



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

MINUTES

Date: Wednesday, September 16, 2020

Location: Via Video Conference (GoToMeeting)

Members Present: Jim Wilson, Committee Chair
Elizabeth Cowie, Committee Vice-Chair
Kenneth Michalko (joined the meeting at 7:10 p.m.)
Gary Rose
Michele James
Don Lovisa, President

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. Addition/Deletions to the Agenda

None.

4. Conflict of Interest Declarations

None.



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5. Presentations

5.1. Annual Review of Terms of Reference

The Committee reviewed and discussed its terms of reference. It was noted that if the proposed changes to By-law No. 1 are approved, the Committee's terms of reference would change.

6. Decision Items

6.1. Review of By-law No. 1

The Corporate and Board Secretary provided an overview of the proposed changes to By-law No. 1.

The Committee questioned the Corporate and Board Secretary.

Following a discussion, a typographical error was noted in Section 29.2. The Committee requested the sentence be amended to read, "The Executive **Committee** will determine if the request for an audience with the Board is approved and the decision of the Executive Committee is final."

Governor Michalko joined the meeting.

Moved by Governor Cowie

Seconded by Governor Rose

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

"That based on Report GOV-2020-09, By-law No. 1, be amended as outlined in Attachment 1 to this report." CARRIED AS AMENDED

6.2. Board Policies Due for Renewal

President Lovisa reviewed the proposed changes to the Board's policies on the recruitment of external governors and the reappointment of external governors.

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The Committee questioned President Lovisa.

Following discussion, the Committee requested the following amendments:

Recruitment of External Governors Policy

- Section 2.10 be amended to strike out the word ‘interviews’ and insert the word ‘applies.’
- Section 3.2.2 be amended to insert the words ‘, with guidance from the Nominating Committee’ following the words ‘by the Corporate and Board Secretary.’
- Section 3.3.5. be amended to strike out the words ‘work-related’ and insert the words ‘relevant to the skills and competencies being sought’, following the word ‘references.’

Reappointment of External Governors Policy

- Section 3.1 be amended to strike out the words ‘three-year appointment’ and to insert the words ‘their term.’

Moved by Governor James

Seconded by Governor Rose

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

“That based on Report GOV-2020-11, the following Board policies be approved as amended:

- Recruitment of External Governors
- Reappointment of External Governors.” CARRIED

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7. Discussion Items

7.1. 2020-2021 Skills Matrix

President Lovisa and the Corporate and Board Secretary reviewed the significant changes to the skills matrix.

Following a discussion, the Committee requested the following amendments to the skills matrix:

- That under the heading of “Additional Expertise,” the categories of diversity and inclusion and change management be added.
- That the category of diversity be removed under the heading of “Community Involvement.”
- That the heading of “Diversity” be removed, and the content in that section be included in the demographics section of the skills matrix.

The Committee discussed the Board’s desire to collect demographic data to ensure the Board’s composition reflects the communities it serves. Further, discussions occurred regarding the purpose of collecting demographic data, the categories of data that might be collected, and how the data could be collected.

Action: The Corporate and Board Secretary to circulate a self-identification questionnaire related to demographic data recently prepared by the Nova Scotia Community College.

8. Meeting Critique

The Committee conducted a roundtable meeting assessment and commented that the meeting was well organized, members engaged in thoughtful and respectful discussion, and the Chair did an excellent job at encouraging participation. Further, the Committee discussed how members diplomatically shared their opinions and always oriented themselves back to the purpose of the conversation.

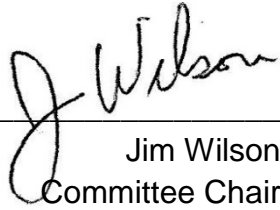


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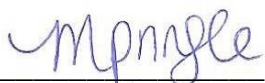
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9. Adjournment

With no further business, the meeting ended at 7:58 p.m.



Jim Wilson
Committee Chair



Melissa Pringle
Corporate and Board Secretary