



MINUTES
Gwaii Trust Board Meeting
Nov 30, 2019 10am-4pm
Skidegate Gwaii Trust Office

In Attendance:	Representing:	Area Director	Area Alternate
	Graham Island Central	Maureen Bailey	
	Graham Island South	Clyde Greenough (ph)	Devin Rachar
	Area 'E'	Laurie Chisholm	Warren Foster
	Graham Island North	Bret Johnston	Bob Isaacs
	Skidegate Band Council	Billy Yovanovich	Ooka Pineault
	CHN Old Massett		
	Old Massett Village Council		Lisa Bell (ph)
	CHN Skidegate	Kim Goetzinger	

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

Excusals: Cecil Brown, Old Massett Village Council
Alfie Setso Sr, CHN Old Massett

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 10:12am

2. Excusals

As above.

3. Message from the Chair

The Chair thanked everyone for joining and asked that everyone be mindful and respectful of one another, please avoid using cell phones.

4. Call for amendments to the agenda

Action: Table Co+host report to the next meeting.

5. Call for adoption of the agenda

The agenda was adopted as presented.

Moved by: Clyde Greenough

Seconded by: Maureen Bailey

CARRIED



6. Call for adoption of previous minutes

The minutes of Nov 2, 2019 and Nov 16, 2019 were adopted as presented.

Minutes of Nov 2, 2019

Moved by: Laurie Chisholm
Seconded by: Maureen Bailey **CARRIED**

Minutes of Nov 16, 2019

Moved by: Kim Goetzinger
Seconded by: Clyde Greenough **CARRIED**

7. Review Action items

1. The Chair will circulate a draft letter to SHIP for Board members to review (Apr 27, 2019) – **will be discussed by the board in-camera**
2. Audit & Governance Committee:
 - a) Develop policy around the following items (May 4, 2019) – **in progress**
 - Violence in the workplace
 - Roles and responsibilities for Board and committee members
 - Social media code of conduct for Board and Committee members
 - 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) – **in progress**
 - c) Replicate a form so Directors can identify their conflict (May 4, 2019) – **in progress**
 - d) Review orientation materials (Jul 31, 2019) – **in progress**
 - e) Dir. Bailey and COO to write letter to PH&N and MNP (Oct 24, 2019) – **letter complete, to be sent upon further review**
3. Wellness Committee:
 - a) Report back as to the progress on Food Security concerns raised by the Board (Jun 25, 2019) – **incomplete**
 - b) Add Early Learning presentation to next Wellness Committee agenda (May 4, 2019) – **incomplete**
 - c) Director Foster to schedule a Wellness Committee Meeting (Nov 2, 2019) –
 - d) **incomplete**
4. Ad hoc committee to meet and discuss staff appreciation (Directors Goetzinger, Johnston, Isaacs, Pineault, Bailey, and Chisholm) (Oct 24, 2019) – **in progress**
5. Board (in-camera action) - Respectful workplace policy (Nov 2, 2019) – **to discuss in-camera**
6. Board (in-camera action) – Personnel. Chair to respond to inquiry (Nov 2, 2019) – **to discuss in-camera**

8. Audit Dashboard Review

The audit dashboard was reviewed by the Board of Directors.

9. Budget Recommendations (Tabled from Nov 16)



The Board broke for lunch at 12:00pm and reconvened at 1:11pm

The 2020 Gwaii Trust Society and Athlii Gwaii Legacy Trust budgets were reviewed and approved as follows:

Adjust previously approved Gwaii Trust Administration Budget to reflect increase in Athlii Gwaii Admin Budget from \$230,000 to \$250,000.

(New Gwaii Trust Admin Budget \$1,305,120.00)

Moved by: Maureen Bailey
Seconded by: Clyde Greenough **CARRIED** **DR #19 11 30 - 65**

2020 Gwaii Trust Program Budget - \$2,195,720.00

Moved by: Laurie Chisholm
Seconded by: Kim Goetzinger **CARRIED** **DR #19 11 30 - 65**

2020 Athlii Gwaii Budget - \$585,000.00

Moved by: Maureen Bailey
Seconded by: Kim Goetzinger **CARRIED** **DR #19 11 30 - 65**

10. 2020 Operation Recommendations (Tabled from Nov 16)

After discussion the Grantstream and Intake recommendations were approved by the Board of Directors.

Moved by: Clyde Greenough
Seconded by: Maureen Bailey **CARRIED** **DR #19 11 30 - 66**

After discussion the Calendar meetings and events recommendations were approved by the Board of Directors.

Moved by: Bret Johnston
Seconded by: Maureen Bailey **CARRIED** **DR #19 11 30 - 66**

Action: add discussion of meeting location to next board meeting.

11. Review Operations Planning Report - Co+Host

Tabled to next board meeting.

"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}.

12. Appeals

Three appeals were reviewed by the Board of Directors. After discussion the following appeals were supported:

- a) Crystal Robinson - TAP
- b) Sarah Stevenson - TAP



Moved by: Bret Johnston
Seconded by: Billy Yovanovich **CARRIED** **DR #19 11 30 - 67**

Dir. Foster left the meeting at 2:25pm

13. Scope Change Requests

- a. Hecate Strait Streamkeepers – A request for scope change and updated budget was reviewed by the Board of Directors and approved as presented

Moved by: Billy Yovanovich
Seconded by: Clyde Greenough **CARRIED** **DR #19 11 30 - 68**

14. Vibrant Haida Gwaii Communities Application

The Board reviewed 1 Vibrant Haida Gwaii Communities application. After discussion they approved as follows:

Organization	Project Name	Conditions	Amount
Village of Masset	Masset Airport Sweeper	As presented	\$52,952.68

Moved by: Maureen Bailey
Seconded by: Laurie Chisholm **CARRIED** **DR #19 11 30 - 69**

15. Arts Grant Applications

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

Organization	Project Name	Conditions	Amount
a) Haida Gwaii Arts Council	HGAC 2020 Winter Spring Performances	As presented	\$4500.00
b) Kayla MacDermid	Minstrel Cramps Album Phase 1	Partial funding	\$3268.10

Moved by: Laurie Chisholm
Seconded by: Clyde Greenough **CARRIED** **DR #19 11 30 - 70**

16. Committee Reports

- a. Executive Committee
- b. Audit and Governance
 - i. Recommendation 22-19 11 21
 After review the Gwaii Trust Board approved the Audit and Governance Committee recommendation that an RFP be issued for a new accountant.

Moved by: Clyde Greenough
Seconded by: Bret Johnston **CARRIED** **DR #19 11 30 - 71**

- ii. Recommendation 23-19 11 21



After review the Gwaii Trust Board approved the Audit and Governance Committee recommendation to change their name to Audit, Governance, and Finance Committee.

Moved by: Clyde Greenough

Seconded by: Bret Johnston

CARRIED

DR #19 11 30 - 71

- iii. Letter to Phillips Hager & North Investments
The CIO provided an update on the Phillips Hager & North Investments discrepancy

- iv. Investment Reviews
The Audit & Governance Committee made a recommendation to accept George & Bell Consulting's proposal to perform an analysis of the Investment Managers, review the recommendation to transfer assets from Franklin Templeton to Nicola Wealth and review the asset mix and Statement of investment Policy and Procedures (\$12,000 + \$2,000 option)
After discussion the Board of Directors made a motion to approve this recommendation.

Moved by: Kim Goetzinger

Seconded by: Laurie Chisholm

CARRIED

DR #19 11 30 - 72

Dir. Yovanovich left the meeting at 3:02pm

- c. CIO
The CIO provided his report and will send written report by email.

- d. COO
The COO provided a verbal report.

17. Signatures

There were no signatures.

18. Next meeting dates:

Feb 1, 2020

19. Director in-camera discussion

The directors went in camera at 3:21pm. All staff left the meeting.

- a. Audit & Governance Committee Recommendation 21 – 19 11 21
Recommendation declined. The Chair and Dir. Bailey met in-person with the Skidegate Band Council CAO. There will be a new SHIP contact appointed for Gwaii Trust.
- b. The Chair will circulate a draft letter to SHIP for Board members to review (Apr 27, 2019) – Board of Directors moved to in-camera for discussion.
The Chair and Dir. Bailey met in-person with the Skidegate Band Council CAO. There will be a new SHIP contact appointed for Gwaii Trust.
- c. Board (in-camera action) - Respectful workplace policy (Nov 2, 2019) – to discuss in-camera
Discussed by Board in-camera.
Action: Move to Audit & Governance committee
- e. Board (in-camera action) – Personnel. Chair to respond to inquiry (Nov 2, 2019) – to discuss in-camera



Discussed by Board in-camera.

Action: The Executive to follow up and report back.

20. Adjournment

The Gwaii Trust Board meeting was adjourned in absence of staff at 4:05pm

ACTION ITEMS

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 - Social media code of conduct for Board and Committee members
 - Applications that request funding for weapons, illegal activities, alcohol and cannabis
 - Respectful Workplace policy (Nov 30,2019)
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 - c) Replicate a form so Directors can identify their conflict (May 4, 2019) – **in progress**
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 - b) Add Early Learning presentation to next Wellness Committee agenda (May 4, 2019)
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 - c) Director Foster to schedule a Wellness Committee Meeting (Nov 2, 2019)
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4. Board (in-camera action) – Personnel. Executive to follow up and report back (Nov 30, 2019)

Tabled to next meeting:

1. Review Operations Planning Report - Co+Host



James Cowpar
Chair

Carla Lutner
COO

/jr