

20th MEETING OF THE BOARD OF DIRECTORS OF SUDBURY METRO CENTRE

**Board Room, 7 Cedar Street
Tuesday, February 10, 2009**

**A REGULAR MEETING OF THE BOARD HELD AT 4:30 P.M.
R. WYGANT IN THE CHAIR (dep 5:10 p.m.).**

PRESENT

J. Arnold (dep 5:30 p.m.), J. Browning, B. Edington (dep 5:00 p.m.), M. Fabbro, D. Gainer, V. May (arr 5:25 p.m.), S. Vincent, J. Gasparini, J. Landry-Altmann (via speaker phone)

ALSO PRESENT

M. Luoma – Executive Director

DECLARATIONS OF CONFLICT

None declared.

'IN CAMERA' SESSION

09-181 Gainer – Vincent

THAT we move 'In Camera'. Time 4:30 p.m.

CARRIED

09-182 Gainer – Browning

THAT we move out of the 'In Camera' session. Time 5:10 p.m.

CARRIED

REPORT ON BUSINESS ARISING FROM THE 'IN CAMERA' DISCUSSION

The following resolutions were presented, further to the 'In Camera' discussion. **Recorded Votes requested**

09-183 Gainer – Vincent

WHEREAS numerous sessions and discussions have been held in an effort to assist Directors and the Board as a whole with various governance issues;

AND WHEREAS there continues to be strong concerns related to the actions of one Director;

BE IT THEREFORE RESOLVED THAT the Board of Directors formally request the resignation of Brenda Edington effective immediately.

	<u>Yay</u>	<u>Nay</u>	<u>Abstain</u>
Wygant	√		
Arnold			√
Browning	√		
Gainer	√		
Edington		X	
Fabbro	√		
Vincent	√		
Gasparini	√		
Landry-Altmann		X	
CARRIED			

09-184 Landry-Altmann – Edington

THAT the Board requests the resignation of Bob Wygant as Chair and Director of the Board.

	<u>Yay</u>	<u>Nay</u>	<u>Abstain</u>
Wygant		X	
Arnold		X	
Browning		X	
Gainer		X	
Edington	√		
Fabbro		X	
Vincent		X	
Gasparini		X	
Landry-Altmann	√		
MOTION LOST			

09-185 Gainer – Vincent

WHEREAS the Board of Directors of ‘Downtown Sudbury’ (Sudbury Metro Centre) has held two (2) specific facilitated sessions related to Board Governance, as well as a third ‘review’ session with the assistance of a facilitator;
AND WHEREAS it has repeatedly been stated that this Board is to provide ‘direction and policy’;
BE IT THEREFORE RESOLVED THAT Brenda Edington be formally directed to not be in the BIA offices to work or set up offices;
AND FURTHER THAT the Board of Directors of ‘Downtown Sudbury’ (Sudbury Metro Centre) removes Brenda Edington from any current and future Committees and Sub-Committees of the Board;
AND FURTHER THAT the Board of Directors of ‘Downtown Sudbury’ (Sudbury Metro Centre) excludes Brenda Edington from any ‘In Camera’ Sessions of the Board and from receiving any ‘In Camera’ materials.

	<u>Yay</u>	<u>Nay</u>	<u>Abstain</u>
Wygant	√		
Arnold			√
Browning	√		
Gainer	√		
Fabbro	√		
Vincent	√		
Gasparini	√		
Landry-Altman		X	
CARRIED			

PART 1 – CONSENT AGENDA

S. VINCENT ASSUMED THE CHAIR FOR THE BALANCE OF THE MEETING (further to the departure of R. Wygant)

APPROVAL OF MINUTES

J. Landry-Altman raised a number of questions and explanation were provided related to minutes of the Streetscape Steering Committee:

- Priority implementation projects ie gateway, ‘groupings’, based on actual budget
- Status of light standards (noted as a key concern), garbage cans, etc.
- Amount of ‘sponsorship’ \$ raised through DVDC
- Marketing Program currently being developed through Haynes Communications, as per the FedNor Grant for this phase of the program
- Recommended that the \$100,000 committed to streetscape implementation, from the Special Projects Reserve Fund, and as noted at previous Annual General Meetings, be referenced again at this year’s AGM ... as implementation is scheduled to begin this season

D. Gainer referred to the December 1st minutes of the Board, specifically related to the resolution for the contribution/investment to the Northern Ontario School of Architecture. Discussion ensued related to concerns raised by a number of members and recent meeting held with those members.

ACTION: That an information piece on the proposed school and its expected impact on the downtown be circulated to members with the next reminder notice for the AGM.

Further to the above, the following resolutions were presented:

**C-1 Board of Directors
Recorded vote requested.**

09-186 Arnold – Browning

THAT the minutes of the 19th Meeting of the Board (Monday, December 1, 2008), as duplicated and circulated, be hereby accepted, with the exception of Resolution #08-174 related to the Northern Ontario School of Architecture;

AND FURTHER THAT that resolution be presented before the Membership at the Annual General Meeting for endorsement, in keeping with the direction from the 2008 AGM to present all major program funding from the Special Projects Reserve Fund to the Membership.

	<u>Yay</u>	<u>Nay</u>	<u>Abstain</u>
Vincent		X	
Arnold		X	
Browning		X	
Gainer		X	
May		X	
Fabbro		X	
Gasparini		X	
Landry-Altmann	√		

MOTION LOST

09-187 Arnold – Browning

THAT the minutes of the 19th Meeting of the Board (Monday, December 1, 2008), as duplicated and circulated, be hereby accepted.

CARRIED

C-2 Downtown Streetscape

09-188 Browning – Arnold

THAT the minutes of the Downtown Streetscape – Marketing Work Group (December 18, 2008), as duplicated and circulated, be hereby received.

CARRIED

09-189 Arnold – Browning

THAT the minutes of the Downtown Streetscape Steering Committee (December 3 & 11, 2008; January 14 & 22, 2009), as duplicated and circulated, be hereby received.

CARRIED

C-3 Downtown Partnership Work Group

09-190 Vincent – Arnold

THAT the minutes of the Downtown Partnership Work Group (December 4, 2008), as duplicated and circulated, be hereby accepted.

CARRIED

BUSINESS ARISING FROM MINUTES

Member Survey

Further to discussion, Directors agreed to the following:

- As the BR&E Survey (undertaken by the DVDC in late 2007) is still relevant, it was agreed to defer further discussion on a survey (through Oracle Poll) until the fall at which time such survey (should it proceed) be undertaken prior to the Board’s discussion on the 2010 Program and Budget.
- It was further suggested that the current website requires upgrading to meet/develop member communication needs.

ACTION: Staff to investigate methodology, costs, etc. to upgrade the existing website ... to allow for the addition of such items as: Board minutes; Media Releases; Specific event information; opportunity to assist those members without a web page; etc.

Board Vacancy (discussion deferred from October 2008 Board meeting)

- Directors were advised of recent correspondence from Vista Hospitality advising of interest in representation on the Board, specific to the current vacancy
- Options available to the Board for the filling of this vacancy were previously circulated and discussed
- Directors agreed to invite the next candidate on the original election list

09-191 Landry-Altmann - May

THAT the Board agrees to invite Tony Anselmo to fill the vacancy for the balance of this term, that has resulted from the withdrawal of D. Young from the Board of Directors;

AND FURTHER THAT this be recommended to City Council for their ratification.

CARRIED

ACTION: Extend invitation to Vista Hospitality to participate at the Committee level.

PART 2 – REGULAR AGENDA

R-1 CHAIR'S REPORT

Executive Committee

As the practice and policy of the Board is to provide the opportunity to 'rotate' the positions of Vice-Chair, Treasurer and Director-at-Large on an annual basis, nominations were invited for the 2009 year.

Vice-Chair

J. Browning nominated D. Gainer ... Nomination seconded by M. Fabbro

D. Gainer accepted the nomination.

As there were no further nominations, D. Gainer was acclaimed to the position of Vice-Chair for 2009.

Treasurer

J. Browning nominated S. Vincent ... Nomination seconded by J. Arnold

S. Vincent accepted the nomination.

As there were no further nominations, S. Vincent was acclaimed to the position of Treasurer for 2009.

Director-at-Large

J. Gasparini nominated J. Browning ... Nomination seconded by D. Gainer

J. Browning accepted the nomination.

As there were no further nominations, J. Browning was acclaimed to the position of Director-at-Large for 2009.

The following resolution was then passed:

09-192 Vincent – Arnold

THAT the following be appointed as the Executive for the year 2009:

Vice-Chair: D. Gainer

Treasurer: S. Vincent

Director-at-Large: J. Browning

AND FURTHER THAT the above, in addition to the Executive Director and the Chair, be the Signing Officers of the Board.

CARRIED

ACTION: Formalize the 'Signing Officers' with the Board's Financial Institution

R-2 EXECUTIVE DIRECTOR'S REPORT

09-193 Vincent – Fabbro

THAT the Executive Director's Report (December, January), as duplicated and circulated, be hereby received.

CARRIED

R-3 FINANCIAL REPORT

Accounts Paid Listing

09-194 Vincent – Fabbro

THAT the December and January Accounts Paid listing, as duplicated and circulated, be hereby received.

CARRIED

2008 Audit

Directors were advised that the Audit is currently underway and the draft is expected for the AGM.

Annual General Meeting

- Further to recent discussions, it was agreed to add a brief presentation by the DVDC to the Agenda.
- Notices, including an Annual Report and 'Registration Form', have been delivered to all Members, mailed to Property Owners, as well as a mass email issued
- A reminder notice will be delivered and emailed the week of February 16th

R-4 **PROGRAM/PROJECT UPDATES**

Information previously circulated.

D. Gainer requested input and direction related to the 'Marketing' budget allocation.

ACTION: D. Gainer, R. Wygant and M. Luoma were directed to prepare a proposal for this line item.

R-5 **OTHER**

OBIAA Conference

09-195 Vincent – Fabbro

THAT the Board approves sending up to four (4) to the upcoming Annual OBIAA Conference in Toronto, March 29-31, 2009;

AND FURTHER THAT all expenses related to the Conference (registration, accommodation, travel) will be covered:

AND FURTHER THAT a report will be presented to the Board following the Conference.

CARRIED

ACTION: Interested Directors are required confirm ASAP in order to take advantage of the 'early registration' discount date of March 1st

NEXT MEETING

Annual General Meeting

Regular Board Meeting

Friday, February 27th ... 8am

Monday, March 2nd ... 5:30 pm

ADJOURNMENT

09-196 Fabbro

THAT we do now adjourn. Time 6:10 p.m.

CARRIED

Chair

Executive Director