



Governance Committee Minutes of Regular Meeting

Date: July 29, 2022
Location: Islands Trust Victoria Boardroom
200-1627 Fort Street, Victoria, BC
Electronic Meeting

Members Present: Alex Allen, Hornby Island Trustee
Kees Langereis, Gabriola Island Trustee
Lee Middleton, Saturna Island Trustee
Laura Patrick, Salt Spring Island Trustee
Timothy Peterson, Lasqueti Island Trustee
Tahirih Rockafella, Galiano Island Trustee
Kate-Louise Stamford, Gambier Island Trustee

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

Attendees: None

The meeting was conducted electronically, live streamed, recorded, and the public could attend electronically.

1. CALL TO ORDER/LAND ACKNOWLEDGEMENT

At 12:04 p.m., Director of Legislative Service (DLS) Marlor called the meeting to order.

Elected in their local trust areas, trustees introduced themselves. Land acknowledgements included: TEKTEKSEN (Saturna Island), K'ómoks First Nation, Snuneymuxw First Nation, Xwe'etay (Lasqueti Island), Chá7elkwnech (Gambier Island), and Coast Salish People.

2. ELECTION OF CHAIR AND VICE-CHAIR

DLS Marlor called for nominations for chair of the Governance Committee.

GC-2022-001

It was Moved by Trustee Patrick and Seconded by Trustee Allen,

To nominate Trustee Middleton for chair.

Trustee Middleton agreed to stand.

DLS Marlor called 3 more times for nominations for chair.

Hearing no further nominations;

By acclamation, Trustee Middleton was declared Chair of the Governance Committee.

DLS Marlor called for nominations for vice-chair of the Governance Committee.

GC-2022-002

It was Moved by Trustee Langereis and Seconded by Trustee Peterson,

To nominate Trustee Patrick for vice-chair.

Trustee Patrick agreed to stand.

DLS Marlcor called 3 more times for nominations for vice-chair.

Hearing no further nominations;

By acclamation, Trustee Patrick was declared Vice-Chair of the Governance Committee.

Chair Middleton thanked members and staff and continued with the agenda as presented.

3. AGENDA

3.1 New Items and Re-Ordering of the Agenda

Items for consideration to amend the agenda:

- Discussion on trustee orientation for the new council,
- Under 6.7, add budget implications for this year,
- Consideration of legal advice regarding Governance Report recommendations,
- Under 6.3.2, add first meeting agenda of new Trust Council and Executive Committee election process,
- Under 6.3 add 6.3.1 – Trust Council discussion of Governance Report.

3.2 Approval of Agenda

GC-2022-003

It was Moved and Seconded,

That the agenda be approved as amended.

CARRIED

4. CORRESPONDENCE

See Trustee Middleton email attached to item 6.3.2 and Trustee Stamford email attached to item 6.4.

5. ADMINISTRATIVE COORDINATION - None

5.1 Draft Minutes of Previous Meetings - None

5.2 Resolutions Without Meeting - None

5.3 Follow up Action List - None

6. BUSINESS ITEMS

6.1 Terms of Reference for the Standing Governance Committee - RFD

Chair Middleton opened discussion regarding creating a draft terms of reference for the committee.

Discussion followed:

- Re: page 5 of the agenda package, items for consideration when drafting new Policy 2.3.5 Governance Committee terms of reference (TOR),

- Focus on governance improvement, optimization, public engagement and evaluation,
- Mechanics of cooperation with others,
- Internal management, potential legislative changes,
- Requests to the province come from the Governance Committee, thoughts and recommendations passed along to new term committee,
- Review and recommendations on local trust committee (LTC) governance to LTC's,
- A definition of governance,
- Ongoing improvement means always evaluating,
- Page 11 of the agenda package item 15. (a-j) add as possible appendix for consideration,
- Addition of a communications strategy both internal and external
- To consider and implement, as required, recommendations from consultants under duties and responsibilities,
- Keeping a quarterly meeting schedule or as determined by the incoming committee; current staffing implications and budgeting for the committee,
- Regarding a Governance Committee budget - \$15, 000 discretionary funds currently available to March, consider earmarking \$20,000 for next budget's discretionary funds request to Trust Council.

GC-2022-004

It was Moved and Seconded,

Amend proposed draft new policy 2.3.5, item 1.5 to read:

The Governance Committee may contract external expertise to provide advice subject to: 1.) funding by Trust Council and, 2.) at the discretion of the committee.

CARRIED

GC-2022-005

It was Moved and Seconded,

THAT the Governance Committee recommends that staff develop a draft terms of reference for the Governance Committee, with the following elements:

1. To include in the Purpose – emphasise ongoing improvement of governance.
2. Add definition of Governance.
3. The amendments made to item 1.5 (GC-2022-004).

CARRIED

6.2 Amending of Trust Council Policy 2.3.1 Council Committee System - RFD

CAO Hotsenpiller spoke to the request for decision as presented.

The Governance Committee discussed recommending the following amendments to Policy 2.3.1:

- The inclusion of two non-voting ex-officio members to the Governance Committee 1.) the Trust Council chair 2.) an elected trustee from the Islands Trust Conservancy board,
- Election of the Governance Committee conducted in the same manner held at June Trust Council; 7 members and not limiting Executive Committee members,

- At a minimum as follows: see page 7 of the agenda package items 1-6.

GC-2022-006

It was Moved and Seconded,

THAT staff be directed to draft amendments to Trust Council Policy 2.3.1, Council Committee System, incorporating any changes to the policy recommended by the Governance Committee and that the policy be returned to the Governance Committee for subsequent referral to Trust Council for approval, as amended.

CARRIED

6.3 Governance Review Report Recommendations - Discussion

The meeting recessed for a break at 1:55 p.m. and reconvened at 2:05 p.m.

6.3.1 Referred from June Trust Council item 4.2.5 - Review and Implementation of recommendations from the Governance Review 2022 – Briefing

Governance Committee (GC) discussed next steps regarding the Islands Trust Governance Review February 2022 consultant's report received at March 2022 Trust Council (TC), item 4.2 pages 33-105 of the TC agenda package.

6.3.2 Immediate Action Item List

GC discussed the following as immediate action list items:

- Create a session outline for next Trust Council to include discussion of the consultant's report/one hour session,
- Discuss the issue of the election of the Executive Committee,
- Discuss the orientation of new term trustees,
- Review and forward revised policies as directed in items 6.1 and 6.2,
- Discuss the strategic planning process.

6.4 Role of Islands Trust Conservancy in the Islands Trust Governance Review - Discussion

Trustee Stamford, Islands Trust Conservancy Chair, recommended that requesting support or engagement from Islands Trust Conservancy, with activities going forward, that formal motions be passed so that Conservancy staff can anticipate the work and adjust accordingly.

6.5 Role of Governance Committee regarding governance review request to the Province – Discussion

At its June meeting, Trust Council requested the chair write to the Province asking for a governance review. This request was sent July 8th.

Governance Committee discussed remaining aware of Trust Council's request to the Province as a response is anticipated and what role the Governance Committee may take.

6.6 Communications - Discussion

Discussion followed that:

All terms of references, for all committees, could include how communications occur and what can be expected, i.e. Zoom and recorded meetings has made meetings transparent, how do committees respond to public's dialogue, making a public statement regarding Trust Council's review of the governance report.

6.7 Potential Budget Request for 2022/23 – Discussion

Discussed under item 6.1.

7. NEW BUSINESS - None

8. WORK PROGRAM - None

9. NEXT MEETING

To be determined and confirmed via resolution without meeting in conjunction with Executive Committee meeting before Trust Council.

10. CLOSED MEETING - None

11. RISE AND REPORT - None

12. ADJOURNMENT

By general consent, the meeting was adjourned at 3:05 p.m.

Lee Middleton, Chair

Certified Correct

Lori Foster, Executive Coordinator/Recorder