Governance Committee
Minutes of a Regular Meeting

Date: November 9, 2023
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
Tim Peterson, Lasqueti Island Trustee
Peter Luckham, Thetis Island Trustee and Trust Council Chair (ex-officio)

Member Regrets: Kate-Louise Stamford, Gambier Island Trustee

Staff Present:
Russ Hotsenpiller, Chief Administrative Officer (CAO)
David Marlor, Director, Legislative Services
Robert Barlow, Legislative Services Clerk/Recorder

Others Present: One member of the public and Trustee Mairead Boland

1. CALL TO ORDER

Chair Gedye called the meeting to order at 1:00 p.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

No new item was presented for consideration.

2.2 Approval of Agenda

By general consent the Committee approved the agenda as presented.

3. PUBLIC COMMENT PERIOD

No member of the public indicated a wish to speak.

4. DELEGATIONS

None.

5. CORRESPONDENCE

None.

6. ADMINISTRATIVE COORDINATION

6.1 Draft Minutes of Previous Meetings

6.1.1 Draft Governance Committee Minutes of August 31, 2023

By general consent the August 31, 2023 Governance Committee minutes were adopted as presented.

6.2 Resolutions Without Meeting

6.2.1 GC-2023-01 - Change Date of October 16, 2023 Meeting

Presented for information.

6.3 Follow up Action List (FUAL)

Presented for information.

7. BUSINESS - WORK PROGRAM ITEMS

7.1 Referral by Trust Council to Governance Committee of a request to the Minister for a review of Islands Trust - Briefing

CAO Hotsenpiller presented the Briefing. Committee discussion included:

- whether the Governance Committee should be the lead committee in regards to furthering the issue
- the complexities and challenges faced today by Islands Trust are different then when the previous Provincial review was conducted approximately thirty-five years ago
- the Committee may need to understand what aspects (such as the structure, funding, and jurisdiction) of the organization are working well and what aspects could be improved in order to know how to respond appropriately to the request from Trust Council
- the current Trust Council may need to review the Governance Review Report that was presented to the previous term's Trust Council but not thoroughly discussed
- the Province wants to know how the response to the Governance Review is progressing
- it is currently unclear as to the nature of specific issues and therefore it is unclear as to what solutions could be recommended to Trust Council

Trustee Middleton left the meeting at 1:41 p.m.

- Trust Council may need to decide what aspects of the Governance Review Report they consider valid or important or priority to respond to

GC-2023-039
It was Moved and Seconded,
that Governance Committee recommend to Trust Council that it review the Governance Review in 2024 in a specially dedicated session.

CARRIED

GC-2023-040
It was Moved and Seconded,
that Governance Committee request staff to provide an analysis in respect to the Governance Review and report back to the Governance Committee.

CARRIED

7.2 Meeting Procedures – Briefing

Chair Gedye introduced the briefing, the purpose of which was to provide the Governance Committee with an understanding of the current activities by Trust Council and various committees taking place in relation to consideration of improvements to meeting procedures. Committee discussion included various aspects of meeting procedures such as:

- how to get items on committee agendas
- the process to refer items from one committee to another
- the time available to discuss items
- reviewing other local government meetings to identify best practices
- frequency of meetings
- how to manage items for discussion and items for decision such as creating a Committee of the Whole where issues are discussed without a requirement for decisions to be made
- the order of business
- the possibility of a meeting procedures policy or bylaw for all committees
- best practices and training of committee Chairs
- meetings can serve different purposes such as to identify or describe a problem, explore potential solutions, and decide on a course of action
- the complexity of the committee structure of Islands Trust and the number of trustees

Trustee Middleton returned to the meeting at 2:38 p.m.

- the nature of an executive function which may include powers to veto, facilitate and give direction to staff
- the possible creation of the Office of the Secretary (not the same as Corporate Secretary) whose role would be to create agendas and follow meeting procedures

The Committee postponed further discussion of the topic to agenda item 10 Work Program.

Committee recessed at 2:45 p.m. and resumed at 3:00 p.m.

As it was noted that Trustee Luckham, Islands Trust Chair, is an ex officio member of the Committee, which under Trust Council policy is a non-voting member, and who was involved in the motions in agenda item 7.1, the Committee reconsidered the motions without Trustee Luckham's involvement. The motions and results of the vote remained the same.

GC-2023-039
It was MOVED and SECONDED,
that Governance Committee recommend to Trust Council that it review the Governance Review in 2024 in a specially dedicated session.

CARRIED

GC-2023-040
It was MOVED and SECONDED,
that Governance Committee request staff to provide an analysis in respect to the Governance Review and report back to the Governance Committee.

CARRIED

8. BUSINESS – OTHER

8.1 Compensation - Discussion

Committee discussion included:

- trustee compensation is one of the issues that was examined in the Governance Review
- Trust Council is the body authorized to decide trustee compensation
- potential conflict of interest may be mitigated by removing trustees and staff from the review and recommendation process
- a qualified consultant independent from Islands Trust could make objective recommendations

It was MOVED and SECONDED,
that Governance Committee request staff to prepare a report examining the feasibility of engaging an independent consultant to review remuneration values in Trust Council's policy on trustee remuneration.

The motion was withdrawn as the substance of the motion is on Financial Planning Committee's Follow Up Action List.

9. BUSINESS – NEW

None.

10. WORK PROGRAM

The Committee reviewed their work program and discussion included:

- Rise and Report of Trust Council's work on interpretation of Section 3 of the Isl*ands Trust Act* needs to be discussed
- Provincial structural review and management review are connected and can be joined into one activity
- research in regards to the Secretariat to be put into Urgent/High Priority and can include research of hiring in-house legal counsel in the secretariat research
- possibility of a need for a communications strategy to prominently publicize the Trust Council interpretation of Section 3 of the Islan*ds Trust Act* including to the Province, to First Nations, and to various stakeholders

11. NEXT MEETING

11.1 Selection of meeting dates for 2024 - RFD

GC-2023-041
It was MOVED and SECONDED,
that Governance Committee approve the following meeting dates for the 2024 meeting schedule:

- Monday January 15, 2024
- Friday Feb 23, 2024
- Monday May 13, 2024
- Friday July 12, 2024
- Monday September 9, 2024
- Monday November 18, 2024

CARRIED

12. MOTION TO CLOSE THE MEETING

GC-2023-042
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, including communications necessary for that purpose; and that the recorder and staff attend the meeting.

CARRIED

At 3:37 p.m. the meeting was closed to the public and at 4:19 p.m. the meeting was reopened to the public.

13. RISE AND REPORT

Chair Gedye reported that the Committee will continue the discussion of the topic that was addressed in the in camera meeting at the next scheduled in camera meeting of January 15, 2024.

14. ADJOURNMENT

By general consent the Committee adjourned at 4:20 p.m.

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Judith Gedye, Chair

Certified Correct:

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Robert Barlow, Legislative Services Clerk/Recorder