



CIAA BOARD of Directors Meeting

CONFIDENTIAL

Minutes
Board of Directors Meeting

Date: 26th June 2014
Time: 12:30pm

Place:
Owen Roberts International Airport
George Town, Grand Cayman

Participants:

Chairman: Mr. Kirkland Nixon
Deputy Chairman: Mr. Thom Guyton
Director: Mr. Stran Bodden
Director: Mr. Joel Jefferson
Director: Ms. Vanessa Banks
Director: Mr. John Meghoo
Director: Mr. Nathaniel Tibbetts

CEO: Mr. Albert Anderson

Apologies:
Director: Mr. Bruce Smith

Discussions and Required Actions		
<p>1. Call to Order / Welcome</p> <p>A quorum being present, the meeting was called to order at 12:35pm.</p> <p>The Chairman extended a warm welcome to the Directors.</p>		
<p>2. Confirmation of Minutes / Matters Arising</p> <p>The minutes of the meeting of April 24th 2014 were reviewed and confirmed on a motion put by Director John Meghoo and seconded by Director Vanessa Banks.</p> <p>The minutes of the meeting of May 29th 2014 were reviewed and confirmed on a motion put by Director Vanessa Banks and seconded by Director John Meghoo.</p> <p><u>Matters Arising from April 2014 Minutes</u></p> <ul style="list-style-type: none"> • Interim Signing Authorities - As approved at the March Board Meeting, the new mandates and resolutions have been confirmed by the bank. • CEO Credit Card - Completed and card has been received. • Cayman Airways Hangar Area - Clean up pending. CEO to follow up. • Farmers Market - Roof height cleared by CIAA. Remaining containers to be removed. 	<p align="center">Actioned By</p> <p align="center">CEO</p> <p align="center">CEO</p> <p align="center">CEO</p> <p align="center">CEO</p>	<p align="center">Due Date</p> <p align="center">24th July 2014</p> <p align="center">24th July 2014</p> <p align="center">24th July 2014</p> <p align="center">24th July 2014</p>

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<ul style="list-style-type: none"> • ORIA Congestion – CEO confirmed that customer service employees were checking passengers' immigration and customs cards while they are waiting in line. • Fire Service Access Road – CEO confirmed this will be re-paved as part of the redevelopment works. • Performance Data - CEO to provide specific data on: <ul style="list-style-type: none"> ○ YTD passenger movements ○ YTD fuel concessions from each service provider • Airport Development – The "As-Built" drawings project has commenced with the contract being awarded to AMR for a cost of CI\$239,490.00. Expected completion mid-August. • Board Policy and Procedures Manual – In progress. CEO plans to develop an Orientation Manual for board members but is lacking secretarial support at the moment. • Board Compensation – Having researched the Airports Authority Law as well as getting feedback from other SAGC's, the CEO reported that he found that the current compensation of CI\$150.00 per meeting was the correct compensation and was the average amount for other authorities. This exercise was carried out to ensure the CIAA was in line with other SAGC's. The CEO will now bring payments current under these terms. Meanwhile Director Stran Bodden will provide feedback from a Government study that is currently on-going and the CEO will research other private directorships. • Brac Land – The CEO reported that the purchase of the property at Cauman Brac West Block 95B. Parcel 156 had been completed. • 	<p>CEO</p> <p>CEO</p> <p>CEO</p> <p>CEO Stran Bodden</p>	<p>24th July 2014</p> <p>24th July 2014</p> <p>25th Sept. 2014</p> <p>24th July 2014 24th July 2014</p>	<p>S. 21(ii)</p> <p>S. 23</p>
<p><u>Matters Arising from May 2014 Minutes</u></p>			
<ul style="list-style-type: none"> • Extended Sick Leave – Output from SAGC consultation team regarding the Public Authorities Bill is pending, but an initial discussion with one of the co-chairs of that committee indicates that this issue is not covered by their terms of reference. • 			<p>S. 23(i)</p>

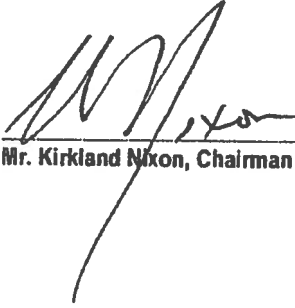
<ul style="list-style-type: none"> Internal Authorisation Levels – CEO and CFO to submit a proposal to the Audit Committee. 	CEO	24 th July 2014
<p>3. Review of CIG Internal Audit Draft Report</p> <p>The CIG Internal Audit department gave a presentation of their draft audit report to the Board. The report is attached to these minutes as Appendix A and identifies many control gaps and operational weaknesses that need to be addressed. In summary it recommends that the CIAA:</p> <ul style="list-style-type: none"> Develop a Strategic plan Fully staff departments with competent heads Develop job descriptions for all positions Develop performance expectations and standards for all department heads Conduct training for staff in: <ul style="list-style-type: none"> Good governance and ethics Customer Service Principles of Financial Management Internal controls and risk management Evaluate all IT systems and upgrade/purchase new ones to satisfy the Authority's needs and requirements Perform full stock counts and dispose of any obsolete/excess stock Perform full fixed assets verification and update the fixed asset register Perform continuous evaluation and improvement of goals and objectives <p>Next steps are:</p> <ul style="list-style-type: none"> To send a draft of the full audit report to the CEO and the Board requesting a management response. Once agreed, send the final report to <ul style="list-style-type: none"> CEO Board Chalmman Deputy Governor Ministry DATT Auditor General <p>The board members expressed concern at the many issues that need to be addressed and stated that resolving accounting issues is a priority. They requested an action plan based on the audit report and also requested that a review of resources needed to resolve the financial issues be done and a recommendation for any temporary resources that may be required to achieve this be submitted to them for approval.</p>		
<p>4. Financial Report</p> <p>CFO Sheila Thomas presented the May YTD management accounts report to the Board. This is attached as Appendix B. The following items were discussed:</p>	<p>Actioned By</p> <p>CFO</p> <p>CFO</p> <p>Joel Jefferson</p> <p>CFO</p> <p>CEO</p> <p>CEO</p>	<p>Due Date</p> <p>24th July 2014</p> <p>24th July 2014</p> <p>24th July 2014</p> <p>24th July 2014</p> <p>24th July 2014</p> <p>24th July 2014</p>

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<p>5. CEO Report</p> <p>The CEO presented his report (attached as Appendix C). As part of this presentation, the following was discussed:</p> <ul style="list-style-type: none"> • Commercial Concession Leases – Most of these expire at end June. Plan is to renew for one year with a cover letter outlining a new concession model going forward based on a percentage of revenue with a minimum annual guarantee. • The Board indicated agreement to this new concession model. • Director Stran Bodden to discuss with Minister DATT and seek approval for this concession model. • The Board approved the purchase of an Explosive Trace Detection machine for CKIA which is necessary for outgoing international flights. The cost is US\$62,500.00 	<p>Actioned By</p> <p>Stran Bodden</p>	<p>Due Date</p> <p>24th July 2014</p>
<p>6. Finance Committee update</p> <p>The Board discussed the Finance Committee meeting on 19th June when the chairman and several CIA staff members were requested to attend Finance Committee. Because the discussions that day became embroiled around a specific HR issue at the CIAA and because the discussions were made public and prompted much media attention, the CEO was asked to prepare a press release on the issue for review by the Board.</p>	<p>Actioned By</p> <p>CEO</p>	<p>Due Date</p> <p>30th June 2014</p>
<p>7. Strategic Plan</p> <p>The CEO advised the Board that the strategic planning workshops to build the detailed action plans around the strategy were ongoing and the final output is unlikely to be completed before end of September.</p>	<p>Actioned By</p> <p>CEO</p>	<p>Due Date</p> <p>25th Sept. 2014</p>
<p>8. New Business</p> <ul style="list-style-type: none"> • Old Cayman Airways site – After some discussion regarding CIAA administrative offices and the desire to use existing ORIA 2nd floor space for retail concession space, the CEO was instructed to pursue the possible sharing of this site for administrative use between CIAA and CAACI. • 	<p>Actioned By</p> <p>S.21 CEO</p>	<p>Due Date</p> <p>28th Aug. 2014</p>

9. Closing of Meeting

There being no further business, the Chairman thanked the Board and closed the meeting at 5:30pm.



Mr. Kirkland Nixon, Chairman CIAA Board