



BOARD MEETING MINUTES
Boardroom, 100 Port Drive, Nanaimo, BC
Wednesday, December 12, 2018 at 11:00am

ATTENDANCE:

Directors: M. Corfield, Board Chair
D. Hais, Vice Chair
R. Sinclair, Director
J. Manhas, Director
F. Denning, Director

Management: I. Marr, Interim Co-CEO / SVP Finance & Administration
M. Davidson, Interim Co-CEO / VP Real Estate
A. Rolston, Corporate Secretary

Excusals: B. Coe, Director

CALL TO ORDER: M. Corfield called the meeting to order at 10:55am.

AGENDA: The agenda of the December 12, 2018 board meeting was reviewed.

Item 139-18

Moved: J. Manhas Seconded: R. Sinclair

Resolution 18-12-01 That the Nanaimo Port Authority board of directors adopts the agenda of the December 12, 2018 board meeting, as presented.

CARRIED

BOARD The minutes of the November 23, 2018 board meeting were reviewed.

MINUTES:

Item 140-18

Moved: D. Hais Seconded: J. Manhas

Resolution 18-12-02 That the Nanaimo Port Authority board of directors adopts the minutes of the November 23, 2018 board meeting, as presented.

CARRIED

**COMMITTEE
MINUTES:
Item 141-18**

The minutes of the October 17, 2018 audit and human resources and compensation committee meetings were reviewed.

Moved: R. Sinclair Seconded: J. Manhas

Resolution 18-12-03

That the Nanaimo Port Authority board of directors accepts the minutes of the following committee meetings, as presented:

- October 17, 2018 audit committee
- October 17, 2018 human resources and compensation committee

CARRIED

M. Davidson joined the meeting at 11:00am.

REPORT OF DIRECTORS:

**AUDIT COMMITTEE
REPORT:
Item 142-18**

R. Sinclair provided a verbal update regarding the activities of the audit committee.

Moved: D. Hais Seconded: R. Sinclair

Resolution 18-12-04

That the Nanaimo Port Authority board of directors receives the interim management letter for the year ended December 31, 2018 dated December 10, 2018, as recommended by the audit committee.

CARRIED

**HRC COMMITTEE
REPORT:
Item 143-18**

J. Manhas provided a verbal update regarding the activities of the human resources and compensation committee.

Moved: J. Manhas Seconded: F. Denning

Resolution 18-12-05

That the Nanaimo Port Authority board of directors accepts the report of Directors from the December 12, 2018 board meeting, as presented.

CARRIED

REPORT OF ADMINISTRATION:

**CEO UPDATE:
Item 144-18**

I. Marr provided a verbal CEO update. Topics included:

- Vehicle processing centre
- Passenger ferry
- Duke point

LEASE UPDATE: M. Davidson provided a verbal lease update and overview of the Port’s lease portfolio.
Item 145-18

Moved: J. Manhas Seconded: F. Denning

Resolution 18-12-06 That the Nanaimo Port Authority board of directors accepts the reports of administration from the December 12, 2018 board meeting, as presented.

CARRIED

The meeting was in recess from 12:00 – 12:15pm.

2019 OPERATING BUDGET: I. Marr presented the revised 2019 operating budget. It was noted that personnel changes and the marina redevelopment are not included in the operating budget at this time and will be approved separately once plans have been finalized.
Item 146-18

Moved: D. Hais Seconded: J. Manhas

Resolution 18-12-07 That the Nanaimo Port Authority board of directors approves the 2019 operating budget, as presented.

CARRIED

2019 CAPITAL BUDGET: I. Marr presented the 2019 capital budget.
Item 147-18

Moved: D. Hais Seconded: R. Sinclair

Resolution 18-12-18 That the Nanaimo Port Authority board of directors approves the 2019 capital budget, as presented.

CARRIED

BOARD COMMITTEE STRUCTURE: The proposed board committee structure was reviewed. R. Sinclair agreed to sit on the conduct and governance committee and D. Hais agreed to sit on the human resources and compensation committee. It was noted that committees which do not currently have a committee chair will elect their chair at their next meeting.
Item 148-18

Moved: J. Manhas Seconded: D. Hais

Resolution 18-12-19 That the Nanaimo Port Authority board of directors approves the 2019 board committee structure, as amended.

CARRIED

2019 BOARD CALENDAR: The proposed 2019 board meeting calendar was reviewed. It was noted that the February 28, 2019 board meeting will be a full day strategic planning session. Moving the March 28, 2019 board meeting to March 29, 2019 was suggested. Changing the start time of the board meetings to 10:00am was also suggested.
Item 149-18

M. Corfield requested that management set up a meeting between the Port board of directors and the Nanaimo City Council during the first week of January. It was noted that the meeting will include the respective CEOs of both organizations.

Moved: J. Manhas Seconded: D. Hais

Resolution 18-12-20 That the Nanaimo Port Authority board of directors approves the 2019 board meeting calendar, as amended.

CARRIED

NEW BUSINESS:

*COMMUNITY
FUNDING
REQUESTS:
Item 150-18*

A summary of 2018 community fund donations was reviewed. A new request from the Nanaimo Aboriginal Centre was received. The board declined funding this initiative, based on having already made a previous donation of \$10,000 to the Nanaimo Aboriginal Centre in June of 2018 for National Indigenous Peoples Day. A verbal request to support the Salvation Army Kettle Campaign was also considered. It was agreed that the Port staff, management and Board already support this initiative with in-kind contributions of their time at the kettles, and attendance at the campaign kick-off luncheon.

That the Nanaimo Port Authority board of directors declined making any additional community funding from the 2018 budget.

It was noted that the cut-off for the next cycle of community funding applications is February 15, 2019. Better tracking of in-kind donations will be added to the next community relations committee agenda.

*DIRECTOR IT
POLICY:
Item 151-18*

Use of director devices while travelling was discussed. Issues opening and reading large excel spreadsheets on the director tablets were identified. These issues will be discussed further and addressed by the conduct and governance committee in the context of the development of a directors use of electronic devices / information technology policy.

*INFORMATION &
CORRESPONDENCE
Item 152-18*

Information and correspondence items 8 a-d on the December 12, 2018 board agenda were reviewed.

It was noted that F. Denning has been appointed as the new Domestic Coastal Federal User group representative on the board of directors, replacing R. Ringma.

An email regarding recruitment practices for the vehicle processing centre was reviewed. It was noted that the Port is not directly involved in these practices

and the matter should be referred to the appropriate vehicle processing centre personnel.

Moved: F. Denning Seconded: D. Hais

Resolution 18-12-21 That the Nanaimo Port Authority board of directors direct management to respond to the email regarding recruitment practices for the vehicle processing centre and refer the matter to the appropriate vehicle processing centre personnel.

CARRIED

The final 2018 Association of Canadian Port Authorities submission to the port modernization review dated December 3, 2018 was reviewed.

The Port's 2017 CEAA Report was reviewed. It was noted that there were no projects determined as likely to cause significant adverse environmental effects in 2017.

Moved: F. Denning Seconded: D. Hais

Resolution 18-12-22 That the Nanaimo Port Authority board of directors receives information items 8 a-d on the December 12, 2018 board agenda, as presented.

CARRIED

TRACKING The board tracking matrix was reviewed.
MATRIX:

ADJOURN: The meeting adjourned at 1:20pm.