



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

Date: Monday, March 10, 2025

Time: 7:00 p.m.

Location: Virtual Meeting, MS Teams

Minutes

Members Present

Dwight Townsend, Committee Chair
Brandon Bird
Alison Burgess
Kelly Doyle, Committee Vice Chair
Kwende Thomas
Lisa Allen, Board Chair
Elaine Popp, President

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 7:00 p.m.

Governor Doyle, Committee Vice Chair chaired the meeting.

The Committee Vice Chair welcomed Governor Burgess to her first meeting of the Governance Review Committee.

2. Conflict of Interest Declarations

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

3. Presentations

None.

4. Approval of the Agenda

Moved by Governor Thomas

Seconded by Governor Bird

“That the agenda for the March 10, 2025 meeting of the Governance Review Committee be approved as presented.” CARRIED

5. Approval of Previous Minutes

The Committee reviewed its minutes from the January 13, 2025, Governance Review Committee meeting.

Moved by Governor Townsend

Seconded by Governor Allen

“That the minutes from the January 13, 2025 meeting of the Governance Review Committee be approved as presented.” CARRIED

6. Decision Items

6.1 Proposed Updates to By-law No. 2

The Committee received a report from the Manager, Board Governance and Privacy concerning proposed updates to By-law No. 2, regarding advisory committees for programs of instruction.

The Committee Vice Chair flagged minor grammatical changes and advised that she would communicate them by email.

Moved by Governor Thomas

Seconded by Governor Burgess

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

“That based on GOV-2025-08, the proposed updates to By-law No. 2 be approved as presented.” CARRIED

6.2 Proposed Updates to Board Policy: Whistleblowing

The Committee received a report from the Manager, Board Governance and Privacy concerning proposed updates to the Board’s whistleblowing policy, including a revised name, enhanced definitions, and expanded content to provide the reader clarity on the process.

A discussion ensued about the proposed changes and the Committee discussed amending the title of Subsection 5.3 to be consistent with the defined term, 'Protection from Retaliation'. Further, the Committee discussed the reference in Section 5.2.2. about the Board Chair making the determination of the applicability of the policy when a Good Faith Report involves the Office of the President and suggested it be mirrored, where appropriate, in the subsequent sections or become an independent policy statement. Lastly, the Committee discussed the defined term 'Inappropriate Behaviour' and whether it would capture all potential activity intended by the policy, to which the Committee ultimately agreed the definition was broad enough to remain flexible.

Moved by Governor Thomas

Seconded by Governor Allen

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

"That based on GOV-2025-09, the proposed updates to Board Policy: Whistleblowing be approved as amended." CARRIED

6.3 Proposed Changes to Board Policy: Committee Terms of Reference

The Committee received a report from the Manager, Board Governance and Privacy concerning proposed updates to Board Policy: Committee Terms of Reference.

Moved by Governor Townsend

Seconded by Governor Thomas

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

"That based on GOV-2025-10, the proposed updates to Board Policy: Committee Terms of Reference be approved as presented." CARRIED

6.4 Proposed Changes to Board Policy: Roles and Duties of Officers

The Committee received a report from the Manager, Board Governance and Privacy concerning proposed updates to Board Policy: Roles and Duties of Officers. A minor grammatical update was made to Section 1.3. to capitalize the term university.

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

“That based on GOV-2025-11, the proposed updates to Board Policy: Roles and Duties of Officers be approved as presented.” CARRIED

7. Discussion Items

7.1 Reflections on Board Retreat and Debrief on Norms Session

The Committee received a report from President Popp, presenting the draft norm statements for consideration by the Committee based on the feedback received at the retreat. Generally, the Committee was supportive of the statements; however, requested an opportunity to provide feedback once there was an opportunity to reflect on the content.

Additionally, the Committee reflected on the retreat overall which was seen as productive, informative, and value add. Positive comments were also received about the revised one-day format.

7.2 Feedback on Survey Regarding the Board Portal

The Committee received a report from the Manager, Board Governance and Privacy regarding a recent survey conducted to review the Board portal. Only three responses were received, which were generally positive, so all indications suggest that no updates to the portal are required at this time.

8. Meeting Assessment

The Committee engaged in a roundtable meeting assessment and commended the Vice Chair for ensuring that all perspectives were shared during the discussions before the vote was taken and the efficient pace of the meeting.

9. Adjournment

With no further business, the meeting ended at 8:00 p.m.



Dwight Townsend
Committee Chair



Melissa Pringle
Board Secretary