

## CENTRAL – SOUTH ISLAND REGIONAL ADVISORY COMMITTEE

*An independent advisory body to the North Island-Coast Initiative Development Trust dba Island Coastal Trust*

### TERMS OF REFERENCE

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#### A. ESTABLISHMENT UNDER THE ACT

The Central South Island Regional Advisory Committee (the “Committee”, “RAC”, or “CSIRAC”) was established in British Columbia on November 24, 2005 under the North Island-Coast Development Initiative Trust Act ([link to Act](#)). Additionally, the “Central South Island” region is defined in the North Island-Coast Development Initiative Trust Regions Regulation, last amended on February 26, 2021 ([link to Regions Regulation](#)).

There are two separate, independent Regional Advisory Committees established in the Act. Each Committee provides vital functions in the governance of the Trust. The local and regional knowledge, diverse experience and perspectives, and strategic dialogue among each Committee provides the Trust Board with valuable information to inform decision-making with respect to local needs, regional priorities, strategic investment opportunities, and constantly evolving economic environments across the coast.

The Committee enables each community and region’s elected representative to have an equal voice in regional decision-making, the formation of strategies, and the development of governance policies.

#### B. PURPOSE

The purpose of the Committee is to:

- a. Provide local and regional perspectives to inform decision-making by the directors and officers of the North Island-Coast Development Initiative Trust (the “Island Coastal Economic Trust”, or the “Trust”);
- b. Receive the annual reports, including audited financial statements, and strategic plans prepared by the Trust on an annual basis; and
- c. Appoint members of the Committee to serve as directors on the Board of the Trust.

#### C. COMMITTEE MEMBERSHIP

- 1) The Committee is comprised of elected officials representing the local governments and provincial electoral districts located within the North Island-Sunshine Coast region as defined in the [Regions Regulation](#), including:

- |                                                                                                              |                                                                 |
|--------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| ▪ Capital Regional District (electoral areas Juan de Fuca, Saltspring Island, and the Southern Gulf Islands) | ▪ MLA, Ladysmith-Oceanside                                      |
| ▪ Cowichan Valley Regional District                                                                          | ▪ MLA, Nanaimo-Gabriola Island                                  |
| ▪ City of Duncan                                                                                             | ▪ MLA, Nanaimo-Lantzville                                       |
| ▪ Town of Ladysmith                                                                                          | ▪ MLA, Saanich North and the Islands                            |
| ▪ Town of Lake Cowichan                                                                                      | ▪ City of Nanaimo                                               |
| ▪ District of Lantzville                                                                                     | ▪ Regional District of Nanaimo (electoral areas A, B, C, and E) |
|                                                                                                              | ▪ Municipality of North Cowichan                                |

- MLA, Cowichan Valley
  - City of Parksville
  - MLA, Juan de Fuca-Malahat
  - qathet Regional District (electoral area E)
- 2) By default, the mayors of each municipality and the chairs of each regional district, will represent the local governments named in the preceding C. (1), except in the following:
- a. The Capital Regional District appoints a representative from among the directors representing the three electoral areas (Juan de Fuca, Saltspring Island, and the Southern Gulf Islands) through a duly constituted resolution formed by a quorum of its board of directors;
  - b. The Regional District of Nanaimo appoints a representative from among the directors representing electoral areas A, B, C, and E through a duly constituted resolution formed by a quorum of its board of directors;
  - c. The qathet Regional District is represented by the director representing electoral area E; and,
  - d. Any of the municipalities or regional districts may appoint an elected official, other than its mayor or chair, to serve as its representative, through a duly constituted resolution formed by a quorum of its council or board of directors. The mayor or chair holds authority to initiate any such appointment and shall provide written confirmation to the Committee Chair within a reasonable timeframe prior to the next scheduled Committee meeting.
- 3) The term of membership on the Committee expires on the earlier of:
- a. Another elected official is appointed to the Committee by a local government named in C. (1), and
  - b. The date on which the Committee member ceases to hold the elected position named in C. (2).
- 4) The following individuals are invited to attend as ex-officio non-voting Committee members:
- a. An alternate elected official of the local government where that local government's representative is absent; and
  - b. Directors of the Trust's Board who are appointed by the Lieutenant Governor in Council.
- 5) The Trust maintains a public listing of the elected officials who are the current members of the Committee here: <https://islandcoastaltrust.ca/about-us/governance/advisory-committees/>

#### **D. MEETINGS**

- 1) The Committee shall meet at least two times annually, with additional meetings at the discretion of the Chair.
- 2) The Committee Chair will call a meeting of the Committee if so requested by six or more Committee members.
- 3) The Committee shall meet at the discretion of the Committee Chair.
- 4) Meetings are not open to the public unless otherwise authorized by the Committee.

- 5) A quorum for all Committee meetings shall be a majority of voting Committee members. In the event there is no quorum present within fifteen (15) minutes after the time appointed for the meeting or if quorum is lost during a meeting, no decision will be made although the remaining Committee members may continue with the agenda and make recommendation for issues to be decided later via electronic vote.
- 6) The Committee Chair will preside at all meetings. The Committee Vice Chair will preside at any meeting where the Chair is not present. If the Chair or Vice Chair does not attend within fifteen (15) minutes after the time appointed for the meeting, and there is a quorum present, the attending members shall choose a member to preside during the meeting as acting Chair or until the arrival of the Chair or Vice Chair.
- 7) Notice period for a Committee meeting is a minimum of 5 business days. Preparatory documents will be available a minimum of 3 business days prior to the Committee meeting.
- 8) Committee meetings will be held either in-person, by phone, or by video conference as determined by the Committee Chair. All in-person meetings will allow Committee members to attend via video conference connection (i.e. all in-person meetings will be “hybrid”).
- 9) All resolutions brought forward at Committee meetings shall require a mover and a seconder. The Committee Chair shall state the question and confirm that the motion has been duly moved and seconded, without reference to the mover or seconder by name.
- 10) Decisions of the Committee will be made by majority vote.
  - a. Each member, including the Chair, who is present during a vote shall have one vote.
  - b. Any voting member who is present and abstains from voting shall be deemed to have voted in the affirmative.
  - c. If only six Committee members are present (meaning that quorum is met) and any are conflicted, the remaining Committee members may vote and unanimity is required.
- 11) A resolution that is approved in writing or by electronic means by a majority of Committee members is as valid as if it were passed at a meeting properly called and constituted. Resolutions passed in writing, via email, or by electronic poll must be recorded in the minutes at the next duly convened meeting of the Committee.
- 12) The minutes of proceedings of all Committee meetings shall be recorded and filed by the Trust. Minutes will be circulated for review and adopted at the next regular meeting and signed by the Chair or other member presiding at the meeting which they are adopted. The minutes shall be open for inspection by any Committee member at all reasonable times.

## **E. DUTIES AND RESPONSIBILITIES**

Committee members will perform the following duties to fulfill the Committee's advisory role to the Trust Board:

- 1) Form recommendations, through resolutions, to inform the board's project funding decisions:
  - a. Review meeting materials provided in advance by the Trust and engage in dialogue at Committee meetings with respect to project due diligence prepared by the Trust's management staff.
- 2) Provide strategic, local, and regional insights and knowledge to inform the Trust board of director's ongoing strategic governance of the Trust in accordance with the Act.
- 3) Receive the annual reports, including audited financial statements, and strategic plans prepared by the Trust on an annual basis.
- 4) Committee members will elect a Chair and Vice Chair to hold office for a two (2) year term.
  - a. Candidates for either Chair and Vice Chair must be duly nominated and seconded by a member of the Committee.
  - b. An election will be held, in the year that terms expire, by secret ballot conducted by the Trust's staff:
    - i. At the first Committee meeting of the year, or
    - ii. In a year where there are general local elections in British Columbia, at the first Committee meeting following the general local elections in British Columbia.
  - c. For this purpose, each member shall have one vote.
  - d. If the Chair resigns or ceases to hold office mid-term, the Vice Chair will assume the office until the end of the term.
  - e. The Chair will be responsible for:
    - i. Approving the agenda for Committee meetings, in consultation with the Trust CEO prior to each meeting outlining the business to be transacted. The Chair may add additional items during the meeting if considered to be in the best interest of the Committee.
    - ii. Coordinating meeting dates, places, and times with Trust staff.
    - iii. Ensuring minutes are duly recorded, reviewed, approved, and distributed.
    - iv. Chairing Committee meetings.
    - v. Serving as an ex-officio (non-voting) member of the Trust's board of directors.
    - vi. Ensuring each Committee member meets the member eligibility requirements and abides by the Terms of Reference.
  - f. During the absence, illness, or other disability of the Chair, the Vice Chair will have all the powers, and be subject to the same rules, as the Chair.

#### **F. ELECTION OF COMMITTEE MEMBERS TO THE TRUST BOARD OF DIRECTORS**

- 1) Four (4) of the Committee members shall be appointed by election as directors to the Trust board of directors.
- 2) The term of office of a director of the Trust board shall be up to two years. If the director is appointed to replace a retiring director previously appointed by the Committee (e.g. a director who ceases to be an elected official during their term), the term of office of the newly appointed director is the remainder of the term of the director they replace.
- 3) The Committee has the authority under the Act governing the Trust to remove and replace any individual the Committee has appointed as a director on the Trust board.
- 4) Those directors appointed to the Trust board shall attend a minimum of two (2) regular meetings of the Trust board in each calendar year. Any director who does not fulfill this obligation may be removed from the Trust board by the Committee.
  - a. If a director is removed and replaced under Section 6., 5. (a) and (b) of the Act:
    - i. The Committee must promptly notify the directors of the Trust board of the replacement appointment; and
    - ii. The term of office of the replacement director is the remainder of the term of the director they replace.

#### **G. STANDARDS OF ETHICAL CONDUCT AND CONFIDENTIALITY**

- 1) The effective governance of the Trust, including the important role of each Regional Advisory Committee, is contingent on Committee and board members fulfilling their roles and responsibilities with the highest standards of conduct, including but not limited to the duties stated below. Violation of any of the duties listed may be grounds for removal of a Committee member. The list of duties is illustrative only and is not exhaustive.
  - a. Duty of care — Committee members are expected to act at all times in a prudent and diligent manner by:
    - i. Informing themselves of the duties, ethics and legal obligations of Committee members in general and conducting themselves according to such duties, ethics and legal obligations;
    - ii. Informing themselves specifically as to the Trust's governing Act, policies, business and affairs and conducting themselves and exercising their judgement in light of such policies, business and affairs;
    - iii. Regularly attending meetings and adequately preparing for and executing the duties expected of them; and
    - iv. Using their knowledge and expertise effective in dealing with the Committee's affairs; and exercising independent judgement.
  - b. Duty of integrity — Committee members are expected to act honestly and in good faith. Committee members will not engage in dishonesty of any kind, falsification of any of the Trust's

information or records or being an accessory to such falsification (including, but not limited to, forgery, providing false information).

- c. Duty of confidentiality — Committee members have a duty to maintain the confidentiality of information received in the course of their duties and to not use such information for any purpose outside that of understanding the work of the Trust.
- d. Duty to reflect social standards of courtesy, respect and dignity – Committee members shall, at all times, act in a manner befitting the Committee and confidence placed in them by their appointing governments that will bear up under the closest public scrutiny. Specifically, Committee members shall treat everyone with professional courtesy and respect at all times and shall not subject anyone to any form of discrimination, workplace harassment or sexual harassment, including by not limited to:
  - i. any unwelcome and inappropriate verbal, written, graphic or physical conduct or coercive behaviour, where the behavior is known or reasonably ought to be known to be unwelcome;
  - ii. any unwelcome sexual advances, requests for sexual favours or other verbal or physical conduct which might be construed as of a sexual nature.
- e. Committee members shall act in accordance with the principle that the Committee speaks with one voice. The Chair or someone designated by the Chair represents the Committee in public, following the direction provided by the Committee to the Chair, and Committee members must refer to the Chair for public comments about the Committee and its decisions in accordance with the Trust's governing Act. This includes:
  - i. Using discernment in conversations with others about the Trust;
  - ii. Refraining from gossip about the Trust;
  - iii. Directing complaints to the Committee Chair;

## 2) Compliance with the Law

- a. In fulfilling their role as Committee members, each Committee member must at all times comply with both the letter and the spirit of all applicable laws.
- b. In their role as Committee members, no Committee member will commit or condone an illegal act or instruct another Committee member, employee, or supplier to do so.
- c. Committee members are expected to be sufficiently familiar with any legislation that applies to their responsibilities as Committee members to recognize potential concerns and to know when to seek advice. If in doubt, Committee members are expected to ask for clarification.
- d. Committee members shall not only comply with the law but shall also avoid any situation which would be perceived as improper or indicate a casual attitude towards compliance with applicable laws.

## 3) Conflicts of Interest

- a. In general, a conflict of interest exists for Committee members who use their position as a

Committee member to benefit themselves, their families, their close friends or their business associates.

- b. The Trust is a unique organization dealing with a unique set of decision-making circumstances. It does not typically face the kind of conflict contemplated by the Societies Act of British Columbia that other organizations face, i.e. that of Committee or Board members in conflict because they may personally profit from a transaction. Rather, the Committee and Trust Board members may be in conflict because they are representatives of local governments, First Nations, or partner organizations applying for funding from the Trust. Those individuals provide valuable context and clarity to consideration of the contents of applications before the board. They are in a position to respond to questions about the broader context of the proposed project in a community. This contributes to better informed and more robust decision-making and promotes a strong culture of trust among Committee members and within the organization. This also helps to ensure a quorum is present at all times so as to proceed with timely decision-making.
- c. Notwithstanding section G. 3) b. above, no Committee member shall:
  - i. use their position with the Trust to pursue the interests of a business associate, corporation, union or partnership; or the interests of a person to whom the Committee member owes an obligation;
  - ii. directly or indirectly benefit from a transaction entered into by the Trust unless the disclosure requirements of this Policy have been followed;
  - iii. not take personal advantage of an opportunity available to the Trust unless the organization has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to the general public.
  - iv. use their position with the Trust to solicit clients for the Committee member's business, or a business operated by a related person, close friend, business associate, or a corporation, union or partnership of which the Committee member is a member, or a person to whom the Committee member owes an obligation.
- d. Every Committee member shall avoid any situation in which there is, or may appear to be, a potential for a conflict which could appear to interfere with the Committee member's judgment in making decisions in the Committee's best interest.
- e. There are many situations that could give rise to a conflict of interest. The following are examples of the types of conduct and situations that can be a conflict of interest:
  - i. influencing the organization to lease equipment from a business owned by the Committee member's partner;
  - ii. influencing the organization to allocate funds to an institution where the Committee member or a family member works or is involved;
  - iii. participating in a decision by the organization to hire or promote a family member of the Committee member who resides with the Committee member;
  - iv. influencing the organization to make all its travel arrangements through a travel agency owned by a relative or family member of the Committee member who resides with the

Committee member;

- v. influencing or participating in a decision of the organization that will directly or indirectly result in the Committee member's own financial gain.
- f. A Committee Member shall provide full disclosure of circumstances that could conceivably be construed as a conflict of interest.

#### 4) Conflict of Interest Disclosure

- a. Full disclosure of a conflict is legally required and enables Committee members to resolve situations of conflicting interests before any difficulty can arise.
- b. A Committee member shall, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict, in writing to the Committee Chair and each and every other Committee member. This requirement exists even if the Committee member does not become aware of the conflict until after a transaction is complete.
- c. If a Committee member is in doubt whether a situation involves a conflict, the Committee member shall immediately seek the advice of the Committee Chair. If appropriate, the Committee Chair may seek advice from an outside source or legal counsel. If the Committee Chair determines that a conflict exists, then the Committee Chair shall report the matter to the Committee and Trust Board.
- d. If a Committee member is concerned that another Committee member (the "Potential Conflict Committee Member") is in a conflict of interest, the Committee member (the "Inquiring Committee Member") should bring their concern to the attention of the Potential Conflict Committee Member. If the Potential Conflict Committee Member is not of the view that a conflict exists, the Inquiring Committee Member may then bring their concern to the attention of the Committee Chair. The Committee Chair will consult with the Potential Conflict Committee Member and if the Committee Chair concurs with the Potential Conflict Committee Member, that is the end of the matter. If the Board Chair does not concur with the Potential Conflict Committee Member, they will then request the Potential Conflict Committee Member to follow the disclosure requirements outlined in this section. If the Potential Conflict Committee Member chooses not to comply with the request of the Committee Chair, they do so with full knowledge of section G. 7. "Breach" of this policy.
- e. A Committee Member must disclose the nature and extent of any conflict before or at the first meeting of the Committee after which the situation creating the conflict has come to the Committee member's attention. After disclosing the conflict, the Committee member:
  - i. may take part in the discussion of the matter, but may not vote on any questions in respect of the matter (although the Committee Member may be counted in the quorum present at the Committee meeting);
  - ii. should leave the room for the remainder of the discussion and voting either at their own discretion or if requested by one or more Committee Members; and
  - iii. must not attempt, in any way or at any time, to influence the voting of the Committee on any question relating to the matter giving rise to the conflict.

#### 5) Confidential Information

- a. Committee members will be in receipt, through Committee meeting materials, of confidential materials. This confidential information includes proprietary technical, business, financial, legal, or any other information which the Trust treats as confidential.
- b. Committee members must not, either during or following the termination of an appointment, disclose such information to any outside person unless authorized by the Trust's Board of Directors.
- c. Similarly, Committee members should never disclose or use confidential information gained by virtue of their association with the Trust for personal gain, or to benefit a related person, a close friend, a business associate, a corporation, union or partnership of which the Committee member is a member or a person to whom the Committee member owes an obligation.
- d. If in doubt about what is considered confidential, a Committee member should seek guidance from the Committee Chair.

#### 6) Responsibility

- a. The Committee and the Trust aim to be, and wish to be perceived as, an ethical organization and expect Committee members to act in all ways to support this aim. Each Committee member must adhere to this Terms of Reference policy.
- b. Any Committee member who knows or suspects a breach of this policy by any Committee member shall report it to the Committee Chair.
- c. The Committee shall annually review the Terms of Reference.

#### 7) Breach

- a. A breach of this policy by a Committee member may result in a recommendation to the Committee Chair that such Committee member be removed or such other disciplinary sanction as the Committee may determine to be appropriate.
- b. A breach of this policy by the Committee Chair may result in a recommendation from the Committee (chaired by the Vice Chair, with the Committee Chair recused) that such Committee member be removed or such other disciplinary sanction as the Committee may determine to be appropriate. In the event where the Committee Chair breached this policy, the Vice Chair will perform the responsibilities of the Committee Chair outlined in this policy.
- c. If a Committee member breaches this policy, the Committee Chair (or Vice Chair as stated in G. 7. c) will communicate this to the respective appointing government. This communication may include a request for the government to appoint a replacement member. Alternately, a Committee member is removed as, and ceases to be, a Committee member on the passing of a Committee resolution to that effect by at least two-thirds (2/3) of the remaining Committee members.
- d. A Committee member may appeal a disciplinary sanction to the Committee, in writing, within seven (7) days of the Committee's decision, otherwise the Committee's decision shall be final.
- e. A Committee member who appeals a disciplinary sanction to the Committee:

- i. may take part in the discussion of the matter, but may not vote on any questions in respect of the appeal (although the Committee member may be counted in the quorum present at the Committee meeting);
- ii. should leave the room for the remainder of the discussion and vote either at their own discretion or if requested by one or more Committee members.

#### **H. ACCOUNTABILITY**

The Committee, through its Chair (who serves as an ex-officio member) and its four (4) voting members appointed by the Committee to the Trust board of directors, shall report its discussion to the board by oral or written report at each Board meeting.

The Committee will maintain minutes of its meetings which are available upon request by any Committee member.

*Approved by the Central South Island Regional Advisory Committee on June 5, 2026.*

