

## Meeting Minutes

### Governance Committee

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Wednesday, February 7, 2024

9:00 AM

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

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#### PRESENT

Directors: M. Little (Chair), S. Goodmanson (Vice Chair), S. Brice, C. Coleman, B. Desjardins (EP), G. Holman (EP), P. Jones, K. Murdoch, D. Murdock (9:03 am), S. Tobias (EP), C. Plant (Board Chair, ex officio)

Staff: T. Robbins, Chief Administrative Officer; K. Morley, General Manager, Corporate Services; C. Hauff, Senior Manager, Technology and Digital Transformation; A. Orr, Senior Manager, Corporate Communications; Z. Gray, Manager Website and Multimedia Development, Corporate Communications; M. Lagoa, Deputy Corporate Officer; J. Dorman, Committee Clerk (Recorder)

EP - Electronic Participation

The meeting was called to order at 9:01 am.

#### 1. Territorial Acknowledgement

Director Coleman provided a Territorial Acknowledgement.

#### 2. Approval of Agenda

**MOVED** by Director Coleman, **SECONDED** by Director Brice,  
That the agenda for the February 7, 2024 Governance Committee meeting be approved.  
**CARRIED**

Director Murdock joined the meeting at 9:30 am.

#### 3. Adoption of Minutes

##### 3.1. [24-117](#) Minutes of the December 6, 2023 Governance Committee Meeting

**MOVED** by Director Brice, **SECONDED** by Director Murdock,  
That the minutes of the Governance Committee meeting of December 6, 2023 be adopted as circulated.  
**CARRIED**

#### 4. Chair's Remarks

Chair Little spoke about the item's on today's agenda and the importance of the Board Code of Conduct.

## 5. Presentations/Delegations

There were no presentations or delegations.

## 6. Committee Business

### 6.1. [24-025](#) 2024 Governance Committee Terms of Reference

K. Morley presented Item 6.1. for information.

Discussion ensued on the Accessibility Advisory Committee reporting structure.

### 6.2. [24-060](#) 2024 Appointments Advisory Committee

**MOVED by Director Plant, SECONDED by Director Coleman,  
The Governance Committee recommends to the Capital Regional District Board:  
That the membership of the Appointments Advisory Committee for 2024 include  
Governance Committee Chair Little and the following two committee members:  
Director Goodmanson, and Director Brice.**

**CARRIED**

### 6.3. [24-146](#) CRD Engagement Practices and Platforms

A. Orr presented Item 6.3. for information

Discussion ensued on the following:

- provincial mandates and municipality participation related to cost sharing
- open-source model management
- product development

**6.4.**     [24-153](#)     Board Code of Conduct - Draft Bylaw Review

K. Morley spoke to Item 6.4.

Discussion ensued on the following:

- steps for preliminary assessment to formal resolution
- complaint filing period and investigation timeline
- signed statement of commitment from Directors
- application and limitations of remedies and sanctions
- release of information and protection of personal information
- public complaint process

**MOVED** by Director Plant, **SECONDED** by Director Murdoch,

The Governance Committee recommends to the Capital Regional District Board:

1. That staff be directed to finalize the Board Code of Conduct Bylaw inclusive of the terms set out in the draft attached at Appendix A, and;
2. That the Board Code of Conduct go directly to the Regional Board for readings and adoption at the March Board meeting.

**MOVED** by Director Plant, **SECONDED** by Director Brice,

That the main motion be amended to add "3. Direct staff to modify bylaw Section 18 to reference Board Chair and CAO as the parties to whom a Board Member may submit a complaint."

**CARRIED**

The question was called on the main motion as amended:

1. That staff be directed to finalize the Board Code of Conduct Bylaw inclusive of the terms set out in the draft attached at Appendix A, and;
2. That the Board Code of Conduct go directly to the Regional Board for readings and adoption at the March Board meeting.
3. Direct staff to modify bylaw Section 18 to reference Board Chair and CAO as the parties to whom a Board Member may submit a complaint.

**CARRIED**

**Motion Arising 1:**

**MOVED** by Director Plant, **SECONDED** by Director Murdoch,

Staff bring forward a document for Directors to sign to show their acceptance and support for the Code of Conduct following adoption of the bylaw.

**CARRIED**

**OPPOSED:** Jones

**Motion Arising 2:**

**MOVED** by Director Plant, **SECONDED** by Director Coleman,

That staff develop an annual reporting out mechanism for the committee to review and conduct a review of this bylaw after the first year and report back to the Governance Committee.

**MOVED** by Director Murdoch, **SECONDED** by Director Plant,

That the motion arising be amended to strike the word "annual".

**CARRIED**

**OPPOSED:** Coleman

The question was called on the motion arising as amended:  
That staff develop a reporting out mechanism for the committee to review and conduct a review of this bylaw after the first year and report back to the Governance Committee.  
**CARRIED**

**Motion Arising 3:**  
**MOVED** by Director Murdoch, **SECONDED** by Director Goodmanson,  
That staff be directed to include a separate one-page summary of the Board Code of Conduct for easy Board reference.

**MOVED** by Director Plant, **SECONDED** by Director Coleman,  
That the motion arising be amended to replace the word "summary" with "flowchart".  
**CARRIED**  
**OPPOSED:** Holman

The question was called on the motion arising as amended:  
That staff be directed to include a separate one-page flowchart of the Board Code of Conduct for easy Board reference.  
**CARRIED**

Director Tobias left the meeting at 10:50 am.

**7. Notice(s) of Motion**

There were no notice(s) of motion.

**8. New Business**

There was no new business.

**9. Adjournment**

**MOVED** by Director Murdock, **SECONDED** by Director Murdoch,  
That the February 7, 2024 Governance Committee meeting be adjourned at 10:53 am.  
**CARRIED**

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CHAIR

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RECORDER