:

- 1) Define Equity, Diversity, Inclusion & Belonging (EDIB) at Durham College.
 - 2) Align EDIB as a principle that guides the strategic plan.
-

Session Breakdown: April 7th, 2024

- 1) 30-minutes - Presentation by Neil Gonsalves – “Structuring *EDIB as a Strategic Principle*”
- 2) Short Break
- 3) 30/45-minutes – Facilitate guided roundtable discussion grounded in available EDI census data
- 4) Short Break
- 5) 30-minutes – Priority setting activity
- 6) 10-minute – Communicate next steps and wrap up

Part II – Date TBD – If a second session is not planned a report can be presented at a BOG regular meeting as a follow up.

At the next meeting opportunity – Neil Gonsalves would present

- 1) 20-minutes - Summary of the key themes from the roundtable discussion linked to the priority setting activity.
 - 2) 10-minutes - Provide a wrap up situational assessment analysis.
 - 3) 10-minutes – Provide a report with recommendations for consideration.
 - 4) 15-minutes – Q&A Session
-

Quick re-cap of August 11th 2023 Meeting Don Lovisa / Melissa Pringle / Neil Gonsalves):

#1 – Purpose

1. What organizational objectives does EDIB address for DC?
 - i. Representation
 - ii. Access
 - iii. Outcome
 - ***Each category has academic, hiring, marketing, and community implications and impacts how EDIB is defined at Durham College.***

2. Board priorities determine evaluation criteria and focus;
 - i. Growth
 - ii. Activism
 - iii. Research
 - iv. Economic partnership
 - v. Reporting ESG (Environmental, Social, and Corporate Governance) – *Performance evaluation criteria assessing environmental and social impacts. Such as carbon footprint, data breaches, and social responsibilities such as relationships with employees, customers, vendors, and partners. – (Corporate Citizenship: Impact beyond the P&L sheets)*
 - ***Determining the BOG’s stance on EDIB impacts how the definition is operationalized.***

Points for consideration:

- Determine targets/goals that are non-negotiable;
 - Growth mandates
 - Financial targets - International enrolment versus domestic
 - New markets and entry criteria
- How are we measuring success;
 - Private partnerships and investment – Corporate alignment and applied research value
 - Public grants & funding – Imposed conditions and constraints
 - Employee-Centric Metrics – Tenure / Succession Planning / Staffing Ratios
 - Student-Centric Metrics – Satisfaction / Retention / Graduation
- Where, how, why is determined by organizational mandates and relates directly to the strategic direction given to the next President.

#2 – Risk Tolerance

1. EDIB issues on the horizon include pending lawsuits, changing legislation, and potential upcoming changes in government focus and policy.
2. At hand is the consideration of balancing EDIB focus with labour law obligations.
3. A change in Federal government could influence the conversation, ideologically, socially, and legally – which could have downstream impacts on provincial positions.
4. Media and PR Implications
5. The EDIB Litmus Test:
 - i. Is it legal? Places the focus at first pass on the legitimacy of the options.
 - a) Consider law, precedent, duty-of-care, liability, professional responsibility and obligation (WSIB / Occupational H&S / OHRC)
 - ii. Does it consider the impact to ALL stakeholders? – Focus on discretion.
 - a) Consider the spirit of the law/rule/policy
 - b) Consider ALL parties impacted directly and indirectly. – How does a policy decision impact the “deserving” and the “undeserving”
 - iii. Is it sustainable in the long run? Focus on consistency and business continuity.
 - a) Consider whether we are dealing with a norm, a trend, or an exigent circumstance.
 - b) Will the resulting precedent of our choices be helpful or harmful in the future.
 - c) Consider the regional demographics both trending and current given the percentage of employees and students we draw from our catchment area.
 - iv. Is it consistent with who we want to be? Focus on organizational reputation.
 - a) Consider downstream impacts of strategic choices, senior leadership direction and the digital footprint decisions will leave behind.

Incidents for consideration: The following list is not exhaustive but may be viewed from the lens of a “representative type” or categorization of social events involves Board level strategic governance, along with operational management by administration and policy implications which will inevitable draw EDIB into conversation among staff, students and the broader community. The cases below offer a mere glimpse of issues that require strategic consideration.

(July 27-2023) - **Richard Bilkszto sued the Toronto District School Board**, alleging that his reputation was “systematically demolished” during two anti-Black racism training sessions.

- v. TDSB has since sued the company that gave the DEI training, the KOJO Institute, for negligence and for breaching contract — asking for damages in the amount it will need to pay Bilkszto if he wins.
- vi. The Toronto District School Board said Thursday it is launching an investigation in the wake of the recent suicide of a former principal who said he was harassed and bullied during anti-racism training sessions held two years ago. – TDSB has hired King International Advisory Group to conduct the investigation.
- vii. Earlier this week Education Minister Stephen Lecce said he had asked his staff to review what happened in the training sessions, describing the allegations as “serious and disturbing.”
- viii. The association representing TDSB principals and vice-principals has also called for an external investigation into what happened.
- ix. Nobody from TDSB interjected at any point to defend Bilkszto and stop the DEI trainers from berating a staff member, according to the court filing. After the class, a TDSB superintendent even thanked the KOJO Institute in a tweet for “modelling the discomfort administrators may need to experience in order to disrupt (anti-Black racism).” The day after, Bilkszto was given a talking-to by his higher-ups about his “male white privilege” and the “fallout” from the training.
- x. The WSIB’s decision, described the conduct of EDIB consultant in the sessions as “abusive, egregious and vexatious,” concluding that it rose “to the level of workplace harassment and bullying.”

(August 30-2023) Several Ontario universities are removing course location and other information from their public websites as a safety measure, as faculty representatives look to be more involved in efforts to prevent harassment and hate crimes on campus.

- i. The move to pull some information from public pages comes after a **triple stabbing at a University of Waterloo gender studies class in June**, which police described as a hate-motivated attack.
 - a. York University and the University of Toronto said they were taking down course room locations from the public domain.
 - b. Toronto Metropolitan University said it does not publicly post any class scheduling information.

- c. The University of Guelph, said it is in the process of removing identifying information such as room locations and instructor names from public web pages.
- d. McMaster University in Hamilton said course instructor names are not visible to the public while course room numbers and locations for all classes in the gender and social justice program have been removed from public pages.
- e. Western, Queen's, Carleton, Trent and Laurier universities all said they were reviewing current safety practices, including considering the removal of certain information from public domain.
- ii. The Ministry of Colleges and Universities said \$6 million is given annually to publicly assisted colleges and universities in the province as part of the Campus Safety Grant "to ensure a safe and supportive learning environment."

(August 29-2023) The University of Regina's Pride Centre (UR Pride) is preparing to take legal action over Saskatchewan's new policy for students' names and chosen pronouns.

- i. UR Pride is a non-profit service provider housed at the University of Regina. According to its website, the non-profit serves the entire campus community, and provides services to "all folks living or spending time in Regina."
- ii. Saskatchewan Premier Scott Moe said the policy is inclusive and "designed to include parents in their child's school... We're not considering a pause on the policy," Moe said, following a cabinet shuffle announcement Tuesday morning.
- iii. In New Brunswick a similar policy, requiring children under the age of 16 to obtain parental permission before changing their names and gender pronouns, was challenged and the government stated they intended to move forward with the legislation regardless of the position expressed by the provinces advocate for children. – Advocates argue that parents do not always know what is best for their children and home may not always be a safe place.

(October 7th -2023 Onwards) – Terrorist attack in Israel resulted in the resurgence of regional conflicts. Social justice activism in Canada highlighted challenges educational institutions face when navigating world events.

- i. "The Israeli-Palestinian conflict has been a source of campus strife for decades, and at times demonstrations have turned violent. It's a conflict that hits close to home in Canada, where diasporas on all sides reside. Many see the issues at stake as existential threats".
- ii. York University was drawn into the issue early on when students group comments drew attention from the Ontario Minister of Colleges and Universities, Jill Dunlop.

- iii. Several other colleges and universities have faced similar challenges based on statements made by my staff, students or administrators. Included but not limited to, some of the Canadian institutions impacted were McGill University, McMaster University, Durham College and others.
- iv. Diamond & Diamond has filed \$15 million lawsuits against York University, Toronto Metropolitan University and the University of British Columbia relating to anti-Semitism. - The lawsuit represents both present Jewish students at each university and alumni spanning back to 1998.
- v. The growing demand for accountability and involvement in social issues makes this a critical consideration for college governance moving forward.

(Reporting December 7th 2023) – Jansen, who lives in Northumberland County, was arrested in September 2022 and accused of sexually assaulting a student in 2018 when she was working as an educational assistant (EA) at a Clarington school. Jansen was fully acquitted of the charges in an Oshawa courtroom on Nov. 24, but says the verdict doesn't negate the trauma her and her family have been through since Children's Aid Society knocked on her door in the summer of 2022 and informed her she could not be in the house with her children.

- i. “In a written judgement, Justice Peter Tetley decried the actions of both Durham Regional Police and the Kawartha Pine Ridge District School Board in the handling of an historic sexual assault allegation against former educational aide Ashley Jansen, who was fully acquitted of the charges in an Oshawa courtroom on Nov. 24”.
- ii. Tetley also blasted the Kawartha Pine Ridge District School Board for directives to staff made in the wake of the initial arrest - “The Board directive not to reveal any details relating to the complainant by the educators who knew him best negatively impacted, or limited, the course of the post-arrest investigation and served to effectively prevent the timely revelation of relevant evidence,” he said, noting the board appeared to prioritize student confidentiality over justice
- iii. This incident draws attention back to the obligations of Board involvement in cases like Richard Bilkszto (mentioned earlier) where obligation to staff get over looked in a rush to appease social pressure.

(Reporting December 11th 2023) – The federal government says it supports listing Black and LGBTQ people among groups facing systemic workplace barriers under the Employment Equity Act.

- i. The article stated "Many Canadians may only recently have learned that slavery existed in Canada," reads a section of the task force's report, obtained by CBC News before its release."
- ii. The task force recommends that black workers comprise a separate group under the Employment Equity Act, instead of falling under the label of "visible minority."

- (The Employment Equity Act defines visible minorities as "persons, other than Aboriginal peoples, who are non-Caucasian in race or non-white in colour")
- iii. The task force also recommended that LGBTQ workers comprise a new group under the law.
 - iv. The report said EDI should not eliminate the need for robust legislation. - "Voluntary measures alone will not work to bring equity to Canadian workplaces," it said.
 - v. The Employment Equity Act requires employers to engage in proactive measures to improve the employment opportunities of specific groups. – Boards need to evaluate the impact of possible mandatory training requirements, the current environment of polarization and the policy implications of the proposed changes.

Notes:

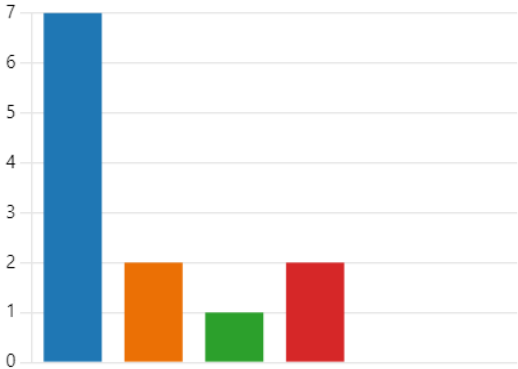
1. <https://www.bdc.ca/en/articles-tools/sustainability/environment/what-esg-and-what-does-mean-business>
2. https://www.thestar.com/news/gta/tdsb-launches-investigation-in-wake-of-former-principal-s-suicide/article_065246f0-4e09-55c1-beeb-4d8ce80d844b.html
3. <https://nationalpost.com/opinion/principal-berated-for-white-supremacy-sues-tdsb-over-equity-training>
4. <https://www.chch.com/universities-pull-course-info-from-public-sites-for-safety-faculty-want-more-say/>
5. <https://regina.ctvnews.ca/university-of-regina-pride-centre-threatens-legal-action-over-sask-pronoun-policy-1.6540219>
6. <https://www.theglobeandmail.com/canada/article-conflict-in-gaza-brings-strife-to-canadian-campuses/>
7. <https://toronto.citynews.ca/2023/11/02/3-canadian-universities-face-15m-lawsuits-for-allegedly-failing-to-address-anti-semitic-incidents/>
8. https://www.durhamregion.com/news/a-cautionary-tale-police-school-board-called-to-task-after-durham-ea-falsely-accused-of/article_01019f40-e0f7-5f37-9734-0d7040534b33.html
9. <https://www.cbc.ca/news/politics/workplace-equity-black-lgbtq-1.7055067>

Survey Results – Social Activity at the Board Retreat

4. The Governance Review Committee is interested in getting your feedback on potential social activities for the spring Board Retreat. Of the following, please pick your preferred activity.

[More Details](#)

- Cooking Class at Bistro '67 7
- Potting/Planting Activity at the ... 2
- Team Challenge (e.g., "Minute t... 1
- None of the above, please try a... 2
- Why can't we do more than one? 0
- I have a great idea not listed I'd ... 0



Onboarding Reading Plan for New Governors

As a new Governor, you are encouraged to review the following documents within the first few weeks of your appointment or election to familiarize yourself with the College and Board operations.

1. [College of Applied Arts & Technology Act](#)
 - a. [O. Reg 34/03](#)
2. [Board By-law No. 1](#)
3. Board Policy: [Governors' Duties and Responsibilities](#)
4. Board Policy: [Governor Code of Conduct](#)
5. Collee Strategic Plan (found on the DC [website](#))
6. College Business Plan (found on the DC [website](#))
7. College Strategic Mandate Agreement (found on the DC [website](#))
8. Board Work Plan (found on the DC [website](#))
9. Board Goals (found on the DC [website](#))
10. Past meeting minutes for the committee you are assigned too (found on the [Board portal](#))

And, scan the [Manual for Effective College Governance!](#)

Ministry of Colleges and Universities

Ministère des Collèges et Universités

Office of the Minister

Bureau de la ministre

438 University Avenue, 5th floor
Toronto ON M7A 0B8

438, avenue University, 5e étage
Toronto ON M7A 0B8

Tel.: 416 326-1600

Tél.: 416 326-1600



MEMORANDUM TO: Chairs, Boards of Governors, Colleges of Applied Arts and Technology
Presidents, Colleges of Applied Arts and Technology

FROM: The Honourable Jill Dunlop
Minister of Colleges and Universities

DATE: December 8, 2023

SUBJECT: Auditor General Recommendations regarding College Boards of Governors

As you are aware, the Office of the Auditor General of Ontario undertook a value-for-money audit of publicly assisted college oversight in 2020-21. The final [audit report](#) was released in December 2021 and included 26 recommendations, including two directed to the Ministry of Colleges and Universities that aimed to strengthen college governance. I am writing today to share the actions being undertaken by the ministry in response to these two recommendations.

Revisions to the Conflict of Interest Minister’s Binding Policy Directive

The Conflict of Interest Minister’s Binding Policy Directive provides direction to college boards of governors with respect to conflicts of interest. The Directive is intended to:

- Assist individual board members in determining when their membership on the board has the potential to be used for personal or private benefit, financial or otherwise;
- Protect the integrity of the board as a whole and its individual members who follow conflict of interest provisions; and
- Ensure that an individual is not disqualified from being nominated for or running for a board position because of a potential for conflict of interest.

As recommended by the Auditor General, the Conflict of Interest Minister’s Binding Policy Directive has been updated to:

- Require each member of a college board of governors to complete annual Conflict of Interest Declaration Forms that are reviewed by board chairs; and
- Require each college board of governors to attest on an annual basis that the board is in compliance with the directive.

Please see the updated directive attached for your reference with revisions highlighted. The updated directive is also available [online](#).

The ministry will begin collecting attestations from college boards in Winter 2023. Further instructions, sample Conflict of Interest Declaration forms and attestation forms will be provided to board secretaries in the coming weeks.

Lieutenant Governor in Council Appointments to College Boards of Governors

The total number of vacancies on college boards to be filled by candidates appointed by the Lieutenant Governor in Council (LGIC) varies from year to year, with some years being significantly higher than others due to the maximum three-year term limit outlined in Ontario Regulation 34/03.

The Auditor General recommended that the terms of LGIC appointees be staggered to help support college boards in operating with a full complement of members and to provide for an orderly transition of appointees.

The ministry is beginning work on addressing this recommendation and will be in contact with college board secretaries in the coming weeks. The intent of this exercise is to stabilize the number of LGIC vacancies that occur annually on each board to avoid having a majority of a board's LGIC seats become vacant at the same time. The ministry will work collaboratively with individual colleges to discuss options and identify opportunities to stagger LGIC appointment terms where appropriate.

If you have any questions about the actions outlined above, please reach out to Seetha Kumaresh, Director, Postsecondary Education Programs Branch at Seetha.Kumaresh@ontario.ca.

Sincerely,



The Honourable Jill Dunlop
Minister of Colleges and Universities

c: Marketa Evans, CEO/President, Colleges Ontario
 Janet Hope, Vice President, Colleges Ontario
 Board Secretaries, Colleges of Applied Arts and Technology
 Scott Ramsay, Director of Policy and Issues, Office of the Minister of
 Colleges and Universities
 David Wai, Deputy Minister, Ministry of Colleges and Universities

Anna Boyden, Acting Assistant Deputy Minister, Strategic Policy and
Planning Division
Seetha Kumaresh, Director, Postsecondary Education Programs Branch
Adrienne Swanson, Manager, Colleges Unit
Fiona Hack, Manager, Policy Coordination Unit
Ivonne Mellozzi, Director, Strategic Policy Coordination Branch