



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

Date: Wednesday, May 26, 2021

Location: MS Teams

Members Present: Jim Wilson, Committee Chair
Elizabeth Cowie, Committee Vice-Chair
Kenneth Michalko
Gary Rose
Michele James, Chair of the Board
Don Lovisa, President
Ian Murray

Members Absent: Christine Kozminski

Staff Present: Melissa Pringle, Corporate and Board Secretary

1. CALL TO ORDER

With quorum present, the meeting was called to order at 7:02 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

None.

7. DECISION ITEMS

7.1 President's Compliance Report for 2020-2021

President Lovisa presented the compliance report for 2020-2021, confirming compliance with Board policy and relevant legislation.

The Committee questioned President Lovisa.

A brief discussion ensued about the Board's whistleblowing policy and how the program is administered to ensure that individuals feel safe coming forward with potential issues. Further, the Committee discussed how employees and students are made aware of the policy. Following discussion, the Board Chair advised the Board's whistleblowing policy is up for renewal and the Committee will have a chance to review it for best practice.

Action: The Corporate and Board Secretary to inquire if the whistleblowing policy forms part of new employee orientation.

Moved By Governor Cowie

Seconded By Governor Michalko

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

That Report GOV-2021-03, confirming compliance with Board policy and all relevant legislation for 2020-2021, be received for information." CARRIED

8. DISCUSSION ITEMS

8.1 Meeting Technology

The Corporate and Board Secretary consulted the Committee on how meetings should proceed post-pandemic and recommended that Board meetings return to in-person (where possible) and that for efficiency, Standing Committee meetings remain virtual.

A brief discussion ensued and the Committee concurred that the default position would be in-person attendance at Board of Governors meetings and virtual attendance at Standing Committee meetings unless an in-person meeting is warranted.

The Corporate and Board Secretary also advised that technology options are being explored to outfit the boardroom to facilitate hybrid meetings.

8.2 Draft Framework for Board Orientation & On-Boarding

The Corporate and Board Secretary presented the draft framework for the Board Orientation and On-boarding Program for new Governors starting fall 2021.

The Committee questioned the Corporate and Board Secretary.

9. MOVE TO IN-CAMERA SESSION

Durham College By-law No. 1. provides for the Governance Review Committee to address in-camera items that meet the requirements of an in-camera meeting under sub-section 22.2. Item 9.1, 'Philosophy of Governance & Feedback on Board Policies' meets the requirement to go in-camera pursuant to Section 22.2 o) Board, Committee and Governor Self-evaluation.

Moved By Governor Cowie

Seconded By Governor Rose

"That the Governance Review Committee move in-camera." CARRIED

The Committee moved in-camera at 7:30 p.m. and rose from the in-camera session at 8:06 p.m.

During the in-camera discussion, the Committee discussed the feedback received on its Board policies and the action in the 2021-2022 Business Plan to engage the full Board in a conversation on its philosophy of governance.

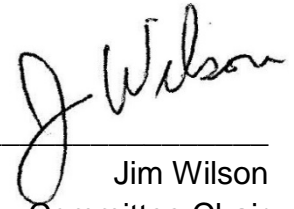
As a path forward, the Committee agreed to address any glaring flaws in the Board's outstanding policies, to engage in a broader governance conversation with the full Board in the fall of 2021, and to invite outgoing Governors back for the generative discussion to provide their perspective.

11. MEETING CRITIQUE

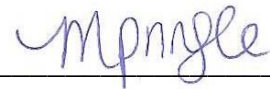
The Committee conducted a roundtable meeting assessment and the Committee concurred that the depth of the discussion was appropriate and provided for alternatives, all Governors participated in the discussion, and the meeting was well Chaired.

12. ADJOURNMENT

With no further business, the meeting ended at 8:10 p.m.

A handwritten signature in black ink that reads "J. Wilson". The signature is written in a cursive style with a large, looped initial "J".

Jim Wilson
Committee Chair

A handwritten signature in blue ink that reads "M Pringle". The signature is written in a cursive style with a large, looped initial "M".

Melissa Pringle
Corporate and Board Secretary