



**BOARD MEETING MINUTES**  
**Boardroom, 100 Port Drive, Nanaimo, BC**  
**Wednesday, December 11, 2019 at 10:00am**

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**ATTENDANCE:**

**Directors:** D. Hais, Chair  
F. Denning, Vice Chair  
B. Coe  
D. White  
M. Corfield  
R. Sinclair

**Management:** I. Marr, President & CEO  
M. Davidson, Chief Operating Officer  
A. Rolston, Corporate Secretary  
C. Read, VP Finance

**Excusals:** None

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***CALL TO ORDER:*** The meeting was called to order at 10:00am.

***CONFLICTS OF INTEREST:*** D. Hais asked if there were any conflicts of interest. No conflicts were declared by the directors or management.

***AGENDA:*** The agenda of the December 11, 2019 board meeting was reviewed. A review of the proposed board committee structure was added under new business.

Moved: M. Corfield                      Seconded: D. White

**Resolution 19-12-01** That the Nanaimo Port Authority board of directors approves the agenda of the December 11, 2019 board meeting, as amended. CARRIED

***MINUTES:*** The minutes of the September 26, 2019 board meeting were reviewed.

Item 124-19  
Moved: F. Denning                      Seconded: B. Coe

**Resolution 19-12-02** That the Nanaimo Port Authority board of directors adopts the minutes of the September 26, 2019 board meeting, as presented. CARRIED

The notes of the October 24, 2019 strategic planning session were reviewed.

Moved: M. Corfield                      Seconded: D. White

Resolution 19-12-03      That the Nanaimo Port Authority board of directors accepts the notes of the October 24, 2019 strategic planning session, as presented.

CARRIED

**REPORT OF DIRECTORS:**

*AUDIT COMMITTEE:*

*SPECIAL  
EXAMINATION:  
Item 125-19*

R. Sinclair provided a summary of the 2019 special examination process. I. Marr provided a summary of the 2019 special examination findings. It was noted that in accordance with the specified requirements set out in the *Canada Marine Act section 41 Special Examinations*, nothing came to the auditor's attention that would suggest any non-compliance with laws and regulations that would have a material effect on the financial statements. It was also noted that a review and discussion regarding the scope and criteria for the 2024 special examination will be added to the audit committee action items. The results of the employee survey were discussed.

Moved: M. Corfield                      Seconded: D. White

Resolution 19-12-04      That the Nanaimo Port Authority board of directors accepts the auditor's 2019 special examination report dated December 11, 2019.

CARRIED

It was noted that a copy of the Independent Practitioner's Reasonable Assurance Report on Compliance dated December 11, 2019 will be posted on the Port website under Financial Information prior to December 31, 2019.

*HRC COMMITTEE:*

It was noted that the next meeting of the HR and compensation committee will be scheduled in Q1, 2020 prior to the next board meeting.

*CGC COMMITTEE:*

It was noted that the next meeting of the conduct and governance committee will be scheduled in Q1, 2020.

*CRC COMMITTEE:*

F. Denning noted that the Port board of directors and management met with the Regional District of Nanaimo board of directors and management on November 6, 2019 at the Vancouver Island Conference Centre and that the development of a protocol agreement is underway. Port management will hold a staff meeting with RDN management in Q1, 2020.

F. Denning noted that a draft relationship agreement between the Port and the Snuneymuxw First Nation was received and reviewed at the executive committee and that it will be discussed later in this agenda.



Resolution 19-12-08 That the Nanaimo Port Authority board of directors accepts the reports of administration, as presented. CARRIED

*C. Read left the meeting at 11:44am.  
The meeting was in recess from 11:45am – 12:05pm.*

**STRATEGIC PRIORITIES:**  
Item 130-19 The President and CEO’s 2020 strategic direction was reviewed. Key corporate actions tied to the board’s strategic priorities were discussed. The following priority rankings were proposed by the President and CEO:  
1) Economic Development and Growth 40%  
2) Long Term Planning 25%  
3) Community Engagement 20%  
4) Organizational Governance and Development 15%

Moved: R. Sinclair Seconded: B. Coe

Resolution 19-12-09 That the Nanaimo Port Authority board of directors approves the 2020 strategic direction priority rankings, as presented by the President and CEO. CARRIED

**SFN PROTOCOL AGREEMENT:**  
Item 132-19 A draft protocol agreement with the Snuneymuxw First Nation was reviewed. It was noted that the agreement has been sent to Transport Canada for comment.

**FINANCIAL STATEMENTS:**  
Item 133-19 The financial statements as at September 30, 2019 were reviewed.

**DEEP SEA REPORT:**  
Item 134-19 The deep sea report as at September 30, 2019 was reviewed.

**CAPITAL MAINTENANCE REPORT:**  
Item 135-19 The capital maintenance report as at October 31, 2019 was reviewed.

Moved: M. Corfield Seconded: B. Coe

Resolution 19-12-10 That the Nanaimo Port Authority board of directors accepts the reports of administration, as presented. CARRIED

NEW BUSINESS:

*DIRECTOR*

*RESIGNATION:*

Item 136-19

D. Hais informed the board that R. Sinclair has submitted her resignation from the board of directors effective December 31, 2019 for personal reasons. It was noted that management will reach out to Transport Canada to inform them and to determine next steps and timeline for appointing a new Federal representative. R. Sinclair thanked the board and management for her time on the board.

*COMMITTEE*

*STRUCTURE:*

Item 137-19

A revised committee structure reflecting the departure of R. Sinclair was circulated and discussed. B. Coe agreed to join the audit committee as the new board financial expert and D. White agreed to join the conduct and governance committee.

Moved: M. Corfield                      Seconded: B. Coe

Resolution 19-12-11 That the Nanaimo Port Authority board of directors approves the new board committee structure, as presented.

CARRIED

*2020 BOARD/*

*COMMITTEE*

*CALENDAR:*

Item 138-19

The revised board and committee meeting calendar was reviewed and discussed. Several changes were suggested based on the availability of the new committee members. A revised copy will be posted on the board Qfile.

Moved: B. Coe                              Seconded: F. Denning

Resolution 19-12-12 That the Nanaimo Port Authority board of directors accepts the draft 2020 board and committee calendar, as amended.

CARRIED

*TRIBAL JOURNEY*

*FUNDING REQUEST:*

Item 139-19

A request for funding from the Nanaimo Aboriginal Centre in relation to the 2020 Tribal Journey was reviewed. M. Davidson agreed to seek clarity at the next planning meeting.

*BCCC INDUSTRIAL*

*LAND STUDY:*

Item 140-19

A request for funding from the BC Chamber of Commerce in relation to an Industrial Land Study in partnership with Simon Fraser University was reviewed.

*ADJOURNMENT:*

The meeting adjourned at 1:13pm.