



**Board of Governors
Public Meeting Minutes
May 25, 2017, 2:00 p.m.
FAC114, GPRC Fairview**

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

AGENDA ITEM

1. CALL TO ORDER

The Board Chair called the meeting to order at 2:10 p.m.

2. ADOPTION OF AGENDA

2.1. Adoption of May 25, 2017 Agenda

The Board Chair called for revisions to the May 25, 2017 agenda. The agenda was approved by general consent with the following amendments:

- 5.5 EL-9 Ethical Behaviour Removed from the Agenda
- 5.6 SA Board Observer, Renumbered as 5.5.

3. ADOPTION OF MINUTES

3.1. Adoption of April 20, 2017 Minutes

The Board Chair called for errors and omissions in the April 20 2017 Minutes. The Minutes of April 20, 2017 were approved by general consent.

4. REQUIRED APPROVALS AGENDA

MOVED by C. Fontaine, **SECONDED** by S. Roessler, that the Board of Governors adopt the Required Approvals Agenda containing the following Items:

- Comprehensive Institutional Plan 2017-2020

**CARRIED
5730/2017**

4.1. Comprehensive Institutional Plan 2017-2020

As required by the Post-Secondary Learning Act, the GPRC Board of Governors is required to annually prepare and approve a business plan that includes a budget in which consolidated operating expense does not exceed consolidated revenue. Therefore, the Board of Governors approves the 2017-2020 Comprehensive Institutional Plan including a three-year operating budget plan for submission to Alberta Advanced Education, with Fiscal Year 2017-2018 of the Comprehensive Institutional Plan being accepted as the operating budget, and a capital budget of \$4.2 million for Fiscal Year 2017-2018.

The Board recognized the great deal of time and energy that it takes to create this document and expressed its gratitude for the staff that compiled and completed the Plan.

5. GOVERNANCE® PROCESS ITEMS FOR DECISION

5.1. Compliance and Continuity Committee (CCC) Appointment

D. Morris reported that with the upcoming transition in Board members, and the ongoing work required by the CCC, it would be prudent to not delay appointment of the membership of the CCC.

MOVED by D. Morris, **SECONDED** by T. Pollock that the Board of Governors appoints Nan Bartlett, Jane Manning, Natalia Reiman, and Scott Roessler to the Board Compliance and Continuity Committee for terms to expire June 2019.

CARRIED
5731/2017

For continuity, D. Morris will remain as Chair on the Committee until the end of June. Previous Board members are thanked for their work on the CCC. This Committee can take on a lot of work on behalf of the Board. They did a great job.

5.2. EL-8 Investments

The Board of Governors has received options and implications for amendment to EL-8, Investments from the Compliance and Continuity Committee. The amendments proposed have no negative impact on the portfolio, increase investment options and opportunities for growth.

MOVED by D. Morris, **SECONDED** by N. Bartlett, that the Board of Governors has received options and implications for amendment to EL-8, Investments, from the Compliance and Continuity Committee and approves as amended.

CARRIED
5732/2017

5.3. GP-16 Handling Organizational Complaints

MOVED by N. Reiman, **SECONDED** by M. Moman, that the Board of Governors has received and assessed the monitoring report for GP-16, Handling Organizational Complaints, and finds that it demonstrates compliance with a reasonable interpretation of the policy.

CARRIED
5733/2017

5.4. GP-17 Handling of Apparent Policy Violations

MOVED by N. Reiman, **SECONDED** by M. Moman, that the Board of Governors has received and assessed the monitoring report for GP-17, Handling of Apparent Policy Violations, and finds that it demonstrates compliance with a reasonable interpretation of the policy.

CARRIED
5734/2017

5.5. Students' Association Board Observer Pilot Project

In the spirit of developing student leaders, the Board of Governors has agreed to an extension of the pilot project, proposed by the Students' Association (SA) that will permit the SA to designate one student from among its association to attend and observe the Board "Committee of the Whole" meetings.

MOVED by T. Pollock, **SECONDED** by M. Moman, that the Board of Governors extend for one year the pilot project allowing a student observer, as selected by the Students' Association, to attend the Board of Governors meetings. The Board of Governors reserves the right to exclude the observer from any portion of the Board's activities. There is no compensation, salary, or reimbursed expenses commensurate to this role of observer. The pilot project will be re-evaluated in May 2018.

CARRIED
5735/2017

The role of observer is a good experience for a student. GPRC has led the way in the province with this initiative for student involvement.

6. MONITORING BOARD PERFORMANCE

6.1. GP-1 Governance[®] Commitment

MOVED by C. Dodd, **SECONDED** by S. Roessler, that the Board of Governors has received and assessed the monitoring report for GP-1, Governance Commitment and finds it demonstrates compliance with a reasonable interpretation of the policy.

CARRIED
5736/2017

C. Dodd reminded Board members of the importance of monitoring their own behaviours. In addition, Board members should seek new opportunities to receive input from stakeholders.

6.2. GP-11 Special Rules of Order

MOVED by C. Dodd, **SECONDED** by D. Morris that the Board of Governors has received and assessed the monitoring report for GP-11, Special Rules of Order and finds it demonstrates compliance with a reasonable interpretation of the policy.

CARRIED
5737/2017

The Board Chair is commended for his skill in facilitating an appropriate style of Board meeting. A suitable level of formality has always been employed, with ample time for all Board members to voice their views.

7. MONITORING CEO PERFORMANCE

7.1. Executive Limitation 3, Financial Condition and Activities

N. Bartlett thanked the President and CEO, and the Director of Financial Services for the thorough third quarter financial report, in support of EL-3, Financial Condition and Activities.

MOVED by N. Bartlett, **SECONDED** by T. Pollock, that the Board of Governors accept the 2016-2017 third quarter financial report as received in the Committee of the Whole, as in compliance with the Executive Limitation on Financial Condition and Activities.

CARRIED
5738/2017

Abstained – D. Gnatiuk

8. SELF-EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING

Board members completed the evaluation forms for the May 25, 2017 meeting for review at the June 16, 2017 meeting.

9. 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:
 - Convocation attendance
 - Include the National Bee Diagnostic Centre in future tour/orientation activity
 - Farewell, appreciation and best wishes to Carla Dodd. This will be her final Board meeting.
 - CIGan Conference attendance
 - A pleasure to meet on campus in Fairview. Thank you to the staff in Fairview for making the Board welcome, and assisting in meeting arrangements.

10. ADJOURNMENT

The meeting adjourned at 2:30 p.m.

SIGNED ORIGINAL ON FILE

Pete Merlo, Chair
GPRC Board of Governors

SIGNED ORIGINAL ON FILE

Maureen Clarke
Secretary