

**NORTHWESTERN POLYTECHNIC
BOARD OF GOVERNORS**

Board Meeting Minutes

Thursday November 13, 2025

4 – 7 PM | Grande Prairie Campus

In Attendance: Shawna Miller (Chair), Cody Bearsto, Karthika Jyotheendran, Dennis Landis, Andrew Pietsch, Vanessa Sheane, Mike McMann, Jason Forbes, Hala Ezzeddine, Tab Pollock, Jan Nutting, Wendy Schmaltz & Lily Forest

Regrets: Ken Wittig

Absent: Tyler May

Guests: Brent Cage, Lydell Torgerson & Gabriel Joshee-Arnal

Resources: Jodi Schultz, Jarem Gurney & Cindy Park

Records: Krista Schuett

1. Call to Order

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

2. Approval of Agenda

Approval of the November 13, 2025, Agenda

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

3. Approval of Minutes

Approval of the August 22, 2025, Minutes

Moved by Jan Nutting, seconded by Karthika Jyotheendran that the Board of Governors approve the August 22, 2025, minutes as presented.

Approval of the October 29, 2025, Minutes

Moved by Jason Forbes, seconded by Hala Ezzeddine that the Board of Governors approve the October 29, 2025, minutes as presented.

4. Declaration of Conflicts of Interest

Andrew Pietsch declared a conflict of interest and requested to be excluded from parts of the meeting for discussions surrounding Fairview Campus. This request was accepted by the Chair.

5. Proposed Motions

Received for information.

6. Chair's Report

Presented by Shawna Miller.

7. President's Report

Presented by Vanessa Sheane.

8. Fairview Campus Transition

Guest: Gabriel Joshee-Arnal

- Presentation provided by Gabriel Joshee-Arnal on Board Breaches and liability, overview of Board Bylaws & Code and Conduct.
- Vanessa Sheane provided an update and answered questions
- **ACTION: Administration to add Fairview Campus Transition as a standing item to future board meetings**

9. Committee Reports

9.1 Executive Committee

9.1.1 Chair Summary

Report provided by Shawna Miller.

9.1.2 Terms of Reference

Moved by Shawna Miller, seconded by Cody Beairsto, that the Board of Governors approve the Executive Committee Terms of Reference as presented.

CARRIED

6190-2025

9.1.3 NWP Mandate

Received for information

9.1.4 Federal Bill S2-11

Moved by Jason Forbes seconded by Tab Pollock, that the Board of Governors approve the following resolution.

CARRIED 6191-2025

WHEREAS, the Government of Canada has enacted the Fighting Against Forced Labour and Child Labour in Supply Chains Act (the "Act"), which requires certain entities, including Northwestern Polytechnic ("NWP"), to prepare and submit an annual report describing the steps taken during the previous financial year to prevent and reduce the risk that forced labour or child labour is used at any step of the production of goods in Canada or elsewhere by the entity or of goods imported into Canada by the entity;

AND WHEREAS, NWP has prepared its Annual Report on Fighting Against Forced Labour and Child Labour in Supply Chains for the fiscal year ending March 31, 2025 (the "Report"), in accordance with the requirements of the Act and the guidance provided by Public Safety Canada;

AND WHEREAS, the Board of Governors has reviewed the content of the Report and considered the steps taken by NWP to align its procurement and operational practices with the principles and requirements of the Act;

AND WHEREAS, the Board acknowledges the efforts made by NWP to prevent and mitigate the risks of forced labour and child labour within its supply chains and operations, and supports the planned future actions outlined in the Report

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board of Governors hereby approves the Annual Report on Fighting Against Forced Labour and Child Labour in Supply Chains for the fiscal year ending March 31, 2025, as presented to the Board.
2. The Board of Governors authorizes and directs Shawna Miller, as the Board Chair, or such other authorized officer of NWP, to sign the attestation required under section 11(4) of the Act, confirming that the Report has been approved by the Board and that the information contained in the Report is true, accurate, and complete in all material respects for the purposes of the Act.
3. The Board of Governors authorizes and directs the appropriate officers of NWP to submit the approved Report to Public Safety Canada in accordance with the Act and to publish the Report in a prominent place on NWP's website as required by law.
4. The Board of Governors further authorizes the officers of NWP to take all such other actions and execute all such documents as may be necessary or desirable to give effect to this resolution and to ensure ongoing compliance with the Act.

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.

9.1.5 Board Committees

Moved by Shawna Miller, seconded by Dennis Landis, that the Board of Governors approve the board committee membership as presented.

CARRIED 6192-2025

Finance/Audit Tab Pollock – Chair Wendy Shmaltz Jan Nutting Ken Wittig Mike McMann Shawna Miller Vanessa Sheane	Governance Jason Forbes – Chair Cody Beairsto Andrew Pietsch Hala Ezzedine Shawna Miller Vanessa Sheane
Human Resources Shawna Miller – Chair	Executive Shawna Miller – Chair

Jason Forbes Tyler May Vanessa Sheane	Cody Beairsto – Vice-Chair Tab Pollock – Chair Finance/Audit Jason Forbes – Chair Governance Vanessa Sheane
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9.1.6 In Camera

Moved by Vanessa Sheane, seconded by Hala Ezzeddine, that the Board of Governors move in-camera.

9.1.7 Exit In Camera

Moved by Cody Beairsto, seconded by Tab Pollock, that the Board of Governors exit in-camera.

9.2 Human Resources Committee

9.2.3 In Camera

Moved by Jan Nutting, seconded by Tab Pollock, that the Board of Governors move in-camera.

9.2.4 Exit In Camera

Moved by Mike McMann, seconded by Hala Ezzeddine, that the Board of Governors exit in-camera.

9.3 Governance

9.3.1 Chair Summary

Presented by Jason Forbes.

9.3.2 Terms of Reference

Moved by Jason Forbes, seconded by Andrew Pietsch, that the Board of Governors approve the revisions to the Governance and Development Committee Terms of Reference as presented.

CARRIED 6193-2025

9.3.3 Board Bylaws

Moved by Jason Forbes, seconded by Vanessa Sheane, that the Board of Governors approve the revisions to the Board Bylaws as presented.

CARRIED 6194-2025

9.3.4 Board Policies

9.3.4.1 GP-8, Board Committee Structure

Moved by Jason Forbes, seconded by Tab Pollock, that the Board of Governors approve the revisions to GP-8, Board Committee Structure as presented.

CARRIED 6195-2025

9.3.4.2 GP-8.6, Ad Hoc Committee Terms of Reference

Moved by Jason Forbes, seconded by Tab Pollock, that the Board of Governors approve the amended revisions to GP-8.6, Ad Hoc Committee Terms of Reference as presented.

CARRIED 6196-2025

9.3.4.3 GP-9, Board Planning Cycle and Agenda Control

Moved by Jason Forbes, seconded by Dennis Landis, that the Board of Governors approve the revisions to GP-9, Board Planning Cycle and Agenda Control as presented.
CARRIED 6197-2025

9.4 Finance Committee

9.4.1 Chair Summary

Presented by Shawna Miller.

9.4.2 Investment Management Agreement

Received for information

9.4.3 Q2 Forecast

Received for information.

9.4.4 Investment Policy

Moved by Shawna Miller, seconded by Jan Nutting, that the Board of Governors approve the Investment Policy as presented.

CARRIED 6198-2025

9.4.5 Signing Authority

Compliance with financial institutions requires that each signing officer confirms that they have the power and authority to sign an Agreement on behalf of the Customer (NWP) and to legally bind the customer. For example: RBC E-Form 60002 (2014/10)

ROYAL BANK OF CANADA

Recent changes in the position of Vice President, Administration Northwestern Polytechnic (NWP) have resulted in a required update of records of signing authority with the Royal Bank of Canada (RBC).

Moved by Vanessa Sheane, seconded by Jason Forbes that the Board of Governors approves any two of the following to sign jointly on behalf of Northwestern Polytechnic (NWP) on account held at Royal Bank of Canada (RBC).

- *Chair, Board of Governors, Shawna Miller*
- *President and CEO, Vanessa Sheane*
- *Director, Financial Services, Danielle Strilaeff*

CARRIED 6199-2025

Corporate Trading Resolution

Moved by Vanessa Sheane, seconded by Jason Forbes that the NWP Board of Governors approve the following amendments to the NWP Corporate Trading Signing Authority, effective November 13, 2025.

CARRIED 6200-2025

- a) One or more accounts in the name of the Account Holder be open and maintained with RBC Dominion Securities Inc. and/or any of its affiliated companies ("RBC DS") for the purpose of dealing in securities, commodities, financial or index future contracts and/or options on securities, commodities or*

financial or index future contracts, on a cash settlement or margin basis and may include short sales or uncovered writings: AND THAT

- b) *The Trading Officers set out below by name and their respective signatures ("the Trading Officers") be and each is authorized to give orders or trading instructions to RBC DS, whether in writing or not, in respect of account dealings for, or on behalf of and in the name of the Account Holder, provided that, for greater certainty, any person who is designated as a Trading Officer, unless also designated as a Signing Officer (as defined below), shall not be authorized to give instructions in respect of matters referred to in c) below; AND THAT*
- c) *Two (2) of the Signing Officers set out below by name and their respective signatures (the "Signing Officers") are hereby authorized to: (i) execute and deliver for, on behalf of, and in the name of the Account Holder any and all agreements, consent letters of instruction or other documents as required by RBC DS for the establishment, reclassification or operation of any account; and (ii) withdraw for, on behalf of, and in the name of the Account Holder from any of its accounts any monies or securities contained in such accounts; AND THAT*
- d) *RBC DS shall be entitled to act and rely upon the actions and instructions of the Trading Officers and the Signing Officers taken or given in accordance with this resolution without making or continuing any investigations or inquiries into the propriety of such actions, orders, and instructions; AND THAT*
- e) *This resolution shall remain in full force and effect until written notice of revocation thereof has been filed by an authorized party of the Account Holder [the Secretary in the case of a corporation, the partners in the case of a partnership, members in the case of an investment club, associates in the case of an association or other authorized individuals in the case of any other similar organization] to the Manager of the Compliance Department at RBC DS.*

Trading Officers

Dr. Vanessa Sheane, President & CEO
Ms. Danielle Strilaeff, Director, Financial Services

Signing Officers

Dr. Vanessa Sheane, President & CEO
Ms. Danielle Strilaeff, Director, Financial Services
Ms. Shawna Miller, Board Chair

9.4.6 Properties Trust Board

Moved by Vanessa Sheane seconded by Hala Ezzeddine, that the Board appoints the following individuals as directors of Northwestern Polytechnic Business Corporation, with an initial term of directorship as specified below:

<i>DIRECTOR</i>	<i>INITIAL TERM</i>
<i>CODY BEAIRSTO</i>	<i>3 years</i>
<i>DENNIS LANDIS</i>	<i>3 years</i>
<i>CORD SPERO</i>	<i>3 years</i>

9.5 Audit Committee

9.5.1 Chair Summary

Presented by Shawna Miller.

9.5.2 Annual Enrolment Report

Received for information.

10 Foundation Board

10.1 Chair Summary

Presented by Cody Beairsto.

11 In-Camera Session

Moved by Jan Nutting, seconded by Hala Ezzeddine, that the Board of Governors move in-camera.

Moved by Mike McMann, seconded by Hala Ezzeddine, that the Board of Governors exit in-camera.

12 Next Meeting

January 29, 2026

13 Adjournment

Moved by Cody Beairsto that the meeting adjourn at 6:05 pm.