



MINUTES
Gwaii Trust Board Meeting
Oct 24, 2019 6:30pm-9:00pm
Port Clements Multiplex

In Attendance:	Representing:	Area Director	Area Alternate
	Graham Island Central	Maureen Bailey	
	Graham Island South	(acting chair)	Devin Rachar (voting member)
	Area 'E'	Laurie Chisholm	
	Graham Island North	Bret Johnston	Bob Isaacs
	Skidegate Band Council		Ooka Pineault
	CHN Old Massett	Alfie Setso Sr.	
	Old Massett Village Council		
	CHN Skidegate	Kim Goetzinger (phone)	
Chair & Staff:	Acting Chair	Clyde Greenough	
	Chief Operations Officer	Carla Lutner	
	Communications Officer	Joey Rudichuk	
Excusals:	Chair	James Cowpar	
	OMVC	Cecil Brown	
	SBC	Billy Yovanoivch	

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 Gwaii Trust Board of Directors was called to order at 6:44pm

2. Excusals

As above.

3. Message from the Acting Chair

The Acting Chair welcomed the board members.

4. Call for amendments to the agenda

There were no amendments to the agenda.

5. Call for adoption of the agenda

The agenda was adopted as presented.

Moved by: Bret Johnston

Seconded by: Maureen Bailey CARRIED

6. Call for adoption of previous minutes

The minutes of July 31, 2019 were adopted with the following amendment:



Update 10.a to separate the language of the recommendation from the motion to defeat the recommendation for better clarification.

Moved by: Maureen Bailey
Seconded by: Devin Rachar **CARRIED**

Action: Communications Officer to update minutes

The minutes of Aug 24, 2019 were adopted as presented.

Moved by: Maureen Bailey
Seconded by: Bret Johnston **CARRIED**

7. Review Action items (tabled from Aug 24, 2019)

1. Dir. Yovanovich will follow up with SHIP's Program Manager to ensure there's a clear understanding about expectations for future applications (March 21, 2019)
 - Incomplete
2. The Chair will circulate a draft letter to SHIP for Board members to review (Apr 27, 2019)
 - Incomplete
3. Governance Committee:
 - a) Develop policy around the following items (May 4, 2019)
 - 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
 - b) Create some scenarios around what may be a conflict to bring back to the board. (May 4, 2019)
 - c) Replicate a form so Directors can identify their conflict (May 4, 2019)
 - d) Review orientation materials (Jul 31, 2019)
 - Incomplete
4. Wellness Committee:
 - a) Report back as to the progress on Food Security concerns raised by the Board (Jun 25, 2019)
 - Incomplete
5. Committee Reports
 - a) Youth Board Meeting Report (tabled from Jun 25)
 - Added to agenda
 - b) Audit Meeting Report (tabled from Jun 25)
 - Added to agenda
6. Board materials added to Strategic Planning agenda
 - Complete
7. Board honoraria added to Strategic Planning agenda
 - Complete



8. Audit & Governance Committee Recommendation (tabled from Aug 24)

- a. Recommendation #16-19 08 07 – review and approval of draft Terms of Reference

After discussion the board approved the recommendation with one edit: Wording under 8.0 changed to “Quorum shall be a simple majority (50% +1) of committee members”

Moved by: Michelle Pineault
Seconded by: Laurie Chisholm **CARRIED** **DR #19 10 24 - 51**

“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}.

9. Letter – All-Island Protocol Table

After discussion the board of directors agreed to draft a letter to the Protocol table letting them know that the Board is favourable to the idea in principle but that they would like further information prior to the Nov 16th budget meeting

Moved by: Devin Rachar
Seconded by: Kim Goetzinger **CARRIED**

Action: Keep as a standing agenda item

Action: Carla to draft a letter to the Protocol table letting them know that the Board is favourable to the idea in principle but that they would like further information prior to the Budget meeting

Action: Carla to draft some recommendations for what information could be requested and potential conditions of funding.

10. Letter – Village of Masset, Winter Holiday Allocation

After discussion the board of directors agreed to review at budget meeting

Moved by: Laurie Chisholm
Seconded by: Devin Rachar **CARRIED**

Action: Table to Nov 16th budget meeting

11. Audit & Governance Committee Recommendations

- i. **Recommendation #17-19 10 21**

- a. Increase the administrative budget by \$110,000.00, with a corresponding increase to revenue

Wages and Benefits

2019 Budget: \$650,000

Recommended increase: \$60,000.00

Travel

2019 Budget: \$35,000

Recommended Increase: \$25,000

Honorarium

2019 Budget: 65,000



Recommended Increase: \$25,000

Moved by: Bret Johnston
Seconded by: Laurie Chisholm **CARRIED** **DR #19 10 24 – 52**

- b. Direct the Chief Operations Officer to create the following policies for consideration to the Audit Committee:
- i. Formalize budgeting process and outline audit committee and Board involvement in the creation of the budget and in budget adjustments.
 - ii. Administrative budget line shifts by COO are allowable if overall administrative budget is not exceeded. An adjustment which must be approved by the Board is required if overall budget is anticipated to be exceeded.
 - iii. Budget to actual will be presented by the Audit committee to the full Board on a quarterly basis.
 - iv. Cost estimates will be provided in advance of travel approval.

Moved by: Devin Rachar
Seconded by: Laurie Chisholm **CARRIED** **DR #19 10 24 - 53**

- c. The audit dashboard will be circulated to the Gwaii Trust board on a monthly basis going forward.

Moved by: Devin Rachar
Seconded by: Kim Goetzinger **CARRIED** **DR #19 10 24 - 54**

ii. **Recommendation #18-19 10 21**

After discussion the Board recommended that the MasterCard limit be increased to \$25,000

Moved by: Michelle Pineault
Seconded by: Laurie Chisholm **CARRIED** **DR #19 10 24 - 55**

iii. **Recommendation #19-19 10 21**

- Engage Humanity Financial to review the fund balance discrepancy.
- Request a detailed written explanation from PH&N in consultation with MNP with regard to the fund balance discrepancy.
- Added to the committee recommendation, the Gwaii Trust Board of Directors requested that the CIO provide the board with a follow-up response to PH&N & MNP's letter

Action: Dir. Bailey and COO to write letter to PH&N and MNP.

Action: Board to send card of thanks to Christine Carty for her diligence on this file.

Moved by: Maureen Bailey
Seconded by: Bret Johnston **CARRIED** **DR #19 10 24 - 56**

12. Arts Grant Applications

Dir. Rachar declared a conflict as an applicant (When the Storm Fades Film Screening) and stepped out at 7:59pm.

The Board reviewed 6 Arts Grant applications. After discussion they approved 4 applications as follows:



Organization	Project	Conditions	Approved
a. Helen Haig-Brown	Post-Production for the Life of Jim Hart's Dance Screen Short Film	As presented	\$9943.00
b. Dorcas Bell	Dorcas Kathleen Bell (Ravens Tail apron)	Submit revised budget that identifies project income and quotes to support all budget lines	\$9304.00
c. Devin Rachar	When the Storm Fades Film Screening	As presented	\$2984.90
d. Graham Richard	New Album recording, "Demoralizing Amusements" (Jason Camp and the Posers)	Resubmit revised budget that includes: budget lines revised to align with quotes and a small project contingency. Provide confirmation of all other funding.	\$10,000.00

- a. **Moved by:** Maureen Bailey
Seconded by: Ooka Pienault **CARRIED** **DR #19 10 24 - 57**
- b. **Moved by:** Maureen Bailey
Seconded by: Kim Goetzinger **CARRIED** **DR #19 10 24 - 57**
- c. **Moved by:** Laurie Chisholm
Seconded by: Ooka Pineault **CARRIED** **DR #19 10 24 - 57**
- d. **Moved by:** Ooka Pineault
Seconded by: Maureen Bailey **CARRIED** **DR #19 10 24 - 57**

Dir. Rachar returned at 8:17pm.

13. Haida Language Application

The Board reviewed 1 Haida Language application and approved 1 application as follows:

Organization	Project	Conditions	Approved
Skidegate Haida Immersion Program (SHIP)	Immersion Classes	As presented	\$60,000.00

- Moved by:** Devin Rachar
Seconded by: Laurie Chisholm **CARRIED** **DR #19 10 24 - 58**

14. Vibrant Haida Gwaii Communities Application

The Board reviewed 1 Vibrant Haida Gwaii Communities applications and approved 1 application as follows:

Organization	Project	Conditions	Approved
Village of Port Clements	Rainbow Wharf Repairs	As presented	\$300,000.00



Moved by: Devin Rachar

Seconded by: Kim Goetzinger

CARRIED

DR #19 10 24 - 59

15. Committee Reports

a. Executive Committee

Dir. Greenough reported they have met recently, discussed Economic Development, investment portfolio strategy, AthlII Gwaii is ongoing. The CIO has provided next steps.

b. Youth Board

Dir. Rachar provided an overview of the last two Youth Board meetings.

c. Economic Development

Dir. Johnston advised of unsuccessful attempts to book an Economic Development meeting.

d. Audit & Governance

Dir. Bailey provided an overview of the last Audit & Governance meeting

e. CIO

The CIO provided a written report via email which was shared with the board of directors.

f. COO

The COO provided an overview of her written report and added the following:

- There's an open house at the Kay Museum on November 9th to recognize Gwaii Trust for their contribution. All are invited.
- The Victoria Foundation are providing local pantry coordinators with three years secured funding leveraging off of Gwaii Trust's Food Security grants.

The committee reports were accepted and filed by the board of directors.

Moved by: Maureen Bailey

Seconded by: Devin Rachar

CARRIED

16. Signatures

There were no signatures

17. Next meeting dates:

- Nov 2 – Board Business/Allocation (Port Clements)
- Nov 16 – Board Budget Planning (Skidegate)
- Nov 30 – Board Business/Allocation (Skidegate), Holiday Social (Blacktail, QC)

18. Director in-camera discussion

The board went in-camera at 9:15pm. The COO and Communications Officer left the room and returned at 9:30pm.

Action: Self-organizing Planning committee for staff appreciation: Directors Goetzinger, Johnston, Isaacs, Pineault, Bailey, and Chisholm.

19. Adjournment

The meeting was adjourned at 9:31pm



ACTION ITEMS

1. Communications Officer to update minutes of July 31, 2019
2. Keep All-Islands Protocol Table as a standing agenda item
3. COO to draft a letter to the Protocol table letting them know that the Board is favourable to the idea in principle but that they would like further information prior to the Budget meeting
4. COO to draft some recommendations for what information could be requested and potential conditions of funding.
5. Dir. Bailey and COO to write letter to PH&N and MNP.
6. Board to send card of thanks to Christine Carty for her diligence on this file.
7. Ad hoc committee to meet and discuss staff appreciation (Directors Goetzinger, Johnston, Isaacs, Pineault, Bailey, and Chisholm)

Tabled to Nov 16th budget meeting

1. Letter – Village of Masset, Winter Holiday Allocation

Clyde Greenough
Acting Chair

Carla Lutner
COO

/jr