



## BOARD OF DIRECTORS MEETING MINUTES

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Date: **Monday, December 02, 2019**                      Time: **1:00pm**

Location: 366 King Street East, Suite 420 Boardroom

Attended: Dave Carnegie, Chair                      Mayor Paterson                      Councillor Oosterhof  
              Judith Pineault                              Bill Durnford                        Lyndsay Wise  
              John Sheridan                                  Gillian Watters                      Don Aldridge  
              Yafan Huang                                    Lanie Hurdle (ex officio)

Staff: Donna Gillespie                              Kirk Smallridge

Regrets: Councillor Boehme                      Councillor Chapelle                      Megan Knott (ex officio)

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**1. Call to Order**

- The meeting was called to order by Chair, Dave Carnegie at 1:04pm.

**2. Approval of Agenda**

- **Motion to** “Approve the agenda;” Moved by John Sheridan. Seconded by Bill Durnford. Carried.

**3. Disclosure of Conflict of Interest**

- None

**4. Approval of the Minutes**

- **Motion to** “Approve the November 11, 2019 Board of Directors meeting minutes;” Moved by Don Aldridge. Seconded by Lyndsay Wise. Carried.

**5. Business Arising from the Minutes**

- None

**6. Approval of Preliminary KPI's & 2020 Deliverables**

- An Ad-Hoc sub-Committee of the met to develop new performance goals for the Corporation for 2020. The sub-committee submitted proposed performance metrics for Board review. The proposed performance metrics focused on key areas such as:
  - i. Community Economic Indicators
  - ii. Making a Leading Contribution to Kingston's Economic Growth
  - iii. Strengthening Kingston Economic Development's Partnership with the City
  - iv. Effectively Managing the Organization
- The Board inquired about the level of reporting and it was discussed that these performance goals were to internally track and to feed into Service Level Agreement conversations. The Board reviewed and expressed support for the work completed to date.



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### 7. Discussion Regarding Deferral Motion as Appropriate

- The Board discussed the deferred motion to withhold 50% of the Corporation's 2020 municipal funding until the completion of the new Strategic Plan. The Board also discussed the fiduciary responsibility of Board members and next steps to address the motion. After discussion the Board agreed that it was important to respond to the motion with a letter to Council. Board members will be in delegation before City Council on December 17, 2019 to answer any questions Council may have relating to the development of Strategic Plan development.
- Bill Durnford stated that the actions of putting forth the motion without discussion with the Corporation was unfortunate as City Council has four representatives on the Economic Development Board and no discussion was held prior to the motion.
- A conversation arose regarding the fiduciary responsibilities of Directors of incorporated Non-Profit Organization and the legal responsibilities. The Board discussed to have 50% of the municipal funding potentially held back would severely inhibit the Board's ability to govern the Corporation.
- The Board further discussed the proposed motion and noted that educating the community and Councillors about the Corporation's completed work on the performance measurement goals and new Strategic Plan would help clear any confusion. Council representation mentioned that a majority of Council members are in support of the Corporation. It was added that the development of a comprehensive Strategic Plan would take until at least mid 2020 to produce, and The Board discussed providing Council with clear timelines for the completion of the new Strategic Plan. The Board agreed to:
  - i. Submit a letter to City Council
  - ii. Attend the December, 17, 2019 City Council meeting in delegation to answer any questions Councillors may have
  - iii. Outreach to all Council members and ask to have a discussion regarding Kingston Economic Development Strategic Planning timelines as well as discuss the deferred motion
- The Board tasked Donna Gillespie to edit the draft correspondence to City Council and circulate.

### 8. Strategic Plan Next Steps

- Donna Gillespie updated the Board that timelines were identified for the Integrated Economic Development Strategic Plan. Donna noted the Corporation is collecting information for proposals, with three proposals received to date. Next, the Corporation will meet with City staff to develop and issue the request for proposals (RFP) and establish ranking matrix. The Board is to receive staff recommendation timelines at the January, 2020 Board meeting. It was discussed that to create the Integrated Economic Development Strategic Plan would take five to six months to complete.

### 9. In Camera

- **Motion to "move In Camera;"** Moved by John Sheridan. Seconded by Gillian Watters. Carried. 2:18pm.
- **Board Recruitment**
- **Motion to "Exit In Camera;"** Moved by John Sheridan. Seconded by Lyndsay Wise. Carried. 2:26pm.



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### 10. Executive Committee & Enhanced City Partnership

- The Board discussed establishing an Executive Committee to assist as needed in between Board meetings to help the Corporation. It was discussed that the Committee be comprised of the Board Chair, Vice-Chair, Secretary & Treasurer and the Past Chair and the CAO of the City of Kingston to develop a closer relationship with City staff.

### 11. Date of Next Meeting

- Monday, December 16, 2019 – Board of Directors Meeting & Members Conference Call – 4:00pm

### 12. Adjournment

- **Motion to** “Adjourn the Board of Directors meeting;” Moved by John Sheridan. Seconded by Mayor Paterson. Carried. 2:26pm.

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Dave Carnegie, Chair

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Director

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Date