



REGULAR MEETING OF THE BOARD OF GOVERNORS OF GRANDE PRAIRIE REGIONAL COLLEGE

JUNE 18, 2012, 3:00 P.M.

GPRC Grande Prairie Board Room, E211

Board Members:	Mr. Vince Vavrek, Chair	Mr. Drew Lamont
	Mr. Pete Merlo, Vice-Chair	Ms. Anita Luck
	Ms. Jenna Backer	Mr. Doug Morris
	Ms. Jackie Clayton	Mr. Tab Pollock
	Mr. Don Gnatiuk	Mr. Bob Shmyruk
	Mr. Bryan Gouthro, notice of absence	Mr. Stewart Wilson
	Ms. Debra Gustavson	
Guests:	Marg McCuaig-Boyd	Carmen Haakstad
	Lynne Ness	Laurie Sutherland

CONSENT AGENDA

Call To Order

The public session of the June 18, 2012 Board of Governors meeting was called to order at 3:05 p.m.

Adoption of Agenda

The Board Chair called for amendments to the Agenda of June 18, 2012. The Board of Governors approved the Agenda of June 18, 2012.

The Chair welcomed the newest Board member, Mr. Bob Shmyruk and congratulated Jenna Backer on her re-appointment for a second one-year term.

Adoption of the Minutes of May 17, 2012

The Board Chair called for errors or omissions to the Minutes of May 17, 2012. The Minutes of May 17, 2012 are approved by consensus.

GOVERNANCE

Banking Resolution

Due to a recent change in administration at GPRC, the Royal Bank requires that the signing authority records be updated.



MOVED by Pete Merlo , **seconded** by Debra. Gustavson, that the GPRC Board of Governors approve any two of the following as authorized to sign jointly on behalf of the Board of Governors:

- Chair Board of Governors Vincent Vavrek
- President and CEO Don Gnatiuk
- Vice-President Administration Laurie Sutherland
- Director of Financial Services Angela Logan

**CARRIED
5504/2012**

Corporate Trading Resolution

Recent changes in administration at GPRC require an update to the approval of trading officers and signing officers for RBC Dominion Securities investment accounts.

MOVED by Drew Lamont , **seconded** by Stewart Wilson that the GPRC Board of Governors approve the following amendments to the 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**
 - *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, Vincent Vavrek*
 - *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
5505/2012**

2012-2013 Board Committee Roster

The Board reviewed the composition of the Board Committee Roster. The Audit Committee does not require any revisions. The Compliance and Continuity Committee (CCC) will be amended to not restrict the number of Board members on the Committee. A. Luck and P. Merlo have expressed their interest in another term on the CCC. D. Morris has also expressed interest in being placed on the CCC.

MOVED by Pete Merlo, **seconded** by Tab Pollock, that the Board of Governors approve the 2012-2013 Board Committee Roster as presented with the following amendments:

- Anita Luck and Pete Merlo are reappointed as members of the Compliance and Continuity Committee for a two-year term.
- Doug Morris is added as a member of the Compliance and Continuity Committee for a two-year term.

**CARRIED
5506/2012**



MOVED by Pete Merlo, **seconded** by Jackie Clayton, that the Board of Governors amend Governance Policy 9.2 to indicate that the composition of the Compliance and Continuity Committee will be a minimum of three.

CARRIED
5507/2012

2012-2013 Board Meeting Schedule

The Board reviewed its meeting schedule for the 2012-2013 academic year, specifically August, 2012 to December 1013.

M. Clarke will issue meeting planners for the dates of meetings, events, and conferences including May 31 to June 4, 2013 for the ACCC Conference in Penticton.

M. Clarke will send out a poll to determine best dates for the October, 2013 Board Retreat.

CEO Report

The President reported on the recognitions of staff and community.

Issues of Enterprise Risk

The Board of Governors received the report on issues of enterprise risk from the President in the Committee of the Whole for consideration and information.

Self-Evaluation of Governance Process

Board members received the Board meeting self-evaluation form. Members were asked to complete and submit the form. Results will be discussed at the August meeting.

Roundtable

- Board members welcomed B. Shmyruk to the Board of Governors, and congratulated J. Backer on her reappointment.
- Board members expressed their appreciation for Wendy McMillan and her many contributions during her four years on the Board of Governors.

Adjournment

The public meeting adjourned 3:40 p.m.

A handwritten signature in black ink, appearing to read "V. Vavrek", written over a horizontal line.

Vincent C. Vavrek, Chair

A handwritten signature in blue ink, appearing to read "M. Clarke", written over a horizontal line.

Maureen Clarke, Secretary