



MINUTES

Gwaii Trust Board Business/Allocation Meeting
May 25, 2019 10am – 2pm
Skidegate Gwaii Trust Office

In Attendance:

Representing:	Area Director	Area Alternate
Graham Island Central	Maureen Bailey	Christine Cunningham
Graham Island South Area 'E'	Clyde Greenough	Warren Foster
Graham Island North	Laurie Chisholm	
Skidegate Band Council	Bret Johnston	
CHN Old Massett	Billy Yovanovich	Ooka Pineault (phone)
Old Massett Village Council	Absent	
CHN Skidegate	Cecil Brown	
	Kim Goetzinger	

Chair & Staff:	Chair	James Cowpar
	Chief Operations Officer	Carla Lutner
	Communications Officer	Joey Rudichuk

Dir Excusals:	CHN Old Massett	Lawrence Jones
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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. Call to Order

The meeting of the Board of Directors was called to order at 10:04am

2. Excusals

As noted above.

3. Message from the Chair

Please put phones on vibrate, only use if emergency. We will do our best to get everyone out by 2pm.

4. Call for amendments to the agenda

The following amendments were requested:

- Dir. Goetzinger: Orientation Manual
- Dir. Chisholm: Food security for the South End
- COO: Move Jeopardy earlier
- COO: Add COO and CIO report



5. Call for adoption of the agenda

The agenda was adopted with above amendments.

Moved by: Maureen Bailey

Seconded by: Bret Johnston **CARRIED**

6. Call for adoption of previous minutes – May 4, 2019 AM / May 4, 2019 PM

The Gwaii Trust Board of Directors reviewed both sets of minutes for May 4, 2019 and adopted as presented.

Moved by: Bret Johnston

Seconded by: Billy Yovanovich **CARRIED**

7. Review of action items

- a. The Executive Committee will prepare notes on their meeting with government to share with the board.
 - Incomplete
- b. The Governance Committee to develop policy around the following items:
 - i. Violence in the workplace
 - ii. Roles and responsibilities for Board and committee members
 - iii. Social media code of conduct for Board and committee members
 - iv. Applications that request funding for weapons, illegal activities, alcohol and cannabis
 - Incomplete. Will be handed off to the new Governance Committee which will be decided at today's meeting.
- c. The board agreed to table committee appointments to next meeting.
 - See agenda item 9.1
- d. Dir. Chisholm to provide recommendations on how to lower number of committees.
 - See agenda item 9.2

8. Jeopardy

The COO held a game of Jeopardy based on Gwaii Trust board governance

9. Committee appointments

- a. Director Chisholm – recommendations on lowering number of committees
 - Dir. Chisholm provided recommendations on how to lower number of committees.
 - The Gwaii Trust board had discussion around reducing the number of committees as well as potentially combining committees for efficiency.

After discussion the Gwaii Trust Board of Directors made a motion to dissolve the current Arts Committee and thank them for their service. They will return the committee to Gwaii Trust directors and offer participation from external artists.

Moved by: Clyde Greenough

Seconded by: Laurie Chisholm **CARRIED** **DR #19 05 25 - 33**

The board adjourned for lunch at 12:00pm and returned at 12:45pm



There was discussion by the board around challenges to obtaining new youth board members and getting and maintaining quorum.

The Gwaii Trust Board of Directors made a motion to change the quorum of the Youth Board from its current structure of 7/8 to committee of the whole.

Moved by: Laurie Chisholm

Seconded by: Maureen Bailey **CARRIED** **DR DR #19 05 25 - 37**

After discussion the board decided to combine the following committees:

- Executive and Personnel
- Audit and Governance
- Economic Development and Post-Secondary
- Wellness and Food Security
- HGCF Steering Committee and Kids Camps

b. Committee Appointments

Committees were reorganized and appointments made as follows:

Executive Committee (with Personnel): James Cowpar, Clyde Greenough, Billy Yovanovich

Audit & Governance: Maureen Bailey, Chair. Members: Clyde Greenough, Laurie Chisholm, Bret Johnston, Kim Goetzinger, Cecil Brown

Youth Board: Ooka Pineault, Chair / Devin Rachar, Vice-Chair. Members: Cecil Brown, Christine Cunningham

Arts Committee: Committee of the Whole

Economic Development (with Post Secondary): Bret Johnston, Chair. Members: Clyde Greenough, Billy Yovanovich, Christine Cunningham, Ooka Pineault, Devin Rachar, Laurie Chisholm, Maureen Bailey

Wellness (with Food Security): Warren Foster, Chair. Members: Ellen Foster, Billy Yovanovich, Lisa Bell, Ooka Pineault

HGCF Steering Committee (with Kids Camps): Jason Alsop, Chair. Members: James Cowpar, Clyde Greenough, Laurie Chisholm, Maureen Bailey.

Moved by: Cecil Brown

Seconded by: Billy Yovanovich **CARRIED** **DR #19 05 25 - 39**

- There was discussion around Gwaii Trust staff participation on committees.

Action: The Wellness Committee will review Errol Winter's position on their committee and report back to the board.

10. Signing authority

The Gwaii Trust Board of Directors made the following appointment for signing authority:

Gwaii Trust Society

Cecil Brown Old Massett Village Council

Lisa Bell Old Massett Village Council



Bret Johnston	Graham Island North
Lareina Grosse	Graham Island North
Clyde Greenough	Graham Island South
Kim Goetzinger	CHN Skidegate

Moved by: Laurie Chisholm
Seconded by: Billy Yovanovich **CARRIED** **DR #19 05 25 - 31**

Athlii Gwaii Legacy Trust

Cecil Brown	Old Massett Village Council
Lisa Bell	Old Massett Village Council
Bret Johnston	Graham Island North
Lareina Grosse	Graham Island North
Clyde Greenough	Graham Island South
Kim Goetzinger	CHN Skidegate
James Cowpar	Executive Committee
Billy Yovanovich	Executive Committee
Clyde Greenough	Executive Committee

Moved by: Bret Johnston
Seconded by: Cecil Brown **CARRIED** **DR #19 05 25 - 31**

Haida Gwaii Community Foundation

James Cowpar	Executive Committee
Billy Yovanovich	Executive Committee
Clyde Greenough	Executive Committee

Moved by: Kim Goetzinger
Seconded by: Cecil Brown **CARRIED** **DR #19 05 25 - 31**

11. Conflict of interest

The COO provided an overview of Conflict of Interest

Action: The Governance committee will create some scenarios around what may be a conflict to bring back to the board.

Action: The Governance committee will replicate a form so people can identify their conflict.

12. Audit Committee Recommendation

- Dir. Bailey spoke to the Audit Committee dashboard. It will help directors understand where we are with key strategies, provided on a quarterly basis (or whatever the will of the board is)
- After review and discussion, the Gwaii Trust Board of Directors made a motion to approve the audit dashboard as presented.



Moved by: Clyde Greenough
 Seconded by: Laurie Chisholm

CARRIED

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“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}.

13. Vibrant Haida Gwaii Communities Applications

The Gwaii Trust Board of Directors reviewed four Vibrant Haida Gwaii Communities applications. After discussion they approved four applications as follows:

Organization	Project	Conditions	Amount
VQCC	VQCC Spring Clean Up	As presented	\$2447.50
VQCC	VQCC Emergency Operations	The board will allow an exception to policy and give a 2-year completion window instead of a 1-year completion window.	\$412,085.54
OMVC	OMVC Housing Coordinator	As presented	\$80,000.00
OMVC	OMVC Commercial Kitchen Upgrade	As presented	\$173,154.89

Moved by: Maureen Bailey

Seconded by: Kim Goetzinger

CARRIED

DR #19 05 25 - 34

Dir. Greenough and Dir. Cunningham declared a conflict of interest for the first application and recused themselves at 1:41pm and returned at 1:44pm.

14. Community Innovation Applications

The Gwaii Trust Board of Directors reviewed three Community Innovation applications. After discussion they approved three applications as follows:

Organization	Project	Conditions	Amount
a. Edge of the World Music Festival	Community Consultations on Youth Alcohol & Drug Abuse at Edge of the World Music Festival	As presented	\$4869.00
b. Heritage Housing Society	Kal Naay, Alder House	As presented	\$728
c. Skidegate Health	Wisdom Project: Women’s Gathering in Haida Gwaii	As presented	\$9970.00



Dir. Goetzinger declared a conflict of interest for the Edge of the World Music Festival application and recused herself at 1:47pm. She returned at 1:51pm

Moved by: Laurie Chisholm
Seconded by: Clyde Greenough **CARRIED** **DR #19 05 25 – 35**

15. Haida Parity Application

The Gwaii Trust Board of Directors reviewed one Community Haida Parity application. After discussion they approved one application as follows:

Organization	Project	Conditions	Amount
Council of the Haida Nation	Administration Office Replacement (Temporary)	As presented	\$375,000.00

Moved by: Maureen Bailey
Seconded by: Bret Johnston **CARRIED** **DR #19 05 25 - 36**

16. Arts Committee Recommendation #10 – 19 05 22

The Gwaii Trust Board of Directors reviewed one Arts Grant recommendation. After discussion they approved one application as follows:

Applicant	Project	Conditions	Amount
Patrick Shannon	Haida Gwaii High Phase 2	The space rental budget line cannot be used to pay for the artists own space.	\$10,000.00

Moved by: Kim Goetzinger
Seconded by: Clyde Greenough **CARRIED** **DR #19 05 25 - 38**

17. Committee Reports

- i. Executive
 - The Chair welcomed Dir. Yovanovich as new Haida Caucus Representative.
 - Dir. Greenough provided overview of their visit with Environment Canada in Vancouver, their next meeting is on June 7th.
 - They are on track for letter of comfort to be signed mid-June.
- ii. Arts Committee - Discussed earlier
- iii. Youth Committee - Discussed earlier
- iv. Audit Committee - Discussed earlier
- v. CIO – report emailed
- vi. COO – report emailed

18. Signatures

Documents were distributed for signature



19. Food Security

- Dir. Foster recently spoke with Bonnie Olson from the Southern end food bank who has flagged that there are some issues with funding in the South.

Dir. Johnston declared a conflict at 2:13pm and left the room.

- There was lengthy discussion by the board around the topic of food security on Haida Gwaii.

Action: The COO will send email poll to vote on releasing funds following Dana's meeting with Bonnie on Monday. Directors to vote by Monday afternoon.

Action: Wellness Committee to report back as to the progress on Food Security concerns raised by the board.

20. Next meeting date

There is a conflicting event on the next scheduled board meeting date, Joey will send doodle poll with new options.

21. Director In-camera Discussion

The directors held an in-camera discussion.

Carla Lutner and Joey Rudichuk left the office and returned at 2:57pm

22. Adjournment

The meeting was adjourned at 2:57pm

ACTION

- a) Dir. Yovanovich will follow up with SHIP's Program Manager to ensure there's a clear understanding about expectations for future applications
- b) The Chair will circulate a draft letter to SHIP for board members to review
- c) The Executive Committee will prepare notes on their meeting with government to share with the board.
- d) The Governance Committee to develop policy around the following items:
 - i. Violence in the workplace
 - ii. Roles and responsibilities for Board and committee members
 - iii. Social media code of conduct for Board and committee members
 - iv. Applications that request funding for weapons, illegal activities, alcohol and cannabis
- e) The Governance committee will create some scenarios around what may be a conflict to bring back to the board.
- f) The Governance committee will replicate a form so directors can identify their conflict.
- g) The COO will send email poll to vote on releasing funds following Dana's meeting with Bonnie from the Southern Food Bank on Monday. Directors to vote by Monday afternoon.
- h) Wellness Committee to report back as to the progress on Food Security concerns raised by the board.
- i) Dir. Goetzinger would like to discuss the orientation manual at a future meeting.



James Cowpar
Chair

Carla Lutner
Chief Operations Officer

/JR