

**Gwaii Trust Society**

Board of Directors Meeting MINUTES  
Saturday February 22, 2014  
Skidegate Gwaii Trust Office, Skidegate BC  
10:00AM – 4:00PM

**In Attendance:**

	<b>Representing:</b>	<b>Area Director</b>	<b>Area Alternate</b>
	Graham Island Central	Berry Wijdeven	
	CHN Skidegate	Percy Crosby	
	Graham Island South	Shelley Sansome	
	Area 'E'		
	Graham Island North	Fran Redick	
	Skidegate Band Council	James Cowpar	
	CHN Massett	Cynthia Samuels	
	Old Massett Village Council		Harold Yeltatzie
<b>Chair:</b>	Gwaii Trust Society	Brad Setso	
<b>Staff:</b>	Managing Administrator	Errol Winter	
	Senior Executive Assistant	Debbie Crosby	
	Old Massett Receptionist	Adrienne Bertrand	
<b>Guests:</b>	Graham Island Central		Ian Gould
	Graham Island South		Jacques Morin
	Graham Island North		Brett Johnston
<b>Excusals:</b>	Area 'E'	Kristi Schmitz	Warren Foster
	Old Massett Village Council	John T Jones	

**Note:**

*The following is an accurate reporting of the meetings as they occurred, however these minutes are not to be construed as a verbatim report of all conversations that transpired, but rather a reflection of the outcome of those discussions; where necessary members have been quoted as closely as possible.*

**1.0 Call to Order**

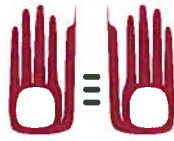
The Gwaii Trust Chairman called the meeting to order at 10:30 AM.

**2.0 Excusals**

As noted above.

**3.0 Message from the Chair**

The Gwaii Trust Chair welcomed everyone back to the first meeting of 2014. The Chair also noted it was an ambitious agenda, and hoped for a positive, efficient meeting.



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**4.0 Adoption of the Agenda**

The Gwaii Trust Board of Directors reviewed the agenda. After discussion the Board of Directors approved the agenda, with no amendments.

Moved by: Shelley Sansome

Seconded by: Percy Crosby

CARRIED

**5.0 Adoption of Minutes**

Board Minutes

- a) The Gwaii Trust Board of Directors reviewed the Board Meeting minutes from November 23, 2013. After discussion the Gwaii Trust Board of Directors made a motion to approve the minutes as submitted, with the following amendments:

6.0 Gwaii Trust Business

c) GTS Sponsorships & Support Letters

Remove “No sponsorship of events would be made as previously discussed”

All future minutes, (Action Items) will have a line/note by each item tracking what has been done, and what action(s) are pending

Add Board Self Evaluation Survey as an Action Item

Moved by: Cynthia Samuels

Seconded by: Percy Crosby

CARRIED

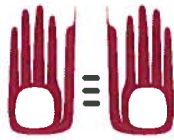
**6.0 Gwaii Trust Business**

**Major Allocation Contribution & Community Innovation Program**

- A) Major Contribution Program  
**“IN CAMERA” All program Allocation discussion is held in camera: {GTS Policy: *In-camera sessions will be called to deal with issued of personnel, legal, financial matters and program allocation decisions. After the Board has taken a decision, the results will be published.*}**

Moved by: Shelley Sansome

Seconded by: Percy Crosby



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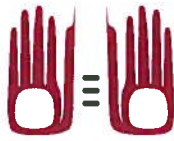
10:00AM – 4:00PM

The Gwaii Trust Board of Directors reviewed twelve applications under the Major Contribution Program allocation. After discussion the Gwaii Trust Board of Directors made a motion to approve ten applications under the Major Contribution Program.

1. Haida Health Hub, Community Wellness Plan Conditions: (Partially funded) - Community Engagement Portion Only	\$40,000.00
2. Village of Port Clements, Barge Facility	\$100,000.00
3. Council of the Haida Nation, Old Massett Office Conditions: (Partially funded) - Geo Tech Study Only	\$30,000.00
4. Village of Masset, Airport Parking Lot Conditions: (Partially funded) – Applicant may decide which items to fund within the project.	\$100,000.00
5. OMVC Health Centre, T'aalan St'ang Repairs Conditions: (Partially funded) - Roofs only	\$54,500.00
6. Laskeek Bay Society, Project Limestone Camp	\$3,570.00
7. Tlell Fall Fair Committee, Fairgrounds Upgrade Conditions: (Partially funded) – Applicant may decide which items to fund within the project.	\$14,500.00
8. Sandspit Vol. Fire Dept., Capital Maintenance Project	\$21,303.00
9. Village of Queen Charlotte, Bypass Trail Conditions: (Partially funded) – Applicant may decide which items to fund within the project.	\$30,000.00
10. QCC Vol. Fire Dept., Four sets Bunker Gear	<u>\$6,100.00</u>
<b>Total Amount Approved</b>	<b>\$399,973.00</b>

Moved by: Shelley Sansome  
Seconded by: Berry Wijdeven  
CARRIED

Decision Record #14-02-22-003



**Gwaii Trust Society**

Board of Directors Meeting MINUTES  
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10:00AM – 4:00PM

The Gwaii Trust Board of Directors reviewed three applications under the Community Innovation Program allocation. After discussion the Gwaii Trust Board of Directors made a motion to approve three applications under the Community Innovation Program.

1. Agnes L. Mathers School, 20 Booster Seats	\$300.00
2. Secretariat of the Haida Nation, Sound System	\$10,000.00
3. Hecate Strait Stream Keepers, Salmon Hatchery Relocation	<u>\$9,955.00</u>
<b>Total Amount Approved</b>	<b>\$20,255.00</b>

Moved by: Percy Crosby  
Seconded by: Fran Redick

Decision Record #14-02-22-002

**Travel Funding – TAP limits**

B) The Gwaii Trust Board of Directors reviewed the Travel Assistance Program budget. After discussion the Gwaii Trust Board of Directors made a motion to increase the Travel Assistance Program budget by \$50,000.00 for fiscal 2014.

Moved by: Percy Crosby  
Seconded by: Cynthia Samuels

Decision Record #14-02-22-001

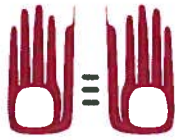
**Director Education Travel, (Policy Development)**

C) The Gwaii Trust Board of Directors discussed the Director Education Travel, and policy development. After discussion the Gwaii Trust Board of Directors appointed Brad Setso, Percy Crosby, James Cowpar, and Fran Redick to a committee to begin development of policy guidelines for all Director related issues for Board approval.

**Committee Reports**

D) i) 5 Year Performance Ad Hoc Committee  
The Gwaii Trust Board of Directors discussed the 5 year performance review. After discussion the Gwaii Trust Board of Directors made a motion to allocate \$50,000.00 to engage an independent consultant to conduct the 5 year performance review. Committee report attached as schedule

Decision Record #14-02-22-004



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ii) Executive Report – Executive Priorities

The Gwaii Trust Board of Directors

See attached report schedule

iii) Economic Development Committee

See attached report schedule

E) Program Guideline Review

i) Haida Language

Cynthia Samuels gave an oral report on behalf of the Haida Language Committee. The main applicants are Xaad Kil, and S.H.I.P., the main two Haida Language groups. The committee would have an RFP allocation call out shortly. Cynthia recommended that a project review committee be set up comprising of internal Directors/Alternates (Haida Language Committee members to start) and include to start and possibly two elders two youth and or two very knowledgeable Haida speaking adults to participate on the Committee. The Board approved this and hoped the new additions to the committee could be selected by the Haida Language allocation deadline of March 28<sup>th</sup> 2014.

Moved by: Percy Crosby

Seconded by: Berry Wijdeven

CARRIED

ii) Community Events Program, Haida Language Program, Community Innovation Program:

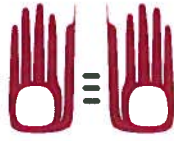
The Gwaii Trust Board of Directors approved of the above suite of program guidelines for publication (program guidelines for all the Trust's 2014 programs may be viewed at <http://www.gwaiitrust.com/programs/> and clicking on the appropriate program.)

F) Continuing Education Program – (CEP) Applicant appeal

The Gwaii Trust Board of Directors discussed the applicant appeal from Ms. Cross. After discussion the Board of Directors made the decision to support the decision made by staff.

G) Investment Training Session – Vancouver May 20-22, 2014

This training session was stated to be a more on the basic investment procedure and is a more regional event than past events. Board members interested are encouraged to contact Errol Winter, Managing Administrator at their earliest convenience. Other Gwaii Trust members, who have gone, also mentioned the training was very helpful, and highly recommended.



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- H) Website Feedback/suggestions  
The Gwaii Trust Board of Directors discussed the new website. It was encouraged if any Board Members, or the public had questions or concerns to call our Senior Executive Assistant at the Skidegate office.
- I) Project Report  
The Gwaii Trust Board of Directors discussed the project report which shows the projects funded to date. The Board of Directors were also able to see de-committed projects, and projects soon to be de-committed.
- J) Gwaii Forest Charitable Trust  
The Gwaii Trust Board of Directors discussed the Gwaii Forest Charitable Trust. After discussion it was stated that an hoc committee comprising: Errol, Percy, Berry, Ian Jacques, and Cynthia would begin development of a 2014 interim budget, business plan, media strategy, agency agreement, RFP allocation guidelines and callout structure, while the GTS Executive would continue to work with governing agencies to finalize all data received to date.
- K) Actuarial Contract. Succession Planning, Executive Director Performance Review, Board Performance Review:  
Reported in attached schedule

**8.0 Next Meeting Date**

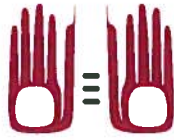
The next Board of Directors meeting is scheduled for Thursday March 27, 2014, from 5:00 PM to 9:00 PM. The meeting will be held via video conference out of both Gwaii Trust offices, dinner will be provided. The 2013

This year's Annual General Meeting (AGM) will be held in Sandspit, April 05<sup>th</sup> 2014 time & location to be determined.

A strategic Planning session was slated for late April 2014 date, time and location to be determined.

**9.0**

During the lunch break the civic caucus met and reported back to the Board that in those instances, prior to the April 05<sup>th</sup> AGM, when the Executive member representing the civic caucus was unavailable, then the member from Graham Island South would stand in their stead.



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**10.0 Adjournment**

The meeting was adjourned at 4:00 PM.

  
\_\_\_\_\_  
Brad Setso  
Chair

  
\_\_\_\_\_  
Errol Winter  
Managing Administrator

  
\_\_\_\_\_  
Date, as to both signatures

**Action Items:**

1. Amend the November 23, 2014 minutes as noted above.
2. Haida Language Committee to be finalized
3. Executive to review Administrator's Performance Review
4. A Director self-evaluation to be created for Board presentation.

## Schedule "A"

### Compendium 04-a

Committee Reports:

5-Year Performance Review:

The Gwaii Trust is mandated to provide an independent review of its progress at least every 5 years. The due date for the next published report is scheduled for 2015. An ad hoc committee has been struck and here are the results to date:

#### **Re: Gwaii Trust bylaw (Part 18 – Performance Review)**

##### **Introduction:**

Every five years the Gwaii Trust is mandated to back cast over its public operations. Section 81 of the Constitution and Bylaws states:

***At least once every five year period, the Society shall retain a recognized independent consulting firm (the Consultants) to conduct a review of the Society's management, operations and financial performance. The Consultants shall prepare a written report containing their findings to the Board of Directors of the Society and deliver copies to the Participating Communities. The report will include an assessment of the extent to which the society fulfilled its purposes during the period of the review. If the Consultants' report contains a finding that the Board of Directors or the management of the Society:***

- 1. Have acted improperly***
- 2. Have not generally conducted the affairs of the Society in accordance with the Constitution and Bylaws; or***
- 3. Are not conducting the affairs of the Society in a manner that will likely achieve the purposes of the Society;***

***Then in any case the Board of Directors shall convene a special meeting of the Board of Directors, the Consultants and representatives of the Participating Communities to discuss the report and to determine a course of action to be taken to resolve the problems disclosed in the report.***

An ad hoc committee (the Committee) has been convened consisting of:

- Errol Winter                      Administrator
- Debbie Crosby                  Senior Executive Assistant/Project Manager
- Brad Setso                        Board Chair
- Jacques Morin                  Alternate, Graham Island South
- Harold Yeltatzie                Alternate, Old Massett Village Council

The purpose of the Committee is to develop a framework for the process and delivery of this five year review.



## Schedule "A"

In the Committees' first meeting the group discussed various options regarding the gathering of information to assist any outside consultants. The following represents a list of resources and contact points, both internally and within the community:

- The Gwaii Trust Society's Audit firm of McAlpine & Co., to review project files and the Trust's financial records to ensure that projects followed program parameters, and fund management was aligned with the Society's Statement of Investment Policies and Procedures (SIPP).
- Political leaders to ensure the Trust was meeting community needs
- Youth leadership to ensure the Trust was meeting the needs of the Youth
- Local island leaders and centers of influence to ensure that community members felt the Trust was relevant, valuable, and operating with integrity.
- Previous applicants (both successful and unsuccessful) to get their take on the granting process
- Business owners
- Surveys and questionnaires
- Administrator's report of the internal changes over the last five years
- Independent consultant to be hired under a Request for Proposal (RFP) process. The consultant would work equally between all of Haida Gwaii's geographic areas, preference would be given to on-island residents, but off island individuals would be considered and in the event that an off island individual or company was selected we would encourage those individuals or that company to consider partnering with a local representative.

The timeline for completion of this project would be June 30<sup>th</sup> 2014; this would enable the organization to utilize the findings from the report to create the Trust's next five year business plan by 2015.

### Conclusion

1. The Administrator is to create a draft RFP for circulation by Feb 15<sup>th</sup> 2014
2. A request is to be put before the Executive Committee to recommend to the Board that:
  - a) A budget be approved for the hiring of a consultant
  - b) That the Ad Hoc Committee be allowed to enlist outside committee members.

The Draft position RFP has been created as well as an on-line addendum that fully outlines our requirements.

***The Committee requests a budget discussion, authority to enlist external committee members, and approval to search for an independent consultant.***

## Schedule "B"

### Compendium 04-b

#### Committee Reports:

##### Executive:

The Gwaii Trust Executive has not had the opportunity to meet as a group in recent months due to a variety of circumstances. The last full report can be viewed as inset in the Administrator's Dec 2013 Quarterly Report to the Board. The next Quarterly is set for March 31<sup>st</sup> 2014.

##### Executive Projects:

- GFCT Deed amendment
- Auditor (McAlpine & Co.) review of GTS projects to test compliance to purposes and policy
- McAlpine & Co. to work with custodian for both GTS & GFCT to satisfy Protector data requirements
- KPMG requirements
- Fund management oversight
- Board governance/structure
- Succession Planning
- Communication

## Schedule "C"

### **Compendium 04-C**

#### Committee Reports:

##### Economic Development:

In 2013 the Gwaii Trust created a pilot program supporting economic development. This pilot is one of the first to utilize the RFP, or Request for Proposal format. The objective is to focus on a single idea and ask the community to offer applications that would support that idea's objective. The Board created an ad hoc committee to develop this year's RFP.

##### Committee members are:

Berry, Ian, Harold, James & Brett.

The group has submitted an interim report as follows:

#### **Interim Report of the Ad-hoc Economic Development Subcommittee**

##### **Report by Berry Wijdeven Chair**

"The mission of the Gwaii Trust is to enhance environmentally sustainable social and economic benefits to Haida Gwaii through the use of the fund."

The Economic Development Subcommittee was established in 2013 with the goal of researching and developing ideas for board approval which could fund key pieces of infra-structure necessary for the long term economic viability of the islands. The Economic Development Program is not meant to benefit individual organizations or communities, but to provide long term economic benefits to Haida Gwaii as a whole.

After approval of the Economic Development Program last fall the committee has yet to meet. An in-person meeting in Port and two scheduled telephone meetings failed to occur. Busy work schedules have also made meetings a challenge.

On the plus side, much work has been done discussing economic development ideas and directions with over 40 islanders, including economic development officers, council members, fishermen, businessmen and islanders of all walks of life. So far the approximate 50 hours spent generating ideas has resulted in a list of suggestions which could be a starting point for discussion for the committee.

## Schedule "C"

Below is a list of ideas generated through these discussions. Not all of these ideas are necessarily viable options or areas Gwaii Trust would be involved in; they merely represent areas of interest worthy of follow up and further investigation.

### **Secondary industry - wood products:**

Much discussed, barely ever executed, we have to find a way to do more with the wood that is harvested on Haida Gwaii, to create more value out of the wood and more employment on the islands. Lower grades old growth, "waste" yellow cedar, and secondary hemlock all provide solid opportunities to create local employment.

### **Community Fishery License Bank:**

A concept already used in Alaska and on Vancouver Island, the Trust could buy fishing licenses held by off-islanders, bring them back to Haida Gwaii and lease them to local fishermen. One of the conditions of the lease would be that the fish would be off-loaded on Haida Gwaii. This would not only benefit the fishermen but also provide increased local processing opportunities.

### **Fishery Infrastructure:**

Right now many fishermen are choosing to off-load their fish in Rupert rather than on Haida Gwaii. Lower fuel costs and closeness to markets are some of the reasons. Others, however, have mentioned that better local facilities to store fish would be beneficial.

### **Haida Gwaii Brand:**

Much discussed over the years at economic development sessions, creating a Haida Gwaii brand, which qualified products (value added fish, wood etc.) could stick on their product. The higher prices Haida Gwaii Branded products would gather could offset some of the higher shipping/production costs.

### **Research Station:**

Discussed many times during the development of the Land Use Plan and the Marine Use Plan, a research station would bring researchers to the islands and provide employment opportunities at a dedicated facility. It would also help Haida Gwaii doing research which we cannot afford to do.

### **Furniture Design Competition:**

Over the years, the idea of Haida Gwaii furniture (kitchen cabinets, doors, beds) has floated about. Locally made and sourced furniture could create substantial employment if the products were well made and distinctively Haida Gwaii. One idea is to create a design competition with prizes for the best designs which would then be made available to local producers. It could have local competition using local designs and/or a competition with an organization such as Emily Carr where the students at the Industrial Design program would vie for honours.

The Committee has no recommendations at this time, however they have committed to finalizing RFP guidelines by April 2014.

## Schedule "D"

### Compendium 07

#### Director Training

##### NATOA Annual Aboriginal Education Seminar:

For the past several year Board and Staff members have been participating in the Annual Aboriginal Education Seminars. This year, in response to demands to have the session held by an independent organization, (as opposed to an entity that stood to gain financially) NATOA has offered to host a Vancouver session.

For some time now the GTS has considered hosting its own regional session, perhaps in conjunction with a sister Trust or other entity, and this year will be an excellent opportunity to assess the value and opportunity.

This year's session will cover:

- Community success stories
- Trusts
- Trust Structures
- Investments
- Value vs growth
- Socially Responsible Investing
- Reporting
- Fixing a Trust
- Communication
- Charitable Status, the good, the bad, the ugly
- Tapping into philanthropic markets
- Fiduciary Duty
- Aboriginal Organizations working together
- Legal Issues
- What to look for in service providers

This Year's conference will be held on May 20<sup>th</sup> and May 21<sup>st</sup> At the Marriott in Downtown Vancouver.

Directors or Alternates interested in attending this year's session are encouraged to contact Errol.

## Schedule "E"

### **Compendium 08**

#### Project Report

The attached listing is a list of all the Trust's projects that are open and their various stages of disbursement. This list does not include any Travel or Education Programs. The list of approximately 40 projects in process is roughly split in half between projects that are slated for final wrap up by Mar 31<sup>st</sup> 2014, and those that have later completion dates.

Obviously as we move through the new granting year the projects slated for completion will be replaced by newly approved projects coming on stream. Over the last several years we have been tightly managing approved projects as they move through the system, and we are now at the point where we continuously have roughly 40-50 active projects within the system at any one time. Along with this are the roughly 400 travel and educational applications we see a year. As a rule of thumb for every project we approve we also approve 10 travel/education applications.

## Compendium 10

### Miscellaneous:

1. Actuarial Contract
2. Succession Planning
3. Board Performance Review
4. Executive Director Performance Review

Items 1-3 have been covered extensively in the Administrator's report Dec 31<sup>st</sup> 2013, with Executive recommendations on each of the items as follows:

1) Actuarial Contract

Once the GFCT negotiations have been completed with the Crown and implemented then the recommendation is to switch from our current service provider to an "as needed" contract for individual services utilizing a variety of providers.

2) Succession Planning

The Executive determined that there were two options:

**Option A – COO & CEO**

Pros: Added personnel and a wide variety of office tasks could be completed by the COO including office management,

Cons: Cost

**Option B – CIO & Office Manager – Internal cover off and/or reduced rate office manager**

Administrative manager to manage daily operational issues, possibly from shared internal capacity at a medium salary level, adding a CIO (Chief Investment Officer) at a medium salary level to manage the fund, oversee final media points, and any complex external/internal issues. The total outlay of resources would not exceed current outlays, effectively splitting the current Managing Administrator's role and salary between the two.

Pros: More staff covering a broader scope of work, expertise assigned to the area it is needed, continuity within in change is current resources reallocated.

Cons: Temporary training/learning curve.

The Executive notes that the Administrator's contract expires on Dec 31<sup>st</sup> 2015, and this would be a good target date to have a strategy in place. On that basis they recommend an ad hoc committee containing at least one of the Executive be tasked with developing the above noted options more fully for presentation to the Board at large by 12-31-2014.

3) Board Performance Review

The Executive Committee felt that due to short Director term there would be limited benefit for a formal review process. However, the Executive would support self-evaluations as an option.

## Schedule "F"

The Executive does not recommend that the Managing Administrator prepare Directors evaluations as any feedback that could be construed as negative would have the potential to create possible internal issues.

Item 4 has been completed, and will be reviewed with the Board Chair for presentation.





**GWAII TRUST**

**Board of Directors  
Saturday Feb 22<sup>nd</sup> 2014  
Skidegate Gwaii Trust Offices  
10:00 A.M. – 4:00 P.M.  
(1/2)**

- 1.0 10:00 A.M. **Call to order**
- 2.0 10:05 A.M. **Excusals**
- 3.0 10:10 A.M. **Message from the Chair**
- 4.0 10:15 A.M. **Call for amendments to the agenda**
- 5.0 10:20 A.M. **Call for adoption of the agenda**
- 6.0 10:25 A.M. **Call for adoption of previous minutes**  
Board Minutes:
  - a) Nov 23<sup>rd</sup> 2013
- 7.0 10:45 A.M. **Gwaii Trust Business:**
  - a) Allocations Major Contribution & Community Innovation Programs
  - b) Travel Funding – TAP limits
  - c) Director Education Travel, (Policy development)
  - d) Committee Reports:
    - i) 5 Year Performance Ad Hoc Committee
    - ii) Executive Report – Executive Priorities
    - iii) Economic Development Committee
  - e) Program Guideline Review
    - i) Haida Language
    - ii) Community Events
  - f) Continuing Education Program (CEP) Applicant appeal
  - g) Investment Training Session – Vancouver May 20-22
  - h) Website feedback/suggestions
  - i) Project Report
  - j) Gwaii Forest Charitable Trust Update
  - k) Actuarial Contract
  - l) Succession Planning
  - m) Executive Director Performance Review
  - n) Board Performance Review
  - o) “Additions”



**“IN CAMERA”**

All Program Allocation Discussion is Held in Camera:

{GTS Policy: *In-camera sessions will be called to deal with issues of personnel, legal, financial matters and program allocation decisions. After the Board has taken a decision, the results will be published.*}

**Major Contributions Program Applications:**

1)	Agnes Mathers PAC	Outdoor Fitness Equip.	\$12,500.00
2)	Haida Health Hub	Community Wellness Plan	\$83,355.00
3)	Village of Port Clements	Barge Facility	\$100,000.00
4)	Council of Haida Nation	Old Massett Office	\$38,088.00
5)	Living & Learning School	Deck Replacement	\$17,142.00
6)	Village of Masset	Airport Parking Lot	\$150,000.00
7)	OMVC Health Centre	T’aalan St’ang Repairs	\$70,242.00
8)	Laskeek Bay Society	Project Limestone Camp	\$3,569.00
9)	Tlell Fall Fair Committee	Fairgrounds Upgrade	\$50,000.00
10)	Sandspit V Fire Dept.	Capital Maintenance Proj.	\$21,303.00
11)	Village of Queen Charlotte	Bypass Trail	<u>\$45,000.00</u>

**Total:** **\$591,199.00**  
**Available under this allocation:** **\$400,000.00**

**Community Innovation Program Applications:**

1)	Agnes Mathers School	20 Booster Seats	\$300.00
<b>Total</b>			<b>\$300.00</b>

Community Events Program (\$5,000.00 each for a total of \$35,000.00):

- 1) Graham Island Central
- 2) Area “E”
- 3) Graham Island North
- 4) Graham Island South
- 5) Skidegate Band Council
- 6) Old Massett Village Council
- 7) Council of Haida Nation

8.0 3:50 P.M. **Decision Record Signoff:**  
Any decision records created for the day are reviewed and signed off as required.

9.0 3:55 PM **Next Meeting Date**

10.0 4:00 PM **Adjourn**