

# DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY PUBLIC MEETING OF THE GOVERNANCE REVIEW COMMITTEE AGENDA

**Date:** Monday, January 13, 2025, 5:00 p.m.

**Location:** Virtual Meeting, MS Teams

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Pages

**1. CALL TO ORDER**

**2. CONFLICT OF INTEREST DECLARATIONS**

**3. APPROVAL OF THE AGENDA**

Recommendation

That the agenda for the January 13, 2025, Governance Review Committee meeting be approved as presented.

**4. APPROVAL OF PREVIOUS MINUTES**

4.1 Minutes of the November 4, 2024, Governance Review Committee Meeting

3 - 7

Recommendation

That the minutes from the November 4, 2024, meeting of the Governance Review Committee be approved as presented.

**5. DECISION ITEMS**

5.1 Proposed New Process for Approving the President's Expenses - D. Townsend

8 - 9

Recommendation

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 unless there is an expense over \$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.

- 5.2 Board By-law No. 4 Due for Review: A By-law to Regulate the Internal Governor Elections - M. Pringle 10 - 26

Recommendation

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.

- 5.3 Board Policy Due for Review: Governors Duties and Responsibilities - M. Pringle 27 - 31

Recommendation

That the Governance Review Committee recommend 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.

**6. DISCUSSION ITEMS**

- 6.1 Development of a Post-Meeting Survey Tool - D. Townsend 32 - 33  
6.2 Finalization of Board Retreat Agenda - E. Popp 34 - 34

**7. INFORMATION ITEMS**

**8. MEETING ASSESSMENT - D. Townsend**

**9. ADJOURNMENT**



**DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY  
PUBLIC MEETING OF THE GOVERNANCE REVIEW COMMITTEE  
MINUTES**

Date: Monday, November 4, 2024

Location: Virtual Meeting, MS Teams

Members Present: Dwight Townsend, Committee Chair  
 Brandon Bird  
 Kelly Doyle, Committee Vice Chair  
 Kwende Thomas  
 Lisa Allen, Board Chair (joined the meeting at 7:04 p.m.)  
 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 7:00 p.m.

**2. CONFLICT OF INTEREST DECLARATIONS**

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

**3. APPROVAL OF THE AGENDA**

Moved by Governor Doyle

Seconded by Governor Townsend

“That the agenda for the November 4, 2024, Governance Review Committee meeting be approved as presented.” CARRIED

#### **4. APPROVAL OF PREVIOUS MINUTES**

##### **4.1 Minutes of the September 16, 2024, Governance Review Committee Meeting**

The Committee reviewed its minutes from the Governance Review Committee meeting on September 16, 2024.

Moved by Governor Bird

Seconded by Governor Thomas

“That the minutes from the September 16, 2024, meeting of the Governance Review Committee be approved as presented.” CARRIED

#### **5. DECISION ITEMS**

There were no decision items.

#### **6. DISCUSSION ITEMS**

##### **6.1 2023-2024 Board Evaluation Feedback: Prioritization of Items to Action**

The Committee discussed the feedback received from the 2023-2024 Board Evaluation Survey and what items, if any, to prioritize for action. Following the discussion, the Committee agreed that the Board was generally high-functioning and that being more intentional about setting the context as items are presented to the Board may help Governors understand the interconnectedness of our strategies and plans, which came through as a gap in the survey results and written comments. Further, the Committee remarked on recent improvements to how reports are presented, the content of the orientation session, and the ongoing buddy system that Governors can avail themselves of. At this time, the Committee felt no significant action was needed to respond to the results.

##### **6.2 Suggestions for Changes to Governance Processes (Fall 2024)**

In response to recent suggestions for process improvement, the Committee discussed the following items:

###### Delegating authority to the Board Chair for approving the President’s expenses

The Committee received a high-level overview of the suggested change from the Board Secretary.

The Committee discussed the suggestion and agreed in principle that it would be appropriate to delegate this task to the Board Chair or a designate. Concerns raised included whether there should be a financial threshold at which the expense would have to be approved by the Board, what would happen in the

event of a conflict (e.g., an expense related to the Board Chair and President) and the rigor of approval for an approved versus an unapproved expense.

Following the discussion, the Committee requested the Board Secretary to bring forward language related to a new process for the Committee to consider at the next meeting.

#### Moving New Program approvals to the Consent Agenda

The Committee received a high-level overview of the suggested change from the Board Secretary.

The Committee discussed the proposed change to how new programs get approved (via the consent agenda versus the discussion agenda) and agreed that the current process demonstrated rigor and due diligence, sparked conversation, and allowed employees to present their work to the Board. The Committee was not supportive of changing how new programs come to the Board. Additionally, for efficiency, the Committee suggested that the packages be taken as read and that the presentations of new programs be shortened to highlight the key points only and to take questions.

#### Length of Program Advisory Committee Reports Presented for Information

The Committee received a high-level overview of the Board's role in overseeing Program Advisory Committees (PACs) and the current practice of including bi-annual reports in the Board package for information.

The Committee discussed the importance of being aware and informed of activities related to the PACs, such as their health and level of engagement, and the necessity of ensuring industry relevance, a high-quality curriculum, and compliance with the Ministry Binding Policy Directive. It was noted that by removing information that is presented to the Board, you are removing an opportunity for discussion. The Committee discussed potentially updating the scorecard to demonstrate other health metrics of each PAC, such as engagement, industry relevance, potential donors, and work-integrated learning opportunities.

As an outcome of this discussion, the President committed to working with the Vice President, Academic and Students to identify ways to improve the presented information.

## Meeting Assessments

The Committee received a high-level overview of the current meeting assessment process at each Committee and Board meeting and the Board goal that was recently approved to review the meeting assessment process.

The Committee discussed the perceived ineffectiveness of the current meeting assessment process, citing that it often seems rushed and a recap of the meeting rather than substantive feedback that could be used to improve the Board's performance. The Committee discussed potential ways and tools to conduct the assessment process differently and generally agreed that an anonymous post-meeting survey was the preferred option. The Committee felt that using a survey tool would allow a Governor time to reflect on the meeting and create a safe space to share meaningful feedback.

Following the discussion, the Committee decided to discuss the questions that could be included in a new survey at its next meeting.

### **6.3 Board Retreat Planning**

The Committee received an update from the President regarding the retreat and it was confirmed that the Briars had been secured for the event. The Committee discussed the draft agenda and noted that of the four potential time slots for sessions, two sessions would be used for the strategic plan discussions. The Committee expressed that the other two sessions should be lighter to balance the retreat's energy. Suggestions included booking a guest speaker, hosting a panel of faculty or students, and ensuring there was time for socialization. Additionally, the Committee discussed whether it wanted to keep the tradition of providing a gift item at the retreat, to which the Committee agreed. Possible suggestions for gift items included clothing (e.g., a cardigan), the athletic fan pack, and tickets to varsity athletic games.

Following the discussion, the President advised she would take the feedback received from the Committee and would bring forward a second draft of the agenda for consideration.

## **7. INFORMATION ITEMS**

There were no information items.

## **8. MEETING ASSESSMENT**

The Committee did not engage in a meeting assessment.

**9. ADJOURNMENT**

With no further business, the meeting ended at 8:53 p.m.

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Proposed Changes to Approval of President’s Expenses

Current Process	New Process
<p><b>Step 1:</b> The Office of the President prepares and reconciles the expense report in FAST and sends a copy of the completed expense report to the Vice President, Corporate Services/Chief Financial Officer for review.</p>	<p>No Change</p>
<p><b>Step 2:</b> The Vice President, Corporate Services/Chief Financial Officers reviews and signs off the expense report and returns it to the Office of the President.</p> <p>If any issues or concerns are flagged by the Vice President, Corporate Services/Chief Financial Officer they are addressed by the Office of the President.</p>	<p>No Change</p>
<p><b>Step 3:</b> The Manager, Office of the President, provides the Manager, Board Governance and Privacy a copy of the completed expense report for inclusion in the next Executive Committee meeting.</p>	<p>The expenses will no longer be included in the agenda package for the Executive Committee.</p>
<p><b>Step 4:</b> The Executive Committee reviews and recommends approval of the expense report to the Board.</p>	<p>The Manager, Board Governance and Privacy will send the expense report (with supporting documentation) to the Audit and Finance Committee Chair for review and approval. In the absence of the Audit and Finance Committee Chair, the package will be sent to the Board Vice Chair.</p> <p>When approved, the Manager, Board Governance and Privacy will apply the digital signature of the Audit and Finance Committee Chair or Board Vice Chair on all relevant paperwork and forms. Alternatively, a hard copy may be signed at the next Board meeting.</p>



Proposed Changes to Approval of President’s Expenses

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Current Process	New Process
<p>When the Board approves the expense report, the Board Chair signs all relevant paperwork and forms.</p>	<p>In a given month, if a single expense over \$5K is included in the expense claim or if the expense claim includes an expense that will cause budget pressure, the former process will apply and the expense claim will come to the Board for approval.</p> <p>When the Board approves, the Audit and Finance Committee Chair or Board Vice Chair will sign all relevant paperwork and forms.</p>
	<p>At the start of each Board year, the Chair of the Audit and Finance Committee and Board Vice Chair will be provided with a copy of the College’s Business Travel and Expense policy and training by the Vice President, Corporate Services/Chief Financial Officer.</p>

Recommendation

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 unless there is an expense over \$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.

<b>Reference in By-law No. 4</b>	<b>Current Process</b>	<b>Proposed New Process</b>	<b>Rationale</b>
<b>Section 3.1</b>	Notice of Election is issued a minimum of 15 Business Days before the commencement of the Nomination Period.	Notice of Election is issued a minimum 15 Business Day before the commencement of the <b>Voting Period</b> .	
<b>Section 6.1</b>	Nomination Period is 5 Business Days in duration.	Nomination Period opens on the day the Notice of Election is issued and will close on the 14 <sup>th</sup> Business Day following the publishing of the Notice of Election at 1:00 p.m. EST.	To reduce the total time of the election. This change will make the Nomination Period concurrent with the Notice of Election.  Extends the Nomination Period to give more time for people to participate.
<b>Section 8.1</b>	The Campaign Period will commence no later than 3 Business Days after the close of the Nomination Period and will be 8 Business Days in duration.	The Campaign Period will commence no later than 5 Business Days after the close of the Nomination Period and will conclude on the last day of the Voting Period.	Allowing Campaigning during the Voting Period will hopefully reduce some of the issues we see with the Student Governor election.  No campaigning during the Voting Period was hard to enforce and inconsistent with other elections.
<b>Section 8</b>	Outlines several campaign rules	Section revised to state: The Chief Returning Officer will provide a Campaign Guide to each Candidate outlining the	Allows for flexibility in setting campaign guidelines for an election.

Reference in By-law No. 4	Current Process	Proposed New Process	Rationale
<b>Section 9.3</b>	In the event an election is required, the Voting Period will be 5 Business Days in duration and will commence on the 8 <sup>th</sup> Business Day following the close of the Nomination Period.	Campaign rules and permitted Campaign activities.  In the event an election is required, the Voting Period will be 3 Business Days in duration and will commence no later than the 10 Business Days following the start of the Campaign Period.	Reduces the number of Voting Days (but is consistent with what DCOSA does)

Proposed timeline for the spring election cycle

- Issue Notice of Election – Friday, February 14, 2025
- Nominations Open – Friday, February 14, 2025
- Nominations Close – Thursday, March 6, 2025 at 1:00 p.m.
- Confirm Candidates by noon on Monday, March 10, 2025
- Mandatory Candidate’s Meeting – March 10 or 11, 2025 (Student Governor Election only)
- Campaign Period Begins – Wednesday, March 12, 2025
- Voting Period Begins – Monday, March 24, 2025
- Voting Period Ends – Wednesday, March 26, 2025
- Campaign Period Ends – Wednesday, March 26, 2025
- Notify Nomination Committee and Candidates of Election Results – Thursday, March 27, 2025
- Post Winners Publicly by Wednesday, April 2, 2025



**DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY**

**BY-LAW NO. 4**

**Internal Governor Elections**

**Table of Contents**

1.	PRINCIPLES.....	2
2.	ELECTION GOVERNANCE.....	2
3.	NOTICE OF ELECTION.....	3
4.	CANDIDATE QUALIFICATIONS .....	4
5.	ELIGIBILITY TO VOTE AND VOTERS LIST .....	4
6.	NOMINATIONS AND NOMINATIONS PERIOD .....	5
7.	CANDIDATE INFORMATION SESSION (MANDATORY) .....	6
8.	CAMPAIGNING AND CAMPAIGN PERIOD .....	6
9.	VOTING AND VOTING PERIOD .....	8
10.	DISQUALIFICATION OF A CANDIDATE.....	9
11.	COMPLAINTS.....	10
12.	APPEALING A DECISION OF THE CHIEF RETURNING OFFICER .....	11
13.	APPEALING A DECISION OF THE ELECTORAL COMMITTEE .....	11
14.	CONTINUED ELIGIBILITY, POST-ELECTION.....	12
15.	MID-TERM VACANCIES .....	13
16.	REPORTING.....	13
17.	RETENTION OF RECORDS .....	14
18.	FORCE AND EFFECT .....	15

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**DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY**

**BY-LAW NO. 4**

**A by-law to regulate the election of Internal Governors pursuant to Ontario Regulation 34/03 under the *Ontario Colleges of Applied Arts and Technology Act, 2002*.**

**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.**

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**IT IS HEREBY ENACTED as a by-law of The Durham College of Applied Arts and Technology as follows:**

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**1. PRINCIPLES**

- 1.1 An election will be fair, transparent, accessible and provide for freedom of choice.
- 1.2 The term of appointment commences September 1 and concludes August 31 of the relevant years.
- 1.3 The Chief Returning Officer will ensure voting procedures are compliant with the customer service regulations of the *Accessibility for Ontarians with Disabilities Act*.

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**2. ELECTION GOVERNANCE**

- 2.1 The Board will consult with College Advisory Council regarding any substantial amendments to this By-law.
- 2.2 The Nominating Committee of the Board will oversee the implementation of the procedures set out in this By-law.
- 2.3 The Board delegates authority to administer Internal Governor elections in accordance with this By-law to the Board Secretary, who will act as Chief Returning Officer.
- 2.4 The Board will establish an Electoral Committee to:
  - (a) Consider and respond to a complaint where the decision may affect the outcome of the election; and
  - (b) Consider and respond to appeals received in response to a Notice of Disqualification or a decision of the Chief Returning Officer.

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- 2.5 The Electoral Committee will be comprised of the membership of the Nominating Committee, excluding any Governor who has a conflict of interest or who is a member of the Constituency that is the subject of the complaint or appeal.
- 2.6 The Chair of the Nominating Committee will be the Chair of the Electoral Committee.
- 2.7 Quorum for a meeting of the Electoral Committee will be a simple majority of the members.
- 2.8 To ensure objectivity, the Board Secretary will not provide administrative support to the Electoral Committee.
  - (a) The ~~Executive Assistant in the Manager~~, Office of the President or designate will provide administrative support to the Electoral Committee.
  - (b) The Electoral Committee is not required to hold regular meetings and will convene in-camera only if necessary to consider a complaint or appeal that has been received.
  - (c) The Electoral Committee will conduct its affairs following the principles of procedural fairness.

**3. NOTICE OF ELECTION**

- 3.1 The Chief Returning Officer will issue a Notice of Election a minimum of fifteen (15) Business Days prior to the commencement of the ~~Nomination Period~~Voting Period.
- 3.2 The Notice of Election will:
  - (a) Identify the Constituency, Candidate eligibility requirements and the dates of the Nomination, Campaign and Voting Periods;
  - (b) Include an overview of the position;
  - (c) Be communicated electronically to the relevant Constituency; and
  - (d) Be posted on the College website.

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#### 4. CANDIDATE QUALIFICATIONS

- 4.1 To qualify as a Candidate in an Academic, Administrative or Support Staff election, a Candidate must be a permanent Employee at the College.
- 4.2 To qualify as a Candidate in a Student election, a Candidate must:
- (a) be a Student;
  - (b) be registered in at least 70% of the total number of credit courses or 66.6% of the total numbers of courses in a Ministry approved program;
  - (c) be in Good Academic Standing; and
  - (d) have no academic integrity alerts or student conduct violations on their student file.
- 4.3 A Candidate is only eligible to run in one of the Constituencies described in Ontario Regulation 34/03 to OCAATA. An individual's Constituency is determined through their main affiliation with the College as determined by the records of Human Resources or the Office of the Registrar.
- 4.4 An individual who does not meet the qualification criteria in Section 4.10 of By-law No. 1 is not qualified to be a Candidate.

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#### 5. ELIGIBILITY TO VOTE AND VOTERS LIST

- 5.1 All permanent Employees, as determined by the records of Human Resources are eligible to vote in their Constituency as long as they remain an Employee of the College under the terms of the collective agreement for their Constituency or the administrative terms and conditions of employment during the Voting Period.
- 5.2 All Students, as determined by the records of the Office of the Registrar are eligible to vote as long as they remain a Student of the College during the Voting Period.
- 5.3 A Voters List will be prepared at the direction of the Chief Returning Officer three (3) Business Days prior to issuance of the Notice of Election.
- (a) The Voters List for a Student election is provided by the Office of the Registrar.
  - (b) The Voters List for an Academic, Administrative or Support Staff election is provided by Human Resources.

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5.4 The Chief Returning Officer will make a Voters List available, in electronic format only, for viewing at all campuses during the Business Day upon issuance of the Notice of Election until the close of the Voting Period.

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5.5 The purpose of the Voters List is:

- (a) To assist the Chief Returning Officer in confirming proposed Candidates and nominators are on the Voters List and are eligible to participate in the election.
- (b) To allow Constituents to confirm they are on the Voters List.
- (c) To allow a Candidate to determine who is a member of their Constituency.

5.6 A Candidate can only view the Voters List and is not permitted to print or photograph the list.

5.7 Use of the Voters List for other purposes is prohibited.

## 6. NOMINATIONS AND NOMINATIONS PERIOD

6.1 The Nomination Period will open on the day the Notice of Election is issued and will close on the fourteenth (14<sup>th</sup>) Business Day following the publishing of the Notice of Election at 1:00 p.m. EST. ~~will be five (5) Business Days in duration.~~

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6.2 Nomination forms will be available on the College website and in the Board office (Oshawa Campus, Gordon Willey Building, A140).

6.3 A completed Nomination Form must be delivered to the Chief Returning Officer by a proposed Candidate, who will present valid photo identification at the time of submission.

6.4 The Chief Returning Officer has the authority to reject a nomination if:

- (a) The proposed Candidate does not meet the eligibility requirements outlined in Section 4 of this By-law;
- (b) All sections of the Nomination Form are not complete;
- (c) The Nomination Form is not received by the end of the Business Day when the Nomination Period closes; or
- (d) The information contained in the Nomination Form is incomplete or inaccurate.



- 6.5 If upon review of a Nomination Form, the Chief Returning Officer determines a Nomination Form is incomplete or inaccurate, a Candidate will have the opportunity to fix or correct a Nomination Form as long as it is re-submitted prior to the close of the Nomination Period.
- 6.6 The Chief Returning Officer will communicate acceptance or rejection of the nomination as soon as a determination is made or no later than 12:00 p.m. two (2) Business Days after the close of the Nomination Period.
- 6.7 The Chief Returning Officer will facilitate the posting of the names and other required and permitted information of all Candidates who submit such information ~~within three (3) Business Days after the close of the Nomination Period~~ for the start of the Campaign Period on the College website.
- 6.8 All nominations are considered confidential until the close of the Nomination Period.
- 6.9 In the event that a Candidate advises the Chief Returning Officer of their desire to withdraw their nomination at least two (2) Business Days before the start of the Voting Period, the Chief Returning Officer will advise all other Candidates of the withdrawal. If time permits, the Candidate's name will be removed from the ballot.

**7. CANDIDATE INFORMATION SESSION (MANDATORY)**

- 7.1 All Candidates running for Student Governor must attend a Candidate Information Session hosted by the Chief Returning Officer in advance of the start of the Campaign Period. This date will be advertised on the College website and be communicated to all Candidates a minimum of two (2) Business Days in advance.
- 7.2 A Candidate who does not attend the Candidate Information Session, or who does not make alternate arrangements to meet with the Chief Returning Officer prior to the start of the Campaign Period, will be disqualified.

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**8. CAMPAIGNING AND CAMPAIGN PERIOD**

- 8.1 The Campaign Period will commence no later than ~~three-five (5)~~ three (3) Business Days after the close of the Nomination Period ~~and will be eight (8) Business Days in duration and will conclude on the last day of the Voting Period-~~
- 8.2 Campaigning outside of the Campaign Period is prohibited.

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8.3 All Candidates must accurately represent themselves and their position, and will not engage in acts of defamation or destruction of other Candidate's Campaign materials.

8.4 All Candidates must comply with applicable College policies and procedures.

~~8.5 Physical Campaigning is restricted to public areas on campus.~~

~~8.6 Campaigning is not permitted in the President's office, on-campus residence or in a classroom, lab, meeting room, study room or the Learning Commons.~~

~~8.7 The Chief Returning Officer shall provide guidelines on the use of posters, which may include designating a common area to display election materials.~~

~~8.8 Use of the College's digital signage is permitted. To access this medium, a Candidate must submit a formal request using the appropriate form: <https://durhamcollege.ca/digitalsignage/#submissionform>. All content must comply with the guidelines established by the Communications and Marketing Department and the Chief Returning Officer has the authority to reject any content contrary to College policies.~~

~~8.9 Use of personal social media platforms is permitted.~~

~~8.10 The use of College email, the Employee intranet (ICE) or Student intranet (MyDC) by a Candidate for election purposes is prohibited, except as follows:~~

~~(a) During the Campaign Period, the Chief Returning Officer will distribute two Candidate messages (maximum word count of 100 words per message) by College email, Employee intranet (ICE) or Student intranet (MyDC).~~

~~(b) To be included in the distribution, a Candidate must provide the messages by the pre-determined deadline and the content will be reviewed and approved by the Chief Returning Officer.~~

~~(c) Messages will be sent in a group format to the appropriate distribution list and Candidates will not be given access to internal distribution lists.~~

~~8.118.5 The use of the College logo on campaign materials is prohibited. The Chief Returning Officer will provide a Campaign Guide to each Candidate outlining the Campaign rules and the permitted Campaign activities.~~

~~8-128.6~~ All Campaign costs will be at the expense of the Candidate. Campaign expenditures will not exceed \$100 for any Candidate.

~~8-138.7~~ Proof of expenses (itemized receipts) must be retained by a Candidate and be made available to the Chief Returning Officer upon request until five (5) Business Days following the official announcement of election results or, if subject to a complaint, until ten (10) Business Days following the communication of a dispute or appeal ruling, whichever is later.

~~8-148.8~~ A Candidate is responsible for monitoring their own campaign materials to ensure compliance with this By-law and College policies.

~~8-158.9~~ All Campaign materials must be removed from all College campuses within one (~~4~~2) Business Days following the close of the ~~Campaign Period~~Voting Period.

~~8-168.10~~ Notwithstanding Section 8, in order to respond to an extraordinary or an emergency situation, the Chief Returning Officer has the authority to implement changes to the types of Campaign activities that are permissible or contemplated by this By-law. Such changes will be communicated to all Candidates by email.

## 9. VOTING AND VOTING PERIOD

- 9.1 In the event that only one acceptable nomination is received by the Chief Returning Officer, the Candidate will be acclaimed and no election will be held.
- 9.2 In the event of an acclamation, the Chief Returning Officer will notify the Nominating Committee and the acclaimed Candidate within one (1) Business Day following the close of the Nomination Period. The name of the acclaimed Candidate will be communicated to the relevant Constituency within four (4) Business Days of the close of the Nomination Period.
- 9.3 In the event an election is required, the Voting Period will be ~~five-three~~ (~~35~~) Business Days in duration and will commence ~~on the eleventh (11)~~ no later than ten (10) Business Day following the ~~close-start~~ of the ~~Nomination-Campaign~~ Period.
- 9.4 The Chief Returning Officer will promote the Voting Period to the relevant Constituency using communication channels appropriate to that group.
- 9.5 Voting will be conducted in a secure and confidential manner as determined by the Chief Returning Officer.

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- 9.6 Each eligible voter will have one vote, and once a vote is cast, it cannot be changed.
- 9.7 In the event that any two Candidates receive an equal number of votes, the result will be determined by a coin toss conducted by the Chief Returning Officer in the presence of the two Candidates receiving the equal number of votes and the College President or designate.
- 9.8 The result of the election will be communicated to the Nominating Committee and all Candidates within one (1) Business Day following the close of the Voting Period.
- 9.9 The Chief Returning Officer will post on the College website, the names of all Candidates and the total number of votes received by each Candidate, and communicate the name of the successful Candidate to the relevant Constituency within four (4) Business Days following the close of the election.

#### 10. DISQUALIFICATION OF A CANDIDATE

- 10.1 A Candidate will be disqualified by the Chief Returning Officer if, in the case of a Student Governor election, the Candidate fails to attend the Candidate Information Session or fails to make alternative arrangements to meet with the Chief Returning Officer prior to the start of the Campaign Period.
- 10.2 A Candidate may be disqualified by the Chief Returning Officer if the Candidate violates this By-law, an applicable College policy or a decision of the Chief Returning Officer whether or not a Candidate has received a prior written warning from the Chief Returning Officer.
- 10.3 If it is determined at the sole discretion of Chief Returning Officer there is satisfactory evidence to disqualify a Candidate, the Candidate will be issued a Notice of Disqualification, sent electronically to the email address provided on their respective Nomination Form.
- 10.4 A Candidate has two (2) Business Days from the date of the Notice of Disqualification to submit a written request to appeal the decision of the Chief Returning Officer to the Electoral Committee.
- 10.5 The date of the Notice of Disqualification is the date on which it is sent to the Candidate.
- 10.6 If a Candidate appeals the Notice of Disqualification to the Electoral Committee, the Candidate is permitted to participate in the Election until a decision of the Electoral Committee has been issued.

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- 10.7 If a Candidate does not appeal the decision of the Chief Returning Officer or the decision of the Chief Returning Officer is upheld by the Electoral Committee, the Chief Returning Officer will post a Notice of Disqualification on the College website and remove the Candidate's photograph and personal statement.
- 10.8 Time permitting, the disqualified Candidate's name will be removed from the ballot.
- 10.9 Any votes received for a disqualified Candidate will be declared invalid. Individuals who voted for the disqualified Candidate will not have an opportunity to make an alternate choice.
- 10.10 Presence of a disqualified Candidate's name on the College website or ballot will not invalidate the election.

## 11. COMPLAINTS

- 11.1 The Chief Returning Officer has the authority to investigate and resolve a complaint by:
  - (a) Dismissing a complaint;
  - (b) Clarifying the rules for all Candidates;
  - (c) Issuing a warning to a Candidate;
  - (d) Mediating a dispute between two or more Candidates;
  - (e) Issuing a Notice of Disqualification to a Candidate.
- 11.2 All complaints must be received in writing and must indicate the details of the alleged violation of this By-law or applicable College policy. All available evidence supporting the complaint must also be attached.
- 11.3 If a complaint is specific to the policies or procedures related to the Nomination, Campaigning or Voting Periods, the complaint must be received no later than one (1) Business Day following the close of the applicable period.
- 11.4 The Chief Returning Officer will respond to the complainant within two (2) Business Days of receiving the complaint in writing.
- 11.5 The complainant has two (2) Business Days from the date of the Chief Returning Officer's decision to appeal. The date of the Chief Returning Officer's response is the date it is sent to the complainant.

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11.6 Notwithstanding any other provision in Section 11, any complaint that may result in a change to an election outcome will be referred to the Electoral Committee for determination.

## 12. APPEALING A DECISION OF THE CHIEF RETURNING OFFICER

12.1 All appeals must be received in writing and must outline why the decision of the Chief Returning Officer should be reconsidered, and include supporting evidence.

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12.2 A request for an appeal must be filed with the ~~Executive Assistant Manager, Office of the President in the Office of the President~~ or designate within the prescribed timeframe who will forward the appeal to the Electoral Committee within one (1) Business Day.

12.3 The Electoral Committee will convene a meeting within two (2) Business Days of receiving the appeal to decide the matter and will issue a decision to the complainant within two (2) Business Days of the meeting convened for that purpose.

12.4 The Electoral Committee has the power to:

- (a) Dismiss the appeal; or
- (b) Allow the appeal and make any decision the Chief Returning Officer could have made as outlined in Section 11.1.

12.5 The decision of the Electoral Committee on the appeal is final.

## 13. APPEALING A DECISION OF THE ELECTORAL COMMITTEE

13.1 Only a decision of the Electoral Committee made pursuant to Section 11.6 can be appealed.

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13.2 All appeals must be received in writing and must outline why the decision of the Electoral Committee should be reconsidered, and any include any supporting evidence.

13.3 Within two (2) Business Days of receiving a decision of the Electoral Committee, an appeal may be filed with the ~~Board Secretary Manager,~~ Board Governance and Privacy who will forward it to the Board within two (2) Business Days.

13.4 The Board will convene a meeting within ten (10) Business Days of receiving the appeal to consider the matter, and once the Board decides on the matter, will communicate with the complainant within two (2) Business Days.

13.5 The Board has the power to:

- (a) Dismiss the appeal; or
- (b) Allow the appeal and make any decision it considers just and appropriate.

13.6 The decision of the Board on the appeal is final.

**14. CONTINUED ELIGIBILITY, POST-ELECTION**

14.1 A Student Governor must remain in Good Academic Standing and not receive any academic integrity or student conduct violations for the duration of their term of office.

14.2 A Student who graduates prior to the expiration of the student's term may remain a Student governor until August 31 in the year of their graduation.

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**15. MID-TERM VACANCIES**

15.1 If an Administrative Staff Member, Academic Staff Member or Support Staff Member is unable to finish their term of office, the vacancy will be filled according to Section 6 of By-law No. 1.

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15.2 If a Student Governor is unable to finish their term of office, within one (1) month of the Board being notified:

- (a) If eligible and willing, the Candidate with the second-most votes will be acclaimed as Governor.
- (b) If the Candidate is either no longer eligible or not willing to serve as Governor, subject to section 15.2(c), a new election will be held.
- (c) If there are less than three (3) months to end of the term of office, the Student Governor position will remain vacant.

**16. REPORTING**

The Chief Returning Officer will provide a post-election report identifying all the Candidates, the number of votes received for each Candidate, the number of invalid votes and the total number of votes to a public meeting of the Board.

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**17. RETENTION OF RECORDS**

All Nomination Forms will be securely destroyed no sooner than five (5) Business Days after the announcement of the election results or the resolution of appeals, whichever is later. All other records related to the election will be retained according to the College's Common Records Retention Schedule.

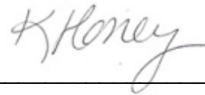
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**18. FORCE AND EFFECT**

18.1 By-Law No. 4 of the Durham College of Applied Arts and Technology, enacted on June 3, 2020 is hereby repealed.

18.2 This By-law shall come into force and take effect on the date it is finally passed.

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



Board Chair



Board Secretary

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<b>POLICY TYPE:</b>	Governance Process
<b>POLICY TITLE:</b>	Governors' Duties and Responsibilities Policy
<b>EFFECTIVE DATE:</b>	<del>June 2022</del> <u>February 2025</u>
<b>REVISION DATE:</b>	
<b>RENEWAL DATE:</b>	<del>May 2025</del> <u>February 2028</u>

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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. BOARD AND GOVERNOR DUTIES AND RESPONSIBILITIES**

1.1 The duties of the Board shall include, but are not limited to:

- (a) Establishing governance structures to enable the achievement of expected institutional outcomes with clear lines of communication and internal accountability including written governing policies, which, at the broadest levels, address:
  - (i) Outcomes: Mission, Vision and Values and Priorities for Action;
  - (ii) Executive Limitations: Establishment of prudent and ethical authority within which all executive activity and decisions shall take place;
  - (iii) Governance Process: Establishment of Board governance model, process, and self-evaluation; and
  - (iv) Board-Staff Relationship: Delegation of authority and means of communication and monitoring;
- (b) Setting the College vision, strategic direction and overall goals and outcomes within the context of appropriate laws, government policies and local needs.
- (c) Approving the College's strategic plan, annual business plan, budget, and annual report.
- (d) Reviewing the risk appetite of the College through the Integrated Risk Management Framework; receiving the annual risk register.
- (e) Approving Programs of Instruction.
- (f) Hiring the President and delegating to the President accountability for the performance and operation of the College.

- (g) Approving any changes to the President's contract of employment, changes in compensation levels, including annual merit pay, and changes in perquisite amounts.
- (h) Conducting periodic discussions of about Board process improvements.
- (i) Establishing the annual work plan and "goals" of the Board.
- (j) Meeting regularly and conducting its meeting in accordance with the By-laws and policies of the College.
- (k) Making governance training available to each Governor through the College Centre of Board Excellence and other professional development opportunities as they arise.
- (l) Providing training and resources to ensure each Governor develops an understanding of the College's vision, mission and values, mandate and policy governance approach.

~~(m) — Advocating in the interest of the College, locally, regionally, nationally and internationally.~~

1.2 A Governor is deemed to have consented to decisions made by the Board in their absence unless the Governor submits a dissent to the College.

1.3 Each Governor shall:

(a) Fulfill his/her/their fiduciary duties by acting in good faith, acting honestly, maintaining loyalty, respecting confidentiality, acting in solidarity, and avoiding conflicts of interest.

~~(a)(b)~~ Regularly attend and actively ~~participating~~ participate in Board and ~~Standing~~ Committee meetings.

(c) Annually serve on a minimum of one ~~Standing Committee~~ Board Committee.

(d) Complete the annual Conflict of Interest Declaration required by the Ministry.

~~(b)~~ Participate in the Board's annual assessment processes, which may include completing various surveys for such purposes.

(e)

~~(e)~~(f) Participate in Board special events and professional development opportunities, including the Good Governance program offered through the College Centre of Board Excellence Program.

## 2. ORIENTATION

- 2.1 The Board shall provide a formal orientation program at the start of every Board year (September), ~~including written materials,~~ for all incoming Governors that focuses on:
- (a) the role of the Board;
  - (b) the role and responsibilities of individual Governors;
  - (c) the history ~~and development~~ of the College;
  - (d) the College's strategic mandate agreement, strategic plan and other strategic documents;
  - (e) an overview of the College's ~~programs, services, budget, business plan, KPI, annual report and facilities~~ budget and financial health;
  - (f) the college system;
  - (g) the current governance model of the Board.
- 2.2 The annual orientation program will be open to all Governors.
- 2.3 The Board may provide a second orientation opportunity intended for new or early-term Governors to be held in the second quarter of every Board year. This additional orientation opportunity will be open to all Governors.
- 2.4 The Board will work to match a mentor to each incoming Governor during their first year of service; however, the mentorship may continue unofficially thereafter. A mentor will provide support for the new Governor and provide information on routine Board processes.
- 2.5 Each Governor is expected to:
- (a) develop an understanding of the college sector, scope and mandate of the College, the education and service needs of the populations it serves, and the Board's governance approach; and
  - (b) participate in the orientation program.
- 2.6 Governors are encouraged to:

- (a) participate at relevant sector regional, provincial and national orientation programs and conferences when invited by the Board to attend; and,
- (b) participate in the professional development series offered through the College Centre for Board Excellence and the good governance session and board orientation session offered at the Higher Education Summit; and
- (c) attend the Board's *Learn More* series to learn more about a topic of interest specific to the College.

2.7 Each Governor will be provided with a copy of the *Manual for Effective College Governance* prepared by the College Centre for Board Excellence.

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### 3. MONITORING

- 3.1 The Board will annually review and approve, ~~if appropriate, approve the College's strategic plan, the College's annual~~ business plan, budget and annual report, and if appropriate, the College's strategic plan.
- 3.2 The Board will review performance measures, ~~including the results of the provincial key performance indicator survey, where appropriate such as~~ but not limited to the Strategic Mandate Agreement reporting and key performance indicators.
- 3.3 The Board will monitor compliance with the 'Executive Limitations' policies through the annual compliance report from the President.
- 3.4 The Board will assess the effectiveness of the Board with respect to governance and accountability through the annual Board Evaluation Survey.

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

- 4.1 Ontario Regulation 34/03
- 4.2 Durham College By-law No. 1
- 4.3 Ministry's Binding Policy Directive – Governance and Accountability

## Development of a Post-Meeting Survey Tool

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### General comments

- Encourage completion within 24 hours of the meeting
- Create the survey with text boxes to encourage written feedback vs. radio buttons; could possibly organize the survey into sections with corresponding themes
- Optional name of the individual submitting the feedback
- Caution not to "over measure". The goal is to get a general sense of the meetings and most importantly to leave the door open for people to comment or speak any concerns.
- Avoid inducing or telling people there is a concern, but rather make people comfortable to self-raise or initiate conversations.

### Outstanding administrative questions

- How many questions are appropriate for maximum participation?
- What is the process for closing the loop? What will happen with the feedback received?

### Potential themes/questions

*The Governance Review Committee is encouraged to select questions from the list below for inclusion in a post-meeting survey, as it is not recommended that all questions below be included. In general, a survey should take no more than 10 minutes to complete and be concise.*

*The questions below were submitted by members, taken from survey templates at other post-secondary institutions, and/or pulled from the Manual for Effective College Governance.*

#### **Section 1: Agenda and pre-reading materials**

- Did you receive the Board package in sufficient time for you to prepare for the meeting?
- Did the Board package provide the right information appropriately covering all the agenda items and providing all necessary details and analysis while avoiding unnecessary items or gaps?
- Was the balance between routine items and strategic discussions appropriate?
- Was the agenda clear and realistic for the allotted meeting time?

#### **Section 2: Discussion**

- Did you feel safe and encouraged to communicate openly and participate fully during the meeting, or were there questions you wanted to ask but didn't?
- Were the presentations made during the meeting relevant, informative, and of an appropriate length?
- Was there an item in the consent agenda that you wanted to pull but didn't?



## **Development of a Post-Meeting Survey Tool**

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- d) Are there any issues or agenda items that require follow-up or could have been better articulated, discussed, or clarified?
- e) Was sufficient time and priority order given to the items on the agenda?
- f) Did the level of discussion demonstrate that the Board is governing in alignment with the College's mission, vision and values?

### ***Section 3: Decision-making***

- a) Do you feel confident in the decisions made and do they align with the College's mission, vision, and values?
- b) Were the opportunities, risks, and implications of decisions clearly identified and discussed?

### ***Section 4: Meeting Leadership***

- a) Did the meeting start and end on time?
- b) Were conflicts of interest managed appropriately?
- c) Was the Board Chair or Vice Chair effective in understanding governance, encouraging discussion, including dissenting opinions, managing time, facilitating decisions and ensuring all sides were heard before bringing the matter to a decision?

### ***Section 5: Other***

- a) Was there anything you thought was particularly well done during the meeting? Additionally, do you have any suggestions for improving how meetings are run, including logistics, time, location, duration, frequency, technology, or portal?
- b) Are there any agenda items not in the Board's work plan that the Board should discuss?

**Durham College Board of Governors Retreat Agenda  
Oshawa Campus, Centre For Innovation And Research (CIR-102)  
Saturday, February 22, 2025  
8:30 a.m. to 7:00 p.m.**

Time	Item
8:30 a.m.	Arrival. Hot Breakfast.
9:00 a.m.	Welcome, land acknowledgement, opening remarks
9:10 a.m.	<b>Session 1</b> – Establishing group norms with Leigh-Ann Harper  <i>Description: Establishing norms for the Board would be an opportunity to create consensus around clear communication, effective decision-making, and a cohesive working environment. Norms help set expectations for behavior and interactions, fostering a culture of respect and collaboration. To achieve this, we will engage in a collaborative process that includes brainstorming, categorizing ideas, and building consensus on the most important norms. By the end of this process, we will have a clear, documented set of norms that everyone agrees on and commits to, ensuring our board operates smoothly and effectively.</i>
10:30 a.m.	Morning Break
10:40 a.m.	<b>Session 2</b> – Strategic Plan Framework with Danny Nashman, The Potential Group
12:15 p.m.	Lunch
12:45 p.m.	<b>Session 3</b> – Strategic Plan Framework with Danny Nashman, The Potential Group
2:15 p.m.	Afternoon Break
2:30 p.m.	<b>Session 4</b> – Student Services Panel Discussion facilitated by Tara Koski  <i>Description: A panel discussion featuring representation from our various student services areas</i>  <i>Panelists: Amanda Maknyik, Student Academic Learning Services, Jennifer Elliott, Campus Health Centre, Scott Dennis, Recreation and Varsity Athletics, Lucy Romao Vandepol, Career Development</i>
4:00 p.m.	Afternoon Break
4:15 p.m.	Teambuilding activity (“Birds Activity” – 1 hour) with Lee-Ann Harper. Wine & Cheese social.
5:30 p.m.	Potential Group Dinner ( <b>of 10 repondents, 9 respondent in favour</b> )
7:00 p.m.	Closing remarks. Retreat ends.