



October 20, 2022

Sent via email: ldennis@comoxvalleyrd.ca

Comox Valley Regional District
770 Harmston Avenue
Courtenay, BC
V9N 0G8

Attention: Lisa Dennis, Manager of Legislative Services

Dear Lisa:

Re: Appointment to North Island 9-1-1 Board of Directors

This is to formally request the appointment of a Comox Valley Regional District (CVRD) Director and Alternate to the North Island 9-1-1 (NI911) Board of Directors. Currently Director Maureen Swift is the Board Member representing the CVRD. From a business continuity perspective, it is critical that the CVRD make an appointment at the inaugural board meeting. This will ensure the NI911 Corporation has a Board of Directors in place prior to its annual general meeting.

As an introduction to the appointed Director, we are pleased to provide the following information, much of which can be found on the NI911 website www.ni911.ca.

The NI911 Corporation was established on January 5, 1995 and registered in the Province of BC under the *Business Corporations Act*. The articles of the corporation were amended in February 2013. The purpose of the corporation is to provide and manage emergency 9-1-1 services to the Comox Valley Regional District, the Strathcona Regional District and the Regional Districts of Mt. Waddington, and Alberni-Clayoquot and a portion (School District No. 69) of the Regional District of Nanaimo. The qathet Regional District (excluding Lasqueti Island) joined the service June 1999, by way of a shareholder agreement (attached). NI 911 also provides fire dispatch service by way of contract to the Peace River Regional District and the Cowichan Valley Regional District.

Each shareholder appoints a director to represent their respective regional district on the NI911 Board of Directors. Board meetings are generally held on Fridays at 11:00am with approximately six regular meetings scheduled during the year. Please note the next scheduled meeting is November 25, 2022.

The primary duties of the NI911 Corporation Board are to manage the assets of the corporation specifically:

1. Through the secretary of the corporation establish and approve a yearly operating budget.
2. Approve all capital expenditures for additions to or replacement of system components.
3. Maintain an agreement with the E-Comm to provide initial call answering for 9-1-1 calls.
4. Approve all new or revised operational policies and procedures and ensure they are followed.

5. Resolve any jurisdictional disputes and or operational disputes between participating agencies or regional districts.
6. Operate and maintain a fire dispatch and mapping system used for the dispatch of fire departments within the entire service area.
7. Oversee and manage an agreement for fire dispatching services with the City of Campbell River.

Approvals are on a weighted vote based on the number of common shares:

Comox Valley Regional District	6
Regional District of Nanaimo	5
Strathcona Regional District	4
Alberni-Clayoquot Regional District	3
qathet Regional District	2
Mt. Waddington Regional District	1

Duties of Directors and access to information

The service provided by the NI911 Corporation are of a sensitive nature and system security is as integral as is public safety. There are many systems and precautions in place to ensure the safety and security of the 9-1-1 service. This includes but is not limited to access to information.

While there is no obligation to distribute information other than what is required under the *Business Corporations Act*, the NI911 Corporation does as a matter of courtesy share as much information with the shareholder regional districts as is practical, without jeopardizing the integrity of the service. The ‘Board Information Sharing Policy’ (attached) establishes such protocols and is attached for your information.

We look forward to hearing back from the CVRD regarding the appointment. We would ask that such appointment be made effective immediately and be for the term of office. Any subsequent changes to the appointee or alternate can be made at any time at your Board’s discretion.

Sincerely,

B. Pearson

Brian Pearson
Deputy Secretary

Enclosures: Board information sharing policy
Shareholder agreement

Cc: Russell Dyson, Secretary, North Island 9-1-1 Corporation
Jake Martens, General Manager of Corporate Services, Comox Valley Regional District

NORTH ISLAND 9-1-1 CORPORATION	
TITLE: Board Information Sharing Policy	PAGE 1 of 1

Date of January 22, 2013
Revision: January 28, 2022
Revisions:

Approved by: NI 9-1-1 Board
Effective Date: February 8, 2013

Context and Purpose

1. North Island 9-1-1 Corporation (NI 911) is private company under the regulations of the *Business Corporations Act* (BCA). The BCA provides for the basic obligations of the company to maintain and allow the inspection of certain records by the shareholders of the company and any other person to the extent permitted.

In recognition of the public nature of its emergency call answering service and that the Corporation's shareholders consist entirely of local government bodies, the Board desires to conduct its business through an open and accountable approach by establishing policy and procedures in relation to the sharing of information with the shareholders of the Corporation and the broader public.

2. The purpose of this policy is to identify the information sharing protocols concerning corporate records and the deliberations of the North Island 9-1-1 Corporation Board and any committees established by it.

Scope

3. This policy applies to all board and committee meetings and the corporate records of the North Island 9-1-1 Corporation (NI 9-1-1) including:
 - a. Agenda packages, including staff reports, of directors' meetings or committees of directors;
 - b. Minutes of directors' meetings or committees of directors;
 - c. Directors consent resolutions (and those of committees of directors);
 - d. Written disclosures made to the directors regarding conflicts of interest;
 - e. Written disclosure of financial assistance; and
 - f. Written dissents to resolutions of directors.

Policy Statements

4. Prior to each meeting of the board and committee, the Secretary shall prepare an agenda of all business to be brought before such meeting.
5. The Secretary shall consider the materials and topics for the board and committee agendas and prepare separate meeting agendas with the following information sharing protocols:

- Regular/Special Meeting

Matters considered within this meeting format are not deemed to be confidential and are perceived to pose no risk to the Corporation from public disclosure. The agenda of the

meeting shall be shared with the directors and shareholders and the minutes made available to the public through publication on Corporation website. Directors may share and discuss any matter considered at such meetings in the public and within their shareholder organization.

- In-Camera Meeting

Matters considered within this meeting format are deemed confidential but are perceived of such sensitivity that they may be shared confidentially with the shareholders. The agenda of the meeting shall be shared with the directors and shareholders but the minutes shall not be published to the Corporation website. Directors may only share and discuss such matters within their shareholder organization through a duly convened closed session. A resolution of the NI 911 Board is required to authorize the release of such materials or information to the public.

- Restricted In-Camera Meeting

Restricted in-camera meetings are characterized by the strictest confidentiality. In the interest of transparency restricted in-camera sessions shall be used sparingly and only when matters require strict confidentiality, such as but not limited to: civil or criminal proceedings, board member conduct, governance issues, employment or personnel matters, financial matters which may have a material effect on the Corporation's well-being, strategic or sensitive business matters, and trade secrets or other protected information of a commercial, financial, scientific or technical nature belonging to an individual or company. Distribution and circulation of the agenda is restricted to the Board members and senior staff of the Corporation. A resolution of the NI 911 Board is required to authorize the release of such materials or information to the shareholders or the public.

6. Annually, and as required, records relating to the performance of directors including disclosures and consent/dissent resolutions are to be provided to all shareholders.
7. Shareholders may request additional information from their NI 9-1-1 Board representative, the NI 9-1-1 President or Corporate Secretary care of the Comox Valley Regional District at any time. Such requests will be responded to in as timely a fashion as possible.