



BOARD MEETING MINUTES
Boardroom, 100 Port Drive, Nanaimo, BC
Thursday, May 23, 2019 at 9:00am

ATTENDANCE:

Directors: D. Hais, Chair
 F. Denning
 R. Sinclair
 B. Coe
 J. Manhas

Management: I. Marr, President and CEO
 A. Rolston, Corporate Secretary

Excusals: M. Corfield, Director

Guests: M. Mihic and R. Uy, DP World

DP WORLD PRESENTATION: M. Mihic from DP World provided the board with a presentation regarding their operations at the Duke Point terminal, followed by a discussion with the board regarding the 2019 National Trade Corridor Fund application to upgrade the Duke Point terminal.

CALL TO ORDER: The meeting was called to order at 10:40am.

AGENDA:
Item 72-19 The agenda of the May 23, 2019 board meeting was reviewed. Election of the Chair and Vice Chair of the board was added after adoption of the agenda.

Moved: J. Manhas Seconded: R. Sinclair

Resolution 19-05-01 That the Nanaimo Port Authority board of directors accepts the agenda of the May 23, 2019 board meeting, as amended.

CARRIED

HRC COMMITTEE

REPORT:

Item 78-19

J. Manhas provided an update regarding the hr & compensation committee. It was noted that interviews for the position of VP, Finance and Harbour Master have been scheduled. I.Marr provided an update regarding the status of the MNP job description revisions for all employees. It was also noted that the conduct & governance committee has completed their review of the CEO evaluation form and have passed their recommendations back to the hr & compensation committee for review and recommendation to the board.

A.Rolston was excused from the meeting at 10:50am.

The meeting was held in-camera from 10:50am – 11:05am.

A.Rolston rejoined the meeting at 11:05am.

CRC COMMITTEE

REPORT:

Item 79-19

D. Hais provided an update regarding the community relations committee. It was noted that the Board had a meeting with the Snuneymuxw First Nation Chief and Council on May 21, 2019 in the SFN Council Chambers. It was also noted that the Board has a meeting scheduled with the City of Nanaimo Mayor and Council on June 11, 2019 at the Vancouver Island Conference Centre.

D. Hais noted that the two late applications to the community involvement fund have been received. It was agreed that the late application for National Indigenous Peoples Day on June 21, 2019 will be considered given the timing of the event, and that the Vancouver Island Symphony request will be considered in the second cycle of applications following the August 15 deadline.

NIPD CI FUND

DONATION:

Item 80-19

A community involvement fund application from the Nanaimo Aboriginal Centre to support the National Indigenous People's Day event in Maffeo Sutton Park on June 21, 2019 from 4-8pm was reviewed. It was noted that the Port of Nanaimo supported this event in 2018 and that the City of Nanaimo is supporting the event with a \$5,000.00 donation.

Moved: J. Manhas

Seconded: R. Sinclair

Resolution 19-05-03

That the Nanaimo Port Authority board of directors approves a one-time donation in the amount of \$5,000.00 to the Nanaimo Aboriginal Centre in support of the National Indigenous Peoples Day event to be held in Maffeo Sutton Park on Friday, June 21, 2019 from 4-8pm.

CARRIED

CGC COMMITTEE

REPORT:

Item 81-19

B. Coe provided an update regarding the conduct and governance committee. It was noted that B. Coe was elected the new Chair of the conduct and governance committee. It was also noted that the annual code of conduct and indemnification form review, the company wide code of conduct review, the new director orientation review, and the board meeting calendar review have been completed. It was noted that all directors are required to sign the annual code of conduct and indemnification forms prior to the next conduct and

governance committee meeting to ensure the committee has adequate time to review any conflicts or the appearance of conflicts prior to the July 15 annual deadline as stipulated in Schedule E, article 1, section 1.8 of the Nanaimo Port Authority Letters Patent.

*CODE OF CONDUCT
FORMS:*
Item 82-19

The proposed changes to the annual director and officer code of conduct and conflict of interest forms were reviewed.

Moved: J. Manhas Seconded: R. Sinclair

Resolution 19-05-04

That the Nanaimo Port Authority board of directors approves the proposed changes to the annual directors and officers code of conduct and conflict of interest forms, as recommended by the conduct and governance committee.

CARRIED

*INDEMNIFICATION
FORMS:*
Item 83-19

The proposed changes to the annual director and officer indemnification forms were reviewed.

Moved: J. Manhas Seconded: R. Sinclair

Resolution 19-05-05

That the Nanaimo Port Authority board of directors approves the proposed changes to the director and officers indemnification forms, as recommended by the conduct and governance committee.

CARRIED

*COMPANY WIDE
CODE OF CONDUCT:*
Item 84-19

The proposed company-wide code of conduct form was reviewed. It was noted that a signature line will be added to the bottom of the form and that each employee will be asked to sign the form. Timing and implementation will be discussed at a later date.

Moved: J. Manhas Seconded: R. Sinclair

Resolution 19-05-06

That the Nanaimo Port Authority board of directors approves the company wide code of conduct form, as amended.

CARRIED

*DIRECTOR
ORIENTATION:*
Item 85-19

The proposed changes to the new director orientation presentation were reviewed. It was suggested that slides be added outlining the specific sections of the Canada Marine Act and Letters Patent that refer to director responsibilities and conflicts of interest.

Moved: J. Manhas Seconded: R. Sinclair

Resolution 19-05-07 That the Nanaimo Port Authority board of directors approves the proposed director orientation presentation, as amended. CARRIED

COMMITTEE The proposed changes to the committee structure were discussed.

STRUCTURE:

Item 86-19 Moved: J. Manhas Seconded: R. Sinclair

Resolution 19-05-08 That the Nanaimo Port Authority board of directors approves the proposed changes to the board committee structure, as recommended by the conduct and governance committee. CARRIED

B. Coe left the meeting at 11:45am.

BOARD MEETING The proposed changes to the 2019 board meeting calendar were discussed.

CALENDAR:

Item 87-19 Moved: J. Manhas Seconded: R. Sinclair

Resolution 19-05-09 That the Nanaimo Port Authority board of directors approves the proposed changes to the 2019 board meeting calendar, as recommended by the conduct and governance committee. CARRIED

Moved: J. Manhas Seconded: F. Denning

Resolution 19-05-10 That the Nanaimo Port Authority board of directors accepts the May 23, 2019 report so of Directors, as presented. CARRIED

REPORT OF ADMINISTRATION:

CEO UPDATE: I. Marr provided an update regarding the Port's recent activities.

Item 88-19

Topics included:

- ACPA Port Lobby Day in Ottawa
- Port Modernization Review
- Infrastructure Funding
- Meeting with City Manager
- Port Drive improvements
- Nanaimo Marina Association
- Island Ferries
- Vehicle Processing Centre
- WSP Prime Study – Duke Point
- Marina Development Business Case
- Estuary Committee Update
- APP Conference 2020 Planning Update
- Annual Report Update

