

**COLUMBIA BASIN TRUST**

**BOARD OF DIRECTORS MEETING NO. 113  
MARCH 13, 2009**

**MINUTES**

Meeting No. 113 was held by video conference.

**Directors in attendance:**

G. Merkel, Chair	E. Cutts
G. Deck, Vice Chair	M. Rouse
R. Miles	B. Trewhella
P. Peterson	J. Miller
M. Berg	L. Parker
D. Birdstone	

**Director not in attendance:**

J. Townsend

**Invited guest:**

K. Deane

**Staff attending:**

N. Muth  
W. Penner  
J. Strilaeff  
A. Ambrosone – Governance Policies and Guidelines  
M. Forster – recording secretary

The Chair suspended the Order of Business. For continuity, these minutes reflect the order of the agenda.

The meeting was called to order at 12:10 pm.

**ADOPTION OF AGENDA**

**23/09 Moved, seconded and resolved that:**

The Agenda No. 113 be and hereby is adopted as amended.

**24/09 Moved, seconded and resolved that:**

The Attachments to Agenda No. 113 be and hereby are received.

**Attachments:**

- Minutes: Board Meeting No. 112
- Action Item List No. 112
- Report from the Chair
- Report from the CEO

- Minutes: Executive Committee Meeting Nos. 69 and 70
- Minutes: Audit Committee Meeting No. 35
- Delivery of Benefits Obligations
- Minutes: Task Force on Governance No. 5
- Governance Policies and Guidelines
  - Attachment 1
  - Attachment 2
  - Tabs 1-3; 5-10; 13-15
- Compensation Increase
  - Attachment
- Banking Signing Authorities
- Minutes: Investment Committee Meeting No. 31
- Quarterly Investment Portfolio Review – December 31, 2008
- WAX Development Expenditures
  - Attachment

## **ADOPTION OF MINUTES**

### **25/09 Moved, seconded and resolved that:**

The minutes of Meeting No. 112 held January 23 and 24, 2009 are hereby adopted.

### **Action Item List No. 112**

Action Item List No. 112 was presented for informational purposes only.

There were no resolutions arising.

## **REPORTS FROM OFFICERS AND STANDING COMMITTEES**

### **Report from the Chair**

The Chair reviewed his written report with the Directors.

There were no resolutions arising.

### **Report from the CEO**

The CEO reviewed his written report with the Directors. He advised the Board that CBT is using a more formal and structured orientation process for new employees. He also informed the Board that the proposed March 31<sup>st</sup> joint CBT/CPC meeting may have to be rescheduled to mid April as the Waneta Expansion financial analysis may not be advanced to the stage where it can be presented to the Board by the end of March.

There were no resolutions arising.

### **Report from the Executive Committee**

#### **Minutes of Meetings**

There were no resolutions arising from the minutes of Executive Committee Meeting No. 69 held on January 13, 2009 and from the minutes of Meeting No. 70 held on January 20, 2009.

## **Report from the Audit Committee**

### **Minutes of Meetings**

There were no resolutions arising from the minutes of Audit Committee Meeting No. 35 held on January 23, 2009.

## **Delivery of Benefits Obligations**

The Audit Committee Chair reviewed the memorandum which was provided for informational purposes only. It discussed the internal process for Delivery of Benefits budgeting and its connection to the accounting treatment of the Unrestricted Net Assets column of CBT's financial statements. This information was provided as a result of an action item from Board Meeting No. 107 held on June 6 and 7, 2008.

There were no resolutions arising.

## **REPORTS FROM SPECIAL COMMITTEES**

### **Task Force on Governance**

There were no resolutions arising from the minutes of Task Force on Governance Meeting No. 5 held on February 23, 2009.

### **Governance Policies and Guidelines**

A. Ambrosone provided a review of the memorandum which outlined governance policies and guidelines that were previously reviewed by the Task Force on Governance. The memorandum also sought the Board's approval that previous governance policies be rescinded. She provided a high level review of all governance policies and guidelines which have been changed or newly developed. Once the new or updated material has been approved by the Board, it will be posted to the CBT website. The Executive Committee will also develop an annual calendar dealing with Board Governance issues.

### **26/09 Moved, seconded and resolved that:**

As recommended by the Task Force on Governance, the Board hereby resolves that:

- a. New governance policies, as outlined in the Table of Contents, be approved;
- b. The Board Governance Manual from summer 2006 be rescinded;
- c. The policies included in the previous Board Governance Manuals and Policy Manual be rescinded, as set out in the attachment "Resolutions to be rescinded"; and
- d. The Task Force on Governance be disbanded.

## **CORPORATE MATTERS**

### **Compensation Increase – In Camera**

The memorandum set out the proposed distribution of the approved compensation increase and also sought the Board's approval of the 2009/10 salary scale.

**27/09 Moved, seconded and resolved that:**

The Board hereby approves the 2009/10 salary scale as presented at the meeting.

**Banking Signing Authorities**

N. Muth reviewed the memorandum which sought the Board's approval for an additional banking signatory for CBT and its subsidiaries.

**28/09 Moved, seconded and resolved that:**

The Board hereby approves that Delphi Hoodicoff, Director, Communications, be authorized to act as a banking signatory with respect to Operation of Accounts, Signing Officers and Borrowings of the Columbia Basin Trust and its subsidiaries.

**Action:**

- Staff will develop a formal policy with instructions to follow when signing cheques in order to ensure that there is no loss of internal control.

**INVESTMENT PROGRAM**

**Report from the Investment Committee**

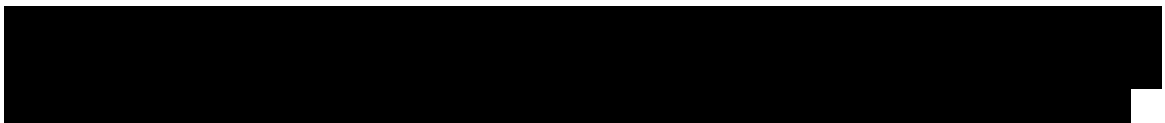
**Minutes of Meetings**

There were no resolutions arising from the minutes of Investment Committee Meeting No. 31 held on January 23, 2009. The Committee Chair provided a verbal update on the Investment Committee meeting held on March 11, 2009.

**Quarterly Investment Portfolio Review – December 31, 2008**

The Vice President of Investments provided the Board with the Quarterly Investment Portfolio Review for the period ending December 31, 2008. He also informed the Board that CBT completed an Investment Governance survey to the provincial Crown Agencies Secretariat and also provided it with the Trust's Statement of Investment Policies & Procedures. The only material comment received back from the Secretariat was the need for the Trust to develop a succession plan. He confirmed that BC Housing will subsidize 13 low income units for seniors at the Lake View Village in Nelson with a grand opening scheduled for the fall of 2009.

Sec. 17 (1)



There were no resolutions arising.

**Waneta Expansion 2009/10 Development Budget**

The Vice President of Investments provided a review of the memorandum which sought the Board's approval for the 2009/10 Waneta Expansion development budget. Additional funding was requested due to changes and delays in the construction RFP process and an increase in costs.

**29/09 Moved, seconded and resolved that:**

Minutes: Meeting No. 113  
March 13, 2009  
Adopted: May 29, 2009

As recommended by the Investment Committee, the Board hereby approves that the proposed 2009/10 Waneta Expansion development expenditures in an amount not to exceed \$9.0 million.

## **DELIVERY OF BENEFITS**

### **Report from the Delivery of Benefits Committee**

The Committee Chair provided a verbal update on current DOB Committee activities. She also informed the Board that a project is underway that will develop delivery of benefit performance measures which will measure the effectiveness of its delivery of benefits program. A review of the need for , and feasibility of, a summer student internship program is also being undertaken.

There were no resolutions arising

## **WATER INITIATIVES**

### **Report from the Water Initiatives Committee**

The Committee Chair provided a verbal update on current Water Initiatives Committee activities. A Water Initiatives Committee meeting has tentatively been scheduled for early May.

There were no resolutions arising.

## **CORRESPONDENCE**

### **Read File**

There were no resolutions arising.

## **NEW BUSINESS**

### **Verbal Reports from Directors**

There were no resolutions arising.

## **IN CAMERA**

### **Board Round Table**

There were no resolutions arising.

## **CONCLUSION**

### **30/09 Moved, seconded and resolved that:**

The meeting be concluded at 2:40 pm.

### **Certified Correct:**

---

**G. Merkel, Chair**

---

**M. Forster, Recording Secretary**

**Next Board Meeting: May 29/30, 2009 in Cranbrook, BC.**