# Governance Committee
## Minutes of a Regular Meeting

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| **Date:** | **April 29, 2026** |
| **Location:** | **Electronic Meeting** |
| **Members Present:** | Judith Gedye, Bowen Island Municipality (Chair)<br>Sam Borthwick, Denman Island Local Trust Area<br>Timothy Peterson, Lasqueti Island Local Trust Area<br>Lisa Gauvreau, Galiano Island Local Trust Area, and Islands Trust Conservancy Board Chair<br>Laura Patrick, Salt Spring Island Local Trust Area, and Islands Trust Council Chair, (ex-officio) |
| **Member Regrets:** | Joe Bernardo, Gambier Island Local Trust Area |
| **Members Absent:** | Jamie Harris, Salt Spring Island Local Trust Area (Vice-Chair)<br>Kate-Louise Stamford, Gambier Island Local Trust Area |
| **Staff Present:** | Reuben Bronee, Chief Administrative Officer<br>Stefan Cermak, Director, Planning Services<br>Derek Cockburn, Director, Financial and Employee Services<br>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

No additions to the agenda were presented for consideration:

#### 2.2 Approval of Agenda

**By general consent** the agenda was approved as presented.

### 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 January 28, 2026

**By general consent** the Governance Committee minutes of January 28, 2026 were approved as presented.

6.1.2 Governance Committee minutes of February 17, 2026

**By general consent** the Governance Committee minutes of February 17, 2026 were approved as presented.

### 6.2 Resolutions Without Meeting

None.

### 6.3 Follow up Action List

No comment.

## 7. CLOSED MEETING

**GC-2026-06**
**It was MOVED and SECONDED,**
that the meeting be closed to the public in accordance with the Community Charter, Part 4, Division 3, s.90,(i)the receipt of advice that is subject to solicitor-client privilege, including communications necessary for that purpose; and that the recorder and staff attend the meeting.

**CARRIED**

The Committee closed the meeting at 10:06 a.m. and reconvened in open meeting at 10:28 a.m.

## 8. RISE AND REPORT

Chair Gedye reported on the following:
- the April 9, 2025 Governance Committee in-camera meeting minutes were adopted as presented;
- Governance Committee received legal advice.

## 9. BUSINESS - WORK PROGRAM ITEMS

### 9.1 Options for Consideration by the Incoming Trust Council to Improve the Existing Trust Council Committee Structure - Briefing

CAO Bronee introduced the Briefing. Committee discussion included:

- committee reports to Trust Council normally do not provide opportunities for discussion
- a need to clarify the meaning of "championing" initiatives at Trust Council
- how sub-committees (working groups) could be created, assigned a task, and report to the standing committee
- which standing committees could be disbanded or replaced by select committees
- a need for more analysis of alignment of standing committees which might be able to be accomplished by "exit interviews" of trustees
- priorities of the next term need to be considered
- a need to develop a process to identify appropriate issues that could be assigned to a select committee

**GC-2026-07**
**It was MOVED and SECONDED,**
that Governance Committee forward the briefing of April 29, 2026, "Options for consideration by the incoming Trust Council to improve the existing Trust Council committee structure" to Trust Council.

**CARRIED**

### 9.2 Table of Executive Committee Delegated Authorities – Briefing

Director Cermak introduced the Briefing. Committee discussion included:

- need to clarify what is meant by the Executive Committee (EC) to do "daily business"
- some suggestions for that clarification include keeping governance work moving forward; improving efficiency; avoiding delays; providing oversight; and that the EC is not a parallel governing body
- how to identify when a decision is critical for the EC to consider
- what areas currently might have problems
- all policies in the Briefing need to be hyperlinked for easy reference
- the EC is an extension of Trust Council (TC), not a separately recognized corporate governing body set by legislation. For example, hiring a Chief Administrative Officer is not a "day to day" business and therefore isn't exclusively an EC task
- Staff capacity needs to be considered when reviewing the committee structure
- EC is a coordinating and a decision-making body
- EC reviews the TC agenda, but does not approve it, and therefore doesn't necessarily endorse recommendations in TC agenda material
- EC can refer an issue to TC even though EC may have the authority to make a decision about that issue
- a review of delegated authority would be a major project
- it is important for all trustees to review all EC agendas

- need for transparency through communication about the activities and decisions of EC
- EC has a few legislative authorities and TC has assigned, through bylaws and policies, several responsibilities to EC
- the document on the website entitled "Responsibilities of the Islands Trust Council Chair, Vice-Chairs and Executive Committee" needs to be reviewed for currency
- the possibility of grouping the information in the Briefing by legislation, bylaw, and policy to support further discussion
- the possibility of highlighting the policies that are already planned to be amended

The Chair indicated that the Committee would continue discussion of the Briefing at the next scheduled regular meeting of July 15, 2026, and that she would message all committee members of the current discussion and the plan to continue that discussion.

Committee recessed at 11:44 a.m. and returned at 12:01 p.m.

**9.3 Resolution-without-meeting (RWM) Policy and Meeting Procedure Bylaws – Request For Decision**

CAO Bronee introduced the Request For Decision. Committee discussion included that a public facing backgrounder to explain when and how RWMs can or should be utilized or should not be used would be helpful.

**GC-2026-08**
**It was MOVED and SECONDED,**
that Governance Committee request staff to draft amendments to the Trust Council Local Trust Committee Meeting Procedures Bylaw and Trust Council Meeting Procedures Bylaw to include procedures for resolutions-without-meeting.

**CARRIED**

**GC-2026-09**
**It was MOVED and SECONDED,**
that Governance Committee request staff to provide recommended model language that can be provided to the Islands Trust Conservancy Board to be considered for addition to the Islands Trust Conservancy Meeting Procedures Bylaw 2004.

**CARRIED**

## 10. BUSINESS - OTHER

**10.1 Annual Report: Approval of Governance Committee Section – Request For Decision**

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

- the bulk of the work of the Committee is modernizing policies and therefore the annual report section should be amended to move the draft third paragraph to become the first paragraph and move the draft first paragraph about the remuneration policy to become the third paragraph
- replace the word "oversaw" in the current first paragraph with the word "initiated"

**GC-2026-10**
**It was MOVED and SECONDED,**
that Governance Committee approve the attached text as amended for inclusion in the 2025/26 Annual Report for approval by Trust Council and submission to the Minister of Housing and Municipal Affairs.

**CARRIED**

### 10.2 Ombudsperson Special Report No. 60 - Open Meetings: Best Practice Guide for Local Governments

Chair Gedye introduced the report, indicating that it is an updated guide (January, 2026) that is a resource for local governments and boards to ensure meeting standards and practices demonstrate openness, transparency, and accountability to the public.

**GC-2026-11**
**It was MOVED and SECONDED,**
that Governance Committee request staff to forward the item "Ombudsperson Special Report No. 60 - Open Meetings: Best Practice Guide for Local Governments" to all trustees and to the trustee on-boarding working group.

**CARRIED**

## 11. BUSINESS - NEW

None.

## 12. WORK PROGRAM

CAO Bronee updated the Committee in regards to the first item on the Work Program: "Corporate Planning", indicating that he intends to bring a draft Corporate Plan to the Committee at the next meeting. He also suggested that Trustees Boland and Evans, who were part of the Financial Planning Committee working group that did some initial work on the Corporate Plan, be invited to the next Governance Committee meeting of July 15.

It was noted that the third item on the Work Program, the review and update of Trust Council Policy 7.2.1 Trustee Remuneration, has now been completed and hence will need to be removed from the Work Program.

**GC-2026-12**
**It was MOVED and SECONDED,**
that Governance Committee forward the Work Program, as amended, to Trust Council for approval.

**CARRIED**

## 13. NEXT MEETING

Wednesday, July 15, 2026, 10:00 a.m. to 3:00 p.m. to be held electronically.

## 14. ADJOURNMENT

**By general consent** the meeting was adjourned at 12:27 p.m.

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Judith Gedye, Chair

Certified Correct:

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Robert Barlow, Legislative Services Clerk/Recorder

**Minutes are not official until adopted at a subsequent meeting.**