



MINUTES
Gwaii Trust Board Meeting
July 21, 2020 6:30 – 9:00pm
Videoconference

In Attendance:	Representing:	Area Director	Area Alternate
	Graham Island Central	Maureen Bailey	Elizabeth Condrotte
	Graham Island South	Clyde Greenough	Shelley Sansome
	Area 'E'	Laurie Chisholm	
	Graham Island North	Bret Johnston	
	Skidegate Band Council		Michelle (Ooka) Pineault
	CHN Old Massett	Alfie Setso Sr.	
	Old Massett Village Council	Cecil Brown	
	CHN Skidegate	Kim Goetzinger	
Chair & Staff:	Chair	James Cowpar	
	Chief Operations Officer	Carla Lutner	
	Chief Investment Officer	Errol Winter	
	Communications Officer	Joey Rudichuk	

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 6:37pm.

2. Excusals

Dir Yovanovich and Dir. Goetzinger were not in attendance.

3. Message from the Chair

The chair reminded the board members of confidentiality while on calls from remote locations.

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: Cecil Brown CARRIED

6. Call for adoption of previous minutes

The minutes of June 25, 2020 were adopted with one amendment:

Under agenda item #15, change name from Dir. Yovanovich to Dir. Goetzinger.

Moved by: Maureen Bailey

Seconded by: Bret Johnston CARRIED

7. Review Action Items

a. Audit & Governance Committee:

i. 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
 - Respectful Workplace policy (Nov 30, 2019)
- ii. Create some scenarios around what may be a conflict to bring back to the board. (May 4, 2019) **in progress**
- iii. Review orientation materials (Jul 31, 2019) – **in progress**
- b. Wellness Committee:
- i. Report back as to the progress on Food Security concerns raised by the Board (Jun 25, 2019) - **incomplete**
- ii. Add Early Learning presentation to next Wellness Committee agenda (May 4, 2019) **incomplete**
- iii. Dir. Chisholm to schedule a Wellness Committee Meeting (Jun 25, 2020) **complete**
- c. Board in-camera action
- i. Carla to explore hiring controller and present options and budget impacts to board (Feb 29, 2020). **In Progress**
- ii. Add scheduling to strategic planning agenda – shared calendar of some sort, options for contacting directors who are not responding to BoardBookit (texts, calls) (Feb 29, 2020) – **In Progress**
- iii. The Chair will draft a letter for Debbie Crosby thanking her for all the years she devoted to the Trust. Dir. Goetzinger and Dir. Pineault will assist in picking out a piece of jewelry for her from Rosie's, the cost to be reimbursed by the Trust. **complete**

8. Audit Dashboard

- Dir. Bailey and the COO provided an overview of the audit dashboard.

Dir. Sansome joined the meeting at 6:50pm

Dir. Goetzinger joined the meeting at 6:52pm

9. Staycation Grant Update

The Chair and Dir. Johnston declared a conflict and left the meeting at 6:53pm

- The COO provided an update on the Haida Gwaii Staycation Grant.
- **Action:** The COO will speak to Unified Command for input/recommendations on safety measures that may impact the grant and to ensure the Trust follows those measures.

The Chair and Dir. Johnston returned to the meeting at 7:03pm

10. Gwaii Tel Change of Scope

The COO provided an overview of the change of scope request and three options for the board to review.

The request: Gwaii Communications sold their assets to Mascon, a subsidiary of Telus on December 31st 2019. The agreements that Gwaii Trust required Gwaii Tel and Gwaii Communications enter into state that funded assets cannot be sold within five years of the end of a project.

Gwaii Tel requests that Gwaii Trust waive this and pay the outstanding claim of \$241,620.41. Prior to this request coming to the Board, the COO and Executive, required a copy of the sales agreement, confirmation that Industry Canada has approved the sale and confirmation of Mascon's intent to extend fiber to Masset, Old Massett, Skidegate and Queen Charlotte. As of June 29th, Gwaii Tel has provided everything requested.



After review and discussion, the Gwaii Trust Board of Directors conditionally approved the scope change (changing the flow through from Gwaii Communications to Telus/Mascon) and pay the outstanding claim and any further claims from the approved project pending legal advice around potential legal actions from Gwaii Tel or Telus.

Moved by: Clyde Greenough
Seconded by: Laurie Chisholm **CARRIED** **DR #20 07 21 - 34**

11. Athlii Gwaii Legacy Trust Business Plan Framework

The CIO provided an overview of the AGLT Business Plan Framework. Each Director and Alternate present provided input.

12. Internet Reimbursement

- The COO presented information on the submission of bills for internet reimbursement. With the recent changes to Gwaii Communications/Mascon billing, there was a request to have this claim moved to a monthly allowance so a receipt wouldn't need to be submitted by directors on a regular basis.
- The COO noted that without a receipt the claim would be taxable.
- Due to time constraints the discussion was tabled to the next meeting.

Action: Tabled. Add to next meeting agenda

"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 Application

The Gwaii Trust Board reviewed one Vibrant Haida Gwaii Communities application and after discussion approved as follows

Organization	Project Name	Conditions	Amount
Lawnhill Community Association	Lawnhill Upgrades	As presented	\$34,784.46

Moved by: Maureen Bailey
Seconded by: Clyde Greenough **CARRIED** **DR #20 07 21 - 35**

14. Kids Camps Applications

The Gwaii Trust Board reviewed two Kids Camps applications and after discussion approved as follows:

Organization	Project Name	Conditions	Amount
Rediscovery	T'aalan Stl'ang Food Security and Xaad Kil Curriculum	Approved with condition that no camps are held while the state of emergency is in effect.	\$30,000
Swan Bay Rediscovery Program	Swan Bay Rediscovery Camps 2020	Approved with condition that no camps are held while the state of emergency is in effect.	\$30,000

Moved by: Clyde Greenough
Seconded by: Cecil Brown **CARRIED** **DR #20 07 21 - 36**



15. Committee Reports

- a. Executive Committee
 - The Chair and Dir. Greenough provided an update. They have met with CHN executive regarding AGLT. The COO will forward summary notes from that meeting to the Board.
- b. Haida Gwaii Covid19 Emergency Response Committee
 - Dir. Bailey provided an update on the Covid19 Committee.
- c. Wellness Committee
 - Dir. Chisholm provided an update during action items and had no further update at this time.
- d. CIO Report
 - The CIO provided an overview of his report.
- e. COO Report
 - The COO provided an overview of her report.

16. Next meeting date:

It was noted that the July 25th Strategic Planning & Governance meeting has been cancelled.

The next meetings are as follows:

- Strategic Planning: September 12-13, 2020
- Board Allocation: September 29, 2020

The board agreed that if there need to be any budget adjustments for the Covid19 Grant it would be done through a BoardBookit poll.

17. Director in-camera discussion

The Communications Officer and CIO left the meeting at 8:54pm and the Directors and COO went in-camera.

The COO left the in-camera meeting at 9:09pm

18. Adjournment

The meeting was adjourned at 9:21pm

ACTION ITEMS

- a. Audit & Governance Committee:
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- ii. Add Early Learning presentation to next Wellness Committee agenda (May 4, 2019) **incomplete**
- c. Board in-camera action
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 - i Add scheduling to strategic planning agenda – shared calendar of some sort, options for contacting directors who are not responding to BoardBookit (texts, calls) (Feb 29, 2020) – **In Progress**
- d. The COO will speak to Unified Command for input/recommendations on safety measures that may impact the Staycation Grant and to ensure the Trust follows those measures.

James Cowpar
Chair

Carla Lutner
COO

/jr