

November 26, 2014



The City of Victoria  
#1 Centennial Square  
Victoria, BC  
V8W 1P6



**Attention: Governance & Priorities Committee**

Please accept this letter as a request from Greater Victoria Harbour Authority (GVHA) to make its annual presentation to the Governance and Priorities Committee on January 22, 2015.

The purpose of this presentation is to provide an update on GVHA's activities and performance during the past fiscal year, as well as its business/strategic plans for the upcoming year. It also offers an opportunity to discuss general harbour issues of mutual interest for the City of Victoria and GVHA.

The presentation is expected to take approximately 15 minutes plus Questions & Answers, should the committee desire.

Sincerely,

Bill Wellburn  
Chair

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HARBOUR AUTHORITY

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# **GVHA STRATEGIC PLAN 2015-2025 - DRAFT FOR MEMBER AGENCY CONSULTATION**

## **Version 7 January, 2015**

### **STRATEGIC CONTEXT**

The Greater Victoria Harbour Authority (GVHA) is a not for profit corporation operating three lines of business: cruise, marinas and real estate. It is a leader in collaboratively developing, promoting and protecting Victoria's working harbour.

GVHA sees itself as a social enterprise that serves and protects the economic, environmental and social interests of the region by partnering in the management of the harbour.

We recognize and respect that the harbour lies in the traditional territory of the Esquimalt and Songhees Nations. We seek to find new ways of engaging in business partnerships that provide their people with visibility and meaningful opportunities in the harbour.

We recognize and respect that GVHA lands and waters are adjacent to several Victoria neighbourhoods, and must align with the vision and regulatory policies and procedures of the corporation of the City of Victoria.

We believe the GVHA and the region are best served by a Board of Directors made up of highly qualified individuals with a wide range of business, community, environmental and marine expertise who are committed to GVHA's mandate.

We are directly accountable to our member agencies: Esquimalt Nation, Songhees Nation, Capital Regional District, City of Victoria, Greater Victoria Chamber of Commerce, Tourism Victoria, Township of Esquimalt and the Victoria/Esquimalt Harbour Society. We also hold ourselves accountable to our stakeholders and the residents of Greater Victoria.

Through the leadership of the Board and management we align our strategic priorities and initiatives with the Constitution established by GVHA's founders.

All surplus cash generated from the operation of GVHA's facilities is reinvested directly into the future of the harbour.

Since taking divestiture of harbour assets from the Federal government in 2002, GVHA's infrastructure investments include increasing cruise ship capacity, renewing and expanding the floats at Fisherman's Wharf and partnering with the Provincial Capital Commission on the revitalization of the Steamship Terminal. We have partnered with the Esquimalt and Songhees Nations to create and install a First Nations narrative mural known as the Unity Wall, the largest mural in the Canada.

We engage with local First Nations and member agencies, empower our staff and engage in meaningful dialogue with the community to ensure a collaborative approach and unified vision for Victoria's harbour in order to integrate transportation, tourism, industry and residential uses in a world-class port.

Going forward, we envision a busy and sustainable working harbour with modern, efficient terminals, industry, docking facilities for recreational and commercial vessels, and public amenities. The harbour will continue to support a vibrant mix of tourism, recreation and industry.

The harbour will be dynamic and accessible to the public: "...a harbour where people live, learn, work and play; a spectacular gateway into Victoria's past and into its future, monumental in look and feel, linking communities and all people together."

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*Over the next 10 years, the GVHA will implement this Strategic Plan in collaboration with all stakeholders, and in response to emerging issues and opportunities such as:*

- *The evolving jurisprudence regarding traditional territory and the relationship with local First Nations;*
- *Environmental requirements;*
- *Business innovation and socially responsible development of Ogden Point and Fisherman's Wharf;*
- *Additional Federal divestiture to local control such as the Seabed and the Water Airport ;and*
- *Development of Inner Harbour properties such as Belleville Terminal and the proposed David Foster Way.*



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### **STRATEGIC FRAMEWORK**

#### **Vision**

We envision a harbour where people live, learn, work, and play; a spectacular gateway into Victoria's past and into its future, monumental in look and feel, linking communities and all people together.

#### **Mandate**

To be effective and respected advocates for best water, marine and marine-related use and development of the whole harbour while optimizing current and future harbour assets.

#### **Guiding Principles**

GVHA's actions and decisions will be guided by the following principles:

1. Accountability - We commit to act in the best interests of Victoria Harbour on behalf of GVHA's Member Agencies, their stakeholders and the citizens of the region.
2. Working Harbour - We commit to maintaining Victoria Harbour as a working harbour – “where commerce requiring the connection between the land and water takes place”.
3. Sustainability - We commit to incorporating and balancing the social, environmental and economic impacts of our activities on Victoria Harbour and the community.
4. First Nations Relationship - We commit to working in partnership with the Esquimalt and Songhees Nations to achieve a meaningful role for them in the economy of Victoria Harbour.

#### **Strategic Objectives**

1. Economic, Social & Environmental Benefit for Greater Victoria, Songhees and Esquimalt First Nations and Local Communities/ Neighbourhoods
2. Sound Management of GVHA Owned Assets & GVHA Financial Self-Sufficiency
3. Effective Governance and Relationships with Member Agencies, Esquimalt and Songhees First Nations, Local Communities and Neighbourhoods, Stakeholders, Clients, and Employees
4. Community Commitment to Implement a Shared Vision for “a dynamic harbour where people live, learn, work and play”

## **GVHA CONSTITUTION**

1. The name of the Society is GREATER VICTORIA HARBOUR AUTHORITY.
2. The purposes of the society are:
  - (a) To promote and develop the Victoria and Esquimalt harbours to meet local, Esquimalt Nation, Songhees Nation, municipal, provincial and federal interests and priorities.
  - (b) To manage and develop harbour assets and operations in an efficient and integrated manner based on a range of uses.
  - (c) To maintain the operations of the harbour on a self-sufficient basis without recourse to local subsidies and without exposing local communities, Esquimalt Nation, Songhees Nation, the Provincial Capital Commission, or Provincial or local governments to unnecessary liabilities.
  - (d) To work in a cooperative manner with the Members, community associations, governments and private business, developing partnerships where appropriate.
  - (e) To respond to, and be reflective of, community interests, including the harbour users, at all times through consistent forms of consultation.
  - (f) To ensure the public is consistently informed on the operations of the harbour.
  - (g) To manage certain federal harbour assets and responsibilities including the Victoria Harbour Water Airport, Victoria harbour and other federal land and water lots.
  - (h) To acquire control of sufficient harbour lands over time (including water lots, foreshore, and adjacent uplands) to achieve effective administration and operation of the harbour and to ensure equitable treatment for all harbour users.
  - (i) To help to identify creative methods of facilitating a meaningful role for First Nations in the economic development, management and administration of the Harbour Area and of facilitating a public awareness of First Nations' history and presence in the area.
  - (j) To develop and maintain, in a current state, a strategic plan for the harbour that maintains the harbour on a self-financing basis and identifies potential growth for harbour activities.
  - (k) To establish and maintain sufficient working capital to improve existing facilities and develop future additions to harbour facilities.
  - (l) To promote the environmental sustainability of the Harbour Area and to promote compliance with environmental standards in the Harbour Area.
  - (m) To promote sharing of all benefits and resources generated in the Harbour Area.

**GVHA STRATEGIC PLAN 2015-2025 - DRAFT FOR MEMBER AGENCY CONSULTATION**  
Version 7 January, 2015

<b>Objectives (WHAT outcome or <i>ends</i> do we wish to achieve)</b>	<b>Strategies (HOW will we achieve our <i>ends</i> - what are the most significant <i>means</i> we will use eg strategies, plans, initiatives or activities)</b>	<b>Measures (HOW will we measure progress/success towards realizing the Objective)</b>	<b>Targets (WHAT does success look like within the timeframe for this plan)</b>
1. Economic, Social & Environmental Benefit for Greater Victoria, Songhees and Esquimalt First Nations and Local Communities/Neighbourhoods	<ul style="list-style-type: none"> <li>• Economic Development &amp; Revenue Diversification Strategy (eg Ogden Point/Fisherman's Wharf Developments) incl. new 3rd party investment</li> <li>• Cruise Ship Sustainability Strategy and Plan               <ul style="list-style-type: none"> <li>◦ Ground Transportation Strategy</li> </ul> </li> <li>• Engagement with Local Communities/Neighbourhoods and GVHA Customers on Ways and Means to Mitigate Community and Environmental Impacts</li> <li>• <b>FIRST NATIONS STRATEGIES UNDER DISCUSSION</b></li> <li>• Community Initiatives and Investment Plan (eg Event Sponsorships)</li> <li>• GVHA Environmental Policies, Plans and Initiatives</li> </ul>	<ul style="list-style-type: none"> <li>• Number of socially responsible jobs/ amount of economic impact created from use of GVHA property</li> <li>• Community Impact measures (TBD)</li> <li>• TBD</li> <li>• TBD</li> <li>• Canadian Environmental Standards</li> <li>• Environmental Ratings for "Green Marine" and "Clean Marine"</li> </ul>	<ul style="list-style-type: none"> <li>• TBD</li> </ul>
2. Sound Management of GVHA Owned Assets & GVHA Financial Self-Sufficiency	<ul style="list-style-type: none"> <li>• Long Range Capital Plan</li> <li>• Financial and Risk Management Policies</li> <li>• Cost Control</li> <li>• GVHA Revenue Diversification and Socially Responsible Growth Strategies (eg Ogden Point and Fisherman's Wharf developments)</li> </ul>	<ul style="list-style-type: none"> <li>• Budget Performance vs Plan variances</li> <li>• Facility utilization</li> <li>• Balance Sheet/Financial Reserves</li> <li>• GVHA efficiency/Labour costs</li> <li>• Master Plans for both Developments</li> </ul>	<ul style="list-style-type: none"> <li>• TBD</li> </ul>



**GVHA STRATEGIC PLAN 2015-2025 - DRAFT FOR MEMBER AGENCY CONSULTATION**  
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<p>3. Effective Governance and Relationships with Member Agencies, Esquimalt and Songhees First Nations, Local Communities and Neighbourhoods, Stakeholders*, Clients, and Employees</p> <p><i>*See Stakeholder Map – includes local residents, other harbour users, commercial enterprises, etc</i></p>	<ul style="list-style-type: none"> <li>• Review of Constitutional Purposes and governance model</li> <li>• Member Agency engagement meetings</li> <li>• Strategic Communications Plan</li> <li>• GVHA Community/Neighbourhood Advisory Committees</li> <li>• GVHA Customer Advisory Committees</li> <li>• HR Plan</li> </ul>	<ul style="list-style-type: none"> <li>• Changes to Constitution and Bylaws</li> <li>• Member Agency satisfaction</li> <li>• Positive awareness score in Reputational Survey (all stakeholder groups)</li> <li>• Stakeholder Effectiveness Rating (Disagree/neutral not to exceed)</li> <li>• Employee engagement score</li> </ul>	<ul style="list-style-type: none"> <li>• TBD</li> </ul>
<p>4. Community Commitment to Implement a Shared Vision for "a dynamic harbour where people live, learn, work and play"</p> <p><i>(GVHA can only influence this Objective as it is not entirely within GVHA control)</i></p>	<ul style="list-style-type: none"> <li>• Respect Songhees and Esquimalt Nations rights and interests on their traditional territories</li> <li>• Implementation of consultative strategic planning &amp; accountability process for GVHA</li> <li>• Support and facilitate stakeholder collaboration on developing and implementing a Shared Vision</li> <li>• Engagement with all orders of government and the private sector to secure new investment for harbour development</li> </ul>	<ul style="list-style-type: none"> <li>• Songhees and Esquimalt support</li> <li>• Member Agency acceptance of GVHA Strategic Plan as in alignment with community expectations/Shared Vision</li> <li>• Amount of progress on Continued Federal Divestiture to Local Control</li> <li>• Development of New/Upgraded Harbour Assets</li> </ul>	<ul style="list-style-type: none"> <li>• TBD</li> </ul>



## **GVHA Governance Overview**

### **Member Agency Representatives**

Each of GVHA's eight Member Agencies appoints a Member Representative (and an Alternate) to actively represent their agency's interests in GVHA and to serve as a liaison between the GVHA Board and the respective Member Agency. Member Representatives are invited to attend public Board meetings and to formally represent Member Agencies at GVHA's Annual General Meeting.

Member representatives/alternates are asked to:

- Attend public Board meetings and participate in and vote at the Annual General Meeting and any Special General Meetings
- Liaise between the Board and the Member Agencies to keep the Agencies and Alternate informed of GVHA activities and initiatives
- Represent and communicate the interests of their Agency to the GVHA Board

Member Representatives are asked to keep their Alternate briefed and up to date at all times. The Alternate is named with voting rights in the event the Member Representative is unable to attend the AGM or a Special General Meeting.

### **Board of Directors**

Up to 9 directors are nominated by Member Agencies and up to four directors are sourced from the general public. A Board Competency Skills and Experience Matrix is used to assist in determining the Board's current needs when director terms near expiry. The Board of Directors is responsible under the law for the management of GVHA's business and affairs. Directors have a fiduciary duty to act in the best interests of GVHA at all times and must recuse themselves in the event of a conflict of interests.

### **Corporate Overview**

Greater Victoria Harbour Authority (GVHA) is a social enterprise that serves to protect and develop Victoria's working harbour for the economic and social benefit of the region, its residents, the marine industry and the broader business community.

Since establishment as a not-for-profit corporation in 2002, GVHA has been governed by a Board of Directors (Board) comprised of highly qualified individuals with a wide range of business, community, environmental and marine expertise who are committed to GVHA's mandate.

GVHA acts in the best interests of, and is accountable to: eight constituent Member Agencies, community stakeholders, and the residents of Greater Victoria.

### **Vision, Mandate & Guiding Principles**



*Vision:* "We envision a harbour where people live, learn, work, and play; a spectacular gateway into Victoria's past and into its future, monumental in look and feel, linking communities and all people together."

*Mandate:* "To be effective advocates for best water, marine and marine-related use and development of the whole harbour while optimizing current and future harbour assets."

*Guiding Principles:*

- Accountability
- Working Harbour
- Sustainability
- First Nations Relationship;

## **Board Governance**

The Board guides and oversees the affairs of GVHA. As a policy board, the board's primary responsibilities include:

- Ensuring sound and effective leadership
- approving corporate strategy and Board policies
- oversight of enterprise risk,
- oversight of operations\
- and communicating with Member Agencies

The Board delegates much of its authority to the leadership of the President and Chief Executive Officer who is responsible to the Board for GVHA's day-to-day operations and for achieving annual and longer-term Board-approved goals and objectives.

GVHA's directors have a fiduciary responsibility to act in the best interests of the GVHA at all times and the Board is directly accountable to the eight Member Agencies.

GVHA takes conflict of interest very seriously.

## **Composition**

The board consists of up to 13 directors - nine nominated by Member Agencies and four independent community directors, all appointed by the board.

GVHA's eight member agencies are as follows:

• Capital Regional District	• Songhees Nation	• Esquimalt Nation
• Victoria/Esquimalt Harbour Society (2 nominees)	• City of Victoria	• Greater Victoria Chamber of Commerce
	• Tourism Victoria	• Township of Esquimalt

## **Director Qualities, Skills & Appointments**

The Board aims to recruit qualified directors who demonstrate:

- Analytical, independent thinking and sound business judgment
- Active participation and strong interpersonal skills
- Previous board and leadership experience with an organization of similar size and complexity
- Outstanding personal conduct and a deep commitment to GVHA's vision

Additional professional competencies are considered by the Governance and Nominating Committee (committee) in order to maintain a high performing, well-balanced board that meets the needs of the Member Agencies and community stakeholders and to fill vacancies as they arise in the normal course of board business.

In addition, the Board maintains a comprehensive skills and experience matrix that sets out the overall needs of an ideal board to govern GVHA. The matrix is reviewed annually by the Committee and approved by the Board as a whole. It is used as a tool for recruiting director candidates from the community and for informing member agencies of the Board's specific needs when nominating candidates to fill vacant board positions.

When vacancies arise, qualified director nominees are evaluated by the Committee before being approved by the Board as a whole.

### **Terms**

Directors serve for a three-year term (renewable twice up to a maximum of nine consecutive years service) with approximately one-third of the terms expiring at the end of each calendar year.

The purpose of staggered terms is to allow for an orderly transition of directors' terms and continuity within the Board.

### **Meetings**

The Board has four regularly scheduled quarterly meetings that begin with a public meeting in the evening followed by an in-camera meeting for most of the next day. The Board also meets once a year for an all-day strategic planning session.

Additional special Board meetings (usually one or two per year) may be called at the discretion of the Chair.

Directors are expected to attend all official meetings. It is reasonable to expect that the total time for board and committee meetings, preparation for meetings and attendance at GVHA-related functions will average approximately 20 hours per month.

### **Compensation**

Directors are paid in accordance with GVHA's policy on director compensation and pursuant to a special resolution approved by the Member Agencies. Directors receive both an annual retainer and a meeting fee. Supplementary annual retainers are paid to committee chairs and to the Board chair.

### **Committees**

The Board has five standing committees supporting the work of effective governance of GVHA. Each committee consists of up to five directors and is supported by management resources that are

responsible for the committee's area of oversight. Committees meet on a regular basis (usually four to six times per year) and provide advice and guidance to the President & CEO as well as reporting on the results of their work to the Board. In addition, the Board may from time to time establish task forces to assist it in a particular area of work or oversight. Directors usually serve on up to two committees. The committees' roles are summarized as follows:

*Audit and Finance Committee:* monitors all aspects of the financial management of GVHA's activities, including its annual operating and capital expenditure plans, internal and external financial reporting, investment activities, and internal controls.

*First Nations Economic Development Committee:* seeks to identify and improve capacity-building opportunities for GVHA's First Nations partners within the harbour and GVHA facilities.

*Governance and Nominations Committee:* focuses on the performance of the Board of Directors and guides the Board's composition by identifying the skills and experience required amongst its directors to meet the governance needs of the business.

*Human Resources Committee:* oversees GVHA's human resources policies, executive compensation and succession, and leads the performance review of the CEO.

*Strategic Risk & Oversight Committee:* supports management's development of GVHA's strategy and the potential impact on enterprise-wide risks.

#### **GVHA Accountability Framework**

