



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

Date: Tuesday, September 14, 2021

Location: Virtual Meeting, MS Teams

Members Present: Elizabeth Cowie, Committee Chair
Nerissa Carino
Kenneth Michalko
Kunal Nagpal
Jerry Ouellette
Gary Rose, Committee Vice-Chair
Kristi Honey, Chair of the Board
Don Lovisa, President

Staff Present: Melissa Pringle, Corporate and Board Secretary

1. CALL TO ORDER

With quorum present, the Chair called the meeting to order at 6:59 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 Annual Review of Terms of Reference

The Committee reviewed its terms of reference and discussed referring to the Manual for Effective College Governor or "best practices" in bullet a). Following a brief discussion, the Committee agreed to consider adding the words "best practices" in bullet a) when the by-law is reviewed.

7. DECISION ITEMS

7.1 Review & Approval of Governance Review Committee Meeting Minutes of May 26, 2021

The Committee reviewed its minutes from the May 26, 2021, Governance Review Committee and requested the Corporate and Board Secretary provide an update on the status of the whistleblowing policy. In response to questions, the Corporate and Board Secretary advised the policy was not previously highlighted during orientation but is now included in materials provided to new employees.

Moved By Governor Michalko

Seconded By Governor Rose

"That the minutes from the May 26, 2021, meeting of the Governance Review Committee be approved as presented." CARRIED

8. DISCUSSION ITEMS

8.1 Annual Review of Skills Matrix

President Lovisa provided an overview of the Board's skills matrix and how it informs the Board's recruitment and selection processes.

Following discussion, the Committee agreed no changes were required to the skills matrix.

8.2 Learn More Series on September 23 - Governance Refresher & Governance Models

The Committee discussed the upcoming *Learn More* series on governance and governance models and reviewed the draft agenda provided by Victoria Prince, Borden Ladner Gervais.

A brief discussion ensued about the governance topics to be highlighted during the session. The Committee agreed that the facilitator should focus on the role of a Governor, the duties/obligations of a board member, fiduciary responsibilities, confidentiality, conflicts of interest, and models of governance.

The Committee also discussed the importance of the session to set the tone for future discussions about the Board's governance framework. The Board Chair agreed to send a note to Governors encouraging attendance at the session.

8.3 Potential Review of the Board's Meeting Assessment Process

The Chair provided context on this agenda item, noting it was a conversation deferred from last year. Additionally, the Chair reported that a review of the Board's meeting assessment process is one of the Board's 2021-2022 goals related to continuous improvement.

A brief discussion ensued about the purpose of reviewing the meeting assessment process, best practices, and the connection to the larger conversation around governance. Following discussion, the Committee agreed to defer discussion of this item until later in the year to give new Committee members time to observe how the Board meetings run to provide context for a review.

8.4 Practice of the Board Approving Committee Minutes & Path Forward

The Chair provided context on this item advising the current practice of the Board approving Committee minutes was flagged as problematic by a Governor at the June Board meeting. The concern with this practice is that the Board is being asked to approve minutes of a meeting they were not in attendance for, and the minutes may not be in final form.

A brief discussion ensued about possible solutions to resolve this issue, such as having Committees meet pre-board meeting to approve their minutes, using a Committee of the Whole format, or revising the format of the current Committee report to only include a written narrative and summary of recommended actions.

Following discussion, the Committee decided to recommend a revision to the Committee report to the Board.

Moved by Governor Michalko

Seconded by Governors Rose

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

"That the practice of the Board approving Committee minutes be discontinued effective immediately and that the format of the Committee report to the Board be revised to include a written summary of the meeting and the actions to be approved." CARRIED

8.5 Status of Outstanding Board Policies

President Lovisa reminded the Committee that the review of the Board's by-laws and outstanding policies is on hold until after the Board reviews its governance framework.

9. MEETING CRITIQUE

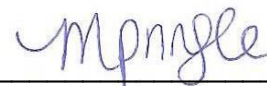
The Committee conducted a roundtable meeting critique and concurred that the meeting was well organized, efficient, and effective.

10. ADJOURNMENT

With no further business, the meeting ended at 7:54 p.m.



Elizabeth Cowie
Committee Chair



Melissa Pringle
Corporate and Board Secretary