



The Corporation of the Town of Midland

Minutes of the Midland Bay Landing Steering Committee Meeting held Wednesday, February 21, 2018, at 2:00 pm in the Midland Municipal Building, Council Chambers.

Present: Chair G. McKay, Mayor
Councillor G. MacDonald
B. Penny, Community Representative
B. Kernohan, Community Representative
T. Symons, Community Representative
J. Skorobohacz, Chief Administrative Officer
A. Sidhu, Director of Corporate Services
A. Campbell, Director of Engineering/Water Wastewater Services
M. Twitchin, Recording Secretary

Regrets: Councillor J. Main
W. Crown, Director of Planning and Building Services
S. Turnbull, Director of Finance/Treasurer

1. **Open Meeting**

Chair McKay called the meeting to order at 2:00 pm.

2. **Declarations of Pecuniary Interest**

Chair McKay asked if any members had any declarations of pecuniary interest and none were declared.

3. **Review of Minutes**

The Committee reviewed the Minutes of the Midland Bay Landing Steering Committee meeting held October 30, 2017.

Following this, it was

Moved by B. Penny

Seconded by G. MacDonald

THAT the minutes of the Midland Bay Landing Steering Committee meeting held on Monday, October 30, 2017, be accepted as presented.

CARRIED

4. **Reports**

- a) Report CAO-2018-05, Municipal Services Development Corporation for the Future Development of Midland Bay Landing

Members reviewed Report CAO-2018-05, *Municipal Services/Development Corporation in Support of the Future Development of Midland Bay Landing*. The Report provides an update on the next steps in the incorporation of the Midland Bay Landing Development Corporation “MBLDC”, and the opportunity for members to review the following documents:

1. The draft Articles of Incorporation
2. The draft Shareholder Direction and Operating Agreement (provided on desk)
3. The draft skills and competency matrix for the recruitment of the Board of Directors; and
4. The draft Asset Transfers to Corporation Policy.

Highlights of discussion include the following:

Articles of Incorporation for the MBLDC

- The Articles of Incorporation establish the Corporation as a business in Ontario;
- Provisions for setup of the Corporation are set out in the Municipal Act
- The Town will remain sole shareholder of the Corporation

Shareholder Direction and Operating Agreement (provided on desk)

- Items highlighted in the Operating Agreement include the following:
 - Corporate Status and Governance;
 - Development Corporation Services and Responsibilities;
 - Measurements of Success;
 - Town Responsibilities to the MBLDC;
 - Staffing;
 - Accountability, Reporting, Records, Audits and Financials
 - Requirements of Notice;
 - Severability of Provisions.
- Mr. Sidhu noted the Agreement will incorporate any questions raised by both the Town and Residents;
- Operating Agreement will limit the power and authority to profit by members of the Board;
- The Operating Agreement outlines controls and direction for the MBLDC;
- Mr. Sidhu reported that further input will be provided by legal counsel.
- It was then requested that the Shareholder Direction and Operating Agreement be brought to a future meeting for further discussion;

- Members were asked to submit comments to Mr. Sidhu.

Skills and Competency Matrix

- New board member recruitment process will outline the required competencies and skill sets to achieve a well-balanced board;
- The Town will advertise for Directors on the Town's website, within the North Simcoe area, and beyond, in order to reach a broader network of skills sets.

Asset Transfers to Corporations Policy

- Prior to the Town transferring any assets to a corporation, Ontario Regulation 599/06 requires that the Town approve an Asset Transfer Policy;
- Staff are researching any tax implications.

Following this, it was

Moved by B. Penny

Seconded by G. MacDonald

THAT Report CAO-2018-05(A) dated February 21, 2018, being an update regarding the proposed incorporation of the Midland Bay Landing Development Corporation "MBLDC" be received; and

THAT the Midland Bay Landing Steering Committee supports the direction to forward the draft:

1. Articles of Incorporation for the MBLDC, and the
2. Asset Transfer Policy

to the next General Committee of Council for their consideration and final approval; and

THAT the Midland Bay Landing Steering Committee defer consideration of the

3. Shareholder Direction and Operating Agreement, and the
4. Board of Directors skills/competency matrix guidelines

to a meeting of the Midland Bay Landing Steering Committee scheduled for March 14, 2018, pending receipt of further advise from the Director of Corporate Services and Town Solicitor.

CARRIED

b) Board Recruitment Process

Mr. Skorobohacz provided a verbal update regarding the Board Recruitment process noting that clarification is required on the numbers as well as a range of compensation for the members. Advertising will be posted on the web-site as well as the local newspaper. A range of compensation will be provided at the next meeting for the members review.

Following this update, it was

Moved by B. Penny

Seconded by G. MacDonald

THAT the verbal update respecting the Board Recruitment process be endorsed and that staff be directed to formalize the details, in writing, to the Midland Bay Landing Steering Committee for March 14, 2018.

CARRIED

5. Other

a) Future of Midland Bay Landing Steering Committee

It was the consensus of the committee that the Midland Bay Landing Steering Committee be dissolved once the MBLDC is established.

b) Trademark

The committee discussed trademarking of the Midland Bay Landing property as a future consideration.

6. Adjournment and Next Meeting

The next scheduled Midland Bay Landing Steering Committee meeting will be held on Wednesday, March 14, 2018, at 2:00 pm in the Municipal Building, Council Chambers.

Moved by B. Penny

Seconded by G. MacDonald

THAT the Wednesday, February 21, 2018, Midland Bay Landing Steering Committee meeting be adjourned at 3:21 pm.

CARRIED


Gord McKay, Mayor
CHAIR


Madelaine Twitchin
RECORDING SECRETARY