



**Board of Governors
Public Meeting Minutes
January 26, 2017, 1:00 p.m.
E211, GPRC Grande Prairie**

In Attendance: Mr. Tab Pollock, Chair
Ms. Nan Bartlett
Mr. Jerry Chik, (videoconference)
Ms. Carla Dodd
Ms. Chantal Fontaine

Mr. Don Gnatiuk, President and CEO
Ms. Jane Manning
Mr. Mike Moman
Mr. Douglas Morris
Mr. Scott Roessler

Guests: Ms. Susan Banskrove
Mr. Dwayne Hart
Mr. Rick Curran

Mr. Carmen Haakstad
Mr. Mark Evans

AGENDA ITEM

1. CALL TO ORDER

The Board Chair called the meeting to order at 1:35 p.m.

2. ADOPTION OF AGENDA

2.1. Adoption of January 26, 2017 Agenda

The Board Chair called for revisions to the January 26, 2017 agenda. The agenda was approved by general consent.

3. ADOPTION OF MINUTES

3.1. Adoption of November 24, 2016 Minutes

The Board Chair called for errors and omissions in the November 24, 2016 Minutes. The Minutes of November 24, 2016 were approved by general consent.

4. REQUIRED APPROVALS AGENDA

MOVED by M. Moman, **SECONDED** by C. Dodd, that the Board of Governors adopt the Required Approvals Agenda containing the following items:

- 2017-2018 Tuition Fee
The recommended tuition fee schedule for 2017-2018 is approved, consistent with the Alberta Advanced Education directive to freeze tuition.
- Academic Council Public Member Appointment
The appointment of Mr. Nick Radujko as a public member on the GPRC Academic Council is approved effective February 1, 2017 to May 31, 2019.

**CARRIED
5709/2017**

5. GOVERNANCE PROCESS ITEMS FOR DECISION

5.1. Board of Governors Award of Distinction Nomination

The Board of Governors received the recommendation for the 2017 recipient of the GPRC Board of Governors Award of Distinction in the Committee of the Whole.

MOVED by D. Morris, **SECONDED** by C. Dodd that the Board of Governors approves the recommended recipient of the 2017 GPRC Board of Governors Award of Distinction as presented in the Committee of the Whole.

CARRIED
5710/2017

5.2. GP-4, Board Job Contribution

MOVED by C. Dodd, **SECONDED** by J. Chik, that the Board of Governors has discussed the content of GP-4 Board Job Contribution in the Committee of the Whole and approves the reformatting of the policy to include bulleted lists, and the following amendment:

*1. The link between the College and the people of ~~Northwestern Alberta~~ **in the stewardship region and beyond.***

CARRIED
5711/2017

5.3. GP-9.2, Compliance and Continuity Committee Terms of Reference

MOVED by J. Manning, **SECONDED** by C. Fontaine, that the Board of Governors has discussed the content of GP-9.2 Compliance and Continuity Committee Terms of Reference in the Committee of the Whole and approves the following amendments:

*2.1 Bring ~~recommendation~~ **alternatives and implications***

*4.1 Members shall **normally** be appointed for a 2 year term, ~~which may be renewed~~ **or at the discretion** ~~pleasure~~ of the Board.*

CARRIED
5712/2017

5.4. GP-9.3, Board Development Planning

MOVED by C. Fontaine, **SECONDED** by S. Roessler, that the Board of Governors has discussed the content of GP-9.3 Board Development Planning Terms of Reference and approves the following amendments:

*4.1 Members shall be **are normally** appointed for a 2 year term, ~~or which may be renewed~~ ~~at the pleasure~~ **discretion** of the Board.*

CARRIED
5713/2017

5.5. GP-10, Board Planning Cycle and Agenda Control

MOVED by C. Fontaine, **SECONDED** by N. Bartlett, that the Board of Governors has discussed the content of GP-10 Board Planning Cycle and Agenda Control and approves the following amendments:

- 1.2 Consultations with selected groups in the ownership, or other methods of gaining ownership input, ~~prior to the above review.~~
- 1.5 Scheduled time for monitoring compliance by the President with Executive Limitations and Ends policies, and for review of the policies themselves. Monitoring reports will be provided and read in advance of the Board meeting, and discussion will occur ~~only~~ if reports show policy violations....
3. Throughout the year, the Board will attend to **Required Approvals** ~~Consent~~ Agenda items as expeditiously as possible. When an item is brought to the Board via the **Required Approvals** ~~Consent~~ Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated, the Board will not discuss the item prior to approval. An exception will be made only if a majority of the Board votes to remove the item from the **Required Approvals** ~~Consent~~ Agenda for discussion.

CARRIED
5714/2017

5.6. GP-12, Board Reimbursement

MOVED by J. Chik, **SECONDED** by J. Manning, that the Board of Governors has discussed the content of GP-12 Board Reimbursement and approves the following amendments:

*At the annual Organization meeting of the Board, The remuneration rate shall be determined **annually by the Board** for the following budget year, and is listed in appendix A.*

4. *Board members will be reimbursed for ~~reasonable~~ travel, food and lodging and etc. expenses in accordance with GPRC's policy for ~~staff~~ reimbursement **of expenses.***

<http://www.gprc.ab.ca/pdf/policies/admin/ApprovalofTravelandReimbursementofAssociatedExpensesPolicy.pdf>

CARRIED
5715/2017

5.7. EL-4, Asset Protection

MOVED by D. Morris, **SECONDED** by S. Roessler, that the Board of Governors has discussed the content of EL-4 Asset Protection and approves the following amendment:

13. *Operate the College without an Alumni/Foundation.*

CARRIED
5716/2017

5.8. GP-9, Board Committee Structure

MOVED by C. Fontaine, **SECONDED** by S. Roessler, that the Board of Governors has discussed the content of GP-9 Board Committee Structure and approves the following amendment:

4. All committee members shall be appointed by the Board after consideration of skills and abilities required to carry out its terms of reference. If the Board or Committee determine that an external advisory with particular expertise is needed to advise and participate on a Committee, the Board may choose to appoint such persons.

CARRIED
5717/2017

6. MONITORING CEO PERFORMANCE

6.1. Executive Limitation 5 (EL-5) Compensation and Benefits

The Board of Governors received and reviewed the report of the President in regards to Executive Limitation 5, Compensation and Benefits, and verifies it as reasonable, sound, and factual.

MOVED by S. Roessler, **SECONDED** by M. Moman, that the Board of Governors has read the CEO monitoring report on Executive Limitation 5, Compensation and Benefits, and has assessed that the interpretation is reasonable, and the evidence sufficiently demonstrates compliance with the interpretation.

CARRIED
5718/2017

Abstained: D. Gnatiuk

6.2. Executive Limitation 6 (EL-5) Succession Planning

The Board of Governors received and reviewed the report of the President in regards to Executive Limitation 6, Succession Planning, and verifies it as reasonable, sound, and factual.

MOVED by C. Fontaine, **SECONDED** by J. Chik, that the Board of Governors has read the CEO monitoring report on Executive Limitation 6, Succession Planning, and has assessed that the interpretation is reasonable, and the evidence sufficiently demonstrates compliance with the interpretation.

CARRIED
5719/2017

Abstained: D. Gnatiuk

6.3. Executive Limitation 3, Financial Condition and Activities, Second Quarter Financial Report

MOVED by D. Morris, **SECONDED** by J. Manning, that in compliance with the reporting schedule of the Board-President Relationship Policy, Monitoring President's Performance, the Board of Governors received the Second Quarter Financial Report in the Committee of the Whole.

CARRIED

5720/2017

Abstained: D. Gnatiuk

7. MONITORING BOARD PERFORMANCE

7.1. BP-4, Monitoring President's Performance

MOVED by D. Morris, **SECONDED** by J. Manning, that the Board of Governors has received and assessed the monitoring report for Board-President Relationship Policy, Monitoring President's Performance, and finds it demonstrates compliance with a reasonable interpretation of the policy.

CARRIED

5721/2017

7.2. GP-9.2, Compliance and Continuity Committee Terms of Reference

MOVED by D. Morris, **SECONDED** by J. Chik, that the Board of Governors has received and assessed the monitoring report for governance process policy, Compliance and Continuity Committee Terms of Reference, and finds it demonstrates compliance with a reasonable interpretation of the policy.

CARRIED

5722/2017

7.3. GP-14, Governance Succession

MOVED by D. Morris, **SECONDED** by N. Bartlett, that the Board of Governors has received and assessed the monitoring report for governance process policy, Governance Succession (GP-14), and finds it demonstrates compliance with a reasonable interpretation of the policy.

CARRIED

5723/2017

8. SELF-EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING

Board members completed the evaluation forms for the November 24 meeting and handed in for collating and review at the January, 2017 meeting.

9. RECOGNITION AND ROUNDTABLE

- Board members received the recent recognitions for College and community activities.

10. ADJOURNMENT

The meeting adjourned at 2:10 p.m.

SIGNED ORIGINAL ON FILE

Tab Pollock, Chair
GPRC Board of Governors

SIGNED ORIGINAL ON FILE

Maureen Clarke
Secretary