



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

AGENDA

When making decisions, the Board is encouraged to consider the College's values of collaboration, diversity and inclusion, excellence, innovation, integrity, respect, and social responsibility.

Date: Monday, September 28, 2026

Time: 5:30 p.m.

Location: Oshawa Campus, DC Boardroom, A144

Timing	Item	Page No.
5:30 p.m. to 5:40 p.m.	1. Call to Order Annual Review of Committee Terms of Reference (Governance and Nominating Committee; Pages 6 to 7 of policy)	1 to 8
5:40 p.m. to 5:42 p.m.	2. Conflict of Interest Declarations	
5:42 p.m. to 5:44 p.m.	3. Approval of the Agenda <u>Recommendation</u> That the agenda for the September 28, 2026, meeting of the Governance and Nominating Committee be approved as presented.	
	4. Approval of Previous Minutes	
5:44 p.m. to 5:46 p.m.	4.1 Minutes of the May 19, 2026 Governance Review Committee <u>Recommendation</u> That the minutes from the May 19, 2026, meeting of the Governance Review Committee be approved as presented.	9 to 13
	5. Decision Items	
5:46 p.m. to 5:56 p.m.	5.1 Board Policy: Integrated Risk Management Framework – B. MacCheyne	14 to 34

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

Timing	Item	Page No.
	<i>For additional context and comparison, links are provided to the current Board policy and the College's policy on Risk Management.</i> <u>Recommendation</u> That the Governance and Nominating Committee recommend to the Durham College Board of Governors: That based on GNC-2026-03, Board Policy: Integrated Risk Management Framework be approved as presented.	
	6. Discussion Items	
5:56 p.m. to 6:06 p.m.	6.1 Use of Peer Evaluation for Board Reappointment Process – K. Thomas	
6:06 p.m. to 6:16 p.m.	6.2 Planning for the 2027 Board Retreat – E. Popp	35 to 41
6:16 p.m. to 6:21 p.m.	6.3 Governance Fundamentals Session with BLG at the October 14 Board Meeting – E. Popp	42 to 87
	7. Information Items	
6:21 p.m.	8. Move to In-Camera Session	
6:49 p.m. to 6:54 p.m.	9. Meeting Assessment	
6:54 p.m. (approx.)	10. Adjournment	



POLICY TYPE: Governance Process
POLICY TITLE: Committee Terms of Reference
EFFECTIVE DATE: September 2026

In this policy, unless otherwise defined herein or the context requires otherwise, words have the same meaning as they do in the Definitions Schedule to By-law No. 1 of the College.

1. COMMITTEE PRINCIPLES

- 1.1 A Committee shall conduct its affairs in accordance with By-law No. 1, Board policies, and relevant College policies.
- 1.2 Subject to Section 2, except as specifically provided for in By-law No. 1, a policy, or a resolution of the Board:
 - (a) a Committee cannot make a decision that binds the Board or the College.
 - (b) a Committee may not speak or act for the Board; and
 - (c) a Committee does not have authority over College Employees or operations.
- 1.3 The Board shall review and approve all actions taken at each Committee meeting, and an information report outlining the Committee's recommended actions for approval shall be presented at the next regular Board meeting following the meeting of a Committee.
- 1.4 The Board shall appoint the members of the Committees who shall hold office at the pleasure of the Board.
- 1.5 Every Governor shall be appointed to a minimum of one (1) Committee.
- 1.6 Internal Governors are permitted to serve as Vice Chair of a Committee; however, they cannot be appointed as Chair of a Committee.
- 1.7 Unless provided otherwise, the term of appointment to a Committee is one year, and Committee members, including the Chair and Vice Chair of a Committee, can serve successive terms.

- 1.8 A Governor not appointed to a specific Committee may attend meetings of that Committee as a guest. This provision does not extend to Internal Governors, who are not permitted to attend meetings of the Executive Committee. Governors attending as a guest are permitted to participate in the discussion but are not entitled to vote on any matter.
- 1.9 The Board supports the attendance of College Employees at its Committee meetings as deemed appropriate by the President. When attending as a guest, a College employee is invited to join the meeting but is not entitled to participate in the discussion unless requested by the Committee.
- 1.10 Committees shall act in support of the College's purpose, values, and strategic vision.

2. EXECUTIVE COMMITTEE

- 2.1 The Board shall establish an Executive Committee. Subject to Section 2.4 and the direction of the Board, the terms of reference of the Executive Committee are:
 - (a) To recommend the composition and terms of reference of a Presidential Search Committee to the Board, as required.
 - (b) To manage the presidential reappointment process and to recommend any changes to employment terms.
 - (c) To annually review the President's performance after reviewing the established criteria outlined in Board policy, including receipt of the President's annual compliance report and input from the Board.
 - (d) To annually review the salary changes for all administrative Employees, after considering the recommendations from the College Employer Council.
 - (e) To be informed of organizational changes affecting the Executive Leadership Team and Employees with a direct reporting relationship to the President.
 - (f) To review and set the agendas for Board meetings, in accordance with the Board's work plan and relevant Board policies.
 - (g) To annually conduct an evaluation of the Board and review the results to recommend what actions, if any, should be implemented to improve the Board's effectiveness.

- (h) To be informed of any major legal actions that may impact the Board's work, the Executive Leadership Team, or the College's reputation.
- (i) To be consulted on any potential private-public partnerships.
- (j) To recommend the conferring of the title "President Emeritus".
- (k) To act on behalf of the Board in any matter which may arise, subject to Board approval at the next meeting of the Board:
 - (i) requiring such prompt attention that it is not practical to convene a special meeting of the Board; or
 - (ii) during periods when a quorum of the Board cannot be obtained.
- (l) To exercise the powers of the Board in respect of such matters as the Board may refer to it from time to time.

2.2 Membership

The membership of the Executive Committee shall consist of:

- (a) The Chair of the Board.
- (b) The Vice Chair of the Board, who will be the Chair of the Executive Committee.
- (c) The Chair of the Audit and Finance Committee.
- (d) The Chair of the Governance and Nominating Committee.
- (e) The President.

The Board will appoint the Vice Chair of the Committee.

Internal Governors are not eligible to be appointed as a member of the Executive Committee.

The Board Secretary shall be entitled to attend meetings of the Executive Committee and shall act as a resource of the Executive Committee.

2.3 Meetings

Meetings shall be held as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Executive Committee. All meetings will be held in-camera.

2.4 Non-Delegable Matters

The Executive Committee shall not have any of the following powers:

- (a) To appoint Governors.
- (b) To appoint the auditor of the College.
- (c) To issue debt obligations except as authorized by the Board.
- (d) To approve financial statements in place of the Board.
- (e) To adopt, amend or repeal By-laws.

3. AUDIT AND FINANCE COMMITTEE

3.1 The Board shall establish an Audit and Finance Committee. Subject to the direction of the Board, the terms of reference of the Audit and Finance Committee are:

- (a) To oversee the audit process, including recommending the independent auditor and reviewing: audit fees, audit scope of work, annual audited financial statements, and management letter.
- (b) To review the annual operating and capital budgets and to receive regular monitoring reports against the approved budgets.
- (c) To monitor risk through the annual risk register and to receive an annual update on the College's information security framework.
- (d) To review contracts where Board approval is required under the College's Schedule of Authority policy. Nothing in this policy prevents a contract from going directly to the Board, if necessary, due to timing or other constraints.
- (e) To oversee College financial practices, reporting processes, systems of internal control, and review appropriateness of existing College accounting policies, disclosures, and reserves.
- (f) To receive progress reports on all major capital projects.
- (g) To receive the annual College investment report.

- (h) To oversee long-term investments (endowments) and to receive reports from the wealth managers.
- (i) To investigate any financial matter brought to its attention by the Board Chair or President.
- (j) To perform such other oversight functions as may be assigned to the Committee by the Board.

The Committee shall fulfill its responsibilities consistent with Board and institutional policy, financial literacy and the Canadian Public Sector Accounting Standards (PSAB) for government not-for-profit organizations.

3.2 Membership.

Subject to Section 3.3, the membership of the Audit and Finance Committee shall consist of:

- (a) The Chair of the Board;
- (b) A minimum of seven (7) other Governors appointed by the Board; and
- (c) The President.

3.3 The Board will appoint the Chair and Vice Chair of the Committee. At least one member of the Committee shall have accounting or related financial experience. A majority of the Audit and Finance Committee members must not be Officers or Employees of the College or of any of its affiliates.

3.4 The Board Secretary and Treasurer shall be entitled to attend meetings of the Audit and Finance Committee and shall act as a resource of the Audit and Finance Committee.

3.5 The auditor of the College is entitled to notice of the time and place of any Audit and Finance Committee meeting.

3.6 Meetings

Meetings shall be held a minimum of four (4) times per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

4. GOVERNANCE AND NOMINATING COMMITTEE

- 4.1 The Board shall establish a Governance and Nominating Committee. Subject to the direction of the Board, the terms of reference of the Governance and Nominating Committee are:
- (a) To oversee the recruitment process for external Board vacancies and to recommend potential appointments, following the processes outlined in relevant Ministry Binding Policy Directives and Board policies. Before any recruitment is launched, the Committee shall review the Board's skills matrix to identify needs and ensure alignment.
 - (b) To oversee the reappointment process for External Governors, following the process established in Board policy.
 - (c) To ensure the election of the Chair and Vice Chair of the Board occurs in accordance with Board policy.
 - (d) To oversee the implementation of the procedures set out in By-law No. 4, which regulates the election of Internal Governors. This Committee will serve as the Electoral Committee during an election, and the Chair of this Committee will be the Chair of the Electoral Committee.
 - (e) To annually recommend the membership of the Board's Committees, considering criteria such as the skills and experience required to advance the work of the Committee, succession and leadership development, and expressed preferences.
 - (f) To review each By-law and each Board policy at least once every five (5) years and more often where: (i) otherwise required by a review schedule prescribed in the policy, (ii) the By-law or policy is affected by new legislation, Directives or rules, or (iii) is otherwise appropriate.
 - (g) To plan the annual Board retreat.
 - (h) To support the Board's mentorship program.
 - (i) To consider and recommend the attendance of Governors at relevant sector-related conferences and training opportunities.
 - (j) To review matters referred to it by the Board to ensure the Board's governance practices are effective.

4.2 Membership

The membership of the Governance and Nominating Committee shall consist of

- (a) The Chair of the Board;
- (b) A minimum of seven (7) other Governors appointed by the Board; and
- (c) The President.

4.3 The Board will appoint the Chair and Vice Chair of the Committee.

4.4 The Board Secretary shall be entitled to attend meetings of the Governance and Nominating Committee and shall act as a resource of the Nominating Committee.

4.5 Meetings

Meetings shall be held a minimum of four (4) times per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in two parts: public and in-camera.

5. GENERAL

5.1 Minutes shall be kept for all Committees to comply with the Board's legal requirements, which will be made available, upon request, for inspection by any current Governor.

5.2 Any Committee may meet for the transaction of business, adjourn and, except as provided in Board By-laws, policies or the resolution establishing the Committee, regulate its meetings as it thinks fit. Motions arising at any meeting of a Committee shall be decided by Ordinary Resolution. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

5.3 Section 19 of By-law No. 1 (Conflict of Interest) applies to Committees.

5.4 Quorum:

- (a) A quorum for each Committee consists of a simple majority of the voting members (half plus one).
- (b) Only Governors listed as members of the Committee may make motions and vote at Committee meetings.

- (c) When a Governor declares a conflict of interest at a Committee meeting, the quorum shall be a majority of the remaining Governors.

6. MONITORING

As part of its annual self-evaluation, the Board will review the effectiveness of its Committees and recommend any changes to structure, format, or policy to the Executive Committee.

7. RELATED LEGISLATION, MINISTER'S BINDING POLICY DIRECTIVES AND OTHER DOCUMENTS

7.1 Durham College By-law No. 1

7.2 Ministry's Binding Policy Directive – Governance and Accountability



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

Date: Tuesday, May 19, 2026

Location: Virtual Meeting, MS Teams

Minutes

Members Present

Kwende Thomas, Committee Chair
Kelly Doyle, Committee Vice Chair
Alison Burgess
John Ecker
Lisa Allen, Chair of the Board
Elaine Popp, President

Members Absent

Jerry Ouellette

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 5:30 p.m.

The Committee Chair advised that guests Barbara MacCheyne, Vice President, Corporate Services and Chief Financial Officer and Kevin Maloney, Manager, Risk Management, were in attendance to speak to Decision Item 6.1, proposed updates to the Board's Integrated Risk Management Framework policy.

2. Conflict of Interest Declarations

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

3. Presentations

There were no presentations.

4. Approval of the Agenda

Moved by Governor Ecker

Seconded by Governor Allen

“That the agenda for the May 19, 2026, meeting of the Governance Review Committee be approved as presented.” CARRIED

5. Approval of Previous Minutes

The Committee reviewed the minutes from its March 9, 2026, Governance Review Committee meeting. A brief discussion took place regarding a potential grammatical error; however, the Committee agreed to keep the wording as presented.

Moved by Governor Burgess

Seconded by Governor Doyle

“That the minutes from the March 9, 2026, meeting of the Governance Review Committee be approved as presented.” CARRIED

6. Decision Items

6.1 Board Policy: Integrated Risk Management Framework

The Committee received a report regarding proposed edits to Board Policy: Integrated Risk Management Framework from the Vice President, Corporate Services and Chief Financial Officer and Manager, Risk Management.

The Committee provided detailed feedback on the proposed edits to the Integrated Risk Management Framework policy, focusing on improving clarity, alignment, and practical application. Members supported enhancements to the risk appetite definitions, particularly by more clearly articulating the acceptable levels of residual risk associated with each descriptor (e.g., low, medium, high) to reduce ambiguity and subjectivity.

The Committee questioned the presenters regarding alignment between the risk appetite statements and the organization’s risk register, and whether all identified risks were appropriately mapped to the defined categories.

Further, the Committee discussed the methodology used to assess risk, including the application of likelihood and impact scales to determine residual risk, and noted that a clearer linkage between these measures and the risk appetite descriptors would strengthen the policy. Members also highlighted the distinction between baseline controls and additional mitigation measures required to bring risks within acceptable tolerance.

Discussion of financial risk highlighted the need for clearer metrics to support long-term financial sustainability. The Committee recommended referencing applicable Ministry-defined financial metrics in general terms, rather than specifying fixed measures, to accommodate evolving definitions while maintaining clarity on expectations.

Members encouraged the use of more precise and less subjective language throughout the policy. Feedback on the reputation risk category suggested revising the wording to avoid declarative or absolute statements in favour of more measured, objective language, and to remove terms such as “high” where they may introduce ambiguity.

Further discussion focused on clarifying when risks are considered accepted, noting that risks are accepted following the implementation of mitigation measures to achieve an acceptable level of residual risk. It was further noted that risks that cannot be reduced to align with the Board’s risk appetite should be clearly identified and escalated to the Board.

At the request of the Committee, the policy was referred back to staff for further refinement and to incorporate the feedback received. The policy will be brought forward to the Committee for consideration at a future meeting.

Also, the Committee discussed the benefit of reviewing the policy in conjunction with related procedures and materials. Members agreed that it would be helpful to consider the policy alongside the associated procedures and the risk register to support a more comprehensive understanding. Staff confirmed that future materials would be presented as a consolidated package for review.

6.2 Board Policy: President Emeritus

The Committee received a report from the President highlighting key proposed changes to Board Policy: President Emeritus.

The Committee discussed the appropriate timing for conferring the honour. Members expressed support for a post-retirement decision to allow for a more objective assessment and the potential for more candid feedback. At the same time, the Committee noted practical considerations, including extended presidential notice periods and the value of leveraging the knowledge of the current Board.

Further, the Committee discussed a balanced approach whereby the evaluation process could begin upon notice of retirement, with final conferral occurring after the President has left the role. The need for flexibility in exceptional circumstances was also emphasized.

Additionally, the Committee discussed the policy's criteria and process and underscored the importance of maintaining a clear and credible process to support the significance of the honour.

The Board Secretary was asked to refine the timing provisions, specifically Section 3.1, and to circulate updated language for the Committee's review by email in advance of the June 10 Board meeting.

Moved by Governor Ecker

Seconded by Governor Doyle

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

That based on GOV-2026-10, Board Policy: President Emeritus, be approved as amended." CARRIED

7. Discussion Items

7.1 President's Annual Compliance Report for 2025-2026

The Committee received a report from the President regarding the annual compliance report for 2025-2026.

The Committee questioned the President regarding the completeness of the report and the criteria used in its preparation. The Board Secretary advised that the report is developed based on the monitoring statements set out in the Board's policies, with the addition of Ministry-directed annual reporting elements this year to further support completeness.

8. Information Items

There were no information items.

9. Meeting Assessment

The Committee conducted a roundtable meeting assessment and expressed appreciation for the contributions of members whose terms are concluding, recognizing their leadership and engagement. Members reflected positively on the Committee's culture of respectful, robust discussion and the value of diverse perspectives in supporting effective oversight.

The Committee noted the usefulness of meeting materials, including redlined policy documents, in facilitating informed review. Commendation was also given for effective meeting facilitation and ensuring all voices were heard.

Members further highlighted the importance of thorough preparation and thoughtful deliberation, noting that the Committee's willingness to defer items, such as the Integrated Risk Management Framework policy, demonstrates a commitment to clarity, due diligence, and sound decision-making.

10. Adjournment

With no further business, the meeting ended at 6:43 p.m.



POLICY TYPE: Executive Limitations
POLICY TITLE: Integrated Risk Management Framework
REVISION DATE: September 2026

In this policy, unless otherwise defined herein or the context requires otherwise, words have the same meaning as they do in the Definitions Schedule to By-law No. 1 of the College.

1. DEFINITIONS

1.1. Integrated Risk Management (IRM)

Integrated risk management is a continuous and systematic approach to identifying, analyzing, treating, monitoring, reviewing, and communicating risks across the College to support risk-informed decision-making and achievement of institutional objectives.

1.2. Risk Appetite

Risk appetite refers to the amount and type of risk that an organization is willing to take in order to meet its strategic objectives.

Durham College Risk Appetite Level Descriptions	
Very Low	Residual risk is generally avoided. Activities that expose the College to this level of risk require exceptional justification and enhanced oversight.
Low	Limited residual risk is accepted only where necessary to achieve objectives. Strong controls and monitoring are expected.
Moderate	Residual risk is accepted where benefits justify exposure and appropriate controls are in place.
High	Significant residual risk may be accepted to achieve strategic objectives, innovation, growth, or transformation.
Very High	The College is prepared to accept substantial residual risk where potential benefits are significant and aligned with strategic priorities.

1.3. Risk Tolerance

Risk tolerance refers to the specific level of residual risk that the College is willing to accept for a particular activity, initiative, or risk category. While risk appetite sets the overall direction for risk-taking, risk tolerance defines the operational boundaries and escalation thresholds within which management

is expected to operate.

1.4. Risk Rating

Risk Rating refers to the College's approved framework for evaluating risk using defined likelihood and consequence criteria. The resulting risk rating is used to determine the significance of a risk, support escalation and reporting requirements, and assess alignment with the Board-approved risk appetite. Detailed processes and scoring methodology are established in College's Risk Management Policy and Procedure (ADMIN-223).

1.5. Inherent risk

Inherent risk means the level of risk that exists before considering existing controls or risk treatments.

1.6. Residual risk

Residual risk means the level of risk remaining after existing controls and risk treatments have been considered.

2. PURPOSE AND OBJECTIVES

2.1. The College will maintain an effective IRM program to:

- 2.1.1 Identify, assess, treat, monitor, and communicate material risks using a consistent, organization-wide approach;
- 2.1.2 Support decision-making in a manner consistent with the Board-approved risk appetite;
- 2.1.3 Assign clear accountability for the ownership, management, and escalation of risk;
- 2.1.4 Provide the Board and management with reasonable assurance that material risks are being managed within approved parameters; and
- 2.1.5 Foster a risk-aware culture throughout the College.

2.2. The objectives of this policy are to:

- 2.2.1. Establish the College's risk appetite;
- 2.2.2. Define the respective responsibilities of the Board, the Audit and Finance Committee, and management; and
- 2.2.3. Establish the Board's risk-reporting and oversight expectations.

- 2.3. The College's Risk Management Policy and Procedure (ADMIN-223) requires departmental and functional units to undertake risk reviews as part of the process of addressing risks that may impact the College's strategic objectives. The Policy and Procedure establishes the College's risk management methodology, including risk rating criteria, likelihood and consequence assessment scales, risk thresholds, and escalation requirements used to evaluate and manage risks on a consistent basis across the College.

3. POLICY STATEMENTS

3.1. Risk Appetite Statements

The College recognizes that prudent risk-taking is necessary to achieve its strategic objectives. The College will accept, manage, and mitigate risks in a manner that balances opportunities for innovation and growth with the protection of its students, employees, assets, reputation, and long-term sustainability. Significant decisions, initiatives, investments, partnerships, and contracts shall be assessed against the approved risk appetite. Where residual risk exceeds the established appetite, management shall identify the rationale, mitigation measures, and approval authority required.

The Board establishes the College's overall risk appetite, while management establishes and monitors risk tolerances, thresholds, and mitigation plans to ensure operations remain within the approved appetite. Risks exceeding established tolerances shall be escalated in accordance with this policy.

Risk appetite statements are developed using consistent rating scales and descriptors. The following scale and descriptors are used by the College:

Risk Category	Risk Appetite	Rationale
Ethical Leadership	Very Low	The College recognizes that ethical conduct and principled decision-making are essential to achieving its purpose, values, and goals. Durham College has a very low appetite for unethical conduct, conflicts of interest, fraud, or actions that compromise integrity, transparency, accountability, and public trust.
Reputation	Low	The College recognizes the importance of maintaining its reputation in support of its objectives and stakeholder confidence.

Risk Category	Risk Appetite	Rationale
		Durham College has a low appetite for risks that could negatively affect its reputation, stakeholder confidence, brand, or community relationships.
Compliance	Very Low	The College is committed to complying with applicable legislation, regulations, government directives, contractual obligations, professional standards, and College policies. Durham College has a very low appetite for non-compliance with legislation, regulations, contractual obligations, policies, and internal standards.
Financial	Moderate	The College seeks to maintain long-term financial viability and overall financial strength. Durham College has a moderate appetite for financial risks to support strategic initiatives, innovation, investment, and long-term sustainability, provided appropriate controls and oversight are in place.
Education and Student Experience	Moderate	The College aims to support student success, engagement, innovation, and achievement through excellence in teaching, learning, and student services. Durham College has a moderate appetite for risks that support innovation and continuous improvement in teaching, learning, and student services, while ensuring safeguards to student success, safety, accessibility, and educational quality are not significantly compromised.
Environment and Social Responsibility	Moderate	The College aims to contribute positively to Ontario and the broader community through its research, education, knowledge exchange, sustainability initiatives, and operational activities.

Risk Category	Risk Appetite	Rationale
		Durham College has a moderate appetite for risk in this area where these initiatives align with institutional values, strategic priorities, and regulatory expectations. Appropriate governance, monitoring, and accountability mechanisms will be maintained to support responsible decision-making and desired outcomes.
People and Culture	Moderate	The College is committed to supporting and developing its workforce while fostering a safe, respectful, inclusive, and high-performing work environment. Durham College has a moderate appetite for risks related to workforce development, organizational change, talent management, and innovation. The College will pursue these opportunities while maintaining strong controls, oversight, and accountability measures to support a safe, respectful, inclusive, and high-performing workplace.
International Development	Moderate	The College seeks to achieve international engagement through partnerships, student exchange opportunities, and international student recruitment. Durham College has a moderate appetite for risks in international partnerships, student exchange opportunities, and international student recruitment that support its mission, student success, and reputation. Activities will be supported by appropriate due diligence, risk assessment, governance, and ongoing monitoring to manage potential operational, legal, financial, and reputational exposures.
Physical Infrastructure,	Moderate	The College relies on safe, secure, and resilient physical infrastructure,

Risk Category	Risk Appetite	Rationale
Technology and Information Security		technology systems, information assets, and cybersecurity practices to support its academic, administrative, and operational objectives. Durham College has a moderate appetite for risks associated with infrastructure renewal, technology adoption, digital transformation, and modernization initiatives where these activities support strategic objectives and operational effectiveness. Appropriate governance, cybersecurity, privacy, and other controls will be maintained to protect critical systems, information assets, and essential services.

The Board acknowledges that risks impacting the College's operations and strategic priorities may span multiple risk categories, and management shall ensure the risks that cannot be reduced to align with the Board's risk appetite shall be clearly identified and escalated to the Vice President, Corporate Services and Chief Financial Officer and reported to the Audit and Finance Committee where the exceedance cannot be mitigated within established thresholds.

For greater certainty, the Board has no appetite for:

- a) Actions that endanger students, employees, or public safety;
- b) Deliberate violations of legislation, regulation, or government directives;
- c) Fraud, corruption, or unethical conduct; or
- d) Decisions that threaten the College's long-term financial viability.

4. ROLES AND RESPONSIBILITIES

4.1. Board

The Board is responsible for:

- 4.1.1. Approving the College's overall risk appetite;
- 4.1.2. Overseeing the effectiveness of the integrated risk management framework;
- 4.1.3. Receiving an annual report on high and extreme residual risks and the

status of associated mitigation strategies; and

- 4.1.4. Receiving interim reports on new or emerging extreme or high residual risks in accordance with the approved escalation requirements.

4.2. Audit and Finance Committee

The Audit and Finance Committee is responsible for:

- 4.2.1. Overseeing the operation and effectiveness of the integrated risk management framework;
- 4.2.2. Reviewing the annual risk report and applicable interim risk reports;
- 4.2.3. Reviewing high and extreme inherent and residual risks and the adequacy of management's responses;
- 4.2.4. Monitoring material exposures outside approved appetite or tolerance; and
- 4.2.5. Recommending changes to the College's risk appetite to the Board where warranted.

4.3. The College Leadership Team

The College Leadership Team is responsible for:

- 4.3.1. Approving the College's operational risk management policy and procedure;
- 4.3.2. Overseeing and supporting the risk management framework for all business processes and key decision-making within the College; and
- 4.3.3. Reviewing extreme and high strategic risks presented by the Vice President, Corporate Services and Chief Financial Officer that impact the College's strategic vision and objectives.

4.4. Vice President, Corporate Services and Chief Financial Officer

The Vice President, Corporate Services and Chief Financial Officer is responsible for:

- 4.4.1. Ensuring an effective risk management framework is established, implemented and maintained;
- 4.4.2. Working with members of the leadership team to ensure mitigation strategies are developed for extreme and high risks; and
- 4.4.3. Identifying and presenting extreme and high strategic risks to the

College President and Board through the Audit and Finance Committee.

4.5. Vice Presidents, Deans and Directors

Vice Presidents, deans and directors are responsible for:

- 4.5.1. Determining and managing both strategic and operational risks within their portfolio that may impact the College's strategic and operational objectives, in consultation with the Office of Risk Management;
- 4.5.2. Participating in the development, review and update of the institutional risk register;
- 4.5.3. Addressing, monitoring and reporting on the status of the key risks they are accountable for;
- 4.5.4. Integrating risk management principles into business processes and the management of day-to-day College activities;
- 4.5.5. Escalating risks that exceed approved appetite, tolerance, or authority in accordance with established requirements; and
- 4.5.6. Fostering a culture of risk awareness.

5. REPORTING AND MONITORING

The Audit and Finance Committee shall receive an annual report on the operation and effectiveness of the integrated risk management framework. The report shall include:

- 5.1.1. The College's high and extreme inherent and residual risks;
- 5.1.2. Material changes in the College's risk profile;
- 5.1.3. Risks operating outside approved appetite or tolerance;
- 5.1.4. The status and effectiveness of material mitigation strategies; and
- 5.1.5. Any recommended changes to the risk appetite or framework.
- 5.1.6. Newly identified or materially changed risks shall be reported between annual reporting cycles where required.

The Board shall receive risk reporting through the Audit and Finance Committee in accordance with this policy and the Committee's terms of reference.

6. RELATED LEGISLATION, MINISTER'S BINDING POLICY DIRECTIVES AND OTHER DOCUMENTS

- 6.1. Minister's Binding Policy Directive - Governance and Accountability Framework



POLICY TYPE: Executive Limitations
POLICY TITLE: Integrated Risk Management Framework
REVISION DATE: September 2026

In this policy, unless otherwise defined herein or the context requires otherwise, words have the same meaning as they do in the Definitions Schedule to By-law No. 1 of the College.

1. DEFINITIONS

1.1. Integrated Risk Management (IRM)

Integrated risk management is a continuous and systematic approach to ~~managing uncertainty by~~ identifying, analyzing, ~~responding to, treating,~~ monitoring, reviewing, and ~~and~~ communicating risks across the ~~organization-College to support risk-informed decision-making and achievement of institutional objectives.~~

1.2. Risk Appetite

Risk appetite refers to the amount and type of risk that an organization is willing to take in order to meet its strategic objectives.

Durham College Risk Appetite Level Descriptions	
Very Low	Residual risk is generally avoided. Activities that expose the College to this level of risk require exceptional justification and enhanced oversight.
Low	Limited residual risk is accepted only where necessary to achieve objectives. Strong controls and monitoring are expected.
Moderate	Residual risk is accepted where benefits justify exposure and appropriate controls are in place.
High	Significant residual risk may be accepted to achieve strategic objectives, innovation, growth, or transformation.
Very High	The College is prepared to accept substantial residual risk where potential benefits are significant and aligned with strategic priorities.

1.3. Risk Tolerance

Risk tolerance refers to the specific level of residual risk that the College is willing to accept for a particular activity, initiative, or risk category. While risk appetite sets the overall direction for risk-taking, risk tolerance defines the

operational boundaries and escalation thresholds within which management is expected to operate.

1.4. Risk Rating

Risk Rating refers to the College's approved framework for evaluating risk using defined likelihood and consequence criteria. The resulting risk rating is used to determine the significance of a risk, support escalation and reporting requirements, and assess alignment with the Board-approved risk appetite. Detailed processes and scoring methodology are established in College's Risk Management Policy and Procedure (ADMIN-223).

4.3.1.5. Inherent risk

~~Inherent risk refers to the amount of risk that exists without consideration of current controls that are in place to mitigate the risk before considering existing controls or risk treatments.~~
Inherent risk means the level of risk that exists

4.4.1.6. Residual risk

~~Residual risk refers to the amount of risk remaining after controls have been put in place to mitigate the inherent risk.~~
Residual risk means the level of risk remaining after existing controls and risk treatments have been considered.

2. PURPOSE AND OBJECTIVES

2.1. The College will maintain an effective IRM program to:

2.1.1 -Identify, assess, treat, monitor, and communicate material risks using a consistent, organization-wide approach;

2.1.2 Support decision-making in a manner consistent with the Board-approved risk appetite;

2.1.3 Assign clear accountability for the ownership, management, and escalation of risk;

2.1.4 Provide the Board and management with reasonable assurance that material risks are being managed within approved parameters; and

2.1.5 Foster a risk-aware culture throughout the College.

~~2.1. ensure:~~

~~2.1.1. **Oversight:** All critical risks have been identified and are being managed and monitored under a holistic approach consistent with the Board-approved risk appetite statement.~~

~~2.1.2. **Ownership and Responsibility:** Establish structured processes to identify, evaluate, mitigate, and report risk exposures. The ownership of risk is assigned to key decision makers within the College who will manage the College's strategic governance, financial and operational risks.~~

~~2.1.3. **Assurance:** The Board, management, and relevant stakeholders have reasonable assurance that risk is being appropriately managed within defined levels to bring value to the College; and~~

~~2.1.4. **Support:** The culture of risk management is supported and encouraged throughout the College.~~

2.2. The objectives of this policy are to:

2.2.1. ~~Establish the risk appetite of the College~~Establish the College's risk appetite;

2.2.2. ~~Identify the key responsibilities of the Board, Audit and Finance Committee, and management; and, Define the respective responsibilities of the Board, the Audit and Finance Committee, and management; and~~

2.2.3. ~~Outline the frequency and form of reporting requirements~~Establish the Board's risk-reporting and oversight expectations.

2.3. The College's Risk Management Policy and Procedure (ADMIN-223) requires departmental and functional units to undertake risk reviews as part of the process of addressing risks that may impact the College's strategic objectives. The Policy and Procedure establishes the College's risk management methodology, including risk rating criteria, likelihood and consequence assessment scales, risk thresholds, and escalation requirements used to evaluate and manage risks on a consistent basis across the College.~~of addressing risks that will impact the College's strategic objectives.~~

3. POLICY STATEMENTS

3.1. Risk Appetite Statements

The College recognizes that prudent risk-taking is necessary to achieve its strategic objectives. The College will accept, manage, and mitigate risks in a manner that balances opportunities for innovation and growth with the protection of its students, employees, assets, reputation, and long-term sustainability. Significant decisions, initiatives, investments, partnerships, and contracts shall be assessed against the approved risk appetite. Where residual risk exceeds the established appetite, management shall identify the rationale, mitigation measures, and approval authority required.

The Board establishes the College's overall risk appetite, while management establishes and monitors risk tolerances, thresholds, and mitigation plans to ensure operations remain within the approved appetite. Risks exceeding established tolerances shall be escalated in accordance with this policy.

Risk appetite statements are developed using consistent rating scales and descriptors. The following scale and descriptors are used by the College:

Risk Category	Risk Appetite	Rationale
Ethical Leadership	Very Low	<u>The College recognizes that ethical conduct and principled decision-making are essential to achieving its purpose, values, and goals.</u> Durham College has <u>a very limited-low appetite</u>tolerance for unethical conduct, conflicts of interest, fraud, or actions that compromise integrity, transparency, accountability, and public trust.
Reputation	Low	<u>The College recognizes the importance of maintaining its reputation in support of its objectives and stakeholder confidence.</u> Durham College <u>has a low appetite for</u>accepts only limited risks that could negatively affect its reputation, stakeholder confidence, brand, or community relationships.
Compliance	Very Low	<u>The College is committed to complying with applicable legislation, regulations, government directives, contractual obligations, professional standards, and College policies.</u> Durham College <u>has</u>has minimal tolerance<u>a very low appetite</u> for non-compliance with legislation, regulations, contractual obligations, policies, and internal standards.
Financial	Moderate	<u>The College seeks to maintain long-term financial viability and overall financial strength.</u>

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Risk Category	Risk Appetite	Rationale
		Durham College <u>has a moderate appetite for</u> is willing to accept a measured level of financial risks to support strategic initiatives, innovation, investment, and long-term sustainability, provided appropriate controls and oversight are in place.
Education and Student Experience	Low to Moderate	<u>The College aims to support student success, engagement, innovation, and achievement through excellence in teaching, learning, and student services.</u> Durham College <u>has a moderate appetite for risks that</u> supports innovation and continuous improvement in teaching, learning, and student services, <u>while ensuring</u> but maintains safeguards to ensure student success, safety, accessibility, and educational quality are not significantly compromised.
Environment and Social Responsibility	Low to Moderate	<u>The College aims to contribute positively to Ontario and the broader community through its research, education, knowledge exchange, sustainability initiatives, and operational activities.</u> <u>Durham College has a moderate appetite for risk in this area where these initiatives align with institutional values, strategic priorities, and regulatory expectations. Appropriate governance, monitoring, and accountability mechanisms will be maintained to support responsible decision-making and desired outcomes. Durham College is prepared to accept limited risk when pursuing sustainability, equity, inclusion, and social responsibility objectives, provided actions align with institutional values and regulatory expectations.</u>
People and & Culture	Very Low to Moderate	<u>The College is committed to supporting and developing its workforce while</u>

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Risk Category	Risk Appetite	Rationale
		<u>fostering a safe, respectful, inclusive, and high-performing work environment.</u> Durham College <u>has a moderate appetite for risks</u> recognizes that achieving strategic goals may require <u>moderate risk-taking</u> related to workforce development, organizational change, talent management, and innovation. <u>The College will pursue these opportunities while maintaining strong controls, oversight, and accountability measures to support a safe, respectful, inclusive, and high-performing workplace.</u> while maintaining a very low risk-taking appetite with respect to a safe, respectful, and inclusive workplace.
International Development	Low to Moderate	<u>The College seeks to achieve international engagement through partnerships, student exchange opportunities, and international student recruitment.</u> <u>Durham College has a moderate appetite for risks in international partnerships, student exchange opportunities, and international student recruitment that support its mission, student success, and reputation. Activities will be supported by appropriate due diligence, risk assessment, governance, and ongoing monitoring to manage potential operational, legal, financial, and reputational exposures.</u> Durham College is willing to pursue international partnerships, student exchange opportunities, and international student recruitment that support its mission and reputation, while maintaining low risk tolerance for international operations and moderate risk tolerance for

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Risk Category	Risk Appetite	Rationale
		international recruitment, supported by robust due diligence, risk assessment, and ongoing monitoring.
Physical Infrastructure, Technology and Information Security	Moderate	The College relies on safe, secure, and resilient physical infrastructure, technology systems, information assets, and cybersecurity practices to support its academic, administrative, and operational objectives. Durham College has a moderate appetite for risks associated with infrastructure renewal, technology adoption, digital transformation, and modernization initiatives where these activities support strategic objectives and operational effectiveness. Appropriate governance, cybersecurity, privacy, and other controls will be maintained to protect critical systems, information assets, and essential services.

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Risk Appetite Statements

3.1.1. Ethical Leadership

The College recognizes that ethical conduct and principled decision-making are essential to achieving its purpose, values, and goals. Expectations related to ethics, integrity, transparency, respect, equal access, and diversity are defined, communicated, and required of all faculty, staff, and students. The College has a very low residual risk appetite in this area and will not accept risks that could compromise these standards, except in limited circumstances where such risks are assessed, justified, and managed in accordance with established controls.

3.1.2. Reputation

The College recognizes the importance of maintaining its reputation in support of its objectives and stakeholder confidence. The College has a low residual risk appetite for activities that may adversely affect its reputation. Risks that could result in negative publicity, reduced

stakeholder confidence, or impact affect funding relationships will be minimized and only accepted where they have been assessed, justified, and managed in accordance with established controls

3.1.3. ~~Compliance~~

The College recognizes the importance of compliance with applicable statutes, regulations, professional standards, and requirements related to research, bribery, and fraud. The College has a *very low* residual risk appetite in this area and does not accept risks that would result in non-compliance. Risks in this area will only be accepted where they are assessed, justified, and managed in accordance with established controls.

3.1.4. ~~Financial~~

The College seeks to maintain long-term financial viability and overall financial strength. The College has a *moderate* residual risk appetite to for risks in this area and may accept financial risks where they are aligned with its objectives and capacity. Financial risks will be assessed and managed through established controls, including the target of achieving an annual operating surplus and maintaining defined thresholds for working capital and debt-to-revenue ratios, where feasible.

3.1.5. ~~Education and Student Experience~~

The College aims to support the development of students' ongoing engagement in learning and to promote innovation, independence, and achievement. The College recognizes that advancing education and the student experience may involve an increased level of risk. The College has a *low to moderate* residual risk appetite in this area and will accept such risks where potential benefits and associated risks have been assessed, documented, and considered prior to approval, and where appropriate risk mitigation measures are in place.

3.1.6. ~~Environment and Social Responsibility~~

The College aims to contribute to Ontario and the broader community through its research, education, knowledge exchange, and operational activities. The College recognizes that these activities may involve an increased level of risk. The College has a *low to moderate* residual risk appetite in this area and will accept such risks where potential benefits and associated risks have been assessed, documented, and considered prior to authorization, and where appropriate risk mitigation measures are established and maintained.

3.1.7. People and Culture

The College ~~using~~ seeks to support, develop, and effectively utilize its workforce and to provide an inclusive and safe workplace environment. Expectations related to equality, diversity, dignity, respect, collegiality, performance management, and staff development are defined and communicated. The College has a ~~moderate~~ risk appetite for limited variation in approaches to these areas, where aligned with its objectives and managed within established controls. The College has a ~~very low residual risk~~ appetite with respect to the health and safety of staff, students, and visitors and does not accept risks that could result in harm in these areas, except in limited circumstances where such risks are assessed, justified, and managed in accordance with established controls.

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3.1.8. International Development

The College seeks to achieve international engagement through student exchange activities with institutions in multiple countries. The College has a ~~low~~ residual risk appetite with respect to operations outside of Canada and will manage associated risks through established assessment and control processes. The College has an ~~moderate~~ residual risk appetite for the recruitment of international students where such activities align with its mission and support its reputation, and where associated risks are assessed and managed in accordance with established controls.

Technology and

The Board acknowledges that risks impacting the College's operations and strategic priorities may span multiple risk categories, and management shall ensure the risks that cannot be reduced to align with the Board's risk appetite shall be ~~clearing clearly~~ identified and escalated to the Vice President, Corporate Services and Chief Financial Officer and reported to the Audit and Finance Committee where the exceedance cannot be mitigated within established thresholds. ~~and escalated.~~

For greater certainty, the Board has no appetite for:

- a) Actions that endanger students, employees, or public safety;
- b) Deliberate violations of legislation, regulation, or government directives;
- c) Fraud, corruption, or unethical conduct; ~~and/or~~
- d) Decisions that threaten the College's long-term financial viability.

4. ROLES AND RESPONSIBILITIES

4.1. Board

The Board is responsible for:

- 4.1.1. Approving the risk appetite level of the College through the IRM Framework Board Governance policy; and Approving the College's overall risk appetite;
- 4.1.2. Annually receiving reporting and updates on extreme and high residual risks to ensure mitigation strategies are in place, and as new extreme or high residual risks are identified, overseeing the effectiveness of the integrated risk management framework;
- 4.1.3. Receiving an annual report on high and extreme residual risks and the status of associated mitigation strategies; and
- 4.1.4. Receiving interim reports on new or emerging extreme or high residual risks in accordance with the approved escalation requirements.

~~4.1.2. —~~

4.2. Audit and Finance Committee

The Audit and Finance ~~C~~committee ~~is responsible for~~will:

- 4.2.1. ~~Monitor risk assessment through the annual risk report~~Overseeing the operation and effectiveness of the integrated risk management framework;
- 4.2.2. ~~Oversee the functioning of the IRM framework to gain assurance of its effectiveness;~~Reviewing the annual risk report and applicable interim risk reports;
- 4.2.3. ~~Gain an understanding of high and extreme risks at inherent and residual levels;~~Reviewing high and extreme inherent and residual risks and the adequacy of management's responses;
- 4.2.4. ~~Receive annual updates on institutional risk, and if necessary, recommend changes to risk appetite to the Board for approval; and~~Monitoring material exposures outside approved appetite or tolerance; and
- 4.2.5. ~~Gain assurance that management has undertaken the risk responses for high and extreme residual risks as outlined.~~Recommending changes to the College's risk appetite to the Board where warranted.

4.3. The College Leadership Team

The College Leadership Team is responsible for:

- 4.3.1. Approving the College's operational risk management policy and procedure;

- 4.3.2. Overseeing and supporting the risk management framework for all business processes and key decision-making within the College; and
- 4.3.3. Reviewing extreme and high-~~level~~ strategic risks presented by the Vice President, Corporate Services and Chief Financial Officer that impact the College's strategic vision and objectives.

4.4. Vice President, Corporate Services and Chief Financial Officer

The Vice President, Corporate Services and Chief Financial Officer is responsible forwill:

- 4.4.1. Ensuring an effective risk management framework is established, implemented and maintained;
- 4.4.2. Working with members of the leadership team to ensure mitigation strategies are developed for extreme and high-~~level~~ risks; and
- 4.4.3. Identifying and presenting extreme and high-~~level~~ strategic risks to the College President and Board through the Audit and Finance Committee.

4.5. ~~Vice President~~Vice Presidents, Deans and Directors

~~Vice President~~Vice Presidents, deans and directors are responsible for:

- 4.5.1. Determining and managing both strategic and operational risks within their portfolio that may impact the College's strategic and operational objectives, in consultation with the Office of Risk Management;
- 4.5.2. Participating in the development, review and update of the institutional risk register;
- 4.5.3. Addressing, monitoring and reporting on the status of the key risks they are accountable for;

4.5.4. Integrating risk management principles into business processes and the management of day-to-day College activities; and

4.5.4.4.5.5. Escalating risks that exceed approved appetite, tolerance, or authority in accordance with established requirements; and

4.5.5.4.5.6. Fostering a culture of risk awareness.

5. REPORTING &AND MONITORING

The Audit and Finance Committee shall receive an annual report on the operation and effectiveness of the integrated risk management framework. The report shall include:

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- 5.1.1. The College's high and extreme inherent and residual risks;
- 5.1.2. Material changes in the College's risk profile;
- 5.1.3. Risks operating outside approved appetite or tolerance;
- 5.1.4. The status and effectiveness of material mitigation strategies; and
- 5.1.5. Any recommended changes to the risk appetite or framework.

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Newly identified or materially changed risks shall be reported between annual reporting cycles where required.

The Board shall receive risk reporting through the Audit and Finance Committee in accordance with this policy and the Committee's terms of reference.

~~The Board, through the Audit and Finance Committee, will receive an annual update of the integrated risk management process. This update includes details of the high and extreme risks and provides the committee with additional reports to enhance their understanding of the process and the results of the process.~~

6. MONITORING

~~The Board will receive an annual report from the Audit and Finance Committee identifying the high and extreme risks and confirming that satisfactory mitigation strategies are in place.~~

~~This policy shall be reviewed every 3 years in accordance with the college's policy review cycle and more frequently if circumstances warrant an earlier review.~~

7.6. RELATED LEGISLATION, MINISTER'S BINDING POLICY DIRECTIVES AND OTHER DOCUMENTS

7.1.6.1. Minister's Binding Policy Directive - Governance and Accountability Framework

Summary of Recurring Themes

Previous retreats generally combined governance development, strategic context, institutional learning and relationship-building. The following themes appeared across the period reviewed.

Governance and Board effectiveness

Sessions focused on governance models, Boardroom decision-making, parliamentary procedure, group norms and effective strategic questioning.

Strategy and sector context

Retreats regularly considered college-system trends, advocacy, strategic planning, mission and values, and the future of postsecondary education.

Risk, resilience and emerging issues

Programming included cybersecurity and other emerging issues relevant to the Board's oversight role.

Technology and innovation

Topics included artificial intelligence, the fourth industrial revolution, technology in teaching and learning, and applied research.

Institutional sustainability and operations

Sessions addressed finance, revenue generation, foundation planning, employee engagement and College operations.

Student and community perspectives

Student, faculty and service-area panels explored the student experience, international education, well-being and transformative education.

Board cohesion

Governor spotlights, leadership workshops, group norms, team activities and shared meals supported relationship-building.

2025-2026 Survey Feedback

The 2025-2026 Board Effectiveness Survey included a number of suggestions related to future Board education and professional development. Feedback provided throughout the survey has been consolidated into the following themes.

Governance and Board Effectiveness

- Governance refresher/review, including Board roles, responsibilities and fiduciary duties
- Director duty of care
- Distinguishing governance and strategic oversight from operational matters
- Asking effective strategic questions without becoming operational
- Board norms and effective Board practices
- Ongoing governance training, mentoring and professional development
- Leadership development and support for current and aspiring Board leaders

Risk, Security and Crisis Preparedness

- Enterprise risk management, risk appetite and thresholds
- Reputational risk
- Cybersecurity and emerging threats
- Privacy and incident response
- Emergency and crisis management
- Scenario-based and tabletop exercises focused on the Board's oversight role

Artificial Intelligence and Technology

- AI governance and the appropriate use of AI by governors
- AI-related risks, opportunities and ethical considerations
- Practical guidance for Governors
- The College's AI strategy
- Technology, AI and the changing postsecondary learning environment

Financial Literacy and Sustainability

- Financial sustainability and strategic growth
- Ministry financial performance metrics and their connection to strategy, risk and sustainability
- Financial oversight versus operational management
- Endowment funds, including how they are managed, their history and oversight of performance

College Operations and Institutional Knowledge

- Continued education about College operations and business areas

- Tours and opportunities to learn more about the work taking place across the College
- IT/help desk and similar operational learning opportunities
- Workforce development and sector alignment
- Using greater institutional knowledge to support governance-level oversight and questioning

Sector, Labour Relations and Community

- Labour relations and operating in an increasingly unionized environment
- Government relations
- Community engagement and advocacy
- Workforce development and sector alignment
- The changing postsecondary environment

Indigenous Governance

- Indigenous governance was specifically identified as a future Board education topic.

Board Development and Engagement

- Continued participation in professional development and mentoring
- Team building and relationship development
- Opportunities outside regular Board meetings for education and deeper exploration of key topics
- Continued participation in Board education programming and external governance training

Retreat Formats Used Previously

- Expert presentations and keynote sessions
- Facilitated workshops and strategic planning exercises
- Student, faculty, leadership and service-area panels
- Governor presentations and spotlights
- Question periods and roundtable discussions
- Case studies and applied exercises
- Campus tours, demonstrations and institutional showcases
- Team building activities, shared meals and optional social events

Appendix A: Previous Retreat Session Topics by Year

Session titles have been shortened for consistency.

2025

- Establishing Board group norms
- Strategic plan framework
- Student services panel discussion

2024

- Postsecondary sector and advocacy context
- Question period with the executive leadership team
- Student panel: international student experience
- Revenue generation and open discussion
- Presidential vision and institutional spotlight
- Equity, diversity, inclusion and belonging in Board activities

2023

- Post-pandemic postsecondary education: turbulence and opportunity
- Leadership team panel on postsecondary trends
- Student panel: impact of sport on the student experience
- Governor spotlights
- Leadership styles workshop
- Cybersecurity case study

2022

- College-system trends and advocacy
- Student panel: the power of transformative education
- Strategic plan workshop and community perspectives
- Leadership styles workshop
- Governance models and governance review overview
- Governor spotlights

2021

- Post-pandemic postsecondary education and future directions
- Panel: innovation and transformative education
- Response to the Indigenous Education Protocol
- Two-Row Wampum history and co-creation activity

2020

- Personality-type and team exercise
- Panel discussion with academic deans
- Boardroom decision-making and process
- Governor spotlights
- College-system priorities, issues and trends
- Parliamentary procedure for effective meetings

2019

- College-system priorities, issues and trends
- Faculty panel: technology and the evolving student
- Governor presentations
- Roundtable on mission, vision, values and goals
- Foundation Board planning
- Servant leadership, generative governance and appreciative inquiry
- Artificial intelligence and its impact on education and society

2018

- College-system priorities, issues and trends
- International student panel and international education
- Governor spotlights
- Sexual violence awareness
- Finance fundamentals
- Employee engagement
- Future of learning and knowledge
- Key questions for Boards in the fourth industrial revolution
- Open question period and closing discussion

2017

- College-system trends
- Leadership video and discussion
- Student resilience and mental health
- Governor spotlights
- Student panel
- Faculty panel
- Institutional task force report
- Strategic planning: trust, plan evaluation, mission, vision and commitments

2016

- College-system priorities
- Review of retreat feedback and intended outcomes
- Governor presentations
- Priority-setting and next steps
- Strategic plan: vision, mission and values

Appendix B: Social and Team Building Activities

Recorded retreat activities are summarized below by year.

2025

- Facilitated team building activity
- Informal social gathering
- Group dinner

2024

- Buffet lunch with student panelists
- Cooking class
- Group dinner

2023

- Team-based workplace games
- Optional social and music

2022

- Campus walk and facility visit
- Virtual escape-room team challenge
- Cooking class and team dinner

2021

- No activity identified in the source material

2020

- Team challenge focused on trust, teamwork and fun

2019

- Kick-off dinner
- Cooking class
- Optional evening social activities

2018

- Team challenge

2017

- Outdoor bonfire
- Optional guided walk
- Team building challenge
- Optional tasting activity
- Optional outdoor winter activity

2016

- Optional reception
- Gardening activity
- Cooking class and dinner

- Craft beverage tasting

The Durham College of Applied Arts and Technology

GOVERNANCE SESSION October 2025

Presented By
Katherine Carre
416.367.6471
kcarre@blg.com

1. Overview of Legislative Framework and College By-laws
2. Governance Framework and Board Role
3. Governors' Duties and Good Governance Practices
4. Governor Liability
5. Board Meetings

1. Overview of Legislative Framework and College By-laws

Understanding a College Corporation

What is a college?

- Corporation without share capital (not-for-profit)
- Established by:
 - *Ontario College of Applied Arts and Technology Act, 2002 (OCAATA)*
 - *O. Reg. 34/03 (Regulation)*, which is a regulation under OCAATA
- Exists for objects
- Charity
- Crown agent
- Subject to regulatory oversight of Ministry and must comply with binding policy directives issued by the Ministry
- *Not-for-Profit Corporations Act, 2010 (ONCA)* applies (although OCAATA governs where inconsistent with ONCA)

“The objects of the colleges are to offer a comprehensive program of career-oriented, post-secondary education and training to assist individuals in finding and keeping employment, to meet the needs of employers and the changing work environment, and to support the economic and social development of their local and diverse communities.”

Activities in Furtherance of Objects

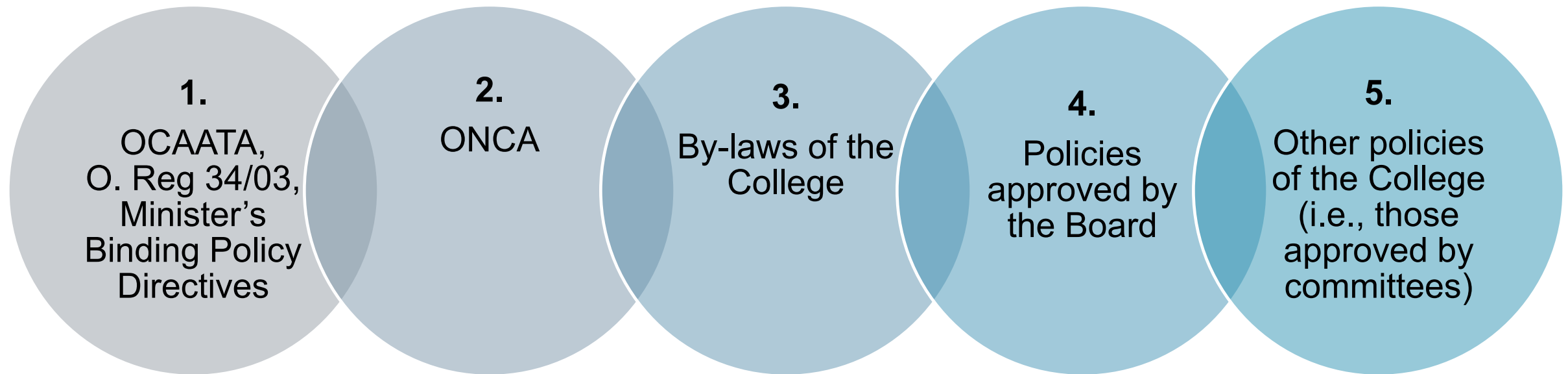
- Entering into partnerships with business, industry and other educational institutions
- Offering its courses in the French language where the college is authorized to do so by regulation
- Adult vocational education and training
- Basic skills and literacy training
- Apprenticeship in-school training
- Applied research

Directives, By-laws and Policies

Governors must review and comply with:

- Minister's Binding Policy Directives, including (in particular) on:
 - Governance and Accountability Framework
 - Conflict of Interest
- By-laws of the college
 - Codify procedure to be followed by the Board
 - Reproduce and customize certain provisions from the legislation and directives
- Policies of the Board
 - Policies addressing more specific matters or addressing matters covered in by-law, but in greater detail

Order of Precedence





2. Governance Framework and Board Role

- The Regulation specifies Board composition as follows:
 - Even number of Governors who are not employees or students between 12 and 20 (approximately 1/3 appointed by LGIC) – **external governors**
 - President (voting)
 - One student, one academic staff, one administrative staff, one support staff (elected by relevant group) – **internal governors**
- Governor terms
- Vacancies

External and Internal Governors

EXTERNAL GOVERNORS

Appointed from outside the
College community

Bring an independent, external
perspective to the Board...

...but make decisions in the best
interests of the College

INTERNAL GOVERNORS

Elected members of the College
community (one student, one
academic staff member, one
administrative staff member, one
support staff member)

Bring insights regarding
operations to the Board...

...but make decisions in the best
interests of the College

Governance and Accountability Framework

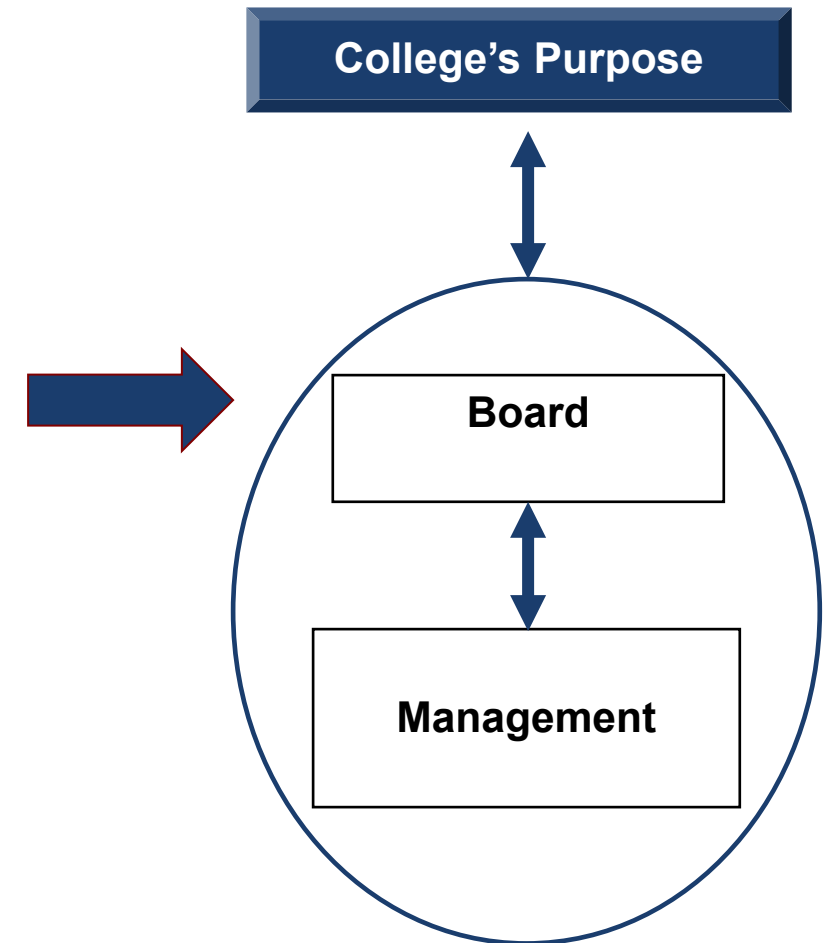
- Governance is a core role of the Board
- The Minister's Binding Policy Directive: *Governance and Accountability Framework* provides:
 - *Good governance requires that policies, processes and structures be put in place to promote effective operation of the college and to allow it to fulfill its mandate and meet its objectives. Essential elements include organizational integrity, financial management, communication with stakeholders and clients, electing and reporting information, and good management practices.*
- The Minister's Binding Policy Directive also includes this description as one of the Board's responsibilities:
 - *Assessing, periodically, the effectiveness of the Board with respect to governance accountability, and the attainment of corporate goals and outcomes.*

Governance and Accountability Framework

- At a minimum, role of the Board is to:
 - establish governance structures
 - set corporate visions/goals/strategic direction & monitor alignment of operations with such goals and directions
 - take corrective action as necessary when expected outcomes or quality of performance are not achieved
 - hire & assess President performance, delegate accountability to President where reasonable
 - approve business plan, strategic plan, budget, annual report and overall decisions affecting the corporation (the college)
 - act to correct poor performance

Board Role and Management Role

- A key part of governance is determining and managing the line between the Board and Management as determined by:
 - Enabling Legislation
 - Board By-Laws
 - Board approved policies, role outlines and procedures



Examples of Matters Requiring Board Approval

1. Appointment of Board members
2. Election of Chair and Vice Chair
3. Removal of Board members
4. Annual business plan, budget, annual report, strategic plan
5. Key performance indicators
6. Programs of instruction

Appointing Officers

- The Board is responsible for hiring the President
- The Board is required to elect a chair and vice-chair from among its external governors **annually or every two years**, in accordance with College's by-law
- The OCAATA does not require the Board to appoint other officers, but it is common to do so
- The President is a governor for as long as they are President
- The chair and vice-chair are eligible for re-election and the term of a governor serving as chair can be extended

President Role

The Board delegates responsibility to the President to manage the day-to-day affairs of the College

The President is the chief executive officer, providing operational oversight and external representation of the College – the “engine” of the College

Board must ensure that there is a President succession plan so that leadership of the College can be sustained

President Role - Examples



Develop strategic direction with Board participation and approval



Provide leadership and be accountable for the implementation of the College's strategic objectives as approved by the Board



Develop external relationships to secure funding, partnerships government approvals and College recognition



Assume responsibility for all College staff

- The Board is not required to establish Board committees
- Committee is a creature of the Board – no inherent right or role
- Value of committees:
 - Provides training ground for future Board leaders
 - Assist with Board (not staff) workload
 - Permits greater discussion and more in-depth analysis
 - Opportunity for Board members to contribute expertise
- Executive Committee – some new limits on delegation
- Audit Committee
- Colleges must also have Program Advisory Committees and Advisory College Council

3. Governors' Duties and Good Governance Practices

Governors' Duties

- Governors stand in a fiduciary relationship to the college
- Relationship of trust
- All Governors owe the same duties and are subject to the same obligations
- There is a standard of care that must be discharged

The fiduciary duties of a Governor are owed to the , and not to any one particular constituency or interest group.

Governors' Duties – Standard of Care

Governors are required to act honestly, in good faith and in the best interests of the college, and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Governors' Duties – Standard of Care

Governors can rely in good faith on:

- Financial statements represented by an officer or auditor
- Report or advice from an officer or employee
- Report or advice from an expert

Governors' Duties – Rules of Fiduciary Conduct

- Acting in good faith
- Exercising power honestly
- Maintaining loyalty
- Respecting confidentiality
- Obedience / Board solidarity
- Avoiding conflicts of interest

Governors' Duties – Respecting Confidentiality

- Matters addressed at public meeting vs in camera
- Respecting the official spokesperson (regardless of whether the meeting was public)
- Respecting policies regarding communications
- Not disclosing confidential information

Governors' Duties – Board Solidarity

- Boards are democratic
- Decision of majority governs
- A Governor is entitled to express views at the table, but, once a decision has been validly taken, each Governor has a duty to respect and adhere to that decision
- The minority must respect the decision of the majority
- The Board speaks with one voice (to outside parties once a decision has been made – respectful debate prior to making a decision is encouraged)
- Chair is generally the spokesperson of the Board

Governors' Duties – Avoiding Conflicts of Interest

Key principles:

- Act honestly
- Uphold the highest ethical standards
- Conduct yourself in a way that bears close public scrutiny
- Do not have private interests that may be affected by college decisions
- Understand responsibility to the welfare of the college and function as a member of the Board
- All Governors are required to sign an annual declaration that is submitted to the Ministry

Governors' Duties – Conflicts of Interest

Definitions from Directive

- Actual conflict of interest:
 - A Governor has a private or personal interest that is sufficiently connected to their duties and responsibilities that it influences the exercise of those duties and responsibilities
- Perceived conflict of interest
 - Reasonably well-informed persons could properly have a reasonable belief that there is an actual conflict, even though that might not be the case
- Potential conflict of interest
 - A Governor has a private or personal interest that could influence performance of duties but the duties have not yet been performed

Examples of Conflict of Interest

- For external Governor:
 - Being involved in considering a tendering proposal to the college from the governor's company
- For a staff Governor:
 - Being involved in matters relating to the management collective bargaining position during the negotiation of a new collective agreement
- For the student Governor:
 - Being involved in matters relating to increases in tuition fees for the student's particular program

Governors' Duties – Conflicts of Interest

Consequences of Non-Compliance

- Where there is a failure to comply with the binding directive other than as a result of a bona fide error, the Board is to:
 - Issue a verbal reprimand
 - Issue a written reprimand
 - Request that the Board member resign
 - Remove the Board member through processes established in the by-laws

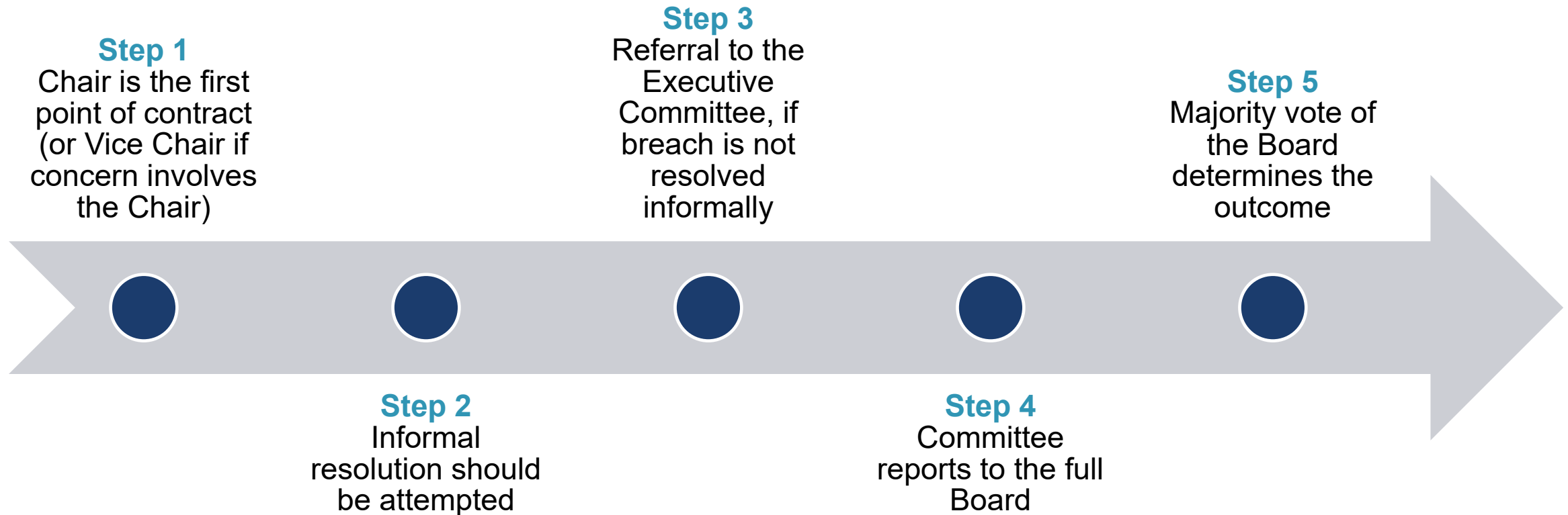
Code of Conduct

- Comply with fiduciary duties
- Respect decisions of board as a whole
- Comply with COI directive
- Comply with principle of Board, not individual governor, as the directing mind
- Maintain confidentiality
- Recognize official spokesperson (usually Chair)
- Comply with policies
- Conduct annual self-assessment

At Forward College, the Board held a closed session to discuss early-stage plans for a new student wellness centre. Days later, Governor A casually mentions the project during a public panel before any official announcement because they are excited about the plans. Governor B, concerned this breached confidentiality, refers the issue to the Chair.

What should the Chair do?

Example of Process for Resolution



4. Governor Liability

Governor Liability



Unpaid Wages (ONCA)



Failure to withhold, deduct, remit taxes



Non-compliance with statutes



Breach of standard of care

3 Protections from Personal Liability: Indemnity, Insurance and Due Diligence

- **Indemnification** – under the ONCA
- **Liability Insurance**
- **Due Diligence Defense:**
 - ensure ‘all reasonable steps’ were taken to prevent
 - establish and maintain good ‘systems’ and ‘processes’
 - react to problems when known – process to respond

Due diligence = good governance!

5. Board Meetings

Chair and Vice-Chair Role



Presides at Board meetings



Fosters teamwork and effective decision-making among Board members



Often serves as Board spokesperson

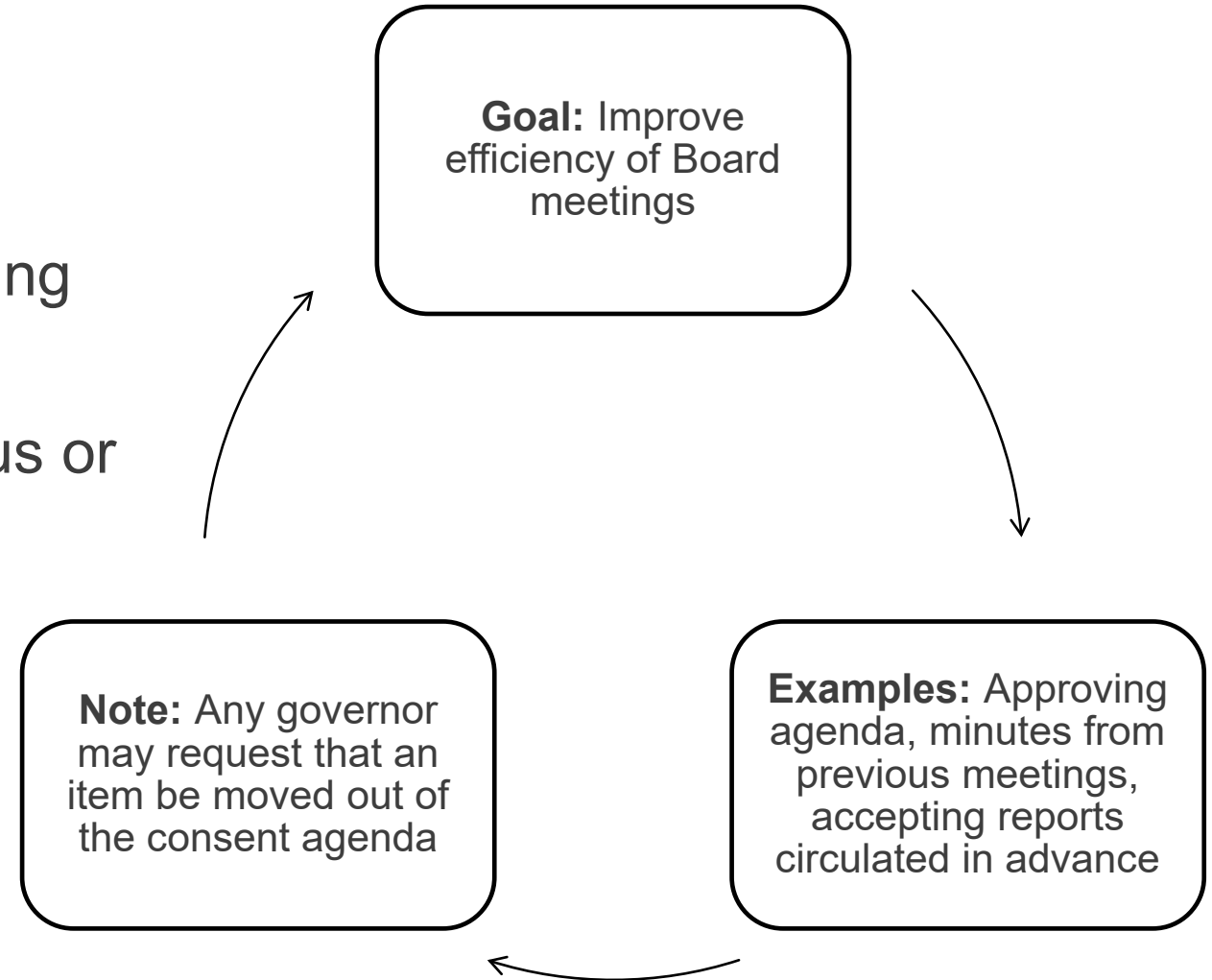


Vice-Chair fills Chair role when Chair unavailable

Consent Agenda

What is a consent agenda?

- Accept with a single motion
- Items that are of a routine or recurring nature
- Items not expected to be contentious or require discussion



Guidelines for Reviewing the Consent Agenda

- Examine all items prior to the meeting
- At the meeting:
 - Discussions only if an item is removed
 - Refrain from commenting without pulling an item
 - Submit requests to remove items for further discussion
 - The chair calls for a vote on the items that remain
 - The chair arranges discussions for any pulled items

- Notice of a Board meeting must be given to **the governors** and **the public** in accordance with the College's by-laws
- Matters for which specific notice must be given:
 - Filling vacancies in the Board or the position of the auditor
 - Issuing debt
 - Approving financial statements
 - Adopting, amending or repealing by-laws
- Notice of a meeting can be waived in accordance with the by-laws or the rules of order adopted by the College

- A quorum of governors (minimum number of governors) must attend a Board meeting in order for business to be validly conducted
- Quorum must be equal to the majority of the number of required Board members plus one (e.g., if 17 governors, quorum would be 10)

- A governor who is present at a Board meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless their dissent is entered in the minutes of the meeting.
 - A governor who votes for or consents to a resolution is not entitled to dissent.
- A governor who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the governor, causes their dissent to be placed with the minutes of the meeting; or submits their dissent to the College.

Demonstrating Fiduciary Responsibility

Guidelines for Effective Meeting Participation

- Arrive on time and prepared
- Share insights during meetings, not after
- Declare conflicts of interest when necessary
- Secure confidential materials (e.g., shred hard copy documents post-meeting)
- Engage in professional development opportunities
- Stay updated on College activities and trends
- Prioritize College values in decisions
- Seek clarification by asking questions



Questions?



Thank you!