

Governance Committee Agenda

Date: Thursday, January 19, 2023
 Time: 10:00 am - 2:00 pm
 Location: Electronic Zoom Meeting

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	As determined.	
14.	CLOSED MEETING	
	If desired:	
	That the meeting be closed to the public in accordance with the Community Charter, Part 4, Division 3, s.90, (quote the pertinent section here, for example, (1)(a) personal information about...) and that the recorder and staff [attend/not attend] the meeting.	
15.	RISE AND REPORT	
	If requested	
16.	ADJOURNMENT	
	*Approximate time is provided for the convenience of the public only and is subject to change without notice.	

DATE OF MEETING: January 19, 2023
 TO: Governance Committee
 FROM: CAO
 SUBJECT: **Procedure for Election of Chair/Vice-Chair of Governance Committee**

1. ELECTION OF CHAIR

The first order of business is to elect the Chair of the Governance Committee. A few points to note about these elections:

- a) nominations must be moved and seconded by someone other than the nominee;
- b) each nominee will be asked to indicate their willingness to stand as a candidate once nominated;
- c) voting is by secret ballot (vote) and proxy voting is not permitted;
- d) following the count of votes the name of the successful candidate will be announced, **but vote counts won't be announced;**
- e) in the case of a tie vote on the first ballot, a further vote will be held with only the names of the tied candidates on the ballot;
- f) if the second ballot results in a further tie, staff will select a candidate by lot;

❖ **Acclamation:** if there is only one nomination the Chair is elected by acclamation.

❖ Election:	If there is more than one nomination, trustees are asked to vote by Survey Monkey. Verbal Instructions will be provided.
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The votes will be counted by staff and the result will be announced by the presiding officer.

2. ELECTION OF VICE-CHAIR

The same process is followed as above.



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. The 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 area:

- 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



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; September 21, 2022
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.

B. Policy

1. Establishment and Membership

1.1 Standing Committees

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

1.1.1.1 Regional Planning

1.1.1.2 Financial Planning

1.1.1.3 Trust Programs

1.1.1.4 Governance

1.1.2 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 The Governance Committee consists of seven members of Trust Council who have been elected by Trust Council. Election of the Governance Committee shall occur by the March Trust Council meeting in the calendar year following the quadrennial trustee election.

- 1.1.4 One Executive Committee member will be assigned by the Trust Council Chair to the Regional Planning Committee and the Trust Programs Committee.
- 1.1.4 The Financial Planning Committee is comprised of all members of the Executive Committee, the Chair (or designate) of the Regional Planning Committee and the Trust Programs Committee, a member chosen by the Islands Trust Conservancy Board and three (3) other local or municipal trustees.
- 1.1.5 By the second Trust Council meeting following the quadrennial trustee elections, or as required, the Chair of Trust Council will recommend 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.
- 1.1.6 The Trust Council Chair is an ex-officio member of the Trust Programs, Regional Planning, and Governance committees.
- 1.1.7 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

REGIONAL PLANNING COMMITTEE (RPC) 1. Growth Management Tools 2. Community Planning Tools 3. Development Management Tools 4. Local Planning Service Delivery	TRUST PROGRAMS COMMITTEE (TPC) 1. Environmental Policy 2. Research and Information Systems Program 3. Sustainable Communities Policy 4. Trust Area Program Initiatives
FINANCIAL PLANNING COMMITTEE (FPC) 1. Annual Budget 2. Long Term Financial Planning 3. Fiscal Controls 4. Annual Audit	EXECUTIVE COMMITTEE (EC) 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
GOVERNANCE COMMITTEE (GC) 1. Governance structure and processes 2. Governance Best Practices 3. Legislative Reform	

BRIEFING

To:	Governance Committee	For the Meeting of:	January 19, 2023
From:	CAO	Date Prepared:	January 13, 2023
SUBJECT:	Summary of 2018-2022 Trust Council Governance Priorities Workshop		

PURPOSE: To provide the incoming Governance Committee a summary of the discussions that took place at September 2022 Trust Council meeting regarding governance priorities.

BACKGROUND: On Wednesday, September 21, 2022, at the final Council meeting of the previous term, Trust Council undertook a Governance Report Review Session in order to discuss specific recommendations from the Governance Review Report and to define priorities in support of the incoming Trust Council/Governance Committee. Trust Council was asked a series of questions and then proceeded to move to breakout rooms for more focused discussions.

The questions were:

1. What are your priority recommendations from the Governance Report that you wish the Governance Committee to focus upon?
2. What recommendations do you consider are achievable for the Islands Trust?
3. What is not achievable in your view?
4. In terms of implementation, what further information or study is required for any of the recommendations?

The summary notes from each of those sessions are attached as an appendix to this briefing. Generally, while there was good conversations, staff review of the session notes indicates that there was varied opinion on the Review and the specific priority actions. Staff offer the following identification of common themes; however, the Committee may draw its own conclusions:

1. Create more time for Trustees to get to know and evaluate trustees running for the Executive Committee;
2. That a new/more functional Committee system be adopted at the Islands Trust;
3. Determination of a common understanding of the mandate of the Islands Trust;
4. Realign the agenda and meeting process to allow for more deliberation at Council/Committees.
5. Developing relationships/engagement/consultation mechanisms with First Nations.

Trust Council then returned to the plenary session and gave verbal summaries of each of the break out discussions. At the end of the meeting, no motions were made or direction given for specific priorities.

This information is provided to the Governance Committee to provide context and assist in its priority setting for the 2022-2026 term.

ATTACHMENT(S):

Rough breakout session notes, Wednesday, September 21, 2022

- A. Breakout Room #1**
- B. Breakout Room #2**
- C. Breakout Room #3**
- D. Breakout Room #4**

FOLLOW-UP: as directed.

**Prepared By: R Hotsenpiller
 L Foster**

Reviewed By/Date: January 13, 2023

Rough Notes from Breakout Room #1**Breakout Room #1 Recording - scroll to 7:03:04**

1. What are your priority recommendations from the Governance Report that you wish the Governance Committee to focus upon?
 - Focus one election of Executive Committee (EC) upon the start of the new session. And fix the formation of the Finance committee as an independent chair, not a member of council.
 - Executive Committee is good on the Finance Committee and does not agree with an outsider as Financial Planning Committee chair.
 - Fixing the election of EC is an amendment of the Act. Comprehensive review of the committee system, is this the best practice? Recommendation of training is good. Recommendation of communications function.
 - More empowerment of the LTC's, tools like mapping, First Nations relationship building.
 - The election of the Executive is something that needs to be figured out. For FPC as to why the EC should or should not be involved. FPC should be all the trustees who are not on anything else, which moves to EC and then to Trust Council (TC).
 - Does not like EC being in the FPC committee. Look at strategic planning and expanding Trust Council membership to include First Nations representation.
2. What recommendations do you consider are achievable for the Islands Trust?
 - Communications, engagement and government relationships must be achievable.
 - The mandate of the trust was not fully agreed upon, the object of the trust not fully aligned.
 - Most recommendations are achievable but may need help from the Province.
3. What is not achievable in your view?
 - Need to meaningfully put things in an order that makes sense, if there is the will. I would not take anything off the table. Prioritize recommendations.

Is there anything the Governance Report missed?

First Nation issues are complex and legalistic. Going to be difficult for us to come up with clarity to nail down policy.

Relationship building with First Nations. Updating all OCP and bylaws with First Nations input is daunting.

Appendix A of Governance report has not been discussed that much, and the bulk of work of the review.

Salt Spring Island LTA has the most population with only two seats at the Council table.

4. In terms of implementation, what further information or study is required for any of the recommendations?
 - Adjunct is cost/budget.
 - First Nations work is incredibly complicated with legal issues.

- Changing the committee structure.
- More work regarding about public engagements, WOSK centre.
- The introduction of trustees post election, it would be smart to have a gathering of trustees to get to know each other.

Rough Notes from Breakout Room #2**Breakout Room #2 Recording**

1. What are your priority recommendations from the Governance Report that you wish the Governance Committee to focus upon?
 - Focus on carrying capacity (sustaining ecosystem health) of the islands
 - What are the constraints beyond which more development is not possible?
 - ITC ecosystem integrity threshold graph might inform
 - #3 recommendation re committee membership, how many, regional balance, and trustee interest
 - Is this achievable?
 - How to assess?
 - Assess if Trust Council should have topic-specific committees and budget/new staff position implications
 - Assess if Trust Council should have a secretariat function
 - #11 Develop an integrated corporate plan that incorporates budget planning process and Trust Council performance metrics (within our authority)
 - Provide more opportunity for Trust Council to have discussions/more in-person meetings
2. What recommendations do you consider are achievable for the Islands Trust?
 - Rotating First Nations representative on Trust Council
 - More focused advocacy and aligned, increased communications effort; advocacy as public affairs – more elected to elected contact, more measurement of effectiveness, more campaign focused, aligning advocacy with a corporate plan
 - Develop an integrated corporate plan that incorporates budget planning process and Trust Council performance metrics (within our authority)
 - Provide more opportunity for Trust Council to have discussions/more in-person meetings
3. What is not achievable in your view?
 - Immediate change to Executive Committee elections
4. In terms of implementation what further information or study is required for any of the recommendations?
 - Provincial representative on Trust Council – implications and option
 - Legislative change re Executive Committee elections – implication and options, consideration of elections part-way through the term
 - How to fill the 'leadership void and build consensus? Would the secretariat function be assistive?

Rough Notes from Breakout Room #3

Due to technical difficulties, the recording was unavailable.

1. What are your priority recommendations from the Governance Report that you wish the Governance Committee to focus upon?
 - Good things but disjointed scattered no back-up. Report wanting. Some good recommendations. Not impressed with report generally.
 - Election of Executive Committee (EC) - Be a day prior to election of EC with guided discussion where those running could talk about themselves and give an overview of their position. Last time that opportunity was not there so caused fragmented group.
 - Thinks it was the group of trustees this time rather than the process. Trust Council too many special interest groups, advocacy and other agencies. Trust Council needs to focus and get back on track. Does not think waiting to elect EC will work to make more cohesion.
 - Interim EC or have them change in the middle.
 - Do not delay EC election and do not change since it messes up LTC's.
 - People who go on EC give up their jobs so do not want such a limited term. In addition, Chairs are invested in LTC so best to stay stable.
 - Wants stable Chairs for EC's.
2. What recommendations do you consider are achievable for the Islands Trust?
 - Review committee structure (done last term).
 - Trust Council too cumbersome because too many people. Too many voices, too many conversations
 - Would committee be reference group for the Province? Or would it go to full TC?
 - Governance Committee can only give advice.
 - GC would play similar role as TPC on Policy Statement, GC is structure of conversation and how TC does their work.
 - GC role should take 40 governing policies, understand them and identify tension points and have discussions about what would be better way to do things. Or bring to TC for discussion. See if things can be done differently.
 - See how well TC functions. May have good suggestions. Everyone could have chance to reflect at each TC.
 - EC should divide duties more rather than leave everything on the Chair. Too much for Chair. Liaising with province, dealing with trustees, signing correspondence, etc. could be spread among chairs.
 - Chair of TC should not Chair any other LTC's. Leaves more focus for TC issues.
 - There should be fourth Vice-Chair. Governance should look at that. Chair of TC could be shared role.
 - Look at make up of EC committee.
 - GC may restructure and have different members over the course of the term so all have experience, and TPC as well.
 - All trustees should serve on committees
 - Joining committees provides more depth of knowledge. Should not assume Chair of TPC also sits on FPC.

- FPC could also rotate. Other voices important including outside voices to give more perspective. Could verify GC's track or advise if off track.
 - Outgoing trustees could be good mentors to new trustees. Buddy system if interested or willing.
3. What is not achievable in your view?
- Trustees should be warned of committee obligations. Also, preschedule committees so trustees can choose based on which day the committee sits.
 - So much more workload at TC now. Trustees should be warned.
4. In terms of implementation, what further information or study is required for any of the recommendations?
- Too much paperwork. Need short and to the point reports to trustees.
 - 500 page agenda package too much. Post attachments somewhere public and accessible but do not attach. Too many reports at TC.
 - Long drawn out conversations should be limited. Those conversations should be done ahead of time. In addition, in depth with too much detailed conversation. Reports should be boiled down.

Rough Notes from Breakout Room #4Breakout Room #4 Recording

Is the structure was sufficient and if the regional district model is still the appropriate model to deliver services. Spoke to the province using the regional district model when creating the Islands Trust and how it differs from other places with similar governance such as the Niagara Escarpment.

The need for an Executive Committee at the start of the term and noted Recommendations 6 & 7 are important. Trustees creating a consensus about their understanding of the mandate will be difficult to achieve and is maybe not desirable but there has to be a way to move forward items with that disagreement. First Nations representation is worth considering but wonders if the population is ready for it. Priority 12 is needed to be added to the advocacy. Trustee compensation is not adequate to allow for diverse representation on the trust. Synergies between the Conservancy and the Trust should be improved.

The organization is hampered by the vagueness of the mandate. The report wavered between governance and management and made it difficult to address.

Get the trustees on the same page as to the mandate and felt that in his first term it was shared but that wasn't the case this term. Is the organization ecologically or anthropologically orientated? Would like advocacy to continue within the organization. Is proud of the work that took place in advocacy this term. Recommendation 13 is important to ensure efficiency of tax dollar spending. Recommendation 14 would be good to do.

Recommendation 2 was relevant and useful and that structural changes could be considered in line with Recommendation 3. There should be opportunities for ongoing learning by the Trustees. Still doesn't understand the recommendation for a secretary. Should lobby and work with the provincial government to increase First Nation representation at the Trust.

The Conservancy should be the umbrella organization and the Council should just address planning. Building capacity of the Conservancy would possibly create the ability to have their staff do more work for the Council.

The Conservancy is politically light.

Politics need to be removed from land use planning. Why the Conservancy didn't play a larger roll in developing the Policy Statement.

So many things in the report are being worked on although the term has been challenging. Concurred that First Nation integration and the roll of the secretary are difficult to address.

Have a firm consensus on the mandate achieved. Feels a redefinition of the roll of the chair could be attainable as the responsibilities are great.

There was consensus that the Chair of the Trust should not be elected by the public at large. It was noted it was a job not a special roll.

Updating and maintaining the policy statement and polices moving forward will be helpful and is achievable. Noted that increasing the roll of the Director of Legislative Services to provide Roberts Rules of Order assistance during the meetings to ensure order.

Why a secretary was still necessary. Noted the election of the Executive was difficult when he started as a trustee and improvements could be made but understands it is still necessary.



Governance Committee

Minutes of Meeting

Date: September 2, 2022
Location: Electronic meeting, Public venue
Islands Trust
200-1627 Fort Street
Victoria, BC V8R 1H8

Members Present: Alex Allen, Hornby Island Trustee
Kees Langereis, Gabriola Island Trustee
Lee Middleton, Saturna Island Trustee, Chair
Laura Patrick, Salt Spring Island Trustee, Vice-Chair
Timothy Peterson, Lasqueti Island Trustee
Tahirih Rockafella, Galiano Island Trustee (regrets)
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: Between 1-2 attendees were present electronically

1. CALL TO ORDER / LAND ACKNOWLEDGEMENT

Chair Middleton called the meeting to order at 9:01 a.m. and, with gratitude, acknowledged the meeting was being held on Coast Salish First Nations traditional and treaty territories.

2. AGENDA

2.1 New Items and Re-Ordering of the Agenda

Add to the agenda:

Item 8.3 Trust Programs Committee Follow-up Action List item referred to Governance Committee (GC) (Late item circulated by email September 1, 2022 to GC)

Item 8.4 Governance Committee Chair letter to next term's committee

2.2 Approval of Agenda

By general consent, the agenda was adopted as amended.

2.3 Agenda Context Notes

Provided for information as indicated for items 7.1, 7.2, 8.1, 8.2, and 11.

3. **RISE AND REPORT FROM PREVIOUSLY CLOSED MEETING** - None

4. **PUBLIC COMMENT PERIOD**

Addressed after item 7.1.

5. **CORRESPONDENCE** - None

6. **ADMINISTRATIVE COORDINATION**

6.1 **July 29, 2022 draft minutes**

By general consent, the minutes were adopted as presented.

6.2 **Resolutions Without Meeting**

Report received for information re: GC-RWM-001.

6.3 **Follow up Action List**

Received for information.

7. **TRUST COUNCIL MEETING PREPARATION**

7.1 **Policy Amendments to Support Governance Committee - RFD**

The Governance Committee discussed the Policies as presented, for recommendation to Trust Council's September meeting.

Comments followed on Policy 2.3.1 Council Committee System Recommendation 1. as presented in the request for decision.

GC-2022-007

It was Moved and Seconded,

That Governance Committee request Recommendation 1. in the request for decision to Trust Council (Policy Amendments to Support Governance Committee - RFD) read as follows:

"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 **March** Trust Council meeting following the local government general elections."*

and;

That the Policy 2.3.1 as attached to the request for decision, be amended accordingly per bullet 4.

CARRIED

By general consent, the Governance Committee re-addressed item 4. as there were technical issues admitting public attendees to the electronic meeting.

4. PUBLIC COMMENT PERIOD

Michael Sketch, North Pender – commented on third party effectiveness, committees project work, the heart of accountable governance and requested that meeting minutes provide more detail including who said what.

7.1 Policy Amendments to Support Governance Committee - RFD

Discussion ensued on the draft Terms of Reference Policy 2.3.5 as presented for forwarding to Trust Council.

GC-2022-008

It was Moved and Seconded,

That the Governance Committee amend draft policy 2.3.5 by adding to the end of the first sentence the words “while maintaining the highest levels of public trust, transparency and confidence”.

DEFEATED

GC-2022-009

It was Moved and Seconded,

The Governance Committee requests staff forward the Policy Amendments to Support Governance Committee - RFD, as amended (by GC-2022-007) to, Trust Council’s September meeting.

CARRIED

7.2 Islands Trust Council 2022 Governance Report Review - DRAFT session outline

The Governance Committee discussed the session outline as presented regarding the following:

- Adding time for reporting out from the breakout room sessions.
- Offering questions to provide a framework during the breakout session including i) Priority recommendations for the Governance Committee to work on. ii) What is achievable/not achievable iii) what further information is needed for any of the recommendations – what is missing.
- Have enough time for the session to be held.

CAO Hotsenpiller will amend the session outline as discussed.

8. BUSINESS

8.1 The Orientation Program for the New Trust Council - Discussion

The Governance Committee discussed the following points regarding orientation of the new term Trust Council:

- Providing resources on how to be a functional trustee,
- Introduction to Robert’s Rules of Order, crafting of motions, bringing in a consultant,

- References to Code of Conduct, accountability, annually revisiting core concepts.

8.2 Strategic Planning Processes - Discussion

The Governance Committee discussed the following points regarding the process creating a strategic plan:

- Using a retreat format devoted to strategic planning,
- What strategic items are doable given resources, staffing, budget,
- Nesting the strategic plan in to a larger corporate plan,
- Challenges bringing 26 trustees together,
- Invest in outside expertise to facilitate complex conversations.

8.3 Trust Programs Committee Follow-up Action List item Referred to Governance Committee – Briefing

GC-2022-010

It was Moved and Seconded,

That item 8.3 “Trust Programs Committee Follow-up Action List item Referred to Governance Committee – Briefing” be deferred to the next Governance Committee meeting.

CARRIED

8.4 Governance Committee Chair letter to next term’s committee

The Governance Committee discussed the Chair writing a letter to the next term’s committee as a good idea; however this is such a new committee, if time allows could be considered.

9. BUSINESS – NEW

None

10. WORK PROGRAM

The development of a top priorities and projects program would be work of the next Governance Committee.

11. NEXT MEETING

To be determined by next term’s Governance Committee.

12. CLOSED MEETING (scheduled)

At 11:00 a.m., the meeting was closed to the public.

GC-2022-011

It was Moved and Seconded,

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.

CARRIED

At 11:12 a.m., the meeting was reopened to the public.

Chair Middleton noted there was nothing to rise and report from the September 2, 2022 closed session.

13. ADJOURNMENT

GC-2022-012

It was Moved and Seconded,

That the meeting be adjourned at 11:13 a.m.

CARRIED

Lee Middleton, Chair

Certified Correct

Lori Foster, Executive Coordinator/Recorder

Follow Up Action Report

Governance Committee

Chief Administrative Officer

Activity	Responsibility	Dates	Status
1 That item 8.3 "Trust Programs Committee Follow-up Action List item Referred to Governance Committee - Briefing" be deferred to the next Governance Committee meeting.	Russ Hotsenpiller	Meeting: 02-Sep-2022 Target: 19-Jan-2023	Completed
2 Executive Committee referred October 5th agenda items: Trustee Busheikin email dated September 26, 2022, and Minister Cullen September 23rd, 2022 correspondence to next Governance Committee meeting.	Russ Hotsenpiller	Meeting: 05-Oct-2022 Target: 19-Jan-2023	Completed
3 Provide briefing to new Governance Committee on Trust Council's September 2022 breakout session review of the consultant's February 2022 Governance Report.	Russ Hotsenpiller	Meeting: 02-Sep-2022 Target: 19-Jan-2023	Completed

Director Legislative Services

Activity	Responsibility	Dates	Status
1 Amend Policy 2.3.1 request for decision as directed by resolution (GC-2022-007) and forward to Trust Council as amended.	David Marlor	Meeting: 02-Sep-2022 Target: 20-Sep-2022	Completed

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

From: Joe Bernardo

Sent: January 6, 2023 2:44 PM

To: Russ Hotsenpiller; David Marlor; Jamie Harris; Judith Gedy; Kate-Louise Stamford; Laura Patrick; Lee Middleton; Lori Foster; Peter Luckham; Stefan Cermak; Timothy Peterson

Subject: Re: Upcoming Governance Committee meeting

Hi Russ,

Subject to other people's comments, I suggest the agenda set aside a good amount of time for the members to discuss:

- How should we structure our meetings to ensure they are genuinely productive? Unlike other committee meetings, our purpose won't be to manage existing processes but rather to put them under intense scrutiny and brainstorm ideas on how to fix what isn't working. To do that, we need a meeting structure that gives people maximum room to freely and openly share opinions/suggestions and brainstorm ideas.
- What should be our immediate working priorities? The committee's remit is very wide, as was the scope of the governance report that will frame many of our deliberations. The number of difficult governance issues we've been tasked with addressing is, frankly, daunting. We need a strategy or work plan that identifies our specific deliverables and their order of priority. Or, at the very least, we need to decide where to start.

Thanks,
Joe

From: Laura Busheikin <lbusheikin@islandstrust.bc.ca>
Sent: Monday, September 26, 2022 3:51 PM
To: Russ Hotsenpiller <rhotsenpiller@islandstrust.bc.ca>; Peter Luckham <pluckham@islandstrust.bc.ca>; John Mather <lmather8@gmail.com>; David Marlor <dmarlor@islandstrust.bc.ca>; Lori Foster <lfoster@islandstrust.bc.ca>
Subject: a task for the governance committee

Dear Governance Committee, Chair Luckham, CAO Hotsenpiller, and Director of Legislative Services Marlor,

I am writing to urge that action be taken to better support the Trust Council Chair and trustees in ensuring meetings are conducted in a collegial, respectful, and fair way that adheres to Council policies and Roberts Rules of Order. This is in line with recommendations in the Governance Report, in particular the proposed Trust Council Secretary position. I am not in support of creating a new position, but perhaps there is an enhanced role for the Director of Legislative Services.

This letter is partly prompted by my confusion and disappointment around the handling of Trustee Middleton's motion, introduced after we emerged from the In Camera session. After he attempted to introduce the motion, the Chair asked the Director of Legislative Services for advice on procedure. The DLS explained clearly that the proper procedure was to introduce this under the New Business agenda heading.

Yet in response to a strongly worded comment from Trustee Middleton, in which he accused the Chair of being "obstructionist," the Chair made the decision to allow debate and voting on the motion.

Meanwhile, when I was ruled out of order during the In Camera session, I responded collegially and did not press the matter. It was suggested to me that I raise my issue under New Business as part of the open meeting. The resulting extra time gave me a change to remember our practice of only introducing new business if it is urgent.

I concluded that my item did not meet that criteria, and decided not to introduce it at this Trust Council meeting. I note that Trustee Middleton's item also did not meet that criteria.

The resulting optics are troublesome—it may appear that squeaky wheels get grease, especially if they squeak aggressively, that those who are collegial and respect procedure lose out, that there is some kind of bias at play (favouritism towards an island or region, gender, friendship, perception of influence, political leanings, etc), or any other number of undesirable explanations.

My goal is not to specifically critique Chair Luckham, as he mostly does an admirable job. I do wish he had listened to the DLS' advice, as that would have demonstrated to all present that following Roberts Rules of Order and Trust Council Policies is not at all "obstructionist," but rather is essential for fairness and transparency, and is a core part of any chair's job.

After the meeting, I looked up the Trust Council Meeting Procedures Bylaw. Here is the relevant excerpt:

Addition of Agenda Items 5.7

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

If we had slowed down long enough for the DLS to find and cite this policy, I think the outcome (in terms of process) would have been better.

Also, I experienced Trustee Middleton's language and tone as confrontational to the chair, and dismissive of the value of procedural fairness. Much has been said about the lack of collegiality and respect this term. As long as it is allowed (and even seen to be rewarded) at the Council table, this problem will continue.

I ask that the governance committee not delay in creating structural changes to better support the Chair and trustees in these tough moments, and ideally to help Council avoid these sorts of moments altogether.

One option could be to create a policy that gives the DLS a bigger role during meetings, such that it is their duty to remind the Chair and Council of relevant procedural Trust Council Policy and Roberts Rules of Order when the meeting threatens to veer away from them, and it is understood the Chair will follow this advice unless there is an urgent, compelling, and transparent reason why not.

There are undoubtedly numerous other strategies to improve Council's procedural function and promote a more collaborative approach, and I am encouraged to know there is a governance committee taking this on.

Respectfully,

Trustee Laura Busheikin



September 23, 2022

Ref: 270776

Peter Luckham, Chair
Islands Trust
200-1627 Fort St
Victoria BC V8R 1H8

Dear Chair Luckham:

Thank you for your letter of July 8, 2022, requesting a recommendation to the Lieutenant Governor in Council to undertake a provincial review of the Islands Trust mandate, governance and structure. The Ministry of Municipal Affairs has responsibility for the *Islands Trust Act* and would be responsible for policy work to support any review that may be undertaken. I appreciate that there are a number of challenges facing the Islands Trust that you have identified in your letter.

The recent governance and management review undertaken by the Islands Trust has highlighted a number of actions the Islands Trust can take within its existing authorities to address some of the emerging concerns and pressures, and I encourage you to look at these opportunities. In addition, with local elections being held on October 15, 2022, the ministry wants to understand the perspectives and opinions that the newly elected Trust Council has on the requested review.

I look forward to learning of the measures being taken by the Trust in response to the governance and management review and in relation to the broader issues that are raised in the context of this request for a review of the Islands Trust governance, mandate and opportunities for alignment with the principles of the Declaration Act.

Thank you again for writing.

Sincerely,

Nathan Cullen
Minister