



BOARD MEETING MINUTES
Boardroom, 100 Port Drive, Nanaimo, BC
Thursday, February 6, 2020 at 10:00am

ATTENDANCE:

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

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

Excusals: D. White, Director

CALL TO ORDER: The meeting was called to order at 10:14am.

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 February 6, 2020 board meeting was reviewed. The following items were added under new business:

Item 01-20

- draft letter to the Minister of Finance regarding the 2020 Federal budget
- ACPA conference and governance seminar update
- PAPA request for board to board meeting
- City / Port board and council meeting

Moved: M. Corfield Seconded: B. Coe

Resolution 20-02-01 That the Nanaimo Port Authority board of directors approves the agenda of the February 6, 2020 board meeting, as amended.

CARRIED

MINUTES: The minutes of the December 11, 2019 board meeting were reviewed.
Item 02-20

Moved: M. Corfield Seconded: B. Coe

Resolution 20-02-02 That the Nanaimo Port Authority board of directors adopts the minutes of the December 11, 2019 board meeting, as presented.

CARRIED

REPORT OF DIRECTORS:

AUDIT COMMITTEE: B. Coe noted that the next meeting is scheduled on February 26, 2020 and that the committee will be electing a new Chair to replace R. Sinclair. B. Coe agreed to be the board's financial expert on the committee. The year-end audit service plan will be reviewed at the next meeting with the auditors from MNP.
Item 03-20

HRC COMMITTEE: M. Corfield noted that there was a meeting on February 4, 2020 and she was elected the new Chair of the committee. The compensation review and the organizational chart were reviewed. I. Marr provided an update on the pension plan review. The next meeting is scheduled on February 26, 2020.
Item 04-20

Moved: M. Corfield Seconded: F. Denning

Resolution 20-02-03 That the Nanaimo Port Authority board of directors approves the January 2020 organizational chart, as recommended by the HR and compensation committee.

CARRIED

CRC COMMITTEE: F. Denning noted that the next meeting is scheduled on February 19, 2020. It was also noted that the board of directors and the CEO have a meeting scheduled with the Chamber of Shipping of BC board of directors and CEO in Vancouver on February 12, 2020. Anchorages, short sea shipping opportunities, a communication strategy and the port modernization review were suggested as agenda topics.
Item 05-20

CGC COMMITTEE: B. Coe noted that the next meeting is scheduled on February 26, 2020. Director attendance, board appointments, board composition and the ACPA director remuneration survey results will be on the agenda.
Item 06-20

RDN MEETING NOTES: The notes from the November 6, 2020 Port and RDN Board and staff meeting were reviewed.
Item 07-20

APP CONFERENCE REPORT:
Item 08-20 D. Hais and B. Coe provided reports regarding the Association of Pacific Ports conference in January 2020.

Moved: M. Corfield Seconded: F. Denning

Resolution 20-02-04 That the Nanaimo Port Authority board of directors accepts the February 6, 2020 reports of directors, as presented.

CARRIED

REPORT OF ADMINISTRATION:

CEO REPORT:
Item 09-20 I. Marr provided an update regarding the Port’s recent activities. Topics included:

- VPC Phase 2
- DP World contract
- NTCF agreement – Duke Point
- IFSL
- WCMRC
- Lease update - Ulrich, BC Hydro, NYC, GRT
- SFN protocol agreement and Tribal Journey event updates
- RDN staff meeting UPDATE and protocol agreement
- CEO meetings with TC in Ottawa January 9, 2020
- CEO meeting with CIRNAC in Ottawa January 9, 2020
- ACPA CEO roundtable in Ottawa January 10, 2020
- APP summer conference August 9-12, 2020

VPC –PHASE 2:
Item 10-20 Moved: M. Corfield Seconded: F. Denning

Resolution 20-02-05 That the Nanaimo Port Authority board of directors approves proceeding with Phase 2 of the vehicle processing centre in the amount of \$3.6M

and;

That the President and CEO be authorized to execute the contract on behalf of the Nanaimo Port Authority.

CARRIED

DPW LEASE DUKE POINT:
Item 11-20 I.Marr noted that a draft contract has been received from DPW and is currently under review.

Moved: F. Denning Seconded: B. Coe

Resolution 20-02-06 That the Nanaimo Port Authority board of directors approves proceeding with the negotiation of a long term lease between the Nanaimo Port Authority and DP World at the Duke Point terminal.

CARRIED

IFSL TERM SHEET: The draft IFSL term sheet dated February 6, 2020 was reviewed.

Item 12-20 Moved: M. Corfield Seconded: B. Coe

Resolution 20-02-07 That the Nanaimo Port Authority board of directors approves the February 6, 2020 Island Ferry Services Ltd. offer to lease term sheet, as presented.

CARRIED

I.Marr left the meeting from 11:20am – 11:24am.

WCMRC DEVELOPMENT PLAN: M. Davidson presented the development design plans for the new WCMRC building to be located at the Nanaimo Assembly Wharves. It was noted that the board of directors approved the WCMRC lease in June 2019.

Item 13-20 Moved: M. Corfield Seconded: F. Denning

Resolution 20-02-08 That the Nanaimo Port Authority board of directors accepts the Western Canada Marine Response Corporation development plans, as presented.

CARRIED

LEASE FL 285: The FL 285 lease agreement between the Nanaimo Port Authority and Jim and Karin Ulrich dated December 1, 2019 was reviewed.

Item 14-20 Moved: M. Corfield Seconded: B. Coe

Resolution 20-02-09 That the Nanaimo Port Authority board of directors approves the lease agreement number FL 285 between the Nanaimo Port Authority and Jim and Karin Ulrich dated December 1, 2019.

CARRIED

BC HYDRO SUBMARINE CABLE: The license agreement between the Nanaimo Port Authority and the British Columbia Hydro and Power Authority dated April 1, 2020 was reviewed.

Item 15-20 Moved: M. Corfield Seconded: F. Denning

Resolution 20-02-10 That the Nanaimo Port Authority board of directors approves the license agreement number 061 between the Nanaimo Port Authority and the British Columbia Hydro and Power Authority dated April 1, 2020

and;

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

CARRIED

The meeting was in recess from 12:14pm – 12:35pm.

**PRELIMINARY
YEAR END 2019
FINANCIAL
STATEMENTS:**

Item 16-20

The preliminary year-end financial statements as at December 31, 2019 were reviewed. It was noted that management is not anticipating any substantial year end adjusting entries and that the auditors will be onsite in late February.

**DEEP SEA
REPORT:**
Item 17-20

The deep sea report as at December 31, 2019 was reviewed.

**CAPITAL
MAINTENANCE
REPORT:**

Item 18-20

The capital maintenance report as at December 31, 2019 was reviewed.

Moved: M. Corfield Seconded: B. Coe

Resolution 20-02-08 That the Nanaimo Port Authority board of directors accepts the February 6, 2020 reports of administration, as presented.

CARRIED

NEW BUSINESS:

**LETTER TO MOF
RE FEDERAL
BUDGET 2020:**
Item 19-20

A draft letter to the Minister of Finance regarding the 2020 Federal budget was reviewed.

ACPA UPDATE:
Item 20-20

It was noted that the Association of Canadian Port Authorities fall conference is scheduled in Toronto from September 28 – October 1, 2020 and the governance seminar has been tentatively scheduled in Ottawa from November 16-18, 2020.

**PAPA / NPA
MEETING
REQUEST:**
Item 21-20

It was noted that the Port Alberni Port Authority board of directors has requested a board to board meeting in Port Alberni. No agenda items have been provided at this time.

INFORMATION

ITEMS:

Item 22-20

The following information items were reviewed:

- a. revised 2020 board and committee meeting calendar
- b. short sea shipping briefing note – duke point
- c. duke point facilities brochure
- d. memo regarding City of Nanaimo truck traffic on the trestle notification

Resolution 20-02-11

That the Nanaimo Port Authority board or directors accepts the items raised under new business and the information items 8 a-d on the February 6, 2020 board agenda.

CARRIED

ADJOURNMENT:

The meeting adjourned at 2:00pm.