



**Board of Governors
Public Meeting Minutes
October 25, 2017, 2:00 p.m.
E211, GPRC Grande Prairie**

- 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
Ms. Eunice Friesen
- Guests:** Mr. Mark Evans
Ms. Lindsey Comeau
- Mr. Rick Curran

AGENDA ITEM

1. CALL TO ORDER

The Board Chair called the meeting to order at 2:00 p.m.

2. ADOPTION OF AGENDA

2.1. Adoption of October 25, 2017 Agenda

The Board Chair called for revisions to the October 25, 2017 agenda. The agenda was approved by general consent.

3. ADOPTION OF MINUTES

3.1. Adoption of September 21, 2017 Minutes

The Board Chair called for errors and omissions in the September 21, 2017 Minutes. The Minutes of September 21, 2017 were approved by general consent.

4. REQUIRED APPROVALS AGENDA

4.1. Academic Council

As required by the Post-Secondary Learning Act, the GPRC Academic Council composition includes nine members appointed by the Board of Governors. Of these:

- 4 are senior officials,
- 2 are public members
- 2 represent the Employees' Association (EA)
- 1 represents the Alberta Union of Provincial Employees (AUPE)

MOVED by Mary Ann Eckstrom, **SECONDED** by Chantal Fontaine, that the Board of Governors adopt the Required Approvals Agenda containing the following items:

- Appoint Sandra Impey as public member to Academic Council for a two-year term ending May 31, 2019.
- Accept the Students' Association Audited Financial Statements for 2016-2017.

**CARRIED
5756/2017**

Prior to the motion, B. Badiuk sought advice as to any perceived conflict of interest in his role as SA President. The Board agreed that there was not a concern in this regard.

5. GOVERNANCE™ PROCESS ITEMS FOR DECISION

5.1. EL-3 Financial Condition and Activities

After reviewing the options and implications as presented by the Compliance and Continuity Committee, the Board of Governors has proposed edits to the Executive Limitation, Financial Condition and Activities, to remove the term 'fail' from the Limitation.

MOVED by Mary Ann Eckstrom, **SECONDED** by Chantal Fontaine, the Board of Governors approves the following amendments to Executive Limitation Policy EL-3, Financial Condition and Activities:

3. *Fail Neglect to aggressively pursue receivables after a reasonable grace period.*
4. *Fail Neglect to settle payroll and debts in a timely manner.*

CARRIED
5757/2017

5.2. EL-7 Communication and Support to the Board

After reviewing the options and implications as presented by the Compliance and Continuity Committee, the Board of Governors has proposed edits to the Executive Limitation, Communication and Support to the Board.

MOVED by Gordon Pellerin, **SECONDED** by Scott Roessler, the Board of Governors approves the following amendments to Executive Limitation Policy EL-7, Communication and Support to the Board: (amended policy attached)

CARRIED
5758/2017

5.3. Mandate and Roles Document

The GPRC Roles and Mandate document is developed and approved collaboratively with the Minister of Advanced Education. As part of a regular schedule to update and renew the document, Minister Schmidt has requested that the document be updated by the end of December 2017.

The Compliance and Continuity Committee has reviewed the Mandate and Roles Document and presented options for amendment to the Board of Governors.

MOVED by Nan Bartlett, **SECONDED** by Blaine Badiuk, that the GPRC Board of Governors approve the amendments to the Mandate and Roles Document for submission to the Minister of Advanced Education.

CARRIED
5759/2017

6. MONITORING CEO PERFORMANCE

6.1. Executive Limitation 1, Treatment of People

The Board of Governors received and reviewed the report of the President in regards to the Executive Limitation, Asset Protection (EL-4) and verifies it as reasonable, sound and factual.

MOVED by Nan Bartlett, **SECONDED** by Mary Ann Eckstrom, that the Board of Governors has read the CEO Monitoring Report on the Executive Limitation, Asset Protection (EL-4) and has assessed that the interpretation is reasonable, and that the evidence sufficiently demonstrates compliance with the interpretation.

CARRIED
5760/2017

6.2. Executive Limitation 3, Financial Condition and Activities First Quarter Report

The Board of Governors received from the President, the first quarter report of 2017-2018 Financial Condition and Activities.

MOVED by Chantal Fontaine, **SECONDED** by Nan Bartlett, that the GPRC 2017-2018 Financial Condition and Activities First Quarter Report, as presented to the Board of Governors in the Committee of the Whole, sufficiently demonstrates compliance with the reporting requirements of Board-President Relationship Policy, Monitoring President's Performance.

CARRIED
5761/2017

7. SELF-EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING

Board members completed the evaluation forms for the October 25, 2017 meeting for review at the December 7, 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.

- For the Blanket Exercise at the December 7 meeting, the Board may be joined by other guests that wish to attend.

9. ADJOURNMENT

The meeting adjourned at 2:15 p.m.

SIGNED ORIGINAL ON FILE

Natalia Reiman, Chair
GPRC Board of Governors

SIGNED ORIGINAL ON FILE

Maureen Clarke
Secretary