

**COLUMBIA BASIN TRUST
BOARD OF DIRECTORS MEETING NO. 233
May 24/25, 2023
MINUTES**

Meeting No. 233 was held in the Salmo Valley Youth and Community Centre, Salmo, BC.

Directors in Attendance:

J. Carver, Chair	C. Andrews [May 25]
C. Evans	B. Marino
D. McCormick	R. Oszust
O. Torgerson	K. Turcasso
B. van Yzerloo	

Directors Absent:

C. Morigeau	D. Raven
A. Watson	

Staff and Guests in Attendance:

J. Strilaeff	J. Medlar, Corporate Secretary
A. Ambrosone	A. Graeme
B. Haney	D. Hoodicoff
C. Lloyd	M. Ortiz

MEETING CALLED TO ORDER

The Chair called the meeting to order on May 24, 2023 at 1:00 p.m. (PT).

Chair Carver acknowledged that the Trust operates within the unceded traditional territories of the Ktunaxa, Lheidli T'enneh, Secwepemc, Sinixt, and Syilx Nations and we are grateful for the opportunity to meet, work and live here.

The Chair suspended the Order of Business. For continuity, these Minutes reflect the order of the Agenda.

ADOPTION OF AGENDA

Attachments:

- New Power Project Development
- Draft Resolutions for May 24/25, 2023
- Minutes: Board Meeting no. 232
- Report from the Chair
- Report from the CEO
- CBBC Update
- CBDC Update
- Delivery of Benefits Update
- CBMP 2020-23 Strategic Priorities Update
- Hope Air Support Summary
- Power Operations Update
- Communications Update
- Columbia Basin Management Plan Renewal

- Climate Change Accountability Report
- Minutes: Finance & Audit Committee Meeting no. 101
- Annual Board Remuneration Disclosures
- Annual Executive Compensation Disclosure
- Quarterly Treasury Board Forecasts
- 2022/23 Annual Financial Statements
- 2023/23 Scenarios: Arrow Lakes Generating Station Unit Outage
- Minutes: Investment Committee Meetings no. 121
- Quarterly Investment Portfolio Review to March 31, 2023
- 2022/23 Annual Investments Portfolio Review
- Minutes: Executive Committee Meetings no. 165 and 166
- Mandate Letter
- Minister Letter on Memorandum of Understanding
- Board Vaccination Policy
- Staff Tenure/Turnover
- Organizational Overview and Succession Planning
- Read File

16/23 Moved, Seconded and Resolved that:

Agenda No. 233 be and hereby is approved and adopted as amended.

COLUMBIA POWER/TRUST BOARD JOINT SESSION

The joint Columbia Power and Trust Board Meeting discussions held May 23, 2023 are captured in separate minutes for that meeting. Chair Carver added an agenda item to this meeting for a follow-up discussion.

ADOPTION OF MINUTES

17/23 Moved, Seconded and Resolved that:

Minutes of the Board of Directors' meeting held March 24/25, 2023 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 update for information.

Report from the President and CEO

The Board was provided a written report for information on general corporate matters not specifically addressed on the Board agenda.

Further to the report item on governance considerations, J. Strilaeff advised that proposed revisions to enhance Trust governance practices will be brought forward to the next Board meeting for decision.

DELIVERY OF BENEFITS MATTERS

Columbia Basin Broadband Corporation Update

The Board was provided a memorandum for information on broadband initiatives since the last Board meeting that included status of current broadband projects, network utilization and operations, as well as an update on the application to the Federal Government's Universal Broadband Fund.

Columbia Basin Development Corporation Update

The Board was provided a memorandum for information on economic development initiatives since the last Board meeting that included updates on economic programs, business advisory supports and the Impact Investment Fund portfolio.

Delivery of Benefits Update on Activities

The Board was provided a memorandum for information on Delivery of Benefits (DOB) activities since the last Board meeting which included an update on new projects, funds committed, new partnership discussions and extensive departmental involvement in a variety of public engagement.

CBMP 2020 – 2023: Strategic Priorities Update

The Board was provided a memorandum for information on the Trust's progress since 2020 within the six strategic priorities and two integrated priorities identified in the *Columbia Basin Management Plan: Strategic Priorities 2020-23* (CBMP). All priorities will continue to be tracked to the end of the current CBMP timeframe.

Hope Air Support Summary

As follow-up to the presentation provided by Hope Air at the March Board Meeting, the Board was provided a memorandum for information with a summary of Trust support for Hope Air's activities in the Basin since 2015.

CORPORATE MATTERS

Power Operations Update

The Board was provided a memorandum for information on power facilities operations with key performance indicators for each of Arrow Lakes, Brilliant Expansion, Brilliant Dam and Waneta Expansion generating stations.

B. Haney joined the meeting to provide a presentation on both the Brilliant Expansion and Arrow Lakes annual planned outages.

Communications Annual Update

The Board was provided a memorandum for information on the activities in the past year within communications initiatives.

D. Hoodicoff joined the meeting to provide a presentation that expanded on the memorandum.

Columbia Basin Management Plan Renewal

The Board was provided a memorandum for information on the status of developing the next Columbia Basin Management Plan and the ongoing Our Trust, Our Future (OTOF) community engagement.

Climate Change Accountability Report

The Board was provided a memorandum for information on the Climate Change Accountability Report (formerly the Carbon Neutral Action Report) that reports on Trust efforts in 2022 regarding greenhouse gas reduction/sustainability activities.

REPORTS FROM COMMITTEES

REPORT FROM THE FINANCE & AUDIT COMMITTEE

Minutes from the Finance and Audit Committee meeting held January 20, 2023 were provided for information.

Annual Board Remuneration Disclosure

The Board was provided a memorandum that disclosed the Board Remuneration Reports for fiscal 2022/23 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 by June 30, 2023.

Annual Executive Compensation Disclosure

The Board was provided a memorandum that disclosed the Executive Compensation Report for fiscal 2022/23. This report is provided to the PSEC and will be posted on the Trust's website.

Treasury Board Forecasts

As approved by the Finance and Audit Committee, the Board was provided a memorandum for information on the updates made to the five-year financial forecasts provided to Treasury Board for the quarterly submission.

2022/23 Annual Financial Statements

The Board was provided a memorandum which sought approval of the annual financial statements for the year ended March 31, 2023, as well as a Consolidated Financial Report that provided a summary of all material changes from the financial statements of the year prior.

C. Lloyd joined the meeting to present highlights of the Consolidated Financial Report which included:

- a surplus of \$9.8 million was recorded for the year, primarily due to increased revenues from both power facilities and short-term investments,
- Delivery of Benefits expenditures totaled \$56.8 million which included expenses of \$2.8 million for Columbia Basin Broadband Corporation and \$2.6 million for Columbia Basin Development Corporation,
- administration expenses totaled \$12.9 million and were under budget by \$626,000,

- a total of three loans were impaired this fiscal and written down within Delivery of Benefits programs, and
- a subsequent event disclosure has been included due to the significant outage being experienced at the Arrow Lakes Generating Station. The Board was provided additional information on this outage in subsequent material for this meeting

18/23 Moved, Seconded and Resolved that:

As recommended by the Finance and Audit Committee, the Board of Directors hereby approves the consolidated financial statements for the year ended March 31, 2023 in substantially the form provided in the material to this meeting.

2023/24 Scenarios – Arrow Lakes Generating Station Unit Outage

The Board was provided a memorandum for information on the potential impacts to revenue/net income for the single unit unplanned outage at Arrow Lakes Generating Station that included three scenarios and preliminary options to mitigate these impacts.

Staff advised that root cause analysis and planning for corrective actions will take several weeks. Staff are working closely with the insurance broker and the adjusters engaged by the insurers. More formal recommendations to the Board will be forthcoming when the scope and duration of the outage is better understood.

REPORT FROM THE INVESTMENT COMMITTEE

Minutes from the Investment Committee meeting held on January 17, 2023 were provided for information.

Quarterly Investment Portfolio Review

The Board was provided a written review on the Trust investment portfolio for the period January 1, 2023 to March 31, 2023 for information.

2022/23 Annual Investment Portfolio Report

The Board was provided a high-level overview of annual investment activity for the fiscal year 2022/23 for information.

REPORT FROM THE EXECUTIVE COMMITTEE

Minutes from the Executive Committee meetings held on March 23 and April 11, 2023 were provided for information.

Mandate Letter

The Board was provided a memorandum which sought approval of the draft Mandate Letter. Following the change in Premier and Cabinet, the Province refined the Letter. A final version of the Letter will be provided to Directors for signature.

19/23 Moved, Seconded and Resolved that:

The Board of Directors hereby approves the Mandate Letter in substantially the form in the material provided.

Minister Letter on the Memorandum of Understanding

The Board was provided a memorandum which shared a letter dated April 20, 2023 from Minister Conroy, Minister of Finance and Minister responsible for the Trust, that confirmed her support for the Memorandum of Understanding (MOU) between the Province and the Trust. The letter outlined an expectation for the Provincial review of the MOU currently underway to be completed no later than Summer 2023.

Board Vaccination Policy

The Board was provided a memorandum which sought a recommendation for Board approval of the suspension of the COVID-19 Vaccination Policy for the Board.

20/23 Moved, Seconded and Resolved that:

The Board of Directors hereby approve the suspension of the Covid-19 Vaccination Policy for the Board.

Joint Columbia Power/Trust Board Meeting

Chair Carver and J. Strilaeff provided a verbal overview of the joint board session held on May 23 with Columbia Power and Trust Directors regarding a Columbia River Treaty update and discussion on future power project development options and opportunities.

The Board discussed the following considerations for any new power project development:

- awareness that it is within the Trust mandate to explore power project development opportunities while recognizing the potential resource constraints at present,
- preference to partner with Columbia Power where feasible,
- priority of the four existing matters before the Provincial government with regard to Trust governance in advance of introduction of any new matters.

There were no resolutions arising.

CORRESPONDENCE

The Read File was distributed to the Board of Directors with an annual summary of Board correspondence for information.

IN CAMERA

The Board and J. Strilaeff met In Camera.

J. Strilaeff left the meeting.

The Board met In Camera to discuss the President & CEO annual performance review.

The meeting was concluded on May 25, 2023 at 12:30 p.m. (PT).

Certified Correct:

J. Carver, Chair

J. Medlar, Corporate Secretary