



Board Members:	Ms. Natalia Reiman, Chair Mr. Blaine Badiuk Ms. Nan Bartlett, Notice of Absence Mr. Gordon Pellerin Ms. Chantal Fontaine Mr. Don Gnatiuk, President and CEO	Ms. Jane Manning Ms. Mary Ann Eckstrom Ms. Laurie Nock Mr. Scott Roessler Ms. Eunice Friesen
Guests:	Ms. Susan Bangrove Ms. Angela Logan	Mr. Carmen Haakstad Ms. Danielle Hessler

AGENDA ITEM

1. CALL TO ORDER

The Board Chair called the meeting to order at 3:30 p.m.

2. ADOPTION OF AGENDA

2.1. Adoption of August 31, 2017 Agenda

The Board Chair called for revisions to the August 31, 2017 agenda. The agenda was approved by general consent with the following amendments:

Agenda Item 6. Monitoring CEO Performance, and
Agenda Item 6.1, Executive Limitation 4, Asset Protection, be deferred to the
September meeting.

3. ADOPTION OF MINUTES

3.1. Adoption of June 16, 2017 Minutes

The Board Chair called for errors and omissions in the June 16, 2017 Minutes. The Minutes of June 16, 2017 were approved by general consent.

4. REQUIRED APPROVALS AGENDA

A Required Approvals Agenda contains Board Agenda Items that the Board has previously delegated to the CEO, but that an external authority requires the Board to 'approve'. The entire Required Approvals Agenda is adopted by one motion. An item can be removed from the Required Approvals Agenda for discussion only by a motion carried by a majority vote.

Academic Council

As required by the Post-Secondary Learning Act, the GPRC Academic Council composition includes nine members appointed by the Board of Governors. Of these:

- 4 are senior officials,
- 2 are public members
- 2 represent the Employees' Association (EA)
- 1 represents the AUPE

The Employees' Association may elect one alternate, also to be appointed by the Board.

MOVED by L. Nock, **SECONDED** by G. Pellerin, that the Board of Governors adopt the Required Approvals Agenda containing the following items:

- Appoint Employees' Association Representatives Charlene MacIntyre and Robin Smith Wilson as members of Academic Council for two-year terms (2017-2018 and 2018-2019) effective immediately.
- Appoint Employees' Association Representative Paula Backer as an Alternate Academic Council member for a two-year term (2017-2018 and 2018-2019) effective immediately.

CARRIED
5748/2017

5. GOVERNANCE® PROCESS ITEMS FOR DECISION

5.1. 2016-2017 Consolidated Audited Financial Statements and Internally Restricted Surplus

The Auditor General's Office has completed the annual audit of the GPRC 2016/2017 Financial Statements, and held an Exit Conference with the Board Audit Committee on August 31, 2017.

In the Committee of the Whole, the Board of Governors received a presentation regarding the highlights of the Audit. At June 30, 2017, GPRC held an internally restricted surplus totalling \$1,173,899. This includes an Alumni/Foundation internally restricted surplus of \$451,027.

MOVED by E. Friesen, **SECONDED** by M. Eckstrom, that the 2016/2017 Grande Prairie Regional College Audited Consolidated Financial Statements, including the internally restricted surplus, be approved.

CARRIED
5749/2017

5.2. Signing Authority, Banking Documents

5.2.1. RBC DC Trading

The recent change in the Board Chair position of Grande Prairie Regional College has resulted in a required update of records of signing authority for the purposes of Trading.

MOVED by C. Fontaine, **SECONDED** by J. Manning that the following resolution be approved by the GPRC Board of Governors:

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 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
	Natalia Reiman

CARRIED
5750/2017

5.2.2. Royal Bank of Canada Banking

The recent change in Board Chair of Grande Prairie Regional College has resulted in a required update of records of signing authority with the Royal Bank of Canada.

MOVED by C. Fontaine, **SECONDED** by M. Eckstrom, that the Board of Governors approve any two of the following to sign jointly on behalf of Grande Prairie Regional College on accounts held at Royal Bank of Canada (RBC).

- Chair, Board of Governors Natalia Reiman
- President and CEO, Don Gnatiuk
- Interim Vice-President Administration, Angela Logan

CARRIED
5751/2017

5.3. Board Member Assignments

The Board of Governors finalized the Board Member Assignments for 2017-2018 (copy attached).

MOVED by Chantal, **SECONDED** by J. Manning, that the Board Member Assignments for 2017-2018, as completed in the Committee of the Whole, be approved.

CARRIED
5752/2017

6. MONITORING CEO PERFORMANCE

6.1. Executive Limitation 4, Asset Protection

Due to time restrictions, the Board will defer this item to the September meeting.

7. SELF-EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING

Board members completed the evaluation forms for the August 31, 2017 meeting for review at the September 21, 2017 meeting.

8. ROUNDTABLE

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.

Board member comments included:

- An update from the President and CEO regarding the status of the land that the hospital is requesting for expansion; and the alternatives to fund exploration and development of academic programming.
- Great to have the new Board Members in place.
- The Academic Division staff presentations were very informative. The Board looks forward to continued opportunities to hear from other Divisions.
- Congratulations to the Executive Team, Financial Services, and the College as a Whole for a successful 2016-2017 Audit.

9. ADJOURNMENT

The meeting adjourned at 4:45 p.m.

SIGNED ORIGINAL ON FILE

Natalia Reiman, Chair
GPRC Board of Governors

SIGNED ORIGINAL ON FILE

Maureen Clarke
Secretary