



Staff has amended Section 2.1 to indicate election of Chairs at the first meeting of the committees does not apply to the Governance Committee (as the Chair for the Governance Committee would be elected by Trust Council if these amendments are approved). This section still requires that the Governance Committee, like all other committees, elects a Vice-Chair at its first meeting.

The rationale for the proposed amendments to Policy 2.3.1 Council Committee System to allow Trust Council to elect the Chair of the Governance Committee is due to the high interest amongst trustees and the public regarding the governance of the Islands Trust. Having Trust Council elect the Chair of the Governance Committee will allow a direct say by Trust Council on the Chair position, and improve transparency and accountability.

### **3 IMPLICATIONS OF RECOMMENDATION**

#### **ORGANIZATIONAL:**

Staff time to run two elections at Trust Council; however, this is minimal as relevant staff are normally in attendance at Trust Council. No other organizational implications.

#### **FINANCIAL:**

There are no financial implications of the recommendation.

#### **POLICY:**

Trust Council Policy 2.3.1 Council Committee System needs to be updated, and is included in this RFD for consideration.

#### **IMPLEMENTATION/COMMUNICATIONS:**

Staff will post the revised Policy 2.3.1 Council Committee System on the website.

#### **FIRST NATIONS:**

There are no First Nations implications of the recommendation.

#### **OTHER:**

There are no other implications of the recommendation.

### **4 RELEVANT POLICY:**

Trust Council Policy 2.3.1 Council Committee System

### **5 ATTACHMENT:**

Trust Council Policy 2.3.1 Council Committee System with proposed amendments.

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## **RESPONSE OPTIONS**

### **Recommendation:**

**That Trust Council adopt amended Trust Council Policy 2.3.1 [Council Committee System] dated December 6, 2022, that specifies that the Chair of the Governance Committee is elected by Trust Council from amongst its membership.**

### **Alternatives:**

#### **Alternate 1:**

Trust Council could make no changes to Policy 2.3.1 Council Committee System and elect the Governance Committee as per the current policy (seven members from Trust Council and the

Governance Committee Chair is then elected by those seven members). In this case, no resolution is required, and would be the default if the proposed resolution were defeated.

**Alternate 2:**

Trust Council could make no changes to Policy 2.3.1 Council Committee System, and refer the question of the election of the Governance Committee Chair to the Governance Committee. As Committees are generally appointed/elected for the term (2022-2026), any changes coming out of the Governance Committee on election of the Governance Committee Chair likely would not take effect until Trust Council elects the next Governance Committee in 2026. Should Trust Council select this option the following resolution would be appropriate:

*That the Governance Committee be requested to consider how the Chair of the Governance Committee is elected, and make recommendations to Trust Council that includes consideration of election of the Governance Committee Chair by Trust Council.*

**Prepared By:** David Marlor, Director, Legislative Services

**Reviewed By/Date:** Executive Committee/December 6, 2022  
Russ Hotsenpiller, CAO/Nov 29, 2022



<b>Policy:</b>	2.3.1
<b>Approved By:</b>	Trust Council
<b>Approval Date:</b>	March 6, 1998
<b>Amendment Date(s):</b>	September 11, 2008; March 14, 2018; June 8, 2021; September 21, 2022;
<b>Policy Holder:</b>	Chief Administrative Officer

## COUNCIL COMMITTEE SYSTEM

### Purpose

This Policy outlines general Terms of Reference (Section B: 1-9) applicable to all committees, the general role of standing committees (Section B: 10) and an overview of committee-specific functions which are detailed further in each council standing committee's specific terms of reference.

### A. Definitions

**Select Committee** means a committee established and elected by Trust Council to consider or inquire into any matter and to report its findings, opinions and recommendations to Trust Council.

**Standing Committee** means a regular permanent committee of Trust Council.

### B. Policy

#### 1. Establishment and Membership

##### 1.1 Standing Committees

1.1.1 A Council Committee System is adopted by Trust Council comprised of four standing committees and the Executive Committee (see Attachment 1):

1.1.1.1 Regional Planning

1.1.1.2 Financial Planning

1.1.1.3 Trust Programs

1.1.1.4 Governance

1.1.2 Membership for the Regional Planning, Financial Planning and Trust Programs committees includes trustees who have been appointed by the Trust Council Chair.

1.1.3 The Governance Committee consists of:

- [a Chair, who is a trustee elected by Trust Council; and](#)

- [seven-six members of Trust Council trustees](#) who have been elected by Trust Council.

Election of the Governance Committee shall occur by the March Trust Council meeting in the calendar year following the quadrennial trustee election. [The Election of the Governance Committee Chair shall occur before the election of the six Governance Committee members.](#)

- 1.1.4 One Executive Committee member will be assigned by the Trust Council Chair to the Regional Planning Committee and the Trust Programs Committee.
- 1.1.4 The Financial Planning Committee is comprised of all members of the Executive Committee, the Chair (or designate) of the Regional Planning Committee and the Trust Programs Committee, a member chosen by the Islands Trust Conservancy Board and three (3) other local or municipal trustees.
- 1.1.5 By the second Trust Council meeting following the quadrennial trustee elections, or as required, the Chair of Trust Council will recommend appointments to the Regional Planning, Trust Programs and Financial Planning committees for ratification by Trust Council, based on an indication of interest by trustees and on Trust Area-wide considerations.
- 1.1.6 The Trust Council Chair is an ex-officio member of the Trust Programs, Regional Planning, and Governance committees.
- 1.1.7 One of the two Trust Council elected members of the Islands Trust Conservancy is an ex-officio member of the Governance Committee, as determined by the Chair of the Islands Trust Conservancy.

## **1.2 Select Committees**

- 1.2.1 Select committee membership is comprised of trustees who have been elected by Trust Council.
- 1.2.2 Select committees must have terms of reference established and approved by Trust Council.
- 1.2.3 If the Trust Council Chair is not an elected member of a select committee pursuant to section 1.2.1, they or designate shall be an ex-officio member of each select committee.
- 1.2.4 The agenda for select committees should include:
  - 1.2.4.1 Approval of previous meeting minutes
  - 1.2.4.2 Follow-Up Action List (FUAL)
  - 1.2.4.3 Trust Council referral items

- 1.2.5 A select committee resolution is required to expend monies from the committee's budget account assigned by Trust Council, if any.
- 1.2.6 A select committee shall refer any reporting and findings, including resource needs, to Executive Committee prior to reporting to Trust Council.
- 1.2.7 A select committee will cease to exist once it has reported its findings, opinions and recommendations to Trust Council.

## **2. Committee Chair**

- 2.1 [Except for the Governance Committee, C](#)committee members shall elect the Committee Chair and Vice-Chair at the first meeting of the term or as required. [The Governance Committee shall elect the Vice-Chair at the first meeting of the term as required.](#)
- 2.2 The Trust Council Chair may appoint an interim Committee Chair when required.
- 2.3 The Committee Chair will normally chair the committee meeting. However, the Chair may designate the Vice-Chair to act as Committee Chair. In the absence of the Chair and Vice-Chair, the committee shall choose a committee member to act as Chair of a meeting.

## **3. Available Resources**

- 3.1 Each committee, with the assistance of its management support, is responsible to conduct its activities within its assigned budget accounts.
- 3.2 A standing or select committee resolution is required to expend monies from the committee's assigned committee projects or budget account, if any.

## **4. Staff Support**

- 4.1 Staff's primary function to a committee is to act in a support/advisory role and as such, a committee may make requests of staff.
- 4.2 It is the Chief Administrative Officer's (CAO) role to manage and direct staff support to the committees and concerns in this regard should be communicated by the Committee Chair to the CAO. Unresolved matters by the aforementioned means shall be dealt with by the Executive Committee.

## **5. Meetings**

- 5.1 The number of standing committee meetings per year is four and any further meetings must be planned within the approved committee's meeting expense account.
- 5.2 Select committees will decide on a schedule of regular meeting dates at the first meeting convened after the establishment of the committee.

- 5.3 Changes to the Master Meeting Schedule of regularly scheduled committee meetings must be coordinated with the Executive Coordinator.
- 5.4 Committee meetings during the Trust Council quarterly meetings are to be avoided.
- 5.5 The practice of recessing committee meetings to continue at a future date and time should be used sparingly due to the impact of unplanned meetings on staff resources.

## **6. Agenda/Minutes Preparation**

- 6.1 Committee meeting agendas will be prepared by the designated staff in consultation with the Committee Chair.
- 6.2 The agenda will be distributed to committee members and the CAO at least five calendar days before the meeting.
- 6.3 The agenda shall be determined as follows:
  - 6.3.1 Additional items may be placed on the agenda by agreement of a majority of the committee members present at the meeting.
  - 6.3.2 The agenda shall be approved as the first item of business.
  - 6.3.3 The agenda for standing and select committees should include:
    - 6.3.3.1 Approval of previous meeting minutes
    - 6.3.3.2 Follow-Up Action List (FUAL)
    - 6.3.3.3 Trust Council referral items
- 6.4 Minutes must be done in accordance with Trust Council Policy 6.13 Islands Trust Minutes Guidelines.
- 6.5 Each committee is required to maintain a FUAL using the Trust's standardized format.
- 6.6 The FUAL is updated within seven days of the Committee meeting and subsequently placed on the agenda of the next scheduled meeting. The FUAL is to be distributed to designated staff within seven days of the committee meeting.
- 6.7 Draft minutes of a committee meeting are considered for approval at the next meeting.

## **7. Council/Committee Relationship**

- 7.1 Each standing committee shall maintain a work program - which must include:
  - 7.1.1 Items referred to the committee from Trust Council (including referral date).
  - 7.1.2 Projects, new initiatives, ideas, and issues identified by the committee.
  - 7.1.3 The top three (3) priorities/strategies that it is working on, as approved by Trust Council, and must include any of Trust Council's priorities that it has assigned.

- 7.2 Each standing committee shall review and prioritize items within its work program, each Trust Council item referred to it, and shall report to Trust Council at the next quarterly Trust Council meeting on such items.
- 7.3 Standing committees are required to submit a Highlights Report to the Executive Coordinator in time for the Trust Council agenda package preparation deadline. The Highlights Report is to be presented by the Council Committee Chair (or designate).
- 7.4 All standing committee proposals and/or recommendations to be placed on the Trust Council agenda shall be referred to the Executive Committee to be placed on the Trust Council agenda. A select committee shall refer any reporting and findings, including resource needs, to the Executive Committee to be placed on the Trust Council agenda. These must be submitted for the Executive Committee's last meeting prior to when the Trust Council agenda package is distributed to trustees.
- 7.5 The Committee Chair (or designate) may request an opportunity to directly present committee matters to the Executive Committee.
- 7.6 It is the role of the Executive Committee members of Council Committees to ensure inter-committee liaison on relevant information, referrals, status on Council priorities/strategies, and to keep the Executive Committee apprised of the Council Committee's directions and activities and vice versa.

## **8. Rules of Conduct/Voting**

- 8.1 Trust Council Meeting Procedure Bylaw 101 governs the proceedings of committees as applicable. In cases not provided for under Bylaw 101, Robert's Rules of Order Newly Revised shall apply to the proceedings of committees.
- 8.2 The quorum of a council committee is a majority of all of its members.
- 8.3 The Executive Committee member designate on the Regional Planning Committee and Trust Programs Committee shall have the full voting privileges of a committee member.
- 8.4 The Trust Council Chair, as ex-officio member of the Regional Planning Committee, Trust Programs Committee and select committees, shall be a non-voting member and shall not be included in determining quorum of a meeting.

## **9. Liaison**

- 9.1 Liaison with provincial, federal, and local government politicians shall be requested by a Committee Chair to the Trust Council Chair or the CAO so that the Trust's political liaison can be coordinated. The Council Committee is expected to provide an outline regarding the purpose of the meeting, a proposed discussion strategy and recommended Islands Trust representation.
- 9.2 Liaison with provincial, federal, and local government staff shall be requested by the staff liaison member (in consultation with CAO when liaison is required with senior



staff). It is expected that trustees, for the purpose of committee business, would meet other government staff with an Islands Trust staff member.

- 9.3 Liaison with the media shall be coordinated through the CAO and the Trust Council Chair who in turn may refer specific inquiries to the Council Committee Chair.

#### **10. General Role of Standing Committees**

- 10.1 To provide policy advice to Trust Council in response to Trust Council's referrals, committee initiatives and external requests of the Trust.
- 10.2 To provide feedback to staff on matters going to Trust Council.
- 10.3 To implement and maintain a committee-specific work program.
- 10.4 To make recommendations to Trust Council on inter-agency liaison or protocol initiatives.
- 10.5 To create sub-committees (or task forces) which may be comprised of trustees, staff or external persons as required for a specific duration to examine a particular committee matter upon approval by Trust Council.
- 10.6 To provide input and feedback to the annual budget process.
- 10.7 To provide input to Trust Council's organizational strategic planning process.

#### **C. Legislated References**

##### Trust Council Policy and Procedures Manual:

Regional Planning Committee (RPC): Terms of Reference (2.3.2)

Financial Planning Committee (FPC): Terms of Reference (2.3.3)

Trust Programs Committee (TPC): Terms of Reference (2.3.4)

Governance Committee (GC): Terms of Reference (2.3.5)

Trust Council Meeting Procedure Bylaw 101

#### **D. Attachments/Links to Supporting Forms, Documents, Websites, Related Policies and Procedures**

Attachment 1: Committee-Specific Functions

**Attachment 1: COMMITTEE-SPECIFIC FUNCTIONS**

<p style="text-align: center;"><b>REGIONAL PLANNING COMMITTEE (RPC)</b></p> <ol style="list-style-type: none"> <li>1. Growth Management Tools</li> <li>2. Community Planning Tools</li> <li>3. Development Management Tools</li> <li>4. Local Planning Service Delivery</li> </ol>	<p style="text-align: center;"><b>TRUST PROGRAMS COMMITTEE (TPC)</b></p> <ol style="list-style-type: none"> <li>1. Environmental Policy</li> <li>2. Research and Information Systems Program</li> <li>3. Sustainable Communities Policy</li> <li>4. Trust Area Program Initiatives</li> </ol>
<p style="text-align: center;"><b>FINANCIAL PLANNING COMMITTEE (FPC)</b></p> <ol style="list-style-type: none"> <li>1. Annual Budget</li> <li>2. Long Term Financial Planning</li> <li>3. Fiscal Controls</li> <li>4. Annual Audit</li> </ol>	<p style="text-align: center;"><b>EXECUTIVE COMMITTEE (EC)</b></p> <ol style="list-style-type: none"> <li>1. Bylaw Approval</li> <li>2. Policy Agenda Coordination</li> <li>3. Legislation Agenda</li> <li>4. Communications Agency Liaison</li> <li>5. Chief Administrative Officer Liaison</li> <li>6. Trust Council Business</li> <li>7. Strategic Direction</li> </ol>
<p style="text-align: center;"><b>GOVERNANCE COMMITTEE (GC)</b></p> <ol style="list-style-type: none"> <li>1. Governance structure and processes</li> <li>2. Governance Best Practices</li> <li>3. Legislative Reform</li> </ol>	