

**COLUMBIA BASIN TRUST
BOARD OF DIRECTORS MEETING NO. 211
March 30, 2020
MINUTES**

Meeting No. 211 was held via conference call.

Directors in Attendance:

J. Carver, Chair	C. Andrews
L. Binks	C. Evans
M. McConnachie	D. McCormick
R. Oszust	D. Raven
V. Thomas	O. Torgerson
K. Turcasso	B. van Yzerloo

Staff and Guests in Attendance:

J. Strilaeff	A. Ambrosone
V. Jmaeff	J. Medlar, Corporate Secretary

The meeting was called to order at 10:30 am (PT).

ADOPTION OF AGENDA

Attachments:

- Minutes: Board Meeting 209
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- Arrow Lakes Generating Station Presentation
- Report from the Chair
- Report from the CEO
- CBBC Update
- CBDC Update
- Delivery of Benefits Update
- Special Initiatives Department Update
- Social Advisory Committee Appointments
- 2020/21 Budget Update
- COVID-19 Organizational Response
- Our Trust, Our Future 2020 Update
- Financial Signing Authority
- Minutes: Executive Committee Meetings 144
- Power Subsidiary Board Appointments
- Board Directed Sessions
- Biennial Governance Policies Review
- Past Director Employment/Contract Work
- Read File

16/20 Moved, Seconded and Resolved that:

Agenda No. 211 be and hereby is approved and adopted.

ADOPTION OF MINUTES

17/20 Moved, Seconded and Resolved that:

Minutes of the Board of Directors' meeting held January 24/25, 2020 be and are hereby approved and adopted. The Corporate Secretary is hereby authorized to apply the electronic signature of the Chair to the approved minutes.

18/20 Moved, Seconded and Resolved that:

Minutes of Board of Directors' meeting held March 20, 2020 be and are hereby approved and adopted. The Corporate Secretary is hereby authorized to apply the electronic signature of the Chair to the approved minutes.

BOARD SESSION

Arrow Lakes Generating Station Presentation

The Board was provided a presentation by V. Jmaeff on the Arrow Lakes Generating Station (ALH) hydroelectric plant that included:

- brief overview of hydropower fundamentals
- brief history of Columbia River Treaty in relation to Arrow Lakes operations
- history of ALH hydropower plant development
- high-level overview of ALH coordination and entitlement agreements, current electricity purchase agreements, and commercial considerations.

There were no resolutions arising.

REPORTS FROM THE CHAIR AND CEO

Report from the Chair

The Board was provided a written report for information.

There were no resolutions arising.

Report from the President and CEO

The Board was provided a written and verbal report on general corporate matters not specifically addressed on the Board agenda.

There were no resolutions arising.

REPORTS FROM SUBSIDIARIES

Columbia Basin Broadband Corporation Update

The Board was provided a memorandum for information on broadband activities since the last Board meeting that included an update on the Connecting British Columbia Program project progress to date, grant opportunities and operations.

There were no resolutions arising.

Columbia Basin Development Corporation Update

The Board was provided a memorandum for information on economic development activities since the last Board meeting that included updates on economic projects, programs and Impact Investment Fund activity. Due to a previously disclosed perceived

conflict of interest, Director Oszust left the meeting for all discussion pertaining to the Nakusp and Area Community Forest.

There were no resolutions arising.

DELIVERY OF BENEFITS MATTERS

Delivery of Benefits Update

The Board was provided a memorandum for information on activities within Delivery of Benefits (DOB) programs and initiatives since the last Board meeting. Of note, recent additional DOB activities related specifically to the Trust's COVID-19 response were addressed separately on the Board agenda.

There were no resolutions arising.

Special Initiatives Department Update

The Board was provided a memorandum for information on activities since the last Board meeting within the strategic priorities of agriculture and Indigenous relationships.

There were no resolutions arising.

Social Advisory Committee Appointments

The Board was provided a memorandum which sought approval for new appointments to the Social Advisory Committee.

19/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves that Linda Chell and Joni Laberge be appointed to the Social Advisory Committee for three-year terms to expire April 30, 2023.

CORPORATE MATTERS

2020/21 Budget Update

The Board was provided a memorandum with updates to the 2020/21 Corporate Budget in response to the COVID-19 outbreak for informational purposes.

There were no resolutions arising.

COVID-19 Organizational Response

The Board was provided a memorandum which summarized the Trust's measures to date to ensure the safety of Staff and residents in response to the COVID-19 pandemic outbreak, and sought approval for proposed budget and programming changes to enable further actions.

Staff reviewed the 2020/21 Delivery of Benefits budget and identified areas where the Trust could provide immediate supports to address COVID-19 impacts that included:

- Available funds for short to medium term support.
- Planned programs where funds could be redirected with minimal disruption to partners.
- Existing programs which could be augmented to address both economic challenges and support for residents.
- New approaches which could be implemented.

The proposed budget amendments would provide \$11.7 million for the following:

- Economic development programming that included:
 - a new program to support low interest working capital loans to small businesses to help meet their immediate needs.
 - increased support for the Impact Investment Fund.
 - increased support through existing economic programs, e.g. Basin RevUp, Summer Works, Career Internship Program, Basin Business Advisors and Training Fee Support.
- Community and Social programming to aid vulnerable residents, through support for community organizations and Indigenous communities that provide direct support services, that included:
 - new funding for food banks.
 - help for licensed childcare operators to adjust and make operational changes.
 - funding for community social service agencies to adapt their services to meet public health requirements and continue operations, provide new programs, and support workplace adaptation to enable virtual operations.

Staff advised that the proposed programming changes could be operationalized quickly to provide immediate support to address COVID-19 impacts on Basin residents. Additional opportunities for medium term support were provided for consideration and feedback, and will be brought back to a future Board meeting for further discussion.

20/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves the amendments to the 2020/21 Delivery of Benefits budget in substantially the form provided in the material to this meeting.

Our Trust, Our Future 2020 Update

The Board was provided a memorandum to update on the suspension of the *Our Trust, Our Future 2020* engagement process in response to the current COVID-19 health risk.

There were no resolutions arising.

Financial Signing Authority

The Board was provided a memorandum which sought approval to add staff member, Myla Jillings, Controller, as a financial signing authority for the Trust and all wholly owned subsidiaries.

21/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves Myla Jillings be added as a financial signing authority for Columbia Basin Trust and all wholly owned subsidiaries.

REPORTS FROM COMMITTEES

Report from the Executive Committee

Minutes from the Executive Committee meeting held on January 24, 2020 were provided for information.

Power Subsidiary Board Appointments

The Board was provided a memorandum which sought approval of an appointee to the four jointly owned power subsidiary Board of Directors for Arrow Lakes Power Corporation, Brilliant Expansion Power Corporation, Brilliant Power Corporation and Waneta Expansion Power Corporation (PS Boards).

The Board discussed the skills and attributes of the current membership of the PS Boards and considerations for desired diversity and balance. As recommended by the Executive Committee, Director Turcasso was put forward for appointment to replace Rick Jensen when his term expires June 30, 2020.

22/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves the appointment of Krista Turcasso to the Board of Directors of Arrow Lakes Power Corporation, Brilliant Expansion Power Corporation, Brilliant Power Corporation and Waneta Expansion Power Corporation effective July 1, 2020.

Board Directed Session Topics

At the January 2020 Board Meeting, Directors expressed interest in submitting suggestions for future board directed sessions. Board members provided their suggestions and requested staff continue to provide input to address emergent issues.

There were no resolutions arising.

Biennial Governance Policies Review

The Board was provided a memorandum which sought approval of various minor amendments, as endorsed by the Executive Committee, as part of the biennial practice to review the Trust Governance Policies and Guidelines.

23/20 Moved, Seconded and Resolved that:

The Board of Directors hereby approves the Trust Governance Policies and Guidelines in substantially the form provided in the material to this meeting.

Past Board of Director Employment/Contract Work

The Board was provided a memorandum to update on research findings with respect to practices around employment and contracting with former Directors. Staff findings indicated no policies in place at comparable organizations, and any decision on employment/contracting would be at the discretion of senior management or the Board of Directors

There were no resolutions arising.

CORRESPONDENCE

The Read File was distributed to the Board of Directors.

There were no resolutions arising.

IN CAMERA

The Board went in-camera.

There were no resolutions arising.

The meeting concluded at 4:00 pm.

Certified Correct:

J. Carver, Chair

J. Medlar, Recording Secretary