



MINUTES

Gwaii Trust Board Business/Allocation
Apr 7, 2018 | 10am – 3pm
Port Clements Multiplex, Senior's Room

In Attendance:

Representing:	Area Director	Area Alternate
Graham Island Central	Berry Wijdeven	Lisa Gyorgy
Graham Island South		Al West
Area 'E'	Warren Foster	Laurie Chisholm
Graham Island North	Bret Johnston	
Skidegate Band Council	Billy Yovanovich	Ooka Pineault
CHN Massett		Tyler Bellis
Old Massett Village Council	Cecil Brown	
CHN Skidegate	absent	

Chair & Staff:		
Chair	James Cowpar	
Chief Operations Officer	Carla Lutner	
Chief Investment Officer	Errol Winter	
Communications Officer	Joey Rudichuk	
Project Officer	Dana Bellis	

Guest: Phillips Hager & North (PH&N) - Michael Borden

Excusals: Robert Bennett
Jason Alsop
Clyde Greenough

Note:

The following is an accurate reporting of the meetings as they occurred, however these minutes are not to be construed as a verbatim report of all conversations that transpired, but rather a reflection of the outcome of those discussions; where necessary members have been quoted as closely as possible.

1.0 Call to Order

The Chair called the meeting to order at 10:14am

Due to lack of quorum the meeting proceeded without decision making capability, and moving agenda item 7.0 Board Investment Training up to 2.0 on the agenda.

2.0 Board Investment Training: Phillips, Hager & North – Bonds & Fees

CIO introduced PH&N, Michael Borden

Mr. Borden went through presentation (attached)

Director Cecil Brown joined the meeting at 10:47am, quorum confirmed.



3.0 Excusals

As noted above.

- Laurie Chisholm is acting Director for Area E, Warren Foster is alternate
- Lisa Gyorgy is acting Director for Graham Island Central, Berry Wijdeven is alternate

4.0 Message from the Chair

5.0 Call for amendments to the agenda

The Gwaii Trust Board of Directors reviewed the agenda and there were no amendments.

6.0 Call for adoption of the agenda

The agenda was adopted as presented.

Moved by: Lisa Gyorgy

Seconded by: Billy Yovanovich **CARRIED**

7.0 Call for adoption of previous minutes

The Gwaii Trust Board of Directors reviewed the March 4, 2018 Board Business/Allocation Meeting minutes and made a motion to approve as presented with no amendments.

Moved by: Billy Yovanovich

Seconded by: Al West **CARRIED**

8.0 Board photo

Following the board photo Michael Borden and Dana Bellis left the meeting.

9.0 Haida Gwaii Community Foundation

The COO facilitated a presentation detailing the history and current status of the foundation (Appendix A).

Discussion was had with regard to next steps and launching the foundation.

It was recommended that a steering committee be created that consists of a balance of Gwaii Trust and non-trust members who would create bylaws and some terms of reference and identify a board of directors.

The following board members expressed an interest in participating in the committee: James Cowpar, Clyde Greenough, Ooka Pineault. James Cowpar also nominated Jason Alsop.

After discussion, The Gwaii Trust Board of Directors made a motion to support activating the Haida Gwaii Community Foundation immediately, to form a steering committee, and to begin to accept any donations that meet the purposes of the foundation.



Moved by: Cecil Brown
Seconded by: Laurie Chisholm **Carried** **DR #18 04 07 - 20**

10.0 Athlii Gwaii Legacy Trust (AGLT)

- The CIO provided an update on AGLT.
- Gwaii Trust can start investing AGLT funds in the new year on island, a minimum of one or two projects, pending letters of support to the provincial and federal government.
- **Action:** Errol/Carla will provide a briefing note with pros and cons to the board of directors.
- **Action:** Letter of Support – Time provided for those who would like to take letter to local leadership to obtain support, it was requested directors bring any questions or issues to the next meeting April 28th with a plan to provide final signature.
- **Action:** Joey to send doodle poll in next 10 days to see how directors are coming in their communities with support

***“IN CAMERA” All program discussion is held in camera:** {GTS Policy: In-camera sessions will be called to deal with issues of personnel, legal, financial matters and program allocation decisions. After the Board has taken a decision, the results become public and will be published}.*

11.0 Continuing Education Appeals

- 1.1 Martin Wood
After discussion the Gwaii Trust Board upheld the original decision
- 1.2 Sabrina Frazier
After discussion the Gwaii Trust Board upheld the original decision

12.0 Travel Assistance Appeal

- 1.3 Marilyn Tovar
After discussion the Gwaii Trust Board upheld the original decision

13.0 Kids Camps – Application for Review

The Chair declared a conflict as his company provides transportation, but did not leave the room.

The Gwaii Trust Board of Directors reviewed one Kids Camp application as follows:

Project: Forest Stewardship Program
Organization: Mount Moresby Adventure Camp
Amount: \$30,000

After discussion the board approved the application as submitted.

Moved by: Billy Yovanovich



Seconded by: Tyler Bellis

CARRIED

DR #18 04 07 – 17

14.0 Community Innovation – Application for Review

The Gwaii Trust Board of Directors reviewed one Community Innovation application as follows:

Project: Haida Gwaii Youth Stewardship Program

Organization: Ministry of Forest, Lands and Natural Resource Operations and Rural Development

Amount: \$10,000

After discussion the board approved the application as submitted.

Moved by: Laurie Chisholm

Seconded by: Bret Johnston

CARRIED

DR #18 04 07 - 16

15.0 Vibrant Haida Gwaii Communities – Scope Change Request

The Gwaii Trust Board of Directors reviewed on Vibrant Haida Gwaii Communities scope change request as follows:

Project: Helipad and Recreational Parking Improvement Project

Organization: Village of Queen Charlotte

Scope change: Vibrant Haida Gwaii Communities cover the final project cost of \$21,689.55 and include \$320.03 in staff time.

After discussion the board approved the scope change request as submitted.

Moved by: Laurie Chisholm

Seconded by: Billy Yovanovich

CARRIED

DR #18 04 07 - 18

16.0 Correspondence Received

16.1 Haida Gwaii Youth Soccer League

- After discussion, the board recommended that as they are requesting annual funding this request may be a good fit for the Haida Gwaii Community Foundation, or they could apply for a Youth Grant.

17.0 Committee Reports

17.1 Executive Committee

- No written report this month
- Met with CHN Executive, follow up meeting scheduled for April 18.
- Director Clyde Greenough will be returning from Mexico April 18th.
- The CIO requested to attend AGM and protocol table and the Board agreed.



The COO asked:

- In October of 2017 there was discussion around a condition that AGLT not be used for deforestation purposes, has that changed? Want clarity before it goes to CHN. CIO said that would be a parameter of the program.
- When AGLT came from SMRFA the contribution amount reset. Will that happen again?

17.2 Audit Committee

- Minutes presented
- CIO reported that there was an error in the reporting of the investment income by one of the investment managers. Revised financials will be distributed.

17.3 COO Report

- Update sent by email

a. Gwaii Tel Application Update

- Further to the last Gwaii Trust board meeting, the COO reported that Gwaii Tel had not yet met their funding conditions and that she is still working with the applicant.

b. Director Appointment updates

- i. Graham Island North – received (Bret Johnston reappointed)
- ii. Graham Island South – received (Clyde Greenough reappointed)
- iii. Old Massett Village Council – letter outstanding, to follow before AGM
- iv. Skidegate Band Council – letter outstanding, to follow before AGM

- Graham Island South Alternate Director Al West was recognized for his work and commitment to Gwaii Trust over the past 2 years. The COO read letter of thanks from Graham Island South Director Clyde Greenough.

c. End of Global Payment MasterCard Program

- Gwaii Trust currently uses the Global Payment debit MasterCard for its credit card purchases. The Global Payment card is offered through Northern Savings Credit Union, and charges are automatically debited from the Gwaii Trust bank account.
- As of the end of June 2018, NSCU will be cancelling all active Global payment cards and have provided replacement recommendations for traditional credit cards.

After discussion the Gwaii Trust Board of Directors made a motion to approve the order of a new MasterCard with insurance and a limit of \$10,000.

Moved by: Laurie Chisholm

Seconded by: Al West

CARRIED

DR #18 04 07 - 19

18.0 Action Items

- 18.1 There was no progress on any of the action items.



19.0 Signatures

Documents were circulated for signature.

20.0 Next meeting dates

- The next Board Meeting is 10-12am, Saturday, April 28th at the Port Clements Firehall
- The AGM will be held from 1pm-3pm, April 28th at the Port Clements Community Hall
- There will be a Board Meeting following the AGM, 4-5pm at the Port Clements Firehall

21.0 In Camera Discussion

There was no in camera discussion.

22.0 Adjournment

The meeting was adjourned at 3:14pm

ACTION ITEMS:

1. With regards to Athlii Gwaii Legacy Trust:
 - a. Errol/Carla will provide a briefing note with pros and cons to the board of directors.
 - b. Letter of Support – Time provided for those who would like to take letter to local leadership to obtain support, it was requested directors bring any questions or issues to the next meeting April 28th with a plan to provide final signature.
 - c. Joey to send doodle poll in next 10 days to see how directors are coming in their communities with support.
2. **Tabled from Dec 14, 2017:** Dir. Alsop, as chair of the Haida Language committee, offered to work with the Haida Developmental Term Certificate Program cohort with regard to Option 1 to develop their plan further.
3. **Tabled from Dec 14, 2017:** Option 2 from the Haida Developmental Term Certificate Program cohort was deferred to the Post-Secondary Education committee for discussion at their next meeting.
4. **Tabled from December 6, 2017:** Update to Post-Secondary Education Committee Recommendation #19-17 11 22

James Cowpar
Chair

Carla Lutner
Chief Operations Officer



Appendix A

Haida Gwaii Community Foundation

- Gwaii Trust is not a charity, it is a registered non-profit society

What is a Foundation?

- Not a not-for-profit, a foundation is a registered charity
- Must use majority of their resources on charitable activities or gifts to qualified donees
- Separate legal entity

Private Foundation:

- Typically controlled by a family, business or other, (board) where more than 50% are not at arms-length.
- Typically, most donations come from own sources through can accept donations

Public Foundation:

- Governed by a board made up of a majority of directors who are at arms-length
- Donations from a variety of sources
 - Donor advised
 - Community foundation
 - Grant making

Why Have a Foundation?

- Ability to grant tax receipts
- Encourage donations
- Assist with administration costs
- Help Haida Gwaii organizations help themselves
- Address core funding needs:
 - Kids Camps
 - HGHEs

How?

- Manage funds (benefits of our returns, etc)
- Match donations for approved donees
- Create endowment funds
- Disperse income on an annual basis

Where Are We Now?

- June 2016 board approved the purchase of a foundation in a box and committed:
 - \$70,000 Startup costs
 - \$250,000 match donations to kids' camps
 - \$500,000 match donations for other purposes
- Private foundation purchased fall 2016 (Prelude Foundation)



- Name change requested Nov 2016 to CRA & Industry Canada
- Change to purposes requested Nov 2016
- Executive set up as Board to start up
- Bylaws and purposes
- Name change approved 2 months ago, change to purposes still outstanding
- Hart family have \$50,000 ready to contribute