

<b>Board Members:</b>	Ms. Bridget Hennigar, Chair Mr. Roy Bjorklund Mr. Brent Cage Ms. Amber Cardinal Dr. Connie Korpan Ms. Shawna Miller, notice of absence Dr. Robert Murray, President and CEO	Ms. Pattie Pavlov, notice of absence Mr. Lorne Radbourne Mr. Kevin Szakacs Ms. Amy Speedtsberg Mr. Lydell Torgerson Ms. Michelle Wallace Mr. Ron Wiebe
<b>Guests:</b>	Ms. Angela Logan Ms. Cherene Griffiths Ms. Maureen Clarke	Dr. John Rigby Ms. Sivagowry Lewis

## AGENDA ITEM

### 1. CALL TO ORDER

The Board Chair called the meeting to order at 9:00 am. The Board Chair welcomed newest Board Members: Ms. Michelle Wallace, Mr. Kevin Szakacs and Ms. Shawna Miller.

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.

### 2. DECLARATION OF CONFLICTS OF INTEREST

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.

### 3. ADOPTION OF AGENDA, OCTOBER 22, 2020

**MOVED** by Brent Cage, **SECONDED** by Lydell Torgerson, the GPRC Board of Governors approved the October 22, 2020 agenda with the following amendment:

- Defer Agenda Item 7.2, Governance Process Policy 9.3 Board Development Planning Terms of Reference

**CARRIED**  
**5916/2020**

### 4. ADOPTION OF BOARD MINUTES, AUGUST 27, 2020

**MOVED** by Amy Speedtsberg, **SECONDED** by Roy Bjorklund, that the Board of Governors approves the August 27, 2020 Board Meeting Minutes as presented.

**CARRIED**  
**5917/2020**

### 5. REQUESTED APPROVALS AGENDA

#### 5.1. 2019-2020 ANNUAL REPORT

The Board Chair thanked President Murray and the Executive Team for their timely completion of the 2019-2020 Annual Report for submission to the Minister of Advanced Education by December 31. It is a requirement of the Post-Secondary Learning Act that the Board of Governors annually prepare and submit to the Minister, a report that includes the audited financial statement for the preceding financial year.

**MOVED** by Lydell Torgerson, **SECONDED** by Lorne Radbourne, that the Board of Governors

approve the 2019-2020 Annual Report for submission to the Minister of Alberta Advanced Education.

**CARRIED**  
**5918/2020**

#### 5.2. ACADEMIC COUNCIL APPOINTMENTS

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

**MOVED** by Michelle Wallace, **SECONDED** by Connie Korpan, that the Board of Governors approve the appointments of the following Employees' Association members to Academic Council:

- a) Ms. Lana Bennett for a two-year term effective 22 October, 2020.
- b) Mr. Chad Boone for a one-year term effective 22 October, 2020.
- c) Ms. Lisa Hollis as an alternate member for a two-year term effective 22 October, 2020.

**CARRIED**  
**5919/2020**

#### 5.3. BANKING SIGNING AUTHORITY

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

In compliance with the Executive Limitation on Asset Protection (EL-4) and due to recent changes in the Director of Financial Services of GPRC, updates are required to the record of signing authority with the Royal Bank of Canada (RBC).

**MOVED** by Amber Cardinal, **SECONDED** by Brent Cage, that the Board of Governors approves 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, Bridget Hennigar  
President and CEO, Robert Murray  
Vice-President Administration, Angela Logan  
Director of Finance, Janet Braun

**CARRIED**  
**5920/2020**

**ABSTENTION: Robert Murray**

#### 5.4. CORPORATE TRADING RESOLUTION

The President shall not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. The recent change in the position of Director, Financial Services at GPRC has resulted in a required update of records of signing authority for the purposes of Trading and Signing.

**MOVED** by Roy Bjorklund, **SECONDED** by Amy Speedtsberg, that the GPRC Board of Governors approve the following amendments to the Grande Prairie Regional College Corporate Trading Signing Authority, effective October 22, 2020.

- 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.

<b>Trading Officers</b>	<b>Signing Officers</b>
Ms. Angela Logan	Ms. Bridget Hennigar
Dr. Robert Murray	Dr. Robert Murray
Ms. Janet Braun	Ms. Angela Logan
	Ms. Janet Braun

**CARRIED**  
**5921/2020**  
**ABSTENTION: Robert Murray**

**6. GOVERNANCE PROCESS ITEMS FOR DECISION**

**6.1. BOARD APPOINTMENT TO THE ALUMNI ADVISORY COUNCIL**

The President reported on the launch of a new Alumni Advisory Council that will work to better engage with the alumni of GPRC. GPRC Executive and Administration strongly recommend that Lydell Torgerson be asked to accept the role of Chair of the Alumni Advisory Council.

Mr. Torgerson has indicated his interest in the position and is seeking the support from the Board to ensure compliance with Governance Policy, Board Code of Conduct, 6.2, whereby the Board must be informed and endorse public Board member involvement in internal committees.

**MOVED** by Lorne Radbourne, **SECONDED** by Ron Wiebe, that the Board of Governors approve the appointment of public Board Member Lydell Torgerson as the Chair of the GPRC Alumni Advisory Council.

**CARRIED**  
**5922/2020**  
**ABSTENTION: Lydell Torgerson**

## 6.2. APPOINTMENTS TO ALUMNI FOUNDATION BOARD OF DIRECTORS

The President reported on the changes that have occurred with the Alumni/Foundation Board of Directors and its continued efforts to remain engaged with GPRC Alumni and the Grande Prairie community.

A key component of the strategy to restructure the Alumni Foundation is to become a subcommittee of the Board of Governors. This body would continue the oversight of donations and gifts, and revenue generating activities. The Alumni Foundation Bylaws were amended at the Annual General Meeting to allow members of the Board of Governors to be members of the Alumni Foundation Board of Directors. To that end, the Board is seeking four volunteers to comprise the Board of Directors of the Alumni Foundation.

**MOVED** by Lydell Torgerson, **SECONDED** by Roy Bjorklund, that the Board of Governors approve the appointment of the following Board members to the Alumni Foundation Board of Directors:

Lorne Radbourne  
Kevin Szakacs  
Amy Speedtsberg  
Michelle Wallace

**CARRIED**  
**5923/2020**

## 7. MONITORING BOARD PERFORMANCE

### 7.1. GOVERNANCE PROCESS POLICY 14 GOVERNANCE SUCCESSION

C. Korpan reviewed monitoring Governance Process Policy 14, Governance Succession for compliance by the Board, indicating that the Board's current approach to recruitment and succession planning is not aligned with the content of the Policy.

The Board members completed the skill set matrix and it was submitted to the Minister's Office on October 5. The skill set matrix is complimentary to the Policy and the categories of the skill set matrix address most of what is listed as the characteristics sought in a Board member. Current Board members do reflect the preferred characteristics as listed in the Policy.

**MOVED** by Connie Korpan, **SECONDED** by Amber Cardinal, that the Board of Governors has verbally assessed its compliance with GP-14 Governance Succession, and agrees that the Board of Governors acts consistently and demonstrates compliance with a reasonable interpretation of the policy, with the exception of public process.

**CARRIED**  
**5924/2020**

The Board suggested that the Governance Succession Policy be forwarded to the Committee on Compliance and Continuity (CCC) for review and suggested amendments to Board member recruitment given the current process being used by the Minister's Office.

### 7.2 GOVERNANCE PROCESS POLICY 9.3 BOARD DEVELOPMENT

Deferred

### 7.3 BOARD-PRESIDENT RELATIONSHIP POLICY 2 ACCOUNTABILITY OF THE PRESIDENT

Lorne Radbourne reported on behalf of the CCC and its review of the Board/President Relationship Policy, Accountability of the President. Overall, the Board has been compliant with the intent of this policy. The CCC will continue to discuss the timing and process to be used in conducting the President's Performance review following the conclusion of the first year of his

term.

**MOVED** by Lorne Radbourne, **SECONDED** by Kevin Szakacs, that the Board of Governors has verbally assessed its compliance with BP-2, Board/President Relationship Policy, Accountability of the President, and agrees that the Board of Governors acts consistently and demonstrates compliance with a reasonable interpretation of the policy.

**CARRIED**  
**5925/2020**

## 8 FOR FUTURE DECISION-MAKING

### 8.1 FIRST QUARTER FINANCIAL REPORT

The President and CEO reported on the First Quarter Financial Report and the variables that will impact the budget including anticipated funding announcements from Advanced Education. Announcements are anticipated in both November and in the new year. Executive continues to project a balanced budget at year end, as was passed by the Board of Governors last March.

The Board requested that future quarterly reports to the Board include the status of the GPRC Foundation.

**MOVED** by Roy Bjorklund, **SECONDED** by Lydell Torgerson that the Board of Governors accept the first quarter financial report as presented.

**CARRIED**  
**5926/2020**

10:03 am, **MOVED** by Brent Cage, **SECONDED** by Amy Speedtsberg, that the Board of Governors move to in-camera.

**CARRIED**  
**5927/2020**

### 8.2 LEGAL/LAND/LABOUR.

Discussion occurred in camera.

10:25 am, Due to a conflict of interest, Michelle Wallace and Connie Korpan left the meeting.

10:44 am, Michelle Wallace and Connie Korpan returned to the in camera session.

### 8.3 CEO REPORT OF ISSUES OF ENTERPRISE RISK

Discussion occurred in camera.

### 8.4 PRESIDENT AND CEO MONITORING REPORT, EXECUTIVE LIMITATION (EL-4) ASSET PROTECTION

Discussion occurred in camera.

11:27 am, **MOVED** by Lydell Torgerson, **SECONDED** by Roy Bjorklund, that the Board of Governors revert to regular session.

**CARRIED**

**5928/2020**

As an outcome of discussion occurring in camera, the Board made the following motions:

**MOVED** by Ron Wiebe, **SECONDED** by Amy Speedtsberg, that the Board of Governors endorse Administration's strategy in the Academic Staff Association Collective Agreement collective bargaining process.

**CARRIED**  
**5929/2020**

**ABSTENTION: Connie Korpan / Michelle Wallace**

**MOVED** by Amber Cardinal, **SECONDED** by Lydell Torgerson, that the Board of Governors endorse Administration's strategy in the AUPE Collective Agreement collective bargaining process.

**CARRIED**  
**5930/2020**

**ABSTENTION: Connie Korpan / Michelle Wallace**

**MOVED** by Lorne Radbourne, **SECONDED** by Amber Cardinal, that the Board of Governors has received the monitoring report on Executive Limitation Asset Protection EL-4, and has assessed that the evidence sufficiently demonstrates compliance with the Executive Limitation.

**CARRIED**  
**5931/2020**

**ABSTENTION: Robert Murray**

The Board emphasized the importance of the CEO Monitoring reports as essential to the work of the Board, and were very pleased with the CEO's first formal monitoring report.

#### **8.5 BOARD CHAIR REPORT**

The Board Chair reported on activity since the last report on August 27, 2020. She attended round table sessions on two of the five system review priorities: Labour and Workforce, and Governance. There was diversity in ideas and attendees. Needs in rural areas were identified as being different than in urban and more central geographically located institutions. The Board Chair emphasized the need for a strong and sustainable post-secondary presence in Grande Prairie.

GPRC has the capacity to take on new challenges and change in respect to what would meet the demands and needs of the region. She encourages the Board to take part in the Alberta 2030 feedback process.

The Board Chair has also been working on new Board member orientation and connecting with potential College donors.

#### **8.6 COMMITTEE ON COMPLIANCE AND CONTINUITY REPORT**

Lorne Radbourne reported on the CCC meeting discussion:

- The Board Skill Set Matrix was completed by all Board members and submitted to the Minister's Office.
- The Board Development Committee will receive the Skill Set Matrix to inform Board Development activity.
- The Board meeting evaluation is being revamped by Robert Murray and Sivagowry Lewis. It will be presented at the December Board meeting.
- The Board has just begun the process of review of CEO monitoring reports and will be exploring different models for President and CEO performance reviews. The annual Board

Workshop is an ideal setting for the performance review, and the Board Development Committee will include the performance review in the planning of the next Board Workshop.

**9 ROUND TABLE**

The Board members gave a nice tribute to Maureen Clarke who is retiring from GPRC at the end of December after 34 years of service to the College.

**9.1 SELF-EVALUATION OF BOARD GOVERNANCE**

The Board Chair thanked Board members for their full participation in the self-evaluation of the last meeting. As noted previously, the Board intends to amend the evaluation format to provide the Board with better information by which to discuss and evaluate its performance.

**10 IN CAMERA**

12:09 pm, **MOVED** by Amber Cardinal, **SECONDED** by Brent Cage, that the Board of Governors move to in-camera.

**CARRIED**  
**5932/2020**

12:09 pm, Robert Murray and all support staff and Executive left the meeting.

12:22 pm, **MOVED** by Amy Speedtsberg, **SECONDED** by Roy Bjorklund, that the Board of Governors revert to regular session.

**CARRIED**  
**5933/2020**

As an outcome of discussion occurring in camera, the Board made the following motions:

**MOVED** by Kevin Szakacs, **SECONDED** by Lydell Torgerson that the Board of Governors pay the settlement to Dr. Robert Murray as discussed in camera.

**CARRIED**  
**5934/2020**

**MOVED** by Lorne Radbourne, **SECONDED** by Michelle Wallace that the Board of Governors amend the employment agreement of Dr. Robert Murray to comply with 6.2 of Ministerial Order as discussed in camera.

**CARRIED**  
**5935/2020**

**11 ADJOURNMENT**

**MOVED** by Roy Bjorklund, **SECONDED** by Amber Cardinal, that the Board adjourn the October 22, 2020 Board meeting at 12:27 pm.

**CARRIED**  
**5936/2020**



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

Bridget Hennigar, Chair  
GPRC Board of Governors

**Board of Governors Meeting Minutes  
October 22, 2020**

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

Sivagowry Lewis  
Manager, Policy and Governance