



**Board of Governors
Public Meeting Minutes
April 26, 2018
GPRC E211, Grande Prairie, AB**

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|-----------------------|---|---------------------------------------|
| Board Members: | Ms. Natalia Reiman, Chair | Ms. Jane Manning |
| | Mr. Blaine Badiuk | Ms. Mary Ann Eckstrom |
| | Ms. Nan Bartlett | Ms. Laurie Nock |
| | Mr. Gordon Pellerin | Mr. Scott Roessler, notice of absence |
| | Ms. Chantal Fontaine, notice of absence | Ms. Eunice Friesen, notice of absence |
| | Mr. Don Gnatiuk, President and CEO | Mr. Lorne Radbourne |
| | | Ms. Pattie Pavlov |
| Guests: | Ms. Susan Bangrove | Ms. Angela Logan |
| | Mr. Mark Evans | Ms. Danielle Hessler |

AGENDA ITEM

1. CALL TO ORDER

The Board Chair called the meeting to order at 2:20 p.m.

2. ADOPTION OF AGENDA

2.1. Adoption of April 26, 2018 Agenda

The Board Chair called for revisions to the April 26, 2018 agenda. The agenda was approved by general consent with the addition of Agenda Item 4.3, GPRC Board of Governors/Academic Staff Association Collective Agreement.

3. ADOPTION OF MINUTES

3.1. Adoption of March 22, 2018 Minutes

The Board Chair called for errors and omissions in the March 22, 2018 Minutes. The Minutes of March 22, 2018 were approved by general consent.

4. REQUIRED APPROVALS AGENDA

4.1. Banking Signing Authority

Relevant to 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 Vice-President (from interim to permanent) and the Director of Financial Services 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 G. Pellerin, **SECONDED** by M. Eckstrom, 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, Natalia Reiman
- President and CEO, Don Gnatiuk
- Vice-President Administration, Angela Logan
- Director, Financial Services, Janet Braun

CARRIED
5770/2018

Alberta Treasury Branch:

Changes in Chair, Board of Governors, Vice-President Administration, and Director of Financial Services have resulted in a required update of records of signing authority at Alberta Treasury Branch (ATB).

MOVED by B. Badiuk, **SECONDED** by J. Manning, 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 the Alberta Treasury Branch (ATB).

- Chair, Board of Governors, Natalia Reiman
- President and CEO, Don Gnatiuk
- Vice-President Administration, Angela Logan
- Director, Financial Services, Janet Braun

CARRIED
5771/2018

Servus Credit Union:

Changes in Chair, Board of Governors, Vice-President Administration, and Director of Financial Services have resulted in a required update of records of signing authority at Servus Credit Union.

MOVED by N. Bartlett, **SECONDED** by J. Manning 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 the Servus Credit Union.

- Chair, Board of Governors, Natalia Reiman
- President and CEO, Don Gnatiuk
- Vice-President Administration, Angela Logan
- Director, Financial Services, Janet Braun

And further, that the following signing officers shall be removed:

- Peter Merlo (former Chair, Board of Governors)
- Dwayne Hart (former, Vice-President Administration)

CARRIED
5772/2018

4.2. Corporate Trading Signing Authority

Relevant to 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 Director of Financial Services of Grande Prairie Regional College (GPRC) has resulted in a required update of records of signing authority for the purposes of Trading and Signing.

MOVED by L. Radbourne, **SECONDED** by P. Pavlov, that the GPRC Board of Governors approve the following amendments to the Grande Prairie Regional College Corporate Trading Signing Authority.

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.

Trading Officers	Signing Officers
Angela Logan	Angela Logan
Don Gnatiuk	Don Gnatiuk
Janet Braun	Janet Braun
	Natalia Reiman

CARRIED
5773/2018

4.3. GPRC Board of Governors/Academic Staff Association Collective Agreement

The negotiating teams for the Board of Governors and the Academic Staff Association have reached a tentative agreement on the details of a two (2) year term for the GPRC Board of Governors/Academic Staff Association Agreement that will see the contract reopened in 2020.

MOVED by N. Bartlett, **SECONDED** by L. Radbourne, that the GPRC Board of Governors ratify the 2017-2019 Collective Agreement with the Academic Staff Association, pending ratification by the Academic Staff Association and approval by the Public Bargaining Coordination Office.

CARRIED
5774/2018
Abstention: L. Nock

5. **GOVERNANCE PROCESS ITEMS**

5.1. GPRC Mandate

In response to the recent announcement, GPRC has revised its Mandate to align with the Minister of Alberta Advanced Education's directive to pursue degree granting and University status.

MOVED by M. Eckstrom, **SECONDED** by L. Radbourne, that the Board of Governors approve the amended GPRC Mandate for submission to the Minister of Advanced Education.

CARRIED
5775/2018

5.2. Compliance and Continuity Committee (CCC) Meeting Outcomes

N. Bartlett, Chair of the Compliance and Continuity Committee (CCC), reported on the recent meeting of the CCC.

The Board will be adding a level of diligence to its process of self-evaluation. Following the review of self-evaluation responses in the Committee of the Whole, items that are identified for improvement and that are agreed upon by the Board, will be documented and implemented.

The CCC will be presenting a first draft of the annual planning schedule to the Board in May.

5.3. Governance Policy 2, Board Members' Code of Conduct

Grande Prairie Regional College has completed the process of preparing institutional codes of conduct pursuant to the newly enacted Conflicts of Interest Act.

MOVED by L. Radbourne, **SECONDED** by G. Pellerin, that the GPRC Board of Governors approve the amended GPRC Board of Governors' Code of Conduct, in compliance with the Conflicts of Interest Act, and submit to the Ethics Commissioner by April 30, 2018.

CARRIED
5776/2018

6. **MONITORING CEO PERFORMANCE**

6.1. Executive Limitation 1, Treatment of People Supplementary Report

The Board of Governors acknowledges receipt and review of the President's supplementary report in regards to the Executive Limitation on Treatment of People.

6.2. Executive Limitation 2, Financial Planning and Budgeting

The Board of Governors received and reviewed the report of the President in regards to the Executive Limitation on Financial Planning and Budgeting.

MOVED by B. Badiuk, **SECONDED** by N. Bartlett, that the Board of Governors has read the CEO monitoring report on Executive Limitation Financial Planning and Budgeting (EL-2), and has assessed that the interpretation is reasonable, and that the evidence sufficiently demonstrates compliance with the interpretation.

CARRIED
5777/2018
Abstention: D. Gnatiuk

6.3. Executive Limitation 5, Compensation and Benefits

The Board of Governors received and reviewed the report of the President in regards to the Executive Limitation on Compensation and Benefits.

MOVED by J. Manning, **SECONDED** by P. Pavlov, that the Board of Governors has read the CEO monitoring report on Executive Limitation Compensation and Benefits (EL-5), and has assessed that the interpretation is reasonable, and that the evidence sufficiently demonstrates compliance with the interpretation.

CARRIED
5778/2018
Abstention: D. Gnatiuk

6.4. Executive Limitation 8, Investments

The Board of Governors received and reviewed the report of the President in regards to the Executive Limitation on Investments.

MOVED by M. Eckstrom, **SECONDED** by L. Radbourne, that the Board of Governors has read the CEO monitoring report on Executive Limitation Investments (EL-8), and has assessed that the interpretation is reasonable, and that the evidence sufficiently demonstrates compliance with the interpretation.

CARRIED

5779/2018

Abstention: D. Gnatiuk

7. CEO REPORT

The Board of Governors has received the President's Report on Enterprise Risk Management, people, property, and the environment, in the Committee of the Whole.

8. SELF-EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING

Board members completed the evaluation forms for the April 26, 2018 meeting for review at the May 23, 2018 meeting.

9. ROUNDTABLE

Board members shared announcements and information regarding recent activities.

10. ADJOURNMENT

The meeting adjourned at 3:00 p.m.

SIGNED ORIGINAL ON FILE

Natalia Reiman, Chair
GPRC Board of Governors

SIGNED ORIGINAL ON FILE

Maureen Clarke
Secretary