

Board Members:	Ms. Natalia Reiman, Chair Mr. Roy Bjorklund, notice of absence Mr. Brent Cage Ms. Lindsey Comeau, notice of absence Ms. Mary Ann Eckstrom Ms. Bridget Hennigar, Vice-Chair Dr. Connie Korpan	Dr. Robert Murray, President and CEO Ms. Pattie Pavlov, notice of absence Mr. Gordon Pellerin Mr. Lorne Radbourne Ms. Amy Speedtsberg Mr. Lydell Torgerson Mr. Ron Wiebe
Guests:	Dr. Brian Redmond Mr. Kevin Chrenek	Ms. Angela Logan Ms. Bobbi Chamberlain Ms. Kathy Dion

AGENDA ITEM

1. CALL TO ORDER

Chair N. Reiman called the meeting to order at 9:00 am. N. Reiman provided an overview of the process for this first virtual Board meeting.

The Board respectfully acknowledges the homeland of the many diverse First Nations and Métis people whose ancestors have walked this land since time immemorial.

1.1. 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. There were no conflicts of interest to declare.

2. ADOPTION OF AGENDA OF APRIL 23, 2020

The GPRC Board of Governors approved the April 23, 2020 agenda by general consent.

3. ADOPTION OF MINUTES, FEBRUARY 27, 2020

The GPRC Board of Governors approved the Minutes of February 27, 2020 by general consent.

4. GOVERNANCE PROCESS ITEMS FOR DISCUSSION

4.1. GPRC BOARD GOVERNANCE COACH CONTRACT

In December 2019, the Board of Governors committed to evaluate whether or not to continue its contract with The Governance Coach beyond June 2020.

The Board of Governors has decided to end its contract with The Governance Coach as of June 30, 2020.

4.2. GPRC BOARD GOVERNANCE MODEL WORKSHOP

The Board of Governors has scheduled a governance model workshop for June 4, 2020. There may be a need to postpone depending upon the status of the pandemic on that date. The Board will make a decision regarding this date at the May meeting.

4.3. BOARD OCTOBER WORKSHOP

Due to the global pandemic and the uncertainty of gathering restrictions in October 2020, the Board of Governors questioned the ability to hold a workshop in Edmonton.

The Board recognized that there is no financial risk and no penalty for cancelling or rescheduling at this time. A decision to hold the workshop will require some immediate planning and invitations to facilitators and guests. The Board also expressed concerns regarding expenditure reduction in 2020-2021 and its commitment to discontinue all non-essential travel.

The Board of Governors agrees that the October Board of Governors Workshop be cancelled, and that the Board of Governors schedule a date in the fall of 2020 for discussion of a future workshop.

4.4. PROPOSED AD HOC COMMITTEE, GOVERNANCE AND STRATEGIC DIRECTION

The Board Chair indicated that the GPRC Board of Governors would benefit greatly by creating an ad hoc committee on Governance and Strategic Direction, particularly given the discussions taking place between the Northern Post-Secondary Board Chairs. This ad hoc committee would focus on areas of collaboration, system review and advocacy, with an end date anticipated to align with the completion of the system review.

Committee members would include the Board Chair, Vice-Chair, President and CEO and up to three other public Board members. The Chair asked for public Board members to indicate their interest to be a part of this ad hoc committee. The following Board members put their name forward: B. Cage, L. Torgerson, and L. Radbourne.

The ad hoc committee will meet prior to the May Board meeting and draft its terms of reference.

MOVED by M. Eckstrom, **SECONDED** by B. Hennigar, that the Board of Governors create a Governance and Strategic Direction Ad Hoc Committee with a composition of a minimum of three public members, B Cage, L. Radbourne and L. Torgerson. Ex-Officio members will be the Board Chair, Vice-Chair and President and CEO.

CARRIED
5892/2020

5. MONITORING CEO PERFORMANCE

5.1. THIRD QUARTER FINANCIAL REPORT

President and CEO Dr. Murray presented GPRC's third quarter financial report. There has been a significant difference in the projected surplus numbers from last quarter due primarily to the impact of COVID-19 on all areas of the institution.

The reference to uncertainties for the fourth quarter are due to development of staffing plans, and course development and strategic investments that will ensure course offerings to students and viability of the institution going forward.

Inquiries from the Board were responded to by the Vice-President Finance and Administration, A. Logan.

MOVED by L. Radbourne, **SECONDED** by B. Hennigar, that the Board of Governors accept the third quarter financial report as presented.

CARRIED
5893/2020
Abstention: R. Murray

5.2. EXECUTIVE LIMITATION EL-7, INVESTMENTS

Dr. Murray introduced RBC Dominion Securities Portfolio Managers K. Chrenek and K. Dion who attended to provide the annual presentation of the GPRC investment portfolio status and investment strategy, in compliance with Executive Limitation Investments, EL-7.

The presentation recommendations included a regular review of the investment objectives for the portfolio, and update both the Investment Policy and Executive Limitation on Investments. It is also recommended that the Board review the investment objectives and risk tolerances. Recommendations regarding EL-7 will be forwarded to the Compliance and Continuity Committee.

MOVED by L. Radbourne, **SECONDED** by B. Cage, that the Board of Governors accepts the report on investments in compliance with Executive Limitation Investments EL7.

CARRIED
5894/2020
Abstention: R. Murray

9:56 am: By general consent, the Board of Governors moved to an in-camera session. During the in-camera session the following Board member declared a conflict of interest and removed themselves from regular discussion: C. Korpan.

5.3. CEO REPORT OF ISSUES OF ENTERPRISE RISK

President Murray provided for the Board the GPRC Risk Report demonstrating that GPRC has a formal program to identify, assess, treat, monitor, report and properly manage and mitigate its risks.

6. FOR FUTURE DECISION MAKING

6.1. LEGAL/LAND/LABOUR

Discussion occurred in-camera.

11:07 am By general consent, the Board of Governors reverted to regular session.

The following motion is an outcome of discussion that occurred during the in-camera session.

Enterprise Risk Management Report

MOVED by G. Pellerin, **SECONDED** by M. Eckstrom, that the Board of Governors accept the President and CEO's report on Enterprise Risk as presented during the in-camera session.

CARRIED
5895/2020
Abstention: R. Murray

6.2. PUBLIC BOARD MEMBER RECRUITMENT

The Board Chair introduced the profile of recently appointed Board Member Mr. Roy Bjorklund. He is a very active community member in the Fairview area. Mr. Bjorklund will attend the May 12, 2020 Board meeting.

The only outstanding position to be filled will be vacant on July 12. Names have been brought forward to the Board Chair, and the Minister's Office has invited submission of potential Board member names.

The Board Chair requested that further discussion on public Board member recruitment take place at the next Compliance and Continuity Committee meeting. The Board will receive a report at the May meeting prior to an official submission to the Minister.

6.3. AUDIT COMMITTEE REPORT

L. Torgerson reported on the Audit Committee meeting with the Auditors on March 12, 2020 where the Committee received the Audit Plan for the 2019-2020 year. There were no significant changes to the plan from previous years.

Previous year audit recommendations were reviewed by Administration, indicating activity to address those outstanding items. There were no significant concerns from these items coming forward.

The Audit Committee Terms of Reference were found to require an update, and the Committee deferred submitting the policy to the Compliance and Continuity Committee until after discussion on governance models concludes in June. L. Torgerson invited other Board members to review the Audit Committee Terms of Reference and submit their comments to him.

The Audit Committee is satisfied that the deliverables of the Terms of Reference have been met.

6.4. COMPLIANCE AND CONTINUITY COMMITTEE REPORT

6.4.1. Board Governance Policies Review for Content and Compliance

L. Radbourne suggested to the Board that review of Board Governance Policies, either for content or for compliance, be postponed until such time as the Board has concluded its governance model review.

MOVED by L. Radbourne, **SECONDED** by B. Cage, that the Board of Governors suspend policy reviews for content and compliance for a period of four months.

CARRIED
5896/2020

6.5. SELF-EVALUATION OF GOVERNANCE PROCESS AT LAST MEETING

The self-evaluation survey will be sent immediately following the Board meeting.

7. NICE TO KNOW INFORMATION

11:41 am: *By general consent, the Board of Governors moved to an in-camera session. During the in-camera session the following participants left the meeting: A. Logan, B. Redmond, B. Chamberlain.*

7.1. BOARD CHAIR REPORT

Board Chair N. Reiman presented verbally on her report of activity since the last Board meeting. She also shared information on her recent meetings with the Minister regarding System Review.

12:06 pm *By general consent, the Board of Governors reverted to regular session.*

8. ROUND TABLE

The Students' Association has selected their two Board members for the next year. A. Speedtsberg has been reselected, and the second student is Amber Cardinal. Both names will be submitted to the Minister of Advanced Education for formal appointment.

Acknowledgement is extended to the Senior Administration for their rapid and decisive response to the COVID-19 pandemic. GPRC staff appreciates the continuous communications, and the attention and focus on students and student needs.

The Board extended its congratulations to Dr. C. Korpan, for being selected as this year's keynote speaker for the Women of Influence Awards.

9. ADJOURNMENT

The meeting adjourned at 12:20 pm.


Natalia Reiman, Chair
GPRC Board of Governors


Maureen Clarke
Secretary