Islands Trust

Governance Committee
Revised Agenda

Date: Wednesday, January 29, 2025
Time: 10:00 am - 3:00 pm
Location: Electronic Zoom Meeting

Pages

1. CALL TO ORDER

2. AGENDA

2.1 New Items and Re-Ordering of the Agenda 3 - 6

a document from Trustee Middleton titled "The Governance Professional: Governance Director" – to be added to agenda item 7.1, to be discussed with Recommendation #8.

2.2 Approval of Agenda

3. PUBLIC COMMENT PERIOD

4. DELEGATIONS

None.

5. CORRESPONDENCE

None.

6. ADMINISTRATIVE COORDINATION

6.1 Draft Minutes of Previous Meetings

6.1.1 Governance Committee draft minutes of November 5, 2024 7 - 11

For review and approval

6.2 Resolutions Without Meeting

None.

6.3 Follow up Action List 12 - 13

For review

7. BUSINESS - WORK PROGRAM ITEMS

7.1 2022 Governance Report Recommendations - Request For Decision 14 - 31

That Governance Committee forward the attached Request for Decision dated January 29, 2025 to Committee of the Whole for discussion and endorsement of recommendations to Trust Council.

7.2 Secretariat Business Case - Request For Decision 32 - 37

Agenda item postponed from the November 5, 2024 meeting.

That Governance Committee approve the Secretariat Business Case and forward to Financial Planning Committee for inclusion in the 2025/26 fiscal year budget.

8. BUSINESS - OTHER

8.1 Review of Fiscal Year 2025/26 Budget Requests - Briefing 38 - 39

8.2 Review of Governance Committee Mandate - Discussion 40 - 40

Agenda item postponed from the November 5, 2024 meeting.

The Governance Committee Terms of Reference from Trust Council Policy 2.3.1 (Council Committee System) is attached for reference.

9. BUSINESS - NEW

10. WORK PROGRAM 41 - 44

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

That Governance Committee approve its work program and forward it to Trust Council.

11. NEXT MEETING

Wednesday, April 9, 2025, from 10:00 a.m. to 3:00 p.m.

12. CLOSED MEETING

If desired:

That the meeting be closed to the public in accordance with the Community Charter, Part 4, Division 3, s.90, (quote the pertinent section here, for example, (1)(a) personal information about...) and that the recorder and staff [attend/not attend] the meeting.

13. RISE AND REPORT

If requested

14. ADJOURNMENT

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

The Governance Professional: Governance Director

January 26th. 2025

A brief for the Islands Trust Governance Committee Meeting of January 29th.

The Office of Corporate Secretary and alternate titles.

In UK and European legislation the Corporate Secretary is required by law for any public or publicly reporting organization, The role can also be called Governance Director, Governance Officer or Director of the Corporate Secretariat. I will use Governance Director here - but the terms are all synonymous.

What does a Governance Director do?

Governance is more than just complying with laws and regulations, it is also about creating a culture and environment where the people in the organization can most effectively achieve the mandate of the organization. This is the case in a corporate for - profit structure as well as a public body or agency.

The Governance Director ensures the organization stays legally compliant but also play a role in facilitating organisational practices that most effectively fulfill the organization's mandate.

As a Governance Professional the Governance Director is expected to provide professional guidance to Council, Committees, Management, individual Trustees and other Regulatory stakeholders on the Governance aspect of strategic decisions.

In this role the Governance Director acts as a communication bridge between Council members, Management and Regulators. This role may involve aspects of consensus building and arbitration between groups and individuals involved with Governance of the organisation. To be successful the Governance Director is often called upon to create relationships and channels of communication between individuals and groups governing the organization.

In order to achieve Trust in this role the Governance Director needs to act with the highest sense of integrity and in full knowledge of the laws, rules and regulations that govern the organization's activities.

To realise the mandate tasked to the Governance Director they would typically assist the Chair in development of the meeting agenda and help ensure Council and executive meetings are managed effectively.

The World Bank Public Sector Governance Handbook and the Canadian Co-op Foundation speak to the importance of the Governance Director (Corporate Secretary) and make this statement about the importance of having a Governance Professional at the board (Council) table, which I quote directly:

"More and more countries are introducing the position of the corporate secretary, whether in law or through regulations, standards, or codes of corporate governance. The reason is that the corporate secretary is the person responsible in an organization for:

- Identifying what and advising why certain corporate governance best practices should be adopted by the organization. This may be as a result of compliance with laws, regulations, standards and codes or because the practices make good operational sense for the organization.

- Implementing within the organization those best practices through the creation and maintenance of cultures and relationships. This usually requires the corporate secretary to answer the how do we implement question, which requires corporate secretaries to have emotional-intelligence skills as well as technical skills.

- Facilitating communication between board members, the board and management, the chairman and the chief executive officer."

These latter points are what the Great Northern Governance stressed in their review of Trust Council. They promoted the essential role of Corporate Secretary as a means for Council members to talk across differing values from each other and arrive at a consensus (or near as possible) which the Secretary and Chairman then communicate through the CAO to Management - ideally achieving organizational alignment with political direction. Resulting in action that most effectively works toward achieving the Preserve and Protect mandate.

Hiring details for the Governance Director.

The Governance Consultants identified that the Governance Director be hired directly by Council, as with our CAO. Practise around the World indicates that the position can be an employee of the organisation with the caveat policy is created for the hiring and firing of the Governance Director by the full Board / Council. This is to ensure the independence in reporting (sometimes bad news) by the Director is maintained without fear of reprisal. This is sometimes referred to as the Director acting as "the Conscience of the Organisation." Previously hiring outside the Public Sector Agency had been seen as a non - starter for the position of Governance Director but this seems to not be a hurdle we now need to clear.

Suggestion has been made, and indeed many organizations do this, that the role of Governance Director and Chief Counsel be combined. Best practise dictates that ideally the Governance oversight role and the role of legal role are separated, however guidance is available in terms of policy and procedure that can help create a separation between the two role's function when carried out by the same person so I would say the opportunity of hiring legal counsel and a Governance Professional in the same person is available to Council.

I infer from my reading that the Corporate Secretary / Governance Director reports in a dual relationship to the organisation - 50% to the CAO on Management / Governance matters and

50% to the Chair or his/her designates on matters relating to strategic direction. This is of course not cast in stone and does open up an avenue that I have previously dismissed - that an existing staff member be assigned the role after reassignment of some existing duties to free capacity. I leave the approach the Trust might take to hiring a Governance Director to the guidance of consultants and the consideration of Trustees.

Meeting Preparation and Facilitation objectives

A common task for Corporate Directors is to reform the manner in which information is prepared and presented to Councils / Boards for decision. A common template for all decisions requested of the Council is desired and in many public and private organizations this template is quite brief - often two pages - although there are exceptions and good room for flexibility in format.

The Corporate Director will also be in charge of leasing with outside stakeholders who have interest in presenting to the Council / Board - helping prepare the Directors to be informed on the issues to be presented and likewise prepare the presenters to position their interests in the most favourable way for action from the Council / Board.

The Governance Director works with the Chair to brief him / her prior to the meeting and identify areas for decision making where the necessary skills / expertise to treat the area in question are not present on the Council. At this point outside expertise may be identified to present and be available to the Council as a resource for decision making.

The Governance Director sometimes takes meeting notes but more often works with a recording secretary to prepare meeting minutes following a meeting and archive any relevant documentation.

The Governance Director facilitates and advises on delegation of matters to Committee and performs also the Secretariat / Governance function at each Committee.

Further the Governance Director facilitates individual Director Induction and overall training and task familiarization for the Council. The Governance Director also fully briefs the Councilors on their Rights and Liabilities - the Foundation to working with the Code of Conduct and modifying it as necessary.

Conclusion: The role of the Governance Director could be very useful to Council

At risk of writing a laundry list of the many duties a Governance Director may undertake I think it worth stopping at the point with the Conclusion that this role could be very very helpful for the work of Trust Council in directing the organization to make the best use of our limited staff resources through alignment of policy and culture with the political vision to realize our mandate.

I hope in reviewing this note you can see there is a lot of flexibility in how the Governance Director can be hired and his / her role structured. At the very least I'm hoping the Governance Committee members see the sense in funding a research project to learn more about how the role of Governance Director could be structured at the Trust and compare this possibility with other comparable public sector bodies' experience with the role of Governance Director in BC and Canada.

Governance Committee
Minutes of a Regular Meeting

Date:	**November 5, 2024**
Location:	**Electronic Meeting**
Members Present:	Jamie Harris, Vice-Chair/Salt Spring Trustee Joe Bernardo, Gambier Trustee Laura Patrick, Salt Spring Trustee Timothy Peterson, Lasqueti Trustee Kate-Louise Stamford, Gambier Trustee Lisa Gauvreau, ITC Representative (ex-officio) Peter Luckham, Chair, Islands Trust Council (ex-officio)
Member Regrets:	Judith Gedye, Chair/Bowen Island Municipal Trustee
Member Absent:	Lee Middleton, Saturna Trustee
Staff Present:	Julia Mobbs, Interim Chief Administrative Officer (ICAO) David Marlor, Director, Legislative and Information Services Lori Foster, Executive Administrative Assistant/Recorder
Members of the Public:	None

1. CALL TO ORDER

Chair Gedye sent regrets that due to electronic connections she was unable to attend the meeting. Vice-Chair Harris assumed the role of Chair and called the meeting to order at 2:00 PM.

Trustee Gauvreau gave a land acknowledgement, that the meeting was being held on Coast Salish territory.

2. AGENDA

2.1 New Items and Re-Ordering of the Agenda - None

2.2 Approval of Agenda

By general consent the agenda was approved as presented.

3. PUBLIC COMMENT PERIOD

There were no members of the public present.

4. DELEGATIONS - None

5. **CORRESPONDENCE** – None

6. **ADMINISTRATIVE COORDINATION**

6.1 Draft Minutes of Previous Meeting

6.1.1 Governance Committee minutes of September 9, 2024

By general consent the Governance Committee minutes were approved as presented.

6.2 Resolutions Without Meeting

Received for information.

6.3 Follow up Action List

Received for information.

7. **BUSINESS - WORK PROGRAM ITEMS**

7.1 Review of Trust Council Policy 7.2.1 Trustee Remuneration – Briefing

ICAO Mobbs spoke to the Briefing and confirmed that any report from a consultant reviewing the policy would be presented to the Committee with some staff comments to supplement, if necessary, and then staff would receive direction from the Committee to incorporate any changes into the policy. The Committee would have an opportunity to endorse the amended policy as a whole, and it would then travel to Trust Council for their review and approval. ICAO Mobbs also noted that a key change that has been incorporated into the draft policy is the need for regular review from an independent 3rd party, either by task force or by a consultant.

7.2 Governance Committee 2025/26 Budget Submissions

7.2.1 Trustee Remuneration Review Business Case – Request For Decision

ICAO Mobbs introduced the Request For Decision. Committee discussion included possible edits to the business case:

- refer to the rationale for hiring a consultant in order to address the question of a potential conflict of interest or the appearance of a conflict of interest
- indicate that the consultant would assess the existing methodology used in determining trustee remuneration as that may be a source of some inequities
- indicate that the consultant is required to interview trustees in order to understand the work of a trustee in support of setting an appropriate benchmark

- include the intention of supporting equitable participation from all island community members as the current remuneration levels attract mainly community members who are financially secure
- clarify the impact of grouped or corporate properties and also part-time residents on remuneration levels
- given the amount and complexity of work that would be required of a consultant, increase the amount requested

GC-2024-037
It was MOVED and SECONDED,
that the Trustee Remuneration Review business case be amended to $10,000.

CARRIED

GC-2024-038
It was MOVED and SECONDED,
that Governance Committee amend the Trustee Remuneration Review business case by including the following points:

- enabling equitable participation/representation
- evaluation of methodology
- trustee input

CARRIED

GC-2024-039
It was MOVED and SECONDED,
that Governance Committee approve the Trustee Remuneration Review Business Case as amended, and it be forwarded to Financial Planning Committee for inclusion in the 2025/26 fiscal year budget.

CARRIED

7.2.2 Secretariat Business Case – Request For Decision

Director Marlor introduced the Request For Decision. Committee discussion included a need for more elaboration and clarification of the business case.

GC-2024-040
It was MOVED and SECONDED,
That the Governance Committee table item 7.2.2 Secretariat Business Case to the next scheduled business meeting, and that staff be requested to consult with Trustee Middleton to further develop the business case.

CARRIED

7.2.3 Policy Review Business Case – Request For Decision

Director Marlor introduced the Request For Decision.

GC-2024-041
It was MOVED and SECONDED,
that Governance Committee approve the Policy Review Business Case and forward to Financial Planning Committee for inclusion in the 2025/26 fiscal Year budget with an increased budget to a total of $10,000.

CARRIED

8. BUSINESS - OTHER

8.1 2025/26 Committee Meeting Dates – Request For Decision

GC-2024-042
It was MOVED and SECONDED,
that Governance Committee adopt the proposed meeting date of January 29, for the remainder of the 2024/25 fiscal year and the proposed meetings dates of April 9, August 13, November 3, and January 28 for the 2025/26 fiscal year, AND;
that Governance Committee request staff to schedule all adopted Governance Committee meeting dates as electronic meetings.

CARRIED

9. BUSINESS - NEW

9.1 Review of Governance Committee Mandate – Discussion

By general consent the Committee deferred this item to the next business meeting.

10. WORK PROGRAM

GC-2024-043
It was MOVED and SECONDED
that Governance Committee approve its work program and forward to Trust Council.

CARRIED

11. NEXT MEETING

Wednesday, January 29, 2025, 10:00 AM - 3:00 PM to be held electronically.

12. CLOSED MEETING - None

13. RISE AND REPORT - None

14. ADJOURNMENT

By general consent the meeting was adjourned at 4:25 PM.

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Jamie Harris, Vice-Chair

Certified Correct:

____
Lori Foster, Recorder

Minutes are not official until adopted at a subsequent meeting.

Islands Trust

Follow Up Action Report

Governance Committee

17-Apr-2023

Progress	Activity	Responsibility	Dates	Status
46%	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.		Target: 16-Sep-2025	In Progress

03-Dec-2024

Progress	Activity	Responsibility	Dates	Status
100%	1 **Trust Council Direction:** Staff to move the topic 'Election of Executive Committee', and possible re-election same term, to the Urgent High Priority quadrant of the Governance Committee work program matrix.	Rueben Bronee	Target: 31-Dec-2024	Completed

Follow Up Action Report

Governance Committee

04-Dec-2024

Progress		Activity	Responsibility	Dates	Status
100%	1	**Trust Council Direction:** Staff to work with the Governance Committee to provide analysis and recommendations to Trust Council on the 2022 Governance Review by no later than June, 2025 to be included in the material for the Committee of the Whole meeting.	Rueben Bronee	Target: 01-Jun-2025	Completed

05-Dec-2024

Progress		Activity	Responsibility	Dates	Status
100%	1	**Trust Council Direction:** Staff to work with Governance Committee to review their budget requests and provide any reductions for incorporation into the March budget.	Rueben Bronee	Target: 31-Jan-2025	Completed

REQUEST FOR DECISION

To:	Governance Committee	**For the Meeting of:**	January 29, 2025
From:	**David Marlor, Director, Legislative and Information Services**	**Date Prepared:**	January 20, 2025
SUBJECT:	**2022 Governance Report Recommendations**		

RECOMMENDATION:
That Governance Committee forward the attached Request for Decision dated January 29, 2025 to Committee of the Whole for discussion and endorsement of recommendations to Trust Council.

CHIEF ADMINISTRATIVE OFFICER COMMENTS:
The recommendations to Trust Council are presented in order of the 2022 Governance Report recommendations. While recommendations A, B, C, D and E are either relatively routine and required to be done, or are well underway, others will require prioritization. The 2022 Governance Report recommendations not recommended to advance are those that have been dealt with, or that require provincial legislative amendments. As Trust Council has already asked for a provincial review of its governance structure, these should await the Province's response to that request.

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1 PURPOSE:
To provide direction on implementation of the 2022 Governance Report recommendations

2 BACKGROUND:
In February 2022 Trust Council received a report entitled "Islands Trust Governance Review" that it commissioned on the governance of the Islands Trust from Great Northern Management Consultants. The report contains 15 recommendations related to Trust Council's operations and the Islands Trust Conservancy, and an appendix with a series of recommendations related to land use planning.

The Director, Planning Services has been working with his staff to implement many of the planning services recommendations. This Request for Decision (RFD) is focused on the 15 recommendations related to the Islands Trust operations.

<u>Governance Committee Recommendations to Trust Council</u>

Attachment 1 includes a RFD to Trust Council with recommendations on the 15 recommendations from Great Northern Management Consultants, along with any relevant information in that report explaining the recommendation, and indication of work already undertake in relation to that recommendation.

Staff recommend that Governance Committee take a position on what Trust Council should consider advancing of the 15 recommendations presented in the 2022 Governance Report. The recommendations take into consideration work already undertaken by Trust Council, and work that should occur regardless to ensure smooth elections and improved management of meetings. The Governance Committee recommendations are highlighted in light blue in the attachment to the attached RFD to Trust Council.

Committee of the Whole

The attached RFD may then form the basis of a Discussion at Committee of the Whole, that should be led by the Governance Committee Chair. A Committee of the Whole meeting is suggested to occur in May 2025 (after Committee of the Whole has completed its review of the Islands Trust Policy Statement amendments), and then recommendations could be forwarded to June Trust Council for decision.

At the Committee of the Whole, the Governance Committee could lead the Committee of the Whole through each recommendation from the 2022 Governance Report, and provide rationale for the Governance Committee's recommendation on how to address each of those recommendations. At the end of the Committee of the Whole meeting, the Committee of the Whole can make amendments to the recommendations going to Trust Council, or simply forward to Trust Council with no changes.

3 IMPLICATIONS OF RECOMMENDATION

ORGANIZATIONAL:

Staff would need to organize a Committee of the Whole meeting before June 2025 Trust Council.

FINANCIAL:

Other than the cost of an electronic Committee of the Whole meeting, there are no other financial implications.

POLICY:

There are no policy implications.

IMPLEMENTATION/COMMUNICATIONS:

Trust Council will be advised of the Committee of the Whole meeting as per Trust Council's Meeting Procedures Bylaw.

FIRST NATIONS RELATIONS:

There are no First Nations relations implications.

OTHER:

There are no other implications.

4 RELEVANT POLICY(S):
Islands Trust Act

5 ATTACHMENT(S):
Appendix 1: RFD to Trust Council on the 2022 Governance Report

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RESPONSE OPTIONS

Recommendation:
That Governance Committee forward the attached Request for Decision dated January 29, 2025 to Committee of the Whole for discussion and endorsement of recommendations to Trust Council.

Alternative:
As requested by Trust Council.

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

Reviewed By/Date: **Rueben Bronee, Chief Administrative Officer**
Governance Committee, January 22, 2025

REQUEST FOR DECISION

To:	Trust Council	**For the Meeting of:**	June 17, 2025
From:	**Governance Committee**	**Date Prepared:**	January 29, 2025
SUBJECT:	**2022 Governance Report Recommendations**		

RECOMMENDATION:

A. That Trust Council request staff to work with the Executive Committee to develop improvements to the process for election of the Executive Committee in 2026 that consider Recommendation 1 [election of Trust Council leadership] of the 2022 Governance Report.

B. That Trust Council request staff to review how Trust Council approaches approving its committee work programs when presented at Trust Council, as per recommendations 4 [Committee Mandates] and 5 [Role of Committees] of the 2022 Governance Report.

C. That Trust Council request staff to work with the Executive Committee to update candidate information materials in advance of the 2026 election with a focus on the dual roles of trustees as per Recommendation 6 [helping trustees understand their role] of the 2022 Governance Report.

D. That Trust Council request staff to update the orientation approach for trustees in advance of the 2026 election with a focus on procedural and substantive matters in accordance with Recommendation 7 [Helping trustees fulfil their role] of the 2022 Governance Report.

E. That Trust Council request staff updates Trust Council policies to incorporate the Corporate Plan Planning Framework in its operations and budgeting processes in relation to Recommendation 11 [Adoption of multi-year comprehensive planning document] of the 2022 Governance Report.

F. That Trust Council request staff work with the Executive Committee to review and update Trust Council advocacy policies as per Recommendation 12 [Communication and Engagement] of the 2022 Governance Report.

G. That Trust Council request staff to work with the Executive Committee to review staff support to Trust Council, gaps in that support, and options for addressing those gaps, as per Recommendation 13 [management alignment with Trust Council] of the 2022 Governance Report.

H. That Trust Council request staff to report back on the current situation, and gaps, and options for addressing those gaps in synergy between Islands Trust Conservancy and Islands Trust operations, as per Recommendation 14 [synergy between ITC and Islands Trust] of the 2022 Governance Report.

I. That Trust Council not undertake any further work on:
   - recommendation 2 [Number of Committees and Committee Mandates];

- recommendation 3 [Committee Membership];
- recommendation 8 [Secretary to Trust Council];
- recommendation 9 [First Nations Representation];
- recommendation 10 [Provincial Representation]; and
- recommendation 15 [Trustee Compensation]

of the 2022 Governance Report.

J. That Trust Council request staff to prioritise in order Recommendation G, then H, then F, with the understanding that recommendations A through E will be undertaken by staff as appropriate.

CHIEF ADMINISTRATIVE OFFICER COMMENTS:
The recommendations are presented in order of the 2022 Governance Report recommendations. While recommendations A, B, C, D and E are either relatively routine and required to be done, or are well underway, others will require prioritization. The 2022 Governance Report recommendations not recommended to advance are those that have been dealt with, or that require provincial legislative amendments. As Trust Council has already asked for a review of its governance structure, these should await the response from the Province to that request.

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1 PURPOSE:
To provide direction on implementation of the 2022 Governance Report recommendations

2 BACKGROUND:
In February 2022 Trust Council received a report entitled "Islands Trust Governance Review" that it commissioned on the governance of the Islands Trust from Great Northern Management Consultants. The report contains 15 recommendations related to Trust Council's operations and the Islands Trust Conservancy, and an appendix with a series of recommendations related to land use planning.

The Director, Planning Services has been working with his staff to implement many of the planning services recommendations. This Request for Decision is focused on the 15 recommendations related to the Islands Trust operations.

Attachment 1 includes a list of the 15 recommendations from Great Northern Management Consultants, along with any relevant information in that report explaining the recommendation, and indication of work already undertake in relation to that recommendation, and a Governance Committee recommendations on next steps.

3 IMPLICATIONS OF RECOMMENDATION

ORGANIZATIONAL:
Some recommendations (A through E) are mostly routine and work that would need to be done to some degree to prepare of the 2026 elections, and improve Trust Council meeting processes. These are not likely to add much work for staff. Recommendations F, G and H will require consideration of prioritization and in some instance funding to support consultants (if this is a desired approach).

FINANCIAL:
If consultants are required to undertake some of the reviews (for recommendations G or H) then additional funding will be required in the budget for this purpose.

POLICY:
Updated policies as per recommendations B, E and F.

IMPLEMENTATION/COMMUNICATIONS:
Communication and implementation as per normal procedures for advancing Trust Council work; addition onto appropriate work programs and follow-up action lists.

FIRST NATIONS RELATIONS:
There are no First Nations relations implications. Consideration of First Nations participation on Trust Council could be covered by the requested Provincial review of the Islands Trust governance structure.

OTHER:
There are no other implications.

4 RELEVANT POLICY(S):
Islands Trust Act

5 ATTACHMENT(S):
Appendix 1: 2022 Governance Review Recommendations and Comments

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RESPONSE OPTIONS

Recommendation:

K. That Trust Council request staff to work with the Executive Committee to develop improvements to the process for election of the Executive Committee in 2026 that consider Recommendation 1 [election of Trust Council leadership] of the 2022 Governance Report.

L. That Trust Council request staff to review how Trust Council approaches approving its committee work programs when presented at Trust Council, as per recommendations 4 [Committee Mandates] and 5 [Role of Committees] of the 2022 Governance Report.

M. That Trust Council request staff to work with the Executive Committee to update candidate information materials in advance of the 2026 election with a focus on the dual roles of trustees as per Recommendation 6 [helping trustees understand their role] of the 2022 Governance Report.

N. That Trust Council request staff to update the orientation approach for trustees in advance of the 2026 election with a focus on procedural and substantive matters in accordance with Recommendation 7 [Helping trustees fulfil their role] of the 2022 Governance Report.

O. That Trust Council request staff updates Trust Council policies to incorporate the Corporate Plan Planning Framework in its operations and budgeting processes in relation to Recommendation 11 [Adoption of multi-year comprehensive planning document] of the 2022 Governance Report.

P. That Trust Council request staff work with the Executive Committee to review and update Trust Council advocacy policies as per Recommendation 12 [Communication and Engagement] of the 2022 Governance Report.

Q. That Trust Council request staff to work with the Executive Committee to review staff support to Trust Council, gaps in that support, and options for addressing those gaps, as per

Recommendation 13 [management alignment with Trust Council] of the 2022 Governance Report.

R. That Trust Council request staff to report back on the current situation, and gaps, and options for addressing those gaps in synergy between Islands Trust Conservancy and Islands Trust operations, as per Recommendation 14 [synergy between ITC and Islands Trust] of the 2022 Governance Report.

S. That Trust Council not undertake any further work on:
- recommendation 2 [Number of Committees and Committee Mandates];
- recommendation 3 [Committee Membership];
- recommendation 8 [Secretary to Trust Council];
- recommendation 9 [First Nations Representation];
- recommendation 10 [Provincial Representation]; and
- recommendation 15 [Trustee Compensation]

of the 2022 Governance Report.

T. That Trust Council request staff to prioritise in order Recommendation G, then H, then F, with the understanding that recommendations A through E will be undertaken by staff as appropriate.

Alternative:
As requested by Trust Council.

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

Reviewed By/Date: **Rueben Bronee, Chief Administrative Officer**
Governance Committee, January 29, 2025

Attachment 1: 2022 Governance Report Recommendations, Work undertaken to Date, and Governance Committee Recommendations

LEADERSHIP
Recommendation #1 - Election of Trust Council Leadership
More time should be provided for Trustees to assess the suitability of candidates running for Trust Council Chair and Vice-Chair. It is up to Trust Council itself to determine what method best addresses the need for better-informed elections to Trust Council leadership positions.
Report Commentary on Recommendation: *The most important consideration any new election system must take into account is Trustees' need for a reasonable amount of time before votes are held for the election of Chair, Executive Committee members and other Committee Chairs.* *Providing more time for Trustees to assess the suitability of candidates would allow for a more substantive exchange of information regarding candidates' qualifications and perspectives on how they see the Islands Trust evolving and how they see their role.* *The extra time should also provide the opportunity for Trustees to acquire a high-level appreciation of the priorities and pressing issues the Islands Trust is facing.* *It is up to Trust Council itself to determine what method best addresses the need for better-informed elections to Trust Council leadership positions. The only constraint is the need to ensure the continuity of leadership.* *For example, Trust Council could elect an interim Chair and interim members of the Executive Committee for a short period of time, pending the opportunity for Trustees to get to know each other and hold an informed election. Furthermore, it is the prerogative of Trustees to determine the term of the Chair and Executive Committee members.*
Islands Trust Actions Taken to Date to Address Recommendation #1: Following local election results, 2 letters of introduction sent informing newly elected on next steps, orientation processes, inaugural Trust Council and elections of executive. Electronic meet and greet held prior to first Council meeting. In 2022, a call for those interested in standing for Executive Committee was sent out in advance of the inaugural November meeting, and election of the Executive Committee was held on the last day of the three-day meeting to allow time for trustees to get to know candidates.
Governance Committee Recommendation: That Trust Council request staff to work with the Executive Committee to develop a process of election of the Executive Committee in 2026 that considers Recommendation 1 of the 2022 Governance Report.

Staff can develop information for the lead up to the election, and schedule the first three-day Trust Council meeting in a way to maximise time for trustees to get to know each other, and the role of the Executive Committee.

TRUST COUNCIL COMMITTEES

Recommendation #2 - Number of Committees and Committee Mandates

The Trust Council should undertake a comprehensive review of its committee structure, with the idea of increasing the number of committees with mandates more focused on the subjects and issues that reflect Trust Council priorities. Frequent use should be made of sub-committees and ad hoc committees to address particular topics.

Report Commentary on Recommendation:
The only way a 26-member Council, meeting relatively infrequently, can govern effectively is through a robust committee system.

Islands Trust Actions Taken to Date to Address Recommendation #2:

June 2022 – In response to receipt of the governance report, Trust Council established the Standing Governance Committee (GC), members elected by Trust Council

March 2024 – Establishment of Committee of the Whole

Working groups established:
02-14-2023 - Corporate Working Group (see #11)
05-24-2024 - Tiny House on Wheels Working Group
07-12-2024 – Governance Committee Working Group/Provincial Review

Governance Committee Recommendation:

That Trust Council not undertake any further work on Recommendation 2 of the 2022 Governance Report.

Trust Council had made changes to its committee structure with the use of select committees and the addition of Governance Committee and Committee of the Whole. Trust Council could now focus on using these committees in an efficient way, and may consider making amendments to its Council Committee policy and Meeting Procedures Bylaw to do so.

Recommendation #3 - Committee Membership

While the number of committees should increase, the number of trustees on committees could be reduced.
Membership should strive for some regional balance, and a match of Trustees' interests and expertise with committee mandates.

Report Commentary on Recommendation:
All Trustees should be members of at least one committee. Individuals other than Trustees should also be considered for committee membership where appropriate to ensure the desired representation, subject-matter expertise, or other relevant criteria.

All committee membership should be subject to Trust Council approval. This manner of proceeding will have a particular impact on membership of the Financial Planning Committee, which is currently dominated by Executive Committee members and appointees.

Islands Trust Actions Taken to Date to Address Recommendation #3:
Existing Council Committee System Policy 2.3.1 requires ratification of all appointments to committees by Trust Council. Select committees may only be created by Trust Council resolution. The policy was amended by Trust Council to create the Governance Committee (as a standing committee), and this committee membership is selected by election of Trust Council members.

Governance Committee Recommendation:

That Trust Council not undertake any further work on Recommendation 3 of the 2022 Governance Report.

Trust Council had made changes to its committee structure with the use of select committees and the addition of Governance Committee, and Committee of the Whole. Trust Council could now focus on using these committees in an efficient way, and may consider making amendments to its Council Committee policy and Meeting Procedures Bylaw to do so. It is likely additional committees would require increased resources to properly support their work and administration.

Recommendation #4 - Committee Mandates

Committee mandates should reflect Trust Council's priorities and areas of greatest concern.

Report Commentary on Recommendation:
For example, it may be useful to have a committee focused on marine issues, or a committee that fosters better approaches and mechanisms to increase inter-LTC sharing of best practices. Establishment of a governance committee with a mandate to ensure that governance best practices are in place at Trust Council is of special importance.

Islands Trust Actions Taken to Date to Address Recommendation #4

June 2022 – Trust Council established the Standing Governance Committee (GC), members elected by Trust Council. Terms of Reference include making recommendations to Trust Council on governance best practices.

No action taken to discuss creation of a committee focused on marine issues. Currently, such matters would be addressed by Trust Programs Committee (advocacy and education related) and Regional Planning Committee (from a planning perspective).

Trust Council's other standing committees are already aligned with Trust Council's primary areas of function:

RPC – Planning related issues TPC – Trust-wide related issues FPC – Financial management
Governance Committee Recommendation: That Trust Council request staff to review how it approaches approving its committee work programs when presented at Trust Council, as per Recommendation 4 of the 2022 Governance Report. The mandates of the Council Committee are established by Trust Council policy; however, while the committees all report their top priorities to Trust Council, there is not a clear process during the meeting to ensure that the committees are receiving Trust Council endorsement or direction on particular work. Generally, the reports are received and therefore deemed to be approved unless stated otherwise.
Recommendation #5 - Role of Committees
Recommendations from committees to Trust Council should be truly "owned" and championed by the committee.
Report Commentary on Recommendation: *The role of committees is not only to ensure proposals recommended to Trust Council are sound policies, but also that all other considerations arising from the proposals, including political considerations, have been recognized and, where appropriate and possible, taken into account.* *There is also an important onus on committee members to ensure proposals have been considered from a Trust-wide, federal point of view. The aim is always to provide a recommendation that will shape the debate at Trust Council in such a manner as to focus quickly on what is truly important and, possibly, contentious; doing so will facilitate meaningful discussion and satisfactory resolution by Trustees, without using an undue amount of time.* *Always, when developing committee recommendations, the importance of achieving consensus should be a priority.*
Islands Trust Actions Taken to Date to Address Recommendation #5 Trust Council agenda includes work program reports from committees, and this is an opportunity for the committee chair to speak to the items.
Governance Committee Recommendation: That Trust Council request staff to review how it approaches approving its committee work programs when presented at Trust Council, as per Recommendation 5 of the 2022 Governance Report. The mandates of the Council Committee are established by Trust Council policy; however, while the committees all report their top priorities to Trust Council, there is not a clear process during the meeting to ensure that the committees are receiving Trust Council endorsement or direction on

particular work. Generally, the reports are received and therefore deemed to be approved unless stated otherwise.
TRUST COUNCIL SUPPORT
Recommendation #6 - Helping Trustees Understand Their Role
Exercising agency requires that Trustees understand their dual role, be prepared to expend the effort necessary to fulfil it, and are properly equipped to do so.
Report Commentary on Recommendation: *Prior to standing for election, Trustee candidates should have the benefit of a briefing that provides a full description of what the job entails. Of particular importance is the need to ensure candidates understand Trustees' "federal" responsibilities. Often, Trustees' role at Trust Council is seen as secondary, if it is considered at all, when individuals decide to stand for office. Yet, the federal role can be the more challenging one, requiring Trustees to think beyond the interest of their LTA and adopt Trust-wide perspectives, without which effective governance cannot be achieved.*
Islands Trust Actions Taken to Date to Address Recommendation #6 No work has taken place on this to date.
Governance Committee Recommendation: That Trust Council request staff to work with the Executive Committee to develop communication materials in advance of the 2026 election on the dual roles of trustees as per Recommendation 6 of the 2022 Governance Report.
Recommendation #7 - Helping Trustees Fulfill Their Role
Report Commentary on Recommendation: *To help Trustees fulfill their role, post-election briefings and workshops should be held, covering both procedural and substantive matters integral to their duties at Trust Council.*
Islands Trust Actions Taken to Date to Address Recommendation #7 No work has taken place on this to date.
Governance Committee Recommendation: That Trust Council request staff to update the orientation approach for trustees in advance of the 2026 election with a focus on procedural and substantive matters in accordance with Recommendation 7 [Helping trustees fulfil their role] of the 2022 Governance Report.
Recommendation #8 - Secretary to Trust Council
The Office of Secretary should be staffed with a full-time incumbent, reporting to Trust Council through the Chair of Trust Council.

Report Commentary on Recommendation:

Section 17(1)(a) of the Islands Trust Act authorises Trust Council to appoint a person to the Office of Secretary. A corporate secretary's duties include ensuring the framework by which the organisation's governing body fulfills its duties and responsibilities is upheld and operates efficiently, including compliance with statutory and regulatory requirements, and in such a manner as to facilitate optimal interface and alignment with management.

It is noted that the manner in which Trust Council organises itself and is supported in terms of developing meeting agendas, organising and conducting meetings, and providing briefing materials needs to be revamped to better foster collaborative decision- making. The Corporate Secretary should be the lynchpin between Trust Council and management in the collaborative effort to make this happen.

The principals that underpin the Public Service Act must be followed in a hiring process, for example, the hiring of the Secretary should follow sound merit-based public service principles but the classification and the employment relationship directly to Council should be explored by Council.

Islands Trust Actions Taken to Date to Address Recommendation #8
In fall of 2024, Governance Committee considered a business case to fund consultants work on this. However, the Committee was unable to define the specific desired outcomes and shelved the business case, pending more work on determining the intent of this role.

Trust Council has sent a request to the province for a review of its legislation. While not specified in that ask, it is possible that the province could consider a different governance model for the Islands Trust.

Governance Committee Recommendation

That Trust Council not advance Recommendation 8 of the 2022 Governance Report pending the outcome of the request of the Province to review the Islands Trust governance structure.

As this aspect of governance may be included in a review by the Province, it would not make sense to advance this at the same time.

EXPANDING TRUST COUNCIL MEMBERSHIP

Recommendation #9 - First Nations Representation

Following consultation with the appropriate First Nations, the province should make provision for the appointment of First Nations representatives to the Islands Trust Council. This would require an amendment to the Act.

Report Commentary on Recommendation:

Currently, Trust Council does not include Trustees who represent First Nations or the wider interests of residents of British Columbia generally.

That said, Trust Council must now both prepare for, and encourage, the advancement of the co-governance proposition as it applies both to the Trust Council itself and LTCs. As an immediate priority, Trust Council should take steps, in consultation with concerned parties, to identify other

mechanisms to provide First Nations with appropriate and meaningful roles in the Islands Trust governance framework.
Islands Trust Actions Taken to Date to Address Recommendation #9 Trust Council has sent a request to the province for a review of its legislation. While not specified in that ask, it is possible that the province could consider a different governance model for the Islands Trust.
Governance Committee Recommendation That Trust Council not advance Recommendation 9 of the 2022 Governance Report pending the outcome of the request of the Province to review the Islands Trust governance structure. As this aspect of governance may be included in a review by the Province, it would not make sense to advance this at the same time.
Recommendation #10 - Provincial Representation
The province should amend the Islands Trust Act to include a provision for the appointment of Trustees by the Governor-in-Council.
Report Commentary on Recommendation: *A requirement of the Object for the Trust is to act for the benefit of all British Columbians. Having a province-wide perspective on Trust Council would also encourage Trustees to look beyond local issues and take account of broader considerations*.
Islands Trust Actions Taken to Date to Address Recommendation #10 Trust Council has sent a request to the province for a review of its legislation. While not specified in that ask, it is possible that the province could consider a different governance model for the Islands Trust.
Governance Committee Recommendation That Trust Council not advance Recommendation 10 of the 2022 Governance Report pending the outcome of the request of the Province to review the Islands Trust governance structure. As this aspect of governance may be included in a review by the Province, it would not make sense to advance this at the same time.
STRATEGIC PLANNING
Recommendation #11 - Adoption of Comprehensive, Multi-year Planning Document
Trust Council should adopt a four- or five- year corporate plan that integrates strategic and financial components, reviewed and updated annually, identifying the initiatives to be undertaken, the corresponding financial resources, along with performance metrics to measure achievement.
Report Commentary on Recommendation:

Only extraordinary circumstances should allow for the consideration of significant initiatives of financial expenditures that are not part of the approved corporateplan.

The annual development and adoption of an integrated and comprehensive multi-year plan facilitates strategic priority-setting, helps ensure there is a fair distribution of resources throughout the Trust Area, and sets the stage for accountability.

Islands Trust Actions Taken to Date to Address Recommendation #11

09-26-2023 Draft Corporate Planning Framework adopted

Governance Committee Recommendation

That Trust Council request staff updates Trust Council policies to incorporate the Corporate Plan Planning Framework in its operations and budgeting processes in relation to Recommendation 11 of the 2022 Governance Report.

A policy would establish the general framework, timelines, and monitoring processes that staff would follow when developing business cases and budget documents for Trust Council consideration.

ADVOCACY

Recommendation #12 - Communications And Engagement

A communications and engagement function should be established to replace the current advocacy function. A communications and engagement strategy should be developed as part of the annual corporate plan, and in support of the priorities identified therein.

Report Commentary on Recommendation:

The strategy should support the Preserve and Protect Object of the Trust, focusing on two goals:
1) strengthening the Islands Trust brand by increasing awareness and support for the Trust with relevant stakeholders, influencers, policy-makers, and decision-makers;
2)improving communication between the Trust and Trust Area residents, in line with Trust Council's emphasis on transparency and consultation.

The communications and consultation strategy would identify specific initiatives, along with performance metrics to assess performance. As is the case with any public-facing organisation, an important component of such a strategy must be a digital and social media plan that allows Islands Trust to more effectively connect with its target audiences, both transmitting and receiving information.

Islands Trust Actions Taken to Date to Address Recommendation #12
No work has taken place on this to date.

Governance Committee Recommendation

That Trust Council request staff work with the Executive Committee to review and update Trust Council advocacy policies as per Recommendation 12 of the 2022 Governance Report.

An updated policy would refresh the approach to advocacy, communication and engagement by Trust Council, and ensure the work is relevant and appropriate to further the Object of the Islands Trust.
MANAGING THE CHANGE TRANSITION
Recommendation #13 - Management Alignment with Trust Council
A management review should be undertaken to identify measures that will improve alignment of staff to Trust Council, and improve reporting and accountability.
Report Commentary on Recommendation: *This report emphasises the need for Trust Council to change how it goes about its business in order to foster a more deliberative and collegial set of behaviours, and to take up the challenge of effecting change.* *Appropriately, Trust Council relies on Islands Trust staff for support in both formulating policies and implementing decisions. However, many have reported a disconnect between Trustees and senior staff that inhibits the efficient functioning of both the Trust Council and Trust management.* *Some Trustees feel staff's efforts lean toward managing Trust Council, rather than enabling it. Trustees sometimes feel that questioning of staff recommendations or activities is construed to be challenging the Preserve and Protect Object itself. Some staff are concerned that Trustees do not always fully consider information and advice provided.* *The level of trust, and the assurance that Trustees and staff are working together needs to be strengthened.*
Islands Trust Actions Taken to Date to Address Recommendation #13 No work has taken place on this to date.
Governance Committee Recommendation: That Trust Council request staff to work with the Executive Committee to review staff support to Trust Council, identify gaps in that support, and options for addressing those gaps, as per Recommendation 13 of the 2022 Governance Report. This work could be time consuming and involve all of the directors in reviewing, or alternatively, could involve hiring an independent consultant to assist with the review. In either case, this would need to be a major work program item to allow resources to be allocated.
ISLANDS TRUST CONSERVANCY
Recommendation #14 - Exploiting the Potential for Synergy Between the Conservancy and the Other Components of Islands Trust

Without compromising the independence of the Islands Trust Conservancy, necessary for tax and other reasons, take measures to ensure greater sharing of expertise, experience, and resources between the Conservancy and other Islands Trust operations.

Report Commentary on Recommendation:

The Conservancy's place in the federation seems to be downplayed, even though it is probably the most broadly popular aspect of the Islands Trust brand.

Islands Trust Actions Taken to Date to Address Recommendation #14

1. *Increased frequency of Executive Committee and Conservancy Board liaison meetings.*
2. *Conservancy Chair attends Trust Council providing verbal updates, presenting related business items.*
3. In January 2024 Executive Committee requested staff report back on options for sharing geographic information systems (GIS) information. On October 30, 2024 staff reported back on on-going staff discussions and efforts to share information, and that all geographic information system layers are used by both planning and Islands Trust Conservancy staff.

Governance Committee Recommendation:

That Trust Council request staff to report back on the current situation, and gaps, and options for addressing those gaps in synergy between Islands Trust Conservancy and Islands Trust operations, as per Recommendation 14 of the 2022 Governance Report.

This work could be time consuming and involve all of the directors in reviewing, or alternatively, could involve hiring an independent consultant to assist with the review. In either case, this would need to be a major work program item to allow resources to be allocated.

TRUSTEE COMPENSATION

Recommendation #15

The significant time and effort required of Trustees must be reasonably 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.

Report Commentary on Recommendation:

A central theme of this report is the need for Trustees themselves to assume responsibility for reform of Trust Council, so that it achieves its promise as an effective governing body. This requires Trustees to play a leadership role, being prepared to devote the time necessary to overcome procedural and bureaucratic complications to provide sound policy direction, and to ensure the efficient delivery of outcomes and services.

Islands Trust Actions Taken to Date to Address Recommendation #15
Trust council amended its policy to provide for compensation for trustees attending standing committees.

The Governance Committee has submitted a business case and request for funding in 2025/26 to undertake a review of trustee remuneration.

1. *Review of Remuneration Policy sent to Financial Planning for recommendations for update based on UBCM's Council and Board Remuneration Guide.*
2. *Independent consultant business case proposed to review remuneration methodology and values.*

Governance Committee Recommendation:

That Trust Council not undertake any further work on Recommendation 15 of the 2022 Governance Report

The Financial Planning Committee is considering amendments to the remuneration policy, and the Governance Committee has a business case request to review the remuneration values. Trust Council may then consider adoption of a revised remuneration policy that address the concerns raised in the 2022 Governance Report once these pieces of work are completed.

REQUEST FOR DECISION

To:	Governance Committee	**For the Meeting of:**	November 5, 2024
From:	Legislative & Information Services	**Date Prepared:**	October 18, 2024
SUBJECT:	**Secretariat Business Case**		

RECOMMENDATION:
That Governance Committee approve the Secretariat Business Case and forward to Financial Planning Committee for inclusion in the 2025/26 fiscal year budget.

CHIEF ADMINISTRATIVE OFFICER COMMENTS:
Exploration of a Trust Council secretariat position was a recommendation in the Governance Review Report of 2022. It is included in the Governance Committee work program as Urgent, High Priority. At this juncture, there is not agreed upon interpretation of this recommendation by all trustees and staff.

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1 PURPOSE:
To secure funding to undertake the Governance Committee work program item regarding reviewing and recommending a secretariat function for Trust Council.

2 BACKGROUND:

At its September 9, 2024 regular business meeting, the Governance Committee passed the following resolution:

That Governance Committee request staff to prepare funding requests for the 2025/26 budget for investigation of a secretariat staff position for Trust Council.

Staff has prepared the attached business case, and has suggested a funding request of $15,000. This high value because there has been no scope to this project identified, exploration of this idea could involve significant consultant's time, and legal review of any options considered. Given the unknown expected amount of work involved, and an understanding of the desire for new "out of the box" ideas, staff considered that a consultant is the most appropriate option.

3 IMPLICATIONS OF RECOMMENDATION

ORGANIZATIONAL:
There are no organizational implications.

FINANCIAL:
A $15,000 increase to the Fiscal 2025/26 budget to cover the cost of a consultant and legal fees.

POLICY:
There are no implications to policy.

IMPLEMENTATION/COMMUNICATIONS:
Staff will take the business case to Financial Planning Committee.

FIRST NATIONS RELATIONS:
There are no First Nations Relations implications.

OTHER:
There are no other implications.

4 RELEVANT POLICY(S):
Section 17 of the *Islands Trust Act*

5 ATTACHMENT:
Secretariat Business Case.

RESPONSE OPTIONS

Recommendation:
That Governance Committee approve the Secretariat Business Case and forward to Financial Planning Committee for inclusion in the 2025/26 fiscal year budget.

Alternative:
That Governance Committee amend the business case and request a different amount, and forward to the Financial Planning Committee for inclusion in the 2025/26 fiscal year budget.

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

Reviewed By/Date:

Budget Funding Request
Short-Form Business Case

Completion of this form initiates a request to the management team, FPC, and ultimately Trust Council for allocation funding in the next fiscal year budget. The form is to be completed and submitted at the start of the decision making process. The business case forms part of the Annual Budget Process (refer to Islands Trust Council Budget Process Policy 6.3.i).

TO BE COMPLETED BY INITIATOR	
Requested by *(Committee or Operational Unit):* Governance Committee **Department:** Legislative and Information Services **Name of Request:** Trust Council Secretariat **$ Value of Request** *(indicate by fiscal year and total if project is multi-year):* $15,000 (uninformed estimate) Breakdown of funds: $10,000 – consultant $5,000 – legal	**Budget Source** (select all that apply): ☐ **Specific Project Funding** (select all that apply) X Third Party Contractors ☐ Staff Travel Expense ☐ Staff Overtime Expense ☐ New Staff Member – Temporary for project ☐ Computer Hardware/Software ☐ **Furniture & Equipment** ☐ **Computer Hardware/Software/Supplies** ☐ **New Staff Resources** (see Staff Costing Tool) ☐ **Permanent** ☐ **Temporary** Temp Duration: ___________________ ☐ **Other – please describe: _______________________**
Date of Submission to Finance: **November 2024 (pending GC review)**	**Funding Required for (date range):** **April 1, 2025 to March 31, 2026**

TIE TO ISLANDS TRUST GUIDING DOCUMENTS: (*Indicate how the proposed project/activity/work ties to Trust Council's strategic plan, Policy Statement directives, Council Bylaws, work programs, the Trust's object, etc. Provide a copy/paste of the relevant reference, along with hyperlinks to external documents where available.*

Strategic Plan 2025-2028

1.2.6 Prioritise, analyse, and where appropriate, implement the 15 recommendations of the 2022 Governance Report.

ISSUE/OPPORTUNITY: *(What issue are you trying to resolve with this initiative, or what opportunity has been identified that would benefit Islands Trust by undertaking this initiative? What are the future needs? What organizational objectives are being addressed? Include background information that decision makers will need to properly assess this request.)*

The 2022 Governance Report by Great Northern Management Consultants included the following recommendation:

> *Recommendation #8: The Office of Secretary should be staffed with a full-time incumbent, reporting to Trust Council through the Chair of Trust Council.*

In support of the recommendation, Great Northern Management Consultants state:

> *Section 17(1)(a) of the Islands Trust Act authorises Trust Council to appoint a person to the Office of Secretary. A corporate secretary's duties include ensuring the framework by which the organisation's governing body fulfils its duties and responsibilities is upheld and operates efficiently, including compliance with statutory and regulatory requirements, and in such a manner as to facilitate optimal interface and alignment with management.*
>
> *It is noted that the manner in which Trust Council organises itself and is supported in terms of developing meeting agendas, organising and conducting meetings, and providing briefing materials needs to be revamped to better foster collaborative decision making. The Corporate Secretary should be the lynchpin between Trust Council and management in the collaborative effort to make this happen.*
>
> *The principals that underpin the Public Service Act must be followed in a hiring process, for example, the hiring of the Secretary should follow sound merit-based public service principles but the classification and the employment relationship directly to Council should be explored by Council.*

Current situation:
Trust Council appoints three officers: by legislation, the Secretary and Treasurer; and by bylaw, the Bylaw Enforcement Officers. These positions are employees of Trust Council who, under the Public Service Act, report to the Chief Administrative Officer. Trust Council may provide direction to these positions.

Trust Council may wish to review the relationship between Trust Council and the office of Secretary, including the role of the position, and the needs of Trust Council.

PROJECTED RESULTS/DELIVERABLES: (*How does this address the issue/opportunity described above*? *Indicate how results of this work will impact decision-making by trustees or staff. Will this work result in better decisions, more efficient decision-making, more efficient completion of work, better public perception, etc. Consider all possible results from undertaking this work.*)

The intent of the review and subsequent recommended changes is to improve the operation and efficiency of Trust Council operations and meetings.

RISK ASSESSMENT: *(List and discuss potential risk factors associated with this work, if identified. List and discuss the options that exist to mitigate identified risks.)*

- Misunderstanding of the intent of the review, along with what is possible under current legislative framework. To mitigate this, a clear project charter and terms of reference should be developed on the desired outcomes.
- Scope creep – the project is envisioned to work within existing legislation. A project charter should be developed that specifies the scope, and changes to the scope are indicated with subsequent timeline and budget/resource implications addressed.

ALTERNATIVES CONSIDERED: (*What other options/alternative courses of action were considered? List and discuss each alternative separately. Each option must be supported by a succinct and realistic presentation of the benefits, risks, financial implications, resource requirements and other implications to allow for an informed decision among the options. One option should reflect the status quo - i.e. do nothing - and the anticipated results of that action.*)

Option 1: Consultant Undertake Review
Benefits – Third party independent review will remove any concerns around potential bias.
Risks – Third party consultant may not fully understand legislative framework. This would have to be a consideration in selection of a proponent during the tendering process.
Financial implications – Cost of hiring a consultant and legal ($15,000)
Resource requirements – Administrative staff to develop RFP and manage the contract.
Other implications- None

Option 2: Staff Undertake Review
Benefits – Staff understand legislation and the operation realities of running Trust Council meetings.
Risks – Potential for perception of bias in staff recommendations. Also risk of other competing priorities reducing staff time available to undertake the work.
Financial implications – Costs of legal advice and staff time ($5,000 legal)
Resource requirements – Management and administrative.
Other implications- None

CRITICAL SUCCESS FACTORS: (*What related factors have been identified that are important to the success of completing this work/initiative? Which of these factors are considered critical to the success of this initiative? Discuss outcomes if critical success factors are not met.)*

- Successful recruitment of a consultant knowledgeable with BC provincial and local government and Islands Trust legislation.
- Clear understanding of the desired outcomes by Trust Council.

RECOMMENDED OPTION: *(State your recommendation, referencing the options discussed earlier, and summarise why you chose it over others.)*

Option 1: Consultant Undertake Review

COST/BENEFIT ANALYSIS: *(Discuss both quantitative and qualitative considerations of this initiative. Quantitative discussion should include financial costs as well as benefits (savings). Qualitative considerations include non-quantifiable costs and benefits.)*

No real benefits identified. This is a political request to review and make changes to how staff support trust Council. Without knowing the outcomes, it is impossible to undertake a cost/benefit analysis.

PURCHASING PROCEDURE: *(Describe any purchasing processes that will be needed to support this initiative (ie. Direct Award, RFP, ITQ to qualified vendor) if goods or services need to be procured for the work. If this is for new staff hiring, indicate likely hiring method (ie: external competition, government-restricted internal competition, etc.)*

As per Trust Council procurement policy.

PROPOSED IMPLEMENTATION STRATEGY: *(What are the specific features of the "roll-out" of the recommended solution? What is the timeline and anticipated date of completion for this initiative?)*

Staff would undertake appropriate process to secure a consultant starting in April 2025.

STAFF RESOURCING: *(What staff resources will be needed to achieve success on this initiative? Estimate how many hours of staff time will be required, by staff level/role. Comment on the reasonability of expected staff hours when assessed in conjunction with other work underway or planned.)*

- Director, Legislative and Information services (Trust Council Secretary)
- Chief Administrative Officer
- Administrative Staff

CHANGE MANAGEMENT/COMMUNICATIONS/COLLABORATION: *(Discuss proposed change management requirements, communications needed, involvement with others. Are there any concerns related to these? If so, how will these be addressed? Have other stakeholders been identified*?)

- None identified.

Requested by Governance Committee

Prepared by David Marlor, Director, Legislative and Information Services/October 18, 2024

Reviewed by

Islands Trust

BRIEFING

To:	**Governance Committee**	**For the Meeting of:**	January 29, 2025
From:	**David Marlor, Director, Legislative and Information Services**	**Date Prepared:**	January 22, 2025
SUBJECT:	**Review of Fiscal Year 2025/26 Budget Requests**		

PURPOSE: To review and advise Financial Planning Committee of any changes to the budget requests submitted by Governance Committee.

BACKGROUND:
At its regular meeting business meeting in December 2024, Trust Council passed the following resolution:

> *that Trust Council request staff to ask each Standing Committee to review their budget requests and provide any reductions to staff for incorporation into the March budget.*

Governance Committee has submitted the following business cases and budget requests for the 2025/26 Fiscal Year:

1. Trust Council Policy Review for $10,000
2. Trustee Remuneration Review for $10,000

With respect to the policy review, half of the budget $5,000, is set aside to cover potential legal reviews, and the other half is to cover administrative staff to free time for staff to undertaking work on drafting policy and policy review at the direction of the Governance Committee. The need for legal review is dependent on the type and scope of policy amendments; as such staff believe that a reduction to $2,000 would still allow for the work to be undertaken and funded. Staffing cold be reduced slightly to $4,000 and still allow appropriate support.

With respect to the remuneration review, as this review, by policy, is reliant on a consultant, staff do not recommend reducing the request. Doing so may mean that we will be unable to engage a suitable consultant within budget to undertake the work.

ATTACHMENT(S):

None

FOLLOW-UP:

As requested by Governance Committee.

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

Reviewed By/Date: **Rueben Bronee, CAO, January 22, 2025**

Attachment 5: Governance Committee Terms of Reference

The purpose of the Governance Committee is to provide focus upon improvement of governance, 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 Trust Council and its committees.

The Governance Committee provides advice to the Islands Trust Council and management by undertaking the following responsibilities:

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
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.

The responsibilities stated apply to the following area:
Trust Council Governance and Management

Islands Trust
Governance Committee
Work Program Matrix

January 29, 2025

Forward to Trust Council

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

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

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)
- Trustee Leadership Development

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.

Active Projects Report

Governance Committee

1. *Review of Governance Report*	Responsible	Dates
Activity: Prepare Trust Council session for review of Governance Report.		Rec'd: 09-Nov-2023 Target: 17-Jun-2025

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.		Rec'd: 17-Apr-2023 Target: 16-Sep-2025

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: 16-Sep-2025

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: 02-Dec-2025

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: 17-Jun-2025