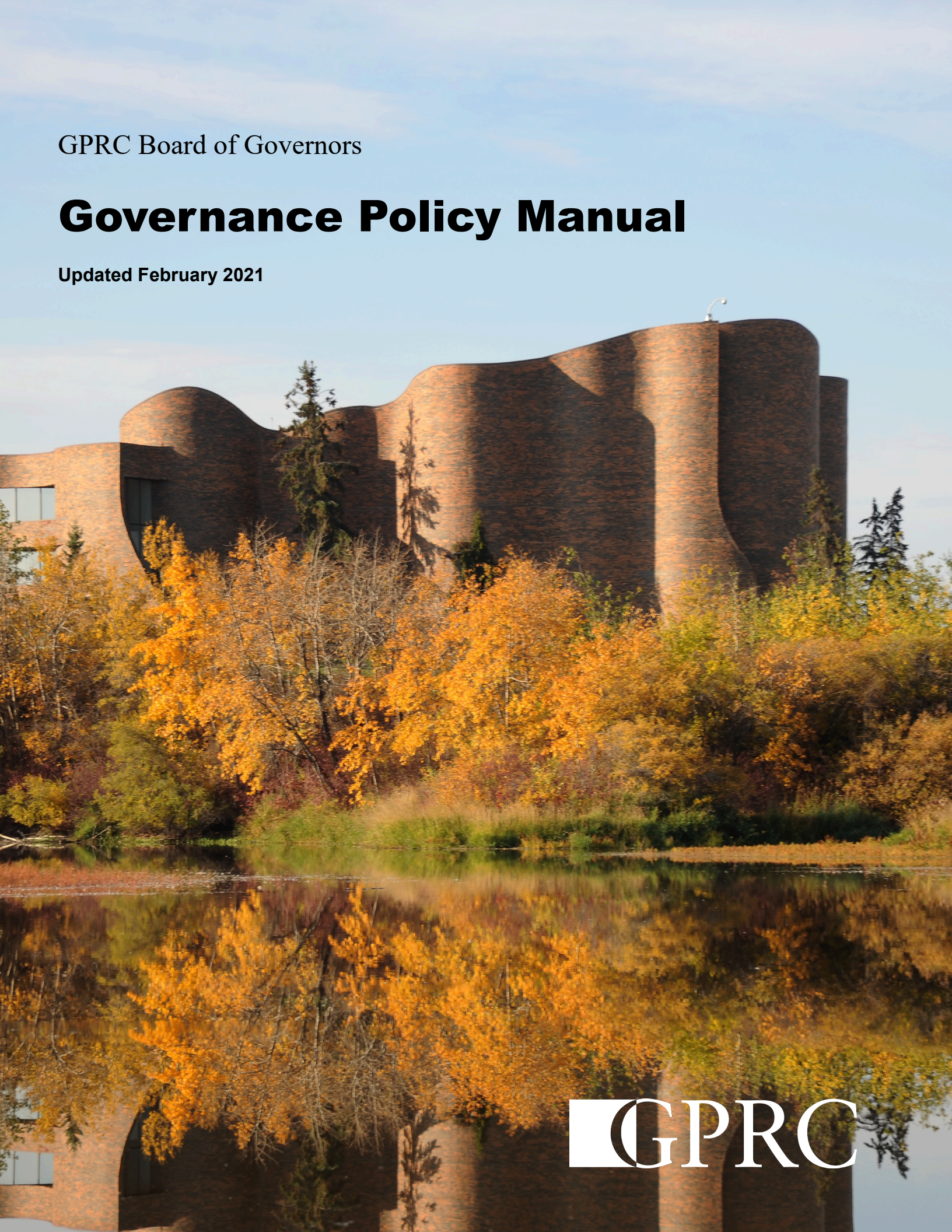
GPRC Board of Governors

Governance Policy Manual

Updated February 2021



GPRC

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GPRC Board of Governors Governance Policy Manual

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Grande Prairie Regional College exists so that:

People in the stewardship region and beyond have opportunities to improve their lives and communities at a cost that demonstrates values for results.

Students throughout the stewardship region have the knowledge and skills for success in whatever path they choose.

- *Students can obtain a broad range of degrees and diploma completion opportunities commensurate with the needs of*
- *A greater proportion of individuals throughout the stewardship region can obtain their post-secondary education in the region*
- *Students have a positive, accessible, fully integrated learning experience*

Citizens have accessible resources to improve the quality of life.

- *Citizens have resources for social, arts, cultural and wellness experiences*
- *Life-long learning opportunities are available for all ages*

Economic well-being of the stewardship region is enhanced.

- *Industries in the region and community stakeholders have opportunity for workforce development*
- *The region has enhanced capacity for innovation and research*
- *New knowledge is created and applied within the stewardship region.*

BOARD END

MEGA END			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule	Annual Review Next Review: October 2019 Last Review: October 2018	**Policy ID**	E
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Grande Prairie Regional College exists so that:

People in the stewardship region and beyond have opportunities to improve their lives and communities at a cost that demonstrates value for results.

BOARD END

END			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule	Reviewed Annually Next Review: October 2019 Last Review: October 2018	**Policy ID**	E-1
Content Review Schedule	Last Review: February 2014	**Appendices**	

Students throughout the stewardship region have the knowledge and skills for success in whatever path they choose.

This is interpreted to include, but not be limited to:

1. **Students can obtain a broad range of degrees and diploma completion opportunities commensurate with the needs of the region.**

   1.1. Students have the credentials to obtain a job in their field on graduation.

   1.2. Graduates are preferred by employers.

2. **A greater proportion of individuals throughout the stewardship region can obtain their post-secondary education in the region.**

   2.1. Educational opportunities are available for students who are also working.

   2.2. A greater proportion of students can complete their post-secondary education in the region.

3. **Students have a positive, accessible, fully integrated learning experience.**

   3.1. Students can access support systems necessary to enable success.

   3.2. Student ease of access is consistent with current technology.

BOARD END

END			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule	Annual Review Next Review: April 2019 Last Review: April 2017	**Policy ID**	E-2
Content Review Schedule	Last Review: Feb. 2014	**Appendices**	

Citizens have accessible resources to improve the quality of life.

This is interpreted to include, but not be limited to:

1. **Citizens have resources for social, arts, cultural and wellness experiences.**
2. **Life-long learning opportunities are available for all ages.**

BOARD END

END			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule	Annual Review Next Review: Jan. 2019 Last Review: Jan. 2018	**Policy ID**	E-3
Content Review Schedule	Last Review: Feb. 2014	**Appendices**	

Economic well-being of the stewardship region is enhanced.

This is interpreted to include, but not be limited to:

1. **Industries in the region and community stakeholders have opportunity for workforce development.**

2. **The region has enhanced capacity for innovation and research.**

3. **New knowledge is created and applied within the stewardship region.**

EXECUTIVE LIMITATIONS

GENERAL EXECUTIVE CONSTRAINT			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule	Annual Review Next Review: Sept. 2019 Last Review: Sept 27, 2018 Nov. 2017	**Policy ID**	EL
Content Review Schedule	Last Review: June 15, 2018	**Appendices**	

The President shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business practices and professional ethics.

EXECUTIVE LIMITATIONS

TREATMENT OF PEOPLE			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (annual)	Next Review: February 2020 Last Review: February 2019	**Policy ID**	EL-1
Content Review Schedule	Last Review: June 16, 2017	**Appendices**	

The President shall not cause or allow an institutional climate that is inconsistent with the values of student-centeredness, integrity, respect, accountability, innovation, and passion.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Operate without written human resources policies and practices that provide for effective handling of grievances, and protect against wrongful conditions.

2. Allow students to be unacquainted with their rights and responsibilities.

3. Operate without policies and practices that ensure a safe working and learning environment.

   3.1. Be without an emergency preparedness and response plan.

   3.2. Be without a written Freedom of Expression Policy

4. Allow staff to be unacquainted with the Code of Conduct and their roles and responsibilities.

5. Permit staff and students to be without a method to resolve allegations of improper conduct by the President.

EXECUTIVE LIMITATIONS

GPRC

PLANNING			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (Annual)	Next Review: December 2021 Last Review: December 2020 June 2019	**Policy ID**	EL-2
Content Review Schedule	Last Review: April 2020	**Appendices**	

The CEO shall not permit planning that allocates resources in a way that deviates materially from Board-stated Ends priorities, risks fiscal jeopardy, or does not enable the longer-term ability of the organization to achieve its Ends.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Operate without a documented, multi-year strategy that can be expected to achieve a reasonable interpretation of the Ends.

   1.1. Permit planning that does not explain and justify assumptions, and identify relevant environmental factors.

2. Permit budgeting for any fiscal period or the remaining part of any fiscal period that is not derived from the multi-year plan.

3. Permit financial planning that omits credible projection of revenues and expenses, separation of capital expenditures and operational expenses, cash flow projections, and disclosure of planning assumptions.

4. Permit planning that risks incurring any situation or condition described as unacceptable in the 'Financial Condition and Activities' policy.

5. Permit financial planning that does not provide the amount determined annually by the Board for the Board's direct use during the year, such as costs of fiscal audit, Board development, Board and committee meetings, Board legal fees, and ownership linkage.

6. Maintain unrestricted net assets of less than $4 million.

7. Permit planning that endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve Ends in future years.

   7.1. Operate without succession plans to facilitate smooth operations during key personnel transitions and ensure competent operation of the organization over the long term.

   7.2. Permit the organization to be without sufficient organizational capacity and current information about CEO and Board issues and processes for the competent operation of the organization to continue in the event of sudden loss of CEO services.

EXECUTIVE LIMITATIONS

FINANCIAL CONDITION AND ACTIVITIES			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (Annual)	Next Review: Dec. 2021 Last Review: Sept. 2019 Sept. 2018	**Policy ID**	EL-3
Content Review Schedule	Last Review: Oct. 2017	**Appendices**	

With respect to the financial health of the organization, and the stewardship of its assets, the President shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board Ends priorities.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. In any fiscal year, expend funds greater than the revenues realistically expected within that fiscal year.
2. Allow statutory payments to government, employee benefits premiums to insurers, employee source deductions and financial reports to Federal or Provincial governments to be overdue or inaccurately filed.
3. Neglect to aggressively pursue receivables after a reasonable grace period.
4. Neglect to settle payroll and debts in a timely manner.

EXECUTIVE LIMITATIONS

ASSET PROTECTION			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (Annual)	Next Review: October 2021 Last Review: October 2020	**Policy ID**	EL-4
Content Review Schedule	Updated: May 2020	**Appendices**	

The President shall not allow assets to be unprotected, inadequately maintained, or unnecessarily risked.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Allow the College to be without an Enterprise Risk Management Plan that identifies, assesses and manages risk in a way that provides reasonable assurance of achievement of Ends.

2. Operate without an adequate comprehensive insurance policy providing property and liability coverage in an amount and terms which are comparable to other colleges and technical institutes in the Alberta post-secondary system.

3. Receive, process or disburse funds without internal controls in accordance with the recognized accounting principles and standards that apply to the College, and in compliance with Canadian and Alberta laws.

4. Allow plant and equipment to be subjected to improper wear and tear or inadequate maintenance affecting the long-term life of the facility and/or its equipment.

5. Unnecessarily expose the organization, its Board or staff to claims of liability.

6. Make any purchase, lease or other acquisition or form of acquisition financing:
   - wherein normally prudent protection has not been given against conflict of interest;
   - inconsistent with government procurement regulations

7. Acquire, encumber or dispose of immovable property such as land or buildings and the proprietary rights over these.

8. Allow conflict of interest in entering into contracts of any nature.

9. Operate without adequate protection from loss or unauthorized access of College information and intellectual property.

10. Allow the College to be without a current and comprehensive Technology Plan sufficient to support accomplishment of Ends in the future, and maintain integrity of student, human resource, and financial data.

11. Permit behaviors which would damage the College's image and reputation of integrity, credibility, professionalism and honesty.

EXECUTIVE LIMITATIONS

COMPENSATION AND BENEFITS			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (Annually)	Next Review: August 2021 Last Review: June 2019 April 2018	**Policy ID**	EL-5
Content Review Schedule		**Appendices**	

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the President shall not cause or allow jeopardy to fiscal integrity or public image.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Change his or her own compensation and benefits;

2. Establish current compensation and benefits which:

2.1 Deviate materially from the geographic or professional market for the skills employed,
2.2 Create obligations over a longer term than revenues can be safely projected.

EXECUTIVE LIMITATIONS

COMMUNICATION AND SUPPORT TO THE BOARD			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule Annual Review	Next Review: February 2021 Last Review: Oct. 2018 June 2017	**Policy ID**	EL-6
Content Review Schedule	Last Review: Oct. 2017	**Appendices**	

The President shall not permit the Board to be uninformed or unsupported in its work.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. **Withhold, impede, or confound information relevant to the Board's informed accomplishment of its job.**

   1.1. Allow the Board to be without timely decision information to support informed Board choices, including environmental scanning data and trends, a representative range of staff and external points of view, a risk assessment including probability and impacts of risks, and alternative choices with their respective implications.

   1.2. Neglect to submit timely monitoring data including interpretations of Board policies that provide the observable metrics or conditions that would demonstrate compliance, rationale for why the interpretations are reasonable, and evidence of compliance.

   1.3. Let the Board be unaware of actual or anticipated non-compliance with any Ends or Executive Limitations policy, regardless of the Board's monitoring schedule.

   1.4. Let the Board be unaware of any incidental information it requires, including anticipated or potential adverse media coverage, actual or anticipated legal actions, and material or publicly visible changes or events.

   1.5. Let the Board Chair and/or Vice Chair be uninformed of issues as they arise.

   1.6. Allow the Board to be unaware that, in the President's opinion, the Board is not in compliance with its own policies on Governance Process and Board-President Relationship, particularly in the case of Board behavior which is detrimental to the work relationship between the Board and the President.

   1.7. Present information in unnecessarily complex or lengthy form, or an inaccurate or incomplete manner, or in a form that does not clearly differentiate among monitoring, decision-making, and general incidental or other information.

2. Allow the Board to be without reasonable administrative support for Board activities.

2.1. Allow the Board to be without a workable, user-friendly mechanism for official Board or Board Committee communications.

2.2. Allow the Board to be without Board Secretary Services that meet all legal requirements and ensure the integrity of the Board's documents.

3. **Impede the Board's holism, misrepresent its processes and role, or impede its lawful obligations.**

3.1. Interact with the Board in a way that favours or privileges certain Board members over others except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

3.2. Neglect to supply for the Required Approvals agenda all items delegated to the President, yet required by law, regulation or contract to be Board-approved, along with the applicable monitoring information.

EXECUTIVE LIMITATIONS

GPRC

INVESTMENTS			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review (Annual Review)	Next Review: April 2021 Last Review: April 2020	**Policy ID**	EL-7
Content Review	Last Review: Nov. 2018	**Cross-Reference**	*Administrative Policies on Investment and Foundation Investment*

Cross Reference: Administrative Policies on Investment and Foundation Investment

The President shall not invest funds in a manner inconsistent with investment objectives of safety, liquidity and return on investment, in that order, nor engage in any investment activity that would be considered speculative according to generally accepted principles of conservative investment management.

Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Make investments in bonds carrying a credit rating below A, or in commercial paper carrying a credit rating below A1/R1, from a recognized rating agency.
2. Make investments in preferred shares that do not carry a credit rating of Pfd-2 or higher from a recognized rating agency.
3. Make investments in derivatives, or purchase on margin or engage in short selling of securities.
4. Make investments in any exchange traded funds carrying an average credit rating below A or Pfd-2 from a recognized rating agency.
5. Permit equity securities from any one issuer to exceed 5% of the portfolio value with the exception of third party managed funds and exchange traded funds.
6. Make any investment that would expose the College to liability beyond the amount invested.
7. Invest cash reserves and funds held by the College on behalf of the Grande Prairie Regional College Alumni/Foundation (endowments) in a manner that does not maximize return in order to make a reasonable contribution to the current and long term funding requirements of the funds.
8. Permit the investment in equities to exceed 30% of the Foundation portfolio.

BOARD-PRESIDENT RELATIONSHIP POLICY

GLOBAL BOARD-PRESIDENT RELATIONSHIP POLICY			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (Annually)	Next Review: Sept. 2020 Last Review: Sept. 2018	**Policy ID**	BP
Content Review Schedule (3 yrs)	Next Review: Sept. 2021 Last Review: Sept. 2018	**Appendices**	

The Board's sole connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled President.

BOARD-PRESIDENT RELATIONSHIP POLICY

UNITY OF CONTROL			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (Annually)	Next Review: October 2021 Last Review: December 2020	**Policy ID**	BP-1
Content Review Schedule (3 yrs)	Next Review: Sept 2021 Last Review: Sept. 2018	**Appendices**	

Only officially passed motions of the Board are binding on the President.

1. Board members, officers, and committees have no authority over the President except in rare instances when the Board has specifically authorized such exercise of authority.

2. In the case of Board members or committees requesting information or assistance, the President can refuse such requests that require, in the President's opinion, a material amount of staff time or funds or are disruptive.

3. Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the President.

BOARD-PRESIDENT RELATIONSHIP POLICY

ACCOUNTABILITY OF THE PRESIDENT			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (Annually)	Next Review: October 2021 Last Review: October 2020	**Policy ID**	BP-2
Content Review Schedule (3 yrs)	Next Review: October 2021 Last Review: October 2018	**Appendices**	

The President is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President.

1. The Board will never give instructions to persons who report directly or indirectly to the President.

2. The Board will refrain from evaluating, either formally or informally, any staff other than the President.

3. The Board will view President performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and compliance with Executive Limitations will be viewed as successful President performance. Therefore the President's job contributions shall be accomplishment of the Ends while maintaining compliance with the Executive Limitations.

BOARD-PRESIDENT RELATIONSHIP POLICY

DELEGATION TO THE PRESIDENT			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (Annually)	Next Review: August 2021 Last Review: August 2020	**Policy ID**	BP-3
Content Review Schedule (3 yrs)	Next Review: Nov. 2021 Last Review: Nov. 2018	**Appendices**	

All Board authority is delegated through the President, so that accountability of staff is considered to be the accountability of the President.

1. The Board will direct the President to achieve specific results, for specific recipients, at a specific cost through the establishment of Ends policies. These policies will be developed systematically from the broadest, most general level to more defined levels.

2. The Board will limit the latitude the President may exercise in practices, methods, conduct and other "means" to the ends through establishment of Executive Limitations policies. These policies will be developed systematically from the broadest, most general level to more defined levels.

3. As long as the President uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.

4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and President domains. By so doing, the Board changes the latitude and choice given to the President. But so long as any particular delegation is in place, the Board and its members will respect and support any reasonable interpretation made by the President. This does not prevent the Board from obtaining information in the delegated areas except where confidentiality prohibits.

BOARD-PRESIDENT RELATIONSHIP POLICY

MONITORING PRESIDENT'S PERFORMANCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: Feb. 2023 Last Review: Feb. 2020	**Policy ID**	BP-4
Content Review Schedule (3 yrs)	Next Review: Feb. 2023 Last Review: Feb. 2020	**Appendices**	

Monitoring executive performance is synonymous with monitoring organizational performance against Board policies on ends and on executive limitations. Any formal evaluation of a President's performance may be derived only from these monitoring data.

1. The purpose of monitoring is simply to determine whether Board policies are being fulfilled.

2. A given policy may be monitored in one or more of the following ways:

   2.1. **Internal report** – Disclosure of compliance information by the President, along with his/her explicit interpretation of Board policy, and justification for the reasonableness of interpretation.

   2.2. **External report** – Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board.

   2.3. **Direct Board inspection** - Discovery of compliance information by a designated Board member, a committee or the Board as a whole. Such an inspection is only undertaken at the instruction of the Board.

3. In every case, the standard for compliance shall be *any reasonable CEO interpretation* of the Board policy being monitored. The Board is the final arbiter of reasonableness, and will always judge with the "reasonable person" test rather than interpretations favoured by Board members, or even the Board as a whole.

4. Upon the choice of the Board, any policy can be monitored by any of the above methods at any time. For regular monitoring, however, each *Ends and Executive Limitations* policy will be classified by the Board according to frequency and method, as shown in the following table.

5. A formal evaluation of the CEO by the Board will occur annually, and will be conducted by review of the Board's recorded acceptance or non-acceptance of the regular monitoring data provided by the CEO during the year: This evaluation will be based only on the following:
   5.1. Achievement of a reasonable interpretation of the Board's Ends Policies,
   5.2. Non-violation of a reasonable interpretation of its EL Policies, and
   5.3. Performance trends evidenced from the above items.

BOARD-PRESIDENT RELATIONSHIP POLICY

Policy	Method	Frequency
ENDS		
E	Internal Report	**Annually**
E-1	Internal Report	**Annually**
E-2	Internal Report	**Annually**
E-3	Internal Report	**Annually**
EXECUTIVE LIMITATIONS		
EL General Executive Constraint	Internal Report	**Annually**
EL-1 Treatment of People	Internal Report	**Annually**
EL-2 Planning	Internal Report	**Annually**
EL-3 Financial Condition & Activities	Internal Report	**Quarterly**
	External Report	**Annually**
EL-4 Asset Protection	Internal Report	**Annually**
	External Report	**Annually**
EL-5 Compensation and Benefits	Internal Report	**Annually**
EL-6 Communication and Support to Board	**Direct Inspection**	**Annually**
EL-7 Investments	Internal Report	**Annually**

BOARD GOVERNANCE™ PROCESS POLICY

GLOBAL GOVERNANCE PROCESS			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: July 2019 Next Review: October 2016	**Policy ID**	GP
Content Review Schedule (3 yrs)	Next Review: August 2020 Last Review: October 2017	**Appendices**	

The purpose of the Board, on behalf of the people in the stewardship region and beyond, is to ensure that GPRC achieves optimal results at an appropriate cost (as specified in Board Ends policies), and avoids unacceptable actions and situations (as prohibited in Board Executive Limitations policies).

BOARD GOVERNANCE™ PROCESS POLICY

GOVERNANCE COMMITMENT			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: Feb. 2022 Last Review: Feb. 2020	**Policy ID**	GP-1
Content Review Schedule (3 yrs)	Next Review: August 2020 Last Review: June 2018	**Appendices**	

The Board of Governors will govern Grande Prairie Regional College on behalf of the people in the stewardship region (Appendix B), demonstrating commitment to the following fundamental values.

1. **We are committed to Policy Governance.**

   - We engage in purposeful and professional governance focused on results. We are disciplined in separating Board and staff function, responsibility and accountability.

2. **We are community centred.**

   - We are guided by a social conscience, while sharing our communities through a positive and constructive partnership with government and others. We endeavor to understand and address the needs of our students and all stakeholders.

3. **We work as a team.**

   - We are a diverse yet cohesive group of individuals able to collaborate and communicate in one united voice.

4. **We maintain a safe, positive environment.**

   - We have fun as we value and nurture a safe and respectful environment that fosters open dialogue and diversity of opinion.

5. **We strive for peak productivity and performance.**

   - We act with honesty and sincerity in all of our efforts. We are constantly evolving. We continually strive to improve. We are both proactive and responsive as servant-leaders.

BOARD GOVERNANCE™ PROCESS POLICY

CODE OF CONDUCT			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: Feb. 2022 Last Review: Feb. 2020	**Policy ID**	GP-2
Content Review Schedule (3 yrs)	Next Review: Sept. 2021 Last Review: Sept. 2018	**Appendices**	

1. Policy Statement and Background

1.1. Grande Prairie Regional College (the "College") is committed to accountable and transparent practices which serve the best interests of the College as a whole. All members of the College community are expected to uphold the College's high ethical standards, demonstrating integrity, honesty and responsibility in all of the College's operations and in relationships with the community at large.

1.2. The College is further committed to creating and maintaining an inclusive and safe teaching, learning and working environment in which everyone behaves with respect, adheres to professional standards, and complies with the rules of law.

1.3. The College will not abide or tolerate unethical behaviour or impermissible conflicts of interest. Awareness of the provisions of this Code is fundamental in ensuring Board Members act appropriately in all dealings involving the College, its members, and its stakeholders.

2. Policy Objective

2.1. This Board of Governors Code of Conduct (the "Code") defines and explains the expectations placed on members of the Board of Governors to engage in ethical behaviour and to avoid unmanageable conflicts of interest.

2.2. Board Members should use this Code for guidance on how to correctly recognize, disclose and manage these or related situations.

3. Scope and Application

3.1. This Code applies in respect of all Board Members of the College, including the President and CEO when acting in their role as a Board Member. Employees of the College, including the President and CEO when acting in their capacity as an employee, are governed by the Employees' Code of Conduct.

3.2. Together, the Employees' Code of Conduct and the Board of Governors' Code of Conduct promote the College's commitment to be ethical and credible in its relationships with its employees, students, industry partners, vendors, and others.

3.3. Any Board Member who contravenes this Code may be subject to a range of corrective measures necessitating disciplinary action, up to and including a request for their resignation or petition to the Minister to revoke the appointment of the Board Member.

4. **Definitions**

4.1 "Board Member" means a member of the Board of Governors, whether by appointment or otherwise. Any individual appointed as a member of any committee of the Board, whether or not that individual would otherwise be a Board Member, is deemed to be a Board Member for the purposes of this Code.

4.1.1 The President and CEO and the Chair are Board Members, pursuant to sections 44(2)(c) and 44(2)(d) of the Post Secondary Learning Act.

4.2 "Board of Governors" or "Board" means the collective group of individuals who manage and operate the College within its approved mandate pursuant to section 60(1)(a) of the Post-Secondary Learning Act. The Board of Governors is deemed to include any committee of the Board for the purposes of this Code.

4.3 "Chair" means the individual designated by the Lieutenant Governor in Council as the Chair of the College, pursuant to section 44(2)(c) of the Post-Secondary Learning Act.

4.3.1 The Chair is the "chair" for the purposes of the Conflicts of Interest Act, as that term is defined at section 23.92(1)(a) of that Act.

4.3.2 The Chair is a "senior official" for the purposes of the Conflicts of Interest Act, as that term is defined at section 23.92(1)(k) of that Act.

4.3.3 This definition includes any person elected from among the Board Members to act as Chair in the absence or inability to act of the incumbent Chair pursuant to section 44(3) of the Post-Secondary Learning Act.

4.4 "Close Personal Relationship" includes, with respect to an individual:

4.4.1 The individual's spouse (including common-law), child, sibling, parent, spouse's parent, niece, nephew, aunt, uncle, grandparent, grandchild, son-in-law, daughter-in-law, brother-in-law, sister-in-law, step-child, step-sister, step-brother or step-parent;

4.4.2 Any other member of the individual's family who resides at the same household as the individual; or

4.4.3 Another individual whom the individual has an intimate relationship with.

4.5 "Conflict of Interest" exists when an individual has an external interest, financial or otherwise, that could impact their conduct at the College. This may occur when the external interest provides, directly or indirectly, a motivation or incentive to influence the individual's conduct in exercising their employment responsibilities. This creates a risk that the individual's judgment or actions could be, or could be seen to be, unduly influenced by that external interest. "Conflict of interest" includes both actual and apparent conflicts of interest.

4.5.1 "Apparent Conflict of Interest": a situation where there exists a reasonable perception, which a reasonably well-informed person could properly have, that the individual's ability to exercise an official power or perform an official duty or function must have been affected by their private interest.

4.6 "President and CEO" means the individual appointed by the Board of Governors to the position of President and CEO pursuant to section 81 of the Post-Secondary Learning Act.

5. Guiding Ethical Principles

5.1 The College requires all Board Members to uphold its high ethical standards of conduct and expects of itself and its Board Members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Board Members.

5.2 Board Members have a fiduciary duty to the College to act in its best interests and therefore owe their primary loyalty to the College. This requires that Board Members avoid having conflicting loyalties to other groups such as interest groups, other boards, or other organizations.

5.3 Board Members must know and understand the duties and obligations of their role, including those provided in this Code. Board Members must act impartially in carrying out their duties and meeting their obligations and must exercise any discretionary decision-making authority in accordance with the College's ethical standards.

5.4 Board Members are prohibited from acting primarily in self-interest or furthering their private interests by virtue of their role with the College or through the carrying out of their Board responsibilities.

5.5 Board Members must respect the confidentiality of the College, including the confidentiality of any in camera deliberations of the Board or any committee, and are not permitted to use any College resources or information that is not publicly available for the private benefit of any person.

5.6 Any person who suspects or observes another Board Member engaging in unethical behaviour or other activities contrary to this Code should raise the concern or notify the appropriate party in the manner specified by Section 12 of this Code.

5.6.1 A Board Member should not attempt to personally conduct investigations or interviews related to any suspected unethical activity.

5.7 Board Members may not attempt to exercise individual authority over the organization except as explicitly set forth in the Board's policy governance framework. In particular:

5.7.1 Board Members' interaction with the President and CEO or with staff must recognize the lack of authority in any individual Board Member or group of Board Members, except as noted above or elsewhere in this Code;

5.7.2 Board Members' interaction with the public, media, or other entities must recognize the same limitation and the same inability of any Board Member or group of Board Members to speak for the Board;

5.7.3 Board Members must not make judgments of the performance of the President and CEO or other staff, except where performance is assessed against explicit Board policies by official processes; and

5.7.4 Board Members must not interfere with the management or operational affairs of the College.

6. Obligations Respecting Conflicts of Interest

6.1 Board Members hold positions of trust and must exercise care to avoid conflicts of interest.

6.2 A Board Member engaging in an activity or situation that creates a conflict of interest must immediately:

6.2.1 Self-report the conflict of interest to the Chair using the specified form;

6.2.2 End or resolve the conflict of interest or seek a determination the conflict is manageable; and

6.2.3 Take reasonable steps to protect themselves and the interests of the College.

6.3 A Board Member with a conflict of interest that will not be immediately ended or resolved must request the Board to review the conflicting activity or situation and make a determination as to whether the conflict is a manageable conflict.

6.3.1 A request is to be made to the Chair and must specify:

6.3.1.1 The nature of the conflict of interest;

6.3.1.2 The actions the Board Member will take to ensure the conflict does not prejudice their ongoing Board responsibilities; and

6.3.1.3 If the conflict relates to alternate employment, outside business interests, or other appointments, the contact information of persons involved with the other activity that the Board may contact if necessary to determine whether any conflict will be manageable or not.

6.3.2 The Chair may involve the President and CEO or any other appropriate parties in investigating whether the conflict of interest is manageable.

6.3.3 The Chair, on behalf of the Board, will make a written determination within a reasonable time from the receipt of the request as to whether or not the conflict of interest is manageable.

6.3.3.1 If the conflict of interest is determined to be unmanageable, the Board Member must end or resolve the conflict or resign from their Board position.

6.3.3.2 If the conflict of interest is determined to be a manageable conflict, it is the obligation of the Board Member to ensure the conflict remains manageable and to notify the Board of any material change in circumstances.

6.4 A Board Member will not be deemed to be in a conflict of interest for the purposes of establishment of Board honoraria and allowances within the guidelines of the Post-Secondary Learning Act.

6.5 If a Board Member has a conflict of interest related to any issue or topic to be discussed at a Board or committee meeting, whether or not that conflict has been determined to be manageable, they must declare the conflict prior to discussion of the issue. This declaration will be noted in the minutes. The Board Member may make a statement, with the permission of the Chair, but must not take part in any discussion or vote of the issue. The Board Member must remove themselves from the place of discussion prior to discussion and voting of the issue, with the abstention to be recorded in the minutes. The Board Member is still included in determining a quorum.

6.6 Notwithstanding the ongoing and active obligation to declare conflicts of interest immediately, Board Members must annually sign the Board of Governors Agreement Regarding the Board Member's Code of Conduct and may be asked to complete annual declarations that they are free from conflicts of interest.

6.6.1 If a Board Member is not sure what or whether to declare, the Board Member should err on the side of caution.

6.6.2 A Board Member may contact the Chair for guidance.

6.7 Any person who observes or suspects another Board Member is engaging in a conflict of interest contrary to this Code should raise the concern or notify an appropriate party in the manner specified by Section 12 of this Code.

6.7.1 A Board Member should not attempt to personally conduct investigations or interviews related to any suspected conflict of interest.

6.8 A Board Member may at any time seek clarification from the Chair as to whether any activity or situation being contemplated may constitute a conflict of interest within the meaning of this Code.

6.8.1 If the Board Member is the Chair, or if reporting to the Chair is inappropriate, the Board Member may seek clarification from the Vice-Chair.

6.9 If the Chair is inappropriate in any circumstance to review, revise, approve, or do any other action as required by the Chair in this Section, the Vice-Chair may fulfill the Chair's role in the same manner as normally assigned to the Chair.

7.0 Alternate Employment

7.1 Board Members holding alternate employment, outside business interests, or other appointments other than their position with the College are in a situation of potential conflict and therefore must self-report the activity in accordance with the conflicts procedures in this Code.

7.2 Board Members holding a position with the Board are encouraged to consult with the Chair before accepting or beginning any alternate employment, outside business interest, or other appointment, for a preliminary and non-binding opinion as to whether a potential conflict might be manageable or not.

7.3 Public Board Members may not retain their Board membership if they are employed by the College.

7.4 Should a Board Member desire to be considered for employment by the Board directly, they must first resign from the Board.

8.0 Gifts

8.1 Board Members must exercise care to avoid a conflict of interest due to the acceptance of gifts.

8.2 Where a gift is offered to a Board Member directly or indirectly as a result of that Board Member's position with the College, the Board Member may not accept the gift unless acceptance of the gift would not create a real or apparent conflict of interest. Situations not expected to create a conflict include where the gift is:

8.2.1 a token received as part of reasonable protocol;

8.2.2 given as a social obligation or cultural practice;

8.2.3 given as incident for participating in a public event; or

8.2.4 a gift reasonably given by a family member or friend.

8.3 A Board Member may not accept without special approval:

8.3.1 cash or a cash equivalent;

8.3.2 any gift with a value exceeding $200; or

8.3.3 any combination of gifts from a single source within a year exceeding a combined total value of $500.

8.4 Notwithstanding the above, the Chair may accept from a donor or friend of the institution without special approval:

8.4.1 A gift with a value that does not exceed $1,000; and

8.4.2 Any combination of gifts and event invitations (inclusive of all registration fees, transportation arrangements, and accommodation) from a single source within a year which does not exceed a combined total value of $1,500.

8.5 If a gift is offered to a spouse, adult independent partner or minor child of the Board Member, the same considerations apply as if the gift were given to the Board Member directly.

8.6 A Board Member who is uncertain whether the acceptance of a gift is appropriate may contact the Chair for direction. The Chair may contact the Vice-Chair.

8.7 If the valuation of any gift is disputed, the value will be determined in the sole discretion the Chair. If the Chair is the recipient of the gift, the value will be determined in the sole discretion of the Vice-Chair.

8.8 If a Board Member is offered a gift which may exceed a maximum value, the Board Member may contact the Chair in writing to seek special approval to accept the gift. If the gift is being offered to the Chair, the Chair may seek special approval in writing from the Vice-Chair. Approval will be granted in writing only if acceptance of the gift would not create a conflict of interest and is not contrary to the principles of this Code.

8.9 If a Board Member accepts a gift with a maximum value in excess of any maximum stipulated by this Code, and special approval has not been received, the gift must be returned to the offeror within a reasonable time of its acceptance. If returning the gift is impractical, or would be socially or culturally unacceptable, the gift must be forfeited to the College through the President and CEO or any other person as designated by the President and CEO.

9.0 Event Invitations

9.1 Board Members must exercise care to avoid a conflict of interest due to the acceptance of an invitation to an event.

9.2 Where a Board Member is invited to attend an event directly or indirectly as a result of the Board Member's position with the College, the Board Member may accept the event invitation if the acceptance and attendance at the event would not create a real or apparent conflict of interest. Situations not expected to create a conflict include events where:

9.2.1 the event is open to the general public (e.g., annual parades, small community BBQs, Calgary Stampede, Edmonton K-Days);

9.2.2 the Board Member's attendance at the event is within the scope of duties or obligations normally accompanying their position with the College; or

9.2.3 the Board Member pays for their own costs of attendance (including registration fees, transportation arrangements, food and beverages, and accommodation).

9.3 Where a Board Member is offered tickets to an event, but the person/organization offering is not attending with the Board Member and is instead offering the tickets to do with as the Board Member pleases, the tickets should be treated as a "gift" in accordance with this Code.

9.4 If more than one invitation is given to an event (e.g. two or more tickets), the total cost of all tickets received by the Board Member are to be included in valuing the event invitation. (E.g. two tickets at $100 each is $200 for the purposes of calculating the value of the invitation).

9.5 A Board Member may not accept an invitation to an event, without special approval, where:

9.5.1 If the event is a conference, seminar, or other event for which the Board Member has been invited as a speaker or active participant, and the speaking or participation is related to their duties as a Board Member:

9.5.1.1 The total value of attending the event, inclusive of all registration fees, transportation arrangements, food and beverages, and accommodation, exceeds $8,000;

9.5.1.2 The total value of attending all such event invitations made by a single source, inclusive of all registration fees, transportation arrangements, food and beverages, and accommodation, exceeds $16,000 in a calendar year; or,

9.5.1.3 The total value of attending the event would be unreasonable in the circumstances.

9.5.2 For any other event:

9.5.2.1 the total value of attending the event, inclusive of all registration fees, transportation arrangements, food and beverages, and accommodation, exceeds $300; or

9.5.2.2 the total value of attending all event invitations made by a single source, inclusive of all registration fees, transportation arrangements, food and beverages, and accommodation, exceeds $400 in a calendar year.

9.6 Notwithstanding the above, the Chair may accept from a donor or friend of the institution without special approval:

9.6.1 An invitation to an event where the total value of attending the event, inclusive of all registration fees, transportation arrangements, food and beverages, and accommodation, does not exceed $1,000; and

9.6.2 Any combination of gifts and event invitations (inclusive of all registration fees, transportation arrangements, food and beverages and accommodation) from a single source within a year which does not exceed a combined total value of $1,500.

9.7 A Board Member who is uncertain whether the acceptance of an event invitation is appropriate may contact the Chair for direction. The Chair may contact the Vice-Chair.

9.8 If the valuation or reasonability of attending any event is disputed, the value or reasonability will be determined in the sole discretion of the Chair. If the Chair is the recipient of the invitation, the value or reasonability will be determined in the sole discretion of the Vice-Chair.

9.9 If a Board Member is invited to an event which may exceed a maximum value, or is likely to be unreasonable, the Board Member may contact the Chair in writing to seek special approval to accept the invitation. If the invitation is being offered to the Chair, the Chair may seek special approval in writing from the Vice-Chair. Approval will be granted in writing only if acceptance of the event invitation would not create a conflict of interest and is not contrary to the principles of this Code.

9.10 If a Board Member accepts an invitation to an event in excess of any maximum stipulated by this Code, and special approval has not been received, the amount in excess of the maximum value must be reimbursed by the Board Member to the College.

10.0 Other Obligations of Board Members

10.1 A Board Member may be deemed to have breached their Board responsibilities by being absent from the regular meetings of the Board, without authorization by a resolution of the Board to do so, for:

10.1.1 three consecutive meetings; or

10.1.2 four regular meetings in any fiscal year.

10.2 Public Board Members may not retain their Board membership if they are employed by the College.

10.3 Should a Board Member desire to be considered for employment by the Board directly, they must first resign from the Board.

10.4 Public Board Members may receive remuneration from the College through the supply of goods or services, provided that the process assures transparency, competitive opportunity, and equal access to otherwise “inside” information.

11.0 Special Obligations of the Chair

11.1 In addition to the obligations owed as a Board Member, the Chair:

11.1.1 Must not take part in a decision in the course of carrying out their office or powers knowing that the decision might further their own private interest, the private interest of their own minor or adult child, or the private interest of any person directly associated with them, pursuant to section 23.925(1) of the Conflicts of Interest Act;

11.1.2 Must not use their office or powers to influence or to seek to influence a decision to be made by or on behalf of the Crown or a public agency to further their own private interest, the private interest of their minor child, or the private interest of any person directly associated with them, or to improperly further any other person’s private interest, pursuant to section 23.925(2) of the Conflicts of Interest Act;

11.1.3 Must not use or communicate information not available to the general public that was gained by them in the course of carrying out their office or powers to further or seek to further a private interest of their own, or any other person’s private interest, pursuant to section 23.925(3) of the Conflicts of Interest Act; and

11.1.4 Must not fail to appropriately and adequately disclose a real or apparent conflict of interest in the manner specified in this Code, pursuant to section 23.925(4) of the Conflicts of Interest Act.

12.0 Complaints, Investigations and Responses to Alleged Violations

12.1 It is the right of every person to make a report in good faith under this Code without fear of reprisal. Retaliation or reprisals against persons making such reports in good faith will not be tolerated.

12.2 Concerns about violations of this Code, including ethical violations or conflicts of interest, can be raised by notifying the Chair.

12.3 The Chair has the primary responsibility for initiating investigations. The Chair will conduct an initial assessment and will determine an appropriate course of action.

12.4 Any Board Member suspected or alleged to have committed an ethical violation or to have engaged impermissibly in a conflict of interest are to be treated fairly and consistently.

12.4.1 All investigations undertaken, externally or internally, will be carried out in accordance with any applicable laws in the Province of Alberta and any obligations existing in any contractual agreement.

12.5 If the investigation substantiates that a violation of this Code has occurred, including any unethical behaviour, fraudulent activity, or unreported conflicts of interest, the Board Member may be disciplined in the manner specified by Section 3.3 of this Code.

12.6 If the Chair is inappropriate in any circumstance to be notified, investigate, make a finding, or do any other action as required by the Chair in this Section, the Vice-Chair may fulfill the Chair's role in the same manner as normally assigned to the Chair.

13.0 Confidentiality

13.1 The Board of Governors treats all information received confidentially where possible.

13.1.1 Investigation results will not be disclosed or discussed with anyone other than those who have a legitimate need to know.

13.2 All copies of written complaints, findings, warnings, reprimands, or other documentation relating to an actual or alleged breach of this Code, including the result of any investigation, will be added to a Board Member's file with the College.

13.3 A Board Member must not use any confidential information of the College inappropriately, including:

- for a personal profit or the profit of any other person;
- contrary to any obligation under any privacy legislation or regulation;
- contrary to the College's codes of conduct; or
- contrary to the College's policies concerning the use and communication of confidential information.

14.0 Political Activity

14.1 Board Members may engage in political activity as long as the activity does not appear to or actually impair their ability to carry out their Board responsibilities.

14.2 The College itself does not participate in municipal, provincial, or federal politics.

14.2.1 No Board Member may endorse a political party, campaign, or candidate on behalf the College or using the College's name; and

14.2.2 No Board Member may infer political support, bias, or contribution on behalf of the College or using the College's name to any political event, party, candidate or campaign.

14.3 Any Board Member who contributes, participates, or voices or otherwise expresses political opinions or support must do so in their personal capacity and not as a representative of the College.

15.0 Administrative

15.1 The College reserves the right to amend this Code as necessary.

15.1.1 Such amendments will be made in accordance with section 23.923 of the Conflicts of Interest Act, and any other relevant provisions or legislation.

15.2 The College will respect and comply with its obligations under relevant statutes, its contractual agreements and its collective agreements.

15.2.1 Where there are inconsistencies between this Code and a statute, collective agreement, or contractual agreement, the statute, collective agreement or contractual agreement will prevail.

15.2.2 Board Members are expected to know and comply with applicable Federal and Provincial laws and regulations relating to their role with the College.

15.3 Questions or concerns about this Code can be addressed to the Chair and/or the President and CEO.

16.0 Implementation Period

16.1 This Code will be made public on the College's website on or before April 30, 2019, after receiving approval from the Ethics Commissioner of Alberta pursuant to section 23.922 of the Conflicts of Interest Act.

16.2 This Code will be implemented on or before July 1, 2019.

17.0 Transitional

17.1 As of the date this Code is implemented, this Code replaces the previous College governance policy GP-2: Board Members' Code of Conduct.

17.2 Prior to the implementation of this Code, governance policy GP-2: Board Members' Code of Conduct remains in effect.

BOARD GOVERNANCE™ PROCESS POLICY

BOARD CONFLICT OF INTEREST AGREEMENT			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: November 2022 Last Review: December 2020	**Policy ID**	GP-2.1
Content Review Schedule (3 yrs)	Next Review: January 2022 Last Review: January 2019	**Reference**	GP-2 Board Code of Conduct (6.6)

Board of Governors Agreement Regarding the Board Member's Code of Conduct Policy

As a member of the Board of Governors (the Board) of Grande Prairie Regional College (GPRC), the undersigned acknowledges, confirms and agrees as follows:

1. I have received, reviewed and understand the Board Code of Conduct Policy. I endorse the principles described in this Policy.

2. At all times that I am a member of the Board, I will:

   a) act honestly, in good faith and only in the best interests of GPRC;

   b) keep myself informed about relevant matters regarding GPRC business and affairs;

   c) conduct myself in a manner that is consistent with Alberta legislation and GPRC regulations, bylaws, rules, policies and procedures;

   d) when considering the business and affairs of GPRC, exercise the care, diligence and skill that a reasonably prudent person would exercise in like circumstances;

   e) keep confidential all sensitive materials and information provided to me in my capacity as a Board member; and

   f) disclose:
      i. material interests that I may have in any contract or proposed contract with GPRC,
      ii. relationships that I may have with a party to a contract or a proposed contract with GPRC, and
      iii. potential, perceived or actual conflicts between my obligation to act in the best interests of GPRC and my self-interest. In this regard, I will inform the Chair of the Board, from time to time, about any changes in my employment, about any additional board appointments that I may receive and about any additional relationships I may have with other business, charitable or government organizations/entities.

_____, Board Member _____Date

BOARD GOVERNANCE PROCESS POLICY

RELATED PARTY DISCLOSURE LETTER			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: Nov. 2022 Last Review: Dec. 2020	**Policy ID**	GP-2.2
Content Review Schedule (3 yrs)	Next Review: January 2019 Last Review: April 2015	**Reference**	GP-2 Board Code of Conduct (6.6)

Date:

Vice-President Administration
Grande Prairie Regional College
10726-106 Avenue
Grande Prairie AB T8V 4C4

Re: Related Party Disclosure – 2020-2021 (date updated annually)

This letter is to advise you of all parties to which I am connected where a conflict of interest with GPRC could be considered. (As per the Conflict of Interest Agreement, Related Parties Disclosure Document, F.iii)

I agree to advise you of any additions to or deletions of these Related Parties. I also agree to disclose any proposed transactions, other than normal course transactions, between myself or any of these Related Parties and GPRC, prior to commencement of a transaction.

_____ _____

_____ _____

_____ _____

_____ _____

Yours truly,

_____, Board Member _____Date

BOARD GOVERNANCE™ PROCESS POLICY

GOVERNANCE STYLE			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: August 2019 Last Review: Nov. 2017	**Policy ID**	GP-3
Content Review Schedule (3 yrs)	Next Review: April 2022 Last Review: April 2019	**Appendices**	

The Board commits to govern using the Policy Governance model and with a style that includes diverse viewpoints, strategic leadership, collective decision making and planning for the future with a clear distinction between Board and presidential roles. More specifically, the Board will:

1. Focus on Ends.

2. Operate in all ways mindful of its stewardship responsibility on behalf of the ownership. It will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling this commitment.

3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy-making principles, respect of roles, providing instructions or information on behalf of the Board only with one voice, and continuity of governance capability.

4. Cultivate a sense of group responsibility. It will use the expertise of individual Board members to assist the Board in its work, rather than to substitute for the Board's collective judgment.

5. Be a learning Board by continually developing its governance capacity. Development will include orientation of new members in the Board's governance process, regular education about the use of Policy Governance®, periodic Board discussion of process improvement, and any training that is mandated by Government.

6. Be an initiator of policy.

7. Monitor and discuss the Board's process and performance at each meeting.

BOARD GOVERNANCE™ PROCESS POLICY

BOARD JOB CONTRIBUTION			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: August 2019 Last Review: Nov. 2016	**Policy ID**	GP-4
Content Review Schedule (3 yrs)	Next Review: October 2020 Last Review: January 2017	**Appendices**	

The job of the Board is to represent the public in determining and demanding appropriate organizational performance. The unique contributions of the Board will be:

1. The link between the College and the people in the stewardship region and beyond.

2. Written governing policies which, at the broadest levels, address the following:

   Ends:
   - Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which needs at what cost).

   Executive Limitations:
   - Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

   Governance Process:
   - Specification of how the Board conceives, carries out and monitors its own tasks.

   Board-President Relationship:
   - Delegation of authority and monitoring of performance.
   - Determination of the president's role, authority and accountability.

3. Assuring appropriate College performance through a structured process of monitoring the President's compliance with Board policies.

4. The link between the College and elected government officials, consistent with messages agreed by the Board as a whole.

BOARD GOVERNANCE™ PROCESS POLICY

GPRC

ROLES OF CHAIR AND VICE-CHAIR			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: August 2020 Last Review: August 2018	**Policy ID**	GP-5
Content Review Schedule (3 yrs)	Next Review: Sept. 2021 Last Review: Sept. 2018	**Appendices**	

The Chair must ensure the integrity of the Board's governance process. The Chair is also authorized to represent the Board to outside parties. The Chair is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), unless the Board specifically authorizes another person.

1. The assigned result of the Chair's role is that the Board operates in a manner consistent with its own rules and those legitimately imposed upon it from outside sources (i.e., government).

   1.1. Meeting discussion is limited to those issues which, according to Board policy, clearly belong to the Board to decide, rather than the President;

   1.2. Discussion at Board meetings is fair, open and thorough, while remaining efficient, timely, orderly and pertinent;

   1.3. Timely, relevant agendas are prepared for Board meetings;

   1.4. The Vice-Chair is informed of current and pending issues and processes.

2. The Chair has authority to make reasonable interpretations of Board policies on Governance Process and Board-President Relationship, with the exception of (a) employment or termination of a President and (b) instances where the Board specifically delegates portions of this authority to others.

   2.1. The Chair is empowered to chair Board meetings with all commonly accepted powers of that position (i.e., ruling, recognizing, etc.).

   2.2. The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the President.

   2.3. The Chair represents the Board to outside parties in announcing Board positions and policies, and in stating Chair decisions and interpretations within the areas delegated to the Chair.

   2.4. The Chair is authorized to assign attendance at events and meetings to specific Board members and to approve any honoraria which may be payable.

2.5. The Chair is authorized to sign the President's expense account for submission, pursuant to the Financial Signing Authority Policy.

2.6. The Chair serves as an ex officio member of any Board committee.

2.7. The Chair may delegate his/her authority, but remains accountable for its use.

3. The Board shall annually elect a Vice-Chair from among the public members of the Board. In the absence or inability of the Chair or Vice-Chair to act, the Board shall elect another public member to act as temporary Chair or Vice-Chair. The Vice-Chair shall have the following responsibilities:

3.1. In the absence of the Chair or in his/her inability to act, the Vice-Chair shall carry out all responsibilities normally exercised by the Chair;

3.2. Within areas of responsibility overseen by the Vice-Chair, the Vice-Chair shall ensure the Chair is fully informed of current and pending issues and processes;

3.3. Such other responsibilities that have been delegated to the Vice-Chair by the Board.

BOARD GOVERNANCE™ PROCESS POLICY

BOARD LINKAGE WITH OWNERSHIP			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: January 2020 Last Review: April 2017	**Policy ID**	GP-6
Content Review Schedule (3 yrs)	Next Review: June 2021 Last Review: June 2018	**Appendices**	

The "owners" of the Grande Prairie Regional College are defined as the people in the stewardship region. The Board shall be accountable for the College to its owners as a whole. The Board shall act on behalf of the owners as a whole, rather than being advocates for specific geographic areas or interest groups.

1. When making governance decisions, Board Members shall maintain a distinction between their personal interests as "customers" of the College's services, and their obligation to speak for others as a representative of the "owners" as a whole. As the agent of the owners, the Board is obligated to identify and know what the owners want and need.

2. The Board shall gather data in a way that reflects the diversity of the ownership. It will actively pursue opportunities to seek and share information with its communities in order to gain a wider perspective of future educational and training needs, and to share the goals, challenges and accomplishments of the College. It shall recognize that diversity assures a broad base of wisdom, and shall seek to make decisions considering that input.

3. Collection of input from the owners may be accomplished through a variety of methods, including, but not limited to, meetings with the ownership, surveys, and advisory committees.

4. Board members should participate in College functions according to an overall Board plan, as part of its communication with the College community.

BOARD GOVERNANCE™ PROCESS POLICY

BOARD LINKAGE WITH OTHER ORGANIZATIONS			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: January 2020 Last Review: April 2017	**Policy ID**	GP-7
Content Review Schedule (3 yrs)	Next Review: June 2022 Last Review: June 2019	**Appendices**	

The Board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as "owner representative" in determining the most appropriate Ends.

1. The Board shall establish mechanisms for maintaining open communication and positive working relationships with other organizations regarding Ends. Such mechanisms may include, but are not limited to:

   - Inviting representatives of the Boards of those organizations to Board meetings.
   - Meeting jointly with other Boards on occasion.

2. If the Board is requested to appoint College representatives to external committees, the Board will first determine if the committee's mandate is relevant to governance or operations. If it is governance-related the Board will make an appointment. If it is operational, the Board shall refer the matter to the President.

BOARD GOVERNANCE™ PROCESS POLICY

GPRC

BOARD COMMITTEE PRINCIPLES			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: January 2020 Last Review: April 2017	**Policy ID**	GP-8
Content Review Schedule (3 yrs)	Next Review: April 2022 Last Review: April 2019	**Appendices**	

Board committees, when used, will be assigned so as to not interfere with the wholeness of the Board's work or to interfere with delegation from Board to President. Committees will be used sparingly, only when other methods have been deemed inadequate.

1. A Board committee can be created only by the Board and its existence and charge come from only the Board, regardless whether any Board members sit on the committee.

2. Board committees are to help the Board do its job, not to help the staff do its jobs. Board committees are not to be created by the Board to advise staff.

3. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.

4. Board committees cannot exercise authority over staff. Because the President works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.

5. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee which has helped the Board create policy on some topic will not be used to monitor organizational performance on that same subject.

6. This policy applies only to committees which are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the President and CEO.

7. All committee members shall abide by the same Code of Conduct as governs the Board.

8. Except as defined in written Terms of Reference, no Committee has authority to commit the funds or resources of the organization.

BOARD GOVERNANCE™ PROCESS POLICY

BOARD COMMITTEE STRUCTURE			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: June 2021 Last Review: June 2019	**Policy ID**	GP-9
Content Review Schedule (3 yrs)	Next Review: October 2020 Last Review: January 2017	**Appendices**	

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. The only Board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

1. Every Board committee must have written Terms of Reference from the Board including clearly stated deliverables and authority.

2. The Board will appoint a Chair from among its public members.

3. Board members are permitted to attend any subcommittee meeting of the Board, at the discretion of the Committee Chair. Attendance is valuable for input, learning and succession, but would be without compensation. The Chair maintains the tool of going in-camera at any time during any meeting in order to include only members formally on the Committee.

4. All Committee members shall be appointed by the Board after consideration of skills and abilities required to carry out its terms of reference. If the Board or Committee determine that an external advisor with particular expertise is needed to advise and participate on a Committee, the Board may choose to appoint such persons.

5. Committee member(s) expenses will be reimbursed in accordance with Board Policy GP-12.

BOARD GOVERNANCE PROCESS POLICY

AUDIT COMMITTEE TERMS OF REFERENCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: August 2022 Last Review: August 2020	**Policy ID**	GP-9.1
Content Review Schedule (3 yrs)	Next Review: March 2020 Last Review: June 2016	**Appendices**	

1. Deliverables

   1.1. Liaise with the auditor on behalf of Board, including review of the annual audit plan and receipt of audit findings.
   1.2. Assessment a minimum of twice each year, on behalf of the Board, of management's response to the recommendations of the Office of the Auditor General.

2. Authority

   2.1. The committee has no authority to change or contravene Board policies.
   2.2. The committee has authority to spend funds required for travel to meetings if meetings are required. No authority to spend or commit other organization funds.
   2.3. The committee has authority to use staff resource time normal for administrative support around meetings.
   2.4. The Committee does not have authority to instruct the President or any other staff member, other than to request information required in the conduct of its duties.
   2.5. The Committee has the authority to meet independently with the external auditors

3. Composition

   3.1. The Committee shall be composed of three public Board members selected by the Board of Governors, one of whom shall be appointed by the Board of Governors as Chair. At least two of the Board members on the Committee will be able to understand basic financial statements, and have sufficient understanding to ask appropriate questions of the Auditor. In addition, the Chair of the Board and President shall serve as ex-officio members.

4. Term of Office

   4.1. Members shall be appointed for a 2-year term, which may be renewed at the pleasure of the Board.
   4.2. Appointments to the Committee will be staggered to provide for continuity.

BOARD GOVERNANCE PROCESS POLICY

COMPLIANCE AND CONTINUITY COMMITTEE TERMS OF REFERENCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: Dec. 2022 Last Review: Dec. 2019	**Policy ID**	GP-9.2
Content Review Schedule (3 yrs)	Next Review: February 2022 Last Review: February 2019	**Appendices**	

The Compliance and Continuity Committee enhances the Board's effectiveness and efficiency in ensuring compliance with legislation and maintenance of Board and CEO effectiveness.

Deliverables

1. The Committee products are to support the Board's job, never to decide for the Board unless explicitly stated below.

    1.1. Ensure Board compliance with the Alberta Public Agencies Governance Act (APAGA)
    1.2. Options for the Board regarding policies related to CEO recruitment, retention, remuneration, and review.
    1.3. Options for the Board regarding policies related to Board recruitment, remuneration, retention, review, performance and succession planning
    1.4. All other priorities identified by the Board in relation to APAGA

Authority

2. The Committee's authority enables it to assist the Board in its work, while not interfering with Board holism.
    2.1. Bring alternatives and implications to the Board but has no authority to change or contravene Board policies.
    2.2. Has authority to request of the CEO, staff resource time normal for administrative support around meetings.
    2.3. Does not have authority to instruct the President or any other staff member, other than to request information required in the conduct of its duties.

Composition and Tenure

3. The Committee's composition shall enable it to function effectively and efficiently.
    3.1. Shall be composed of a minimum of three public Board members selected by the Board of Governors, one of whom shall be appointed by the Board of Governors as Committee Chair.
    3.2. The Chair of the Board and President shall serve as ex-officio members.
    3.3. Members shall normally be appointed for a 2-year term, or at the discretion of the Board.
    3.4 Appointments shall be staggered to provide for continuity.

BOARD GOVERNANCE™ PROCESS POLICY

BOARD DEVELOPMENT PLANNING TERMS OF REFERENCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: December 2022 Last Review: December 2020	**Policy ID**	GP-9.3
Content Review Schedule (3 yrs)	Next Review: April 2022 Last Review: April 2019	**Appendices**	

The Board Development Committee will assist the Board in its intent to govern with excellence.

1. Deliverables

1.1. Identified opportunities for Board learning and growth.
1.1.1. Regular and timely reports to the Board on planning and development opportunities, with requests for feedback from the Board.
1.1.2. Liaise, on behalf of the Board, with potential facilitators and educators to secure their services for Board development.

1.2. Plan the Annual Board of Governors Workshop.
1.3. Assurance that governance training is provided in a timely fashion to new Board members.
1.4. Assign a mentor to the newest Board members.
1.5. Summarized evaluations of Board development activity.

2. Authority

2.1. The Committee has authority to request of the CEO, staff resource time normal for administrative support around meetings.
2.2. The Committee has authority to seek and gain commitments of facilitators for Board Development, within the limitations of the annual development budget.
2.3. The Committee does not have authority to instruct the President or any other staff member, other than to request information required in the conduct of its duties.

3. Composition

3.1. The Committee shall be composed of a minimum of two public Board members selected by the Board of Governors, one of whom shall be appointed by the Board of Governors as Committee Chair. The Chair of the Board and President shall serve as ex-officio members.

4. Term of Office

4.1. Members are normally appointed for a 2-year term, or at the discretion of the Board.
4.2. Appointments shall be staggered to provide for continuity.

BOARD GOVERNANCE™ PROCESS POLICY

TRANSITION COMMITTEE TERMS OF REFERENCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: June 30, 2020 Last Review:	**Policy ID**	GP-9.4
Content Review Schedule (3 yrs)	Next Review: May 2023 Last Review: May 2020	**Appendices**	

The Transition Committee is established by the Board of Governors to formalize a successful transition plan for the President and CEO, include integral components to introduce, support and build relationships necessary to the role of President and CEO, and act as an advisory body or council leading up to the installation ceremony.

1. Deliverables

1.1. To ensure a smooth and collaborative transition process, the Committee will:
- Create, oversee, and coordinate a transition plan for the President and CEO that will include:
  - develop communication strategies
  - advise on stewardship region opportunities and challenges
  - connect the President and CEO with internal and external stakeholders
- Plan and oversee the first inaugural installation ceremony for the new President.

2. Authority

2.1. The Committee shall report to the Board of Governors through the Committee Chair.
2.2. The Committee Chair will provide leadership to the Committee Members in fulfilling the mandate set out in these terms of reference.
2.3. The Committee shall suggest a budget to the Board of Governors for approval that is respectful of the transition and installation ceremony, while being fiscally responsible.

3. Composition

3.1. The Committee will be chaired by the Chair of the Board of Governors, who is an ex-officio member of the Committee.
3.2. The Committee shall be composed of a minimum of:
- Two public Board members of the Board of Governors
- Two members from outside of the GPRC Stewardship Region
- Two members of the GPRC Stewardship Region Community
- The President shall serve as an ex-officio member.

4. Term of Office

4.1. Members are appointed for the full term of existence of the Committee.
4.2. The Committee will dissolve after a review to determine that the transition of the new President and CEO is successfully complete. The dissolution date may be extended if deemed necessary.

BOARD GOVERNANCE PROCESS POLICY

GOVERNANCE AND STRATEGIC DIRECTION AD HOC COMMITTEE TERMS OF REFERENCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: May 2022 Established: May 12, 2020	**Policy ID**	GP – 9.5
Content Review Schedule (3 yrs)	Next Review: May 2023 Established: May 12, 2020	**Appendices**	

The Governance and Strategic Direction Committee is established by the Board of Governors to formalize strategy and response to the system-wide review of post-secondary institutions. The Committee will focus on Institutional collaboration and advocate for accessibility for learners of northern Alberta.

1. Deliverables

1.1. Governance Model and Structure
Investigate alternatives of post-secondary governance, and provide options and recommendations for a governance model to the Board of Governors.

1.2. System Review
Provide options and recommendations to the Board respecting System Review in the following areas:

- Influence the System Review when consulted and support development of coalitions with post-secondary institutions.
- Implementation of System Review outcomes.

2. Authority

The Committee's authority enables it to assist the Board in its work, while not interfering with Board holism.

2.1. The Committee shall report to the Board of Governors through the Committee Chair.

2.2. The Committee will bring alternatives and implications to the Board but has no authority to change or contravene Board policies.

2.3. The Committee does not have authority to instruct the President or any other staff member, other than to request information required in the conduct of its duties.

3. Composition

3.1. The Committee's composition shall enable it to function effectively and efficiently.

- The Committee shall be composed of a minimum of three public Board members selected by the Board of Governors, one of whom shall be appointed by the Committee as Committee Chair.

- The Chair of the Board and President and CEO shall serve as ex-officio members.

4. Term of Office

4.1. Members are appointed for the full term of the System Review.

4.2. The Committee will review its Term of Office at the conclusion of the System Review and make any amendments to address the recommendations of the Review.

BOARD GOVERNANCE PROCESS POLICY

BOARD PLANNING CYCLE AND AGENDA CONTROL			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: June 2020 Last Review: June 2018	**Policy ID**	GP-10
Content Review Schedule (3 yrs)	Next Review: August 2023 Last Review: August 2020	**Appendices**	

1. The Board shall maintain control of its own agenda by developing each year no later than June, an annual schedule which includes, but is not limited to:

   - Considered review of the Ends in a timely fashion which allows the President to build a budget.
   - Consultations with selected groups in the ownership, or other methods of gaining ownership input.
   - Scheduled time for education related to ends determination. This may include presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups, and staff.
   - Scheduled time for monitoring of the Board's own compliance with its Governance Process policies, and for review of the policies themselves.
   - Scheduled time for monitoring compliance by the President with Executive Limitations and Ends policies, and for review of the policies themselves. Monitoring reports will be provided and read in advance of the Board meeting, and discussion will occur if reports show policy violations, if reports do not provide sufficient information for the Board to make a determination regarding compliance, or if policy criteria are to be debated.
   - Scheduled time for education about the process of governance.

2. Based on the outline of the annual schedule, the Board delegates to the Chairperson the authority to fill in the details of the meeting content. The detailed agenda shall be prepared jointly by any two of the following positions:
   - Board Chairperson
   - Board Vice-Chairperson
   - President

   At the discretion of the Chair, additional Board members may also be included.

   Potential agenda items shall be carefully screened to ensure that they relate to the Board's job description, rather than simply reviewing staff activities. Screening questions shall include:
   2.1 Clarification as to whether the issue clearly belongs to the Board or the President.
   2.2 Identification of what category an issue relates to - Ends, Executive Limitations, Governance Process, Board- Staff Relationship.
   2.3 Review of what the Board has already said in this category, and how the current issue is related.

3. Throughout the year, the Board will attend to Requested Approvals Agenda items as expeditiously as possible. When an item is brought to the Board via the Requested Approvals Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated, the Board will limit discussion on the item prior to approval. An exception will be made only if a majority of the Board votes to remove the item from the Requested Approvals Agenda for discussion

BOARD GOVERNANCE™ PROCESS POLICY

SPECIAL RULES OF ORDER			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: Feb. 2020 Last Review: May 2017	**Policy ID**	GP-11
Content Review Schedule (3 yrs)	Next Review: Dec. 2022 Last Review: Dec. 2019	**Appendices**	

Board meetings will be conducted in an orderly, effective process, led and defined by the Chair.

1. All policy obligations respecting Board meetings must be satisfied.

2. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.

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

3. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.

4. Board members must keep their comments relevant to the issue under consideration.

5. Board meetings will be conducted at a level of informality considered appropriate by the Chair, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject.

6. Proposals that the Board take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by main motion of a Board member, discussed, and then voted on. All motions require a second to proceed to discussion and subsequent vote.

   6.1. The Chair of the Board may to the same extent as any Board member, make motions, engage in debate, or vote on any matter to be decided.
   6.2. A motion to amend a main motion may be amended but third level amendments are out of order.
   6.3. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.

7. Board members may speak to a pending motion on as many occasions, and at such length, as the Chair may reasonably allow.

8. A vote on a motion shall be taken when discussion ends but any Board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.

9. A majority vote will decide all motions before the Board.

10. A motion to adjourn a Board meeting may be offered by any Board member or, on the conclusion of all business, adjournment of the meeting may be declared by the Chair.

11. A Board member may request to have his or her vote on the record, or may request a recorded vote.

12. When further rules of order are to be developed by the Board, the Board will consider the Robert's Rules of Order Newly Revised as a resource guide.

BOARD GOVERNANCE™ PROCESS POLICY

BOARD REIMBURSEMENT			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: April 2021 Last Review: April 2019	**Policy ID**	GP-12
Content Review Schedule (3 yrs)	Next Review: April 2022 Last Review: April 2019	**Appendices**	

Board members shall be paid a monthly stipend, and honoraria for extra Board-approved meetings. They may also be reimbursed for reasonable expenses incurred in conducting their Board responsibilities.

The remuneration rate shall be determined for the following budget year, and is listed in appendix A.

1. A monthly stipend will be issued from the payroll office as a College pay cheque and is considered compensation for regular and special Board meetings and ambassadorship activities.

2. The ambassadorship role is expected as part of an appointment to the Board. Members are encouraged to attend College functions but will not receive remuneration for events such as volunteer fund-raising, news conferences, Convocation, social events, or professional development activities that are not Board approved.

3. Board members are eligible for remuneration for activities other than regular and special Board meetings or ambassadorship at which attendance by the Board is required, for Board committees, for attendance at specific functions on a one-time basis to represent the Board or College, or for appointment to another Board when the member is a College Board representative.

4. Board members will be reimbursed for travel, food and lodging and etc. expenses in accordance with GPRC's Travel and Related Expenses Policy.

5. In compliance with the Election Finances and Contributions Disclosure Act, donations and reimbursements for contributions to a registered party, registered constituency, association or registered candidate will not be authorized.

BOARD GOVERNANCE™ PROCESS POLICY

GPRC

BOARD INDEMNIFICATION			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: May 2020 Last Review: May 2018	**Policy ID**	GP-13
Content Review Schedule (3 yrs)	Next Review: Dec. 2022 Last Review: Dec. 2019	**Appendices**	

In the event that a member of the Board of Governors while acting in the course of his/her normal College-related duties, is sued by a third party for any alleged action, the College will normally defend the legal action on behalf of the member.

1. Legal actions will be defended on behalf of the member provided that the actions of the member which gave rise to the legal action were:

   - Performed in the ordinary and usual course of the member's duties with the College;
   - Reasonable in the circumstances and did not involve gross disregard or negligence of the usual standards and practices of the member's responsibilities within the Board;
   - Not knowingly in breach of any rules or regulations of the College;
   - Not an unlawful act or unethical practice on the part of the member.

2. In such circumstances, Grande Prairie Regional College will indemnify the member against any action or settlement and defend the action on the member's behalf. Should the College deem it appropriate, legal costs for the member's own counsel will be paid.

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

4. Should the member disagree with any settlement, the College will cease to indemnify any further action or legal costs, including any appeal process the member should choose to undertake without the College's express consent.

5. Grande Prairie Regional College maintains appropriate Directors and Officers Liability Insurance, for all Board members, past and present.

BOARD GOVERNANCE™ PROCESS POLICY

GOVERNANCE SUCCESSION			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: Nov. 2022 Last Review: October 2020	**Policy ID**	GP-14 **(Policy is currently under review and in development.)**
Content Review Schedule (3 yrs)	Next Review: April 2022 Last Review: April 2019	**Appendices**	

In keeping with the Board's commitment to excellence in governance, the Board shall strive to recommend candidates to the Minister for appointment of public Board members to the Board of Governors so that the Board's ability to govern will be enhanced.

1. The Board will identify the needs of the Board, and maintain an appropriate matrix to assess Board member competencies and profiles.

2. Prospective candidates will be encouraged to apply through the public process.

3. The Board will review the list resulting from the Ministry's public advertisement and meet with the short-listed candidates.

4. Recommended candidates will have characteristics that will enable them to govern, not to manage, the College, including:

   - Demonstrates an appreciation for the Vision, Mission and Values of GPRC
   - A significant positive profile within the Region and be connected to stakeholder groups
   - Ability to identify and pursue opportunities for the College well-being
   - A demonstrated business acumen
   - Knowledge and understanding of policy-based governance
   - A demonstrated understanding of the time commitment, including the ability to participate fully in Board and committee meetings, and ownership linkage activities
   - Demonstrated community service
   - Demonstrated strategic thinker, focused on ends
   - Strong ambassadorship abilities
   - An appreciation for the educational process
   - Ability to access the political process
   - Demonstrates support for an appropriate representation of the region
   - Team building and relationship skills

5. Candidates recommended will be chosen to ensure that the Board as a whole reflects, to a reasonable extent, the diversity of the ownership served by Grande Prairie Regional College.

6. The Board will recommend, through the Chair, candidates for the Minister's consideration.

BOARD GOVERNANCE PROCESS POLICY

INVESTMENT IN GOVERNANCE			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: January 2021 Last Review: January 2019	**Policy ID**	GP-15
Content Review Schedule (3 yrs)	Next Review: January 2022 Last Review: January 2019	**Appendices**	

In keeping with its commitment to excellence in governance, the Board will invest in its governance capacity.

1. **Appointing and electing authorities will be provided with information that clearly outlines the Board's approach to governance and desirable characteristics of Board Members.**

2. **The Board recognizes that continual updating of skills and awareness of new issues are vital to a member's contribution to the Board.** Board members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.

   Board Development includes conferences, workshops, advocacy and networking opportunities, that will cultivate effective relationships, build Board members for succession, strengthen governance practices, and promote awareness and understanding of the role of a Board member, or the Government of Alberta, namely Advanced Education.

   Therefore, it is expected that:

   2.1. New Board members shall receive an orientation to ensure familiarity with the organization's issues and structure, and the Board's process of governance.
   2.1.1. New Board members shall be expected to become conversant with The Policy Governance® model and shall have opportunity to attend specific education on Policy Governance® at the earliest opportunity.

   2.2. Building on the needs identified by the Board of Governors, the Board Development Committee proposes the following guideline for determining Board development activities:

   <u>Policy Governance Orientation</u>
   Mandatory attendance by all Board members, once, during the first 3 months of their first term.

   <u>Annual Workshop</u>
   Mandatory attendance by all Board Members, annually.

   The Board Development Committee will align education and professional development opportunities, that have been recommended by the Board, with the annual workshop wherever possible.

   <u>Board Member Orientation, Advanced Education</u>
   Orientation sessions produced and provided by Alberta Advanced Education shall be attended in accordance with the request of the Department of Advanced Education.

Colleges and Institutes Canada (CICan)

With the exception of Board Chair and/or Vice-Chair, preference for attendance to the CICan Annual conference is for Board members who are not in the final year of their term.

For all Board members to benefit from professional development and conference opportunities, additional attendance will be considered on a case-by-case basis.

Other

Board members may be invited to attend orientation and development activities. Unless the Board considers the activity to be of significant value to Board members, a maximum of two attendees will be approved if there is interest.

Board members who attend professional development events and activities will report on their experience to the Board at the next Board meeting, sharing event highlights, and their learnings.

Board members will bring forward their interest in a development opportunity to the Board of Governors. The expression of interest will include a statement of value to GPRC, the Board, and to the member. Requests should be received in a timely manner to ensure due consideration by the Board.

3. Outside monitoring assistance will be arranged so that the Board can exercise sufficient control over organizational performance. This includes, but is not limited to fiscal audit.

4. The Board will establish and be accountable for an annual budget for its own governance functions, which shall include, in addition to the costs of Board and Board Committee Meetings, funds for:

4.1. Board member attendance at conferences and conventions.

4.2. Improvement of its governance function.

4.3. Costs of any outside monitoring assistance required.

4.4. Costs to ensure the Board's ability to listen to owner viewpoints and values, such as focus groups and surveys.

5. The Board will establish governance process policies that will serve as measurable standards against which the Board's performance can be evaluated.

5.1. Under the leadership of the Chair, at least annually the Board will conduct a self-evaluation. As a result of this evaluation, the Board will establish a governance action plan with specific goals and objectives for improvement of identified areas.

5.2. The Board will monitor its adherence to its own Governance Process policies regularly. Upon the choice of the Board, any policy can be monitored at any time. However, at minimum, the Board will both review the policies, and monitor its own adherence to them, according to the following schedule:

BOARD GOVERNANCE PROCESS POLICY

NO.	POLICY	MONITOR COMPLIANCE	REVIEW CONTENT
GP	Global Governance Process	24 months	Every 3 years
GP-1	Governance Commitment	Annually	Every 3 years
GP-2	Board Members' Code of Conduct	24 months	Every 3 years
GP-2.1	Board Conflict of Interest Agreement	Annually	Every 3 years
GP-2.2	Related Party Disclosure Letter	Annually	Every 3 years
GP-3	Governing Style	24 months	Every 3 years
GP-4	Board Job Contributions	24 months	Every 3 years
GP-5	Roles of Chair & Vice-Chair	24 months	Every 3 years
GP-6	Board Linkage With Ownership	24 months	Every 3 years
GP-7	Board Linkage With Other Organizations	24 months	Every 3 years
GP-8	Board Committee Principles	24 months	Every 3 years
GP-9	Board Committee Structure	24 months	Every 3 years
GP-9.1	Audit Committee Terms of Reference	24 months	Every 3 years
GP-9.2	Compliance and Continuity Committee Terms of Reference	24 months	Every 3 years
GP-9.3	Board Development Planning	24 months	Every 3 years
GP-10	Board Planning Cycle and Agenda Control	24 months	Every 3 years
GP-11	Special Rules of Order	24 months	Every 3 years
GP-12	Board Reimbursement	24 months	Every 3 years
GP-13	Board Indemnification	24 months	Every 3 years
GP-14	Governance Succession	24 months	Every 3 years
GP-15	Investment in Governance	24 months	Every 3 years
GP-16	Handling of Operational Complaints	24 months	Every 3 years
GP-17	Handling of Apparent Policy Violations	24 months	Every 3 years

BOARD GOVERNANCE PROCESS POLICY

NO.	POLICY	MONITOR COMPLIANCE	REVIEW CONTENT
BP	Global Board-President Relationship	Annually	Every 3 years
BP-1	Unity of Control	Annually	Every 3 years
BP-2	Accountability of the President	Annually	Every 3 years
BP-3	Delegation to the President	Annually	Every 3 years
BP-4	Monitoring President's Performance	Annually	Every 3 years

BOARD GOVERNANCE™ PROCESS POLICY

GPRC

HANDLING OPERATIONAL COMPLAINTS			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: February 2020 Last Review: May 2017	**Policy ID**	GP-16
Content Review Schedule (3 yrs)	Next Review: Nov. 2021 Last Review: Nov. 2018	**Appendices**	

To ensure that the Board fulfills its accountability to the ownership, but does not interfere in matters it has delegated to the CEO, the following process shall be followed in the case of a Board member receiving a complaint regarding an operational matter.

1. The Board Member shall inquire if the proper internal communication protocol for registering concerns has been followed. If not, the individual shall be directed to the President and CEO, and the Board member shall take no further action.

2. The Board Member shall not offer any evaluative comments or solutions.

3. If the internal protocol has been followed and the concern has not been resolved through that action, the Board Member shall explain to the individual that the Board has delegated certain responsibilities to the CEO, and that the Board holds the CEO accountable. The Board Member shall indicate that the CEO will be asked to ensure that the matter is looked into and respond directly.

4. The Board Member shall inform the CEO or individual designated by the CEO of the complaint, request that it be handled and, if desired, that the CEO inform the Board Member of the outcome.

BOARD GOVERNANCE™ PROCESS POLICY

GPRC

HANDLING OF ALLEGED POLICY VIOLATIONS			
Responsibility	Board of Governors	**Policy Type**	Governance
Compliance Review Schedule (24 months)	Next Review: February 2020 Last Review: May 2017	**Policy ID**	GP-17
Content Review Schedule (3 yrs)	Next Review: April 2022 Last Review: April 2019	**Appendices**	

The Board as a whole – not an individual Board member - has a responsibility to regularly monitor the performance of the CEO as outlined in the policies on Board-CEO Relationship. If there is a reasonable appearance of policy violation, even though a particular policy is not scheduled for monitoring, the Board may choose to request a monitoring report at any time. The Board may also use the occasion of a concern to re-evaluate the adequacy of its policy to address the issue raised.

1. Conditions which may trigger a request for monitoring beyond the normal schedule may include:

   1.1. A Board Member has been contacted regarding a complaint. After the Board Member has followed the procedure for handling operational complaints (See Policy on Handling Operational Complaints, GP-16), the individual again contacts the Board Member indicating that the complaint still exists, and in the Board Member's opinion the incident appears to be a potential policy violation.

   1.2. One or more Board Members receive complaints or become aware of a number of similar instances that taken together raise questions of general policy violation.

   1.3. A single incident of complaint is of a nature that regardless of how it is resolved, there is a serious question of policy violation.

2. If any of the above conditions exist:

   2.1. The Board Member shall inform the Chair of the situation.

   2.2. The Chair shall request the CEO to provide to the Board his or her interpretation of the policy, rationale for the interpretation, and evidence of policy compliance with reference to the situation(s) in question.

   2.3. The Board as a whole shall determine whether the CEO's interpretation falls within "any reasonable interpretation" of the policy.

   2.4. If the CEO's interpretation falls within "any reasonable interpretation," and there is evidence of compliance with that interpretation, the matter shall be dropped at the Board level. (The CEO will handle the issue directly with the complainant.)

   2.5. If the CEO's interpretation falls outside of "any reasonable interpretation," or there is a clear violation of a reasonable interpretation, the Board shall determine the degree of seriousness of the issue and deal with the CEO regarding performance.

3. If the incident(s) in question do(es) not appear to be a potential violation of policy:

   3.1. Board Member should consider if he or she believes the policy should be reconsidered to prevent a future occurrence of a similar situation.

   3.2. If the Board Member considers that a policy amendment should be made, the Board Member should ask the Chair to put the item on the next agenda.

   3.3. The Board as a whole then shall debate whether or not the policy should be amended, making the reported event explicitly unacceptable in the future.

APPENDIX A

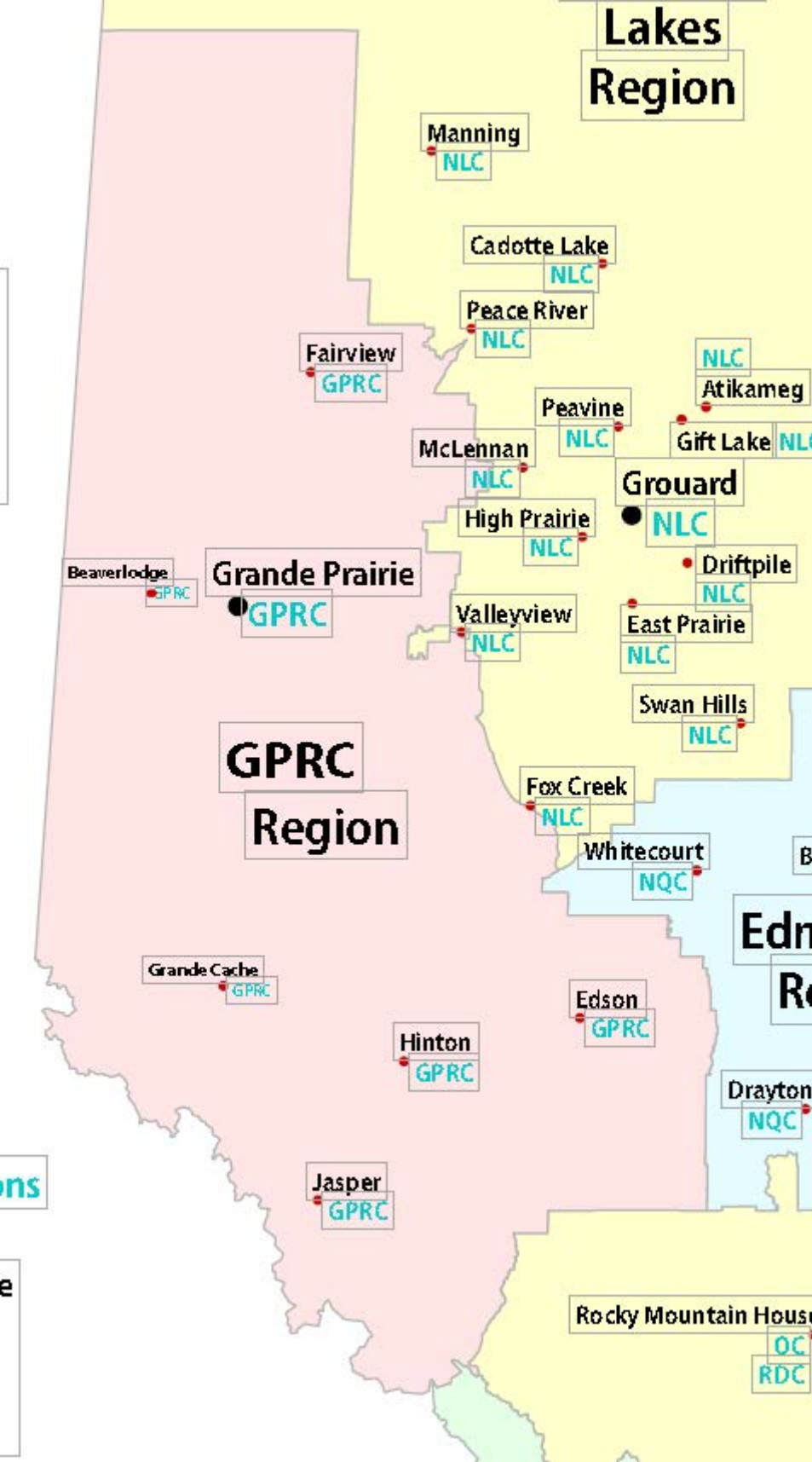
REMUNERATION			
Responsibility	Board of Governors	**Policy Type**	Governance™ Appendix

As per GPRC Governance Process Policy, GP-12, Board Reimbursement:

The remuneration rate for the year 2020-2021 will be:
(Reference motion on February 27, 2020)

Board Chair: $4,107.96/year
Board Member: $2,484/year

Reimbursement of Expenses: $45 for < 4 hours.
$90 for > 4 hours.


Lakes
Region
Manning
NLC
Cadotte Lake
NLC
Peace River
NLC
Fairview
GPRC
NLC
Atikameg
Peavine
NLC
Gift Lake
McLennan
NLC
Grouard
NLC
High Prairie
NLC
Driftpile
NLC
Beaverlodge
GPRC
Grande Prairie
GPRC
Valleyview
NLC
East Prairie
NLC
Swan Hills
NLC
GPRC
Region
Fox Creek
NLC
Whitecourt
NQC
Grande Cache
GPRC
Edson
GPRC
Hinton
GPRC
Drayton
NQC
Jasper
GPRC
OC
RDC

APPENDIX C

BOARD MEETINGS AND COMMITMENTS			
Responsibility	Board of Governors	**Policy Type**	Governance™ Appendix C

For the purposes of defining '*regular meetings*' as referenced in the Board of Governors Governance™ Policy GP-2, Code of Conduct, and GP-12 Board Reimbursement, the following meetings are considered regular meetings.

This regular meetings chart is normally formed at the May Board meeting, through approval of the Annual Planning Cycle. It is updated regularly and subject to change pending approval by the Board at a regular Board meeting. Approval of the 20/21 Meeting Schedule occurred at the May 12, 2020 meeting.

2020	Item	Details
JUNE 4	Board Workshop	Governance Model Review
AUGUST 27	Board Meeting	
OCTOBER 22	Board Meeting	
DECEMBER 10	Board Meeting	
2021	**Item**	**Details**
FEBRUARY 25	Board Meeting	
APRIL 22	Board Meeting	
JUNE 10	Board Meeting	
AUGUST 26	Board Meeting	
OCTOBER 28	Board Meeting	
DECEMBER 10	Board Meeting	