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the person acting as Secretary of the meeting before the adjournment thereof.

ARTICLE XVII

FISCAL YEAR

The fiscal year of the Authority shall begin on the first day of October and end on the thirtieth day of September in each year.

ARTICLE XVIII

BUDGET

Whenever reference in these Bylaws is made to a budget, it shall mean a budget approved or authorized by the Board of Governors. An annual budget shall be submitted by the Executive Director to the Board of Governors not later than ninety (90) days before the commencement of the next fiscal year. The budget shall be approved by the Board of Governors and may be modified from time to time by the Board of Governors as conditions warrant.

ARTICLE XIX

COMMITTEES

Section 1. NUMBER OF MEMBERS. Each Committee of the Board of Governors shall consist of not less than two (2)⁴ nor more than five (5) Members.

Section 2. APPOINTMENT. Committee Members shall be voluntarily seated and shall serve perpetually in accordance with Section 1 of this Article.

⁴ Amended June 22, 2016 to reduce the quorum for committees to two (2) members instead of three (3) members when the membership of the Governing Board is less than seven (7) members.

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Section 3. QUORUM. A quorum of any Committee of the Board of Governors shall consist of a number equal to the majority of its members. However, Section 3 of Article XIX does not apply to committees that consist of two (2) Members.⁵

Section 4. STANDING COMMITTEES. There shall be established from among the membership of the Board of Governors four (4) Standing Committees: Finance Committee; Property Committee; Personnel Committee; and Projects and Operations Committee.⁶

Section 4(a) Finance Committee:⁷

I. Purpose.

The committee is responsible for providing financial oversight for the Authority. To include financial policies, goals, and budgets that support the mission, values, and strategic goals of the organization. The committee also reviews the organization's financial performance against its goals and proposes major transactions and programs to the board.

II. Role and Responsibilities. The Finance Committee shall:

1. Develop Annual Operating Budget with staff.
2. Approve budget within the Finance Committee and monitor adherence to budget.
3. Recommend policies that maintain and improve the financial health and integrity of the organization.

⁵ Amended June 22, 2016 to state that Section 3 of Article XIX, regarding quorum, is inapplicable to committees whose membership consist of two (2) members.

⁶ Amended December 21, 2016 to remove "Marketing Committee" and to add the purpose, role and responsibilities of the Property Committee, Personnel Committee and Projects and Operations Committee.

⁷ Amended January 18, 2017 to add the purpose, role and responsibilities of the Finance Committee.

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4. Review and recommend a long-range financial plan for the organization.
5. Review and recommend an annual operating budget and annual capital budget consistent with the long-range financial plan and financial policies.
6. Review and recommend capital expenditures and unbudgeted operating expenditures that exceed management's spending authority.
7. Develop and review annually the investment policy.
8. Monitor the financial performance of the organization as a whole and business lines against approved budgets, long-term trends, and industry benchmarks.
9. Require and monitor corrective actions to bring the organization into compliance with its budget and other financial targets.
10. Be responsible for audit oversight.

III. Reports.

The committee will receive and review the following reports:

- Monthly, quarterly, and annual financial statements.
- Investment reports
- Profit and Loss

IV. Internal Controls.

- Create, approve and update (as necessary) policies that help to ensure the assets of the organization are protected.
- Ensure Financial Policies are documented and reviewed annually and updated as necessary.

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- Ensure approved Financial Policies are being followed.

V. Annual Committee Goals.

The finance committee will establish goals each year specifying its principal work focus areas for the coming year.

- Developing a long-range capital plan integrated with the organization's strategic plan.
- Reviewing divisional profitability.
- Reviewing the financial plan in relation to long-range strategic target.

Section 4(b) Property Committee:

I. Purpose.

The purpose of the property committee is to provide ongoing oversight of all matters of the Port Authority's real property.

II. Role and Responsibilities. The Committee shall:

1. Review, monitor and recommend to the Board staff's recommendations that enhance the Port Authority's property development and management including, but not limited to master plan development land and long-range land use, physical planning, use of space and development objectives and endowment wealth creation from long-term leasing to ensure alignment to the needs of the Port Authority.

2. Review and recommendations to the board staff's recommendations for lease and use of the Port Authority's properties and facilities.

3. Review staff's recommendations and make recommendations regarding the acquisition or disposal of real property, by

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purchase, sale, leases, transfer, etc. consistent with applicable procedures, legislation, etc.

4. Review staff's recommendations and make recommendations regarding acquisition or construction of new space, the major renovation of existing space, or the decommissioning or disposition of existing space.

5. Coordinate with other Board committees, i.e., Finance, Projects and Operations at least once annually to review planned capital and other major renovations/maintenance projects.

6. Review, from time to time as the committee deems appropriate, policies and practices in place relating to the management of the Port Authority's real property and recommend, as appropriate, changes in policy or practices arising from this review.

Section 4(c) Personnel Committee:

I. Purpose.

The purpose of the Personnel Committee is to examine, advise, recommend and provide ongoing oversight to the board with respect to Personnel matters.

II. Role and Responsibilities. The Committee shall:

1. Review and make recommendations to the full Board for the employment arrangements of the Executive Director to include, but not limited to: contract terms, annual remuneration, severance packages and short and long-term incentives.
2. Set annual performance goals and objectives for the Executive Director. Measure performance by annual review.

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3. Review candidate applications, participate in interviews and make recommendations to the full Board, with respect to the appointments of the Executive Director, Assistant Executive Director, Officers and Directors of Departments.
4. Recommend revisions to the Board for approval as appropriate on the amendments of the personnel policies, the employee handbook and job descriptions for the Executive Director, Assistant Executive Director, Officers and Director of Departments.
5. Review and recommend to the full Board compensation and fringe benefits, to include health insurance and pension plans.
6. Recommend to the full Board, for the purposes of ratification, negotiated Union Contracts for approval.
7. Review and recommend staffing structures and needs to the full board for approval.
8. Act on any other specific matter requested by the Board and/or the Executive Director.

Section 4(d) Projects and Operations Committee:

I. Purpose.

The purpose of the Projects and Operations Committee is to assist the Board in fulfilling its oversight responsibilities in respect of the cost control, project management processes, contractual arrangements, construction management and project execution of capital projects.

II. Roles and Responsibilities.

The Projects and Operations Committee is responsible for broadly reviewing and monitoring project management processes, capital costs, procurement

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practices, and project schedules in a more in-depth manner than time permits during regularly scheduled Board meetings.

III. Development/Construction.

- A. In respect of proposed projects, assist the Board in making a decision whether or not to proceed with the project.
- B. During the development stage of a project, oversee management's project development plans and provide advice to management as appropriate.
- C. During the construction phase of a project, review progress with management, and provide regular construction progress updates to the Board.
- D. Review, at least annually, the planned construction and renovation projects, and the projected capital budget and other sources of funding, as well as projected expenditures and ongoing operating costs;
- E. Ensure that sources of financing for property acquisition, construction or renovation projects are clearly identified and assured and that the costs of maintenance and operations are taken into consideration before any property acquisition or project, or any amendment thereto, is approved by the Committee or recommended to the Board.
- F. Review and recommend to the Board principles, policies, guidelines and master plans relating to building and property matters;
- G. Review planning and design work related to proposed construction and renovation projects in

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order to ensure that the most accurate budget estimates are presented to the Committee for consideration and, authorize the Vice-Principal, Administration and Finance, to expend funds in support of project development with such expenditures to be reported to the Committee and included in the overall project budget presented to the Committee for approval in accordance with the Committee's authority established in the Policy on Contracts and Signing Authority;

H. Review and forward for approval construction and renovation projects;

I. Review and approve any amendments to a construction or renovation project which has been previously approved by the Committee;

IV. Environmental Health and Safety.

J. Review and monitor the environmental, safety and health policies and activities of the Company on behalf of the Board to ensure that the Company is in compliance with appropriate laws and legislation;

K. Encourage, assist, support and counsel management in developing short and long term policies and standards to ensure that the principles set out in the environmental, health and safety policies are being adhered to and achieved;

L. Periodically review environmental, health and safety response compliance issues and incidents to determine, on behalf of the Board, that the Company is taking all necessary action in respect of those matters and that the Company has been

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duly diligent in carrying out its responsibilities and activities in that regard;

- M. Review results of operational environment, health and safety audits and management's activities to maintain appropriate internal and external environmental and safety audits;
- N. Ensure that principle areas of environmental, health and safety risk and impacts are identified and that sufficient resources are allocated to address these;
- O. Ensure that the Authority's directors are kept abreast of their duties and responsibilities related to the scope of this Committee;
- P. Address other safety issues as delegated to the Committee by the Board.

V. General.

- Q. Review the terms of reference for the Committee annually to assess its effectiveness, and make recommendations to the Board as required; and
- R. Perform any other duties or responsibilities expressly delegated to the Committee by the Board
- S. Act on specific matters as recommended by the Executive Director.

Section 5. ADDITIONAL COMMITTEES. The Board of Governors may establish such additional committees, standing or ad hoc, from time to time as it deems appropriate, the membership, tenure and quorum of which shall be governed by this Article.

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Section 6. DUTIES. Each committee shall have such functions and duties consistent with the laws of the Virgin Islands and these Bylaws, as are assigned to it from time to time by the Board of Governors. In no event shall a committee have the power to bind the Authority. All matters reviewed by a committee shall be passed on, with the committee's recommendations, to the full Board of Governors for action thereon and will not be unreasonably withheld.

Section 7. COMMITTEE HEAD. Each committee shall elect a Chairperson from among its members, who shall serve for the period of one year, or until a successor is elected.

Section 8. MEETINGS. Each standing committee shall meet, either in person or via tele-conferencing or video conferencing, at such date, place and time as the committee shall from time to time establish. Each ad hoc committee shall meet at such times and with such frequency as shall enable it to carry out its assigned duties, functions and tasks.

Section 9. COMMITTEE REPORTS. Each standing committee, through its Chairperson, or a designee, shall submit a written report of its monthly meeting to the Board of Governors, which report shall be made a part of the agenda at the next regularly scheduled meeting of the Board of Governors immediately following the committee meeting. Each ad hoc committee shall submit its report(s) in writing to the Board of Governors as requested. A majority of the Members of the Board present and voting may vote to place an item currently in committee before the Board.⁸

ARTICLE XX

AMENDMENT

These Bylaws may be amended by resolution duly adopted by a majority of the membership of the Board of Governors at any

⁸ Amended July 20, 2016 to remove the sentence "[o]nly those matters recommended by the Committee for board actions hall [sic] be considered by the Board."

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meeting, regular or special, provided that notice of intention to present such resolution, which notice shall contain a copy of the proposed amendment(s), shall be given at least ten (10) days in advance of the meeting at which the motion to adopt such resolution is made. Such notice may be given by any Board Member or by any committee (or by the Secretary at the request of any Board Member or committee). Such notice may be given in writing, mailed, faxed or delivered to all Board Members, or in the alternative, such notice may be given orally at any meeting of the Board of Governors, in which event such notice shall be noted in the minutes, and a copy of the proposed amendment(s) made a part thereof, of the meeting at which it is given.

ADOPTED 12/20/95

AMENDED 12/19/07

AMENDED 08/20/14

AMENDED 06/22/16

AMENDED 07/20/16

AMENDED 12/21/16

AMENDED 01/18/17

AMENDED 04/01/20