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GRANDE PRAIRIE REGIONAL COLLEGE  
BOARD OF GOVERNORS

**Board Meeting**

Friday, December 10<sup>th</sup>, 2021

4:00pm – 7:00pm | E211



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|-----------------------|----------------------|--------------------------|----------------------|
| <b>In Attendance:</b> | Ms. Bridget Hennigar | Mr. Brent Cage           | Mr. Justin Kohlman   |
|                       | Ms. Shawna Miller    | Mr. Lorne Radbourne      | Ms. Michelle Wallace |
|                       | Dr. Connie Korpan    | Mr. Lydell Torgerson     | Mr. Ron Wiebe        |
|                       | Mr. John Tiede       | Ms. Heather Kerschbaumer | Ms. Nneka Nwaigwe    |
| <b>Guests:</b>        | Dr. Vanessa Sheane   | Ms. Cherene Griffiths    | Mr. Ken Burt         |
|                       | Mr. Karl Germann     | Ms. Jasmin Marshall      |                      |

**1. Call to Order**

**Territory Acknowledgement:** *We acknowledge the homeland of the many diverse First Nations and Métis people whose ancestors have walked this land since time immemorial. We are grateful to work, live and learn on the traditional territory of Treaty 8.*

The Board Chair called the meeting to order at 4:03pm.

**1.1. Approval of December 10<sup>th</sup>, 2021 Agenda**

*Moved by John Tiede, seconded by Ron Wiebe, that the agenda be approved as presented.*

**1.2. Approval of October 28<sup>th</sup>, 2021 Minutes**

*Moved by Connie Korpan, seconded by Brent Cage, that the minutes of the October 28<sup>th</sup>, 2021 meeting be accepted with revisions.*

**1.3. Business Arising**

**2. In-Camera**

*Moved by Lorne Radbourne that the Board of Governors move in-camera at 4:07pm.*

*Moved by John Tiede that the Board of Governors exit in-camera at 5:36pm*

*Moved by Brent Cage, seconded by Lorne Radbourne that the Board of Governors accept the Public Interest Commissioner Report as presented.*

**Carried**  
**6000 / 2021**

*Moved by Shawna Miller, seconded by Heather Kerschbaumer that the Board of Governors ask the President to come back with recommendations.*

**Carried**  
**6001 / 2021**

### **3. GPRC Executive Report**

#### **3.1. Office of the President and CEO**

##### **3.1.1. President and Executive Report**

The President presented his report to the Board of Governors, the President highlighted ongoing activities in the External Relations, Academic and Research and Finance and Administration departments.

Dr. Vanessa Sheane, Justin Kohlman and Karl Germann met with CAQC last week. GPRC received high praise from the evaluators.

With Government approval, Grande Prairie Regional College will transition to a polytechnic and adopt a new name, Northwestern Polytechnic.

##### **3.1.2. Risk Report**

### **4. Chair and Committee Reports**

#### **4.1. Chair Report**

The Board Chair has spent the last 6 weeks getting to know the new President and CEO, Justin Kohlman and has ongoing involvement in the partnership with Alberta Health Services.

#### **4.2. Executive Committee**

##### **4.2.1. Minutes of the November 19<sup>th</sup>, 2021 Meeting**

The Executive Committee met on November 19<sup>th</sup> where they created the agenda for the Board meeting and discussed the previous Board Retreat. With the transition to Polytechnic, 3 new members will be added to the Board of Governors. Lorne Radbourne and Heather Kerschbaumer's terms are up in March 2022, they are both willing to stay on for another term. The Board of Governors will review the performance metrics for each member to determine which skills are needed in new recruits.

#### 4.3. Academic Council

##### 4.3.1. Minutes of the November 25<sup>th</sup>, 2021 Meeting

##### 4.3.2. Motions

*Moved by Justin Kohlman, seconded by Heather Kerschbaumer, that the Board of Governors approve the Credentials Policy as presented.*

**Carried**  
**6002 / 2021**

*Moved by Justin Kohlman, seconded by Heather Kerschbaumer, that the Board of Governors approve the Admissions Policy as presented.*

**Carried**  
**6003 / 2021**

*Moved by Justin Kohlman, seconded by Heather Kerschbaumer, that the Board of Governors approve the 2022-2023 Important Dates as presented.*

**Carried**  
**6004 / 2021**

*Moved by Justin Kohlman, seconded by Heather Kerschbaumer, that the Board of Governors approve the 2022-2023 Program Dates as presented.*

**Carried**  
**6005 / 2021**

#### 4.4. Human Resource Committee

##### 4.4.1. Minutes of the November 19<sup>th</sup>, 2021 Meeting

##### 4.4.2. In-Camera Session

*Moved by Brent Cage that the Board of Governors move in-camera at 6:02pm.*

*Moved by Brent Cage that the Board of Governors exit in-camera at 6:13pm.*

*Moved by Lydell Torgerson, seconded by Ron Wiebe that the Board of Governors approve a bargaining mandate that addresses College needs.*

**Carried  
6006 / 2021**

*Moved by Lorne Radbourne, seconded by Connie Korpan, that the Board of Governors of Grande Prairie Regional College (the Board) amends the Supplementary Executive Retirement Plan (the Plan), as follows:*

**I. Subsections 3.01 and 3.02 of the Plan are replaced with the following:**

***Eligibility***

*3.1 Individuals eligible to participate in the SERP are employees of the Employer and:*

- a) Hold either the position of (i) A Vice-President or (ii) the President & Chief Executive Officer, on a permanent or Interim Basis;*
- b) are accruing LAPP Service, and*
- c) are designated by the Employer as eligible to participate in the SERP.*

*3.2 Individuals not eligible to participate in the SERP are:*

- a) Employees not appointed on a permanent or Interim Basis;*
- b) individuals who are in receipt of a pension, excluding survivor benefits, from a pension plan sponsored by the Employer (including the LAPP); or*
- c) Employees not designated by the Employer as eligible to participate in the SERP.*

**II. Section 2 of the Plan is amended to add the following:**

- 2. XX “Interim Basis”, as used in Section 3 of the SERP, refers to someone occupying a position on a temporary basis, for a period of no less than three (3) months.*

**Carried  
6007 / 2021**

**4.5. Governance and Development Committee**

**4.5.1. Minutes of the November 18<sup>th</sup>, 2021 Meeting**

The Governance and Development Committee met on November 18<sup>th</sup>; Lorne Radbourne provided an update. The Committee will start the review of policies for duplication and redundancies at the February meeting.

**4.6. External Relations Committee**

**4.6.1. Minutes of the November 19<sup>th</sup> and November 24<sup>th</sup>, 2021 Meeting**

The External Relations Committee met on November 24<sup>th</sup> to discuss naming. Grande Prairie Regional College has officially been named Northwestern Polytechnic.

#### 4.7. Finance Committee

##### 4.7.1. Minutes of the November 19<sup>th</sup>, 2021 Meeting

The Finance and Audit Committees met on November 19<sup>th</sup>. Further discussions will be had regarding the investment performance and the investment policy.

#### 4.8. Audit Committee

##### 4.8.1. Minutes of the November 19<sup>th</sup>, 2021 Meeting

#### 4.9. Alumni Foundation Board of Directors

The Board Chair provided a short update on the Alumni Foundation Board of Directors AGM which occurred on November 22<sup>nd</sup>, 2021.

### 5. Banking Resolution

#### **Relevant Board Policy: EL-4 Asset Protection**

The President shall not allow assets to be unprotected, inadequately maintained, or unnecessarily risked.

*Compliance* with financial institutions requires that each signing officer confirms that they have the power and authority to sign the Agreement on behalf of the Customer (GPRC) and to legally bind the customer. For example: RBC E-Form 60002 (2014/10)

#### ***ROYAL BANK OF CANADA***

Recent changes in the President and CEO and Vice-President, Finance and Administration of Grande Prairie Regional College (GPRC) have resulted in a required update of records of signing authority with the Royal Bank of Canada (RBC).

*Moved by Lydell Torgerson, seconded by Lorne Radbourne that the Board of Governors approves any two of the following to sign jointly on behalf of Grande Prairie Regional College (GPRC) on accounts held at Royal Bank of Canada (RBC).*

- *Chair, Board of Governors, Bridget Hennigar*
- *President and CEO, Justin Kohlman*
- *Interim Vice-President, Finance and Administration, Kenneth Burt*
- *Director of Finance, Janet Braun*

**Carried  
6008 / 2021**

**6. Corporate Trading Resolution**

**Relevant Board Policy: EL-4 Asset Protection**

The President shall not allow assets to be unprotected, inadequately maintained, or unnecessarily risked.

The recent change in the position of President and CEO and Vice-President, Finance and Administration at Grande Prairie Regional College (GPRC) has resulted in a required update of records of signing authority for the purposes of Trading and Signing.

*Moved that the GPRC Board of Governors approve the following amendments to the Grande Prairie Regional College Corporate Trading Signing Authority, effective November 2, 2021 for the President and CEO and effective December 2, 2021 for the Vice-President, Finance and Administration.*

- a) *One or more accounts in the name of the Account Holder be open and maintained with RBC Dominion Securities Inc. and/or any of its affiliated companies (“RBC DS”) for the purpose of dealing in securities, commodities, financial or index future contracts and/or options on securities, commodities or financial or index future contracts, on a cash settlement or margin basis and may include short sales or uncovered writings;  
AND THAT*
- b) *The Trading Officers set out below by name and their respective signatures (“the Trading Officers”) be and each is authorized to give orders or trading instructions to RBC DS, whether in writing or not, in respect of account dealings for, or on behalf of and in the name of the Account Holder, provided that, for greater certainty, any person who is designated as a Trading Officer, unless also designated as a Signing Officer (as defined below), shall not be authorized to give instructions in respect of matters referred to in c) below;  
AND THAT*
- c) *Two (2) of the Signing Officers set out below by name and their respective signatures (the “Signing Officers”) are hereby authorized to: (i) execute and deliver for, on behalf of, and in the name of the Account Holder any and all agreements, consent letters of instruction or other documents as required by RBC DS for the establishment, reclassification or operation of any account; and (ii) withdraw for, on behalf of, and in the name of the Account Holder from any of its accounts any monies or securities contained in such accounts;  
AND THAT*
- d) *RBC DS shall be entitled to act and rely upon the actions and instructions of the Trading Officers and the Signing Officers taken or given in accordance with this resolution without making or continuing any investigations or inquiries into the*

*propriety of such actions, orders, and instructions;  
AND THAT*

- e) *This resolution shall remain in full force and effect until written notice of revocation thereof has been filed by an authorized party of the Account Holder [the Secretary in the case of a corporation, the partners in the case of a partnership, members in the case of an investment club, associates in the case of an association or other authorized individuals in the case of any other similar organization] to the Manager of the Compliance Department at RBC DS.*

***Recommendation***

| <b>Trading Officers</b>  | <b>Signing Officers</b>  |
|--|--|
| Mr. Kenneth Burt, Interim Vice-President, Finance and Administration | Mr. Kenneth Burt, Interim Vice-President, Finance and Administration |
| Mr. Justin Kohlman, President and CEO                                | Mr. Justin Kohlman, President and CEO                                |
| Ms. Janet Braun, Director, Financial Services                        | Ms. Janet Braun, Director, Financial Services                        |
|  | Ms. Bridget Hennigar, Board Chair                                    |

**Carried  
6009 / 2021**

**7. Board of Governors Recruitment**

**8. Survey Results on Board Self Assessment**

Review of the Board Evaluation results.

**9. Next Board Meeting**

The next GPRC Board of Governors meeting will take place on February 17<sup>th</sup>, 2022.

**10. Adjournment**

*Moved by Bridget Hennigar that the Board of Governors meeting be adjourned at 6:45pm.*