ADOPTED

Governance Committee

Minutes of a Regular Meeting

Date:	**January 15, 2024**
Location:	**Electronic meeting** **And a public venue to watch the livestream:** **Islands Trust** **200-1627 Fort Street** **Victoria, BC V8R 1H8**
Members Present:	Judith Gedye, Chair, Bowen Island Municipal Trustee Jamie Harris, Vice-Chair, Salt Spring Island Trustee Joe Bernardo, Gambier Island Trustee Lee Middleton, Saturna Island Trustee Laura Patrick, Salt Spring Island Trustee Timothy Peterson, Lasqueti Island Trustee Kate-Louise Stamford, Gambier Island Trustee Peter Luckham, Thetis Island Trustee and Trust Council Chair (ex-officio) Lisa Gauvreau, Galiano Island Trustee, Islands Trust Conservancy (ex-officio)
Staff Present:	Russ Hotsenpiller, Chief Administrative Officer (CAO) David Marlor, Director, Legislative Services Julia Mobbs, Director, Administrative Services Alexandra Trifonidis, A/Executive Coordinator/Recorder

1. CALL TO ORDER

Chair Gedye called the meeting to order at 9:00 a.m. and provided a First Nations land acknowledgement and, with gratitude, called Nex̱wlélex̱wm (Bowen Island) home.

2. AGENDA

2.1 New Items and Re-Ordering of the Agenda

The following item was presented for consideration as new business:

- 9.1 CAO Hiring

Chair Gedye informed the Committee that there would be no in-camera session in today's meeting as the lawyer was not available. Staff await confirmation that they are available for the next meeting in February.

2.2 Approval of Agenda

GC-2024-001
It was MOVED and SECONDED,
that the Committee approve the agenda as amended.

CARRIED

3. PUBLIC COMMENT PERIOD

None.

4. DELEGATIONS

None.

5. CORRESPONDENCE

5.1 Friends of the Gulf Islands Society re: Letter Asking Trustees to Follow the Trust Mandate

Received for information.

5.2 Friends of the Gulf Islands Society re: Letter to trustees objecting to their reinterpretation of the Trust mandate

Received for information.

5.3 Friends of the Gulf Islands Society re: Letter regarding Object Interpretation

Received for information.

Chair Gedye noted the topic of the three items of correspondence directly relates to item *7.4 Communication of Trust Council's Section 3 of the Islands Trust Act Statement* of the agenda.

6. ADMINISTRATIVE COORDINATION

6.1 Draft Minutes of Previous Meetings

6.1.1 Draft Governance Committee Minutes of November 9th, 2023

GC-2024-002
It was MOVED and SECONDED,
that the November 9th, 2023 Governance Committee minutes be adopted as presented.

CARRIED

6.2 Resolutions Without Meeting

None.

6.3 Follow up Action List (FUAL)

Please refer to item 7.1.

Presented for information.

7. BUSINESS - WORK PROGRAM ITEMS

ADOPTED

Director Mobbs joined the meeting at 9:15 a.m.

7.1 Work Plan: Priorities Matrix and FUAL – BRF

Chair Gedye clarified the differences between the Governance Committee Priorities Matrix (a guide used for priority setting) and the Governance Committee Follow Up Action List (tracking the actual work of the committee) noting that Islands Trust uses the FUAL procedure for its committees. Trust Council approves the Governance Committee Matrix but does not see the FUAL.

Committee discussion ensued on the following:

- Availability and readiness for a special session at the March Trust Council meeting and the need to discuss with Trust Council the Governance Review before drafting a letter to the province
- Communication to the province on governance issues: what has been done and what work is still pending
- Staff resources: focusing on the corporate planning process and staff review of the Governance Review
- Discussed definitions of each item under the *Urgent and High Priority* category
- Report and recommendations: need to talk about the Governance Review and the committee member's prior analyses to gain more clarity on the items and wording/definitions of the items in the matrix

It was MOVED and SECONDED,
that the *URGENT and HIGH PRIORITY* quadrant of the matrix contain the following items:

- Strategic/Corporate Planning/Visioning process and related operational review
- Response to the province
- Meeting process (bylaw 101 & policies)

Discussion ensued on the definitions of the points, the details of the item *Secretariat/hiring in-house legal counsel* and staff resources.

Amendment to the motion:

GC-2024-003
It was MOVED and SECONDED,
that the item *Secretariat/hiring in-house legal counsel – needs research* be added to the *URGENT and HIGH PRIORITY* quadrant of the matrix.

CARRIED

Trustee Peterson called point of order, he did not hear Chair Gedye announce the opposed votes.

The committee re-voted on the amendment.

GC-2024-003
It was MOVED and SECONDED,
that the item *Secretariat/hiring in-house legal counsel – needs research* be added to the *URGENT and HIGH PRIORITY* quadrant of the matrix.

CARRIED
(Trustees Gedye, Stamford, Gauvreau opposed)
(Trustee Patrick abstained)

GC-2024-004
It was MOVED and SECONDED,
that the *URGENT and HIGH PRIORITY* quadrant of the matrix contain the following items:

- Strategic/Corporate Planning/Visioning process and related operational review
- Response to the province
- Meeting process (bylaw 101 & policies)
- Secretariat/hiring in-house legal counsel – needs research

CARRIED

7.2 Discussion on Trustee Compensation – BRF

The Committee discussed if this item should continue to be under the Financial Planning Committees work program (which it is currently under) or be moved to the Governance Committee work program, timeline of when it is to be worked on/implemented was also discussed.

GC-2024-005
It was MOVED and SECONDED,
that Governance Committee request the Financial Planning Committee to transfer its work on policy 7.2.1 to the Governance Committee.

CARRIED

GC-2024-006
It was MOVED and SECONDED,
that the Governance Committee request staff to prepare a report that discusses the potential cost and other elements involved in engaging a qualified independent consultant to review policy 7.2.1 and the trustee remuneration values set out in the policy.

CARRIED

The Committee recessed at 10:55 a.m. and reconvened at 11:10 a.m.

Trustee Patrick left the meeting at 10:56 a.m.

Chair Gedye welcomed new committee member Trustee Gauvreau and new staff person Alexandra Trifonidis.

7.3 Request for Governance Review to Province: Trust Council Review of 2022 Governance Report – BRF

Before she left the meeting, Trustee Patrick left a comment regarding this item for the committee clarifying that the governance review terms of reference specifically said that the legislative change was not part of the review. The governance review is internal. The request for provincial review is external and related to legislative controls.

CAO Hotsenpiller presented the briefing. Discussion ensued on the five key questions in the briefing:

- Potential of creating a subgroup to solely focus on the response to the province
- The need to hear staff and trustees thoughts and feedback on the 15 recommendations in the report before moving forward
- Recommendation for the new council to watch the recording of the March 2022 (previous council) Trust Council session where the report was first presented, as the verbal report includes nuances not mentioned in the written report
- Timeline consideration for providing material to March Trust Council
- Information that should be provided to trustees ahead of March Trust Council
- Feedback to and from the original consultant on the report and work done to date

GC-2024-007
It was MOVED and SECONDED,
that the Governance Committee table the item *Request for Governance Review to Province: Trust Council Review of 2022 Governance Report* and have it put on their next meeting agenda in February.

CARRIED

Trustee Middleton raised a point of order regarding the voting procedure for the ex-officio member.

The Committee discussed if the person in the role of Islands Trust Conservancy ex-officio is eligible to vote or not as the bylaw is unclear, noting that the Trust Council Chair ex-officio is not eligible to vote. This matter, and the committee terms of reference, will be added to the next meeting agenda.

Chair Gedye ruled that the outcome of the vote stands.

Director Mobbs left the meeting at 11:33 a.m.

7.4 Communication of Trust Council's Section 3 of the Islands Trust Act Statement

Chair Gedye spoke to this item noting that the correspondence received at the beginning of this agenda from The Friends of the Gulf Islands Society ties in here.

GC-2024-008
It was MOVED and SECONDED,

> that the statement of consensus agreed to by Trust Council on September 23, 2023 regarding section 3 be published in its entirety in a prominent and easily accessible location on the Islands Trust website and that any other summaries or highlight statements on the website be removed.

Discussion ensued on where to place the information on the Islands Trust website with the *About Us<Islands Trust Act* location offered as a suggestion. Communication to the public is going to be considered by the committee under the *Meeting process* item in the *Urgent and High Priority* quadrant of the matrix.

Chair Gedye called the vote.

CARRIED

Trustee Gauvreau left the meeting at 11:59 a.m.

8. BUSINESS – OTHER

None.

9. BUSINESS – NEW

9.1 CAO Hiring

Chair Gedye informed the committee that the first meeting of the Chief Administrative Officer Hiring Committee (CAOHC) has been scheduled. It was noted that four members of the Governance Committee sit on the newly formed Chief Administrative Officer Hiring Committee. The Governance Committee will wait until after the first CAOHC meeting to determine whether their involvement is needed. Chair Gedye asked the committee to send her any thoughts, ideas or input relevant to issues of governance that she will summarize and take to the CAOHC.

For timing sake, this item will be added to the next meeting agenda.

10. WORK PROGRAM

As presented and discussed in item 7.1.

11. NEXT MEETING

The next meeting will take place electronically on February 23, 2024, at 9:00 a.m.

12. ADJOURNMENT

GC-2024-009

It was MOVED and SECONDED,
that the Committee adjourn the meeting at 12:07 p.m.

CARRIED

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Judith Gedye, Chair

Certified Correct:

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Alexandra Trifonidis, Acting Executive Coordinator/Recorder