

CLAYOQUOT BIOSPHERE TRUST
BOARD OF DIRECTORS MEETING
DRAFT MINUTES

Thursday, January 26th 2023
4:00 – 6:30 p.m.
by video conference

Present: Ruth Charleson, Nicky Ling, Mike Davis, Naomi Mack, Elyse Goatcher-Bergmann, Zoltan Schafer, Denise Koshowski

Staff: Rebecca Hurwitz, Bob Prenovost

1. Welcome, territorial acknowledgement, and introductions

Nicky called the meeting to order and noted that Rosalee and Colin were not present to create minutes so the meeting would be recorded.

2. Nuu-chah-nulth word of the meeting.

Naomi provided two phrases: mamuuk^{wah} - I am working, and pisatuk^{wah} - I am playing.

3. Consent agenda

- a. Approval of the agenda
- b. Board of Directors meeting minutes, December 8, 2022
- c. Executive Committee meeting minutes, January 20, 2023

Motion to approve the consent agenda carried by consensus.

4. Director Updates

Directors provided a 2-3 minute update on items that relate to the CBT.

5. Operational Plan Review

Rebecca provided an overview of the 2023 operational plan, which will be shared with the board quarterly. She explained this new template brings together the work of all staff (actions) as they advance the strategies laid out in our business plan throughout the year. The operations plan uses a RACIE chart explaining which staff are responsible, accountable, consulted, informed, and engaged.

Highlights include addition of two new streams of grants: Community Services Recovery Fund (made possible with Federal Government funding) and Youth Grants (led by a

group of youth convened by Jason, who will also be invited to sit on other granting committees). These two streams are currently open and all other grants will open February 27th.

Rebeca also provided an update on human resources and hiring.

Motion to receive the operational plan as presented carried by consensus.

6. Risk Register Review

The risk register was established with support from Bob Prenovost last year and is updated twice annually. The enclosed risk register has been reviewed with 2023 activities in mind. Rebecca highlighted that a key priority continues to be staffing changes and ensuring organizational knowledge and performance is maintained. No revisions have been made.

Motion to receive the risk register as presented carried by consensus.

7. Investment Committee Update & Genus 4th quarter reports

Rebeca presented the December 12th Investment Committee (IC) meeting minutes along with the 4th quarter reports from Genus. She noted the IC continues to be unhappy with Genus's performance and seeks to clarify our fossil fuel free mandate with the support of George & Bell, an investment consulting firm.

The next step is for the board to review our mandate for fossil fuel free investment, as different management firms set their own definitions. George & Bell will join the April meeting to lead the board in this conversation. Regarding performance, Rebecca explained that it has been difficult to evaluate Genus based on their fossil fuel free mandate vs. their financial performance. She then presented the Genus quarterly report.

Nicky asked if whether the fact we are a small part of their portfolio may be a reason for the decreased quality of service from Genus. Rebecca agreed this could be true and noted that we also have a very technical and experienced Investment Committee (made of investment professionals).

8. Board recruiting

The CBT board will move through several transitions in 2023. These positions are in the process of being filled:

- ACRD alternate; this will be posted shortly.
- District of Ucluelet alternate; this is open and will be promoted next week.
- Tla-o-qui-aht First Nations primary and alternate; Moses had been appointed as an interim director but has been unable to attend
- BC Government non-voting advisor; Rebecca has met with MoF representatives and is expecting a new appointment

An orientation session will be planned soon as appointments are received.

- Ahousaht is still vacant but we are waiting for an appropriate time to engage new directors.
- Hesquiaht will be having an election this spring and an alternate director will be requested following the election.

9. Biosphere Centre Status Update

Bob Prenovost presented the project status update, as well as the updated project timeline and risk register. The project is on plan, ahead of schedule, and on budget. As of Q4 the pace of the project has picked up in three parallel streams: design, government relations, and capital campaign.

Design: Schematic design began in November, 10 months ahead of schedule due to grant funding received in the fall. We engaged stakeholders face to face in the fall to kick off this work. Looking ahead, we will focus on the core Living Building Challenge but ensure the we don't blindly follow LBC specs if they aren't a fit for our context (e.g. prohibit local lumber due to FSC certification).

Government Relations: We've engaged with many MLAs, MPs and their staff with support from Earnscliffe, a GR firm. The major objectives have been 1) accessing end-of-year funding (budget surplus) in the amount of up to \$4M and 2) getting funding for Biosphere Centre included in provincial budget for upcoming year. Rebecca will connect with MP Gord Johns in Ottawa during her trip in February. Rebecca noted that the Ministry of Agriculture and Jobs, Skills, and Future Work have been interested in the project and keen to coordinate cross-ministerial funding.

Capital Campaign: Michelle, Rebecca, and Gina from The Discovery Group have been leading private donor solicitation and grant applications. We currently have 1.4M in grant applications currently. Rebecca added that this is very much relationship-building work, and we must balance maintaining programs/work with all the fund raising.

Bob presented the next steps of the project which include design development and continued fundraising. He then reviewed the risk register, which included no changes but new risks added associated with the Living Building Challenge.

Nicky added that she the Biosphere Centre Development Committee has been well organized and well supported by experts to ensure all processes are thorough.

10. Community Foundations of Canada membership

Rebecca walked the board through 2023 CFC membership questionnaire as a group and all directors agreed we are meeting the criteria laid out within.

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. Update on CRA Granting Eligibility Guidelines

Rebecca explained how CRA has issued new draft guidance regarding registered charities making grants to a broader range of organizations. Noting that this will be discussed in greater detail at the March meeting, she explained that these changes will allow us to make grants to non-profits, businesses, and individuals. CBT grant policies will be amended and reviewed in March.

12. Adjourn

Motion to adjourn carried by consensus.