



Gwaii Trust

MINUTES

**Gwaii Trust Board Meeting
May 27, 2021 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	Billy Yovanovich (left at 7:36pm)	Ooka Pineault
	CHN Old Massett		Trevor Russ
	Old Massett Village Council	Cecil Brown	
	CHN Skidegate		
Chair & Staff:	Chair	James Cowpar	
	Chief Operations Officer	Carla Lutner	
	Communications Officer	Joey Rudichuk	
Regrets:	CHN Old Massett	Alfie Setso Sr.	
	CHN Skidegate	Kim Goetzinger	
Guests:	Scott Lunney, George & Bell Consulting		

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 6:35pm.

2. Excusals

As noted above.

3. Message from the Chair

The Chair welcomed the Board.

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: Maureen Bailey

Seconded by: Bret Johnston CARRIED

6. Call for adoption of previous minutes

The minutes of April 17, 2021, April 22, 2021, and May 1, 2021 were adopted as presented

Moved by: Laurie Chisholm

Seconded by: Cecil Brown CARRIED



7. George & Bell presentation

- Scott Lunney joined the meeting at 6:40pm and provided a presentation on the asset mix review analysis completed for the Gwaii Trust and Athlii Gwaii Legacy Trust investment portfolio.

Dir. Yovanovich left the meeting at 7:36pm, Dir. Pineault became acting director.

After discussion there was a motion to proceed with portfolio 'C' from George & Bell's options for an optimized portfolio asset mix.

Moved by: Clyde Greenough

Seconded by: Maureen Bailey **CARRIED** **DR #21 05 27 - 26**

- The board requested more information from George & Bell on infrastructure and direct lending.
- The COO will work with George & Bell on next steps.

Scott Lunney left the meeting at 8:10pm

8. Consent agendas

After discussion there was a motion to adopt the use of a consent agenda at future board meetings that would include committee and COO reports, audit dashboards, minutes, and terms of reference.

Prior to board meeting, the consent agenda materials are distributed to all directors. At the board meeting, the package is voted upon in its entirety, with no discussion. If, upon reading the consent agenda package, a director feels that an item needs further clarification, or that the board may need to discuss further, the following procedure is acceptable:

1. Director contacts the author of the report to ask for clarification.
2. If the director still has concerns and feels that the entire board needs to discuss the item, that director has the right to ask that the one item be moved from the consent agenda to the meeting agenda for discussion and a separate vote.
3. The directors vote to approve the amended meeting agenda at the board meeting in order to deal with the one addition from the consent agenda.
4. The rest of the consent agenda remains intact and is still voted upon as a package, with no discussion.

Moved by: Clyde Greenough

Seconded by: Laurie Chisholm **CARRIED** **DR #21 05 27 - 27**

9. Audit dashboard

Dir. Bailey provided an overview of the audit dashboard included in the meeting materials.

10. Committee reports

a. Executive Committee

The Chair shared that their last meeting was April 13th. The Executive have been working on Carla's performance evaluation. Dir. Greenough shared that the AGLT committee is seeing progress with their meetings with the AGLT working group. The COO also provided a brief AGLT update, referencing the information sheet sent to the Board via email in advance of the meeting.

b. Covid-19 Emergency Response Committee

Dir. Bailey provided an overview from her written report which was included in the meeting materials.



c. **Youth Board**

Dir. Pineault provided an overview from her written report which was included in meeting materials.

d. **COO Report**

The COO provided an overview of her written report which was included in meeting materials.

11. Review action items (tabled from April 22, 2021)

a. Audit & Governance Committee:

i. Create some scenarios around what a conflict may be to bring back to the board. (May 4, 2019)
in progress

ii. Review orientation materials (Jul 31, 2019). Materials reviewed and updated, will be sent to Audit Committee for review and then sent to Board as a recommendation. **In progress.**

b. Board in-camera action

i. Carla to explore hiring controller and present options and budget impacts to board (Feb 29, 2020). **In progress**

c. The COO will prepare an information and status sheet on Athlii Gwaii Legacy Trust for the Board. There was a request to write simply and clearly using layman's terms. (Oct 24, 2020) **Complete**

d. The OMVC Health Centre request was deferred for further review until after 2021 strategic planning. (Jan 19, 2021).

e. The board asked the COO to draft an updated policy for board consideration around providing funding that benefits private business. (Apr 22, 2021). **In progress**

Request to add to Strategic Planning:

- a. 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)
- b. Process for draft committee meeting minutes being shared with the board. (Feb 25, 2021)
- c. Clarification request for the policy around contact between applicants and directors, and directors lobbying for applications. (Feb 25, 2021)

12. AGM

- The Board reviewed the AGM draft script which was sent to the Board via email in advance of the meeting.
- The COO has sent an electronic proxy form to the directors in the event anyone cannot attend.

"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. Green Shield agreement

- The COO provided an overview of the draft Green Shield agreement included in the meeting materials.

After discussion the Gwaii trust Board of Directors agreed to sign the initial agreement with Green Shield Canada.

Moved by: Clyde Greenough

Seconded by: Laurie Chisholm

CARRIED

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14. T'laatzen and Binche funds

- The backgrounder and original signed agreement were included in the meeting materials to support the discussion.
- The COO will obtain a legal opinion with regards to potentially separating from the management of the T'laatzen and Binche funds.

Dir. Condrotte left the meeting at 9:07pm

15. Youth Board Recommendations

The Gwaii Trust Board reviewed five Youth Centered Communities Grant applications as recommended by the Youth Board (#08 - 21 05 18) and approved as follows:

Organization Name	Project Name	Conditions	Amount
Haida Gwaii Regional Recreation Commission	Youth Centre at Gudangaay Tlaats'gaa Naay Secondary School	That a revised budget for \$10,000 be submitted	\$10,000
Village of Queen Charlotte	QC Youth Centre Operations 2021	As presented	\$10,000
Skidegate Youth Centre	Peer2Peer Support Staff	As presented	\$10,000
Agnes L Mathers Elementary School	Sandspit Youth Recreation Initiative	Project financial reporting to include: Payroll summaries and the hourly rate for both the adult supervisory position and youth leader position. Confirmation that the administrative support is outside of the regular roles and responsibilities of those providing it. Financial reporting to include time breakdown, tracking, and hourly rate. Confirmation of payment between partner organizations for project payments that are supported by relevant invoices and documents.	\$10,000
Port Clements Historical Society	Involving Youth: Developing virtual tours for Port Clements Museum	As presented	\$10,000

Moved by: Clyde Greenough

Seconded by: Maureen Bailey

CARRIED

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The Gwaii Trust Board reviewed one Youth Grant application as recommended by the Youth Board (#08 – 21 05 18), and approved as follows:

Organization Name	Project Name	Conditions	Amount
Village of Queen Charlotte	Youth Centre: Outdoor Empowerment	That the QC youth centre maintains ownership of the equipment (loaning acceptable as long as it's going to benefit youth)	\$10,000

Moved by: Maureen Bailey

Seconded by: Clyde Greenough CARRIED DR #21 05 27 - 29

16. Community Innovation Applications

The Gwaii Trust Board reviewed three Community Innovation applications and two applications were approved as follows:

Organization	Project Name	Conditions	Amount
a. Queen Charlotte Heritage Housing Society	Gardeneers Greenhouse Project	As presented	\$2,081.95
b. Haida Gwaii Recreation Commission	Digital Infrastructure Enhancement Project	Must provide confirmation of all project funding.	\$10,000

a. Moved by: Clyde Greenough

Seconded by: Laurie Chisholm CARRIED DR #21 05 27 - 30

b. Moved by: Laurie Chisholm

Seconded by: Ooka Pineault CARRIED DR #21 05 27 - 30

17. Next meeting date:

Board Meeting and AGM, May 29th

It was requested that board members join the AGM Zoom meeting at 9:45am.

18. Director in-camera discussion

The COO and Communications Officer left the meeting at 9:28pm

The Board of Directors went in-camera at 9:28pm

19. Adjournment

The meeting was adjourned at 9:35pm



ACTION ITEMS

- a. Audit & Governance Committee:
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in progress
 - ii. Review orientation materials (Jul 31, 2019). Materials reviewed and updated, will be sent to Audit Committee for review and then sent to Board as a recommendation. **In progress.**
- b. Board in-camera action
 - i. Carla to explore hiring controller and present options and budget impacts to board (Feb 29, 2020). **In Progress**
- c. The OMVC Health Centre request was deferred for further review until after 2021 strategic planning. (Jan 19, 2021).
- d. The COO to draft an updated policy for board consideration around providing funding that benefits private business. (Apr 22, 2021). **In Progress**
- e. The COO will obtain a legal opinion with regards to potentially separating from the management of the T'laatzen and Binche funds. (May 27, 2021)

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James Cowpar
Chair

Carla Lutner
COO

/jr