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, January 12, 2026

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**	
		Recommendation That the agenda for the January 12, 2026, meeting of the Governance Review Committee be approved as presented.	
7:06 p.m. to 7:08 p.m.	**5.**	**Approval of Previous Minutes**	1 to 5
		Recommendation That the minutes from the November 3, 2025, meeting of the Governance Review Committee be approved as presented.	
	6.	**Decision Items**	
7:08 p.m. to 7:18 p.m.	6.1	Board Policy for Review: Consent Agenda – E. Popp *Note: This policy was originally drafted based on the sample policy included in the Manual for Effective College Governance, Pages 143-144.*	6 to 7
		Recommendation That the Governance Review Committee recommend to the Durham College Board of Governors:	

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Timing	Item		Page No.
		That based on GOV-2026-01, the Board's Policy: Consent Agenda, be confirmed as written.	
	7.	**Discussion Items**	
7:18 p.m. to 7:28 p.m.	7.1	Final Agenda for Board of Governors Retreat – E. Popp	8 to 9
	8.	**Information Items**	
7:28 p.m. to 7:33 p.m.	**9.**	**Meeting Assessment**	
7:33 p.m.	**10.**	**Adjournment**	

DURHAM COLLEGE
SUCCESS MATTERS

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

Date: Monday, November 3, 2025

Time: 7:00 p.m.

Location: Virtual Meeting, MS Teams

MINUTES

Members Present
Kwende Thomas, Committee Chair
Alison Burgess
John Ecker
Jerry Ouellette (joined the meeting at 7:34 p.m.)
Lisa Allen, Chair of the Board
Elaine Popp, President

Members Absent
Kelly Doyle, Committee Vice Chair

Guests Present
Peter Pryce, Board Vice Chair

Staff Present
Melissa Pringle, Manager, Board Governance and Privacy

1. **Call to Order**

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

2. **Conflict of Interest Declarations**

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

Agenda Page 1

3.   Presentations

There were no presentations.

4.   Approval of the Agenda

Moved by Governor Allen
Seconded by Governor Burgess
"That the agenda for the November 3, 2025, meeting of the Governance review Committee be approved as presented." CARRIED

5.   Approval of Previous Minutes

The Committee reviewed its minutes from the September 15, 2025, Governance Review Committee meeting.

Moved by Governor Allen
Seconded by Governor Burgess
"That the minutes from the September 15, 2025, meeting of the Governance Review Committee be approved as presented." CARRIED

6.   Decision Items

6.1   Board Policy for Review: Student, Employee, Client and Visitor Treatment

The Committee received a report from the President outlining proposed changes to Board policy: Student, Employee, Client and Visitor Treatment. One minor amendment was brought forward to change the term Good Faith Reporting to Good Faith Disclosure to align with the policy title.

The Committee questioned the President regarding the consultation of similar policies at other colleges.

A discussion ensued about the proposed policy changes and the defined term College Community Members. Further, the Committee requested a series of amendments to the policy, including ensuring the term 'College Community' is capitalized throughout, striking the word 'be' from Policy Statement 1.1 and the word 'vision' from Policy Statement 1.3 a), and correcting a spelling error in Policy Statement 1.3 c).

Agenda Page 2

Moved by Governor Ecker
Seconded by Governor Burgess
That the Governance Review Committee recommend to the Durham College Board of Governors:

"That the proposed edits to Board policy: Student, Employee, Client and Visitor Treatment be approved as amended." CARRIED

6.2   Board Policy for Review: Governor Code of Conduct

The Committee received a report from the President outlining proposed changes to Board policy: Governor Code of Conduct, following a review of best practices and recommendations from Borden Ladner Gervais, as it relates to a process for referring matters of a perceived breach of fiduciary duty.

The Committee questioned the President regarding how the duty of confidentiality would be enforced once an individual no longer has an association with the College. In response to questions, Governor Thomas advised that it would be enforced through various legal mechanisms, such as a cease-and-desist letter or a civil proceeding.

After reviewing the proposed changes, the Committee requested the following amendment to the policy for clarity:

- Inserting the words 'and in each case' with notice to the President in Policy Statement 1.4.1

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

"That the proposed edits to Board policy: Governor Code of Conduct be approved as amended." CARRIED

7.   Discussion Items

7.1   Identification of Priority Actions from 2024-2025 Board Evaluation Survey

The Committee engaged in a detailed review of the 2024–2025 Board Evaluation Survey results, focusing on themes and items that may require prioritization or action. Each member shared their personal observations, and several areas were identified as scoring lower or showing greater variation. These included:

Agenda Page 3

evaluating performance and supporting continuous improvement; participating in College events and activities; distinguishing between strategic and operational roles; and fostering open dialogue, particularly around listening to differing views and feeling comfortable sharing minority perspectives.

Governor Ouellette joined the meeting.

The Committee discussed strategies to address these areas and noted that some measures were already in place. These included updates to the Board's evaluation process and the inclusion of relevant topics in the upcoming Board retreat agenda.

7.2   Board of Governors Retreat (February 2026)

The Committee discussed the logistics of the upcoming Board retreat and, considering the College's current fiscal constraints, reached consensus that the retreat would be held on campus as a one-day event.

A sample agenda was presented, outlining potential discussion topics aligned with the four pillars of the College's newly adopted strategic vision.

After a thorough review, the Committee agreed to proceed with a refined set of sessions and tasked management with reorganizing the agenda and developing the session content. The selected topics include: a professional development session titled *The Art of Asking Questions and Staying Strategic*, supporting the People-Centred goal; a discussion on the Board's integrated risk management policy, including risk appetites and the strategic opportunities associated with risk, aligned with the Sustainable goal; a keynote address by Ken Steele on emerging trends in post-secondary education with an emphasis on Board leadership, reflecting the Future-Focused goal; and a panel discussion exploring research, community partnerships, and artificial intelligence, in support of the Community Connected goal.

7.3   Potential Merger of the Governance Review and Nominating Committees for the 2026-2027 Board Year

The Committee reviewed a proposal from the President recommending a potential merger of the Governance Review and Nominating Committees, effective for the 2026–2027 Board year. The proposal outlined the rationale for the merger, along with associated risks and opportunities, and identified key structural changes that would be required. These included expanding the membership of the remaining committees to support balanced participation and considerations related to the size of the Executive Committee.

During the discussion, Committee members raised additional considerations, such as the possibility of establishing a new committee or introducing a second Vice Chair position to strengthen the composition and functionality of the Executive Committee.

At the conclusion of the discussion, the Committee expressed broad support for the proposed merger, subject to further consultation with the Board.

7.4 Governor Engagement in College Events and Potential New Policy

As a follow-up to a discussion that occurred at the September Governance Review Committee meeting, the Committee talked about the Board's role in attending events, acting as ambassadors, and leveraging Governors' skills and connections to help advance the College. The Committee agreed that a new policy was not required but asked the President to give more consideration to which types of events the Board could be invited to – examples included things such as community galas and government announcements.

8. Information Items

There were no information items.

9. Meeting Assessment

The Committee engaged in a roundtable meeting assessment and Committee members expressed appreciation for being able to contribute to each agenda item, despite the meeting running longer than anticipated.

10. Adjournment

With no further business, the meeting adjourned at 8:49 p.m.

Agenda Page 5

DURHAM COLLEGE
SUCCESS MATTERS

POLICY TYPE:	Governance Process
POLICY TITLE:	Consent Agenda
EFFECTIVE DATE:	~~June 2022~~February 2026
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. PURPOSE

1.1 To ensure efficiency and effectiveness of Board meetings.

1.2 To provide an efficient process for approval of regular or routine issues that come before the Board or matters where no debate is anticipated.

1.3 To avoid duplicating work that has been delegated and diligently completed by committees while ensuring appropriate oversight by the Board.

2. CONTENT OF AGENDA

2.1 The agenda for Board meetings will distinguish between the following types of matters:

(a) Decision;

(b) Discussion; and

(c) Information.

2.2 Only decision items will require a motion, seconder and a vote.

2.3 Items requiring a decision that are expected to require no discussion or debate may, at the Chair's option, be placed on the agenda under the heading "consent agenda".

2.4 Materials and motions proposed to be dealt with under the consent agenda portion of the agenda shall be clearly identified as falling under the consent agenda in the meeting packages. Governors should review the consent agenda items prior to the meeting on the expectation that no discussion will take place during the Board meeting.

3. APPROVAL OF AGENDA

3.1 The agenda will be approved by the Board at the beginning of each meeting.

3.2 Governors may request that matters be added, deleted or that the order of items be moved and the Chair shall make a decision on each such request. Any such decision may be subject to challenge and reversed by the Board.

3.3 Items may be moved out of the consent agenda section at the request of any Governor prior to approval of the agenda. No motion or vote of the Board is required with respect to a request to move an item out of the consent agenda.

3.4 Where a Governor requests that an item be moved out of the consent agenda section, the Chair shall decide where to place that item on the agenda.

3.5 Where only one item in a committee report does not qualify as a consent agenda item or is requested to be moved, that item shall be moved out of the consent agenda and the rest of the items in the report shall remain in the consent agenda.

3.6 Approval of the agenda by the Board constitutes approval of each of the items listed under the consent agenda portion of the meeting. No separate vote to approve the consent agenda portion is required.

4. MINUTES

Minutes of the meeting will include the full text of resolutions adopted under the consent agenda portion of the meeting.

Durham College Board of Governors Retreat
Oshawa Campus, Centre for Collaborative Education, Global Classroom CFCE145
Saturday, February 28, 2026
8:30 a.m. to 6:00 p.m.
AGENDA

Time	Item
8:30 a.m.	Arrival. Hot breakfast.
9:00 a.m.	Welcome, land acknowledgement, opening remarks.
9:10 a.m. 120 minutes	Future-Focused: Be the first and best choice as a globally recognized leader in delivering the innovative lifelong learning that students, communities, and industries need most • DC Fast-Forward: Anticipating 2035 and beyond with higher education futurist, Ken Steele. Session description: guiding a future-focused organization demands that we keep an eye on the massive technological, social, and demographic disruptions that lie ahead, on time horizons a decade or more in the distance. Higher ed futurist Ken Steele will share his strategic foresight and unique insight into our sector and engage us with provocative scenarios based on biomedical breakthroughs, geopolitical unrest, simulated reality and of course, exponentially evolving artificial intelligence.
11:10 a.m.	Break
11:25 a.m. 60 minutes	Sustainable: Be intentional and align our efforts to adapt, thrive, and achieve our ambitions and ensure long-term sustainability. • Enterprise Risk Management with Barbara MacCheyne, Vice President, Corporate Services and Kevin Maloney, Manager, Risk Management Session Description: The goal of the session is to develop a common understanding of risk amongst participants, introduce ERM concepts to the Board, and validate the College's risk appetite statements as set out in the Board's Integrated Risk Management Policy.
12:25 p.m.	Walk to the Centre for Innovation and Research. Buffet lunch in CIR-102. Employees and guests presenting during the 1:00 p.m. session to join the Board for lunch.
1:00 p.m. 90 minutes	Community Connected: Be purposefully connected locally and globally to deepen our impact and drive social and economic progress. • Introduction to Applied Research and ORSIE Research Hub Demonstrations featuring Debbie McKee Demczyk (AVP, Innovation and Research), Vibha Tyagi (Director, Applied Research), Jason Hunter (Senior Manager, MRC Studio), Sushant Katare (Senior Manager,

Revised December 22, 2025

Agenda Page 8

Time	Item
	Cybersecurity), Natalie Arthurs (Senior Manager, AI Hub), Chris Gillis (Manager, Centre for Craft Brewing Innovation), Colleen McKay (Manager, Grants and Special Projects & Social Impact Hub), TBD (Faculty), TBD (Industry Partner) Session Description: The goal of this session is to showcase the work of DC's five research centres, highlighting how our local and global connections deepen our impact and drive social and economic progress. Note: The Board will stay in CIR-102 for this session.
2:30 p.m.	Break. Walk back to the Global Classroom, CFCE145.
2:45 p.m. 90 minutes	People-Centred: Be an equity-driven and inclusive environment where everyone feels supported, can realize their full potential, and truly belongs. • Asking the Right Questions: A Board's Guide to Strategic Oversight with Lyn McDonell, Accountability Group Session description: A 90-minute interactive session designed to clarify the essential distinction between governance and administration, highlighting how effective boards exercise both oversight and strategic leadership. Participants will explore how to frame questions from a governance perspective—questions that probe meaningfully into issues while remaining respectful of organizational roles and relationships.
4:15 p.m.	Break
4:30 p.m.	Creative Teambuilding activity with Leigh-Ann Harper (nature of activity to remain confidential to not spoil the surprise 😊)
5:15 p.m.	Group dinner
6:00 p.m.	Retreat ends

Revised December 22, 2025