



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