



BOARD OF DIRECTORS MEETING

Date:	Monday, January 15, 2018	Time: 5:00pm	
Location:	945 Princess Street, Innovation Park, Front Board Room		
Invited:	David Carnegie, Vice Chair Lyndsay Wise Trevor Wilson	Councillor Hutchinson Bill Durnford John Sheridan	Councillor Oosterhof Don Aldridge Rob Kawamoto (ex officio)
Staff:	Donna Gillespie Carey Bidtnes Rob Aronson	Kirk Smallridge Ella Vanderburgt Yina Wang	Andrew Bacchus Katie Ross
Guest:	Shai Dubey		
Regrets:	Judith Pineault, Chair Gerard Hunt, CAO (ex officio)	Mayor Paterson Gillian Watters	Councillor Turner

1. Call to Order
 - The Board of Directors meeting was called to order at 5:12pm by Vice-Chair, Dave Carnegie.
 - Dave Carnegie introduced himself and invited the meeting members to introduce themselves.
2. Approval of Agenda
 - **Motion to** “approve the agenda as presented;” moved by Trevor Wilson, seconded by Lyndsay Wise. Carried.
3. Disclosure of Conflict of Interest
 - None
4. Approval of the Minutes
 - **Motion to** “approve the minutes of the Board of Directors December 18, 2017 meeting;” moved by Trevor Wilson. Seconded by Lyndsay Wise. Carried.
5. Business Arising from the Minutes
 - None
6. Presentation: Board Governance Overview – Shai Dubey
 - Shai Dubey introduced himself and gave a presentation on the generative model of Board Governance and roles and responsibilities of Board Directors.
 - Shai explained the history of the Kingston Economic Development Corporation.
 - Shai referenced the Corporations Act Ontario R.S.O 1990 c. C. 38, and mentioned that authority ends with the Board. There was a conversation regarding the organizational chain of command and its importance for the Corporation to function properly.



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- There was a brief discussion regarding the legal obligations of Board Members and the Fiduciary Duty and Duty of Care responsibilities of the Board. Shai noted the importance of disclosing conflicts of interest and touched on the perception of conflicts of interest.
- Shai mentioned the following potential conflict of interests.
 - i. Role Conflict – explained the degree of separation in Kingston and mentioned that Kingston community members are often closely connected;
 - ii. Divided Loyalty – other commitments and if they take priority over Board responsibilities;
 - iii. Duty of Care – is the care, diligence and skill a reasonably prudent person would exercise in comparable circumstances;
 - iv. Rubber Stamp Board – a Board that just accept motions presented without question can negatively impact the organization. Shai Dubey encouraged the Board to ask questions and challenge the ideas presented in a positive meaningful way. It was mentioned the Chair and Vice-Chair, and CEO all need the support of the Board to be successful.

Board Governance Models

- Shai Dubey provided an overview of different styles of board governance models often found with organizations
 - **Operational Model** – The Board is making decisions affecting the day to day operations.
 - **Governance Model** – Sets the parameters that ensure the good functioning of the organization. It was also mentioned the Board of Directors will act as the final arbitrator of complaints; is an avenue for heading community concerns; and oversees the evaluation of the CEO.
 - **Generative Model** – Keeps the Board engaged and constantly evaluating activities of the organization and looks at strategic, fiduciary, and generative responsibilities.
- Questions were raised around Directors and Officers liability insurance. A copy of the D&O liability insurance is to be circulated to the Board

7. Board Orientation

- Donna Gillespie reviewed the following content in the Board Orientation binders:

Operations & HR Policies Manual

- Donna Gillespie explained the recent updates to the HR Policy Manual were due to the recent legislation changes and the organization was in compliance with the new changes.
- Donna Gillespie explained the breakdown of the \$1,439,820 operating budget for 2018.

Board Governance & Policy

- Donna Gillespie provided an update to the non-disclosure agreements and the Code of Ethics.

Service Level Agreements

- Donna Gillespie explained how the Service Level Agreement with the City of Kingston was linked to the annual activity plans for the organization.



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Strategic Plan 2015-2020

- Shai Dubey mentioned the organization should review the Strategic Plan once a year to ensure the plan vision is aligned with organizational goals. The Board could explore long-term vision with short term monitoring to ensure the plans success.

Operating & Sales Plan 2018

- Donna Gillespie presented a 2018 activity overview to the Board and explained the areas of focus. Donna explained the portfolios and invited the Kingston EcDev Business Development Officers to explain their portfolios.
 - **Attraction and Aftercare** – Carey Bidtnes provided a summary of the Attraction and Aftercare portfolio and discussed how she works with companies like Feihe and Frulact. Carey referenced the fDi awards received from the UK based Financial Times.
 - **Business Retention and Expansion (BR&E)** – Ella Vandeburgt provided a summary of the BR&E portfolio and explained the Ministry funded Starter Company Plus program. It was mentioned that just under \$400,000 in grant disbursements were issued in 2017.
 - Ella mentioned a focus was to target manufacturing business in Kingston and the area and undertake a BR&E survey to better understand their needs.
 - **Start-ups and Youth Business** – Katie Ross provided an overview of the Start-up and Youth Business portfolio. Katie explained Kingston EcDev was looking at exploring more partners in the community to help the new entrepreneurs stay in Kingston and stay in business. Katie highlighted the Ministry-funded Summer Company. Katie also referenced a partnership with St. Lawrence College for workshop and educational program delivery.
 - **Emerging Sectors** – Andrew Bacchus provided of an overview of the key focuses for the Emerging Sectors Portfolio. Mentioned that Kingston EcDev will be participating in the first delegation to South Africa. Andrew also referenced that Kingston EcDev has been developing relations between Syracuse. The Board to attend an exporting seminar in February.
 - **Workforce Development** – Rob Aronson reviewed the Workforce Development portfolio. He highlighted the Queen’s PhD Community Initiative Program which was working with Kingston EcDev on researching Kingston’s spousal employment issue.
 - Rob also spoke to a study being undertaken with Queen’s University to gauge retention of Queen’s graduating students. A study to benchmark retention was undertaken in 2008. The new Career Apprenticeship Pilot Program developed with Queen’s University was also highlighted – the program is set to launch in late January.
8. Selection of Committee Members
- **Finance Committee**
 - Dave Carnegie gave a brief description of what the Finance Committee’s responsibilities, and mentioned the Finance Committee will meet on a monthly basis with the exception of one month in the summer where the meeting notes are circulated via email. Dave mentioned that to meet quorum the Finance Committee



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must have at least one Council member present, so two Councillors are encouraged to sit on this Committee.

- Councillor Hutchison and Lyndsay Wise volunteered to sit on the Committee for another term, with Trevor Wilson volunteering for his first term.
- Staff to follow up with Gillian Watters and Councillor Turner to confirm their intent to sit on the Finance Committee for another one year term.
- **HR & Nominations Committee**
 - Bill Durnford gave a description of the HR Committee which is responsible with interviewing and selecting new board members for the year. The Committee also conducts annual reviews to the Human Resource & Policy Manual and undertakes the performance evaluation of the CEO.
 - Bill Durnford and Trevor Wilson volunteered to sit on the committee for another term, with John Sheridan volunteering for his first term.
 - Staff to follow up with Judith Pineault and Councillor Turner to confirm their intent to sit on the HR & Nominations Committee for another one year term.
- **Risk & Transparency Committees**
 - Trevor Wilson gave a description Transparency Committee and explained the Committee will meet once a year to ensure organization is in compliance and is being transparent. It was mentioned that Risk & Transparency were together in 2017 and have been changed to two separate Committees but comprised of the same members. Risk Committee is to meet quarterly and Transparency Committee is to meet once a year.
 - . Trevor Wilson, Lyndsay Wise and Dave Carnegie volunteered to sit on the Committee for another term, with John Sheridan and Councillor Oosterhof volunteering for their first term.
 - Staff to follow up with Judith Pineault, Gillian Watters and Councillor Turner to inquire about their interest in the Risk & Transparency Committee.
- **Strategic Planning Committee**
 - Committee is responsible for the review of the existing corporate Strategic Plan, and aid in the development of the new strategic plan with the CEO. Is to meet at least once per quarter.
 - Don Aldridge, Bill Durnford, Lyndsay Wise and John Sheridan volunteered to sit on the committee for a one year term.
 - Staff to follow up with Judith Pineault, Gillian Watters and Councillor Turner to inquire about their interest in the Strategic Planning Committee.
- The Board of Directors will continue to work on the Metrics & KPI's developed in the fall of 2017. It was suggested the HR & Nominations and Strategic Planning Committee continue work in this area.

9. CEO Report

- The CEO Report was circulated and Donna Gillespie provided the Board of Directors with an update of Corporation activities. It was mentioned that at the November 2017 Board meeting, it was motioned that the CEO Report would be attached to the monthly Board package.



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10. In Camera

- **Motion to** “move in camera;” moved by Trevor Wilson. Seconded by Bill Durnford. Carried. 7:50pm
- **Motion to** “move out of camera;” moved by Trevor Wilson. Seconded by Lyndsay Wise. Carried. 7:51pm
- A conversation surrounding the proper use of in camera meetings was held. After discussion, it was determined the Board of Directors would seek guidance from Shai Dubey on proper procedures.

11. Date of next meeting

- Board of Directors Meeting – February 12, 2018

12. Adjournment

- **Motion to** “adjourn the Board of Directors meeting;” moved by John Sheridan. Seconded by Don Aldridge. Carried. 8:03pm. Carried.

Judith Pineault, Chair

Dave Carnegie, Vice Chair

Date