



BOARD MEETING MINUTES
Boardroom, 100 Port Drive, Nanaimo, BC
Thursday, April 25 2019 at 11:00am

ATTENDANCE:

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

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

Excusals: M. Corfield, Board Chair – leave of absence

CALL TO ORDER: The meeting was called to order at 10:52am. It was noted that M. Corfield Board Chair is on a leave of absence until after the May 6, 2019 federal by-election.

AGENDA: The agenda of the April 25, 2019 board meeting was reviewed.

Item 53-19

Moved: J. Manhas Seconded: F. Denning

Resolution 19-04-01 That the Nanaimo Port Authority board of directors accepts the agenda of the April 25, 2019 board meeting, as presented.

CARRIED

BOARD MINUTES: The minutes of the March 29, 2019 board meeting were reviewed.

Item 54-19

Moved: B. Coe Seconded: F. Denning

Resolution 19-04-02 That the Nanaimo Port Authority board of directors adopts the minutes of the March 29, 2019 board meeting, as presented.

CARRIED

AUDIT MINUTES: The minutes of the December 10, 2018 audit committee meeting were
Item 55-19 reviewed.

Resolution 19-04-03 That the Nanaimo Port Authority board of directors accepts the minutes of the
December 10, 2018 audit committee meeting, as presented.

CARRIED

COMMUNITY The minutes of the January 16, 2019 community relations committee were
RELATIONS MINUTES: reviewed.
Item 56-19

Resolution 19-04-04 That the Nanaimo Port Authority board of directors accepts the minutes of the
January 16, 2019 community relations committee, as presented.

CARRIED

HR & COMPENSATION The minutes of the January 16, 2019 human resources and compensation
MINUTES: committee were reviewed.
Item 57-19

Resolution 19-04-05 That the Nanaimo Port Authority board of directors accepts the minutes of the
January 16, 2019 human resources and compensation committee, as presented.

CARRIED

REPORT OF DIRECTORS:

AUDIT COMMITTEE R. Sinclair provided an update regarding the audit committee. The draft
REPORT: audited financial statements for the year ended December 31, 2018, audit
Item 58-19 findings report and management letter prepared by MNP (external auditors)
were reviewed. It was noted that the Board has requested that management
develop a plan and realistic timeline to replace the \$1M withdrawal from the
harbour development fund in 2018.

2018 AUDITED

FINANCIALS:

Item 59-19 Moved: R. Sinclair Seconded: J. Manhas

Resolution 19-04-06 That the Nanaimo Port Authority board of directors approves the 2018 audited
financial statements for the year ending December 31, 2018, as recommended
by the audit committee.

CARRIED

2018 AUDIT Moved: R. Sinclair Seconded: J. Manhas
FINDINGS REPORT:
Item 60-19

Resolution 19-04-07 That the Nanaimo Port Authority board of directors approves the 2018 audit
findings report for the year ending December 31, 2018, as recommended by the
audit committee.

CARRIED

*MANAGEMENT
LETTER APR 2019:
Item 61-19*

Moved: R. Sinclair Seconded: J. Manhas

Resolution 19-04-08

That the Nanaimo Port Authority board of directors receives the April 25, 2019 management letter, as recommended by the audit committee.

CARRIED

*HRC COMMITTEE
REPORT:
Item 62-19*

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

Moved: J. Manhas Seconded: B. Coe

Resolution 19-04-09

That the Nanaimo Port Authority board of directors approves the 2018 management bonus calculations, as recommended by the hr and compensation committee.

CARRIED

It was noted that the updated management job descriptions will be brought forward to the next board meeting and that management will be proceeding with hiring of the VP, Finance and Harbour Master positions.

*CGC COMMITTEE
REPORT:
Item 63-19*

There was no conduct and governance meeting held since the last board meeting.

*CRC COMMITTEE
REPORT:
Item 64-19*

D. Hais provided an update regarding the activities of the community relations committee. It was noted that the City has not appointed councillors to the liaison committee yet. It was suggested that the Port board request a meeting with Mayor and Council. It was also suggested that the Port board request a meeting with Snuneymuxw First Nation Chief and Council.

Resolution 19-04-10

Moved: D. Hais Seconded: J. Manhas

That the Nanaimo Port Authority board of directors approves granting the authority to award sponsorships up to \$2500 to the President and CEO, providing that the amount is within budget and aligns with the community involvement funding guidelines.

CARRIED

REPORT OF ADMINISTRATION:

*CEO REPORT:
Item 65-19*

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

Topics included:

- Vehicle processing centre
- Port drive front street extension
- DP World
- Western Forest Products
- WSP meeting (duke point terminal planning)
- National Trade Corridors Fund
- Passenger only ferry
- Short sea shipping study
- Steel
- Communication plan and annual report

It was noted that the Hazelwood contract for the vehicle processing centre civil and electrical works was under budget by \$105,736. It was also noted that the MBG contract for the vehicle processing centre warehouse renovation was over budget by \$21, 062 above the 10% contingency.

Moved: J. Manhas Seconded: F. Denning

Resolution 19-04-11 That the Nanaimo Port Authority board of directors approves the overage of \$21,062 above the 10% contingency on the MBG contract for the vehicle processing warehouse renovation.

CARRIED

*INNER HARBOUR
BUSINESS CASE:
Item 66-19* The inner harbour business case study proposal provided by Sisiutl Engineering was reviewed.

Moved: J. Manhas Seconded: R. Sinclair

Resolution 19-04-12 That the Nanaimo Port Authority board of directors approves proceeding with the inner harbour reconfiguration business case study by Sisiutl Engineering, as presented.

CARRIED

*PASSENGER
FERRY OFFER TO
LEASE EXTENSION
Item 67-19* It was noted that the existing offer to lease to Island Ferries Services Ltd. has expired. Following a meeting with the proponent, management recommended proceeding with an extension of the offer to lease for another six months. Pending a legal advisement, this resolution will be brought forward to the board for approval.

*LEASE UPDATE:
Item 68-19* M. Davidson provided an update regarding the Port's lease portfolio. Topics included:

- Helijet lease extension
- City subdivision 1 Port Drive property
- City stormwater upgrades
- BC Ferries lease renewal Duke Point

- BC Ferries Gabriola terminal upgrade
- Dinghy Dock pub
- Passenger ferry
- Bowtie property
- Harbour City Entertainment

1 PORT DRIVE

RIGHT OF WAY:
Item 69-19

Moved: J. Manhas Seconded: F. Denning

Resolution 19-04-13

That the Nanaimo Port Authority board of directors approves the release of the statutory right of way J6272 from lots 2, 3, and 4 of the City of Nanaimo’s 1 Port Drive property and that the President and CEO be authorized to execute the agreement.

CARRIED

It was noted that the Port of Nanaimo’s statutory right of way J6272 remains on lot 1 of the 1 Port Drive property maintaining access to Port property via the wooden trestle.

PORT DRIVE

STORM DRAIN:
Item 70-19

Moved: J. Manhas Seconded: B. Coe

Resolution 19-04-14

That the Nanaimo Port Authority board of directors approves the City of Nanaimo’s proposal to extend the storm drain to the south end of Port drive and that the President and CEO be authorized to execute the agreement.

CARRIED

DEEP SEA

REPORT:
Item 71-19

I. Marr presented the deep sea report as at March 31, 2019.

CAPITAL

MAINTENANCE

REPORT:

Item 72-19

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

Moved: J. Manhas Seconded: B. Coe

Resolution 19-04-15

That the Nanaimo Port Authority board of directors accepts the reports of administration from the April 25, 2019 board meeting, as presented.

CARRIED

NEW BUSINESS:

RISK

ASSESSMENT:

Item 67-19

Risk assessment was discussed. It was noted that the Port’s insurance company performs an in-depth risk analysis and provides a risk register every five years. These risks are monitored regularly and updated as required upon the annual renewal of the Port’s insurance plan. I. Marr noted that the Marsh report does not cover all non-insured risks such as reputational risk. R. Sinclair agreed to

add a strategic discussion regarding risk assessment to the next audit committee agenda.

INFORMATION ITEMS:

*NAN-LADYSMITH
SCHOOLS*

FOUNDATION:
Item 68-19

It was noted that the Port currently has a \$1500 credit in the Nanaimo-Ladysmith Schools Foundation scholarship account. In lieu of making a new donation in 2019, it was agreed to instruct the Foundation to draw \$500 from the existing account for the 2019 scholarship. J. Manhas agreed to attend the district honours night and present the award on June 11, 2019.

*ANNUAL GENERAL
MEETING:*

Item 69-19

It was noted that the Coast Bastion Hotel – Malaspina room has been booked for the June 27, 2019 annual general meeting at 2:00pm. An update regarding the next Port open house will be brought forward to the next Board meeting.

Moved: J. Manhas Seconded: B. Coe

Resolution 19-04-16

That the Nanaimo Port Authority board of directors accepts information items 7a and 7b on the April 25, 2019 board meeting agenda.

CARRIED

*BOARD ACTION
ITEMS AND
TRACKING MATRIX:*
Item 70-19

The board action items and tracking matrix were reviewed.

ADJOURNMENT:
Item 71-19

D. Hais called for a motion to adjourn the meeting.

Moved: J. Manhas Seconded: R. Sinclair

The meeting adjourned at 1:35pm.