

**COLUMBIA BASIN TRUST**

**BOARD OF DIRECTORS MEETING NO. 115  
JULY 24/25, 2009**

**MINUTES**

Confidential information such as business negotiations, personnel issues and legal advice may have been severed from these minutes.

Meeting No. 115 was held at the Best Western in Valemount, BC.

**Directors in attendance:**

G. Merkel, Chair	B. Trewhella
G. Deck, Vice Chair	J. Miller
R. Miles – by telecon	D. Birdstone
P. Peterson	K. Deane
J. Townsend	E. Cutts
M. Berg	

**Director absent:**

L. Parker

**Staff attending:**

N. Muth  
W. Penner – Friday  
K. Gosal  
S. Curtis – Friday  
A. Ambrosone - Friday  
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 1:00 pm.

**ADOPTION OF AGENDA**

**50/09 Moved, seconded and resolved that:**  
The Agenda No. 115 be and hereby is adopted as amended.

**51/09 Moved, seconded and resolved that:**  
The Attachments to Agenda No. 115 be and hereby are received.

**Attachments:**

- Minutes: Board Meeting No. 114
- Action Item List No. 114

- Report from the CEO
- Minutes: Executive Committee Meeting Nos. 72 and 73
- Minutes: Joint Executive and DOB Committee Meeting No. 2
- Minutes: Audit Committee Meeting No. 36
- Governance Calendar
- Task Force on Communications Terms of Reference
- Shareholder's Letter of Expectations
- Directors' Remuneration Policy
- Policy on Funding of Political Partisan Activities
- Development of Delivery of Benefits and Corporate Performance Measures
- Cheque Signing and Approval Process
- Minutes: Investment Committee Meeting Nos. 33 and 34
- Waneta Expansion Update
- Delivery of Benefits Committee Update
- Delivery of the Basin Business Advocates Program
- Environmental Program Update
- Environmental Initiatives Program Review Summary
- CBT's Evolving Role in Community Development – Introducing the Proposed Approach
- Selkirk College Student Housing
- Community Access to Affordable Housing Expertise
- Appointment to Social Advisory Committee
- 2009 All Committee Meeting
- Research on Columbia Basin Alliance for Literacy
- Health Care
- Fly YXC Alliance Society – Delta Airline Revenue Guarantee Request
- Columbia River Treaty Issue Summaries
- CRT 2014 Review Committee – Confidentiality Agreement
- CRT Draft Engagement Strategy

## **ADOPTION OF MINUTES**

### **52/09 Moved, seconded and resolved that:**

The minutes of Meeting No. 114 held May 29/30, 2009 be and hereby are adopted.

### **Action Item List No. 114**

N. Muth reviewed the action item list and discussed the following item:

- Board Meeting No. 114 – May 29/30, 2009
  - CBT staff will work together with CPC staff to set up a joint CBT-CPC Board meeting in the near future.

N. Muth advised that this item will remain on the action item list but is unsure when the joint meeting will be scheduled due to B. Chuddy's resignation.

There were no resolutions arising.

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

### **Report from the Chair**

The Chair provided a verbal report to the Board which included:

- The CEO's performance evaluation will be completed and brought to the Board at the September Board meeting; and
- A Water Advisory Panel meeting was held in Mica outside of Revelstoke. The participants provided CBT with solid advice with respect to CBT's engagement with the Columbia River Treaty.
- He informed the Board about B. Chuddy's resignation as President and CEO of CPC. V. Jmaeff and G. Ambrosone will act as joint Presidents and CEOs in the interim.

### **53/09 Moved, seconded and resolved that:**

The Chair's verbal report is hereby received.

### **Report from the President and CEO**

The President and CEO reviewed his written report with the Board. He informed the Board about W. Penner's extension with CBT until January 2012 and the change in W. Penner's role within CBT. The Community Liaisons will now be reporting directly to N. Muth.

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. 72 held on May 29, 2009, Meeting No. 73 held on June 22, 2009 and the joint Executive and DOB Committee meeting held on May 28, 2009.

### **Report from the Audit Committee**

#### **Minutes of Meetings**

There were no resolutions arising from the minutes of Audit Committee Meeting No. 36 held on May 15, 2009. The Committee Chair informed the Board that he attended an Executive Committee meeting held earlier that day on Friday, July 24, 2009 where he presented the results of the Audit Committee evaluation which was completed in January, 2009.

There were no resolutions arising.

## **CORPORATE MATTERS**

### **Governance Calendar**

A. Ambrosone reviewed the memorandum which was provided for informational purposes only. A governance calendar was presented to the Board for discussion. The calendar is intended to link CBT's major governance obligations to particular dates. It was suggested that the Board complete an evaluation once every two years. The Board also endorsed moving towards a peer to peer assessment.

There were no resolutions arising.

### **Task Force on Communications Terms of Reference**

A. Ambrosone reviewed the memorandum which sought the Board's approval of the Terms of Reference for the Task Force on Communications. In May 2009, the Board approved the establishment of the Task Force to assist in the development of a communications strategic plan.

### **54/09 Moved, seconded and resolved that:**

As recommended by the Executive Committee, the Board hereby approves the Terms of Reference for the Task Force on Communications.

### **Shareholder's Letter of Expectations**

A. Ambrosone reviewed the memorandum which was provided for informational purposes only. The memorandum provided an overview of the Shareholder's Letter of Expectations, and a proposed approach to changes in the next version of the Letter.

There were no resolutions arising.

### **Directors' Remuneration Policy**

N. Muth reviewed the memorandum which sought the Board's direction on the policy for Directors' remuneration for attendance at community events. Directors' remuneration is governed by the Treasury Board. However, the Directive does not explicitly speak to certain community events. The Executive Committee charged staff with compiling a list of the type of community events that Directors attend, for a decision on which events will be eligible for remuneration.

### **55/09 Moved, seconded and resolved that:**

As recommended by the Executive Committee, the Board hereby delegates authority to the Executive Committee to establish guidelines and clarity surrounding the Directors' remuneration policy.

### **Policy on Funding of Political Partisan Activities**

The memorandum that was provided by staff recommending a policy approach to the issue of funding of political partisan activities was discussed. In June 2009, CBT received a letter from the BC Liberal Kootenay East Constituency 829 requesting information on CBT's policy with regard to funding political partisan organizations. CBT does not have a formal policy in place and strives to take a non-partisan approach. Discussion ensued regarding putting a formal policy in place to deal with this issue. At an earlier meeting, the Executive Committee suggested that CBT confirm its practice that CBT does not partner with or fund an organization if its sole purpose is to engage in partisan politics, nor does it directly provide funds for politically partisan activities at an organization with a broader mandate and also that CBT will not partner with or fund an organization if any of its activities would, in CBT's view, compromise CBT's ability to avoid supporting or being viewed as supporting partisan politics. The Board confirmed

that CBT would continue its current practice of not providing support for partisan activities.

There were no resolutions arising.

### **Development of Delivery of Benefits and Corporate Performance Measures**

A. Ambrosone reviewed the memorandum which was provided for informational purposes only. It provided an update on the outcome of the tendering process for selecting a qualified contractor to assist with the development of performance measures for CBT's delivery of benefits functions and its corporate operations. Elevate Consulting Inc., was selected as the successful contractor.

There were no resolutions arising.

### **Cheque Signing and Approval Process**

The memorandum was provided for informational purposes only. This memorandum was a result of an action item from Board Meeting No. 113 held on March 13, 2009. It provided information on the process for approving invoices and signing cheques and also provided assurance to the Board that adequate policies and procedures are in place to limit the loss of internal controls.

There were no resolutions arising.

The meeting recessed at 5:00 pm and reconvened Saturday, July 25, 2009 at 9:00 am.
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## **INVESTMENT PROGRAM**

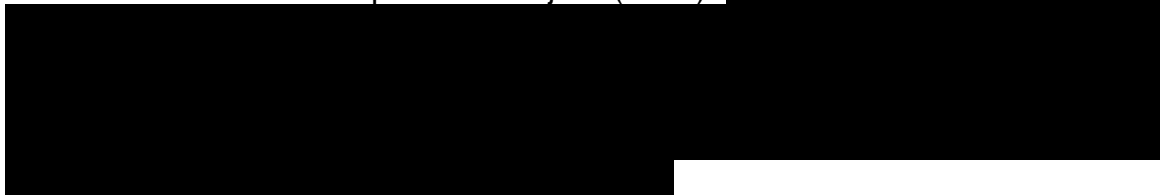
### **Report from the Investment Committee**

#### **Minutes of Meetings**

There were no resolutions arising from the minutes of Investment Committee Meeting No. 33 held on May 26, 2009 and Meeting No. 34 held on June 23, 2009. The Committee Chair also updated the Board on the recent approval of a new loan to Shadow Mountain Properties Ltd. in order to assist with the purchase of a 20 acre parcel of land with residence in Cranbrook, BC.

### **Waneta Expansion Update**

N. Muth reviewed a memorandum with the Board that provided an update on the status of the Waneta Expansion Project (WAX). 



There were no resolutions arising.

## **DELIVERY OF BENEFITS**

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

The Committee Chair provided a verbal update on current DOB Committee activities.

There were no resolutions arising.

### **CBT's Evolving Role in Community Development – Introducing the Proposed Approach**

S. Curtis reviewed a memorandum with the Board that was provided for informational purposes only. It outlined a plan to start a consultation process around CBT's proposed approach to:

- encourage priority-setting and decision-making in smaller geographic and interest-based regions within the larger CBT region; and
- allow CBT to more strategically focus its resources.

There were no resolutions arising.

### **Selkirk College Student Housing**

A. Ambrosone reviewed the memorandum which sought approval from the Board of a grant to Selkirk College that would help the College plan for the re-opening of its student residence, and potentially contribute toward the construction cost of the residence renovation.

#### **56/09 Moved, seconded and resolved that:**

As recommended by the DOB Committee, the Board hereby approves the application for the Selkirk College student residence project, with \$50,000 to be allocated to project planning, and a further \$50,000 to be provided for construction costs, subject to staff's assessment of the outcome of the project planning and the College's successful securement of the majority of construction costs.

### **Community Access to Affordable Housing Expertise**

A memorandum was reviewed which sought approval from the Board of a proposed approach to helping communities access affordable housing expertise. CBT would support communities' efforts to address housing by enabling their access to experienced housing sector consultants, with the appropriate skill sets that are suited to a particular community's situation.

#### **57/09 Moved, seconded and resolved that:**

As recommended by the DOB Committee, the Board hereby approves that \$200,000 be allocated to the creation of a new initiative which will enable communities to access affordable housing expertise.

### **Appointment to Social Advisory Committee**

A memorandum was reviewed which sought the Board's approval of the appointment of Stephanie Judy to the Social Advisory Committee for an eight

month term, expiring March 31, 2010. Due to the recent death of a member of the Social Advisory Committee, the CKCA nominated Stephanie Judy to complete the member's term.

**58/09 Moved, seconded and resolved that:**

As recommended by the DOB Committee, the Board hereby approves the appointment of Stephanie Judy to the Social Advisory Committee for an eight month term, expiring March 31, 2010.

**2009 All Committee Meeting**

A memorandum was reviewed which was provided for informational purposes only. It outlined the proposed approach and draft agenda for the 2009 All Committee meeting to be held in conjunction with the September Board meeting/AGM on September 18/19 in Golden. There was general agreement with the proposed approach.

There were no resolutions arising.

**Research on Columbia Basin Alliance for Literacy**

A. Ambrosone reviewed the memorandum which was provided for informational purposes only. It provided an overview on CBT's participation in a research project of its delivery partner, Columbia Basin Alliance for Literacy (CBAL) that would provide an indication of the success of CBT's support to CBAL.

There were no resolutions arising.

**Health Care**

A memorandum was reviewed which was provided for informational purposes only. It provided an overview of further thinking related to consideration of a potential CBT role or roles in addressing health care issues in Columbia Basin communities.

There were no resolutions arising.

**Fly YXC Alliance Society – Delta Airline Revenue Guarantee Request**

N. Muth reviewed a memorandum which sought the Board's approval to delegate authority to the DOB Committee to make a decision on the Fly YXC Alliance Society's application to CBT for assistance with their Salt Lake City – YXC Winter Season Revenue Guarantee Program. It provided an outline of the Fly YXC Society's request to CBT for a multi-year funding proposal to provide a portion of the funds required for a revenue guarantee program to secure air services by Delta Airlines to the Cranbrook International Airport. The Board requested that the Fly YXC Alliance Society application to CBT for assistance with their Salt Lake City – YXC Winter Season Revenue Guarantee Program be brought to the Board for decision once due diligence was completed.

## **WATER INITIATIVES**

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

The Committee Chair provided a brief verbal update on current Water Initiatives Committee activities.

There were no resolutions arising.

### **Columbia River Treaty Issues Summaries**

#### **CRT: CBT's Role and Relationship/Frequently Asked Questions/Why it Matters to Basin Residents**

K. Gosal reviewed the memorandum which was provided for informational purposes only. It provided background on the Columbia River Treaty (CRT) for information and use by the Board. CBT is now at a stage where it is committed to working with residents of the Basin to increase their awareness and understanding of the CRT and to ensure that processes and opportunities are created to engage Basin residents in a meaningful way.

There were no resolutions arising.

#### **CRT 2014 Review Committee – Confidentiality Agreement**

N. Muth and K. Gosal reviewed the memorandum which was provided for informational purposes only. It outlined a recommended course of action with respect to issues related to the Province of BC CRT Review Process and the associated role of CBT on the CRT Review Steering Committee. There was general agreement with the recommended course of action.

There were no resolutions arising.

#### **CRT Draft Engagement Strategy**

K. Gosal reviewed the memorandum which was provided for informational purposes only. It outlined the recommended course of action with respect to a CRT engagement strategy focusing on Basin residents. There was general agreement with the recommended course of action.

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**

**59/09 Moved, seconded and resolved that:**  
The meeting be concluded at 11:30 am.

**Certified Correct:**

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**G. Merkel, Chair**

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**M. Forster, Recording Secretary**

**Next Board Meeting/AGM: September 18, 2009 in Golden, BC.**

**Public Presentations:**

Presentations were held at 4:00 pm on July 24, 2009

Rita Tchir/Murray Capstick/Bobby Roe/Cynthia Piper – Councillors – Village of Valemount

Silvio Gislimberti – Economic Development Officer

Wayne Van Velzen – District Manager of Mount Robson Provincial Park and Kinbasket  
Weir Group