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| Board Members: | Mr. Pete Merlo, Chair | Ms. Jane Manning |
| | Mr. Tab Pollock, Vice-Chair | Mr. Mike Moman |
| | Ms. Nan Bartlett | Mr. Douglas Morris |
| | Ms. Carla Dodd, notice of absence | Ms. Natalia Reiman |
| | Ms. Chantal Fontaine | Mr. Scott Roessler |
| | Mr. Don Gnatiuk, President and CEO | Mr. Stewart Wilson |
| Guests: | Mr. Carmen Haakstad | Ms. Susan Bangrove |
| | Ms. Angela Logan | Mr. Mark Evans |
| | Ms. Danielle Hessler | Mr. Rick Curran |

AGENDA ITEM

1. CALL TO ORDER

The Board Chair called the meeting to order at 1:30 p.m.

2. ADOPTION OF AGENDA

2.1. Adoption of June 16, 2017 Agenda

The Board Chair called for revisions to the June 16, 2017 agenda. The agenda was approved by general consent with the following amendments:

- P. Merlo will address agenda Items 5.2, 5.3, and 5.4.

3. ADOPTION OF MINUTES

3.1. Adoption of May 25, 2017 Minutes

The Board Chair called for errors and omissions in the May 25, 2017 Minutes. The Minutes of May 25, 2017 were approved by general consent.

4. GOVERNANCE® PROCESS ITEMS FOR DECISION

4.1. EL-1 Treatment of People

P. Merlo presented to the Board on behalf of the Compliance and Continuity Committee, options and implications for the amendment of Executive Limitation 1, Treatment of People.

MOVED by T. Pollock, **SECONDED** by S. Wilson, that the Board of Governors has received options and implications for policy amendment from the Governance Coach, and approves the following amendment to EL-1, Treatment of People:

Add: 5. Permit staff and students to be without a method to resolve allegations of improper conduct by the President.

CARRIED
5739/2017

4.2. Signing Authority, Banking Documents

4.2.1. RBC DC Trading

Recent changes in the leadership of Grande Prairie Regional College has resulted in a required update of records of signing authority with the Royal Bank. The document will be brought forward for Board approval again in the fall of 2017 due to the change in both Board Chair and Vice-President Administration.

MOVED by M. Moman, **Seconded** by D. Morris 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) And 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
	Peter Merlo

CARRIED
5740/2017

4.2.2. Royal Bank of Canada Banking

Recent changes in the leadership of GPRC has resulted in a required update of records of signing authority with the Royal Bank of Canada.

MOVED by M. Moman, **SECONDED** by S. Wilson, that the Board of Governors approves 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 Peter Merlo
- President and CEO, Don Gnatiuk
- Interim Vice-President Administration, Angela Logan

CARRIED
5741/2017

5. MONITORING BOARD PERFORMANCE

5.1. GP-8 Board Committee Principles

MOVED by S. Wilson, **SECONDED** by S. Roessler, that the Board of Governors has received and assessed the monitoring report for governance[®] process policy, Board Committee Principles (GP-8), and finds that it demonstrates compliance with a reasonable interpretation of the policy.

CARRIED
5742/2017

5.2. GP-2 Board Members' Code of Conduct

MOVED by P. Merlo, **SECONDED** by N. Bartlett, that the Board of Governors has received and assessed the monitoring report for governance[®] process policy, Board Members' Code of Conduct, GP-1, and finds it demonstrates compliance with a reasonable interpretation of the policy.

CARRIED
5743/2017

5.3. GP-2.1 Board Conflict of Interest Agreement

MOVED by P. Merlo, **SECONDED** by N. Bartlett, that the Board of Governors has received and assessed the monitoring report for governance[®] process policy, Board Conflict of Interest Agreement, GP-2.1, and finds it demonstrates compliance with a reasonable interpretation of the policy.

CARRIED
5744/2017

5.4. GP-2.2, Third Party Disclosure Letter

MOVED by P. Merlo, **SECONDED** by N. Bartlett, that the Board of Governors has received and assessed the monitoring report for governance[®] process policy, Third Party Disclosure Letter, GP-2.2, and finds it demonstrates compliance with a reasonable interpretation of the policy

CARRIED
5745/2017

6. MONITORING CEO PERFORMANCE

6.1. Executive Limitation 3, Financial Condition and Activities

MOVED by J. Manning, **SECONDED** by N. Bartlett, that the Board of Governors has read the CEO monitoring report on the Executive Limitation Financial Condition and Activities (EL-3), and has assessed that the interpretation is reasonable, and that the evidence sufficiently demonstrates compliance with the interpretation.

CARRIED
5746/2017
Abstained – D. Gnatiuk

6.2. Executive Limitation 7, Communication and Support to the Board

MOVED by T. Pollock, **SECONDED** by N. Bartlett, that the Board of Governors has conducted a direct inspection of the compliance of the President and CEO with Executive Limitation, Communication and Support to the Board (EL-7), and has assessed that the President and CEO has operated within the constraints posed by a reasonable interpretation of the Executive Limitation.

CARRIED
5747/2017
Abstained – D. Gnatiuk

7. SELF-EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING

Board members completed the evaluation forms for the June 16, 2017 meeting for review at the August 31, 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:
 - Congratulations on the 50th Anniversary Gala celebration, and the College Classic.
- This is the final meeting for P. Merlo, T. Pollock, D. Morris, S. Wilson and M. Moman. Expressions of appreciation were extended to all for their commitment and dedication to GPRC.

9. ADJOURNMENT

The meeting adjourned at 2:00 p.m.

SIGNED ORIGINAL ON FILE

Pete Merlo, Chair
GPRC Board of Governors

SIGNED ORIGINAL ON FILE

Maureen Clarke
Secretary