



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

Date: Monday, September 16, 2024

Location: Oshawa Campus, Durham College Boardroom A144

Members Present: Dwight Townsend, Committee Chair
Brandon Bird
Kelly Doyle, Committee Vice Chair
Kwende Thomas
Lisa Allen, Board Chair
Elaine Popp, President

Staff Present: Jean Choi, Vice President, Academic and Students
Melissa Pringle, Manager, Board Governance and Privacy

Guests: Danny Nashman, The Potential Group (attended virtually)
Jackie McCaffrey, The Potential Group (attended virtually)

1. CALL TO ORDER

With quorum present, the Committee Chair called the meeting to order at 7:05 p.m.

The Committee Chair introduced staff and guests in attendance.

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 Doyle

Seconded by Governor Bird

"That the agenda for the September 16, 2024, Governance Review Committee meeting be approved as presented." CARRIED

4. INTRODUCTION OF STRATEGIC PLAN ENGAGEMENT EXERCISE

The President introduced guests from The Potential Group who were in attendance.

The Potential Group presented a community engagement exercise for Governors to complete before the strategic planning session on October 17, 2024.

The Committee questioned The Potential Group. In response to questions, the President clarified that the Board's Internal Governors should reach out externally rather than talk to their peers.

5. APPROVAL OF PREVIOUS MINUTES

5.1 Minutes of the May 15, 2024, Governance Review Committee Meeting

The Committee reviewed its minutes from the May 15, 2024 Governance Review Committee meeting.

Moved by Governor Doyle

Seconded by Governor Allen

"That the minutes from the May 15, 2024, meeting of the Governance Review Committee be approved as presented." CARRIED

6. REVIEW OF COMMITTEE TERMS OF REFERENCE

As it was the first Governance Review Committee meeting of the 2024-2025 Board year, the Committee reviewed its terms of reference.

A brief discussion ensued about the fact that the Governance Review Committee meetings are open to the public and about the protocol for guests attending the meeting as an observer versus a scheduled delegation.

7. DECISION ITEMS

7.1 Proposed Changes to By-law No. 3

The Committee received a report from the President and Vice President, Academic and Students, regarding proposed changes to By-law No. 3 to merge two groups at the College (College Council and Academic Council) into one new entity known as the College Advisory Council. The Vice President, Academic and Students, highlighted significant changes regarding the role of the group, membership composition, meeting frequency, and role of the President. Furthermore, the President advised the by-law was required to comply with the Minister's Binding Policy Directive on Governance and Accountability.

The Committee questioned the President and Vice President, Academic and Students, regarding the impetus for the change and the current mechanisms for employees and students to access the President.

Further, the Board Secretary advised J. Choi's title would be updated throughout the by-law to Vice President, Academic and Students.

Moved by Governor Allen

Seconded by Governor Doyle

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 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." CARRIED

7.2 Proposed Changes to Board Policy: Committee Terms of Reference

The Committee received a report from the President regarding proposed amendments to the Board's Committee Terms of Reference policy. Significant amendments include removing references to the Executive Committee, approving changes to the leadership team, and establishing new accountability for the Audit and Finance Committee to provide oversight of the endowment investments effective April 1, 2025.

The Committee questioned the President and Board Secretary.

Moved by Governor Thomas
Seconded by Governor Doyle
That the Governance Review Committee recommends to the Durham
College Board of Governors:

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

7.3 Proposed Changes to Board Policy: Board-President Relations

The Committee received a report from the President regarding a minor amendment to the Board's Board-President Relations policy to remove reference to staffing changes at the leadership level being approved by the Board.

Moved by Governor Bird
Seconded by Governor Allen
That the Governance Review Committee recommends to the Durham
College Board of Governors:

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

8. DISCUSSION ITEMS

8.1 Feedback from the 2023-2024 Board Evaluation Survey

The Committee Chair advised the feedback from the 2023-2024 Board Evaluation survey was before the Committee for a preliminary discussion and that subsequent conversations would occur at the Committee to determine what actions, if any, should be taken to address the feedback.

Further, the Committee discussed the statistical significance of changes in specific question categories versus influencing factors such as personality types, recent experiences, and emotions that play into answering survey questions. In response to questions, the President advised that a change of 0.3 was statistically significant enough to warrant a discussion.

Committee members were asked to consider areas for further discussion at the next meeting.

8.2 Preliminary Planning for the Board Retreat (February 2025)

The Committee Chair advised that one of the primary functions of the Committee was to plan the annual Board retreat. A discussion ensued about the retreat's purpose, format, location, and cost. The Committee discussed options to reduce costs as initial estimates ranged between \$17K to \$31K (accommodations and meals only) for a two-night stay at an off-site venue. Following the discussion, the Committee agreed to plan an off-site retreat (Friday night and Saturday) as the preferred option.

8.3 Content Review of Governance Refresher for the October 9 Board Meeting

The Committee discussed the content and form of the upcoming governance refresher training to be provided at the October 9, 2024 Board meeting by the Committee Chair. Additional thoughts for inclusion in the presentation included speaking to communication norms, having candid conversations at the Board table versus parking lot conversations, and understanding influence.

9. INFORMATION ITEMS

There were no information items.

10. MEETING ASSESSMENT

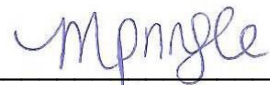
The Committee conducted a roundtable meeting assessment and expressed appreciation for the in-depth conversations, engaging questions, and space to have candid conversations about the context of items on the agenda.

11. ADJOURNMENT

With no further business, the meeting ended at 8:45 p.m.



Dwight Townsend
Committee Chair



Melissa Pringle
Board Secretary