



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

Date: Wednesday, May 15, 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 Present: Lisa Allen

Staff Present: Melissa Pringle, Manager, Board Governance and Privacy  
Barbara MacCheyne, Chief Financial Officer/VP, Administration  
Linda Flynn, AVP, Office of Advancement and Alumni Relations

## **1. CALL TO ORDER**

With quorum present, the Committee Chair called the meeting to order at 7:02 p.m.

## **2. CONFLICT OF INTEREST DECLARATIONS**

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

## **3. APPROVAL OF THE AGENDA**

Moved by Governor Wilson

Seconded by Governor Dornan

"That the agenda for the May 15, 2024, Governance Review Committee meeting be approved as presented." CARRIED

#### **4. APPROVAL OF PREVIOUS MINUTES**

##### **4.1 Minutes of the March 25, 2024, Governance Review Committee Meeting**

Moved by Governor Ball

Seconded by Governor Dornan

"That the minutes from the March 25, 2024, meeting of the Governance Review Committee be approved as presented." CARRIED

#### **5. DECISION ITEMS**

##### **5.1 Board Policy: Collection, Use, and Disclosure of Governor Information**

The Committee received a report from the President highlighting key changes to Board Policy: Collection, Use, and Disclosure of Governor Information to address the concerns of the Committee raised at the last meeting.

The Committee questioned the Board Secretary.

Moved by Governor Johnson Morris

Seconded by Governor Doyle

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

"That based on Report GOV-2024-10, Board Policy: Collection, Use and Disclosure of Governor information be approved as presented." CARRIED

##### **5.2 Board Policy: Assessing the President's Performance**

The Committee received a report from the President highlighting key changes to Board Policy: Assessing the President's Performance to align the policy to the new performance management process approved by the Board in April 2024. A discussion ensued about the use of position titles in policies and the Committee agreed to amend Section 1.2 (a) of the policy by striking out the words 'Associate Vice-President, Human Resources' and inserting the words, head of Human Resources' and inserting the words 'or its successor' following the words' Office of Research Services, Innovation, and Entrepreneurship'.

Moved by Governor Wilson

Seconded by Governor Doyle

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

"That based on Report GOV-2024-15, Board Policy: Assessing the President's Performance be approved as amended." CARRIED

### **5.3 Proposed Governance Changes to Assume Oversight of the DC Foundation and its Endowment Investment Portfolio**

The Committee received a report from the President presenting the results of a sector environmental scan and providing a rationale for the recommendation to add endowment investment oversight to the purview of the Audit and Finance Committee and to appoint the members of the Audit and Finance Committee as the new directors of the Durham College Foundation.

The Committee questioned the Chief Financial Officer/VP, Administration and the Associate Vice-President, Office of Advancement and Alumni Relations, regarding the current credentials of investment committee members, the role of the wealth manager, and the current investment guidelines.

A discussion ensued about oversight of the wealth manager, the workload and scheduling of the Audit and Finance Committee, and whether the recommendations as proposed were right for Durham College. Additionally, the Committee discussed the recommendation to appoint the members of the Audit and Finance Committee as the directors of the Durham College Foundation and the implications of that decision, including time commitment, risk, and the requirement to submit annual paperwork. As the minimum number of directors is three, and on the advice of BLG, the Committee amended the recommendation to have the President, Chair and Vice-Chair of the Audit and Finance Committee be appointed as the directors of the Foundation.

Moved by Governor Wilson

Seconded by Governor Johnson Morris

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

That based on GOV-2024-14, the following governance changes be approved:

1. That oversight of the endowment investment portfolio be added as a responsibility of the Audit and Finance Committee and its terms of reference be updated accordingly; and,
2. That effective April 1, 2025, the College President, Chair and Vice-Chair of the Audit and Finance Committee be appointed as the Directors of the Durham College Foundation." CARRIED

## **6. DISCUSSION ITEMS**

### **6.1 President's Compliance Report for 2023-2024**

The Committee received a report from the President attesting to compliance with Board policy since assuming office on March 1, 2024; the Board Secretary confirmed any attestations made about matters that occurred before this date. A discussion ensued about ensuring an outgoing president completes the report before leaving, and the Board Secretary advised she would add this note to the Presidential Selection Committee debrief document.

The Committee asked the President if she was aware of anything from before March 1, 2024, that should be disclosed. The President responded in the negative.

### **6.2 Authorizing Resolution of the Governors and Execution of Deed of Resignation and Appointment**

The Committee received a report from the President regarding a resolution that will be brought to the June Board meeting. The resolution is required to be passed by the Board to accept the appointment as trustee of the Foundation's interests and trusts, effective March 31, 2024. The President shared that a parallel process is occurring with the current Durham College Foundation Board, which will be approving a resolution to resign as trustee. Further, the President advised that the highlighted text in the resolution would be updated to align with the signing authorities documented in Board By-law No. 1. A copy of the enabling document, the Deed of Resignation and Appointment, was also shared with the Committee for awareness.

**7. INFORMATION ITEMS**

There were no information items.

**8. MEETING ASSESSMENT**

The Committee conducted a roundtable meeting assessment and positively remarked about the environmental scan completed to support the recommendation related to the Durham College Foundation and the inclusion of both the track changes and clean copy versions of policy edits in the agenda package. One suggested area of improvement was that staff could have presented options for the Committee to select instead of laying out a proposed recommendation.

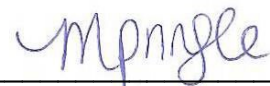
**9. ADJOURNMENT**

With no further business, the meeting adjourned at 8:08 p.m.



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Elizabeth Cowie  
Committee Chair



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Melissa Pringle  
Board Secretary