

**COLUMBIA BASIN TRUST
BOARD OF DIRECTORS MEETING NO. 213
July 17/18, 2020
MINUTES**

Meeting No. 213 was held in the Prestige Rocky Mountain Resort, Cranbrook and via conference call.

Directors in Attendance:

J. Carver, Chair	C. Andrews
L. Binks	C. Evans
M. McConnachie	D. McCormick
R. Oszust	D. Raven
V. Thomas [July 17]	O. Torgerson
K. Turcasso	B. van Yzerloo

Staff in Attendance:

J. Strilaeff	W. Lundeberg
J. Medlar, Corporate Secretary	

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

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

Statement of Disclosure

Director McConnachie provided a verbal disclosure of a potential conflict of interest pertaining to his recent involvement in a possible Fortis BC commercial investment. Director McConnachie will recuse himself from any discussion, debate or decision with regard to matters relating to Fortis BC as it may occur at the Trust Board.

ADOPTION OF AGENDA

Attachments:

- Minutes: Board Meeting 212
- Draft Resolutions for July 17/18, 2020
- Interim Plan Development
- Report from the CEO
- CBBC Update
- CBBC Connecting BC Projects Update
- CBDC Update
- Delivery of Benefits and Special Initiatives Update
- Social Advisory Committee Reappointment
- Springer Creek Mill Site Acquisition Support – material tabled to the meeting
- Power Operations Report
- Ktunaxa Nation Qat'muk IPCA Loan Forgiveness
- COVID-19 Organizational Response
- Communications Update
- Carbon Neutral Action Report
- Minutes: Executive Committee Meeting 146
- Power Subsidiary Boards Appointment

- Director Appointments for 2021
- Minutes: Finance & Audit Committee Meeting 90
- Treasury Board Forecasts
- Quarterly Financial Statements
- Statement of Financial Information
- Appointment of Auditor
- Read File

34/20 Moved, Seconded and Resolved that:

Agenda No. 213 be and hereby is approved and adopted as amended.

ADOPTION OF MINUTES

35/20 Moved, Seconded and Resolved that:

Minutes of Board of Directors' meeting held May 22, 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.

BOARD DIRECTED SESSION

Interim Planning Development

The Board was provided an update on the development of an interim management plan (Interim Plan) that will guide the Trust to 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 Columbia Basin Management Plan.

W. Lundeborg facilitated a Board discussion that focused on:

- assessing the current state of Basin communities and exploring the unique role(s) that the Trust could play over the next 18 -24 months to support them.
- exploring Trust related policy issues related to development of the Interim Plan.

The Board discussed various challenges and opportunities that have been observed in Basin communities, e.g. rural broadband connectivity, affordable housing, and community resiliency. Staff provided an update on the Interim Plan development and close audience engagement to date. A draft of the plan will be provided to Directors in advance of the September Board Meeting.

There were no resolutions arising.

REPORTS FROM THE CHAIR AND CEO

Report from the Chair

The Board was provided a verbal 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.

There were no resolutions arising.

REPORTS FROM SUBSIDIARIES

Columbia Basin Broadband Corporation Update

The Board was provided a memorandum for information on Broadband initiative activities since the last Board meeting that included updates on network activation and operations, network uptake and customers, and grant funding opportunities.

As part of the Interim Plan engagement with close audiences, the CBBC Board held a facilitated discussion at their June meeting to reflect on the Broadband initiative's objectives and mandate. The CBBC Board will further explore the themes that emerged from these strategic discussions, and any recommendations for adjustments to the initiative will be brought forward to the Trust Board for future review.

There were no resolutions arising.

CBBC Connecting BC Projects Update

The Board was provided a memorandum with an update on CBBC's Connecting BC projects in each of the Slocan Valley and South Country. Of note, there have been significant delays in progress, and associated budget overruns, for both projects primarily due to delays in the permitting process by external parties.

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 that included updates on economic projects and programs.

There were no resolutions arising.

DELIVERY OF BENEFITS MATTERS

Delivery of Benefits and Special Initiatives Update

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

There were no resolutions arising.

Social Advisory Committee Appointment

The Board was provided a memorandum which sought approval for a reappointment to the Social Advisory Committee.

36/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves that Kerri Walls be reappointed to the Social Advisory Committee for a one-year term to expire July 31, 2021.

Springer Creek Mill Site Acquisition Support

The Board was provided a memorandum, tabled to the meeting, which sought approval for the proposal on Springer Creek Mill Site (Mill Site) acquisition support. Upon motion duly made and seconded, Chair Carver put forward an amendment for the proposed resolution to state, “the Trust provide interest-free repayable financial support...”.

At the May Board Meeting, the Board declined to proceed with Trust acquisition of the Mill Site at that time. Staff were subsequently apprised of a significant reduction in the asking price and that the Village of Slocan (Village) has entered into an agreement to purchase the Mill Site property for \$1.5 million. The Village has requested Trust support for bridge financing to secure the property. Staff are recommending the Trust provide the Village with interest-free repayable financial support.

Director Evans recused himself from the vote and left the meeting.

37/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves that the Trust provide interest free repayable financial support to the Village of Slocan to assist in the purchase of the Springer Creek Mill Site, in an amount not to exceed \$1.5 million.

Director Evans returned to the meeting.

POWER OPERATIONS MATTERS

Power Operations Report

The Board was provided a memorandum for information on power project operations that included dashboards with key performance indicators for each of Arrow Lakes, Brilliant Expansion and Waneta Expansion operations, as well as an overview of current projects and initiatives.

There were no resolutions arising.

CORPORATE MATTERS

Ktunaxa Nation Qat'muk IPCA Loan Forgiveness

The Board was provided a memorandum which sought approval for forgiveness of \$1 million of the \$8.5 million bridge loan the Trust provided to support the Ktunaxa Nation's efforts to secure land tenure at Qat'muk. Upon motion duly made and seconded, Chair Carver put forward an amendment for clarification of the proposed resolution to state “... for the acquisition of land tenure previously held by Glacier Resorts Ltd.”.

38/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves a forgiveness of \$1 million of the \$8.5 million bridge loan to the Ktunaxa Nation for the acquisition of land tenure previously held by Glacier Resorts Ltd.

COVID-19 Organizational Response

The Board was provided a memorandum for information on the Trust supports disbursed to date, and organizational adjustments to programming and Trust operations in response to COVID-19 impacts.

There were no resolutions arising.

Communications Update

The Board was provided a memorandum with an update on key communication initiatives that included social media engagement/presence, digital advertising, website presence, including the Basin Stories website, Our Trust magazine, and the corporate history book project.

There were no resolutions arising.

Carbon Neutral Action Report

The Board was provided a memorandum for information on the annual Carbon Neutral Action Report that reports on Trust efforts to reduce greenhouse gasses.

There were no resolutions arising.

REPORTS FROM COMMITTEES

Report from the Executive Committee

Minutes from the Executive Committee meeting held on May 21, 2020 were provided for information.

Power Subsidiary Boards Appointment

The Board was provided a memorandum which sought approval to reappoint Bill van Yzerloo to the Power Subsidiary Boards of Directors effective July 1.

39/20 Moved, Seconded and Resolved that:

As recommended by the Executive Committee, the Board of Directors hereby approves the reappointment of Bill van Yzerloo to the Board of Directors of Arrow Lakes Power Corporation, Brilliant Expansion Power Corporation, Brilliant Power Corporation and Waneta Expansion Power Corporation for a one year term effective July 1, 2020.

Director Appointments for 2021

The Board was provided a memorandum that outlined the eight Director appointments set to expire on December 31, 2020. These appointments include three Regional District nominees, four Provincial appointees and the Ktunaxa Nation Council (KNC) nominee. Of note, the Regional District of Central Kootenay and Ktunaxa Nation Council nominees have reached the six-year maximum term recommended by the Province.

Chair Carver provided a brief overview of the renewal process and requested those Directors with terms set to expire, with the exception of those who have reached maximum term length, to confirm with her and/or the CEO that they are willing to allow their names to stand for reappointment.

There were no resolutions arising.

Report from the Finance and Audit Committee

Minutes from the Finance and Audit Committee meeting held on May 21, 2020 were provided for information.

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.

There were no resolutions arising.

Quarterly Financial Statements

The Board was provided a memorandum that presented the consolidated financial statements for the period ended June 30, 2020 and outlined the material changes from the consolidated financial statement from the year prior for information.

There were no resolutions arising.

Statement of Financial Information

The Board was provided a memorandum which sought approval of the Statement of Financial Information (SOFI) for the fiscal year ended March 31, 2020. As required under the *Financial Information Act*, the SOFI will be filed with the Provincial government and posted publicly to the Trust website.

40/20 Moved, Seconded and Resolved that:

As recommended by the Finance and Audit Committee, the Board of Directors hereby approves the Statement of Financial Information for the year ended March 31, 2020, in substantially the form provided to this meeting, and the Corporate Secretary is authorized to apply the electronic signature of the Chair to the approved document.

Appointment of Auditor

The Board was provided a memorandum which sought approval for the reappointment of the Office of the Auditor General to provide Trust financial audit services for the 2020/21 fiscal year.

41/20 Moved, Seconded and Resolved that:

As recommended by the Finance and Audit Committee, the Board of Directors hereby approves that the Office of the Auditor General be awarded the contract for financial audit services for the Trust for fiscal 2019/20.

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 12:30 pm.

Certified Correct:



J. Carver, Chair



J. Medlar, Recording Secretary