

The minutes of the December 13, 2017 human resources and compensation committee were reviewed.

Moved: J. Manhas Seconded: D. Hais

Resolution 18-04-02 That the Nanaimo Port Authority board of directors accepts the minutes listed on the April 25, 2018 Board agenda, as presented.

CARRIED

REPORT OF DIRECTORS:

AUDIT COMMITTEE: A. Cope provided a verbal update regarding the activities of the audit
Item 027-18 committee.

HR & COMP J. Manhas provided a verbal update regarding the activities of the human
COMMITTEE: resources and compensation committee.
Item 028-18

CONDUCT & M. Corfield provided a verbal update regarding the activities of the conduct
GOVERNANCE & governance committee.
COMMITTEE:
Item 029-18

COMMUNITY R. Ringma provided a verbal update regarding the activities of the community
RELATIONS relations committee.
COMMITTEE:
Item 030-18

BOAT BASIN M. Corfield provided a verbal update regarding the activities of the boat
REVITALIZATION basin revitalization working group.
WORKING GROUP:
Item 031-18

Moved: J. Manhas Seconded: A. Cope

Resolution 18-04-03 That the Nanaimo Port Authority board of directors accepts the report of directors, as presented.

CARRIED

REPORT OF ADMINISTRATION:

CEO REPORT: The CEO report dated April 25, 2018 was reviewed.
Item 032-18

CEO updates included:

- new health, safety and environmental manager
- date set for open house #2 – June 27, 2018 at Port Theatre 4-7pm
- annual general meeting – June 27, 2018 at Port Theatre 2pm
- port gala 2019 update collaboration with Nanaimo Aboriginal Centre
- meetings with Snuneymuxw First Nation
- vehicle processing centre project
- national trade corridors funding application – Nanaimo Assembly Wharf
- passenger ferry – Island Ferry Services Ltd.
- oil pollution prevention hub – Western Canada Marine Response
- land use planning
- Duke Point expansion – infrastructure bank application
- vision, purpose, and tagline
- branding – Port of Nanaimo
- web page development
- five year business plan – presenting to Transport Canada June 14, 2018

*Q1, 2018
FINANCIALS:
Item 033-18*

The Q1, 2018 financial statements were reviewed.

*DEEP SEA
REPORT:
Item 034-18*

The March 31, 2018 deep sea report was reviewed.

Moved: J. Manhas Seconded: D. Hais

Resolution 18-04-04

That the Nanaimo Port Authority board of directors accepts the report of administration, as presented.

CARRIED

RECOMMENDATIONS FOR APPROVAL:

*VISION, PURPOSE
TAGLINE:
Item 035-18*

The vision, purpose and tagline developed at the board visioning session held March 14 and 15, 2018 was presented.

Moved: R. Ringma Seconded: J. Manhas

Resolution 18-04-05

That the Nanaimo Port Authority board of directors approves the 2018 vision, purpose and tagline, as presented.

CARRIED

AUDIT FINDINGS REPORT: The audit findings report for the year ended December 31, 2017 was reviewed.

Item 036-18 Moved: A. Cope Seconded: J. Manhas

Resolution 18-04-06 That the Nanaimo Port Authority board of directors accepts the audit findings report for the year ended December 31, 2017, as recommended by the audit committee.

CARRIED

2017 AUDITED FINANCIALS: The audited financial statements for the year ended December 31, 2017 were reviewed.

Item 037-18 Moved: A. Cope Seconded: J. Manhas

Resolution 18-04-07 That the Nanaimo Port Authority board of directors approves the audited financial statements for the year ended December 31, 2017, as recommended by the audit committee.

CARRIED

RFP AUDIT SERVICES: The request for proposals for audit services for the years 2018-2022 was reviewed.

Item 038-18 Moved: A. Cope Seconded: D. Hais

Resolution 18-04-07 That the Nanaimo Port Authority board of directors approves the request for proposals for audit services for the years 2018-2022, as recommended by the audit committee.

CARRIED

TOR AUDIT COMMITTEE: The proposed changes to the audit committee terms of reference were reviewed.

Item 039-18 Moved: A. Cope Seconded: D. Hais

Resolution 18-04-08 That the Nanaimo Port Authority board of directors approves the proposed changes to the audit committee terms of reference, as recommended by the audit committee.

CARRIED

The meeting was in recess from 12:10pm to 12:45pm.

TOR CONDUCT & GOVERNANCE COMMITTEE: The proposed changes to the conduct and governance committee terms of reference were reviewed.

Item 040-18	Moved: J. Manhas	Seconded: D. Hais	
Resolution 18-04-09	That the Nanaimo Port Authority board of directors approves the proposed changes to the conduct and governance committee terms of reference, as recommended by the conduct and governance committee.		
			CARRIED
<i>DIRECTOR ORIENTATION MANUAL:</i>			
	The proposed director orientation manual was reviewed.		
Item 041-18	Moved: D. Hais	Seconded: J. Manhas	
Resolution 18-04-10	That the Nanaimo Port Authority board of directors approves the director orientation manual, as recommended by the conduct and governance committee.		
			CARRIED
<i>COMPANY WIDE CODE OF CONDUCT:</i>			
	Development of a company wide code of conduct was discussed.		
Item 042-18	Moved: D. Hais	Seconded: R. Ringma	
Resolution 18-04-11	That the Nanaimo Port Authority board of directors approves the development of a company-wide code of conduct declaration, as recommended by the conduct and governance committee.		
			CARRIED
<i>POSTING BOARD NPA WEBSITE: MINUTES ON</i>			
Item 043-18	Posting the minutes of the regular board meetings on the company website once they are approved and signed by the board was discussed. It was agreed that proactive disclosure of the minutes is in line with the Federal governments principles of openness and transparency.		
	Moved: J. Manhas	Seconded: D. Hais	
Resolution 18-04-12	That the Nanaimo Port Authority board of directors approves posting regular board meeting minutes on the company website, once they have been approved and signed.		
			CARRIED
<i>BOARD VOTING BY EMAIL:</i>			
Item 048-18	It was noted that the board is permitted to pass resolutions via email. It was agreed that the process for voting by email will be clarified and added to the board governance manual and director orientation manual.		

NEW BUSINESS:

RFP INSURANCE SERVICES:
Item 045-18

The board discussed issuing a request for proposals for insurance services prior to the renewal of the existing agreement.

Moved: A. Cope Seconded: D. Hais

Resolution 18-04-14

That the Nanaimo Port Authority board of directors approves issuing a request for proposals for insurance services.

CARRIED

RFP PENSION SERVICES:
Item 046-18

The board discussed issuing a request for proposals for pension services prior to the renewal of the existing contract. It was noted that a date for the board pension presentation from the existing provider is still to be determined. The board requested more information regarding the differences between a defined benefit plan and a defined contribution plan.

Moved: J. Manhas Seconded: D. Hais

Resolution 18-04-15

That the Nanaimo Port Authority board of directors approves issuing a request for proposals for pension services.

CARRIED

RFP BENEFIT SERVICES:
Item 047-18

The board discussed issuing a request for proposals for benefits services prior to the renewal of the existing contract. A presentation from the existing provider of benefits will be scheduled for the board. It was noted that the existing plan does not include an employee family assistance plan.

Moved: J. Manhas Seconded: A. Cope

Resolution 18-04-16

That the Nanaimo Port Authority board of directors approves issuing a request for proposals for benefit services.

CARRIED

The following motion was brought forward from the board in-camera session held prior to this meeting.

VACATION ACCRUAL:
Item 048-18

A list of accrued vacation owed to employees as at December 31, 2017 was reviewed.

Moved: R. Ringma Seconded: J. Manhas

Resolution 18-04-17

That the Nanaimo Port Authority board of directors approves proceeding with the proposed vacation accrual process, as recommended by the human resources & compensation committee.

CARRIED

PASSENGER FERRY:
Item 049-18 A draft letter to Island Ferry Services Ltd. prepared by legal counsel was reviewed. Management recommended extending the term sheet to April 2019 with the addition of a right of first opportunity clause.

Moved: J. Manhas Seconded: R. Ringma

Resolution 18-04-18 That the Nanaimo Port Authority board of directors approves the extension of the Island Ferry Services Ltd. term sheet to April 2019 with the addition of a right of first opportunity clause.

CARRIED

DATA MANAGEMENT UPDATE:
Item 050-18 A verbal update regarding the data management project was provided.

Moved: J. Manhas Seconded: R. Ringma

Resolution 18-04-19 That the Nanaimo Port Authority board of directors accepts the data management update, as presented.

CARRIED

INFORMATION AND CORRESPONDENCE:

NPA LETTER TO SFN:
Item 051-18 A letter to the Snuneymuxw First Nation from the Nanaimo Port Authority dated April 11, 2018 was reviewed. The letter was sent in follow up to a meeting held between the Nanaimo Port Authority Board Chair and Vice Chair, and the Chief and Chief Negotiator of the Snuneymuxw First Nation held of April 6, 2018.

10 PRINCIPLES UNDRIP:
Item 052-18 The Department of Justice Canada Principles Respecting the Government of Canada's Relationship with Indigenous Peoples document was reviewed. It was noted that in fulfilling our mandate as a federal port authority, that the Nanaimo Port Authority is informed by the federal government's recent adoption and implementation of the United Nations Declaration on the Rights of Indigenous Peoples (UNDRIP) and the Principles Respecting the Government of Canada's Relationship with Indigenous Peoples.

PRESENTATION TO CITY COUNCIL:
Item 053-18 It was confirmed that the Municipal Representative/Board Chair will be presenting an update regarding Port activities to the Nanaimo City Council in the open council meeting scheduled on May 7, 2018 at 7:00pm in the Shaw Auditorium.

VPC PRESS COVERAGE:
Item 054-18 The joint April 9, 2018 press release and media package regarding announcement of the vehicle processing centre was reviewed. It was noted that the community response to the project has been very positive so far.

*PORT
MODERNIZATION
REVIEW:*
Item 055-18

The March 12, 2018 press release from the Minister of Transport regarding the Port Modernization Review was reviewed. It was noted that the President and CEO will be attending the first set of roundtable discussions with the CEO's of the Canadian Port Authorities organized by the Association of Canadian Port Authorities for Lobby Day in Ottawa May 7-10.

Moved: D. Hais Seconded: J. Manhas

Resolution 18-04-20

That the Nanaimo Port Authority board of directors accepts information and correspondence items 8 a-f on the April 25, 2018 board agenda, as presented.

CARRIED

*BOARD TRACKING
MATRIX:*
Item 056-18

The board tracking matrix was reviewed.

Moved: R. Ringma Seconded: D. Hais

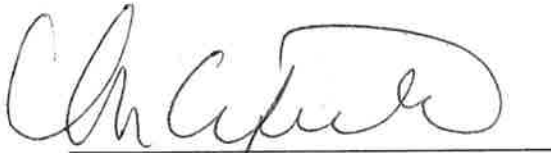
Resolution 18-04-21

That the Nanaimo Port Authority board of directors accepts the board tracking matrix dated April 25, 2018, as presented.

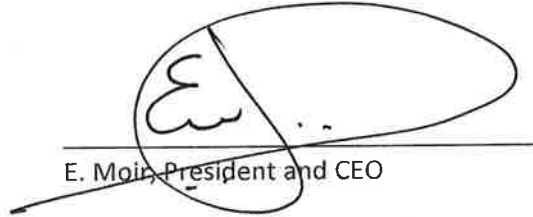
CARRIED

ADJOURNMENT:

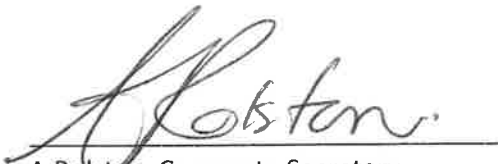
The meeting adjourned at 1:52pm.



M. Corfield, Board Chair



E. Moir, President and CEO



A. Rolston, Corporate Secretary