

The board designate of the Temagami Region Economic Development Corporation wishes to leverage our collective expertise and resources to engage with the community, secure funding opportunities, and initiate and execute positive initiatives that benefit our residents and enhance the overall quality of life.

We look forward to begin working on our shared objectives.

## **Economic Development Corporation Bylaw**

### **Councilor A**

1. Does a Director have to own property, live or pay taxes within the Municipality? 7.2  
**response:**

**In determining the qualifications for membership on the board, we consider it essential to consider the factors of owning property, living or paying taxes within the Municipality. While these criteria may be desirable, we do not believe they should be a strict requirement, as we wish to maintain a diverse and inclusive talent pool. We are cautious about introducing criteria that may inadvertently disqualify highly qualified and valuable potential board members. Instead, we propose considering these factors as part of our overall evaluation process, taking into account the unique strengths and qualifications of each applicant.**

### **As defined in 7.2      Qualifications of Directors**

2. What is the definition of “region”? Geographical boundaries? Municipal Boundaries? 6.1  
**response:**

**The region is defined by the Temagami Municipal Boundaries.**

3. How many meetings does a Director have to miss before they are removed? Consecutive meetings? 7.5  
**response:**

**The Board may remove a Director before the expiration of their term if:**

- (a) the Director has failed to maintain the confidentiality of any and all information, discussions or proceedings at in-camera meetings of the Board or its committees;
- (b) the Director has failed to comply with the provisions of declaring a conflict of interest;
- (c) the Director has knowingly failed to comply with the Act, Board policies, or any other policies applicable;
- (d) the Director has failed to attend meetings;

- (e) the Director has neglected or refused to participate or contribute to effective discussion and decision-making of the Board;
- (f) the Director has adversely affected the reputation or operations of the Board; or
- (g) in the opinion of the Board, the behavior of the Director is so egregious or disruptive that they require removal.

The Members of the Corporation may, by ordinary resolution at a special meeting, remove from office any Director or Directors, except persons who are Directors by virtue of their office.

**At present, there is no set number of meeting in which a director will be removed.**

- 4. word missing 10.5 paragraph 3 The Treasurer shall oversee the disbursement of the funds.....

**response:**

**noted. Bylaw to be updated**

- 5. 10.11 when will the agreement between Board and Municipality be completed? I believe we need to see it in order to understand the responsibilities of the Municipality.

**response:**

**The draft agreement had been presented in the council package on April 25. It is entitled "TREDCO Financial Agreement with Municipality draft v4 April 2"**

**Councilor B**

- 1. There is no reference to the role of the mayor ex-officio i.e. are they obligated to attend meetings, are they on the executive committee, is the role to report back to Council, or does the Municipal Council have a standing staff report from EcDev Officer, if so what is the frequency?

**response:**

**This question is covered within multiple clauses:**

## **"7. BOARD OF DIRECTORS**

**7.1 The affairs of the Corporation shall be managed by a Board of no less than five and no more than fourteen Directors. The Mayor of the Municipality of Temagami or a delegate from the Municipality of Temagami appointed by the Mayor is an ex-officio non-voting Member of the Board. The initial Directors will be appointed by the Municipality of Temagami. ..."**

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**“10.11 Economic Development Officer and Municipality of Temagami Staff**

...The Economic Development Officer, a non-voting Officer, and applicable municipal staff will be, from time to time, on loan from and paid for by the Municipality. ... “

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**“10.12 Reporting Duties**

The Directors of the Corporation shall be responsible for financial reporting to the municipality on a biannual basis, and activity reporting on a quarterly basis.

They will also report as required to funders.“

2. Can the public listen/observe the TREDCO meetings or are they closed to the public? I presume no, as they doesn't appear to be much time required to call a meeting for the Board.

**response:**

**“8.2 Regular Meetings**

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.”

**Minutes of the AGM will be provided to the municipality to post, as well as our Regional Annual Economic Development Plan, as well as financial reporting to the municipality on a biannual basis, and activity reporting on a quarterly basis. Registered guests will be invited to board meetings for information purposes.**

3. Section 6.2 Regional Economic Development Strategic Plan  
How will the Official Plan intersect or influence TREDCOs Strategic Plan as the “...Directors of the Corporation (will) begin to identify the Temagami of the future...”?

**response:**

**Tredcorp will align its plans with the Municipality of Temagami's Official Plan's goals, objectives, and policies.**

4. Section 7.1 Board of Directors Affairs & 7.2 Qualification of the Directors

“The initial Directors will be appointed by the Municipality of Temagami. Each Director elected subsequent to the initial Directors shall be elected by the Directors of the Corporation.” Without defining the membership, to ensure there are various perspectives on the Board, there could be a risk of like-minded or single minded ‘group think’. That said, I would strongly suggest that membership of the Board be more clearly defined in terms of the knowledge and experience required on the Board.

At the moment, section 7.2 states “Directors of the Board...shall be recruited from individuals having experience and specialized knowledge beneficial to the Corporation, and/or who operate businesses, and/or who pay taxes within the region.” The use of and/or leaves the open the potential for Board to be comprised full of individuals who neither operate a business nor pay taxes within the region. I believe this needs to be reconsidered to prevent this possibility.

**response:**

**All current board members have vested interests in Temagami. As the pool of potential directors may be limited, at best, providing extra limitations would seem counter productive to the process assembling a group of volunteers with both the dedication, time and skillsets to create an effective organization.**

5. 7.3 Conflict of Interest This section states that “ A Director who is a party to a *material* contract or transaction or proposed *material* contract or transaction...or has a *material* interest in, any person who is a party to a *material* contract or transaction or proposed *material* contract or transaction...shall make disclosure required by the Act.” I have never seen reference to the word “material” in a Conflict of Interest by-law. The word “material” is subjective and could lead to a lack of trust by those watching the outcomes of the Board. Is the word “material” used in the Not-For Profit Corporations Act”?

**response:**

**“From Ontario Not For Profit Corporation Act – 2010**

**Disclosure: conflict of interest**

**41 (1) A director or officer of a corporation who,**

- (a) is a party to a material contract or transaction or proposed material contract or transaction with the corporation; or**
- (b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the corporation,**

**shall disclose to the corporation or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest. 2010, c. 15, s. 41 (1).”**

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**Note: Material Contract means any contract of the Company that is material to the condition (financial or otherwise), results of operations, assets, liabilities, properties, business, prospects or operations of the Company.**

<https://www.lawinsider.com/dictionary>

6. Section 7.5 Removal of a Director

One of the criterion is “d) the Director has failed to attend meetings;”

This is subjective and I would recommend establishing the number of missed meetings so the removal of a Director is based on established measurable criteria and does not appear to be subjective.

**response:**

**SEE Councillor A, Question 3**

7. Section 8.1 Calling of Meetings and 8.2 Regular meetings

"Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this By-law...". and "The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings."

Other than the initial meeting of the newly formed Board, there appears to be no minimum notice of period for a Board meeting. I'm not sure of the intent of this, but I would expect the by-law to identify the minimum number of days required to call a meeting. Not all Board members may have the flexibility to attend a meeting without adequate notice e.g. 5 days notice. The lack of notice seems exclusionary.

**response:**

Ontario Not For Profit Corporations Act:

(<https://www.ontario.ca/page/not-profit-corporations-act-2010-standard-organizational-law>)

**3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this By-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and, if applicable, the place of the meeting.

### 3.02 Regular Meetings

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

**This is standard not for profit corporation procedure.**

#### 8. Section 8.3 Special meetings

“The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.” As the Board may consist of a minimum of five members, Special meetings could be called with only 1 member i.e. 20% of the votes. The intent of this section is not clear and reference to votes verses members is confusing.

**response:**

**The corporation is non adversarial and this gives us flexibility.**

#### 9. Section 8.4 Notice

“No formal notice of any such meeting shall be necessary if the majority of the Directors are present.” How can one determine if no formal meeting notice is necessary if it is based the number of Directors present at a meeting that has not yet been held?

**response:**

**Government of Canada - Model by-laws – Not-for-profit corporations**

6.02 - Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

<https://ised-isde.canada.ca/site/corporations-canada/en/not-profit-corporations/model-laws-not-profit-corporations>

I don't understand the what the nature of the business of the Board would be that only requires 24 hours meeting notice. This does not seem inclusive and feels secretive. In my view, the Board should be operating with transparency and the by-law gives the reader a sense of exclusion and defensiveness.

“Any meetings of the Corporation or of the Directors may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place.” What is the difference between a meeting of the “corporation” verses a meeting of

the “Directors”? The intent of this statement is unclear and gives the reader the impression that a meeting can be adjourned at any time and the business at hand can resume at a different meeting.

Adjourned meeting

From: Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15

<https://www.ontario.ca/laws/statute/10n15>

(5) Notice of a meeting that continues an adjourned meeting of directors is not required to be given if all of the following are announced at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting. 2023, c. 9, Sched. 22, s. 3

**response:**

**Yes, this is deliberate, standard procedure of a not for profit board.**

#### 10. Section 8.7 Votes

Presumably a tie vote is considered defeated but there is not mention of this in this section of the by-law.

“Ontario Not For Profit Corporations Act

<https://www.ontario.ca/laws/statute/10n15>

#### 9.06 Voting of Members

Business arising at any Members’ meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

each Member shall be entitled to one vote at any meeting;  
votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;

an abstention shall not be considered a vote cast;

before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

**if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and**

whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.”

#### 11. Section 9.1 Executive Committee

The Executive Committee shall fix its quorum at not less than a majority of its Members.

Isn't this the same as a regular meeting quorum? Typically, an Executive quorum would be less than a regular meeting quorum.

**response:**

**“Its” members refers to the executive Committee members.**

12. It appears that the President, Vice-President and Board Chair are the members of the Executive. As the Secretary and Treasurer are Municipal employees, technically they would not be consider Executive members. The Officers of the Execuitve are not clearly stated in this section of the by-law.

**response:**

#### **“10.1 Officers**

The Board shall appoint, from among the Directors, a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.”



**The secretary and treasurer are not municipal employees, but rather, member(s) of the board.**

### 13. Section 10.5 Duties of the Secretary and Treasure

Municipal staff perform the roles of Secretary and Treasure. Which staff positions in the Municipality will be assigned these duties? What “other duties” shall the Secretary and Treasurer perform, “from time to time”?

**response:**

#### **“10.1 Officers**

The Board shall appoint, from among the Directors, a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.”

Specific duties of the Secretary and Treasurer position may be assisted by a non-voting staff member of either the Temagami Region Economic Development Corporation or the Municipality of Temagami, as delegated by the Board. The Economic Development Officer will be a non-voting Officer of the Corporation.”

**The secretary and treasurer are not municipal employees, but rather, member(s) of the board.**

**Councillor C – through facebook messenger asked that we explain our views on geographical representation on the board**

## **Financial Agreement**

### **Councilor A**

The agreement states “AND WHEREAS the Municipality will provide financial assistance and human resources to assist in the operation of the TREDCO” Define financial assistance, what are the limits to the financial assistance that will be provided?

### **Councilor B**

1.02 To what extent is the Municipality expected to co-operate and what are the Municipality’s financial responsibilities/expectations? It appears to be a rather open-ended statement as does 5.02. Where does a budget fit in?

### **Response:**

**This is covered by the document by the municipality’s law firm which was provided to council, in particular section 3.00 and 5.02.**