



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

Date: Monday, November 3, 2025

Time: 7:00 p.m.

Location: Virtual Meeting, MS Teams

MINUTES

Members Present

Kwende Thomas, Committee Chair

Alison Burgess

John Ecker

Jerry Ouellette (joined the meeting at 7:34 p.m.)

Lisa Allen, Chair of the Board

Elaine Popp, President

Members Absent

Kelly Doyle, Committee Vice Chair

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 7:05 p.m.

2. Conflict of Interest Declarations

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

3. Presentations

There were no presentations.

4. Approval of the Agenda

Moved by Governor Allen

Seconded by Governor Burgess

“That the agenda for the November 3, 2025, meeting of the Governance review Committee be approved as presented.” CARRIED

5. Approval of Previous Minutes

The Committee reviewed its minutes from the September 15, 2025, Governance Review Committee meeting.

Moved by Governor Allen

Seconded by Governor Burgess

“That the minutes from the September 15, 2025, meeting of the Governance Review Committee be approved as presented.” CARRIED

6. Decision Items

6.1 Board Policy for Review: Student, Employee, Client and Visitor Treatment

The Committee received a report from the President outlining proposed changes to Board policy: Student, Employee, Client and Visitor Treatment. One minor amendment was brought forward to change the term Good Faith Reporting to Good Faith Disclosure to align with the policy title.

The Committee questioned the President regarding the consultation of similar policies at other colleges.

A discussion ensued about the proposed policy changes and the defined term College Community Members. Further, the Committee requested a series of amendments to the policy, including ensuring the term ‘College Community’ is capitalized throughout, striking the word ‘be’ from Policy Statement 1.1 and the word ‘vision’ from Policy Statement 1.3 a), and correcting a spelling error in Policy Statement 1.3 c).

Moved by Governor Ecker

Seconded by Governor Burgess

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

“That the proposed edits to Board policy: Student, Employee, Client and Visitor Treatment be approved as amended.” CARRIED

6.2 Board Policy for Review: Governor Code of Conduct

The Committee received a report from the President outlining proposed changes to Board policy: Governor Code of Conduct, following a review of best practices and recommendations from Borden Ladner Gervais, as it relates to a process for referring matters of a perceived breach of fiduciary duty.

The Committee questioned the President regarding how the duty of confidentiality would be enforced once an individual no longer has an association with the College. In response to questions, Governor Thomas advised that it would be enforced through various legal mechanisms, such as a cease-and-desist letter or a civil proceeding.

After reviewing the proposed changes, the Committee requested the following amendment to the policy for clarity:

- Inserting the words ‘and in each case’ with notice to the President in Policy Statement 1.4.1

Moved by Governor Allen

Seconded by Governor Burgess

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

“That the proposed edits to Board policy: Governor Code of Conduct be approved as amended.” CARRIED

7. Discussion Items

7.1 Identification of Priority Actions from 2024-2025 Board Evaluation Survey

The Committee engaged in a detailed review of the 2024–2025 Board Evaluation Survey results, focusing on themes and items that may require prioritization or action. Each member shared their personal observations, and several areas were identified as scoring lower or showing greater variation. These included:

evaluating performance and supporting continuous improvement; participating in College events and activities; distinguishing between strategic and operational roles; and fostering open dialogue, particularly around listening to differing views and feeling comfortable sharing minority perspectives.

Governor Ouellette joined the meeting.

The Committee discussed strategies to address these areas and noted that some measures were already in place. These included updates to the Board's evaluation process and the inclusion of relevant topics in the upcoming Board retreat agenda.

7.2 Board of Governors Retreat (February 2026)

The Committee discussed the logistics of the upcoming Board retreat and, considering the College's current fiscal constraints, reached consensus that the retreat would be held on campus as a one-day event.

A sample agenda was presented, outlining potential discussion topics aligned with the four pillars of the College's newly adopted strategic vision.

After a thorough review, the Committee agreed to proceed with a refined set of sessions and tasked management with reorganizing the agenda and developing the session content. The selected topics include: a professional development session titled *The Art of Asking Questions and Staying Strategic*, supporting the People-Centred goal; a discussion on the Board's integrated risk management policy, including risk appetites and the strategic opportunities associated with risk, aligned with the Sustainable goal; a keynote address by Ken Steele on emerging trends in post-secondary education with an emphasis on Board leadership, reflecting the Future-Focused goal; and a panel discussion exploring research, community partnerships, and artificial intelligence, in support of the Community Connected goal.

7.3 Potential Merger of the Governance Review and Nominating Committees for the 2026-2027 Board Year

The Committee reviewed a proposal from the President recommending a potential merger of the Governance Review and Nominating Committees, effective for the 2026–2027 Board year. The proposal outlined the rationale for the merger, along with associated risks and opportunities, and identified key structural changes that would be required. These included expanding the membership of the remaining committees to support balanced participation and considerations related to the size of the Executive Committee.

During the discussion, Committee members raised additional considerations, such as the possibility of establishing a new committee or introducing a second Vice Chair position to strengthen the composition and functionality of the Executive Committee.

At the conclusion of the discussion, the Committee expressed broad support for the proposed merger, subject to further consultation with the Board.

7.4 Governor Engagement in College Events and Potential New Policy

As a follow-up to a discussion that occurred at the September Governance Review Committee meeting, the Committee talked about the Board's role in attending events, acting as ambassadors, and leveraging Governors' skills and connections to help advance the College. The Committee agreed that a new policy was not required but asked the President to give more consideration to which types of events the Board could be invited to – examples included things such as community galas and government announcements.

8. Information Items

There were no information items.

9. Meeting Assessment

The Committee engaged in a roundtable meeting assessment and Committee members expressed appreciation for being able to contribute to each agenda item, despite the meeting running longer than anticipated.

10. Adjournment

With no further business, the meeting adjourned at 8:49 p.m.



Kwende Thomas
Committee Chair



Melissa Pringle
Board Secretary