



## MINUTES OF 10<sup>th</sup> ANNUAL GENERAL MEETING 2012

Greater Victoria Harbour Authority  
Held at 5:30 p.m. on 22 November 2012  
The Marriott Hotel - Ballroom  
915 Fort Street, Victoria BC

### GVHA Member Agencies

Capital Regional District  
The Chamber  
City of Victoria  
Esquimalt Nation  
Provincial Capital Commission  
Songhees Nation  
Tourism Victoria  
Township of Esquimalt  
Victoria Esquimalt Harbour Society

### Members' Representatives

Mayor Graham Hill  
Frank Bouree, Incoming Vice Chair  
Councillor Pamela Madoff  
Chief Andy Thomas  
Rick Crosby, Acting CEO  
Regrets  
Randy Wright, Past President  
Councillor Lynda Hundleby  
John Sanderson, President

**Meeting Chair:** Bill Wellburn, GVHA Board Director

#### 1. Call to Order

The Chair called the meeting to order at 5:30 p.m.

#### 2. Confirmation of Quorum

The Board Secretary confirmed there was quorum present for the Annual General Meeting (AGM).

#### 3. Approval of Agenda

**Motion - AGM/M-2012-11-22 #001: MOVED and SECONDED THAT** the agenda be approved.

**CARRIED**

#### 4. Adoption of Rules of Order

#3 - The Chair stated that voting and discussion during the AGM is restricted to Member representatives (Members). Questions and comments will be accepted by any member of the audience at the end of the meeting.

#9 - Members will be permitted to speak for three minutes on each motions, longer discussion is at the discretion of the Chair.

**Motion - AGM/M-2012-11-22 #002: MOVED and SECONDED THAT** the Members accept the Rules of Order as presented.

**CARRIED**

#### 5. Appointment of Parliamentarian & Recording Secretary

The Chair introduced David Rand, Boards Secretary as the Parliamentarian and Julia Park as the Recording Secretary for the AGM.

**6. Introduction of Life Members and Guests**

The Chair introduced Life Members Don Prittie, Paul Ridout, Randy Wright and John Sanderson, and Scott Hooker from KPMG, LLP.

**7. Approval of Minutes from the October 21, 2011**

Amendments included:

- 1) Amend page 4608 to include only a reference to the “Chair”, no names attached.

**Motion - AGM/M-2012-11-22-#003: MOVED and SECONDED THAT** the minutes from October 21, 2011 be approved as amended.

**CARRIED**

**8. Report from the Chair**

The Chair described the composition of GVHA’s Board of Directors:

- Nine Member Agencies, with VEHS having two seats on the Board for a total of 10 Members, with VEHS having only one vote at the AGM
- Up to four Independent Directors elected the Board
- Term limits of three years to a maximum of nine years

The Chair noted that the average tenure of a Director on GVHA’s Board is less than three years (2.7). Memory and history are critical to the Board’s success.

The Board recently completed a director/self-evaluation matrix to identify gaps in skills and qualifications required on the Board. The results of this evaluation were used to determine what requirements would be sought in new directors.

The Board has four standing committees:

**Audit & Finance Committee**, Chair – Doug Crowder

Provides financial oversight to the organization and ensures all things financial are in order.

**First Nations Economic Development Committee**, Chair – Chief Andy Thomas

Provides a working relationship GVHA and both Nations to create economic development.

The untimely death of Chief Robert Sam left a vacancy on the Board and this committee; we look forward to a replacement soon.

**Governance & Nominating Committee**, Chair – David Rand

Provides and oversees governance of the organization.

**Human Resources Committee**, Chair – Dave Cowen

Oversees HR policies and is responsible for hiring the CEO.

The Chair stated that GVHA was incorporated in 2002 with the divestiture of four properties from Transport Canada. GVHA had its 10<sup>th</sup> anniversary this year and has seen many noteworthy improvements as well as consistent annual revenue growth that have added economic benefits to the whole region.

Leadership at GVHA is critical, and reflecting back on past Chairs, Stewart Johnston, GVHA’s first Chair, created the infrastructure to move the organization forward. Don Prittie, the next Chair, was very effective at preserving the “working harbour.

Dermot Loughnane, who left the organization in December 2011, was instrumental in the hiring of CEO Curtis Grad who has taken GVHA to a higher level.

Barbara Desjardins, Acting Chair until August of this year, lead GVHA forward. Her ability to work with the public was very much appreciated.

**9. Report from the CEO**

The CEO introduced the Leadership Team and noted that many things have been accomplished over the past year. He noted that the timing was good for him to come in to the organization and begin moving forward with a fully engaged Board.

### Operating results for 2011/12

In the last year, revenue sources have been diversified making GVHA less dependent on the cruise industry.

- Ended fiscal year with a healthy surplus
- Scaled back capital plan to see what projects are priorities for the next fiscal year
- Residual monies from Transport Canada transfer dollars earmarked for repairs were invested
- A small profit was realized from the investment
- Currently applying for grant money to assist financially with capital projects

### Capital Investment

KEY HIGHLIGHTS		
Ogden Point	Certificates of Compliance	\$42,400
	Master Plan	\$20,100
Steamship Terminal	Proposal development, leasing and project management/design	\$249,200
Inner Harbour	New commercial float & pilings	\$154,200
	New electrical breaker	\$12,000
Fisherman's Wharf	New electrical on fuel pier	\$61,000
Maintenance Equipment	New snow blower, work-boat motor, etc.	\$40,000
<b>TOTAL 2011-2012 CAPITAL EXPENDITURE</b>		<b>\$798,900</b>

- Inner Harbour – new floats and pilings, water based infrastructure and mobile and maintenance equipment

### Key Initiatives 2011/12

#### Social

- New framework with Fisherman's Wharf Float Home community
  - Fisherman's Wharf - settled float home dispute, sorted out issues and found mutual solutions to problems
- First Nations employment program
  - Putting more meaning into the First Nations program, there is a long way to go but we are off to a good start
- Sponsorship (events & community): \$85,000 in-kind/cash
  - Cash and in-kind sponsorships - GVHA provides various services and moorage for events

#### Environmental

- Certified Ogden Point: Green Marine
- Certified all marinas: Clean Marine
- CRD's Greenstart program

Certificates of Compliance - once approved the water lots will be cleared of restrictions for longer term leasing.

#### Economic

- Secured 40 year lease of Steamship Terminal
- Advanced Ogden Point & Fisherman's Wharf planning initiatives
- Expanded marine and commercial activity
  - (Whitehall Reproductions, Puerto Vallarta Amigos, etc.)
- Increase in non-cruise marine activity
  - (11 cargo hold-cleaning, 11 yacht trans-shipments)

### Strategic Priorities – Focus on "Working Harbour"

- Harbour-wide Master Plan
- Terminal Consolidation
- Seabed Divestiture
- First Nations Partnership
- Long-term Sustainability
- Stakeholder Engagement

**10. Receipt of Financial Statements & Auditor's Report**

Randy Wright, Tourism Victoria's Past Chair inquired about the timing of the financial statements as the information is close to a year old. He would appreciate more current information, or have an audit completed earlier.

The Chair explained that GVHA's fiscal year ends March 31<sup>st</sup>. and by the time the audit is completed and a report received by GVHA; it is late in the summer. With GVHA moving to quarterly Board meetings, timing between meetings is longer.

The Chair noted that changing the date of fiscal year-end could be reviewed.

**Motion - AGM/M-2012-11-22 - #003: MOVED and SECONDED THAT** the Members receive the 2011/12 Audited Financial Statements and the Auditor's Report.

**CARRIED**

**11. Appointment of Auditors for the Current Year**

**Motion - AGM/M-2012-11-22- #004: MOVED and SECONDED THAT** the Members approve KPMG be appointed as GVHA's external auditors for the year ending March 31, 2013.

**CARRIED**

**12. Questions and Comments**

Don Prittie commended GVHA Management and Board for their great work upgrading the facilities and their commitment to the working harbour. In ten years GVHA has brought the organization forward creating a positive economic impact on the region and providing harbour space for industry that requires a connection between land and water.

Randy Wright inquired if the \$35,000 per month paid in rent to the PCC for the CPR Terminal building was triple net.

The COO reported that the \$35,000 per month rent to the PCC was the approximate amount including common costs, therefore was not triple net.

Graham Hill inquired if changes to the *Federal Society Act* would affect GVHA.

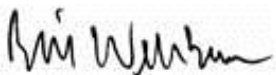
The Chair responded that GVHA is registered provincially, but changes may trickle down eventually.

**13. Adjourn**

**Motion - AGM/M-2012-11-22 - #005: MOVED and SECONDED** that the meeting be adjourned.

**CARRIED**

The meeting was adjourned at 5:55 pm.




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**Bill Wellburn, Chair**

## **In Attendance**

### **GVHA Directors:**

Dave Cowen  
Graham Hill  
David Rand  
Paul Ridout

### **GVHA Life members:**

Don Prittie  
Paul Ridout  
John Sanderson  
Randy Wright

### **CEO & Resources:**

Curtis Grad, President & Chief Executive Officer  
Sonterra Ross, Chief Operating Officer  
Mike Graham, Chief Technical Officer  
Rebecca Penz, Manager of Sustainability & Quality Management  
Julia Park, Corporate/Board Liaison, Recording Secretary

### **Regrets:**

Doug Crowder  
Barbara Desjardins, Township of Esquimalt  
John Doyle  
David Everett, PCC  
Chief Andy Thomas

### **Guests:**

John Briant, Western Stevedoring  
Stephen Baxter, Helijet  
Brenda Birtig, Western Stevedoring  
Rod Burkhart, Vic AM  
Ryan Burles, Black Ball Ferries  
Christopher Causton  
Christina Clarke, Songhees Nation  
Tom Coyle, James Bay Neighbourhood Association (JBNA)  
Peter Elkins  
Bob Evans, Victoria International Marina  
Pete Hartman, Hart Corp.  
Scott Hooker, KPMG  
Mike Howe, International Longshore & Warehouse Union (ILWU)  
David Leff, Fisherman's Wharf Community Association (FWCA)  
Greg McAllister, King Bros. Limited  
Tom Oram, Clipper Vacations  
Stephen Piers, Tervita  
Don Plank, Patrice Plank Fine Art  
Laurel Rand  
Janis Ringuette, JBNA  
Deane Strongitharm, CitySpaces Consulting  
Tim Van Alstine  
Becky Vander Steen, JBNA  
Bob Vander Steen, JBNA  
John Wilson, Wilson's Transportation Ltd.