



**BOARD MEETING MINUTES**  
**Boardroom, 100 Port Drive, Nanaimo, BC**  
**Thursday, September 26, 2019 at 10:00am**

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**ATTENDANCE:**

Directors:                 D. Hais, Chair  
                                  F. Denning, Vice Chair  
                                  B. Coe  
                                  D. White

Management:            I. Marr, President & CEO  
                                  M. Davidson, Chief Operating Officer  
                                  A. Rolston, Corporate Secretary

Excusals:                 R. Sinclair, Director

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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.

*AGENDA:*                 The agenda of the September 26, 2019 board meeting was reviewed.

Item 103-19

Moved:                 F. Denning                         Seconded:         B. Coe

Resolution 19-09-01    That the Nanaimo Port Authority board of directors approves the agenda of the September 26, 2019 board meeting, as presented.

CARRIED

*MINUTES:*                 The minutes of the June 27, 2019 board meeting were reviewed.

Item 104-19

Moved:                 B. Coe                                 Seconded:         F. Denning

Resolution 19-09-02    That the Nanaimo Port Authority board of directors adopts the minutes of the June 27, 2019 board meeting, as presented.

CARRIED

The minutes of the April 11, 2019 audit committee meeting were reviewed.

Moved: B. Coe Seconded: F. Denning

Resolution 19-09-03 That the Nanaimo Port Authority board of directors accepts the minutes of the April 11, 2019 audit committee meeting, as presented.

CARRIED

The minutes of the April 25, 2019 community relations committee meeting were reviewed.

Moved: B. Coe Seconded: F. Denning

Resolution 19-09-04 That the Nanaimo Port Authority board of directors accepts the minutes of the April 25, 2019 community relations committee meeting, as presented.

CARRIED

REPORT OF DIRECTORS:

**AUDIT COMMITTEE:**

*ERM PLAN:*  
Item 105-19

It was noted that the committee discussed development of an ERM Plan and risk assessment in 2020. I. Marr noted that the five year risk assessment is completed every five years as per the Canada Marine Act and will be included in the 2020 budget.

*SPECIAL  
EXAMINATION:*  
Item 106-19

It was noted that the external auditors – MNP attended the last committee meeting on September 16, 2019. Examples of special examinations from other Ports were reviewed. It was noted that the budget for the 2019 special examination was included in the request for proposals for audit services in 2018. The scope and criteria of the 2019 special examination were discussed.

Moved: D. White Seconded: F. Denning

Resolution 19-09-05 That the Nanaimo Port Authority board of directors approves proceeding with the 2019 special examination, using the criteria outlined in the previous examination.

CARRIED

*INSURANCE  
PROGRAM  
RENEWAL:*  
Item 107-19

It was noted that the committee received a presentation from the insurance provider – Marsh. The November 1, 2019 renewal of the insurance program was discussed. It was noted that an overall cost increase year over year is anticipated industry wide and will result in a higher program cost this year. The anticipated increase will be included in the 2020 budget.

*AUDIT TOR:*  
Item 108-19                      The proposed changes to the audit committee terms of reference were reviewed. Additional changes were suggested on page 8 xi) remove the words “the following” and on page 9 VI) change the words ‘at least’ to “up to” four times a year.

Resolution 19-09-16            That the Nanaimo Port Authority board of directors approves the proposed changes to the audit committee terms of reference, as amended. CARRIED

**CRC COMMITTEE:**            It was noted that F. Denning is the new Chair of the community relations committee.

*2019 PORT/CITY  
PROTOCOL:*  
Item 109-19                      The revisions to the draft Port/City protocol agreement were reviewed and discussed. The following additional changes were suggested:

- 1) Purpose – change words to “the purpose of this Protocol is to establish an effective and collaborative relationship between the Parties and a process and understandings that will advance shared opportunities, agreements and mutual benefits.”
- 3.B ii) Implementation – add the words “and confirm” opportunities

Moved:                      B. Coe                                      Seconded:                      D. White

Resolution 19-09-07            That the Nanaimo Port Authority board of directors approves the 2019 Port/City Protocol Agreement, as amended subject to any significant changes arising from the October 7, 2019 city council review. CARRIED

*2019 PORT/SFN  
RELATIONSHIP  
AGREEMENT:*  
Item 110-19                      An update regarding the 2019 Port/SFN relationship agreement was provided. It was noted that a draft agreement will be provided to the community relations committee by the Snuneymuxw First Nation, and that following a review by the Port’s legal counsel and by Transport Canada, a recommendation will come forward to the board for approval. D. Hais noted that completion is anticipated prior to December 31, 2019.

*CI FUND  
APPLICATIONS:*  
Item 111-19                      A summary document of the fall 2019 community involvement fund applications dated August 22, 2019 was reviewed.

Moved:                      F. Denning                                      Seconded:                      B. Coe

Resolution 19-09-08            That the Nanaimo Port Authority board of directors approves the fall 2019 community involvement fund donations, as recommended by the community relations committee and as detailed in the summary document dated August 22, 2019. CARRIED

*CI FUND  
GUIDELINES:*

The community involvement funding guidelines were reviewed.

Moved: F. Denning                      Seconded: B. Coe

Resolution 19-09-09

That the Nanaimo Port Authority board of directors approves the following changes to the 2020 community involvement fund guidelines:

- Add - new logo
- Add - amount requested
- Add - benefit and opportunity for the Port of Nanaimo

CARRIED

*CRC TOR:  
Item 112-19*

The proposed changes to the community relations committee terms of reference were reviewed. The following additional changes on page 1) were suggested:

- Composition and Operations – change a) to: The committee shall be comprised of not fewer than two directors.
- Composition and Operations – add b) The Chair and the Vice Chair are voting members of the Committee.

Moved: D. White                      Seconded: F. Denning

Resolution 19-09-10

That the Nanaimo Port Authority board of directors approves the proposed changes to the community relations committee terms of reference, as amended.

CARRIED

Further review of the functions of the Chair and Vice Chair and of their role on the Executive committee was discussed and flagged for further review by the Conduct and Governance committee.

*CGC COMMITTEE:  
Item 113-19*

B. Coe noted that the new VP, Marine Operations/ Harbour Master and the new VP, Finance have signed their annual code of conduct/conflict of interest forms and indemnification forms. The forms were reviewed by the Committee Chair and the Corporate Secretary and no conflicts were noted.

*The meeting was in recess from 11:40am to 11:45am.*

Moved: F. Denning                      Seconded: D. White

Resolution 19-09-11

That the Nanaimo Port Authority board of directors accepts the September 26, 2019 report of directors, as presented.

CARRIED

REPORT OF ADMINISTRATION:

*CEO UPDATE:*  
Item 114-19

I. Marr provided an update regarding the Port's recent activities. Topics included:

- Business plan for marina development
- Cascadia short sea shipping study
- DP World contract update
- Personnel update
- Cruise development update
- Financial statements at July 31, 2019
- Deep sea report as at July 31, 2019
- Capital maintenance report as at July 31, 2019
- ACPA conference Saguenay, QC Sept 9-12, 2019 update
- APP conference Nanaimo Aug 9-12, 2020 planning update
- Strategic planning session update
- Proactive disclosure travel and hospitality expenses update

*The meeting was in recess from 12:15pm to 12:30pm.*

*TC REQUEST*  
*NTCF RESOLUTION:*  
Item 115-19

I. Marr noted that Transport Canada requested a resolution from the Board regarding the National Trade Corridor Fund as worded below:

Moved: F. Denning                      Seconded: D. White

Resolution 19-09-12

**Be It Resolved** that the Duke Point Terminal Phase 2/3 Expansion Project (the "Project") in the total sum of \$98,538,000.00 of which the sum of \$46,170,000.00 shall be funded through the National Trade Corridor Fund as established and managed by the Government of Canada, is hereby approved, it being understood that the cost overruns for the Project shall be the sole responsibility of the Corporation;

**And Be It Further Resolved** that Ian Marr, the President and CEO of the Corporation, is hereby authorized to execute any and all agreements as may be required by the Government of Canada in order to provide funding for the Project and to bind the Corporation with respect to such agreements that he may execute.

**And Be It Further Resolved** that Ian Marr, the President and CEO of the Corporation, is hereby authorized to implement the Project and represent the Corporation in the administration of all agreements relating to the Project.

CARRIED

*FL 205*  
*DINGHY*  
*DOCK:*  
Item 116-19

M. Davidson presented the request to transfer shares of the Dinghy Dock Pub Ltd. and Banerd Enterprises Ltd. to Rui Hao and Yu Feng, and the proposed replacement lease agreement.

Moved: D. White                      Seconded: F. Denning

Resolution 19-09-13

That the Nanaimo Port Authority Board of Directors approves the change of control with the transfer of shares of the Dinghy Dock Pub Ltd. and Banerd Enterprises Ltd. to Rui Hao and Yu Feng and;

That the Nanaimo Port Authority Board of Directors approves the lease agreement between the Nanaimo Port Authority, and Dinghy Dock Pub Ltd, dated November 1, 2019, subject to the completion of the sale of shares on or before October 31, 2019, and that the Board Chair and the President and CEO, be authorized to duly execute the agreement once executed by the Lessee.

CARRIED

*VPC CHANGE*  
*ORDER REQUEST:*  
Item 117-19

I. Marr presented the change order request related to the disposal of soils from the VPC lease area. It was noted that one third of the amount will be recovered through the National Trade Corridors Fund and that the Nanaimo Port Authority is solely responsible for the balance of the cost per agreement with Western Stevedoring.

Moved: B. Coe                      Seconded: D. White

Resolution 19-09-14

That the Nanaimo Port Authority Board of Directors approves the change order request pertaining to soil removal for CL 2018-41 Vehicle Processing Centre, as presented.

CARRIED

Moved: D. White                      Seconded: F. Denning

Resolution 19-09-15

That the Nanaimo Port Authority Board of Directors accepts the September 26, 2019 report of administration, as presented.

CARRIED

NEW BUSINESS:  
*PORT NOMINATING*  
*COMMITTEE:*  
Item 118-19

A. Rolston noted that the Port Nominating Committee will be holding a meeting on October 4, 2019. It was noted that the board still has a federal user group vacancy in the international trade class of users.

*TRIBAL JOURNEY*  
*2020:*  
Item 119-19

M. Davidson noted that the Port is working with the Snuneymuxw First Nation in regards to Nanaimo hosting the 2020 Tribal Journey on July 27, 2020.

*PORT CONNECT  
JOB FAIR:*  
Item 120-19                    It was noted that the date of the Port Connect – Job Fair is Thursday, November 7, 2019 from 4:30pm – 7:30pm at the passenger terminal downstairs at 100 Port Drive.

*NANAIMO MARINA  
ASSOCIATION:*  
Item 122-19                    The request for a meeting from the Nanaimo Marina Association was discussed. A joint Port/City staff level working group was suggested to further explore challenges and opportunities of development along the Newcastle Channel.

INFORMATION AND CORRESPONDENCE ITEMS:

Item 121-19                    The following information and correspondence items were reviewed:

- Letter of Support Duke Point Development from City of Nanaimo Jun 2019
- Letter of Support Duke Point Development from MLA Malcolmson Jun 2019
- Thank you Letter from VI Children’s Bookfest CI donation Jun 2019
- Thank you Letter Port Alberni Port Authority open house invite Jul 2019
- Helijet Heliport improvement fee notification Jul 2019
- SCSWA article RE: anchorages Gabriola Sounder Aug 2019
- Request for joint meeting with SFN and the City Sep 2019
- Request for meeting Greater Nanaimo Regional District Sep 2019
- Request from Nanaimo Marina Association RE: walkway Sep 2019
- 2020 board meeting calendar
- Port past directors luncheon Oct 17, 2019
- Port users reception Nov 21, 2019
- Port board and staff holiday luncheon Dec 13, 2019

Moved:                    D. White                    Seconded:                    B. Coe

Resolution 19-09-16        That the Nanaimo Port Authority Board of Directors accepts the information items listed on the September 26, 2019 board agenda, as presented.

CARRIED

*BOARD WORK  
PLAN:*  
Item 122-19                    The Board reviewed the annual work plan/GANTT chart.

*ADJOURNMENT:*            The meeting adjourned at 2:45pm.