



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

Date: Tuesday, September 7, 2022

Location: Virtual Meeting, MS Teams

Members Present: Elizabeth Cowie, Committee Chair
Gail Johnson Morris
Jerry Ouellette (joined at 6:21 p.m.)
Dwight Townsend
Nathan Wilson, Committee Vice-Chair
Don Lovisa, President

Members Absent: Gary Rose, Board Chair

Staff Present: Melissa Pringle, Corporate and Board Secretary

1. CALL TO ORDER

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

2. INTRODUCTION OF GUESTS

None.

3. CONFLICT OF INTEREST DECLARATIONS

None.

4. APPROVAL OF THE AGENDA

Moved By Governor Johnson Morris

Seconded By Governor Wilson

"That the agenda for the September 7, 2022, meeting of the Governance Review Committee be approved as presented." CARRIED

Governor Townsend temporarily left the meeting, and the Committee no longer had a quorum. Therefore, the Committee decided to alter the order of the agenda to bring forward Discussion Item 7.1, 'Review of Committee Terms of Reference', as the first order of business.

7. DISCUSSION ITEMS

7.1 Review of Committee Terms of Reference

As it was the first meeting of the year, the Committee reviewed its terms of reference. The Committee discussed the recent governance review and revision of all by-laws and policies to comply with the *Ontario Not for Profit Corporations Act*. Further, the Committee discussed the possibility of the Governance Review Committee reviewing how the new terms of reference worked for each Committee mid-year or conducting a semi-annual review of the Board's effectiveness.

Governor Townsend re-joined the meeting.

Following the discussion, the Committee concurred that no revisions were required to its terms of reference.

5. APPROVAL OF PREVIOUS MINUTES

5.1 Minutes of the September 14, 2021, Governance Review Committee Meeting

The Committee reviewed its September 14, 2021, minutes and noted that most of the current Committee members were not at the meeting.

Moved By Governor Wilson

Seconded By Governor Johnson Morris

"That the minutes from the September 14, 2021, meeting of the Governance Review Committee be approved as presented." CARRIED

5.2 Minutes of the May 31, 2022, Governance Review Committee Meeting

The Committee reviewed its May 31, 2022, minutes and noted that most of the current Committee members were not at the meeting.

Moved By Governor Lovisa
Seconded By Governor Wilson
"That the minutes from the May 31, 2022, meeting of the Governance Review Committee be approved as presented." CARRIED

6. DECISION ITEMS

6.1 Proposed Renewal Schedule for Board By-laws and Policies

President Lovisa presented a proposed renewal schedule for the Board's new by-laws and policies and referenced the Committee's terms of reference, which require that each by-law and policy be reviewed at least once every five years. The proposed renewal schedule considers the recent comprehensive governance review conducted by Borden Ladner Gervais and the Board's desire to not tinker with the corporate documents for a few years yet ensures that all by-laws and policies are reviewed again by 2028. The Board Secretary confirmed that after the initial renewal date, all by-laws and policies would be reviewed every three years unless a requirement comes to light that would trigger an earlier review.

Governor Townsend temporarily left and re-joined the meeting.

Further, the Committee questioned if its activities around stakeholder engagement should be codified or if it was an activity linked to the strategic planning cycle. Following the discussion, the Committee agreed that stakeholder engagement was an activity that did not require a written policy and would be done ad hoc.

Moved By Governor Johnson Morris
Seconded By Governor Wilson
"That the renewal schedule for the Board's by-laws and policies be approved as presented." CARRIED

7. DISCUSSION ITEMS

7.2 Future Role of the Governance Review Committee

The Committee discussed how it could add value to the Board, the college, and the community, given the recent governance review that resulted in the approval of a robust set of by-laws and policies.

The Committee questioned the Board Secretary about the current process for reviewing feedback from the Board Evaluation survey. The Corporate

and Board Secretary advised that historically the Board had not strategically actioned the feedback and that it was coming forward to the next Executive Committee for discussion.

Committee members discussed the following ideas for enhancing the role of the Governance Review Committee:

- Reviewing the results of the Board effectiveness survey with the lens of determining what could be actioned;
- Developing a set of guidelines or observational tools to assess the Board's effectiveness and governance framework;
- Reviewing and offering feedback on the implementation of the Board's new governance model;
- Providing ongoing governance training to the Board;
- Monitoring Board development by tracking professional development activities; and,
- Developing a more robust self-evaluation tool to help Governors see where they could add value.

President Lovisa advised that some of the ideas noted above may happen naturally through the Board goals being considered for the year. Further, the Committee agreed it was important to bring the outcome of this discussion to the next Executive Committee meeting.

Additionally, Committee members asked for a historical context as to whether or not the functions of the Governance Review and Nominating Committees had ever been under one umbrella, which, President Lovisa advised, had not been the case during his tenure.

Action: The Board Secretary to bring forward the current self-assessment tool for review at the next Governance Review Committee meeting.

7.3 Review of the Board's Meeting Assessment Process

The Committee Chair provided the historical context of this agenda item, noting the question had been raised a couple of years ago as to whether or not there was a better mechanism to solicit constructive criticism to improve Board performance.

The Committee discussed the current assessment process and ways to create a safe and trusting space whereby Governors feel comfortable sharing constructive criticism. Following the discussion, the Committee agreed that the best approach would be to review the questions asked for the meeting assessment to determine if there was an opportunity to add a question or reframe the current language.

The Committee questioned President Lovisa whether the Board had ever engaged a third-party observer to offer feedback on its meetings, to which he responded no.

Action: the Board Secretary to bring forward the current meeting assessment questions at the next Governance Review Committee meeting.

7.4 Board Retreat Planning (March 11 & 12, 2023)

The Chair advised that planning the Board retreat was a new role for the Governance Review Committee and asked members to think about potential agenda items or an overarching theme.

Governor Ouellette joined the meeting.

Additionally, President Lovisa asked for feedback on the preference of hosting the retreat using campus facilities or off-site. A brief discussion ensued, and the majority of Committee members agreed that an off-site location was preferred. Further, President Lovisa inquired if there was a desire to host a panel discussion, an idea that Committee members supported.

Action: The Board Secretary will schedule another Governance Review Committee meeting following the college's leadership retreat in October to discuss the retreat. Also, Committee members were asked to think about topics for the retreat agenda and options for social activities to bring forward at the next meeting.

7.5 Governance Presentation at the October 12, 2022, Board of Governors Meeting

The Chair advised that she had been given 30 minutes at the October Board meeting to make a presentation and asked the Committee what topics should be covered. The Committee suggested keeping the presentation high-level and focused on the Board's fiduciary

responsibilities, the role of management versus the Board, how the consent agenda works, the Board's new governance model, and critical points from the new *Ontario Not for Profit Corporations Act*.

Action: The Committee Chair to prepare a draft presentation and circulate it for the Committee to review before the meeting.

8. INFORMATION ITEMS

The Committee received the following document for information:

8.1 Colleges Ontario Slide Deck: Transition to the Not-for-Profit Corporations Act, 2010

9. MEETING CRITIQUE

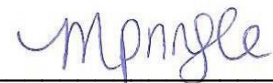
The Committee participated in a roundtable meeting assessment and concurred there was a sufficient balance between structure and flexibility to allow for good conversation and engagement. The Committee also reflected on topics where there was disagreement and how members felt comfortable sharing a different opinion. Lastly, a few Committee members remarked that it would have been easier for them to participate in the meeting if the start time was later in the evening.

10. ADJOURNMENT

With no further business, the meeting ended at 6:51 p.m.



Elizabeth Cowie
Committee Chair



Melissa Pringle
Corporate and Board Secretary