Governance Committee
Minutes of a Regular Meeting

Date:	**November 3, 2025**
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 Lee Middleton, Saturna Island Local Trust Area Timothy Peterson, Lasqueti Island Local Trust Area Laura Patrick, Salt Spring Island Local Trust Area, and Islands Trust Council Chair, (ex-officio)
Member Absent:	Kate-Louise Stamford, Gambier Island Local Trust Area Lisa Gauvreau, Galiano Island Local Trust Area, and Islands Trust Conservancy Chair, (ex-officio)
Staff Present:	Rueben Bronee, Chief Administrative Officer David Marlor, Director, Legislative Services Stefan Cermak, Director, Planning Services Robert Barlow, Legislative Services Clerk/Recorder

1. CALL TO ORDER

Chair Gedye called the meeting to order at 10:00 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 revised work matrix from Chair Gedye to be addressed at agenda item 10 – Work Program

2.2 Approval of Agenda

By general consent the agenda was approved as amended.

3. PUBLIC COMMENT PERIOD

No member of the public was present.

4. DELEGATIONS

None.

5. CORRESPONDENCE

None.

6. ADMINISTRATIVE COORDINATION

6.1 Draft Minutes of Previous Meeting

6.1.1 Governance Committee minutes of August 13, 2025

By general consent the Governance Committee minutes of August 13, 2025 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 Trust Council Direction on 2022 Governance Report Recommendations - Briefing

Chair Gedye introduced the topic. Committee discussion included:

- CAO Bronee will be working on the corporate planning process project with a group of trustees, some of whom are members of the Governance Committee.
- The Committee noted the top three priorities as set by Trust Council.

7.2 Trust Council Policy 7.2.1 (Trustee Remuneration) – Verbal Update

Director Marlor provided a verbal update, indicating that the Request For Proposal for a Trustee Remuneration Policy Review was published on Friday, October 31, 2025 with a closing date of November 24, 2025. He noted that the expected timing of the completion of that work may require the Governance Committee to set a special meeting in order to review the resulting consultant's report as it would not be expected to be completed by the time of the Governance Committee's January 28, 2026 meeting and reviewing the report at the April, 2026 meeting would be too late to be able to provide direction for the new fiscal year.

Committee discussion included:

- the possibility of Committee members to provide a list concerns and issues that the consultant will need to address

- the Committee will want to review the previous consultant's report, including the methodology of that report

8. BUSINESS - OTHER

8.1 Governance Committee 2026/27 Budget Request – Trust Council Policies Review Project – Request For Decision

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

- the amount of $6,400 in the last section of the Request For Decision should be $6,000
- possibility of drafting a policy that speaks to how policies are developed, reviewed, approved, and implemented
- how Bylaw 101 (Meeting Procedures) relates to the project
- many Trust Council policies have a mix of actual policy for Trust Council and management procedures or guidelines
- possibility of separating Trust Council policies, or portions of some Trust Council policies, that should remain as Trust Council policies and others that could be considered as operational/management guidelines
- possibility of staff first working on the methodology to review all the Trust Council policies
- possibility of prioritising polices for review and update, with the current policies relating to Trust Council and committees being given initial priority

GC-2025-030
It was MOVED and SECONDED,
that Governance Committee request staff amend the second bullet of "Projected Results/Deliverables" in the Policy Review business case by adding the following words to the end of the sentence: ", with the current policies relating to Trust Council and committees being given initial priority."

CARRIED

GC-2025-031
It was MOVED and SECONDED,
that Governance Committee recommend to Trust Council the following 2026/27 budget request for inclusion in the draft 2026/27 budget:
1) $6,000 for continuation of Trust Council policies review project.

CARRIED

Committee recessed at 11:29 a.m. and returned at 11:35 a.m.

8.2 Consolidation of Two Trust Council Policies (2.2.1 - Request For Decision Reports and 2.2.2 - Council Meeting Preparation) - Briefing

Director Marlor introduced the Briefing, noting that Trust Council Policy 2.2.1 was last amended in September of 2008 and staff have identified a number of areas that need review and amendments. As an example, staff support for trustee-initiated Request For Decisions needs to be clarified. Committee discussion included:

- a "notice of motion" may be a useful process to adopt for Islands Trust that, for example, may clarify staff involvement in supporting trustee-initiated RFDs
- Executive Committee's role needs to be clarified
- policy language should be directive, as "do this" or "don't do this", but not "you may do this"
- adherence to approved Trust Council policies needs to be improved
- the relation of Trust Council policies with meeting procedures bylaws needs to be clarified
- possibility of providing the two policies to the Committee by using WebDAV so that members can add comments to each policy

8.3 Consolidation of Three Trust Council Policies in regards to Resolutions Without Meeting - Verbal Update

Director Marlor provided a verbal update, indicating that staff have initiated a review of three Trust Council policies and two operational procedures that relate to Resolutions Without Meeting and plan to update and consolidate them. Once prepared, the proposed policy will be brought forward to the Governance Committee for review.

8.4 Proposed Governance Committee 2026/2027 Meeting Schedule – Request For Decision

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

- adopting the proposed schedule would mean that the Governance Committee would have four more meetings before the end of the current term
- possibility of setting special meetings of the Committee and/or to create working groups to address specific work
- possibility of creating a special meeting to review all the policies that speak to the Executive Committee's role, responsibilities, and election process

GC-2025-032
It was MOVED and SECONDED,
that Governance Committee adopt the proposed meeting dates of April 29, July 15, October 8, and November 25 of 2026 and of January 13, 2027 for the 2026/27 fiscal year and also direct staff to schedule all adopted Governance Committee meeting dates as electronic meetings.

CARRIED

Committee recessed at 12:49 p.m. and resumed at 1:20 p.m.

9. BUSINESS - NEW

None.

10. WORK PROGRAM

The Committee reviewed its Work Program (Active Projects), the Priority Matrix, and the suggested revisions to the Priority Matrix that Chair Gedye presented as a late item. Committee discussion included:

- the meaning of helping trustees understand and fulfill their roles
- the importance of the review of the election of the Executive Committee
- the need to provide thorough orientation to newly elected trustees

Trustee Middleton left the meeting at 1:52 p.m.

- Director Marlor stated that he will share a document with the Committee members after the meeting that shows the authorities for the Executive Committee, and the Islands Trust Council Chair and Vice-Chairs, as provided by legislation and by Trust Council bylaws and policies.

GC-2025-033
It was MOVED and SECONDED,
that Governance Committee request staff to bring forward to the next meeting the topics of the structure of the Executive Committee election; and an overview of the role and responsibilities of the Executive Committee, for discussion.

CARRIED

- possibility of moving work on Trustee Remuneration policy to Urgent and High Priority
- It was noted that the Matrix is an in-house document for the benefit of the Committee and the Work Program (Active Projects) is sent to Trust Council for review and approval.

GC-2025-034
It was MOVED and SECONDED,
that Governance Committee request staff to amend the Active Projects list of the Work Program by deleting items #1 and #4 and renumbering the remaining projects accordingly.

CARRIED

- CAO Bronee provided some comments in regards to the corporate planning process, noting that staff are working on departmental plans and that he will reconvene the Corporate Planning Working Group to continue work on the corporate plan.

11. NEXT MEETING

Wednesday, January 28, 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 2:52 p.m.

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Judith Gedye, Chair

Certified Correct:

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Robert Barlow, Legislative Services Clerk/Recorder