



marine
renewables
canada

Annual General Meeting

November 21, 2018 ~ 4:45 pm

**The Westin Nova Scotian Hotel • Northumberland Room
1181 Hollis Street, Halifax, NS**

MEETING MINUTES

- 4:45 pm – 5:30 pm - Business Meeting

Called to order at 4:49 pm

General Meeting

Meeting hosted by Tim Brownlow, 2018 Chairman of the Board

- Approval of Agenda

No comments or changes

Tim B motioned to accept – Marius Lengkeek moved, Sheila Paterson second, no opposed

- Approval of Minutes of the 2017 Annual General Meeting

Tim asked for comments or changes – none received

Motion to accept – Dana Morin moved, Carys Burgess second, no opposed

- Report from the Chair

Below report given by Tim Brownlow, 2018 Chair of the Board:

Thank you for attending both this Annual General Meeting and the Annual MRC Conference.

I want to begin by thanking our member firms for their commitment, not just to marine renewables Canada, but to the emerging industry this association is designed to support.

Our Annual Report for the year 2018 will give you more detail of the past year, but I would like to comment on some of the progress, and yes, setbacks the sector has experienced in the past 12 months.

I am a realist. I am a realist and someone who makes business decisions based on evidence. Some of you may know I started my working life drilling for oil. So, I guess, you can call me a convert.

When you drill for oil, you take into account the advice of the geologists.... the experience of the engineers...and you use the evidence to pick your drilling point. You know that the chances of initial success are stacked against you. That does not mean you pick up your tools and go home. If that was the case all of you would have gotten here on horses.

You learn from failure. You recalculate. You research where things went wrong, and you go back to work.

Marine renewable energy (wave, river, tidal) is new technology. The scientific principle seems simple. The execution less so. I really believe we are best when we hope for success, but plan for learning lessons from disappointments.

The Open Hydro situation is an old story for emerging technology. It happened with developing cars a hundred years ago. It happened with wind power just over a decade ago.

I really believe that rational decisions, and resisting emotional reactions is the way forward.

With that, I would like to bring to your attention just some of the work MRC has undertaken, on your behalf in the past year.

First, our finances are sound. We are operating in the black this year. That is thanks to your support, the growing number of member firms, including some who have joined in the past few days as a result of attending our conference.

Our advocacy work, in Ottawa and in provincial capitals, remains essential to ensuring that policies remain in place that encourage project & technology developers to do their work here in Canada. This past year the staff of MRC created a 'State of the Sector' Report. If you have not looked at this document, I encourage you to check our website. It is a comprehensive briefing on what is happening in the marine renewable sector, both nationally and globally.

We are taken seriously because we offer serious and well documented and realistic advice. Just one example, MRC was one of the very few industry associations asked to present to the G7 Energy and Environment Ministers forum on the Blue Economy

Our Business Development work remains the real reason for the existence of MRC. After all, the reason for the association is to advance the sector and ensure Canadian firms and their workers have an opportunity.

Some highlights include:

- Leading the Canadian delegation to the international Conference on Ocean Energy in France this past summer.
- Leading the Canadian Delegation to Asian Wave and Tidal Energy Conference in Taiwan.
- Closer to home, we have hosted workshops for the Supply Chain

- We commissioned an international consultant firm to give us guidance on where the international opportunities are, and how we can capture contracts.
- Early next year we will host a workshop on tidal energy research and in the spring, and we also plan to bring in experts on offshore wind opportunities and how our members can succeed abroad.

Marine Renewable Energy is more than tidal - Wave Energy research and In River technology hold promise - So, does Offshore Wind.

Just ten years ago, Offshore Wind was dismissed as a pipe dream. Today, it is the fastest growing energy component in Europe. Prices are coming down and electrical generation is rising.

We think Offshore Wind has a future here in North America...and that is why we took Offshore Wind into our mandate this year. It is also why we designated a Board set going forward to Offshore Wind representatives. Offshore Wind WILL be developed along the US East Coast and we believe we will see projects on both Canadian coasts in the coming years.

As I wrap up, I want to express my thanks to several people and organizations. First and foremost to our retiring Board members; Troy Garnett, Sue Malloy, and Marius Lengkeek.

There is no stipend for the job. There are long meetings and great responsibilities. They have worked diligently on behalf of all members for our mutual benefit.

Staff - This year Elisa Obermann left after nearly eight years. I cannot adequately express our profound thanks for her dedication, enthusiasm and diligence. Trying to fill her shoes is Paul McEachern who came on just 8 weeks ago. And I want to single out Amanda White for her long hours, diligence, cheerfulness and no drama approach. She is the one who makes it happen whether if it's a conference, a trade mission, or other events.

Finally, MRC is deeply thankful for the partnerships of respect it enjoys with:

- Natural Resources Canada
- ACOA
- Global Affairs Canada
- Nova Scotia's department of Energy and Mines
- Opportunities New Brunswick and many others.

Finally, remember.... we are on a path....it will not always be a straight one, but it is leading us to a time when the ideas of today are the accepted practices of tomorrow

- **Financial Report**

Tim B reviewed the 2017 audited financials, which were distributed to the membership in advance:

- We had a loss of \$14k - ended 2017 with a surplus of \$140k in the bank
- This \$14k loss was anticipated and discussed with the Board as the year progressed. The main reason for this loss is less than expected new members coming on board and our ACOA funded communications project. We anticipated this project would be completed before the end of

2017 fiscal but had to carry it over into 2018. Therefore, some revenue generated from this funding will now show in 2018 instead.

There were no questions or concerns from the members - 2017 audited financials approved.

- Appointment of Auditors for the 2018 association audit
- We will be using Grant Thornton again for 2018 as per the decision by the Board
- MRC staff researched other companies and individuals that could do our audit and an RFP was sent out – results indicated that Grant Thornton was the best value. MRC have been happy with their service to date and they are familiar with our association finances and past tax reimbursement issues.

Motion to accept – Bruce Cameron moved, Carys Burgess second, no opposed

- 2019 Board of Directors Elections
- Tim B thanked and recognized the outgoing Board members:
 - Sue Molloy, Glas Ocean
 - Marius Lengkeek, Lengkeek Vessel Engineering
 - Troy Garnett, Cherubini
- The Election for the 2019 Board allowed for three (3) available seats.
- At the beginning of 2018, Marine Renewables Canada made a strategic decision to grow its focus by officially including offshore wind energy in its mandate. To that end, 1 (one) of the three available seats for the 2019 Board of Directors was allocated to be filled by a member company directly involved in the offshore wind industry abroad and who has interest in the possibility of development in Canada. This ensured we have proper sector representation.
- The following four (4) members agreed to have their names put forward for the 2019 Marine Renewables Canada Board of Directors.
 - Michelle Chislett, Northland Power
 - Jason Clarkson, Operational Excellence Consulting Inc.
 - Simon De Pietro, DP Energy
 - Michel Samson, Cox & Palmer
- There were be two steps to the voting process where members were asked to vote in both categories – Offshore Wind Seat (1) & Open Seats (2):
 - Offshore Wind Seat Nominee:
 - Michelle Chislett, Northland Power
 - Open Seat Nominees:
 - Jason Clarkson, Operational Excellence Consulting Inc.
 - Simon De Pietro, DP Energy
 - Michel Samson, Cox & Palmer

- As there were was only one nominee for the Offshore Wind seat, Michelle Chislett, Northland Power won by acclamation
- Electronic voting results for the remaining two (2) open seats showed the following two (2) nominees were successful:
 - Simon De Pietro, DP Energy
 - Michel Samson, Cox & Palmer
- Before we conclude the elections process and finalize the above successful nominee, we must for new nominations and/or votes from the floor.
- No new nominations or votes were put forward
- Tim B officially announced and welcomed the 3 new board members for 2019
 - Other Business
 - Association Bylaw changes to the Board of Directors voting & nomination process
- Tim B explained that this is a bylaw we have been looking at changing for a while as it makes the process disjointed and there are typically no nominations or votes from the floor during our AGM. We believe it's a process that isn't used and will not affect the nomination or voting process in any way. We are looking to change the bylaws to state that the full nomination and election process will take place electronically, completing at least 3 days prior the AGM date, with the election announcement taking place during the AGM. Below is the suggested wording change:
 - Currently the wording states: *"Directors, can be nominated at, and, will be elected at the annual general meeting. Members not in attendance will have ten (10) days prior to the meeting to provide electronic mail votes for declared candidates."*
 - We are asking to change it to: *"Director nominations and voting will be conducted electronically (via email) with the full process concluding at least 3 business days prior to the annual general meeting of the association. Any Full, Individual or Marine Energy Leader member, whose dues are current, is eligible to nominate individuals, who are also Full, Individual or Marine Energy Leader members in good standing and wish to run in the election and vote on the slate of nominees."*

Tim asked for a vote from the floor to approve this Bylaw change:

Vote – all in favor / Opposed – None

Motion carried

- General Comments from the floor

Sue M – Tim B has done a great job especially during the ED search and the stresses of the summer (OH)

Sheila P – expressed appreciation to Board and staff for their hard work this year...and all years. A lot is done with a very lean association (Board & staff)

Paul M – honored to have this job and looking forward to successes and challenges along the way.

- Adjournment

Motion to adjourn – 5:06 pm – Michel Samson moved