

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

Date: Monday, March 25, 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	
<u>Recommendation</u> That the agenda for the March 25, 2024, Governance Review Committee meeting be approved as presented.	
4. APPROVAL OF PREVIOUS MINUTES	
4.1 Minutes of the January 17, 2024 Governance Review Committee Meeting	3 - 7
<u>Recommendation</u> That the minutes from the January 17, 2024, meeting of the Governance Review Committee be approved as presented.	
5. DECISION ITEMS	
5.1 Policy Review: Negotiating the President's Contract - E. Popp	8 - 9
<u>Recommendation</u> That based on GOV-2024-09, the Board's Policy: 'Negotiating the President's Contract' be approved as presented.	
5.2 Policy Review: Collection, Use and Disclosure of Governor Information - E. Popp	10 - 11
<u>Recommendation</u> That based on GOV-2024-10, the Board's Policy: 'Collection, Use and Disclosure of Governor Information' be approved as presented.	
6. DISCUSSION ITEMS	
6.1 Governance Considerations to Assume Oversight of the Durham College Foundation and Investment Portfolio - E. Cowie	12 - 14

6.2 Final Board of Governors Retreat - E. Popp

15 - 16

6.3 Rescheduling of May Governance Review Committee Meeting - E. Popp
(verbal)

7. INFORMATION ITEMS

8. MEETING ASSESSMENT - E. Cowie

9. ADJOURNMENT



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

Date: Wednesday, 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.

Draft



POLICY TYPE: Board-President Relationship
POLICY TITLE: Negotiating the President's Contract
EFFECTIVE DATE: June 2023
REVISION DATE: ~~June 2023~~ April 2024
RENEWAL DATE: ~~June 2023~~ April 2027

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

1. POLICY STATEMENTS

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

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

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

2. PROCEDURE

2.1 Negotiating the Contract

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

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

2.2 Internal Resources

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

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

2.3 External Resources

When developing the contract, legal counsel ~~must~~ shall be consulted.

2.4 Communications

There shall not be any public announcement of ~~the successful a new president's appointment or contract renewal candidate~~ until ~~a contractan employment contract~~ is executed to ensure the negotiation process is not compromised.

3. MONITORING

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

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

4.1 Board Policy: Committee Terms of Reference

4.2 Ministry Binding Policy Directive: Board-President Relations



POLICY TYPE: Governance Process
POLICY TITLE: Collection, Use, and Disclosure of Governor Information
EFFECTIVE DATE: June 2023
REVISION DATE: ~~June 2023~~ April 2024
RENEWAL DATE: ~~June 2023~~ April 2027

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

1. POLICY STATEMENTS

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

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

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

2. REQUIREMENTS FROM THE QUEBEC BUSINESS REGISTRY

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

3. MONITORING

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

Committee Structure

The following are options for the Board of Governors to consider for assuming oversight of the Foundation's investment portfolio:

- **Option 1: Create an Investment Subcommittee reporting to the Audit and Finance Committee**
 - **BLG Advice:** This option is not preferred as there are rules under the Ontario Not-for-Profit Corporations Act (ONCA) that prohibit non-directors from serving on an audit committee; rules may extend to a subcommittee.
 - Considerations:
 - There is no current process for a Board Subcommittee-to-Committee reporting structure.
 - This option would require an update to the Board's policy: Committee Terms of Reference.
- **Option 2: Add investment oversight to the current mandate of the Audit and Finance Committee**
 - Considerations:
 - Is this enough oversight?
 - The wealth manager could attend Audit and Finance Committee meetings upon request.
 - This option would require an update to the Board's policy: Committee Terms of Reference.
- **Option 3: Create a separate Investment Committee**
 - Considerations:
 - If the Board creates a new Investment Committee, should it merge the Governance Review and Nominating Committees to keep the Committee structure to four? Recruiting Governors for leadership roles has been challenging, and adding a fifth Committee may overextend the current Board.
 - This option would require an update to the Board's policy: Committee Terms of Reference.

Committee Membership

- The Board’s current Committee structure sees the Chair of each Committee comprising the membership of the Executive Committee.
 - **Option 1:** Appoint the Vice-Chair of the Board to be the Chair of the Investment Committee (this option assumes the creation of a new Investment Committee).
 - **Option 2:** Expand the membership of the Executive Committee to include the Chair of the Investment Committee (this option assumes the creation of a new Investment Committee).
 - Both options require an update to the Board’s policy: Committee Terms of Reference.

- Other membership considerations:
 - **Option 1:** Only appoint current Governors to the Investment Committee
 - Consideration: The Board would have to update its skills matrix to recruit Governors with the required investment expertise or upskill current Governors.
 - **Option 2:** Allow non-Governors who have accounting or related-investment experience to be appointed to the Investment Committee
 - Consideration: Non-Governors appointed to the Investment Committee would have all the same rights and responsibilities as current Governors at a meeting.
 - **Option 3:** Only appoint current Governors to the Investment Committee and recruit “special advisors” to support the Committee’s work
 - Consideration: special advisors would be non-voting.
 - All options require an update to the Board’s policy: Committee Terms of Reference.

Non-Governors on a Board’s Standing Committee

- If the Board decides to permit non-Governors or special advisors to be appointed to an Investment Committee, other considerations include:
 - Checking the college’s directors and officers liability insurance coverage to ensure the coverage extends to non-Governors.
 - Finalizing a Non-Disclosure Agreement/Code of Conduct to sign.
 - Recruitment. It is recommended that the Chief Financial Officer/VP, Administration and Associate Vice-President, Office of Advancement and Alumni Relations would be responsible for the recruitment of non-

Governors or special advisors; however, the recommendations would come to the Board's Nominating Committee and ultimately be approved by the Board.

- Implementing term limits or exit clauses.

Composition of DC Foundation Board

- Because we have elected to keep the DC Foundation dormant, several legal obligations are required to keep the Foundation 'active' such as:
 - The appointment of a minimum of three directors
 - Holding an annual general meeting/members meeting
 - The preparation of audited financial statements
 - Filing the required annual paperwork
- Currently:
 - As per the Foundation's by-laws, the members of the corporation are the directors (Section 3.1).
 - As per the Foundation's by-laws, the following directors are ex-officio: the College President, the Chief Financial Officer of Durham College and the Vice-Chair of the Durham College Board of Governors (Section 5.1).
- Proposed directors of the new Foundation Board:
 - College President
 - Chief Financial Officer of Durham College
 - Vice-Chair of the Durham College Board of Governors

Timeline for Changes

- The transfer of assets from the DC Foundation will not occur until March 2025.

Saturday, April 6, 2024

Time	Item
8:00 a.m.	Hot breakfast and arrival
8:20 a.m.	Land acknowledgment and opening remarks
8:30 a.m.	Session: The Broader Context: Pari Johnston (CICan) and Marketa Evans (Colleges Ontario)
10:00 a.m.	Refreshment break
10:15 a.m.	Session: Question period with the Senior Leadership Team <i>With Scott Blakey, Jean Choi, Barbara MacCheyne, Bonnie St. George</i>
11:15 a.m.	Refreshment break
11:30 a.m.	Student panel: The International Student Experience <i>Moderator: Madihah Khan</i>
12:45 p.m.	Buffet lunch (with student panelists)
1:30 p.m.	Session: Understanding the College's Levers for Revenue Generation & Open Discussion <i>With Jean Choi, Linda Flynn, Barbara MacCheyne, Thom MacDonald, Debbie McKee Demczyk</i>
3:00 p.m.	Refreshment break
3:15 p.m.	Session: Presidential vision & spotlight (<i>Elaine to share her vision for DC & introduce herself</i>)
4:15 p.m.	Closing comments. Travel to Bistro '67.
4:45 p.m.	Social event: Cooking class in the teaching lab (<i>spouses invited to attend</i>)
6:00 p.m.	Group dinner at Bistro '67
7:30 p.m.	First day concludes

Durham College Board of Governors Retreat Agenda
Whitby Campus, PROTO (Rooms PR103 & PR101)

Sunday, April 7, 2024

Time	Item
8:00 a.m.	Hot breakfast and arrival
8:20 a.m.	Land acknowledgment and opening remarks
8:30 a.m.	Session: Diversity, Equity, Inclusion, Belonging & Board Governance <i>Facilitator: Sadie Goddard-Durant</i>
12:30 p.m.	Closing remarks
12:45 p.m.	Retreat ends. Lunch to go.