Governance Committee
Minutes of Meeting

Date: April 17, 2023
Location: Electronic meeting, Public venue
Islands Trust
200-1627 Fort Street
Victoria, BC V8R 1H8

Members Present: Judith Gedye, Chair, Bowen Island Municipality
Jamie Harris, Vice-Chair Salt Spring Island Local Trust Committee (LTC)
Joe Bernardo, Gambier/Keats Island LTC
Peter Luckham, Thetis Island LTC (Chair, Islands Trust Council, ex-officio)
Lee Middleton, Saturna Island LTC
Laura Patrick, Salt Spring Island LTC
Tim Peterson, Lasqueti Island LTC
Kate-Louise Stamford, Gambier Island LTC

Staff Present: Russ Hotsenpiller, Chief Administrative Officer (CAO)
David Marlor, Director, Legislative Services (DLS)
Lori Foster, Executive Coordinator/Recorder

Members of the public present: There was one member of the public attending electronically

1. CALL TO ORDER

At 9:01 a.m., Chair Gedye called the meeting to order and gave a First Nations land acknowledgement.

2. AGENDA

2.1 New Items and Re-Ordering of the Agenda

At Correspondence add:

- 5.1 S. Wright re: Governance Committee letter dated April 8, 2023

Reorder items under 7. Business – Work Program Items as follows:

- 7.5 to 7.1;
- 7.2 do not move
- 7.6 to 7.3
- 7.3 to 7.4
- 7.1 to 7.5
- 7.4 to 7.6

2.2 Approval of Agenda

GC-2023-017
It was Moved and Seconded,
That the agenda be approved as amended.

CARRIED

3. PUBLIC COMMENT PERIOD - None
4. DELEGATIONS – None

5. CORRESPONDENCE

5.1 S. Wright re: Governance Committee letter dated April 8, 2023

Received for information.

6. ADMINISTRATIVE COORDINATION

6.1 February 10, 2023, Governance Committee draft minutes for adoption

GC-2023-018
It was Moved and Seconded,
That the February 10, 2023, Governance Committee draft minutes be adopted as presented.

CARRIED

At 9:07 a.m., Trustee Middleton joined the meeting.

6.2 Resolutions Without Meeting – None

6.3 Follow up Action List

Received for information.

7. BUSINESS - WORK PROGRAM ITEMS

7.1 Work Program and Priorities Matrix

The Governance Committee discussed the proposed Governance Priorities Matrix as presented in the agenda package regarding organization of the Governance Report recommendations and communication of its work program to Trust Council. While not in the "standard" or regular form, the committee discussed the Governance Priorities Matrix to be a living document.

7.2 Open/Informal Meeting Protocols – Discussion

Chair Gedye spoke to receipt of informal information from staff and emails she circulated to committee members regarding this topic.

Discussion regarding best practices for democratically elected organizations followed referencing the Community Charter (Section 93), the Local Government Act and Islands Trust meeting procedures Bylaw No. 101.

Comments followed on:

- The open meeting rule and limiting deviation from it,
- What is the method of conducting business and how can this be varied,
- Interpretation of "committee(s)", what is a working group,
- Specify problems that working groups have encountered.

GC-2023-019
It was Moved and Seconded,
That the Governance Committee request that Chair Gedye, Trustee Bernardo and Chief Administrative Officer Hotsenpiller are asked to report back with a draft question for legal council regarding the scope of application of the open meeting rule to Islands Trust meetings for review and consideration by the Governance Committee.

CARRIED

7.3 Section 3 Islands Trust Act – Discussion

Chair Gedye referenced the Governance Report and its recommendations regarding the Islands Trust Act.

Discussion followed regarding:

- Having conversations about different values and a way to work through them,
- Definition of "unique amenity" and protecting the environment.

By general consent, the Governance Committee moved to a Closed Meeting (item 12).

12. CLOSED MEETING

At 10:24 a.m., the meeting was closed to the public.

GC-2023-020
It was Moved and Seconded,
That the Governance Committee close this meeting to the public subject to Section 90(1)(i)of the Community Charter in order to consider matters related to receipt of advice that is subject to solicitor-client privilege and that staff be invited to remain in the meeting.

CARRIED

At 10:52 a.m., the meeting was reopened to the public then recessed for a five-minute break.

Chair Gedye reconvened the meeting at 10:58 a.m. and continued with item 7.3 Section 3 Islands Trust Act – Discussion.

7.3 Section 3 Islands Trust Act – Discussion

At 11:01 a.m., Trustee Patrick rejoined the meeting.

Discussion ensued regarding the legal opinions received.

GC-2023-021
It was Moved and Seconded,
The Governance Committee request that Trustee Bernardo and staff summarize the legal opinion(s) on Section 3 of the Islands Trust Act and bring them back to the next Governance Committee meeting for review.

CARRIED

7.4 Trustee Middleton re: General Council – Discussion

Trustee Middleton spoke to investigating this item further as one of the recommendations in the Governance Report as shown in the Governance Priorities Matrix under "Not Immediate but Important" and the the name General Council be considered for this role as a secretary with legal experience.

7.5 Financial Planning Sub-Committee receipt of draft Corporate Plan – Briefing

GC-2023-022
It was Moved and Seconded,
That the Governance Committee request the Financial Planning Committee and staff to continue developing a corporate planning process and that this work:

- Include a staff analysis of the potential operational implications of instituting a comprehensive corporate planning process, and that such analysis specifically identify the changes to the annual budgeting process that would be required to implement the new process;
- Identify the key differences between the current strategic planning and budgeting processes and the corporate planning process under development;
- Identify such policy changes as may be required to institute a trustee decision making structure appropriate for a corporate planning process that unites strategic and budgetary planning; and
- Include a proposal for trustee training.
- The Executive Committee is requested to follow the SWOT (strengths, weaknesses, opportunities and threats) analysis process in developing the draft strategic plan that is to be submitted to Trust Council this year.

CARRIED

It was discussed that Trustees Boland and Evans and, Director Mobbs attend the next Governance Committee meeting to present the continuing work of the Financial Planning Committee working group.

7.6 Referrals to Governance Committee – Review

Discussion ensued regarding what work is being directed to this committee from other committees and consideration of how to manage referrals.

The following items were received:

1. Recording of negative votes in minutes (discussion at March Trust Council) – add to the bottom left corner of the Governance Priorities Matrix,

2. Review the current method of appointment and the make-up of membership for Trust Council standing committees - see CAO FUAL item #1 (already in the Matrix under “Not immediate but Important”.

8. BUSINESS – OTHER - None

9. BUSINESS – NEW – None

10. WORK PROGRAM

GC-2023-023
It was Moved and Seconded,
That the Governance Committee add to the Work Program by adding the following to the Top Priorities List:

- Section 3. Islands Trust Act/mandate
- Strategic/Corporate Planning process
- Meeting process (Bylaw 101 & policies)

CARRIED

GC-2023-024
It was Moved and Seconded,
That the Governance Committee add the following to the Projects List:

- Election of Executive Committee
- Representational differences
- Committees - clear mandates/ size & numbers/ champion proposals to Trust Council
- Mandate of Conservancy more prominent
- Secretariat - needs research
- Management review
- Info to candidates before election
- Compensation
- Communications
- Advocacy

DEFEATED

GC-2023-025
It was Moved and Seconded,
That the Governance Committee report out to all trustees its Governance Priority Matrix after every meeting of the Governance Committee.

CARRIED

11. NEXT MEETING

The next Governance Committee is scheduled to be held electronically, May 29, 2023, from the Islands Trust Victoria office starting at 9:00 a.m.

12. CLOSED MEETING

Addressed after item 7.3.

13. **RISE AND REPORT** – None

14. **ADJOURNMENT**

GC-2023-026
It was Moved and Seconded,
That the meeting be adjourned at 12:15 p.m.

CARRIED

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Judith Gedye, Chair

Certified Correct

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Lori Foster, Recorder