BOARD MEETING MINUTES
Boardroom, 100 Port Drive, Nanaimo, BC
Wednesday, January 16, 2019 at 10:30am

ATTENDANCE:

Directors:	M. Corfield, Board Chair D. Hais, Vice Chair J. Manhas B. Coe
Management:	I. Marr, President and CEO M. Davidson, Chief Operating Officer A.Rolston, Corporate Secretary
Excusals:	F. Denning, Director R. Sinclaire, Director

CALL TO ORDER: M. Corfield called the meeting to order at 10:30am.

AGENDA: The agenda of the January 16, 2019 board meeting was reviewed.
Item 01-19

Moved: J. Manhas Seconded: D. Hais

Resolution 19-01-01 That the Nanaimo Port Authority board of directors adopts the agenda of the January 16, 2019 board meeting, as presented.

CARRIED

BOARD MINUTES: The minutes of the December 12, 2018 regular board meeting were reviewed.
Item 02-19

Moved: D. Hais Seconded: J. Manhas

Resolution 19-01-02 That the Nanaimo Port Authority board of directors adopts the minutes of the December 12, 2018 board meeting, as presented.

CARRIED

COMMITTEE MINUTES:
Item 03-19

The committee minutes listed on the January 16, 2019 board agenda were reviewed.

Moved: B. Coe Seconded: D. Hais

Resolution 19-01-03

That the Nanaimo Port Authority board of directors accepts the following committee minutes, as presented.

- July 12, 2018 community relations committee
- October 17, 2018 conduct and governance committee
- December 12, 2018 hr and compensation committee

CARRIED

REPORT OF DIRECTORS:
Item 04-19

AUDIT COMMITTEE REPORT:

There was no audit committee report. It was noted that the auditors are scheduled to be on site two more times before the end of February 2019 to complete the year-end as at December 31, 2018 audit.

HRC COMMITTEE REPORT:

J. Manhas provided an update on the activities of the HR and compensation committee. The organizational chart dated January 16, 2019 was reviewed.

Moved: J. Manhas Seconded: D. Hais

ORG CHART:
Item 05-19
Resolution 19-01-04

That the Nanaimo Port Authority board of directors approves the revised organizational chart dated January 16, 2019, as presented.

CARRIED

MENTORING PLAN - HARBOUR MASTER:
Item 06-19
Resolution 19-01-05

Moved: J. Manhas Seconded: D. Hais

That the Nanaimo Port Authority board of directors approves authorizing the President and CEO to complete the educational mentoring plan for the Harbour Master.

CARRIED

JOB DESCRIPTIONS HARBOUR MASTER & DEPUTY HARBOUR MASTER:
Item 07-19
Resolution 19-01-06

Moved: J. Manhas Seconded: D. Hais

That the Nanaimo Port Authority board of directors approves a review of the Harbour Master and the Deputy Harbour Master job descriptions by the hr and compensation committee.

CARRIED

CGC COMMITTEE REPORT:

M. Corfield provided an update on the recent activities of the conduct and governance committee. It was noted that the 2018 board attendance record and 2018 board composition matrix are included for receipt under information items later in the agenda. It was noted that the 2018 code of conduct/ conflict of interest and director indemnification forms have been signed and submitted by the directors and officers and reviewed. No conflicts of interest were reported. The committee is working on the following items:

- Review and revision of CEO evaluation form
- Development of policy/ terms of reference for the process for user director nominations
- Development of board education and training plan
- Review of board compensation as compared to other Ports
- Development of an employee code of conduct
- Revision of the Port policy and procedures manual

CRC COMMITTEE REPORT:

D. Hais provided an update on the recent activities of the community relations committee. D. Hais was elected Chair of the community relations committee. It was noted that a working group has been established with a goal of achieving a memorandum of understanding with the Snuneymux First Nation and the City of Nanaimo. It was also noted that a discussion regarding board strategic relations will be added to the February 28, 2019 board planning session.

SFN MOU WORKING GROUP:
Item 08-19

Moved: D. Hais Seconded: J. Manhas

Resolution 19-01-07

That the Nanaimo Port Authority board of directors approves proceeding with the working group to achieve a memorandum of understanding with the Snuneymuxw First Nation in Q1, 2019.

CARRIED

CITY MOU WORKING GROUP:
Item 09-19

Moved: D. Hais Seconded: J. Manhas

Resolution 19-01-08

That the Nanaimo Port Authority board of directors approves proceeding with the development of a new memorandum of understanding with the City of Nanaimo in Q2, 2019.

CARRIED

REPORT OF DIRECTORS:
Item 10-19
Resolution 19-01-19

Moved: D. Hais Seconded: B. Coe

That the Nanaimo Port Authority board of directors accepts the report of directors from the January 16, 2019 board meeting, as presented.

CARRIED

REPORT OF ADMINISTRATION:

CEO UPDATE:
Item 11-19

I. Marr provided a verbal CEO update on the Port's recent activities.
Topics included:

- Vehicle processing centre
- NTCF Fund application – Duke Point
- DP World
- Passenger Ferry
- VIEA – foreign trade zone
- MIBI - event in Vancouver
- MNP auditors
- TC review – competitiveness of Canada's Ports
- Website / social media

LEASE UPDATE:
Item 12-19

M. Davidson provided a verbal update on the Port's lease portfolio.
It was noted that a new lease for Imerys Canada appears later in the agenda for approval. The Port's agreement with the City of Nanaimo for payment in lieu of taxes (PILT) was discussed. It was agreed that the community liaison committee will initiate a dialogue with the City regarding a new PILT agreement. It was noted that the City has not appointed their members to the liaison committee yet.

FINANCIAL STATEMENTS:
Item 13-19

The financial statements for the month ended November 30, 2018 were reviewed.

DEEP SEA REPORT:
Item 14-19

The deep sea report for the month ended November 30, 2018 was reviewed.

CAPITAL ASSET MAINTENANCE REPORT:
Item 15-19

The capital maintenance report for the month ended November 30, 2018 reviewed.

REPORT OF ADMINISTRATION:
Item 16-19
Resolution 19-01-20

Moved: D. Hais Seconded: J. Manhas

That the Nanaimo Port Authority board of directors accepts the report of administration from the January 16, 2019 board meeting, as presented.

CARRIED

FL 270 LEASE AGREEMENT IMERYS:
Item 17-19

M. Davidson presented the FL 270 Lease agreement with Imerys Canada L.P.

Moved: D. Hais Seconded: B. Coe

Resolution 19-01-21

That the Nanaimo Port Authority board of directors approves the lease agreement number FL 270 between the Nanaimo Port Authority and Imerys Canada L.P. dated January 1, 2018

and;

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

CARRIED

CL 2018-41 VPC CHANGE ORDER CIVIL WORKS / LIGHTING:
Item 18-19

I. Marr presented the details of the change order for CL 2018-41 VPC civil works/lighting for Hazelwood Construction Services Ltd.

Moved: D. Hais Seconded: B. Coe

Resolution 19-01-22

That the Nanaimo Port Authority board of directors approves the change order For the VPC civil works – terminal lighting CL 2018-41 in the amount of $96,352.94 plus G.S.T

and;

That the President and CEO Ian Marr be authorized to execute the change order on behalf of the Nanaimo Port Authority.

CARRIED

INFORMATION & CORRESPONDENCE:
Item 19-19

Information and correspondence items 8 a – i on the January 16, 2019 board agenda were reviewed.

The following items were included:

- 2018 board attendance
- 2018 board composition grid
- 2019 final operating budget
- 2019 final capital budget
- 2019 board committee structure
- 2019 board meeting schedule
- Response to VPC HR concern Dec 20, 2018
- Thank you letter from John Howard society Dec 27, 2018
- Press release – appointment of new CEO, COO

Moved: J. Manhas Seconded: B. Coe

Resolution 19-01-23

That the Nanaimo Port Authority board of directors accepts information items 8 a – i on the January 16, 2019 board agenda, as presented.

CARRIED

TRACKING MATRIX:
Item 20-19

The board tracking matrix was reviewed. The Chair requested that action items arising from the meeting be recorded.

Moved: D. Hais Seconded: B. Coe

Resolution 19-01-24

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

CARRIED

NEW BUSINESS:

BOARD LAPTOP ORIENTATION:
Item 21-19

It was noted that a board laptop orientation will be provided to the Directors following this meeting.

STRATEGIC PLANNING AGENDA:
Item 22-19

M. Corfield requested that any additional agenda items for the board strategic planning session be sent in prior to January 28, 2019.

The following items have been suggested:

- website/social media
- communication plan
- marina redevelopment
- 5 year business plan
- board strategic relations
- engagement plan
- business development plan
- organizational structure – GAPs – succession planning
- board education, training and development

ADJOURNMENT:

M. Corfield called for a motion to adjourn the meeting.

Moved: J. Manhas Seconded: B. Coe

Resolution 19-01-25

That the Nanaimo Port Authority board of directors adjourns the January 16, 2019 board meeting at 12:15pm.

CARRIED