



BOARD MINUTES
Boardroom, 100 Port Drive, Nanaimo, BC
Wednesday, June 27, 2018 at 9:00am

ATTENDANCE:

Directors: M. Corfield, Board Chair
D.Hais, Vice Chair
R. Ringma
J. Manhas
A. Cope

Management: E. Moir, President/CEO
A.Rolston, Corporate Secretary

Guests: E. Chan and R. Longe – Norton Rose Fulbright LLP
E. Tomescu – VP Asset Management
M. Davidson – VP Real Estate

Excusals: I. Marr – SVP Finance and Administration

***NORTON ROSE
FULBRIGHT LLP
PRESENTATION:***
Item 062-18

E. Chan and R. Longe provided a presentation regarding aboriginal law. The presentation included definitions of aboriginal rights and aboriginal title and references to the Douglas Treaties, R. v. White and Bob, Snuneymuxw First Nation (SFN) et al v. R., 2004 BCSC 205, SFN asserted traditional territory, SFN 79 acre claim, the duty to consult and accommodate, the definition of free, prior and informed consent, the United Nations Declaration on Rights of Indigenous Peoples (UNDRIP) and the federal government’s ten principles respecting the government of Canada’s relationship with indigenous peoples. It was noted that the Province of British Columbia has also adopted UNDRIP.

*E. Chan and R. Longe left the meeting at 10:15am.
The Board met in-camera from 10:20am to 10:50am.*

CALL TO ORDER: The meeting was called to order at 10:55am.

AGENDA:
Item 063-18 The agenda of the June 27, 2018 board meeting was reviewed. A review of proposed tariff changes and an update regarding director appointments were added under new business.

Moved: D. Hais Seconded: J. Manhas

Resolution 18-06-06 That the Nanaimo Port Authority board of directors adopts the agenda of the June 27, 2018 board meeting, as amended.

CARRIED

MINUTES:
Item 064-18 The minutes of the special board meeting held on June 1, 2018 were reviewed.

Moved: D. Hais Seconded: J. Manhas

Resolution 18-06-07 That the Nanaimo Port Authority board of directors adopts the minutes of the June 1, 2018 board meeting, as presented.

CARRIED

The minutes of the March 13, 2018 human resources and compensation committee meeting were reviewed.

Moved: D. Hais Seconded: J. Manhas

Resolution 18-06-08 That the Nanaimo Port Authority board of directors accepts the minutes of the March 13, 2018 human resources and compensation committee meeting, as presented.

CARRIED

The minutes of the April 5, 2018 conduct and governance committee meeting were reviewed.

Moved: A. Cope Seconded: D. Hais

Resolution 18-06-09 That the Nanaimo Port Authority board of directors accepts the minutes of the April 5, 2018 conduct and governance committee meeting, as presented.

CARRIED

The minutes of the April 19, 2018 audit committee meeting were reviewed.

Moved: A. Cope Seconded: J. Manhas

Resolution 18-06-10 That the Nanaimo Port Authority board of directors accepts the minutes of the April 19, 2018 audit committee meeting, as presented.

CARRIED

REPORT OF DIRECTORS:

*AUDIT COMMITTEE
REPORT:*
Item 065-18

A. Cope provided a verbal update regarding the activities of the audit committee.

*HRC COMMITTEE
REPORT:*
Item 066-18

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

A motion was brought forward from the June 27, 2018 board in-camera session.

Moved: D. Hais Seconded: J. Manhas

Resolution 18-06-11

That the Nanaimo Port Authority board of directors approves the proposed changes to the 2018 bonus plan, as amended.

CARRIED

*CGC COMMITTEE
REPORT:*
Item 067-18

M. Corfield provided a verbal update regarding the activities of the conduct and governance committee.

*CRC COMMITTEE
REPORT:*
Item 068-18

R. Ringma provided a verbal update regarding the activities of the community relations committee. It was agreed that another meeting of this committee will be scheduled prior to the July 27, 2018 board meeting and that going forward correspondence with the Snuneymuxw First Nation will be copied to Chief Michael Wyse for information. It was also noted that a demonstration of the Port's marine domain awareness system has been scheduled for members of the Lyackson First Nation. M. Corfield noted that the Port's participation and sponsorship of the National Indigenous Peoples Day organized by the Nanaimo Aboriginal Centre was well received. D. Hais reported that she attended the official opening ceremony of the new 25 unit passive housing project – Nuutsumuut Lelum on Bowen Road.

MWG REPORT:
Item 069-18

M. Corfield provided an update regarding the activities of the marina development working group. It was noted that new story boards with the proposed marina design have been prepared for the Port's open house from 4-7pm on June 27, 2018 at the Port Theatre. It was noted that the estimated cost of the project is \$18M. Possible sources of funding for the marina development were discussed. It was agreed that the briefing note will be updated with the new renderings and the Chair

and the Vice Chair will start setting up meetings to discuss funding. It was also reported that to date three letters of support for the project have been received from members of the working group.

Resolution 18-06-12

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

CARRIED

REPORT OF ADMINISTRATION:

CEO REPORT:

Item 070-18

E. Moir provided a verbal update regarding the activities of the Port.

Updates included:

- Island Ferry Services Ltd. - environmental assessment (CEAA 2012) passenger ferry
- Western Canada Marine Response Corporation environmental response base update
- Western Stevedoring vehicle processing centre project update
- Helijet – liquor license application to City of Nanaimo
- DP World – Duke Point terminal operator/lease agreement

Moved: D. Hais

Seconded: J. Manhas

Resolution 18-06-13

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

CARRIED

The meeting was in recess from 11:50am – 12:05pm. Lunch was provided.

M. Davidson and E. Tomescu joined the meeting at 12:05pm.

LEASE UPDATE:

Item 071-18

M. Davidson provided a verbal lease update regarding the status of the Port's Newcastle Channel leases. It was noted that additional leases will be coming forward at the next board meeting for approval. A rendering of a proposed development improvement on one of the Newcastle Channel properties was reviewed. A Protection Island private moorage lease was presented for approval. It was noted that rates were set based on the 2017 fair market rent review prepared by Cunningham and Rivard Appraisals.

Moved: J. Manhas

Seconded: D. Hais

Resolution 18-06-14

That the Nanaimo Port Authority board of directors approves the lease agreement FL 280 between the Nanaimo Port Authority and M. R. Johnston dated July 1, 2018, as presented and;

That the Board Chair and the President/CEO be authorized to duly execute the agreement on behalf of the Port.

CARRIED

M. Davidson left the meeting at 12:20pm.

**CAPITAL
MAINTENANCE UPDATE:
Item 072-18** E. Tomescu provided an update regarding capital expenditures as compared to the 2018 budget. It was noted that this information will be shared with the board on a quarterly basis and added to the board tracking matrix.

Moved: D. Hais Seconded: J. Manhas

Resolution 18-06-15 That the Nanaimo Port Authority board of directors accepts the 2018 capital expenditures dated May 30, 2018, as presented. CARRIED

**CAPITAL PROJECT
UPDATE:
Item 073-18** E. Moir presented the proposed sustainable and growth capital revisions to the 2018 capital budget.

Moved: A. Cope Seconded: J. Manhas

Resolution 18-06-16 That the Nanaimo Port Authority board of directors approves the 2018 capital project update dated May 31, 2018, as presented.

CARRIED

E. Tomescu left the meeting at 12:35pm.

**SIGNING AUTHORITY
LIMITS:
Item 074-18** E. Moir presented the proposed changes to the signing authority limits. It was noted that the titles of the individuals with signing authority have been added to the document.

Moved: D. Hais Seconded: R. Ringma

Resolution 18-06-17 That the Nanaimo Port Authority board of directors approves the proposed changes to the signing authority limits, as presented.

CARRIED

**CCCU ACCOUNT:
Item 075-18** A. Rolston noted that the individuals with signing authority for the account held at the Coastal Community Credit Union need to be updated.

Moved: D. Hais Seconded: R. Ringma

Resolution 18-06-18

That the Nanaimo Port Authority board of directors approves the following individuals as signors on the Coastal Community Credit Union account:

- E. Moir – President/CEO
- I. Marr – SVP Finance and Administration
- R. Allan – Controller

and that signatures from at least two of these individuals will be required for transactions on this account.

CARRIED

*ACPA CONFERENCE
ATTENDANCE:
Item 076-18*

Attendance at the annual Association of Canadian Port Authorities conference in Saint John, New Brunswick September 10 – 13, 2018 was discussed. It was agreed that one director and two members of the management team will attend this year.

*2019 PORT
GALA UPDATE:
Item 077-18*

The proposed 2019 Port Gala event was discussed. It was noted that an event planner has been suggested by one of the Port's event partners to put together a proposal for the event. It was agreed that the proposal will come back to the board for approval in October 2018. This item will be added to the board tracking matrix.

NEW BUSINESS:

*TARIFF UPDATE:
Item 078-18*

The proposed changes to the Port of Nanaimo tariff document were reviewed. It was noted that the changes to the tariff match the recommended rates set by the BC Marine Terminal Operators Association, which are updated every year. It was noted that none of the changes involve wharfage, berthage or harbour dues. The revised tariff document and summary of changes will be posted on the company website. It was also noted that a more in depth review of tariff will be completed in Q3, 2018 and brought back to the board for approval.

Moved: R. Ringma Seconded: A. Cope

Resolution 18-06-19

That the Nanaimo Port Authority board of directors approves the proposed changes to the Port of Nanaimo tariff document, as presented.

CARRIED

*DIRECTOR
APPOINTMENTS:
Item 079-18*

A. Rolston provided an update regarding director appointments. Notice of the federal and provincial appointments are expected in the near future. No further update has been received regarding the federal port user or the municipal appointments.

*BOARD TRACKING
MATRIX:*
Item 080-18

The board tracking matrix was reviewed.

ADJOURNMENT:

The meeting adjourned at 1:20pm.