



NORTHWESTERN POLYTECHNIC
BOARD OF GOVERNORS

Special Board Meeting DRAFT Minutes

Tuesday October 29, 2025

4pm – 6pm | ZOOM and In-person Grande Prairie Campus

In Attendance: Shawna Miller (Chair), Cody Beairsto, Heather Kerschbaumer, Vanessa Sheane, Mike McMann, Jason Forbes, Tyler May, Ken Wittig, Hala Ezzeddine, Jan Nutting, Tab Pollock, Wendy Schmaltz
Regrets: Andrew Pietsch, Lily Forest, Dennis Landis, Karthika Jyotheendran
Guests: Lydell Torgerson, Brent Cage
Resources: Jarem Gurney, Cindy Park, Jodi Schultz, Nazim Merali
Records: Krista Schuett

1. Call to Order

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

2. Approval of Agenda

Approval of the October 29, 2025, Agenda

Moved by Hala Ezzeddine, seconded by Mike McMann that the Board of Governors approve the agenda as presented.

3. Declaration of Conflicts of Interest

Andrew Pietsch declared a conflict of interest and requested to be excluded from the meeting. The request was accepted by the Chair.

4. Proposed Motions

Received for information.

5. Organizational Sustainability

5.1 In Camera

Moved by Tyler May, seconded by Mike McMann, that the Board of Governors move in-camera.

5.2 Exit In Camera

Moved by Ken Wittig, seconded by Vanessa Sheane, that the Board of Governors exit in-camera.

Moved by Mike McMann, seconded by Cody Beairsto, that the Board of Governors approve the following resolution.
CARRIED 6180-2025

WHEREAS, the Board of Governors of Northwestern Polytechnic ("the Board"), after reviewing enrollment, program alignment, facility condition and utilization, and long-term financial sustainability, has determined the Fairview Campus is no longer viable;

AND WHEREAS, Administration has identified key operational, legal, and stakeholder considerations necessary for closure;

AND WHEREAS, closure of the Fairview Campus effective August 15, 2026 is in the best interests of the long-term viability of Northwestern Polytechnic ("NWP");

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board approves the permanent closure of the Fairview Campus, effective August 15, 2026 (the "Effective Date"), and directs Administration to complete the wind-down safely, orderly, and in compliance with all applicable legal requirements.
2. Administration shall implement a comprehensive transition plan with timelines, risk mitigation, and compliance measures, and report regularly to the Board or a designated committee on progress and key decisions.
3. Administration may negotiate, approve, assign, amend, or terminate leases, licenses, and occupancy arrangements related to the Fairview Campus and provide required notices, in each case consistent with the transition plan, applicable law, and terms the President and CEO deems commercially reasonable.
4. Administration shall identify programs delivered at the Fairview Campus and (a) relocate delivery to other NWP sites or modalities, or (b) suspend or discontinue programs in accordance with NWP policy and applicable regulatory and accreditation requirements, with appropriate transition supports for students in coordination with the Alberta Ministry of Advanced Education.
5. Administration shall implement an HR plan to address employee matters related to the closure of Fairview Campus.
6. Administration shall (a) review endowments, restricted funds, and trust obligations associated with Fairview to ensure compliance with donor intent and law, seeking ministerial consents or court directions where necessary; (b) inventory and safeguard fixtures, equipment, and other assets; and (c) determine the treatment and disposition of fixtures and chattels, including arranging the donation or loan of identified items of cultural significance to appropriate local institutions on suitable terms.
7. Administration shall execute a communications plan to notify municipal leaders, government officials, tenants, donors, employees, and students.
8. The Board authorizes the Board Chair, the President and CEO, and their designees to take all actions and sign all documents necessary to give effect to this resolution. This resolution is

effective upon adoption; operational closure occurs on the Effective Date, and transition activities may continue thereafter as required.

COUNTERPART

This resolution may be executed in counterpart and transmitted by electronic means and each executed counterpart or electronically delivered version thereof shall, for all purposes, be deemed an original and shall have the same force and effect as an original, all of which together shall constitute, in the aggregate, one and the same instrument.

Moved by Mike McMann, seconded by Jason Forbes, the Board of Governors approve the following resolution.

DEFEATED

WHEREAS, the Board of Governors ("the Board") has determined, following due consideration and deliberation, to approve the closure of the Fairview Campus effective August 15th, 2026 in a separate resolution adopted on even date herewith, having regard to institutional sustainability, program realignment, and the public interest;

AND WHEREAS, in connection with the closure, the Board recognizes the historic, cultural, and community significance of the Fairview Campus art collection (the "Art Collection"), which includes two original works of particular significant value (an A.Y. Jackson original and an Alex Janvier original, together the "Significant Artworks"), all of which have strong ties to the community and to the legacy of Fairview College;

AND WHEREAS, the Board seeks to ensure the long-term protection, stewardship, and public accessibility of the Art Collection, including the Significant Artworks;

AND WHEREAS, the Board acknowledges that the Art Collection comprises assets of the Government of Alberta, and that formalizing their donation and transfer will clarify stewardship and safeguard the works against loss or damage;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board hereby approves and authorizes the donation of the Art Collection, including the Significant Artworks, to the Government of Alberta, on behalf of NWP as successor to the former Fairview College, subject to the Government of Alberta's acceptance of such donation.
2. The Board confirms that the donation is being made to protect the Art Collection, including the Significant Artworks of particular cultural and monetary value, to preserve their community connection, and to ensure appropriate stewardship and public benefit in light of the Fairview Campus closure approved by the Board to be effective August 15th, 2026.
3. The donation shall be offered and, upon acceptance by the Government of Alberta, effected pursuant to such deeds of gift, transfer instruments, acknowledgements of receipt, and related agreements as may be necessary or desirable to:
 - o confirm title, provenance, and custody of the Art Collection;
 - o record the Art Collection's descriptions, dimensions, condition reports, and images;

- specify delivery terms, risk of loss, and insurance arrangements through completion of transfer; and
 - address any recognition or acknowledgement of Fairview College and Northwestern Polytechnic, as appropriate.
4. Administration is authorized to obtain or rely on qualified appraisals of the Art Collection for insurance, audit, and stewardship purposes, and to update asset registers, financial records, and insurance schedules to reflect the donation and removal of the Art Collection from NWP's books as of the effective date of transfer, if and when accepted by the Government of Alberta.
 5. Administration is authorized to complete all internal deaccession steps in accordance with applicable policies and procedures, and ensure compliance with any legal or regulatory requirements pertinent to the transfer of the Art Collection to the Government of Alberta, subject to acceptance of the donation.
 6. Administration is authorized to coordinate with the appropriate Government of Alberta department to arrange professional packing, transportation, and hand-over of custody against a signed receipt, with suitable security and insurance in place until delivery is completed.
 7. Administration is authorized to coordinate communications with the Government of Alberta regarding the proposed donation, ensuring messaging reflects the community significance of the Art Collection, including the Significant Artworks, and their ongoing preservation, and to inform relevant stakeholders and community partners at an appropriate time consistent with the Board's decisions on the Fairview Campus closure.
 8. The Board authorizes and directs the Board Chair, the President and CEO, and such other officers or delegates as may be appropriate, to negotiate, finalize, and execute all documents and to take all actions as may be necessary or desirable to give full effect to this resolution, including making non-substantive amendments to documentation consistent with the intent of this resolution.
 9. This resolution shall take effect immediately upon its approval, provided that the donation shall be deemed completed only on the date the Government of Alberta accepts the donation, takes delivery of the Art Collection, and executes the applicable transfer documentation.

COUNTERPART

This resolution may be executed in counterpart and transmitted by electronic means and each executed counterpart or electronically delivered version thereof shall, for all purposes, be deemed an original and shall have the same force and effect as an original, all of which together shall constitute, in the aggregate, one and the same instrument.

Moved by Mike McMann, seconded by Jason Forbes, the Board of Governors approve the following resolution.

CARRIED 6181-2025

WHEREAS, the Board of Governors ("the Board") has determined, following due consideration and

deliberation, to approve the closure of the Fairview Campus effective August 15th, 2026 in a separate resolution adopted on even date herewith, having regard to institutional sustainability, program realignment, and the public interest;

AND WHEREAS, in connection with the closure, the Board recognizes the historic, cultural, and community significance of the Fairview Campus art collection (the "Art Collection"), which includes two original works of particular significant value (an A.Y. Jackson original and an Alex Janvier original, together the "Significant Artworks"), all of which have strong ties to the community and to the legacy of Fairview College;

AND WHEREAS, the Board seeks to ensure the long-term protection, stewardship, and public accessibility of the Art Collection, including the Significant Artworks;

AND WHEREAS, the Board acknowledges that the Art Collection comprises assets of the Government of Alberta, and that formalizing their donation and transfer will clarify stewardship and safeguard the works against loss or damage;

NOW THEREFORE BE IT RESOLVED THAT:

10. The Board hereby approves and authorizes the donation of the Art Collection, including the Significant Artworks, to the Town of Fairview, pending Government of Alberta approval, on behalf of NWP as successor to the former Fairview College, subject to the Government of Alberta's acceptance of such donation.
11. The Board confirms that the donation is being made to protect the Art Collection, including the Significant Artworks of particular cultural and monetary value, to preserve their community connection, and to ensure appropriate stewardship and public benefit in light of the Fairview Campus closure approved by the Board to be effective August 15th, 2026.
12. The donation shall be offered and, upon acceptance by the Government of Alberta, effected pursuant to such deeds of gift, transfer instruments, acknowledgements of receipt, and related agreements as may be necessary or desirable to:
 - o confirm title, provenance, and custody of the Art Collection;
 - o record the Art Collection's descriptions, dimensions, condition reports, and images;
 - o specify delivery terms, risk of loss, and insurance arrangements through completion of transfer; and
 - o address any recognition or acknowledgement of Fairview College and Northwestern Polytechnic, as appropriate.
13. Administration is authorized to obtain or rely on qualified appraisals of the Art Collection for insurance, audit, and stewardship purposes, and to update asset registers, financial records, and insurance schedules to reflect the donation and removal of the Art Collection from NWP's books as of the effective date of transfer, if and when accepted by the Government of Alberta.
14. Administration is authorized to complete all internal deaccession steps in accordance with applicable policies and procedures, and ensure compliance with any legal or regulatory requirements pertinent to the transfer of the Art Collection to the Government of Alberta, subject to acceptance of the donation.

15. Administration is authorized to coordinate with the appropriate Government of Alberta department to arrange professional packing, transportation, and hand-over of custody against a signed receipt, with suitable security and insurance in place until delivery is completed.
16. Administration is authorized to coordinate communications with the Government of Alberta regarding the proposed donation, ensuring messaging reflects the community significance of the Art Collection, including the Significant Artworks, and their ongoing preservation, and to inform relevant stakeholders and community partners at an appropriate time consistent with the Board's decisions on the Fairview Campus closure.
17. The Board authorizes and directs the Board Chair, the President and CEO, and such other officers or delegates as may be appropriate, to negotiate, finalize, and execute all documents and to take all actions as may be necessary or desirable to give full effect to this resolution, including making non-substantive amendments to documentation consistent with the intent of this resolution.
18. This resolution shall take effect immediately upon its approval, provided that the donation shall be deemed completed only on the date the Government of Alberta accepts the donation, takes delivery of the Art Collection, and executes the applicable transfer documentation.

COUNTERPART

This resolution may be executed in counterpart and transmitted by electronic means and each executed counterpart or electronically delivered version thereof shall, for all purposes, be deemed an original and shall have the same force and effect as an original, all of which together shall constitute, in the aggregate, one and the same instrument.

Moved by Vanessa Sheane, seconded by Cody Beairsto, that the Board of Governors approve the following amended resolution.

CARRIED 6182-2025

WHEREAS, the Board of Governors of Northwestern Polytechnic ("NWP") recognizes the engaged community of Fairview and values the community's unique strengths, priorities, and aspirations;

AND WHEREAS, the Board of Governors of Northwestern Polytechnic ("the Board"), after reviewing enrollment, program alignment, facility condition and utilization, and long-term financial sustainability, has determined the Fairview Campus is no longer viable and has passed a Resolution to close the Fairview Campus effective August 15, 2026;

AND WHEREAS, the Board recognizes that decisions regarding the future use of the Fairview Campus and related assets are best informed by consultation and partnership with community and municipal leaders, in coordination with the Government of Alberta;

AND FURTHER WHEREAS the NWP wishes to share all information it has in its possession to assist with the repurposing of the Fairview Campus;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board of Governors authorizes Administration to work with the Government of Alberta—including the Ministry of Advanced Education and Alberta Infrastructure—to identify viable repurposing pathways for the Fairview Campus in partnership with municipal and community leaders by March 31, 2026.
2. The Board of Governors hereby authorizes and directs Administration to assemble and share all information it has in its possession with respect to the land and buildings which would assist with the re-purposing or future utilization of the Fairview Campus.
3. The Board authorizes the Board Chair, the President/CEO, and any other designated officer to take such further actions and execute such documents as may be necessary or desirable to give full effect to this resolution, limited to the engagement and planning activities described herein.

COUNTERPART

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Moved by Vanessa Sheane, seconded by Hala Ezzeddine, that the Board of Governors approve the following Program Suspensions effective June 30, 2026:

- Agriculture Operations Diploma
- Harley Davidson Technician Certificate
- Motorcycle Mechanic Certificate
- Office Professional Certificate
- ThinkBIG Service Technician Diploma
- Veterinary Technician Diploma

CARRIED 6183-2025

Moved by Hala Ezzeddine, seconded by Mike McMann, that the Board of Governors approve the following resolution.

CARRIED 6184-2025

WHEREAS, the Board of Governors of Northwestern Polytechnic ("the Board") has reviewed Administration's analysis regarding the need to secure an appropriate facility to support Northwestern Polytechnic ("NWP") ongoing program delivery, student services, and operational requirements, including continuity of instruction and applied learning in the Grande Prairie region;

AND WHEREAS, Administration has identified potential properties and advised that market conditions may necessitate timely negotiation and execution of an agreement of purchase and sale, and the Board wishes to authorize an acquisition within a defined financial cap while ensuring completion of prudent due diligence;

AND WHEREAS, the Board has reviewed proposed financial parameters and is satisfied that an acquisition within the cap specified below can be executed in compliance with applicable law, NWP policies, and approved budgetary limits;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board authorizes the purchase by NWP of suitable building(s) and associated lands (the "Property") to support NWP's programmatic, student, and operational needs, for a total purchase price not to exceed Seven Million Canadian Dollars (C\$7,000,000), exclusive of any applicable G.S.T., customary closing costs and applicable property taxes.
2. The Board authorizes and directs the President and Chief Executive Officer, together with the Vice President, Finance and Administration (or any one of them acting jointly with another officer designated by the President), to identify the Property and to negotiate, finalize, execute, and deliver a binding agreement of purchase and sale and all related documents and instruments.
3. The Board authorizes and directs Administration to obtain and conduct due diligence as a condition precedent to closing including, without limitation: independent appraisal; building condition assessment; environmental site assessment(s); title and survey review; zoning and land use compliance; review of operating costs, capital requirements, and building systems; and confirmation of suitability for intended academic and operational uses.
4. Authority to close is further conditioned upon confirmation that:
 - a) the acquisition complies with applicable law, including any required government consents or notifications;
 - b) the transaction aligns with NWP policies, including procurement, delegation of authority, real estate, and risk management; and
 - c) funding is available within approved financial parameters.
5. The Board authorizes the use of available reserves and other lawful sources within the approved budget to fund the purchase price, customary closing costs, due diligence reviews and initial fit-out. Any proposed purchase price in excess of \$7,000,000 requires further Board approval.
6. The Board authorizes the retention of legal, appraisal, brokerage, engineering, environmental, and other professional advisors, and directs Administration to take all such further steps and execute all such documents as may be necessary or desirable to give full effect to this resolution and to complete the acquisition on terms in NWP's best interests.
7. Administration shall report back to the Board following closing on the final purchase price, key due diligence findings, funding sources, and material terms of the acquisition.

COUNTERPART

This resolution may be executed in counterpart and transmitted by electronic means and each executed counterpart or electronically delivered version thereof shall, for all purposes, be deemed an original and shall have the same force and effect as an original, all of which together shall constitute, in the aggregate, one and the same instrument.

Moved by Jan Nutting, seconded by Tab Pollock, that the Board of Governors approve the updated 2025-2028 Capital Plan as presented.
CARRIED 6185-2025

Moved by Mike McMann, seconded by Cody B0eairsto, that the Board of Governors approve the following resolution.
CARRIED 6186-2025

WHEREAS, the Board of Governors of Northwestern Polytechnic (the "Board") holds the approximately 19.31 acre (±7.81 ha) property legally described as Lot C, Plan 926TR, Northwest Section 11, Township 71, Range 6, W6M (except Plans 802-0096, 032-5753 and 172-0063) (the "Property") for institutional purposes;

AND WHEREAS, the Board previously approved Resolution 6174-2025 regarding the disposition of the Property;

AND WHEREAS, based on campus planning, operational needs, and the President and CEO's advice, the Board has determined the lands south of 68th Avenue are not required for current or reasonably foreseeable institutional purposes and should be declared surplus;

AND WHEREAS, the Board deems it in the institution's best interests to sell the Property at not less than fair market value and to apply net proceeds to institutional priorities;

AND WHEREAS, section 67(1.1)(a) of the *Post-secondary Learning Act* requires prior approval of the Minister of Advanced Education for a sale of land held and used for institutional purposes, and the disposition must comply with Alberta's *Real Property Governance Act* and applicable Alberta Infrastructure directives;

AND WHEREAS, the Property is not subject to any trust or restriction beyond section 67(3) of the *Post-secondary Learning Act*;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board amends Resolution 6174-2025 to replace references to a lease with authorization to sell the Property and to declare the Property surplus to institutional requirements.
2. Effective the date of this resolution, the Property is declared surplus to Northwestern Polytechnic's current and reasonably foreseeable needs.
3. The Board approves sale of the Property at not less than fair market value, supported by an independent appraisal and conducted in compliance with the *Post-secondary Learning Act*, the *Real Property Governance Act*, and applicable Alberta Infrastructure directives.
4. The Board shall seek the required approval from the Minister of Advanced Education, as mandated by Section 67(1.1)(a) of the *Post-secondary Learning Act*.
5. The President and CEO, Vanessa Sheane, is authorized to: (a) obtain the Minister of Advanced Education's prior approval under section 67(1.1)(a) of the *Post-secondary Learning Act*; (b) engage with Alberta Infrastructure and complete required filings and processes under the *Real Property Governance Act* including making an offer to purchase pursuant to section 7(1); (c) procure an appraisal and other due diligence and provide to the Minister of Infrastructure in accordance with section 7(2); and (d) negotiate, execute, and deliver all documents and take all

steps necessary to complete the sale by a compliant method (including negotiated or competitive sale, or a sale to the Northwestern Polytechnic Business Corporation).

6. Net sale proceeds shall be applied to institutional purposes consistent with the NWP's strategic plan and applicable legislation and directives.
7. This resolution supersedes any inconsistent portions of Resolution 6174-2025. It takes effect on the date passed, and the sale becomes effective upon receipt of Ministerial approval and satisfaction of closing conditions.
8. The Board confirms that the sale of the property is not restricted by any trust and is in alignment with the best interests of the institution.

COUNTERPART

This resolution may be executed in counterpart and transmitted by electronic means and each executed counterpart or electronically delivered version thereof shall, for all purposes, be deemed an original and shall have the same force and effect as an original, all of which together shall constitute, in the aggregate, one and the same instrument.

Moved by Vanessa Sheane, seconded by Mike McMann, that the Board of Governors approve the following resolution.
CARRIED 6187-2025

WHEREAS, the Board of Governors ("the Board") recognizes the need for consistent, evidence-based program success metrics and standardized summary reports to enable accountable and transparent program reviews;

AND WHEREAS, the Board seeks to improve program review transparency;

AND WHEREAS, Academic Council has the expertise and mandate to lead this work on behalf of Northwestern Polytechnic ("NWP");

NOW THEREFORE BE IT RESOLVED THAT:

1. Academic Council is tasked to develop and recommend a concise program review framework that includes: (a) a core set of quantitative and qualitative success metrics; (b) standardized summary report templates with a plain-language executive summary; and (c) clear data definitions, sources, and privacy/confidentiality parameters to ensure reliable, comparable, longitudinal reporting.
2. Academic Council shall propose a risk-based review cycle, triggers for out-of-cycle reviews, and decision pathways with recommended thresholds and required impact analyses to support Board decisions on program continuation, enhancement, suspension, or closure.
3. Academic Council shall consult with Deans, program leadership, Institutional Research, Finance, Student Services, and the Registrar, and may benchmark externally within approved budgets.
4. Academic Council shall deliver recommendations to the Board Governance Committee by May 31, 2026, together with an implementation plan, at least one pilot review using the proposed

framework, and a plan for periodic review and continuous improvement. An interim update is due by March 31, 2026.

5. Upon receipt, the Board Governance Committee will review and bring a final framework to the Board for approval, including any proposed delegations of authority.
6. This resolution is effective upon adoption and does not, by itself, suspend or close any program.
7. The officers of NWP are authorized to take all actions and execute all documents necessary to give effect to this resolution, including providing Academic Council with access to relevant institutional data and analytic support, consistent with privacy and confidentiality requirements.

COUNTERPART

This resolution may be executed in counterpart and transmitted by electronic means and each executed counterpart or electronically delivered version thereof shall, for all purposes, be deemed an original and shall have the same force and effect as an original, all of which together shall constitute, in the aggregate, one and the same instrument.

Moved by Ken Wittig, seconded by Cody Beairsto, that the Board of Governors approve the following resolution.
CARRIED 6188-2025

WHEREAS, the Board of Governors of Northwestern Polytechnic ("the Board") recognizes the need to monitor institutional spending on instructional activities and to improve budget transparency for Northwestern Polytechnic ("NWP").

AND WHEREAS, Administration of NWP has the expertise and mandate to address this in annual operating budgets, particularly in light of contemplated operational changes (including potential campus closure, asset and lease transitions, and program adjustments) requiring consistent, comparable, and timely reporting;

NOW THEREFORE BE IT RESOLVED THAT:

1. Administration shall report projected instructional expenses annually, expressed in dollars and as a percentage of total institutional expenses, when recommending the annual operating budget.
2. "Instructional expenses" are those directly attributable to delivery of academic programs and instructional services (e.g., faculty and instructional staff compensation, instructional materials, direct program delivery and lab/practica costs). Administration will disclose to the Board the methodology and assumptions used to classify instructional versus non-instructional expenses to ensure clarity and comparability over time.
3. Each annual budget submission will include (a) projections and the percentage of total expenses, (b) comparisons to prior-year actuals and the prior budget, and (c) explanations of material variances. Administration will also provide a mid-year update and a year-end reconciliation against budget.

4. The Vice-President Administration will review the disclosure prior to presentation. The Audit and Finance Committee will review the methodology and results annually and may recommend refinements.
5. Following Board approval of the annual operating budget, Administration will publish a summary of instructional expense allocations, including the percentage of total expenses and key drivers of year-over-year change, subject to confidentiality constraints.
6. These reporting requirements are effective as of the date hereof and apply to the next operating budget cycle.
7. Administration will identify and explain any budget impacts arising from any Board-approved campus closure or related asset/lease transitions within the instructional expense metrics reported herein.
8. The officers of NWP are authorized to take all actions and establish procedures necessary to give effect to this resolution.

COUNTERPART

This resolution may be executed in counterpart and transmitted by electronic means and each executed counterpart or electronically delivered version thereof shall, for all purposes, be deemed an original and shall have the same force and effect as an original, all of which together shall constitute, in the aggregate, one and the same instrument.

Moved by Jason Forbes, seconded by Mike McMann, that the Board of Governors approve the 2025-2026 Advocacy Priorities as presented.
CARRIED 6189-2025

6. Next Meeting

November 13, 2025, Grande Prairie Campus

7. Adjournment

Moved by Ken Wittig, seconded by Jan Nutting that the meeting adjourn at 6:21pm.