

MARITIME AUTHORITY OF THE CAYMAN ISLANDS (MACI or the Authority)

Minutes of Board of Directors' Meeting

Held on 15 December 2021 at 10:00 a.m.
Plantation Room, Grand Old House
George Town, Grand Cayman

Members Present:

Sherice Arman, Chairman
Ian Wight, Deputy Chairman
John MacKenzie, Director
Stefano Rosina, Director
Charles Clifford, Director (by zoom)
Caroline Barton, Director
Joel Walton, CEO

Invited:

Kenrick Ebanks, Global Director, Commercial Service
Philip Barnes

1. CALL TO ORDER

The Meeting was called to order at 10:10 a.m.

2. APOLOGIES

Robb Maass, Director

3. QUORUM

IT WAS RESOLVED that notice of the meeting had been sent to all of the members of the board of MACI (Members) and in accordance with Schedule I, Section 7 (9) of the Maritime Authority Law (2013 Revision), a quorum of a simple majority of the Members was present and that business would proceed.

4. WELCOME

The chairman introduced and welcomed Mr. Rosina who was attending in person for the first time since the pandemic started.

5. REVIEW AND APPROVAL OF PREVIOUS MINUTES

IT WAS RESOLVED that the Minutes of the Meeting held on 23 November 2021, be approved.

6. UPDATES FROM PREVIOUS MINUTES

- a. The client services team remains to be the only team currently in office in the Breezy Way location, along with IT. There is one person currently in the Genesis Building. The staff are on a rotation system for being in the office and this will continue until the end of January 2022. The situation is continuously reviewed.

7. NEW BUSINESS

a. Cayman Registry Performance, November 2021 –

- i. The November report was not ready for the meeting but it was noted that the Registry continues to hold a good position and the numbers continue to trend in the right direction for December 2021. The registry is also seeing registrations return and are now coming from Jurisdictions they initially lost vessels.

- b. Potential Business Development, Events, Special Projects, Training, HR and Official Meetings Programme, January 2021 – December 31, 2021 –**
- i. Cayman Maritime Week will start on 26 January 2022
 - ii. 28 January 2022 workshops to discuss national maritime strategy in the Cayman Islands along with the strategic development. Board members are being asked to be present in the Cayman Islands for the entire week for these events.
- c. Annual Report and audited financial Statements for the period ended December 31, 2020 –**
- i. It was noted that **YTD Nov21** resulted with operating profit of KYD1.1m (Budget KYD179k). Total assets and liabilities were respectively at KYD10.6m an increase of 8% and KYD10m an increase of 43% over prior year. Revenues rose to KYD9.8m against expenses of KYD8.6m. Total equity increased to KYD614k or 105% over (KYD583k) the financial year ended 31 December 2020. SCI projection net profit at KYD1.2m for 2021, against a net profit budget of KYD0.169m.
 - ii. It was noted that the Finance and Audit Committee met and has made a recommendation to the board that the letter of representation and 2020 financials be accepted and signed.
 - iii. It was resolved that the draft audited financial statement and letter of representation be approved and the CEO and Chairman be authorized to sign the same as necessary.
- d. Report on risk –**
- i. Deloitte has been engaged to do the risk assessment and the work should start in January.
 - ii. IT Update – No additional changes but \$30,000 is being set aside for any equipment update that may be needed in 2022.
- e. Staff and Benefits Review –**
- i. Staff health insurance policy – no current updates or changes. This is still being reviewed and a proposal will be presented to the Board at the next meeting in January.

7. OTHER BUSINESS

- a. ESG - Environmental, Social and Corporate Governance**
- i. The chairman advised that ESG has become a focus for many in the industry. ESG is an evaluation of the organization's collective consciousness for social and environmental factors. The chairman suggested that our customers are thinking about these types of issues and since we have always been the leaders in the yachting industry on matters of regulation, we should also be leading the charge on ESG in yachting as well.
 - ii. The chairman has suggested that the registry should seek to appoint someone from the management team who becomes familiar with ESG and the organization should consider putting a policy in place. Mr Ebanks asked whether this is something that external advice can be sought on and the chairman confirmed.
- b. Harbour Walk Lease –**
- i. The Maritime Authority Cayman Islands (MACI) Management recommends that the Board;
 1. Delegate the MACI Chief Executive Officer (CEO) to proceed with execution of the Harbour Walk Lease Agreement;
 2. Delegate the MACI Chief Executive Officer (CEO) to negotiate with the landlord, as a single source provider to fit out the Harbour Walk Office Space; and
 3. Approve a Budget capped at CI\$250,000.00 (Two Hundred and Fifty Thousand Dollars) for fit out of the Harbour Walk Office Space.

The board discussed the proposals and asked questions about the proposed office space including size, use of board room facilities and accommodation of staff etc. and noted that the budget of \$250,000 would be less the \$50,000 fit out provision being given by the developer.

It was resolved that the recommendations be approved subject to the an amendment to 7 (b) (2) as follows:

"Delegate the MACI Chief Executive Officer (CEO) to negotiate with the landlord, as a single source provider to fit out the Harbour Walk Office Space; provided that it is in compliance with the Procurement Act; and"

DATE OF NEXT MEETING

26 January 2022
21 February 2022 (Round Robin)
20 April 2022
25 May 2022
27 July 2022
31 August 2022
19 October 2022
14 December 2022

9. ADJOURNMENT OF MEETING

The Meeting adjourned at 12:03 p.m.



Sherice Arman
Chairman

26 January 2022
Date