

BOARD OF DIRECTORS HIGHLIGHTS – DECEMBER 2023



Q3 Board Meeting Report

GVHA Board Highlights provides a brief summary of items from each quarterly Board meeting. The summary is not inclusive of all agenda items.

Director Recruitment

The Nominating Task Force (NTF) was struck in October to manage the recruitment of two Independent Directors. The committee consisted of Chair, Vice Chair/GNC Chair, two Directors and one Life Member External Advisor. We received 19 applications for Directors from across the country. The committee was impressed with the quality and quantity of applications and saw it as a positive indication of GVHA's reputation in the community. Recruitment focussed on the skill matrix and gap analysis approved by the board. NTF interviewed six candidates and presented two for approval to the Board in December.

Director Transitions

The board welcomes three new Directors this quarter: Chief Jerome Thomas joined the board in November as the Esquimalt Nation Director. Gail Stephens and Bruce Hallsor were approved by the Board at the December meeting with their terms as Independent Directors officially starting on January 1, 2024.

We also say goodbye to three Directors and thank them for their invaluable contribution to GVHA:

- Robert Thomas who served as the Esquimalt Nation Director from 2018-2023,
- Margaret Lucas who served on the board from 2017-2023 first as the City of Victoria Director and then as an Independent Director,
- Doug Crowder who is GVHA's longest serving Director from 2012-2023 as an Independent Director.

Life Members

In June, the board unanimously approved adding a new Life Member to the existing six Life Members. Doug Crowder, upon his retirement from the Board on December 31, 2023, will become GVHA's newest Life Member. He will join Stewart Johnston, Ian Maxwell, Don Prittie, Paul Ridout, Bill Wellburn and Randy Wright. Life Members are Non-Voting Members of the organization, former Directors whose purpose is to preserve the collective memory and knowledge of the Board.

Shore Power

Management met with the new Chief and Council of the Esquimalt Nation and gave an overview of the project in November. Chief Ron Sam of the Songhees Nation joined the Steering Committee in December. A two-day value engineering workshop was held in December with partners and the team continues to look at operational, design and cost factors to build a business case to present to the board in March. Transport Canada announced the Canada Green Shipping Corridor Program this month with an application deadline of February 26, 2024.

Visioning Task Force

In Q1 the board and management participated in a strategic planning session. In Q2, the board struck the Visioning Task Force (VTF) to conduct a deep dive into the organization's vision and mission. The VTF is comprised of the Chair, Vice Chair, Past Chair, three Directors, and the CEO. VTF worked closely with an external consultant, Berlineaton, in this process and presented their findings to the Board in December. The new Vision and Mission will be rolled out to Member Agencies in the new year.

Fuel Dock Transition

GVHA took over the operation of the Fisherman's Wharf Fuel Dock on October 21, 2023. GVHA brought onboard the two existing employees who have been assisting with the successful transition of the operation.

Committee Report Highlights

Audit & Finance Committee (AFC)

AFC reviewed and discussed the long-range plan and the proposed changes to GVHA's finance policies. Leith Wheeler joined the meeting to give their annual presentation on the restricted reserve fund. AFC received a report from staff on the Q2 financial statements during which GVHA outperformed budget.

Environmental Stewardship Task Force (ESTF)

ESTF was formed in Q1 to assist the Board in fulfilling its oversight responsibilities regarding the environmental aspects of GVHA properties and operations. This committee, under the guidance of the ESTF Chair and GVHA's Sustainability Manager, is reviewing standardized KPIs, regulatory frameworks, and the risk register.

First Nations Economic Development Committee (FNED)

FNED welcomed new Director Chief Jerome Thomas and new Non-Director Anastasia Thomas from Esquimalt Nation to the committee. Vice Chair Florence Dick chaired the meeting. FNED reviewed the First Nations Revenue Contribution Fund guidelines and approved a motion to revise the guidelines to allow for more flexibility by including existing programs and operational costs. The committee also approved funding for the Esquimalt Nation Drivers' Training and an economic development exploratory project for the Songhees Nation. The committee reviewed the status of the Lekwungen Placemaking Initiative which has received artwork submissions from a number of artists. FNED had an extensive discussion on how best to support economic development for the nations and will be scheduling a follow-up meeting to discuss further.

Human Resources Committee (HRC)

HRC approved changes to the Respectful Workplace Policy. This has been launched to staff along with a training program and will be rolled out to Directors in the new year. HRC received the annual compensation planning results and reviewed executive compensation with a motion to the Board to approve proposed changes. HRC learned about the EDI training that staff participated in this quarter and the Global Diversity Equity Inclusion Benchmark that the EDI committee is working to implement.

Governance Nominating Committee (GNC)

GNC has oversight of the Nominations Task Force (NTF) and approved NTF's recommendation to change the NTF External Advisor Terms of Reference to remove the stipulation that it must be a Life Member. GNC reviewed the onboarding and offboarding process for Directors, as well as board education topics. GNC has oversight of the board evaluation process which was conducted by a third-party consultant this year with results presented at the December board meeting. GNC also made the decision to discontinue the use of the board portal for Member Agency Representatives as it was not being widely used.

Infrastructure Planning & Development Committee (IPAD)

The committee reviewed and discussed the Transformer/Emergency Generator and Lift Station Pier B Projects as well as the Pier B Wall repairs. It was noted that due to the docking of the Carnival Panorama, the wall repairs will be delayed to January. The CAO gave a verbal update on the Fuel Dock transition. The Director Infrastructure reported on the status of the Shore Power project.