



- In Attendance:** Mr. Pete Merlo, Chair  
Mr. Don Gnatiuk, President and CEO  
Ms. Carla Basarab  
Ms. Jackie Clayton
- Mr. Pat Coristine  
Mr. Drew Lamont  
Ms. Anita Luck
- Notice of Absence:** Mr. Stewart Wilson, Vice-Chair  
Mr. Doug Morris  
Mr. Tab Pollock
- Mr. Bryan Gouthro  
Mr. Thomas Petersen  
Ms. Natalia Reiman
- Guests:** Chris Eaken

NO.	AGENDA ITEM
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**1. CONSENT AGENDA**

1.1 ADOPTION OF OCTOBER 2, 2014 AGENDA

The Board Chair called for revisions to the October 2, 2014 Agenda. The Agenda was approved by consensus.

1.2 ADOPTION OF SEPTEMBER 9, 2014 MINUTES

The Chair called for errors or omissions to the September 9, 2014 Minutes. The Minutes of September 9, 2014 were approved by consensus.

**2. GOVERNANCE**

2.1 BOARD OF GOVERNORS MANDATE AND ROLES DOCUMENT

The Mandate and Roles Document for the Board of Governors has been developed collaboratively between the Minister of Innovation and Advanced Education and the Board to reflect a common understanding of respective roles and responsibilities.

There were minor editorials to the document which were approved by the Board. It will be signed off by the new Board Chair Pete Merlo and the new Minister of Innovation and Advanced Education Don Scott.

**MOVED** by D. Lamont, seconded by P. Coristine, that the Mandate and Roles Document be approved as presented.

**CARRIED  
5598/2014**

2.2 BOARD COMMITTEE ASSIGNMENTS

Agenda item deferred to October 23, 2014 meeting.

2.3 Executive Limitation 3, Financial Condition and Activities

President D. Gnatiuk submitted the report on Executive Limitation 3, Financial Condition and Activities. Enhancing this report is the recently received no recommendation 2013-2014 GPRC Audited Financial Statements. This achievement indicates the high standards of the College and the Financial Services Department.

**MOVED** by A. Luck, seconded by P. Coristine, that the Board of Governors has read the CEO monitoring report on EL3, Financial Condition and Activities, and has assessed that the interpretation is reasonable, and that the evidence sufficiently demonstrates compliance with the interpretation.

**CARRIED**

**5599/2014**

**ABSTENTION: D. Gnatiuk**

2.4 GPRC Banking Resolution

Recent changes in the leadership of Grande Prairie Regional College has resulted in a required update of records in signing authority with the Royal Bank. The document will require updating again when the Vice-President Administration search is complete.

**MOVED** by P. Coristine, seconded by J. Clayton, that the Board of Governors approves any two of the following as authorized to sign jointly on behalf of Grande Prairie Regional College:

- Chair Board of Governors Peter Merlo
- President and CEO Don Gnatiuk
- Director of Financial Services Angela Logan

**CARRIED**

**5600/2014**

2.5 GPRC Corporate Trading Resolution

Recent changes in the leadership of Grande Prairie Regional College has resulted in a required update to the approval of trading officers and signing officers for RBC Dominion Securities investment accounts.

**MOVED** by D. Lamont, seconded by C. Basarab, that the Board of Governors approve the following amendments to the Grande Prairie Regional College Corporate Trading Signing Authority.

The Board of Governors has received a request to approve trading officers and signing officers for RBC Dominion Securities investment accounts and having reviewed the request do hereby resolve that subject to the attached GPRC Investment Policy:

1. The Corporation establish and maintain with RBC Dominion Securities Inc. and/or any of its affiliated companies ("RBC DS") one or more accounts to deal in securities.
2. Account dealings may be on a cash settlement or margin basis and may include short sales or uncovered writings.
3. TRADING OFFICERS. Any one of the following officers, (the "Trading Officers"):
  - Director, Financial Services, Angela Logan
  - President and CEO, Don Gnatiuk
  - ~~Vice President Administration, Laurie Sutherland~~

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, on behalf of and in the name of the Corporation, provided that, for greater certainty, any person who is designated as a Trading Officer, unless also designated as a Signing Officer, shall not be authorized to give instructions in respect of matters referred to in 4 below.

4. SIGNING OFFICERS. Any two of the following officers, (the "Signing Officers"):
  - Board of Governors Chair, Peter Merlo
  - President and CEO, Don Gnatiuk
  - ~~Vice President Administration, Laurie Sutherland~~
  - Director of Financial Services, Angela Logan

are hereby authorized to:

- a) execute and deliver for, on behalf of and in the name of the Corporation any and all agreements, consents, letters of instruction or other documents required by RBC DS for the establishment, reclassification or operation of any account;
  - b) withdraw for, on behalf of and in the name of the Corporation from any of its accounts any monies or securities contained in such accounts.
5. The Secretary of the Corporation is hereby directed to notify RBC DS in writing of the persons who hold the offices designated in paragraph 3 and 4 and to provide RBC DS with a specimen of their signatures, and the Secretary or any Signing Officers be and are hereby authorized from time to time to advise RBC DS of the persons who at such time hold such offices.
  6. RBC DS shall be entitled to act and rely upon the actions, orders and trading instructions of the Trading Officers and the Signing Officers taken or given in accordance with these resolutions without making or continuing any investigations or inquiries into the

propriety of such actions, orders and instructions.

7. The foregoing resolutions shall remain in full force and effect until amended or cancelled and notice of such amendment or cancellation has been given in writing to the Manager of RBC DS's Compliance Department.
8. And further that, the Royal Bank be asked to confirm this motion in writing.

**CARRIED**  
**5601/2014**

### **3. CEO REPORT**

#### **3.1 ISSUES OF ENTERPRISE RISK**

The Board received the report on issues of enterprise risk from the President for information during the Committee of the Whole.

Items for discussion included:

- an update on the Vice-President Administration recruitment search, which is hoped to be completed by end of 2014.
- implementation of a Business Trust is being researched for proposal to the Board of Governors.

#### **3.2 RECOGNITION**

President Gnatiuk read the recognitions of College staff and faculty. This information is also available in the GPRC Insider newsletter.

#### **3.3 OTHER**

Meetings are being arranged with Mr. George Jacob, Curator of the Philip J. Currie Dinosaur Museum in an effort to create a long term relationship with GPRC and grow the potential curriculum and education component of the museum.

The Colleges and Institutes of Canada (Cican) annual Conference in Winnipeg in May is shaping up to have some attractive and quality sessions.

### **4.0 SELF EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING**

Board members were asked to complete their self-evaluation forms and submit to the Board Secretary. Results will be discussed at the October 23, 2014 meeting.

### **5.0 ROUNDTABLE**

Board members appreciated the opportunity to visit, tour and meet at Fairview Campus. Meetings with the local political sectors indicated a very positive outlook for the future of GPRC Fairview Campus. There is a commitment to work together to promote GPRC. GPRC is recognized as a supportive resource to the Fairview community.

Board member appreciated the report and update on programming in Fairview and GPRC stewardship regions by Chris Laue, Dean of Trades, Agriculture and Environment.

**6.0 ADJOURNMENT**

The meeting adjourned at 3:34 p.m.

A handwritten signature in black ink, appearing to read 'Pete Merlo', written over a horizontal line.

Pete Merlo, Chair  
GPRC Board of Governors

A handwritten signature in black ink, appearing to read 'Maureen Clarke', written over a horizontal line.

Maureen Clarke, Secretary