



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

Date: January 29, 2020

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

Members Present: Jim Wilson, Committee Chair
Elizabeth Cowie, Committee Vice-Chair (entered at 5:32 p.m.)
Kevin Griffin
Robert Lanc
Debbie McKee Demczyk
Ivan DeJong, Board Chair (via teleconference)
Don Lovisa, President

Members Absent: Vasu Sukhija

Staff Present: Melissa Pringle, Corporate and Board Secretary

1. CALL TO ORDER

With quorum present, the meeting was called to order at 5:30 p.m.

2. INTRODUCTION OF GUESTS

None.

3. ADDITIONS/DELETIONS TO THE AGENDA

None.

4. CONFLICT OF INTEREST DECLARATIONS

None.

5. PRESENTATIONS

None.

6. ACTIONS ARISING FROM PREVIOUS MINUTES/REGULAR RECURRING ITEMS

6.1 Skills Matrix - Proposed Preamble and Updates

The Committee discussed the Board's skills matrix and the proposed new preamble and changes to the "additional expertise" categories. In addition, the Committee discussed whether detailed diversity information should be collected as part of the skills matrix and what weight diversity factors would play in recruitment.

Following discussion, the Committee agreed it would be valuable to collect basic diversity data and suggested the Board ask, on a voluntary basis, if Governors identify with any of the following categories: visible minority, woman, person with a disability, indigenous. The information would be collected through a voluntary self-disclosure process and Governors would be advised the information would only be released publicly in an aggregate format. The Committee also requested, the categories of male/female be removed from the current skills matrix template.

Moved By Governor Griffin

Seconded By Governor Lanc

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

"That based on GOV-2020-01, the preamble and revised Durham College Board of Governors skills matrix, including the addition of the four identified diversity categories, be approved." CARRIED

With Governor DeJong participating by phone, the vote was unanimous.

6.2 Handling of In-Camera Board Material

The Committee discussed how the Board currently handles distribution of its camera materials and various proactive measures that could be implemented to protect the Board from information being shared in error and/or Governors having access to material that is contrary to the conflict of interest provisions in By-law No. 1.

The Committee further discussed the use of two-tiered in-camera agenda, where information that is highly sensitive or that has restricted distribution due to known conflicts would be considered. Distribution of materials for the second tier in-camera agenda would be limited to the Governors who are entitled to receive the information. The Committee also discussed considering different technology

solutions such as issuing each Governor a device with restricted access to materials.

The Committee noted that Governors are expected to demonstrate ethical behaviour and agreed that education and training was the best approach to managing this issue as not to create a culture of fear.

Moved By Governor McKee Demczyk

Seconded By Governor Cowie

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 in-camera 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 (unless a secure technology solution can be identified) and only be distributed in a 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.” CARRIED

With Governor DeJong participating by phone, the vote was unanimous.

7. DECISION ITEMS

None.

8. DISCUSSION ITEMS

8.1 Update on By-law No. 4

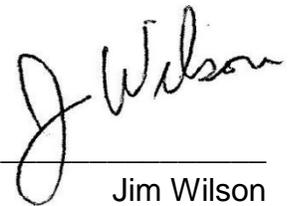
The Chair advised that despite being expected at this meeting, the review of By-law No. 4 had not been completed. As such, the elections being announced in early February will be conducted under the current by-law. It is the goal to finish the review by By-law No.4 by the next Governance Review Committee meeting in May.

9. MEETING CRITIQUE

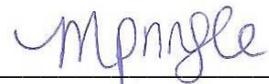
The Committee concurred the meeting was effective as there was good discussion and engagement by all participants. The Committee also noted they appreciated having the meeting in-person rather than by teleconference. Additionally, it was noted that the quality of the teleconference system should be investigated.

10. ADJOURNMENT

With no further business, the meeting was adjourned at 6:40 p.m.



Jim Wilson
Committee Chair



Melissa Pringle
Corporate and Board Secretary