

**NORTHWESTERN POLYTECHNIC
BOARD OF GOVERNORS**

Board Meeting Minutes

Wednesday March 26, 2025

4 – 7 PM | Grande Prairie Campus

In Attendance: Shawna Miller (Chair), Cody Beairsto, Brent Cage, Darlene Horseman, Karthika Jyotheendran, Heather Kerschbaumer, Dennis Landis, Tyler May, Andrew Pietsch, Vanessa Sheane, Lydell Torgerson & Ken Wittig
Regrets: Jason Forbes, Mike McMann, Chevayah Ropcean
Guests: Honourable Travis Toews
Resources: Jodi Peebles, Cindy Park & Thomas Watts
Records: Krista Schuett

1. Call to Order

The meeting was called to order at 4:00 PM.

2. Approval of Agenda

Approval of the March 26, 2025, Agenda

Moved by Karthika Jyotheendran, seconded by Ken Wittig that the Board of Governors approve the agenda as presented.

3. Approval of Minutes

Approval of the January 30, 2025, Minutes

Moved by Lydell Torgerson, seconded by Brent Cage that the Board of Governors approve the January 30, 2025, minutes as presented.

4. Declaration of Conflicts of Interest

- No Conflicts declared.

5. Proposed Motions

Received for information.

6. Chair's Report

Presented by Shawna Miller.

7. President's Report

Presented by Vanessa Sheane.

8. Strategic Items

8.1 Board Strategy for budgeting and alignment with government priorities

- Presentation and discussion with guest The Honourable Travis Toews.

8.2 2025 – 2028 Budgets

8.2.1 2025-2026 operating budget

- Presentation from Vanessa Sheane.
- **ACTION:** Administration to add 2026-20276 Budget Planning as a standing item for the Finance Committee.

*Moved by Lydell Torgerson, seconded by Heather Kerschbaumer that the Board of Governors approve the 2025-2026 Operating Budget as presented.
CARRIED 6146-2025.*

8.2.2 2025-2026 Strategic Initiatives

- Presentation from Vanessa Sheane.

*Moved by Lydell Torgerson, seconded by Dennis Landis, that the Board of Governors approve the 2025-2026 Strategic Initiatives as presented.
CARRIED 6147-2025*

8.2.3 2025-2028 Capital plan

- Presentation from Thomas Watts.

*Moved by Lydell Torgerson, seconded by Ken Wittig that the Board of Governors approve the 2025-2028 Capital Plan as presented.
CARRIED 6148-2025*

8.2.4 2025-2026 Operational Deficit Allowance

- Presentation from Administration.

*Moved by Lydell Torgerson, seconded by Heather Kerschbaumer, that the Board of Governors approve the use of restricted reserves of up to \$2M in 2025-2026 as presented pending approval from the Minister of Finance.
CARRIED 6149-2025*

8.2.5 Net Asset Allocation

- **ACTION:** Table to May Board of Governors Meeting.

9. Committee Reports

9.1 Executive Committee

9.1.1 Chair Summary
Presented by Shawna Miller.

9.1.2 2025–2026 Board reimbursement reviewed.

*Moved by Shawna Miller, seconded by Darlene Horseman that the Board of Governors approve the 2025–2026 Board reimbursement as presented.
CARRIED 6150–2025*

9.2 Human Resources Committee

9.2.1 In Camera
Moved by Ken Wittig, seconded by Lydell Torgerson, that the Board of Governors move in-camera.

9.2.2 Exit In Camera
Moved by Brent Cage, seconded by Ken Wittig, that the Board of Governors exit in-camera.

9.3 Governance

9.3.1 Chair Summary
Presented by Cody Bearisto.

9.3.2 Board Policies

9.3.2.1 Governance Style GP-2

*Moved by Cody Bearisto, seconded by Darlene Horseman , that the Board of Governors approve the revisions to Governance Style GP-2 as presented.
CARRIED 6151–2025*

9.3.2.2 Board Job Contribution GP-3

Moved by Cody Bearisto, seconded by Lydell Torgerson, that the Board of Governors approve the of the Board Job Contribution GP-3 as presented.

CARRIED 6152–2025

9.3.2.3 Roles of Chair and Vice-Chair GP-4

Moved by Cody Bearisto, seconded by Brent Cage, that the Board of Governors approve the revisions to the Roles of Chair and Vice-Chair GP4 as presented.

CARRIED 6153–2025

9.3.3 Academic Council Program Review

Moved by Cody Bearisto, seconded by Karthika Jyotheendran, that the Board of Governors approve Academic Council's recommendations for Program Review as presented.
CARRIED 6154-2025

9.3.4 Program Suspensions

Moved by Cody Bearisto, seconded by Darlene Horseman that the Board of Governors approve the Program Suspensions as presented.
CARRIED 6155-2025

9.4 Finance Committee

94.1 Chair Summary
Presented by Lydell Torgerson.

9.4.2 Investment realization
Lydell Torgerson provided update.

9.4.3 Investment Report
Lydell Torgerson provided update.

9.5 Audit Committee

9.5.1 Chair Summary
Presented by Lydell Torgerson.

9.5.2 Enterprise risk management update
Presented for information by Lydell Torgerson.

9.5.3 Enrolment Update
Presented for information by Vanessa Sheane.

9.5.4 Terms of Reference

Moved by Lydell Torgerson, seconded by Darlene Horseman that the Board of Governors approve the revised Audit Committee Terms of Reference as presented.
CARRIED 6156-2025

9.6 External Relations Committee

9.6.1 Chair Summary
Presented by Shawna Miller.

9.6.2 2025-2026 Philanthropic Priorities
Presented by Vanessa Sheane & Cindy Park.

9.7 Ad Hoc Committee

9.7.1 Chair Summary
Presented by Cody Bearisto.

9.7.2 Incorporation of the Trust

Moved by Cody Bearisto, seconded by Vanessa Sheane to approve the Incorporation of the Trust and resolution as presented.
CARRIED 6157-2025

WHEREAS:

- A. The Board previously authorized and approved, subject to the approval of the Minister under section 77 of the *Post-secondary Learning Act* and approval of the Lieutenant Governor in Council under section 80 of the *Financial Administration Act*, the incorporation of a subsidiary to act as the trustee of a trust and to hold and develop certain lands that may be transferred to it by the Board, subject to the composition of the subsidiary's board of directors and the governance structure of the subsidiary coming back to the Board for approval.
- B. On March 5, 2025, the Lieutenant Governor in Council issued Order In Council O.C. 046/2025, which authorized the incorporation of a subsidiary Provincial corporation, to be a wholly owned subsidiary of the Board, to act as the trustee of a trust for the purpose of acquiring, holding and developing the lands designated from time to time by the Board and approved for transfer or other disposition to the Provincial corporation.
- C. The Board, having reviewed the proposed composition of the subsidiary's board of directors, and the proposed governance structure of the subsidiary, wishes to now approve those items so that the incorporation of the subsidiary can go forward.
- D. The Board recognizes that once the subsidiary has been incorporated, the Board will be required each year, as the sole shareholder of the subsidiary, to pass resolutions and other documents as are necessary to maintain the registration of the subsidiary corporation at the Alberta Corporate Registry, and the Board wishes to permit itself to designate any one of its members to sign such resolutions and other document from time to time.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board authorizes and approves the use of the name "Northwestern Polytechnic Business Corporation" for the subsidiary to be incorporated.
2. Subject to and to take effect upon the incorporation of Northwestern Polytechnic Business Corporation, and in the Board's role as sole shareholder of Northwestern Polytechnic Business Corporation, the Board appoints the following individual as director of Northwestern Polytechnic Business Corporation, with an initial term of directorship as specified below (commencing as of such appointments taking effect):

DIRECTOR	INITIAL TERM
LYDELL TORGERSON	3 years

3. The Board approves the form of Articles of Incorporation and By-law No.1 for Northwestern Polytechnic Business Corporation, in the forms attached hereto as Schedules "A" and "B" respectively.

4. The Board may from time to time empower any one of its members to execute such document as are needed to keep Northwestern Polytechnic Business Corporation in good standing with the Alberta Corporate Registry.
5. **Lydell Torgerson** be and is hereby authorized for and on behalf of the Board, as sole shareholder of Northwestern Polytechnic Business Corporation, to execute all documents necessary to give effect to these resolutions.

10 Foundation Board

- 10.1 Chair Summary
Presented by Brent Cage.

11 In-Camera Session

Moved by Lydell Torgerson, seconded by Darlene Horseman, that the Board of Governors move in-camera.

Moved by Lydell Torgerson, seconded by Darlene Horseman, that the Board of Governors exit in-camera.

12 Next Meeting

May 28, 2025, Fairview Campus

13 Adjournment

Moved by Ken Wittig, seconded by Darlene Horseman that the meeting adjourn at 7:00 PM.