



**Board of Governors
Public Meeting Minutes
June 15, 2018
GPRC E211, Grande Prairie, AB**

Board Members: Ms. Natalia Reiman, Chair
Mr. Blaine Badiuk
Ms. Nan Bartlett
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, notice of absence
Ms. Eunice Friesen, absent
Mr. Lorne Radbourne
Ms. Pattie Pavlov

Guests: Dr. Kazem Mashkournia
Ms. Angela Logan
Ms. Danielle Hessler
Ms. Caryl Sallows

Mr. Carmen Haakstad
Mr. Mark Evans
Mr. Dwayne Head
Ms. Jocelyn Smith

AGENDA ITEM

1. CALL TO ORDER

The Board Chair called the meeting to order at 1:40 p.m.

2. ADOPTION OF AGENDA

2.1. Adoption of June 15, 2018 Agenda

The Board Chair called for revisions to the June 15, 2018 agenda. The agenda was approved by general consent with the following amendment:

Addition: 5.7 Board Governance Policy Manual Amendments

3. ADOPTION OF MINUTES

3.1. Adoption of May 23, 2018 Minutes

The Board Chair called for errors and omissions in the May 23, 2018 Minutes. The Minutes of May 23, 2018 were approved by general consent.

4. REQUIRED APPROVALS AGENDA

4.1. Employees' Association Collective Agreement

President and CEO D. Gnatiuk expressed his pride and gratitude in the collaborative negotiating environment created by the Employees' Association and Board negotiating teams.

The negotiating teams for the Board of Governors and the Employees' Association have reached an agreement for a four-year contract with provision to reopen discussions pertaining to total compensation after June 30, 2019. Additionally, in the event that either the GPRC Academic Staff Association or the Alberta Union of Provincial Employees, Local 071, Chapter 007, reach a settlement that increases their total compensation prior to June 30, 2019, then comparable consideration will be given to the GPRC Employees' Association.

MOVED by Jane Manning, **SECONDED** by Nan Bartlett, that the GPRC Board of Governors ratify the 2017-2021 Board of Governors/Employees' Association Collective Agreement as negotiated.

CARRIED
5783/2018
ABSTENTION: G. Pellerin

5. GOVERNANCE PROCESS ITEMS

5.1. Fairview Residence, Order in Council

The Board of Governors reviewed the Business Case for the construction and financing of a student residence on Fairview Campus.

The Board of Governors, to carry out the purposes of Grande Prairie Regional College, considers it appropriate and necessary to construct a new student residence on the Fairview Campus at a cost not to exceed \$6 million ("Project"); and the Board of Governors considers it appropriate and necessary to borrow funds from the lender described in this resolution.

MOVED by Chantal Fontaine, **SECONDED** by Blaine Badiuk, that pursuant to section 73 of the Post-secondary Learning Act and subject to the prior approval of the Lieutenant Governor in Council, the Board of Governors, for the purposes of Grande Prairie Regional College, authorizes and approves the borrowing of an amount to fund the Project not to exceed six million dollars (\$6,000,000.00) in Canadian funds ("Loan").

1. The Loan be:
 - a. From a lender which is the Alberta Capital Finance Authority ("Lender") in an amount not to exceed six million dollars (\$6,000,000.00);
 - b. For a term not to exceed 30 years;
 - c. At an interest rate not to exceed 4.0% per annum.

And that within the parameters set out in this section 2, the establishment of the amount, term and interest rate be made by the Vice-President Administration.

2. To secure the repayment of the Loan, Grande Prairie Regional College Board of Governors grant to the Lender such security as may be required by the Lender and agreed to by the President and CEO.
3. The Vice-President Administration be and is hereby authorized for and on behalf of Grande Prairie Regional College to:
 - a. Negotiate, execute and deliver to the Lender such notes, bonds, debentures or other securities in such form, with or without seal, and containing such terms and conditions related to amount, denomination, time and place of

- payment, principal and interest and redemption as the Lender requires as a condition of the Loan;
- b. Include in the security the Lender requires as a condition of the Loan all such securities, debentures, charges, pledges, mortgages, conveyances, assignments and transfers to or in favour of the Lender of all or any property, real or personal, moveable or immoveable, owned by Grande Prairie Regional College or in which it may have an interest as the Lender may require;
 - c. Give the Lender any other documents or contracts necessary to give or furnish to the Lender the security or securities required by the Lender including without limiting the generality of the foregoing, all or any receivables, book debts due or growing due, stocks, bonds, insurance policies, promissory notes, bills of exchange and securities of all kinds.
4. All agreements, securities, documents and instruments proposing to be signed, made, drawn, accepted, executed, or endorsed as provided in this resolution shall be valid and binding on Grande Prairie Regional College.
5. The Lender shall be furnished with a signed copy of this resolution.

This resolution has full force and effect on the 15th day of June 2018.

CARRIED
5784/2018

5.2. Sale of Land Request, Grande Prairie Regional Hospital Parkade

D. Gnatiuk reviewed with the Board, the current status of construction of the parkade at the Grande Prairie Regional Hospital (GPRC).

MOVED by Mary Ann Eckstrom, **SECONDED** by Jane Manning, that the Board of Governors resolves that subject to the prior approval of the Lieutenant Governor in Council under section 67 of the Post-Secondary Learning Act, the Grande Prairie Regional College Board of Governors authorizes and approves to sell its interest in 1.12 hectares, more or less, for Alberta Health Services parkade per attached Schedule A which is surplus to the needs of Grande Prairie Regional College and which is contained within the parcel legally described as 6;6;72;27;NE.

CARRIED
5785/2018

This resolution has full force and effect on the 15th day of June 2018 and is intended to be actioned upon transfer of land title back to GPRC.

5.3. Investment in Governance, Reaffirmation of the Governance™ Coach

The Board of Governors has received notification that the annual cost of the Governance™ Coach has increased by \$200 per year commencing January 2019. This has prompted the Board to reassess the value of the Coach services, and its commitment to Policy Governance™.

M. Eckstrom affirmed the value of Governance™ for the GPRC Board, and the support of a Coach is invaluable to maintain Board stability and diligence.

MOVED by Mary Ann Eckstrom, **SECONDED** by Pattie Pavlov, that the Board of Governors reaffirm its commitment to Policy Governance™ and to the services of the Governance™ Coach.

CARRIED
5786/2018

5.4. EL, General Executive Constraint

N. Bartlett presented from the Compliance and Continuity Committee (CCC) to the Board of Governors, a wording amendment to its General Executive Constraint Policy to align with the new Board of Governors Code of Conduct policy, in compliance with the Alberta Conflicts of Interest Act.

MOVED by Gordon Pellerin, **SECONDED** by Lorne Radbourne that the Board of Governors has received options and implications for policy amendment from the Compliance and Continuity Committee, and approves the following amendment to EL, General Executive Constraint:

*The President shall not cause or allow any practice, activity, decision or organizational circumstance which is either ~~illegal~~ **unlawful**, imprudent or in violation of commonly accepted business practices and professional ethics.*

CARRIED
5787/2018

5.5. GP-1 Governance Commitment

N. Bartlett presented from the Compliance and Continuity Committee (CCC) to the Board of Governors, a wording amendment to its GP-1 Governance™ Commitment Policy to align with other references within the Board of Governors Governance Policies.

MOVED by Gordon Pellerin, **SECONDED** by Lorne Radbourne that the Board of Governors has received options and implications for policy amendment from the Compliance and Continuity Committee, and approves the following amendment to GP-1, Governance™ Commitment:

*The Board of Governors will govern Grande Prairie Regional College on behalf of the people ~~of northwestern Alberta~~ **in the stewardship region**, demonstrating commitment to the following fundamental values.*

CARRIED
5788/2018

5.6. GP-6 Board Linkage with Ownership

N. Bartlett presented from the Compliance and Continuity Committee (CCC) to the Board of Governors, a wording amendment to its GP-6 Board Linkage with Ownership Policy to align with other references within the Board of Governors Governance Policies.

MOVED by Blaine Badiuk, **SECONDED** by Jane Manning, that the Board of Governors has received options and implications for policy amendment from the Compliance and Continuity Committee, and approves the following amendment to the first paragraph of GP-6, Board Linkage with Ownership:

*The “owners” of the Grande Prairie Regional College are defined as the people ~~of northwestern Alberta~~ in the **stewardship region**.*

CARRIED
5789/2018

5.7. Governance™ Policy Manual Addition,

The Board of Governors references the GPRC stewardship region throughout its Governance™ Policies. The definition and stewardship map is contained within the Government of Alberta Roles and Mandate Document, and the Board would like to include the map within its Governance™ Policy Manual where it can be readily accessible for reference.

MOVED by Lorne Radbourne, **SECONDED** by Gordon Pellerin that the Board of Governors amend its Policy Governance™ Policy Manual to include:

Appendix B: GPRC Stewardship Region Map

CARRIED
5790/2018

6. MONITORING BOARD PERFORMANCE

6.1. **Governance Process Policy, GP-10, Board Planning Cycle**

MOVED by Nan Bartlett, **SECONDED** by Lorne Radbourne, that the Board of Governors has received and assessed the monitoring report for Governance™ Process Policy, Board Planning Cycle (GP-10) and finds that it demonstrates compliance with a reasonable interpretation of the policy.

CARRIED
5791/2018

The Board of Governors thanked N. Bartlett and the members of the Compliance and Continuity Committee for their work this past year.

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 June 15, 2018 meeting for review at the August 30, 2018 meeting.

All Board members are asked to fill out their surveys to ensure the best results possible.

9. ROUNDTABLE

Board members shared announcements and information regarding recent activities.

Comments included:

- The Board extended its best wishes to Danielle Hessler, Director of Human Resources. Danielle has submitted her resignation from GPRC. The Board welcomed Bobbi Chamberlain as new Interim Human Resources Director

10. ADJOURNMENT

The meeting adjourned at 2:17 p.m.

SIGNED ORIGINAL ON FILE

Natalia Reiman, Chair
GPRC Board of Governors

SIGNED ORIGINAL ON FILE

Maureen Clarke
Secretary