

Board Meeting Minutes

Date: November 26, 2024
Time: 3:00 p.m. – 4:00 p.m.
Location: Planning Board Room, Whitby Town Hall
Attendees: Sarah Klein, Fuwing Wong, Councillor Steve Lee, Karol Murillo Corrigan, Lara Toman, Jacqueline Lee (recording secretary)
Re: **Board of Directors Meeting – Whitby Tourism Development Corporation**

1. Welcome and Call Meeting to Order

Lara Toman, acting as temporary chair called the meeting to order at 3:00 p.m. and welcomed the directors to the first interim board meeting for the Whitby Tourism Development Corporation.

2. Land Acknowledgement

Delivered by board member Sarah Klein.

We acknowledge the corporation of the Town of Whitby is located on the Lands of the Great Mississauga Nations who are signatories to the Williams Treaty. These communities include the Mississaugas of Scugog Island, First Nations of Alderville, Beausoleil, Curve Lake, Hiawatha, Chippewas of Georgina Island, and Rama. We believe it is important that we learn, and work to reconcile the impact we, and those before us, have had on the original inhabitants. On behalf of the Town of Whitby, we want to thank them for sharing this land and all its resources. At the Town of Whitby, our goal is to respectfully share in the responsibility of the stewardship and protection of these ancestral lands and waters and continue towards truth and reconciliation as we move forward as friends and allies with all First Nations, Inuit, and Metis people.

3. Approval of Agenda

MOTION: That the Board of Directors approves the agenda as submitted.

Moved by: Karol Murillo Corrigan

Seconded by: Steve Lee

CARRIED

4. Declaration of Conflict of Interest

There were no conflicts of interest declared.

5. Governance

Appointment of Chair and Officers:

BE IT RESOLVED that the following individuals, having consented to act as interim officers of the Corporation, are hereby appointed to the offices indicated next to their names, commencing on the date hereof and continuing thereafter until their successors are duly appointed:

- i. Chair – Lara Toman**
- ii. Secretary – Karol Murillo Corrigan**
- iii. Treasurer – Fuwing Wong**

Moved by: Sarah Klein

Seconded by: Steve Lee

CARRIED

6. Approval of Organizational By-law #1

BE IT RESOLVED That the Board of Directors approve the Organizational By-law #1 as presented as of the date hereof, with an amendment requested in Section 4, Financial to include a statement on investment opportunities with updated language be included in the by-law for approval at the next board meeting.

Moved by: Steve Lee

Seconded by: Sarah Klein

CARRIED

7. Motion to Open Bank Account and Signing Authority for the WTDC

BE IT RESOLVED That the Board of Directors authorize the opening of a bank account at RBC with the following designated three directors, as listed below as the authorized signatories and bank contacts:

- Lara Toman**
- Fuwing Wong**
- Steve Lee**

And, that any two of the above authorized signatories are required to sign for bank transactions.

Moved by: Karol Murillo Corrigan

Seconded by: Sarah Klein

CARRIED

8. WTDC Next Steps/Actions/New Board Members

- Fuwing Wong will work to complete the actions required by Service Ontario due by January 5, 2025, for the Initial Return Filing.
- Chair Lara Toman provided a high-level update to the Board on next steps and Actions including:
 - Board Recruitment – the job description will be shared with the board for comment; recruitment to start on December 9; looking for two new board members from the tourism stakeholder community
- The interim board will be in place for approximately three months and will work on several of the governance documents, Asset Transfer Policy and draft Financial Accountability Agreement
- WTDC is required to develop corporate policies and procedures for approval, or shall adopt the Town’s corporate policies and procedures, if required in the interim or gaps occur, as they would be applicable.
 - Section 21(2) of Ontario Regulation 599/06 (Municipal Services Corporations) provides that to be a local board for the purposes of subsection 270(2) of the Municipal Act, 2001, an MSC is required to adopt and maintain policies with respect to the following matters:
 - (a) sale and other disposition of land; (b) hiring of employees; and
 - (c) procurement of goods and services
- **Action:** *Feedback on the Asset Transfer Policy is due by December 13 (if possible)*
- Funds from the MAT must be transferred within 60 days of the new year.
- The Business Case identified the Whitby Tourism Strategy as the guiding document until a new strategy can be completed within the first 12 months of the incorporation
 - Creation of a Business Plan for 2026
 - Budget will be set with this strategy in mind and actions include:
 - Investing in video and photography
 - Outsourcing a marketing and promotion plan including branding for WTDC/website etc.
 - Host in Whitby Grant Program

9. Other Business

- a. **MOTION: That the Board of Directors authorize the Town Treasurer to procure a bookkeeper and auditor on behalf of the Whitby Tourism Development Corporation, and report back on the fees for services.**

Moved by: Karol Murillo Corrigan

Seconded by: Sarah Klein

CARRIED

- b. **MOTION: That the Board of Directors authorize the Town Solicitor to retain the services of external corporate legal counsel, and to report back on the costs for legal services, with direction to come from the board to the lawyer for such services, as needed.**

Moved by: Steve Lee

Seconded by: Sarah Klein

CARRIED

- c. Fuwing Wong brought forward some notes for consideration for the board when working on the Budget including establishing a minimum and maximum spend (i.e. consider only spending 80% of annual revenue). Further discussion included purchasing Directors Insurance for the Board. ***Action:** Lara Toman to investigate costs for Directors Insurance and bring forward at the next meeting.*

10. Next Board Meeting

December 17, 2024, 3:30 p.m.

Planning Boardroom, Whitby Town Hall

11. Motion to Adjourn

The first meeting of the Board of Directors adjourned at 3:59 p.m.

Moved by: Karol Murillo Corrigan

CARRIED