

<b>Board Members:</b>	Ms. Bridget Hennigar, Chair Mr. Roy Bjorklund Mr. Brent Cage Ms. Amber Cardinal Ms. Mary Ann Eckstrom Dr. Connie Korpan	Dr. Robert Murray, President and CEO Ms. Pattie Pavlov Mr. Lorne Radbourne Ms. Amy Speedtsberg Mr. Lydell Torgerson Mr. Ron Wiebe
<b>Guests:</b>	Ms. Angela Logan Ms. Cherene Griffiths	Dr. John Rigby Ms. Sivagowry Lewis

## AGENDA ITEM

### 1. INTRODUCTION AND BOARD CHAIR COMMENTS

The President and CEO welcomed the Board to the new academic year and presented to Board Chair Bridget Hennigar a GPRC Board gavel and block recognizing her first official meeting as Chair of the Board of Governors.

### 2. CALL TO ORDER

The Board Chair called the meeting to order at 9:00 am, welcoming all Board members and reminding them that their engagement in the Board meeting is a critical part of good governance and an effective Board.

The Board respectfully acknowledges the homeland of the many diverse First Nations and Métis people whose ancestors have walked this land since time immemorial. We are grateful to work, live, and learn on the traditional territory of Treaty 8.

### 3. 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. No conflicts of interest were declared at this time.

### 4. ADOPTION OF AGENDA, AUGUST 27, 2020

The GPRC Board of Governors approved the August 27, 2020 agenda by general consent.

### 5. ADOPTION OF BOARD MINUTES

The Board of Governors approved by general consent, the Minutes of:

- Board Meeting, May 12, 2020
- Special Board Meeting, June 25, 2020
- Special Board Meeting, August 10, 2020

The attendance roster of May 12, 2020 was amended to include Board Member Pattie Pavlov.

### 6. REQUESTED APPROVALS AGENDA

#### 6.1. GPRC 2019-2020 DRAFT AUDITED CONSOLIDATED FINANCIAL STATEMENTS, REPORT OF THE AUDITOR GENERAL YEAR ENDING JUNE 30, 2020 (DRAFT)

In compliance with Board governance policy EL-4, Asset Protection, the President shall not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. To that end, the President presented the Board with the 2019-2020 Consolidated Audited Financial Statements with an internally restricted surplus totalling \$969,051, and an Alumni/Foundation internally restricted surplus of \$539,744 to the end of June 2020.

The President expressed his appreciation to the Vice-President, Finance and Administration for her leadership in completing an on-line, successful year-end financial audit.

The Board Audit Committee, Chaired by L. Torgerson, held an Exit Conference with the Auditor General's Office representatives on August 26, 2020 and reviewed the Auditor's report. The report contains no formal recommendations. It contains observations for improvement which management has committed to address over the coming year. The Audit Committee is satisfied with the financial statements, with one amendment to note #19.

The Board commended the President, and Vice-President Finance and Administration and team, for a successful audit and for their strong positive relationship with the Office of the Auditor General.

**MOVED** by Lydell Torgerson, **SECONDED** by Pattie Pavlov, that the 2019-2020 Grande Prairie Regional College Audited Consolidated Financial Statements, including the internally restricted surplus, be approved.

**CARRIED**  
**5907/2020**

## 6.2. ACADEMIC COUNCIL APPOINTMENTS

In accordance with the Post-Secondary Learning Act, the GPRC Board of Governors appoints representation from AUPE to the Academic Council.

**MOVED** by Connie Korpan, **SECONDED** by Mary Ann Eckstrom, that the Board of Governors approve the appointment of Ms. Lynette Tye as the AUPE alternate member to Academic Council for a one-year term effective September 1, 2020.

**CARRIED**  
**5908/2020**

## 7. GOVERNANCE PROCESS ITEMS FOR DECISION

### 7.1. GPRC BOARD MEMBER ASSIGNMENTS, 2020-2021

The Board Chair provided an update on the public Board member appointment process. Currently there is one public member vacancy.

The Committee on Compliance and Continuity (CCC) Terms of Reference indicates that it requires a minimum of three public members. There is a vacancy for at least one public member at this time.

**MOVED** by Lorne Radbourne, **SECONDED** by Roy Bjorklund, that the Board of Governors approves the appointment of Lydell Torgerson to the Compliance and Continuity Committee for a two year term ending August 30, 2022.

**CARRIED**  
**5909-2020**

### 7.2. BOARD ANNUAL PLANNING CYCLE

The Board reviewed an updated Board of Governors' Annual Planning Cycle.

**MOVED** by Lorne Radbourne, **SECONDED** by Lydell Torgerson, that the Board approve the Board of Governors' Annual Planning Cycle with ongoing assignment of responsibilities for review of policy.

**CARRIED**  
**5910/2020**

**7.3. GP-10 BOARD PLANNING CYCLE AND AGENDA CONTROL REVIEW FOR CONTENT**

L. Radbourne reported on the suggestions from the Board Committee on Compliance and Continuity (CCC) to revise the Board Planning Cycle and Agenda Control governance policy.

**MOVED** by Mary Ann Eckstrom, **SECONDED** by Amy Speedtsberg, that the Board of Governors has received options and implications for policy amendment from the Compliance and Continuity Committee, and approves the amendments to governance policy GP-10, Board Planning Cycle and Agenda Control, as follows:

Header: Remove the registered symbol following 'governance'.

Paragraph 3: replace 'Required' with 'Requested'.

Paragraph 3: ...the Board will ~~not~~ *limit discussion* on the item prior to approval.

**CARRIED**  
**5911/2020**

**8. MONITORING BOARD PERFORMANCE**

**8.1. GP-9.1, AUDIT COMMITTEE TERMS OF REFERENCE REVIEW FOR COMPLIANCE**

L. Torgerson reported on the Audit Committee Terms of Reference, and the Board's compliance with these Terms of Reference. Based on recent experience and interpretation and activities, L. Torgerson's assessment is that the Board has been compliant with the Audit Committee Terms of Reference. One area of note is that the Board is in the process of aligning its appointments to the Committee to maintain staggered appointments for continuity, as in 4.2.

**MOVED** by Lydell Torgerson, **SECONDED** by Mary Ann Eckstrom, that the Board of Governors has verbally assessed its compliance with GP-9.2 Audit Committee Terms of Reference, and agrees that the Board of Governors acts consistently and demonstrates compliance with a reasonable interpretation of the policy.

**CARRIED**  
**5912/2020**

**8.2. BP-3, BOARD/PRESIDENT RELATIONSHIP POLICY, DELEGATION TO THE PRESIDENT**

L. Radbourne reported on behalf of the CCC and its review of the Board/President Relationship Policy, Delegation to the President. Overall, the Board has been compliant with the intent of this policy. The Board reaffirmed its commitment to the governance policy model in November and while there has been a gap in the review of governance policies, and the receipt of monitoring reports on Ends and Executive Limitations, there is a new schedule in place and a renewed diligence for compliance.

**MOVED** by Lorne Radbourne, **SECONDED** by Lydell Torgerson, that the Board of Governors has verbally assessed its compliance with BP-3, Board/President Relationship Policy, Delegation to the President, and agrees that the Board of Governors acts consistently and demonstrates compliance with a reasonable interpretation of the policy.

**CARRIED**  
**5913/2020**

**9. FOR FUTURE DECISION-MAKING**

**MOVED** by Mary Ann Eckstrom, **SECONDED** by Pattie Pavlov, that the Board of Governors moved to an in camera session at 9:33 am.

**CARRIED**  
**5914/2020**

**9.1. LEGAL/LAND/LABOUR**

Discussion in camera.

9:49 am: Connie Korpan exited the meeting due to conflict of interest.

10:05 am: Connie Korpan returned to the in camera session of the Board.

**9.2. CEO REPORT OF ISSUES OF ENTERPRISE RISK**

Discussion in camera.

**MOVED** by Lorne Radbourne, **SECONDED** by Pattie Pavlov, that the Board of Governors revert to regular session at 11:20 am.

**CARRIED**  
**5915/2020**

**9.3. BOARD CHAIR REPORT**

The Board Chair reported on activity since her appointment date of July 12.

- Attended, upon invitation, a meeting of the Senior Leadership Team, where she observed the positive energy of the Team.
- Conversations and meetings with MLA Tracy Allard and Minister Travis Toews.
- Planning future visits to both the National Bee Diagnostic Centre and Fairview Campus.

**9.4. COMPLIANCE AND CONTINUITY COMMITTEE REPORT**

L. Radbourne reported on the CCC meeting discussion:

- Executive Limitation, EL-7, Investments, and requested that the President and Vice-President Finance and Administration report on their response to the questions raised regarding EL-7. Given the clarification, there is no amendment required to EL-7 at this time. It was noted that in regards to inflation-proofing GPRC investments, internal investment policies are currently under review, and adding a statement on inflation-proofing is being considered.
- The Board Self-Evaluation Survey that is completed at the end of each Board meeting was discussed in terms of its value and usefulness. The President and Manager of Governance and Policy have committed to bring forward a new survey template which will better engage Board members in the evaluation process.
- The Policy Governance Trademark symbol will be removed as the policies are reviewed and updated.
- The Government has requested an updated skills sets matrix for submission by the end of October. Board members will receive the template for completion and definitions for guidance.
- The Board agreed to delay next steps on ownership linkage and review of Ends until the completion of the system review.

**9.5. AUDIT COMMITTEE REPORT**

L. Torgerson reported on behalf of the Board Audit Committee. In addition to the report on the meeting with the representatives of the Office of the Auditor General, and compliance with the Audit Committee Terms of Reference, there was discussion on the Audit Committee Terms of Reference content. Suggested changes will be brought forward in a future report prior to sending to CCC.

**9.6. GOVERNANCE AND STRATEGIC DIRECTION COMMITTEE REPORT**

The Board Chair and President provided a report on the Alberta 2030 System Review in camera. As it relates to the Board's governance model, further discussion regarding the Board's investment in good governance practices will occur following completion of the system review.

**10. ROUND TABLE**

The Board members shared their views on the possible direction of the System Review, and congratulated the President and CEO for his appointment to the Guiding Coalition. They also recognized the pace by which the Executive has been moving to keep ahead of everything that is occurring now provincially and globally.

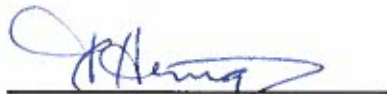
Board members were reminded that they are welcome to attend and observe all Board Committee meetings.

**10.1 SELF-EVALUATION OF BOARD MEETING**

The Board Chair reinforced the importance of Board members completing the self-evaluation following each meeting. Board comments will ensure an engaged and diligent Board.

**11. ADJOURNMENT**

The meeting adjourned at 11:50 pm.

A handwritten signature in blue ink, appearing to read 'B. Hennigar', written over a horizontal line.

Bridget Hennigar, Chair  
GPRC Board of Governors

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

Maureen Clarke  
Secretary