Governance Committee
Agenda

Date: Wednesday, April 9, 2025
Time: 10:00 am - 3:00 pm
Location: Electronic Zoom Meeting

7.2 Review of Governance Committee Mandate - Discussion

This agenda item was postponed from the November 5, 2024 meeting. At the January 29, 2025 meeting, Chair Gedye indicated that she and Trustee Patrick would conduct an informal poll of Committee members in regards to assessing the mandate and performance of the Committee that can inform a discussion at the next scheduled meeting of April 9, 2025.

7.3 2022 Governance Review Recommendations - Request For Decision 25 - 43

That Governance Committee forward the attached Request for Decision dated April 9, 2025 to Committee of the Whole for discussion and endorsement of recommendations to Trust Council.

8. BUSINESS - NEW

9. WORK PROGRAM 44 - 46

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

10. NEXT MEETING

Wednesday, August 13, 2025 from 10:00 a.m. to 3:00 p.m.

11. CLOSED MEETING

that the meeting be closed to the public in accordance with the Community Charter, Part 4, Division 3, s.90(1)(i) the receipt of advice that is subject to solicitor-client privilege, including communications necessary for that purpose; and that the recorder and staff attend the meeting.

12. RISE AND REPORT

If desired.

13. ADJOURNMENT

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

From: Mairead Boland
Sent: Thursday, March 13, 2025 10:48 AM
To: David Marlor; Lori Foster; Stefan Cermak; Clare Frater; Timothy Peterson; Julia Mobbs; David Maude; Laura Patrick; Alexandra Trifonidis; Tobi Elliott; Rueben Bronee
Cc: Aaron Campbell; Alex Allen; Ben Mabberley; Dag Falck; David Graham; Grant Scott; Jamie Harris; Jeanine Dodds; Joe Bernardo; Judith Gedye; Ken Hunter; Kristina Evans; Lee Middleton; Lisa Gauvreau; Mairead Boland; Mikaila Lironi; Peter Luckham; Sam Borthwick; Sue Ellen Fast; Susan Yates
Subject: Legal costs and the proposed Trust Council Secretariat

To EC and staff
Cc Trustees

Following up on the conversation today, and in the context of potential cost/benefits for Trust Council Secretariat :

Could we (or the Governance Committee) see a breakdown of the total Legal spend on the following basis:
- costs that could be dealt with in-house by staff legal counsel (if we had such a person)
- costs that could not be dealt with internally even if we had legal counsel in-house

It might be necessary to send a list of costs to the Governance Committee for their review and categorisation.

Thank you,
Mairead

Islands Trust

Governance Committee
Minutes of a Regular Meeting

Date:	**January 29, 2025**
Location:	**Electronic Meeting**
Members Present:	Judith Gedye, Chair/Bowen Island Municipal Trustee Jamie Harris, Vice-Chair/Salt Spring Trustee Joe Bernardo, Gambier Trustee Lee Middleton, Saturna Trustee Laura Patrick, Salt Spring Trustee Timothy Peterson, Lasqueti Trustee Kate-Louise Stamford, Gambier Trustee Peter Luckham, Chair, Islands Trust Council (ex-officio)
Member Regrets:	Lisa Gauvreau, Chair, Islands Trust Conservancy (ex-officio)
Staff Present:	Rueben Bronee, Chief Administrative Officer (CAO) David Marlor, Director, Legislative and Information Services Julia Mobbs, Director, Administrative Services Robert Barlow, Legislative Services Clerk/Recorder
Members of the Public:	One member of the public was present

1. CALL TO ORDER

Chair Gedye called the meeting to order at 10:01 a.m. and provided a territorial acknowledgement.

2. AGENDA

2.1 New Items and Re-Ordering of the Agenda

The following addition to the agenda was presented for consideration:

- 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

By general consent the agenda was approved as amended.

3. PUBLIC COMMENT PERIOD

One member of the public was present but did not wish to speak.

4. DELEGATIONS

None.

5. CORRESPONDENCE

None.

6. ADMINISTRATIVE COORDINATION

6.1 Draft Minutes of Previous Meeting

6.1.1 Governance Committee minutes of November 5, 2024

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

6.2 Resolutions Without Meeting

None.

6.3 Follow up Action List

Received for information.

7. BUSINESS - WORK PROGRAM ITEMS

7.1 2022 Governance Report Recommendations – Request For Decision

Director Marlor introduced the Request For Decision, indicating that Trust Council assigned responsibility to the Governance Committee to review and analyze the recommendations in the report. It was noted that responsive actions have already been initiated in regards to some of the recommendations. The Committee discussed the attached draft Trust Council Request For Decision and made corresponding resolutions in regards to each of the proposed recommendations.

Recommendation #1 - Election of Trust Council leadership:

- many responsibilities and powers that have been delegated to the Executive Committee could be reviewed as to appropriateness or relevance
- the Committee might wish to review previous Executive Committee discussions about this recommendation
- legislation is clear about when trustees are elected to the Executive Committee so any proposed changes would require amendments to the legislation
- Director Marlor will provide to the Committee a legal opinion in this regard that was provided in the previous term of office
- recommendation #7 (Helping Trustees Fulfill Their Role) and #8 (Secretary to Trust Council) may need to be discussed at the same time, or prior to, discussion of recommendation #1

- current legislation indicates that the election of trustees to the Executive Committee cannot be delayed without a reason and it states that the election is to be conducted "as soon as practical"
- any discussion of the Governance Report or of a particular recommendation from the Report at a Committee of the Whole meeting would require background info

GC-2025-001
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: "that Trust Council request staff to work with Governance Committee to revise the process for election of the Executive Committee, and review delegated authorities to the Executive Committee, in consideration of Recommendation #1 of the 2022 Governance Report."

CARRIED

Trustee Middleton stated that he had obtained a personal legal opinion in regards to the topic and questioned whether he could or should share it with the Committee. Committee discussion included:

- the propriety of referring to legal opinions not created nor owned by Islands Trust
- whether relying on such an opinion could be considered to be fettering the Committee's decision making ability
- whether the Islands Trust should request a legal opinion in regards to Trustee Middleton's legal opinion

Trustees Luckham and Middleton left the meeting at 11:12 a.m.

Recommendation #2: Number of Committees and Committee Mandates

- whether the Executive Committee should filter requests from committees to Trust Council to discuss a topic
- the purpose of standing committees could be reviewed

GC-2025-002
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: "that Trust Council not undertake any further work on recommendation #2 of the 2022 Governance Report."

CARRIED

Recommendation #3: Committee Membership

- need to identify the underlying concern
- possibility of posing the question to the Committee of the Whole "Is this an issue?" rather than providing a recommendation

GC-2025-003
It was MOVED and SECONDED,

that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: “that Trust Council consider whether any work on recommendation #3 of the 2022 Governance Report is warranted.”

CARRIED/DEFEATED

The Committee recessed at 11:38 a.m. and resumed at 11:45 a.m. and Trustee Middleton returned to the meeting at 11:45 a.m.

Recommendation #4: Committee Mandates

- committee agendas could separate administrative tasks by consent agenda from substantive issues

GC-2025-004
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: “that Trust Council request staff to review how it establishes its committee work programs, as per Recommendation #4 of the 2022 Governance Report.”

CARRIED

Recommendation #5: Role of Committees

- the notion that all members of a committee should be supportive of any recommendation to Trust Council that the committee provides, whether they personally support it or not
- the possibility of identifying if no consensus is reached in regards to committee recommendations to Trust Council
- committee recommendations to Trust Council need to be clear

GC-2025-005
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: “that Trust Council request staff to review how committees present and support their advice to Trust Council and the timing of the presentations to Trust Council, as per Recommendation #5 of the 2022 Governance Report.”

CARRIED

Recommendation #6: Helping Trustees Understand Their Role

- the value of on-going education as well as initial orientation
- there is a common misunderstanding of the public in regards to the dual role of a trustee (that being to represent local trust area interests and also region-wide Islands Trust Area interests) and this misunderstanding requires communication and engagement in order to address
- the development of a governance manual may be useful for trustees and for the public

- recommendations #6 and #7 relate to the position of a governance professional (corporate secretary)

GC-2025-006
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: “that Trust Council request staff to work with the Executive Committee to develop communication materials in advance of the 2026 election on the roles of trustees as per Recommendation #6 of the 2022 Governance Report.”

CARRIED

Recommendation #7: Helping Trustees Fulfill Their Role

- some work has been done in this regard, such as legal opinions that have been obtained and various workshops that have been conducted in regards to chairing meetings, Reconciliation and media relations
- a structured on-going program of orientation or education could be of benefit to all trustees

GC-2025-007
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: “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 of the 2022 Governance Report.”

CARRIED

Governance Committee recessed at 12:37 p.m. and resumed at 1:09 p.m. and Chair Luckham rejoined the meeting at 1:09 p.m.

Recommendation #8: Secretary to Trust Council

- the possibility of funding research in this regard
- the position of Corporate Secretary (and Corporate Treasurer) already exists and legislation allows room to customize or adapt the role
- Trust Council bylaw #3 delegates the responsibility to Executive Committee to appoint a Corporate Secretary and Corporate Treasurer; the Chief Administrative Officer does not appoint those positions; the Executive Committee appoints individuals to the position of Corporate Secretary by name and not as a result of their job title
- bylaws can be rescinded or amended
- appointments to the position could be made by Trust Council
- a need to articulate what the problem is that needs to be solved or what the need is
- some Regional Districts have a Corporate Secretary with a wider responsibility than the Islands Trust Corporate Secretary

- the Corporate Secretary could be seen as "the conscience of the organization" and therefore needs to be protected with a similar structure to the hiring and firing of the CAO
- the position isn't widely used in the BC Public Service
- the Governance Report indicated that trustees are not in control of their meetings and agendas, such as having too much material to review in too short a time; a Corporate Secretary could address this problem
- Director Marlor indicated that he would provide to the Committee information in regards to delegation of powers
- a job description of the Corporate Secretary would be useful in the review of the position; supports review of the role;
- the Corporate Secretary could provide support for Local Trust Committees as well as Trust Council and not just Trust Council

GC-2025-008
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: "That Trust Council request staff review the function of the Corporate Secretary per recommendation #8 of the 2022 Governance Report."

CARRIED

Trustee Stamford left the meeting at 2:00 p.m.

Recommendation #9: First Nations Representation

- the recommendation in the Governance Report would require legislative amendments as currently the *Islands Trust Act* does not make provisions for the appointment of First Nations representatives to the Islands Trust Council
- the possibility of including statements in the Request For Decision in regards to the agreements in place with First Nations and the efforts that Islands Trust is making to include First Nations in the activities of Islands Trust

GC-2025-009
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: "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

CARRIED

GC-2025-010
It was MOVED and SECONDED,
that Governance Committee request staff to change the preamble so it reads as follows: "Trust Council has sent a request to the Province for a review of its legislation. It is explicit in the letter to the Province that addressing the interests

of Indigenous governing bodies is the highest priority for the Trust and a review of the Islands Trust governance structure should address this."

CARRIED

Recommendation #10: Provincial Representation

GC-2025-011
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: "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."

CARRIED

Recommendation #11: Adoption of Comprehensive, Multi-year Planning Document

GC-2025-012
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: "That Trust Council request staff update and recommend 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."

CARRIED

Recommendation #12: Communications and Engagement

- communications, advocacy, engagement, consultation and government relations are separate things but often are confused
- this may be less of a priority than corporate and strategic planning

GC-2025-013
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: "That Trust Council request staff work with the Executive Committee to review and update Trust bodies' advocacy policies as per Recommendation #12 of the 2022 Governance Report."

CARRIED

GC-2025-014
It was MOVED and SECONDED,
That Governance Committee request staff change the preamble so it reads as follows: "An updated policy would refresh the approach to advocacy, communication, engagement and government relations by Trust bodies, and ensure the work is relevant and appropriate to further the Object of the Islands Trust."

CARRIED

Trustees Luckham Middleton left the meeting at 2:30 p.m.

Recommendation #13: Management Alignment with Trust Council

GC-2025-015
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: "That Trust Council request staff to work with the Executive Committee to review staff support to Trust Council, identify strengths and weaknesses in that support, and options for addressing that analysis, as per Recommendation #13 of the 2022 Governance Report.

CARRIED

Recommendation #14: Exploiting the Potential for Synergy Between the Conservancy and the Other Components of Islands Trust

GC-2025-016
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: "That Trust Council request staff to report back on the current situation, strengths and weaknesses, and options for addressing opportunities to improve synergy between Islands Trust Conservancy and Islands Trust operations, as per Recommendation #14 of the 2022 Governance Report.

CARRIED

Recommendation #15: Trustee Compensation

- a business case to support a review of the Trustee Remuneration Policy has been submitted to the Financial Planning Committee for inclusion in the budget

GC-2025-017
It was MOVED and SECONDED,
that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: "That Trust Council not undertake any further work on Recommendation #15 of the 2022 Governance Report pending the Trustee Remuneration Policy review."

CARRIED

Director Marlor indicated that he would update the Request For Decision to reflect all the changes made by resolution of the Governance Committee and will return a revised version to the next scheduled meeting for further discussion.

7.2 Secretariat Business Case – Request For Decision

GC-2024-018

It was MOVED and SECONDED,
that Governance Committee approve the Secretariat Business Case and forward to Financial Planning Committee for inclusion in the 2025/26 fiscal year budget.

CARRIED

Trustee Middleton returned to the meeting at 3:05 p.m.

8. BUSINESS - OTHER

8.1 Review of Fiscal Year 2025/26 Budget Requests – Briefing

Director Marlor introduced the Briefing.

GC-2024-019
It was MOVED and SECONDED,
that Governance Committee reduce the budget of the Trust Council policy review by $6,000.

CARRIED

8.2 Review of Governance Committee Mandate – Discussion

It was noted that this agenda item was postponed from the November 5, 2024 meeting. Chair Gedye indicated that she and Trustee Patrick would conduct an informal poll of Committee members in regards to assessing the mandate and performance of the Committee that can inform a discussion at the next scheduled meeting. The item was postponed to the next scheduled meeting.

9. BUSINESS - NEW

None.

10. WORK PROGRAM

The Committee reviewed its Work Program, which includes the Active Projects and the Priority Matrix.

GC-2024-020
It was MOVED and SECONDED,
that Governance Committee approve its work program, including the matrix, and forward it to Trust Council.

CARRIED

11. NEXT MEETING

Wednesday, April 9, 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 3:12 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

29-Jan-2025

Progress	Activity	Responsibility	Dates	Status
100%	**1** Update the 2022 Governance Report Recommendations Request For Decision to reflect all the changes made by resolution of the Governance Committee and return a revised version to the next scheduled meeting for further discussion.	David Marlor	Target: 09-Apr-2025	Completed
100%	**2** Forward the Secretariat Business Case to Financial Planning Committee for inclusion in the 2025/26 fiscal year budget.		Target: 12-Feb-2025	Completed
100%	**3** Reduce the budget of the Trust Council policy review business case by $6,000.	David Marlor	Target: 12-Feb-2025	Completed
100%	**4** Add "Review of Governance Committee Mandate - Discussion" to the April 9, 2025 Governance Committee agenda	Robert Barlow	Target: 02-Apr-2025	Completed
100%	**5** Forward the Governance Committee work program, including the matrix, to Trust Council.	Robert Barlow	Target: 17-Feb-2025	Completed

BRIEFING

To:	**Governance Committee**	**For the Meeting of:**	April 9, 2025
From:	**David Marlor, Director, Legislative and Information Services**	**Date Prepared:**	April 3, 2025
SUBJECT:	**Approved Budgets for 2025/26**		

PURPOSE: To provide Governance Committee with information regarding projects for the committee funded in Fiscal year 2025/26

BACKGROUND:

As part of the budgeting process, the Governance Committee was requested to submit business cases for specific projects. The Governance Committee submitted two that were approved: one for the review of Trust Council policies and the other to review trustee remuneration. The budgets for both of these requests were approved by Trust Council at its regular meeting in March 2025.

The Governance Committee should consider its work program and where in the 2025/26 fiscal year (April 1, 2025 to March 31, 2026) to undertake these projects.

The original business cases are attached for your information, as this contains the budget and proposed scope of work.

ATTACHMENT(S):

1. Approved Business Cases for Fiscal 2025/26

FOLLOW-UP:

As requested by the Governance Committee

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:** Executive Office **Name of Request:** Trustee Remuneration Review **$ Value of Request** *(indicate by fiscal year and total if project is multi-year):* $10,000	**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	**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.*

1. **Trust Council's draft Strategic Plan 2025-2028** (*not yet reviewed by Trust Council*) contains the following: *1.2.6 Prioritise, analyse, and where appropriate, implement the 15 recommendations of the 2022 Governance Report.*

2. Governance Review Report from 2022 recommends that Trustee Remuneration values be examined: *Recommendation #15: So that Trust Council is not the preserve only of those who do not need to earn a living, 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.*

3. **Trust Council Policy 2.3.1 Council Committee System** outlines the terms of reference for the Governance Committee and includes responsibility for the following:
   "… 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"

4. Governance Committee's approved work program includes as 5th priority:
   Review and update Trust Council's Policy 7.2.1 Trustee Remuneration in line with the UBCM Council and Board Remuneration Guide.

5. Governance Committee's priority matrix includes Trustee remuneration review as Not Immediate but Important.

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 primary issue around trustee remuneration that was raised in the Governance Review Report is that the levels of trustee compensation provided by current policy/bylaw are not adequate to ensure all demographics of Islands Trust residents may reasonably consider running for the position of Trustee. Questions were raised as to whether or not the current compensation levels appropriately reflect the level of work and effort required of Islands Trust trustees. Trustees themselves have expressed concern over the compensation levels provided. (Staff note there are other factors that may limit certain demographics from running for trustee – other key factors include day time meetings for example).

An external consultant last reviewed trustee compensation levels in 2010, and the methodology created to increase compensation levels on an annual basis, which has been applied. However, it has been almost 15 years since an independent review of remuneration values and methodologies for annual increases has been conducted. Currently, Trust Council's remuneration policy does not call for a periodic review of remuneration values by independent parties.

Staff have performed a review of Trust Council's Trustee Remuneration policy against the UBCM Remuneration Guide from 2018 which suggests regular, periodic, independent third party reviews of remuneration values.

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.*)

Trust Council's remuneration policy will be updated to include requirements for periodic independent reviews, pending Trust Council approval of amending the policy.

Conducting an independent review will bring trustee remuneration values in line with appropriate values as compared to other jurisdictions, and may increase the number of island residents who consider running for Trustee. Ensuring a review is conducted by an independent third party rather than staff or trustees should enhance confidence in the final recommendations for remuneration levels as no biases will be incorporated into the exercise.

The review should include:
- Enabling equitable participation/representation
- Evaluation of methodology
- Trustee input.

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.)*

- Risk that no appropriate consultant can be secured to conduct the review in timelines needed: this risk is extremely low as there is a plethora of consultants who would be able to conduct this type of work. This risk is mitigated by investigating possible consultants early, even in advance of Trust Council's budget approval in March 2024.

- Risk that consultant fees are higher than the amount estimated by staff, not allowing for the securing of a quality consultant: This risk is low, but can be mitigated by staff conducting a greater market assessment between now and TC's approval of its budget in March 2024 to ensure amounts are appropriate. Any required overages post-budget approval may be handled in line with TC's budget control and adjustment policy, and amounts are not expected to be significant.

- Risk that changes to Trustee Remuneration values, in the year enacted, will result in a taxation spike in the budget: This risk may be mitigated by finding budget savings in other areas in the year new rates are enacted. Clear communication about why changes are needed, if any, may make any significant spikes more palatable to TC and to the public. This kind of risk is already seen across Islands Trust in other areas whereby TC may see taxation spikes from increases levels of projects or salaries, etc. This risk is considered to be minimal and part of conducting sound operations.

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: Hire a consultant to review the remuneration rates
Benefits – see Issue/Opportunity section above.
Risks – see Risk Assessment section above.
Financial implications – estimated $8,000 for the hiring of a consultant.
Resource requirements – staff time to manage contract.
Other implications- None.

Option 2: Undertake Review using Staff resources
Benefits – No cost to hiring consultant. Staff know the operations and duties of trustees, and have the qualifications to conduct this kind of benchmarking exercise.
Risks – Staff may not have easy access to information at other local governments; staff resources would need to be prioritised to ensure this work is completed in timely manner; and there may be potential perception of bias if undertaken in-house. Risk that results of this exercise would not be considered reliable as there may be a perceived bias given staff's employment relationship with trustees.
Financial implications – None.
Resource requirements – The finance team along with the support from the legislative services team and administrative staff would be best placed to undertake this work should it be conducted in-house.
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.)*

Timely hiring of independent consultant – critical to ensuring results are free from perceived or actual bias. If not met, results may not be trusted, and therefore funds spent may lose their value.

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

Option 1: Hire a consultant to review the remuneration rates

This option ensures independence in the review which is important. It ensures workloads for staff are not elevated. It ensures a more timely completion of the work. It aligns with best practice recommendations, aligns with the Governance Report recommendation, and aligns with staff's recommendation to FPC.

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.)*

The financial cost of hiring an independent consultant is difficult to weigh against the value that may be provided from the results of the work undertaken. The long term benefits of increasing access to the position of trustee for a larger demographic of people in the Islands could result in a Council made up of voices that represent a larger portion of Islanders. Increasing diversity at decision making tables has great benefit in supporting informed and inclusive decisions, provided the people bringing the diverse opinions can conduct themselves professionally and respectfully with their colleagues of opposing viewpoints. Enhanced compensation for trustees may mean trustees are able to dedicate more time to their elected position which may also enhance good governance and sound decision making. An estimated $8,000 cost for long-term qualitative benefit appears to be a reasonable investment.

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.)*

Trust Council's Procurement Policy dictates that at least three quotes would be obtained from known vendors at work with a value of $8,000; or, a competitive Invitation to Quote or Request for Proposal may be conducted. Staff would select the option of at least three quotes as the scope, cost, and complexity of work is not so significant that a full RFP is warranted. This option is also faster to administer, reducing the risk that this exercise is not completed by the end of term and incorporated into an amended remuneration policy. Staff are aware of consultants with appropriate qualifications to undertake this work who have expertise in working with public sector organisations on topics such as this.

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?)*

Should TC approve this undertaking, staff will conduct procurement procedures and select an appropriate consultant for the work. Work would be completed and presented to the GC for reflection. GC will direct staff to amend remuneration policy and bylaw with their proposed amendments resulting from the consultants work and present their recommendations to TC. TC may approve the revised policy and bylaw or make their own amendments. Any changes to TC remuneration policy or bylaw for values will take effect at the start of the new term of office in October 2026.

FPC has already proposed amendments to Trust Council for other remuneration policy changes that are not related to remuneration values. These amendments would travel to TC along with the results of GC's work on the values for approval all together. This is the most efficient approach to amending this policy.

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, Administrative Services or Legislative Services staff will conduct the procurement procedures, and manage the resulting contract. This work can only be conducted when finance team positions are filled which is reasonable to expect by next fiscal. The work will be supported by legislative services staff as needed given this work involves policy and bylaw.

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 to consider with the hiring of the contract for the work. Results of the report that may influence changes in remuneration levels will be evaluated for change management considerations at that time.

Requested by Governance Committee:

Prepared by Director, Administrative Services

Reviewed by Governance Committee/January 29, 2025

Budget Funding Request
Short-Form Business Case

Islands Trust

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

GC-2024-041
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.

Department:

Legislative and Information Services

Name of Request:

Trust Council Policies Review

$ Value of Request *(indicate by fiscal year and total if project is multi-year):*

$6,000

Budget Source (select all that apply):

☐ **Specific Project Funding** (select all that apply)
- X Third Party Contractors/Temp Staff
- ☐ 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:

October 2024

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.*

Trust Council's Object – no
Strategic Plan item – no
Policy Statement directive – no
Council bylaw – no
Work programs – no, however Trust Council has passed a resolution at its September 2023 meetings which lives on their FUAL:

2023-061

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 reduce redundancies.

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.)*

Background:
Trust Council began developing policies in 1992 following the significant update to the *Islands trust Act.* Policies are intended to provide direction in various areas of the operations of the Islands Trust. There are currently 91 policies divided into the following areas:

- Islands Trust Policy Statement (2 policies)
- Trust Council and its Committees (23 policies)
- Local Trust Committee, Advisory Commissions and advisory Groups (12 policies)
- Land Use Planning, Bylaws and Mapping (14 policies)
- Operations, the Budget Process, Elections and Communications (19 policies)
- Administrative Activities such as finance and Freedom of Information (18 policies)
- Human Resources (2 policies)
- Islands Trust Conservancy Joint Policy (1 policy)

Most, but not all, of these policies have had updates as required over the years, but there has never been a systematic review of the policies. Trust Council has requested a review of its policies as per the resolution in the Guiding Documents section of this business case.

The Municipal Insurance Association of British Columbia (MIABC), to which the Islands Trust joined on January 1, 2024, recommends that local governments develop a plan to systematically review and update their policies at least every five years. This review is not only to ensure existing policies are relevant, but to ensure that policies cover the necessary areas of the organisation's operations to reduce risk to the organisation.

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.*)

This project would:

- establish a methodology that includes criteria for prioritisation of policies to be reviewed, criteria for new policies and, establishes a schedule for review and update of policies
- prioritise policies for review and update (given there are 91 policies to review)
- undertake review of the prioritised policies, and recommend updates or deletions to Trust Council
- update prioritised policies by end of term (October 2026)
- identify gaps where policies should be in place but there are no policies covering the issue

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.)*

The risk is low in regards to whether or not this project is completed by end of term. The nature of the project is flexible and is intended to establish a framework for maintaining and updating Trust Council policies into the future.

Out of date or lack of policies around real estate management and maintenance could be a risk for the organisation. Mitigation would involve flagging these in the review process and prioritising them for update or development.

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: Undertake the work by staff for Trust Council
Benefits – less expensive to undertaken
Risks – the project would need to be assigned to a committee and given priority
Financial implications – staff time including additional administrative staff support to provide capacity ($4,000) and legal review ($2,000)
Resource requirements – staff time could be significant given the volume of policies
Other implications – Other projects may be delayed

Option 2: Undertake the work by a consultant
Benefits – consultant can bring a different perspective, and will not impact largely on existing staff resources assuming consultant understands the unique structure of the Islands Trust.
Risks – need to find an appropriate consultant with understanding of the unique structure of the Islands Trust, and risk the consultant may misunderstand the needs of Islands Trust in relation to policies.
Financial implications – consultant ($15,000) and legal review ($2,000) – note that consultant fees could be substantially higher depending on scope – this estimate is to establish the policy and structure, and does not include systematic review of each policy.
Resource requirements – some staff time would be required to manage the contract, and substantial staff time could be consumed depending on how familiar the consultant is with the unique structure of the Islands Trust.
Other implications – No other implications identified.

Option 3: Not review Trust Council policies
Benefits – allow Trust Council to focus on other projects of importance
Risks – out-of-date policies could be a risk to the organisation, and lead to poor and out-of-date procedures
Financial implications – potential savings from changing policy direction could be lost.
Resource requirements – None
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.)*

Clear Trust Council policy and program for maintaining and updating Trust Council policies on a regular scheduled basis.

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

Option 1. This option is the most effective, given that the work would be undertaken by staff with working experience and familiarity with the policies, and the structure of the Islands Trust. The $4,000 earmarked for administrative support, will allow "as and when" administrative staff to be brought in as needed to help with the project, or to backfill to allow more experienced staff undertake the review work with the Governance Committee.

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.)*

Savings would be mostly intangible. That is, completion of the project would result in lower risk to the organisation, and certainty around procedures. Removal of redundancies, or no longer appropriate policies may result in improved governance efficiencies.

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.)* Legal review as per Trust Council 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?)* Work would be largely administrative and undertake by administrative staff assigned to Governance committee, with funding for legal support.
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.)* Undertaken by administrative staff assigned to Governance Committee. Prioritisation of this project would be required.
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*?) Recommendation would be forwarded to Trust Council for adoption.

Requested by Governance Committee

Prepared by David Marlor, Director, Legislative and Information Services.

Reviewed by Governance Committee, January 29, 2024

Islands Trust

REQUEST FOR DECISION

To:	Governance Committee	**For the Meeting of:**	April 9, 2025
From:	**David Marlor, Director, Legislative and Information Services**	**Date Prepared:**	March 19, 2025
SUBJECT:	**2022 Governance Report Recommendations**		

RECOMMENDATION:
That Governance Committee forward the attached Request for Decision dated April 9, 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. 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 implantation of the 2022 Governance Report recommendations

2 BACKGROUND:

The draft Request for Decision (RFD) has been amended to reflect changes made by the Governance Committee at its January 29, 2025 meeting.

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 and 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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<u>RESPONSE OPTIONS</u>

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: Chief Administrative Officer/DATE

Islands Trust

REQUEST FOR DECISION

To:	Trust Council	**For the Meeting of:**	June 17, 2025
From:	**Governance Committee**	**Date Prepared:**	April 9, 2025
SUBJECT:	**2022 Governance Report Recommendations**		

RECOMMENDATION:

A. That Trust Council request staff to work with Governance Committee to revise the process for election of the Executive Committee, and review delegated authorities to the Executive Committee, in consideration of Recommendation 1 [election of trust council leadership] of the 2022 Governance Report.

B. That Trust Council request staff to review how it establishes its committee work programs, as per Recommendation 4 [committee mandates] of the 2022 Governance Report."

C. That Trust Council request staff to review how committees present and support their advice to Trust Council and the timing of the presentations to Trust Council, as per Recommendation 5 [roles of committees] of the 2022 Governance Report."

D. That Trust Council request staff to work with the Executive Committee to develop communication materials in advance of the 2026 election on the roles of trustees as per Recommendation 6 [helping trustees understand their roles] of the 2022 Governance Report.

E. 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 roles] of the 2022 Governance Report.

F. That Trust Council request staff review the function of the Corporate Secretary per recommendation 8 [secretary to Trust Council] of the 2022 Governance Report.

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

H. That Trust Council request staff work with the Executive Committee to review and update Trust bodies' advocacy policies as per Recommendation 12 [communications and engagement] of the 2022 Governance Report.

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

J. That Trust Council request staff to report back on the current situation, strengths and weaknesses, and options for addressing opportunities to improve synergy between Islands Trust Conservancy and Islands Trust operations, as per Recommendation 14 [exploiting the potential for synergy between ITC and other components of Islands Trust] of the 2022 Governance Report.

K. That Trust Council not undertake any further work on the following recommendations of the 2022 Governance Report:
   - recommendation 2 [Number of Committees and Committee Mandates];
   - Recommendation 9 [First Nations Representation], pending the outcome of the request of the Province to review the Islands Trust governance structure;
   - Recommendation 10 [Provincial Representation] pending the outcome of the request of the Province to review the Islands Trust governance structure' and
   - recommendation 15 [Trustee Compensation], pending the Trustee Remuneration Policy review.

L. That Trust Council consider whether any work on recommendation 3 [Committee Membership] of the 2022 Governance Report is warranted.

M. 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 implantation 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.

In regards to recommendations 9 and 10, Trust Council has sent a request to the Province for a review of its legislation. It is explicit in the letter to the Province that addressing the interests of Indigenous governing bodies is the highest priority for the Trust and a review of the Islands Trust governance structure should address this.

In regard to Recommendation 12, an updated policy would refresh the approach to advocacy, communication, engagement and government relations by Trust bodies, and ensure the work is relevant and appropriate to further the Object of the Islands Trust.

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). Recommendations I and J will involve staff time and prioritization on the Executive Committee work program in order to undertake them. The work for I would be under Trust Area Services with support from Legislative and Information Services; the work for J would be largely undertaken by the Executive office with support from Legislative and Information Services. Recommendation L to not undertake the listed items, will allow staff time to be focused on other areas. As noted, some of the items in L have already been dealt with, or pending the outcome of action already taken by Trust Council. Postponing any further work on these will allow any work to be aligned with the results of action already taken (such as the governance review ask of the Province).

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

RESPONSE OPTIONS

Recommendation:

A. That Trust Council request staff to work with Governance Committee to revise the process for election of the Executive Committee, and review delegated authorities to the Executive Committee, in consideration of Recommendation 1 [election of trust council leadership] of the 2022 Governance Report.

B. That Trust Council consider whether any work on recommendation 3 [Committee Membership] of the 2022 Governance Report is warranted.

C. That Trust Council request staff to review how it establishes its committee work programs, as per Recommendation 4 [committee mandates] of the 2022 Governance Report."

D. That Trust Council request staff to review how committees present and support their advice to Trust Council and the timing of the presentations to Trust Council, as per Recommendation 5 [roles of committees] of the 2022 Governance Report."

E. That Trust Council request staff to work with the Executive Committee to develop communication materials in advance of the 2026 election on the roles of trustees as per Recommendation 6 [helping trustees understand their roles] of the 2022 Governance Report.

F. 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 roles] of the 2022 Governance Report.

G. That Trust Council request staff review the function of the Corporate Secretary per recommendation 8 [secretary to Trust Council] of the 2022 Governance Report.

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

I. That Trust Council request staff work with the Executive Committee to review and update Trust bodies' advocacy policies as per Recommendation 12 [communications and engagement] of the 2022 Governance Report.

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

K. That Trust Council request staff to report back on the current situation, strengths and weaknesses, and options for addressing opportunities to improve synergy between Islands Trust Conservancy and Islands Trust operations, as per Recommendation 14 [exploiting the potential for synergy between ITC and other components of Islands Trust] of the 2022 Governance Report.

L. That Trust Council not undertake any further work on the following recommendations of the 2022 Governance Report:
   - recommendation 2 [Number of Committees and Committee Mandates];

- Recommendation 9 [First Nations Representation], pending the outcome of the request of the Province to review the Islands Trust governance structure;
- Recommendation 10 [Provincial Representation] pending the outcome of the request of the Province to review the Islands Trust governance structure' and
- recommendation 15 [Trustee Compensation], pending the Trustee Remuneration Policy review.

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M. 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.

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: 30-Sep-2025

Islands Trust
Governance Committee
Work Program Matrix

April 09, 2025

Forward to Trust Council

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

Not Urgent, Important	Urgent, High Priority
• Committees Structure: Clear mandates, review of size, champion proposals to Trust Council • Make Mandate of Conservancy More Prominent	➢ 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
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 examination 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.