



**Board of Governors
Public Meeting Minutes
April 23, 2015, 3:45 p.m.
Sawridge Hotel, Jasper Alberta**

In Attendance:	Mr. Pete Merlo, Chair Mr. Stewart Wilson, Vice-Chair Mr. Pat Coristine Ms. Carla Dodd	Mr. Don Gnatiuk, President Mr. Bryan Gouthro Mr. Drew Lamont Mr. Tab Pollock, v/c Ms. Natalia Reiman
Notice of Absence:	Ms. Anita Luck Ms. Jackie Clayton	Mr. Doug Morris Mr. Thomas Petersen
Guests:	Ms. Susan Bangrove Mr. Rick Curran, v/c Ms. Lynne Ness v/c Ms. Alexa Huffman, DHT v/c	Mr. Carmen Haakstad Mr. Dwayne Hart Mr. Chris Eakin, Fairview Post v/c Ms. Sheena Roszell, Q99 v/c

NO.	AGENDA ITEM
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1. CONSENT AGENDA

1.1 ADOPTION OF APRIL 23, 2015 AGENDA

The Board Chair called the meeting to order at 3:57 p.m. welcoming Board members and visitors to the West Yellowhead Stewardship region Board meeting in Jasper.

The Board Chair called for revisions to the April 23, 2015 Agenda. The Agenda was approved by consensus with the following amendments:

- Remove 2.5 2014-2015 Operating Budget
- Addition 2.3.1 GP2 Board Members' Code of Conduct

1.2. ADOPTION OF March 23, 2015 MINUTES

The Chair called for errors or omissions to the March 23, 2015 Minutes. The Minutes of March 23, 2015 were approved by consensus.

2. GOVERNANCE

2.1 GP11 Special Rules of Order

P. Coristine provided an overview of his assessment and report to the Board of Governors, indicating that the Board of Governors is in compliance with the word and the spirit of this policy.

MOVED by Pat Coristine, **seconded** by Stewart Wilson, that the Board of Governors has assessed its performance with the Governance Process Policy, Special Rules of Order, and agrees that the Board of Governors acts consistently, and is in compliance with the intent of this policy.

**CARRIED
5627/2015**

2.2 BP1 Unity of Control

Tab Pollock assessed the Board behaviour and performance in relation to the Board/President Relationship Policy, Unity of Control.

MOVED by Tab Pollock, **seconded** by Stewart Wilson, that the Board of Governors has assessed its performance with the Governance Board/President Relationship Policy, Unity of Control, and agrees that the Board of Governors acts consistently, and is in compliance with the intent of this policy.

CARRIED
5628/2015

2.3 Conflict of Interest/Related Party Disclosure

T. Pollock presented to the Board on behalf of the Compliance and Continuity Committee (CCC), a proposed agreement regarding the Board Member's Code of Conduct and GPRC Code of Ethics and Conflict of Interest Policies. The Board expressed an interest in development and incorporation of an agreement that would demonstrate Board compliance with standards and codes as might be determined by the Auditor General. If approved, an indication of compliance will be requested on an annual basis. The Board thanked T. Pollock and members of the CCC for developing the proposed documents.

MOVED by Tab Pollock, **seconded** by Drew Lamont, that the Board of Governors has considered and accepted the revision to the GPRC Governance Process Policy, Board Members' Code of Conduct. The policy will be amended with the following addition:

2.10 Board members shall annually sign the Board of Governors Agreement regarding the Board Member's Code of Conduct and GPRC Code of Ethics and Conflict of Interest Policies and the Related Party Disclosure.

CARRIED
5629/2015

2.3.1 Board Members' Code of Conduct

Upon approval of the Board of Governors Agreement Regarding the Board Member's Code of Conduct and GPRC Code of Ethics and Conflict of Interest Policies, it is recommended by the Governance Coach that the requirements of the Board members be included in the Governance Process Policies as supporting policies.

MOVED by Tab Pollock, **seconded** by Drew Lamont, that Governance Process Policy GP-2, Board Members' Code of Conduct be amended to add:

- a) Governance Policy 2.1, Board Conflict of Interest Agreement, and
- b) Governance Policy 2.2, Related Party Disclosure Letter.

CARRIED
5630/2015

2.4 Executive Limitations

2.4.1 EL3, Financial Condition and Activities

The President provided the 2014-2015 third quarter financial forecast to the Board of Governors in the Committee of the Whole.

MOVED by Stewart Wilson, **seconded** by Pat Coristine, that the Board of Governors has received in the Committee of the Whole the 2014-2015 third quarter financial forecast in compliance with the Executive Limitation on Financial Condition and Activities.

CARRIED

5631/2015

Abstention: Don Gnatiuk

2.5 Executive Limitation 8, Investments

The Board of Governors reviewed the report of the President in regards to the Executive Limitation on Investments and verifies it as reasonable, sound and factual.

MOVED by Natalia Reiman, **seconded** by Stewart Wilson, that the Board of Governors has read the CEO monitoring report on Executive Limitation 8, Investments, and has assessed that the interpretation is reasonable, and that the evidence sufficiently demonstrates compliance with the interpretation.

CARRIED

5632/2015

Abstention: Don Gnatiuk

3. CEO REPORT

3.1 Issues of Enterprise Risk

The Board received the report from the President on Enterprise Risk Management in the Committee of the Whole.

3.2 Recognition

The President presented the staff and community recognitions since the last Board meeting and encouraged Board members to review the 'Insider' publication for additional GPRC news.

3.3 Other

Nothing to report.

4. SELF EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING

Board members submitted their meeting evaluations using the BoardVantage system.

5. ROUNDTABLE

- Board members shared news and announcements.

6. ADJOURNMENT

The meeting adjourned at 4:20 p.m.

A handwritten signature in black ink, appearing to read 'Pete Merlo', written over a horizontal line.

Pete Merlo, Chair
GPRC Board of Governors

A handwritten signature in black ink, appearing to read 'Maureen Clarke', written over a horizontal line.

Maureen Clarke, Secretary