

**COLUMBIA BASIN TRUST  
BOARD OF DIRECTORS MEETING NO. 171  
March 31/April 1, 2015  
MINUTES**

Meeting No. 171 was held at the Fairmont Hot Springs Resort, Fairmont Hot Springs, BC.

**Directors in attendance:**

G. Deck, Chair	L. Binks
W. Booth	G. DeRosa
K. Deane	J. Dooley
R. Jensen	A. Naqvi
L. Page	L. Parker
V. Thomas	J. Townsend

**Staff and guests in attendance:**

N. Muth	A. Ambrosone
J. Strilaeff	K. Gosal
D. Hoodicoff	W. Lundeberg
J. Medlar, Recording Secretary	

The meeting was called to order at 9:00 am (MST) on Tuesday, March 31, 2015.

**ADOPTION OF AGENDA**

Attachments:

- Minutes: Board Meeting No. 170
- CIC Minutes No. 8
- SIC Minutes No. 7
- Report from the Chair
- Report from the CEO
- EC Minutes No. 111 and Minutes No. 112
- Board Branding Overview
- Role of the Board
- DOB Update
- Economic Advisory Committee Appointment
- CBBC Update
- CBBC Board Skills Matrix
- Appointments to Columbia Power Board
- Quarterly Investments Portfolio Review
- Strategic Engagement Plan
- Employee Benefit Plan Review
- Request from Columbia Shuswap Regional District
- Our Trust, Our Future Engagement Process
- Shifting DOB Focus
- Support for Economic Development
- CBBC and Last Mile Fibre Builds
- Governance Policies and Guidelines Review
- Board of Director Succession Planning
- Enterprise Risk Management – Risk Register
- Read File

**20/15 Moved, seconded and resolved that:**

Agenda No.171 be approved and hereby is adopted.

## **ADOPTION OF MINUTES**

### **21/15 Moved, seconded and resolved that:**

The Minutes of Meeting No. 170 held January 30/31, 2015 be approved and hereby are adopted.

### **22/15 Moved, seconded and resolved that:**

The Minutes of Community Initiatives Committee Meeting No. 8 held on November 28, 2014 be approved and hereby are adopted.

### **23/15 Moved, seconded and resolved that:**

The Minutes of Sector Initiatives Committee Meeting No. 7 held on January 30, 2015 be approved and hereby are adopted.

## **REPORTS FROM OFFICERS AND EXECUTIVE COMMITTEE**

### **Report from the Chair**

The Chair provided a written report to the Board of Directors. The Chair gave a verbal update of his recent meeting with Councillor Timothy Eugene, Shuswap Band Council, and N. Muth.

There were no resolutions arising.

### **Report from the CEO**

The CEO provided a written report to the Board of Directors.

There were no resolutions arising.

### **Report from the Executive Committee**

The Minutes from Meeting No. 111 held on January 29, 2015 and Meeting No. 112 held on March 3, 2015 were provided for informational purposes only.

There were no resolutions arising.

### **Confirmation of Consent Resolution – Columbia Basin Alliance for Literacy Resolution**

A memorandum was provided to the Board of Directors via email on March 19, 2015 which sought approval of a funding commitment of \$500,000 to the Columbia Basin Alliance for Literacy for fiscal year 2016/17. The following motion was approved by the Board of Directors by way of Consent Resolution on March 23, 2015.

### ***To be referenced as Resolution 24/15***

*The Board of Directors hereby approves a funding commitment of \$500,000 to the Columbia Basin Alliance for Literacy for fiscal year 2016/17.*

## **EDUCATION/ORIENTATION MATTERS**

### **Branding Overview**

The Board of Directors was provided with a presentation which outlined the recent branding process and related outcomes.

There were no resolutions arising.

## **Role of the Board**

A memorandum was presented to the Board which discussed the guidance and oversight role of the Board of Directors.

There were no resolutions arising.

## **BUSINESS MATTERS**

### **Delivery of Benefits Update**

The Board was presented with a memorandum which provided an update of activities within Delivery of Benefits programs and initiatives since the last Board Meeting.

There were no resolutions arising.

### **Economic Advisory Committee Appointment**

The Board was presented with a memorandum which sought approval for the re-appointment of Kevin Andruschuk to the Economic Advisory Committee for a one year term.

### **25/15 Moved, seconded and resolved that:**

The Board of Directors hereby approves the re-appointment of Kevin Andruschuk to the Economic Advisory Committee for a one year term expiring March 31, 2016.

### **Columbia Basin Broadband Corporation Update**

The Board was presented with a memorandum which provided an update on Columbia Basin Broadband Corporation (CBBC) activities.

There were no resolutions arising.

### **CBBC Board Skills Matrix**

The Board was presented with a memorandum which sought approval of the policy on CBBC Board of Directors Attributes and Competencies, and the CBBC Board of Directors Responsibilities and Composition Policy Guideline, and which discussed CBBC Board succession planning. The Executive Committee proposed an amendment to the policy language for CBBC Board composition such that the ideal mix of CBBC Board members would include one or more Directors from the Trust Board and the remaining Directors with appropriate industry expertise and knowledge.

### **26/15 Moved, seconded and resolved that:**

The Board of Directors hereby approves the policy on CBBC Board of Director Attributes and Competencies as presented and the CBBC Board of Directors Responsibilities and Composition Policy Guideline with the following amendment:

- 3. The CBBC Board shall be composed of not more than six members. The Board shall have the attributes and capabilities as identified in the related policy guideline. The ideal mix of CBBC Board members will be one or more Directors from the Trust Board and the remaining Directors with appropriate industry expertise and knowledge.*

### **Appointments to the Columbia Power Board of Directors**

A memorandum was presented to the Board which sought approval of the Trust's two nominees to the Board of Directors of Columbia Power Corporation.

**27/15 Moved, seconded and resolved that:**

The Board of Directors hereby approves that Greg Deck and Rick Jensen be nominated to the Columbia Power Corporation Board of Directors for one year terms from July 1, 2015 to June 30, 2016.

**Quarterly Investment Portfolio Review**

The Board was presented with the Quarterly Investment Portfolio Review for the quarter ending December 31, 2014. This memorandum was presented for information purposes only.

There were no resolutions arising.

**Strategic Engagement Plan**

The Board was presented with a memorandum which outlined a Strategic Engagement Plan prepared by the Ministry of Energy and Mines as a follow-up to the Mandate Letter agreed to by the Trust Board of Directors in January 2015. This memorandum was presented for information purposes only.

There were no resolutions arising.

**Employee Benefit Plan Review**

The Board was presented with a memorandum which outlined the results of a comprehensive internal and external review of the Trust's current employee benefit plan. The memorandum also sought approval of the engagement of a new benefit carrier, the implementation of staff recommendations for changes to benefit coverages, and the transition to a self-insured short term disability plan.

**28/15 Moved, seconded and resolved that:**

The Board of Directors hereby approves that the Trust employee benefit plan transition to Sun Life as the benefit carrier, that the plan be amended to include Health Spending Account, Employee and Family Assistance Program and Medical Service Plan coverages, and that the Trust transition to a self-insured short term disability plan.

**Request from Columbia Shuswap Regional District**

The Board was presented with a memorandum which sought decision on a request from the Columbia Shuswap Regional District (CSR D) for increased representation on the Trust Board of Directors. Trust Board composition is established by the *Columbia Basin Trust Act* and currently consists of equal representation from the Columbia Shuswap Regional District, Regional District of Central Kootenay, Regional District of East Kootenay, Regional District of Fraser-Fort George, Regional District of Kootenay Boundary and the Ktunaxa Nation Council.

**29/15 Moved, seconded and resolved that:**

The Board of Directors hereby approves that the Chair be authorized to advise the Columbia Shuswap Regional District that the Columbia Basin Trust will not consider changing its composition to provide another representative so that both areas of Revelstoke/Rural Revelstoke and Golden/Rural Golden would have representation at the Board level.

**POLICY/STRATEGIC MATTERS**

**Our Trust, Our Future Engagement Process**

The Board was presented with a memorandum which outlined the progress of the Our Trust, Our Future engagement process, the Phase 1 results and sought decision on

next steps. Based on the input of Phase 1, various Organizational Topics were identified for consideration in Phase 2. Staff developed discussion papers, in consultation with the Task Force on Future CBT Support of Community Development, on three of these topics for review and approval by the Board.

**30/15 Moved, seconded and resolved that:**

The Board of Directors hereby approves that with respect to Trust investment and spending activity, the Board acknowledges that both are tools that the Trust uses to support communities in the Basin, and that decisions on the balancing of resources allocated to each of those activities depends on a variety of factors that must be weighed and assessed on an ongoing basis.

**And further resolved that:**

The Board will not attempt to define “government obligations” and that the Trust continue to address matters of government obligation on a case by case basis.

**And further resolved that:**

The Trust will continue to play a variety of roles, and use a variety of approaches, in supporting communities in the Columbia Basin.

**Shifting Delivery of Benefits Focus**

The Board was presented with a memorandum which discussed the current Delivery of Benefits focus for programs and initiatives and proposed a strategic shift. This shift in focus would involve increasing the level of effort, energy and resources being invested in working with communities on a strategic and proactive basis, and better align the Trust with the emerging themes from the Our Trust, Our Future engagement process. Discussion ensued around the strategic, operational and cultural implications for the Trust.

There were no resolutions arising.

**Support for Economic Development**

A memorandum was presented to the Board which discussed the Trust’s support for economic development and proposed a new direction.

In consultation with the business community throughout the Basin, and the results of the Our Trust, Our Future engagement process, the Trust’s support for economic development has emerged as a clear priority for Basin residents. Staff is recommending a more proactive and direct role in economic development by means of identifying and pursuing business opportunities in the region with an aim of creating economic benefits for communities. Discussion ensued around the potential to significantly increase the Trust’s scope of, and financial commitment to, creating economic development opportunities in the Basin.

**Action:**

Staff is directed to develop a more detailed and specific proposal for supporting economic development for the Board’s consideration.

There were no resolutions arising.

**CBBC Role in Last Mile Fibre Builds**

A memorandum was presented to the Board which sought approval for CBBC to manage, fund and own a “last mile” fibre optic network in Rossland to serve business

customers and the municipality. CBBC's current approach is to create a regional high-speed fibre optic network that connects to local networks in communities.

Staff is recognizing that, while CBBC has supported communities trying to move last mile fibre optic builds forward, these projects often exceed capacity for most communities. Staff recommends that CBBC develop, fund and own a last mile fibre optic network in Rossland, after completing due diligence, as a learning opportunity to help the Trust determine if CBBC should take this role on more broadly throughout the Basin. This project builds on the significant efforts already made in Rossland to explore creation of such a network.

**31/15 Moved, seconded and resolved that:**

The Board of Directors hereby approves that staff are authorized to have Columbia Basin Broadband Corporation fund and own a fibre optic network in Rossland that has the primary objective of serving business and local government customers.

**Governance Policies and Guidelines Review**

The Board was presented with a memorandum which provided a review of the Trust's Governance Policies and Guidelines and which sought approval of various amendments.

**32/15 Moved, seconded and resolved that:**

The Board of Directors hereby approves the amendments to the Columbia Basin Trust Governance Policies and Guidelines as presented.

**Board Succession Planning**

The Board was presented with a memorandum which sought direction on the appointments to the Trust Board of Directors for the Directors whose terms expire on December 31, 2015. The Board discussed the parameters of the existing needs for the Board skill set and areas of focus with respect to demographic and geographic requirements.

There were no resolutions arising.

**Enterprise Risk Management – Risk Register Review**

The Board was provided with a memorandum which presented the Trust's enterprise level risk register for discussion. Discussion ensued around the roles and responsibilities of the Board in managing organizational risks.

There were no resolutions arising.

**CORRESPONDENCE**

The Read File was distributed to the Board of Directors.

There were no resolutions arising.

**OTHER BUSINESS**

**Verbal Reports from Directors on Community Activities**

There were no resolutions arising.

**IN CAMERA**

There were no resolutions arising.

**Board Round Table**

There were no resolutions arising.

The meeting concluded at 12:30 pm (MST) on Wednesday, April 1, 2015.

**Certified Correct:**

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**G. Deck, Chair**

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**J. Medlar, Recording Secretary**