

PROVINCIAL CAPITAL COMMISSION
BOARD OF DIRECTORS MEETING
MINUTES
TUESDAY, 18th JANUARY 2005

There being due notice given and a quorum present, the January 2005 monthly meeting of the Provincial Capital Commission Board of Directors was called to order at 9:00 a.m. on Tuesday, the 18th of January 2005 at 613 Pandora Avenue, Victoria, British Columbia

DIRECTORS PRESENT

Bill Wellburn, **Chair**
Beth Campbell, **Vice Chair**
Barbara Brink at 10:00
Jane Durante
Rob Fleming at 9:10
Robert Gillespie
Rob Hunter
Russell Irvine
Pamela Madoff, excused at 10:10
Bill Oppen
Darwin Robinson
Matt Vickers
Leif Wergeland

RESOURCES

Ray Parks, CEO
Rick Crosby, CFO
Deborah Eddy, Manager, Finance and Admin
Kathryn MacLean, Policy and Program Analyst
Heather Newbury, Executive Assistant and
Secretary to PCC

REGRETS

Chris Fairbank

CALL TO ORDER

The meeting was called to order at 9:00 a.m. by the Chair. The Chair introduced and welcomed the newest Director to the Board, Robert Gillespie, Saanich Councillor.

PUBLIC INPUT

The Chair advised the public in attendance of the protocol for presentations to the Board. Scheduled presenters (2) - Susan Creviston: commented on the PCC's website, concerns around plans for the Belleville Terminal, and the closure of the Crystal Garden. Richard Mills: spoke on financial issues of the PCC.

APPROVAL OF AGENDA

The Agenda was approved without change or additions.

VERIFICATION OF MINUTES OF PREVIOUS MEETING

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| <p>It was moved and seconded that the Minutes of the PCC regular meeting held the 30th November 2004 be adopted.</p> |
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CARRIED

REVIEW OF BOARD OUTPUTS AND PREVIOUS DECISIONS

The Board Outputs and Decisions Summary were reviewed. No issues were raised.

CHIEF EXECUTIVE REPORT

The CEO provided an update on PCC Operations since November 30 2004, and included updates on the Crystal Garden, Belleville Terminal Project, Freedom of Information Requests Status Report, and other operational issues. Based on the approved offer to lease, negotiations to finalize the legal terms under the Crystal Garden lease agreement are progressing, with the goal of finalizing the lease agreement this month. The placement of animals and plants from the Crystal Garden has been completed. Activity on the Belleville Marine Terminal Project is proceeding in accordance with the Steering Committee's work plan. The current focus is on completion of the business case and the transportation study by the end of January. A review of the Freedom of Information Status Report followed.

Director Madoff asked the CEO about the status of the proposed lights for the trees in front of St. Ann's. The CEO reported that BCBC has no budget for the lights, but that he is involved in a dialogue with BC Hydro and the Power Smart program regarding various lighting initiatives.

CHIEF FINANCIAL OFFICER REPORT

The CFO provided an update on the third quarter and year to date financial results and a full year forecast for PCC operations. Year to date results are ahead of plan. The transition costs for the Crystal Garden will be offset by the avoidance of Conservation Centre losses for the fall/winter period. The year over year change is a result of increased operating and program expenditures approved to meet the goals of the service plan. The capital expenditures forecast of \$565,000 includes an estimate of \$500,000 for building remediation of the Crystal Garden, with the balance of work to completed next fiscal year.

COMMITTEE REPORTS:

GOVERNANCE COMMITTEE

The Committee met January 17, and minutes will be reported at the next board meeting. The Committee Chair outlined the history of the Board Governance Manual and how it came into existence, and noted that the first version of the Manual was approved and adopted in May 2003. The Committee Chair requested that the Board approve tabs 1 to 9 of the expanded Manual. It was noted that the supporting Appendices to the Manual contained in tabs 10 to 22 will continue to be updated as the currency of the information contained in them changes from time to time.

There was a lengthy discussion regarding the communications policy contained in the Manual and how it may continue to affect individual Directors speaking outside Board meetings on matters concerning the PCC. It was stated that Directors who are also elected officials are sometimes sought out by the media for their views on the PCC and that they have an obligation to speak out. The Chair stated that the communications policy was carried forward from the first version of the Manual and is consistent with the common practice of an organization speaking with one voice once, an issue has been debated and determined by a majority of Directors. The Chair further stated that the policy does not restrict any Director from talking about the PCC outside Board meetings provided they are not speaking for the PCC. A concern was expressed that the policy's intention is to discourage Directors from speaking out. The Chair suggested that the Board consider approving the Manual as being recommended by the Governance Committee and that to

provide clarity around the ability of any Director to speak about the PCC, a protocol be developed that sets out a Director's right to speak about Board decisions.

It was moved and seconded that the Governance Manual be approved by the Board.

CARRIED

Rob Fleming, Robert Gillespie, Pam Madoff and Matt Vickers opposed the motion.

Director Madoff restated her concerns on the communications policy and excused herself from the meeting.

The Chair affirmed that a protocol be developed by the Governance Committee that provides clarification around the ability of any Director to speak about the PCC. The Committee Chair was asked to bring this forward for the consideration of the Board at its next meeting.

PROGRAM RESOURCE AND COMMUNICATIONS COMMITTEE

The Committee Chair reported on the Committee's earlier meeting on January 18, 2005. A questionnaire was circulated to all Directors seeking their personal views on the Capital to assist the Committee in its deliberations, with the request that it be filled out and returned before end of day.

FINANCE AND AUDIT COMMITTEE

The Committee met January 11, and minutes will be reported at the next board meeting.

EXECUTIVE COMMITTEE

The Committee met January 11, and minutes will be reported at the next board meeting.

OTHER BUSINESS

The Board Chair advised that the next meeting of the Board will be held on March 15, 2005 and requested that the Committees schedule their meetings so that their minutes could be included in the March Board agenda packages.

With no further business, the meeting was declared concluded at 10:30 a.m.

Board Chair

Secretary