

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

Date: Wednesday, January 29, 2020, 5:30 p.m.

Location: DC Boardroom, Gordon Willey Building, A-144

Light refreshments will be available.

	Pages
1. CALL TO ORDER	
2. INTRODUCTION OF GUESTS	
3. ADDITIONS/DELETIONS TO THE AGENDA	
4. CONFLICT OF INTEREST DECLARATIONS	
5. PRESENTATIONS	
6. ACTIONS ARISING FROM PREVIOUS MINUTES/REGULAR RECURRING ITEMS	
6.1 Skills Matrix - Proposed Preamble and Updates - D. Lovisa	3 - 6

Recommendation

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

1. That based on Report GOV-2020-02, the agendas and minutes for all Standing Committees and Board meetings be removed from the Board portal after a 24-month period;
2. That Governors be required to return all printed copies of an agenda package to the Corporate and Board Secretary at the end of each meeting to be securely disposed of;
3. That all documents regarding the President's evaluation or performance review, compensation, perquisites and/or benefits not be posted to the Board portal and be distributed in a secure manner as determined by the Corporate and Board Secretary to any Governor entitled to receive the information (as per Board By-law No. 1, Internal Governors would not be privy to these materials); and,
4. That the Board continue the practice of signing an annual confidentiality agreement as a reminder of its obligations at the first Board meeting of every year.

7. DECISION ITEMS

8. DISCUSSION ITEMS

8.1 Update on By-law No. 4 - J. Wilson (verbal)

9. MEETING CRITIQUE - J. Wilson

10. ADJOURNMENT

Proposed Preamble for Skills Matrix

Guiding Principles Governing Nominations and Appointments

As per the Ministry’s Binding Policy Directive on the “Protocol for Board Nominations and Appointments”, the single, overriding principle for nominations and appointments is that all board appointments and nominees for LGIC appointment are **merit-based** and only qualified and experienced individuals with the necessary skills and knowledge will be considered for nomination. With merit as a precondition, other criteria come into play.

Nominations and appointments will reflect diversity in the range of relevant background, experience, and professional skills. The dimensions of diversity include, but are not limited to, age, gender, race, ethnicity, physical and intellectual ability, religion, sexual orientation, educational background, and experience. Each college will seek a range of relevant backgrounds for candidates that support the strategic directions of that college and complement the board composition in terms of representing a broad cross-section of the community that the college serves.

Nominations and appointments will support the strategic directions of the individual college. The strategic directions will be important factors in determine the necessary skills and knowledge for board candidates. Candidates can be drawn from anywhere in Ontario, Canada, and even North America. There are no limitations of geographic catchment areas, bearing in mind, however, the availability of members to attend board meetings and undertake board responsibilities.

Nominations and appointments will be guided by probity. Individuals will understand that their responsibilities as a candidate for governor mean a commitment to the principles and values of public service and the success of the college, and to acting collectively with the board and not representing constituent interests.

Durham College’s Guiding Principles Governing Nomination and Appointments

1. Durham College complies with the Ministry Binding Policy Directive “Protocol for Board Nominations and Appointments” and agrees the single, overriding principle for nominations and appointments is that all board appointments and nominees for LGIC appointment are merit-based. With merit as a precondition, the Board will consider diversity, support of strategic direction and probity in its appointment process.
2. Durham College strives to have representation in the following sectors: agriculture, arts/entertainment/recreation, business, community services, education, energy, government, health services, hospitality, law, science and technology and skilled trades.

Proposed Preamble for Skills Matrix

3. As the Board encourages members to attend board meetings in-person and participate in other board and college activities, Durham College strives to recruit candidates from Durham Region. Other candidates may be considered if the required skills cannot be found in the local community.

Durham College Board of Governors Skills Matrix

Name															TOTALS	
CURRENT OCCUPATION																
Agriculture																0
Arts/Entertainment/Recreation																0
Business																0
Community Services																0
Education																0
Energy																0
Government																0
Health Services																0
Hospitality																0
Law																0
Science and Technology																0
Skilled Trades																0
Other:																0
Public Sector																0
Private Sector																0
PREVIOUS PROFESSIONAL EXPERIENCE																
Agriculture																0
Arts/Entertainment/Recreation																0
Business																0
Community Services																0
Education																0
Energy																0
Government																0
Health Services																0
Hospitality																0
Law																0
Science and Technology																0
Skilled Trades																0
Other:																0
Private Sector																0
Public Sector																0
ADDITIONAL EXPERTISE (self-identified as advanced (3), intermediate (2), basic (1))																
Advancement/Fundraising																0
Advocacy																0
Capital Planning																0
Data Analytics																0
Digital Literacy																0
Finance/Investment/Accounting																0

Durham College Board of Governors Skills Matrix

Name																						TOTALS
Governance (previous to DC, greatest emphasis)																						0
Government/Political Knowledge																						0
Human Resources/Labour Relations																						0
Indigenous/Aboriginal History/Community																						0
Policy Development																						0
Public Relations/Stakeholder Relations																						0
Regulatory/Legal																						0
Risk Management																						0
Strategic Planning																						0
COMMUNITY INVOLVEMENT (not to duplicate occupation)																						
Arts/Entertainment/Recreation																						0
Business and Industry																						0
Community Services																						0
Diversity																						0
Education and Training																						0
Government/Political																						0
Health Services																						0
Non-Profit																						0
Service Clubs																						0
Other:																						0
DEMOGRAPHICS & DIVERSITY																						
Male																						0
Female																						0
LGIC																						0
Co-Opulous																						0
Years on the Board as of Sept 1/20																						#DIV/0!
Regional Representation (home address):																						0
Ajax																						0
Brock																						0
Clarington																						0
Oshawa																						0
Other:																						0
Pickering																						0
Scugog																						0
Uxbridge																						0
Whitby																						0

*student governor not represented in matrix

Report Number: GOV-2020-02

To: Governance Review Committee

From: Don Lovisa, President

Date of Report: January 22, 2020

Date of Meeting: January 29, 2020

Subject: Handling of In-Camera Material

1. Purpose

The purpose of this report is to provide the Governance Review Committee with background information on how in-camera material is currently handled by the Board of Governors.

2. Recommendation

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

1. That based on Report GOV-2020-02, the agendas and minutes for all Standing Committees and Board meetings be removed from the Board portal after a 24-month period;
2. That Governors be required to return all printed copies of an agenda package to the Corporate and Board Secretary at the end of each meeting to be securely disposed of;
3. That all documents regarding the President's evaluation or performance review, compensation, perquisites and/or benefits not be posted to the Board portal and be distributed in a secure manner as determined by the Corporate and Board Secretary to any Governor entitled to receive the information (as per Board By-law No. 1, Internal Governors would not be privy to these materials); and,
4. That the Board continue the practice of signing an annual confidentiality agreement as a reminder of its obligations at the first Board meeting of every year.

3. Background

At the Governance Review Committee meeting of September 9, 2019 the Committee discussed the handling of in-camera material and requested “the Corporate and Board Secretary develop a plan of action as it relates to the handling of in-camera material for review at the next Governance Review Committee meeting.”

As it relates to in-camera meetings, Board By-law No.1 (section 22) states that all Board meetings shall be considered open to all members of the public. However, the following specific matters shall be considered as matters to be discussed at in-camera sessions of the Board where only Board members and invited guests are permitted to attend:

- a) Identification of a potential or perceived conflict of interest;
- b) Consideration of sanctions against and removal of a Governor;
- c) Student-specific issues;
- d) Matters relating to an individual board member or a prospective board member;
- e) Individual employee matters;
- f) Donor-specific issues;
- g) Any other matters where personal information about an individual will or may be revealed;
- h) Human resource and labour relations matters including those pertaining to collective bargaining or terms of employment, including negotiations or potential negotiations;
- i) Litigation or potential litigation including administrative tribunal matters;
- j) Receipt of advice that is subject to solicitor-client privilege including communications necessary for that purpose;
- k) The security of property of the College;
- l) Contract matters including negotiations or disputes;
- m) The acquisition, disposition, lease, exchange or expropriation of, or improvements to real or personal property, if the Board considers that disclosure might reasonably be expected to harm the interest of the College;
- n) Reports from the Board’s committees where those Committee meetings are closed to the public;
- o) Board, committee and governor self-evaluation;

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- p) Other matters that, in the opinion of the majority of governors, the disclosure of which might be prejudicial to an individual or to the best interests of the College; and
 - q) Consideration of whether an item is to be discussed in camera.

Board By-law No. 1 also states that all meetings of the Executive Committee, Audit and Finance Committee and Nominating Committee are to be held in-camera and as such all recommendations and minutes from such Committees are approved as part of the in-camera agenda of the Board meeting and are deemed confidential, until the Board decides to publicly release an item or discuss an item in public session.

It is also the Board's practice and duty to make Governors aware of their obligations related to maintaining confidentiality and complying with conflict of interest requirements. This is accomplished by requesting Governors to annually sign the Board's confidentiality agreement and regularly reminding Governors about the need to declare conflicts of interest. Board By-law No. 1 (section 25) speaks to how conflicts of interest should be handled and the Board is also required to comply with the Ministry's Binding Policy Directive on Conflict of Interest.

The Board's current practice is to post all agendas and minutes, both public and in-camera, on the secure Board portal with full access by all Governors. There are currently no restrictions on printing, downloading or accessing material and there are no parameters on how the long material stays on the portal. The Board is considered a "paperless" Board and does not print materials; however, there is no current practice of collecting materials that have been printed by individual Governors at the conclusion of a meeting.

Questions have been raised in the past as to whether Governors should be allowed to print material as there is a risk of information being inadvertently shared, and if Governors who have a conflict of interest on a particular issue should be privy to the materials.

4. Discussion/Options

In consideration of these issues, research was conducted to see how other colleges handle their in-camera material.

The following questions were posed to our colleagues:

1. Do you post your in-camera material to a portal for Governors to access and if so, are there any security permissions added to prevent downloading and/or printing?

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2. If you post your in-camera material to a portal do you remove it after a meeting?
 3. Do you have any concerns with how in-camera material is currently handled at your college? For example, with Governors printing it and not disposing of it properly.
 4. Do you allow Governors who have a conflict of interest on a particular issue access to the material (for public or in-camera meetings)?

A summary of the responses is attached as Appendix A.

The President's Office also sought a legal opinion from Borden Ladner Gervais (BLG) on whether a Governor who has a conflict of interest should be provided access to the agenda material regarding that item.

The response from Victoria Prince, BLG is attached as Appendix B. Although Ms. Prince suggests the better practice would be to not provide materials to Governors who may have a conflict, she asserts this is logistically not always possible as a Governor may not realize they have a conflict until they see the material or the nature of the material may be general and assist the Governor in deliberating on other matters.

Further exploration of the capabilities of the Board portal suggests that if desired, permissions can be added to documents to restrict the ability of downloading and/or printing; however, this would limit a reader's ability to use Adobe's editing tools or make comments in the document. It should be noted the Board portal is a secure SharePoint site that requires Governors to enter credentials to access the site and is supported by our Information Technology department.

5. Financial/Human Resource Implications

There are no financial or human resources implications.

6. Implications for the Joint Campus Master Plan

There are no implications for the joint campus master plan.

7. Implications for Ontario Tech University

There are no implications for Ontario Tech University.

8. Relationship to the Strategic Plan/Business Plan

This report relates to the 'Our Business' pillar of the strategic plan and the goal to manage resources responsibly and ensure that we are financially and environmentally sustainable, demonstrate good governance, and are leaders in the support of outstanding teaching and learning.

Appendix A

Do you post your in-camera material to a portal for governors to access and if so, are there any security permissions added to prevent downloading and/or printing?

Nova Scotia Community College	Nope - we opted against a portal because of too many issues with conflict of interest and who can see what. We have a very basic system that works well.
Northern College	Materials are posted to the portal for governors to access; no security to prevent printing – none of them print the materials that I am aware of.
Canadore College	Still handle In Camera material the "old fashioned" way. Although we went paperless about 10 years ago, the In-Camera package is still printed and distributed at the meeting.
Langara College	The in-camera material is posted to the agenda software we use (eScribe) and can only be accessed by the Board Member on an iPad and with a password. The documents are usually password protected to prevent editing/printing and are not downloadable
North Island College	Yes to posting to a portal but no to added security permissions.
Portage College	Portage College does not post in-camera material to our governors' portal.
Centennial College	Our board portal has security settings that allow us to manage who has access to in-camera materials. Board meeting packets are available on the platform for 2 years before they are archived, and access to in-camera materials remains the same for that time.

If you post your in-camera material to a portal do you remove it after a meeting?

Nova Scotia Community College	n/a - no portal
Northern College	I do not remove the materials; they are password protected and I only share the password with members who are not in conflict with the item.
Canadore College	I retrieve all the packages at the end of the meeting and shred them. It's worth noting that we may only have 1 or 2 In Camera meetings per year, and that the packages are never more than 5 pages each.
Langara College	No, it is not removed after a meeting. It is very secure through the software program that we use.
North Island College	No, I keep it there for reference (not just for me but the board members)
Portage College	We do have the functionality to post material and restrict it to those that are only in the in-camera session, but the Board opts to just have it handed out and collected after the in-camera session.
Centennial College	We are trying hard to go paperless and encourage governors to access meeting material only through the secure site. That said, they have the option of downloading and printing, so security is a concern.

Do you have any concerns with how in-camera material is currently handled at your college? For example, with governors printing it and not disposing of it properly etc.

Nova Scotia Community College	Not really. We expect our Governors to adhere to confidentiality. We also provide all members with an iPad and encourage them not to print materials. At least if they leave an iPad behind in a meeting room you need a password to access whereas if they leave paper it is a free for all.
Northern College	No concerns; but you bring up a good point, we should remind them that if they do print anything, they should shred it or return it to our office.
Canadore College	No comment.
Langara College	No because our governors are not able to edit/print it. They can only view it on their iPads where it is not downloadable.
North Island College	Board members are expected to follow policies and by-laws that already speak to confidentiality. For those that receive print copies or print them, the board chair reminds them at every meeting to give them to me for disposal/shredding
Portage College	No, as mentioned above we had out and collect back at the meeting.
Centennial College	We are trying hard to go paperless and encourage governors to access meeting material only through the secure site. That said, they have the option of downloading and printing, so security is a concern.

Do you allow governors who have a conflict on a particular issues access to the material (for public or in-camera)?

Nova Scotia Community College	Yes and no. Depends on the conflict. Some matters where a conflict is declared a member can stay in the room but not participate in the vote. If a member was removed from the meeting their materials are also sent without that information and they then do not receive that section of the minutes when they are created.
Northern College	Those in conflict do not receive the password to open the supporting document for that agenda item.
Canadore College	No comment.
Langara College	If there is a conflict (ie. bargaining) then those governors do not have access to the materials and they are excused from the meeting when that discussion comes up.
North Island College	In practice, we remove agenda item materials from agenda packages for particular board members who may have a conflict of interest. For example, if the agenda item deals with an ongoing collective bargaining, that item will be removed from the package that will go to the board member who is the support staff rep.
Portage College	No, they are not allowed access to the material.
Centennial College	Depending upon the nature of the item and the nature of the COI, our board allows members with declared, perceived or potential conflict of interest to review materials, even sit in on discussion but without input or vote.

From: Prince, Victoria
To: [Melissa Pringle](mailto:Melissa.Pringle@durhamcollege.ca)
Subject: FW: Request for Opinion - Durham College Board of Governors
Date: Thursday, September 12, 2019 6:19:45 PM

Hi Melissa,

The Directive does not speak to this specific issue (as you likely know). Whether or not material is shared may depend on the nature of the conflict and the timing of the realization of the conflict. For example, it may be that the governor becomes aware of the conflict only after seeing the material to be discussed. It may be that the nature of the material is general and might assist the governor with other matters. Having said that, the better practice would be not to provide the materials. Conflicts are to be dealt with in a way to protect the integrity of the board and its decisions, as well as to protect the governor with the conflict (or potential or perceived conflict) and the college. Depending on the nature of the conflict and the material being shared, it might be problematic for the governor because it could place her in a difficult situation vis a vis something else. For example, if a governor has a conflict and is provided with information, she might have a duty to disclose that information to another entity because of duties owed to that entity.

I would be happy to discuss and could expand on this if that is helpful.

Best

Victoria

Victoria Prince

Partner, National Leader of the Corporate Commercial Group

T 416.367.6648 | VPrince@blg.com

Bay Adelaide Centre, East Tower, 22 Adelaide St. W, Toronto, ON, Canada M5H 4E3

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Borden Ladner Gervais LLP

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From: Melissa Pringle <Melissa.Pringle@durhamcollege.ca>

Sent: September 12, 2019 8:17 AM

To: Prince, Victoria <VPrince@blg.com>

Subject: Request for Opinion - Durham College Board of Governors

Good morning

An issue was recently raised by our board with respect to the handling of in-camera material. If a governor has a conflict of interest on a particular issue, are they still given access to the in-camera material that may support that particular issue? Is there a best practice or legal consideration here? Our current process is that governors are given access to all material; however, if they have a conflict they are asked to leave the room and not participate in discussion or voting.

Your opinion is appreciated.

Thanks,
Melissa Pringle, Corporate and Board Secretary
Durham College, President's Office (A140)
2000 Simcoe Street North
Oshawa, Ontario, Canada, L1G 0C5
T: 905-721-2000 ext. 3292

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