

National Roads Authority
Minutes of the Eighty-Third Meeting of the Board of Directors
held at Public Works Department Training Facility, 370 North Sound Road,
George Town,
Grand Cayman, Tuesday, August 11, 2009 at 1:00 p.m.

Present:	Colford Scott	Chairman
	Darrel Rankine	
	Barry Martinez	
	Mrs. Pearlina McGaw-Lumsden	
	Ms. Levonnie Ryan	
	Brian Ebanks	
	Steve McField	
	Tristan Hydes	Designate Director Min. DAW&GA
	Ronnie Dunn	Designate Director for Financial Secretary
	Brian Tomlinson	Managing Director
	Edward Howard	Deputy MD – Admin & Planning
	Paul Parchment	Actg. Dep. MD – Eng. & Operations
	Lois A. Hall-Vaughan	Executive Secretary
Absent:	Troy Whittaker	Deputy Chairman (on vacation)
	Justin Bodden	(illness)
	Mrs. Christine Maltman	(on vacation)

1. Call to Order

The Meeting was called to order by the new Chairman Mr. Colford Scott who welcomed the other new members of the Board as well as re-elected members. He then requested each member to introduce themselves accordingly. He advised members that copies of the NRA Law, Traffic Law and the Roads Law will be made available to them at the next meeting.

At the request of the Chairman a Motion was moved by Director S. McField to re-appoint Mrs. Lois Hall-Vaughan as Executive Secretary to the NRA Board of Directors. This was seconded by Director Mrs. Pearlina McGaw-Lumsden and accepted by the Board.

2. New Business

a. Draft Resolutions

i. Vesting of Land (Northward) to the NRA

The MD informed/updated the members of the current position in regards to the transferring of land (approx. 9.3 acres) to the NRA. Director S. McField also informed members as to the reason for the acquisition of the land which is projected as the future home of the NRA where the offices, Signs & Lines Workshop, Materials Testing Lab, stockpiling of

materials for road construction and the storage of company vehicles can be on one compound.

Designate Director R. Dunn suggested that this Resolution be forwarded to the Ministry prior to signing by the Chairman.

The Chairman suggested to go ahead with the transfer of land as it could be used by the NRA for stockpiling materials. He noted that this does not tie the NRA/Government into the immediate building of offices.

Designate Director R. Dunn stated that while he did not have any objections to the transfer it was noted that discussions were ongoing at the Ministry level of the return of the Authority to core government.

Designate Director Tristan Hydes of the Ministry responded that the Ministry has plans to meet with the NRA Board of Directors and is currently looking at options in regards to the future status of the NRA.

Director D. Rankine suggested that this Resolution be deferred until the future status of the NRA is known. Based on what was said by Designate Directors R. Dunn and Tristan Hydes, Director S. McField agreed.

The Chairman requested a Motion be moved to defer the appointment of a Director to sign the Resolution. The motion was moved by Designate Director R. Dunn, seconded by Director D. Rankine and accepted by the Board. It was noted that no Director will be appointed until this is returned to the Board.

ii. Lease by NRA of Warehouse #E32 - Kingbird Drive

Designate Director R. Dunn enquired on the cost of this lease, the period of the lease and if a contract for this lease is present. The MD updated the members re the need for renewal of this lease and noted that this warehouse housed the Materials Testing Lab which is utilized to test hot mix asphalt and aggregate used for road construction. This testing is a requirement that must be done on new road construction and this lab contains a number of relevant equipment for this. The new lease will be for a period of five (5) years and will require the payment of Stamp Duty. The payment is \$2,600 per month per unit with a 3% increase per annum.

The Chairman suggested that this Resolution be deferred for the next meeting and copies of the old and new Lease Agreements be circulated to the members for review.

Designate Director Tristan Hydes of the Ministry suggested members take a tour of the warehouse facilities to view the work being done by the two sections. He also suggested that the MD could verify/look around if the rate of 3% increase is fair and to possibly re-negotiate the increase

with the lessee. The Chairman requested all the members to do this as well.

Designate Director R. Dunn enquired if the warehouse could be bought instead of leased.

Director B. Ebanks noted that the 3% increase was high and recommended that the NRA not sign for this.

The Chairman requested a Motion be moved that this Resolution be deferred for the next meeting. Designate Director R. Dunn moved the motion which was seconded by Director D. Rankine and accepted by the Board.

- iii. Lease by NRA of Warehouse #E33 – Kingbird Drive
This resolution was also deferred along with the Resolution for #E32.

5. **Other Business**

a. Outstanding Directives issued by previous Board of Directors

Designate Director R. Dunn requested an update by the MD on the status of directives issued by the previous Board of Directors. The MD advised that after the last meeting was held (May 12, 2009) he was requested for a meeting by the new Ministry and a directive was given by the Ministry which stayed any directives from the previous Board for the new Board to deal with. He also advised that Management is currently working on the Draft Policy/Structure Guidance (approximately 17 directives) as requested by the previous Board. The MD requested the new Board members to be pro-active with clear directives on what is expected of the MD and the Deputy MDs.

Designate Director R. Dunn stated that the NRA was requested to put in place a plan for the 2009/10 Budget for review and approval by the Board and enquired from the MD if this was developed. The MD noted that he spoke with the new Chairman regarding a list of Capital Expenditures which is to go to Cabinet via the Ministry. The Ministry is now requesting the Fiscal Year 2010 Ownership & Purchasing Agreement and it is suggested that the NRA meet with the Ministry to formulate the budget based on the Policy directive. Included should be cost saving plans i.e. possible downsizing of staff.

Designate Director R. Dunn suggested that the Board does the final review of the Budget prior to presentation to the Ministry and not for Management to take it straight to the Ministry without the Board's review.

The Chairman agreed that if the Board is to be accountable for the NRA then the Board must be knowledgeable on what is happening with the NRA. He suggested the forming of a Finance Audit Sub Committee to do these reviews.

Designate Director R. Dunn enquired when would the directive of the previous Board as per Meeting held June 9, 2009 in regards to the HR Manager be dealt with by the new Board. The members were in agreement that it should be dealt

with at the present meeting. Mr. Dunn then updated the new members on the issues concerning the previous Board's decision to terminate the employment of the HR Manager. Director S. McField added that all employment/dismissal/disciplinary actions should be presented to the Board for justification and approval. He also stated that it was the unanimous decision of the previous Board to dismiss the HR Manager on the grounds of gross misconduct. He also informed the Board that the previous Board had decided on granting specific staff members permission to use company credit cards with limits. However it now appears that these cards have been misused by staff. Also that the HR Manager was not one of the persons permitted to have a card.

The MD responded that no HR Manager was in place when he was hired in 2007 and the Dep. MD E. Howard was conducting the HR duties at the time. Premier HR Management was requested to do a review with recommendations in regards to HR and as per the review the immediate past Chairman suggested that a new HR Manager be hired. He also informed the MD that the Board did not want to micro-manage the daily operations of the NRA.

Designate Director R. Dunn advised that the NRA is subject to the same Rules & Regulations as any other business.

The MD further responded that the NRA's health insurance is now covered under Sagikor and not CINICO and a Business Staff Plan is now in place and this he credited to the work of the HR Manager.

Director Mrs. Pearlina McGaw-Lumsden enquired if the letter that was sent to the Immigration Department notifying them of the HR Manager's commencement of employment with the NRA which is alleged to have been signed by the HR Manager using another member of staff signature was signed on behalf (i.e. for or pp) of the staff member. It was noted that it was signed with no 'for or pp' written by the signature.

Designate Director R. Dunn enquired of the MD who did the current HR Manager report to and was advised that it was the Dep. MD, Admin & Planning. However it was noted that on the Employment Agreement the HR Manager reported to the Assistant Director, Finance who was not present at the recent evaluation of the HR Manager. In light of this Designate Director R. Dunn enquired who then conducted the evaluation of the HR Manager. It was noted that the HR Manager did her own evaluation and it was also noted that job evaluations have not been done for a number of employees although some were done and received substantial increases in salary. He also advised that the preparation of the Business Staff Plan for the NRA is a part of the HR Manager's duties and this plan was not in place or approved at the time of the evaluation.

Director Mrs. Pearlina McGaw-Lumsden enquired of the MD if there was a reason for the increase that was given to the HR Manager and noted that the Job Description had not changed. The MD advised that the HR Manager was benchmarked to another employee of a different profession.

The Chairman then enquired if the NRA uses the same benchmark as other government entities and was advised that a new format was being used.

Director S. McField noted that while in the past the MD would bring issues with NRA employees to the Board, the issues with vehicular accidents involving the HR Manager were never brought to the Board's attention. Also there were no sanctions put in place, disciplinary actions taken or the employee made to pay for the repairs.

Designate Director R. Dunn noted that complaints against the HR Manager were made to the MD however none was found on the employee's file.

At this point Director S. McField updated the new members on the issue with the then appointed Safety Officer and the decision the previous Board had made.

The Chairman then requested that as per the directive of the previous Board as stated in the draft Minutes of Meeting dated June 09, 2009 that a Motion be done to carry it out.

The Motion was moved by Director S. McField and seconded by Director B. Ebanks for the directive of the previous Board to be carried out. The Motion was accepted by the Board. The dismissal of the HR Manager would be effective August 12, 2009 with instructions to the Assistant Director Finance to pay one (1) month's notice along with any outstanding vacation. All security measures are to be done.

The Chairman requested the MD to circulate the draft dismissal letter to Designate Director R. Dunn prior to giving it to the HR Manager.

Designate Director R. Dunn enquired if the MD was summoned or approached the new Ministry officials shortly after the last sitting of the previous Board and was told that the MD was summoned by the Ministry to attend a meeting.

b. Use of NRA Vehicles

Designate Director R. Dunn requested the MD to provide a list of employees assigned company vehicles and the Policy & Procedures governing the use of these vehicles for the next scheduled meeting.

Designate Director from the Ministry Tristan Hydes noted that a memo from the Chief Secretary re the use of government vehicles is to be forwarded to the Authorities and Boards.

Members were advised that twenty-two (22) NRA employees take home vehicles i.e. staff that responds to emergencies e.g. oil spills. The question was asked what are the average monthly emergency call-outs? The MD was requested to provide a updated list of employees authorized to take home vehicles for the next meeting.

The Chairman noted that he was aware of the misuse of company vehicles by employees and at this time this can not be tolerated. He also noted that what is practice is different from what is the policy and pointed out that there were no apparent misuse of vehicles at the senior management level but it was at the lower levels of employees.

The Chairman enquired how can the NRA reduce its expenditure and enhance revenue and requested a proposal on this for the next meeting.

Designate Director R. Dunn informed that PWD has applied for additional company vehicles and enquired if the Administrative staff of the NRA needs vehicles?

The MD noted that management is currently seeking to address the situation of misuse of company vehicles and the Board indicated its support on this. Designate Director from the Ministry Tristan Hydes suggested that only certain emergency staff be allowed to take home vehicles. Examples of emergencies include oil spills, earthquake, plane crash and hurricanes.

c. NRA Finance

Designate Director R. Dunn noted that with the present financial situation the country is in, the NRA is likely to receive less than it requested from the Ministry. It is possible that staff may have to be cut e.g. non-renewal of expired contracts. Suggestions for budget cuts are to be brought to the Board by Management for review and discussion.

Director S. McField requested the Chairman to request the MD to review the staff currently employed by the NRA and develop a succession plan for staff in certain positions.

d. Cayman Brac Roads

Director S. McField noted that according to the NRA Law the NRA should be responsible for building and maintaining roads in all three Cayman Islands. It was noted that the present Minister in charge of roads as well as three appointed members of the Board were from Cayman Brac. Mr. McField was informed that PWD is stationed in the Brac and it essentially does the work of the NRA, PWD and DVES combined.

e. Sub-Committees

Members were appointed to two sub committees established by the new Board's Chairman. Directors Pearlina McGaw-Lumsden, R. Dunn, T. Whittaker, S. McField, Assistant Director M. Barnett and a representative from the Ministry are to comprise the Finance Audit Sub Committee. The Chairman, Deputy Chairman, Directors S. McField, Brian Ebanks and Darrell Rankine are to comprise the Personnel Sub Committee.

f. Draft Board Directives

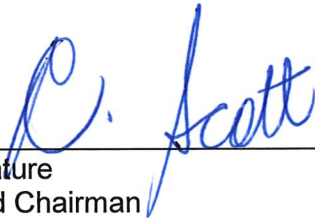
The Chairman has requested the MD to complete the draft of directives to be proposed by the Board for review at the next scheduled meeting. This is to include approximate cost implications.

6. **Next Meeting**


The next meeting is scheduled for September 15, 2009.

7. **Adjournment**

The motion was moved to adjourn the meeting was done by Director R. Dunn and seconded by Director D. Rankine. The meeting was adjourned at 4:46pm.



Signature
Board Chairman
Confirmation of Minutes – 11.08.09
Date: 15.09.09



Signature
Executive Secretary
Seconded: Confirmation of Minutes
Date: 15.09.09

