



FINAL

Victoria Esquimalt Harbour Society
2017 Annual General Meeting
April 11, 2017, 5:15pm
City of Victoria Antechamber, 1 Centennial Square

MEMBERS PRESENT:

VEHS directors: Hannah Horn, Brian Henry (Ocean River Sports), Mark Braithwaite (ILWU 508), Ryan Burles (Blackball Ferry Line)

VEHS members: Leslie Welsh, John Mullane (Vic West Community Assoc.), Denton Pendergast (Victoria Harbour History), Geoff Wilmshurst (Camosun College), Don Prittie (Canoe Cove Marina), Doug Crowder (Ralmax), Lynda Hundleby (Township of Esquimalt), Andy Glover (Clipper), Barry Hobbis (Victoria Harbour Ferry), Margo Goodhand, (FW Community Association), Josh Hickey (Schnitzer Steel), Nick Cheong (V2V Vacations)

Guests: Jack Cox (Blackball Ferry Line), Paul Haines (Master, Cable Innovator)

REGRETS: Randy Wright (Proxy Don Prittie), Jonathon Sectar, Bernie Talbot, Nick Banks

NOTE TAKER: Trish Suzanne

Chair Hannah Horn called meeting to order at 5:15pm.

Approval of the agenda. One change to add a Communications Report. Moved Margo Goodhand, seconded Brian Henry. All in favour.

Approval of the minutes of the June 2016 AGM. Moved Don Prittie, seconded Doug Crowder. All in favour.

Confirmed quorum of > 5 active members present in person, by representative or proxy (10% of voting members, as per Article II (3) of the by-laws)



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1. Chair's Report – Hannah Horn

Focus on VEHS successes and reasons why is it important why the organization exists.

1. As a voice of the working harbour e.g., to support our members and the economy of the upper harbour on issues associated with the Johnson Bridge.
2. As a resource. Example of connection with the Western Canada Marine Response Corp as they prepare in case Kinder Morgan goes ahead and their capacity needs to double. Our members provide a group of stakeholders with whom WCMRC can connect about the harbour.
3. An opportunity for people in our harbour community to network and to get to know one another.

2. Presentation: Nick Cheong, VP Operations, V2V Vacations

Nick described the history behind V2V Vacations and the plans for the current operation, which commenced May 1 2017.

V2V is a 3.5 hour voyage between the Vancouver Harbour flight centre and the Victoria steamship terminal. The vessel was built in 1994 and underwent a complete refit for V2V. The design on the vessel is local First Nations and other local artisans contributed to the interior fittings.

Nick described the on-board services with three classes of service. The 8am sailing from Vancouver offers breakfast. The 2pm sailing from Victoria offers a lunch menu. Beer and wine is also available.

V2V has a strong community ethic. In Vancouver, the company is looking to partner with the local community to have a Community Place in one of its warehouses. They are also looking for an opportunity to have a Community Place in Victoria.

Nick invited V2V members to attend the April 29th christening of the vessel at the Steamship Building causeway.



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3. Treasurer's Report – Ryan Burles

Balance of accounts as of April 7 2017:

Chequing	\$2433
Savings	\$13,793.25
Bursary Acct	\$2010.68

VEHS has a healthy bank account due to more members. We have had a few large expenses to update the website. Otherwise, the accounts are pretty well what they have been over the last few years.

Discussion

Q: Request information about the Coast Skills Initiative Bursary.

A: VEHS will hold a fundraising dinner in October at the Canadian Forces Sailing Association in Esquimalt. There are currently only two awards in the Marine Trades at Camosun. We need to support young people coming up through the ranks.

Camosun requires a base of \$10,000 to start an endowment, which provides an annual award over several years. VEHS will start with a goal to raise \$10,000 to get the endowment established. This amount can be built up over time.

Camosun VP Partnerships, Geoff Wilmshurst, noted that decisions on where the money is to go is important and that he would assist VEHS with the procedures.

Motion to accept the Treasurer's Report: Moved Brian Henry, seconded Don Prittie. All in Favour.



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4. Committee Reports

○ **Membership Report – Brian Henry**

Membership is growing. The addition of two new members – Finest at Sea and Western Canada Marine Response Corp - brings us up to 50 members.

Brian noted that VEHS has become a respected voice of the harbour. Members want to be involved. VEHS will get stronger as membership grows.

Comment from the Chair: Brian is stepping down after several years on the VEHS Board. Many thanks to Brian for his time and energy. Brian is passionate and eloquent about the harbour and has been active and enthusiastic as a director.

○ **Issues Support Report – Jon Sector**

Hannah spoke to the report prepared by Jon.

Key issues:

Ogden Point Master Plan - VEHS wrote a letter to GVHA to voice opposition to a hotel and residential development. VEHS has since agreed to support the OPMP, noting our interest in having input into the plan's implementation.

Other issues include input into the Burnside-Gorge Neighbourhood Plan, support for the Victoria Waterways Loop, monitoring the Johnson Bridge fendering, and planning to review Victoria/Upper Harbour ecological and recreational opportunities.

Q: What about the derelict boats?

A: We had City Manager, Jason Johnson speak about 18 months ago; maybe we should invite him back to update us.



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○ **Communications Report - Hannah Horn**

VEHS does not have a Communications Chair but Hannah reported on a couple of items.

1. New VEHS display board

Denton Pendergast (Victoria Harbour History), at no charge to VEHS, prepared a gorgeous poster to showcase the VEHS.

Denton provided an update on his work on the Victoria Harbour History website.

2. Updated VEHS website

Hannah presented the new and improved VEHS website at www.vehs.ca. The updates were ably done by Caorda Web Solutions, a company recommended by Brian Henry.

Discussion

Q: Do we have a continuing contract with Caorda so they can keep the website up-to-date?

A: Yes.

Suggestion to create a page on the site where members can post upcoming events and news. 50-plus members can start to share their information.

Suggestion also to have an active Facebook page that links to the site.

A: This is just the start. There are other functions that we can bring into it. It would be wonderful to have a dedicated communications person. We are on our way.



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5. GVHA Director's Report - Ryan Burles and Nick Banks

Ryan – Started on the GVHA Board in January. Two new staff of note at GVHA are Mark Crisp who will be further developing Ogden Point, and Lindsey Gaunt, the Director of Cruise Development Tourism.

Nick and Ryan talked to GVHA Chair, Dave Cowen, about creating more communication between the GVHA and VEHS. If we have an issue that we would like to elaborate on, we will run it by Dave. Dave wanted VEHS members to know that if you have an opinion or a question, you are welcome to bring it forward either directly with Dave or through the GVHA reps Nick and Ryan.

Going forward, Ryan will try to promote that dialogue. The Ogden Point Master Plan is a big issue for the City and the Harbour. We need to build trust with GVHA and assist their organization to be better. GVHA is looking to get Victoria as a home port. They are looking bigger than pocket ports.

Discussion

Q: Have heard that, to have a home port, Victoria would need to expand the runway capacity at the airport.

A: This is one

of the things that they are looking at. Also, does Victoria have adequate hotel space? It would be a big boon for Victoria Tourism and also Marine Trades to become a home port.

If you want to ask any questions, don't hesitate to contact Ryan or Nick.



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6. Special Resolutions for 2017 – Hannah Horn

1. Change all references of *Society Act* to *Societies Act*

Rationale: to update the Constitution and Bylaws to be consistent with the *Societies Act*, which came into effect November 28 2016.

Moved Ryan Burles, seconded Don Prittie.

Decision: All in favour. Carried

2. Move the introductory Section 3 in the Constitution to become Bylaw Article XIII General—Section 4

Rationale: to update the Constitution and Bylaws to be consistent with requirements for transition to the new *Societies Act*. The new Act defines what should be in the Constitution versus in the Bylaws.

Moved Margo Goodhand, seconded Lynda Hundleby.

Decision: All in favour. Carried

3. Amend Section 7, Article II Meeting of Members as follows:

Rationale: To make the process of assigning proxy easier for the members, by enabling them to bring the signed proxy form to an AGM or other General Meeting.

Original text:

Voting by proxy is permitted provided the proxy is received at the business address of the Society not less than two (2) business days prior to the annual general meeting for which notice is given. The form of proxy must be substantially in the following form:

Amended text:

Voting by proxy is permitted provided the proxy assignment is received by the Secretary or his or her designated alternate in person, by post or by email containing a scanned proxy assignment prior to the onset of the annual or other General Meeting for which notice was given. The proxy assignment must be an original, certified-true, or traceable electronic copy substantially in the following form:

Moved Leslie Welsh, seconded Doug Crowder

Decision: All in favour. Carried

4. Amend section 1 (a) and (b) of Article V Elected Officers to reintroduce the officer position of Vice President

Rationale: In 2014, the VEHS bylaws were amended to remove the position of Vice President but the Board feels a Vice President is needed to act as President in his or her absence.

1. a. The whole Board of Directors shall at the first meeting of the Board following the Annual General Meeting, elect from amongst their elected members the following officers, namely:

A President, a Vice President, a Secretary, and a Treasurer.

b. The ~~Secretary~~ Vice President shall exercise the powers of the President in his or her absence.

Moved Don Prittie, seconded Ryan Burles

Decision: All in favour. Carried

5. Amend sections 1 to 5 Article VI Nominations and Elections as follows

Section 1. Change the date of call for nominations. *Rationale:* To better align the timing of the nominations process with the AGM notification and distribution of documents

1. No less than ~~fourteen~~ twenty-eight (28) days prior to the Annual General Meeting, the Board shall cause the following to be emailed to the most current email address or mailed to the last address of records of each member in good standing.

a. Such excerpts from these by-laws as may be calculated by the board to acquaint the member, with the nominating procedure herein set out.

b. A list of Officers and Directors for the current year whose term of office is expiring that year.

c. The date time and place of the Annual General Meeting. The date of the Annual General Meeting shall be set for a day within 15 months of the previous AGM at a date optimally suited to member attendance.

Section 2. *Rationale:* To update the Nominations process to enable the VEHS Board to appoint a Nominations Committee Chair and enable the nominated Chair to form a Nominations Committee from the members of the Society (not just from the Board).

The amendment also clarifies the process for the Nominating Committee to submit its nominations to the Board and the process for accepting nominations from the floor at the AGM.

Original text:

2. At such time at least eight weeks prior to the Annual General Meeting, the Board shall appoint a Nominating Committee of not less than three and not more than five members

of the Board, including a Past-President (when this is possible) who shall be the chair of the Nominating Committee and who shall receive and make nominations and conduct the balloting procedure.

The Nominating Committee may make such nominations as it may deem fit, which nominations shall be in writing together with the written consent of the person so nominated and shall be placed in the hands of the Secretary or any Officer to be prescribed by the Board at least 20 clear days prior to the Annual General Meeting, or nominations may be made from the floor at the Annual General Meeting.

Amended text:

2. At such time at least eight weeks prior to the Annual General Meeting, the Board shall appoint a Nominating Committee Chair from the members in good standing. The Nominating Committee Chair will form a Committee of not less than three and not more than five members of the Society who agree to not accept nominations for positions on the Board while a member of the Nominating Committee. The membership of the Nominating Committee is subject to review and change by the Board at its discretion. The Nominating Committee shall receive and make nominations and conduct the balloting procedure.

The Nominating Committee may make such nominations as it may deem fit, which nominations shall be in writing together with the written consent of the person so nominated (by letter or email) and shall be placed in the hands of the Secretary or any Officer to be prescribed by the Board at least 20 clear days prior to the Annual General Meeting.

Nominations may also be made from the floor at the Annual General Meeting. In the case of a nomination from the floor, the nominee must be present in person at the meeting and accept the nomination made by a member in good standing who is not the nominee.

Section 3. Rationale: To simplify the process of having nominations submitted by members from one of the VEHS membership categories, by removing the requirement to have two or more members put forward a nomination that is moved and seconded by the members of that category.

Original text:

3. In addition to the nominations made as herein provided for, nominations may be made by any two or more members of a membership category who are in good standing of the Society, for any of the directorships to be filled by election for that category, PROVIDED, however, that the written consent of the person so nominated and the notice of such nominations containing the name of the mover and seconder shall be filed with the Officer prescribed at least 20 clear days prior to the Annual General Meeting. In the event that there is only one member in a particular category, then such nomination may be made by that one member.

Amended text:

3. In addition to the nominations made as herein provided for, nominations may be made by any member of a membership category who is in good standing of the Society, for any of the directorships to be filled by election for that category, PROVIDED, however, that the written consent of the person so nominated shall be filed with the Officer prescribed at least 20 clear days prior to the Annual General Meeting.

Section 4. To delete the second paragraph. *Rationale:* To simplify the voting process for the election of Directors by removing reference to, and directions for, a mail ballot.

Text to be deleted:

Unless the election of Directors is by acclamation, or by a secret ballot at the Annual General Meeting, a mail ballot shall be conducted. One ballot shall be supplied or mailed for completion by each member in good standing and qualified to vote and shall list each and every nominee's name, job title, employer or member-representation category and membership category (as defined in Section 1 of Article IV) as determined by the Nominating Committee pursuant to Sections 2 and 3 of Article VI.

Section 5. *Rationale:* To clarify the process of voting by secret ballot at the AGM and remove reference to the mail ballot. We propose that some of the deleted paragraph from Section 4 (above) be brought into the amended text.

Original text:

5. Each completed ballot shall be returned to the Chair of the Nominating Committee at the Annual General Meeting or, in the event of a mail ballot, at least seven clear days prior to the Annual General Meeting.



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Amended text:

5. Unless the election of Directors is by acclamation, voting will occur by secret ballot at the Annual General Meeting on such ballots as prescribed by the Chair of the Nominating Committee. Completed ballots shall be collected and counted under the supervision of the Chair of the Nominating Committee.

Moved Leslie Welsh, seconded Brian Henry

Decision: All in favour. Carried



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7. Election of Officers – Leslie Welsh (Nominating Committee Chair)

The VEHS nominations process has been irregular with the Constitution due to issues which have been corrected with the special resolutions just passed.

Are there any objections?

None.

We are transparent and ok.

The Nominating Committee has put forward nominations for 6 of the 7 membership categories. Leslie Welsh asked for nominations from the floor, especially for someone in the Marine Tourism category.

Final list of nominees:

- A. Ryan Burles (Transportation)
- B. Bernie Talbot (Industry/ Commercial)
- C. Andy Glover (Marine Tourism Business)
- D. Hannah Horn (Marinas, float homes, liveaboards)
- E. John Sanderson (Community associations, municipalities, First Nations)
- F. Jonathon Sexter (Environment)
- G. Mark Braithwaite (Member at Large)

Ryan Burles nominated Andy Glover, Victoria Clipper. Andy Glover is the Alternate Member Representative.

Motion to close the nominations. Moved Ryan Burles, seconded Don Prittie
Any concerns? Hearing none, the 7 nominees are elected by acclamation.

Leslie thanked the Nominating Committee (Don Prittie and Margo Goodhand). The first meeting of the new board will meet in a couple of weeks.



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8. Announcements

Maritime Museum Massive Marine Garage Sale April 22nd, at Pier B, Ogden Point.

Victoria Inner Harbour Boat Show at Ship Point, Apr 27th to 30th.

Christening of the V2V Vacations ferry April 29 at the Steamship Terminal

May 3 tour of the Western Canada Marine Response Corp oil spill response exercise, incident command centre

June 13th VEHS meeting, Victoria City Hall antechamber – Jonathon Huggett to present on fendering for the Johnson St. Bridge.

The Maritime Museum has a second-hand boating goods shop at Canoe Cove, Maritime Museum, open two days a week.

VEHS fund-raising dinner for an award in the marine trades has been postponed to October 2017.

Motion to adjourn. Moved Lynda Hundleby, seconded Margo Goodhand.

Adjourned 6:49 pm