COLUMBIA BASIN TRUST
BOARD OF DIRECTORS MEETING NO. 232
March 24/25, 2023
MINUTES

Meeting No. 232 was held in the Hillcrest Hotel, Revelstoke, BC and via videoconference.

Directors in Attendance:

J. Carver, Chair	C. Andrews
C. Evans	B. Marino [virtual]
D. McCormick	C. Morigeau [virtual]
R. Oszust	D. Raven
O. Torgerson	K. Turcasso
B. van Yzerloo [virtual]	A. Watson [virtual]

Staff and Guests in Attendance:

J. Strilaeff	J. Medlar, Corporate Secretary
A. Ambrosone	M. Johnson
M. Kerr-Upal [virtual]	M. Beck [virtual]
C. Doyle [virtual]	R. Hooper
J. Collins [virtual]	

CALL TO ORDER

The Chair called the meeting to order on March 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.

Statement of Conflict of Interest
Director Turcasso disclosed a perceived conflict of interest related to the Trust decision to contract Claris Media Inc. to contribute to the production of the next Our Trust magazine. As joint owner of Claris Media Inc., Director Turcasso was aware that her business partner applied for the contract, provided the Board Chair and President & CEO disclosure in advance of the application, and had no role in the decision-making process for the successful proponent. This has been confirmed by Staff.

ADOPTION OF AGENDA

Attachments:

- Draft Resolutions for March 24/25, 2023
- Minutes: Board Meeting no. 231
- Report from the CEO
- CBBC Update
- Minutes: CBBC Board Meeting no. 51
- CBDC Update
- Minutes: CBDC Board Meeting no. 32
- Delivery of Benefits Update
- Social Advisory Committee Reappointment
- Columbia Basin Management Plan Update
- OTOF Community Meetings and Symposia

- Directors’ Indemnity Protection and Liability Coverage
- January 2023 Notice of Motion
- Minutes: Executive Committee Meeting no. 164
- Columbia Power Subsidiary Board Appointments
- Minutes: Climate Resilience Committee Meetings no. 12

Chair Carver advised that the annual CEO evaluation will be held within the In Camera portion of this meeting.

12/23 Moved, Seconded and Resolved that:
Agenda No. 232 be and hereby is approved and adopted as amended.

ADOPTION OF MINUTES

13/23 Moved, Seconded and Resolved that:
Minutes of the Board of Directors’ meeting held January 27/28, 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.

BOARD DIRECTED SESSION

INVASIVE SPECIES WORK AND THE TRUST

Mitigating the Threat of Aquatic Invasive Species
The Board was joined by M. Kerr-Upal, Director, M. Beck, Unit Head, Department of Aquatic Conservation Science, Ministry of Water, Land and Resource Stewardship, and C. Doyle, Deputy Chief, Conservation Officer Services to provide a presentation on the Province’s Invasive Mussel Defence Program (IMDP).

The presentation included:
- IMDP overview that provided a high-level summary of the risk of invasive mussels’ establishing in BC and potential economic impacts,
- results from the 2022 season of watercraft inspections, early detection lake monitoring, and outreach and education efforts,
- program funding partners, and
- updates for the 2023 season.

M. Kerr-Upal, M. Beck and C. Doyle left the meeting.

Columbia Shuswap Invasive Species Society
The Board was joined by R. Hooper, Executive Director, Columbia Shuswap Invasive Species Society (CSISS) to provide a presentation on the work of the society to facilitate prevention, reduction, and management of non-native invasive species in the region, in collaboration with other regional invasive species groups around the province.

The presentation included:
- overview of CSISS outreach programs for terrestrial invasive species that included recent activities and education materials produced,
- value of prevention over mitigation, and
- collaboration and funding partners.

R. Hooper left the meeting.

HOPE AIR

The Board was joined by J. Collins, Chief Development Officer of Hope Air to provide a presentation on the organization's programs to support low-income residents' facing barriers to accessing critical medical care outside of their rural community. The presentation included stories of impact, outreach and Columbia Basin partnerships, and statistics on program activities, such as travel arrangements, with a focus on efforts within the Basin region.

J. Collins left the meeting.

REPORTS FROM THE CHAIR AND CEO

Report from the Chair

The Board was provided a verbal 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.

J. Strilaeff provided a verbal update on pending changes to the Covid-19 vaccination policy for Trust Staff based on current BC Public Health Office guidance and advised that any revisions to the Board policy will be brought forward for decision at the next Board meeting.

J. Strilaeff further advised on the status of the Waneta Industrial Lands litigation process and next steps which may require a Board decision, via consent resolution, in advance of the May Board meeting.

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 as well as an update on the application to the Federal Government's Universal Broadband Fund.

Minutes of CBBC Board meeting held November 16, 2022 were provided for information.

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 and the Impact Investment Fund portfolio.

Minutes of CBDC Board meeting held November 9, 2022 were provided for information.

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 staff engagement to support the upcoming Our Trust, Our Future community meetings.

Social Advisory Committee Reappointment

The Board was provided a memorandum which sought approval for the reappointment of Linda Chell to the Social Advisory Committee for a one-year term.

14/23 Moved, Seconded and Resolved that:
The Board of Directors hereby approves the reappointment of Linda Chell to the Social Advisory Committee for a one-year term to expire April 30, 2024.

CORPORATE MATTERS

Columbia Basin Management Plan Update

The Board was provided a memorandum for information on the status of developing the strategic priorities for the next Columbia Basin Management Plan (CBMP), related approach to the Our Trust, Our Future (OTOF) community engagement process and a draft Symposia agenda.

OTOF Community Meetings and Symposia

The Board was provided a memorandum for information with the final schedule and guidance for Directors attending the community meetings being held in April and May as part of the OTOF community engagement process.

Director Indemnification Protection and Liability Coverage

The Board was provided a memorandum for information on the various layers of indemnification protection and insurance coverage that is provided to Directors and Officers of the Trust and its subsidiaries. Staff advised of an oversight in process for one aspect of Director coverage related to the Provincial Indemnity and outlined steps to immediately address the oversight. Moving forward the Trust will assume this responsibility as part of our governance and Director support processes.

January 2023 Notice of Motion

The Board was provided a memorandum for discussion on the Notice of Motion put forward by Director Evans at the January Board meeting which provided further context and options for next steps. The Board supported Staff to explore a joint dialogue with the Columbia Power Board of Directors alongside the May Board meeting.

Further, the Board requested staff revise the title of this agenda item to more accurately reflect the intent to provide Directors an opportunity during a meeting to propose agenda topics they would like considered for discussion at a future Board meeting. Staff will change this item to “Topics for Future Discussion” moving forward.

There were no resolutions arising.

REPORTS FROM COMMITTEES

REPORT FROM THE EXECUTIVE COMMITTEE

Minutes from the Executive Committee meeting held on January 27, 2023 were provided for information.

Columbia Power Subsidiary Appointments

The Board was provided a memorandum which sought approval for the reappointment of Jocelyn Carver, Krista Turcasso and Bill van Yzerloo to each of the four power subsidiary Boards of Directors.

15/23 Moved, Seconded and Resolved that:
As recommended by the Executive Committee, the Board of Directors hereby approves the appointment Jocelyn Carver, Krista Turcasso and 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 effective July 1, 2023 with terms to expire on June 30, 2024.

Update on Provincial Matters

J. Strilaeff provided a verbal update on the four matters before the Provincial government:
- renewal of the Memorandum of Understanding (MOU),
- reclassification of the Trust,
- potential sale of a minority interest in Waneta Expansion, and
- governance structure review of Columbia Power Corporation.

Further discussion with Minister Conroy, Minister of Finance and Minister responsible for the Trust, and Provincial senior officials has advanced an alternate approach for finalizing the refinements to the MOU with Cabinet. The remaining three matters are still under review with Provincial staff.

There were no resolution arising.

Board Succession

Chair Carver advised that further discussion has taken place with a prospective Board Member candidate. Details of potential candidates will remain confidential within the Board until an official appointment has been finalized by the Province.

In the interest of broadening the Director onboarding experience, the Board supported inviting candidates to attend Board Meetings in 2023 as an Observer.

Appeal of Affected Area Funding

Chair Carver brought forward for discussion an issue regarding feedback received from A. Davidoff, Area I Director, Regional District of Central Kootenay with respect to the Trust's historic definition of Affected Areas as it relates to the Affected Areas Program (Program).

At the March Executive Committee meeting, the Committee discussed Mr. Davidoff's request for the Trust to consider an amendment to the historic definition of Affected Areas to include the Area I region. The Board held a robust discussion and, while acknowledging Mr. Davidoff's advocacy, supported the Executive Committee decision to reaffirm the Board decision to merge the programs into the ReDi Program and to not amend the historic eligibility of Affected Areas. Chair Carver shared the Committee's resolution as will be recorded in their meeting minutes for March 24, 2023.

There were no resolutions arising.

REPORT FROM THE CLIMATE RESILIENCE COMMITTEE

Minutes from the Climate Resilience Committee meeting held on January 26, 2023 were provided for information.

OTHER BUSINESS

Notice of Motion

Director Morigeau requested Staff provide background on Trust support for Hope Air.

Staff left the meeting.

IN CAMERA

The Board went In Camera.

The meeting was concluded on March 25, 2023 at 12:15 p.m. (PT).

Certified Correct:

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J. Carver, Chair	**J. Medlar, Corporate Secretary**