



Governance Committee Minutes of Meeting

Date: Thursday, January 19, 2023
Location: Electronic Zoom Meeting

Members Present: Joe Bernardo, Gambier/Keats Island Local Trust Committee (LTC)
Judi Gedye, Bowen Island Municipality
Jamie Harris, Salt Spring Island LTC
Peter Luckham, Chair, Islands Trust Council, Thetis Island LTC (ex-officio)
Lee Middleton, Saturna Island LTC
Laura Patrick, Salt Spring Island LTC
Tim Peterson, Lasqueti Island LTC
Kate-Louise Stamford, Gambier Island LTC

Staff Present: Russ Hotsenpiller, Chief Administrative Officer (CAO)
Clare Frater, Director, Trust Area Services (DTAS)
Lori Foster, Recorder

Members of the public present: There were up to 2 members of the public attending electronically

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

Chief Administrative Officer (CAO) Hotsenpiller called the meeting to order at 10:01 a.m. giving a territorial acknowledgement that the meeting was being held on the traditional and treaty territories of many Coast Salish First Nations.

This was the inaugural meeting of the 2022-2026 term Governance Committee whose members were elected by Islands Trust Council at its December 2022 meeting.

2. ELECTIONS OF CHAIR / VICE-CHAIR

CAO Hotsenpiller addressed the first order of business, to elect a chair and vice-chair from amongst the members of the Governance Committee.

DTAS Frater spoke to the process, hearing no questions, conducted the election.

Nominations for the position of chair were called.

GC-2023-001

It was Moved by Trustee Bernardo and Seconded by Trustee Patrick,
That Trustee Gedye be nominated for the position of Chair of the Governance Committee.

Trustee Gedye accepted the nomination.

DTAS Frater called (three) 3 times for further nominations for the position of Chair of the Governance Committee, there were no further nominations.

By acclamation, Director of Trust Area Services Frater, congratulated Trustee Gedye as Chair of the Governance Committee.

Nominations for the position of vice-chair were called.

GC-2023-002

It was Moved by Trustee Middleton and Seconded by Trustee Peterson,
That Trustee Harris be nominated for the position of Vice-Chair of the Governance Committee.

Trustee Harris accepted the nomination.

DTAS Frater called again for further nominations for the position of Vice-Chair of the Governance Committee.

GC-2023-003

It was Moved by Trustee Gedye and Seconded by Trustee Peterson,
That Trustee Bernardo be nominated for the position of Vice-Chair of the Governance Committee.

Trustee Bernardo declined the nomination.

DTAS Frater called (two) 2 more times for nominations for the position of Chair of the Governance Committee, there were no further nominations.

By acclamation, Director of Trust Area Services Frater, congratulated Trustee Harris as Vice-Chair of the Governance Committee.

3. AGENDA

Chair Gedye addressed the agenda as presented.

3.1 New Items and Re-Ordering of the Agenda

Chair Gedye noted the late items addendum for addition to the agenda:

- 8.4.1 Draft Budget 2023/23 Review of Funding Requests – Briefing
- 11.2.1 Item 4.4 from December Trust Council re: Provincial Review
- 11.3 M. Gang re: need for review and restructure email dated November 10, 2022

3.2 Approval of Agenda

GC-2023-004

It was Moved and Seconded,

That the Governance Committee approve the agenda, as circulated, with the late items.

CARRIED

4. PUBLIC COMMENT PERIOD – None

5. DELEGATIONS – None

6. GOVERNANCE COMMITTEE ORIENTATION

CAO Hotsenpiller spoke to the orientation items as presented in 6.1 to 6.3. included in the agenda package.

6.1 Governance Committee Terms of Reference Policy 2.3.5 – Review

6.2 Council Committee System Policy 2.3.1 – Review

6.3 Summary of 2018-2022 Trust Council Governance Priorities Workshop – Briefing

7. ADMINISTRATIVE COORDINATION

7.1 Draft minutes of September 2, 2022 for adoption

It was noted that these minutes were from last term's committee of which Trustees Middleton (then chair), Stamford, Luckham, and Peterson were present.

GC-2023-005

It was Moved and Seconded,

That the draft Governance Committee minutes of September, 2022, be adopted as presented.

CARRIED

7.2 Resolutions Without Meeting - None

7.3 Follow up Action List (FUAL)

Discussion followed on the tracking of committee action items as presented in the FUAL. Comments were heard on creating a "parking lot" for other business items or ideas for consideration.

By general consent, the Governance Committee, in its designation as a standing committee, tabled discussion to later in this meeting to address the oversight of its representation on the Financial Planning Committee.

Comments were heard on how to use WebDAV as a repository for idea items.

8. BUSINESS - WORK PROGRAM ITEMS

8.1 Trust Programs Committee (TPC) Follow-up Action List item Referred to Governance Committee – Briefing

CAO Hotsenpiller spoke to this item summarizing the history of service integration work by the Trust Programs Committee.

8.2 Meeting Structure – Discussion

Discussion ensued on the following:

- Types of meetings including working groups, gatherings and shirt sleeve sessions,
- Creating working groups, assigning tasks, bringing back to the larger committee,
- Formal meetings inhibit open discussion,
- Allowing for open and experimental discussions,
- Committee of the Whole meetings,
- Legislation applicable to meetings including the Community Charter, Local Government Act and Islands Trust Act,

By general consent, that Chair Gedye and CAO Hotsenpiller work on the questions to ask regarding a legal opinion on open/closed meetings, workshops and quorum.

GC-2023-006

It was Moved and Seconded,

THAT the Chair of Governance Committee work with staff to investigate options for a less formal meeting structure.

CARRIED

8.3 Business Priorities – Discussion

Discussion followed on prioritizing business items following from the Governance Review Report, February 2022, recommendations.

GC-2023-007

It was Moved and Seconded,

THAT Governance Committee members examine the complete Governance Report including annexes and bring back notes and priorities for discussion at the next meeting; that Trustees circulate their information to other members prior to the next meeting.

CARRIED

8.4 Budget – Discussion

8.4.1 Draft Budget 2023/24 Review of Funding Requests - Briefing

GC addressed the late item referred from Financial Planning Committee's (FPC) January 18, 2023 meeting requesting the Governance Committee (GC) review a \$15,000 budget line item earmarked as funds for consultant work.

Discussion ensued on the following:

- Probably not needing to hire a consultant/expert for this year's work,
- Increasing the \$1,000 general meeting funds amount,
- Covering of legal opinion costs.

GC-2023-008

It was Moved and Seconded,

That the Governance Committee request operational funds in the draft 2023/24 budget be increased to \$3,000 and the \$15,000 contingency fund for expert advice be removed.

CARRIED

The meeting recessed for lunch at 12:25 p.m. and reconvened at 1:03 p.m.

8.5 Draft 2023 Governance Committee meeting schedule – Discussion

Discussion ensued on scheduling the Governance Committee's 2023 meetings and possibly meeting in-person.

By general consent, staff will bring back options to the next business meeting for the Governance Committee's meeting frequency in 2023.

GC-2023-009

It was Moved and Seconded,

That the next Governance Committee meeting is scheduled to be held electronically, Friday, February 10, 2023, beginning at 9:00 am.

CARRIED

9. BUSINESS – OTHER - None

10. BUSINESS – NEW – None

11. CORRESPONDENCE

11.1 Trustee Busheikin re: Task for the Governance Committee email dated September 26, 2022

Received for information.

11.2 Minister Cullen response re: Provincial Review request letter dated September 23, 2022

11.2.1 Item 4.4 from December Trust Council re: Provincial Review

Received for information.

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

By general consent, forward item 11.3 M. Gang re: need for review and restructure email dated November 10, 2022 to next meeting.

12. WORK PROGRAM

By general consent, discussion of the Governance Committee’s Work Program was tabled to its next business meeting.

13. NEXT MEETING

The next meeting is scheduled to be held electronically, Friday, February 10, 2023, beginning at 9:00 a.m.

14. CLOSED MEETING – None

15. RISE AND REPORT – None

16. ADJOURNMENT

Prior to adjournment, the Governance Committee discussed its lack of representation on the Financial Planning Committee, as it is now a new standing committee, that this was possibly an oversight when committee policies were updated.

Chair Gedye determined by a “straw poll” unanimous consent that the Governance Committee wishes to be included as a standing committee member of the Financial Planning Committee.

GC-2023-010

It was Moved and Seconded,

That the Governance Committee request staff to prepare policy amendments to allow for Governance Committee representation on the Financial Planning Committee for discussion and decision by Trust Council.

CARRIED

By general consent, the meeting was adjourned at 2:05 p.m.

Judi Gedye, Chair

Certified Correct

Lori Foster, Recorder