

## Meeting Minutes

### Governance Committee

---

Wednesday, February 7, 2024

9:00 AM

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

---

#### 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**

#### 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 following:

- 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
- open-source model
- 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:

- preliminary steps to direct resolution
- complaint filing period and investigation timeline
- signing commitment and statement of commitment
- 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**

\_\_\_\_\_  
CHAIR

\_\_\_\_\_  
RECORDER