



**Board of Directors Meeting
June 14, 2017 at 10 a.m.
Elm Hurst Inn, Ingersoll**

Present: Brad Oke, Anne Marie Fortner, Ken Whiteford, Mark Moran, Brad Rice, Tom O'Brien, Marilyn Havelka, Adriano Ciotoli

Resources: Janet Jones, MTCS; SWOTC staff – Jim Hudson, June Nussey, Joanne Wolnik, Jatinder Uppal, Jessica Iezzi, Chelsea Brimstin, Krystal Da Costa

Regrets: Anna McNutt, Grace McGartland, Steve Martin, Jen Moore

Chair Tom O'Brien called the meeting to order.

Confirmation of Quorum

Conflict of Interest – none declared at this time.

Addition to the agenda – formal TPA approval
Moved and seconded to approve the agenda as amended. Carried.

Moved and seconded to approve the March 6, 2017 minutes as circulated. Carried.

Frequency of meetings

Background – in 2015/16 SWOTC had 10 meetings; in 2016/17 there were 4 meetings
Suggestion of letting all chairs know about committee meetings. This may utilize Directors time if there are any overlaps in committee members.
Further discussion would be held at the meeting following the Annual General meeting to determine meeting dates.

Treasurer's report:

The balance of our initial 40% was received on June 7, 2017.
Moved and seconded to approve Treasurer's report. Carried.
Moved and seconded to approve in principal the audited financial statements. Carried.

Finance & Audit report:

Policy L1 – revised

The following will be added at the bottom of page 138 of Policy L1
"If the cheque amount is less than \$5,000 and for a budgeted item, the cheque may be signed solely by the Executive Director."

Moved and seconded to accept the revision to Policy L1. Carried.

Suggestion to have the Governance Committee review Policy L1 further since it references an interim Executive Director. This review is not a pressing matter and can be reviewed at a later date.

Auditors for 17/18- a Request for Proposal (RFP) went out May 18. Three proposals were received. Discussion followed about the proposals including pricing. Moved and seconded to recommend Millard, Rouse and Roseburgh as auditors for the next 3 years. Carried.
Jim Hudson declared a potential perceived conflict of interest with Millard's.

Signing authorities –

Moved and seconded to appoint Mark Moran and Brad Rice as signing authorities and remove Ken Whiteford and Tom O'Brien. Carried.

The signing authorities for SWOTC will be any 2 of the following: Jim Hudson, Marilyn Havelka, Grace McGartland, Mark Moran, Brad Rice.

Planning & Evaluation report:

Quarterly report – written report

- we have reached our goals but have challenges in measureables with Marketing. Does it work? Are there more 'heads in beds'?

Janet Jones mentioned the Strategic framework from the Ministry – talks about relationships with DMOs that SWOTC may wish to look at.

http://www.mtc.gov.on.ca/en/tourism/strategic_framework.shtml#summary

Board retreat – Twenty31 will be the consultant for the retreat. Chair for the retreat will be Mark Moran as past Planning & Evaluation Chair.

Governance report:

There were 8 applications for 2 Director positions. Shortlisted to 4 individuals and then vetted by WRA management. 2 individuals were selected.
Moved and seconded to recommend Scott Fischburg and Susan Judd for 3 year terms. Carried.

Executive Committee report:

Board Chair has asked for input from Directors for the Executive Director's review. Tom will complete the review.

Operations Report: written report

Grace McGartland's daughter in law has passed away.

Anna McNutt's husband has passed away

Sympathy cards are being sent to them.

Ministry update:

- RTO1 final report is being reviewed

- delay of funding was due to the spring budget being delayed. A continuity agreement was sent to have some money flowing. The Transfer Payment Agreement (TPA) then needed to be amended to reflect the continuity agreement. The Business plan, marketing plan and TPA have all been revised since the Board saw them back in January. They need to be approved to flow more funding. Suggested to take the full amount of time (until January 15) to submit a robust Business and Marketing plan.
- RTO Guide will be updated and training will take place this fall
- interim changes at the Regional Tourism Unit (RTU) with Kim Johnson and Imran Chowdhary in other areas. Jerome Laflamme and Janet Jones will be working on our final report.
- Janet to check if there is a formal process in place to comment on the minimum wage and report back to SWOTC.

Moved and seconded to formally accept business plan, marketing plan and TPA.
Carried.

Other business

WindsorEats (Adriano Ciotoli) was the winner of the Tourism & Hospitality Award at the Windsor Essex Chamber of Commerce Business Excellence Awards.

Next meeting – to be determined by the new board. The Board will meet again on July 18 & 19 for strategic planning.

Meeting adjourned at noon.