

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

Date: Monday, September 16, 2024, 7:00 p.m.
Location: Oshawa Campus, Durham College Boardroom A144

	Pages
1. CALL TO ORDER	
2. CONFLICT OF INTEREST DECLARATIONS	
3. APPROVAL OF THE AGENDA	
<u>Recommendation</u>	
That the agenda for the September 16, 2024, Governance Review Committee meeting be approved as presented.	
4. INTRODUCTION OF STRATEGIC PLAN ENGAGEMENT EXERCISE	3 - 7
Potential Group Attendees: Cate Creede, Danny Nashman, Jackie McCaffrey	
5. APPROVAL OF PREVIOUS MINUTES	
5.1 Minutes of the May 15, 2024, Governance Review Committee Meeting	8 - 12
<u>Recommendation</u>	
That the minutes from the May 15, 2024, meeting of the Governance Review Committee be approved as presented.	
6. REVIEW COMMITTEE TERMS OF REFERENCE - D. Townsend	13 - 20
<ul style="list-style-type: none"> • Section 5 of Policy - Governance Review Committee Terms of Reference 	
7. DECISION ITEMS	
7.1 Proposed Changes to By-law No. 3 - E. Popp + J. Choi	21 - 25
Link to the current By-law No. 3 for comparison purposes.	

Recommendation

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

1. That By-law No. 3 of the Durham College of Applied Arts and Technology as enacted on June 8, 2022 be repealed; and,
2. That the new By-law No. 3. which establishes a College Advisory Council be approved in the form and content provided to the Board.

- 7.2 Proposed Changes to Board Policy: Committee Terms of Reference - E. Popp 26 - 42

Recommendation

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

That the Committee Terms of Reference policy be updated as presented.

- 7.3 Proposed Changes to Board Policy: Board-President Relations 43 - 52

Recommendation

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

That the Board-President Relations policy be updated as presented.

8. DISCUSSION ITEMS

- 8.1 Feedback from the 2023-2024 Board Evaluation Survey - D. Townsend 53 - 70
- 8.2 Preliminary Planning for the Board Retreat (February 2025) - D. Townsend
- 8.3 Content Review of Governance Refresher for the October 9 Board Meeting - M. Pringle 71 - 95

9. INFORMATION ITEMS

10. MEETING ASSESSMENT - D. Townsend

11. ADJOURNMENT



FUTURE-FOCUSED

STRATEGIC PLANNING 2024/25



STRATEGIC PLANNING ENGAGEMENT GUIDE

CONTEXT

In September, the Potential Group will meet with Audit and Finance, Governance Review and Nominating Board committees. During these meetings, we will discuss the Board's role in the engagement phase of our Strategic Planning process. As Board members, your contributions are crucial in helping position Durham College (DC) for future success.

OUR ASK

- » Connect with one or two individuals/groups in your networks – more if possible – before the Board of Governors' Strategic Planning Session scheduled on Thursday, October 17, at 4 p.m.
- » Use the strategic questions provided on page 3 to guide your discussions about DC's future. These may include casual conversations, formal interviews, or informal listening during daily interactions.

SETTING UP CONVERSATIONS

- » Connect with your network in a way that works for you. This may include an email, text message, video call, phone call, or an in-person chat. Here is a sample message you may want to use to help set the context for your discussion:

As Durham College's Strategic Plan is set to expire next year, the college has begun the process of preparing a new plan that will launch in spring 2025. This effort includes gathering valuable input from the entire campus community. As part of my role on Durham College's Board of Governors, I am talking to people in my network to gather their insights and perspectives on the college, which will help shape our next strategic plan. Coming from [indicate sector/role], your perspectives on the college would help with our planning process. Are you willing to speak with me via [identify preferred way to connect] to discuss your experiences with DC and ideas for the future? Thank you for considering; I look forward to connecting soon.

- » Remain neutral during your conversations. You are an important conduit for this valuable information. Please do not make commitments on behalf of the college based on the feedback you hear during consultations.
- » If a member of your network is looking for additional information about DC's strategic planning process, you can share the link to the strategic planning microsite: <https://durhamcollege.ca/strategic-planning-2024-25>
- » In the event that you are unable to engage with a member of your network or are given a referral to connect with someone else that you're particularly interested in hearing from, you can share the link to our survey with them: <https://durhamcollege.ca/stratplansurvey>
- » A branded thank you email template is available should you wish to send a personalized follow-up after an engagement.



QUESTION GUIDE

Use one or more of the following questions to help guide your conversations about DC's future.

QUESTIONS:

- » What do you value most about DC and the roles we play in our community?
- » What experiences have you had with DC? Is there a story that comes to mind that captures the essence of what makes the college special?
- » What is happening in our region and the broader world that we should be paying attention to as we set priorities for the future?
- » What kind of community issues should DC be partnering on?
- » What could DC be doing to have an even greater impact on students, the community, the future workforce, or the world?

TAKING NOTES

- » The information you gather will be discussed at the Strategic Planning Session on October 17. You do not need to submit any material before that meeting.
- » To help with information sharing at the session, please capture the following information from your conversations:
 - Name of person or group (if you spoke with a group, include the approximate number of people):
 - Date:
 - Sector and/or role they hold:
 - Feedback on the question(s) you discussed:
- » Your reflection: When thinking about your conversation, consider the following questions:
 - What does this person or group care about the most? What do they value the most about DC?
 - What surprised you about this conversation or interaction?
 - What was the most creative or innovative idea you heard?
 - What did you hear that you have heard in other conversations?
 - What is most important to remember about this discussion?



RESOURCES

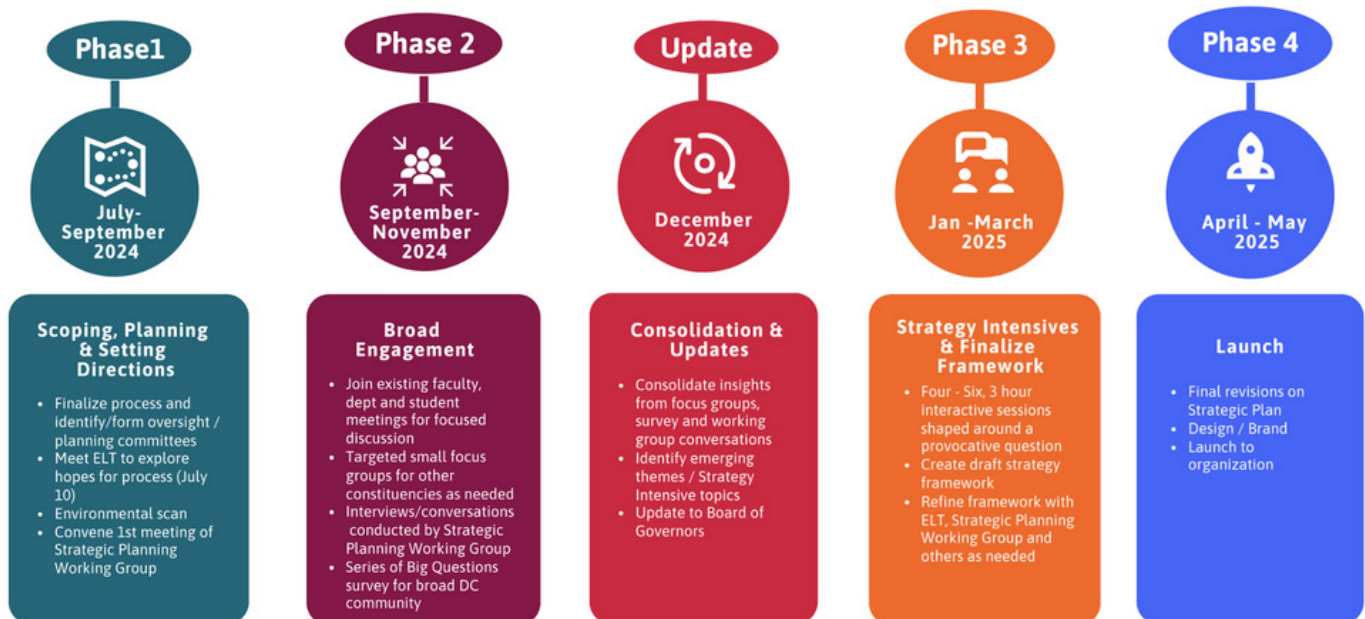
RESOURCES YOU MAY WANT TO REFER TO:

- » Consult the microsite for everything you need to know about the strategy process: <https://durhamcollege.ca/strategic-planning-2024-25>
- » Survey: <https://durhamcollege.ca/stratplansurvey>
- » About DC: <https://durhamcollege.ca/>
- » A follow-up thank you email template is available through Melissa Pringle.

QUICK FACTS:

- » As DC's current strategic plan concludes, the new plan will launch in spring 2025.
- » In the coming months, we'll engage in an inclusive, collaborative process to develop a forward-thinking plan defining our mission, vision, values, goals, and objectives.
- » Consultations are currently underway with various campus community members including, students, employees, alumni, retirees, donors and partners. Future engagements include community consultations and pop-up sessions on campus.

DURHAM COLLEGE PLANNING TIMELINE







**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.

DRAFT

POLICY TYPE:	Governance Process
POLICY TITLE:	Committee Terms of Reference
EFFECTIVE DATE:	June 2022
REVISION DATE:	
RENEWAL DATE:	May 2026

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. COMMITTEE PRINCIPLES

- 1.1 A Committee shall conduct its affairs in accordance with By-law No. 1 and College policies.
- 1.2 Subject to Section 2, except as specifically provided for in this By-law, a policy, or a resolution of the Board:
 - (a) a Committee cannot make a decision that binds the Board or the College, except as provided for in By-law No.1 and this policy;
 - (b) a Committee may not speak or act for the Board; and
 - (c) a Committee does not have authority over College Employees or operations.
- 1.3 The Board shall review and approve all actions taken at a Committee meeting and all recommendations made by a Committee.
- 1.4 The Board shall appoint the members of the Committees who shall hold office at the pleasure of the Board.
- 1.5 Every Governor shall be appointed to a minimum of one (1) Committee.
- 1.6 Internal Governors are permitted to serve as Vice-Chair of a Committee; however, an Internal Governor cannot be appointed as Chair of a Standing Committee as they cannot serve as a member of the Executive Committee.
- 1.7 Unless provided otherwise, the term of appointment to a Committee is one year and Committee members are eligible for re-election or re-appointment for additional terms.
- 1.8 The Chair and Vice-Chair of a Committee can serve successive one-year terms.

- 1.9 A Governor not appointed to a particular Committee can attend a meeting of another Committee as a guest, with the exception of Internal Governors who cannot attend a meeting of the Executive Committee. When attending as a guest, the Governor is permitted to sit at the table and participate in discussion, but is not entitled to vote on any matter.
- 1.10 Committees shall act in support of the College's mission, vision, values and strategic plan.

2. EXECUTIVE COMMITTEE

- 2.1 The Board shall establish an Executive Committee. Subject to Section 2.4 and the direction of the Board, the terms of reference of the Executive Committee are:
- (a) To recommend to the Board the composition of a Presidential Search Committee, as required, to conduct a search and recommend the appointment of a President.
 - (b) To recommend the appointment and/or reappointment of a President, including the terms of employment of the President, to the Board.
 - (c) To annually review the President's performance.
 - (d) To annually review and approve the salary changes for all staff reporting to the President.
 - (e) To review and approve College organizational changes affecting the senior leadership team.
 - (f) To review and approve the expense accounts of the President.
 - (g) To review and approve the expense accounts of the Governors.
 - (h) To consider and recommend to the Board the attendance of Governors at relevant, external educational functions.
 - (i) To annually conduct a formal review of the Board.
 - (j) To review all major legal actions and contractual arrangements and prepare recommendations for consideration by the Board.
 - (k) To recommend for approval by the Board, the conferring of the title "president emeritus".
 - (l) To act on behalf of the Board in any matter which may arise, subject to Board approval at the next meeting of the Board:

- (i) requiring such prompt attention that it is not practical to convene a special meeting of the Board; or
 - (ii) during periods when a quorum of the Board cannot be obtained.
- (m) To exercise the powers of the Board in respect of such matters as the Board may refer to it from time to time.

2.2 **Membership**

The membership of the Executive Committee shall consist of:

- (a) The Chair of the Board, who will also be the Chair of the Executive Committee;
- (b) The Vice-Chair of the Board, who will also be the Vice-Chair of the Executive Committee;
- (c) The Chairs of each of the Audit and Finance Committee, the Nominating Committee, and the Governance Review Committee; and
- (d) The President.

The Board Secretary shall be entitled to attend meetings of the Executive Committee and shall act as a resource of the Executive Committee.

2.3 **Meetings**

Meetings shall be held as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Executive Committee. All meetings will be held in-camera.

2.4 **Non-Delegable Matters**

The Executive Committee shall not have any of the following powers:

- (a) To appoint Governors.
- (b) To appoint the auditor of the College.
- (c) To issue debt obligations except as authorized by the Board.
- (d) To approve financial statements in place of the Board.
- (e) To adopt, amend or repeal By-laws.

3. AUDIT AND FINANCE COMMITTEE

3.1 The Board shall establish an Audit and Finance Committee. Subject to the direction of the Board, the terms of reference of the Audit and Finance Committee are:

- (a) To oversee College financial practices, reporting processes, systems of internal control, and review appropriateness of existing College accounting policies, disclosures and reserves.
- (b) To oversee the audit process, including recommending the independent auditor and reviewing: audit fees, audit scope of work, annual audited financial statements and management letter.
- (c) To review the annual operating and capital budgets.
- (d) To monitor risk through the annual risk register and assessment of long-term capital projects.
- (e) To review proposed private-public partnerships and regular progress reports of major projects.
- (f) To investigate any financial matter brought to its attention by the Board Chair or President.
- (g) To receive the annual College investment report.
- (h) To review the Schedule of Authorities policy.
- (i) To perform such other oversight functions as may be assigned to the Committee by the Board.

The Committee shall fulfill its responsibilities consistent with Board and institutional policy, financial literacy and the Canadian public sector accounting standards for government not-for-profit organizations (PSAB).

3.2 Membership.

Subject to Section 3.3, the membership of the Audit and Finance Committee shall consist of:

- (a) The Chair of the Board;
- (b) A minimum of four (4) other Governors appointed by the Board; and
- (c) The President.

3.3 The Chair and Vice-Chair of the Committee will be appointed by the Board. At least one member of the Committee shall have accounting or

related financial experience. A majority of the Audit and Finance Committee members must not be Officers or Employees of the College or of any of its affiliates.

- 3.4 The Board Secretary and Treasurer shall be entitled to attend meetings of the Audit and Finance Committee and shall act as resources of the Audit and Finance Committee.
- 3.5 The auditor of the College is entitled to notice of the time and place of any Audit and Finance Committee meeting.
- 3.6 Meetings

Meetings shall be held a minimum of five (5) times per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

4. NOMINATING COMMITTEE

- 4.1 The Board shall establish a Nominating Committee. Subject to the direction of the Board, the terms of reference of the Nominating Committee are:
 - (a) To recommend to the Board the composition of the Committees following a review of the skill requirements for the Committees and their Chairs, Governor relevant experience, and preferences indicated in surveys.
 - (b) To ensure the election of a Chair and Vice-Chair of the Board occurs in accordance with the Roles and Duties of Officers Policy.
 - (c) To solicit and review nominations to fill External Governor vacancies and to make recommendations to the Board regarding potential external candidates, based on current legislation, policies and By-laws. When making its recommendations and nominations, the Committee shall consider the skills and expertise required by the Board of Governors and its Committees at that time.
 - (d) To oversee the reappointment process for External Governors and recommend reappointments to the Board.
 - (e) To oversee the implementation of the procedures set out in By-law No. 4, which regulates the election of Internal Governors.
 - (f) To support and monitor and the Board's mentorship program.
 - (g) To annually review the Board skills matrix.

4.2 Membership

The membership of the Nominating Committee shall consist of

- (a) The Chair of the Board;
- (b) A minimum of four (4) other Governors appointed by the Board; and
- (c) The President.

4.3 The Chair and Vice-Chair of the Committee will be appointed by the Board.

4.4 The Board Secretary shall be entitled to attend meetings of the Nominating Committee and shall act as a resource of the Nominating Committee.

4.5 Meetings

Meetings shall be held a minimum of twice (2) per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

5. GOVERNANCE REVIEW COMMITTEE

5.1 The Board shall establish a Governance Review Committee. Subject to the direction of the Board, the terms of reference of the Governance Review Committee are:

- (a) To review current governance practice to ensure effective operation of the Board.
- (b) To confirm how the current governance policy structure is serving the College and explore ways to build on these strengths.
- (c) To assist the Board in fulfilling its governance oversight responsibilities.
- (d) To develop strategies to assist new Governors to develop advanced governance knowledge.
- (e) To develop an effective communication mechanism for the flow of information between Committees and the Board.
- (f) To review each By-law and each policy at least once every 5 years and more often where: (i) otherwise required by a review schedule prescribed in the policy, (ii) the By-law or policy is affected by new legislation, Directives or rules, or (iii) is otherwise appropriate.

- (g) To receive and review the President's annual compliance report.
- (h) To plan annual Board retreat.

5.2 Membership

- (a) The Chair of the Board;
- (b) A minimum of four (4) other Governors appointed by the Board; and
- (c) The President.

5.3 The Chair and Vice-Chair of the Committee will be appointed by the Board.

5.4 The Board Secretary shall be entitled to attend meetings of the Governance Review Committee and shall act as a resource of the Governance Review Committee.

5.5 Meetings

- (a) Meetings shall be held a minimum of twice (2) per year or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board.
- (b) All meetings will be held in public, unless a matter meets the requirements for an in-camera meeting under subsection 16.2 of By-law No. 1, at which time the Committee shall move in-camera.

6. GENERAL

6.1 The Board may fill any vacancies occurring on such Committees.

6.2 Minutes of the proceedings of any Committee shall be kept in a book or books for that purpose, which shall always be open for inspection by any Governor. Minutes of the Governance Review Committee shall be open for inspection by members of the public.

6.3 The Board shall receive an information report outlining recommended actions for approval at the next regular Board meeting following the meeting of a Committee.

6.4 Any Committee may meet for the transaction of business, adjourn and, except as provided in this By-law or the resolution establishing the Committee, regulate its meetings as it thinks fit. Motions arising at any meeting of a Committee shall be decided by a majority of votes cast. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

6.5 Section 19 of By-law No. 1 (Conflict of Interest) applies to Committees.

6.6 Quorum:

- (a) A quorum for each Committee consists of a simple majority of the voting members (half plus one).
- (b) Only Governors listed as members of the Committee may make motions and vote at Committee meetings.
- (c) When a Governor declares a conflict of interest at a Committee meeting, the quorum shall be a majority of the remaining Governors.

7. MONITORING

As part of its annual self-evaluation, the Board will review the effectiveness of its Committees and recommend any changes to structure, format or policy to the Executive Committee.

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

8.1 Durham College By-law No. 1

8.2 Ministry's Binding Policy Directive – Governance and Accountability



DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BY-LAW NO. 3

College Advisory Council

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DRAFT

DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BY-LAW NO. 3

A by-law regarding the establishment of a College Advisory Council pursuant to the Minister's Binding Policy Directive on Governance and Accountability made under the *Ontario Colleges of Applied Arts and Technologies Act, 2002*.

In this By-law, 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.

IT IS HEREBY ENACTED as a By-law of Durham College of Applied Arts and Technology as follows:

1. Role of College Advisory Council

- 1.1 The College Advisory Council ("the Council") will provide a forum for faculty, students, and staff to discuss strategic, academic, and operational matters.
- 1.2 The President will receive all agendas and minutes for the Council and attend at least two meetings per year to provide a College update to members.
- 1.3 The Council's primary responsibilities are to:
 - (a) Provide leadership to teams and departments across the College to inform the quality, relevance and currency of programs and courses;
 - (b) Promote and champion the highest standards of teaching, learning and student services;
 - (c) Participate and contribute to the development and revision of College strategy, such as the Strategic Plan and Academic Plan;
 - (d) Review and provide recommendations on academic policies and procedures as well as new college policies;
 - (e) Share and discuss emerging trends in post-secondary education and ways to ensure the College remains at the forefront of excellence in the sector;
 - (f) Disseminate information shared by the Council to their faculties/departments and forward matters as appropriate.

2. Council Membership

The Council will consist of the following members:

Faculty	8
Students	Up to 3
Management Representative from the Durham College Student Association	1
Support Staff	4
Administrative Staff	2
Representative from the Office of the Registrar	1
Representative from the Centre of Professional and Part-Time Learning	1
Associate Vice President, Academic (Administration)	1
Vice President, Academic	1

Note: As Academic Council and College Council were merged in 2024, the membership may be higher than described in this by-law for an interim period until current members' terms of appointments end.

- (a) The Council will be co-chaired by the Vice President, Academic and a member nominated or elected by the members of the Council, from among the Council, for a one-year term. The term is non-renewable and cannot be extended. The co-chairs will be responsible for preparing agendas and scheduling meetings.
- (b) The Council is supported by a recording secretary provided by the Office of the Vice President, Academic.

3. Responsibilities of Members

- 3.1 Members will participate fully in all Council meetings.
- 3.2 Members are expected to implement two-way communication strategies within their constituent groups.
- 3.3 Faculty members receive complementary time on the SWF. Time will be credited for faculty to consult with their constituent group to prepare for and attend Council meetings and related activities.

4. Term of Office

- 4.1 The term of office for Council members, except student members, will commence September 1 and continue for three years. The term is non-renewable.
- 4.2 The term of appointment for each student member on the Council will align with the term of a director under Durham College Student Association by-laws¹.
- 4.3 Following a two-year absence from the Council, a person will again be eligible for membership.
- 4.4 A member of the Council may resign at any time by submitting a written resignation to the Vice President, Academic.
- 4.5 To ensure consistency, no more than fifty (50%) of the membership will turn over in any year.

5. Frequency of Meetings

- 5.1 The Council will meet a minimum of six times between September and May and may meet more frequently at the call of the co-chairs.
- 5.2 The meetings will generally be held on the fourth Tuesday of the month, between 2:10 and 4 p.m., in a meeting space on campus.

6. Reporting

- 6.1 Agendas and minutes will be available to the College community on the Info Centre for Employees (ICE) internal site.
- 6.2 The College's annual report will include a report from the Council.

7. Removal

- 7.1 Where a member, not having notified the co-chairs of the Council or the record secretary, is absent from two consecutive meetings without regrets, they may be replaced.
- 7.2 A Council member may be removed by a 2/3 majority vote cast on such question at a duly called Council meeting.

¹ As of the date of this By-law, the term of office for directors under Durham College Students Association's by-laws is May 1 of each year through to April 30 of the following year.

8. Force and Effect

8.1 By-Law No. 3 of the Durham College of Applied Arts and Technology, enacted on the 8th day of June 2022, is hereby repealed.

8.2 This By-law will come into force and take effect on the date it is finally passed.

Approved by the Board on the XX day of October 2024.

Board Chair

Board Secretary



POLICY TYPE: Governance Process
POLICY TITLE: Committee Terms of Reference
EFFECTIVE DATE: June 2022
REVISION DATE: September 2024
RENEWAL DATE: May 2026

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. COMMITTEE PRINCIPLES

- 1.1 A Committee shall conduct its affairs in accordance with By-law No. 1 and College policies.
- 1.2 Subject to Section 2, except as specifically provided for in this By-law, a policy, or a resolution of the Board:
 - (a) a Committee cannot make a decision that binds the Board or the College, except as provided for in By-law No.1 and this policy;
 - (b) a Committee may not speak or act for the Board; and
 - (c) a Committee does not have authority over College Employees or operations.
- 1.3 The Board shall review and approve all actions taken at a Committee meeting and all recommendations made by a Committee.
- 1.4 The Board shall appoint the members of the Committees who shall hold office at the pleasure of the Board.
- 1.5 Every Governor shall be appointed to a minimum of one (1) Committee.
- 1.6 Internal Governors are permitted to serve as Vice-Chair of a Committee; however, an Internal Governor cannot be appointed as Chair of a Standing Committee as they cannot serve as a member of the Executive Committee.
- 1.7 Unless provided otherwise, the term of appointment to a Committee is one year and Committee members are eligible for re-election or re-appointment for additional terms.
- 1.8 The Chair and Vice-Chair of a Committee can serve successive one-year terms.

1.9 A Governor not appointed to a particular Committee can attend a meeting of another Committee as a guest, with the exception of Internal Governors who cannot attend a meeting of the Executive Committee. When attending as a guest, the Governor is permitted to ~~sit at the table and~~ participate in discussion, but is not entitled to vote on any matter.

4.91.10 ~~Generally, the Board supports the attendance of College Employees at its Committee meetings as deemed appropriate by the President. When attending as an invited guest, a College Employee is invited to join the meeting, but is not entitled to participate in the discussion unless requested by the Committee.~~

4.401.11 Committees shall act in support of the College's mission, vision, values and strategic plan.

2. EXECUTIVE COMMITTEE

2.1 The Board shall establish an Executive Committee. Subject to Section 2.4 and the direction of the Board, the terms of reference of the Executive Committee are:

- (a) To recommend to the Board the composition of a Presidential Search Committee, as required, to conduct a search and recommend the appointment of a President.
- (b) To recommend the appointment and/or reappointment of a President, including the terms of employment of the President, to the Board.
- (c) To annually review the President's performance.
- (d) To annually review and approve the salary changes for all staff reporting to the President.
- (e) To ~~review and approve College organizational changes affecting the senior leadership team.~~ be informed of College organizational changes affecting the Executive Leadership Team and employees with a direct reporting relationship to the President.
- (f) To review and approve the expense accounts of the President and Governors.
- ~~(g) To review and approve the expense accounts of the Governors.~~
- ~~(h)~~(g) To consider and recommend to the Board the attendance of Governors at relevant, external educational functions.
- ~~(i)~~(h) To annually conduct a formal review of the Board.

~~(j)~~(i) To review all major legal actions and contractual arrangements and prepare recommendations for consideration by the Board.

~~(k)~~(j) To recommend for approval by the Board, the conferring of the title “president emeritus”.

~~(l)~~(k) To act on behalf of the Board in any matter which may arise, subject to Board approval at the next meeting of the Board:

- (i) requiring such prompt attention that it is not practical to convene a special meeting of the Board; or
- (ii) during periods when a quorum of the Board cannot be obtained.

~~(m)~~(l) To exercise the powers of the Board in respect of such matters as the Board may refer to it from time to time.

2.2 Membership

The membership of the Executive Committee shall consist of:

- (a) The Chair of the Board, who will also be the Chair of the Executive Committee;
- (b) The Vice-Chair of the Board, who will also be the Vice-Chair of the Executive Committee;
- (c) The Chairs of each of the Audit and Finance Committee, the Nominating Committee, and the Governance Review Committee; and
- (d) The President.

The Board Secretary shall be entitled to attend meetings of the Executive Committee and shall act as a resource of the Executive Committee.

2.3 Meetings

Meetings shall be held as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Executive Committee. All meetings will be held in-camera.

2.4 Non-Delegable Matters

The Executive Committee shall not have any of the following powers:

- (a) To appoint Governors.

- (b) To appoint the auditor of the College.
- (c) To issue debt obligations except as authorized by the Board.
- (d) To approve financial statements in place of the Board.
- (e) To adopt, amend or repeal By-laws.

3. AUDIT AND FINANCE COMMITTEE

3.1 The Board shall establish an Audit and Finance Committee. Subject to the direction of the Board, the terms of reference of the Audit and Finance Committee are:

- (a) To oversee College financial practices, reporting processes, systems of internal control, and review appropriateness of existing College accounting policies, disclosures and reserves.
- (b) To oversee the audit process, including recommending the independent auditor and reviewing: audit fees, audit scope of work, annual audited financial statements and management letter.
- (c) To review the annual operating and capital budgets.
- (d) To monitor risk through the annual risk register and assessment of long-term capital projects.
- (e) To review proposed private-public partnerships and regular progress reports of major projects.
- (f) To investigate any financial matter brought to its attention by the Board Chair or President.
- (g) To receive the annual College investment report.
- ~~(g)(h)~~ To oversee the endowment investments and to receive reports from the wealth managers.
- ~~(h)(i)~~ To ~~review the~~ be aware of the College's Schedule of ~~Authorities Authority~~ policy.
- ~~(i)(j)~~ To perform such other oversight functions as may be assigned to the Committee by the Board.

The Committee shall fulfill its responsibilities consistent with Board and institutional policy, financial literacy and the Canadian public sector accounting standards for government not-for-profit organizations (PSAB).

3.2 Membership.

Subject to Section 3.3, the membership of the Audit and Finance Committee shall consist of:

- (a) The Chair of the Board;
- (b) A minimum of four (4) other Governors appointed by the Board; and

(c) The President.

- 3.3 The Chair and Vice-Chair of the Committee will be appointed by the Board. At least one member of the Committee shall have accounting or related financial experience. A majority of the Audit and Finance Committee members must not be Officers or Employees of the College or of any of its affiliates.
- 3.4 The Board Secretary and Treasurer shall be entitled to attend meetings of the Audit and Finance Committee and shall act as resources of the Audit and Finance Committee.
- 3.5 The auditor of the College is entitled to notice of the time and place of any Audit and Finance Committee meeting.
- 3.6 Meetings

Meetings shall be held a minimum of five (5) times per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

4. NOMINATING COMMITTEE

- 4.1 The Board shall establish a Nominating Committee. Subject to the direction of the Board, the terms of reference of the Nominating Committee are:
- (a) To recommend to the Board the composition of the Committees following a review of the skill requirements for the Committees and their Chairs, Governor relevant experience, and preferences indicated in surveys.
 - (b) To ensure the election of a Chair and Vice-Chair of the Board occurs in accordance with the Roles and Duties of Officers Policy.
 - (c) To solicit and review nominations to fill External Governor vacancies and to make recommendations to the Board regarding potential external candidates, based on current legislation, policies and By-laws. When making its recommendations and nominations, the Committee shall consider the skills and expertise required by the Board of Governors and its Committees at that time.
 - (d) To oversee the reappointment process for External Governors and recommend reappointments to the Board.
 - (e) To oversee the implementation of the procedures set out in By-law No. 4, which regulates the election of Internal Governors.

- (f) To support and monitor and the Board's mentorship program.
- (g) To annually review the Board skills matrix.

4.2 Membership

The membership of the Nominating Committee shall consist of

- (a) The Chair of the Board;
- (b) A minimum of four (4) other Governors appointed by the Board; and
- (c) The President.

4.3 The Chair and Vice-Chair of the Committee will be appointed by the Board.

4.4 The Board Secretary shall be entitled to attend meetings of the Nominating Committee and shall act as a resource of the Nominating Committee.

4.5 Meetings

Meetings shall be held a minimum of twice (2) per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

5. GOVERNANCE REVIEW COMMITTEE

5.1 The Board shall establish a Governance Review Committee. Subject to the direction of the Board, the terms of reference of the Governance Review Committee are:

- (a) To review current governance practice to ensure effective operation of the Board.
- (b) To confirm how the current governance policy structure is serving the College and explore ways to build on these strengths.
- (c) To assist the Board in fulfilling its governance oversight responsibilities.
- (d) To develop strategies to assist new Governors to develop advanced governance knowledge.
- (e) To develop an effective communication mechanism for the flow of information between Committees and the Board.

- (f) To review each By-law and each policy at least once every 5 years and more often where: (i) otherwise required by a review schedule prescribed in the policy, (ii) the By-law or policy is affected by new legislation, Directives or rules, or (iii) is otherwise appropriate.
- (g) To receive and review the President's annual compliance report.
- (h) To plan **the** annual Board retreat.

5.2 Membership

- (a) The Chair of the Board;
- (b) A minimum of four (4) other Governors appointed by the Board; and
- (c) The President.

5.3 The Chair and Vice-Chair of the Committee will be appointed by the Board.

5.4 The Board Secretary shall be entitled to attend meetings of the Governance Review Committee and shall act as a resource of the Governance Review Committee.

5.5 Meetings

- (a) Meetings shall be held a minimum of twice (2) per year or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board.
- (b) All meetings will be held in public, unless a matter meets the requirements for an in-camera meeting under subsection 16.2 of By-law No. 1, at which time the Committee shall move in-camera.

6. GENERAL

6.1 The Board may fill any vacancies occurring on such Committees.

6.2 Minutes of the proceedings of any Committee shall be kept in a book or books for that purpose, which shall always be open for inspection by any Governor. Minutes of the Governance Review Committee shall be open for inspection by members of the public.

6.3 The Board shall receive an information report outlining recommended actions for approval at the next regular Board meeting following the meeting of a Committee.

- 6.4 Any Committee may meet for the transaction of business, adjourn and, except as provided in this By-law or the resolution establishing the Committee, regulate its meetings as it thinks fit. Motions arising at any meeting of a Committee shall be decided by a majority of votes cast. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 6.5 Section 19 of By-law No. 1 (Conflict of Interest) applies to Committees.
- 6.6 Quorum:
- (a) A quorum for each Committee consists of a simple majority of the voting members (half plus one).
 - (b) Only Governors listed as members of the Committee may make motions and vote at Committee meetings.
 - (c) When a Governor declares a conflict of interest at a Committee meeting, the quorum shall be a majority of the remaining Governors.

7. MONITORING

As part of its annual self-evaluation, the Board will review the effectiveness of its Committees and recommend any changes to structure, format or policy to the Executive Committee.

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

- 8.1 Durham College By-law No. 1
- 8.2 Ministry's Binding Policy Directive – Governance and Accountability



POLICY TYPE:	Governance Process
POLICY TITLE:	Committee Terms of Reference
EFFECTIVE DATE:	June 2022
REVISION DATE:	September 2024
RENEWAL DATE:	May 2026

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. COMMITTEE PRINCIPLES

- 1.1 A Committee shall conduct its affairs in accordance with By-law No. 1 and College policies.
- 1.2 Subject to Section 2, except as specifically provided for in this By-law, a policy, or a resolution of the Board:
 - (a) a Committee cannot make a decision that binds the Board or the College, except as provided for in By-law No.1 and this policy;
 - (b) a Committee may not speak or act for the Board; and
 - (c) a Committee does not have authority over College Employees or operations.
- 1.3 The Board shall review and approve all actions taken at a Committee meeting and all recommendations made by a Committee.
- 1.4 The Board shall appoint the members of the Committees who shall hold office at the pleasure of the Board.
- 1.5 Every Governor shall be appointed to a minimum of one (1) Committee.
- 1.6 Internal Governors are permitted to serve as Vice-Chair of a Committee; however, an Internal Governor cannot be appointed as Chair of a Standing Committee as they cannot serve as a member of the Executive Committee.
- 1.7 Unless provided otherwise, the term of appointment to a Committee is one year and Committee members are eligible for re-election or re-appointment for additional terms.
- 1.8 The Chair and Vice-Chair of a Committee can serve successive one-year terms.

- 1.9 A Governor not appointed to a particular Committee can attend a meeting of another Committee as a guest, with the exception of Internal Governors who cannot attend a meeting of the Executive Committee. When attending as a guest, the Governor is permitted to participate in discussion, but is not entitled to vote on any matter.
- 1.10 Generally, the Board supports the attendance of College Employees at its Committee meetings as deemed appropriate by the President. When attending as an invited guest, a College Employee is invited to join the meeting, but is not entitled to participate in the discussion unless requested by the Committee.
- 1.11 Committees shall act in support of the College's mission, vision, values and strategic plan.

2. EXECUTIVE COMMITTEE

- 2.1 The Board shall establish an Executive Committee. Subject to Section 2.4 and the direction of the Board, the terms of reference of the Executive Committee are:
 - (a) To recommend to the Board the composition of a Presidential Search Committee, as required, to conduct a search and recommend the appointment of a President.
 - (b) To recommend the appointment and/or reappointment of a President, including the terms of employment of the President, to the Board.
 - (c) To annually review the President's performance.
 - (d) To annually review and approve the salary changes for all staff reporting to the President.
 - (e) To be informed of College organizational changes affecting the Executive Leadership Team and employees with a direct reporting relationship to the President.
 - (f) To review and approve the expense accounts of the President and Governors.
 - (g) To consider and recommend to the Board the attendance of Governors at relevant, external educational functions.
 - (h) To annually conduct a formal review of the Board.
 - (i) To review all major legal actions and contractual arrangements and prepare recommendations for consideration by the Board.

- (j) To recommend for approval by the Board, the conferring of the title “president emeritus”.
- (k) To act on behalf of the Board in any matter which may arise, subject to Board approval at the next meeting of the Board:
 - (i) requiring such prompt attention that it is not practical to convene a special meeting of the Board; or
 - (ii) during periods when a quorum of the Board cannot be obtained.
- (l) To exercise the powers of the Board in respect of such matters as the Board may refer to it from time to time.

2.2 **Membership**

The membership of the Executive Committee shall consist of:

- (a) The Chair of the Board, who will also be the Chair of the Executive Committee;
- (b) The Vice-Chair of the Board, who will also be the Vice-Chair of the Executive Committee;
- (c) The Chairs of each of the Audit and Finance Committee, the Nominating Committee, and the Governance Review Committee; and
- (d) The President.

The Board Secretary shall be entitled to attend meetings of the Executive Committee and shall act as a resource of the Executive Committee.

2.3 **Meetings**

Meetings shall be held as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Executive Committee. All meetings will be held in-camera.

2.4 **Non-Delegable Matters**

The Executive Committee shall not have any of the following powers:

- (a) To appoint Governors.
- (b) To appoint the auditor of the College.

- (c) To issue debt obligations except as authorized by the Board.
- (d) To approve financial statements in place of the Board.
- (e) To adopt, amend or repeal By-laws.

3. AUDIT AND FINANCE COMMITTEE

3.1 The Board shall establish an Audit and Finance Committee. Subject to the direction of the Board, the terms of reference of the Audit and Finance Committee are:

- (a) To oversee College financial practices, reporting processes, systems of internal control, and review appropriateness of existing College accounting policies, disclosures and reserves.
- (b) To oversee the audit process, including recommending the independent auditor and reviewing: audit fees, audit scope of work, annual audited financial statements and management letter.
- (c) To review the annual operating and capital budgets.
- (d) To monitor risk through the annual risk register and assessment of long-term capital projects.
- (e) To review proposed private-public partnerships and regular progress reports of major projects.
- (f) To investigate any financial matter brought to its attention by the Board Chair or President.
- (g) To receive the annual College investment report.
- (h) To oversee the endowment investments and to receive reports from the wealth managers.
- (i) To be aware of the College's Schedule of Authority policy.
- (j) To perform such other oversight functions as may be assigned to the Committee by the Board.

The Committee shall fulfill its responsibilities consistent with Board and institutional policy, financial literacy and the Canadian public sector accounting standards for government not-for-profit organizations (PSAB).

3.2 Membership.

Subject to Section 3.3, the membership of the Audit and Finance Committee shall consist of:

- (a) The Chair of the Board;
 - (b) A minimum of four (4) other Governors appointed by the Board; and
 - (c) The President.
- 3.3 The Chair and Vice-Chair of the Committee will be appointed by the Board. At least one member of the Committee shall have accounting or related financial experience. A majority of the Audit and Finance Committee members must not be Officers or Employees of the College or of any of its affiliates.
- 3.4 The Board Secretary and Treasurer shall be entitled to attend meetings of the Audit and Finance Committee and shall act as resources of the Audit and Finance Committee.
- 3.5 The auditor of the College is entitled to notice of the time and place of any Audit and Finance Committee meeting.
- 3.6 Meetings

Meetings shall be held a minimum of five (5) times per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

4. NOMINATING COMMITTEE

- 4.1 The Board shall establish a Nominating Committee. Subject to the direction of the Board, the terms of reference of the Nominating Committee are:
- (a) To recommend to the Board the composition of the Committees following a review of the skill requirements for the Committees and their Chairs, Governor relevant experience, and preferences indicated in surveys.
 - (b) To ensure the election of a Chair and Vice-Chair of the Board occurs in accordance with the Roles and Duties of Officers Policy.
 - (c) To solicit and review nominations to fill External Governor vacancies and to make recommendations to the Board regarding potential external candidates, based on current legislation, policies and By-laws. When making its recommendations and nominations, the Committee shall consider the skills and expertise required by the Board of Governors and its Committees at that time.

- (d) To oversee the reappointment process for External Governors and recommend reappointments to the Board.
- (e) To oversee the implementation of the procedures set out in By-law No. 4, which regulates the election of Internal Governors.
- (f) To support and monitor and the Board's mentorship program.
- (g) To annually review the Board skills matrix.

4.2 Membership

The membership of the Nominating Committee shall consist of

- (a) The Chair of the Board;
- (b) A minimum of four (4) other Governors appointed by the Board; and
- (c) The President.

4.3 The Chair and Vice-Chair of the Committee will be appointed by the Board.

4.4 The Board Secretary shall be entitled to attend meetings of the Nominating Committee and shall act as a resource of the Nominating Committee.

4.5 Meetings

Meetings shall be held a minimum of twice (2) per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

5. GOVERNANCE REVIEW COMMITTEE

5.1 The Board shall establish a Governance Review Committee. Subject to the direction of the Board, the terms of reference of the Governance Review Committee are:

- (a) To review current governance practice to ensure effective operation of the Board.
- (b) To confirm how the current governance policy structure is serving the College and explore ways to build on these strengths.
- (c) To assist the Board in fulfilling its governance oversight responsibilities.

- (d) To develop strategies to assist new Governors to develop advanced governance knowledge.
- (e) To develop an effective communication mechanism for the flow of information between Committees and the Board.
- (f) To review each By-law and each policy at least once every 5 years and more often where: (i) otherwise required by a review schedule prescribed in the policy, (ii) the By-law or policy is affected by new legislation, Directives or rules, or (iii) is otherwise appropriate.
- (g) To receive and review the President's annual compliance report.
- (h) To plan the annual Board retreat.

5.2 Membership

- (a) The Chair of the Board;
- (b) A minimum of four (4) other Governors appointed by the Board; and
- (c) The President.

5.3 The Chair and Vice-Chair of the Committee will be appointed by the Board.

5.4 The Board Secretary shall be entitled to attend meetings of the Governance Review Committee and shall act as a resource of the Governance Review Committee.

5.5 Meetings

- (a) Meetings shall be held a minimum of twice (2) per year or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board.
- (b) All meetings will be held in public, unless a matter meets the requirements for an in-camera meeting under subsection 16.2 of By-law No. 1, at which time the Committee shall move in-camera.

6. GENERAL

6.1 The Board may fill any vacancies occurring on such Committees.

6.2 Minutes of the proceedings of any Committee shall be kept in a book or books for that purpose, which shall always be open for inspection by any Governor. Minutes of the Governance Review Committee shall be open for inspection by members of the public.

- 6.3 The Board shall receive an information report outlining recommended actions for approval at the next regular Board meeting following the meeting of a Committee.
- 6.4 Any Committee may meet for the transaction of business, adjourn and, except as provided in this By-law or the resolution establishing the Committee, regulate its meetings as it thinks fit. Motions arising at any meeting of a Committee shall be decided by a majority of votes cast. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 6.5 Section 19 of By-law No. 1 (Conflict of Interest) applies to Committees.
- 6.6 Quorum:
- (a) A quorum for each Committee consists of a simple majority of the voting members (half plus one).
 - (b) Only Governors listed as members of the Committee may make motions and vote at Committee meetings.
 - (c) When a Governor declares a conflict of interest at a Committee meeting, the quorum shall be a majority of the remaining Governors.

7. MONITORING

As part of its annual self-evaluation, the Board will review the effectiveness of its Committees and recommend any changes to structure, format or policy to the Executive Committee.

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

- 8.1 Durham College By-law No. 1
- 8.2 Ministry's Binding Policy Directive – Governance and Accountability



POLICY TYPE: Board-President Relationship
POLICY TITLE: Board-President Relations
EFFECTIVE DATE: June 2022
REVISION DATE: ~~February 2024~~ September 2024
RENEWAL DATE: February 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, provides oversight, and is advisory to 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 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 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: Board-President Relations
EFFECTIVE DATE: June 2022
REVISION DATE: September 2024
RENEWAL DATE: February 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, provides oversight, and is advisory to 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 by-laws and policies; and
- 2.2 the President has the power to employ, appoint, classify, promote, suspend, transfer, reclassify or remove any employee.

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 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".
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Board of Governors

Annual Board Evaluation Survey Report 2023-24

Prepared by the Office of Research Services Innovation & Entrepreneurship
April 2024

Dream → Experience → Achieve

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This report presents the results of the *2023-24 Board Evaluation Survey*. Each year, members of the Board of Governors are asked to evaluate different aspects of Board performance. This is an important part of the Board's goal of continuous improvement and is a tool to ensure compliance with the Ministry's Binding Policy Directive: Governance and Accountability Framework. The results are used to identify areas for improvement and growth.

Members of the Board of Governors were invited to complete the online survey from April 1 – 12, 2024. In total, 17 of 17 Governors completed the survey, for a response rate of 100%.

The survey tool is reviewed annually to ensure questions are relevant. In 2022, the survey tool was significantly revised with the introduction of new questions and edits to prior questions. As a result, longitudinal comparisons are only available for three years.

Respondents were asked to indicate their level of agreement with a series of statements, and had the option to choose 'No Opinion', 'Strongly Disagree', 'Disagree', 'Somewhat Agree', 'Agree' and 'Strongly Agree'. This report presents a bar chart for each statement, and includes the proportion and number of respondents (in parentheses) by level of agreement.

The following legend indicates the colours associated with each response option:



Evaluation Survey Report, or if you require this report in an accessible format, please feel free to contact Melanie Hewitt, Director, Institutional Research and Planning at (905)721-2000 x2266 or Melanie.Hewitt@durhamcollege.ca.

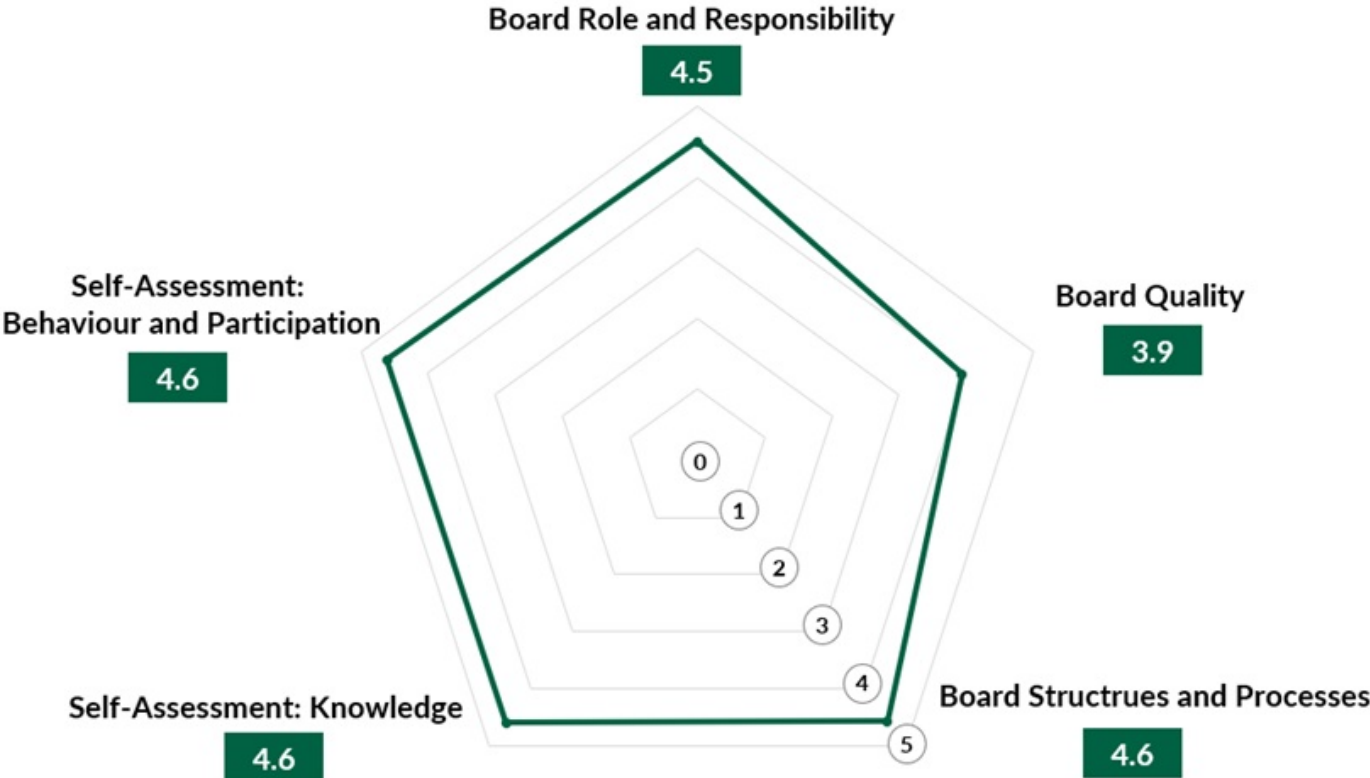
Please note that this analysis is only based on the answers provided by respondents, and therefore excludes non-responses.

Freedom of Information and Protection of Privacy Act Notice: All information provided will be kept strictly confidential in accordance with Durham College's data governance policies, and related provincial and federal legislative requirements, specifically, *Freedom of Information and Protection of Privacy Act, R.S.O. 1990*.

I. Summary

The radar chart below shows the scores for each section of questions within the survey. Scores represent the average (mean) response based on a 5-point scale, where 'Strongly Disagree' is 1, 'Disagree' is 2, 'Somewhat Agree' is 3, 'Agree' is 4 and 'Strongly Agree' is 5. Responses of "No Opinion" are excluded from this analysis.

Radar charts are useful in identifying areas of strength and areas for improvement. The sections with higher scores (strengths) fall towards the outside of the chart (5).



II. Comparative Snapshot

The following report section presents aggregated feedback across all eight sections of the Board of Governors Effectiveness survey using spark lines. Spark lines are useful in identifying areas of strength and areas for improvement. Full question text and score details are provided in subsequent sections of the report.

		2021-22	2022-23	2023-24
Board Role and Responsibility	1. The Board is familiar with the legislative environment it operates under.	4.6	4.4	4.6
	2. The Board understands its accountabilities to the Ministry of Colleges and Universities.	4.7	4.5	4.6
	3. The Board understands its governance role and does not become overly involved in operational issues.	4.6	4.5	4.6
	4. The Board makes decisions that are aligned with the College's mission, vision, values, and strategic goals.	4.9	4.7	4.6
	5. The Board provides sufficient financial oversight with due attention to ensuring that the College operates to a balanced budget and is financially sustainable in the long-term.	4.7	4.7	4.5
	6. The Board provides oversight to ensure high-quality programs that lead to student success.	4.7	4.3	4.4
	7. The Board has established effective monitoring and reporting processes that allow it to assess the overall performance of the College against established targets (e.g., SMA, KPI).	4.5	4.5	4.4
	8. The Board ensures that significant risks to the viability and the success of the College are identified and managed appropriately.	4.8	4.1	4.4
	9. The Board ensures that corrective action is taken when performance concerns become apparent.	4.6	4.4	4.4
Board Understanding	1. Setting the strategic direction.	4.9	4.8	4.7
	2. Selecting and evaluating the president.	4.8	4.7	4.8
	3. Overseeing College performance.	4.6	4.6	4.5
	4. Organizing the Board to perform its role.	4.5	4.6	4.6
Board Performance	1. Setting the strategic direction.	4.7	4.4	4.6
	2. Selecting and evaluating the president.	4.6	4.5	4.6
	3. Overseeing College performance.	4.3	4.5	4.4
	4. Organizing the Board to perform its role.	4.6	4.5	4.5

		2021-22	2022-23	2023-24
Board Contribution	1. Strategic Plan	4.8	4.5	4.4
	2. Business Plan	4.5	4.4	4.2
	3. Annual Report	4.5	4.2	4.1
	4. Annual Budget	4.7	4.6	4.1
Board Quality	1. The Board uses its skills matrix appropriately to recruit Governors with varied skills.	4.6	4.4	3.8
	2. The Board reflects the diversity of the community served.	3.1	4.2	3.5
	3. Governors receive orientation that prepares them to contribute effectively to the Board.	4.4	4.4	4.2
	4. Issues related to Board performance are dealt with appropriately.	4.4	4.4	4.2
Board Structures and Processes	1. The Board develops an annual work plan with consideration to the College's strategic directions and the Board's role.	4.6	4.7	4.4
	2. The annual work plan helps the Board understand and perform its role.	4.6	4.5	4.4
	3. Committees are effective in supporting the work of the Board.	4.6	4.7	4.6
	4. The Board regularly evaluates its performance and uses the results to continuously improve.	4.5	4.8	4.3
	5. Board agendas focus on items that are within the Board's role.	4.9	4.8	4.8
	6. Meeting materials are received sufficiently in advance.	4.5	4.5	4.6
	7. Meeting materials are appropriate and prepare Governors to make decisions.	4.7	4.5	4.6
	8. The Board deals with in-camera business appropriately.	4.8	4.5	4.8
	9. The Board spends sufficient time on strategic and generative type discussions.	4.6	4.3	4.2
	10. The Board Chair conducts the meeting in a way that moves the business of the Board forward.	4.9	4.8	4.6
	11. The Board Chair ensures all sides of an issue are heard.	4.9	4.7	4.6
	12. The Board Chair invests time in building relationships with the president and Governors.	4.9	4.6	4.6
	13. The Board understands the Chair's role as the official spokesperson.	4.6	4.6	4.8
	14. The Board works together effectively.	4.6	4.6	4.4

	2021-22	2022-23	2023-24	
Self-Assessment: Knowledge	1. I have a good understanding of the college system.	4.4	4.1	4.4
	2. I am aware of the College's mission, vision, and values.	4.8	4.8	4.7
	3. I am familiar with the strategic plan and take it into account when making decisions.	4.8	4.5	4.4
	4. I understand the difference between the governance role of the Board and the role of senior management.	4.9	4.8	4.8
	5. I am sufficiently knowledgeable in financial matters to understand the College's financial position.	4.7	4.3	4.1
	6. I am aware of the Board's conflict of interest policy.	4.8	4.7	4.8
	7. I declare conflicts of interest as they arise.	5.0	4.9	4.8
	8. I have reviewed the Board's annual work plan.	4.7	4.8	4.6
	9. I have reviewed the Board's annual goals.	4.7	4.7	4.6
	10. I have reviewed and understand the Board's by-laws and policies.	4.7	4.4	4.5
	11. I consistently adhere to the Board's code of conduct.	5.0	4.8	4.8
Self-Assessment: Behaviours and Participation	1. I am able to contribute my skills, experience, and perspectives to the Board.	4.3	4.4	4.6
	2. I am able to contribute to the Committees on which I serve.	4.4	4.5	4.5
	3. I listen to and consider the views of others.	4.8	4.9	4.9
	4. I come prepared to meetings.	4.8	4.8	4.6
	5. I feel comfortable asking questions to help me make decisions.	4.8	4.5	4.4
	6. I am able to express my views even when I may be in a minority.	4.6	4.5	4.4
	7. Once a decision is made, I respect the decision of the Board.	5.0	4.9	4.9
	8. I meet or exceed attendance requirements.	4.8	4.8	4.8
	9. I support the College's events and activities (where appropriate).	4.7	4.8	4.4
	10. I participate in the Board's education program (e.g., Learn More series)	4.5	4.5	4.2
	11. I have taken training provided by the College Centre of Board Excellence.	4.3	4.3	4.2
	12. I make decisions in the best interest of the College.	4.9	5.0	4.9
	13. I respect and maintain confidentiality.	5.0	5.0	4.9

III. Results 2023-24

The following report section presents the proportion of agreement with the various statements included in the survey.



Board Role and Responsibility

Please reflect on the following statements and indicate your level of agreement.

1. The Board is familiar with the legislative environment it operates under.	52.9% (9)	41.2% (7)	
2. The Board understands its accountabilities to the Ministry of Colleges and Universities.	64.7% (11)	29.4% (5)	
3. The Board understands its governance role and does not become overly involved in operational issues.	64.7% (11)	35.3% (6)	
4. The Board makes decisions that are aligned with the College's mission, vision, values, and strategic goals.	64.7% (11)	29.4% (5)	
5. The Board provides sufficient financial oversight with due attention to ensuring that the College operates to a balanced budget and is financially sustainable in the long-term.	52.9% (9)	35.3% (6)	
6. The Board provides oversight to ensure high-quality programs that lead to student success.	58.8% (10)	23.5% (4)	17.6% (3)
7. The Board has established effective monitoring and reporting processes that allow it to assess the overall performance of the College against established targets (e.g., SMA, KPI).	47.1% (8)	47.1% (8)	
8. The Board ensures that significant risks to the viability and the success of the College are identified and managed appropriately.	47.1% (8)	47.1% (8)	
9. The Board ensures that corrective action is taken when performance concerns become apparent.	52.9% (9)	29.4% (5)	11.8% (2)

The Board understands its role in the following core areas:

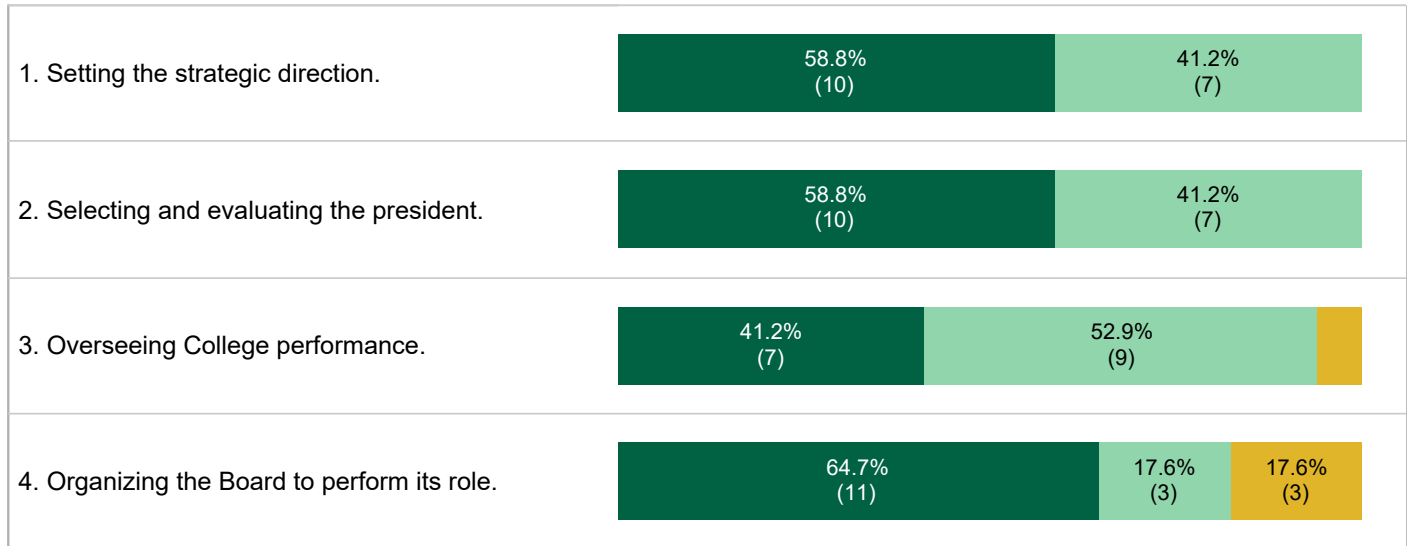
1. Setting the strategic direction.	70.6% (12)	29.4% (5)
2. Selecting and evaluating the president.	76.5% (13)	23.5% (4)
3. Overseeing College performance.	52.9% (9)	47.1% (8)
4. Organizing the Board to perform its role.	64.7% (11)	35.3% (6)

■ Strongly Agree
■ Disagree

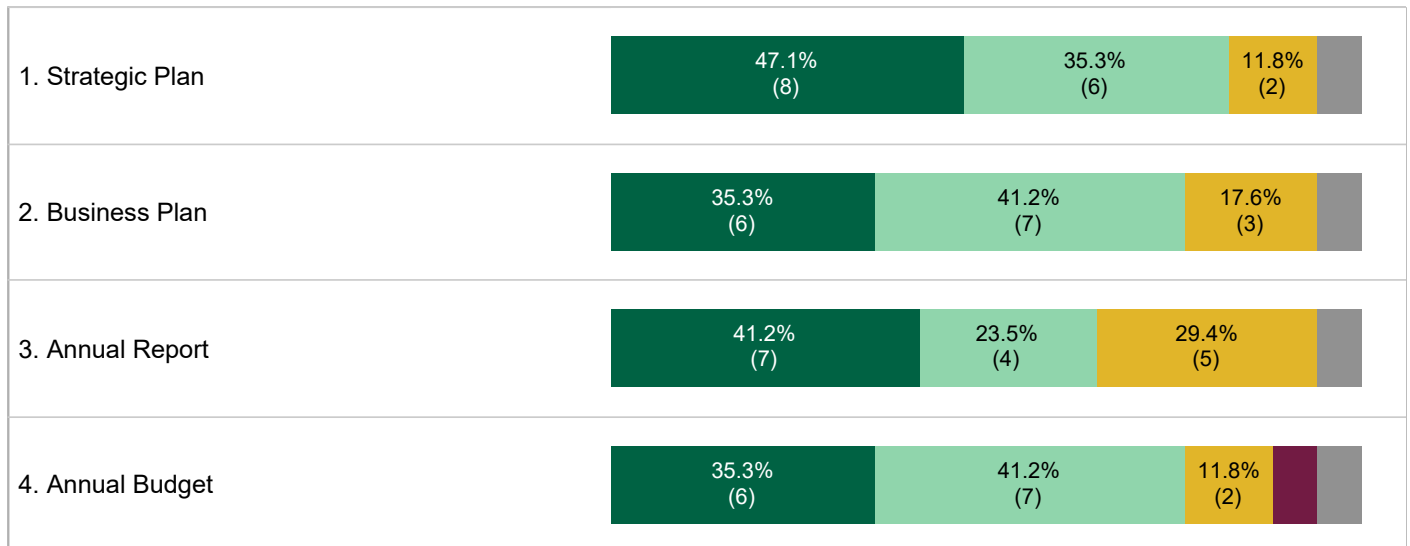
■ Agree
■ Strongly Disagree

■ Somewhat Agree
■ No Opinion

The Board performs its role effectively in each of the following core areas:



The Board contributes effectively to the review and approval of the:



List the key actions the board could undertake to improve the understanding and performance of its role.

1	Annual review of the role, responsibilities and liabilities of the Board. Elizabeth Cowie has provided a presentation a few times and governors found it very valuable. Ideal to have this presentation during the first board meeting each year.
2	As a new governor, what I've seen to date are appropriate actions. No concerns.
3	Clarify how the mandate is used to inform the strategic plan & then how the business plan/annual plan are scaffolded from the strat plan & the work completed to date.
4	I believe this Board is highly functional, has good direction and maintains its core values and goals. I do not have any suggestions for improvement at this time.
5	I think the board understands this really well...
6	I think there are a number of strategies in place to ensure the DC Board is high-performing.
7	More education sessions for the governors. Mentoring/check-in sessions with senior experience governors/chairs.
8	Perform regular performance evaluations of the President following the refreshed process. Ensure Board members understand the level of time commitment necessary to perform its role effectively.
9	I do not have a lot to add on this front - while I appreciate the orientation I was given and found it very helpful (and welcoming), I expect that the typical orientation in September and Good Governance training would likely add a little more context to the Board's role. I think what surprised me was the scope of responsibilities of the President and the executive team relative to that of the Board.
10	I think that the Board overall understands its roles. However, like any oversight body -- or institution for that matter -- there always remain a few outliers who either appear less aware or are perhaps not availing themselves of the opportunities to learn and increase understanding. For example, the Learn More Series are crucial for increasing understanding, and yet not everyone can attend. What if the Board initiated its own internal governance certificate that Governors receive upon participating in, let's say, 5 Learn More Series during one term as Governor? Or perhaps a letter of recognition that is provided by the Chair and President upon the end of their term. That may prompt the outliers to engage and to help mitigate any lack of understanding.
11	Onboarding process is a critical step to ensure the board is able to operate at the highest possible performance level. I have appreciated all the time invested in onboarding me to the board this year. I strongly believe further reinforcing the onboarding process will lead to an even stronger board as so much of the board content is specific to colleges and is much different than many board members working experience.

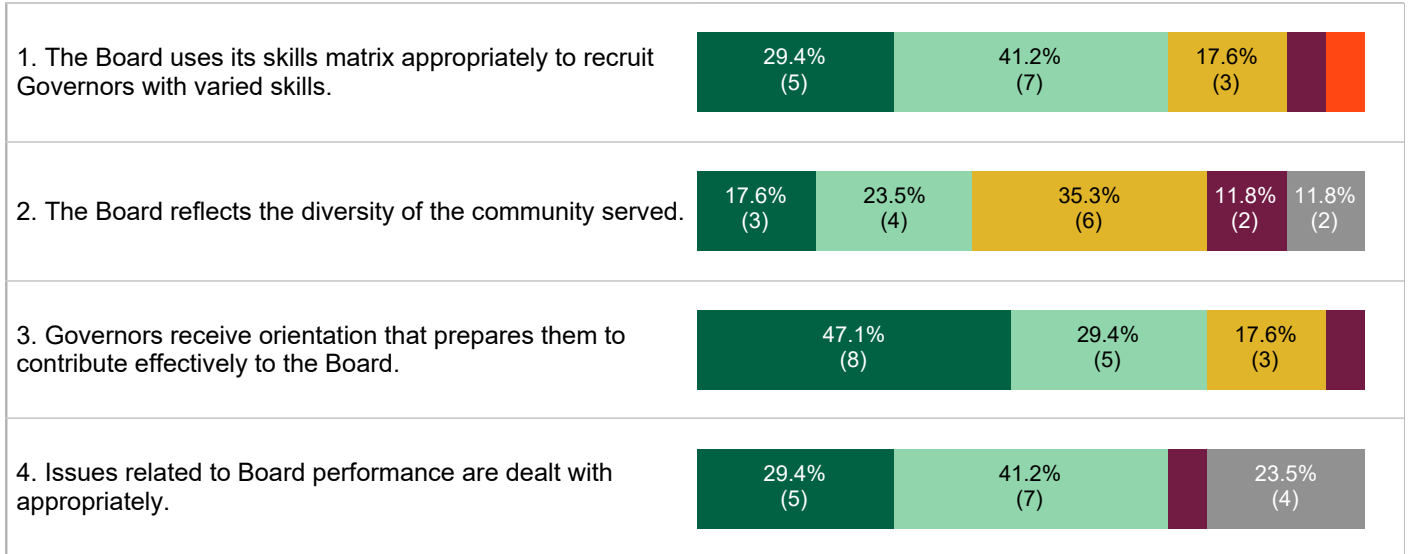
Strongly Agree
Disagree

Agree
Strongly Disagree

Somewhat Agree
No Opinion

Board Quality

Please reflect on the following statements and indicate your level of agreement.



Please provide brief comments or specific suggestions related to the quality of the Board.

1	Based on new Governor feedback, more could be done to explain the makeup of the Board, ie: internal, external, LGIC governors.
2	Expanding our recruitment efforts to consider lived experiences along with the skill matrix.
3	From my limited experience, I do think that this Board is comprised of exceptional individuals who represent the community well and who work well together. I cannot speak fully to the orientation process, but I still found my orientation extremely helpful.
4	I have really appreciated the varied perspectives on the board and the variety of questions being asked at meetings. I have found board meetings to have a great level of engagement and preparedness by board members.
5	Need to ensure best quality individuals not people who fill a perceived slot.
6	Our Board is engaged, comes to meetings prepared, and performs at a high-level.
7	Continue to strive for increased diversity of the Board members. Provide opportunities and encourage Board members to connect and develop relationships to foster mutual respect.
8	I think the quality of the board is very good. I would however like to explore more community representation -- perhaps members observing the board for an opportunity to join....
9	I think that Board onboarding and recruitment works well within the framework that it has little control over (i.e., that many Board members are appointed or elected and therefore fall outside the scope of nominating). While the Board may never reflect the diversity of the community served, it's good that we continue to engage in a conversation about what this means. There's value in the discussion, even though we may not agree on what this looks like in practice or even how to come close to achieving that.
10	Overall, Durham College has a high quality board. However, the letter that was sent to the Ontario Government concerning the governors it has appointed concerns me. Personally, I didn't like the letter, its contents or the fact it was not discussed before being sent. I have seen two other situations similar to this that left a bad taste. Both related to governor appointments.
11	The BOG does not have agency over the internal governors or the LGIC appointments - making it a challenge to fulfil the expectations for EDIB while still attracting governors with specific skills/expertise. Off-cycle intakes of new governors may present a scheduling challenge, best to strive for a similar intake program, where possible.
12	Quality of Board is very good. Benchmarking with other Boards on effectiveness. What does board health metrics look like at DC and do we understand how healthy we are as a board?

List up to three topics you would like to see presented as part of Board education.

1	<ol style="list-style-type: none"> 1) How would Durham College operate if all international students were no longer admitted or heavily reduced to the country? 2) Comparing/bench marking against Ontario and Canada's other public colleges in categories TBD. 3) Where does DC see opportunities for growth in students and/or facilities?
2	<p>I think that the Board may benefit from a clearer idea about labor relations and the college sector. What about a Learn More on something like Historical Context and Challenges that address where we've come from and where we're headed. This may help to contextualize our new President's five pillars and help us orient ourselves to her strategic vision and vice versa. I think that a deep dive into AI should also be on our agenda for sometime in the next two years.</p>
3	<p>I'd would like to see an EDI course or orientation similar to what we do for indigenous training around cultural competence.</p>
4	<p>Ministry briefing on various college and university methods of operation.</p>
5	<ol style="list-style-type: none"> 1. Master Plan & 5-10 yr projections for built environment usage/maintenance. 2. Demographic projections for next 5-10 years & projected impact on enrolment. 3. Micro credentialling & uptick in provision by tech / social media (LinkedIn) - what does the DCLT project will happen & how are they responding?
6	<ol style="list-style-type: none"> 1. Overview of foundations investments and strategy. 2. Why students fail or become disappointed in the college. 3. More on student homelessness, mental health, support services.
7	<p>External market scan of key inputs to business plans -i.e. demographics (enrolment), high demand skills (academic programing), etc. Overview of guidelines for partnerships and HNW donors i.e. Weston Family, Barrett Family. Capacity planning.</p>
8	<p>Longer term external factor risks (5 to 7 years) and mitigation plans. Strategic initiative roadmap at higher level - what does the journey look like? Impact of college on engineering and construction industry.</p>
9	<p>Meaningfully attending to EDIB (continue the discussion started at the 2024 Retreat). International Enrolments - immediate and long-term impact to DC. Cyber Security - how is DC protecting against threats and breaches.</p>
10	<p>University/College relationship and opportunities. How the College effectively manages its real estate holdings.</p>

Strongly Agree
Disagree

Agree
Strongly Disagree

Somewhat Agree
No Opinion

Board Structures and Processes

Please reflect on the following statements and indicate your level of agreement.

1. The Board develops an annual work plan with consideration to the College's strategic directions and the Board's role.	41.2% (7)	52.9% (9)		
2. The annual work plan helps the Board understand and perform its role.	47.1% (8)	41.2% (7)		
3. Committees are effective in supporting the work of the Board.	64.7% (11)	29.4% (5)		
4. The Board regularly evaluates its performance and uses the results to continuously improve.	52.9% (9)	29.4% (5)	11.8% (2)	
5. Board agendas focus on items that are within the Board's role.	82.4% (14)	17.6% (3)		
6. Meeting materials are received sufficiently in advance.	76.5% (13)	17.6% (3)		
7. Meeting materials are appropriate and prepare Governors to make decisions.	70.6% (12)	23.5% (4)		
8. The Board deals with in-camera business appropriately.	82.4% (14)	17.6% (3)		
9. The Board spends sufficient time on strategic and generative type discussions.	41.2% (7)	41.2% (7)	17.6% (3)	
10. The Board Chair conducts the meeting in a way that moves the business of the Board forward.	76.5% (13)	11.8% (2)	11.8% (2)	
11. The Board Chair ensures all sides of an issue are heard.	76.5% (13)	11.8% (2)	11.8% (2)	
12. The Board Chair invests time in building relationships with the president and Governors.	76.5% (13)	17.6% (3)		
13. The Board understands the Chair's role as the official spokesperson.	76.5% (13)	23.5% (4)		
14. The Board works together effectively.	58.8% (10)	23.5% (4)	17.6% (3)	

Please provide brief comments or specific suggestions related to the Board's structures and processes.

1	Annual review of the committee TOR is a great practice. Recommend in-person meetings for the 1st committee session of each fiscal year.
2	Board structure and processes are effective.
3	I am adjusting to the practice of movers/seconders being prescribed in advance. Not totally comfortable with that. I know that moving/seconding is to get the motion on the floor, however I would prefer that Board members be permitted to choose what motions to move/second.
4	I do not have a lot to add given the length of my tenure - though I will note that I feel there is significant value to in-person meetings, especially as a student. I understand why committee meetings are usually virtual, but I would prefer a hybrid option in most circumstances.
5	Not sure this comment fits here or not. I can't recall if we do this, but it may be helpful to have the Chairs of each committee provide a very brief overview of the committee's function and scope. This could be done during orientation or early on in the year. Encourage all governors to attend a committee meeting that is outside of the one they are assigned to.
6	Sometimes feel meetings are run with more concern that meetings is run to comply with a timeline rather than complete discussion.
7	We have a well structured Board.
8	We have had very effective Chairs during my tenure and Gail very much follows in that path. The Board is high functioning.
9	Continue to strive towards more time on the agenda for generative discussions and less presenting of materials that should be already read in advance. Consider having board and committee pre-meetings with the Chairs to avoid surprises; encourage BOG to send chair comments in advance.
10	Joining the board has been an intensive learning process, especially in understanding the unique dynamics of a college board compared to private sector boards. A significant challenge I've encountered involves navigating the extensive background materials for discussion topics. Often, it's difficult to locate specific documents within the pre-read materials or across different files. Improving the organization and accessibility of these materials could greatly enhance the efficiency and effectiveness of our board meetings. The BOG portal is an amazing asset, it would be great if the pre read pdf's could have embedded hyper link page numbers in the table of contents and through out the document.

The most important thing the Board could do to improve its effectiveness is:

1	Adopt a BOG leadership development plan.
2	An option for a longer term for committee and board chairs/vice-chairs. A 1 year term for board chair is very short with the complexities of a college.
3	Benchmarking with other Boards to determine effectiveness. Board members getting know each strengths and industry experiences - 'breaking bread' sessions. Feedback from presenters.
4	Continue to appoint the most qualified person, ensuring equal opportunity for all and not falling into the trap of appointing someone because they are a certain gender/nationality.
5	Continue to be transparent and communicate. Despite the best efforts along these lines, some Governors feel left out of the conversation. Additionally, the Board should raise its profile at the college. Should the Board have an increased social media presence and what would that entail?
6	I think the Board do most things well and have the best of intentions. I think perhaps something on Board member wellness. Board members aren't always in the same space physically, and mentally for their Board tenure---some support will help to ensure the Board's consistency and continued effectiveness.
7	More formal succession planning for board members including ensuring there are sufficient members seeking leadership positions as Chair / Vice Chair.
8	Non internal briefings, on issues.
9	Not so much an area for improvement, but continued communication excellence is a strength!

Strongly Agree
Disagree

Agree
Strongly Disagree

Somewhat Agree
No Opinion

Self-Assessment: Knowledge

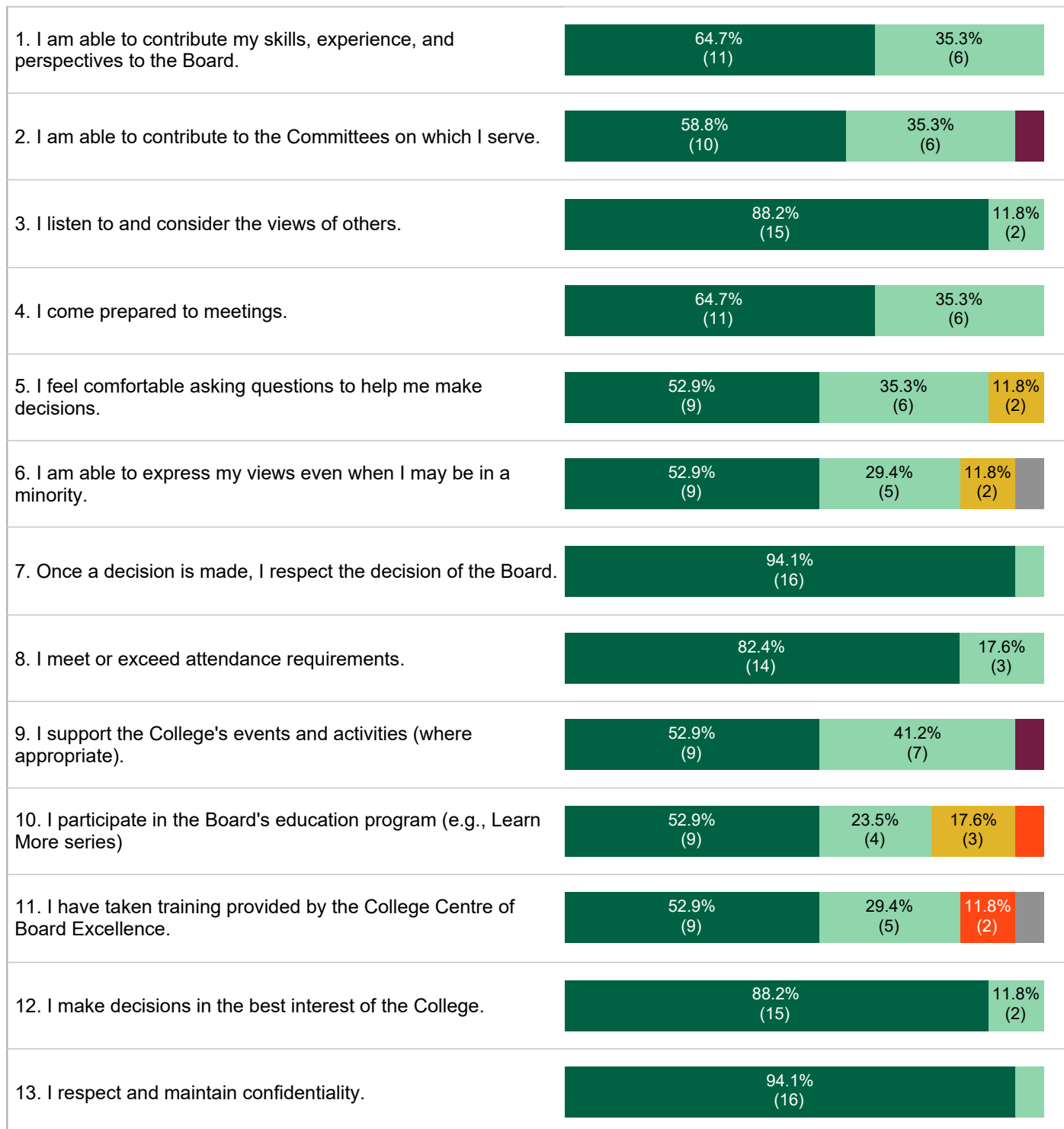
1. I have a good understanding of the college system.	52.9% (9)	35.3% (6)	11.8% (2)
2. I am aware of the College's mission, vision, and values.	76.5% (13)	17.6% (3)	
3. I am familiar with the strategic plan and take it into account when making decisions.	52.9% (9)	35.3% (6)	11.8% (2)
4. I understand the difference between the governance role of the Board and the role of senior management.	82.4% (14)	17.6% (3)	
5. I am sufficiently knowledgeable in financial matters to understand the College's financial position.	35.3% (6)	41.2% (7)	23.5% (4)
6. I am aware of the Board's conflict of interest policy.	82.4% (14)	17.6% (3)	
7. I declare conflicts of interest as they arise.	82.4% (14)	17.6% (3)	
8. I have reviewed the Board's annual work plan.	64.7% (11)	29.4% (5)	
9. I have reviewed the Board's annual goals.	64.7% (11)	29.4% (5)	
10. I have reviewed and understand the Board's by-laws and policies.	58.8% (10)	29.4% (5)	11.8% (2)
11. I consistently adhere to the Board's code of conduct.	82.4% (14)	11.8% (2)	

Strongly Agree
Disagree

Agree
Strongly Disagree

Somewhat Agree
No Opinion

Self-Assessment: Behaviours and Participation



Please provide any final comments that you'd like to share about your experience on the Board.

1	DC's BOG is a best practices exemplar for governance & professionalism.
2	I believe the way dinner is served is better done in a dining room where board and staff can sit together and rotate individuals to better get to know each other.
3	My board experience has been an excellent learning experience. I look forward to contributing more as I become more experienced.
4	My first term ends as the Academic Governor and I am seeking reelection. Hopefully, I will continue into a second term.
5	Overall very positive and continuing to be energized at each meeting and interaction with DC.
6	Overall, I think the board works well. I enjoy the meaningful engagement, thoughtful discussions, consideration, respect for staff, and deliberate efforts not to interfere with the College business operations.
7	This past year has been an exciting year for the Board and I'm most looking forward to participating in the development of our next strategic plan.
8	Being a member of the board has been very rewarding and educational. I have learned a ton so far in my first year of my term. I am interested in taking on more leadership roles on the board in upcoming years of my term. Having not yet completed my first year of service I did not think it was appropriate to take on chairing/vice chairing the board or committees.
9	I have enjoyed my second year much more than the previous year. Being a committee vice-chair, taking on a mentor role, conducting new governor interviews has helped me learn more about the Board and the college system. I enjoy taking an active role within the Board.
10	My rankings in this survey have largely been in the Agree and Somewhat Agree columns. As I learn more and participate more, I believe my ranking/score in this assessment tool will rise, as I gain more experience. Lastly, I am very happy about the change in leadership and the hiring of Elaine Popp.
11	<p>I don't feel I was able to offer much support to the new Governor I was paired with as they came with a strong governance understanding and board experience. We did connect at the beginning of the year, but they have agreed to reach out to me if they have any questions. I wouldn't want this to reflect as not being engaged as an orientation buddy. Happy to do this again!</p> <p>I served my first term on the Nominating Committee and appreciate expanding my committee experience this year by joining the Governance Review Committee. I would appreciate another year with this Committee to continue my learning.</p>
12	<p>First, I want to acknowledge that I do not necessarily expect to be re-elected to this position for a second term. There are some very strong candidates this year, many who I believe would do Durham College and this position proud. But we will see what happens!</p> <p>Having the opportunity to sit on the Board as Student Governor has undoubtedly been the highlight of my post-secondary career. I will be forever grateful to the Board, DC's leadership, and especially the student population for the opportunity. This experience will likely change the path of my career - I want to have a seat at tables like this one again in the future.</p> <p>This experience has also strengthened my respect and love for Durham College - I do hope that there will be continued opportunities to serve and represent DC in the future. I have been to many educational institutions, and have never felt the kind of connection as I have here - I will always be DC proud.</p> <p>Thank you for making me feel welcome, for listening to the student voice, and for leading the way!</p>

Governance Refresher



October 12, 2022



Overview

- Governance Framework
- Role of the Board
- Governors' Duties and Expectations
- Consent Agenda
- New Changes Under ONCA



College Objects

“The **objects** of the colleges are to offer a comprehensive program of career-oriented, post-secondary education and training to assist individuals in finding and keeping employment, to meet the needs of employers and the changing work environment, and to support the economic and social development of their local and diverse communities.”

Reference: Ontario Colleges of Applied Arts and Technology Act, 2002

Directives, By-laws and Policies

Governors must review and comply with:

- By-laws of the college
- Policies of the board
- Minister's Binding Policy Directives, including (in particular) on:
 - Governance and Accountability Framework
 - Conflict of Interest



Reference: Prince, V. (2021). Borden Ladner Gervais. Durham College Governance Session [Slide deck].

Governance Framework

Governors must review and comply with:

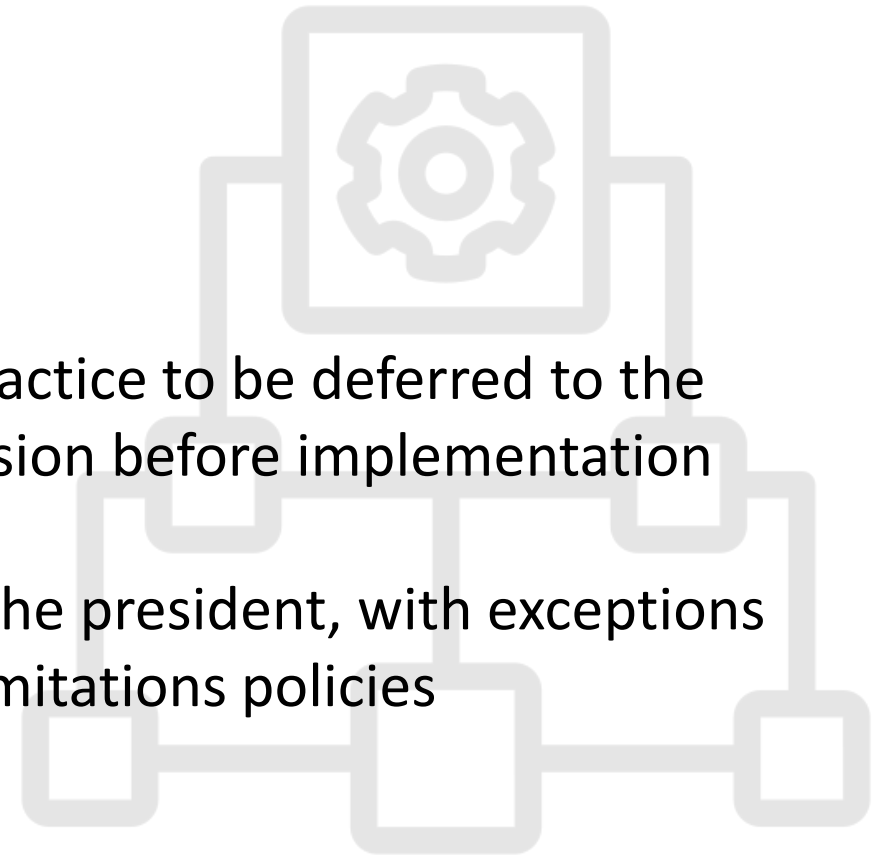
- Board establishes written policies that address expected outcomes, executive limitations, the board-president relationship, how the board will govern itself
- Comprehensive governance review conducted by BLG in 2022 resulted in revised by-laws and policies
- New documents incorporate requirements under ONCA



Governance Framework

Governors must review and comply with:

- Any proposed changes to a governance practice to be deferred to the Governance Review Committee for discussion before implementation
- Board delegates operational authority to the president, with exceptions to that authority expressed in executive limitations policies



Governors' Duties and Expectations

Role of the Board

As per the Governance and Accountability Framework, at minimum the Board is to:

- establish governance structures
- set corporate visions/goals/strategic direction & monitor alignment of operations with such goals and directions
- take corrective action as necessary when expected outcomes or quality of performance are not achieved

Governors' Duties and Expectations

Role of the Board

As per the Governance and Accountability Framework, at minimum the Board is to:

- hire & assess officer (e.g. President) performance, delegate accountability to President and other officers where reasonable
- approve business plan, strategic plan, budget, annual report and overall decisions affecting the corporation (the college)
- act to correct poor performance

Reference: Ministry Binding Policy Directive – Governance and Accountability Framework

Governors' Duties and Expectations

Standard of Care

- Governor must act honestly, in good faith, with a view to the best interest of the corporation, and
- Governors must exercise care, diligence and skill that a **reasonably prudent person** would exercise in comparable circumstances

Governors' Duties and Expectations

Standard of Care

Governors can rely in good faith on:

- Financial statements represented by officer or auditor to present fairly the financial position of the corporation
- Report or advice of an officer or employee – if reasonable in the circumstances to rely on report or advice
- Report or advice of an expert: lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to statements made by them

Reference: Prince, V. & Carre, K. (2022). Borden Ladner Gervais. Colleges Ontario: Transition to the Not-for-Profit Corporations Act, 2010 – ONCA is Finally Here! [Slide Deck]

Governors' Duties and Expectations

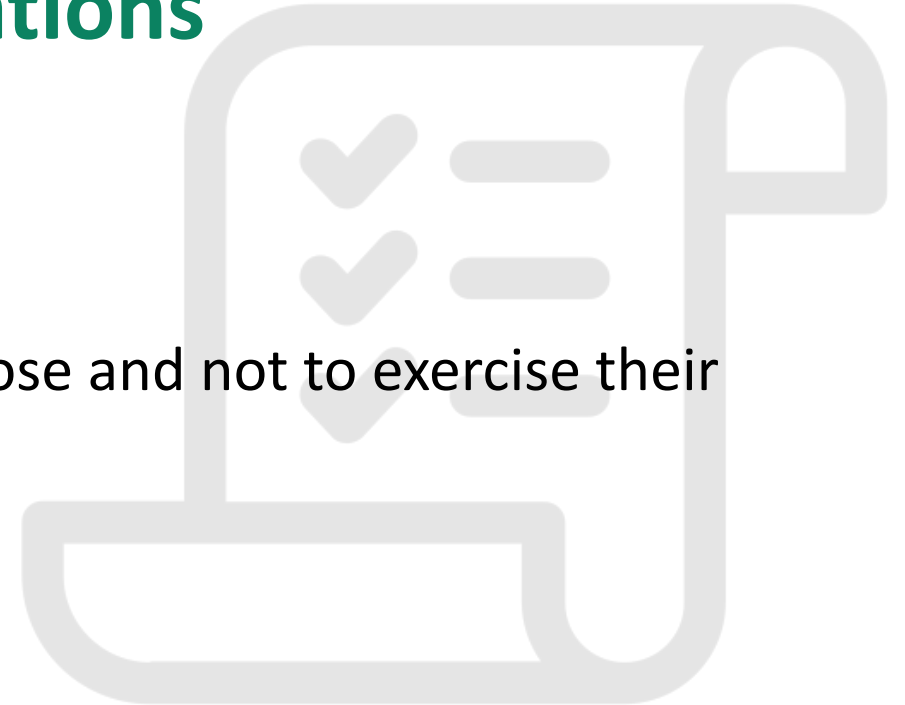
Rules of Fiduciary Conduct

Acting in good faith

- Requires governors to act for a proper purpose and not to exercise their powers for a collateral purpose

Exercising power honestly

- Requires governors to exercise their powers honestly and not for personal benefit



Governors' Duties and Expectations

Rules of Fiduciary Conduct

Maintaining loyalty

- Requires governors to act in the interests of the college, and not in the interests of any party that they may feel they represent

Governors' Duties and Expectations

Rules of Fiduciary Conduct

Respecting confidentiality

- Governors must respect the confidentiality of matters not disclosed to the public, particularly matters discussion in-camera
- The board chair is the official spokesperson of the board

Governors' Duties and Expectations

Rules of Fiduciary Conduct

Obedience (or duty of solidarity)

- A governor who is opposed to a board decision that has been duly approved has a duty to respect and adhere to that decision
- The minority must respect and support the decision of the majority; the board speaks with one voice
- Duty of obedience includes obligations to ensure the college operates within its legislative framework

Governors' Duties and Expectations

Rules of Fiduciary Conduct

Avoiding conflicts of interest

- It is inherent in a governor's fiduciary duty that conflicts of interest be avoided

Reference: Manual for Effective College Governance: A Resource Manual for Ontario Colleges

Demonstrating Fiduciary Responsibility

- Come to meetings prepared, having read the agenda materials
- Declare conflicts of interest as appropriate
- Keep confidential materials secured (shred hard copy documents post-meeting)
- Ask questions if you don't understand

Demonstrating Fiduciary Responsibility

- Attend Board and Committee meetings on time
- Keep informed about College activities and trends
- Participate in professional development opportunities
- Keep the College's values in the forefront when making decisions

Reference: Manual for Effective College Governance: A Resource Manual for Ontario Colleges

Directors and Officers Liability Insurance

- The College provides Directors and Officers Liability Insurance, up to \$20M
- By-law No. 1 outlines:
 - Indemnities to Governors and Board Officers, including when individuals are not covered (S. 10.3)
 - Protection of Governors and Board Officers

Reference: Manual for Effective College Governance: A Resource Manual for Ontario Colleges

How does the consent agenda work?

- A consent agenda allows the board to approve a number of items together without discussion or individual motions
- Governors should review the consent agenda items prior to the meeting with the expectation that no discussion will take place, unless an item is pulled from the consent agenda at the request of a governor
- Materials and motions proposed to be dealt with under the consent agenda portion of the agenda will be clearly identified in the meeting package

Reference: Board Policy: Consent Agenda

Decision, Discussion and Information Items (as per the new consent policy)

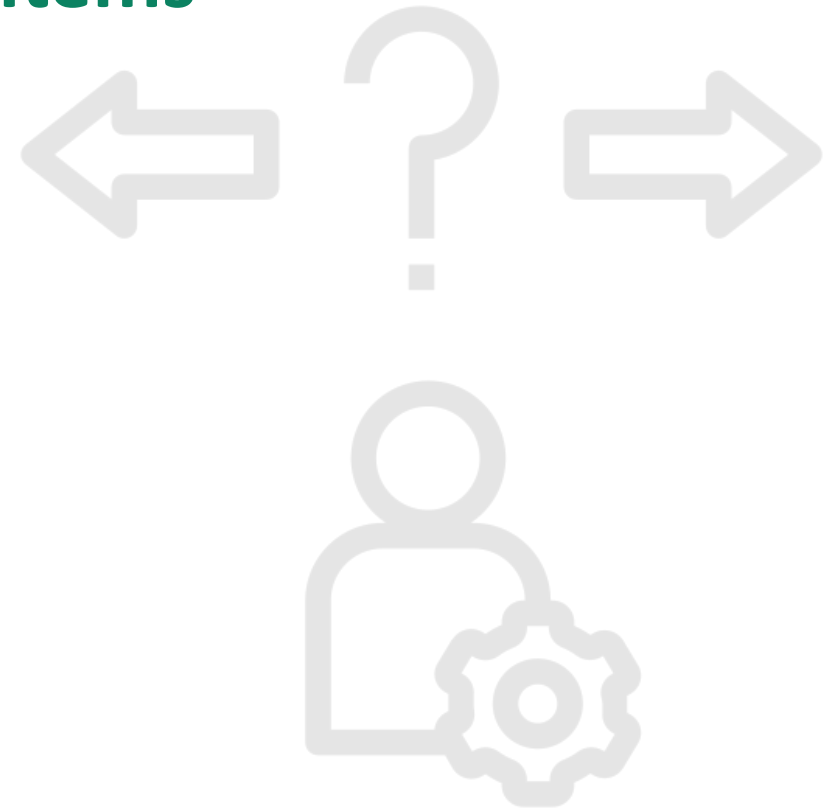
Decision items

- Items for which the board is required to make a decision
- Only decision items will require a motion, seconder and a vote.
- May be placed on the consent agenda
- May be presented by staff

Decision, Discussion and Information Items (as per the new consent policy)

Discussion items

- Items for discussion (no decision required)
- No motion required
- May be presented by staff



Reference: Board Policy: Consent Agenda

Decision, Discussion and Information Items (as per the new consent policy)

Information items

- Items that may be of interest to the board that do not require a decision or discussion
- No motion required
- Will not be presented by staff and no discussion unless a governor has a question



Reference: Board Policy: Consent Agenda

New Requirements Under ONCA

Governor decision making

- Governors have a general authority to manage or supervise the management of **activities** and **affairs** of the college
- Broad power of delegation to an officer or committee of governors
- Non-delegable powers that must be exercised by full board of governors:
 - Filling board vacancies/auditor vacancies
 - Issuing debt obligations (except as specifically authorized by governors)
 - Approving financial statements
 - Adopting, amending and repealing by-laws

New Requirements Under ONCA

Deemed Consent to Resolutions

- A governor present at a meeting is deemed to have consented to any resolution passed, unless:
 - Their dissent is recorded in the minutes;
 - They request that their dissent be entered into the minutes;
 - They give their dissent to the secretary of the meeting before it ends; or
 - They submit their dissent immediately after the meeting ends.

New Requirements Under ONCA

Deemed Consent to Resolutions

- If a governor votes or consents to a resolution, they are not entitled to enter a dissent.
- If a governor is not present at a meeting, the governor is deemed to have consented to any resolution or action at that meeting, unless they dissent **within 7 days** of becoming aware of the resolution.

Reference: Prince, V. & Carre, K. (2022). Borden Ladner Gervais. Colleges Ontario: Transition to the Not-for-Profit Corporations Act, 2010 – ONCA is Finally Here! [Slide Deck]