

BOARD OF DIRECTORS
Joan Harriss Cruise Pavilion, Kavanagh Room
January 18th, 2017
AGENDA

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|----|-----------------------------------|-----------------|
| 1. | ATTENDANCE AND CALL TO ORDER | Michael Merritt |
| 2. | APPROVALS | |
| | 2.1 Agenda, January 18th, 2017 | Michael Merritt |
| | 2.2 Minutes, September 13th, 2016 | Michael Merritt |
| 3. | REPORTS | |
| | 3.1 Financial | Marlene Usher |
| 4. | BUSINESS ARISING | |
| | 4.1 Cruise Liaison Committee | Marlene Usher |
| | 4.2 Economic Impact Study | Marlene Usher |
| 5. | NEW BUSINESS | |
| | 5.1 Articles of Association | Michael Merritt |
| | 5.2 Tourism Exhibition Center | Marlene Usher |
| 5. | ADJOURNMENT | |

**BOARD OF DIRECTORS MEETING
January 18th, 2017
Joan Harriss Cruise Pavilion
MINUTES**

Directors Present: Michael Merritt, Chairman Deputy Mayor Eldon MacDonald
Jim MacLeod, Councillor Mayor Cecil Clarke
Clarence Prince, Councillor

Others: Marlene Usher, CEO
Marie Walsh, CFO, CBRM
John Phalen, Economic Development, CBRM
Jim Gogan, Breton Law
Bernadette MacNeil, Recording Secretary

1. ATTENDANCE AND CALL TO ORDER

Meeting was called to order by Mr. Michael Merritt at 4:53pm.

2. APPROVALS

The Agenda was modified to move Item 5.1 to 3.2 to accommodate Mr. Gogan's limited time.

2.1 MOTION: made by Councillor Jim MacLeod, 2nd by Councillor Clarence Prince, to approve the Agenda of January 28th, 2017 as amended. Motion was carried.

2.2 MOTION: made by Mayor Cecil Clarke, 2nd by Councillor Jim MacLeod to approve the Minutes of September 13th, 2016 as submitted. Motion was carried.

3. REPORTS

3.1 Financial: (Copy Filed) Marlene Usher presented the internal statement as of December 31st, 2016, with actual revenues and expenses compared to budget. Revenue indicates a variance of \$84,747 above budget and expenses below budget by \$26,312. An overall surplus of \$111,059 was recognized.

Ms. Usher's report ended with the following:

MOTION: made by Councillor Jim MacLeod, 2nd by Councillor Clarence Prince, to approve the financial report as of December 31st, 2016, as submitted. Motion was carried.

3.2 Articles of Association: (Copies Circulated). A review of the Articles was led by Mr. Jim Gogan of Breton Law, to identify the suggested modifications to accommodate a permanent board of directors. Mr. Gogan referenced the Memorandum of Association, describing it as a guide for the new board. The discussion led to additional changes to which Jim Gogan agreed to complete in a timely manner.

The discussion and review of the Articles ended with the following:

MOTION: made by Councillor Clarence Prince, 2nd by Councillor Jim MacLeod, to approve the Articles of Association as amended, with intention to bring to CBRM council for discussion. Motion was carried.

Mr. Michael Merritt emphasized the importance of getting the Articles to council as soon as possible, with Mayor Clarke requesting they be ready for submission in draft form to the nominating committee for the following Tuesday. This committee can then make recommendation to Council regarding the Articles. It was explained by Mr. Gogan that if council does not approve, a special meeting of the Members would have to be scheduled to further discuss the Articles.

As described by Mayor Clarke, directors for the new board will be done so by the placement of an advertisement to solicit applications. The release of this ad will coincide with the nominating committee's receipt of the amended Articles of Association.

Following Mr. Gogan's agreement to attend the meeting with the Nominating Committee, he departed.

4. BUSINESS ARISING

4.1 Cruise Liaison Committee: Reference was made to the Terms of Reference outlining the role of such a committee. (Copy Filed). A brief discussion ensued to determine the value of such a committee with a conclusion that there was merit in having a connection to the broader cruise community by way of this committee and if after one year it was deemed unwarranted, it could then be dissolved.

The Board provided approval to Management of the Port, to select the committee members.

MOTION: made by Mayor Cecil Clarke, 2nd by Councillor Prince, to proceed with the development of a Cruise Liaison Committee as outlined in the Terms of Reference with a defined role. Motion was passed.

4.2 Economic Impact Study: Having been previously circulated to the Board, Marlene Usher advised of her comfort in the report submitted by InterVista, explaining estimates had been based on the best numbers available from stakeholders to determine the impact from the development of a container terminal and logistics park.

Mayor Cecil Clarke's requested that a presentation be made by the author of the study, to brief council on the Economic Impact Study. The request led to the following:

ACTION: That Marlene Usher arrange to have InterVista, either in person or by video conference, to brief the council on the content of their completed study.

5. NEW BUSINESS

5.1 Tourism Exhibition Center: As per the request from the CEO and management of the Port of Sydney Development Corporation, reference was made to the plan to redeploy the exhibition displays to other organizations with justification and estimated costs identified. (Copy Filed). The Board expressed satisfaction with the proposed implementation plan, which then led to the following:

MOTION: made by Mayor Cecil Clarke, 2nd by Councillor Jim MacLeod, to implement the plan to redeploy the tourism exhibits and displays located in the Joan Harriss Cruise Pavilion as outlined. Motion was carried.

6. ADJOURNMENT

MOTION: made by Mayor Cecil Clarke to adjourn the meeting at 6:12pm.

Respectfully submitted,
B. MacNeil



**Michael Merritt, CAO, Cape Breton Regional Municipality
Chair - Port of Sydney Development Corporation**