



DRAFT

**Victoria Esquimalt Harbour Society
ANNUAL GENERAL MEETING**

June 14, 2016 at 5:15 pm

DIRECTORS: Hannah Horn (President), Bernie Talbot (Secretary; ILWU Local 508), Brian Henry (Membership Chair; Ocean River Sports), Jon Sector (Issues Response Chair), Stephen Baxter (Helijet), Dee Govang (Chamber of Commerce appointee)

GVHA representative: Pete Hartman

MEMBERS: Don Prittie (Canoe Cove Marina), Randy Wright (Harbour Air), Doug Crowder (alternate for Ralmax), Kim Young (Fisherman's Wharf Community Association), John Sanderson (Burnside Gorge Community Association), Paul Ridout, Peter Lehmann, Mike Howe (ILWU Local 508), Mike Graham (MDG Engineering), Leslie Welsh, Mark Braithwaite

GUESTS: Paul Nursey (CEO Tourism Victoria), Bill Lewis (Chair Tourism Victoria), Rob Fiddler (web designer), Rod Burkhauf (Victoria AM Association)

REGRETS: Ryan Burles (Black Ball Ferry Line), Jack Cox, (Black Ball Ferry Line) Nick Banks (Hidden Harbour Marina; GVHA representative), Susan Low (Township of Esquimalt), Allan McGillivray (Prince of Whales), Gary Leibel (Ralmax), Jim Gauer

AGM documents for June 2016:

VEHS AGM 2014#1_Notice of VEHS AGM June 14 2016 (text of email)

VEHS AGM 2014#2_Current VEHS Directors 2015 - 2016.pdf

VEHS AGM 2014#3_AGM agenda for June 14 2016.pdf

VEHS AGM 2014#4_Draft Minutes from March 18 2015 AGM.pdf

VEHS AGM 2014#5_Treasurer's Report.pdf

VEHS AGM 2014#6_Special Resolutions Package.pdf

VEHS AGM 2014#7_Candidates for Board of Directors.pdf

VEHS AGM 2014#8_VEHS proxy form.pdf

1. Opening of Meeting – Hannah Horn (Chair)

Meeting called to order at 5:15pm. Hannah welcomed everyone to the VEHS AGM.
Motion to approve agenda: Don Prittie, Seconded Jon Sector. Carried.
Motion to approve March 18 2015 AGM Minutes: Moved Bernie Talbot, Seconded Don Prittie. Carried.



DRAFT

2. Guest Speaker – Paul Nursey (CEO, Tourism Victoria)

Paul Nursey reported on Tourism Victoria (TVic) activities over the past year. TVic has 900 members with a core mandate to market Victoria and generate demand.

Paul outlined the 2016 objectives for TVic in the areas of (i) growth rate and volume, (ii) destination management and (iii) access, communications (tell tourism's story) and (iv) address seasonality. The focus of the organization is on mid- to high-end tourism experiences. Goal: to double tourism revenue from \$1 billion in 2011 to \$2 billion in 2031.

Discussion

Question about a hotel at Ogden Point.

Response: Victoria is in desperate need for hotel beds – downtown hotels are operating at capacity in the high season (May to September). They are at 80% occupancy in April, which is a shoulder month. There is a strong underlying demand with super-heated markets.

Q: What do changes in the Asian market (mainland China) mean for regional markets like ours?

Response: Victoria is seeing an increase in overnight visitors. We need to create appropriate products for emerging markets.

Q: Has there been any fallout from the controversy over sewage treatment?

Response: The issue is huge – Paul often hear concerns when trying to promote Victoria in other locations. T Vic is supportive of treatments going ahead. Is not weighing in on where or how.

Comment: Concern at lack of representation by TVic on the VEHS Board. Tourism is such an important part of the working harbour. The harbour is a key aspect of what drives people to Victoria. Recreational activity is huge. Proposal that VEHS put on a “summit of harbour tourism”.

Comment: Do not want additional residential/ hotel development right on the harbour. Need to keep the harbour active and work with existing commerce and industry. Example of Port Metro Vancouver decline in the warehouses and the viability of the working harbour due to pressures of residential development.

Response: Any hotel developments need to be on a human scale. Don't want to become Las Vegas. Victoria is not a mass commodity experience. Victoria is feasible as a home port for small to medium-sized ships. We already have the air-to-marine capacity. Are looking to create new spaces for pre-clearance.

Discussion after TVic's departure:

- Concern at TVic's decision to not have a rep on the VEHS Board. Hannah explained that she and Paul have been exploring ways to communicate and share information going forward.
- Need to evaluate who VEHS is. What do we bring to the Chamber, TVic, GVHA? We are the Harbour experts – that is how we bring value.
- Propose a retreat where VEHS members discuss how do we bring our collective talents and knowledge to ensure we are seen to be relevant and valuable. We need a vision for the whole harbour in all of its diversity. Need to celebrate our diversity – VEHS is not strong in any one sector.
- The Board needs to provide leadership in this regard. Will come back to the membership with its strategic focus for 2016 – 17.

3. Guest Speaker – Rob Fiddler (Web designer)

Contracted web developer Rob Fiddler presented a mock-up of the new VEHS website.

- The old website has required extensive updates since the software was considerably out of date. Rob performed an update from Drupel 6 to Drupel 8 and then switched to WordPress, which provides automatic updates to the software.
- The version is almost ready for beta-testing. Leslie Welsh, Kim Young, and Mike Graham volunteered to beta test the site when ready, along with the VEHS Board.
- Thanks to Rob for all his work on the website, which is a critical communication tool for the organization.



4. Chair's Report

Discussion

VEHS Chair Hannah Horn provided an overview of the progress of VEHS over the past year.

- List of speakers:
 - GVHA reports to member agencies (CEO Ian Robertson; Chair Bill Wellburn; Dave Cowen)
 - Harbourmaster Mariah McCooey
 - Coast Pilots (Paul Devries, Captain Roy Haakonson)
 - Cruise Lines International Association (Greg Wirtz)
 - Western Stevedoring (John Briant)
 - Fairway Paddling Club/ Dragonboat Festival (Mark Mawhinney)
 - City of Victoria – Burnside Gorge Neighbourhood Plan (Marc Cittone)
 - Stories of Victoria Harbour website (Denton Pendergast)
 - Victoria Migratory Bird Sanctuary (Jacques Sirois)
 - Updates on harbour events from members
- Tour of Norwegian Jewel cruise ship
- Input into local planning initiatives
- Representation on Victoria Cruise Industry Alliance
- Achieved goals for increased membership. Expanded numbers and types of members.
- Promoted awareness of Harbour Heritage and current harbour-related events.
- Communication and networking opportunities.

Hannah thanked the Board for all their hard work over the past year and the reps to the GVHA Board.



DRAFT

5. Treasurer's Report

Discussion

- Hannah presented the VEHS Treasurer's Report on behalf of Ryan Burles. As of June 13 2016, VEHS had a chequing account balance of \$1665.40 and a savings account balance of \$13762.33, to a total of \$15,427.73. There are no liabilities.
- The VEHS membership year is June 01 to May 31 so this report falls at the beginning of the new fees period before dues were collected from members (invoices were sent out June 20 2016). With the current membership (a mix of Corporate, Individual Voting, and Individual Non-Voting) the income from membership fees is expected to be approximately \$5900.
- Motion to accept report: Don Prittie, seconded Doug Crowder. All in favour, Carried.

6. Committee Reports

A. Membership Committee

Membership Chair Brian Henry reported on Membership numbers for 2015 - 2016. Membership has increased from 21 to 39 in the past 2 years. 29 members are from the business community and 9 are in the individual membership category.

An updated VEHS brochure and the VEHS website have helped to promote VEHS and clarify the organization's mission and goals

As membership is the main source of income for VEHS, it is important to retain and continue to build on the number of members.

Can always do a better job at being relevant and giving value back to members.

B. Communications Committee

There is no Communications Committee at this time. Hannah reported that communications are being handled on an *ad hoc* basis with assistance of Leslie Welsh, Brian Henry and others.

Have shut down the Facebook site until someone volunteers to keep it current. If anyone is interested in coordinating communications for VEHS, please let Hannah know.

C. Issues Response Committee

Issues Response Chair, Jon Sector, reported on the issues into which VEHS provided input in the past year:

D. OGDEN POINT MASTER PLANNING

- VEHS members participated in 3 Ogden Point planning/consultation workshops
- VEHS submitted commentary and a list of questions on the GVHA's draft Ogden Point Functional and Facilities Plan- January 2016
- VEHS acknowledges the submission by member Mark Braithwaite of a listing of potential

marine uses of the Ogden Point facilities

B. VICTORIA HARBOUR MIGRATORY BIRD SANCTUARIES

- Jacques Sirois spoke to the VEHS members and noted ways that VEHS could assist this initiative. VEHS Board members are discussing ways to further support the MBS initiative

C. GVHA STRATEGIC PLANS

- VEHS provided commentary on the draft GVHA 10 YEAR Strategic Plan AND 3-Year Business Plan (2016 – 2019)
- A VEHS representative participated in a follow up GVHA strategic planning workshop.

D. TRESPASS MOORAGE IN THE GORGE WATERWAY

- VEHS monitored the City of Victoria's implementation actions in this regard
- VEHS re-conveyed the draft by-law prepared and provided to C of V initially several years ago.
- VEHS provided a letter to the BC Ministry of Forests, Lands and Natural Resource Operations, endorsing the application of the City of Victoria for a License of Occupation for Community /Institutional Use of provincial waters above the Selkirk trestle to allow them to proceed with managing trespass moorage

E. SUPPORT FOR MARITIME MUSEUM

1. VEHS provided letter to the BC government endorsing and encouraging continued financial support for the Victoria Maritime Museum

F . CITY OF VICTORIA ECONOMIC DEVELOPMENT ACTION PLAN

- VEHS provided commentary to the City of Victoria on its draft Economic Development Action Plan

Comments

Leslie Welsh commended the Board and Issues Response Committee for their work over the past year.



7. GVHA Directors' Report

Discussion

Pete Hartman and Nick Banks are GVHA Board members representing VEHS. Member Doug Crowder is an independent director on the GVHA Board. In addition, several members (Randy Wright, Don Prittie, Paul Ridout and John Sanderson) are Life Members.

Pete reported on activities in the past year:

- GVHA reps have been working with the VEHS Board to improve communications through the reps to the GVHA Board and also at other levels (e.g., CEO to Chair)
- Reps have been actively engaged in inputs to the Ogden Point Master Plan.
- Both reps are involved on GVHA Board committees. Nick is providing strategic oversight to infrastructure and facilities and is on the First Nations committee. Pete is on the Governance Committee and Planning and Development.
- Are interested in best ways to bring VEHS concerns forward. Pete's term ends in December 2016. Need a representative with strengths in communications and development. Need engaged people to put the time in.



8. Special Resolutions

Special Resolution #1.

To amend section 9 to Article II Meeting of Members to remove the last part of the sentence.

9. A VEHS member selected to serve on the GVHA Board must remain a member in good standing of VEHS throughout their term on the GVHA Board ~~and may not concurrently serve as director on the VEHS Board.~~

This special resolution was tabled at the 2014 – 2015 AGM to give time for directors and GVHA representatives to consider its possible implications.

Discussion

Legal advice to VEHS (Stewart Johnston letter of March 13 2015) is that there is no legal impediment to VEHS nominees to the GVHA Board also being directors of VEHS. The legal landscape has changed in the past year with new interpretations of the Schlenker decision.

It doesn't happen often but if there are conflicts, they can be addressed by declaring conflicts and stepping from the room.

If there are conflicts it is quite apparent. The GVHA Nominating Committee takes its approach to conflicts seriously.

The current by-law limits the potential skilled people who are able to be candidates for the GVHA Board. Are really limiting the pool.

Decision: All in favour. Carried.



DRAFT

Proposed Resolution #2. We now have a membership category of Non-voting Individual and this affects our by-laws. At the Jan 26 Board meeting we identified the need to amend our by-laws so it is clear that only Voting members can vote and serve on the Board.

ARTICLE I

MEMBERSHIP

1. ACTIVE MEMBERSHIP: Any person or incorporated organization of any kind shall be eligible for membership and shall become a member upon the acceptance of the application therefore and upon payment of such fee as shall be prescribed by the Board from time to time. Such members shall continue to be members to the end of the fiscal year for which membership is paid. All applications for membership, or for renewal of membership, shall be subject to the approval of the Board of Directors. Active membership in a voting membership category (Individual Voting or Corporate) shall, only after 90 days of continuous membership and subject to these By-laws, include the privilege of voting at any meeting or upon any issue, as well as eligibility for election to the Board of Directors or selection as a candidate for the GVHA Board. The membership of each active voting member shall be in one of the following categories (as determined by the Society):

Decision: All in favour. Carried

Proposed Resolution #3: During our discussion of D and O insurance at the last Board meeting we discussed the need to have a by-law that allowed the Board to reject an application for membership. Right now the Constitution only says "All applications for membership, or renewal of membership, shall be subject to the approval of the Board of Directors."

Propose an addition to Article I Membership, section 4:

The Board may, at any time and in its absolute discretion

(a) approve or reject any application for membership or renewal of membership; or

(b) revoke any membership, for cause.

Discussion:

- Concern that this implies that existing members will need to be vetted every year when their membership is renewed. Move to strike "or renewal of membership" from the new wording. Amended text:

The Board may, at any time and in its absolute discretion

(a) approve or reject any application for membership; or

(b) revoke any membership, for cause.

Decision:

All in favour of the amended motion. Carried.



DRAFT

9. Election of Directors

Discussion

The Nominating Chair, Don Prittie, recommended a slate of directors for five of the seven elected positions on the Board. The Tourism Victoria seat will remain vacant.

Mark Braithwaite and John Sanderson put their names forward from the floor.

The nominated slate of directors is acclaimed, as follows:

- Transportation - Ryan Burles, Black Ball Transport
- Industry/commerce – Bernie Talbot, I.L.W.U. Local 508
- Marine tourism: Brian Henry, Ocean River Sports
- Marinas/floathomes/liveaboards: Hannah Horn, Unaffiliated
- Community associations, municipalities, FN: John Sanderson, Burnside-Gorge Neighbourhood Association
- Environment: Jon Sector, Sector Environmental Resource Consulting
- Member at large – Mark Braithwaite, Unaffiliated

Appointed director:

- Greater Victoria Chamber of Commerce appointed representative – Dee Govang

The new Board of Directors, which includes an appointed director for the Greater Victoria Chamber of Commerce, will deal with selection of officers at their first meeting.

10. Announcements

- VEHS to take a break for the summer. Will resume in early September
- Events in July and August: Classic Boat Show, Race2Alaska, Dragonboat Festival

11. Other Business

Closing comments from the floor:

VEHS is very relevant. Its members provide a united voice for the working harbour. We must maintain what we have. Has seen a map of the loss of working space in the harbour over the years. GVHA is under increasing pressure to cut back on marine industry and commerce. There is very much a need for a grassroots society that knows the importance of harbour activities. Need to get focused on what our base is.



DRAFT

12. Closing of Meeting

Motion to Adjourn: Don Prittie, Seconded Brian Henry All in favour Meeting adjourned.