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| Board Members: | Ms. Natalia Reiman, Chair | Ms. Pattie Pavlov |
| | Mr. Brent Cage | Mr. Gordon Pellerin |
| | Ms. Lindsey Comeau | Mr. Lorne Radbourne |
| | Ms. Mary Ann Eckstrom | Mr. Scott Roessler, Vice-Chair |
| | Mr. Don Gnatiuk, President and CEO | Ms. Amy Speedtsberg |
| | Dr. Connie Korpan | Mr. Lydell Torgerson |
| | Ms. Jane Manning, (Notice of Absence) | Mr. Ron Wiebe |
| Guests: | Dr. Tim Heath | Ms. Angela Logan |
| | Mr. Carmen Haakstad | Mr. Mark Evans |
| | Ms. Tanya Kinderwater | Ms. Valerie Day-Hawkins |

AGENDA ITEM

1. CALL TO ORDER

The Board Chair called the meeting to order at 10:08 a.m., introducing the guests in the room:

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| Tanya Kinderwater: | Support and Training with the Senior Executive Assistant |
| Valerie Day-Hawkins: | Reporting on behalf of the Director, Human Resources |

The Board respectfully acknowledges the homeland of the many diverse First Nations and Métis people whose ancestors have walked this land since time immemorial.

1.1. Declaration of Conflicts of Interest and / or Commitment

The Chair invited members to declare real, potential or perceived conflicts of interest related to the Board meeting Agenda. There were no conflicts of interest to declare.

2. ADOPTION OF AGENDA OF OCTOBER 24, 2019

The GPRC Board of Governors approved the October 24, 2019 agenda by general consent with the following additions:

- 5.5, Executive Limitation, Treatment of People
- 5.6, Supplementary Executive Retirement Plan

3. ADOPTION OF MINUTES, AUGUST 29, 2019

The GPRC Board of Governors approved the Minutes of August 29, 2019 by general consent.

4. REQUIRED APPROVALS AGENDA

4.1. GPRC Board of Governors / Alberta Union of Provincial Employees

President and CEO Don Gnatiuk introduced the agenda item, providing background to the employee groups that comprise the staff complement of GPRC. The Board received a summary of the process and considerations during the negotiations that lead to a resolution in negotiations between the GPRC Board of Governors and the Alberta Union of Provincial Employees (AUPE).

MOVED by Mary Ann Eckstrom, **SECONDED** by Lindsey Comeau, that the Board of Governors ratify the 2019-2021 Board of Governors / Alberta Union of Provincial Employees Collective Agreement effective July 1, 2017, and ending June 30, 2020.

**CARRIED
5857/2019**

The Board expressed its gratitude to the negotiating parties and thanks the AUPE for what was a respectful and professional negotiation process.

4.2. Banking Signing Authority

As with Board Executive Limitation EL-4, Asset Protection, the President shall not allow assets to be unprotected, inadequately maintained, or unnecessarily risked.

Compliance with financial institutions requires that each signing officer confirm that they have the power and authority to sign the Agreement on behalf of the Customer (GPRC) and to legally bind the customer.

Recent changes in the Director of Financial Services of Grande Prairie Regional College (GPRC) have resulted in a required update of records of signing authority with the Royal Bank of Canada (RBC) and Alberta Treasury Branch.

MOVED by Lorne Radbourne, **SECONDED** by Brent Cage, that the Board of Governors approve any two of the following to sign jointly on behalf of Grande Prairie Regional College (GPRC) on accounts held at Royal Bank of Canada (RBC).

- Chair, Board of Governors, Natalia Reiman
- President and CEO, Don Gnatiuk
- Vice-President Administration, Angela Logan

CARRIED
5858/2019

MOVED by Gordon Pellerin, **SECONDED** by Mary Ann Eckstrom, that the Board of Governors approve any two of the following to sign jointly on behalf of Grande Prairie Regional College (GPRC) on accounts held at Alberta Treasury Branch (ATB).

- Chair, Board of Governors, Natalia Reiman
- President and CEO, Don Gnatiuk
- Vice-President Administration, Angela Logan

CARRIED
5859/2019

4.3. Corporate Trading Signing Authority

As with Board Executive Limitation EL-4, Asset Protection, the President shall not allow assets to be unprotected, inadequately maintained, or unnecessarily risked.

The recent change in the Director of Financial Services of Grande Prairie Regional College (GPRC) has resulted in a required update of records of signing authority for the purposes of Trading and Signing.

MOVED by Lindsey Comeau, **SECONDED** by Scott Roessler, that the GPRC Board of Governors approve the following amendments to the Grande Prairie Regional College (GPRC) Corporate Trading Signing Authority.

- 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) 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 as 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
	Natalia Reiman

**CARRIED
5860/2019**

5. GOVERNANCE PROCESS ITEMS FOR DECISION

5.1. Influencer Briefing Note

The Board received the Influencer Briefing Note (previously MLA/Ministerial Briefing Note) and amended to prioritize the key messages for meetings with government officials. The Board will determine a priority list of three to five primary issues, and an ancillary list of all issues requiring the influence of government. The primary issues will be accompanied with a description that is intended as a take-away for further information

With a preamble stressing the importance of System Collaboration, the Board has set its priorities in the following order:

- Degree Granting and Formalized Status:
- Trades and Technology (CET)
- Health Programming
- Asset Trust
- Culinary Arts in Jasper

5.2. GPRC Board Member Committee Assignments 2019-2020

Vacancies have been created on the Board Committees as a result of Board Member changes, and members have expressed their interest in being appointed to specific committees. The Board also discussed potentially discontinuing the Board representative on the Alumni/Foundation Board of Directors, and impacts of this decision.

D. Gnatiuk will be meeting with the new Chair of the Alumni/Foundation Board next week and will advise of the Boards decision to not appoint a Board member at this time.

MOVED by Ron Wiebe, **SECONDED** by Scott Roessler, that the Board of Governors approves the following updates to its Board member assignments for 2019-2020:

Audit Committee:

Lydell Torgerson appointed as Member to June 2021

Committee on Compliance and Continuity:

Lorne Radbourne appointed as Chair to June 2021.

Mary Ann Eckstrom appointed as Member to June 2021.

Board Development Committee:

Pattie Pavlov appointed as Chair to June 2021.

Brent Cage appointed as Member to June 2021.

CARRIED
5861/2019

5.3. President and CEO ENDS and Executive Limitation Annual Review

President and CEO Don Gnatiuk provided a summary of monitoring reports provided over the past 14 months, and the Board's decision regarding whether or not the President and CEO interpretations were reasonable and that adequate evidence of compliance was provided. The report indicated that the reports on Ends and Executive Limitations were not deficient in their interpretation or evidence. Nor did they show non-compliance.

MOVED by Scott Roessler, **SECONDED** by Lorne Radbourne, that the Board of Governors has acknowledged receipt of the annual ENDS and Executive Limitation Annual Review and are satisfied that it is an accurate representation of the performance of the CEO since July 2018.

CARRIED
5862/2019

ABSTAINED: L. Torgerson, D. Gnatiuk, L. Comeau, B. Cage, A. Speedtsberg, R. Wiebe
Excepting D. Gnatiuk, the Board members listed abstained due to not being on the Board at the time of the reporting.

The timing of the annual review of the CEO Monitoring Reports will occur at the meeting preceding the Annual Board Workshop.

5.4. Board Meeting Schedule 2019-2020

The Board discussed amending the date of the December Board meeting, as well as the date of the December Board social. The Board agreed to move the date of the December meeting to Friday, December 13. The social will be rescheduled to a date in the New Year.

5.5. Executive Limitation 1, Treatment of People, Proposed Amendment

The President and CEO presented a proposed amendment to the Executive Limitation, Treatment of People, to address the order imposed by the Ministry requiring institutions to include a statement for Freedom of Expression within its policies. Compliance is required by November 15, 2019. The suggestion aligns with Ministry requirements and the statements made by other Colleges. The amendment will prompt the development of an administrative policy that will be reviewed by the organization through the internal feedback system.

MOVED by Mary Ann Eckstrom, **SECONDED** by Lydell Torgerson, that the GPRC Board of Governors approve the following amendment to Executive Limitation 1, Treatment of People.

Add: 3.2 Be without a written Freedom of Expression Policy

CARRIED
5863/2019

D. Gnatiuk thanked Dr. Heath and Ms. Chamberlain for their work to meet the tight timeline to comply with the directive from the Ministry.

A submission of the revised Board policy and the administrative policy will be submitted by the Board Chair. The Board has requested that the submission be placed onto Boardvantage to be accessible.

5.6 Supplementary Executive Retirement Plan

The Board has learned of a necessary amendment to the Supplementary Executive Retirement Plan (SERP) to clarify interpretation ensuring eligibility by the President and CEO. A significant amendment is not required, and it will be resubmitted to the Government once amended.

MOVED by L. Torgerson, **SECONDED** by B. Cage that the Board of Governors of Grande Prairie Regional College (the Board) amends the Supplementary Executive Retirement Plan for institution executives, dated February 14, 2013, as follows:

3. ELIGIBILITY AND SERVICE

Eligibility

3.01 Subject to Subsection 3.02, individuals eligible to participate in the SERP are:

- (a) Employees,
- (b) ~~in a Vice-President or President/CEO~~ position on a permanent basis,
- (c) **President/CEO**
- (d) accruing LAPP Service, and
- (e) designated by the Employer as eligible to participate in the SERP.

3.02 Individuals not eligible to participate in the SERP are:

- (a) non-permanent Employees [excepting 3.01(C)]

CARRIED
5864/2019

6. FOR FUTURE DECISION-MAKING

6.1. Board Development Committee

M. Eckstrom reported on the Board Development Committee meeting of October 18, 2019. The final schedule for the Board Workshop, November 19-21, was reviewed.

Bridget Hennigar has been appointed to the Board of Governors effective December 13, 2019, and has confirmed her attendance at the Board Workshop.

Board members are asked to make connections where possible to invite Government Officials to the annual reception on the afternoon/evening of November 19th.

The Board Chair informed Board members of the Annual Field Law Post-Secondary Summit, being held in Calgary on November 28, 2019. The Board Chair and Pattie Pavlov will be in attendance and welcomes expressions of interest from other members that may want to take in this development opportunity.

6.2. Ownership Linkage, October 29, 2019

October 29, 2019 is the date of the first ownership linkage meeting, since the annual plan was developed. Attending will be N. Reiman, D. Gnatiuk and L. Radbourne. M. Clarke and T. Kinderwater will provide support.

As a refresher, the three-year ownership linkage plan will be shared on the next Board agenda.

The data collected from owners is sent to the Governance™ Coach, and used in the process of Ends review. Feedback regarding the format used during this linkage, and the presentation format of data collected, will be sought at the next Board meeting.

6.3. First Quarter Financial Report

D. Gnatiuk introduced Vice-President Administration Angela Logan, to present the First Quarter Financial Report to the Board of Governors.

The Board received a brief overview of accounting standards, followed by a status report of expenditures to date and year-end forecast.

The Board of Governors receives this report as information for future decision-making, and in compliance with EL3, Financial Condition and Activities, and the requirement for quarterly reporting.

6.4. Board of Governors Award of Distinction

C. Haakstad provided an overview of the awards that are distributed at the annual Presidents Awards Luncheon. Of those awards is the Board of Governors Award of Distinction, recognizing an individual or group in the community that has made exceptional contributions to our community and the advancement of higher education.

Board members are encouraged to make nominates for this award.

By general consent, the Board of Governors moved to an in-camera session.

6.5. President and CEO Recruitment

Discussion occurred in-camera

6.6. Legal / Land / Labour

Discussion occurred in-camera

By general consent, the Board of Governors reverted to regular session.

6.7. 2018-2019 Annual Report Update

The GPRC 2018-2019 Annual Report is being written in conjunction with Advanced Education and the Auditor General. It is required to be submitted by the end of December, annually. The Board will receive the Annual Report for review and approval at the December Board meeting.

6.8. CEO Report of Issues on Enterprise Risk

The President and CEO updated the Board on Issues of Enterprise Risk.

6.9. Self-Evaluation of Governance Process at Last Meeting

The Board reviewed the responses from the August 29, 2019 Board meeting evaluation and determined that there are no actions required as a result of this self-evaluation.

7. NICE TO KNOW INFORMATION

7.1. Board Chair Report

Board Chair N. Reiman presented her report on activity since the last Board meeting, as information for the Board.

7.2. CEO Report of Incidental Information

The President and CEO reported on the following items for the information of the Board:

- Parking Fee Increase
- Infrastructure and Alberta Health Services discussions regarding College Land.

7.3. Alumni/Foundation Board of Directors Meeting Report

M. Eckstrom reported on the last meeting of the Alumni/Foundation Board of Directors.

C. Haakstad reported on the Vital campaign, and its official wrap-up on December 4, 2019. After 40 years of fund raising and friend raising in Grande Prairie and surrounding community, C. Haakstad will be retiring from the College. His last day will be December 6.

7.4. Institution Organizational Structure (Education)

President and CEO Don Gnatiuk presented to the Board an overview of the GPRC Institutional Structure, the current collaborations, opportunities for program growth, efficiencies, and potential disruptions.

8. ROUND TABLE

Board Members reported on the activity of the Jasper Culinary Council. At its meeting on November 4, the Council will be signing the Memorandum of Understanding between GPRC and Jasper Park Chamber of Commerce.

Appreciation is extended to Carmen Haakstad for a successful President's Ball.

8.1. Self-Evaluation of Governance Process at This Meeting

Board members are asked to complete the meeting survey through Boardvantage. This tool is part of the ongoing growth and development of the Board.

9. ADJOURNMENT

The meeting adjourned at 3:09 p.m.


Natalia Reiman, Chair
GPRC Board of Governors


Maureen Clarke
Secretary