



**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, March 9, 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	
	<u>Recommendation</u> That the agenda for the March 9, 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 3
	<u>Recommendation</u> That the minutes from the January 12, 2026, meeting of the Governance Review Committee be approved as presented.	
	6. Decision Items	
7:08 p.m. to 7:28 p.m.	6.1 Board Policy for Review: Committee Terms of Reference – E. Popp	4 to 24
	<u>Recommendation</u> That the Governance Review Committee recommend to the Durham College Board of Governors: That the revised Board Policy: Committee Terms of Reference be approved and come into effect on September 1, 2026.	



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

AGENDA

Timing	Item	Page No.
	7. Discussion Items	
7:28 p.m. to 7:38 p.m.	7.1 Board Retreat Feedback – K. Thomas	25
	8. Information Items	
7:38 p.m. to 7:43 p.m.	9. Meeting Assessment	
7:43 p.m.	10. Adjournment	



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

Date: Monday, January 12, 2026

Time: 7:00 p.m.

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

Guests Present

Peter Pryce, Board Vice Chair

Staff Present

Melissa Pringle, Manager, Board Governance and Privacy

1. Call to Order

The Committee Vice Chair, Governor Doyle, chaired the meeting.

With quorum present, the Committee Vice Chair called the meeting to order at 7:01 p.m.

2. Conflict of Interest Declarations

The Committee Vice 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 Thomas

“That the agenda for the January 12, 2026, meeting of the Governance Review Committee be approved as presented.” CARRIED

5. Approval of Previous Minutes

The Committee reviewed its minutes from the November 3, 2025, Governance Review Committee meeting.

Moved by Governor Thomas

Seconded by Governor Burgess

“That the minutes from the November 3, 2025, meeting of the Governance Review Committee be approved as presented.” CARRIED

6. Decision Items

6.1 Board Policy for Review: Consent Agenda

The Committee received a report from the President regarding Board Policy: Consent Agenda, which was due for review.

A discussion took place regarding the Board’s process for determining which items are included in the consent agenda. In response to inquiries, the Committee was advised that many items—such as minutes and Committee reports—are routinely placed on the consent agenda as a matter of standard practice. Further, the Executive Committee conducts a detailed review of draft agendas for upcoming Board meetings and may determine that certain items should be removed from the consent agenda before the meeting materials are distributed.

Governors were also reminded that Committees are advisory only and that any Board member may request that an item be removed from the consent agenda for further discussion. Members who anticipate being absent from a meeting may also submit questions in advance to the Board Chair.

Moved by Governor Thomas

Seconded by Governor Burgess

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

“That based on GOV-2026-01, the Board’s Policy: Consent Agenda, be confirmed as written.” CARRIED

7. Discussion Items

7.1 Final Agenda for Board of Governors Retreat

The Committee reviewed the final agenda for the upcoming Board retreat and noted that the planned sessions effectively address the feedback gathered through the Board evaluation survey. Members briefly discussed the potential of administering a post-event survey to capture attendee insights, as well as whether additional time should be incorporated into the agenda for closing reflections or comments.

8. Information Items

There were no information items.

9. Meeting Assessment

The Committee conducted a roundtable meeting assessment and remarked on the contributions of each Governor and the critical lens they bring to discussion items, the opportunity to ask questions, and the facilitation skills of the Vice Chair.

10. Adjournment

With no further business, the meeting adjourned at 7:27 p.m.



POLICY TYPE: Governance Process
POLICY TITLE: Committee Terms of Reference
EFFECTIVE DATE: September 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. COMMITTEE PRINCIPLES

- 1.1 A Committee shall conduct its affairs in accordance with By-law No. 1, Board policies, and relevant College policies.
- 1.2 Subject to Section 2, except as specifically provided for in By-law No. 1, a policy, or a resolution of the Board:
 - (a) a Committee cannot make a decision that binds the Board or the College.
 - (b) a Committee may not speak or act for the Board; and
 - (c) a Committee does not have authority over College Employees or operations.
- 1.3 The Board shall review and approve all actions taken at each Committee meeting, and an information report outlining the Committee's recommended actions for approval shall be presented at the next regular Board meeting following the meeting of a Committee.
- 1.4 The Board shall appoint the members of the Committees who shall hold office at the pleasure of the Board.
- 1.5 Every Governor shall be appointed to a minimum of one (1) Committee.
- 1.6 Internal Governors are permitted to serve as Vice Chair of a Committee; however, they cannot be appointed as Chair of a Committee.
- 1.7 Unless provided otherwise, the term of appointment to a Committee is one year, and Committee members, including the Chair and Vice Chair of a Committee, can serve successive terms.
- 1.8 A Governor not appointed to a specific Committee may attend meetings of that Committee as a guest. This provision does not extend to Internal Governors, who are not permitted to attend meetings of the Executive

Committee. Governors attending as a guest are permitted to participate in the discussion but are not entitled to vote on any matter.

- 1.9 The Board supports the attendance of College Employees at its Committee meetings as deemed appropriate by the President. When attending as a guest, a College employee is invited to join the meeting but is not entitled to participate in the discussion unless requested by the Committee.
- 1.10 Committees shall act in support of the College's purpose, values, and strategic vision.

2. EXECUTIVE COMMITTEE

- 2.1 The Board shall establish an Executive Committee. Subject to Section 2.4 and the direction of the Board, the terms of reference of the Executive Committee are:
 - (a) To recommend the composition and terms of reference of a Presidential Search Committee, as required.
 - (b) To manage the presidential reappointment process and to recommend any changes to employment terms.
 - (c) To annually review the President's performance after reviewing the established criteria outlined in Board policy, including receipt of the President's annual compliance report and input from the Board.
 - (d) To annually review the salary changes for all administrative Employees, after considering the recommendations from the College Employer Council.
 - (e) To be informed of organizational changes affecting the Executive Leadership Team and Employees with a direct reporting relationship to the President.
 - (f) To review and set the agendas for Board meetings, in accordance with the Board's work plan and relevant Board policies.
 - (g) To annually conduct an evaluation of the Board and review the results to recommend what actions, if any, should be implemented to improve the Board's effectiveness.
 - (h) To be informed of any major legal actions that may impact the Board's work, the Executive Leadership Team, or the College's reputation.
 - (i) To be informed of any potential private-public partnerships.

- (j) To recommend the conferring of the title “President Emeritus” after following the process outlined in Board policy.
- (k) To act on behalf of the Board in any matter which may arise, subject to Board approval at the next meeting of the Board:
 - (i) requiring such prompt attention that it is not practical to convene a special meeting of the Board; or
 - (ii) during periods when a quorum of the Board cannot be obtained.
- (l) To exercise the powers of the Board in respect of such matters as the Board may refer to it from time to time.

2.2 Membership

The membership of the Executive Committee shall consist of:

- (a) The Chair of the Board.
- (b) The Vice Chair of the Board, who will be the Chair of the Executive Committee.
- (c) The Chair of the Audit and Finance Committee.
- (d) The Chair of the Governance and Nominating Committee.
- (e) XX (xx) other Governors appointed by the Board; and,
- (f) The President.

The Board will appoint the Vice Chair of the Committee.

Internal Governors are not eligible to be appointed as a member of the Executive Committee.

The Board Secretary shall be entitled to attend meetings of the Executive Committee and shall act as a resource of the Executive Committee.

2.3 Meetings

Meetings shall be held as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Executive Committee. All meetings will be held in-camera.

2.4 Non-Delegable Matters

The Executive Committee shall not have any of the following powers:

- (a) To appoint Governors.
- (b) To appoint the auditor of the College.
- (c) To issue debt obligations except as authorized by the Board.
- (d) To approve financial statements in place of the Board.
- (e) To adopt, amend or repeal By-laws.

3. AUDIT AND FINANCE COMMITTEE

3.1 The Board shall establish an Audit and Finance Committee. Subject to the direction of the Board, the terms of reference of the Audit and Finance Committee are:

- (a) To oversee the audit process, including recommending the independent auditor and reviewing: audit fees, audit scope of work, annual audited financial statements, and management letter.
- (b) To review the annual operating and capital budgets and to receive regular monitoring reports against the approved budgets.
- (c) To monitor risk through the annual risk register and to receive an annual update on the College's information security framework.
- (d) To review contracts where Board approval is required under the College's Schedule of Authority policy. Nothing in this policy prevents a contract from going directly to the Board, if necessary, due to timing or other constraints.
- (e) To review the expense claims of Governors other than the President, whose expense claims shall be approved by the Chair of the Audit and Finance Committee or the Board Vice Chair, as delegated by Board resolution.

- (f) To oversee College financial practices, reporting processes, systems of internal control, and review appropriateness of existing College accounting policies, disclosures, and reserves.
- (g) To receive progress reports on all major capital projects.
- (h) To receive the annual College investment report.
- (i) To oversee long-term investments (endowments) and to receive reports from the wealth managers.
- (j) To investigate any financial matter brought to its attention by the Board Chair or President.
- (k) To perform such other oversight functions as may be assigned to the Committee by the Board.

The Committee shall fulfill its responsibilities consistent with Board and institutional policy, financial literacy and the Canadian Public Sector Accounting Standards (PSAB) for government not-for-profit organizations.

3.2 Membership.

Subject to Section 3.3, the membership of the Audit and Finance Committee shall consist of:

- (a) The Chair of the Board;
- (b) A minimum of xx (xx) other Governors appointed by the Board; and
- (c) The President.

3.3 The Board will appoint the Chair and Vice Chair of the Committee. At least one member of the Committee shall have accounting or related financial experience. A majority of the Audit and Finance Committee members must not be Officers or Employees of the College or of any of its affiliates.

3.4 The Board Secretary and Treasurer shall be entitled to attend meetings of the Audit and Finance Committee and shall act as a resource of the Audit and Finance Committee.

3.5 The auditor of the College is entitled to notice of the time and place of any Audit and Finance Committee meeting.

3.6 Meetings

Meetings shall be held a minimum of four (4) times per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at

the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

4. GOVERNANCE AND NOMINATING COMMITTEE

- 4.1 The Board shall establish a Governance and Nominating Committee. Subject to the direction of the Board, the terms of reference of the Governance and Nominating Committee are:
- (a) To oversee the recruitment process for external Board vacancies and to recommend potential appointments, following the processes outlined in relevant Ministry Binding Policy Directives and Board policies. Before any recruitment is launched, the Committee shall review the Board's skills matrix to identify needs and ensure alignment.
 - (b) To oversee the reappointment process for External Governors, following the process established in Board policy.
 - (c) To ensure the election of the Chair and Vice Chair of the Board occurs in accordance with Board policy.
 - (d) To oversee the implementation of the procedures set out in By-law No. 4, which regulates the election of Internal Governors. This Committee will serve as the Electoral Committee during an election, and the Chair of this Committee will be the Chair of the Electoral Committee.
 - (e) To annually recommend the membership of the Board's Committees, considering criteria such as the skills and experience required to advance the work of the Committee, succession and leadership development, and expressed preferences.
 - (f) To review each By-law and each Board policy at least once every five (5) years and more often where: (i) otherwise required by a review schedule prescribed in the policy, (ii) the By-law or policy is affected by new legislation, Directives or rules, or (iii) is otherwise appropriate.
 - (g) To plan the annual Board retreat.
 - (h) To support the Board's mentorship program.
 - (i) To consider and recommend the attendance of Governors at relevant sector-related conferences and training opportunities.
 - (j) To review matters referred to it by the Board to ensure the Board's governance practices are effective.

4.2 Membership

The membership of the Governance and Nominating Committee shall consist of

- (a) The Chair of the Board;
- (b) A minimum of **xx (x)** other Governors appointed by the Board; and
- (c) The President.

4.3 The Board will appoint the Chair and Vice Chair of the Committee.

4.4 The Board Secretary shall be entitled to attend meetings of the Governance and Nominating Committee and shall act as a resource of the Nominating Committee.

4.5 Meetings

Meetings shall be held a minimum of four (4) times per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

5. GENERAL

5.1 Minutes shall be kept for all Committees to comply with the Board's legal requirements, which will be made available, upon request, for inspection by any current Governor.

5.2 Any Committee may meet for the transaction of business, adjourn and, except as provided in Board By-laws, policies or the resolution establishing the Committee, regulate its meetings as it thinks fit. Motions arising at any meeting of a Committee shall be decided by Ordinary Resolution. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

5.3 Section 19 of By-law No. 1 (Conflict of Interest) applies to Committees.

5.4 Quorum:

- (a) A quorum for each Committee consists of a simple majority of the voting members (half plus one).
- (b) Only Governors listed as members of the Committee may make motions and vote at Committee meetings.

- (c) When a Governor declares a conflict of interest at a Committee meeting, the quorum shall be a majority of the remaining Governors.

6. MONITORING

As part of its annual self-evaluation, the Board will review the effectiveness of its Committees and recommend any changes to structure, format, or policy to the Executive Committee.

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

- 7.1 Durham College By-law No. 1
- 7.2 Ministry's Binding Policy Directive – Governance and Accountability



POLICY TYPE: Governance Process
POLICY TITLE: Committee Terms of Reference
EFFECTIVE DATE: ~~April 2025~~ September 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. COMMITTEE PRINCIPLES

- 1.1 A Committee shall conduct its affairs in accordance with By-law No. 1, ~~Board policies,~~ and relevant College policies.
- 1.2 Subject to Section 2, except as specifically provided for in ~~this~~ By-law No. 1, a policy, or a resolution of the Board:
 - (a) ~~a~~ Committee cannot make a decision that binds the Board or the College, ~~except as provided for in By-law No.1 and this policy;~~
 - (b) a Committee may not speak or act for the Board; ~~and~~
 - (c) a Committee does not have authority over College ~~E~~Employees or operations. ~~;~~
- ~~1.3~~ 1.3 The Board shall review and approve all actions taken at each Committee meeting, ~~and all recommendations made by a Committee and an~~ The Board shall receive a ~~An~~ information report outlining the Committee's recommended actions for approval shall be presented at the next regular Board meeting following the meeting of a Committee.
- ~~1.3~~
- 1.4 ~~The~~ The Board shall appoint the members of the Committees who shall hold office at the pleasure of the Board.
- 1.5 Every Governor shall be appointed to a minimum of one (1) Committee.
- 1.6 Internal Governors are permitted to serve as Vice Chair of a Committee; however, ~~they an Internal Governor~~ cannot be appointed as Chair of a Committee. ~~of a Standing Committee as they cannot serve as a member of the Executive Committee.~~
- 1.7 Unless provided otherwise, the term of appointment to a Committee is one year, and Committee members, including the Chair and Vice Chair of a

~~Committee, are eligible for re-election or re-appointment for additional terms, can serve successive terms.~~

~~1.8 The Chair and Vice Chair of a Committee can serve successive one-year terms.~~

~~1.91.8 A Governor not appointed to a particular-specific Committee can attend a meeting of another Committee as a guest may attend meetings of that Committee as a guest. This provision does not extend to, with the exception of Internal Governors, who are not permitted to cannot attend a meeting meetings of the Executive Committee. When attending as a guest, the Governor Governors attending as a guest are is permitted to participate in the discussion, but discussion but is-are not entitled to vote on any matter.~~

~~1.101.9 Generally, the The Board supports the attendance of College EEmployees at its Committee meetings as deemed appropriate by the President. When attending as an invited-guesta guest, a College eEmployee is invited to join the meeting, but meeting but is not entitled to participate in the discussion unless requested by the Committee.~~

~~1.111.10 Committees shall act in support of the College's mission, visionpurpose, values, and strategic planvision.~~

2. EXECUTIVE COMMITTEE

2.1 The Board shall establish an Executive Committee. Subject to Section 2.4 and the direction of the Board, the terms of reference of the Executive Committee are:

- (a) ~~To recommend to the Board the composition and terms of reference of a Presidential Search Committee, as required, to conduct a search and recommend the appointment of a President, as required.~~
- (b) ~~To manage the presidential reappointment process recommend the appointment and/or reappointment of a President, including the terms of employment of the President, to the Board and to recommend any changes to employment terms.~~
- (c) ~~To annually review the President's performance after reviewing the established criteria outlined in Board policy, including receipt of the President's annual compliance report and input from the Board.~~
- ~~(e)~~
- (d) ~~To annually review and approve the salary changes for all administrative staffEmployees, after considering the~~

~~recommendations from the College Employer Council, reporting to the President.~~

- ~~(e) To be informed of College organizational changes affecting the Executive Leadership Team and Eemployees with a direct reporting relationship to the President.~~
- ~~(f) To review and set the agendas for Board meetings, in accordance with the Board's work plan and relevant Board policies.~~
- ~~(e) —~~
- ~~(f) — To review and approve the expense accounts of Governors.~~
- ~~(g) — To consider and recommend to the Board the attendance of Governors at relevant, external educational functions.~~
- ~~(h)(g) To annually conduct an annual annually conduct an formal evaluation review of the Board and to review the results to recommend what actions, if any, should be and implement measures implemented if there any items to be actioned to improve the Board's the effectiveness of the Board.;~~
- ~~(i) — To review all major legal actions and contractual arrangements and prepare recommendations for consideration by the Board.~~
- ~~(h) — To recommend for approval by the Board, the conferring of the title "president emeritus". To be informed of any major legal actions that may impact the Board's work, the Executive Leadership Team, or the College's reputation.~~
- ~~(i) — To be informed of any potential private-public partnerships.~~
- ~~(j) — To recommend the conferring of the title "President Emeritus" after following the process outlined in Board policy.~~
- ~~(j) —~~
- (k) To act on behalf of the Board in any matter which may arise, subject to Board approval at the next meeting of the Board:
 - (i) requiring such prompt attention that it is not practical to convene a special meeting of the Board; or
 - (ii) during periods when a quorum of the Board cannot be obtained.

- (l) To exercise the powers of the Board in respect of such matters as the Board may refer to it from time to time.

2.2 Membership

The membership of the Executive Committee shall consist of:

- (a) The Chair of the Board, ~~who will also be the Chair of the Executive Committee;~~
- (b) The Vice Chair of the Board, who ~~will also be~~ will be the ~~Vice~~ Chair of the Executive Committee;
- (c) ~~The Chairs of each~~ of the Audit and Finance Committee;
- (d) ~~The The Chair of the Governance and Nominating Nominating Committee, and the Governance Review Committee;~~ and
- ~~(e)~~ **(e)** XX (xx) other Governors appointed by the Board; and,
- ~~(d)~~(f) The President.

The Board will appoint the Vice Chair of the Committee.

Internal Governors are not eligible to be appointed as a member of the Executive Committee.

The Board Secretary shall be entitled to attend meetings of the Executive Committee and shall act as a resource of the Executive Committee.

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2.3 Meetings

Meetings shall be held as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Executive Committee. All meetings will be held in-camera.

2.4 Non-Delegable Matters

The Executive Committee shall not have any of the following powers:

- (a) To appoint Governors.
- (b) To appoint the auditor of the College.
- (c) To issue debt obligations except as authorized by the Board.
- (d) To approve financial statements in place of the Board.
- (e) To adopt, amend or repeal By-laws.

3. AUDIT AND FINANCE COMMITTEE

3.1 The Board shall establish an Audit and Finance Committee. Subject to the direction of the Board, the terms of reference of the Audit and Finance Committee are:

- ~~(a) To oversee College financial practices, reporting processes, systems of internal control, and review appropriateness of existing College accounting policies, disclosures and reserves.~~
- ~~(b)~~(a) To oversee the audit process, including recommending the independent auditor and reviewing: audit fees, audit scope of work, annual audited financial statements, and management letter.
- ~~(c)~~(b) To review the annual operating and capital budgets and to receive regular monitoring reports against the approved budgets.
- (c) To monitor risk through the annual risk register and to receive an annual update on the College's information security framework.
- (d) ~~and assessment of long-term capital projects.~~To review contracts where Board approval is required under the College's Schedule of Authority policy. Nothing in this policy prevents a contract from going directly to the Board, if necessary, due to timing or other constraints.
- (e) To review the expense claims of Governors other than the President, whose expense claims shall be approved by the Chair of

the Audit and Finance Committee or the Board Vice Chair, as delegated by Board resolution.

~~(f)~~ To oversee College financial practices, reporting processes, systems of internal control, and review appropriateness of existing College accounting policies, disclosures, and reserves.

~~(d)~~ —

~~(e)(g)~~ To review proposed private-public partnerships, receive and regular progress reports ~~of~~ on all major capital projects.

~~(f)~~ To investigate any financial matter brought to its attention by the Board Chair or President.

~~—~~ To investigate any financial matter brought to its attention by the Board Chair or President.

~~(g)(h)~~ To receive the annual College investment report.

~~(i)~~ To oversee ~~the endowment~~ long-term investments (endowments) and to receive reports from the wealth managers.

~~(h)~~ —

~~(i)~~ To be aware of the College's Schedule of Authority policy. To investigate any financial matter brought to its attention by the Board Chair or President.

~~(i)~~ —

~~(j)(k)~~ To perform such other oversight functions as may be assigned to the Committee by the Board.

The Committee shall fulfill its responsibilities consistent with Board and institutional policy, financial literacy and the Canadian ~~P~~ublic ~~S~~ector ~~A~~ccounting ~~S~~tandards (PSAB) for government not-for-profit organizations ~~(PSAB)~~.

3.2 Membership.

Subject to Section 3.3, the membership of the Audit and Finance Committee shall consist of:

- (a) The Chair of the Board;
- (b) A minimum of ~~four~~ ~~xx~~ (4xx) other Governors appointed by the Board; and

(c) The President.

3.3 ~~The Chair and Vice Chair of the Committee will be appointed by the Board.~~
~~The Board will appoint the Chair and Vice Chair of the Committee.~~

At least one member of the Committee shall have accounting or related financial experience. A majority of the Audit and Finance Committee members must not be Officers or Employees of the College or of any of its affiliates.

3.4 The Board Secretary and Treasurer shall be entitled to attend meetings of the Audit and Finance Committee and shall act as a resources of the Audit and Finance Committee.

3.5 The auditor of the College is entitled to notice of the time and place of any Audit and Finance Committee meeting.

3.6 Meetings

Meetings shall be held a minimum of ~~five-four~~ (45) times per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

~~3.7~~ NOMINATING GOVERNANCE AND NOMINATING COMMITTEE

4.

4.1 The Board shall establish a Governance and Nominating Committee. Subject to the direction of the Board, the terms of reference of the Governance and Nominating Committee are:

~~To recommend to the Board the composition of the Committees following a review of the skill requirements for the Committees and their Chairs, Governor relevant experience, and preferences indicated in surveys.~~

~~To ensure the election of a Chair and Vice Chair of the Board occurs in accordance with the Roles and Duties of Officers Policy.~~

(a) To oversee the recruitment process for external Board vacancies and to recommend potential appointments, following the processes outlined in relevant Ministry Binding Policy Directives and Board policies. Before any recruitment is launched, the Committee shall review the Board's skills matrix to identify needs and ensure alignment.

~~solicit and review nominations to fill External Governor vacancies and to make recommendations to the Board regarding potential~~

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~~external candidates, based on current legislation, policies and By-laws. When making its recommendations and nominations, the Committee shall consider the skills and expertise required by the Board of Governors and its Committees at that time.~~

- ~~(b) To oversee~~ ~~oversee~~ the reappointment process for External Governors, following the process established in Board policy, and recommend reappointments to the Board.
- ~~(c) To oversee the implementation of the procedures set out in By-law No. 4, which regulates the election of Internal Governors. To ensure the election of the Chair and Vice Chair of the Board occurs in accordance with Board policy.~~
- ~~(d) To oversee the implementation of the procedures set out in By-law No. 4, which regulates the election of Internal Governors. This Committee will serve as the Electoral Committee during an election, and the Chair of this Committee will be the Chair of the Electoral Committee.~~
- ~~(a) To annually recommend the membership of the Board's Committees, considering criteria such as the skills and experience required to advance the work of the Committee, succession and leadership development, and expressed preferences.~~
- ~~(e)~~
- ~~(f) To review each By-law and each Board policy at least once every five (5) years and more often where: (i) otherwise required by a review schedule prescribed in the policy, (ii) the By-law or policy is affected by new legislation, Directives or rules, or (iii) is otherwise appropriate.~~
- ~~(g) To plan the annual Board retreat.~~
- ~~(h) To support the Board's mentorship program.~~
- ~~(i) To consider and recommend the attendance of Governors at relevant sector-related conferences and training opportunities.~~
- ~~(j) To review matters referred to it by the Board to ensure the Board's governance practices are effective.~~

~~3.8~~

- ~~(a) To recommend to the Board the composition of the Committees following a review of the skill requirements for the Committees and~~

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~~their Chairs, Governor relevant experience, and preferences indicated in surveys.~~

~~(b)(a) To ensure the election of a Chair and Vice Chair of the Board occurs in accordance with the Roles and Duties of Officers Policy.~~

~~(c)(a) To solicit and review nominations to fill External Governor vacancies and to make recommendations to the Board regarding potential external candidates, based on current legislation, policies and By laws. When making its recommendations and nominations, the Committee shall consider the skills and expertise required by the Board of Governors and its Committees at that time.~~

~~(d)(a) To oversee the reappointment process for External Governors and recommend reappointments to the Board.~~

~~(e)(a) To oversee the implementation of the procedures set out in By-law No. 4, which regulates the election of Internal Governors.~~

~~(f) To support and monitor and the Board's mentorship program.~~

~~(g) To annually review the Board skills matrix.~~

3.94.2 Membership

The membership of the Governance and Nominating Committee shall consist of

- (a) The Chair of the Board;
- (b) A minimum of ~~four~~ xx (4)x other Governors appointed by the Board; and
- (c) The President.

~~3.104.3 The Chair and Vice Chair of the Committee will be appointed by the Board. The Board will appoint the Chair and Vice Chair of the Committee.~~

~~3.114.4~~ The Board Secretary shall be entitled to attend meetings of the Governance and Nominating Committee and shall act as a resource of the Nominating Committee.

3.124.5 Meetings

Meetings shall be held a minimum of ~~twice four~~ (42) times per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

~~4. GOVERNANCE REVIEW COMMITTEE~~

~~4.1 The Board shall establish a Governance Review Committee. Subject to the direction of the Board, the terms of reference of the Governance Review Committee are:~~

- ~~(a) To review current governance practice to ensure effective operation of the Board.~~
- ~~(b) To confirm how the current governance policy structure is serving the College and explore ways to build on these strengths.~~
- ~~(c) To assist the Board in fulfilling its governance oversight responsibilities.~~
- ~~(d) To develop strategies to assist new Governors to develop advanced governance knowledge.~~
- ~~(e) To develop an effective communication mechanism for the flow of information between Committees and the Board.~~
- ~~(f) To review each By-law and each policy at least once every 5 years and more often where: (i) otherwise required by a review schedule prescribed in the policy, (ii) the By-law or policy is affected by new legislation, Directives or rules, or (iii) is otherwise appropriate.~~
- ~~(g) To receive and review the President's annual compliance report.~~
- ~~(h) To plan the annual Board retreat.~~

~~4.2 Membership~~

- ~~(a) The Chair of the Board;~~
- ~~(b) A minimum of four (4) other Governors appointed by the Board; and~~
- ~~(c) The President.~~

~~4.3 The Chair and Vice-Chair of the Committee will be appointed by the Board.~~

~~4.4 The Board Secretary shall be entitled to attend meetings of the Governance Review Committee and shall act as a resource of the Governance Review Committee.~~

~~4.5 Meetings~~

~~(a) Meetings shall be held a minimum of twice (2) per year or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board.~~

~~(b) All meetings will be held in public, unless a matter meets the requirements for an in-camera meeting under subsection 16.2 of By-law No. 1, at which time the Committee shall move in-camera.~~

5. GENERAL

~~5.1 The Board may fill any vacancies occurring on such Committees.~~

~~5.2 Minutes of the proceedings of any Minutes shall be kept for all Committees shall be kept in a book or books for that purpose to comply with the Board's legal requirements, which shall always will be made available, upon request, be open for inspection by any current Governor. Minutes of the Governance Review Committee shall be open for inspection by members of the public.~~

5.1

~~5.31.1 The Board shall receive an information report outlining recommended actions for approval at the next regular Board meeting following the meeting of a Committee.~~

~~5.45.2~~ Any Committee may meet for the transaction of business, adjourn and, except as provided in ~~this By-law~~ Board By-laws, policies or the resolution establishing the Committee, regulate its meetings as it thinks fit. Motions arising at any meeting of a Committee shall be decided by ~~a majority of votes cast~~ Ordinary Resolution. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

~~5.55.3~~ Section 19 of By-law No. 1 (Conflict of Interest) applies to Committees.

~~5.65.4~~ Quorum:

- (a) A quorum for each Committee consists of a simple majority of the voting members (half plus one).
- (b) Only Governors listed as members of the Committee may make motions and vote at Committee meetings.
- (c) When a Governor declares a conflict of interest at a Committee meeting, the quorum shall be a majority of the remaining Governors.

6. MONITORING

As part of its annual self-evaluation, the Board will review the effectiveness of its Committees and recommend any changes to structure, format, or policy to the Executive Committee.

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

7.1 Durham College By-law No. 1

7.2 Ministry's Binding Policy Directive – Governance and Accountability

**Attached for reference only.
Merger approved at the February 11, 2026 BOG meeting.**

	Executive		Audit & Finance		Governance	Nominating	Governance & Nominating
	Current	Proposed	Current	Proposed	Current	Current	Proposed
Membership	President, Board Chair, Board Vice Chair and 3 Committee Chairs	President, Board Chair, Board Vice Chair, 2 Committee Chairs plus 2 additional external governors	President, Board Chair plus 4 additional governors	President, Board Chair plus 6 additional governors	President, Board Chair plus 4 additional governors	President, Board Chair plus 4 additional governors	President, Board Chair plus 6 additional governors
Chair	Board Chair	Board Vice Chair	Appointment - External member only	unchanged	Appointment - External member only	Appointment - External member only	unchanged
Vice Chair	Board Vice Chair	Appointment from committee members; (adds leadership development and succession planning opportunity)	Appointment - Any member (leadership development for internal members)	unchanged	Appointment - Any member (leadership development for internal members)	Appointment - Any member (leadership development for internal members)	unchanged
Special considerations	All must be external (except President)	All must be external (except President); adds one vice chair role opportunity	Majority of committee members must be external	unchanged			Reduced leadership development and succession planning opportunity with one less chair and vice chair role
# of Members	6 (5 external and 1 internal)	7 (6 external and 1 internal)	6 (4 external and 2 internal)	8 (6 external and 2 internal)	6 (4 external and 2 internal)	7 (4 external and 3 internal)	8 (4 external and 4 internal)

Number of Meetings by Role:		Current	Proposed
	Secretary	4	3
	President	4	3
	Chair	4	3
	Vice Chair	2	1
	Committee Chair	2	2

Board Retreat Feedback

Name	How would you rate the quality of the retreat sessions?	How satisfied were you with the retreat's logistics (location, schedule, communications)?	What session or activity provided the greatest value for you?	What opportunities do you see for enhancing future retreats?	What insights or outcomes from the retreat do you believe will positively influence the Board's work moving forward?	Are there additional topics or formats you would find beneficial in future retreats?
Respondent 1 (ELT Member)	Excellent	Very Satisfied	Ken Steel, but all sessions were great.	I have no suggestions.	Understanding broad trends as well as refinement of questions and tweaking the risk register	No suggestion
Respondent 2	Excellent	Very Satisfied	I really enjoyed the risk conversation. It was great to hear other governors perspectives on fictional situations.	More opportunities for small groups discussions. And tours of Durham College facilities and programs.	Be one per cent more curious than afraid. That will allow us to take measured risk to innovate and change for the future.	More small group discussions.
Respondent 3	Good	Very Satisfied	I found the session on Risk to be quite valuable. It created a good amount of discussion, with a few takeaways as well.	The session with the DC staff was very informative. It is nice to meet the staff and see their teaching/training areas and hear all about the courses they offer. All the staff presentations were amazing! This type of session should be included in future retreats if possible.	The last session touched on Governor conduct and our Board Norms. I hope that message carries into the Boardroom.	In the past there have been student panels and presenters followed by Q&A sessions. I find those to be quite informative, hearing from the student perspective.
Respondent 4	Good	Very Satisfied	I enjoyed touring the different research centers of the school. It did feel like we were trying to get 20 lbs of knowledge into a 5lb sack with the short 10 minute windows however.	It would be great to move the retreat earlier in the year perhaps in October/November to allow for learnings to be used through the year more or set a yearly theme and a way for new board members to get to know the board earlier in their tenure.		