



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

Date: Wednesday, January 17, 2024

Location: Virtual Meeting, MS Teams

Members Present: Nathan Wilson, Committee Vice-Chair
Ian Ball
Jeff Dornan
Kelly Doyle
Gail Johnson Morris, Board Chair
Don Lovisa, President

Members Absent: Elizabeth Cowie, Committee Chair

Guests Present: Lisa Allen

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

1. CALL TO ORDER

With quorum present, the Vice-Chair called the meeting to order at 5:26 p.m.

2. CONFLICT OF INTEREST DECLARATIONS

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

3. APPROVAL OF THE AGENDA

Governor Allen joined the meeting.

The Vice-Chair advised that the order of the agenda would be altered to bring forward Discussion Item 6.1, which would allow the Associate Vice-President, Office of Development and Alumni Affairs, to present first.

Moved by Governor Ball

Seconded by Governor Dornan

"That the agenda for the January 17, 2024, Governance Review Committee meeting be approved as amended." CARRIED

4. APPROVAL OF PREVIOUS MINUTES

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

The Committee reviewed the November 15, 2023 Governance Review Committee meeting minutes.

Moved by Governor Doyle

Seconded by Governor Ball

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

6. DISCUSSION ITEMS

6.1 Durham College Foundation Governing Documents

The Committee received an update from the Associate Vice-President, Office of Development and Alumni Affairs regarding recent activities related to the wind-down of the current Durham College Foundation. As part of the discussion, the Associate Vice-President, Office of Development and Alumni Affairs, reviewed the Foundation's governing documents, investment policy, and a closing agenda prepared by Borden Ladner Gervais to guide the process.

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

A discussion ensued about potential changes to the Board's governance structure and governing documents to ensure proper oversight of the investment portfolio.

Following the discussion, the Committee agreed in principle that:

- The DC Foundation should remain dormant rather than close;
- An Investment Subcommittee should be established that reports to the Audit and Finance Committee;
- To ensure the necessary expertise, that non-Governors (no more than three) be considered for appointment to the Investment Subcommittee;

- Membership of the new Investment Subcommittee should also include current Governors, with the Chair of the Investment Subcommittee to be the Chair of the Audit and Finance Committee or the Vice-Chair of the Board.

The Committee requested the Board Secretary connect with Victoria Prince at Borden Ladner Gervais to draft proposed revisions to the Board's governing documents for consideration at the next meeting.

The Associate Vice-President, Office of Development and Alumni Affairs, left the meeting.

5. DECISION ITEMS

5.1 Board Policy Review: Board-President Relations

The Committee reviewed minor edits proposed to the Board's Policy: Board-President Relationship.

Following the discussion, the Committee agreed to amend Section 1 to strike out the words 'and supervises' and to insert the words '...provides oversight, and is advisory to the President, also including...'

Moved by Governor Ball

Seconded by Governor Dornan

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 amended." CARRIED

5.2 Board Policy Review: President Emeritus

The Committee reviewed the Board's Policy: President Emeritus and concurred that no edits were required. Furthermore, the Board Secretary advised that the policy had been recently used and had proved effective.

Moved by Governor Doyle

Seconded by Governor Dornan

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." CARRIED

6. DISCUSSION ITEMS (cont'd)

6.2 Board Retreat Planning

The Committee reviewed and discussed final plans for the Board of Governors retreat in April 2024. A discussion ensued about the EDIB and Board Governance professional development workshop (to be facilitated by the College's new Director, Equity, Diversity and Inclusion in the conversation), the co-presentation with Pari Johnston and Marketa Evans, and the planned strategic visioning exercise. Further, a suggestion came forward to move the retreat to the Whitby campus to avoid travel between the campuses.

Additionally, the Committee discussed the Board's request to talk about revenue generation and whether it could be incorporated into the retreat agenda. A discussion ensued about how best to address this request and it was decided that a *Learn More* session would be scheduled.

6.3 Draft Top 10 Reading List for New Governors

The Committee reviewed the draft Top 10 reading list for new Governors, an idea that came forward after reviewing the 2022-2023 Board evaluation survey data. The Committee agreed with the list and requested that the document be expanded to include potential professional development opportunities and definitions for key governance terms.

7. INFORMATION ITEMS

7.1 Correspondence from Ministry of Colleges and Universities re Revisions to the Conflict of Interest Minister's Binding Policy Directive and Lieutenant Governor in Council Appointments

In response to correspondence received from the Ministry of Colleges and Universities regarding revisions to the Conflict of Interest Ministry Binding Policy Directive and changes to the government appointment process, the Board Secretary advised the Board had been collecting annual conflict of interest declarations for several years and that the attestation template from the Ministry was not yet available. Furthermore, the Board Secretary advised that the College's government appointments have staggered end dates and the matter would be discussed at the next Nominating Committee meeting.

8. MEETING ASSESSMENT

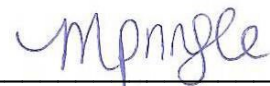
The Committee facilitated a roundtable meeting assessment and agreed that the meeting was well-run, there was positive challenge and discourse on several topics, and the agenda featured robust issues for discussion. Further, the Committee expressed appreciation for seeing movement on some of the larger files, such as decisions around the Durham College Foundation.

9. ADJOURNMENT

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



Elizabeth Cowie
Committee Chair



Melissa Pringle
Board Secretary