

In Camera Board of Directors - January 13, 2023

Held Via WebEx



January 13, 2023 11:00 AM - 12:00 PM

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1. Adoption of Agenda	JMacPhail	
2. Next Meeting - February 16, 2023 - Victoria, BC		
3. In Camera	JMacPhail	2
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3.2 Other Matters	JMacPhail	
4. Termination		

In Camera Minutes for Board of Directors - January 13, 2023

01/13/2023 | 11:00 AM - 12:00 PM - Pacific Time (US and Canada)

WebEx

Attendance:

Joy MacPhail Chair of the Board
Dennis Blatchford
Eric A. Denhoff
Cathy McLay
Sarah A. Morgan-Silvester
Charlene Hiller
Shona A. Moore
Tamim Raad

Absent:

Harold Calla

Management Attendance:

[J. Barabash was invited to attend the vote at agenda item 2.1.]

Jason Barabash s. 22 Vice President, General Counsel & Corporate Secretary

Invitees:

s. 22

Confirmation:

s. 22

Board Chair

s. 22

Corporate Secretary

Call to Order

Director MacPhail, Chair, called the meeting to order.

The Chair declared that notice of the meeting having been given to all members of the Board, and as a quorum of Directors was present, the meeting was duly constituted and authorized to proceed with business.

The Chair confirmed that this was an in camera session of the Board of Directors.

1. Adoption of Agenda

The agenda was agreed as circulated.

ss. 13, 22

2. In Camera



2.2. Other Matters

The Board discussed other matters.

3. Termination

The business of the day being complete, the in camera meeting terminated.

Board of Directors

BC Ferries Atrium Office, Boardroom 7a, 1321 Blanshard Street, Victoria, BC



February 16, 2023 09:00 AM - 01:30 PM

Agenda Topic	Presenter	Time	Page
Agenda			
Draft Resolutions			5
1. Adoption of Agenda	JMacPhail		
2. Consent Agenda	JMacPhail	09:00 AM-09:05 AM	9
2.1 Adoption of Minutes - November 24, 2022 (Includes Resolution)			9
2.2 Adoption of Minutes - January 13, 2023 (Includes Resolution)			17
2.3 Matters Arising			19
2.4 Performance Against Strategic Targets, Q3 F23			20
2.5 Performance Against Strategic Targets, Proposed F24 (Includes Resolution)			21
2.6 Corporate Risk Register			22
2.7 Chief Information Officer's Report			25
2.8 Next Meeting June 8, 2022 - Nanaimo, BC			
3. Committee Reports - February 15, 2023 Meetings		09:05 AM-09:15 AM	
3.1 Safety, Health, Environment & Security Committee (Includes Resolution)	DBlatchford		
3.2 Capital Projects Committee Meeting (Includes Resolution)	TRaad		

3.3	Governance & Human Resources Committee Meeting (Includes Resolution)	SMoore		
3.4	Audit & Finance Committee Meeting (Includes Resolutions)	SMorgan-Silvester		
4.	Management Update		09:15 AM-09:45 AM	46
4.1	Operations Update	CStorey		46
4.2	Customer Experience Update	JCarson		52
5.	Emerging Issues		09:45 AM-11:45 AM	61
5.1	Cloud Strategy	EMartinez		61
5.2	Indigenous Relations Update	BAnderson		88
5.3	Committee Mandate Update	JBarabash/ JMacPhail		101
5.4	BCFS-BCFA Visioning Process Update (Includes Resolution)	BAnderson		111
6.	Other Business		11:45 AM-12:00 PM	122
6.1	June 2023 Meetings	JBarabash		122
	Lunch		12:00 PM-12:30 PM	
7.	In Camera		12:30 PM-01:30 PM	

7.1

s. 13



7.2

7.3 Other Matters

8. Termination

Minutes for Board of Directors – February 16, 2023

02/16/2023 | 09:00 AM - 01:30 PM - Pacific Time (US and Canada)

BC Ferries Atrium Office, Boardroom 7a, 1321 Blanshard Street, Victoria, BC

Attendance:

Joy MacPhail	Chair of the Board
Sarah A. Morgan-Silvester	
Dennis Blatchford	
Eric A. Denhoff	
Cathy McLay	
Charlene Hiller	
Shona A. Moore	
Tamim Raad	
Harold Calla	

Management

Attendance:

[Management was excused following agenda item 6]

Jill N. Sharland	Interim President & Chief Executive Officer and Chief Financial Officer
Jason W. Barabash	Vice President, General Counsel & Corporate Secretary
Erwin Martinez	Vice President & Chief Information Officer
Corrine Storey	Vice President & Chief Operating Officer
Brian Anderson	Vice President, Strategy & Community Engagement
Janet E. Carson	Vice President, Marketing & Customer Experience
Dean Dobrinsky	Acting Vice President People & Culture
Joanne E. Carpendale	Interim Vice President, Finance, and Treasurer
Shawn Jefferson	Director, IT Security and Compliance
Steve Harris	Director IT Projects
Rosemarie Thomason	Director, IT Strategy & Enterprise Architecture
Meghan J. Taylor	Deputy Corporate Secretary

Others in Attendance:

Geoff Cross	Advisor, B.C. Ferry Authority
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s. 22

Confirmation:

Board Chair

s. 22

Corporate Secretary

Call to Order / Conflicts Check

Director MacPhail, Chair, called the meeting to order.

The Chair declared that notice of the meeting having been given to all members of the Board, and as a quorum of Directors was present, the meeting was duly constituted and authorized to proceed with business.

Ms. MacPhail canvassed the Directors for any known or potential conflicts of interest. None were identified.

1. Adoption of Agenda

The agenda was agreed as circulated.

2. Consent Agenda

Director MacPhail confirmed that documents had been circulated to the Committee in advance of the meeting respecting the following:

2.1. Adoption of Minutes - November 24, 2022

On a motion duly made and seconded, it was resolved:

THAT THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF NOVEMBER 24, 2022, ARE ADOPTED AS CIRCULATED.

Carried

2.2. Adoption of Minutes - January 13, 2023

On a motion duly made and seconded, it was resolved:

THAT THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF JANUARY 13, 2023, ARE ADOPTED AS CIRCULATED.

Carried

2.3. Matters Arising

2.4. Performance Against Strategic Targets, Q3 F23

2.5. Performance Against Strategic Targets, Proposed F24

On a motion duly made and seconded, it was resolved:

THAT CORPORATE PERFORMANCE MEASURES AND TARGETS FOR FISCAL 2024 FOR BRITISH COLUMBIA FERRY SERVICES INC. ARE APPROVED.

Carried

2.6. Corporate Risk Register

2.7. Chief Information Officer's Report

2.8. Next Meeting June 8, 2022 - Nanaimo, BC

3. Committee Reports - February 15, 2023 Meetings

3.1. Safety, Health, Environment & Security Committee

Director Blatchford reported to the Board on the deliberations and results of the February 15, 2023 meeting of the Safety, Health, Environment & Security Committee.

On a motion duly made and seconded, it was resolved:

THAT THE TARGET LEVELS FOR FISCAL YEAR 2024 FOR THE EMPLOYEE SAFETY INDEX AND THE PASSENGER SAFETY INDEX OF 0.90 AND 2.50, RESPECTIVELY, ARE APPROVED.

Carried

3.2. Capital Projects Committee Meeting

Director Raad reported to the Board on the deliberations and results of the February 15, 2023 meeting of the Capital Projects Committee.

On a motion duly made and seconded, it was resolved:

ss. 13, 17



Carried

On a motion duly made and seconded, it was resolved:

ss. 13, 17



Carried

3.3. Governance & Human Resources Committee Meeting

Director Moore reported to the Board on the deliberations and results of the February 15, 2023 meeting of the Governance & Human Resources Committee.

On a motion duly made and seconded, it was resolved:

THAT THAT THE FISCAL 2024 COMMUNITY INVESTMENT PROGRAM OF BRITISH COLUMBIA FERRY SERVICES INC., IS APPROVED.

Carried

3.4. Audit & Finance Committee Meeting

Director Morgan-Silvester reported to the Board on the deliberations and results of the February 15, 2023 meeting of the Audit & Finance Committee.

ss. 13, 17

On a motion duly made and seconded, it was resolved:



Carried

On a motion duly made and seconded, it was resolved:

THAT THE FISCAL 2024 ANNUAL DERIVATIVES MANAGEMENT, INVESTMENT MANAGEMENT, LIQUIDITY MANAGEMENT, AND DEBT MANAGEMENT STRATEGIES AND PARAMETERS, IS APPROVED.

Carried

On a motion duly made and seconded, it was resolved:

ss. 13, 17



ss. 13, 17



Carried

On a motion duly made and seconded, it was resolved:

ss. 13, 17



Carried

On a motion duly made and seconded, it was resolved:

ss. 13, 17



Carried

On a motion duly made and seconded, it was resolved:

THAT THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) OF BRITISH COLUMBIA FERRY SERVICES INC., FOR THE THREE AND NINE MONTHS ENDED DECEMBER 31, 2022, ARE APPROVED.

Carried

On a motion duly made and seconded, it was resolved:

THAT MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND FINANCIAL PERFORMANCE OF BRITISH COLUMBIA FERRY SERVICES INC., FOR THE THREE AND NINE MONTHS ENDED DECEMBER 31, 2022, IS APPROVED.

Carried

On a motion duly made and seconded, it was resolved:

THAT THE NEWS RELEASE ANNOUNCING THE FINANCIAL RESULTS OF BRITISH COLUMBIA FERRY SERVICES INC., FOR THE NINE MONTHS ENDED DECEMBER 31, 2022, IS APPROVED FOR RELEASE.

Carried

4. Management Update

4.1. Operations Update

Ms. Storey provided the Board with a quarter 3 operations update on fleet operations, engineering, catering and retail services, fleet maintenance unit refit status, and commercial services. The Board discussed the weather events impacting cancellations and any climate change related trends. Ms. Storey provided an update on the phased approach of the Coastal Cafe liquor sales implementation, and the Board discussed further opportunities for sales in this area, given the encouraging returns and positive employee and customer feedback. ss. 13, 17, 21

The Board discussed the commercial services highlights, [REDACTED] and other risks and opportunities with competitors in this space.

4.2. Customer Experience Update

Ms. Carson provided a quarter 3 customer experience update to the Board, including call centre metrics, a complaints and compensation summary, customer satisfaction tracking, factors influencing satisfaction results, and customer feedback themes.

The Board discussed the launch of the mobile application and other planned advancements with regard to the major terminal efficiency project and requested management to consider including additional questions in future customer surveys to measure the effectiveness of the digital customer experience.

5. Emerging Issues

5.1. Cloud Strategy

Mr. Martinez provided a presentation to the Board on BC Ferries' cloud strategy and technical architecture. The Board had a discussion on the issues with storage of data outside of Canada in relation to the cloud strategy and technical architecture and how these considerations can be incorporated when considering future vendors and cloud providers.

s. 13



5.2. Indigenous Relations Update

Mr. Anderson provided an update to the Board on the progress made to date on the five strategic goals in the Indigenous Relations and Engagement Strategy.

The Board discussed the progress made to date on the relationship-building efforts with Nations who have primary interests in near-term capital projects occurring or scheduled to occur in their core territories

s. 21



s. 13



5.3. Committee Mandate Update

Mr. Barabash discussed the proposed revisions to the Board of Directors' terms of reference, which outline

s. 13



It was noted that that the same language will be carried over to the Committee's terms of reference for continuity when brought back to the Board in June 2023.

s. 13

The Board requested that Capital Projects Committee's terms of reference be revised to incorporate as part of the June updates.

5.4. BCFS-BCFA Visioning Process Update

The Board welcomed Geoff Cross to the meeting for an update on the joint B.C. Ferry Authority ("BCFA")-BCFS visioning process. Mr. Anderson provided a summary of the terms of reference developed for the joint committee which outlines the collaboration with the BCFA Board and the Province to create an aspirational vision and strategic plans that incorporate the public interest. The Board discussed the definition of public interest generally and how to leverage the visioning document as a basis for future systemic changes.

s. 13



On a motion duly made and seconded, it was resolved:

THAT, SUBJECT TO APPROVAL BY THE B.C. FERRY AUTHORITY, THE TERMS OF REFERENCE FOR JOINT PLANNING COMMITTEE, DATED JANUARY 2023, ARE APPROVED.

Carried

For clarity, the Board indicated that they were only approving the Terms of Reference and not the document included as Attachment 2.

6. Other Business

6.1. June 2023 Meetings

Mr. Barabash noted that at the November 2022 meetings, an action item arose to survey the Directors for their preference for holding the June 2023 meeting in Nanaimo or the Sunshine Coast, and that the majority of the Directors selected Nanaimo. The Board expressed support of holding a community event with Nanaimo staff, community leaders, and other stakeholders in conjunction with the meetings.

[Management was excused following agenda item 6.1]

7. In Camera

[See in camera minutes of February 16, 2023.]

8. Termination

The business of the day being complete, the meeting terminated.

In Camera Minutes for Board of Directors – February 16, 2023

02/16/2023 | 09:00 AM - 01:30 PM - Pacific Time (US and Canada)

BC Ferries Atrium Office, Boardroom 7a, 1321 Blanshard Street, Victoria, BC

Attendance:

Joy MacPhail Chair of the Board
Sarah A. Morgan-Silvester
Dennis Blatchford
Eric A. Denhoff
Cathy McLay
Charlene Hiller
Shona A. Moore
Tamim Raad
Harold Calla

Management

Attendance: *[Management was excused following agenda item 6]*

Confirmation:

s. 22

Board Chair

s. 22

Corporate Secretary

Call to Order

Director MacPhail, Chair, called the meeting to order.

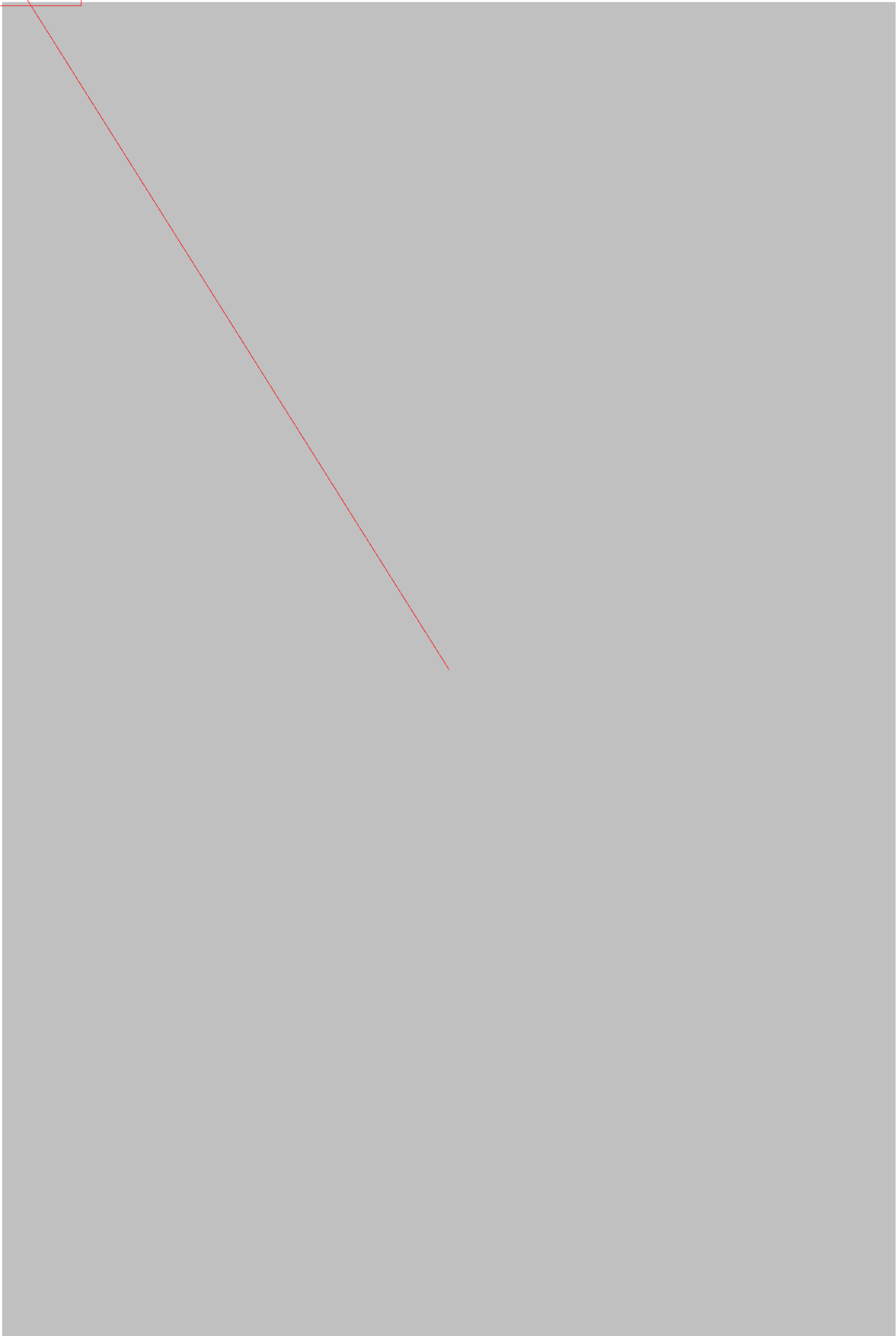
Director MacPhail confirmed that this in camera session was a continuation of the Board of Directors meeting.

7. In Camera

s. 13

[Redacted content]

ss. 13, 22



ss. 13, 22



7.3. Other Matters

The Board discussed other matters.

The in camera session terminated.

Board of Directors

Held Via WebEx



April 24, 2023 09:00 AM - 10:00 AM

Agenda Topic	Presenter	Time	Page
Agenda			
Draft Resolutions			2
1. Adoption of Agenda	JMacPhail		
2. Consent Agenda	JMacPhail	09:00 AM-09:05 AM	3
2.1 Funding Agreement Summaries			3
3. Committee Report - April 24, 2023 Meetings		09:05 AM-09:10 AM	
3.1 Capital Projects Committee Meeting (Includes Resolution)	TRaad		
4. In Camera	JMacPhail	09:10 AM-10:00 AM	
4.1 [REDACTED]			
4.2 Other Matters	JMacPhail		
5. Termination	JMacPhail		

s. 13

Minutes for Board of Directors - April 24, 2023

04/24/2023 | 09:00 AM - 10:00 AM - Pacific Time (US and Canada)

WebEx

Attendance:

Joy MacPhail	Chair of the Board
Tamim Raad	
Joy MacPhail	
Harold Calla	
Eric A. Denhoff	
Cathy McLay	
Charlene Hiller	
Shona A. Moore	
Sarah A. Morgan-Silvester	
Dennis Blatchford	

Management Attendance:

[With the exception of N. Jimenez at agenda item 4.1, Management was excused from the meeting following agenda item 3.1]

Nicolas Jimenez	President & Chief Executive Officer
Jill N. Sharland	Vice President & Chief Financial Officer
Jason W. Barabash	Vice President, General Counsel & Corporate Secretary
Brian Anderson	Vice President, Strategy & Community Engagement
Scott Elliott	Director, Corporate Planning
Baljinder Mahal	General Manager, Fleet Maintenance Unit
Meghan J. Taylor	Deputy Corporate Secretary

Confirmation:

s. 22

Board Chair

s. 22

Corporate Secretary

Call to Order / Conflicts Check

Director MacPhail, Chair, called the meeting to order.

The Chair declared that notice of the meeting having been given to all members of the Board, and as a quorum of Directors was present, the meeting was duly constituted and authorized to proceed with business.

Ms. MacPhail canvassed the Directors for any known or potential conflicts of interest. None were identified.

1. Adoption of Agenda

The agenda was agreed as circulated.

2. Consent Agenda

Director MacPhail confirmed that documents had been circulated to the Committee in advance of the meeting respecting the following:

2.1. Funding Agreement Summaries

3. Committee Report - April 24, 2023 Meetings

3.1. Capital Projects Committee Meeting

Director Raad reported to the Board on the deliberations and results of the April 24, 2023 meeting of the Capital Projects Committee.

On a motion duly made and seconded, it was resolved:

THAT:

ss. 13, 17



Carried

[With the exception of N. Jimenez at agenda item 4.1, Management was excused from the meeting following agenda item 3.1]

4. In Camera

s. 13



4.2. Other Matters

The Board discussed other matters.

5. Termination

The business of the day being complete, the meeting terminated.


Board of Directors

Coast Bastion Hotel, Malaspina Room, 11 Bastion St, Nanaimo, BC



June 08, 2023 08:30 AM - 01:30 PM

Agenda Topic	Presenter	Time	Page
Draft Resolutions			5
Call to Order / Conflicts Check	JMacPhail		
1. Adoption of Agenda	JMacPhail		
2. Consent Agenda	JMacPhail	08:30 AM-08:35 AM	8
2.1 Adoption of Minutes - February 16, 2023 (Includes Resolution)			8
2.2 Adoption of Minutes - April 24, 2023 (Includes Resolution)			19
2.3 Matters Arising			22
2.4 Performance Against Strategic Targets, Q4 F23			23
2.5 Chief Information Officer's Report			24
2.6 Subsidiary Transactions (Includes Resolution)			31
2.7 Business Continuity Dashboard			33
2.8 Cloud and Data Residency			42
2.9 Next Meeting August 23, 2023 - Victoria, BC			
3. Committee Reports - June 7, 2023 Meetings		08:35 AM-08:50 AM	
3.1 Safety, Health, Environment & Security Committee	DBlatchford		
3.2 Capital Projects Committee Meeting	TRaad		

3.3	Governance & Human Resources Committee Meeting (Includes Resolution)	SMoore		
3.4	Audit & Finance Committee Meeting (Includes Resolutions)	SMorgan-Silvester		
4.	Management Update		08:50 AM-09:20 AM	48
4.1	Operations Update	CStorey		48
4.2	Customer Experience Update	JCarson		58
5.	Emerging Issues		09:20 AM-11:20 AM	71
5.1	Education Session: New Major Vessel Energy Type	EHooper		71
5.2	Enterprise Risk Management	JSharland		82
5.3	Board of Directors Terms of Reference (Includes Resolution)	JMacPhail/ JBarabash		121
5.4	Performance & Sustainability Report (Includes Resolution)	BAnderson		130
5.5	Indigenous Relations Update	BAnderson		173
5.6	BCFS-BCFA Visioning Process Update	BAnderson		189
6.	Other Business		11:20 AM-11:30 AM	207
6.1	Annual Public Meeting Update / August Board Meetings			207
	Lunch		11:30 AM-12:00 PM	
7.	In Camera		12:00 PM-01:30 PM	208
s. 13				208

s. 13



7.3 Other Matters

8. Termination

Minutes for Board of Directors - June 8, 2023

06/08/2023 | 08:30 AM - 01:30 PM - Pacific Time (US and Canada)

Malaspina Room, Coast Bastion Hotel, 11 Bastion St, Nanaimo, BC

Attendance:

Joy MacPhail Chair of the Board
Sarah A. Morgan-Silvester
Dennis Blatchford
Eric A. Denhoff
Cathy McLay
Charlene Hiller
Shona A. Moore
Tamim Raad
Harold Calla

s. 21

[With the exception of N. Jimenez, J. Barabash, S. Harris, G. Hunter, S. Jefferson, and C. Hermans at agenda Item 7.1, Management was excused following agenda item 6. G. Cross was present for agenda item 5.6. [REDACTED] were present for agenda item 7.1]

Management Attendance:

Nicolas Jimenez President & Chief Executive Officer
Jill N. Sharland Vice President & Chief Financial Officer
Jason W. Barabash Vice President, General Counsel & Corporate Secretary
Steve Harris Interim Vice President & Chief Information Officer
Corrine Storey Vice President & Chief Operating Officer
Brian Anderson Vice President, Strategy & Community Engagement
Janet E. Carson Vice President, Marketing & Customer Experience
Dean Dobrinsky Interim Vice President People & Culture and Treasurer
Shawn Jefferson Director, IT Security and Compliance
Ed Hooper Executive Director, Shipbuilding
Stephen Normore Project Manager, Shipbuilding
Gordon Hunter Corporate Counsel
Christy Hermans Executive Director, Internal Audit
Meghan J. Taylor Deputy Corporate Secretary

Others in Attendance:

Geoff Cross Advisor, B.C. Ferry Authority

s. 21

Confirmation:

s. 22

Board Chair

s. 22

Corporate Secretary

Call to Order / Conflicts Check

Director MacPhail, Chair, called the meeting to order.

The Chair declared that notice of the meeting having been given to all members of the Board, and as a quorum of Directors was present, the meeting was duly constituted and authorized to proceed with business.

1. Adoption of Agenda

The agenda was agreed as circulated.

2. Consent Agenda

Director MacPhail confirmed that documents had been circulated to the Committee in advance of the meeting respecting the following:

2.1. Adoption of Minutes - February 16, 2023

On a motion duly made and seconded, it was resolved:

THAT THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF FEBRUARY 16, 2023, ARE ADOPTED AS CIRCULATED.

Carried

On a motion duly made and seconded, it was resolved:

THAT THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF APRIL 24 2023, ARE ADOPTED AS CIRCULATED.

Carried

2.2. Adoption of Minutes - April 24, 2023

2.3. Matters Arising

2.4. Performance Against Strategic Targets, Q4 F23

2.5. Chief Information Officer's Report

2.6. Subsidiary Transactions

On a motion duly made and seconded, it was resolved:

THAT JASON W. BARABASH, VICE PRESIDENT, GENERAL COUNSEL & CORPORATE SECRETARY OF BRITISH COLUMBIA FERRY SERVICES INC. ("BCFS"), IS AUTHORIZED TO EXECUTE ON BEHALF OF BCFS, THE SHAREHOLDER'S UNANIMOUS RESOLUTIONS PERTAINING TO ALL OF THE BUSINESS REQUIRED TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING OF PACIFIC MARINE LEASING INC.

Carried

2.7. Business Continuity Dashboard

2.8. Cloud and Data Residency

2.9. Next Meeting August 23, 2023 - Victoria, BC

3. Committee Reports - June 7, 2023 Meetings

3.1. Safety, Health, Environment & Security Committee

Director Blatchford reported to the Board on the deliberations and results of the June 7, 2023 meeting of the Safety, Health, Environment & Security Committee.

3.2. Capital Projects Committee Meeting

Director Raad reported to the Board on the deliberations and results of the June 7, 2023 meeting of the Capital Projects Committee.

3.3. Governance & Human Resources Committee Meeting

Director Moore reported to the Board on the deliberations and results of the June 7, 2023 meeting of the Governance & Human Resources Committee.

On a motion duly made and seconded, it was resolved:

- a. THAT THE COASTAL FERRY ACT EXECUTIVE COMPENSATION DISCLOSURE REPORT OF BRITISH COLUMBIA FERRY SERVICES INC., FOR THE YEAR ENDED MARCH 31, 2023, IS APPROVED; AND*
- b. THAT THE CHAIR OF THE BOARD IS AUTHORIZED AND DIRECTED TO APPROVE ANY SUBSEQUENT AMENDMENTS TO FINALIZE THE REPORT FOR PUBLICATION.*

Carried

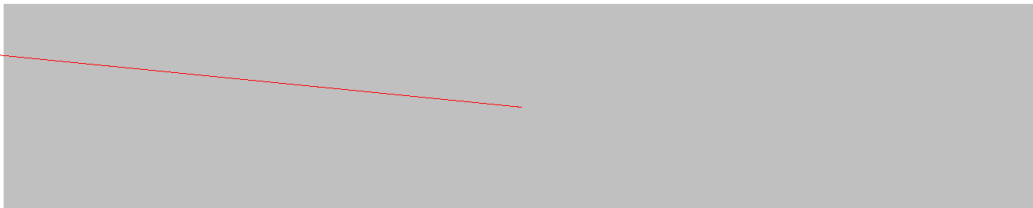
On a motion duly made and seconded, it was resolved:

- a. THAT THE STATEMENT OF EXECUTIVE COMPENSATION OF BRITISH COLUMBIA FERRY SERVICES INC., FOR THE YEAR ENDED MARCH 31, 2023, FOR THE YEAR ENDED MARCH 31, 2023, IS APPROVED; AND*
- b. THAT THE CHAIR OF THE BOARD IS AUTHORIZED AND DIRECTED TO APPROVE ANY SUBSEQUENT AMENDMENTS TO FINALIZE THE REPORT FOR PUBLICATION.*

Carried

On a motion duly made and seconded, it was resolved:

ss. 13, 17



Carried

3.4. Audit & Finance Committee Meeting

Director Morgan-Silvester reported to the Board on the deliberations and results of the June 7, 2023 meeting of the Audit & Finance Committee.

On a motion duly made and seconded, it was resolved:

THAT THAT THE FISCAL 2024 ANNUAL DERIVATIVES MANAGEMENT, INVESTMENT MANAGEMENT, LIQUIDITY MANAGEMENT, AND DEBT MANAGEMENT STRATEGIES AND PARAMETERS, AS REVISED, IS APPROVED.

Carried

On a motion duly made and seconded, it was resolved:

ss. 13, 17



Carried

On a motion duly made and seconded, it was resolved:

THAT THE CONSOLIDATED FINANCIAL STATEMENTS OF BRITISH COLUMBIA FERRY SERVICES INC., FOR THE YEAR ENDED MARCH 31, 2023, IS APPROVED.

Carried

On a motion duly made and seconded, it was resolved:

THAT MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND FINANCIAL PERFORMANCE OF BRITISH COLUMBIA FERRY SERVICES INC., FOR THE YEAR ENDED MARCH 31, 2023, IS APPROVED.

Carried

On a motion duly made and seconded, it was resolved:

THAT THE NEWS RELEASE ANNOUNCING THE FINANCIAL RESULTS OF BRITISH COLUMBIA FERRY SERVICES INC., FOR THE YEAR ENDED MARCH 31, 2023, IS APPROVED FOR RELEASE.

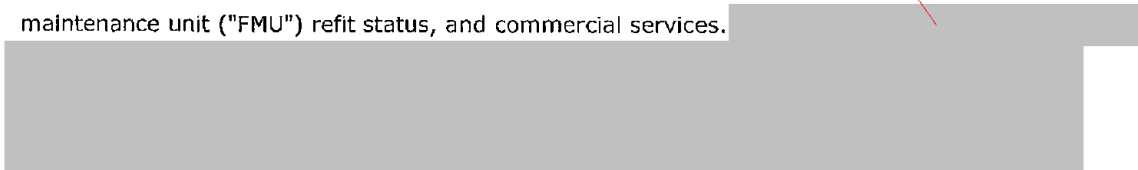
Carried

4. Management Update

4.1. Operations Update

s. 13

Ms. Storey provided the Board with a year-end update on fleet operations, the top cancellation causes, vessel status, reliability initiatives, terminal operations, operational and SEA training, fleet maintenance unit ("FMU") refit status, and commercial services.



4.2. Customer Experience Update

Ms. Carson provided a quarter 4 and year-end customer experience update to the Board, including call centre metrics, a complaints and compensation summary, customer satisfaction tracking, factors influencing satisfaction results, and customer feedback themes. The Board discussed the successful launch of the BC Ferries mobile application, which has reached 100,000 downloads since its launch on March 10, 2023. Ms. Carson summarized how the customer experience team has revised survey questions to improve how customer satisfaction is measured with regard to their digital experience.

5. Emerging Issues

5.1. Education Session: New Major Vessel Energy Type

Mr. Hooper provided the Board with an education session on the new major vessel energy options, including high level project scope, design schedule, company and fleet emission strategies, fuel and emissions data, daily cost, and energy pathways. The Board discussed the importance of flexibility of the ship design overall, given the lifespan of a new major vessel and the rapid advancement in technology that can unfold within the shipbuilding timeframe.

5.2. Enterprise Risk Management

Ms. Sharland and Ms. Carpendale led the Board through a presentation on the progress made on BCFS' comprehensive risk management methodology to facilitate continuous and consistent risk management across its divisions. It was noted that a comprehensive assessment of environmental conditions and identification of the company's key risks was recently completed with the Executive Leadership Team.

The Board had significant discussion on each of the identified risks, including the following key points and considerations:

s. 13



5.3. Board of Directors Terms of Reference

Mr. Barabash noted that the proposed amendments to the terms of reference are consistent with the redline changes reviewed at the February 2023 meetings, which outline the delegated environmental, social, governance ("ESG") responsibilities to each of the Committee's terms of reference. The Board had no concerns with the proposed amendments as presented.

On a motion duly made and seconded, it was resolved:

- a. THAT THE TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS, DATED JUNE 2023, ARE APPROVED;*
- b. THAT THE TERMS OF REFERENCE FOR THE AUDIT & FINANCE COMMITTEE, DATED JUNE 2023, ARE APPROVED;*
- c. THAT THE TERMS OF REFERENCE FOR THE SAFETY, HEALTH, ENVIRONMENT, AND SECURITY COMMITTEE, DATED JUNE 2023, IS APPROVED;*
- d. THAT THE TERMS OF REFERENCE FOR THE CAPITAL PROJECTS COMMITTEE, DATED JUNE 2023, ARE APPROVED; AND*
- e. THAT THE TERMS OF REFERENCE FOR THE GOVERNANCE & HUMAN RESOURCES COMMITTEE, DATED JUNE 2023, ARE APPROVED.*

Carried

5.4. Performance & Sustainability Report

Mr. Anderson provided a summary of the Fiscal Year 2022-2023 Performance and Sustainability Report of BCFS, which had been previously reviewed by each Committee in the context of their environmental, social, and governance ("ESG") delegated responsibilities. He noted that together with the management discussion and analysis of financial performance, it satisfies the requirements to publish an annual Business Plan as articulated in the Coastal Ferry Services Contract. The Board had no concerns with the report as presented.

On a motion duly made and seconded, it was resolved:

THAT ON RECOMMENDATION OF ALL COMMITTEES, AND IN ACCORDANCE WITH THEIR RELATIVE ENVIRONMENTAL, SOCIAL, GOVERNANCE DELEGATED RESPONSIBILITIES: THE TEXT OF THE FISCAL 2023 PERFORMANCE & SUSTAINABILITY REPORT (THE "REPORT") OF BRITISH COLUMBIA FERRY SERVICES INC. IS APPROVED IN PRINCIPLE AND, IN THE EVENT THAT ANY NEW INFORMATION ARISES THAT NECESSITATES A CHANGE TO THE REPORT, THAT THE CHAIR OF THE BOARD IS AUTHORIZED TO PROVIDE FINAL APPROVAL IN ADVANCE OF PUBLICATION.

Carried

5.5. Indigenous Relations Update

Mr. Anderson provided an update to the Board on the progress made to date on the five strategic goals in the Indigenous Relations and Engagement Strategy. The Board discussed the progress made to date on the relationship-building efforts with Nations who have primary interests in near-term capital projects occurring or scheduled to occur in their core territories including

s. 21

5.6. BCFS-BCFA Visioning Process Update

The Board welcomed Geoff Cross to the meeting for an update on the joint B.C. Ferry Authority ("BCFA")-BCFS visioning process. Mr. Anderson and Mr. Cross provided an update on the work undertaken since the February update, including the current focus on the following three areas:

1. The new planning framework, which serves as the development blueprint for the new long-term vision and medium-term plan;
2. Future forces and the long-term vision, which identifies the key industry, societal and technological forces that are expected to influence the demand for ferry travel in the future; and
3. Advancing the public interest goals, which identifies a draft set of public interest goals and objectives as the basis of engagement and strategy development.

The Board participated in a Mentimeter exercise where they provided input on future forces and trends and current comfort level with each of the proposed goal areas.

6. Other Business

6.1. Annual Public Meeting Update / August Board Meetings

Mr. Barabash provided noted for the board that the annual meetings for BCFS and BCFA will occur at 10:00 a.m. on Thursday, August 24, 2023 at the Hotel Grand Pacific in Victoria, B.C. and that the meeting will also be hosted online to allow wider public participation.

7. In Camera

[See in camera minutes of June 8, 2023.]

8. Termination

The business of the day being complete, the meeting terminated.

In Camera Minutes for Board of Directors - June 8, 2023

06/08/2023 | 08:30 AM - 01:30 PM - Pacific Time (US and Canada)

Malaspina Room, Coast Bastion Hotel, 11 Bastion St, Nanaimo, BC

Attendance:

Joy MacPhail Chair of the Board
Sarah A. Morgan-Silvester
Dennis Blatchford
Eric A. Denhoff
Cathy McLay
Charlene Hiller
Shona A. Moore
Tamim Raad
Harold Calla

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[With the exception of N. Jimenez, J. Barabash, S. Harris, G. Hunter, S. Jefferson, and C. Hermans at agenda Item 7.1, Management was excused following agenda item 6. G. Cross was present for agenda item 5.6. [REDACTED] were present for agenda item 7.1]

Management Attendance:

Nicolas Jimenez President & Chief Executive Officer
Jason W. Barabash Vice President, General Counsel & Corporate Secretary
Steve Harris Interim Vice President & Chief Information Officer
Shawn Jefferson Director, IT Security and Compliance
Gordon Hunter Corporate Counsel
Christy Hermans Executive Director, Internal Audit

Others in Attendance:

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Confirmation:

s. 22

s. 22

Board Chair

Corporate Secretary

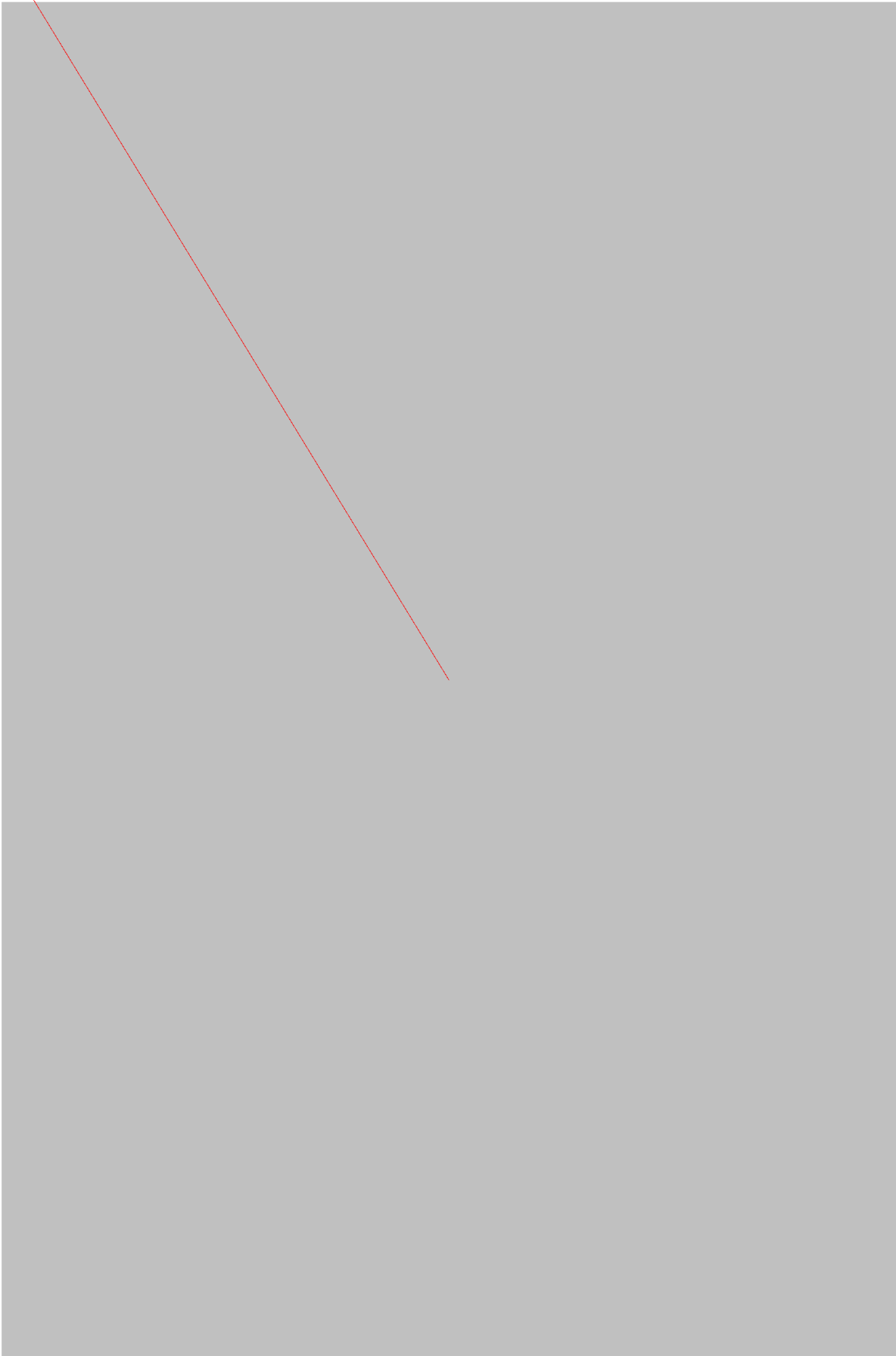
Call to Order / Conflicts Check

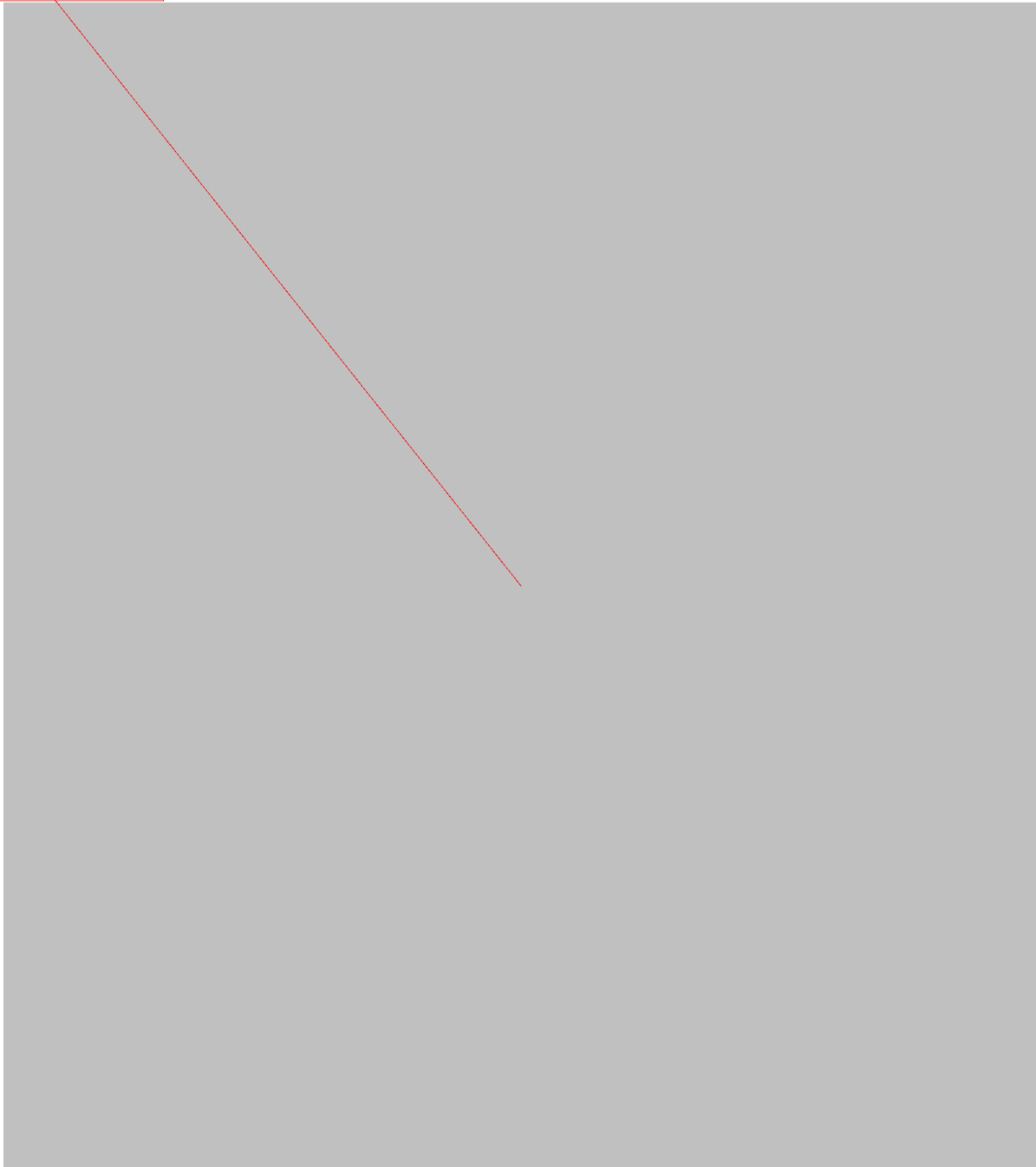
Director MacPhail, Chair, called the meeting to order.

Director MacPhail confirmed that this in camera session was a continuation of the Board of Directors meeting.

7. In Camera

ss, 13, 14, 17, 22





7.3. Other Matters

The Board discussed other matters.

The in camera session terminated.