

**COLUMBIA BASIN TRUST
BOARD OF DIRECTORS MEETING NO. 212
May 22, 2020
MINUTES**

Meeting No. 212 was held via videoconference.

Directors in Attendance:

J. Carver, Chair	C. Andrews
L. Binks	C. Evans
M. McConnachie	D. McCormick
R. Oszust	D. Raven
O. Torgerson	K. Turcasso
B. van Yzerloo	

Directors Absent:

V. Thomas

Staff and Guests in Attendance:

J. Strilaeff	A. Ambrosone
J. Medlar, Corporate Secretary	

The meeting was called to order at 8:00 am (PT).

ADOPTION OF AGENDA

Attachments:

- Minutes: Board Meeting 211
- Report from the Chair
- Report from the CEO
- CBBC Update
- CBDC Update
- Delivery of Benefits Update
- Special Initiatives Department Update
- Backcountry Road Rehabilitation for Ecological Restoration
- Springer Creek Mill Site Acquisition
- Community Initiatives/Affected Areas Program Renewal
- Financial Support for International Post-Secondary Students
- Environment Advisory Committee Appointments
- 2019/20 Annual Service Plan Report
- Minutes: Executive Committee Meeting 145
- COVID-19 Organizational Response
- Implementation Plan: Interim Plan Development – material tabled to the meeting
- Our Trust, Our Future 2020 Update
- Board Meeting Format and Conduct
- Minutes: Finance & Audit Committee Meeting 89
- 2019/20 Board Remuneration Disclosure
- 2019/20 Executive Compensation Disclosure
- Quarterly Forecasts
- 2019/20 Consolidated Financial Statements

- 2020 Corporate Risk Register
- Minutes: Investment Committee Meetings 103 & 104
- Quarterly Investment Portfolio Review to March 31, 2020 and 2019/20 Annual Investments Portfolio Review
- Read File

24/20 Moved, Seconded and Resolved that:

Agenda No. 212 be and hereby is approved and adopted.

ADOPTION OF MINUTES

25/20 Moved, Seconded and Resolved that:

Minutes of Board of Directors' meeting held March 30, 2020 be and are hereby approved and adopted. The Corporate Secretary is hereby authorized to apply the electronic signature of the Chair to the approved minutes.

REPORTS FROM THE CHAIR AND CEO

Report from the Chair

The Board was provided a written report for information.

There were no resolutions arising.

Report from the President and CEO

The Board was provided a written and verbal report on general corporate matters not specifically addressed on the Board agenda. With the recent approval of the asset management agreements and the role of the Trust to provide shared services to Columbia Power, the Board endorsed the addition of regular power operations reports to the Board agenda.

There were no resolutions arising.

REPORTS FROM SUBSIDIARIES

Columbia Basin Broadband Corporation Update

The Board was provided a memorandum for information on broadband activities since the last Board meeting. Updates included the Connecting British Columbia projects progress to date with a note that project timelines may be impacted by permitting delays due to the impacts of COVID-19 on the referral process.

There were no resolutions arising.

Columbia Basin Development Corporation Update

The Board was provided a memorandum for information on economic development activities since the last Board meeting. Updates included the status of economic projects and programs which included the new Small Business Working Capital Loans and Basin Food Producer Loan Program created in response to COVID-19 impacts on the region.

There were no resolutions arising.

DELIVERY OF BENEFITS MATTERS

Delivery of Benefits Update

The Board was provided a memorandum for information on activities within Delivery of Benefits (DOB) programs and initiatives since the last Board meeting. Of note, recent additional DOB activities related specifically to the Trust's COVID-19 response were addressed separately on the Board agenda.

There were no resolutions arising.

Special Initiatives Department Update

The Board was provided a memorandum for information on activities since the last Board meeting within the strategic priorities of agriculture and Indigenous relationships.

There were no resolutions arising.

Backcountry Road Rehabilitation for Ecological Restoration

The Board was provided a memorandum which sought direction around Trust support for road rehabilitation for the purpose of ecological restoration in backcountry areas. The Board discussed the complexity of where responsibility lies for the rehabilitation of deactivated roads mindful of the Trust's mandate to not displace or duplicate government responsibilities. The Board endorsed that the Trust maintain its current approach of not considering any road rehabilitation projects for grant funding.

26/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves that the Trust maintain its current approach of not considering any road rehabilitation projects for grant funding.

Springer Creek Mill Site Acquisition

The Board was provided a memorandum which sought a decision regarding the potential land acquisition of the Springer Creek Mill Site (Site). The memorandum summarized due diligence and actions to date, and a recommendation to not proceed with the Site acquisition at this time. The recommendation is primarily based on Staff analysis of the significant potential known and unknown costs associated with acquisition and remediation of the Site.

27/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves that Staff does not proceed with the acquisition of the Springer Creek Mill Site at this time.

Community Initiatives and Affected Areas Programs Renewal

The Board was provided a memorandum which sought approval for the renewal of funding for the Community Initiative and Affected Areas Programs for the coming 2021/22 fiscal year.

28/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves the renewal of funding for the Community Initiatives and Affected Areas Programs at a total annual allocation of \$4,211,622 for the year 2021/22 in substantially the form provided in the material to this meeting.

Financial Support for International Post-Secondary Students

The Board was provided a memorandum for discussion on whether the Trust would consider providing direct funding to international post-secondary students. The Trust has provided funding contributions to the financial support programs created at Selkirk College and College of the Rockies (Colleges) for students experiencing financial hardship as a result of COVID-19. Similar to criteria for the Trust's longstanding post-secondary bursary program, international students are ineligible for this funding. The Colleges have requested the Trust reconsider this position.

The Board was unwilling to reconsider this position as support for international students would be contrary to the Trust's established purpose, as legislated in the *Columbia Basin Trust Act*, to support residents of the Columbia Basin.

There were no resolutions arising.

Environment Advisory Committee Appointments

The Board was provided a memorandum which sought approval for re-appointments to the Environment Advisory Committee.

29/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves that Sarah Boyle, Eva Schindler and Heather Leschied be reappointed to the Environment Advisory Committee for two-year terms to expire April 1, 2022.

CORPORATE MATTERS

2019/20 Annual Service Plan Report

The Board was provided a memorandum which sought approval of the 2019/20 Annual Service Plan Report.

30/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves the 2019/20 Annual Service Plan Report in substantially the form provided in the materials for this meeting.

REPORTS FROM COMMITTEES

Report from the Executive Committee

Minutes from the Executive Committee meeting held on March 30, 2020 were provided for information.

Chair Carver spoke to her previous verbal Disclosure of Interest related to her role as Executive Director of Kootenay Career Development Society (KCDS) and disclosed that KCDS has recently received Trust funding in response to COVID-19 impacts. The Board confirmed that there is no actual or apparent conflict of interest as Chair Carver neither participated in nor influenced the decision-making process in any way.

Director Evans provided a verbal disclosure of a perceived or potential conflict of interest related to his ownership of a small farm business and interest in applying for Trust funding under the new Basin Food Producer Wage Subsidy program created to address COVID-19 impacts. The Board confirmed that Director Evans did not advocate or unduly influence the development of this program, and will not participate in nor influence the decision-making process in any way.

COVID-19 Organizational Response

The Board was provided a memorandum on Trust supports disbursed to date in response to COVID-19 impacts in the region and a community engagement Implementation Plan describing the process by which an interim management plan will be developed.

The Columbia Basin Management Plan (CBMP) and strategic priorities for 2016-2020 were to be renewed this year, for a ten-year period, via the now postponed Our Trust, Our Future 2020 public engagement process. Considering the significant shifts in Basin priorities that have arisen due to impacts of COVID-19, Staff proposed a process to develop a shorter-term plan to guide the Trust's activities.

The Board expressed their appreciation and support for Staff's effective shift to develop appropriate programming and supports in response to the sudden, drastic changes in Basin priorities brought on by the pandemic.

The Board endorsed the proposed interim plan to guide how the Trust will fulfill its mandate, and develop and prioritize related actions and strategies in the shorter term, until such time as a more fulsome public engagement process can resume to inform the renewal of the CBMP.

31/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves staff to pursue interim planning based on the engagement process and principles as presented in the material to this meeting.

Our Trust, Our Future 2020 Update

The Board was provided a memorandum that recommended a further postponement of the Our Trust, Our Future 2020 engagement process due to the significant impacts of the COVID-19 pandemic on the region. As discussed previously in this agenda, staff proposed the development of a shorter-term plan to guide Trust activities in the next 18 to 24 month period that included a revised approach to public engagement. Similarly, staff will bring forward a separate recommendation regarding the revised direction of Basin-wide symposium planning at a subsequent Board meeting.

There were no resolutions arising.

Board Meeting Format and Conduct

The Board was provided a memorandum that outlined current board practice for conducting Board meetings and solicited feedback on preferences for future meetings. The Board generally endorsed that all proposed resolutions are to be moved and seconded prior to discussion. The Board also expressed a desire to continue the current collegial atmosphere that supports equal, effective engagement of all Directors.

There were no resolutions arising.

Report from the Finance and Audit Committee

Minutes from the Finance and Audit Committee meeting held on January 17, 2020 were provided for information.

Annual Board Remuneration Disclosures

The Board was provided a memorandum that disclosed the Board Remuneration Summary Reports for fiscal 2019/20 for the Board of Directors of the Trust, Columbia Basin Broadband Corporation and Columbia Basin Development Corporation. These reports are provided to the Public Sector Employers Secretariat (PSEC) and will be posted on the Trust's website.

There were no resolutions arising.

Annual Executive Compensation Disclosure

The Board was provided a memorandum that disclosed the Executive Compensation Report for fiscal 2019/20. This report is provided to PSEC and will be posted on the Trust's website.

There were no resolutions arising.

Quarterly Forecasts

The Board was provided a memorandum with updates made to the five-year financial forecasts provided to the Treasury Board for the quarterly submission, as well as a report on the Delivery of Benefits annual program expense and capital five-year forecasts for information.

2019/20 Annual Financial Statements

The Board was provided a memorandum which sought approval of the consolidated financial statements for the year ended March 31, 2020 as well as a Consolidated Financial Report that provided a summary of all material changes from the financial statements of the year prior.

Director van Yzerloo provided highlights of the Consolidated Financial Report that included:

- a deficit of \$10.2 million was recorded for the year
- Delivery of Benefits expenditures totaled \$69 million, which included \$31 million in new commitments to projects/programs, and DOB capital expenditures totaled \$12.2 million
- short-term investments balances decreased \$13.2 million due to cash requirements for DOB expenditures
- investments in power projects increased to \$1 billion and included the addition of the Trust's new ownership of 50% of the assets/liabilities of the Waneta Expansion Power Corporation

32/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approve the consolidated financial statements for the year ended March 31, 2020 in substantially the form provided in the material to this meeting.

2020 Corporate Risk Register

The Board was provided a memorandum that outlined changes, based on the annual staff review, to the Corporate Risk Register for 2020 and sought approval of the proposed amendments.

Of note, revisions included the addition of a new item for a global event that acutely impacts the region/society, such as a pandemic, to recognize the significant risk associated with a sudden, drastic shift in regional priorities and the role of the Trust.

33/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approve the 2020 Corporate Risk Register in substantially the form provided to this meeting.

Report from the Investment Committee

Minutes from the Investment Committee meetings held on January 16, 2020 and February 18, 2020 were provided for information.

Director Turcasso provided a verbal disclosure of a perceived or potential conflict of interest related to her role as Board Chair of the Fernie Trails Alliance society (FTA) which is currently in land use negotiations with a Trust investment client. Director Turcasso has, and will continue to recuse herself from any discussion, debate or decision with regard to this business as it may occur at the FTA Board, Trust Board and the Investment Committee.

Quarterly Investment Portfolio Review and 2019/20 Annual Review

The Board was provided a memorandum for information on the Trust investment portfolio for the period January 1 to March 31, 2020 and a high-level overview of investment activity for fiscal year 2019/20.

There were no resolutions arising.

CORRESPONDENCE

The Read File was distributed to the Board of Directors for information.

There were no resolutions arising.

IN CAMERA

The Board went in-camera.

There were no resolutions arising.

The meeting concluded at 2:15 pm.

Certified Correct:

J. Carver, Chair

J. Medlar, Recording Secretary