



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

Date: Monday, January 13, 2025

Location: Virtual Meeting, MS Teams

Members Present: Dwight Townsend, Committee Chair (joined at 5:06 p.m.)
Kelly Doyle, Committee Vice Chair
Kwende Thomas
Lisa Allen, Board Chair
Elaine Popp, President

Members Absent: Brandon Bird

Guests Present: Peter Pryce

Staff Present: Melissa Pringle, Manager, Board Governance and Privacy

1. CALL TO ORDER

With quorum present, the Committee Vice Chair called the meeting to order at 5:06 p.m.

2. CONFLICT OF INTEREST DECLARATIONS

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

Governor Townsend joined the meeting and resumed the Chair.

3. APPROVAL OF THE AGENDA

Moved by Governor Doyle

Seconded by Governor Thomas

"That the agenda for the January 13, 2025, Governance Review Committee meeting be approved as presented." CARRIED

4. APPROVAL OF PREVIOUS MINUTES

4.1 Minutes of the November 4, 2024, Governance Review Committee Meeting

The Committee reviewed its minutes from the November 4, 2024, Governance Review Committee meeting.

Moved by Governor Doyle

Seconded by Governor Thomas

"That the minutes from the November 4, 2024, meeting of the Governance Review Committee be approved as presented." CARRIED

5. DECISION ITEMS

5.1 Proposed New Process for Approving the President's Expenses

The Committee reviewed a proposed new process for approving the President's expense claims, including delegating responsibility for approving the President's expenses to the Chair of the Audit and Finance Committee or Board Vice Chair subject to certain exceptions.

A discussion ensued about the intent of the new process and what parameters, if any, should be identified to determine when an expense claim could not be approved by the delegated person. Furthermore, the Committee discussed the current processes in place and signing authority limits for reviewing and approving expenses.

The Committee agreed to amend the proposed motion to strike the words 'Unless there is an expense of \$5K or an expense that will cause a budget pressure on the monthly purchasing card statement at which time the Board will approve the expense claim.'

Moved by Governor Thomas

Seconded by Governor Allen

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

"That the approval of the President's expenses be delegated to the Chair of the Audit and Finance Committee or the Board Vice Chair." CARRIED

5.2 Board By-law No. 4 Due for Review: A By-law to Regulate the Internal Governor Elections

The Committee received an overview of proposed changes to By-law No. 4 from the Board Secretary.

The Committee questioned the Board Secretary concerning the mandatory information session and the vetting of qualifications for Internal Governors.

Moved by Governor Doyle

Seconded by Governor Allen

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

"That based on GOV-2025-03, the recommended changes to By-law No. 4 be approved as presented." CARRIED

5.3 Board Policy Due for Review: Governors Duties and Responsibilities

The Committee received an overview of proposed changes to Board Policy: Governors Duties and Responsibilities from the Board Secretary.

The Committee questioned the Board Secretary regarding professional development opportunities and the proposed language related to fiduciary duties and the concept of loyalty.

Moved by Governor Thomas

Seconded by Governor Doyle

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

"That based on GOV-2025-04, the proposed changes to Board Policy: Governors Duties and Responsibilities be approved as presented." CARRIED

6. DISCUSSION ITEMS

6.1 Development of a Post-Meeting Survey Tool

The Committee discussed the potential creation of a post-meeting survey to replace the current meeting assessment process and agreed that the survey should be simple and not over-engineered. Additionally, the Committee discussed categories of questions to be included in the survey, the use of radio buttons versus text boxes, and whether the survey would be anonymous. Furthermore, the Committee discussed the importance of setting expectations related to the survey and ways to collate and report back on the feedback received. Suggestions included sharing the results at future Governance Review Committee meetings or in the Chair's report at each Board meeting.

Following the discussion, the Committee agreed to simplify the survey and requested the Board Secretary create a sample survey based on the discussion for review by the Committee.

6.2 Finalization of Board Retreat Agenda

The Committee received an overview of the final Board retreat agenda from the President, who highlighted key aspects of each session.

The Committee questioned the President whether there would be any pre-reading material to prepare for the strategic plan sessions.

7. INFORMATION ITEMS

There were no information items.

8. MEETING ASSESSMENT

The Committee Chair provided an assessment of the meeting, noting that the meeting was challenging to navigate but that he respected the ability of everyone to share their opinions even if they differed from others. Furthermore, the Chair remarked that the variety of opinions led to better decision-making (as well as bringing it back to “what are we trying to achieve”) and that it was clear the group could self-regulate if it was going too broad on a topic.

9. ADJOURNMENT

With no further business, the meeting ended at 6:39 p.m.



Dwight Townsend
Committee Chair



Melissa Pringle
Board Secretary