



- In Attendance:** Mr. Pete Merlo, Chair  
Mr. Pat Coristine  
Ms. Carla Dodd  
Mr. Don Gnatiuk, President  
Mr. Drew Lamont
- Mr. Mike Moman  
Mr. Douglas Morris  
Mr. Tab Pollock  
Ms. Natalia Reiman  
Mr. Stewart Wilson, Vice-Chair
- Guests:** Mr. Dwayne Hart  
Mr. Carmen Haakstad  
Ms. Georgia Riddell
- Mr. Rick Curran  
Mr. Mark Evans

**AGENDA ITEM**

**1. CONSENT AGENDA**

1.1. Adoption of June 9, 2016 Agenda  
The Board Chair called the meeting to order at 2:42 p.m. and called for errors or revisions to the June 9, 2016 agenda. The agenda was approved by consensus with the following amendment:  
Addition: 2.5 Public Member Appointment

1.2. Adoption of March 24, 2016 and April 26, 2016 Minutes  
The Board Chair called for errors or omissions in the March 24, 2016, and April 26, 2016 Minutes. No comments were noted, and the Minutes of March 24, 2016 and April 26, 2016 were approved by consensus.

It was noted that Stewart Wilson abstained from commenting on the Minutes due to being absent during these meetings.

**2. GOVERNANCE**

2.1. EL-3, Financial Condition and Activities Third Quarter Report  
In compliance with Executive Limitation 3, Financial Condition and Activities, the Board of Governors received the third quarter financial report.

**MOVED** by Douglas Morris, **SECONDED** by Tab Pollock, that the Board of Governors received and reviewed the third quarter financial report in compliance with the Executive Limitation Financial Condition and Activities (EL3), and has assessed that the interpretation is reasonable, and that the evidence sufficiently demonstrates compliance with the interpretation.

**CARRIED**  
**5674/2016**  
Abstained: D. Gnatiuk

2.2. EL-6, Succession Planning

In compliance with Executive Limitation 6, Succession Planning, the Board of Governors received and reviewed the CEO Monitoring Report.

**MOVED** by Carla Dodd, **SECONDED** by Mike Moman, that the Board of Governors received and reviewed the CEO Monitoring Report in compliance with the Executive Limitation Succession Planning (EL6), and has assessed that the interpretation is reasonable, and that the evidence sufficiently demonstrates compliance with the interpretation.

**CARRIED**  
**5675/2016**

Abstained: D. Gnatiuk

2.3. Board Member Assignments 2016-2017

**MOVED** by Stewart Wilson, **SECONDED** by Drew Lamont, that the Board of Governors appoint Tab Pollock to the position of Vice-Chair of the Board of Governors for a one-year term effective July 1, 2016.

**CARRIED**  
**5676/2016**

Abstained: T. Pollock

**MOVED** by Pat Coristine, **SECONDED** by Natalia Reiman, that the Board of Governors reappoint Stewart Wilson to the position of Board Representative on the Alumni/Foundation Board of Directors for a one-year term effective July 1, 2017.

**CARRIED**  
**5677/2016**

Abstained: S. Wilson

**MOVED** by Stewart Wilson, **SECONDED** by Pat Coristine, that the Board of Governors extend the appointment of Drew Lamont as the Chair of the Audit Committee for a term ending December 2016.

**CARRIED**  
**5678/2016**

**Abstained: D. Lamont**

**MOVED** by Tab Pollock, **SECONDED** by Stewart Wilson, that the Board of Governors appoint Douglas Morris to the position of Chair on the Board Compliance and Continuity Committee for a one-year term effective July 1, 2017.

**CARRIED**  
**5679/2016**

Abstained: D. Morris

2.4. Governance Policy

2.4.1. GP 9.1 Audit Committee Terms of Reference

**MOVED** by D. Lamont, **SECONDED** by T. Pollock that the Board of Governors has discussed the content of GP 9.1 Audit Committee Terms of Reference in the Committee of the Whole and approves the following amendment(s):

- Edit 1.2 to assess a minimum of twice each year rather than every four months
- Delete 1.3 and 1.4 due to redundancies
- Add “In addition” to the last sentence of 3.1
- Delete 3.2

**CARRIED**  
**5680/2016**

2.4.2. GP 1 Governance Commitment

**MOVED** by D. Morris, **SECONDED** by M. Moman that the Board of Governors has received and assessed the monitoring report for governance process policy GP-1, Governance Commitment, and finds that it demonstrates compliance with a reasonable interpretation of the policy.

**CARRIED**  
**5681/2016**

2.4.3. GP 2.1 Board Conflict of Interest Agreement

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

**CARRIED**  
**5682/2016**

2.4.4. GP 2.2 Related Party Disclosure Letter

**MOVED** by S. Wilson, **SECONDED** by P. Coristine, that the Board of Governors has received and assessed the monitoring report for governance process policy GP-2.2, Related Party Disclosure Letter, and finds that it demonstrates compliance with a reasonable interpretation of the policy.

**CARRIED**  
**5683/2016**

- 2.4.5. Global Board-President Policy  
**MOVED** by T. Pollock, **SECONDED** by S. Wilson that the Board of Governors has received and assessed the monitoring report for governance process policy GP, Global Board-President Policy, and finds that it demonstrates compliance with a reasonable interpretation of the policy.  
**CARRIED**  
**5684/2016**
- 2.4.6. BP 1 Unity of Control  
**MOVED** by T. Pollock, **SECONDED** by C. Dodd that the Board of Governors has received and assessed the monitoring report for governance process policy BP-1, Unity of Control, and finds that it demonstrates compliance with a reasonable interpretation of the policy.  
**CARRIED**  
**5685/2016**
- 2.4.7. BP 2 Accountability of the President  
**MOVED** by T. Pollock, **SECONDED** by N. Reiman that the Board of Governors has received and assessed the monitoring report for governance process policy BP-2, Accountability of the President, and finds that it demonstrates compliance with a reasonable interpretation of the policy.  
**CARRIED**  
**5686/2016**
- 2.4.8. BP 3 Delegation to the President  
**MOVED** by T. Pollock, **SECONDED** by C. Dodd that the Board of Governors has received and assessed the monitoring report for governance process policy BP-3, Delegation to the President, and finds that it demonstrates compliance with a reasonable interpretation of the policy.  
**CARRIED**  
**5687/2016**
- 2.4.9. GP 1 Governance Commitment  
**MOVED** by T. Pollock, **SECONDED** by D. Lamont that the Board of Governors has reviewed in depth at its annual Board Workshop, the content of GP-1, Governance Commitment, and approves the new GP-1, Governance Commitment.  
**CARRIED**  
**5688/2016**

2.5. Public Member Appointment

**MOVED** by D. Morris, **SECONDED** by S. Wilson, that the Board of Governors approve the recommendations for public Board member vacancies as reported in the Committee of the Whole.

**CARRIED**  
**5689/2016**

**3. CEO REPORT**

3.1. Issues of Enterprise Risk

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.

3.2. Recognition

D. Gnatiuk will provide the recognitions of staff for the Board's information through Boardvantage and in the GPRC Insider.

3.3. Other

The President reported that the Senior Leadership Team has finalized 20 policies recently utilizing the new feedback and approval process. There are still many to go, but the process has been very open and effective.

**4. SELF EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING**

Board members submitted their meeting evaluations using the Boardvantage system.

**5. ROUNDTABLE**

- Board members shared news and announcements including:
  - Board members acknowledged the contributions of Pat Coristine as a member of the Board. His insights were valuable and appreciated.
  - P. Coristine noted that he was very happy to have had the opportunity to sit on the Board of Governors, and that he was able to get to know the Board members.

**6. ADJOURNMENT**

The meeting adjourned at 4:00 p.m.

*SIGNED ORIGINAL ON FILE*

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Pete Merlo, Chair  
GPRC Board of Governors

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Maureen Clarke  
Secretary