



Governance Committee Minutes of Meeting

Date: February 10, 2023
Location: Electronic meeting, Public venue
Islands Trust
200-1627 Fort Street
Victoria, BC V8R 1H8

Members Present: Judith Gedye, Chair, Bowen Island Municipality
Jamie Harris, Vice-Chair Salt Spring Island Local Trust Committee (LTC)
Joe Bernardo, Gambier/Keats Island LTC arrived at 9:30 a.m.
Peter Luckham, Thetis Island LTC (Chair, Islands Trust Council, ex-officio)
Lee Middleton, Saturna Island LTC
Laura Patrick, Salt Spring Island LTC
Tim Peterson, Lasqueti Island LTC arrived at 9:30 a.m.
Grant Scott, Hornby Island LTC
Kate-Louise Stamford, Gambier Island LTC arrived at 9:54 a.m.

Staff Present: Russ Hotsenpiller, Chief Administrative Officer (CAO)
David Marlor, Director, Legislative Services (DLS)
Lori Foster, Executive Coordinator/Recorder

Members of the public present: There were 1-3 electronic attendees present.

The meeting was conducted electronically where the public could see and hear the meeting at the Victoria boardroom office, #200 1627 Fort Street, Victoria, British Columbia as well as attend electronically.

1. CALL TO ORDER

Chair Gedye called the meeting to order at 9:02 a.m. stating gratitude to live and work on Coast Salish First Nations traditional and treaty territory.

2. AGENDA

2.1 New Items and Re-Ordering of the Agenda

The following submissions to item 7.1 - Analysis and Priority Setting of the February 2022 Governance Report - were circulated to committee after agenda publication:

- 7.1.1 Appendix A. v. Trustee Stamford submission
- 7.1.2 Appendix A vi. Trustee Middleton submission
- 7.1.3 Appendix A vii. Trustee Bernardo submission
- Trustee Grant noted he would make an oral submission when item 7.1 is addressed.

2.2 Approval of Agenda

GC-2023-011

It was Moved and Seconded,

That the agenda be approved with items 7.1.1., 7.1.2., and 7.1.3 as circulated.

CARRIED

3. PUBLIC COMMENT PERIOD - None

4. DELEGATIONS – None

5. CORRESPONDENCE

5.1 M. Gang re: need for review and restructure email dated November 10, 2022

At its January 19th business meeting, the Governance Committee requested this correspondence be forwarded to its next business meeting for consideration.

By general consent, the correspondence was received for information.

6. ADMINISTRATIVE COORDINATION

6.1 January 19, 2023 draft minutes - for adoption

GC-2023-012

It was Moved and Seconded,

That the January 19, 2023 minutes be adopted as presented.

CARRIED

6.2 Resolutions Without Meeting - None

6.3 Follow up Action List (FUAL)

Chair Gedye spoke to the status of FUAL item 1, that she has reviewed five different articles CAO Hotsenpiller forwarded to her regarding the open meeting rule but they have yet to discuss together.

7. BUSINESS - WORK PROGRAM ITEMS

7.1 Analysis and Priority Setting of the February 2022 Governance Report – Briefing

Trustees Bernardo and Peterson joined the electronic meeting at 9:30 a.m.

Chair Gedye opened the floor to the committee for discussion regarding analysis and priority setting of the recommendations as presented in the February 2022 Governance Report and briefing.

Discussion ensued on what items would be of highest priority for the committee to consider.

Trustee Stamford joined the meeting electronically at 9:54 a.m.

Chair Gedye presented a draft grid to assist in organizing discussion items under the following categories:

1. Urgent/High Priority
 - a) Section 3 of the Islands Trust Act/mandate
 - b) The Policy Statement Process
 - c) The Strategic Planning Process
 - d) Meeting procedures i.e. Trust Council Bylaw 101 and related policies,
 - e) Local Planning issues i.e. official community plan review
 - f) The Secretariat function.

2. Urgent/Lower Priority
 - a) Communications
 - b) Advocacy
 - c) First Nations representation/referrals to First Nations

3. Not Urgent/High Priority
 - a) Election of Executive Committee
 - b) Representational difference
 - c) Committee – clear mandates/size and numbers/champions
 - d) Proposals to Trust Council
 - e) Mandate of the Islands Trust Conservancy

4. Not Urgent/Lower Priority
 - a) Management review
 - b) Information to candidates before election
 - c) Compensation
 - d) Representation of provincial interest on Trust Council

Discussion followed on legal opinions already on file regarding Section 3 of the Islands Trust Act.

GC-2023-013

It was Moved and Seconded,

That the Governance Committee request staff to compile legal opinions dealing with the interpretation of Section 3 of the Islands Trust Act and provide them to the members of the Governance Committee on a confidential basis by February 24, 2023, and that the members of the Governance Committee are required to hold such opinions and their contents, which are subject to solicitor client privilege, strictly confidential.

CARRIED

The meeting recessed for a break at 10:39 a.m. reconvened at 10:45 a.m.

Discussion continued.

The meeting recessed for lunch at 11:45 a.m. and reconvened at 12:15 p.m.

The Governance Committee continued its discussion with a focus on long term corporate planning and working with the Financial Planning Committee.

GC-2023-014

It was Moved and Seconded,

That the Governance Committee request staff to work with the Financial Planning Committee and, as required, other standing committees to develop an outline of a corporate planning process that meets best practices for enterprises of a size and character similar to the Islands Trust and return to the Governance Committee with its findings by April 14, 2023.

CARRIED

7.2 Governance Committee 2023 draft schedule – RFD

GC-2023-015

It was Moved and Seconded,

That the Governance Committee adopt the meeting dates of April 17, May 29, July 31 and October 16 for the 2023 calendar year.

CARRIED

By general consent, the Governance Committee agreed the April 17th meeting be conducted electronically and that it start at 9:00 a.m.

By general consent, the Governance Committee deferred determining the format of the remaining meetings to the April 17th meeting.

8. BUSINESS – OTHER – None

9. BUSINESS - NEW - None

10. WORK PROGRAM

For March Trust Council, Chair Gedye will prepare a briefing regarding the Governance Committee's work direction.

11. NEXT MEETING

The next meeting is scheduled to be held electronically, April 17, 2023, starting at 9:00 a.m.

12. CLOSED MEETING - None

13. RISE AND REPORT – None

14. ADJOURNMENT

GC-2023-016

It was Moved and Seconded,

That the meeting be adjourned at 1:54 p.m.

CARRIED

Judith Gedye, Chair

Certified Correct

Lori Foster, Recorder