



Governance Committee Revised Agenda

Date: Friday, September 2, 2022
Time: 9:00 am - 11:00 am
Location: Electronic meeting, Public venue
Islands Trust
200-1627 Fort Street
Victoria, BC V8R 1H8

		Pages
1.	CALL TO ORDER / LAND ACKNOWLEDGEMENT	
2.	AGENDA	
2.1	New Items and Re-Ordering of the Agenda	
2.2	Approval of Agenda	
2.3	Agenda Context Notes	3 - 3
3.	RISE AND REPORT FROM PREVIOUSLY CLOSED MEETING	
	None	
4.	PUBLIC COMMENT PERIOD	
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	For review	
7.	TRUST COUNCIL MEETING PREPARATION	
7.1	Policy Amendments to Support Governance Committee - RFD	13 - 24
	See item 2.3 Agenda Context Notes	

7.2	Islands Trust Council 2022 Governance Report Review - DRAFT session outline	25 - 25
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See item 2.3 Agenda Context Notes

8. BUSINESS

8.1	The Orientation Program for the New Trust Council - Discussion	26 - 30
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See item 2.3 Agenda Context Notes

8.2 Strategic Planning Processes - Discussion

See item 2.3 Agenda Context Notes

8.3	<i>Trust Programs Committee Follow-up Action List item Referred to Governance Committee - Briefing</i>	31 - 31
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9. BUSINESS - NEW

10. WORK PROGRAM

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

See item 2.3 Agenda Context Notes

11. NEXT MEETING

To be determined.

12. CLOSED MEETING (scheduled)

That the meeting be closed to the public subject to Section 90(1)(i) of the Community Charter in order to consider matters related to the receipt of advice that is subject to solicitor-client privilege and that staff attends the meeting.

13. ADJOURNMENT

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

Agenda No.	From	Context Notes
7.1	DLS	<p>Policy Amendments to Support Governance Committee - RFD</p> <p>As requested at the July 29th Governance Committee meeting, attached is a request for decision (RFD) to Trust Council (TC) with amended Policy 2.3.1 [Council Committee System] and new Policy 2.3.5 [Governance Committee Terms of Reference] based on resolutions passed by the Governance Committee. Generally, Policy 2.3.1 establishes the Governance Committee, states it is seven members elected by Trust Council, the Chair of TC is ex-officio, and one of the two members appointed by Trust Council to the Islands Trust Conservancy (ITC) is ex-officio. In Policy 2.3.5 a definition of “Governance” has been included as requested by the Governance Committee. The committee may want to discuss the wording of this definition.</p> <p>Once the Governance Committee is satisfied with the documents and RFD, staff recommend that the Governance Committee pass a resolution to send it to Trust Council.</p>
7.2	CAO	<p>Islands Trust Council 2022 Governance Report Review - DRAFT session outline</p> <p>Committee requested that a session outline be developed to provide trustees an opportunity to discuss the Governance Review at Trust Council in September. The session outline provided in this agenda is for discussion, and has 2 general themes and a proposed structure. Once Committee has discussed the matter and confirmed the purpose of the session, a late report will be generated for approval of Executive Committee in advance of the Trust Council agenda.</p>
8. 8.1 & 8.2	CAO	<p>BUSINESS</p> <p>At the inaugural meeting Committee indicated it wished to discuss two items:</p> <ol style="list-style-type: none"> 1. The orientation program for the new Trust Council, and 2. Strategic Planning processes. <p>Orientation materials for the fall are currently being developed on the advice of EC. A report summarizing orientation processes that was presented to EC in at its August 3rd meeting is attached for reference for the discussion.</p> <p>With regards to strategic planning, it is anticipated that the committee will provide insights into how to best prepare for the strategic planning process for the upcoming term.</p>
11.	Executive Coordinator	<p>WORK PROGRAM</p> <p>The development of a work program for the Governance Committee is pending as this is only the second meeting of the committee.</p>



Governance Committee Minutes of Regular Meeting

Date: July 29, 2022
Location: Islands Trust Victoria Boardroom
200-1627 Fort Street, Victoria, BC
Electronic Meeting

Members Present: Alex Allen, Hornby Island Trustee
Kees Langereis, Gabriola Island Trustee
Lee Middleton, Saturna Island Trustee
Laura Patrick, Salt Spring Island Trustee
Timothy Peterson, Lasqueti Island Trustee
Tahirih Rockafella, Galiano Island Trustee
Kate-Louise Stamford, Gambier Island Trustee

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

Attendees: None

The meeting was conducted electronically, live streamed, recorded, and the public could attend electronically.

1. CALL TO ORDER/LAND ACKNOWLEDGEMENT

At 12:04 p.m., Director of Legislative Service (DLS) Marlor called the meeting to order.

Elected in their local trust areas, trustees introduced themselves. Land acknowledgements included: TEKTEKSEN (Saturna Island), K'ómoks First Nation, Snuneymuxw First Nation, Xwe'etay (Lasqueti Island), Chá7elkwnech (Gambier Island), and Coast Salish People.

2. ELECTION OF CHAIR AND VICE-CHAIR

DLS Marlor called for nominations for chair of the Governance Committee.

GC-2022-001

It was Moved by Trustee Patrick and Seconded by Trustee Allen,

To nominate Trustee Middleton for chair.

Trustee Middleton agreed to stand.

DLS Marlor called 3 more times for nominations for chair.

Hearing no further nominations;

By acclamation, Trustee Middleton was declared Chair of the Governance Committee.

DLS Marlor called for nominations for vice-chair of the Governance Committee.

GC-2022-002

It was Moved by Trustee Langereis and Seconded by Trustee Peterson,

To nominate Trustee Patrick for vice-chair.

Trustee Patrick agreed to stand.

DLS Marlor called 3 more times for nominations for vice-chair.

Hearing no further nominations;

By acclamation, Trustee Patrick was declared Vice-Chair of the Governance Committee.

Chair Middleton thanked members and staff and continued with the agenda as presented.

3. AGENDA

3.1 New Items and Re-Ordering of the Agenda

Items for consideration to amend the agenda:

- Discussion on trustee orientation for the new council,
- Under 6.7, add budget implications for this year,
- Consideration of legal advice regarding Governance Report recommendations,
- Under 6.3.2, add first meeting agenda of new Trust Council and Executive Committee election process,
- Under 6.3 add 6.3.1 – Trust Council discussion of Governance Report.

3.2 Approval of Agenda

GC-2022-003

It was Moved and Seconded,

That the agenda be approved as amended.

CARRIED

4. CORRESPONDENCE

See Trustee Middleton email attached to item 6.3.2 and Trustee Stamford email attached to item 6.4.

5. ADMINISTRATIVE COORDINATION - None

5.1 Draft Minutes of Previous Meetings - None

5.2 Resolutions Without Meeting - None

5.3 Follow up Action List - None

6. BUSINESS ITEMS

6.1 Terms of Reference for the Standing Governance Committee - RFD

Chair Middleton opened discussion regarding creating a draft terms of reference for the committee.

Discussion followed:

- Re: page 5 of the agenda package, items for consideration when drafting new Policy 2.3.5 Governance Committee terms of reference (TOR),

- Focus on governance improvement, optimization, public engagement and evaluation,
- Mechanics of cooperation with others,
- Internal management, potential legislative changes,
- Requests to the province come from the Governance Committee, thoughts and recommendations passed along to new term committee,
- Review and recommendations on local trust committee (LTC) governance to LTC's,
- A definition of governance,
- Ongoing improvement means always evaluating,
- Page 11 of the agenda package item 15. (a-j) add as possible appendix for consideration,
- Addition of a communications strategy both internal and external
- To consider and implement, as required, recommendations from consultants under duties and responsibilities,
- Keeping a quarterly meeting schedule or as determined by the incoming committee; current staffing implications and budgeting for the committee,
- Regarding a Governance Committee budget - \$15, 000 discretionary funds currently available to March, consider earmarking \$20,000 for next budget's discretionary funds request to Trust Council.

GC-2022-004

It was Moved and Seconded,

Amend proposed draft new policy 2.3.5, item 1.5 to read:

The Governance Committee may contract external expertise to provide advice subject to: 1.) funding by Trust Council and, 2.) at the discretion of the committee.

CARRIED

GC-2022-005

It was Moved and Seconded,

THAT the Governance Committee recommends that staff develop a draft terms of reference for the Governance Committee, with the following elements:

1. To include in the Purpose – emphasise ongoing improvement of governance.
2. Add definition of Governance.
3. The amendments made to item 1.5 (GC-2022-004).

CARRIED

6.2 Amending of Trust Council Policy 2.3.1 Council Committee System - RFD

CAO Hotsenpiller spoke to the request for decision as presented.

The Governance Committee discussed recommending the following amendments to Policy 2.3.1:

- The inclusion of two non-voting ex-officio members to the Governance Committee 1.) the Trust Council chair 2.) an elected trustee from the Islands Trust Conservancy board,
- Election of the Governance Committee conducted in the same manner held at June Trust Council; 7 members and not limiting Executive Committee members,

- At a minimum as follows: see page 7 of the agenda package items 1-6.

GC-2022-006

It was Moved and Seconded,

THAT staff be directed to draft amendments to Trust Council Policy 2.3.1, Council Committee System, incorporating any changes to the policy recommended by the Governance Committee and that the policy be returned to the Governance Committee for subsequent referral to Trust Council for approval, as amended.

CARRIED

6.3 Governance Review Report Recommendations - Discussion

The meeting recessed for a break at 1:55 p.m. and reconvened at 2:05 p.m.

6.3.1 Referred from June Trust Council item 4.2.5 - Review and Implementation of recommendations from the Governance Review 2022 – Briefing

Governance Committee (GC) discussed next steps regarding the Islands Trust Governance Review February 2022 consultant's report received at March 2022 Trust Council (TC), item 4.2 pages 33-105 of the TC agenda package.

6.3.2 Immediate Action Item List

GC discussed the following as immediate action list items:

- Create a session outline for next Trust Council to include discussion of the consultant's report/one hour session,
- Discuss the issue of the election of the Executive Committee,
- Discuss the orientation of new term trustees,
- Review and forward revised policies as directed in items 6.1 and 6.2,
- Discuss the strategic planning process.

6.4 Role of Islands Trust Conservancy in the Islands Trust Governance Review - Discussion

Trustee Stamford, Islands Trust Conservancy Chair, recommended that requesting support or engagement from Islands Trust Conservancy, with activities going forward, that formal motions be passed so that Conservancy staff can anticipate the work and adjust accordingly.

6.5 Role of Governance Committee regarding governance review request to the Province – Discussion

At its June meeting, Trust Council requested the chair write to the Province asking for a governance review. This request was sent July 8th.

Governance Committee discussed remaining aware of Trust Council's request to the Province as a response is anticipated and what role the Governance Committee may take.

6.6 Communications - Discussion

Discussion followed that:

All terms of references, for all committees, could include how communications occur and what can be expected, i.e. Zoom and recorded meetings has made meetings transparent, how do committees respond to public’s dialogue, making a public statement regarding Trust Council’s review of the governance report.

6.7 Potential Budget Request for 2022/23 – Discussion

Discussed under item 6.1.

7. NEW BUSINESS - None

8. WORK PROGRAM - None

9. NEXT MEETING

To be determined and confirmed via resolution without meeting in conjunction with Executive Committee meeting before Trust Council.

10. CLOSED MEETING - None

11. RISE AND REPORT - None

12. ADJOURNMENT

By general consent, the meeting was adjourned at 3:05 p.m.

Lee Middleton, Chair

Certified Correct

Lori Foster, Executive Coordinator/Recorder



Resolutions Without Meetings Log

Governance Committee

Resolution Number	Action	Date
<p>2022-001</p> <p>It was Moved by Trustee Patrick and Seconded by Trustee Stamford, That the Governance Committee schedule its next business meeting, to be held electronically, on Friday, September 2, 2022, from 9 a.m. to 11 a.m.</p>	<p>Carried</p>	<p>09-Aug-2022</p>

GOVERNANCE COMMITTEE
RESOLUTION WITHOUT MEETING

RESOLUTION WITHOUT MEETING NO. GC-RWM-2022-01

The following matter is considered urgent and necessary in order for the Governance Committee to schedule its next business meeting.

Trustees were notified, via email, of the call for resolution on August 4, 2022.

Trustees were notified, via email, of the call for the vote on August 5, 2022.

It was Moved by Trustee Patrick and Seconded by Trustee Stamford,

That the Governance Committee schedule its next business meeting, to be held electronically, on Friday, September 2, 2022, from 9 a.m. to 11 a.m.

<u>TRUSTEES CONTACTED</u>	<u>DATE VOTE RECEIVED</u>	<u>VOTE</u>
1. Tahirih Rockafella	August 5, 2022	In Favour
2. Laura Patrick	August 5, 2022	In Favour
3. Kees Langereis	August 6, 2022	In Favour
4. Kate-Louise Stamford	August 6, 2022	In Favour
5. Alex Allen	August 6, 2022	In Favour
6. Lee Middleton	August 8, 2022	In Favour
7. Timothy Peterson	August 9, 2022	In Favour

TRUSTEES VOTE NOT AVAILABLE – All committee members voted as shown.

FINAL VOTE COUNT (7) IN FAVOUR (0) OPPOSED DECISION **CARRIED**

THE CHAIR DECLARED THE ABOVE RESOLUTION CARRIED PURSUANT TO SECTION 13 OF THE *ISLANDS TRUST ACT* ON August 9, 2022.

CHAIR'S SIGNATURE

RECORDER'S SIGNATURE

Follow Up Action Report

Governance Committee

Chief Administrative Officer

Activity	Responsibility	Dates	Status
<p>1 Next GC agenda:</p> <ul style="list-style-type: none"> ·Create a session outline for next Trust Council to include discussion of the consultant's report/one hour session, ·Discuss the issue of the election of the Executive Committee, ·Discuss the orientation of new term trustees, ·Review and forward revised policies as directed in items 6.1 and 6.2, ·Discuss the strategic planning process. 	Russ Hotsenpiller	Meeting: 29-Jul-2022 Target: 02-Sep-2022	Completed

Director, Legislative Services

Activity	Responsibility	Dates	Status
<p>1 Draft amendments to Trust Council Policy 2.3.1. incorporating any changes to the policy recommended by the Governance Committee and that the policy be returned to the Governance Committee for subsequent referral to Trust Council for approval, as amended (see July 29th minutes item 6.2).</p>	David Marlor	Meeting: 29-Jul-2022 Target: 02-Sep-2022	Completed

Follow Up Action Report

Governance Committee

Director, Legislative Services

Activity	Responsibility	Dates	Status
<p>2 Staff develop a draft terms of reference with the following elements:</p> <ol style="list-style-type: none"> 1. To include in the Purpose - emphasise ongoing improvement of governance. 2. Add definition of Governance. 3. The amendments made to item 1.5 (GC-2022-004). 	David Marlor	Meeting: 29-Jul-2022 Target: 02-Sep-2022	Completed

The Governance Committee met on July 29th and requested staff to recommend amendments to the Council Committee System policy and create a new Terms of Reference (TOR) policy for the Governance Committee.

Amended Policy 2.3.1 Council Committee System

Appendix 1 (attached) is an amended Policy 2.3.1 [Council Committee System]. This policy adds Governance Committee as a fourth standing Council Committee, establishes that it is comprised of seven trustees elected by Trust Council, establishes that the Chair of Trust Council and one of the two members appointed to the Islands Trust Conservancy by Trust Council are ex-officio members of the Governance Committee. The latter is to ensure the Islands Trust Conservancy is aware of the Governance Committee work. The decision on which one of the two elected members is appointed as ex-officio to the Governance Committee is left to the Chair of the Islands Trust Conservancy. The policy does not specify how Trust Council elects members and it does not need to do so. The process of running elections during committee meetings is laid out in the legislation for the election of the Trust Council Chair, Vice-Chairs and Islands Trust Conservancy membership. Islands trust commonly uses this process to elect the Chair and Vice-Chair of Council committees, and would use it to elect the members of the Governance Committee.

New Policy 2.3.5 Governance Committee Terms of Reference

Appendix 2 (attached) is a new Policy 2.3.5 [Governance Committee Terms of Reference]. Staff drafted this new policy to be consistent with the format for existing committees, and to include items requested by the Governance Committee at the last meeting. In keeping with good practice, and in keeping with the Governance Committee resolutions, a definition of "Governance" is included in the draft terms of reference. A definition of governance includes structure and direction of an organization, or expression of the policy and procedures to help the organization reach its goals and objectives. The definition included is based on information from the document "*Public Sector Governance: A Guide to the Principles of Good Practice*" by the Office of the Auditor General of British Columbia. The terms of reference also outlines the work of the committee based on the discussion and direction from the last meeting of the Governance Committee.

3 IMPLICATIONS OF RECOMMENDATION

ORGANIZATIONAL:

Staff time will need to be allocated to support the committee, including the creation of the agenda, running of the meetings, keeping of minutes and providing advice and follow-up to the committee.

FINANCIAL:

The budget for FY2023/24 will need to include the additional administrative costs of running the meetings of the Governance Committee. Additional funds may be required to support a consultant as included in the terms of reference. At present, the current budget provides for \$15,000 of discretionary funding for fiscal 2022-2023. A request for \$20,000 of funding for fiscal 2023-24 would be in line with funding provided other Council Committees.

POLICY:

Policy as amended. No further implications.

IMPLEMENTATION/COMMUNICATIONS:

Information regarding the Governance Committee will be added to the website and staff and trustee orientation materials.

FIRST NATIONS:

No implications.

OTHER:

No other implications.

4 RELEVANT POLICY(S):

2.3.1 Council Committee System

2.3.5 Governance Committee Terms of Reference

5 ATTACHMENT(S):

1. Amended Policy 2.3.1 Council Committee System

2. New policy 2.3.5 Governance Committee Terms of Reference

RESPONSE OPTIONS

Recommendation:

- 1) That Trust Council adopt an amended Policy 2.3.1 [Council Committee System] that:
 1. adds Governance Committee as a council standing committee,
 2. establishes that membership is seven members from Trust Council elected by Trust Council,
 3. establishes that the Chair of Trust Council and one of the two Trust Council elected members of the Islands Trust Conservancy are ex-officio members, and
 4. establishes that election of the Governance Committee shall occur by the March Trust Council meeting following the local government general elections.
- 2) That Trust Council adopts Policy 2.3.5 [Governance Committee Terms of Reference] that establishes the purpose and terms of reference for the Governance Committee.
- 3) That Trust Council request staff to amend Policy 2.3.2 [Regional Planning Committee Terms of Reference], Policy 2.3.3 [Financial Planning Committee Terms of Reference] and Policy 2.3.4 [Trust Programs Committee Terms of Reference] to change all references to the number of council committees from three (3) to four (4).

Alternative:

That Trust Council further amend Policy 2.3.1 and new Policy 2.3.5 and then adopt as amended.

Prepared By: David Marlor, Director, Legislative Services

Reviewed By/Date: Russ Hotsenpiller, CAO/August 29, 2022
Lori Foster, Executive coordinator/August 29, 2022



Policy:	2.3.1
Approved By:	Trust Council
Approval Date:	March 6, 1998
Amendment Date(s):	September 11, 2008; March 14, 2018; June 8, 2021; <u>September 21, 2022</u>
Policy Holder:	Chief Administrative Officer

COUNCIL COMMITTEE SYSTEM

Purpose

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

A. Definitions

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

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

B. Policy

1. Establishment and Membership

1.1 Standing Committees

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

1.1.1.1 Regional Planning

1.1.1.2 Financial Planning

1.1.1.3 Trust Programs

1.1.1.4 Governance Committee

1.1.2 ~~M~~ ~~— Standing committee membership for the Regional Planning, Financial Planning and Trust Programs committees~~ includes trustees who have been appointed by the Trust Council Chair.

1.1.3 Membership for the Governance Committee includes a maximum of seven trustees who have been elected by Trust Council. Election of the Governance Committee shall occur by the first Trust Council meeting in the calendar year following the quadrennial trustee election.

- 1.1.34 One Executive Committee member will be assigned by the Trust Council Chair to the Regional Planning Committee and the Trust Programs Committee.
- 1.1.54 The Financial Planning Committee is comprised of all members of the Executive Committee, the Chair (or designate) of the Regional Planning Committee and the Trust Programs Committee, a member chosen by the Islands Trust Conservancy Board and three (3) other local or municipal trustees.
- 1.1.65 By the second Trust Council meeting following the quadrennial trustee elections, or as required, the Chair of Trust Council will recommend ~~council committee member appointments~~ appointments to the Regional Planning, Trust Programs and Financial Planning committees for ratification by Trust Council, based on an indication of interest by trustees and on Trust Area-wide considerations.
- 1.1.76 The Trust Council Chair is an ex-officio member of the Trust Programs ~~Committee and the~~ Regional Planning ~~Committee and Governance committees~~.
- 1.1.87 One of the two Trust Council elected members of the Islands Trust Conservancy is an ex-officio member of the Governance Committee, as determined by the Chair of the Islands Trust Conservancy.

1.2 Select Committees

- 1.2.1 Select committee membership is comprised of trustees who have been elected by Trust Council.
- 1.2.2 Select committees must have terms of reference established and approved by Trust Council.
- 1.2.3 If the Trust Council Chair is not an elected member of a select committee pursuant to section 1.2.1, they or designate shall be an ex-officio member of each select committee.
- 1.2.4 The agenda for select committees should include:
- 1.2.4.1 Approval of previous meeting minutes
 - 1.2.4.2 Follow-Up Action List (FUAL)
 - 1.2.4.3 Trust Council referral items
- 1.2.5 A select committee resolution is required to expend monies from the committee's budget account assigned by Trust Council, if any.
- 1.2.6 A select committee shall refer any reporting and findings, including resource needs, to Executive Committee prior to reporting to Trust Council.

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

2. Committee Chair

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

3. Available Resources

- 3.1 Each committee, with the assistance of its management support, is responsible to conduct its activities within its assigned budget accounts.
- 3.2 A standing or select committee resolution is required to expend monies from the committee's assigned committee projects or budget account, if any.

4. Staff Support

- 4.1 Staff's primary function to a committee is to act in a support/advisory role and as such, a committee may make requests of staff.
- 4.2 It is the Chief Administrative Officer's (CAO) role to manage and direct staff support to the committees and concerns in this regard should be communicated by the Committee Chair to the CAO. Unresolved matters by the aforementioned means shall be dealt with by the Executive Committee.

5. Meetings

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

6. Agenda/Minutes Preparation

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

7. Council/Committee Relationship

- 7.1 Each standing committee shall maintain a work program - which must include:
 - 7.1.1 Items referred to the committee from Trust Council (including referral date).
 - 7.1.2 Projects, new initiatives, ideas, and issues identified by the committee.
 - 7.1.3 The top three (3) priorities/strategies that it is working on, as approved by Trust Council, and must include any of Trust Council's priorities that it has assigned.
- 7.2 Each standing committee shall review and prioritize items within its work program, each Trust Council item referred to it, and shall report to Trust Council at the next quarterly Trust Council meeting on such items.
- 7.3 Standing committees are required to submit a Highlights Report to the Executive Coordinator in time for the Trust Council agenda package preparation deadline. The Highlights Report is to be presented by the Council Committee Chair (or designate).

- 7.4 All standing committee proposals and/or recommendations to be placed on the Trust Council agenda shall be referred to the Executive Committee to be placed on the Trust Council agenda. A select committee shall refer any reporting and findings, including resource needs, to the Executive Committee to be placed on the Trust Council agenda. These must be submitted for the Executive Committee's last meeting prior to when the Trust Council agenda package is distributed to trustees.
- 7.5 The Committee Chair (or designate) may request an opportunity to directly present committee matters to the Executive Committee.
- 7.6 It is the role of the Executive Committee members of Council Committees to ensure inter-committee liaison on relevant information, referrals, status on Council priorities/strategies, and to keep the Executive Committee apprised of the Council Committee's directions and activities and vice versa.

8. Rules of Conduct/Voting

- 8.1 Trust Council Meeting Procedure Bylaw 101 governs the proceedings of committees as applicable. In cases not provided for under Bylaw 101, Robert's Rules of Order Newly Revised shall apply to the proceedings of committees.
- 8.2 The quorum of a council committee is a majority of all of its members.
- 8.3 The Executive Committee member designate on the Regional Planning Committee and Trust Programs Committee shall have the full voting privileges of a committee member.
- 8.4 The Trust Council Chair, as ex-officio member of the Regional Planning Committee, Trust Programs Committee and select committees, shall be a non-voting member and shall not be included in determining quorum of a meeting.

9. Liaison

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

10. General Role of Standing Committees

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

C. Legislated References

Trust Council Policy and Procedures Manual:

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

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

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

[Governance Committee \(GC\): Terms of Reference \(2.3.5\)](#)

Trust Council Meeting Procedure Bylaw 101

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

Attachment 1: Committee-Specific Functions

Attachment 1: COMMITTEE-SPECIFIC FUNCTIONS

<p style="text-align: center;">REGIONAL PLANNING COMMITTEE (RPC)</p> <ol style="list-style-type: none"> 1. Growth Management Tools 2. Community Planning Tools 3. Development Management Tools 4. Local Planning Service Delivery 	<p style="text-align: center;">TRUST PROGRAMS COMMITTEE (TPC)</p> <ol style="list-style-type: none"> 1. Environmental Policy 2. Research and Information Systems Program 3. Sustainable Communities Policy 4. Trust Area Program Initiatives
<p style="text-align: center;">FINANCIAL PLANNING COMMITTEE (FPC)</p> <ol style="list-style-type: none"> 1. Annual Budget 2. Long Term Financial Planning 3. Fiscal Controls 4. Annual Audit 	<p style="text-align: center;">EXECUTIVE COMMITTEE (EC)</p> <ol style="list-style-type: none"> 1. Bylaw Approval 2. Policy Agenda Coordination 3. Legislation Agenda 4. Communications Agency Liaison 5. Chief Administrative Officer Liaison 6. Trust Council Business 7. Strategic Direction
<p style="text-align: center;"><u>GOVERNANCE COMMITTEE</u></p> <ol style="list-style-type: none"> 1. <u>Governance structure and processes</u> 2. <u>Governance Best Practices</u> 3. <u>Legislative Reform1</u> 	



Policy:	2.3.5
Approved By:	Trust Council
Approval Date:	September 21, 2022
Amendment Date(s):	
Policy Holder:	Director Legislative Services

GOVERNANCE COMMITTEE TERMS OF REFERENCE

Purpose

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

A. Definitions

"Governance" means the structure and processes by which Trust Council, Executive Committee, local trust committees and council committees are directed, controlled, and held to account to achieve their goals and objectives.

"Trustee" means a "local trustee" or "municipal trustee" as defined in the *Islands Trust Act*.

B. Policy

The Governance Committee provides advice and recommendations to the Islands Trust Council and management by:

1. Initially reviewing the Islands Trust Governance Report dated March 8, 2022 and submitting a prioritized list of the recommendations in that Report to Trust Council with advice as to possible actions.
2. Identifying, evaluating and providing, on an on-going basis, advice to Trust Council on emerging governance and management issues with respect to:
 - areas of concern;
 - best practices; and
 - appropriate structures and procedures;to allow Trust Council to function most effectively.
3. Maintaining a committee work program to manage committee initiatives and providing Trust Council with quarterly updates.
4. Providing recommendations to Trust Council for legislation reform initiatives to improve Trust Council governance and management
5. Governance Committee may contract external expertise to provide advice subject to:
 - a. funding by Trust Council and
 - b. at the discretion of the committee.

The responsibilities stated apply to the following areas:

1. Trust Council Governance and Management

C. Legislated References

Policy and Procedures Manual: Council Committee System (2.3.1)

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

n/a

DRAFT



September 20, 2022
Islands Trust Council
2022 Governance Report Review Session

Background: Trust Council received the Islands Trust Governance Review, February 2022 Report at the March 2022 meeting. At that time Great Northern Management, the consultant on the project, provided an overview of their report which was followed by a question and answer session with trustees.

The Governance Committee of the Islands Trust, recognizing that trustees would want an opportunity to discuss the report and its findings, have requested that a session be scheduled for the the September 2022 Trust Council meeting.

Purpose: To provide an opportunity for trustees to discuss the 2022 Governance Review, with particular emphasis on:

1. General feedback on the content, presentation and outcomes of the Review, and
2. Particular areas of priority or focus going forward for the Governance Committee to advance on behalf of Trust Council.

Structure of session: It is proposed that the session be conducted in two parts:

- an initial 45 minute session at the Council table focused on the nature of the Review,
- a second 45 minute session, in 4 breakout sessions, focused on discussion of specific priorities/recommendations emanating from the Review, to assist the Governance Committee in its work.

Resources: Russ Hotsenpiller, CAO

TIME	TOPIC	WHO
3:30- 4:15	General discussion of the Review	Chair Senior staff facilitation
4:15 – 5:00	4 breakout sessions	

To: Executive Committee **For the Meeting of:** August 3, 2022
From: CAO **Date Prepared:** July 28, 2022
SUBJECT: 2022-2026 Trust Council Orientation Overview

PURPOSE: To review key deliverables associated with the delivery of an orientation for trustees for the 2022-2026 term.

BACKGROUND: Staff are in the process of developing and refining the orientation process for the incoming Trust Council. To that end, we have reviewed the materials from the previous orientation process as well as the schedule of training that was implemented in 2018/19. Trustee education and orientation is a governance responsibility of the Executive Committee (EC). This report is an overview of the suggested approach. It will be supplemented over the next 6 weeks into final form for EC concurrence. This allows other trustees, who have not commented yet, a chance to participate and also gives the Governance Committee an opportunity for suggestion as well.

1. Orientation in 2018: What was delivered to trustees?

- Inaugural meeting in December 2018
 - 12 sessions of approximately 1 hour each.
 - “The Big Picture
 - Trust Area Services review
 - Islands Trust Conservancy
 - Council Roundtable: What is important?
 - Administrative Services
 - Human Resources
 - Closed Sessions
 - Staying out of Trouble: Conflict, Bias, Freedom of Information (FOI)
 - Making Fair Decisions
 - Local Planning Session
 - Executive Committee (EC) candidate presentations and questions
 - Elections for EC and Islands Trust Conservancy Board
 - Associated staff/directors were the presenters for their subject area, with the Chief Administrative Officer (CAO) delivering a general information session.
- Supplemental training (8 sessions) at the January 2019 meeting.
 - Local Trust Committee (LTC) planning and meetings
 - Trust Area Services
 - Islands Trust Conservancy
 - Budget 2019-2020
 - First Nations engagement and Reconciliation
 - Strategic Planning
 - Budget amendments
 - Standards of Conduct
- EC training was held subsequent to the January meeting with an external consultant.
- 3 separate local planning sessions were held on a regional office basis that focused upon LTC meeting procedures.

- Development of a Starter Kit for each trustee that summarized all training and provided a reference guide for governance. This Starter Kit was installed on each trustee’s new computer for ease of access over the term, or made available over WebDAV.

2. What worked?

- Comprehensive: the material was appropriate and comprehensive, covering the broad areas of responsibility for local officials and trustees.
- Preparation for budgeting was effective given the narrow timeline.
- Feedback was generally positive from trustees on presentations and quality of information.
- The Starter Kit was initially a success.

3. What didn’t work?

- Trustees indicated that it was too much information at once, hard to digest all of the material and difficult to sit in session for extended periods. There was not enough time to get to know other trustees.
- Subsequently, a number of trustees, though understanding the material, did not abide by the orientation materials in conducting their work over the term calling into question the effectiveness of orientation training.
- The Governance Report of 2022 claimed that most trustees do not remember getting orientation or training for their roles, so as a consequence, the training was not effective.

4. New and key elements of upcoming Orientation

Given the previous orientation and lessons learned, as well as comments from current trustees, it is proposed that the approach for the upcoming term will include the following:

- **Update the Starter Kits:** Reimagine the starter kits to refresh and excite trustees, include acronyms that are used at the Trust, discussion of strategic planning and integration with work planning, e.g. What is a project charter and how to use effectively, First Nations update, and dealing with the public. Final copies will be provided electronically and in binder form.
- To lighten the number of sessions and ‘time at the table’ we will **develop a series of webinar sessions on specific topics**, focused upon land use planning and local trust committee meeting management. Trustees will attend these sessions outside the Trust Council meetings in November and December.
- We will attempt to create **more time for discussion** and issue identification at the two initial Trust Council meetings.
- The use of more examples in training.
- Development of a **“Rookie Class”** to introduce common/basic concepts to new trustees. To be delivered electronically.
- A more limited, but more in depth, group of live sessions to focus on:

A. Governance: what are our expectations of each other?

- *Attendance at Trust Council*
- *Preparing for Trust Council*
- *Participation on one of the Trust’s Standing Committees*
- *A minimum number of LTC Meetings*
- *Preparing for LTC Meetings*
- *A minimum number of “office/public hours” for constituents*
- *Dealing with correspondence*

- *How to get the most out of a meeting?*

B. Governance/staff relations:

- *How to work with staff*
- *How to deal with staff in public?*
- *What if things go wrong?*
- *Who does what?*

C. First Nations and Reconciliation: Review of Islands Trust Reconciliation Declaration, discussion on how to adapt work to better include First Nation interests, protocol agreements and protocols. This session to be delivered by external contractor, Elder or knowledge holder with staff support.

D. Council Committee System, Trust Area Services

E. Decision making, voting and meeting best practices

F. Conflict of interest, Freedom of Information, Confidentiality

G. Inclusion and Diversity

H. Budget and Finance

Schedule

There are two Trust Council meetings (scheduled in November and December) to provide trustee orientation. It is proposed that the first meeting is necessarily about big picture processes, collegiality, the protocol of office, taking of the oath and elections. The second session in December will have a more detailed approach and of course a focus upon the budget process and outcomes for March 2023.

ATTACHMENT(S):

1. 2018 & 2019 Schedule of Orientation

FOLLOW-UP: Update at next Executive Committee meeting.

Prepared By: R Hotsenpiller


Reviewed By/Date:

Islands Trust Council Meeting Schedule

November 6 – 8, 2018

Attachment 1. 2018 Orientation Schedule

Location: Parkside Hotel and Spa, 810 Humboldt Street, Victoria BC

TUESDAY, NOVEMBER 6		WEDNESDAY, NOVEMBER 7		THURSDAY NOVEMBER 8	
		7:30	BREAKFAST Location: City Club Lounge 8 th Floor Tower B	7:30	BREAKFAST Location: City Club Lounge 8 th Floor Tower B
		8:30	Chair's Welcome Remarks and Introductions Location: The Urban Ball Room - Main Floor	8:30	Budgeting The Urban Ball Room - Main Floor
		9:00	The Big Picture: An Overview of the Islands Trust	9:00	Local Planning Services Session Meeting procedures review, policy statement brief
1:00	VICTORIA OFFICE OPEN HOUSE Location: Suite 200 1627 Fort Street (2 nd floor)	10:00	BREAK	10:00	BREAK
Trustees pick up personalized computer and attend orientation session ½ hour drop in sessions (9 person capacity): <ul style="list-style-type: none"> • 1:30 – 2:00 • 2:30 – 3:00 • 3:30 – 4:00 		10:15	Notice of Elections & Intent For Executive Committee & Islands Trust Conservancy	10:15	Elections Executive Committee and Islands Trust Conservancy
		10:45	Governance and Getting Things Done	11:00	Business Decision Items
5:00	SONGHEES NATION ADDRESS	12:00	LUNCH Location: City Club Lounge 8 th Floor Tower B	12:00	LUNCH Location: City Club Lounge 8 th Floor Tower B
Location: Urban Ball Room – Main Floor Parkside Hotel & Spa, 810 Humboldt Street		1:15	Council Roundtable – What's Important	1:00	Town Hall Location: Urban Ball Room – Main Floor
5:30	SWEARING IN CEREMONY FOR TRUSTEES Location: Urban Ball Room – Main Floor	3:15	BREAK	1:30	ADJOURNMENT
6:00	Reception and Photos Location: Urban Ball Room – Main Floor	3:30	Trustee Questions & Answers	1:45	Executive Committee Meeting Location: Executive Boardroom Mezzanine Tower A
Trust Council group photo and individual photos for website - Refreshments and appetizers		4:00	Candidate Presentations and Questions from Trustees For Executive Committee and Islands Trust Conservancy		
		5:00	ADJOURNMENT		



Islands Trust Council Meeting Schedule Attachment 1. 2019 Orientation Schedule January 15 – 16, 2019

Location: Bastion Coast Hotel – Ballroom Lobby Level
11 Bastion Street, Nanaimo

Tuesday, January 15		Wednesday, January 16	
7:30	Breakfast	7:30	Breakfast
8:30	Executive Committee Meeting	8:30	Strategic Planning Session
9:00	Chair's Welcome		
9:15	Local Planning Services Session		
10:15	Break	10:00	Break
10:30	Trust Area Services Session	10:15	continued
11:30	Islands Trust Conservancy Session	11:00	Budget Amendments
		11:55	Staff Awards
12:30	Lunch	12:00	Lunch
1:30	Budget 2019-2020 Session	1:00	Business Decision Items and Town Hall
		2:00	Closed Meeting
3:00	Break	3:00	Break
3:15	Standards of Conduct / Conflict of Interest / Freedom of Information Session	3:15	Local Trust Committee Review Session
4:00	First Nations Session		
5:30	Adjournment	5:00	Adjournment



BRIEFING

To: Governance Committee **For the Meeting of:** September 2, 2022
From: Trust Programs Committee **Date Prepared:** August 26, 2022
SUBJECT: Trust Programs Committee Follow-up Action List item Referred to Governance Committee

PURPOSE: Inform the Governance Committee (GC) of a follow-up action list (FUAL) item referred from Trust Programs Committee (TPC) to GC.

BACKGROUND: At its August 26th, 2022 business meeting, TPC passed the following resolution:

“That Trust Programs Committee remove item #1 from February 5, 2021 on the FUAL and refer it to the Governance Committee.”

The FUAL item, as presented in the [August 26th TPC agenda package](#) (page 19, see 05-Feb-2021, Activity 1) is:

Discuss with the province and report to Trust Council on a process to identify potential governance and/or operational change that could be adopted in order to improve the delivery and integration of all the types of services that are delivered to the Islands Trust Area.

The FUAL item originated from a resolution passed by Trust Council in December 2017, as part of a suite of resolutions that resulted from a Trust Council discussion on the impacts on the Islands Trust organization, trustees and staff of Salt Spring Island voting against incorporation.

The resolution was on the Executive Committee FUAL until December 16, 2020 when, by general consent, it put it on hold pending review by Trust Programs Committee. It has been on the TPC FUAL since then. In January 2019, TPC received a summary of a working group review of TPC Service Integration research in 2017-2018 but no further work was initiated in the 2018-2022 term.

Staff recommend that no further action be taken with regard to this 2017 resolution. Since the creation of the secretariat service program the number of concerns brought to staff concerning the integration of services has diminished. Trust Programs Committee has the Crown land agreements project on its progress list which is intended to address coordination with the Province concerning Crown lands. The Governance Committee is now in place to consider and address potential governance improvements.

ATTACHMENT(S): None

FOLLOW-UP: As directed by the Governance Committee.

Prepared By: Executive Coordinator

Reviewed By/Date: Clare Frater, Director, Trust Area Services August 31, 2022
