

TOURISM VAUGHAN CORPORATION (“TVC” OR “THE CORPORATION”)

INAUGURAL MEETING OF THE BOARD OF DIRECTORS

APPROVED MINUTES

**Committee Room 242/243
2nd Floor
Vaughan City Hall
2141 Major Mackenzie Drive
Vaughan, Ontario**

Monday, January 13, 2020

2:00 p.m.

Directors Present: Tim Simmonds, Dennis Cutajar, Michael Coroneos, Regional Councillor
Gino Rosati, being all of the directors of TVC.

Officers Present: Tim Simmonds, President and Chair
Regional Councillor, Gino Rosati, Vice Chair
Michael Coroneos, Treasurer
Christine Vigneault, Secretary

By Invitation: Ashley Travassos, Executive Director
John Wilkinson, Legal Counsel

1. CALL TO ORDER & IDENTIFICATION OF DIRECTORS PRESENT

The Board of Directors for the Tourism Vaughan Corporation (“**TVC**” or “**the Corporation**”) met for the first time on January 13, 2020 at 2:09 p.m.

The following Directors were present, and are all the individuals named as Directors in the Letters Patent of TVC, registered with the Ministry of Government & Consumer Services, in the Province of Ontario on May 15, 2019:

Tim Simmonds
Michael Coroneos
Dennis Cutajar
Gino Rosati

With the consent of the meeting, Tim Simmonds took the Chair and Christine Vigneault acted as Secretary of the meeting.

A signed waiver of notice and consent to hold this first meeting of Directors was presented. The Chair requested the Secretary to file the signed waiver of notice and consent with the minutes of the meeting.

2. OPENING REMARKS

The Chair advised that the business of this meeting was sent to TVC Directors on December 30, 2019. He reviewed the objectives of the TVC and thanked the hotel industry, Vaughan Chamber of Commerce, Central Counties RTO, attraction owners/operations in Vaughan, the Province of Ontario and other regional industry associations for their participation and guidance during the start-up phases of the TVC over the past two years.

3. APPROVAL OF AGENDA

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: G. Rosati

Seconded By: M. Coroneos

That the January 13, 2020 meeting agenda be approved.

CARRIED

4. LETTERS PATENT

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: M. Coroneos

Seconded By: G. Rosati

RESOLVED that a copy of the Letters Patent TVC, registered by the Ministry of Government & Consumer Services, in the Province of Ontario on May 15, 2019 is hereby received and that the Secretary is directed to cause a copy to be inserted in the minute book of TVC.

CARRIED

5. BY-LAW NO. 1

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: G. Rosati

Seconded By: M. Coroneos

RESOLVED that By-law No. 1, in the form presented to the meeting, is hereby adopted as the By-law of TVC and that the Secretary is directed to cause a certified copy of By-law No. 1 to be inserted in the minute book of TVC.

CARRIED

6. MEMORANDUM OF AGREEMENT (“MOA”)

On motion duly made, seconded and unanimously carried, the following resolutions were passed by the Directors:

Moved By: M. Coroneos
Seconded By: G. Rosati

RESOLVED that the Corporation is hereby authorized to execute, deliver and perform its obligations pursuant to the MOA between the City of Vaughan and Tourism Vaughan Corporation, as adopted by Council on October 2, 2019 (Item 2 of Committee of the Whole Report No. 27 “Tourism Vaughan Corporation (TVC) – Implementation Report), the execution of the MOA by any director or officer of the Corporation to be conclusive proof of the approval of the MOA.

FURTHER RESOLVED that, in accordance with By-Law No. 1, any two (2) of the initial directors of the Corporation are hereby authorized and directed for and on behalf of the Corporation to execute and deliver the MOA.

FURTHER RESOLVED that the Secretary is directed to cause a copy of the MOA to be inserted in the minute book of TVC.

CARRIED

7. MEMBERSHIP

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: G. Rosati
Seconded By: M. Coroneos

RESOLVED that, in accordance with By-law No. 1, the Board of Directors hereby admits the City of Vaughan (the “City”) as the sole Voting Member of the Corporation.

CARRIED

8. OFFICERS

In accordance with By-law No. 1, the Voting Member has appointed the following Officers:

Name	Office
Tim Simmonds	President & Chair of the Board
Regional Councillor, Gino Rosati	Vice Chair
Michael Coroneos	Treasurer
Christine Vigneault	Secretary

9. SIGNING AUTHORITY WITH RESPECT TO BANKING MATTERS

The City Treasurer (or designate as identified by the City Treasurer from time to time) and the City Deputy Treasurer (or designate as identified by the City Deputy Treasurer from time to time) and/or such other persons identified by the Board of Directors and approved by the Voting Member from time to time shall be signing officers of the Corporation with respect to banking matters.

10. FINANCIAL BANK ACCOUNT & FISCAL YEAR END

On motion duly made, seconded and unanimously carried, the following resolutions were passed by the Directors:

Moved By: G. Rosati

Seconded By: M. Coroneos

RESOLVED that the Toronto-Dominion Bank, a financial institution, is hereby selected and designated as a depository of funds of the Corporation, and that a chequing account be established and maintained by and in the name of the Corporation at the office of this institution, on and subject to such terms and conditions as the President and Treasurer of the Corporation and the institution may agree; and

RESOLVED FURTHER that the Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit or cause to be deposited all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Voting Member, shall disburse or cause to be disbursed the funds of the Corporation under the direction of the Board of Directors, and shall render or cause to be rendered to the Board of Directors at the regular meetings thereof whenever required an account of all of transactions as Treasurer, and of the financial position of the Corporation and shall also perform such other duties as may from time to time be determine by the Voting Member.

The fiscal year of the Corporation shall terminate on the 31st day of December in each year.

CARRIED

11. POLICIES & PROCEDURES

In accordance with Section 19 of By-law No. 1, the Board of Directors shall prepare corporate policies and procedures or adopt the Voting Member's policies and procedures. The Corporation shall maintain a log of such policies and procedures and shall make them available to the Board of Directors, to the Voting Member and its staff, and to the public.

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: M. Coroneos
Seconded By: G. Rosati

RESOLVED that the following Voting Member Policies & Procedures, in the form presented to the meeting, are adopted by TVC, varied according to the circumstances of the case:

- Procedure By-law 7-2011, as amended.
- Respectful Workplace Policy
- Code of Ethical Conduct for Members of Council and Local Boards
- Corporate Procurement Policy
- Asset Transfer Policy 02.C.04

CARRIED

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: M. Coroneos
Seconded By: G. Rosati

RESOLVED that the Stakeholder Notice Policy with respect to all regular meetings held by TVC, in the form presented to the meeting, is adopted by TVC.

CARRIED

12. LOCATION OF REGISTERED OFFICE AND MAILING ADDRESS

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: G. Rosati
Seconded By: M. Coroneos

RESOLVED that the location of the registered office of the Corporation be 2141 Major Mackenzie Drive West, Vaughan Ontario, L6A 1T1 and the mailing address for the Corporation be the same as the registered office address.

CARRIED

13. RECORDS & MINUTES

On motion duly made, seconded and unanimously carried, the following resolutions were passed by the Directors:

Moved By: G. Rosati
Seconded By: M. Coroneos

RESOLVED that the Secretary shall give or cause to be given all notices required to be given to the Voting Member, Directors and the auditor, shall attend all meetings of the Board of Directors and all meetings of the Voting Member and shall enter or cause to be

entered in books kept for that purpose minutes, resolutions in lieu of such meetings, or other records of all proceedings at such meetings. shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation and shall perform such other duties as may from time to time be determined by the Voting Member;

RESOLVED FURTHER, that the minutes of all meetings of the Board of Directors, shall include the following information in addition to a record of the proceedings: the time and place of the meeting; whether it is regular or special and, if special, how it was authorized; what notice of the meeting was given; and the names of those present and absent from Board;

RESOLVED FURTHER, that the Secretary is directed to procure a minute book and any other books and records that may be required by TVC; and

RESOLVED that the Corporation maintain at its registered office the books and records of the Corporation.

CARRIED

14. LICENSES & PERMITS

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: G. Rosati

Seconded By: M. Coroneos

RESOLVED that the officers of TVC are directed to procure in the name of the Corporation such licenses and permits as may be required to conduct the business of the Corporation by any federal, provincial or municipal governmental ordinance, regulation, or law, and to do all things necessary or convenient to qualify the corporation to transact its business in compliance with applicable laws and regulations of any federal, provincial or municipal government authority.

CARRIED

15. GENERAL MANGEMENT

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: G. Rosati

Seconded By: M. Coroneos

RESOLVED that the Ashley Travassos be appointed as Executive Director of the Corporation.

The Executive Director, subject to the authority of the Board of Directors and the supervision of the Chair of the Board, shall be charged with the general management and supervision of the affairs and operations of the Corporation. The Executive Director shall perform all duties incidental to the office and shall have such other powers and duties as may from time to time be assigned by the Board of Directors.

CARRIED

16. CORPORATE SEAL

The Corporation may have a corporate seal in the form approved from time to time by the Board of Directors and by the Voting Member. If a corporate seal is approved by the Board of Directors and by the Voting Member, the Secretary of the Corporation shall be the custodian of the corporate seal. At the time a seal is approved, the Secretary shall impress such a seal on the minutes of respective meeting opposite the place where the resolution to approve the seal appears.

17. AGENDA FORMAT FOR REGULAR BOARD MEETINGS

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: M. Corneos
Seconded By: G. Rosati

RESOLVED that in addition to the requirements set out in By-law No.1, regular meetings of the Board will generally conduct business in the following format:

1. CONFIRMATION OF AGENDA
2. DISCLOSURE OF INTERESTS
3. ADOPTION OF MINUTES
4. COMMUNICATIONS
5. CONSIDERATION OF ITEMS REQUIRING DISCUSSION
6. STAKEHOLDER DEPUTATIONS
7. OTHER BUSINESS
8. CONFIRMATION OF NEXT SCHEDULED MEETING
9. TERMINATION OF MEETING

CARRIED

18. CONSIDERATION OF ITEMS REQUIRING DISCUSSION

1. 2020 Business Plan & Budget

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: G. Rosati
Seconded By: M. Corneos

RESOLVED that the Executive Director is to prepare a 2020 Business Plan and Budget utilizing 50% of the Tourism Promotion Share of the Vaughan Municipal Accommodation Tax (MAT) pursuant to By-law 029-2019.

CARRIED

2. Tourism Vaughan Strategic Advisory Committee (“TVSAC”)

On motion duly made, seconded and unanimously carried, the following resolutions were passed by the Directors:

Moved By: M. Coroneos

Seconded By: G. Rosati

RESOLVED that the Executive Director be directed to prepare draft Terms of Reference (TOR) for TVSAC, and that a copy of the draft TOR be provided to stakeholders for review and comment.

RESOLVED FURTHER that a final draft of the TOR be reviewed by the Office of the City Clerk and the Office of the City Solicitor prior to being finalized by the Board.

CARRIED

3. Executive Director Updates

The Executive Director provided the Board with an update on the following items of business:

- Central Counties Tourism (CCT) Annual Symposium.

Sandra Quiteria, Field Manager, York, Industry Development, from Central Counties Tourism provided an update on the CCT Annual Symposium taking place on Monday, March 30, 2020 from 9:00 – 4:00 p.m. at the Paramount Event Space, 222 Rowntree Dairy Rd, Woodbridge. The TVC has partnered as the presenting sponsor and will be provided with logo recognition, a speaking opportunity and 10 tickets to attend.

- Sharepoint (Team Sites)

A TVC team site has been created and all members of the Board have been added. This site will act as an internal centralized resource to collaborate, communicate information and share content related to the internal operations of the TVC. In addition, an external webpage is being developed to host public TVC information such as notice of TVC Board Meetings and policies.

- Brand Trademark Adoption

In September 2019, stakeholders were invited to contribute insights, opinions, and expertise to help develop a new tourism brand for Vaughan.

The selected brand concept will be presented to COW on January 21, 2020 for approval at the January 28, 2020 Council session.

Following Council approval, the TVC Board will develop brand guidelines and a marketing strategy.

- **Hometown Hockey (event debrief)**

Rogers Hometown Hockey was hosted at the Vaughan Metropolitan Centre on January 11 and 12. The event was supported by the unencumbered portion of MAT funds with \$100,000, as approved by Vaughan City Council.

Event organizers to be invited to a future board meeting to provide a comprehensive debrief of the event including broadcast viewership, room nights and other details.

- **Tourism Development Officer (“TDO”) Onboarding**

The recruitment process for a TDO has commenced. The TDO will report to the Manager of Tourism, Arts and Cultural Development and be responsible for the management and delivery of programs and initiatives to attract and sustain tourism and businesses in the City of Vaughan in support of the strategic vision.

- **TIAO Membership & Issues Forum**

TVC is a member of the Tourism Industry Association of Ontario (TIAO).

Annual membership provides members with:

- Exclusive industry resources
- Timely updates on new or under review legislation
- Invitation to TIAO's annual lobby event: Tourism Day at Queen's Park
- Invitations to industry events such as the Ontario Tourism Summit
- A voice that contributes to influencing favourable public policy and decision making by government.
- Access to a collaborative network of businesses, partners and allies that support the tourism industry

The Tourism Issues Forum is taking place on February 20th, 2020 in Jordan, Ontario.

- **TVSAC Terms of Reference & Appointment Process**

The proposed mandate of the TVSAC is to provide the Board with guidance and expertise related to the development of strategic marketing and business development plans.

A preliminary draft of the TOR was shared with stakeholders for review in December 2019. Upon completion, an updated draft is to be shared via email with stakeholders to obtain feedback.

The draft TOR is to be presented to the Board for approval at the next scheduled meeting

The application process will commence after approval of the TOR and will include an information session to the public and potential applicants.

19. STAKEHOLDER DEPUTATIONS

Deputations were received from the following individuals:

Paul Kowalewski, General Manager, Courtyard by Marriott

20. OTHER BUSINESS

The Chair of TVC called for other business. There was no response.

21. NEXT SCHEDULED MEETING

The Chair of TVC requested that the Executive Director schedule the next meeting of the TVC and give notice in accordance with By-law No. 1 and the TVC Stakeholder Notice Policy.

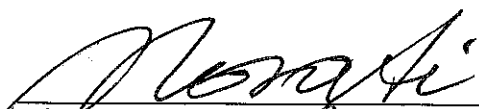
22. TERMINATION OF MEETING

Moved By: G. Rosati
Seconded By: M. Coroneos

RESOLVED that the meeting terminate at 3:06 p.m.


CARRIED

The minutes of the January 13, 2020 TVC Board of Directors meeting have been approved:



Chair

Date: Feb 24 2020



Secretary

Date: February 24/20