

**BOARD OF DIRECTORS MEETING
July 13th, 2016
Kavanagh Room, JHCP
MINUTES**

Directors Present:	Michael Merritt Jim MacLeod	George MacDonald Mayor Cecil Clarke (By Phone)
Regrets:	Clarence Prince	Kevin Saccary
Others:	Marlene Usher, CEO Marie Walsh, CFO, CBRM Bernadette MacNeil, Recording Secretary	

1. ATTENDANCE AND ROLL CALL

Meeting was called to order by Mr. Michael Merritt and attendance noted to confirm a quorum.

2. APPROVALS

2.1 MOTION: made by Jim MacLeod, 2nd by George MacDonald to approve the Agenda of July 13th, 2016 as submitted. Motion was carried.

2.2 MOTION: made by George MacDonald, 2nd by Jim MacLeod, to approve the Minutes of March 30th, 2016 as submitted. Motion was carried.

3. REPORTS

3.1 Financial Report: Marlene Usher referenced the Internal Financial Statement for the month ending May 31st, 2016, noting it as for 'information only'. The budget is on track for the year.

In regards to the lease payment to the CBRM, Marie Walsh advised of a possibility the CBRM's audit may address the outstanding lease payments in their management letter.

3.2 Audited Financial Statements

Marlene Usher advised that the statements are now in its final review stage with Grant Thornton.

With the intention to host the Annual General Meeting in November, the audited statements will be posted to the website by early October.

The suggestion made by Mayor Cecil Clarke to form an audit committee in order to vet the statements before going to the full board, led to the following:

MOTION: made by Mayor Cecil Clarke, 2nd by Jim MacLeod, that an audit committee be set up and be comprised of Deputy Mayor George MacDonald as chair and Councillor Jim MacLeod. It will also include Marie Walsh as an ex-officio. Motion was passed.

Discussion on the audited statements ended with Marlene Usher's comment that we expect to go to tender regarding the appointment of next year's auditors.

3.3 Harbour Development Report

Marlene Usher provided an update on the work of Harbour Port Development Partners

4. BUSINESS ARISING

4.1 Cruise Liaison Committee

It was introduced by Mayor Cecil Clarke, of there being value to have community based individuals assist with cruise-related issues at a committee level. It would allow access to expertise which would benefit port staff and alleviate operational discussions at the Board level regarding cruise.

The Mayor then received agreement from the Board that staff be tasked with the selecting committee members, which then led to the following:

ACTION: To have port staff choose the committee members and circulate to the Board of Directors along with terms for approval at the next meeting.

5. BUSINESS ARISING

5.1 Review of Existing Salaries: Ms. Usher received agreement from Mr. Michael Merritt that a discussion on integrating port staff and/or aligning with CBRM policies should be scheduled in the near future but as a separate meeting.

5.2 Policy Review: The meeting to be scheduled to discuss human resource policies, should also include consideration to adopt policies on such things as technology and procurement.

5.3 Economic Impact Study on Terminal

A draft to Request Proposals for the development of an economic impact study pertaining to a container terminal, was referred to by Marlene Usher (Copy Filed). Ms. Usher received unanimous support to proceed on the basis that soliciting an independent consultant by way of invitation is the most feasible process. The discussion led to the following:

MOTION: made by Jim MacLeod, 2nd by George MacDonald, to approve the Request for Proposal as composed and to accept the decision to proceed with the Economic Impact Study. Motion was passed.

5.4 Genossee & Wyoming

The POSDC and the CBRM are working with the Province and Genossee Wyoming to build a business case for port and rail related opportunities,

6. OTHER BUSINESS

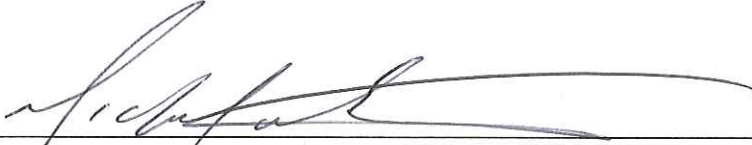
6.1 Legal Issue: Issue of Right of Way related to the former DFO building is under review.

6.2 Second Berth Project Status: The Board was informed of an in-depth economic study being conducted on behalf of the Provincial and Federal governments regarding the project.

7. ADJOURNMENT

MOTION: made by George MacDonald to adjourn the meeting.

Respectfully submitted,
B. MacNeil



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