



**Durham College of Applied Arts And Technology
Public Meeting of the Governance Review Committee**

AGENDA

When making decisions, the Board is encouraged to consider the College's values of collaboration, diversity and inclusion, excellence, innovation, integrity, respect, and social responsibility.

Date: Monday, March 10, 2025

Time: 7:00 p.m.

Location: Virtual Meeting, MS Teams

Timing	Item	Page No.
7:00 p.m. to 7:02 p.m.	1. Call to Order	
7:02 p.m. to 7:04 p.m.	2. Conflict of Interest Declarations	
	3. Presentations	
7:04 p.m. to 7:06 p.m.	4. Approval of the Agenda	
	<u>Recommendation</u> <i>That the agenda for the March 10, 2025 meeting of the Governance Review Committee be approved as presented.</i>	
7:06 p.m. to 7:08 p.m.	5. Approval of Previous Minutes	1 to 5
	<u>Recommendation</u> <i>That the minutes from the January 13, 2025 meeting of the Governance Review Committee be approved as presented.</i>	
	6. Decision Items	
7:08 p.m. to 7:13 p.m.	6.1 Proposed Updates to By-law No. 2 – M. Pringle	6 to 15
	<u>Recommendation</u> <i>That the Governance Review Committee recommend to the Durham College Board of Governors:</i> <i>That based on GOV-2025-08, the proposed updates to By-law No. 2 be approved as presented.</i>	

**Durham College of Applied Arts And Technology
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Timing	Item	Page No.
7:13 p.m. to 7:23 p.m.	6.2 Proposed Updates to Board Policy: Whistleblowing – M. Pringle <u>Recommendation</u> <i>That the Governance Review Committee recommend to the Durham College Board of Governors:</i> <i>That based on GOV-2025-09, the proposed updates to Board Policy: Whistleblowing be approved as presented.</i>	16 to 26
7:23 p.m. to 7:28 p.m.	6.3 Proposed Changes to Board Policy: Committee Terms of Reference – M. Pringle <u>Recommendation</u> <i>That the Governance Review Committee recommend to the Durham College Board of Governors:</i> <i>That based on GOV-2025-10, the proposed updates to Board Policy: Committee Terms of Reference be approved as presented.</i>	27 to 34
7:28 p.m. to 7:33 p.m.	6.4 Proposed Changes to Board Policy: Roles and Duties of Officers – M. Pringle <u>Recommendation</u> <i>That the Governance Review Committee recommend to the Durham College Board of Governors:</i> <i>That based on GOV-2025-11, the proposed updates to Board Policy: Roles and Duties of Officers be approved as presented.</i>	35 to 40
	7. Discussion Items	
7:33 p.m. to 7:43 p.m.	7.1 Reflections on Board Retreat and Debrief on Norms Session – E. Popp and L. Allen	



**Durham College of Applied Arts And Technology
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AGENDA

Timing	Item	Page No.
7:43 p.m. to 7:48 p.m.	7.2 Feedback on Survey Regarding the Board Portal – M. Pringle	41 to 42
7:48 p.m. to 7:54 p.m.	8. Meeting Assessment	
7:55 p.m. (approx.)	9. Adjournment	



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.

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DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BY-LAW NO. 2

Program Advisory Committees

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DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY

BY-LAW NO. 2

A by-law regarding Advisory Committees for Programs of Instruction, pursuant to the Minister's Binding Policy Directive on Framework for Programs of Instruction made under the *Ontario Colleges of Applied Arts and Technologies Act, 2002* (OCAAT Act).

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. ESTABLISHING COMMITTEES

- 1.1 The College shall establish Program Advisory Committees for all programs or clusters of related programs eligible for support under the provincial operating grant.
- 1.2 In the formative or developmental stages of programs, the College may establish a temporary ad-hoc Program Advisory Committee. When the program is established, the ad-hoc Program Advisory Committee shall be dissolved in favour of a permanent Program Advisory Committee.

2. MANDATE

The mandate of a Program Advisory Committee is to provide advice and recommendations on the following:

- 2.1 **Graduate skills** – Provide guidance on the competencies and skills required by graduates;
- 2.2 **Employment prospects** – Recommend and advise on student placements, including those in graduating classes for suitable part-time, summer or full-time permanent positions;
- 2.3 **Work Integrated Learning** – Suggest and support experiential educational opportunities in industry, including field placements, clinical experience, co- operative experiences, and study abroad opportunities;
- 2.4 **New program development** – Provide advice on opportunities to introduce new programs in response to the needs of a specific profession, industry or sector;

- 2.5 **Curriculum** – Provide content suggestions for inclusion in the program to maintain program relevancy and currency;
- 2.6 **Program review** – Participate in the program review process;
- 2.7 **Research** – Provide advice on integrating applied research into the curriculum and external research prospects;
- 2.8 **Technology** – Provide advice on technological trends and changes in industry;
- 2.9 **Strategic Plan** - Support the goals identified in the College strategic plan;
- 2.10 **Academic Plan** - Support the goals identified in the College academic plan;
- 2.11 **Community Engagement** – Promote and sustain effective relationships with local communities, businesses, industry and professional associations;
- 2.12 **Student awards** – Assist in the establishment of scholarships, bursaries and awards for Durham College students; and,
- 2.13 **Guest speakers** – Assist in identifying guest speakers for program courses and initiatives.

3. STRUCTURE AND MEMBERSHIP

3.1 Appointment of External Members (Voting except for Governors)

- (a) There shall be one Program Advisory Committee per Program of Instruction or, where determined by the Vice President, Academic and Students ~~Executive Vice President, Academic~~ of the College, the President, or the Board, per cluster of Programs of Instruction. The ~~Executive Vice President, Academic~~ Vice President, Academic and Students of the College and the President shall be responsible for and shall have the authority to establish, amalgamate or dissolve Program Advisory Committees in accordance with the Minister's Binding Policy Directive on Framework for Programs of Instruction, provided that the Board may also establish, amalgamate or dissolve Program Advisory Committees at its discretion.
- (b) External Members shall be appointed to Program Advisory Committees by the Vice President, Academic and Students ~~Executive Vice President, Academic~~ of the College, based upon recommendations from the program's Executive Dean/Dean. The ~~Executive Vice President, Academic~~ Vice President, Academic and

Students shall send out letters of appointment to new External Members and letters of appreciation to External Members whose terms have expired or who have resigned from a Program Advisory Committee. The Board may also appoint members to and remove members from Program Advisory Committees in its discretion.

3.2 External Member Composition

- (a) Each Program Advisory Committee will consist of a minimum of 8 and maximum of 10 External Members.
- (b) Reasonable efforts will be made to have at least one College graduate from the program as an External Member on the Program Advisory Committee for such program.
- (c) External Members are invited as individuals to represent their industries, and/or their professional standing within an industry. External Members are not considered spokespeople for their employers or companies.
- (d) A Program Advisory Committee shall not have more than one External Member employed by or having a more than 2% ownership stake in or director or officer position at an organization external to Durham College. Should an External Member not be able to attend a Program Advisory Committee meeting, a designate may be permitted to attend instead, on a case by case basis and with the prior permission of the Executive Dean/Dean.
- (e) The Vice President, Academic and Students ~~Executive Vice-President, Academic~~ is responsible for ensuring the recruitment for any vacancies that occur on a Program Advisory Committee.

3.3 Review of Composition

The Executive Dean/Dean shall review the membership of each Program Advisory Committee annually and shall consider membership continuity when recommending changes.

3.4 Term of Office of External Members

- (a) The term of office for an External Member shall be three (3) years, renewable once at the discretion of the program's Executive Dean/Dean, for a total of six (6) consecutive years. Regular attendance and participation are expected.
- ~~(b)~~ An External Member is eligible for reappointment after two (2) years absence from the Program Advisory Committee.

3.5 **Grounds for Removal**

An External Member may be removed from a Program Advisory Committee at the discretion of the Program Advisory Committee Chair or the program's Executive Dean/Dean if the External member is absent for three (3) consecutive meetings.

3.6 **Committee Chair**

- (a) A Chair shall be appointed from the External Members of each Program Advisory Committee and shall be selected either by acclamation or majority vote.
- (b) The Chair shall serve a term of up to two years and is eligible for an additional term of up to two years.
- (c) If the position of Chair becomes vacant for any reason, the External Members shall appoint an External Member to fill the vacancy.
- (d) The Chair shall:
 - (i) Preside over all meetings with the support of the Executive Dean/Dean;
 - (ii) Provide leadership to the Program Advisory Committee and encourage the members to consider issues from a broad perspective;
 - (iii) Liaise with the program's Executive Dean/Dean to ensure that College procedures are followed and that issues requiring attention are addressed;
 - (iv) Liaise with the Durham College representative designated by the program's Executive Dean/Dean in the preparation of meeting schedules and agendas;
 - (v) Follow-up on action items as required;
 - (vi) Review minutes of meetings prior to distribution; and
 - (vii) Represent the Program Advisory Committee at College events and initiatives.

3.7 College Representation (Non-Voting)

- (a) The ~~Executive Vice President, Academic~~Vice President, Academic and Students of the College, based on recommendations from the program's Executive Dean/Dean, shall make reasonable efforts to appoint the following additional non-voting members to each Program Advisory Committee:
 - (i) a Program Coordinator from the program or a program in the cluster of programs;
 - (ii) one additional faculty member from the program or a program in the cluster of programs;
 - (iii) a student representative from each program year; and
 - (iv) a recorder.
- (b) The Executive Dean of a program to which a Program Advisory Committee relates shall be an ex-officio non-voting member of the Program Advisory Committee.
- (c) Other program or College staff may be invited to attend and participate as resources by the program's Executive Dean/Dean.

3.8 Durham College Employees

If an External Member accepts employment at the College (whether full time or part time), their Program Advisory Committee membership will cease.

4. COMMITTEE OPERATING GUIDELINES AND PROCEDURES

4.1 Frequency and Location of Meetings

- (a) All Program Advisory Committees shall will meet at least twice per academic year. New programs, programs under review, or programs undergoing major revisions may require more frequent meetings. Additional meetings shall be called by the Chair in consultation with the Executive Dean/Dean.
- (b) Meetings shall be held in a location (including by means of telephone, electronic or other such communication facilities) and at a time agreeable to a majority of committee members.
- (c) If two meetings per academic year are not held, the respective program's Executive Dean/Dean will consult with the Program Coordinator and Chair of the Committee to provide the ~~Executive~~

~~Vice President, Academic~~ Vice President, Academic and Students
with a rationale.

4.2 Meetings by Electronic Means

- (a) A meeting of a Program Advisory Committee may be held by means of telephone, electronic or other such communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, including by teleconference.
- (b) Quorum shall be confirmed by the recorder.

4.3 Decision Making

- (a) The Committee will arrive at decisions by consensus of the membership. In the event that a consensus cannot be reached, a decision may be made by a 2/3 majority of the votes cast.
- (b) The College representatives who are members of the Program Advisory Committee by virtue of Section 3.7(a) and 3.7(b) shall not be eligible to vote. The External Members appointed pursuant to Section 3.1 shall be eligible to vote, provided that any Governors appointed pursuant to Section 3.1, Section 3.7(a) or Section 3.7(b) shall not be eligible to vote.

4.4 Quorum

- (a) Quorum is defined as fifty percent (50%) of the number of External Members serving on the committee plus one.
- (b) Members who participate in a meeting by electronic means shall be deemed to be present and shall count towards quorum.
- (c) Non-voting members on a Program Advisory Committee shall not be counted in quorum.

4.5 Recorder

- (a) The Executive Dean/Dean will identify a non-voting member of each Program Advisory Committee to act as a recorder and provide clerical support for each meeting.
- (b) The recorder will have the following responsibilities:
 - (i) To notify committee members of meetings and distribute agendas;

- (ii) To manage meeting logistics;
- (iii) To record and distribute the minutes of each meeting;
- (iv) To help co-ordinate tasks and activities for the Chair, committee members, or sub-committees;
- (v) To act as secretary to the Program Advisory Committee and assist the Chair in ensuring effective meetings; and
- (vi) To help arrange orientation for the chair and all committee members.

4.6 Meeting Minutes

Copies of all Program Advisory Committee minutes will be retained within the academic school according to the Common Records Schedule.

4.7 Responsibility and Governance

- (a) All Program Advisory Committees report to the Board.
- (b) A program's Executive Dean/Dean has overall responsibility for ensuring the effectiveness of a Program Advisory Committee.
- (c) College administration has a shared responsibility for implementing recommendations from Program Advisory Committees.

4.8 Board of Governors' Liaison

- (a) Governors may serve on a Program Advisory Committee as non-voting members. It is not mandatory that each Governor serves on a Program Advisory Committee, nor that each Program Advisory Committee has a Governor.
- (b) The Board Secretary will advise the Vice President, Academic and Students ~~Executive Vice President, Academic~~ and the program's Executive Dean/Dean of any Governor who wishes to serve on a Program Advisory Committee.

4.9 Oversight

- (a) The Vice ~~Executive Vice~~-President, Academic and Students shall oversee the monitoring of Program Advisory Committees and shall report to the President any issues regarding the effectiveness of Program Advisory Committees and recommend amendments to this By-law as appropriate.

- (b) A report shall be provided to the Board at least annually. This report will include a summary of Program Advisory Committee membership, meeting frequency, ~~level of each committee's engagement, meeting dates~~ and significant recommendations to the College administration and/or Board.

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- (c) Program Advisory Committees shall not have administrative or executive functions.
- (d) Program Advisory Committees shall not evaluate College Employees.
- (e) Program Advisory Committees shall comply with the Durham College Program Advisory Committee External Members Handbook.

- (f) ~~The President~~The Vice President, Academic and Students shall ensure that Program Advisory Committees are involved in the development of new Programs of Instruction and the program review process.

Commented [LB1]: Should this be the VPAS instead of the President?

5. CONSENT TO RELEASE INFORMATION

The *Freedom of Information and Protection of Individual Privacy Act* requires that consent be received in certain circumstances prior to disclosing personal information as defined in OCAATA. To protect the College, a signed 'Consent to Release Information' form shall be completed by every external Program Advisory Committee member. This form shall be kept by the program's Executive Dean/Dean and disposed of one year after a member ceases to be a member of a Program Advisory Committee.

6. SPECIAL PURPOSE ADVISORY COMMITTEES

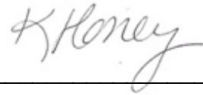
- 6.1 The Board or the College administration may create additional special purpose advisory committees to advise the College on specific issues related to community, college, student services, or needs.
- 6.2 Normally, these advisory committees will dissolve when their specific task is complete, and in any case, will be subject to annual review and renewal.
- ~~6.3~~ Each special purpose advisory committee will be provided with a mandate including a statement of the specific area or issue for which advice is being sought and the expected date of completion of the task. In the case of continuing committees, the specific terms of reference may be approved by the Board when appropriate, and will be subject to the membership, appointment and general operation guidelines set out for Program Advisory Committees.

7. FORCE AND EFFECT

7.1 By-Law No. 2 of the College, enacted on the 12th day of October, 2016, is hereby repealed.

7.2 This by-law shall come into force and take effect on the date it is finally passed by the Board.

Approved by the Board on the 8 day of June, 2022.



Board Chair



Board Secretary

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POLICY TYPE: Executive Limitations
POLICY TITLE: Good Faith Disclosure (Whistleblowing)
EFFECTIVE DATE: April 2025
RENEWAL DATE: April 2028

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. PURPOSE

Durham College (DC) is committed to promoting a culture of integrity, transparency, and accountability and, to that end, has policies and employment agreements that address behaviour inconsistent with these goals.

The primary purpose of this policy is to aid in fostering and maintaining a culture of accountability and to communicate and reinforce desired workplace values and behaviours to the College Community.

2. SCOPE

This policy is not intended to limit, amend, or replace an existing Alternate Policy, internal process, or employment agreement that has been established for purposes including but not limited to:

- Individual complaints, appeals, grievances, management of employee performance or provisions in a collective agreement;
- Discrimination, workplace violence or harassment, sexual violence, health and safety or human rights; or,
- Appeals, complaints, grievances, or issues associated with academic integrity, research, and intellectual property.

Situations with imminent threat to personal safety or College property must be reported immediately to the Office of Campus Safety.

3. DEFINITIONS

For the purposes of this policy:

Alternate Policy: An existing College policy that addresses the Inappropriate Behaviour being reported.

College Community: includes all employees and students at DC, members of the Board of Governors, standing and College committees, alumni, contractors, donors, emeriti, guests, researchers and service providers.

Good Faith Report: a report regarding actual or perceived Inappropriate Behaviour that is based on reasonable belief and is not frivolous, vexatious, or made in bad faith.

Inappropriate Behaviour: an activity which:

- violates College policies, procedures, or any applicable legislation, regulation, or by-law; or
- could potentially disrupt the activities of the College, cause harm to the College Community, impact the public trust and reputation of the College, or result in financial loss to the College.

Examples of Inappropriate Behaviours include but are not limited to:

- willful violation of federal, provincial, or municipal law;
- negligent, improper use, or gross mismanagement of any College funds;
- fraud, misappropriation, theft, embezzlement, or misuse of College assets;
- falsification, unauthorized alteration, or unauthorized destruction of College documents;
- making false or misleading statements;
- undisclosed conflicts of interest;
- conduct that is causing or caused a substantial and specific danger to the environment or public health and safety.

Discloser: any individual who makes a report alleging Inappropriate Behaviour.

Retaliation: any measures, taken as a result of a Good Faith Report, against a Discloser which may include but is not limited to:

- Dismissal, layoff, suspension, demotion or involuntary transfer, discontinuation or elimination of a job, change of a job's location, reduction in wages, change in hours of work or reprimand;
- Any measure, other than described above that adversely affects the Discloser's employment or working conditions, including a refusal to promote;
- A threat to take any of the measures identified above;
- Student disciplinary action or unjust academic treatment;
- Suspension, expulsion or unjust denial of admission into a College program;
- Slanderous comments on social media or in other public forums intended to tarnish someone's reputation or character.

4. GOOD FAITH REPORT

- 4.1. Under this policy, any College Community member can make a Good Faith Report. Anonymous Good Faith Reports will be accepted; however, a Discloser's decision to remain anonymous may impact the ability of the College to address the matter. Further, anonymous Good Faith Reports will only be acted upon if the evidence collected during the preliminary investigation indicates the Good Faith Report can be properly investigated and is in the public interest.
- 4.2 A Good Faith Report should be made within one calendar year of witnessing or becoming aware of the Inappropriate Behaviour. Delay in reporting may affect the College's ability to pursue the matter, and in cases where reporting is delayed, the matter will only be investigated if there are potentially continuing effects of the alleged Inappropriate Behaviour or the circumstances otherwise raise issues of overriding concern to the public.
- 4.3 A Good Faith Report may lead to an investigation. To maintain the integrity of an investigative process, the College will take reasonable steps to maintain confidentiality to the extent possible. Confidentiality may not be feasible where identification is required to conduct a thorough investigation, to comply with the law, or to provide accused individuals their legal rights of defense.

5. PROCEDURE

5.1 Disclosure

- 5.1.1 Good Faith Reports should be directed by email to the Office of the President at goodfaithreport@durhamcollege.ca. If the Discloser has reasonable grounds to believe the College President or any employee in the Office of the President is engaged in the alleged Inappropriate Behaviour, the Good Faith Report should be directed to the Board Chair via email.
- 5.1.2 Good Faith Reports should provide as much information as is available to the Discloser, such as but not limited to:
- The nature of the allegation being reported;
 - When and where the alleged activity occurred;
 - Names of all parties involved in the alleged activity and their role in it;
 - Names of anyone else who knows about the alleged activity;
 - Steps already taken to report the activity, if applicable;
 - If the alleged activity reported involves a financial loss, an estimate of the amount involved;
 - Identification of any laws, regulations or policies believed to have been breached;
 - Copies of any documents or other materials available to support the Good Faith Report;
 - The Discloser's contact information if they wish to be contacted to discuss the matter.

5.2 Investigations

- 5.2.1 Upon receipt of a Good Faith Report, the President or designate will review the Good Faith Report to assess the nature and extent of the alleged activity and determine whether the report falls within the scope of this policy. If the President or designate determines the alleged activity should be dealt with under an Alternate Policy, the Good Faith Report will be forwarded as appropriate.
- If the Good Faith Report involves the President or any employee in the Office of the President, the Board Chair will make this determination.
- 5.2.2 If the Discloser's identity is known, they will be notified by the President or designate to advise if the Good Faith Report will be investigated, closed, or referred to an Alternative Policy.

- 5.2.2 If it is deemed by the President or designate that the Good Faith Report falls within the scope of this policy, an investigation will be initiated by the College as appropriate by an individual appointed by the President or designate.
- No person shall be appointed to lead an investigation who is named in the Good Faith Report, who has a direct reporting relationship to anyone named in the Good Faith Report, or anyone with a personal relationship to an individual named in the Good Faith Report.
 - If a Good Faith Report names the President or an employee in the Office of the President, the Board Chair will appoint an individual to lead the investigation.
 - If an internal solution is unavailable, and depending on the nature of the issues raised by the Good Faith report, the matter may be referred to the Ministry of Colleges and Universities, or other legal avenues, including law enforcement, for resolution.
- 5.2.3 All individuals involved in the investigation must maintain the confidentiality of the process and any information shared as part of the investigation to the extent permitted by law.
- 5.2.4 Upon completion of an investigation, a formal report will be prepared that will recommend, where necessary, resolutions to the matters raised by the Good Faith Report. Recommendations will be provided to members of the Executive Leadership Team or the Board of Governors, as appropriate. These recommendations may include civil or criminal proceedings if sufficient evidence is present. Unless required by law, a copy of this formal report will not be provided to the Discloser or any individual named in the Good Faith Report.
- 5.2.5 Following an investigation, if disciplinary proceedings are deemed appropriate, the relevant collective agreements, employment contracts, or student discipline protocols will apply.
- 5.2.6 The decision and recommendations outlined in the formal report of the investigator are final and not subject to appeal unless substantively new information (e.g., witness, documents) is brought forward. The investigator has sole discretion to determine if the new information is substantive enough to re-open the investigation. This decision is final and not appealable.
- 5.2.7 The Office of the President will hold all records prepared as a result of a Good Faith Report investigation unless the investigation involves the President or an employee in the Office of the President, at which time the records will be kept by the Office of People, Equity, and Human Resources.

All records regardless of where they are located will be kept in accordance with the College's Common Records Retention Schedule.

5.3 Protection from Reprisal

- 5.3.1 It is contrary to this policy for anyone to Retaliate, engage in reprisals, or threaten to Retaliate against a Discloser for making a Good Faith Report under this policy. Anyone found to have engaged in such conduct may be subject to discipline under the relevant policy or procedures.
- 5.3.2 A Discloser who makes a Bad Faith Report or knowingly provides false or materially inaccurate information may be subject to disciplinary actions.5.3.2
- 5.3.3 All individuals involved in allegations of Inappropriate Behaviours will be treated fairly and impartially regardless of their position or the length of their involvement with the College. Where appropriate, individuals will be directed to confidential resources such as the College's employee assistance program to provide support during the process.

5.4 Reporting

- 5.4.1 During an investigation, there is no requirement to provide periodic reporting on the status of the inquiry to the Discloser or any individual named in the Good Faith Report.
- 5.4.2 The President will provide the Board of Governors with an annual report summarizing the Good Faith Reports received.
- 5.4.3 In addition to the annual report identified in Section 5.4.2, the Board's Executive Committee may be provided with additional updates regarding Good Faith Reports relating to financial fraud, involving the President or any member of the Executive Leadership Team, or posing a significant risk to the College.

5.5 Precedent

- 5.5.1 The protection offered by this policy is in addition to but does not replace or modify any individual rights guaranteed by law, contract, or codes of professional ethics. Nothing in this policy limits or amends the provisions of the collective agreements.

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

- Academic Employees Collective Agreement
- Administrative Staff Terms and Conditions of Employment
- Freedom of Information and Protection of Privacy Act
- Ontario Colleges of Applied Arts and Technology Act
- Support Staff Collective Agreement



POLICY TYPE: Executive Limitations
POLICY TITLE: Whistleblowing
EFFECTIVE DATE: June 2022
REVISION DATE:
RENEWAL DATE: May 2025

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. DEFINITIONS

For the purposes of this Policy:

1.1. **“Misconduct”** means:

- 2.1.1. conduct that constitutes a criminal offence;
- 2.1.2. negligent, improper or gross mismanagement of any College or public funds;
- 2.1.3. fraudulent financial reporting;
- 2.1.4. forgery or alteration of documents;
- 2.1.5. a serious, willful and flagrant breach of the By-Laws, College policies or any other applicable law; or
- 2.1.6. conduct that is causing or caused a substantial and specific danger to the environment or public health and safety.

1.2. **“Whistleblowing”** means the release or disclosure of information that is evidence of Misconduct and “to blow the whistle” means to disclose or release such information.

2. WHISTLEBLOWING

Any College Community Member (the **“Whistleblower”**) may blow the whistle if he or she has an honest belief that:

- 2.1. another College Community Member (the **“Offending Person”**) has engaged in Misconduct;
- 2.2. the information disclosed or released through Whistleblowing is true and materially accurate;

- 2.3. the Whistleblowing is in the public interest; and
- 2.4. there is no confidential internal policy or mechanism available to otherwise raise or address the issue sought to be raised through Whistleblowing.

3. ADMINISTRATIVE GUIDELINES

- 3.1. In order to blow the whistle, the Whistleblower may file, in confidence, a written complaint, report or disclosure with the Office of the President or in the event of a conflict of interest, to the Chair of the Board, or in the event of conflict of interest of the Chair, to Associate Vice President, Human Resources.
- 3.2. To the maximum extent possible, the identity of the Whistleblower shall remain confidential (but not anonymous) to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement. The College will accept reports under this policy on an anonymous basis. The College will not tolerate any attempt by a Community Member to identify an individual who reports in good faith on a confidential and anonymous basis in accordance with this policy.
- 3.3. The Office of the President and/or Board Chair shall receive, determine, investigate using the relevant investigative procedure, and resolve, where appropriate, all Whistleblowing made under this policy, provided that anonymous Whistleblowing will only be acted upon if the evidence collected during the preliminary investigation indicates that the Whistleblowing is made in accordance with this policy. The President and Chair may delegate the investigative process to a member of staff or external appointee to complete on their behalf.
- 3.4. In the event an internal solution is not desirable and, depending on the nature of the Whistleblowing, the matter may be referred to the Ministry or other external agency commission, tribunal and/or legal process for resolution.
- 3.5. No College Community Member shall harass or reprise in any way or discriminate against any Whistleblower who blows the whistle in accordance with this policy, or any College Community Member who seeks advice about whistleblowing in good faith, who cooperates in any subsequent investigation under this policy, or who otherwise acts in compliance with this policy. A College Community Member who has reasonable grounds for believing they have suffered a reprisal in contravention of this policy is entitled to make a complaint to the College.
- 3.6. No College Community Member shall obstruct anyone involved in an investigation of wrongdoing or reprisal. Any person who destroys, alters, falsifies, or conceals a document or other thing they know or ought to know

is likely relevant to the investigation of wrongdoing or reprisal is subject to disciplinary measures, including suspension or dismissal.

- 3.7. No Whistleblower shall blow the whistle in bad faith, including with respect to individual concerns, appeals, complaints, grievances, or issues associated with matters such as but not limited to: academic appeals, student or employee conduct, harassment, discrimination, accessibility, copyright, intellectual property, individual health or safety, management or employee performance, or provisions contained in collective agreements or legal statute, prior to exhausting the prescribed procedures under the applicable College policies.
- 3.8. Any Whistleblower who blows the whistle in bad faith or knowingly provides false or materially inaccurate information, may be subject to disciplinary actions, including reprimand, suspension, demotion, exclusion, expulsion or termination.
- 3.9. The President shall ensure the Board receives an annual report on all Whistleblowing complaints.

4. WHISTLEBLOWER PROCESS

- 4.1. All concerns should be forwarded to the Office of the President or to the Chair of the Board in a sealed envelope, or by electronic mail addressed directly to the president or the Chair of the of the Board and marked confidential.
- 4.2. If the individual wishes to verbally discuss any matter, this request should be indicated in the submission. In order to facilitate such a discussion, the individual shall include a telephone number at which they can be contacted.
- 4.3. Once the complaint is filed, the investigator shall make a detailed written record of the submission.
- 4.4. Upon receipt of a complaint the President or person designated by the President, or the Board Chair (dependent on the nature of the complaint), will undertake a review of the complaint to complete an assessment of the nature and extent of the complaint; establish substance to the complaint; and determine appropriate investigative process.
- 4.5. A complaint may be rejected or combined with another complaint if at the time of filing of such, a substantially similar complaint is currently under investigation.
- 4.6. The President, or designate, or the Board Chair, shall contact the Whistleblower following the preliminary review to advise if the investigation will proceed.

- 4.7. Periodic reports will be provided to the appropriate parties as the investigation progresses, ensuring compliance with the monitoring components of the Whistleblowing Policy.
- 4.8. Upon completion of the investigation a formal report will be completed that will propose, where necessary, solutions to resolve the disclosed improper activities. These recommendations may include civil or criminal proceedings, if sufficient evidence is present.
- 4.9. The complaint/investigation will be formally closed. The Office of the President and/or Office of the Board will retain the Whistleblowing records per the approved corporate records schedule.

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

- 5.1. Freedom of Information and Protection of Privacy Act



POLICY TYPE:	Governance Process
POLICY TITLE:	Committee Terms of Reference
EFFECTIVE DATE:	June 2022
REVISION DATE:	October 2024 April 2025
RENEWAL DATE:	October 2027 April 2028

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: Governance Process
POLICY TITLE: Roles and Duties of Officers
EFFECTIVE DATE: June 2022
REVISION DATE: [April 2025](#)
RENEWAL DATE: ~~May 2027~~ [April 2028](#)

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. CHAIR

- 1.1 The Chair of the Board of Governors is responsible for assuring the fulfillment of the Board's process, through leadership, openness and transparency, modeling of good governance and invitation for full Board participation.
- 1.2 The Chair of the Board, unless required otherwise by law, by By-law or policy shall:
 - (a) when present, preside at all meetings of the Board and ensure parliamentary procedure is followed;
 - (b) together with the Board Secretary or other Officers appointed for the purpose, sign all By-laws of the College;
 - (c) sign such contracts, documents or instruments in writing as require their signature;
 - (d) have such other powers and duties as may from time to time be assigned by the Board or as are incident to their office;
 - (e) act generally as spokesperson for the Board;
 - (f) prepare, in collaboration with the President, the Board agenda;
 - (g) ensure ongoing feedback and annual performance reviews of the President based on objective criteria related to efficiency, effectiveness, and attainment of goals are conducted;
 - (h) assist the President to secure strategic partnerships and College funding essential to the operation and advancement of the College, supporting the President as required, through a collegial partnership;

- (i) foster teamwork among Governors, solve problems and resolve conflict;
- (j) ensure that the Minister's Binding Policy Directive on Conflict of Interest is followed;
- (k) support and counsel the President as required;
- (l) represent the Board by attending College Employer Council Board meetings; and
- (m) have such other powers and duties as may from time to time be assigned by the Board or as are incident to their office.

1.3 Due to the heavy demands by both Durham College and Ontario Tech University on co-populous governors serving the College and university contemporaneously, and to enable the Chair to devote their attention, energy and commitment to the College, the Chair shall be excluded from contemporaneous co-populous service.

2. ~~VICE-CHAIR~~ VICE CHAIR

2.1 The ~~Vice_-~~Chair of the Board shall, in the absence, inability or refusal of the Chair to act, perform all of the duties and have all of the powers of the Chair. In the absence of the Chair and the ~~Vice_-~~Chair, the Board shall by Ordinary Resolution appoint a temporary chair to perform such duties and exercise such powers. If a ~~Vice-Chair~~ Vice Chair (or such other Governor as the Board may from time to time appoint for the purpose) performs any such duty or exercises any such power, the unwillingness or inability of the Chair to act shall be presumed with reference thereto.

~~2.2 The Vice-Chair~~ Vice Chair shall serve as an ex-officio director of the Durham College Foundation board.

~~2.32.2~~ For the reasons set out in Section 1.3, it is recommended but not required that the ~~Vice-Chair~~ Vice Chair be excluded from contemporaneous co-populous service.

3. BOARD SECRETARY

The Board Secretary shall:

- 3.1 be ex-officio clerk of the Board;
- 3.2 attend all meetings of the Board and of Committees, including in-camera meetings, and record, or cause to be recorded, all minutes of all proceedings in the books kept for that purpose, including through electronic means;

- 3.3 give, or cause to be given, all notices required to be given to Governors and to the public;
- 3.4 be the custodian of the corporate seal of the College and of all books, papers, records, correspondence, contracts and other documents belonging to the College and relating to Board proceedings, including electronic records;
- 3.5 perform, or cause to be performed, the duties of a Chief Returning Officer for the election of the Chair and ~~Vice-Chair~~Vice Chair of the Board and for the election of Internal Governors; and
- 3.6 perform such other duties as may be determined from time to time by the Board.

4. TREASURER

The Treasurer, who shall be the College's Chief Financial Officer shall:

- 4.1 keep full and accurate accounts of all monies or bank accounts;
- 4.2 disburse the funds of the College, taking proper vouchers therefor and render to the Board at the regular meetings thereof, or whenever required by the Board, an account of all transactions and of the financial position of the College;
- 4.3 co-operate with the auditors of the College during any audit of the accounts of the College; and
- 4.4 perform such other duties as may be determined by the Board or the President.

5. ELECTION OF CHAIR AND ~~VICE-CHAIR~~VICE CHAIR

5.1 Terms and Eligibility

- (a) Only External Governors are eligible to be elected as Chair and ~~Vice-Chair~~Vice Chair of the Board.
- (b) The term of office for the positions of Chair and ~~Vice-Chair~~Vice Chair is up to two years, effective July 1 of each year.
- (c) The Chair and ~~Vice-Chair~~Vice Chair are eligible for re-election.
- (d) If the office of the Chair or ~~Vice-Chair~~Vice Chair shall be or become vacant for any reason, the Board shall appoint an External Governor to fill such a vacancy. Such Governor shall formally agree to the appointment.

- (e) Desirable attributes of a Chair and ~~Vice-Chair~~[Vice Chair](#) include:
 - (i) Proven leadership skills;
 - (ii) Excellent strategic and facilitation skills;
 - (iii) Proven ability to influence and achieve consensus;
 - (iv) Proven ability to act impartially and without bias, and display tact and diplomacy;
 - (v) Effective communication skills;
 - (vi) Political acuity;
 - (vii) The time to continue the legacy of building strong relationships between the College and stakeholders;
 - (viii) Proven ability to establish trusted advisor relationships with the President and other Governors; and
 - (ix) Governance experience.
- (f) It is desirable, but not necessary for a Chair to have served as ~~Vice-Chair~~[Vice Chair](#).
- (g) All Governors are eligible to nominate Candidates and vote on the Chair and ~~Vice-Chair~~[Vice Chair](#) elections.

5.2 Election Date

- (a) No later than the regular meeting of the Board in June of each year, the Board shall elect a Chair and ~~Vice-Chair~~[Vice Chair](#).
- (b) It is recommended that elections take place in early spring to inform the planning for the following Board year, including appointments to Standing Committees.

5.3 Nominations and Election Process

- (a) Potential Candidates for the office of Chair and ~~Vice-Chair~~[Vice Chair](#) must be nominated by another Governor. A Governor cannot nominate themselves.
- (b) The Board delegates responsibility for conducting the election of Chair and ~~Vice-Chair~~[Vice Chair](#) of the Board to the Nominating Committee.

- (c) The Board Secretary shall perform the duties of Chief Returning Officer for the election.
- (d) If the Board fails to elect the Chair or ~~Vice-Chair~~Vice Chair by July 1, the incumbents for whom no replacements have been elected shall continue in office until their successors are elected except in the case of a Chair or ~~Vice-Chair~~Vice Chair whose term as Governor has expired.
- (e) Following the close of the election, the Chair of the Nominating Committee will report back to the Board at its next regular meeting, announcing the outcome of the election.

5.4 Procedure

- (a) The Chief Returning Officer shall email all Governors a minimum of three (3) Business Days prior to the commencement of the Nomination Period, outlining the policy on the election of Chair and ~~Vice-Chair~~Vice Chair of the Board and providing a copy of the Nomination Form.
- (b) The Nomination Period shall be four (4) Business Days in duration (Monday to Thursday).
- (c) Completed Nomination Forms shall be returned to the Chief Returning Officer.
- (d) The Chief Returning Officer shall confirm with all nominees their willingness to stand for election.
- (e) To be declared a Candidate, written confirmation of a nominee's willingness to stand for election must be received by the Chief Returning Officer within one (1) Business Day of the close of the Nomination Period (by the end of Business Day on Friday).
- (f) Elections will be conducted electronically via a secure and confidential voting application. Each eligible voter will have one vote.
- (g) The duration of the Voting Period shall be two (2) Business Days.
- (h) Following the close of the election process, the Chair of the Nominating Committee will report back to the Board at its next regular meeting, announcing the outcome of the election.

6. MONITORING

Monitoring of this policy is achieved through regular feedback at Board meetings; via the annual Board survey and review; and by means of progress and achievement of identified Board goals and objectives.

7. RELATED LEGISLATION, MINISTER’S BINDING POLICY DIRECTIVES AND OTHER DOCUMENTS

- 7.1 Durham College By-law No. 1
- 7.2 Joint Procedure – Ontario Tech University and DC – Co-populous Governance
- 7.3 Minister’s Binding Policy Directive – Governance and Accountability
- 7.4 Board – President Relations Resource Document
- 7.5 Ontario Colleges of Applied Arts and Technology Act, 2002

Responses Overview Active

Responses

3

Average Time

02:58

Duration

26 Days

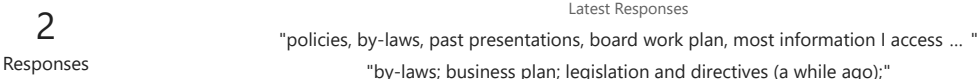
1. Name



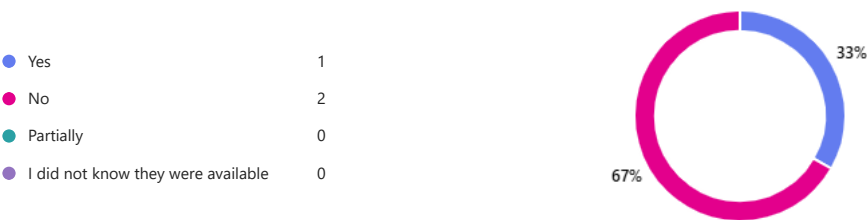
2. Have you ever accessed resources on the portal other than meeting agendas and minutes?



3. If yes, what resources have you accessed?



4. Have you ever watched a video recording from our Learn More series which are posted on the portal?



5. Do you have any suggestions for improving the portal?



3

Responses

5. Do you have any suggestions for improving the portal?

3 Responses

ID ↑	Name	Responses
1	anonymous	It is well organized and easy to navigate. I've only needed to access agendas and minutes.
2	anonymous	I watched the CTL Learn More Series but can't find it in the portal. I was able to access the link from MS Teams in the chat. I think a section with the Learn More Series and all the past sessions would be helpful. There could be sessions that were recently run, but before new Governors joined which we wouldn't likely do again but would be beneficial. It's also great to have this for those who weren't able to attend a session.
3	anonymous	I appreciate the learn more series being on the portal and the historical information as it helps when an infrequent topic comes up to refresh the prior historical information shared. I attend all the learn more series so I have not needed ot access, but appreciate these being there if ever needed (also good for new members)