

CLAYOQUOT BIOSPHERE TRUST
BOARD OF DIRECTORS MEETING
DRAFT MINUTES

Thursday, January 23, 2019
2:00 p.m. – 5:00 p.m.
Tofino Resort + Marina – Upper Hatch, Tofino

Present: Naomi Mack, Ruth Charleson, Alan McCarthy, Hannah Nicholls, Nora Morrison, Geoff Lyons, Cathy Thicke (phone), Kendall Woo (phone)
Staff: Rebecca Hurwitz, Colin Robinson, Verena Merkel
Guests: Bob Prenovost, Estelle Lamoureux.

Nuu-chah-nulth word of the meeting: Dave shared the word *Cims*, meaning bear (also meaning peaceful).

Policies: The CFC questionnaire (Item 5) served as the policy review for this meeting.

1. Welcome and Introductions

Introductions were made around the table. Treasurer Geoff Lyons chaired the meeting.

2. Consent Agenda

- a. Approval of the agenda
- b. Board of Directors meeting minutes December 5, 2019
- c. Executive Committee meeting minutes January 15, 2019
- d. Correspondence: Cascade Head BR December 26, 2019

Hannah spoke to her experience growing up at the Cascade Head Biosphere in coastal Oregon, noting how she enjoyed attending environmental workshops the Biosphere Reserve's Sitka Centre

Motion to approve the consent agenda carried by consensus.

3. Director updates

Directors provided short updates on items that relate to the CBT.

4. Investment Committee report

The CBT Investment Committee (IC) met on January 13th to review the Investment Manager Search Report. Geoff explained that, in the wake of Genus' compliance issues with the BCSC, the IC commissioned a search to determine which firms are capable of meeting CBT's needs. Following the report, the IC determined that they are satisfied with Genus' services at this time, but that the scan was a valuable exercise of due

diligence. The committee recommend that CBT continue to retain Genus. The report was circulated via email to the CBT Board for reference, but was not reviewed in detail.

Motion to approve the Investment Committee recommendation carried by consensus.

5. Community Foundations of Canada

The Board completed the 2020 CFC membership questionnaire.

Motion to verify that CFC has a mandate (Annual General Meeting, May 2002) to confirm that members meet, or are working to meet criteria for continuing membership, the Board of Directors has reviewed, read and understood the Criteria for continuing Membership in CFC and has completed the Checklist for membership carried by consensus.

6. Biosphere Centre

Bob Prenovost (project manager, Propellor Advisors) joined the meeting with Brett Freake (CBT Program Coordinator). Bob and Rebecca led the board in a thorough discussion of the pre-development phase of the Biosphere Centre development.

a. Update to Tla-o-qui-aht First Nations

Rebecca noted that she, Cathy, and Brett, with guidance from Tammy, met with Tla-o-qui-aht First Nations Chief and Council about the Biosphere Centre and following Tla-o-qui-aht First Nations protocol throughout the project. A dinner with hawiith is yet to be arranged.

b. Anticipated timeline

Bob walked the group through the timeline of pre-development phase (Q1 2020 to Q3 2021). He reviewed previous work done on the Biosphere Centre (e.g. the business plan) and how this new iteration of the project is different, and how much of the previous work can still be used. Bob provided updates on the pre-development tasks and corresponding budget. Following pre-development will be construction (Q3 2021 to Q3 2023), dependent on many variables such as capital availability.

c. Draft budget and funding opportunities

Bob presented a preliminary pre-development budget, and with Rebecca, explained the elements, including Capital Campaign Planning and Community Engagement. The Board discussed potential BC Gaming Commission grants, what organization structure changes might be required to be eligible, and what legal support may be required.

d. Capital stack

Rebecca opened a discussion of project capital, noting how the Reserve Fund set aside from COLA Surplus in 2019 was used for the purchase, leaving a balance of \$89K. Bob presented a diagram modeling the Capital Stack Evolution (including project risk over time and funding sources throughout the various phases of the project). He noted the term “stack” refers to the fact that capital comes from many different funders through different project stages. Capital will a mix of grants and fundraising, and may be coupled with bank financing (predevelopment and construction) that can be converted into a mortgage-style loan upon project completion.

e. Functional program

Bob explained that a functional program describes about the quantity and quality of space to accommodate the activities proposed within the building. The two functional components will be the Biosphere Centre and the Biosphere Residences. Residences will help house staff, and visiting researchers and/or contractors while also helping recover costs of the projects. Rebecca noted that the District of Tofino OCP prioritizes developments with housing components.

Dave emphasized the importance of having accessible gender-progressive bathrooms, and Bob noted that the functional program is a great opportunity for board and community input.

f. Community bonds

Bob explained that Community Bonds are a method of debt financing that must be paid back to the lenders. They allow members of the community to invest even small amounts of money in community projects. Bob noted that CBs can be RRSP eligible. Bonds have terms after which they must be paid back by the borrower with interest and this must be built into the business plan.

The board discussed that community bonds create a sense of community around a project. Also discussed was the concept of being “shovel ready” (project organized such that if CBT is presented with a sudden funding opportunity, we are able/eligible to receive it).

g. Sustainability standards for consideration.

Bob presented a summary of standards and practices in sustainable building design and construction. He noted that building codes today are far more environmentally sustainable than they once were, and it is important to consider costs of various

certifications (e.g. LEED). Opportunities exist to create a highly environmentally efficient and sustainable design while still managing costs effectively.

Rebecca acknowledged that this is a lot of information for the board to take in at one time, with the reason being current grant application opportunities. She then explained that CBT will conduct interviews with architecture firms tomorrow morning. The ad hoc Design Review Committee will consist of Bob, Brett, Rebecca, Ruth, Geoff, Cathy, and Chief Robert Martin and Lorena Frank. The next board meeting will not be until March and a decision is required before then.

Motion to delegate the design firm selection to the ad hoc Design Review Committee carried by consensus.

Rebecca explained that CBT will be incurring costs related to grant applications before the next board meeting as outlined in the predevelopment budget presented by Bob.

Motion to authorize predevelopment phase spending from the Reserve Fund as outlined in the predevelopment budget as presented carried by consensus.

7. New Business

8. Adjourn

Motion to adjourn carried by consensus.

The next CBT Board meeting will be held Thursday, March 12th in Hitacu.