



Governance Committee Minutes of a Regular Meeting

Date: January 29, 2025
Location: Electronic Meeting

Members Present: Judith Gedy, Chair/Bowen Island Municipal Trustee
Jamie Harris, Vice-Chair/Salt Spring Trustee
Joe Bernardo, Gambier Trustee
Lee Middleton, Saturna Trustee
Laura Patrick, Salt Spring Trustee
Timothy Peterson, Lasqueti Trustee
Kate-Louise Stamford, Gambier Trustee
Peter Luckham, Chair, Islands Trust Council (ex-officio)

Member Regrets: Lisa Gauvreau, Chair, Islands Trust Conservancy (ex-officio)

Staff Present: Rueben Bronee, Chief Administrative Officer (CAO)
David Marlor, Director, Legislative and Information Services
Julia Mobbs, Director, Administrative Services
Robert Barlow, Legislative Services Clerk/Recorder

Members of the Public: One member of the public was present

1. CALL TO ORDER

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

2. AGENDA

2.1 New Items and Re-Ordering of the Agenda

The following addition to the agenda was presented for consideration:

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

2.2 Approval of Agenda

By general consent the agenda was approved as amended.

3. PUBLIC COMMENT PERIOD

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

ADOPTED

4. DELEGATIONS

None.

5. CORRESPONDENCE

None.

6. ADMINISTRATIVE COORDINATION

6.1 Draft Minutes of Previous Meeting

6.1.1 Governance Committee minutes of November 5, 2024

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

6.2 Resolutions Without Meeting

None.

6.3 Follow up Action List

Received for information.

7. BUSINESS - WORK PROGRAM ITEMS

7.1 2022 Governance Report Recommendations – Request For Decision

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

Recommendation #1 - Election of Trust Council leadership:

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

ADOPTED

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

GC-2025-001

It was MOVED and SECONDED,

that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: “that Trust Council request staff to work with Governance Committee to revise the process for election of the Executive Committee, and review delegated authorities to the Executive Committee, in consideration of Recommendation #1 of the 2022 Governance Report.”

CARRIED

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

Committee discussion included:

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

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

Recommendation #2: Number of Committees and Committee Mandates

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

GC-2025-002

It was MOVED and SECONDED,

that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: “that Trust Council not undertake any further work on recommendation #2 of the 2022 Governance Report.”

CARRIED

Recommendation #3: Committee Membership

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

GC-2025-003

It was MOVED and SECONDED,

ADOPTED

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

CARRIED/DEFEATED

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

Recommendation #4: Committee Mandates

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

GC-2025-004

It was MOVED and SECONDED,

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

CARRIED

Recommendation #5: Role of Committees

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

GC-2025-005

It was MOVED and SECONDED,

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

CARRIED

Recommendation #6: Helping Trustees Understand Their Role

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

ADOPTED

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

GC-2025-006

It was MOVED and SECONDED,

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

CARRIED

Recommendation #7: Helping Trustees Fulfill Their Role

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

GC-2025-007

It was MOVED and SECONDED,

that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: “that Trust Council request staff to update the orientation approach for trustees in advance of the 2026 election with a focus on procedural and substantive matters in accordance with Recommendation #7 of the 2022 Governance Report.”

CARRIED

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

Recommendation #8: Secretary to Trust Council

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

ADOPTED

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

GC-2025-008

It was **MOVED** and **SECONDED**,

that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: “That Trust Council request staff review the function of the Corporate Secretary per recommendation #8 of the 2022 Governance Report.”

CARRIED

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

Recommendation #9: First Nations Representation

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

GC-2025-009

It was **MOVED** and **SECONDED**,

that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: “That Trust Council not advance Recommendation #9 of the 2022 Governance Report pending the outcome of the request of the Province to review the Islands Trust governance structure

CARRIED

GC-2025-010

It was **MOVED** and **SECONDED**,

that Governance Committee request staff to change the preamble so it reads as follows: “Trust Council has sent a request to the Province for a review of its legislation. It is explicit in the letter to the Province that addressing the interests

ADOPTED

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

CARRIED

Recommendation #10: Provincial Representation

GC-2025-011

It was MOVED and SECONDED,

that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: “That Trust Council not advance Recommendation #10 of the 2022 Governance Report pending the outcome of the request of the Province to review the Islands Trust governance structure.”

CARRIED

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

GC-2025-012

It was MOVED and SECONDED,

that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: “That Trust Council request staff update and recommend Trust Council policies to incorporate the Corporate Plan Planning Framework in its operations and budgeting processes in relation to Recommendation #11 of the 2022 Governance Report.”

CARRIED

Recommendation #12: Communications and Engagement

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

GC-2025-013

It was MOVED and SECONDED,

that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: “That Trust Council request staff work with the Executive Committee to review and update Trust bodies’ advocacy policies as per Recommendation #12 of the 2022 Governance Report.”

CARRIED

GC-2025-014

It was MOVED and SECONDED,

That Governance Committee request staff change the preamble so it reads as follows: “An updated policy would refresh the approach to advocacy, communication, engagement and government relations by Trust bodies, and ensure the work is relevant and appropriate to further the Object of the Islands Trust.”

CARRIED

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

Recommendation #13: Management Alignment with Trust Council

GC-2025-015

It was MOVED and SECONDED,

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

CARRIED

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

GC-2025-016

It was MOVED and SECONDED,

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

CARRIED

Recommendation #15: Trustee Compensation

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

GC-2025-017

It was MOVED and SECONDED,

that Governance Committee make the following recommendation in the draft Trust Council 2022 Governance Report Recommendations Request For Decision: "That Trust Council not undertake any further work on Recommendation #15 of the 2022 Governance Report pending the Trustee Remuneration Policy review."

CARRIED

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

7.2 Secretariat Business Case – Request For Decision

GC-2024-018

ADOPTED

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

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

8. BUSINESS - OTHER

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

Director Marlor introduced the Briefing.

GC-2024-019

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

CARRIED

8.2 Review of Governance Committee Mandate – Discussion

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

9. BUSINESS - NEW

None.

10. WORK PROGRAM

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

GC-2024-020

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

CARRIED

11. NEXT MEETING

Wednesday, April 9, 2025, 10:00 AM - 3:00 PM to be held electronically.

12. CLOSED MEETING

ADOPTED

None.

13. RISE AND REPORT

None.

14. ADJOURNMENT

By general consent the meeting was adjourned at 3:12 p.m.

Judith Gedye, Chair

Certified Correct:

Robert Barlow, Legislative Services Clerk/Recorder