

Meeting Minutes

Governance and Finance Committee

Wednesday, May 1, 2019

10:00 AM

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

PRESENT

Directors: J. Ranns (Vice-Chair), J. Brownoff (for S. Brice)(in 10:03), D. Blackwell, B. Desjardins, B. Isitt, K. Murdoch, M. Tait (in 10:14), K. Williams, C. Plant (Board Chair, ex-officio)(in 10:03)

Staff: R. Lapham, Chief Administrative Officer; N. Chan, Chief Financial Officer; K. Morley, General Manager, Corporate Services; R. Lachance, Senior Manager, Financial Services; E. Gorman, Deputy Corporate Officer; S. Closson, Committee Clerk (Recorder)

Guests: Director G. Young; Lenora Lee, Partner, KPMG LLP

Regrets: Director Howe, Director Windsor

The meeting was called to order at 10:02 am.

1. Approval of Agenda

**MOVED by Director Blackwell, SECONDED by Director Desjardins,
That the agenda for the May 01, 2019 Governance and Finance Committee
meeting be approved.
CARRIED**

**MOVED by Director Blackwell, SECONDED by Director Desjardins,
That Director Young be allowed to participate without vote in the May 1, 2019
Governance and Finance Committee meeting.
CARRIED**

2. Adoption of Minutes

- 2.1. [19-439](#) Minutes of the March 6, 2019 Governance and Finance Committee Meeting

**MOVED by Director Desjardins, SECONDED by Director Murdoch,
That the minutes of the Governance and Finance Committee meeting of March
06, 2019 be adopted as circulated.
CARRIED**

3. Chair's Remarks

The Chair reminded the Committee members of the E-Bike Lunch and Learn in the Common Room at 12:00pm for Directors.

4. Presentations/Delegations

- 4.1. [19-406](#) Presentation: Lenora Lee, Partner, KPMG LLP, Capital Regional District 2018 Audit Findings (Verbal)

Lenora Lee provided an overview of the Audit Findings Report.

Discussion ensued on the following:

- Materiality range and risk
- Account audits

**MOVED by Director Tait, SECONDED by Director Desjardins,
That the verbal presentation on Capital Regional District 2018 Audit Findings be
received for information.
CARRIED**

5. Committee Business

- 5.1. [19-405](#) Capital Regional District 2018 Audit Findings Report and Statement of Financial Information

N. Chan spoke to the Audit Findings Report and Statement of Financial Information.

Discussion ensued on the following:

- Increase of BC Hydro rates related to Capital Regional District costs
- Employee compensation

**MOVED by Director Isitt, SECONDED by Director Williams,
That the Finance Committee recommend to the Capital Regional District Board:
That the Capital Regional District 2018 Audit Findings Report be received and the
Capital Regional District 2018 Statement of Financial Information be approved.
CARRIED**

- 5.2. [19-227](#) Minutes of the Royal & McPherson Theatres Society Advisory Committee for Information

N. Chan introduced Minutes from the Royal & McPherson Theatres Society Advisory Committees.

**MOVED by Board Chair Plant, SECONDED by Director Tait,
That the Governance and Finance Committee receive the minutes of the Royal &
McPherson Theatres Society Advisory Committee meetings of the following
dates, for information:**

1. February 20, 2019
2. February 25, 2019
3. March 12, 2019
4. April 23, 2019

CARRIED

- 5.3. [19-409](#) Bylaw No. 4299: Royal Theatre Local Service Area Establishment Bylaw No 1, 1998, Amendment Bylaw No. 1, 2019

Director Young spoke to the item as a member of the Royal and McPherson Theatre Society Advisory Committee to the management and operations of the theatres.

Discussion ensued on the following:

- Updating of Theatre bylaws
- Bylaw 4299 impacts

**MOVED by Board Chair Plant, SECONDED by Director Murdoch,
The Royal and McPherson Theatre Society Advisory Committee recommends to
the Governance and Finance Committee:**

**That the Governance and Finance Committee recommend to the Capital
Regional District Board:**

1. That Bylaw No. 4299, Royal Theatre Local Service Area Establishment Bylaw No. 1, 1998, Amendment Bylaw No. 1, 2019, be read a first, second, and third time.
2. That staff be directed to commence a consent approval process with the participants.

CARRIED

5.4. [19-410](#)

Bylaw No. 4300: McPherson Playhouse Local Service Area Establishment Bylaw No 1, 1999, Amendment Bylaw No. 1, 2019

N. Chan spoke to Bylaw No. 4300: McPherson Playhouse Local Service Area.

Director Young spoke to the item as a member of the Royal and McPherson Theatre Society Advisory Committee to the management and operations of the theatres.

Discussion ensued on the following:

- Future municipal cost allocation discussions

**MOVED by Director Murdoch, SECONDED by Director Tait,
The Royal and McPherson Theatre Society Advisory Committee recommends to
the Governance and Finance Committee:**

**That the Governance and Finance Committee recommend to the Capital
Regional District Board:**

1. That Bylaw No. 4300, McPherson Playhouse Local Service Area Establishment Bylaw No 1, 1999, Amendment Bylaw No. 1, 2019, be read a first, second, and third time.
2. That staff be directed to commence a consent approval process with the participants.

CARRIED

5.5. [19-126](#)

Regional Governance and Transparency Initiatives

[Referred from the February 6, 2019 Governance and Finance Committee Meeting]

K Morley spoke to the Regional Governance and Transparency Initiatives Report.

Discussion ensued on the following:

- Impacted resources
- Ability of public to access information

MOVED by Director Isitt, **SECONDED** by Board Chair Plant,
[Supplementary report information was requested related to a potential Board Highlights report, originally suggested in a Motion with Notice intended to endorse and implement governance and transparency initiatives at the Capital Regional District.]

That the Governance and Finance Committee recommend to the Capital Regional District Board:

That a monthly Board Highlights summary be created to augment the current post-Board meeting press release model, as outlined in Appendix A.

That the Governance and Finance Committee recommend to the Capital Regional District Board that:

1. Staff be directed to create a Rise and Report webpage on the CRD website for the disclosure of Closed meeting resolutions that no longer need to be kept confidential;
2. Rise and report resolutions identify the mover and seconder of the motion and the voting record;
3. No changes be made to current service levels relating to open meeting vote recording, public access to statements of financial disclosure, publication of Director expense reporting and statements of financial information, or post-Board meeting communications.

MOVED by Director Desjardins, **SECONDED** by Director Isitt,

That the motion be amended to add: That this Summary be reevaluated in two years.

CARRIED

Director Murdoch left the meeting at 11:04 am (returning at 11:23 am) and did not vote on the remaining recommendations in 5.5.

The question was called on the main motion as amended.

MOVED by Director Isitt, **SECONDED** by Board Chair Plant,

[Supplementary report information was requested related to a potential Board Highlights report, originally suggested in a Motion with Notice intended to endorse and implement governance and transparency initiatives at the Capital Regional District.]

That the Governance and Finance Committee recommend to the Capital Regional District Board:

That a monthly Board Highlights summary be created to augment the current post-Board meeting press release model, as outlined in Appendix A.

CARRIED

OPPOSED: Director Ranns, Director Blackwell, Director Williams

MOVED by Director Isitt, **SECONDED** by Board Chair Plant,

That the Governance and Finance Committee recommend to the Capital Regional District Board that:

1. Staff be directed to create a Rise and Report webpage on the CRD website for the disclosure of Closed meeting resolutions that no longer need to be kept confidential;
2. Rise and report resolutions identify the mover and seconder of the motion and

the voting record;

3. No changes be made to current service levels relating to open meeting vote recording, public access to statements of financial disclosure, publication of Director expense reporting and statements of financial information, or post-Board meeting communications.

CARRIED

5.6. [19-242](#)

Follow-up Report: Procedures for Notice of Motion and Motion with Notice

K. Morley spoke to the Follow-up Report: Procedures for Notice of Motion and Motion with Notice.

Discussion ensued on the following:

- Advantages of the motion
- Public timelines
- Motion procedures

MOVED by Director Tait, **SECONDED** by Director Blackwell,

[Follow-up Report: Procedures for Notice of Motion and Motion with Notice is a supplementary report to the Staff Report of March 6, 2019].

That the Governance and Finance Committee recommend to the Capital Regional District Board: That Bylaw No. 3828, Capital Regional District Board Procedures Bylaw, 2012, be amended to:

1. Remove the provisions for Motions with Notice; and
2. Add criteria and a voting threshold for consideration of Notices of Motion at the same meeting as introduction.

CARRIED

OPPOSED Director Isitt

MOVED by Director Plant, **SECONDED** by Director Ranns,

That Item 5.9, File 19-458 Motion with Notice, be postponed until the next meeting.

CARRIED

5.7. [19-407](#)

Capital Regional District External Grants Update

N. Chan spoke to the CRD External Grants Update.

MOVED by Director Blackwell, **SECONDED** by Alternate Director Brownoff,
That the Capital Regional District External Grants Update be received for information.

CARRIED

Directors Murdoch, Desjardins and Plant left the meeting at 11:32 am.

5.8. [19-411](#)

Capital Regional District Investment Portfolio Holdings and Investment Annual Update

N. Chan spoke to the CRD Investment Portfolio Holdings and Investment Annual Update.

Discussion ensued on the following:

- Investment policy
- Municipal Finance Authority policy

MOVED by Director Williams, SECONDED by Director Tait,
That the Governance and Finance Committee recommend to the Capital
Regional District Board:
That the Capital Regional District Investment Portfolio Holdings and Performance
Annual Update be received for information.
CARRIED

5.9. [19-458](#)

Motion with Notice (Chair Plant)

This Motion with Notice was postponed. (Referred in 5.6)

6. New Business

There was no new business.

7. Adjournment

MOVED by Director Tait, SECONDED by Director Williams,
That the May 01, 2019 Governance and Finance Committee meeting be
adjourned at 11:41 am.
CARRIED

Chair

Recorder