ADOPTED

Governance Committee
Minutes of a Regular Meeting

Date:	**January 28, 2026**
Location:	**Electronic Meeting**
Members Present:	Judith Gedye, Bowen Island Municipality (Chair) Jamie Harris, Salt Spring Island Local Trust Area (Vice-Chair) Joe Bernardo, Gambier Island Local Trust Area Sam Borthwick, Denman Island Local Trust Area Timothy Peterson, Lasqueti Island Local Trust Area Lisa Gauvreau, Galiano Island Local Trust Area, and Islands Trust Conservancy Board Chair Kate-Louise Stamford, Gambier Island Local Trust Area Laura Patrick, Salt Spring Island Local Trust Area, and Islands Trust Council Chair, (ex-officio)
Staff Present:	David Marlor, Director, Legislative Services Clare Frater, Director, Trust Area Services Robert Barlow, Legislative Services Clerk/Recorder

1. CALL TO ORDER

Chair Gedye called the meeting to order at 10:02 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 letter from Andrew Leonard, Mayor of Bowen Island Municipality, in regards to the Trust Policy Statement. Committee discussion included:
  - the letter was addressed to Islands Trust Council
  - not all committee members have had a chance to review it
  - the possibility of adding it to a future meeting agenda
- the potential addition to the agenda was withdrawn

2.2 Approval of Agenda

By general consent the agenda was approved as presented.

3. PUBLIC COMMENT PERIOD

No member of the public expressed an interest in speaking.

4. DELEGATIONS

None.

5. CORRESPONDENCE

None.

6. ADMINISTRATIVE COORDINATION

6.1 Draft Minutes of Previous Meeting

6.1.1 Governance Committee minutes of November 3, 2025

By general consent the Governance Committee minutes of November 3, 2025 were approved as presented.

6.2 Resolutions Without Meeting

None.

6.3 Follow up Action List

In regards to the item describing Trust Council direction re: the 2022 Governance Report recommendations, Director Marlor noted that he and CAO Reuben Bronee are working on recommendation #7 (helping trustees fulfill their roles)

7. BUSINESS - WORK PROGRAM ITEMS

7.1 Set Special Meeting to Review Consultant's Report in regards to Trust Council Policy 7.2.1 Trustee Remuneration – Request For Decision

Director Marlor noted that the meeting is required in February as it may have an impact on the annual budget which will be finalized by Trust Council in March; that February 17 is the most likely date; and that three hours are required.

GC-2026-001
It was MOVED and SECONDED,
that Governance Committee set an electronic Special Meeting for Tuesday, February 17, 2026, from 3:30 p.m. to 6:30 p.m. to review a consultant's report in regards to Trust Council policy 7.2.1 Trustee Remuneration.

CARRIED

7.2 Roles and Responsibilities of the Executive Committee (EC) – Briefing

Director Marlor introduced the Briefing. Committee discussion included:

- legislation sets tight time frames for the election of the Executive Committee

- the timing of that election is problematic as recently elected trustees may not be familiar with Islands Trust processes and other trustees who may be interested in being a candidate
- requesting the Province to change the *Islands Trust Act* in regards to the election of the EC
- improving the opportunities of EC candidates to present themselves
- drafting objective questions for EC candidates to respond to
- allowing endorsements of candidates by other trustees
- providing clear communication as to the role of the EC
- providing more opportunities for discussions with EC candidates
- improving the interaction with EC candidates so that they are more intimate, detailed and friendly
- providing former EC members who are not standing for re-election to speak about their experience (responsibilities/workload) as an EC member
- possible Governance Committee review of Trustee orientation material
- it was noted that there is a "Trustee Onboarding" working group of trustees (which includes Trustees Gedye, Borthwick and Peterson) and Staff who are working on a review of Trustee orientation material
- it may be impossible to simplify the orientation material given that the role of trustees and of EC members is extensive and complex

Committee recessed at 11:27 a.m. and resumed at 11:37 a.m.

Committee discussion continued:

- the responsibilities of the Islands Trust Council Chair, Vice-Chairs, and the EC are extensive and complex
- some of the responsibilities are set by legislation and some by delegation from the Trust Council
- Trust Council is the body that can establish the appropriate roles and responsibilities of the EC
- the owner of a policy (such as the Trust Council) has the ability to identify the correct interpretation of that policy
- a table of delegated authorities to EC might be of value for further discussions of the Governance Committee at the April 29, 2026 meeting
- the role of the EC member and Local Trust Committee (LTC) members to be spokespersons for the LTC may need to be reviewed
- the EC could be described as essentially a coordinating group rather than a leadership group, as their legislative power to set political goals is limited

GC-2026-002
It was MOVED and SECONDED,
that Governance Committee request Staff and the Chair of the Governance Committee to prepare a table of delegated authorities to Executive Committee for the next Governance Committee meeting.

CARRIED

8. BUSINESS - OTHER

8.1 Consolidation of Resolutions Without Meeting Policies – Request For Decision

Director Marlor introduced the Request For Decision. Committee discussion included:

- need for staff to make a second attempt to connect with members who have not provided a vote
- the nature of the authority that Trust Council has to impose obligations on Local Trust Committees in regards to Resolutions Without Meeting
- the second sentence in the note in the box on page 2 of the proposed policy needs to clarify that it refers to sections 2-5 of the policy and not to the *Local Government Act*

Committee recessed at 12:33 p.m. and resumed at 1:05 p.m.

GC-2026-003
It was MOVED and SECONDED,
that Governance Committee request that staff provide Governance Committee with a memorandum that identifies Trust Council's statutory authority to adopt policies that are binding on Local Trust Committees.

CARRIED

8.2 Secretariat Services Policy Update – Request For Decision

Director Marlor introduced the Request For Decision, noting that Trust Council Policy 2.1.15 (Secretariat Services) was adopted in September of 2015 and staff have identified a number of areas that need review and amendments. Director Frater stated that the substantive change to the policy is to indicate that the authority to provide funding to various groups is with Trust Council, rather than any Council Committee. Committee discussion included:

- possibility of amending the policy to allow the Trust Programs Committee to provide recommendations to Trust Council in regards to the applicants for Secretariat Services support

GC-2026-004
It was MOVED and SECONDED,
that Governance Committee recommend to Trust Council that it replace the current Policy 2.1.15 Secretariat Services with the draft updated Policy 2.1.15 Secretariat Services dated January 23, 2026 for reference.

CARRIED

9. BUSINESS - NEW

None.

10. WORK PROGRAM

10.1 Internal Work Matrix

No comment.

10.2 Work Program to forward to Trust Council

No comment.

11. NEXT MEETING

Wednesday, April 29, 2026, 10:00 a.m. to 3:00 p.m. to be held electronically.

12. CLOSED MEETING

None.

13. RISE AND REPORT

None.

14. ADJOURNMENT

By general consent the meeting was adjourned at 1:28 p.m.

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Judith Gedye, Chair

Certified Correct:

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Robert Barlow, Legislative Services Clerk/Recorder