Governance Committee
Agenda

Date:	Thursday, August 31, 2023
Time:	9:00 am - 12:00 pm
Location:	Electronic meeting, Public venue Islands Trust 200-1627 Fort Street Victoria, BC V8R 1H8

Pages

9. BUSINESS - WORK PROGRAM ITEMS

10. BUSINESS - OTHER

11. BUSINESS - NEW

12. WORK PROGRAM 9 - 9

For review and referral to Trust Council before each quarterly TC meeting

13. NEXT MEETING

The next Governance Committee meeting is scheduled for Monday, October 16, 2023, to be held electronically beginning at 9:00 a.m.

14. ADJOURNMENT

Islands Trust

Governance Committee Minutes of Meeting

Date: **July 31, 2023**
Location: **Electronic meeting, Public venue**
Islands Trust
200-1627 Fort Street
Victoria, BC V8R 1H8

Members Present: **Judith Gedye, Chair, Bowen Island Municipality**
Jamie Harris, Vice-Chair Salt Spring Island Local Trust Committee (LTC)
Joe Bernardo, Gambier/Keats Island LTC
Peter Luckham, Thetis Island LTC (Chair, Islands Trust Council, ex-officio)
Lee Middleton, Saturna Island LTC
Laura Patrick, Salt Spring Island LTC
Tim Peterson, Lasqueti Island LTC (joined at 9:18 am)
Kate-Louise Stamford, Gambier Island LTC (regrets)

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

1. CALL TO ORDER

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

2. AGENDA

2.1 Introduction of New Items

For consideration to add the following at:
10.1 Management Review/CAO Review

2.2 Approval of Agenda

GC-2023-031
It was Moved and Seconded,
That the Governance Committee adopt the agenda as amended.

CARRIED

2.2.1 Agenda Context Notes

Provided for information. See item 13.2 – Scheduling additional meeting.

3. PUBLIC COMMENT PERIOD - None

4. **DELEGATIONS** - None

5. **CLOSED MEETING**

At 9:05 a.m., the meeting was closed to the public.

GC-2023-032
It was Moved and Seconded,
That the Governance Committee close this meeting to the public subject to Section 90(1)(i) of the Community Charter in order to consider matters related to the receipt of advice that is subject to solicitor-client privilege, including communications necessary for that purpose and that staff be invited to remain in the meeting.

CARRIED

At 10:35 a.m., the meeting was reopened to the public.

6. **RISE AND REPORT** - None

7. **ADMINISTRATIVE COORDINATION**

7.1 **May 29, 2023, draft meeting minutes**

By general consent, the May 29, 2023 Governance Committee draft minutes were adopted as presented.

7.2 **Resolutions Without Meeting** - None

7.3 **Follow up Action List (FUAL)**

By general consent, the FUAL was received for information.

8. **BUSINESS - WORK PROGRAM ITEMS**

8.1 **Corporate Plan – Discussion**

The Governance Committee discussed the draft Corporate Plan as presented.

The following comments were heard:

- The Financial Planning Committee subcommittee/working group will continue work on the draft Corporate Plan with minor amendments and will work on a business plan for the next budget cycle
- Bring the draft Corporate Plan forward to Trust Council for endorsement at its September meeting

GC-2023-033
It was Moved and Seconded,
That the Governance Committee endorse the Financial Planning Committee subcommittee/working group to present the draft Corporate Plan at September Trust Council and describe the framework.

CARRIED

8.2 Discussion of Visioning Process for Trust Council 2022-2026 – Briefing

The Governance Committee discussed the briefing as presented and spoke to the following:

- Trust Council has not had a conversation about its shared mission, vision, values and goals
- At Trust Council's September meeting, what would the logistics of a visioning exercise look like?
- Consideration that the "vision" of Islands Trust is contained in Section 3 of the *Islands Trust Act*
- The 2017 Trust Council visioning exercise did not reach a consensus regarding the 4 draft statements presented and included on page 34 of this agenda

Further discussion ensued on:

- Re-purposing the 2017 draft statements for Trust Council's consideration in September
- Timing and coordination regarding endorsement of the draft Corporate Plan and a budget
- Trust Council holding a lengthy discussion regarding Section 3 of the Islands Trust Act before embarking on a visioning exercise

9. BUSINESS - OTHER

9.1 Governance Committee section of the 2022-23 Islands Trust Annual Report – Briefing

Received for information.

10. BUSINESS – NEW

10.1 Management Review/CAO Review

The Governance Committee discussed the following:

- The February 2022 Governance Review Report did not include "management/chief administrative officer (CAO) review" as a topic
- Policy 2.4.1 regarding conducting a CAO review and, as laid out in the BC Public Service Agency and the *Islands Trust Act*
- Recommending to Executive Committee that they consult with trustees as a whole regarding a future CAO/ management review
- That the topic of "Management Review" be brought back to the Governance Committee's October meeting.

GC-2023-034
It was Moved and Seconded,
That the Governance Committee move the item "Management Review" to "Urgent and High Priority" in its work program Matrix.

CARRIED

11. CORRESPONDENCE

11.1 Dennis Perch re: Quality of Life - A Well-being Society letter dated June 6, 2023

GC-2023-035
It was Moved and Seconded,
That item 11.1 correspondence "Dennis Perch re: Quality of Life - A Well-being Society letter dated June 6, 2023" be received for information.

CARRIED

12. WORK PROGRAM

12.1 Governance Committee Matrix

The Governance Committee Matrix is reviewed and updated before inclusion in the next meeting of Trust Council.

13. NEXT MEETING

13.1 The next Governance Committee meeting is scheduled Monday, October 16, 2023, to be held electronically beginning at 9:00 am

13.2 Scheduling additional meeting

GC-2023-036
It was Moved and Seconded,
That the Governance Committee schedule a Special Electronic Meeting to be held Thursday, August 31, 2023, beginning at 9:00 a.m.

CARRIED

14. ADJOURNMENT

GC-2023-037
It was Moved and Seconded,
That the Governance Committee meeting be adjourned at 12:35 p.m.

CARRIED

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Judith Gedye, Chair

Certified Correct

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Lori Foster, Recorder

Follow Up Action Report

Governance Committee

Chief Administrative Officer

Activity	Responsibility	Dates	Status
1 Trust Council ask the Governance Committee to review the current method of appointment and the make-up of membership for Trust Council standing committees.	Russ Hotsenpiller	Meeting: 07-Mar-2023 Target: 16-Oct-2023	In Progress
2 That the Governance Committee request the Financial Planning Committee and staff to continue developing a corporate planning process and that this work: - Include a staff analysis of the potential operational implications of instituting a comprehensive corporate planning process, and that such analysis specifically identify the changes to the annual budgeting process that would be required to implement the new process; - Identify the key differences between the current strategic planning and budgeting processes and the corporate planning process under development; - Identify such policy changes as may be required to institute a trustee decision-making structure appropriate for a corporate planning process that unites strategic and budgetary planning; and - Include a proposal for trustee training. - The Executive Committee is requested to follow the SWOT (strengths, weaknesses, opportunities and threats) analysis process in developing the draft strategic plan that is to be submitted to Trust Council this year.	Russ Hotsenpiller	Meeting: 17-Apr-2023 Target: 16-Oct-2023	In Progress

Islands Trust

Follow Up Action Report

Governance Committee

Chief Administrative Officer

Activity	Responsibility	Dates	Status
3 That Trustee Bernardo and staff summarize the legal opinion(s) on Section 3 of the Islands Trust Act and bring them back to the next Governance Committee meeting for review.	David Marlor Russ Hotsenpiller	Meeting: 17-Apr-2023 Target: 31-Jul-2023	Completed
4 Schedule a Special Electronic Meeting to be held Thursday, August 31, 2023, beginning at 9:00 a.m.	Russ Hotsenpiller	Meeting: 31-Jul-2023 Target: 31-Aug-2023	Completed
5 Move the item "Management Review" to "Urgent and High Priority" in Governance Committee's work program Matrix.	Russ Hotsenpiller	Meeting: 31-Jul-2023 Target: 31-Aug-2023	Completed
6 That Chair Gedye, Trustee Bernardo, and Chief Administrative Officer Hotsenpiller are asked to report back with a draft question for legal council regarding the scope of application of the open meeting rule to Islands Trust meetings for review and consideration by the Governance Committee. This item was tabled to the October 16th meeting.	Russ Hotsenpiller	Meeting: 17-Apr-2023 Target: 16-Oct-2023	In Progress

Director Legislative Services

Activity	Responsibility	Dates	Status
1 That Trustee Bernardo and staff summarize the legal opinion(s) on Section 3 of the Islands Trust Act and bring them back to the next Governance Committee meeting for review.	David Marlor Russ Hotsenpiller	Meeting: 17-Apr-2023 Target: 31-Jul-2023	Completed

15 Recommendations of Governance Review (Feb/22) as categorized by Governance Committee (Feb/23)

Updated July 31, 2023

>>>>>>**URGENCY** >>>>>>>>>

NOT IMMEDIATE but IMPORTANT	URGENT and HIGH PRIORITY
* Election of Executive Committee * Representational differences * Committees - clear mandates/ size & numbers/ champion proposals to TC * mandate of Conservancy more prominent * Secretariat - needs research	* Section 3. Islands Trust Act/mandate * Strategic/Corporate Planning/Visioning process * Meeting process (bylaw 101 & policies) * management review
NOT IMMEDIATE and LOWER PRIORITY * info to candidates before election * compensation * recording of negative votes (forward to Executive Committee)	**URGENT but LOWER PRIORITY** (NOTE: these items considered urgent but need more preparation of other policies before effective to deal with) * Communications * Advocacy

MATTERS OUTSIDE OUR JURISDICTION WHICH WE CONSIDER URGENT & IMPORTANT

* First Nations representation (possible referral to 1st N cttee if it gets established, otherwise multiple protocol agreements not considered in report)

MATTERS OUTSIDE OUR JURISDICTION WHICH WE CONSIDER NEITHER URGENT OR A PRIORITY

* Representation of provincial interest on TC - simple idea, complex in execution, multiple solutions.

MATTERS WE CONSIDER IMPORTANT BUT NOT URGENT CZ BEING CLOSELY EXAMINED BY OTHER COMMITTEES

* Local planning issues - OCP numbers & updates (Regional Planning)
* Policy Statement (Trust Planning Committee and Executive Committee)