

**COLUMBIA BASIN TRUST
BOARD OF DIRECTORS MEETING NO. 187
May 26/27, 2017
MINUTES**

Confidential information such as business negotiations, personnel issues and legal advice may have been severed from these minutes.

Meeting No. 187 was held in the Kirkup Room, Prestige Mountain Resort Rossland.

Directors in Attendance:

R. Jensen, Chair	L. Binks
W. Booth	M. Delich
J. Dooley	G. DeRosa
A. Naqvi	L. Page
L. Parker	R. Ruston
V. Thomas	J. Townsend

Staff in Attendance:

J. Strilaeff	A. Ambrosone
K. Gosal - telecon	T. Hicks
D. Lau	C. Lloyd
H. Mitchell (May 26)	J. Medlar, Recording Secretary

The meeting was called to order at 1:00 pm (PT).

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

ADOPTION OF AGENDA

Attachments:

- Minutes: Board Meeting No. 186
- Minutes: In Camera Board Meeting No. 186
- Report from the Chair
- Report from the CEO
- CBBC Update
- CBDC Update
- Impact Investment Fund Adjudication Committee Terms of Reference
- Delivery of Benefits Update on Activities
- Housing Initiatives Update
- Agriculture Strategic Priority Update
- [REDACTED]
- Ecosystem Enhancement Program
- 2016/17 Annual Service Plan Report
- Carbon Neutral Action Report
- Minutes: Executive Committee Meeting No. 126
- Appointments to Columbia Power Board of Directors
- Trust and Columbia Power Shared Services
- Minutes: Finance & Audit Committee Meeting No. 75
- 2016/17 Annual Board Remuneration Disclosures
- 2016/17 Annual Executive Compensation Disclosures

- Quarterly Treasury Board Forecasts
- 2016/17 Annual Financial Statements
- Auditor Appointments
- Annual Corporate Risk Register Review
- IT Security Assessment
- Minutes: Investment Committee Meeting No. 85
- Quarterly Investment Portfolio Report
- Read File

24/17 Moved, seconded and resolved that:

Agenda of Board of Directors Meeting No. 187 be and hereby is approved as amended.

ADOPTION OF MINUTES

25/17 Moved, seconded and resolved that:

Minutes of the Board of Directors meeting held April 7/8, 2017 be and hereby are approved.

26/17 Moved, seconded and resolved that:

In Camera Minutes of the Board of Directors meeting held on April 7/8, 2017 be and hereby are approved.

REPORTS FROM THE CHAIR AND CEO

Report from the Chair

Chair Jensen provided a written report to the Board for information.

There were no resolutions arising.

Report from the President and CEO

The Board was provided with a written update on general corporate matters for information.

There were no resolutions arising.

REPORTS FROM SUBSIDIARIES

CBBC Update

The Board was provided with a memorandum for information on Columbia Basin Broadband Corporation (CBBC) activities since the last Board meeting.

There were no resolutions arising.

CBDC Update

The Board was provided with a memorandum for information on Columbia Basin Development Corp. (CBDC) activities since the last Board meeting.

There were no resolutions arising.

Impact Investment Fund Adjudication Committee Terms of Reference

The Board was provided with a memorandum which sought approval of proposed amendments to the Impact Investment Fund (IIF) Adjudication Committee Terms of Reference (TOR) and also sought approval to delegate authority for the IIF Adjudication Committee TOR to the CBDC Board.

27/17 Moved, seconded and resolved that:

The Board of Directors hereby approves the Impact Investment Fund Adjudication Committee Terms of Reference in substantially the form provided to this meeting.

And further resolved that:

The Board of Directors hereby further delegates authority to the Columbia Basin Development Corporation for the Impact Investment Fund Adjudication Committee Terms of Reference.

DELIVERY OF BENEFITS MATTERS

Delivery of Benefits Update

The Board was provided with a memorandum on activities within Delivery of Benefits (DOB) programs and initiatives since the last Board meeting for information.

There were no resolutions arising.

Housing Initiatives Update

The Board was provided with a memorandum on activities within housing initiatives since the last Board meeting for information.

There were no resolutions arising.

Agriculture Strategic Priority Update

The Board was provided with a memorandum on current activities within the agriculture strategic priority that included the implementation of a Regional Agriculture Liaison Service (RALS) – Technical Extension in partnership with the Regional Districts of Central Kootenay, East Kootenay, Kootenay Boundary, and the Ministry of Agriculture.

There were no resolutions arising.



Ecosystem Enhancement Program

The Board was provided with a memorandum for discussion on a draft framework for a new ecosystem program that would implement large scale ecosystem enhancement, restoration and conservation projects across the Columbia Basin. The Board endorsed the draft framework as presented to the meeting. Staff will now seek further input from experts, agencies, First Nations and the Trust's Environment Advisory Committee to complete the program development process.

There were no resolutions arising.

OTHER MATTERS

2016/17 Annual Service Plan Report

The Board was provided with a memorandum which sought approval of the Annual Service Plan Report for fiscal 2016/17. This annual report compares actual results with expected results identified in the Service Plan for the fiscal year.

28/17 Moved, seconded and resolved that:

The Board of Directors hereby approves the *2016/17 Annual Service Plan Report* in substantially the form provided in the materials for this meeting.

Carbon Neutral Action Report

The Board was provided with a memorandum with an update on the Trust's efforts to reduce greenhouse gasses for information.

There were no resolutions arising.

REPORTS FROM COMMITTEES

Report from the Executive Committee

Minutes from the Executive Committee meeting held April 6, 2017 were provided for information.

There were no resolutions arising.

Appointments to Columbia Power Board of Directors

The Board was provided with a memorandum which sought approval of the Trust's two nominees for the Board of Directors of Columbia Power Corporation.

29/17 Moved, seconded and resolved that:

As recommended by the Executive Committee, the Board of Directors hereby approves the nomination of Rick Jensen and Greg Deck to the Columbia Power Corporation Board of Directors for a one year term commencing June 30, 2017.

Trust and Columbia Power Shared Services

The Board was provided with a memorandum which sought approval of a transition framework, and accompanying principles, for an expanded shared services model for the Trust and Columbia Power. As approved by the Columbia Power Board of Directors, the proposed model would expand shared services between the Trust and Columbia Power, beyond the current information technology shared services agreement in place, to achieve further benefits for both organizations.

30/17 Moved, seconded and resolved that:

As recommended by the Executive Committee, the Board of Directors hereby approves the general framework and accompanying principles for a transition to expanded shared services between the Trust and Columbia Power in substantially the form provided to this meeting.

Report from the Finance and Audit Committee

Minutes from the Finance and Audit Committee meeting held January 17, 2017 were provided for information.

There were no resolutions arising.

2016/17 Annual Board Remuneration Disclosures

The Board was provided with a memorandum for information which disclosed the Board Remuneration Summary Reports for fiscal 2016/17 for the Trust, the Columbia Basin Broadband Corporation and the 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.

2016/17 Annual Executive Compensation Disclosure

The Board was provided with a memorandum for information which disclosed the Executive Compensation Report for fiscal 2016/17. This report is provided to PSEC and will be posted on the Trust's website.

There were no resolutions arising.

Quarterly Treasury Board Forecasts

The Board was provided a memorandum for information that outlined the updates made to the five year financial forecast provided to the Treasury Board for the quarterly submission.

There were no resolutions arising.

2016/17 Annual Financial Statements

The Board was provided with a memorandum which sought approval of the 2016/17 consolidated finance statements for the year ended March 31, 2017 and outlined the material changes from the year prior.

31/17 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, 2017 in substantially the form provided in the materials for this meeting.

Auditor Appointments

The Board was provided with a memorandum which sought approval of the appointment of KPMG for financial audit services engagement for fiscal year 2017/18. The memorandum also provided information on the appointment of Grant Thornton for DOB compliance audit engagement for fiscal year 2017/18, as approved by the Finance and Audit Committee.

32/17 Moved, seconded and resolved that:

As recommended by the Finance and Audit Committee, the Board of Directors approves that KPMG be awarded the contract for financial audit services for the Trust and its subsidiaries for fiscal year 2017/18.

Annual Corporate Risk Register Review

The Board was provided with a memorandum which sought approval of proposed amendments of the Trust's Corporate Risk Register as part of the regular annual review.

33/17 Moved, seconded and resolved that:

As recommended by the Finance and Audit Committee, the Board of Directors hereby approves the 2016 Corporate Risk Register in substantially the form provided in the materials for this meeting.

IT Security Assessment

The Board was provided with a memorandum on the scheduled security assessment, performed by an external consultant, of the information technology infrastructure of both the Trust and Columbia Power, and the staff workplan to address recommendations.

There were no resolutions arising.

Report from the Investment Committee

Minutes from the Investment Committee meeting held January 25, 2017 were provided for information.

There were no resolutions arising.

Quarterly Investment Portfolio Review

The Board was provided with the Quarterly Investment Portfolio Review for the period ended March 31, 2017 for information.

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.

Notice of Motion

Director G. DeRosa presented a notice of motion to request staff explore whether there is a role for the Trust in supporting communities to transition in a major resource sector loss.

There were no resolutions arising.

IN CAMERA

Board Round Table

There were no resolutions arising.

The meeting concluded at 11:00 am.

Certified Correct:

R. Jensen, Chair

J. Medlar, Recording Secretary