Governance Committee
Minutes of a Regular Meeting

Date: **February 23, 2024**
Location: **Electronic meeting**

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)
Alexandra Trifonidis, A/Executive Coordinator

Guests Present: Alyssa Bradley, Young Anderson

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

For consideration, the Governance Committee discussed amending the agenda as follows:

i. Add new item at 6.4 The Governance Committee report to for inclusion in the March Trust Council agenda.
ii. Re-order the agenda to address item 6.3 Follow up Action List / Work Program Matrix at the end of the meeting.
iii. Defer item 8.2 Ex-officio Role Responsibilities and address at the next Governance Committee meeting with updates from Director Marlor.
iv. Add new item at 8.3 Business Other - Delegate from the Governance Committee to the Financial Planning Committee.

2.2 Approval of Agenda

It was MOVED and SECONDED,
That the agenda be amended as indicated in the Roman numeral items shown in item 2.1.

Vice-Chair Harris requested that Roman numeral item iv. be removed from the agenda amendments.

Point of order, noted by Trustee Bernardo, that a separate discussion be held regarding Roman numeral iv.

Chair Gedye called the question on the motion as amended.

GC-2024-010
It was MOVED and SECONDED,
That the agenda be amended as indicated in Roman numeral items i. to iii. as shown in item 2.1.

CARRIED

Point of order, noted by Trustee Bernardo, that Chair Gedye raise a discussion regarding the delegate from the Governance Committee to the Financial Planning Committee.

Chair Gedye provided background information to the Governance Committee, regarding GC representation on the Financial Planning Committee (FPC), that nowhere in any minutes can a decision be found that Vice-Chair Harris would stand as the GC representative to FPC but that he would.

Chair Gedye commented that there are no trustees on FPC that represent Bowen Island Municipality.

By general consent that regarding Governance Committee appointment process to the Financial Planning Committee, this would be reported and added to the next meeting agenda.

3. PUBLIC COMMENT PERIOD - None

4. DELEGATIONS – None

5. CORRESPONDENCE – None

6. ADMINISTRATIVE COORDINATION

6.1 Draft Minutes of Previous Meetings

6.1.1 Draft Governance Committee Minutes of January 15, 2024

By general consent, the Governance Committee draft minutes of January 15, 2024, were adopted as presented.

6.2 **Resolutions Without Meeting –** None

6.3 Follow up Action List / Work Program Matrix

Addressed under item 9. New Business

6.4 The Governance Committee report to be added to the March Trust Council agenda

Addressed under item 9. New Business

7. BUSINESS – WORK PROGRAM ITEMS

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

Brought forward by the Committee from the January 15th meeting.

7.1.1 <u>Staff Review of 2022 Governance Report – BRF</u>

CAO Hotsenpiller spoke to the briefing.

Committee discussion included:

- The terms of reference for the Governance Review directed focus on an internal review of the Islands Trust; this should not be conflated with the request to the Province about larger structural issues that need to be addressed.
- There is a distinction between ongoing work of the Committee and the request to the Province for legislative changes.
- It is not necessary for the Governance Review to be dealt with by Trust Council before the Governance Committee can begin the letter to the Province.
- The Committee needs to come to agreement on what is in the Governance Report, and to seek clarification from the authors
- The consultants should be invited to engage with committee members so they can understand how conclusions were reached.

Trustees Stamford and Peterson left the meeting at 10:10 a.m.

- There is a lot of work to do to successfully lobby the government to contribute additional funding and assist with legislative amendments based on the original work in the Governance Report.

- Committee members should watch the March 2022 recorded presentation by the consultants.

Discussion continued:

- Committee members should prepare in advance for discussion with the consultants by knowing the areas of clarification that are required.
- Trust Council is eager for the Committee to take action and the sooner initial work begins the better.
- A special meeting with the consultants should be held so that, at the May 13 regularly scheduled meeting, the Committee can prepare a package to go to Trust Council in June.
- There is need to be respectful of the associated time and costs of engaging with the consultants.

Trustee Stamford returned to the meeting at 10:30 a.m.

- Consultants should know that the purpose of the meeting is to talk about governance issues.

GC-2024-011
It was MOVED and SECONDED,
That the Governance Committee ask staff to schedule a special meeting of the Committee for the purpose of hearing the consultants who authored the Governance Report, and that the meeting be scheduled before the next regularly scheduled meeting of the Committee.

CARRIED

7.2 Corporate Plan Update – BRF

CAO Hotsenpiller spoke to the briefing as presented.

The meeting recessed for a break at 10:50 a.m. and reconvened at 11:00 a.m.

11. CLOSED MEETING

GC-2024-012
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, (1)(i) the receipt of advice that is subject to solicitor-client privilege, and that the recorder and staff attend the meeting.

CARRIED

At 11:00 a.m. the meeting was closed to the public and at 11:53 a.m., the meeting was reopened to the public.

12. RISE AND REPORT

Chair Gedye reported from the closed meeting:

- That that the November 9 in-camera meeting minutes were adopted as presented.
- That the Governance Committee received legal advice.

8. BUSINESS – OTHER

8.1 CAO Hiring

Chair Gedye provided an update on the Hiring Committee noting a request for proposals has been created to hire a consultant to assist with the hiring process.

8.2 Ex-officio Role Responsibilities

By general consent, this item was deferred to the next meeting.

9. BUSINESS – NEW

6.4 Report to the Trust Council

Chair Gedye noted that the report to Trust Council will include a summary of the discussion held at this meeting about distinguishing between work to address the Governance Review and work to draft a request to the Province.

6.3. Work Program Matrix

Chair Gedye reviewed the Work Program Matrix.

Committee discussion included:

- The Governance Committee could perhaps see the draft meeting procedure policies and provide input before it goes to Trust Council.
- The title of the matrix should be updated to reflect the Committee's overall work priorities, not just its response to the Governance Review.

CAO Hotsenpiller will remove the title "15 Recommendations of Governance Review as categorized by Governance Committee (Feb/23)."

10. NEXT MEETING

The next scheduled meeting will take place electronically on May 13, 2024, at 9:00 a.m.

13. ADJOURNMENT

By general consent the Committee adjourned at 12:08 p.m.

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Judith Gedye, Chair

Certified Correct:

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Alexandra Trifonidis, A/Executive Coordinator