



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

**Date: Tuesday, May 19, 2026**

**Location: Virtual Meeting, MS Teams**

### **Minutes**

#### **Members Present**

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

#### **Members Absent**

Jerry Ouellette

#### **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 5:30 p.m.

The Committee Chair advised that guests Barbara MacCheyne, Vice President, Corporate Services and Chief Financial Officer and Kevin Maloney, Manager, Risk Management, were in attendance to speak to Decision Item 6.1, proposed updates to the Board's Integrated Risk Management Framework policy.

### **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 Allen

“That the agenda for the May 19, 2026, meeting of the Governance Review Committee be approved as presented.” CARRIED

#### **5. Approval of Previous Minutes**

The Committee reviewed the minutes from its March 9, 2026, Governance Review Committee meeting. A brief discussion took place regarding a potential grammatical error; however, the Committee agreed to keep the wording as presented.

Moved by Governor Burgess

Seconded by Governor Doyle

“That the minutes from the March 9, 2026, meeting of the Governance Review Committee be approved as presented.” CARRIED

#### **6. Decision Items**

##### **6.1 Board Policy: Integrated Risk Management Framework**

The Committee received a report regarding proposed edits to Board Policy: Integrated Risk Management Framework from the Vice President, Corporate Services and Chief Financial Officer and Manager, Risk Management.

The Committee provided detailed feedback on the proposed edits to the Integrated Risk Management Framework policy, focusing on improving clarity, alignment, and practical application. Members supported enhancements to the risk appetite definitions, particularly by more clearly articulating the acceptable levels of residual risk associated with each descriptor (e.g., low, medium, high) to reduce ambiguity and subjectivity.

The Committee questioned the presenters regarding alignment between the risk appetite statements and the organization’s risk register, and whether all identified risks were appropriately mapped to the defined categories.

Further, the Committee discussed the methodology used to assess risk, including the application of likelihood and impact scales to determine residual risk, and noted that a clearer linkage between these measures and the risk appetite descriptors would strengthen the policy. Members also highlighted the distinction between baseline controls and additional mitigation measures required to bring risks within acceptable tolerance.

Discussion of financial risk highlighted the need for clearer metrics to support long-term financial sustainability. The Committee recommended referencing applicable Ministry-defined financial metrics in general terms, rather than specifying fixed measures, to accommodate evolving definitions while maintaining clarity on expectations.

Members encouraged the use of more precise and less subjective language throughout the policy. Feedback on the reputation risk category suggested revising the wording to avoid declarative or absolute statements in favour of more measured, objective language, and to remove terms such as “high” where they may introduce ambiguity.

Further discussion focused on clarifying when risks are considered accepted, noting that risks are accepted following the implementation of mitigation measures to achieve an acceptable level of residual risk. It was further noted that risks that cannot be reduced to align with the Board’s risk appetite should be clearly identified and escalated to the Board.

At the request of the Committee, the policy was referred back to staff for further refinement and to incorporate the feedback received. The policy will be brought forward to the Committee for consideration at a future meeting.

Also, the Committee discussed the benefit of reviewing the policy in conjunction with related procedures and materials. Members agreed that it would be helpful to consider the policy alongside the associated procedures and the risk register to support a more comprehensive understanding. Staff confirmed that future materials would be presented as a consolidated package for review.

## 6.2 Board Policy: President Emeritus

The Committee received a report from the President highlighting key proposed changes to Board Policy: President Emeritus.

The Committee discussed the appropriate timing for conferring the honour. Members expressed support for a post-retirement decision to allow for a more objective assessment and the potential for more candid feedback. At the same time, the Committee noted practical considerations, including extended presidential notice periods and the value of leveraging the knowledge of the current Board.

Further, the Committee discussed a balanced approach whereby the evaluation process could begin upon notice of retirement, with final conferral occurring after the President has left the role. The need for flexibility in exceptional circumstances was also emphasized.

Additionally, the Committee discussed the policy's criteria and process and underscored the importance of maintaining a clear and credible process to support the significance of the honour.

The Board Secretary was asked to refine the timing provisions, specifically Section 3.1, and to circulate updated language for the Committee's review by email in advance of the June 10 Board meeting.

Moved by Governor Ecker

Seconded by Governor Doyle

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

That based on GOV-2026-10, Board Policy: President Emeritus, be approved as amended." CARRIED

## **7. Discussion Items**

### **7.1 President's Annual Compliance Report for 2025-2026**

The Committee received a report from the President regarding the annual compliance report for 2025-2026.

The Committee questioned the President regarding the completeness of the report and the criteria used in its preparation. The Board Secretary advised that the report is developed based on the monitoring statements set out in the Board's policies, with the addition of Ministry-directed annual reporting elements this year to further support completeness.

## **8. Information Items**

There were no information items.

## **9. Meeting Assessment**

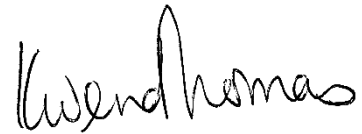
The Committee conducted a roundtable meeting assessment and expressed appreciation for the contributions of members whose terms are concluding, recognizing their leadership and engagement. Members reflected positively on the Committee's culture of respectful, robust discussion and the value of diverse perspectives in supporting effective oversight.

The Committee noted the usefulness of meeting materials, including redlined policy documents, in facilitating informed review. Commendation was also given for effective meeting facilitation and ensuring all voices were heard.

Members further highlighted the importance of thorough preparation and thoughtful deliberation, noting that the Committee's willingness to defer items, such as the Integrated Risk Management Framework policy, demonstrates a commitment to clarity, due diligence, and sound decision-making.

## **10. Adjournment**

With no further business, the meeting ended at 6:43 p.m.



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Kwende Thomas  
Committee Chair



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Melissa Pringle  
Board Secretary