

CLAYOQUOT BIOSPHERE TRUST
BOARD OF DIRECTORS MEETING
DRAFT MINUTES

Thursday, January 27, 2022
1:00 – 4:00 p.m.
By video conference

Nuu-chah-nulth word of the meeting: Naomi Mack shared the phrases ʔuyaqḥnakḥak (Do you have news?) and the response ʔayaakah ʔuyaqḥmis (I have lots of news.)

Policy of the meeting: Social Procurement Policy

1. Welcome and Introductions

Nicky called the meeting to order and introductions were made

2. Consent Agenda

- a. Approval of the agenda
- b. Board of Directors meeting minutes December 9, 2021
- c. Executive Committee meeting minutes January 18, 2022

Motion to approve the consent agenda.

3. Director Updates

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

4. Audit Service Plan

Rebecca shared that Derek Lamb of Chan Nowosad Boates has provided the 2021 audit service plan. This is CBT's first year working with this firm. The board discussed the questions enclosed in the plan regarding professional standards and fraud (page 4 of the plan). The group worked through the questions and determined that CBT meets all professional standards and no fraud concerns were identified.

5. Ecosystem Research Introduction and Update

Laura Loucks, Director of Research, provided an overview and update on CBT's ecosystem research activities and partnerships, which included:

- An overview of the responsibilities of the role and how it supports outcomes aligned with the Canada Fund Agreement and the MAB Strategy & Lima Action Plan;

- Summary of ecosystem research grants (biosphere research award and research and environment grant areas);
- Summary of conservation and restoration projects 2020-22 organized as they support the Research Director job description;
- Summary of Key learning challenges:
 - Research partnerships are best co-developed with genuine interest and permission from the First Nations
 - There is tension in Clayoquot right now about how to get permission and support from the Nations and what process is followed

The board discussed the CBT research code of conduct (developed in early 2000s) and ways it still applies/no longer applies in the context of the new MHSS protocol. The CBT code of conduct assumes researchers are from universities and assumes they'll be asking FNs for their knowledge. The CBT code of conduct needs to broaden research categories.

6. Biosphere Centre Project Update and 2022 Budget

Bob Prenovost, project manager, provided an update on the Biosphere Centre development including major areas of focus and required budget for 2022. The priorities and budget will be recommended as part of the strategic business plan presentation.

- December brought the approval of 2nd reading and a good level of public engagement and support through the public hearing about the rezoning
- Priorities for 2022
 - Complete Zoning Bylaw Amendment (which began July 2020), which include 3rd and 4th reading which should take place in Q1 and Q2
 - Complete development agreement with DoT including design, fire safety, traffic, and other factors
 - Social procurement policy development and approval
 - Following up on elements of concept design requiring more work and reconvening working groups
 - Once ZBA is complete we will shift focus towards capital funding campaign and infrastructure funding from province and feds (target \$9.4M)
- Beyond 2022 we will be exploring development options (procurement of design and building in various combinations)
- Bob presented the 2022 predevelopment budget of approx. \$150K
 - Capital Campaign support staff (employee of CBT)
 - Government relations consultant
 - Kitchen design
 - Environmental sustainability design

- Property Tax we still must pay annually. Property value has risen by 58%

7. Social Procurement Report and Policy

Bob presented a report and draft policy prepared by Buy Social Canada as part of our actions towards the Biosphere Centre. The policy was drafted through a series of workshops with CBT staff, volunteers, and community representation. Rebecca summarized regionally-specific feedback provided by workshop attendees. Board discussed how the policy can translate to lower level transactions (less than \$10K).

Motion to approve the social procurement policy as presented carried by consensus.

8. 2022 Strategic Business Plan and Budget

Rebecca presented the 2022 strategic business plan and 2022-2024 budget for review and approval.

Motion to approve the 2022 strategic business plan and 2022-2024 budget as presented carried by consensus.

Motion to approve the 2022 Biosphere Centre budget to be supported from the Canada Fund surplus carried by consensus.

9. Clayoquot Sound Conservation & Stewardship Endowment Administrator Expression of Interest

Rebecca explained that CBT has been invited to submit an expression of interest to manage a new \$10-22 million conservation and stewardship endowment for Hesquiaht First Nation, Ahousaht, and Tla-o-qui-aht First Nation. The executive committee agreed that the CBT is committed first and foremost to its relationships with each First Nation. Rebecca was directed to initiate a conversation with representatives of each First Nation before drafting the proposal and in a spirit of transparency. She shared the results of her conversations, a risk and opportunity assessment, and a draft expression of interest for board consideration. She has been in touch with CBT's lawyer about how to work within the qualified donee requirements of the CRA (Hesquiaht is not a QD), as well as with Genus regarding the investment management aspects.

Board discussion notes

- We do not know the nuances of relationship between Nations and NU
- Important to include a term or mechanism for resolving conflict

- Need to ensure there are resolution clauses and mandated periodic reviews of the agreement
- Ideas about future administration (e.g. committee of reps from Nations who decide how money is allocated)
 - Each Nation has ID'd a person to participate in process (currently Josh, Tyson, Saya)
- Zolie cautioned about importance of letters of support and 100% approval, the importance of Toquaht and UFN approval, the ongoing leadership situation in Ahousaht, the fact there are a couple council elections in June, and shared experience with the dynamic of land conservation, selling of forestry tenures
- Currently the EOI would have a caveat about support from FNs but Rebecca noted that she can make this more detailed
- CBT has been very intentional about not being included in direct management of things like forestry tenures, etc.
- Rebecca suggested Eric Delvin be invited to present to CBT board about this complex strategy given the number of streams of activities that are being woven together in this long-term project

Motion authorizing Rebecca to submit the EOI with caveats allowing CBT to withdraw carried by consensus.

10. Community Foundations of Canada membership

The Board completed the enclosed 2022 CFC membership questionnaire as a group.

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.

11. Adjourn

Motion to adjourn.