



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

Date: Monday, March 25, 2024

Location: Virtual Meeting, MS Teams

Members Present: Elizabeth Cowie, Committee Chair
Ian Ball
Jeff Dornan
Kelly Doyle
Nathan Wilson, Committee Vice-Chair
Gail Johnson Morris, Board Chair
Elaine Popp, President

Guests: Lisa Allen, Board Vice-Chair
Ian Murray (joined the meeting at 5:36 p.m.; left at 6:49 p.m.)

Staff Present: Linda Flynn, Associate Vice-President, Advancement and Alumni Relations
Melissa Pringle, Manager, Board Governance and Privacy

1. CALL TO ORDER

With quorum present, the Committee Chair called the meeting to order at 5:29 p.m.

2. CONFLICT OF INTEREST DECLARATIONS

The Committee Chair asked if there were any conflicts of interests to declare. None noted.

3. APPROVAL OF THE AGENDA

Moved by Governor Ball

Seconded by Governor Dornan

“That the agenda for the March 25, 2024, Governance Review Committee meeting be approved as presented.” CARRIED

4. APPROVAL OF PREVIOUS MINUTES

4.1 Minutes of the January 17, 2024 Governance Review Committee Meeting

The Committee reviewed its minutes from the January 17, 2024, Governance Review Committee meeting.

Moved by Governor Doyle

Seconded by Governor Johnson Morris

“That the minutes from the January 17, 2024, meeting of the Governance Review Committee be approved as presented.” CARRIED

5. DECISION ITEMS

5.1 Policy Review: Negotiating the President’s Contract

The Committee reviewed and discussed proposed edits to the Board’s policy, Negotiating the President’s Contract.

The Committee questioned the President about the reference to ‘Chief Administrative Officer’ in Section 2.2 and, following a discussion, agreed to strike out the words ‘Chief Administrative Officer’ and to insert the words ‘head of human resources.’

Governor Murray joined the meeting.

Further, the Committee discussed the reference to the word ‘contract’ in Section 2.4 and whether it should be omitted in favour of verbiage such as ‘employment offer’ or ‘employment arrangement’ as a previous discussion at the Board suggested the sector was moving away from fixed-term contracts for the presidential position. Following a discussion, the Committee decided to leave the red line edits in Section 2.4 as-is, as the current President is under a contract, and the policy will be up for review again before the President’s contract expires.

Moved by Governor Johnson Morris

Seconded by Governor Ball

That the Executive Committee recommends to the Durham College Board of Governors:

“That based on GOV-2024-09, the Board’s Policy: ‘Negotiating the President’s Contract’ be approved as amended.” CARRIED

5.2 Policy Review: Collection, Use and Disclosure of Governor Information

The Committee reviewed and discussed proposed edits to the Board's policy, Collection, Use, and Disclosure of Governor Information, and suggested that the instance of the word 'director' in Section 2.2 be changed to 'Governor.'

Additionally, a discussion ensued about Section 1.3 and the nuance of personal information required for various legal, regulatory, or necessary purposes, as well as optional personal information that may be collected to build a Governor profile or support participation in various activities. As there may be sensitivity to collecting certain personal information, the Committee asked for the wording in Section 1.3 to clarify what is legally or mandatory to provide versus optional information, as the impact of non-compliance would be different.

Following a discussion, the Committee requested that the policy be referred back to staff for further refinement and that it be brought back to the next meeting of the Governance Review Committee for consideration.

6. DISCUSSION ITEMS

6.1 Governance Considerations to Assume Oversight of the Durham College Foundation and Investment Portfolio

The Committee reviewed and discussed various options for the Board's governance structure to assume oversight of the Durham College Foundation and investment portfolio. The Committee discussed the potential expertise necessary for members of an Investment Committee, the role of management versus the Board, how the current Foundation's Investment Committee functions, the Board's current capacity and structure, potential risks, and how other colleges have responded to the wind-down of its foundations.

Furthermore, the Chair advised that the transfer of assets from the Foundation to the College would not occur until March 2025 and that it was important to socialize options with the entire Board early in the process.

Following the discussion, the Committee was undecided on a path forward and requested additional information about how other colleges have handled this transfer of responsibility, the role of management versus the Board in investment oversight, and overall committee structure.

The Committee agreed to move forward with socializing the options with the entire Board at the April Board meeting and to work towards making a formal recommendation at the June meeting.

Governor Murray left the meeting.

6.2 Board of Governors Final Retreat Agenda

The President provided additional details about various elements of the Board retreat agenda, including the joint presentation by Pari Johnston and Marketa Evans and Sunday's professional development session titled *Meaningfully Attending to EDIB in Board Activities*.

The Committee asked the President about the question period with the Executive Leadership Team and if questions should be solicited in advance. When the agenda is circulated, the President advised that a call for questions would be included in the communication to the Board.

Also, the President asked the Committee its preference for pre-assigning groups for the cooking class or letting groups self-select. The consensus was to allow groups to form organically.

6.3 Rescheduling of May Governance Review Committee Meeting

The President advised of a scheduling conflict with the current Governance Review Committee meeting date in May and sought the Committee's agreement to move the meeting to May 15, 2024. The Committee agreed to change the date and requested the Board Secretary update the calendar invitation.

7. INFORMATION ITEMS

There were no information items.

8. MEETING ASSESSMENT

The Committee facilitated a roundtable meeting assessment and concurred that the meeting allowed for robust discussion and the exchange of varied opinions.

9. ADJOURNMENT

With no further business, the meeting ended at 7:04 p.m.



Elizabeth Cowie
Committee Chair



Melissa Pringle
Board Secretary