



Executive Committee Addendum

Date: Wednesday, June 8, 2022
Time: 9:00 am
Location: Islands Trust Victoria Boardroom
200-1627 Fort Street, Victoria, BC

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| 7. TRUST COUNCIL MEETING PREPARATION | |
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| 10. CORRESPONDENCE (for information unless raised for action) | |
| 10.7. <i>A. Hodson-Deggan re: consider the following 4.2.7. not attainable email dated June 3, 2022</i> | 34 - 35 |
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that may not be required as the capacity already exists within the organization or the direction would best be served through adaption of procedures or practice, such as:

- There is no rationale for identifying a presiding officer. The Islands Trust has a Director of Legislative Services who is a commissioner for taking Oaths who traditionally carries out election processes. Tasking an elected official with this job removes a trustee from the voting and consideration process.
- We have voting procedures that can apply to the selection of the Governance Committee (via Executive Committee BC Reg 119 90 s. 6) There is no need to include a procedure in policy, only to refer to a balloted voting process.
- Committees cannot enter into contracts, contracts are let under the Purchasing Policy of the Islands Trust via staff at direction of Trust Council (TC) or EC. Good governance regarding purchasing policy and procurement have staff as an independent assessor of contracted work.
- Council Committees have no legal standing, however trustees are indemnified when they sit as a Committee as they are less than a quorum. Addition of external candidates needs review to provide indemnity and to understand how this would function. There is no rationale provided in the RFD for why a contractor would be a member of a committee rather than a contracted resource.
 - This item could be in a terms of reference, not in a Council Policy. What if a contractor is no longer required?
- Overall, in staff's opinion the Terms of Reference provided in the RFD are broad enough to provide direction for the Trust Council to further its governance work, however as this could be a Standing Committee, further specifics may be of value.

1 PURPOSE:

Council received a commissioned final report from Great Northern Management 'Governance and Management Review of the Islands Trust' on February 9th 2022. Council received this report in March of 2022. The report was complemented by a presentation from the principal consultants who recommended the initial action in strengthening Trust Governance would be to create a Governance Standing Committee of Council. This Committee would be tasked with prioritizing Governance reform initiatives on behalf of Council and conducting analysis and research in how best to enact the recommendations in the Feb. 22 Governance Review.

2 BACKGROUND:

Governance is the means and methods by which an organization directs its daily activities, sets its vision for the future and arranges its budget to realize that vision. Governance is also the process by which an organization determines how well past activity has allowed the organization's goals to be met and supports change on policy and practice to better meet goals and adjust goals where necessary to changing circumstance.

The Feb. 22 Governance report noted that through no individual fault there is a lack of clear leadership at the political level of the Trust resulting in the organization not being as effective as it could in laying a foundation for the next 50 years' to deliver effectively the Preserve and Protect mandate in a changed world.

3 IMPLICATIONS OF RECOMMENDATION

ORGANIZATIONAL:

The Governance Committee would be a Standing Committee of Council using mostly the same guiding policies that govern other Standing Committees of council. One difference from the selection process for membership on other committees is suggested that membership of the Governance Committee would be elected by a ballot. It is anticipated that the Governance Committee would meet twice over the remaining duration of this term working to solidify relevant policy and laying a foundation for use by next term's Governance Committee. As a result Staff support requirements for this Committee during the remainder of this term should be relatively modest.

FINANCIAL:

The Governance Committee is a currently budgeted line item in the 2022 / 2023 budget to the amount of \$15,000. Expenditure for this term on the operations of this committee is estimated in the order of 20% of this amount.

POLICY:

In the appendixes are redline versions of recommended adjustments to policy governing Council Committees. The Governance Committee uses existing policy with the exception relating to election of Committee members and the inclusion of outside independent experts to support the work of the Governance Committee. Therefore, the effect of this decision on existing policy frameworks is minimal.

IMPLEMENTATION/COMMUNICATIONS:

As the implementation of this Committee uses largely existing policy implementation of this Committee will be upon endorsement of the decision to establish a Governance Committee by Council. Communications relating to this decision will be handled by staff using established protocols and procedures.

FIRST NATIONS:

Reconciliation is a process that aims for a just distribution and sharing of power between Governments of Canada and British Columbia, including agencies of the Crown. Currently no meaningful sharing of political power occurs at the Trust's political governing body. The Feb. 22 Governance Review pointed out the absence of First Nations voices in the Governance conversations and decision making of Trust Council. One of the priorities the Governance Report recommended was that a Governance Committee be established and as part of its initial work plan look at some options in working with British Columbia and First Nations Governments to include Aboriginal representation at Council. The establishment of the Governance Committee will permit this important work to proceed.

OTHER:

The Governance Review report noted that a Governance Committee is a completely commonplace committee in the majority of board / council led organizations in Canada and is considered an essential tool to ensure effective and responsive Governance of the organization: allowing challenges to be met effectively, the organization to be healthy and efficient and generally adhere with international best practice for responsibly run organizations.

4 RELEVANT POLICY(S):

Trust Council Policy #2.3.1 Council Committee System

5 ATTACHMENT(S):

Attached to and integral to this RFD are the following documents.

Appendix 1: Draft Governance Committee Terms of Reference cited as new Trust Council Policy 2.3.5.

Appendix 2: Governance Committee Terms of Reference prepared by Great Northern's lead governance consultant Maryantonett Flumian at request of Council during the March Council meeting and submitted to trustees at that meeting. These were modified and used as the basis for the presented Governance Committee's Terms of Reference.

Appendix 3: Draft Trust Council Policy #2.3.1 entitled Council Committee System

Appendix 4: Redline version of current Trust Council Policy #2.3.1 entitled Council Committee System indicating modifications to establish the Governance Committee of Council.

RESPONSE OPTIONS

Recommendation:

That a standing Governance Committee of Trust Council be established per the Terms of Reference and Draft Policy attached as Appendices #1 and #3 with inaugural members elected June 23rd by Trust Council. The inaugural committee will finalize relevant policy and prepare a list of initial recommendations for use by next Council's Governance Committee members.

Alternative:

Prepared By:

Lee Middleton, Saturna Trustee
Kees Langereis, Gabriola Trustee

Reviewed By/Date:

GOVERNANCE COMMITTEE TERMS OF REFERENCE Proposed new policy #2.3.5

Purpose

The purpose of the Governance Committee is to develop and recommend to the Trust Council good governance and management approaches and frameworks and to lead processes to support and evaluate the effectiveness of the Council and its Committees. The Governance Committee is one of Trust Council's (4) standing committees (See Policy 2.3.1).

A. Definitions

“Trustee” means a local trustee or municipal trustee of the Islands Trust Council.

B. Policy

1. The Governance Committee provides advice and recommendations to the Islands Trust Council by:
 - 1.1 Initially reviewing the Islands Trust Governance Report dated March 8, 2022 and submitting a prioritized list of the recommendations in that Report to Trust Council with advice as to possible actions.
 - 1.2 On an ongoing basis the Governance Committee identifying, evaluating and providing advice to Trust Council on emerging governance and management issues with respect to
 - 1.2.1 areas of concern;
 - 1.2.2 best practices; and
 - 1.2.3 appropriate structures and procedures to allow the Trust Council to function more effectively;
 - 1.3 Maintaining a committee work program to manage committee initiatives and providing Trust Council with quarterly updates.
 - 1.4 Providing recommendations to Trust Council for legislation reform initiatives to improve Trust Council governance and management.
 - 1.5 The Governance Committee is to be supported by a contracted external expert providing advice, subject to funding by Trust Council.
2. The responsibilities stated apply to the following areas:
 - 2.1 Trust Council Governance and Management

C. Legislated References

Policy and Procedures Manual: Council Committee System Policy (2.3.1)

D. Links to Supporting Forms, Documents, Websites, Related Policies and Procedures

n/a

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ISLANDS TRUST COUNCIL GOVERNANCE COMMITTEE TERMS OF REFERENCE AND PRIORITIES

TERMS OF REFERENCE

1. PURPOSE

The purpose of the Governance Committee is to develop and recommend to the Trust Council good governance approaches and frameworks, support and oversee Council Membership and onboarding, and to lead processes to support and evaluate the effectiveness of the Council, its Committees and individual Trustees.

2. COMPOSITION AND QUORUM

The Governance Committee is composed of seven to nine Trustees appointed for staggered three-year terms to expire sequentially so as to ensure continuity (the first members will therefore be appointed for terms of one, two or three years). Members of the Governance Committee may only serve for two consecutive terms. The Trust Council, on the recommendation of the Executive Committee, appoints the Committee members and chair. A majority of members of the Governance Committee constitutes a quorum.

3. DUTIES AND RESPONSIBILITIES

- (1) Initially, the mandate of the Governance Committee will be to drive the implementation of the reforms adopted by the Islands Trust Council further to the Islands Trust Governance Report of 8 March 2022.
- (2) In the longer run, subject to the powers and duties of the Trust Council, the Governance Committee:
 - a) on an ongoing basis, reviews the Trust Council governance framework and advises regarding:
 - i) areas of concern;
 - ii) best practices; and
 - iii) recommended changes;
 - b) ensures appropriate structures and procedures are in place to allow the Trust Council to function effectively;
 - c) annually reviews the composition of the Trust Council as a whole and recommends, if necessary, changes to the Council Competency Matrix to ensure the

desired Council makeup includes an appropriate balance of knowledge, experience, skills, expertise and diversity;

d) annually or as vacancies arise, works with the Council Chair to identify any gaps that should be filled in new Trustee candidates and recommends the desired skills and experience for potential new Trustees;

e) in respect of appointed Trustees, works with the Council Chair to identify potential candidates for appointment to Council;

f) in respect of Trustees elected by a constituency:

i) provides the leadership of the constituency with a copy of the Council Competency Matrix; and

ii) consults with the leadership of the constituency regarding the preferred background, experience or skills to fill upcoming vacancies;

g) ensures programs are in place for new Trustee orientation and ongoing professional development;

h) assists and supports the annual review processes for evaluating the effectiveness of the Trust Council, its Chair, Committees and individual Trustees;

i) periodically reviews and assesses Trust Council communications to stakeholders and the general public with respect to its policies and practices in the area of governance, including the communication contained on Trust Council internal and external websites;

j) annually reviews and ensures the adequacy of the Code of Conduct for Trustees;

k) annually obtains Code of Conduct Declarations from Trustees;

l) addresses Code of Conduct issues as delegated to the Committee by Trust Council; and

m) assumes other related responsibilities as assigned by Trust Council.

4. MEETINGS

The Governance Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee chair or as requested by any two Committee members. In the initial period of Governance reforms implementation, the Governance Committee will meet monthly or more frequently as required.

5. REPORTING

The Governance Committee reports to the Trust Council in the form of a high-level summary at the next Trust Council meeting. The summary details what the Committee has been working on since its last report to Council, what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda.

6. STAFF SUPPORT

The Trust Council Secretary provides staff support to the Committee, and is secretary to the Committee. Pending the creation of the position of Trust Council Secretary, the Committee may appoint one of its members as secretary.

7. EXTERNAL ADVISORS

The Governance Committee may engage independent advisors at the expense of the Trust Council when it deems necessary, subject to the approval of the Executive Committee.

8. RESPONSIBILITY FOR POLICY REVIEW

The Governance Committee has responsibility to review Council and Council-approved organizational policies at least every five years. Such review may be more frequent, if necessary, based notably on legislative changes, or a development in governance best practices.

INITIAL GOVERNANCE PRIORITIES

A. Tier one

1. Creation of a Governance Committee (recommendation no 4).
2. Appointment of a Trust Council Secretary (recommendation no 7).
3. Development of options for the Election of Trust Council Leadership (recommendation no 1).
4. Launch of a Management Review (recommendation no 13).

B. Tier 2

5. Comprehensive review of Committee Structure (recommendation no 2).
6. Review of Committee Membership (recommendation no 3).
7. Review of Committee mandates (recommendation no 4).

COUNCIL COMMITTEE SYSTEM

Purpose

This Policy outlines general Terms of Reference (Section B: 1-9) applicable to all committees, the general role of standing committees (Section B: 10) and an overview of committee-specific functions which are detailed further in each council standing committee's specific terms of reference.

A. Definitions

Select Committee means a committee established by Trust Council to consider or inquire into any matter and to report its findings, opinions and recommendations to Trust Council.

Standing Committee means a regular permanent committee of Trust Council.

B. Policy

1. Establishment and Membership

1.1 Standing Committees

1.1.1 A Council Committee System is adopted by Trust Council comprised of four standing committees and the Executive Committee (see Attachment 1):

1.1.1.1 Regional Planning

1.1.1.2 Financial Planning

1.1.1.3 Trust Programs

1.1.1.4 Governance

1.1.2 Standing committee membership, **other than for the Governance Committee**, includes trustees recommended by the Trust Council Chair for membership and ratified by Trust Council.

1.1.3 One Executive Committee member will be assigned by the Trust Council Chair to the Regional Planning Committee and the Trust Programs Committee.

1.1.4 The Financial Planning Committee is comprised of all members of the Executive Committee, the Chair (or designate) of the Regional Planning Committee and the Trust Programs Committee, a member chosen by the Islands Trust Conservancy Board and three (3) other local or municipal trustees.

1.1.5 By the second Trust Council meeting following the quadrennial trustee elections, or as required, the Chair of Trust Council will recommend council committee member appointments, **other than for membership to the Governance Committee**, for ratification by Trust Council, based on an indication of interest by trustees and on Trust Area-wide considerations.

1.1.6 The Trust Council Chair is an ex-officio member of the Trust Programs Committee

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and the Regional Planning Committee.

1.2 Governance Committee

1.2.1 The Governance Committee is comprised of:

1.2.1.1 one (1) member of the Executive Committee selected by the Executive Committee as soon as practicable after the election of Executive Committee members, and

1.2.1.2 up to six (6) trustees elected by Trust Council from among its members who are not members of the Executive Committee.

1.2.2 Trustees having leadership experience with different governance structures in organizations with staffing components would be an asset to the Governance Committee.

1.2.3 At the Trust Council meeting following the election of the Executive Committee, the election of Governance Committee trustees must be held pursuant to sections 1.2.4 to 1.2.14.

1.2.4 Trust Council will determine a presiding officer for the purposes of carrying out the election of the members to the Governance Committee.

1.2.5 The presiding officer will call for trustees who are not a member of the Executive Committee to indicate whether they will stand for election to the Governance Committee.

1.2.6 If the number of trustees under section 1.2.5 willing to stand for election does not exceed six, those trustees are elected by acclamation.

1.2.7 If there is no election by acclamation, the presiding officer will hold an election and trust council shall, by majority vote of those present, elect a trustee who is not a candidate to assist the presiding officer in counting the votes.

1.2.8 Voting will be by secret ballot

1.2.9 For the election, the presiding officer shall prepare ballots showing all the candidates' names in alphabetical order and shall then

1.2.9.1 distribute the ballots to trustees in attendance at the meeting, and

1.2.9.2 email the ballots to trustees attending the meeting by electronic means, if any. Trustees receiving a ballot by email are to return the ballot by email to the presiding officer within the time frame allocated for the election at the meeting.

1.2.10 Subject to section 1.2.11, the six candidates receiving the highest number of votes

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are elected.

1.2.11¹ If positions of committee members must be filled by election by ballot, the candidate receiving the highest number of votes and, if circumstances require to fill further vacancies, the candidate receiving the second highest number of votes, the candidate receiving the third highest number of votes, the candidate receiving the fourth highest number of votes, the candidate receiving the fifth highest number of votes and the candidate receiving the sixth highest number of votes respectively, are elected.

1.2.12 The presiding officer shall announce the election of the successful candidate or candidates under sections 1.2.10 and if required the successful candidate under section 1.2. 11.

1.2.13 If the further election under section 1.2.11 results in a further tie in the number of votes cast for two or more candidates, the trustee elected under 1.2.7 to assist in counting the votes shall select a candidate by lot.

1.2.14 When the election is completed, the ballots shall be destroyed.

1.2.15 In the event of a vacancy on the Governance Committee, trust council will hold an election to fill that vacancy at the next trust council meeting pursuant to section 1.2.

1.3 Select Committees

1.3.1 Select committee membership is comprised of trustees who have been elected by Trust Council.

1.3.2 Select committees must have terms of reference established and approved by Trust Council.

1.3.3 If the Trust Council Chair is not an elected member of a select committee pursuant to section **1.3.1**, the Trust Council Chair (or designate) shall be an ex-officio member of each select committee.

1.3.4 The agenda for select committees should include:

1.3.4.1 Approval of previous meeting minutes

1.3.4.2 Follow-Up Action List (FUAL)

1.3.4.3 Trust Council referral items

¹ For information purposes. Section 1.2.11 uses the approach in the Islands Trust Act Regulation Reg 119/90 section 6(8) to elect Executive Committee vice chairs and modified to account for election of up to 6 trustees. The voting procedures in BC Reg 119/90 in the event of a tie in votes are also used.

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1.3.5

A select committee resolution is required to expend monies from the committee's budget account assigned by Trust Council, if any.

1.3.6 A select committee shall refer any reporting and findings, including resource needs, to Executive Committee prior to reporting to Trust Council.

1.3.7 A select committee will cease to exist once it has reported its findings, opinions and recommendations to Trust Council.

2. Committee Chair

2.1 Committee members shall elect the Committee Chair and Vice-Chair at the first meeting of the term or as required.

2.2 The Trust Council Chair may appoint an interim Committee Chair when required.

2.3 The Committee Chair will normally chair the committee meeting. However, the Chair may designate the Vice-Chair to act as Committee Chair. In the absence of the Chair and Vice-Chair, the committee shall choose a committee member to act as Chair of a meeting.

3. Available Resources

3.1 Each committee, with the assistance of its management support, is responsible to conduct its activities within its assigned budget accounts.

3.2 A standing or select committee resolution is required to expend monies from the committee's assigned committee projects or budget account, if any.

3.3 The Governance Committee will, subject to Trust Council budget approval, contract for an independent advisor with experience in governance matters who shall be non-voting member of the committee.

4. Staff Support

4.1 Staff's primary function to a committee is to act in a support/advisory role and as such, a committee may make requests of staff.

4.2 It is the Chief Administrative Officer's (CAO) role to manage and direct staff support to the committees and concerns in this regard should be communicated by the Committee Chair to the CAO. Unresolved matters by the aforementioned means shall be dealt with by the Executive Committee.

5. Meetings

5.1 The number of standing committee meetings per year is four and any further meetings must be planned within the approved committee's meeting expense account.

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- 5.2 Select committees will decide on a schedule of regular meeting dates at the first meeting convened after the establishment of the committee.
- 5.3 Changes to the Master Meeting Schedule of regularly scheduled committee meetings must be coordinated with the Executive Coordinator.
- 5.4 Committee meetings during the Trust Council quarterly meetings are to be avoided.
- 5.5 The practice of recessing committee meetings to continue at a future date and time should be used sparingly due to the impact of unplanned meetings on staff resources.
6. Agenda/Minutes Preparation
- 6.1 Committee meeting agendas will be prepared by the designated staff in consultation with the Committee Chair.
- 6.2 The agenda will be distributed to committee members and the CAO at least five calendar days before the meeting.
- 6.3 The agenda shall be determined as follows:
- 6.3.1 Additional items may be placed on the agenda by agreement of a majority of the committee members present at the meeting.
 - 6.3.2 The agenda shall be approved as the first item of business.
 - 6.3.3 The agenda for standing and select committees should include:
 - 6.3.3.1 Approval of previous meeting minutes
 - 6.3.3.2 Follow-Up Action List (FUAL)
 - 6.3.3.3 Trust Council referral items
- 6.4 Minutes must be done in accordance with Trust Council Policy 6.13 Islands Trust Minutes Guidelines.
- 6.5 Each committee is required to maintain a FUAL using the Trust's standardized format.
- 6.6 The FUAL is updated within seven days of the Committee meeting and subsequently placed on the agenda of the next scheduled meeting. The FUAL is to be distributed to designated staff within seven days of the committee meeting.
- 6.7 Draft minutes of a committee meeting are considered for approval at the next meeting.
7. Council/Committee Relationship
- 7.1 Each standing committee shall maintain a work program - which must include:

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- 7.1.1 Items referred to the committee from Trust Council (including referral date).
- 7.1.2 Projects, new initiatives, ideas, and issues identified by the committee.
- 7.1.3 The top three (3) priorities/strategies that it is working on, as approved by Trust Council, and must include any of Trust Council's priorities that it has assigned.

- 7.2 Each standing committee shall review and prioritize items within its work program, each Trust Council item referred to it, and shall report to Trust Council at the next quarterly Trust Council meeting on such items.

- 7.3 Standing committees are required to submit a Highlights Report to the Executive Coordinator in time for the Trust Council agenda package preparation deadline. The Highlights Report is to be presented by the Council Committee Chair (or designate).

- 7.4 All standing committee proposals and/or recommendations to be placed on the Trust Council agenda shall be referred to the Executive Committee to be placed on the Trust Council agenda. A select committee shall refer any reporting and findings, including resource needs, to the Executive Committee to be placed on the Trust Council agenda. These must be submitted for the Executive Committee's last meeting prior to when the Trust Council agenda package is distributed to trustees.

- 7.5 The Committee Chair (or designate) may request an opportunity to directly present committee matters to the Executive Committee.

- 7.6 It is the role of the Executive Committee members of Council Committees to ensure inter-committee liaison on relevant information, referrals, status on Council priorities/strategies occurs, and to keep the Executive Committee apprised of the Council Committee's directions and activities and vice versa.

- 8. Rules of Conduct/Voting
 - 8.1 Trust Council Meeting Procedure Bylaw 101 governs the proceedings of committees as applicable. In cases not provided for under Bylaw 101, Robert's Rules of Order Newly Revised shall apply to the proceedings of committees.

 - 8.2 The quorum of a council committee is a majority of all of its voting members.

 - 8.3 The Executive Committee member designate on the Regional Planning Committee and Trust Programs Committee shall have the full voting privileges of a committee member.

 - 8.4 The Trust Council Chair, as ex-officio member of the Regional Planning Committee, Trust Programs Committee and select committees, shall be a non-voting member And, for certainty, is not included in determining quorum of a meeting.

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8.5 The contracted independent advisor under section 3.3 is not included in determining quorum for a meeting of that committee.

9. Liaison

9.1 Liaison with provincial, federal, and local government politicians shall be requested by a Committee Chair to the Trust Council Chair or the CAO so that the Trust's political liaison can be coordinated. The Council Committee is expected to provide an outline regarding the purpose of the meeting, a proposed discussion strategy and recommended Islands Trust representation.

9.2 Liaison with provincial, federal, and local government staff shall be requested by the staff liaison member (in consultation with CAO when liaison is required with senior staff). It is expected that trustees, for the purpose of committee business, would meet other government staff with an Islands Trust staff member.

9.3 Liaison with the media shall be coordinated through the CAO and the Trust Council Chair who in turn may refer specific inquiries to the Council Committee Chair.

10. General Role of Standing Committees

10.1 To provide policy advice to Trust Council in response to Trust Council's referrals, committee initiatives and external requests of the Trust.

10.2 To provide feedback to staff on matters going to Trust Council.

10.3 To implement and maintain a committee-specific work program.

10.4 To make recommendations to Trust Council on inter-agency liaison or protocol initiatives.

10.5 To create sub-committees (or task forces) which may be comprised of trustees, staff or external persons as required for a specific duration to examine a particular committee matter, upon approval by Trust Council.

10.6 To provide input and feedback to the annual budget process.

10.7 To provide input to Trust Council's organizational strategic planning process.

C. Legislated References

- Trust Council Policy and Procedures Manual:
- Regional Planning Committee (RPC): Terms of Reference (2.3.2)
- Financial Planning Committee (FPC): Terms of Reference (2.3.3)
- Trust Programs Committee (TPC): Terms of Reference (2.3.4)
- Governance Committee (GC): Terms of Reference (2.3.5)

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- Trust Council Meeting Procedure Bylaw 101

D. Attachments/Links to Supporting Forms, Documents, Websites, Related Policies and Procedures

- Attachment 1: Committee-Specific Functions

Attachment 1: Committee-Specific Functions

| | |
|---|---|
| <p><u>REGIONAL PLANNING COMMITTEE (RPC)</u></p> <ol style="list-style-type: none"> 1. Growth Management Tools 2. Community Planning Tools 3. Development Management Tools 4. Local Planning Service Delivery | <p><u>TRUST PROGRAMS COMMITTEE (TPC)</u></p> <ol style="list-style-type: none"> 1. Environmental Policy 2. Research and Information Systems Program 3. Sustainable Communities Policy 4. Trust Area Program Initiatives |
| <p><u>FINANCIAL PLANNING COMMITTEE (FPC)</u></p> <ol style="list-style-type: none"> 1. Annual Budget 2. Long Term Financial Planning 3. Fiscal Controls 4. Annual Audit | <p><u>EXECUTIVE COMMITTEE (EC)</u></p> <ol style="list-style-type: none"> 1. Bylaw Approval 2. Policy Agenda Coordination 3. Legislation Agenda 4. Communications Agency Liaison 5. Chief Administrative Officer Liaison 6. Trust Council Business 7. Strategic Direction |
| <p><u>GOVERNANCE COMMITTEE (GC)</u></p> <ol style="list-style-type: none"> 1. Trust Council governance and management framework | |

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| | |
|---------------------------|--|
| Policy: | 2.3.1 |
| Approved By: | Trust Council |
| Approval Date: | March 6, 1998 |
| Amendment Date(s): | September 11, 2008; March 14, 2018; June 8, 2021 |
| Policy Holder: | Chief Administrative Officer |

COUNCIL COMMITTEE SYSTEM

Purpose

This Policy outlines general Terms of Reference (Section B: 1-9) applicable to all committees, the general role of standing committees (Section B: 10) and an overview of committee-specific functions which are detailed further in each council standing committee's specific terms of reference.

A. Definitions

Select Committee means a committee established and elected by Trust Council to consider or inquire into any matter and to report its findings, opinions and recommendations to Trust Council.

Standing Committee means a regular permanent committee of Trust Council comprised of trustees ~~appointed by the Trust Council Chair~~.

B. Policy

1. Establishment and Membership

1.1 Standing Committees

1.1.1 A Council Committee System is adopted by Trust Council comprised of ~~three~~four standing committees and the Executive Committee (see Attachment 1):

1.1.1.1 Regional Planning

1.1.1.2 Financial Planning

1.1.1.3 Trust Programs

1.1.1.4 Governance

1.1.2 Standing committee membership, other than for the Governance Committee, includes trustees who have been appointed by the Trust Council Chair.

1.1.3 One Executive Committee member will be assigned by the Trust Council Chair to the Regional Planning Committee and the Trust Programs Committee.

1.1.4 The Financial Planning Committee is comprised of all members of the

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Executive Committee, the Chair (or designate) of the Regional Planning Committee and the Trust Programs Committee, a member chosen by the Islands Trust Conservancy Board and three (3) other local or municipal trustees.

1.1.5 By the second Trust Council meeting following the quadrennial trustee elections, or as required, the Chair of Trust Council will recommend council committee member appointments , other than for membership to the Governance Committee, for ratification by Trust Council, based on an indication of interest by trustees and on Trust Area-wide considerations.

1.1.6 The Trust Council Chair is an ex-officio member of the Trust Programs Committee and the Regional Planning Committee.

1.2 Governance Committee

1.2.1 The Governance Committee is comprised of:

1.2.1.1 one (1) member of the Executive Committee selected by the Executive Committee as soon as practicable after the election of Executive Committee members, and

1.2.1.2 up to six (6) trustees elected by Trust Council from among its members who are not members of the Executive Committee.

1.2.2 Trustees having leadership experience with different governance structures in organizations with staffing components would be an asset to the Governance Committee.

1.2.3 At the Trust Council meeting following the election of the Executive Committee, the election of Governance Committee trustees must be held pursuant to sections 1.2.4 to 1.2.14.

1.2.4 Trust Council will determine a presiding officer for the purposes of carrying out the election of the members to the Governance Committee.

1.2.5 The presiding officer will call for trustees who are not a member of the Executive Committee to indicate whether they will stand for election to the Governance Committee.

1.2.6 If the number of trustees under section 1.2.5 willing to stand for election does not exceed six, those trustees are elected by acclamation.

1.2.7 If there is no election by acclamation, the presiding officer will hold an election and trust council shall, by majority vote of those present, elect a trustee who is not a candidate to assist the presiding officer in counting the votes.

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- 1.2.8 Voting will be by secret ballot
- 1.2.9 For the election, the presiding officer shall prepare ballots showing all the candidates' names in alphabetical order and shall then
 - 1.2.9.1 distribute the ballots to trustees in attendance at the meeting, and
 - 1.2.9.2 email the ballots to trustees attending the meeting by electronic means, if any. Trustees receiving a ballot by email are to return the ballot by email to the presiding officer within the time frame allocated for the election at the meeting.
- 1.2.10 Subject to section 1.2.11, the six candidates receiving the highest number of votes are elected.
- 1.2.11 If positions of committee members must be filled by election by ballot, the candidate receiving the highest number of votes and, if circumstances require to fill further vacancies, the candidate receiving the second highest number of votes, the candidate receiving the third highest number of votes, the candidate receiving the fourth highest number of votes, the candidate receiving the fifth highest number of votes and the candidate receiving the sixth highest number of votes respectively, are elected.
- 1.2.12 The presiding officer shall announce the election of the successful candidate or candidates under sections 1.2.10 and if required the successful candidate under section 1.2. 11.
- 1.2.13If the further election under section 1.2.11 results in a further tie in the number of votes cast for two or more candidates, the trustee elected under 1.2.7 to assist in counting the votes shall select a candidate by lot.
- 1.2.14 When the election is completed, the ballots shall be destroyed.
- 1.2.15 In the event of a vacancy on the Governance Committee, trust council will hold an election to fill that vacancy at the next trust council meeting pursuant to section 1.2.

1.21.3 Select Committees

- 1.2.11.3.1 Select committee membership is comprised of trustees who have been elected by Trust Council.
- 1.2.21.3.2 Select committees must have terms of reference established and approved by Trust Council.

APPENDIX # 4

~~1.2.3~~1.3.3 If the Trust Council Chair is not an elected member of a select committee pursuant to section 1.2.1, they or designate shall be an ex-officio member of each select committee.

~~1.2.4~~1.3.4 The agenda for select committees should include:

~~1.2.4.1~~1.3.4.1 Approval of previous meeting minutes

~~1.2.4.2~~1.3.4.2 Follow-Up Action List (FUAL)

~~1.2.4.3~~1.3.4.3 Trust Council referral items

~~1.2.5~~1.3.5 A select committee resolution is required to expend monies from the committee's budget account assigned by Trust Council, if any.

~~1.2.6~~1.3.6 A select committee shall refer any reporting and findings, including resource needs, to Executive Committee prior to reporting to Trust Council.

~~1.2.7~~1.3.7 A select committee will cease to exist once it has reported its findings, opinions and recommendations to Trust Council.

2. Committee Chair

- 2.1 Committee members shall elect the Committee Chair and Vice-Chair at the first meeting of the term or as required.
- 2.2 The Trust Council Chair may appoint an interim Committee Chair when required.
- 2.3 The Committee Chair will normally chair the committee meeting. However, the Chair may designate the Vice-Chair to act as Committee Chair. In the absence of the Chair and Vice-Chair, the committee shall choose a committee member to act as Chair of a meeting.

3. Available Resources

- 3.1 Each committee, with the assistance of its management support, is responsible to conduct its activities within its assigned budget accounts.
- 3.2 A standing or select committee resolution is required to expend monies from the committee's assigned committee projects or budget account, if any.
- 3.3 The Governance Committee will, subject to Trust Council budget approval, contract for an independent advisor with experience in governance matters who shall be a non-voting member of the committee.

4. Staff Support

- 4.1 Staff's primary function to a committee is to act in a support/advisory role and as such, a

APPENDIX # 4

committee may make requests of staff.

- 4.2 It is the Chief Administrative Officer's (CAO) role to manage and direct staff support to the committees and concerns in this regard should be communicated by the Committee Chair to the CAO. Unresolved matters by the aforementioned means shall be dealt with by the Executive Committee.

5. Meetings

- 5.1 The number of standing committee meetings per year is four and any further meetings must be planned within the approved committee's meeting expense account.
- 5.2 Select committees will decide on a schedule of regular meeting dates at the first meeting convened after the establishment of the committee.
- 5.3 Changes to the Master Meeting Schedule of regularly scheduled committee meetings must be coordinated with the Executive Coordinator.
- 5.4 Committee meetings during the Trust Council quarterly meetings are to be avoided.
- 5.5 The practice of recessing committee meetings to continue at a future date and time should be used sparingly due to the impact of unplanned meetings on staff resources.

6. Agenda/Minutes Preparation

- 6.1 Committee meeting agendas will be prepared by the designated staff in consultation with the Committee Chair.
- 6.2 The agenda will be distributed to committee members and the CAO at least five calendar days before the meeting.
- 6.3 The agenda shall be determined as follows:
- 6.3.1 Additional items may be placed on the agenda by agreement of a majority of the committee members present at the meeting.
 - 6.3.2 The agenda shall be approved as the first item of business.
 - 6.3.3 The agenda for standing and select committees should include:
 - 6.3.3.1 Approval of previous meeting minutes
 - 6.3.3.2 Follow-Up Action List (FUAL)
 - 6.3.3.3 Trust Council referral items
- 6.4 Minutes must be done in accordance with Trust Council Policy 6.13 Islands Trust Minutes Guidelines.
- 6.5 Each committee is required to maintain a FUAL using the Trust's standardized format.

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6.6 The FUAL is updated within seven days of the Committee meeting and subsequently placed on the agenda of the next scheduled meeting. The FUAL is to be distributed to designated staff within seven days of the committee meeting.

6.7 Draft minutes of a committee meeting are considered for approval at the next meeting.

7. Council/Committee Relationship

7.1 Each standing committee shall maintain a work program - which must include:

7.1.1 Items referred to the committee from Trust Council (including referral date).

7.1.2 Projects, new initiatives, ideas, and issues identified by the committee.

7.1.3 The top three (3) priorities/strategies that it is working on, as approved by Trust Council, and must include any of Trust Council's priorities that it has assigned.

7.2 Each standing committee shall review and prioritize items within its work program, each Trust Council item referred to it, and shall report to Trust Council at the next quarterly Trust Council meeting on such items.

7.3 Standing committees are required to submit a Highlights Report to the Executive Coordinator in time for the Trust Council agenda package preparation deadline. The Highlights Report is to be presented by the Council Committee Chair (or designate).

7.4 All standing committee proposals and/or recommendations to be placed on the Trust Council agenda shall be referred to the Executive Committee to be placed on the Trust Council agenda. A select committee shall refer any reporting and findings, including resource needs, to the Executive Committee to be placed on the Trust Council agenda. These must be submitted for the Executive Committee's last meeting prior to when the Trust Council agenda package is distributed to trustees.

7.5 The Committee Chair (or designate) may request an opportunity to directly present committee matters to the Executive Committee.

7.6 It is the role of the Executive Committee members of Council Committees to ensure inter-committee liaison on relevant information, referrals, status on Council priorities/strategies, and to keep the Executive Committee apprised of the Council Committee's directions and activities and vice versa.

8. Rules of Conduct/Voting

8.1 Trust Council Meeting Procedure Bylaw 101 governs the proceedings of committees as applicable. In cases not provided for under Bylaw 101, Robert's Rules of Order Newly Revised shall apply to the proceedings of committees.

APPENDIX # 4

- 8.2 The quorum of a council committee is a majority of all of its members.
- 8.3 The Executive Committee member designate on the Regional Planning Committee and Trust Programs Committee shall have the full voting privileges of a committee member.
- 8.4 The Trust Council Chair, as ex-officio member of the Regional Planning Committee, Trust Programs Committee and select committees, shall be a non-voting member and shall not be included in determining quorum of a meeting.
- 8.5 The contracted independent advisor under section 3.3 is not included in determining quorum for a meeting of that committee.

9. Liaison

- 9.1 Liaison with provincial, federal, and local government politicians shall be requested by a Committee Chair to the Trust Council Chair or the CAO so that the Trust's political liaison can be coordinated. The Council Committee is expected to provide an outline regarding the purpose of the meeting, a proposed discussion strategy and recommended Islands Trust representation.
- 9.2 Liaison with provincial, federal, and local government staff shall be requested by the staff liaison member (in consultation with CAO when liaison is required with senior staff). It is expected that trustees, for the purpose of committee business, would meet other government staff with an Islands Trust staff member.
- 9.3 Liaison with the media shall be coordinated through the CAO and the Trust Council Chair who in turn may refer specific inquiries to the Council Committee Chair.

10. General Role of Standing Committees

- 10.1 To provide policy advice to Trust Council in response to Trust Council's referrals, committee initiatives and external requests of the Trust.
- 10.2 To provide feedback to staff on matters going to Trust Council.
- 10.3 To implement and maintain a committee-specific work program.
- 10.4 To make recommendations to Trust Council on inter-agency liaison or protocol initiatives.
- 10.5 To create sub-committees (or task forces) which may be comprised of trustees, staff or external persons as required for a specific duration to examine a particular committee matter upon approval by Trust Council.
- 10.6 To provide input and feedback to the annual budget process.
- 10.7 To provide input to Trust Council's organizational strategic planning process.

APPENDIX # 4

C. Legislated References

Trust Council Policy and Procedures Manual:

Regional Planning Committee (RPC): Terms of Reference (2.3.2)

Financial Planning Committee (FPC): Terms of Reference (2.3.3)

Trust Programs Committee (TPC): Terms of Reference (2.3.4)

Governance Committee (GC): Terms of Reference (2.3.5)

Trust Council Meeting Procedure Bylaw 101

D. Attachments/Links to Supporting Forms, Documents, Websites, Related Policies and Procedures

Attachment 1: Committee-Specific Functions

| | |
|--|--|
| <p><u>REGIONAL PLANNING COMMITTEE (RPC)</u></p> <ol style="list-style-type: none"> 1. Growth Management Tools 2. Community Planning Tools 3. Development Management Tools 4. Local Planning Service Delivery | <p><u>TRUST PROGRAMS COMMITTEE (TPC)</u></p> <ol style="list-style-type: none"> 1. Environmental Policy 2. Research and Information Systems Program 3. Sustainable Communities Policy 4. Trust Area Program Initiatives |
| <p><u>FINANCIAL PLANNING COMMITTEE (FPC)</u></p> <ol style="list-style-type: none"> 1. Annual Budget 2. Long Term Financial Planning 3. Fiscal Controls 4. Annual Audit | <p><u>EXECUTIVE COMMITTEE (EC)</u></p> <ol style="list-style-type: none"> 1. Bylaw Approval 2. Policy Agenda Coordination 3. Legislation Agenda 4. Communications Agency Liaison 5. Chief Administrative Officer Liaison 6. Trust Council Business 7. Strategic Direction |
| <p><u>GOVERNANCE COMMITTEE (GC)</u></p> <ol style="list-style-type: none"> <u>1. Trust Council governance and management framework</u> | |



BRIEFING

To: Executive Committee **For the Meeting of:** June 9, 2022
From: CAO **Date Prepared:** June 2, 2022
SUBJECT: Review and Implementation of recommendations from the Governance Review, 2022

PURPOSE: To provide a high-level advice/report with respect to the process of advancing the Governance and Management Review report.

BACKGROUND:

1. Trust Council is in receipt of the [Islands Trust Governance Review, February 2022](#), presented to Trust Council at their March 2022 meeting.
2. The Governance Review was prepared by Great Northern Management, under contract to the Islands Trust to conduct a review of the governance, management and operational structure of the Islands Trust focusing upon 1) governance in determining the strategic direction of the organization, 2) advocacy activity, and 3) planning services.
3. After the consultants presented their findings, Trust Council had a brief discussion on a process of how to implement some or all of the recommendations from the report, which focused primarily on creation of a Governance Committee. The following motions were made:

It was Moved by Trustee Rogers and Seconded by Trustee Wolverton, TC-2022-001

That a short term ad hoc Governance Review Implementation Committee be struck with a mandate to consider and discuss the Governance Review Report and make recommendations to Trust Council on 'implementation steps' including prioritizing recommendations with regards to order of importance, And the committee will be composed of 7 trustees including one member of the Executive appointed by the Executive Committee and 6 members elected from amongst current Trustees in the normal fashion of nomination and secret ballot. The committee will choose a chair that will not be the Executive Committee representative. The Chief Administrative Officer will be the staff resource to the implementation committee. The committee will provide an interim report to the June 2022 Trust Council and provide a plan no later than September 2022 Trust Council.

That we defer motion TC-2022-001 until receiving the consultant's feedback tomorrow. CARRIED

4. There are 15 recommendations in the Governance Review across broad categories of governance and operations, as well as recommendations in Appendix A, Land Use Planning. Some of the report recommendations could be readily implemented, or are already in the process of being implemented in some fashion, at minimal organization impact. Others recommendations are more profound and would themselves require specific planning and research.

5. Trust Council itself has not debated or discussed the Review, nor have staff provided analysis on the report itself or any of the potential outcomes.
6. A number of the recommendations, including establishment of a Governance Committee, are not cost neutral and would need to be included in the annual budgeting process.
7. Trust Council needs to decide which of the recommendations to implement or any other steps to take to further governance at the Islands Trust.
8. The consultants were requested by Trust Council to develop a draft terms of reference for a Governance Committee, which was done on an ad hoc basis on March 8. The document has not been received by Trust Council.
9. Trust Council will need to determine a means of transferring responsibility for any governance review activities to the incoming Trust Council, 2022-2026.
10. Time is of the essence in terms of the conclusion of the current term and the start of the 2022-2026 term and the desire to enable the next Trust Council to consider and adopt recommendations from the Governance Review.

ANALYSIS/CONSIDERATION

11. Recommendations from the Governance Review require analysis and a structured decision making process prior to adoption or implementation.
12. A subset of trustees, (5-7) operating as a Governance Committee is the preferred means to review, analyse, consider, and make recommendations for implementation of the Governance Review recommendations or any other governance recommendations to Trust Council. This could be accomplished by
 - a. Creating a temporary Committee to ‘get the ball rolling’ to establish a permanent Committee and begin analysis of the Governance Review, or
 - b. Create a new Standing Committee.
 - i. Dedicated staff resources to administer meetings, including:
 1. Administering electronic or live meetings
 2. Preparing agendas and minutes, FUAL, follow-up
 3. Staff reporting for quarterly meetings
 4. This could total between 35 to 50 hours per meeting
13. The Islands Trust should request that the Province/Ministry of Municipal Affairs be informed of any changes to governance at the Islands Trust and be requested to participate in any fundamental or structural change processes.
14. While there is some discussion of governance principles in the Review, Trust Council should specifically **review, discuss, amend and adopt governance principles including the adoption of an Islands Trust Governance Framework** to guide its actions. To date there has been limited discussion regarding governance principles at the Islands Trust.

Trust Council currently has [Policy 2.1.3 Governance Principles](#), which provides an outline of shared governance values that could be the basis for development of a framework, along with the recommendations from the Governance Review, 2022.

A further example is found on the Auditor General of BC website:

https://www.bcauditor.com/sites/default/files/imce/OAG%20Public%20Governance%20Bro-FINAL_web.pdf

15. The Governance Committee should have the ability and authority to examine issues beyond the recommendations of the Governance Review if they determine there are reasonable grounds for inclusion for such items as:
 - a. A discussion regarding consensus in decision making as a governance principle in a legislative environment;
 - b. A review of Local Trust Committee governance;
 - c. A visioning process for Trust Council;
 - d. Recommendations to Trust Council on performance management;
 - e. The role of advocacy and recommendations to develop a focused advocacy program;
 - f. The need for further external or contracted reporting to assist in changes to governance and operations at the Islands Trust;
 - g. Risk management at the governance level;
 - h. Conflict resolution at the Council level;
 - i. Equity and diversity;
 - j. The roles of staff and elected officials.
16. While the Terms of Reference (TOR) (attached) supplied by the consultants contains a number of helpful suggestions, it is currently not recommended 'as is' as it:
 - a. Presumes adoption of certain recommendations;
 - b. Is unclear or incorrect in describing how Trustees are appointed/elected to Trust Council and their role;
17. Trust Council could task the Governance Committee itself with developing an appropriate term of reference, that is informed by the TOR provided by the consultants and with the assistance of staff.

PROCESS of IMPLEMENTATION OF A COMMITTEE: The following is a process Trust Council could adopt to initiate its governance priorities, given the amount of time left in the term.

18. At their June 2022 meeting, that a Governance/Implementation Committee be established by Trust Council under [S 1.2 of Trust Council Policy 2.3.1, Council Committee System](#), to consider and recommend changes to governance at the Islands Trust, and .
 - a. That the Committee have 7 members,
 - b. That Trust Council select members of the Governance Committee in keeping with the process used to select the Executive Committee in keeping with BC Reg 119 90.
 - c. That the Committee term is until March 31, 2023 or as directed by Trust Council
 - d. A budget of \$15,000 be allocated in 2022/23 to the Committee to conduct any required research or peer review if necessary.
 - e. That the Governance Committee be tasked with
 - i. A terms of reference for the Governance Committee

- ii. Initial review of recommendations to improve governance at the Islands Trust.
- iii. Meeting twice between June and September 2022.
- iv. Be responsible for communications to the incoming 2022-2026 Trust Council regarding recommendations to governance at the Islands Trust.
- v. Recommending a budget for the Governance function to be included in the 5 year Financial Plan.
- vi. Recommendations to Trust Council regarding establishment of a permanent Governance function at the Islands Trust.

ATTACHMENT(S)/LINK(S):

1. Great Northern Management recommended Terms of Reference

FOLLOW-UP: As directed.

Prepared By: CAO

Reviewed By/Date:

ISLANDS TRUST COUNCIL
GOVERNANCE COMMITTEE
TERMS OF REFERENCE AND PRIORITIES

TERMS OF REFERENCE

1. PURPOSE

The purpose of the Governance Committee is to develop and recommend to the Trust Council good governance approaches and frameworks, support and oversee Council Membership and onboarding, and to lead processes to support and evaluate the effectiveness of the Council, its Committees and individual Trustees.

2. COMPOSITION AND QUORUM

The Governance Committee is composed of seven to nine Trustees appointed for staggered three-year terms to expire sequentially so as to ensure continuity (the first members will therefore be appointed for terms of one, two or three years). Members of the Governance Committee may only serve for two consecutive terms. The Trust Council, on the recommendation of the Executive Committee, appoints the Committee members and chair. A majority of members of the Governance Committee constitutes a quorum.

3. DUTIES AND RESPONSIBILITIES

- (1) Initially, the mandate of the Governance Committee will be to drive the implementation of the reforms adopted by the Islands Trust Council further to the Islands Trust Governance Report of 8 March 2022.
- (2) In the longer run, subject to the powers and duties of the Trust Council, the Governance Committee:
 - a) on an ongoing basis, reviews the Trust Council governance framework and advises regarding:
 - i) areas of concern;
 - ii) best practices; and
 - iii) recommended changes;
 - b) ensures appropriate structures and procedures are in place to allow the Trust Council to function effectively;
 - c) annually reviews the composition of the Trust Council as a whole and recommends, if necessary, changes to the Council Competency Matrix to ensure the desired Council makeup includes an appropriate balance of knowledge, experience, skills, expertise and diversity;

- d) annually or as vacancies arise, works with the Council Chair to identify any gaps that should be filled in new Trustee candidates and recommends the desired skills and experience for potential new Trustees;
- e) in respect of appointed Trustees, works with the Council Chair to identify potential candidates for appointment to Council;
- f) in respect of Trustees elected by a constituency:
 - i) provides the leadership of the constituency with a copy of the Council Competency Matrix; and
 - ii) consults with the leadership of the constituency regarding the preferred background, experience or skills to fill upcoming vacancies;
- g) ensures programs are in place for new Trustee orientation and ongoing professional development;
- h) assists and supports the annual review processes for evaluating the effectiveness of the Trust Council, its Chair, Committees and individual Trustees;
- i) periodically reviews and assesses Trust Council communications to stakeholders and the general public with respect to its policies and practices in the area of governance, including the communication contained on Trust Council internal and external websites;
- j) annually reviews and ensures the adequacy of the Code of Conduct for Trustees;
- k) annually obtains Code of Conduct Declarations from Trustees;
- l) addresses Code of Conduct issues as delegated to the Committee by Trust Council; and
- m) assumes other related responsibilities as assigned by Trust Council.

4. MEETINGS

The Governance Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee chair or as requested by any two Committee members. In the initial period of Governance reforms implementation, the Governance Committee will meet monthly or more frequently as required.

5. REPORTING

The Governance Committee reports to the Trust Council in the form of a high-level summary at the next Trust Council meeting. The summary details what the Committee has been working on since its last report to Council, what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda.

6. STAFF SUPPORT

The Trust Council Secretary provides staff support to the Committee, and is secretary to the Committee. Pending the creation of the position of Trust Council Secretary, the Committee may appoint one of its members as secretary.

7. EXTERNAL ADVISORS

The Governance Committee may engage independent advisors at the expense of the Trust Council when it deems necessary, subject to the approval of the Executive Committee.

8. RESPONSIBILITY FOR POLICY REVIEW

The Governance Committee has responsibility to review Council and Council-approved organizational policies at least every five years. Such review may be more frequent, if necessary, based notably on legislative changes, or a development in governance best practices.

INITIAL GOVERNANCE PRIORITIES

A. Tier one

1. Creation of a Governance Committee (recommendation no 4).
2. Appointment of a Trust Council Secretary (recommendation no 7).
3. Development of options for the Election of Trust Council Leadership (recommendation no 1).
4. Launch of a Management Review (recommendation no 13).

B. Tier 2

5. Comprehensive review of Committee Structure (recommendation no 2).
6. Review of Committee Membership (recommendation no 3).
7. Review of Committee mandates (recommendation no 4).

From: ALIX HODSON [REDACTED]

Sent: Friday, June 3, 2022 2:57:18 PM

To: aallen@islandstrust.bc.ca <aallen@islandstrust.bc.ca>; lbusheikin@islandstrust.bc.ca <lbusheikin@islandstrust.bc.ca>; scolbourne@islandstrust.bc.ca <scolbourne@islandstrust.bc.ca>; dcritchley@islandstrust.bc.ca <dcritchley@islandstrust.bc.ca>; jdodds@islandstrust.bc.ca <jdodds@islandstrust.bc.ca>; sfast@islandstrust.bc.ca <sfast@islandstrust.bc.ca>; dfenton@islandstrust.bc.ca <dfenton@islandstrust.bc.ca>; pgrove@islandstrust.bc.ca <pgrove@islandstrust.bc.ca>; pjohnston@islandstrust.bc.ca <pjohnston@islandstrust.bc.ca>; mkaile@islandstrust.bc.ca <mkaile@islandstrust.bc.ca>; klangereis@islandstrust.bc.ca <klangereis@islandstrust.bc.ca>; pluckham@islandstrust.bc.ca <pluckham@islandstrust.bc.ca>; dmaude@islandstrust.bc.ca <dmaude@islandstrust.bc.ca>; bmconchie@islandstrust.bc.ca <bmconchie@islandstrust.bc.ca>; lmiddleton@islandstrust.bc.ca <lmiddleton@islandstrust.bc.ca>; dmorrisson@islandstrust.bc.ca <dmorrisson@islandstrust.bc.ca>; lpatrik@islandstrust.bc.ca <lpatrik@islandstrust.bc.ca>; tpeterson@islandstrust.bc.ca <tpeterson@islandstrust.bc.ca>; trockafella@islandstrust.bc.ca <trockafella@islandstrust.bc.ca>; drogers@islandstrust.bc.ca <drogers@islandstrust.bc.ca>; gscott@islandstrust.bc.ca <gscott@islandstrust.bc.ca>; kstamford@islandstrust.bc.ca <kstamford@islandstrust.bc.ca>; cthorn@islandstrust.bc.ca <cthorn@islandstrust.bc.ca>; jwolverton@islandstrust.bc.ca <jwolverton@islandstrust.bc.ca>; gscott@islandstrust.bc.ca <gscott@islandstrust.bc.ca>; pbrent@islandstrust.bc.ca <pbrent@islandstrust.bc.ca>

Subject: At next Trust Council meeting please consider the following; 4.2.7. not attainable.

Islands Trust Council

New Draft Policy Statement 4.2.7(4.4.2,4.4.1)

The new policy statement 4.2.7 states: “ Local trust committees and island municipalities shall. In their official community plans and regulatory bylaws, ensure: ...that the freshwater quality is maintained; and islands are self-sufficient in their supply of freshwater.

It is hard to reconcile this policy with reality. How can an island be self-sufficient when there are millions of liters of drinking water being trucked onto it over the dry season?

Today I received a FOI (freedom of information] from the City of Nanaimo. Updated data on the number of liters of potable water that is being hauled to Gabriola to refill the cisterns on the island by the hauler “Summer Rain”. The volume is approximately 5.1 million liters. In conversation with a second hauler, “Island Haul”, I was told that they haul about 4 million liters of water to Gabriola in a season. Based on these two haulers, only, Gabriola Island is importing upwards of 9,000,000 (9 million) liters of water per dry season.

It is important to note that, the water supply is not secure:

1. The City of Nanaimo confirmed that throughout a drought period water supply to the islands could be rationed or suspended.
2. One water hauler mentioned that with transportation costs and long wait times due to overloads the service they provide was becoming untenable.

As the Trust is fully aware increases in development on Gabriola have not been sustainable for many years now and this is true for other islands as well.

Trucks loaded with thousands of liters of freshwater coming to Gabriola throughout the dry season clearly demonstrate that there is a water problem and a lack of it. Even with cisterns, replacing once productive wells, the freshwater supply continues to be a growing concern. It must be acknowledged then, that Gabriola Island is not maintaining its quality of freshwater, nor, is it self-sufficient in the supply of freshwater.

Further development, over and above the densities that are not yet built on, is putting the community at serious risk. To residents on the Island the only logical solution is to protect the groundwater and the recharge area by placing a moratorium on all future development, until such a time that carrying capacity and water mapping can be accurately ascertained.

The old colony-settler mentality of expansionism is failing the islands and is a destructive out-dated idea. In this time of climate crisis we must look for new solutions and create only policies that will protect the water and put ecosystems first.

Sincerely,
Alix Hodson-Deggan
Gabriola Island

From: MARY BETH RONDEAU <[REDACTED]>
Sent: Sunday, June 5, 2022 9:40 AM
To: Executive Admin; Peter Luckham; Laura Patrick; Sue Ellen Fast; Dan Rogers
Subject: June 8th Executive Ctte - Support for Letter to Lieutenant Governor

Follow Up Flag: Follow up
Flag Status: Flagged

Executive Committee,

It's interesting that by the time the Executive Committee agenda comes out, it's too late for a delegation and there is no opportunity to speak on the floor of the meeting. Therefore, I am sending this email directly to the Executive Committee to voice my strong support for this letter, in hopes that the committee will send this to Trust Council, with all speed, for the June 21-23 Trust Council meeting. This is the most important and fundamental next step for the Islands Trust. And thank you to the efforts of those Trustees that have worked so hard to bring this important direction to our governance.

Respectfully,
Mary Beth Rondeau
North Pender Island

+++++

RECOMMENDATION (from agenda package pages 397-

399) <https://islandstrust.bc.ca/document/executive-committee-regular-meeting-agenda-25/> :

1. That Trust Council request the Lieutenant Governor in Council for the Province of British Columbia to conduct a review of the Islands Trust's mandate, governance and structure.
2. That the Islands Trust Chair, on behalf of Council, submit a letter to the Lieutenant Governor making the review request under Section 8(2)(e) of the Islands Trust Act that outlines the potential scope of a review, including, but not limited to:
 - a) An assessment of the optimum governance model to preserve and protect the Trust area pursuant to the Province's vision for the future of the Trust area.
 - b) The object of the Islands Trust Act and clarification of the mandate of the organization.
 - c) The governance structure of the organization.
 - d) The alignment of decision-making processes and structures with the Declaration on the Rights of Indigenous Peoples Act.
 - e) The geographic scope of the organization and in particular authority over marine areas.
 - f) The funding mechanisms provided to the organization in light of a clarified mandate.

From: Marjorie Gang <[REDACTED]>
Sent: Sunday, June 5, 2022 5:03 PM
To: Peter Luckham; Sue Ellen Fast; Dan Rogers; Laura Patrick; Executive Admin
Subject: RFD suggesting a letter to the B.C. Lieutenant Governor
Attachments: RFD for Review June 6th 2022 EC.pdf; ATT00001.htm

Marjorie Gang to the Executive Committee:

I'm writing to express emphatic support for the RFD from Trustees Colbourne and Brent, suggesting a letter to the B.C. Lieutenant Governor requesting a governance study and re-definition of the Islands' Trust.

This seems the Islands' Trust's best chance of achieving the recommendations from the Governance and Management Review report. That's such a worthwhile goal - would create a re-born Islands' Trust that would have wide support from its constituents, that could be a source of pride for all of us.

I very much hope, as do many others, that the requested letter will be written by the Trust Council Chair, and that our Lieutenant Governor agrees to conduct the review.

Sincerely,
Margie Gang
Denman Island
[REDACTED]

From: Mairead Boland <[REDACTED]>
Sent: Sunday, June 5, 2022 9:44 PM
To: Peter Luckham; Sue Ellen Fast; Dan Rogers; Laura Patrick; Paul Brent; Scott Colbourne; Alex Allen; Benjamin McConchie; Cameron Thorn; David Critchley; Doug Fenton; David Maude; Deb Morrison; Grant Scott; Jeanine Dodds; Jane Wolverton; Kees Langereis; Kate-Louise Stamford; Laura Busheikin; Lee Middleton; Michael Kaile; Peter Grove; Peter Johnston; Steve Wright; Timothy Peterson; Tahirih Rockafella; Executive Admin
Subject: RFD in EC Agenda June 6th 2022 - Support for Requesting a Provincial Review of the Islands Trust.

To:
Executive Committee
Exec Admin
All Trustees

Support for the Provincial Review of the Islands Trust.

I was pleased to read the proposal from Paul Brent and Scott Colbourne requesting that Trust Council should ask the Province for a review of the Islands Trust " mandate, governance and structure".

I ask that EC forwards this RFD to the Trust Council and that Trustees support and act on the recommendation and write to the Lieutenant Governor in Council for the Province of British Columbia as outlined in the RFD.

The Islands Trust Act allows for such a request via 8.2.e:

For the purpose of carrying out the object of the trust, the trust council may: make recommendations to the Lieutenant Governor in Council respecting the determination, implementation and carrying out of policies for the preservation and protection of the trust area and its unique amenities and environment"

Regards and thank you,
Mairead Boland
Saturna Island

From: Carol Money <[REDACTED]>
Sent: Monday, June 6, 2022 11:38 AM
To: Executive Admin; Alex Allen; Benjamin McConchie; Cameron Thorn; David Critchley; Doug Fenton; David Maude; Deb Morrison; Dan Rogers; Grant Scott; Jeanine Dodds; Jane Wolverton; Kees Langereis; Kate-Louise Stamford; Laura Busheikin; Lee Middleton; Laura Patrick; Michael Kaile; Paul Brent; Peter Grove; Peter Johnston; Peter Luckham; Scott Colbourne; Sue Ellen Fast; Steve Wright; Timothy Peterson; Tahirih Rockafella
Subject: Support for the RFD Letter

Dear Trustees,

We support the RFD letter written by Paul Brent and Scott Colbourne.

The Islands Trust has some serious issues and if it wants to survive, it must change and become more accountable to the people in the gulf islands. The islands Trust has been doing it's business pretty much the same way since it's conception almost 50 years ago. The Trust fights rethinking itself as times change through history in the gulf islands. They will not change to suit modern times.

The Islands Trust received a failing grade on Governance and yet there were dismissive comments made about a vocal minority and it appeared that any thoughts on changing the way the Islands Trust operates were dismissed out of hand.

The Islands Trust is guilty of serious over reach into departments that are already handled, and handled well, by the Province. As an example, the Islands Trust wants to legislate water on the gulf islands. Shulba made a report on water that has been found to be greatly erroneous for Saturna Island and no doubt on the other islands. And yet this report will be used to restrict housing on the islands.

Pushing the draft policy statement without proper public consultation is another example of the Islands Trust improper single purpose way of doing it's business.

The Islands Trust has lost all sight of the taxpayers and communities in the gulf islands and refuses to consult with them; rather they denigrate any criticism instead of looking at whether the criticism might be constructive. A cookie cutter mold for all islands does not and will not work and it shows a lack of understanding of what it takes to make a healthy community.

Sincerely,
Carol and John Money
Saturna Island Land Owners for 77 years