Islands Trust

Governance Committee
Agenda

Date: Monday, September 9, 2024

Time: 9:00 am - 12:00 pm

Location: Electronic Meeting, and a physical location to view the livestream of the meeting:
Islands Trust Victoria Office
#200 - 1627 Fort Street
Victoria, BC V8R 1H8

7.1 Provincial Review: RFD Package for Trust Council - Discussion

Requested by Trustee Middleton.

See August 15, 2024 Governance Committee Agenda Package pages 16-22 for draft package to Trust Council.

7.2 Recent and Proposed Meeting Procedures Amendments - BRF 13 - 37

7.3 Representation on the Financial Planning Committee - BRF 38 - 39

7.4 Governance Committee 2025/26 Budget Requests - RFD 40 - 43

That Governance Committee request staff to prepare funding requests for the 2025/26 budget for the following initiatives:

1. Hiring a consultant to review Trustee Remuneration values;
2. Review of all Trust Council policies; and
3. Investigation of a Secretariat Staff Position for Trust Council.

8. BUSINESS - OTHER

9. BUSINESS - NEW

9.1 Submission from Trustee Fast: Trustee Leadership Development - RFD 44 - 47

That the Governance Committee explore opportunities for leadership development for Trustees.

10. WORK PROGRAM & MATRIX 48 - 50

For review and referral to Trust Council's next quarterly meeting

11. NEXT MEETING

The next Governance Committee meeting is scheduled to be held electronically, Monday, November 18, 2024.

12. CLOSED MEETING

None scheduled

13. RISE AND REPORT

14. ADJOURNMENT

*Approximate time is provided for the convenience of the public only and is subject to change without notice.

Islands Trust

Governance Committee

Minutes of Meeting

Date:	**July 12, 2024**
Location:	**Electronic Zoom Meeting**
Members Present:	Judith Gedye, Chair, Bowen Island Municipal Trustee Jamie Harris, Vice-Chair, Salt Spring Island Trustee Joe Bernardo, Gambier Island Trustee Laura Patrick, Salt Spring Island Trustee Timothy Peterson, Lasqueti Island Trustee, Kate-Louise Stamford, Gambier Island Trustee Lisa Gauvreau, Galiano Island Trustee, Islands Trust Conservancy (ex-officio) Lee Middleton, Saturna Island Trustee at 9:06 am joined
Regrets:	Peter Luckham, Thetis Island Trustee &Trust Council Chair (ex-officio)
Staff Present:	Julia Mobbs, Interim Chief Administrative Officer (ICAO) David Marlor, Director, Legislative Services (DLS) Lori Foster, Executive Assistant/Recorder
Members of the Public Present:	None

1. CALL TO ORDER

At 9:00 a.m., Chair Gedye called the meeting to order and provided a land acknowledgement that the meeting was being held on Coast Salish traditional and treaty territory.

2. AGENDA

2.1 New Items and Re-Ordering of the Agenda

For consideration to add the following item at:
9.1 Trustee Leadership Development as a Topic for Governance Committee

2.2 Approval of Agenda

GC-2024-021
It was MOVED and SECONDED,
THAT the agenda be approved as amended.

CARRIED

3. PUBLIC COMMENT PERIOD - None

4. DELEGATIONS - None

5. CORRESPONDENCE - None

6. ADMINISTRATIVE COORDINATION

6.1 Draft Minutes of May 31, 2024

By general consent the May 31, 2024, minutes were adopted as presented.

6.2 Draft Minutes of June 24, 2024

By general consent the June 24, 2024, minutes were adopted as presented.

6.3 Resolutions Without Meeting

The report in the agenda package was presented for information.

6.4 Follow up Action List

By general consent amend Director of Legislative Services FUAL item #1 "report to the May 13th GC meeting on the process and appointment of the GC member to the Financial Planning Committee" to read as "in progress", not "100% complete".

7. BUSINESS - WORK PROGRAM ITEMS

7.1 Provincial Review of Islands Trust – BRF

Governance Committee discussed the briefing and next steps in the development of a draft letter, for consideration and approval by Trust Council to the Minister of Municipal Affairs, for the purpose of requesting a Provincial review of Islands Trust.

GC-2024-022
It was MOVED and SECONDED,
THAT the Governance Committee recommend to Trust Council that we endorse and renew the two resolutions (TC-2022-071 and TC-2022-072) from the June 2022 Trust Council meeting at its September 2024 meeting.

CARRIED

The meeting recessed for a break at 10:25 a.m. and reconvened at 10:35 a.m.

GC-2024-023
It was MOVED and SECONDED,
THAT the Governance Committee strike a Working Group to draft the Request for Decision that includes a letter to the Province for consideration at a Special Meeting to be scheduled in August.

CARRIED

By general consent request staff Doodle poll committee members for availability to hold a Governance Committee Special Meeting in August.

GC-2024-024
It was MOVED and SECONDED,
That the Governance Committee Working Group be comprised of the following members:

- Trustee Harris
- Trustee Patrick
- Trustee Bernardo
- Trustee Gauvreau (ex-officio)

CARRIED

7.2 Trustee Remuneration Review

ICAO Mobbs gave a verbal update that a review of trustee remuneration will be added to Governance Committee's work program and the committee can decide how it wishes to prioritize the review.

7.3 Corporate Planning Update

ICAO Mobbs gave a verbal update that the Corporate Planning work continues to progress amongst the Governance Committee's other work program priorities.

8. BUSINESS - OTHER

9. BUSINESS – NEW

9.1 Trustee Leadership Development as a Topic for Governance Committee

Bowen Island Municipal Trustee, Sue Ellen Fast prepared a request for decision (RFD) that the Governance Committee explore opportunities for leadership development for trustees.

By general consent forward Trustee Fast's request for decision to Governance Committee's September 9th regular meeting agenda.

10. WORK PROGRAM

For review and referral to Trust Council before each quarterly TC meeting

11. NEXT MEETING

The next Governance Committee meeting will be take place on September 9, 2024 electronically.

12. CLOSED MEETING - None

13. RISE AND REPORT - None

14. ADJOURNMENT

GC-2024-025
It was MOVED and SECONDED,
THAT the meeting be adjourned at 12:03 p.m.

____

Judith Gedye, Chair

Certified Correct

____

Lori Foster, Recorder

Minutes are not official until adopted at a subsequent meeting.

Governance Committee
Minutes of a Special Electronic Meeting

Date:	**August 15, 2024**
Location:	**Electronic Meeting, and a physical location to view the livestream of the meeting:** **Islands Trust Victoria Office** **#200 - 1627 Fort Street** **Victoria, BC V8R 1H8**
Members Present:	Judith Gedye, Chair, Bowen Island Municipal Trustee Jamie Harris, Vice-Chair, Salt Spring Island Trustee Joe Bernardo, Gambier Island Trustee Laura Patrick, Salt Spring Island Trustee Timothy Peterson, Lasqueti Island Trustee Lee Middleton, Saturna Island Trustee Lisa Gauvreau, Galiano Island Trustee, Islands Trust Conservancy (ex-officio) Peter Luckham, Thetis Island Trustee &Trust Council Chair (ex-officio)
Member Absent:	Kate-Louise Stamford, Gambier Island Trustee
Staff Present:	Julia Mobbs, Interim Chief Administrative Officer (ICAO) David Marlor, Director, Legislative and Information Services Robert Barlow, Legislative Services Clerk/Recorder
Members of the Public Present:	None

1. CALL TO ORDER

At 9:08 a.m. Chair Gedye called the meeting to order and provided a land acknowledgement that the meeting was being held on Coast Salish traditional and treaty territory and that she was grateful for the First Nation stewardship of the Local Trust Area.

2. AGENDA

2.1 Approval of Agenda

By general consent the agenda was approved as presented.

3. CORRESPONDENCE

3.1 V. Craig, RDN Chair, re: Legislative Reform Initiative Update, letter dated January 19, 2024

Received for information.

4. BUSINESS - WORK PROGRAM ITEMS

4.1 Governance Committee Working Group - Verbal Report

The working group consisted of Trustees Bernardo, Gauvreau, Harris and Patrick. Committee discussion included the content and purpose of a proposed letter to the Minister of Municipal Affairs.

Trustee Patrick joined the meeting at 9:20 a.m.

4.2 Interim Chief Administrative Officer (ICAO) Comments on the Draft Request For Decision to Trust Council Re: Provincial Review of Islands Trust – Briefing

ICAO Mobbs spoke to the briefing.

Trustee Middleton joined the meeting at 9:38 a.m.

The Committee recessed at 10:23 a.m. and resumed at 10:33 a.m.

4.3 Draft Request For Decision to Trust Council Re: Provincial Review of Islands Trust

The Governance Committee discussed the timing and the level of detail required in the letter to the Province and the proposed communications strategy.

GC-2024-026
It was MOVED and SECONDED,
THAT the Governance Committee request staff make the following amendments to the "Provincial Review of Islands Trust" Request For Decision (RFD) and the resulting amended RFD be submitted to the Trust Council:

- deleting "was not responsive to the Trust Council's…".
- add "preserve and protect" and delete "develop and administer land use regulations for the express purpose of preserving and protecting".

CARRIED

GC-2024-027
It was MOVED and SECONDED,
THAT the Governance Committee request staff make the following amendment to the draft letter to the Province:

- delete the word "chronic" and add "in this and previous terms so that the resulting sentence is "…has generated division among trustees and the public in this and previous terms."

CARRIED

GC-2024-028
It was MOVED and SECONDED,
THAT the Governance Committee request staff make the following amendment to the draft letter to the Province:

- add new sentence: "It also represents a significant opportunity to advance reconciliation in the Province."

CARRIED

It was MOVED and SECONDED,
THAT the Governance Committee request that the draft letter to the Province prepared by the working group as amended be attached to the Request For Decision as approved by Governance Committee.

By general consent the motion was postponed until after a discussion of signatories to the letter.

The Committee then discussed who the signatories to the letter should be.

Trustee Gauvreau left the meeting at noon.

GC-2024-029
It was MOVED and SECONDED,
THAT the Governance Committee request that the draft letter to the Province prepared by the working group is amended by making the Chair of Trust Council the signatory.

CARRIED

GC-2024-030
It was MOVED and SECONDED,
THAT the Governance Committee request that the draft letter to the Province prepared by the working group as amended be attached to the Request For Decision as approved by Governance Committee and forward to Trust Council for discussion at its September 24, 2024 meeting.

CARRIED

5. NEXT MEETING

Governance Committee's next regular business meeting is scheduled to be held electronically, Monday, September 9, 2024, beginning at 9:00 a.m. The deadline to receive agenda items for the September 9, 2024, agenda is Tuesday, September 3, 2024.

6. ADJOURNMENT

By general consent the Committee adjourned the meeting at 12:19 p.m.

____
Judith Gedye, Chair

Certified Correct:

____
Robert Barlow, Legislative Services Clerk/Recorder

Minutes are not official until adopted at a subsequent meeting.

Follow Up Action Report

Governance Committee

Director, Administrative Services

Progress		Activity	Responsibility	Dates	Status
23%	1	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; ·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.	Julia Mobbs	Meeting: 17-Apr-2023 Target: 16-Dec-2024	In Progress
100%	2	Referral from Trust Council, September 2023: THAT Trust Council request the Governance Committee to recommend and draft a request of the Province to review the Islands Trust.	Julia Mobbs	Meeting: 09-Nov-2023 Target: 15-Dec-2023	Completed
24%	3	That Governance Committee recommend to Trust Council that it review the Governance Review in 2024 in a specially dedicated session.	Julia Mobbs	Meeting: 09-Nov-2023 Target: 15-Nov-2024	In Progress

Islands Trust

Follow Up Action Report

Governance Committee

Director, Administrative Services

Progress	Activity		Responsibility	Dates	Status
50%	4	Re: Trustee Remuneration Policy: Staff to prepare a report that discusses the potential cost and other elements involved in engaging a qualified independent consultant to review policy 7.2.1 and the trustee remuneration values set out in the policy.	Julia Mobbs	Meeting: 15-Jan-2024 Target: 16-Dec-2024	In Progress
50%	5	Re: Trustee Remuneration Policy: that Financial Planning Committee request staff to bring back an amended Trust Remuneration Policy that includes consideration of an independent remuneration review by either task force or consultant once per trustee term, at least one year before the end of term.	Julia Mobbs	Meeting: 29-May-2024 Target: 16-Dec-2024	In Progress

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BRIEFING

To:	**Governance Committee**	**For the Meeting of:**	September 9, 2024
From:	**David Marlor, Director, Legislative and Information Services**	**Date Prepared:**	September 3, 2024
SUBJECT:	**Recent and Proposed Meeting Procedures Amendments**		

PURPOSE:

1. To inform the Governance Committee about the proposed amendments to Trust Council's Meeting Procedures Bylaw 101, to align meeting setting timelines with the organization's fiscal year rather than calendar. This aligns with corporate planning principles and supports better financial planning.
2. To inform Governance Committee about potential future actions related to the 'urgent, high priority' item on its priorities matrix: *"meeting procedures (bylaw 101 and related policies)"* and ensure proposed future actions represent the work the Committee wishes to advance.

BACKGROUND:

In their in-person presentation to Trust Council in March 2022, Great Northern Management Consultants indicated that in their view, *"council is also unduly encumbered by procedure, not focused on outcomes. Changes are needed in the agenda-setting for meetings of Council, the organization of the meetings themselves, and the briefing material provided."* While this statement was made to Trust Council, the Governance Report does not contain a specific recommendation with respect to meeting procedures.

The Governance Committee has listed on its work program as *"Urgent, High Priority", "meeting procedures (bylaw 101 and related policies)".*

<u>Bylaw 101</u>

Action undertaken by Trust Council since 2022 is an amendment to Trust Council Bylaw 101 (Trust Council Meeting Procedures Bylaw) on April 3, 2024 to add Committee of the Whole.

Actions currently underway in relation to Bylaw 101:

- To address aligning the Trust Council meeting schedule with budgeting, staff is proposing an amendment to September Trust Council to change the annual establishment of meetings from calendar year to fiscal year (draft Bylaw 198).
- To address concerns raised around handling of delegations, the Executive Committee has asked for recommendations on improving the handling of delegations. This will include consideration of timing and content of the delegation requests, address approval of, and time limits for delegations, and how Trust Council will respond to delegations. This is expected to be on the September Trust Council agenda as a decision item to request staff to draft such a bylaw.

Policies Related to Trust Council Meetings:

Policies related to Trust Council meeting procedures include the following (with date of last update provided in parentheses):

1. Policy 2.1.9 Meeting Procedures Guidelines (September 15, 2000)
2. Policy 2.2.1 Request for Decision (RFD)/Report (September 12, 1992)
3. Policy 2.2.2 Council Meeting Preparation (September 11, 2008)
4. Policy 2.4.1 Executive Committee Terms of Reference (June 18, 2014)

Action undertaken by Trust Council since 2022 is a September 2023, resolution asking Staff to review and recommend updates and consolidation of Trust Council policies. Due to other priorities, this work has not been started.

Additional work related to Bylaw 101 and related policies:

- Governance Committee may consider the work completed and underway as per the above, in relation to the Meeting Procedure Bylaw 101 and determine if the work satisfies the concerns raised, or if further review and amendments are desired.
- Governance Committee could recommend to Trust Council that it take on this larger review of Bylaw 101 and related policies, and in doing so establish priority order of which of the four related policies to review first.

ATTACHMENT(S):

1. Draft Amended Bylaw 101 (see page 3)

FOLLOW-UP:

As requested by the Governance Committee.

Prepared By: **David Marlor, Director, Legislative and Information Services**

Reviewed By/Date: **Interim Chief Administrative Officer/September 3, 2024**

2.2.4. Bylaw

MEETING PROCEDURES
BYLAW NO. 101

Trust Council: March 11, 2004

A: ATTACHMENTS:

1. Attachment 1.: BYLAW 101: MEETING PROCEDURES

THIS BYLAW IS CONSOLIDATED FOR CONVENIENCE ONLY AND IS NOT TO BE CONSTRUED AS A LEGAL DOCUMENT

This copy is consolidated for convenience only and is amended by the following:

Bylaw No.	Amendment No.	Adoption Date
Bylaw No. 132	Amendment No. 1/09	October 12, 2009
Bylaw No. 133	Amendment No. 2/09	December 21, 2009
Bylaw No. 166	Amendment No. 3/16	October 21, 2016
Bylaw No. 171	Amendment No. 4/17	January 17, 2018
Bylaw No. 180	Amendment No. 5/20	June 17, 2020
Bylaw No. 184	Amendment No. 6/21	December 10, 2021
Bylaw No. 196	Amendment No. 1/24	April 3, 2024

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ISLANDS TRUST COUNCIL

BYLAW NO. 101

****
A Bylaw to Regulate the Meetings of the Islands Trust Council, Committees of Council and the Islands Trust Executive Committee
****

The Islands Trust Council, having jurisdiction in respect of the Trust Area in the Province of British Columbia pursuant to the *Islands Trust Act*, enacts as follows:

PART 1 - INTERPRETATION

Definitions

1.1 In this bylaw

"Act" means the *Islands Trust Act*;

"Chair" means the Chair of the Islands Trust Council;

"Committee" means the Executive Committee, or a standing committee, select committee, or other committee of Council and includes sub-committees;

"Committee Chair" means the Chair of a Committee;

“Committee of the Whole” means a quorum of Council convened in a less formal capacity than a Council Meeting to foster Public Engagement, to provide preliminary consideration of matters, and to make recommendations to Council;

"Council" means the governing and executive body of the Islands Trust constituted as the Islands Trust Council as provided in Section 5 of the Act;

"Delegation" means an individual or group which appears before Trust Council or a Council committee to make a presentation, submit a petition or request for action, or bring Council or a committee up-to-date on a project, new idea or information, or concept, on a topic specified on an "Application Form for Delegations to Address Islands Trust Council or a Council Committee" and which falls within the jurisdiction or activities of Trust Council or one of its committees;

"Executive Committee" means the Islands Trust Executive Committee as provided in Section 20 of the Act;

"improper conduct" includes conduct which obstructs the deliberations of the Council, or statements considered by the Chair or person presiding as defamatory or profane;

"meeting" means the assembly of trustees as duly constituted under Parts 2 and 3 and called to order by the Chair in accordance with Part 6;

"resolution without meeting" means a Council resolution passed under Section 11 (2) to (4) inclusive of the Act;

"point of order" means an interruption of the debate or proceedings, during a meeting of Council, with an inquiry whether something being said or done is in or out of order according to a statute, this bylaw or rules referred to in this bylaw;

"point of privilege" means an interruption of the debate or proceedings, during a meeting of Council, with an inquiry respecting privilege under Section 7.5 of this bylaw or under the rules of order referred to in Section 7.6 of this bylaw;

"Public Comment Period" means a scheduled period of time where a member of the public may address Trust Council or a Council committee on a topic under the jurisdiction or activities of Council or the applicable Committee;

"quorum" means at least one half of the number of Trustees provided for by the Act;

"Secretary" means the Islands Trust employee appointed and acting as Secretary to the Council or committee and includes, for the purposes of the provisions of this bylaw dealing with minutes, an employee designated by the Secretary for that purpose; and

"trustee's address" means the address given to the Secretary by each trustee.

Incorporation of Act's Definitions

1.2 Any term defined in the Act and used in this bylaw has the meaning given to it in the Act as of the date of adoption of this bylaw.

Interpretation of Bylaw

1.3 Nothing in this bylaw, and no failure to comply with this bylaw, affects the validity of an act of Council.

Application of Rules of Procedure

1.4 The provisions of this bylaw govern the proceedings of Council and of all committees, as applicable.

Severability

1.5 If any section or lesser portion of this bylaw is held invalid by a Court of competent jurisdiction, the invalid portion shall be severed from the bylaw without affecting the validity of the remainder.

Citing this Bylaw

1.6 This bylaw is to be cited as "Islands Trust Council Meeting Procedures Bylaw, 2004".

PART 2 - REGULAR MEETINGS

Schedule and Notice of Regular Meetings

2.1 The first regular meeting of the Council shall be held on the first Wednesday of November following a general local election. At the first regular meeting, the Council shall establish the schedule of the date, time and place ~~one of which shall be in each of the months of March, June, September and December~~. **of regular Council meetings for the following fiscal year (April 1 to March 31), one of which shall be in each of the months of June, September, December, and March.**

2.2 Thereafter, at the meeting in December of each of the subsequent three years, the Council shall establish the schedule of the date, time and place of regular Council meetings for the following ~~calendar year, one of which shall be in each of the months of March, June, September and December, with the exception of the year of a general local election when the last meeting of the year will be held in November.~~ **fiscal year (April 1 to March 31), one of which shall be in each of the months of June, September, December, and March with the exception of the year of a general local election when the December meeting shall be held in November.** The meeting schedule and any revision to the schedule shall be posted at the places specified in Part 10 of this bylaw.

Quorum

2.3 Once the meeting is called to order, the Chair is responsible to ensure a quorum is maintained for the purposes of conducting the meeting.

Postponement if no Quorum

2.4 If there is no quorum of trustees at an in-person meeting within three hours of the time set for the beginning of the meeting, or at an electronic meeting within 15 minutes of the time set for the beginning of the meeting:

(a) the regular meeting is cancelled;

(b) all business on the agenda for that regular meeting is cancelled; and

(c) all business on the agenda for that regular meeting must be dealt with at the next regular meeting or a special meeting.

PART 3 - SPECIAL MEETINGS

Calling a Special Meeting

3.1 (a) The Chair or Executive Committee, or three trustees, may direct the Secretary to conduct a vote by resolution without meeting for the purposes of Trust Council calling a special meeting. Within seven (7) days, the Secretary shall conduct a vote on whether Council should hold a special meeting for a specified purpose at a specified time and place.

(b) In the event the resolution without meeting referred to in Section 3.1(a) or (c) is passed by a majority of trustees, the Secretary shall give notice of the special meeting to every trustee in writing at the place to which the trustee has directed that notices be sent, and to the public by posting a copy of the notice at places specified in Section 10.2, at least 48 hours before the time of the meeting. The notice will indicate the day, hour, place and in general terms the purpose of the special meeting.

(c) In the event that three trustees have directed the Secretary to conduct a vote by resolution without meeting to call a special meeting the Secretary shall notify the Executive Committee within 48 hours of receipt of this request. As per Section 3.1 (b), the Secretary will give notice of the special meeting with Executive Committee recommendations if available.

Postponement if no Quorum

3.2 Section 2.4 applies to special meetings.

PART 4 - OTHER MATTERS REGARDING MEETINGS

Recessing and Reconvening a Meeting

4.1 Council may by resolution adjourn any special or regular meeting for purposes of reconvening on a date and at a time and location specified in the resolution.

Cancellation of Regular Meetings

4.2 Council may by resolution at a regular or special meeting or by resolution without meeting cancel any regular meeting by causing the Secretary to provide:

(a) written notice to trustees confirming cancellation of the meeting 48 hours before the scheduled start of the meeting, using procedures stated in Section 3.1 (b) and (c); and

(b) public notice of the cancellation of the regular meeting by posting notice of the cancellation at the regular meeting location and the places specified in Part 10 of this bylaw.

Cancellation of Special Meetings

4.3 The Chair, and/or the Executive Committee, and/or any three Trustees may request a cancellation of a special meeting of Council following the procedures outlined in Section 4.2.

Electronic Meetings and Electronic Attendance at In-Person Meetings

4.4 (a) A regular meeting of Council, or a special meeting of Council to deal with urgent new business, may be conducted by means of electronic or other communication facilities if a majority of the members of the Council have agreed by resolution that the meeting may be conducted in this way and provided the Secretary has received sufficient notice and can make the necessary arrangements. The notice of regular meeting shall be given in accordance with Part 10 and the notice of special meeting shall be given in accordance with Section 3.1(b). Advance public notice of a regular or special meeting that is to be conducted by means of electronic or other communication facilities shall include the way in which the meeting is to be conducted by means of electronic or other communication facilities and the place where the public may attend to hear, or watch and hear, the proceedings that are open to the public.

(b) An individual Council member who is unable to attend at the physical location of a special Council meeting or a regular Council meeting held in-person may participate in the meeting by means of electronic or other communication facilities, provided the Secretary has received sufficient notice and can make the necessary arrangements.

(c) At a regular in-person Council meeting, no more than ten (10) Council members may participate by means of electronic communication facilities and in the event that more than ten (10) members wish to do so, the first ten (10) members to notify the Secretary will be those eligible to participate through electronic communication facilities.

(d) The person presiding at a regular Council meeting must be present at the physical location of the Council meeting.

(e) Council members who use electronic communication facilities to participate in a meeting conducted in accordance with this bylaw are deemed present at the meeting.

(f) A member of the Council may begin participation in a meeting by electronic communication facilities after the meeting has been called to order.

(g) Where a member of the Council is participating in a meeting through electronic communication facilities, the facilities must enable all meeting participants to hear, or watch and hear, each other and must provide notice when participants join or leave the meeting.

(h) Where a member of the Council is participating in a meeting through electronic communication facilities, the facilities must enable the public to hear, or watch and hear, all meeting participants at a place specified in the meeting notice, unless the meeting has been properly closed to the public.

(i) For the duration of a special or regular electronic meeting that is open to the public, a designated staff member must attend at the place specified in the meeting notice for the public to hear, or watch and hear, the meeting.

4.5 Cell phone or satellite connections may be used for open Council meetings.

4.6 If communication is lost to one or more electronic participants during a meeting:

(a) The participant affected will attempt to reestablish the link and, in the interim, will be deemed to have left the meeting and this will be recorded in the minutes.

(b) If there is not a quorum, the Council Chair or person presiding will call a recess until the link is reestablished.

(c) If, after 15 minutes, a link cannot be reestablished and there is not a quorum of Council members, the meeting will be deemed adjourned and the item under discussion at the time of loss of communication will be added to the next agenda.

4.7 The costs of electronic participation in a Council meeting will be borne by the Council if the Council member is participating from a location within Canada or has received the approval of the majority of Council members.

PART 5 - PROCEDURE FOR COUNCIL MEETINGS

Chair to Open Meetings

5.1 If there is a quorum of Council, the Chair must call the meeting to order. If there is a quorum of Council but the Chair is not present within 15 minutes of the scheduled meeting starting, a Vice Chair must take the chair and call the meeting to order.

Appointment of Acting Chair

5.2 If there is a quorum of Council but neither the Chair nor a Vice Chair is present within 15 minutes of the scheduled meeting starting time, the Secretary must call the meeting to order and by resolution the Council must appoint a trustee to act as Chair for that meeting until the Chair or a Vice Chair arrives. The Acting Chair of a meeting has the powers and duties of the Chair in respect of that meeting until the Chair or a Vice Chair arrives.

Regular Meeting Agenda

5.3. (a) The Council may by resolution adopt a standard agenda format which may include Consent Agenda portions;

(b) The Consent Agenda portions of the agenda shall consist of staff or committee report items that contain clear 'take action, give approval, or receive for information' recommendations;

(c) Trustees may vote on and adopt in one motion all recommendations appearing on the Consent Agenda portions of a regular meeting agenda;

(d) At approval of the Consent Agenda, a Trustee may for the purpose of:
(i) debate or discussion,
(ii) voting in opposition to a recommendation on the Consent Agenda portion or to propose an amendment to the motion; or
(iii) declaring a conflict of interest with respect to an item on the Consent Agenda portion,

request that an item be removed from the Consent Agenda portion, without debate or vote of the members. The item will then be considered under the Discussion/Decision Items in the applicable agenda section heading.

5.4 The Secretary must prepare an agenda for each regular meeting, which must:

(a) be consistent with any standard agenda format as determined in Section 5.3;

(b) state the general nature of each business item to be dealt with at the regular meeting; and

(c) be sent to each trustee's address at least seven (7) days before the scheduled meeting date.

5.5 Any trustee, Local Trust Committee, Council Committee or the Chief Administrative Officer may propose an item of business for the agenda of a regular meeting by giving written notice of the item, in reasonable detail, to the Secretary three (3) weeks prior to the meeting, for agenda consideration by the Executive Committee.

Special Meeting Agenda

5.6 The Chair, Executive Committee or both shall provide the trustees with an agenda stating the specific items of business to be considered at a special meeting.

Addition of Agenda Items

5.7 Council may, by resolution supported by an affirmative vote of at least 2/3 of the members present, place urgent items on the agenda at the beginning of the regular meeting during adoption of the agenda.

Notice to Secretary of Petitions and Delegations

5.8 (a) A person who wishes to present a petition to, or a delegation who wants to appear before Council at a regular meeting of Council shall, at least three (3) weeks prior to the meeting, deliver the request in writing to the Secretary on the prescribed application form. The request must include the name of each applicant or designate with their residential address, the subject of the petition or delegation and a complete copy of the presentation material for the record.

(b) Where written application has not been received as prescribed in section 5.8(a), a petitioner or delegation may address the meeting if approved by a vote of at least 2/3 of the members present, in accordance with Section 5.10.

(c) The subject of the petition or delegation must be related to a matter that is within the jurisdiction or activities of Trust Council.

5.9 At the discretion of the Executive Committee, the petitioner or delegation may be given a space on the agenda.

5.10 No petition may be presented to, nor delegation appear before Trust Council unless Section 5.8 and 5.9 has been complied with unless otherwise agreed to by resolution of the Executive Committee before the meeting or of Trust Council at the meeting.

Correspondence

5.11 Anyone who wishes correspondence to be considered at a meeting of Council shall, at least three (3) weeks prior to the meeting, deliver the correspondence to the Secretary. At the discretion of the Executive Committee, the correspondence shall be attached to the agenda or where it deems it appropriate, the correspondence shall be identified on the agenda and copies made available to Trustees who request it at the meeting.

Time Allowed for Petitions and Delegations

5.12 The maximum time for presentation of a petition or appearance of a delegation before Council is ten (10) minutes unless otherwise approved by resolution of the Executive Committee before the meeting or by resolution of Trust Council at the meeting.

Confidential Resolutions Without Meeting

5.13 The Chair or the Executive Committee may direct the Secretary to conduct a resolution without meeting in a confidential manner where the matter to be considered comes within the scope of s.90 of the *Community Charter*, and to record the resolution without meeting in a minute book to which the public may not have access.

Minutes

5.14 The Secretary shall keep legible minutes of every regular and special meeting of the Council and shall record any declarations made in relation to a conflict of interest and any resolutions closing a meeting to the public.

5.15 The minutes of every meeting must be adopted by resolution of Council. If each trustee has received a copy of the minutes of a meeting, those minutes may be adopted by resolution of Council. Any changes to the minutes as stipulated by Council resolution must first be made by the Secretary before adoption. All approved Council minutes shall be distributed to all Trustees.

Inspection and Copying of Council Approved Minutes

5.16 The minutes for every Council meeting are open for inspection by any person. Any person may make copies of minutes at reasonable times. This Section does not apply to a meeting from which the public has been excluded or a resolution without meeting that has been recorded in the manner specified in Section 5.12.

PART 6 - RULES OF CONDUCT

Recognition of Speakers

6.1 A trustee may speak in a meeting after the trustee has raised his or her hand and the Chair has recognized the trustee. If two or more trustees wish to speak, the Chair may designate the order in which each is to speak. If the Chair wishes to speak in a meeting, the Chair need only address the meeting.

Rules Regarding Trustees When Speaking

6.2 Except as otherwise resolved by Council, a trustee may:

(a) speak only to a matter being debated by Council;

(b) speak only to a motion that has been moved and seconded;

(c) not speak to a matter already resolved by Council and;

(d) not speak when called to order by the Chair.

Enquiries by Guests of Council and Members of the Public Attending the Meeting

6.3 At the discretion of the Chair, or by resolution of Trust Council, any person attending a meeting may address the Council to enquire about any item of business on the agenda in the manner set out in Section 6.2.

Public Comment Period

6.4 A public comment period may be scheduled for each regular meeting of Trust Council.

6.5 A member of the public may have three (3) minutes to address Trust Council during the public comment period, unless extended by the Chair or a vote of the Trust Council members present.

6.6. Persons wishing to address Trust Council will be asked to state their name, address, and topic involved.

6.7 Subjects must relate to matters within the jurisdiction or activities of Trust Council, unless Council waives this requirement by majority consent.

PART 7 - POINTS OF ORDER AND PRIVILEGE

No Interruption of Speaker or Meetings

7.1 No trustee may interrupt another trustee who is speaking except to raise a point of order.

Chair to Keep Order

7.2 The Chair is to preserve order at every meeting of Council and has the power to make such rulings as are necessary to do so, including the power to rule on all points of order and expel a trustee for improper conduct.

Chair to Give Basis for Rulings

7.3 At the time any ruling is made by the Chair on a point of order, the Chair must inform the Council of the ground upon which the ruling is made.

Appeal to Council on Point of Order

7.4 A trustee may appeal any ruling of the Chair on a point of order to Council. The Chair must put to Council the question "Should the ruling of the Chair be sustained?" The question must be put to the meeting at once by the Chair and the question must be immediately voted upon by Council without debate. The Chair is entitled to vote on the question. If the votes for and against the question are equal, the chair is sustained. The Chair is governed by the vote of the trustees on the question.

Points of Privilege

7.5 A trustee may:

(a) require that a motion being debated be read for the trustee's information, but may not interrupt another trustee who is speaking unless that other trustee consents;

(b) require the Chair to state the reasons for the Chair's ruling on a point of order, which the Chair must do at once without debate; and

(c) put a question to the Chair regarding any matter connected to the affairs of Council, which the Chair may require be put in writing.

Robert's Rules of Order Apply

7.6 All matters of order or privilege not provided for in this bylaw are governed by the rules in the current edition of *Robert's Rules of Order*.

PART 8 - RESOLUTIONS

Resolutions and Bylaws

8.1 (a) Resolutions, a reading of a Council bylaw and adoption of a bylaw may be passed on a motion moved by a trustee and seconded by another trustee.

(b) Resolutions for consideration at a Trust Council meeting must be received in writing by the Secretary for consideration by Council.

Effect of Question Under Consideration

8.2 When a question is under consideration, no motion may be made except a motion to:

(a) call the question;

(b) postpone the question indefinitely;

(c) table or postpone the question for a specified time;

(d) amend the question;

(e) refer the question to a committee;

(f) limit or extend debate on the question; or

(g) put a previous question to the vote.

Motion to Table

8.3 A trustee may make a motion to table a matter at any time unless a motion to adjourn has already been made. Council may debate the motion to table, but may not debate the matter which is the subject of the motion to table.

Motion to Adjourn

8.4 A trustee may make a motion to adjourn a meeting at any time. The motion must be put to a vote at once without debate. If a motion to adjourn is defeated, no further motion to adjourn may be made unless some business or another matter intervenes between the defeat of the first motion to adjourn and the further motion.

Motion to Postpone a Question

8.5 A trustee may make a motion to postpone consideration of a question until later in the same meeting, to another meeting, or indefinitely. A motion to postpone until later in the same meeting must be put to a vote without debate. A motion to postpone until another meeting or indefinitely may be debated and, if that motion is passed, the question which is postponed may not be considered again during that meeting.

Inadmissible Motion

8.6 If the Chair or a Trustee considers that a motion is contrary to a bylaw or the Act, the Chair must inform Council at once and may refuse to put the question to a vote. The Chair must give reasons for any such refusal at once.

Recording and Reading of Motions

8.7 The Secretary must record in the minutes the text of every motion. After a motion has been recorded and seconded by another trustee, the Secretary, if requested by a trustee, must read the motion aloud to the meeting before the motion is debated or put to the vote by the Chair. A motion may not be withdrawn after it has been voted on by Council at that meeting.

Amendment of Motions

8.8 (a) A trustee may move to amend a motion being considered by Council, but the amendment must be seconded before further consideration. That trustee may not move any further amendments to that motion. A trustee may move to amend an amendment already moved, but only one motion to amend an amendment may be made.

(b) No motion to amend a motion may be made if the amendment negates the motion which would be amended. If any trustee asserts that a proposed amendment to a motion would negate that motion, the Chair must at once rule whether that would be the case. That ruling may be appealed to Council as a ruling on a point of order.

Effect of Motion to Amend

8.9 If a motion to amend a motion is:

(a) carried, the motion is to be voted on as amended; or

(b) defeated, the motion is to be voted on unamended.

8.10 A motion to amend must either be withdrawn, with the permission of the seconder, or voted on before the motion which would be amended may be voted on.

Question to be Put After Debate

8.11 The Chair must put every question to a vote immediately after debate on that question is closed. Where the votes of the trustees, including the vote of the chair or other person presiding, are equal for and against a question, the motion shall fail, and it shall be the duty of the Chair or other presiding person to so declare.

Voting by Show of Hands or by Voice

8.12 Each trustee voting on a question must do so by raising their hand physically, electronically or by voice.

Recording of Votes

8.13 A trustee may require his or her vote on any question to be recorded by the Secretary. The Secretary in such case must record in the meeting minutes the name of the trustee and which way the trustee voted.

Recording Abstentions

8.14 When a member abstains from voting on any question, he or she shall be regarded as having voted in the affirmative and at the request of the member abstaining, or the Chair, the abstention must be recorded in the minutes of the meeting. When a member leaves the meeting temporarily after declaring a conflict of interest, the member shall not be regarded as having abstained.

Resolutions Without Meeting

8.15 (a) Trustees moving or seconding a motion to be considered as a resolution without meeting shall inform the Chair, or in the absence of the Chair, a Vice Chair, in writing or by telephone.

(b) The Chair shall direct the Secretary to conduct the vote, which the Secretary or his/her delegate may then conduct in writing or by telephone by providing trustees with a copy of the resolution.

(c) The Secretary or his/her delegate shall record the results of the resolution without meeting vote.

PART 9 - ADOPTION OF BYLAWS

Proposing Bylaws

9.1 Unless Council otherwise resolves, Council may not consider a proposed bylaw unless:

(a) the Secretary has given a copy of it to each trustee; and

(b) it is on the agenda for the meeting.

Adoption of Bylaws

9.2 A bylaw has been enacted by Council once:

(a) all approvals, procedures and other requirements imposed by statute have been fulfilled;

(b) Council has given first, second and third readings to the bylaw by title only; and

(c) Council has finally adopted the bylaw.

PART 10 - PUBLIC ACCESS

Open to the Public

10.1 Regular and special meetings of Council will be open to the public, and no person may be excluded except when the Council resolves to exclude members of the public in accordance with Section 90 of the *Community Charter*.

Public Notice

10.2 Notices of the meetings of the Council and of other Council business shall be posted at the principal office of the Islands Trust in Victoria and on the Islands Trust website.

10.3 The Secretary shall provide public notice, through media releases, of the time, location and agenda highlights of a regular meeting of the Council at least two weeks before the meeting. Agendas will be made readily available upon request.

10.4 Public notice of the availability of the meeting schedule at the places specified in Section 10.2 shall be given at least once a year by publication in a newspaper or newspapers circulating in the trust area.

PART 10A - COMMITTEE OF THE WHOLE

10A.1 Committee of the Whole membership shall be comprised of all Trust Council members.

10A.2 Committee of the Whole allows all Trust Council members to sit as a Committee in a less formal structure to discuss complex issues that may require more in-depth consideration.

10A.3 Committee of the Whole is not a decision-making entity and will consider and provide recommendations to Council such as, but not limited to, the following business items:

- policy development;
- learning opportunities;
- annual budget deliberations;
- advocacy and strategies;
- other matters that may require Trust Council's in-depth consideration and community input.

10A.4 The Chair will be the Trust Council Chair or Acting Chair at the time of the meeting; the Committee of the Whole may appoint another Chair by general consent.

10A.5 Trust Council may go into Committee of the Whole at any time during its meeting by passing a resolution to "resolve itself as a Committee of the Whole".

10A.6 Trust Council meeting procedures bylaw applies to Committee of the Whole, however, by general consent, the Committee of the Whole may relax any limits of discussion.

10A.7 No decisions in Committee of the Whole are made but motions are permitted to request information or to report on or refer items to Trust Council or another Committee.

10A.8 Committee of the Whole is adjourned or returned to Trust Council by General Consent of Committee of the Whole.

PART 11 - COMMITTEE MEETINGS

Duties of the Executive Committee

11.1 The Executive Committee must carry out the responsibilities assigned to it in Part 3 of the Act, carry out any duties delegated to it by Trust Council and follow the terms of reference established for it by Trust Council.

Duties of Standing Committees

11.2 Standing committees of Council must follow the terms of reference established for them by Council in terms of membership and responsibilities.

Duties of Select Committees

11.3 Select committees must consider, inquire into, report and make recommendations to Council about the matters referred to them by Council within the period specified by Council.

Schedule of Committee Meetings

11.4 (a) At its first meeting after its establishment, and at least annually after that, a committee must establish a regular schedule of meetings, consistent with the terms of reference established by Council.

(b) The Committee Chair may cancel a meeting, or may call a special meeting of the committee in addition to the scheduled regular meetings, subject to approved budgets for meeting costs and staff resources.

Notice of Committee Meetings

11.5 (a) Subject to subsection (c), after a committee has established the regular schedule of committee meetings, including the times, dates and places of committee meetings, notice of the schedule must be given by:
(i) posting a copy of the schedule at the principal office of the Islands Trust in Victoria and on the Islands Trust website; and
(ii) providing a copy of the schedule to each member of the committee.

(b) Where either a regular or special committee meeting is conducted entirely by means of electronic or other communication facilities under section 11.11(a), the public meeting notice shall include notice of the way in which the meeting is to be conducted by means of electronic or other communication facilities and the place where the public may attend to hear, or watch and hear, the part of the proceedings that is open to the public. The regular meeting notice shall be given in accordance with Section 11.5(a) and the special meeting notice shall be given in accordance with Section 11.5(d).

(c) Where revisions are necessary to the annual schedule of committee meetings, the Secretary must, as soon as possible, post a notice at the principal office of the Islands Trust in Victoria and on the Islands Trust website.

(d) The Committee Chair must cause a notice of the day, time and place of a special meeting called under section 11.4(b) to be posted at the principal office of the Islands Trust in Victoria and on the Islands Trust website and to be given to all members of the committee at least 48 hours before the scheduled start of the meeting by leaving a copy of the notice with each member at the place to which the member has directed notices to be sent.

(e) The Committee Chair must cause a notice of the day, time and place of a meeting cancelled under section 11.4(b) to be posted at the principal office of the Islands Trust in Victoria and on the Islands Trust website and to be given to all members of the committee at least 48 hours before the scheduled start of the meeting by leaving a copy of the notice with each member at the place to which the member has directed notices to be sent.

Attendance at Committee Meetings

11.6 Council members who are not members of a committee may attend open meetings of a committee, but may only attend closed meetings if permitted by resolution of the committee.

Minutes of Committee Meetings

11.7 The Secretary shall keep legible minutes of every regular and special meeting of a committee.

11.8 The Committee Chair or member presiding at the meeting must sign committee minutes.

Quorum

11.9 The quorum of a Council committee is a majority of all of its members and the quorum of the Executive Committee is three.

Conduct and Debate

11.10 (a) The rules of Council procedure must be observed during committee meetings, so far as is possible and unless otherwise provided in this bylaw.

(b) If Council members attend a meeting of a committee of which they are not a member, they may participate in the discussion only with the permission of the majority of the committee members present and must not vote on a question.

Electronic Meetings and Electronic Attendance at In-Person Meetings

11.11 (a) A regular or special meeting of the Executive Committee or a Council committee may be conducted by means of electronic or other communication facilities if a majority of the members of the committee have agreed by resolution that the meeting may be conducted in this way and provided the Secretary has received sufficient notice and can make the necessary arrangements.

(b) An individual committee member who is not at the physical location of a regular or special in-person Executive Committee or Council committee meeting may choose to participate by means of electronic or other communication facilities, provided the Secretary has received sufficient notice and can make the necessary arrangements.

(c) Executive Committee and Council committee members who use electronic or other communication facilities to participate in a meeting conducted in accordance with this bylaw are deemed present at the meeting.

(d) Executive Committee and Council committee members may begin participation in a meeting by electronic or other communication facilities after the meeting has been called to order.

(e) Where any meeting participant is participating in a meeting through electronic or other communication facilities, the facilities must enable all meeting participants to hear, or watch and hear, each other and must provide notice when participants join or leave the meeting.

(f) Where any meeting participant is participating in an Executive Committee or Council committee meeting through electronic or other communication facilities, the facilities must enable the public to hear, or watch and hear, all meeting participants at a place specified in the meeting notice, unless the meeting has been properly closed to the public.

(g) For the duration of an electronic meeting that is open to the public, a designated staff member must attend at the place specified in the meeting notice for the public to hear or watch and hear the participants.

11.12 Cell phone or satellite connections may be used for open committee meetings.

11.13 If communication is lost to one or more electronic participants during a meeting:

(a) the participant affected will attempt to reestablish the link and in the interim, will be deemed to have left the meeting and the Secretary will record this in the minutes.

(b) if there is not a quorum, the Committee Chair or person presiding will call a recess until the link is reestablished.

(c) if after 15 minutes, a link cannot be reestablished and there is not a quorum of committee members, the meeting will be deemed adjourned and the item under discussion at the time of loss of communication will be added to the next agenda.

11.14 The costs of electronic participation in a committee meeting will be borne by the Islands Trust Council, if the committee member is participating from a location within Canada or has received the approval of the majority of committee members.

PART 12 - REPEAL

12.1 Bylaw No. 21, being "Islands Trust Council Meeting Procedures Bylaw No. 21, 1994 is repealed in its entirety.

READ A FIRST TIME THIS	11TH	DAY OF	MARCH	, 2004
READ A SECOND TIME THIS	11TH	DAY OF	MARCH	, 2004
READ A THIRD TIME THIS	11TH	DAY OF	MARCH	, 2004
ADOPTED THIS	27TH	DAY OF	APRIL	, 2004

SECRETARY

CHAIR

Islands Trust

BRIEFING

To:	**Governance Committee**	**For the Meeting of:**	September 9, 2024
From:	**David Marlor, Director, Legislative and Information Services**	**Date Prepared:**	September 3, 2024
SUBJECT:	**Representation on the Financial Planning Committee**		

PURPOSE: To provide the Governance Committee with an understanding of the appointment process of representation to the Financial Planning Committee.

BACKGROUND:
Trust Council Policy 2.3.1 Council Committee Systems establishes all of Trust Council standing and select committees. For the Financial Planning Committee (FPC) the membership is made up of *"all members of the Executive Committee, the Chair (or designate) of the Regional Planning Committee, Trust Programs Committee, and the Governance Committee, a member chosen by the Islands Trust Conservancy Board and three (3) other local or municipal trustees".*

The policy does not specify who is responsible to designate; however, the wording "the Chair (or designate)" has been consistently interpreted since the implementation of the policy to mean that it is up to the Chair of the relevant committee to decide if they are able to sit on the FPC and if not, then that Chair will independently designate another person on the committee to sit on the FPC on the Chair's behalf.

There is no distinct direction in the policy that addresses changing the chair's designate to a different member, or revoking the designation. The intention of the policy is that the Chairs of the committees should be members of the FPC; however, it recognizes this may not always be possible and allows for the Chair to designate another person on the committee to sit on their behalf. The policy does not state that a designate must be for the duration of a term; it could be for whatever term the Chair decides.

Given the policy is silent on how to designate a representative should the Chair not be available to sit on the FPC, then one must look to the process of the original designation to understand the process of designate revision. In March 2023, Trust Council amended its Council Committee Terms of Reference to include the Chair (or designate) of the Governance Committee on the Financial Planning Committee.

The Chair made an independent decision to designate the Governance Committee Vice-chair (Trustee Harris) as the Governance Committee representative on the Financial Planning Committee as per Policy 2.3.1. This was done outside of the Governance Committee meetings, and the minutes do not record any reporting or discussion on this by the Governance Committee.

While it does not directly reference this type of designation, the *Interpretation Act* states that where an enactment authorizes appointment of public officers, it also includes, among other things, the authorization to reappoint or reinstate the public officer, terminate the appointment of the public officer, and appoint another person in the public officer's place.

Therefore, it is reasonable to interpret the policy to mean that it is the prerogative of the Chair on whether or not they are able to attend the Financial Planning Committee, or to designate another member to attend the Financial Planning Committee on their behalf. It is also reasonable to interpret the policy to mean that the Chair also has the ability to change the designation as they see fit.

ATTACHMENT(S):

Trust Council Policy 2.3.1 Council Committee Systems

FOLLOW-UP:

As directed.

Prepared By:	**David Marlor, Director, Legislative and Information Systems**
Reviewed By/Date:	**Interim Chief Administrative Officer/Sept 3, 2024**

REQUEST FOR DECISION

To:	Governance Committee	**For the Meeting of:**	September 9, 2024
From:	Executive Office	**Date Prepared:**	September 2, 2024
SUBJECT:	**Governance Committee 2025/26 Budget Requests**		

RECOMMENDATION:
That Governance Committee request staff to prepare funding requests for the 2025/26 budget for the following initiatives:
1. Hiring a consultant to review Trustee Remuneration values;
2. Review of all Trust Council policies; and
3. Investigation of a Secretariat Staff Position for Trust Council.

CHIEF ADMINISTRATIVE OFFICER COMMENTS:
Governance Committee should focus any 2025/26 funding requests on work within its terms of reference that has been directed by Trust Council for action.

1 PURPOSE:
To seek Governance Committee direction on development of 2025/26 budget funding requests for submission as part of the 2025/26 budget cycle.

2 BACKGROUND:
Since its formation in July 2022, the Governance Committee has not undertaken discussions about potential funding requests for the upcoming budget cycles. Rather, nominal dollars were included ($3,000 in 2024/25) as part of the executive office operating budgets for potential GC projects that may need funds. Because these dollars have not been specifically targeted budgets, they have remained largely unspent. This process does not align with corporate process and thus, for the 2025/26 budget cycle, staff has initiated a formal conversation about Governance Committee funding requests.

As Council Committees are the 'workhorses' of Trust Council who take on work at its direction, funding request submissions are most supportable when tied to a Committee's terms of reference and Trust Council-directed initiatives. Relevant documents for review when considering funding requests include:

Council Committee System and Terms of Reference Policy 2.3.1
Per Policy 2.3.1 (page 8) the specific functions of the GC are "*1. Governance structure and processes; 2. Governance Best Practices; 3. Legislative Reform*".

The Governance Committee Terms of Reference (Policy 2.3.1, page 13) states that the Governance Committee provides advice to the Islands Trust Council and management by undertaking the following responsibilities:
"1. initially reviewing the Islands Trust Governance Review Report February, 2022 and submitting a prioritized list of the recommendations in that Report to Trust Council with advice as to possible actions
2. identifying, evaluating and providing, on an on-going basis, advice to Trust Council on emerging governance and management issues with respect to areas of concern, best practices, and appropriate structures and procedures to allow Trust Council to function most effectively
3. maintaining a committee work program to manage committee initiatives and providing Trust Council with quarterly updates
4. providing recommendations to Trust Council for legislation reform initiatives to improve Trust Council governance and management."

The Governance Committee may contract external expertise to provide advice subject to funding by Trust Council and at the discretion of the committee."

Trust Council's strategic plan is also an important reference for funding submissions. Upon Trust Council's review of the draft Strategic Plan for 2025 – 2028, developed as part of the March and June 2024 strategic planning sessions, Governance Committee may review its funding submissions to ensure they remain appropriate.

Governance Committee's Priorities Matrix, as approved by Trust Council, is also an important reference point for future funding requests (see agenda item 10. related to this).

Based on the above, staff suggest the following items for consideration as part of GC's 2025/26 funding requests:

1. Hiring a Consultant to Review Trustee Remuneration Values
   This request is supported by:
   - GC's Terms of Reference to review recommendations of the 2022 Governance Review report which states: *"Recommendation #15: So that Trust Council is not the preserve only for those who do not need to earn a living, the significant time and effort required of Trustees must be reasonability compensated, which means an increase in current compensation levels. Currently, much of the time Trustees spend on Trust Council business, including preparation for meetings, participation in some meetings, and travel time, are not compensated at all."*
   - GC's priorities matrix which names review of TC's Trustee Remuneration policy as a 'non-urgent but important' project This work will become more urgent as we advance through time, given remuneration reviews are best conducted about a year from elections.
   - Financial Planning Committee and staff's review of TC's Trustee Remuneration Policy against the UBCM's Council and Board Remuneration Guide, which highlights the need for independent review of remunerations values a year before end of term.

   Staff and FPC have largely completed a review of the policy with a focus on process, however remunerations values have not been evaluated. Staff estimate hiring a consultant could cost between $6,000 - $7,500, however this would need to be confirmed via proper market inquiry.

2. <u>Review of All Trust Council Policies</u>
   This request is supported by:
   - GC's Terms of Reference to *"identify[], evaluat[e] and provid[e], […] advice to Trust Council on […] appropriate […] procedures to allow Trust Council to function most effectively".*
   - Trust Council's resolution #2023-61 which states: "[…] *B. That Trust Council request staff to review, update, and report back to Trust Council with recommendations for amendments to Trust Council policies, and where possible, combine similar policy documents to refine redundancies."*
   - Municipal Insurance Association of British Columbia (MIABC)'s 2024 review of the Islands Trust risk management processes, in which the MIABC recommends "*that a formalized system for review and update that is routinely followed be considered for all policies currently in place".*

   While this work has been directed by Trust Council, it has not been actioned in any significant manner as it has not been appropriately added to the GC work program, nor have resources been specifically dedicated to this project.

3. <u>Investigation of a Secretary Staff Position for Trust Council</u>
   This request is supported by:
   - GC's Terms of Reference to review recommendations of the 2022 Governance Review report which states: *"Recommendation #8: The Office of Secretary should be staffed with a full-time incumbent, reporting to Trust Council through the Chair of Trust Council."*
   - The related item on GC's priorities matrix is *"Secretariat/hiring in-house legal counsel – needs research"* which is listed as urgent and high priority. The matrix indicates this item requires more research. Staff agree more information and research is required, as Islands Trust already has a staffed Office of Secretary (the Director of Legislative and Information Services), so it is not clear what action is desired in relation to this governance report recommendation. The governance report does not mention hiring an in-house legal counsel.

The kind of funding that may be required for any undertaking related to this work largely on what Trust Council wants to undertake in regards to this topic.

3 IMPLICATIONS OF RECOMMENDATION

ORGANIZATIONAL: Staff will arrange work plans to achieve any approved funding requests.

FINANCIAL: Dependent on Trust Council's approval of the funding requests.

POLICY: None.

IMPLEMENTATION/COMMUNICATIONS: Funding requests will be forwarded to Financial Planning Committee and Trust Council for inclusion in the draft 2025/26 budget.

FIRST NATIONS RELATIONS: None.

OTHER: None.

4 **RELEVANT POLICY(S):**
Trust Council Policy 2.3.1 Council Committee System
Trust Council Policy 6.3.1 Budget Process

5 **ATTACHMENT(S):** None

6 **RESPONSE OPTIONS**

Recommendation:
That Governance Committee request staff to prepare funding requests for the 2025/26 budget for the following initiatives:
1. Hiring a consultant to review Trustee Remuneration values;
2. Review of all Trust Council policies; and
3. Investigation of a Secretariat Staff Position for Trust Council.

Alternative:
Governance Committee may choose to direct staff to:
- Prepare funding requests for fewer initiatives;
- Prepare funding requests for different initiatives than those recommended;
- Not prepare any funding requests for the 2025/26 budget cycle.

Prepared By: **Interim Chief Administrative Officer**

Reviewed By/Date:

REQUEST FOR DECISION

To:	Governance Committee	**For the Meeting of:**	September 9, 2024
From:	Trustee Sue Ellen Fast	**Date Prepared:**	June 5, 2024

SUBJECT: **Trustee Leadership Development as a Topic for Governance Committee**

RECOMMENDATION:
That the Governance Committee explore opportunities for leadership development for Trustees.

CHIEF ADMINISTRATIVE OFFICER COMMENTS:
The Executive Committee (EC) holds oversight of ongoing trustee training, per the EC Terms of Reference s. 5.3. As such, this request is best directed to that body to be addressed. The topic aligns well with current discussion at EC regarding requirements for trustees to submit conference learning in writing for knowledge sharing across the organization.
Trustee attendance at UBCM and AVICC specifically is guided by Trust Council policy 6.12.2 *UBCM/AVICC Membership and Resolutions* which indicates trustees may attend these conferences by LTC resolution, subject to budget availability.

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1. **PURPOSE:**
   To further develop the competencies needed to effectively govern at the Trust Council level.

2. **BACKGROUND:**
   As a municipal trustee, I routinely participate in several leadership and governance development events and seminars every year. These are offered to elected officials from municipalities, Indigenous governing bodies and regional districts all across BC. While Executive Committee members may attend, I wonder why all elected trustees are not routinely participating as well. See Figure 1.

Land-Use Regulation Authority in B.C.*

Function	Canada	Province	Municipality	Regional District	Islands Trust
Islands Trust Policy Statement					✓
Regional Growth Strategies			✓	✓	
Official Community Plans			✓	✓	✓
Land-Use Bylaws (Zoning)			✓	✓	✓
Land-Use Permits -Development Permits -Development Variance Permits -Temporary Use Permits			✓	✓ (electoral areas outside of Islands Trust)	✓
Building Permits			✓	✓	
Tree Protection Bylaws			✓		
Designated Agricultural Land (ALR)		✓			
Subdivisions		✓	✓	(authority not implemented)	(authority not implemented)
Archaeological Sites		✓			
Utility and Social Servicing		✓	✓	✓	
Roads	✓	✓	✓	(authority not implemented)	
Dock Licenses		✓			
Liquor and Cannabis Licenses	✓	✓			
Water, Sewer, and Septic Licensing		✓			
Forestry and Mining		✓			
Cell Towers	✓				

*Subject to Treaties and Other Agreements with First Nations

Figure 1: "Land-Use Authority in B.C.*", a chart developed by former Northern Region Planning Manager Northern Region Heather Kauer in 2022.

I have seen no evidence that land use decisions are easier or less contentious within the Islands Trust Area than other areas of BC. To me it appears that land use decisions are more significant in the long run than many other local government decisions. All elected trustees may have exposure to best practice regarding local government meetings and effective democratic decision-making, but if so this is not obvious to me at the Trust Council level.

A policy is already in place "to outline Council's support, subject to available resources, for trustee training and conference attendance as a means to enhance trustees' contribution to the organizational effectiveness of the Islands Trust." Perhaps the possibility of establishing a budget so that trustees can participate, as their elected peers do, could be explored. Like all education, I expect the cost of not providing it is higher than the cost of providing it.

Some examples available today:

The Union of BC Municipalities (UBCM) was formed for local government under the provincial UBCM Act. The annual convention brings together its local government and First Nations members to share their experiences, learn and engage. The expectation on Bowen is that all elected councillors and trustees attend: https://www.ubcm.ca/convention-resolutions/2024-convention

Association of Vancouver Island and Coastal Communities (AVICC) and the other area associations within UBCM also offer excellent annual conventions. AVICC topics this spring ranged from housing, to toxic culture and the role of civic leaders in fostering social cohesion, to reconciliation and shared decision-making on regional district boards: https://avicc.ca/wp-content/uploads/2024/04/2024-Program_FINAL.pdf

The Local Government Leadership Academy (LGLA) is a leadership development initiative that serves local government and First Nations elected officials and senior administrators throughout the province by improving the competencies needed to effectively manage and lead BC's communities. Always useful. Here's the one I attended this spring: https://lgla.ca/2024/02/20/lgla-2024-forum/

LGLA also offers a certificate program https://lgla.ca/programs/#lgla-certificate-program. Benefits include:

- Development of core leadership competencies essential for effective governance
- Increased understanding of both the "big picture" and the "fine details" of governance
- Recognition of commitment to continuous learning

LGLA curriculum development draws from core competencies: https://lgla.ca/wp-content/uploads/2019/08/LGLA-Certificate-Program-Core-Competencies-August-2019.pdf

Other learning opportunities where governance is on the menu include the annual Keeping it Rural conference; and democracy and civics sessions at Wosk Centre for Dialogue and CIVX that I can attend near my island, and others. Plus various webinars and online sessions, some of which are low or no cost. Yet all elected trustees are not informed, invited or expected to participate in the many opportunities for leadership development provided across the province.

Alternatives to external conferences and workshops include the in-service orientation sessions following elections, the Trustee Toolkit 2022, and contracting for sessions just for trustees as a group. These are provided and are useful of course. However they do not provide the benefits of developing a beyond-Islands Trust perspective, experiencing collegial norms of conduct, appreciating the broader governance/legal framework, and establishing peer networks and relationships to use during on-going leadership and governance in cooperation with others, as per the object of the Trust, as members of the local government ecosystem.

I suggest that the competencies needed to effectively govern at the Trust Council level are similar to those needed around other local government tables. Perhaps regional district board tables are most similar. Many govern larger areas, with large boards. Some are larger than Trust Council, such as the 27 directors on the Thompson-Nicola Regional District board, or the 41 on Metro Vancouver's (https://www.civicinfo.bc.ca/directories).

3. **IMPLICATIONS OF RECOMMENDATION** A productive, pain-free and harmonious Trust Council table is a vision to strive towards. If there is interest from the Governance Committee, I wonder if a recommendation to Executive Committee or Trust Council might be to sponsor Governance Committee members' participation in some of the available offerings, to evaluate the various potential benefits as an exploratory step.

   ORGANIZATIONAL: According to parliamentarian Eli Mina, an organizational culture is very powerful. **1.** This is the set of norms, expectations, and attitudes that exist across an organization, including its community and board. I suggest that leadership development is one way to support a positive culture, where excellence and high performance on a board are expected. Equity of educational opportunity may also lead to improved confidence and improved discussions around the table, with more equitable participation by trustees. Increased common understanding around the public service context and emerging issues may also improve deliberation at the Trust Council level.

FINANCIAL: I suggest that efficiency and effectiveness in decision-making be considered in a budget context, as well as registration and expenses. The benefits and efficiencies of cooperation with others may also figure in.

POLICY: Policy 6.12.1 Trustee Training/Conference Attendance:
https://islandstrust.bc.ca/document/policy-6-12-1-trustee-training-conference-atnd/

Includes a request form for trustees to fill in as well as authority for Trust Council and/or the Executive Committee to request a trustee to undertake target training and/or attend specific conferences and seminars on behalf of Trust Council.

IMPLEMENTATION/COMMUNICATIONS: Unknown

FIRST NATIONS: Participating in leadership development events may assist trustees to recognize and navigate the rapidly-changing landscape of Indigenous rights and law. Opportunities to work with First Nations may be revealed.

OTHER: None.

4. **RELEVANT POLICY(S):** See above.

5. **ATTACHMENT(S):** Figure 1: This chart was developed by former Northern Region Planning Manager Northern Region Heather Kauer in 2022.

6. **Reference(s) 1**. Eli Mina, *101 Boardroom Problems and How to Solve Them*, p.17, American Management Association AMACOM, 2009, available from civicifo.bc.ca. Contents: https://www.civicinfo.bc.ca/elimina/docs/101_toc.pdf

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RESPONSE OPTIONS

Recommendation:
That the Governance Committee explore opportunities for leadership development for Trustees.

Alternative:
Other options as determined by the committee.

Prepared By: Trustee Sue Ellen Fast

Reviewed By/Date:

Active Projects Report

Governance Committee

1. *Provincial Review Request*	Responsible	Dates
Activity: Prepare a recommendation and request for decision for Trust Council's consideration to request a Provincial review of Islands Trust.	Julia Mobbs	Rec'd: 17-Apr-2023 Target: 03-Dec-2024

2. *Corporate Planning*	Responsible	Dates
Activity: Continue implementation of enhanced corporate planning processes: Visioning - complete; Values - skipped; SWOT - complete; Strategic Plan - in progress; Departmental work plans - upcoming; incorporating work plans into the financial plan - upcoming.	Julia Mobbs	Rec'd: 17-Apr-2023 Target: 03-Dec-2024

3. *Meeting process (Bylaw 101 and policies)*	Responsible	Dates
Activity: Review and recommend amendments to the Trust Council Meeting Procedure Bylaws 101 and related policies to address the concerns raised by Great Northern Management Consultants in the 2022 Governance Review Report of the Islands Trust.	David Marlor	Rec'd: 17-Apr-2023 Target: 04-Dec-2024

Active Projects Report

Governance Committee

4. *Secretariat and/or in-house legal counsel*	Responsible	Dates
Activity: Consider opportunities to hire a Trust Council secretariat or in-house legal counsel, and any associated implications to the Islands Trust.	David Marlor	Rec'd: 11-Apr-2023 Target: 03-Dec-2024

5. *Policy 7.2.1 Trustee Remuneration - Review and Update*	Responsible	Dates
Activity: Review and update Trust Council's Policy 7.2.1 Trustee Remuneration in line with the UBCM Council and Board Remuneration Guide.	Julia Mobbs	Rec'd: 12-Jan-2024 Target: 19-Mar-2025

Islands Trust
Governance Committee
Work Program Matrix

Updated June 24, 2024

LEGEND:
- • Not Started
- ➢ In-progress
- ✓ Complete

Not Urgent, Important	**Urgent, High Priority**
• Election of Executive Committee • Committees Structure: Clear mandates, review of size, champion proposals to Trust Council • Make Mandate of Conservancy More Prominent ➢ Review of Trustee Compensation Policy	➢ Strategic/Corporate Planning/Visioning process and related operational review ✓ Response to the Province Requesting A Review of Islands Trust ➢ Meeting Process (Bylaw 101 & related policies) • Secretariat/hiring in-house legal counsel - needs research
Not Urgent, Lower Priority	**Urgent, Lower Priority**
• Information to Trustee Candidates Before Election • Recording of Negative Votes (forward to Executive Committee)	*These items require preparation of other policies before they can be effectively addressed.* • Communications • Advocacy

Non-Urgent, Important items under close examined by other Council Committees
- Local planning issues: OCP numbers & updates (Regional Planning Committee)
- Policy Statement Update (Trust Programs Committee and Executive Committee)

Matters Outside Our Jurisdictions

Urgent and Important
- First Nations representation (possible referral to First Nations committee if it gets established, otherwise multiple protocol agreements not considered in report)

Not Urgent, Not Priority
- Representation of provincial interest on TC - simple idea, complex in execution, multiple solutions.