

**CLAYOQUOT BIOSPHERE TRUST
BOARD OF DIRECTORS MEETING
DRAFT MINUTES**

Thursday, September 22, 2022

1:00 – 4:30 p.m.

**In person: Boardroom, Blackrock Resort, 596 Marine Drive, Ucluelet
With video conference option**

Present: Nicky Ling, Ruth Charleson, Arianne Shaw, Naomi Mack, Mike Davis, Toni Buston, Zoltan Schafer, Elyse Goatcher-Bergmann, Dave Tovell

Staff: Rebecca Hurwitz, Brooke Wood, Jason Sam, Michelle Hall

Guests: Bob Prenevost, Tyson Atleo

Nuu-chah-nulth word of the meeting: Naomi shared the word łaaʔaksuqłiik, which is translated to “a thoughtful person.”

1. Welcome and introductions

Nicky opened the meeting and led a round of introductions.

2. Consent agenda

- a. Approval of the agenda
- b. Board of Directors meeting minutes June 2, 2022
- c. Executive Committee meeting minutes May 20, 2022
- d. Executive Committee meeting minutes September 13, 2022
- e. Investment Committee meeting minutes July 25, 2022
- f. Investment Committee meeting minutes September 9, 2022
- g. Correspondence
 - i. Canadian Commission for UNESCO re: Periodic review of Clayoquot Sound Biosphere Region, June 14, 2022
 - ii. Tom Campbell re: CBT resignation, June 25, 2022
 - iii. District of Tofino re: appointment of alternate director, August 23, 2022
 - iv. Hesquiaht First Nation re: appointment of director, September 8, 2022
- h. Executive Director report September 15, 2022
- i. Financial Reports
 - i. CBT balance sheet Jun.30.22
 - ii. CBT income statement Jun.30.22
 - iii. CBT all funds balance sheet Jun.30.22
 - iv. CBT all funds income statement Jun.30.22

v. CBT community fund balance change Jun.30.22

Motion to accept the resignation of Tom Campbell as director effective June 25, 2022 carried by consensus.

Motion to accept the appointment of Nora Boileau-Morrison as alternate director by the District of Tofino effective September 13, 2022 carried by consensus.

Motion to accept the appointment of Ruth Charleson as director by Hesquiaht First Nation effective September 8, 2022 carried by consensus.

Motion to approve the consent agenda carried by consensus.

3. Director Updates

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

4. Revised 2022 Budget

Staff prepared a revised budget for the operating fund and to reflect spending changes due to the office closure, staffing changes and significant grants received. Members of the Executive Committee reviewed the statements in detail and recommend the revised budget to the Board. Rebecca provided an overview of the updated budget noting significant changes.

Motion to approve the revised budget as enclosed carried by consensus.

5. Education Award Deferral Requests

Staff have received an exceptional deferral request from Trinity. Our policy allows for a deferral due to medical or compassionate reasons, but staff recommends that the compounding impacts of COVID warrant unforeseen flexibility on the part of the CBT. It is recommended to support this request with the condition that there will be no further deferrals available for Trinity.

Motion to approve the education award deferral request as presented carried by consensus.

6. Board Self-Assessment Introduction

As per CBT policy, the Board is due to complete a biennial self-assessment and develop an action plan to strengthen the Board's effectiveness. Each director was asked to complete the survey online following the meeting. Staff will collate the results and share with the Executive Committee and Board at their next meetings.

7. BC-Ahousaht AHP-CII-UK Memorandum of Understanding

?ikaatius (Tyson Atleo) joined the meeting via zoom to present an overview of the BC-Ahousaht AHP-CII-UK Memorandum of Understanding which was signed this past year. Tyson's presentation provided an opportunity to increase our understanding of the path forward for this Nation to Nation relationship. Tyson provided the history and context of the agreement, as well as a description and examples of the six paddles, or areas of negotiation, that the two parties are moving forward. Tyson offered to come to a future meeting and share further updates. Rebecca thanked Tyson for sharing, noting that in the short term there is strong alignment with the CBT in the areas of restoration, capacity building, and programming.

8. Biosphere Centre Project Status Report

Bob Prenovost provided an update on the Biosphere Centre project, noting that we are on schedule and on budget. Major activities included registering a housing agreement and completing the legal aspects of the rezoning process, hiring Michelle Hall and retaining The Discovery Group to support the capital campaign, and retaining a government relations firm. Michelle introduced herself and provided an overview of key activities preparing for the capital campaign. The board discussed the question of naming opportunities within the Centre and the group shared examples that resonated with them including the donor wall at the aquarium, as well as art work and naming of systems (vs. rooms or the entire building). The group wanted to ensure that there is a balance between being place-based and honouring all contributions to the building. The board approved staff to proceed with identifying 10-15 naming opportunities to be offered to donors as appropriate, as to explore options for acknowledging gifts/support at all levels to the capital campaign.

Rebecca shared significant news that the first major gift to the capital campaign has been secured. The board was asked to keep the news of a \$800,000 grant confidential for the time being. Rebecca provided an overview of the history of the relationship with the funder and the activities that will be supported. Bob shared the positive impact this funding will have on the project allowing us to move into the next stages of design. A revised project schedule and budget will be presented at the next meeting, following receipt of the grant agreement.

9. Biosphere Centre Sustainability Certification Recommendation

Nicky and Michelle presented the results of the sustainability certification review conducted by the Development Committee with Motiv and Lighthouse this summer. This was an opportunity to learn about the Living Building Challenge certification and endorse our pursuit of this high-level sustainability program. Bob noted that more detailed cost estimates would come in the next two phases of the project, but that this certification would allow the CBT to choose efficient and cost-effective solutions. He also noted that the difference between the building

code and the certification requirements is becoming less significant over the years. Jason clarified that it is important to consider the certification process as a tool to achieve our values, rather than as the end goal in and of itself.

Motion to proceed with the Living Building Challenge as the sustainability certification framework for the Biosphere Centre as recommended by the Biosphere Centre Development Committee carried by consensus.

10. Risk Management

Bob provided a short overview of the recent risk management workshop and resulting draft risk register. This document is a helpful input to our strategic planning. The board will review again following approval of the strategic plan and budget for the coming year.

11. Strategic Planning Input Session

Scott Graham joined the meeting to facilitate the kickoff of the 2023 – 2025 strategic planning. Scott has worked with the CBT on many past projects including the development of our theory of change. Board and staff reviewed the six areas of CBT objectives and activities noting those that will not continue, those that are steady state, and sharing suggestions for new areas of focus moving forward. The staff will work further with Scott during October and a final plan will be presented to the board in early December.

12. New Business

No new business was presented.

13. Adjourn

Motion to adjourn carried by consensus.

The next CBT Board meeting will be held Thursday, October 27th.