

**WHITBY TOURISM DEVELOPMENT COROPORATION
("WTDC") MEETING OF THE BOARD OF DIRECTORS
MINUTES**

Date: February 18, 2025
Time: 4:00 p.m.
Location: Planning Board Room, Whitby Town Hall
575 Rossland Road E
Whitby, Ontario

Directors Present: Sarah Klein, Fuwing Wong, Councillor Steve Lee, Karol Murillo
Corrigan, being all the directors of WTDC

Officers Present: Fuwing Wong, Treasurer
Karol Murillo Corrigan, Secretary

Regrets: Lara Toman, Chair

By Invitation: Jacqueline Lee, Law Clerk

Re: Interim Board of Directors Meeting #4

1. Welcome and Call Meeting to Order

MOTION: In Lara Toman's absence, that Sarah Klein Chair the meeting.

Moved by: Fuwing Wong

Seconded by: Councillor Steve Lee

CARRIED

Sarah Klein, called the meeting to order at 4:02 p.m. and welcomed the Directors to the fourth interim board meeting for the Whitby Tourism Development Corporation.

Identification of Directors: The following Directors were present and are individuals named as Directors in the Articles of Incorporation of WTDC, registered in the Province of Ontario on November 6, 2024:

Councillor Steve Lee
Sarah Klein
Karol Murillo Corrigan
Fuwing Wong

2. Land Acknowledgement

Delivered by the Sarah Klein

We acknowledge the Whitby Tourism Development Corporation 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: Councillor Steve Lee

Seconded by: Fuwing Wong

CARRIED

4. Declaration of Conflict of Interest

There were no conflicts of interest declared.

Fuwing Wong – As the Town Treasurer, may need to declare a conflict of interest when we discuss budget approval under the Organizational By-Law.

5. Approval of Minutes

MOTION: That the Board of Directors adopts the open session minutes from January 7, 2025

Moved by: Karol Murillo Corrigan

Seconded by: Councillor Steve Lee

CARRIED

MOTION: That the Board of Directors adopts the closed session minutes from January 7, 2025

Moved by: Councillor Steve Lee

Seconded by: Karol Murillo Corrigan

CARRIED

6. Communications

- a. **Council Reports** – Sarah Klein shared that Council approved the Whitby Tourism Development Corporation Update report on February 3 that included the following recommendations:
- i. That Report CAO 06-25 regarding updates on the Whitby Tourism Development Corporation be received for information;
 - ii. That the Corporation of the Town of Whitby Asset Transfer Policy be approved, in the form set out in Attachment 1 to Staff Report CAO 06-25; and,
 - iii. That Staff be authorized to transfer funds fifty per cent (50%) of the balance of the Municipal Accommodation Tax collected, after the deduction of the Town's reasonable costs to administer the program, to the Whitby Tourism Development Corporation in accordance with the Asset Transfer Policy and Staff Report CAO 06-25.

Report is scheduled to go to the March 3 Committee of the Whole meeting to approve the WTDC Terms of Reference. A separate memo will be shared with Council in closed session outlining the applicants and the recommended individuals for the industry stakeholders to be appointed by Council to the Board of Directors.

b. Transition to New Board

- i. March 24 Approval by Council

After the March 3 CoW, Karol Murillo Corrigan will notify the two representatives that we anticipate Council appointing them to the WTDC Board on March 24 and will follow up with them after this date. Advise them of the next WTDC Board meeting date and time.

7. Governance Updates

WTDC Terms of Reference

Updates were reviewed specifically related to term length, approval authority and removal of Directors.

Fuwing Wong noted we do not have anything regarding conviction. It was noted that Town of Whitby advisory committees do not reference or require documentation on prior convictions.

MOTION: That the Board of Directors endorse the Terms of Reference for the Member to approve.

Moved by: Councillor Steve Lee

Seconded by: Karol Murillo Corrigan

CARRIED

Organizational By-Law

Sarah Klein highlighted several changes made to this document including the following:

- Section 1.01 clarifying the definition of the Whitby Tourism Development Corporation and the Town being a “member.”
- Section 2.02 clarified the appointment of the Directors by Council.
- Section 2.03 highlighted the role of the nominating committee. Should the board seek additional members in the future, they would use this structure.
- Section 2.04 (d) detailed what the protocol would be to remove a Director.
- Section 3.01 outlined removed “president” to “chair” and was also altered in section 5.04 and 5.05.
- Section 7.01 outlined what conflict of interest means to the board. This will be shared with the new members.
- Section 9.06 clarifies that the only voting member is Council. Members agreed to remove the “and” in subsection (a) – first bullet.
- Discussion around ability to borrow occurred – consensus to leave it in as it would need to be approved by Council.

Action Item:

- Fuwing Wong will get a quote for Directors insurance before the next meeting

MOTION: That the Board of Directors approve the Organizational By-Law.

Moved by: Councillor Steve Lee

Seconded by: Fuwing Wong

CARRIED

Financial Accountability Agreement

Discussion regarding updates to the Financial Accountability Agreement included:

- Section 4.1 and Section 4.3 aligns the board process acting in conjunction with the Town’s process for reporting and budgeting.
- Section 5.3 policies involving the procurement and services process. Will need to develop procurement policy and can use the Town’s until such policy is developed.
- Updates to the language to match the Org By-Law and Terms of Reference related to definitions and positions.

MOTION: That the Board of Directors reviewed the Financial Accountability Agreement (FAA) and recommended that the edits discussed be made and that endorsement of the FAA be deferred to the new Board.

Moved by: Councillor Steve Lee

Seconded by: Fuwing Wong
CARRIED

8. Considerations of Items Requiring Discussion

a. Chair Updates

Sarah Klein did not have any further updates.

b. Treasurer Update

As highlighted by the MAT update, the total amount was - \$302,991.34. Fuwing Wong shared, as per the Asset Policy, \$151,495.67 or 50% will be transferred to the WTDC Account and 50% to the MAT Reserve.

9. Other Business

Karol Murillo Corrigan confirmed she has advised the selected board members on the timing of the process and to expect a call following March 3, 2025.

10. Next Board Meeting

April 8, 2025, at 3:30pm in the Planning Board Room, Town Hall

11. Motion to Adjourn

The fourth meeting of the Board of Directors adjourned at 5:03 pm.

Moved by: Councillor Steve Lee

CARRIED

The minutes of the February 18, 2025, meeting of the Whitby Tourism Development Corporation meeting have been approved:

Chair Date: April 8, 2025

Secretary Date: April 8, 2025