

MINUTES

2016 Annual General Meeting
Held at **5:00 p.m.** on September 20, 2016
Greater Victoria Harbour Authority
Pier B, Ogden Point, Victoria, BC

In attendance:

GVHA Member Agencies

Capital Regional District
City of Victoria
Esquimalt Nation
Greater Victoria Chamber of Commerce
Songhees Nation
Tourism Victoria
Township of Esquimalt
Victoria Esquimalt Harbour Society

Members' Representatives

Mayor David Screech
Councillor Margaret Lucas
Katie Hooper
Patricia Jelinski
Chief Ron Sam
Suzanne Gatrell
Councillor Meagan Brame
Hannah Horn

Resources: Dave Cowen, Board Chair
Ian Robertson, Chief Executive Officer
Kathryn Stuart, Parliamentarian
Marie Watmough, Recording Secretary

Meeting Chair: Dave Cowen

1. Call to Order

The Chair called the meeting to order at 5:00 p.m.

2. Introduction to Member Representatives

- The Chair began by acknowledging the traditional territories of the Esquimalt and Songhees First Nations.
- The Chair continued by introducing Member Representatives, who are appointed by their Member Agencies, as listed below.

Capital Regional District, Mayor David Screech
City of Victoria, Councillor Margaret Lucas
Esquimalt Nation, Katie Hooper
Greater Victoria Chamber of Commerce, Patricia Jelinski

Songhees Nation, Chief Ron Sam
Tourism Victoria, Suzanne Gatrell
Township of Esquimalt, Councillor Meagan Brame
Victoria Esquimalt Harbour Society, Hannah Horn

3. Notice of Meeting and Confirmation of Quorum

The Chair confirmed that the representation present at the meeting fulfills quorum requirements

4. Approval of Agenda

AGM/M-2016-09-20 #001: MOVED and SECONDED THAT the agenda is approved as presented

CARRIED

5. Appointment of Parliamentarian and Recording Secretary

Kathryn Stuart was appointed as Parliamentarian and Marie Watmough was appointed as Recording Secretary

6. Approval of Standing Rules

The Standing Rules were received as presented

7. Approval of Minutes

AGM/M 2016-09-20 #002: MOVED and SECONDED THAT the minutes from the Annual General Meeting of October 13, 2015 be approved

CARRIED

8. Report from the Board of Directors

- Last fiscal year the Board ensured GVHA was focused on the Member approved ten-year strategic plan
- This was the first year of implementation
- Worked with the CEO on fiscal discipline and revenue optimization – reorganization and downsizing of office space
- Review the Reserve Fund Policy
- Oversight of key capital projects

There were two hold backs of capital projects, the fuel dock, and the steamship terminal

- Focus on customer relationships
 tenanting of Steamship terminal
 investigating appropriate opportunities.
- From the Board side we are very happy
- Very thorough undertaking for Ogden Point Master Plan (OPMP)
- The Board worked with CEO to develop a Balanced Scorecard to monitor progress and success
- The Board has a strong working relationship with the CEO, it is an open, constructive relationship
- Where are we going to go?
 - Focus on planning and development
 - Oversight and engagement with CEO
 - IPAD Infrastructure planning and development committee
 - Ogden Point Development with committee
 - Continue to focus on relevant Board education
 - GVHA is an ICD member, directors working to become more skilled (Institute of Corporate Directors)
- Commitment to improving communication with member agencies – meet with your boards one to one
- Commitment to improve effectiveness of public engagement, find better ways, more opportunities to engage with the public, empowering our CEO to find ways to take public engagement up – Public Consultation Sessions
- First Nations Relationship
 - We commit to working in partnership with the Esquimalt Nation and the Songhees Nation as they pursue their cultural and economic aspirations in the harbor
- Key success factors for our Society\the best thing your Society needs is an engaged membership
- Members must be aware of fiduciary duty as a society member

- When bringing rezoning to Victoria City the society needs everyone to be aligned
- GVHA need very good skilled people on the Board to help us move forward, it is a competitive Board renewal process, with some very good applicants
- We are promoting the importance of the working harbour, it has a regional impact
- The harbour needs support not just in infrastructure and policy, but in collaboration
- Reminder of Accountability Framework

9. Report from the Chief Executive Officer

- Leadership team
- Recently promoted Kyla Fiddick
- Added Kirsten Denham as Manager Marketing and Communications

Financial Review

- Revenues up, expenses down
- Strong performance at Fisherman's Wharf
- Able to bring expenses down \$250k, slightly below budget
- Keep finances in check
- Balance sheet, strong challenge with performance of investments, monitoring
- Business Plan Highlights
 - Board approved 10 yr strategic plan, right now in 1st year of 3 year business plan
 - Highlight what is focus, understanding our role as economic engine in this region
- We are a working harbour but we don't move a lot of goods, we move people
- Completion of master plan for Ogden Point terminal, engaged Stantec to help with the process
- Developing new cruise terminal, home port by 2020
- Working with the Esquimalt Nation and the Songhees Nation, as we look at Ogden Point and the development of it, the opportunity to incorporate village, lead to meaningful capacity building and opportunity

- Master plan for the Inner Harbour, we will tackle in the third year of the business plan, collaborate with the City with a focus on cost control, generate necessary capital reserve
- Things to improve: alternate opportunities at Fishermans Wharf, environmental and safety issues
- Spill off dock last spring, we learned a lot, who has jurisdiction, there is a much clearer understanding of roles and responsibilities. Led to GVHA having 1,000 foot boom in the warehouse

10. Receipt of Financial Statements & Auditors' Report

AGM/M-2015-10-13 #003: MOVED and SECONDED THAT the Members receive the March 31, 2016 audited financial statements as approved by the Board of Directors and the accompanying Auditor's report

CARRIED

11. Appointment of Auditors for the year ending March 31, 2017

KPMG reappointment for 2016 fiscal year

AGM/M-2015-10-13 #004: MOVED and SECONDED THAT the Members approve the Board of Director's recommendation for KPMG's reappointment as the GVHA's external auditor for the year ending March 31, 2017 and that their remuneration be approved by the Board

CARRIED

12. Amendment to the Bylaws

Presentation of proposed bylaws as permitted under the new Societies Act, SBC 2015, c. 18

AGM/M-2015-10-13 #005: Whereas Special Resolution requires the approval of not less than 75% of the votes cast by the Members of the GVHA entitled to vote at the meeting

Whereas the Society Act, RSBC 1996 c. 433 is being repealed and replaced with the Societies Act, SBC 2015 c. 18

Whereas a society may file new or altered bylaws with their transition application and GVHA has undertaken to amend its Bylaws to align with the new Act

Whereas under the "Societies Transitional Interim Regulations", BC Reg. 99/2016, a reference in the Act to a special resolution is to be read as including a special resolution, as defined in section 1 of the Society Act, RSBC 1996, c. 433, passed or consented to, as the case may be, before November 28, 2016

And whereas the attached Bylaws will become effective only upon the coming into force of the Societies Act, SBC 2015, c. 18

THEREFORE BE IT RESOLVED THAT the members approve GVHA's Constitution and Bylaws as attached and to take effect upon the coming into force of the Societies Act, SBC 2015, c. 18

Discussion:

Hannah Horn, VEHS, clarification of Life Members

- Housekeeping, why the change to section 50, conflict of interest provisions
Kathryn Stuart responded, – the new Societies Act contains those provisions where it did not before, now the requirements spring directly from the legislation, it is better that they stay as they are
- Section 43, in addition to regular meetings, clarify what the intent is behind the change, will it replace the public board meetings?
Will not replace public participation and will give flexibility to design better public engagement, not do away with or discontinue, gives opportunity to make public input more meaningful.
It is yet to be determined what the Public Consultation Sessions will look like. Giving flexibility without having to come back to the members. Public and members will be given opportunity at each of the Public Consultation Sessions
- Comment from VEHS board to make public sessions more effective, perhaps look towards other public bodies and what they are doing from across the country
- 2 sections in the existing Bylaw, Section 18, section 39
- Concern raised by the VEHS Board that might mean that members accidentally do not get notice of a meeting
Kathryn Stuart responded: to permit the notice requirement to be waived they will not have had the opportunity to get the notice.

Section 18, that section is actually in the new legislation, I would imagine the reason the drafters put that in is being able to deal with circumstances where everything could be invalidated.

The only time that section would be engaged is where GVHA could show the omission was accidental

Mayor Screech raised the question of why voting by show of hands, why would members need it, in Local Government must show how they are voting

Kathryn Stuart: there may be some situations where members are more comfortable voting by secret ballot. It is permitted by the legislation.

UNANIMOUS

13. Appointment of Life Members

Bill Wellburn

14. Members' Questions

- Suzanne – thank you on behalf of Tourism Victoria, communication has improved, look forward to it continuing
- Margaret Lucas – she is the liaison to James Bay, she has received many emails, mostly they are positive, some are uncertain, one common thread from the people is the ability to communicate, open houses, public opportunity to speak to GVHA and present concerns, it is important that continues going forward
- October 4 public engagement coming up for the Ogden Point Master Plan
- Hannah Horn - commending GVHA on your positive financial statement. Are there new things coming this year to keep? Ian Robertson: There is always an eye on the financial, no planned initiatives, all expenses and projects come with a business plan to show how it will address issue or generate revenue
- Hannah Horn – you mentioned the importance of FN economic development and initiatives you are in discussions with? Ian Robertson: SSD is on hiatus, in its place we have strengthened the First Nations Economic Development committee, it has undertaken the role to drive economic opportunities for the Nations. Investing \$160K annual investment to SSD Co. GVHA's historical annual average has been \$250K. Take the time to plan first. At the beginning will ensure that we can build prosperity. In a year will be reporting back with some initiatives

- Hannah Horn – fuel dock, conditions assessments, where is GVHA in prioritizing- Ian Robertson: A number of our facilities are reaching best before date, can't comment on where we are on Ship's Point. Reason why we are developing the Ogden Point property is to get money to invest in other properties. Over the next 20 years we have to invest \$60 million on existing infrastructure. We are working through the next fiscal year and we will plan where the renewal of our assets lie. The Lower Causeway, we are investing \$250k and it has been matched by a grant from the Federal Government to do work
- Hannah Horn – What is status of riverside passenger marine service? Has GVHA checked the pilings. Ian Robertson: Vancouver to Victoria is delayed to the spring of 2017. The ship is in the upper harbour having work done. There has been assessment of piles, there will be new piles and a new dock done by Riverside Marine
- Hannah Horn – Any plans for Johnson street docks Ian Robertson: yes, can't give specifics, we are working through a potential agreement

With the Consent of the Meeting, Questions and Comments from the Public Proceeded

- Larry Fletcher - Tourism based business out of the Ogden Point terminal, one concern, happy to see financial numbers positive, issue, trying to make money for myself, licensed passenger carrier, last year tried to impose \$5 per passenger fee. Don't think it is fair. Will gladly pay if I am not doing all the work. I pay a permit now to pick people up, don't think I should pay head tax when you are doing so well. 5 for a head. 5 people would be 25 % feel like being dictated to to provide my service. Operating under SA or GA licence
- Ian Robertson - We did bring in new fees and charges in 2015 and 2016 that applied across the board for most of our operators. Will have an opportunity to sit down with the operators to see what worked and what didn't.
- Randy Wright – Executive Vice President of harbour seaplanes. Echo few comments the team is moving forward very nicely. The report card on the financial. General operating expenses down by ¼ million. Feeling that we are starting to make some headway. Master plan is a big deal, good communication and feedback. One thing – didn't bring administration costs to the meeting, in 2014 it was 19.1%, 2015 34.3%, 2016 you're 34.7% administration costs to revenues. Be very cautious on this. I want to see the organization successful. Mr. Wright provided copies of financial spreadsheet to Chair and CEO.

15. Adjournment

The meeting was adjourned at 6:19 p.m.

Dave Cowen
Board Chair

Marie Watmough
Recording Secretary