



MINUTES OF 6th ANNUAL GENERAL MEETING 2008

**Greater Victoria Harbour Authority
Held at 9:00 a.m. on 10 October 2008
Coast Harbourside Hotel, 146 Kingston Street**

- Representatives:** Don Prittie, Capital Regional District (CRD)
Barbara Desjardins, Township of Esquimalt
Mark Lindholm, Victoria/Esquimalt Harbour Society
Dan Kukat, Victoria/Esquimalt Harbour Society
Bill Wellburn, Provincial Capital Commission
David Rand, Greater Victoria Chamber of Commerce
Bea Holland, City of Victoria
Randy Wright, Tourism Victoria
- CEO & Resources:** Paul Servos, CEO
Sonterra Ross, Corporate Controller
Ian Crocker, Infrastructure Manager
Rebecca Penz, Communications Coordinator
Julia Park, Recording Secretary
- Board Member Regrets:** Chief Robert Sam & Christine Clarke, Songhees Nation
Chief Andy Thomas, Esquimalt Nation
Dan McAllister, Tourism Victoria
- Guests:** Jim Allard, Hyack Air
Bob Barlow, Western Stevedoring
John Sanderson, GVHA Board Life Member
Jill Stainforth, Fisherman's Wharf Advisory Committee
Doug Enns, Community Director
Ian Maxwell, Community Director
Paul Ridout, GVHA Board Life Member

1. **Call to Order**

The Board Chair, Don Prittie, called the meeting to order at 9:05 a.m.

2. **Introduction**

The Chair welcomed everyone to the meeting and reminded those present that Community Directors do not have a vote at meetings of the members. Christine Clarke of the Songhees Nation has been appointed as the member representative for the AGM only. Likewise, Randy Wright has been appointed for Tourism Victoria. Dan Kukat will represent the VEHS.

3. **Approval of Agenda**

MOTION (Rand/Kukat):

That the agenda be approved as circulated with the addition of 1. (1) Identification of voting delegates.

CARRIED

4. Review and Approval of Minutes of the 2007 AGM, October 12, 2007

MOTION (Lindholm/Desjardins)

That the minutes be approved as circulated.

CARRIED

5. Report from the Chair

The Chair reported GVHA had a very good year. Highlights included:

- relationships with Esquimalt and Songhees Nations continue to move forward
- improved communications with James Bay through partner cooperation, and the CTCI
- extensive upgrades to GVHA facilities, and the acquisition of Mermaid's Wharf

He noted the excellent job done on advancing the Business Plan for 2008/09, and stated that overall GVHA had a year of growth, financial solidity, and much to be thankful for.

The Chair thanked the Board members and staff and looks forward to continued partnerships.

5. Presentation of Summarized Audited Financial Statements

The Treasurer presented summarized Audited Financial Statements.

MOTION (Wellburn/Desjardins)

That the Members approve the Audited Financial Report as presented.

CARRIED

6. Confirmation of Auditors

MOTION (Rand/Wellburn)

That KPMG be retained as auditors for Greater Victoria Harbour Authority (GVHA) for the period of 2008/09.

CARRIED

7. Special Resolutions

There are a number of resolutions to pass and house keeping items to take care of. Changes are necessary to Bylaws 1(1), 29(3.1) and 29(4).

The Board recommended changing the language in bylaw 29(3.1) to read "may" from "shall". Kathryn Stuart noted the original bylaws stated "**shall**" appoint four directors. She suggested there should be more discussion on the subject regarding the language. The Chair of the Governance and Nominating Committee suggested it be discussed at their next Committee meeting.

The Board discussed different language options, typographical errors and clarification of the bylaws. They discussed the option of the election of Community Directors being mandatory, or by choice, and recommended the bylaws be edited for clarity and the necessary amendments be made and legally filed. The discussion included director terms, processes for recruitment of new directors, clarification of the term "unanimous" for directors present at a meeting for the purpose of electing directors, and the application of the Bylaw (term limit) for a representative from the Esquimalt and Songhees Nations should one of the Chiefs step down would apply.

MOTION (Lindholm/Kukat)

That the special resolutions be passed, including:

That Bylaw 29 be amended by adding a new paragraph 29(3.1) as follows:

29(3.1) The Directors appointed in Bylaw 29(2) shall serve one (1), two (2) or three (3) year terms as decided by the Directors and may serve up to a maximum of six (6) consecutive years.

That Bylaw 29 be amended by adding a new paragraph 29(5) as follows:

29(5) Notwithstanding Bylaw 29(4), the Directors may, by unanimous resolution of the Directors, permit a Director to serve more than six (6) consecutive years as a Director.

CARRIED

MOTION (Wellburn/Desjardins)

That the wording in the current bylaws, Part 5 – Directors and Officers, be changed to read “may” from “shall”.

CARRIED

8. Input from Members

None.

MOTION (Rand/Wright)

To adjourn.

CARRIED

The meeting was adjourned at 9:42 a.m.