



Notice of Meeting and Meeting Agenda Governance Committee

Wednesday, April 7, 2021

10:00 AM

6th Floor Boardroom
625 Fisgard St.
Victoria, BC V8W 1R7

K. Murdoch (Chair), R. Windsor (Vice Chair), S. Brice, B. Desjardins, B. Isitt, R. Martin,
C. McNeil-Smith, J. Ranns, M. Tait, G. Young, C. Plant (Board Chair, ex officio)

The Capital Regional District strives to be a place where inclusion is paramount and all people are treated with dignity. We pledge to make our meetings a place where all feel welcome and respected.

1. Territorial Acknowledgement

2. Approval of Agenda

3. Adoption of Minutes

3.1. [21-268](#) Minutes of the February 3, 2021 Governance Committee Meeting

Recommendation: That the minutes of the Governance Committee meeting of February 3, 2021 be adopted as circulated.

Attachments: [Minutes - February 3, 2021](#)

4. Chair's Remarks

5. Presentations/Delegations

In keeping with directives from the Province of BC, this meeting will be held by Live Webcast without the public present.

To participate electronically, complete the online application for "Addressing the Board" on our website. Alternatively, you may email the CRD Board at crdboard@crd.bc.ca.

5.1. [21-272](#) Delegation - Franz Lehrbass; Representing Royal McPherson Theatre Society: Re: Agenda Item 6.1. CRD Appointment of Public Members to External Boards Policy.

6. Committee Business

6.1. [21-265](#) CRD Appointment of Public Members to External Boards Policy

Recommendation: The Governance Committee recommends to the Capital Regional District Board:

1. That Board Policy "CRD Appointment of Public Members to External Boards" be adopted.
2. That the Terms of Reference for the Governance Committee be updated to allow for the establishment of an Appointment Advisory Committee, on an as-and-when needed basis, responsible for reviewing applications and making recommendation for appointments to external boards.
3. That the Appointment Advisory Committee be permitted to meet in closed when evaluating public member applications.

Attachments: [Staff Report: CRD Appointment of Public Members To External Boards Policy](#)
[Appendix A: CRD Appointments to External Boards Policy](#)

6.2. [21-251](#) Creation of a Committee to Oversee Development of a Regional Performing Arts Facilities Service

Recommendation: The Governance Committee recommends to the Capital Regional District Board:

1. That the creation of a Performing Arts Facilities Select Committee whose purpose will be to define the scope and functions of a regional service that will lead to the drafting of an establishing bylaw for the Performing Arts Facilities Service be approved.
2. That the Performing Arts Facilities Select Committee Terms of Reference be approved.

Attachments: [Staff Report: Creation-Regional Performing Arts Facilities Service](#)
[Appendix A: CRD Performing Arts Facilities Select Committee TOR](#)

7. Notice(s) of Motion**8. New Business****9. Motion to Close the Meeting****9.1. [21-269](#) Motion to Close the Meeting**

Recommendation: That the meeting be closed for Intergovernmental Negotiations in accordance with Section 90(2)(b) of the Community Charter. [1 item]

10. Adjournment

The next meeting is June 2, 2021.

To ensure quorum, please advise Tamara Pillipow (tpillipow@crd.bc.ca) if you or your alternate cannot attend.

Meeting Minutes

Governance Committee

Wednesday, February 3, 2021

10:00 AM

6th Floor Boardroom
625 Fisgard St.
Victoria, BC V8W 1R7

PRESENT

Directors: K. Murdoch (Chair), S. Brice, B. Desjardins, B. Isitt (EP), R. Martin (EP)(10:06 am),
C. McNeil-Smith, K. Kahakauwila (for J. Ranns)(EP), M. Tait (EP), G. Young

Staff: N. Chan, Chief Financial Officer; K. Morley, General Manager, Corporate Services; K. Kim,
Manager, FOI and Privacy; M. Lagoa, Acting Deputy Corporate Officer; S. Closson, Committee Clerk
(Recorder)

EP - Electronic Participation

Regrets: Director Windsor, Board Chair Plant (ex-officio)

The meeting was called to order at 10:00 am.

1. Territorial Acknowledgement

Chair Murdoch provided a Territorial Acknowledgement.

2. Approval of Agenda

**MOVED by Director McNeil-Smith, SECONDED by Director Young,
That the agenda for the February 3, 2021 Governance Committee meeting be
approved.
CARRIED**

3. Adoption of Minutes

There were no minutes for adoption.

4. Chair's Remarks

Chair Murdoch thanked Chair Plant for the opportunity to chair the committee and is looking forward to working with Vice Chair Windsor.

The Chair commented and noted that governance is core to our role in the CRD and helps to ensure transparency, open debate and good decisions which is the goal of any board. Furthermore, that three things are core to our good work. First, respect which is key, and that the structure of governance should ensure respectful debate over ideas to make this possible. The default of our deliberations should be that everyone, the public, delegates, members of the board and staff all feel safe to express their opinions and their ideas whether

they are dissenting or not.

Efficiency - respecting each other's time and shaping debate in a way that gets us focused on decision making and specific issues and not getting side tracked from the main issue.

Accountability and transparency - important that decisions are clear as should be the information used to make those decisions; the reason for decisions and the way we record those decisions should be clear so that in the future those evaluating our performance can understand why decisions were made and also transparency on the dissenting opinions.

5. Presentations/Delegations

There were no presentations or delegations.

6. Committee Business

6.1. [21-108](#) 2021 Governance Committee Terms of Reference

K. Morley provided an overview of the Terms of Reference.

**MOVED by Director Brice, SECONDED by Director Desjardins,
That the Governance Committee receive the 2021 Terms of Reference attached at
Appendix A.**

CARRIED

6.2. [21-111](#) Freedom of Information and Protection of Privacy Act (FIPPA) 2020 Overview

K. Morley provided an overview of the Freedom of Information and Protection of Privacy Act (FIPPA) for 2020.

Discussion ensued on the following:

- volume of building inspection requests
- commercial FOI requests
- future online access for property information
- digitization of records
- policy of general disclosure
- cost allocations
- current fees for FOI requests

**MOVED by Director Brice, SECONDED by Director Desjardins,
The Governance Committee recommends to the Regional Board that the FIPPA
2020 Overview report be received for information.**

CARRIED

**MOVED by Director Desjardins, SECONDED by Director Brice,
That staff be directed to provide a follow-up report on cost recovery options and
cost allocations for Freedom of Information requests in 9 months.**

CARRIED

6.3. [21-115](#) Report on Options for a Board Discussion Policy

K. Morley spoke to the Report on Options for a Board Discussion Policy.

Discussion ensued on the following:

- training sessions
- committee discussion leading to consensus on recommendations
- original motion intent
- Board/Committee question and discussion procedures

**MOVED by Director Isitt, SECONDED by Director McNeil-Smith,
The Governance Committee recommends to the Capital Regional District Board:
That staff report back to the Governance Committee with a best practices guide
for meetings of the Capital Regional District Boards, Committees and
Commissions.
CARRIED**

7. Notice(s) of Motion

7.1. [21-030](#) Greater Victoria Harbour Authority Economic Impact Study (Director Desjardins)

Director Desjardins spoke to the Greater Victoria Harbour Authority Economic Impact Study Notice of Motion.

Discussion ensued on the original motion:

- CRD funding policy
- Grants-in-Aid
- Greater Victoria Harbour Authority funding requirements

The original Notice of Motion was withdrawn.

**MOVED by Director Desjardins, SECONDED by Director McNeil-Smith,
That staff bring back a report to Governance Committee on the history of regional
grants-in-aid that have been made in the past and some context around
decision-making for grants-in-aid with the view of determining a need for a board
policy on grants-in-aid.
CARRIED**

8. New Business

There was no new business.

9. Motion to Close the Meeting

9.1. [21-116](#) Motion to Close the Meeting

**MOVED by Director Brice, SECONDED by Director Desjardins,
That the meeting be closed for Intergovernmental Negotiations in accordance
with Section 90(2)(b) of the Community Charter.
CARRIED**

The Governance Committee moved to the closed session at 11:31 am.

10. Adjournment

The Governance Committee rose from the closed session at 11:56 am without report.

MOVED by Director McNeil-Smith, **SECONDED** by Director Brice,
That the February 3, 2021 Governance Committee meeting be adjourned at 11:56
am.
CARRIED

CHAIR

RECORDER



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REPORT TO GOVERNANCE COMMITTEE MEETING OF WEDNESDAY, APRIL 07, 2021

SUBJECT **CRD Appointment of Public Members to External Boards Policy**

ISSUE SUMMARY

The CRD's Governance and Finance Committee directed staff to develop a policy for appointing public members to external boards to ensure the process is inclusive, transparent, and consistent.

BACKGROUND

At its November 4, 2020 meeting, the Capital Regional District's Governance and Finance Committee approved the following Motion with Notice:

"That staff report back on developing and implementing a standardized process for CRD appointments of members of the public to external boards."
CARRIED

The purpose of establishing a policy is to ensure that the most suitable candidates are selected and appointed as CRD representatives, and to ensure that the process of appointing public members to an external board is inclusive, transparent and consistently applied.

Staff have identified six external boards where member eligibility may or must include public members who are not a CRD Director or Municipal Councillor, they include: BC Ferry Authority, CREST Corporation, Greater Victoria Harbour Authority, Island Corridor Foundation, Royal and McPherson Theatres Society, and Victoria Airport Authority.

Staff have drafted a policy that addresses an appointment process defined by the following four stages: 1) confirm vacancies; 2) call for expressions of interest; 3) consideration and appointment of candidates; and 4) communicating and tracking appointments. The Board Policy titled "CRD Appointment of Public Members to External Boards" is attached as Appendix A for consideration of adoption.

ALTERNATIVES

Alternative 1

The Governance Committee recommends to the Capital Regional District Board:

1. That Board Policy "CRD Appointment of Public Members to External Boards" be adopted.
2. That the Terms of Reference for the Governance Committee be updated to allow for the establishment of an Appointment Advisory Committee, on an as-and-when needed basis, responsible for reviewing applications and making recommendation for appointments to external boards.
3. That the Appointment Advisory Committee be permitted to meet in closed when evaluating public member applications.

Alternative 2

That staff report back to the Governance Committee with changes to the policy, as directed.

IMPLICATIONS

Alignment with External Board Processes

As the eligibility requirements and application process for each external board is unique and complex, the policy is intended to supplement and not replace the processes already prescribed. The policy provides a minimum standard for advertising opportunities to external boards and clarifies the CRD's internal process for selecting a CRD representative. The policy does not change the eligibility requirements or criteria for the CRD representative which are set by the external board's governing documents.

Selection and Appointment

Currently when external vacancies are brought to the Board, assessment of applications are done by a sub-committee of the Governance Committee. Staff are not recommending any changes to that approach. To ensure appointment recommendations are appropriately within the mandate of the Governance Committee, the recommendation includes a resolution to amend the Governance Terms of Reference to allow for the establishment of an Appointment Advisory Committee.

The Appointment Advisory Committee would be responsible for evaluating candidates and making recommendations directly to the Board on public member appointments, based on the eligibility requirements and member criteria established by the external board. Staff recommend the Appointment Advisory Committee be struck on an as-needed basis, with appointments to the sub-committee made by the Governance Committee Chair when external board vacancies arise.

Implementation Schedule

The policy will take effect immediately following its adoption by the CRD Board. The process of making appointments to external boards normally occurs at the end of the calendar year. Legislative Services will oversee the call for expressions of interest beginning in September and the scheduling of Appointment Advisory Committee meetings as needed. The goal is to have the CRD Board make its appointments by December 2021 for those public members whose terms will be expiring.

One exception is the filling of two outstanding vacancies on the Royal and McPherson Theatres Society (RMTS) Board. The appointments to the RMTS Board were tabled in November 2020 subject to the CRD reviewing its process for external appointments. Once the policy is adopted, staff will work with representatives from the Royal and McPherson Theatres Society to ensure the new policy requirements are followed with a new call for expressions of interest.

CONCLUSION

In November 2020, the CRD's Governance and Finance Committee directed staff to develop a policy to ensure that the most suitable candidates are selected and appointed as CRD representatives, and to ensure that the process of appointing public members to an external board is inclusive, transparent and consistently applied. In addition to the policy, staff recommend that the CRD Board formalize the ability of the Governance Committee to create a selection sub-

committee to evaluate candidates and make recommendation for appointments through the Governance Committee to the CRD Board.

RECOMMENDATION

The Governance Committee recommends to the Capital Regional District Board:

1. That Board Policy “CRD Appointment of Public Members to External Boards” be adopted.
2. That the Terms of Reference for the Governance Committee be updated to allow for the establishment of an Appointment Advisory Committee, on an as-and-when needed basis, responsible for reviewing applications and making recommendation for appointments to external boards.
3. That the Appointment Advisory Committee be permitted to meet in closed when evaluating public member applications.

Submitted by:	Marlene Lagoa, MPA, Manager, Legislative Services & Deputy Corporate Officer
Concurrence:	Steven Carey, B. Sc, J.D., Manager, Legal Services (Contract & Bylaws)
Concurrence:	Kristen Morley, J.D., General Manager, Corporate Services & Corporate Officer
Concurrence:	Robert Lapham, MCIP, RPP, Chief Administrative Officer

ATTACHMENT(S)

Appendix A: CRD Appointment of Public Members to External Boards Policy



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CAPITAL REGIONAL DISTRICT CORPORATE POLICY

Policy Type	Board		
Section			
Title	CRD Appointment of Public Members to External Boards		
Adopted Date	DRAFT	Policy Number	BRD08
Last Amended			
Policy Owner	Legislative Services		

1. POLICY:

The intent of the policy is to establish a standard process for the CRD Board’s appointment of Public Members to External Boards.

2. PURPOSE:

The purpose of this policy is to ensure that the most suitable candidates are selected and appointed as CRD Representatives, and to ensure that the process of appointing Public Members to an External Board is inclusive, transparent and consistently applied.

3. SCOPE:

This policy applies to the filling of vacancies when Public Members are eligible for appointment as a CRD representative or nominee to an External Board.

This policy is intended to supplement, not replace, the appointment processes already prescribed in the establishing governance documents for the External Board. Where sections of this policy conflict with requirements set out in legislation or bylaws, the requirements of those governing documents will prevail.

This policy does not apply to the appointment of CRD Board Members or Municipal Councillors.

4. DEFINITIONS:

“**Appointment**” means a resolution by the CRD Board to nominate or appoint a Public Member to an External Board.

“**Appointment Advisory Committee**” means an advisory committee responsible for reviewing applications and making recommendations for public member appointments.

“**CRD Board**” means the governing and executive bodies of the Capital Regional Board, Capital Regional Hospital District Board, and Capital Region Housing Corporation.

“**External Board**” means a non-CRD Board or committee, including but not limited to a society, corporation, foundation, public utility or authority, which has a CRD-appointed or nominated representative as a member.

“**Public Member**” means an individual who is not a CRD Board Member or Municipal Councillor.

5. PROCEDURE:

5.1. Confirmation of Vacancies

- Legislative Services staff will monitor membership terms and vacancies in accordance with the relevant legislation, bylaw, and terms of reference, as applicable.
- External Boards seeking appointments may specify preferred qualifications or areas of experience for prospective CRD Representatives.

5.2. Call for Expressions of Interest

- Calls for expressions of interest will be posted to the CRD website and on social media.
- Expressions of interest for available vacancies may be published in a local newspaper or posted in a local meeting place.
- Expressions of interest must be open for a period of no less than 30 days from the first date of publication of the call for expression of interest.

5.3. Consideration of Candidates & Appointments

- CRD staff will prepare a Closed staff report for consideration by the Appointment Advisory Committee during a Closed meeting in accordance with Section 90(1)(a) of the *Community Charter*.
- The Closed staff report must include the following information:
 - **Candidates:** naming of all individuals who have expressed interest by the deadline and may include materials they have submitted;
 - **Re-appointments:** Identify any individuals currently serving on the committee/commission and seeking re-appointment;
 - **Eligibility-Criteria Matrix:** When applicable, a matrix showing which individuals have met the eligibility requirements and member criteria.
 - **Recommendation:** Recommendation to nominate or appoint will be made in accordance with the External Board governing documents and confirmed by a resolution of the CRD Board.
- The appointment of individuals will be determined by a non-weighted all majority vote by the CRD Board.

5.4. Communicating and Tracking Appointments

- Legislative Services staff will send written notice and a certified copy of the CRD Board’s resolution to the External Board informing them of the appointment.
- Legislative Services staff will maintain the pertinent contact information of Public Members, along with the appointment information of the External Board to which they have been appointed.

6. SCHEDULE:

Schedule A: External Boards with Public Member Appointments

7. AMENDMENT(S):

Adoption Date	Description:
TBA	

8. REVIEW(S):

Review Date	Description:
April 2026	

9. RELATED POLICY, PROCEDURE OR GUIDELINE:

CRD Board Procedures Bylaw (No. 3828)

Guidelines for CRD Commissions Policy

Non-Disclosure / Confidentiality Agreement for CRD Commissions Policy

SCHEDULE A

External Boards with Public Member Appointments

Member Agency Boards	Representation Type	Appointment vs. Nomination	Term Length	Current Membership	Governing Documents
BC Ferry Authority	Southern Vancouver Island <i>CVRD or CRD Representative</i>	Nomination	3 years	CVRD Public Member	Coastal Ferry Act/ BC Ferry Bylaw
CREST Corporation	Director	Nomination	2 years	3 Public Members	ECC Act
Greater Victoria Harbour Authority	Member Director	Nomination	2 years	CRD Director	Board Recruitment Policy BOD-06
Island Corrdior Foundation	Director	Nomination	2 years	CRD Director	ICF Bylaw
Royal and McPherson Theatres Society	Appointed Director	Appointment	2 years <i>RMTS Board may re-appoint (up to 6 years)</i>	3 Public Members	RMTS Bylaw
Victoria Airport Authority	CRD Representative	Nomination	3 years	Public Member	VAA Bylaw No. 3



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**REPORT TO GOVERNANCE COMMITTEE
MEETING OF WEDNESDAY, APRIL 07, 2021**

SUBJECT **Creation of a Committee to Oversee Development of a Regional Performing Arts Facilities Service**

ISSUE SUMMARY

Staff have been directed to create a committee to oversee the process of planning, developing and funding a regional service for performing arts facilities.

BACKGROUND

Staff require direction on the desired scope and functions of a regional Performing Arts Facilities Service that will lead to the drafting of an appropriately defined establishing bylaw.

At its meeting of March 10, 2021, the Board supported a motion “to begin the process of establishing a regional service for the purposes of planning, developing and funding of performing arts facilities that have regional impact.” This motion was based on Recommendation 1 of the CRD Regional Arts Facilities Select Committee report *Stage One: A Public Conversation about Performing Arts Facilities in the CRD*. The Report documented a region-wide community engagement taking place over a six-month period in 2020.

At the same meeting there was a motion arising that the Board direct the Chair to create a committee to oversee the work of the creation of the aforementioned regional service. The CRD Board Procedures Bylaw provides three possible committee structures: Standing Committee, Select Committee and Advisory Committee.

Standing Committee

A Board Standing Committee is a regular permanent committee with a mandate related to a CRD service or potential service. Standing Committees report on a matter of specific interest(s) to the Board and are comprised of only board members. A Standing Committee has the ability to create an Advisory Committee should external input be required on an ongoing basis.

Select Committee

A Select Committee considers a specific matter referred to it by the board and reports its findings and recommendations to the Board following its inquiry. A Select Committee is dissolved once its purpose is complete. It is comprised of Board members and must have Board approved terms of reference. A Select Committee does not have the ability to create an Advisory Committee; however, it may seek any necessary external or community input through delegations and invited presentations.

Advisory Committee

An Advisory Committee is established by the Board or by a Standing Committee to provide advice and recommendations to the Board or to the Standing Committee on matters identified in an approved terms of reference or that are related to a specific Board resolution. Advisory Committee members may be non-directors but at least one member of the Advisory Committee must be a Board member.

The committee will define the scope of a service that will plan, develop and fund regional performing arts facilities and provide staff with sufficient information to draft an establishing bylaw. The committee can reference community needs which have been documented in the Stage One report. Without a need for ongoing external participation and, in having a defined purpose, the most appropriate committee structure is a Select Committee. Draft terms of reference are attached to this report at Appendix A.

If the Board wishes to expand the mandate of an existing committee then staff recommend that the Governance Committee be considered as an existing Standing Committee that could serve this purpose.

ALTERNATIVES

Alternative 1

The Governance Committee recommends to the Capital Regional District Board:

1. That the creation of a Performing Arts Facilities Select Committee whose purpose will be to define the scope and functions of a regional service that will lead to the drafting of an establishing bylaw for the Performing Arts Facilities Service be approved.
2. That the Performing Arts Facilities Select Committee Terms of Reference be approved.

Alternative 2

The Governance Committee recommends to the Capital Regional District Board:

That the Governance Committee be directed to define the scope and functions of a regional service that will lead to the drafting of an establishing bylaw for the Performing Arts Facilities Service.

Alternative 3

That the creation of a Regional Performing Arts Facilities Service report be referred back to staff for additional information.

IMPLICATIONS

Financial Implications

\$40,000 was spent on community input resulting in the Stage One report. \$150,000 has been set aside in the 2021 budget for costs related to developing an establishing bylaw for a regional Performing Arts Facilities Service.

Alignment with Board & Corporate Priorities

The establishment of a regional performing arts facilities service is a direct outcome of board initiative 12a-1 to “Facilitate a discussion on the region’s arts facility’s needs.”

CONCLUSION

The Performing Arts Facilities Select Committee will define the scope and functions of a regional performing arts facilities service enabling staff to draft an appropriate establishing bylaw.

RECOMMENDATION

The Governance Committee recommends to the Capital Regional District Board:

1. That the creation of a Performing Arts Facilities Select Committee whose purpose will be to define the scope and functions of a regional service that will lead to the drafting of an establishing bylaw for the Performing Arts Facilities Service be approved.
2. That the Performing Arts Facilities Select Committee Terms of Reference be approved.

Submitted by:	James Lam, Manager, Arts & Culture Support Service
Concurrence:	Nelson Chan, MBA, FCPA, FCMA, Chief Financial Officer
Concurrence:	Kristen Morley, J.D., General Manager, Corporate Services & Corporate Officer
Concurrence:	Robert Lapham, MCIP, RPP, Chief Administrative Officer

ATTACHMENT(S)

Appendix A: Performing Arts Facilities Select Committee Terms of Reference

PERFORMING ARTS FACILITIES SELECT COMMITTEE

PREAMBLE

Acting on the Board motion to establish a regional performing arts facilities service for the planning, development and funding of regional performing arts facilities, the Performing Arts Facilities Select Committee is established by the CRD Board to advise and make recommendations to the Board on the scope and function of a CRD Performing Arts Facilities Service.

The Performing Arts Facilities Service is intended to provide regional oversight on the planning, development and funding of regionally significant arts facilities. Participants would be all municipalities and electoral areas.

The Select Committee's official name is to be:

Performing Arts Facilities Select Committee

1.0 PURPOSE

The mandate of the Committee is to:

- Provide recommendations to the CRD Board on the scope of a service that will plan, develop and fund regional performing arts facilities in order to provide staff direction in the creation of an establishing bylaw.

2.0 ESTABLISHMENT AND AUTHORITY

- a) The Board Chair will appoint the Committee Chair and Committee members.
- b) The Committee will make recommendations to the Board for consideration.
- c) A report is expected by the end of 2021.

3.0 COMPOSITION

- a) The Chair, Vice-Chair and Committee members are appointed annually by the Board Chair.
- b) Committee members will be comprised of a number of CRD Directors providing regional representation as deemed appropriate by the Board. Directors appointed to the Select Committee may have their Alternates attend in their place.

4.0 PROCEDURES

- a) The Committee shall meet at the call of the Committee Chair.
- b) The Committee Chair shall determine the agenda or meetings in consultation with staff and any Committee member may request that a matter be placed on the agenda.

5.0 RESOURCES AND SUPPORT

- a) The CFO/General Manager, Finance and Technology, will provide strategic support and act as a liaison.
- b) Minutes and agendas are prepared and distributed by the Corporate Services Division.
- c) The Arts & and Culture Support Service will provide additional administrative support as required.

Approved by CRD Board on _____, 2021