



**Board of Governors Public Meeting Minutes
Friday, December 13, 2019
GPRC Grande Prairie Campus, E211**

ATTENDANCE:

Board Members: Ms. Natalia Reiman, Chair
Mr. Brent Cage
Ms. Lindsey Comeau
Ms. Mary Ann Eckstrom
Ms. Bridget Hennigar
Dr. Connie Korpan
Dr. Robert Murray, President and CEO
Ms. Pattie Pavlov
Mr. Gordon Pellerin
Mr. Lorne Radbourne
Mr. Scott Roessler, Vice-Chair
Ms. Amy Speedtsberg
Mr. Lydell Torgerson
Mr. Ron Wiebe

Resources/Guests: Dr. Tim Heath
Ms. Bobbi Chamberlain
Ms. Angela Logan
Ms. Tanya Kinderwater

1. CALL TO ORDER

The Board Chair called the meeting to order at 9:00 a.m. welcoming newest Board member Bridget Hennigar, and President and CEO Dr. Robert Murray, to their first official 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 DECEMBER 13, 2019

The GPRC Board of Governors adopted the December 13, 2019 meeting agenda by general consent.

3. ADOPTION OF MINUTES

The GPRC Board of Governors adopted the Minutes of September 27, 2019, October 24, 2019, and November 21, 2019 by general consent.

It was noted that B. Hennigar and B. Murray were not Board members at the time of the aforementioned meetings and therefore did not participate in the adoption of the minutes.



4. REQUIRED APPROVALS AGENDA

MOVED by L. Torgerson, **SECONDED** by G. Pellerin, that the GPRC Board of Governors approve the Required Approvals Agenda containing the following items:

- Students' Association Audited Financial Statements for 2018-2019
- GPRC Annual Report, 2018-2019

CARRIED
5868/2019

It is the requirement of the Post-Secondary Learning Act that the Students' Association (SA) provide annually, its Audited Financial Statements, for approval by the Board of Governors. L. Comeau presented the 2018-2019 Students' Association Audited Financial Statements for 2018-2019, responding to inquiries from the Board. The Board Chair appreciates the efforts of the SA to maintain this reporting schedule.

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. The Annual Report must be submitted to the Minister by December 31. B. Murray and A. Logan presented the 2018-2019 Annual Report to the Board of Governors. A. Logan provided clarification on terminology used in the Report.

5. GOVERNANCE™ PROCESS ITEMS FOR DECISION

5.1. Board Development Committee Report

Workshop Summary: P. Pavlov and N. Reiman provided a summary of the responses from the Board Workshop Evaluation.

- The location was satisfactory, with a better hospitality space for Board team building.
- The Board Development Committee to establish what is to be accomplished at the Workshop. If connecting with Government is a priority, capitalize on the time by meeting with Ministers.
- The Governance™ Coach will not be included in the 2020 Workshop. Professional Development activities can occur in Grande Prairie, ensuring that time spent in Edmonton is linking with Government.
- Would the Board benefit from the attendance of Vice-Presidents?
- The dates held for the 2020 Board of Governors Workshop will be October 25, 26, 27, and 28 and will be refined to two nights plus travel as the workshop plans are finalized.

Field Law Summit: P. Pavlov attended the Field Law Summit in Calgary. She reported that possibly due to weather, it was not well attended, and there were no representatives of Government. P. Pavlov will submit a summary of workshop highlights to M. Clarke for posting on Boardvantage.



Other Board Development:

N. Reiman informed the Board about the annual CIGCan (Colleges and Institutes Canada) Conference. The 2020 conference is in Montreal from May 3-5. This is an excellent learning opportunity for the Board members. There is a travel challenge due to GPRC Convocation (Grande Prairie) being held on May 2.

The Committee is also aware of the ongoing need for new members to receive Policy Governance training.

5.2 Governance™ Coach Contract

The Board received a draft one-year contract for the Governance™ Coach for 2020. Given that funding is currently in place to extend the contract to the end of June, the Board suggests maintaining the contract with the Coach for at least six months. Early in the spring, the Board will consider whether a further extension is appropriate.

MOVED by R. Wiebe, **SECONDED** by L. Radbourne, that the Board of Governors will enter into a contract with the Governance™ Coach for a six-month contract ending June 30, 2020.

CARRIED
5869/2019

5.3 GPRC Board Member Committee Assignments

N. Reiman reported that the Ministry is seeking information regarding upcoming changes to the GPRC Board of Governors, in particular the reappointments of Scott Roessler and the Board Chair. N. Reiman will advise the Minister that she will allow her term as Board Chair to expire on July 11, 2020 or at the time that the extension is exhausted.

B. Hennigar has expressed interest in the position of Chair. B. Hennigar indicated a conflict of interest and left the meeting for the ensuing discussion.

The Board of Governors fully endorses B. Hennigar as the next Board Chair and N. Reiman will advise the Minister of this in her notification. S. Roessler has suggested that he will step down as Vice-Chair, allowing B. Hennigar to assume the role of Vice-Chair immediately.

MOVED by M. Eckstrom, **SECONDED** by P. Pavlov, that the Board of Governors approve the following updates to its Board Member assignments for 2019-2020:

Vice-Chair: Bridget Hennigar effective immediately to December 31, 2020.

Committee on Compliance and Continuity: Bridget Hennigar appointed as Member to December 2021

CARRIED
5870/2019
Abstained: B. Hennigar



5.4 Transition Committee

The Board received and reviewed the draft Terms of Reference for the new governance process Transition Committee.

The Terms of Reference were edited as follows:

- 1.1 To ensure a smooth and collaborative transition process, the Committee will: Create, oversee, and coordinate a transition plan for ~~incoming~~ *the* President that will include:
 - ~~to~~ develop communication strategies
 - advise ~~advice~~ on stewardship region opportunities and challenges
 - ~~connecting~~ the President and CEO with internal and external stakeholders

MOVED by L. Radbourne, **SECONDED** by L. Torgerson, that the Board of Governors approve the proposed Terms of Reference for the new governance process Transition Committee.

CARRIED
5871/2019

5.4.1 Committee Composition

MOVED by C. Korpan, **SECONDED** by S. Roessler, that the Board of Governors approve the composition of the Transition Committee as follows:

Chair:	Board Chair, Natalia Reiman
Two public Board members:	Bridget Hennigar Ron Wiebe
Two members from outside GPRC Stewardship Region:	Margaret Bateman Peggy Garritty
Two members of the GPRC Stewardship Region:	Spike Martens Linda Side

CARRIED
5872/2019

Abstained: B. Hennigar, R. Murray, R. Wiebe

L. Torgerson indicated that the strength of the external committee members would serve the Committee well to accomplish the objectives of the Committee.

5.5 Board Linkage with Owners

The Board received the summary of feedback from the October 29, 2019 Ownership Linkage meeting from the Compliance and Continuity Committee, and asked for suggestions as to the format of the feedback received. Board members were satisfied with the feedback, and requested that where possible, further condensing of the content is appreciated.



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The Three Year Ownership Linkage Plan was provided for a full understanding of the Board's Plan to link with owners. The Board updates the Plan annually and the CCC will review all Board feedback prior to suggesting updates to the Board in May.

The data gathered from owners will be referenced and considered when the Board re-evaluates its Ends. The President and CEO suggested emphasis on meeting expectations, consistency of the Board's message, and follow-up with attendees.

The Board Chair, President and CEO, and one other Board member attend the Ownership Linkage sessions. All Board members are encouraged to attend and participate in future Ownership Linkage sessions.

5.6 Board of Governors Award of Distinction

The President and CEO reviewed the criteria that outlines the characteristics of the recipient of the Board of Governors Award of Distinction, and recommended the 2019 recipient to the GPRC Board of Governors.

MOVED by L. Radbourne, **SECONDED** by L. Torgerson, that the GPRC Board of Governors approve the recommended recipient of the 2019 GPRC Board of Governors Award of Distinction as presented.

**CARRIED
5873/2019**

The recipient will be announced and recognized at the March 17, 2019 President's Awards Luncheon.

5.7 GP-11 Special Rules of Order

MOVED by L. Radbourne, **SECONDED** by M. Eckstrom, that the Board of Governors has received options and implications for policy amendment from the Compliance and Continuity Committee, and approves the following amendments to Governance Process Policy 11, Special Rules of Order.

2.1 Attendance by Board members to all meetings and in person is strongly encouraged. ~~Occasionally~~ Attendance via teleconference, videoconference or other electronic means that permit all members to hear one another, ~~may be required, and~~ shall be considered part of quorum, but is not considered the norm.

9. A majority vote will decide all motions before the Board ~~excepting those matters in the bylaws which oblige a higher level of approval.~~

**CARRIED
5874/2019**



5.8 GP-13 Board Indemnification

MOVED by C. Korpan, **SECONDED** by A. Speedtsberg, that the Board of Governors has received options and implications for policy amendment from the Compliance and Continuity Committee, and approves the following amendments to Governance Process Policy GP-13, Board Indemnification

3. Grande Prairie Regional College reserves the right to settle any claim on such terms as it deems ~~appropriate~~ *advisable*.

CARRIED
5875/2019

6. MONITORING BOARD PERFORMANCE

6.1. GP 9.2, Compliance and Continuity Committee (CCC) Terms of Reference

L. Radbourne reviewed the CCC Terms of Reference for Board compliance, and presented evidence demonstrating that the Board performs in compliance with the intent of the Policy.

MOVED by M. Eckstrom, **SECONDED** by C. Korpan, that the GPRC Board of Governors has verbally assessed its compliance with GP-1 Governance Commitment, and agrees that the Board of Governors acts consistently and demonstrates compliance with a *reasonable interpretation of the policy*.

CARRIED
5876/2019

The Board members discussed continuing the regular review of Board policy for compliance and for content, and that a common set of criteria be used when undergoing the compliance reviews. This will be added to the next CCC agenda.

Board members again requested that documentation be provided in advance to improve efficiency at the meeting.

7. FOR FUTURE DECISION MAKING

By general consent, the Board of Governors moved to an in-camera session. During the in-camera session, the following individuals declared conflict as removed themselves from the meeting: Dr. Korpan, Dr. Murray, Mr. Pellerin.

7.1. Legal/Land/Labour

Discussion occurred in-camera.



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7.2. CEO Report of Issues of Enterprise Risk

Discussion occurred in-camera.

By general consent, the Board of Governors reverted to regular session.

7.3. Decisions Resulting from In-Camera Session

At the request of the Board of Governors, incoming President and CEO Dr. Robert Murray provided support and leadership prior to his contractual start date of December 2, 2019. The Board of Governors has agreed to recognize this contribution and commitment of time by Dr. Murray, through payment of a one-time honouraria.

MOVED by R. Wiebe, **SECONDED** by P. Pavlov, that at the discretion of the GPRC Board of Governors Chair, the Board of Governors support a one-time honouraria to Dr. Robert Murray for performing duties equivalent to the role of President and CEO during the month of November.

**CARRIED
5877/2019**

MOVED by M. Eckstrom, **SECONDED** by L. Radbourne, that the GPRC Board of Governors endorse Administration's strategy in the Employees' Association Collective Agreement bargaining wage re-opener.

**CARRIED
5878/2019**

7.4. Self-Evaluation of Governance Process At This Meeting

The Board reviewed the responses from the October 24, 2019 Board meeting self-evaluation and determined that there were no actions required as a result of this self-evaluation.

7.5. Board Education Session, Art Collection

Board members received a tour of the GPRC Art Collection.

8. NICE TO KNOW INFORMATION.

8.1. Board Chair Report

Board Chair N. Reiman presented her report on activity since the last Board meeting, as information for the Board.

8.2. Alumni/Foundation Board of Directors Meeting Minutes

The President and CEO is assessing the role of the Alumni/Foundation Board and has been in discussion with its Chair regarding development and growth of the Board. The Board of Directors has a full membership of new and revitalized volunteers.



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9. ROUND TABLE

Board members extended their welcome and congratulations to the newest member Bridget Hennigar, and expressed best wishes for the holiday season.

10. ADJOURNMENT

The meeting adjourned at 2:22 p.m.

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

Natalia Reiman, Chair
GPRC Board of Governors

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

Maureen Clarke
Secretary