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

Date: Monday, March 9, 2026

Location: Virtual Meeting, MS Teams

MINUTES

Members Present
Kwende Thomas, Committee Chair
Kelly Doyle, Committee Vice Chair
Alison Burgess
John Ecker
Jerry Ouellette
Lisa Allen, Chair of the Board
Elaine Popp, President

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 7:01 p.m.

2. Conflict of Interest Declarations

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

3. Presentations

There were no presentations.

4. Approval of the Agenda

Moved by Governor Ecker
Seconded by Governor Doyle
"That the agenda for the March 9, 2026, meeting of the Governance Review Committee be approved as presented." CARRIED

5. Approval of Previous Minutes

The Committee reviewed its minutes from the January 12, 2026, Governance Review Committee meeting.

Moved by Governor Burgess
Seconded by Governor Ecker
"That the minutes from the January 12, 2026, meeting of the Governance Review Committee be approved as presented." CARRIED

6. Decision Items

6.1 Board Policy for Review: Committee Terms of Reference

The Committee received a report from the President presenting proposed changes to Board Policy: Committee Terms of Reference that reflected the merger of the Governance Review and Nominating Committees and a reorganization of tasks between the Committees to align with mandates and to streamline work.

A discussion ensued about key edits, including:

- Clarifying that the Executive Committee must recommend to the Board the composition and terms of reference of a Presidential Search Committee (Section 2.1(a)). The Committee requested an amendment to this clause to read 'To recommend the composition and terms of reference of a Presidential Search Committee to the Board, as required'.

- The words 'to be informed' as it relates to the Executive Committee's role in reviewing potential public-private partnerships (Section 2.1(i)). The Committee requested an amendment to this clause to read 'To be consulted on any potential private-public partnerships'.

- The Executive Committee's role in recommending the title of 'President Emeritus' in conjunction with the established Board policy (Section 2.1(j)). The Committee requested an amendment to this clause to strike out the words 'after following the process outlined in Board policy'.

- The approval of Governor's expense claims (Section 3.1(e)) and whether the Board needed to approve an expense if it was allowable under the College's policies and approved in advance. The Committee requested that this clause be struck from the policy.

- Whether the meetings of the new Governance and Nominating Committee should be strictly in-camera (Section 4.5). The Committee requested an amendment to this clause to read ‘All meetings will be held in two parts: public and in-camera’.

- The membership composition of the Committees and whether there should be an at-large Governor on the Executive Committee, as well as the balance between Internal and External Governors on a Committee. The Committee decided to recommend that the membership of the Executive Committee remain at five (Board Chair, Board Vice Chair, President, and the two Committee Chairs), noting the Board Vice Chair would only serve on the Executive Committee. The membership of the other two Committees would be set at nine and would include the Board Chair, President, and seven other Governors appointed by the Board.

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

“That Board Policy: Committee Terms of Reference be approved as amended and come into effect on September 1, 2026.” CARRIED

7. Discussion Items

7.1 Board Retreat Feedback

The Committee engaged in a conversation about the recent Board retreat and the feedback received. Members agreed the retreat was very successful overall, with strong appreciation for the small-group discussions and the meaningful risk conversation. A few members suggested that the session with K. Steele could have been better integrated into the broader discussions. The Committee noted that only seven people responded to the survey, and members agreed it would be helpful for the Chair of the Governance Review Committee to send a follow-up message encouraging additional responses.

The group also reflected on the timing of future retreats. Several members expressed interest in holding the retreat earlier in the Board year to support onboarding and help governors connect and build rapport sooner. Members noted that while events like the Higher Education Summit and Hail and Farewell offer connection points, an additional fall social event or informal activity could help new and returning Governors build rapport. The Committee agreed there was value in creating more opportunities for the Board to build cohesion throughout the year.

8. Information Items

There were no information items.

9. Meeting Assessment

The Committee engaged in a roundtable meeting assessment and expressed appreciation for receiving both a track changes and a clean copy of the policy that was before the Committee for discussion.

10. Adjournment

With no further business, the meeting ended at 8:32 p.m.

Kwende Thomas
Committee Chair

Melissa Pringle
Board Secretary