



City of Hamilton

SOLE VOTING MEMBER OF THE HAMILTON FARMERS' MARKET AGENDA

Meeting #: 20-002
Date: November 23, 2020
Time: 2:30 p.m.
Location: Council Chambers, Hamilton City Hall
71 Main Street West

Stephanie Paparella, Legislative Coordinator (905) 546-2424 ext. 3993

	Pages
1. APPROVAL OF AGENDA	
(Added Items, if applicable, will be noted with *)	
2. DECLARATIONS OF INTEREST	
3. APPROVAL OF MINUTES OF PREVIOUS MEETING	
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4. COMMUNICATIONS	
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7. DELEGATIONS	
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9. DISCUSSION ITEMS

- 9.1. Correspondence from Eric Miller, Chair of the Hamilton Farmers' Market Board of Directors with the Hamilton Farmers' Market Governance Review Report, prepared by 2WA Consulting, June 24, 2020 14

10. MOTIONS**11. NOTICES OF MOTION****12. GENERAL INFORMATION / OTHER BUSINESS****13. PRIVATE AND CONFIDENTIAL**

- 13.1. Fee Reductions for Hamilton Farmers' Market Vendors During COVID-19 Pandemic (FCS20077) (City Wide) (Deferred from the September 14, 2020 meeting of the Sole Voting Member)

Pursuant to Section 8.1, Sub-section (k) of the City's Procedural By-law 18-270, as amended, and Section 239(2), Sub-section (k) of the *Ontario Municipal Act*, 2001, as amended, as the subject matter pertains to a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.

14. ADJOURNMENT



**City of Hamilton
SOLE VOTING MEMBER
OF THE HAMILTON FARMERS' MARKET
ANNUAL GENERAL MEETING
MINUTES 20-001**

11:30 a.m.

September 14, 2020

Due to COVID-19, this meeting was held virtually.

Present: Mayor F. Eisenberger, Deputy Mayor B. Johnson (Chair)
Councillors M. Wilson, J. Farr, N. Nann, S. Merulla, T. Jackson,
E. Pauls, J.P. Danko, B. Clark, M. Pearson, L. Ferguson,
A. VanderBeek, J. Partridge

Absent: Councillors T. Whitehead, C. Collins – Other City Business

THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:

- 1. Financial Statements of the Hamilton Farmers' Market Corporation, year ended December 31, 2019 (Item 5.1)**

(Eisenberger/Pearson)

That the Financial Statements of the Hamilton Farmers' Market Corporation, year ended December 31, 2019, be received.

Result: Motion CARRIED by a vote of 14 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinde Nann
Yes	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson, Deputy Mayor

Yes	-	Ward 12	Councillor Lloyd Ferguson
Yes	-	Ward 13	Councillor Arlene VanderBeek
Absent	-	Ward 14	Councillor Terry Whitehead
Yes	-	Ward 15	Councillor Judi Partridge

**2. Resolutions of the Sole Voting Member of the Hamilton Farmers' Market
(Item 7.1)**

(Danko/Merulla)

WHEREAS, the Corporation is a corporation without share capital to which the *Corporations Act*, R.S.O. 1990, c.38 (the "Act") applies;

WHEREAS, by the Corporation's Letters Patent, the City of Hamilton is the sole voting member of the Corporation ("Sole Voting Member");

WHEREAS, by section 5 of the Corporation's By-Law No.1, the Board of Directors shall consist of a minimum of seven (7) and a maximum of thirteen (13) or such other number of Directors as may be determined from time to time by the Sole Voting Member; and,

WHEREAS, by section 15 of the Corporation's By-Law No.1, the City of Hamilton, as the sole voting member, is authorized to or may require the Directors of the Corporation to appoint an auditor;

THEREFORE, BE IT RESOLVED:

(a) NOTICE

That the Sole Voting Member hereby waives its right to receive general or special notice of an annual meeting of the members of the Corporation.

(b) MINUTES OF PREVIOUS ANNUAL MEETING

That the minutes of the annual meeting held July 8, 2019 be approved.

(c) DIRECTORS

That the following persons are affirmed or appointed as Directors of the Corporation and shall hold office until the date specified below, unless further extended as permitted by the by-laws of the Corporation or until their respective successors are elected or appointed subject to the by-laws of the Corporation:

- (i) Councillor Esther Pauls, Council Member - November 14, 2022

- (ii) Eric Miller, Citizen Member & Board Chair - May 13, 2021
- (iii) Shane Coleman, Vendor Member & Vice Board Chair - June 9, 2021
- (iv) Gordon Albini, Citizen Member & Board Treasurer - May 22, 2021
- (v) Ron Jepson – Vendor Member - June 9, 2021
- (vi) Charlie , Vendor Member - June 9, 2021
- (vii) Anne Mille, Vendor Member - August 11, 2023
- (viii) Wilfred Arndt – Citizen Member - December 14, 2020
- (ix) Elly Bowen – Citizen Member - December 14, 2020
- (x) Seth Waterman – Citizen Member - May 22, 2021

EX OFFICIO MEMBERS

- (i) Bill Slowka – Market Manager
- (ii) Sue Bennison – Meridian Credit Union

(d) FINANCIAL STATEMENTS AND AUDITOR'S REPORT

That the financial statements of the Corporation for the fiscal year ended December 31, 2019 together with the auditor's report as prepared by KPMG LLP, be and the same are hereby received and approved.

(e) AUDIT APPOINTMENT

That the undersigned, being the Sole Voting Member, hereby authorizes the Directors of the Corporation to appoint an auditor of the Corporation to hold office until the next following annual meeting at such remuneration as may be fixed by the Directors and the Directors are hereby authorized to fix such remuneration.

Result: Motion CARRIED by a vote of 13 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson, Deputy Mayor
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek

Absent - Ward 14 Councillor Terry Whitehead
Yes - Ward 15 Councillor Judi Partridge

FOR INFORMATION:

(a) APPROVAL OF AGENDA (Item 2)

The Committee Clerk advised that there were no changes to the agenda.

(Clark/Ferguson)

That the agenda for the September 14, 2020 Sole Voting Member of the Hamilton Farmers' Market meeting be approved, as presented.

Result: Motion CARRIED by a vote of 12 to 0, as follows:

Yes - Mayor Fred Eisenberger
Yes - Ward 1 Councillor Maureen Wilson
Yes - Ward 2 Councillor Jason Farr
Yes - Ward 3 Councillor Nrinder Nann
Yes - Ward 4 Councillor Sam Merulla
Absent - Ward 5 Councillor Chad Collins
Yes - Ward 6 Councillor Tom Jackson
Absent - Ward 7 Councillor Esther Pauls
Yes - Ward 8 Councillor J. P. Danko
Yes - Ward 9 Councillor Brad Clark
Yes - Ward 10 Councillor Maria Pearson
Yes - Ward 11 Councillor Brenda Johnson, Deputy Mayor
Yes - Ward 12 Councillor Lloyd Ferguson
Yes - Ward 13 Councillor Arlene VanderBeek
Absent - Ward 14 Councillor Terry Whitehead
Absent - Ward 15 Councillor Judi Partridge

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

(c) APPROVAL OF MINUTES OF THE PREVIOUS MEETINGS (Item 4)

(i) September 18, 2019 (Item 3.1)

(Nann/Partridge)

That the Minutes of the September 18, 2019 meeting of the Sole Voting Member of the Hamilton Farmers' Market be approved, as presented.

Result: Motion CARRIED by a vote of 14 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson, Deputy Mayor
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Yes	-	Ward 15 Councillor Judi Partridge

(d) COMMUNICATIONS (Item 4)**(Ferguson/Jackson)**

That the Correspondence from Eric Miller, Chair, Hamilton Farmers' Market Board of Directors requesting that City Council Support the Hamilton Farmers' Market with an Equivalence of the Canadian Commercial Rent Assistance (CECRA) Program (Item 4.1), be received and referred to consideration of Item 10.1.

Result: Motion CARRIED by a vote of 14 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson, Deputy Mayor
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Yes	-	Ward 15 Councillor Judi Partridge

(e) PRESENTATIONS (Item 6)**(i) Hamilton Farmers' Market Board Annual Presentation (Item 6.1)**

Eric Miller, Chair of the Hamilton Farmers' Market Board of Directors; and, Gordon Albini, Board Treasurer provided the presentation for Item 6.1.

(Pauls/Farr)

That the presentation, provided by Eric Miller, Chair of the Hamilton Farmers' Market Board of Directors; and, Gordon Albini, Board Treasurer, respecting the Hamilton Farmers' Market Board Annual Presentation, be received.

Result: Motion CARRIED by a vote of 14 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson, Deputy Mayor
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Yes	-	Ward 15 Councillor Judi Partridge

(f) PRIVATE & CONFIDENTIAL (Item 10)**(Ferguson/Clark)**

That Committee move into Closed Session respecting Item 10.1, pursuant to Section 8.1, Sub-section (k) of the City's Procedural By-law 18-270, as amended, and Section 239(2), Sub-section (k) of the *Ontario Municipal Act*, 2001, as amended, as the subject matter pertains to a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.

Result: Motion CARRIED by a vote of 12 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson

Yes	-	Ward 2	Councillor Jason Farr
Yes	-	Ward 3	Councillor Nrinder Nann
Yes	-	Ward 4	Councillor Sam Merulla
Absent	-	Ward 5	Councillor Chad Collins
Yes	-	Ward 6	Councillor Tom Jackson
Absent	-	Ward 7	Councillor Esther Pauls
Yes	-	Ward 8	Councillor J. P. Danko
Yes	-	Ward 9	Councillor Brad Clark
Yes	-	Ward 10	Councillor Maria Pearson
Yes	-	Ward 11	Councillor Brenda Johnson, Deputy Mayor
Yes	-	Ward 12	Councillor Lloyd Ferguson
Yes	-	Ward 13	Councillor Arlene VanderBeek
Absent	-	Ward 14	Councillor Terry Whitehead
Absent	-	Ward 15	Councillor Judi Partridge

(Pauls/Ferguson)

That the Sole Voting Member of Hamilton Farmers' Market recess in order to convene the Special General Issues Committee meeting that was to begin at 1:00 p.m. today.

CARRIED

The Sole Voting Member of Hamilton Farmers' Market reconvened in Open Session.

(Pauls/Pearson)

That Committee move back into Closed Session respecting Item 10.1, pursuant to Section 8.1, Sub-section (k) of the City's Procedural By-law 18-270, as amended, and Section 239(2), Sub-section (k) of the *Ontario Municipal Act*, 2001, as amended, as the subject matter pertains to a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.

CARRIED

(i) Fee Reductions for Hamilton Farmers' Market Vendors During COVID-19 Pandemic (FCS20077) (City Wide) (Item 10.1)

(Ferguson/Pauls)

- (a) That Report FCS20077, respecting the Fee Reductions for Hamilton Farmers' Market Vendors During COVID-19 Pandemic, be DEFERRED to a future Sole Voting Member Hamilton Farmers' Market Special Shareholder meeting, pending the receipt of additional information; and,
- (c) That Report FCS20077, respecting the Fee Reductions for Hamilton Farmers' Market Vendors During COVID-19 Pandemic, remain confidential.

Result: Motion CARRIED by a vote of 12 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson, Deputy Mayor
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

(g) ADJOURNMENT (Item 7)**(Ferguson/Pearson)**

That there being no further business, the Sole Voting Member of the Hamilton Farmers' Market be adjourned at 1:55 p.m.

Result: Motion CARRIED by a vote of 12 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Absent	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson, Deputy Mayor
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

Respectfully submitted,

Deputy Mayor Brenda Johnson
Chair, General Issues Committee

Stephanie Paparella
Legislative Coordinator,
Office of the City Clerk

Request to Speak to Committee of Council

Submitted on Tuesday, November 17, 2020 - 2:36 pm

==Committee Requested==

Committee: Sole Voting Member of the Hamilton Farmers' Market

==Requestor Information==

Name of Individual: Jennifer Hompoth

Name of Organization: Friends of the Hamilton Farmers' Market

Contact Number:

Email Address:

Mailing Address:

Reason(s) for delegation request: Friends of the Hamilton Farmers' Market will be requesting a delegation to the Hamilton Farmers' Market Sole Voting Members' meeting on Monday Nov. 23rd in order to provide our citizens' organizations' perspective on the recently released consultant's report, as well as to present findings from a report conducted by the organization on small businesses in the Hamilton Farmers' Market.

Will you be requesting funds from the City? No

Will you be submitting a formal presentation? Yes

September 12, 2020

Dear Eric,

I am writing to inform you of my decision to resign as Citizen Director on the Board of The Hamilton Farmers Market, effective September 15th 2020.

When I joined in 2019, I was eager to serve my community using my professional skills and personal passion to make a positive impact on both customers and vendors.

Although there is much to be proud of during my tenure, including gaining trust and respect from many of my fellow directors, much of my efforts have been deterred by a very tangible adversarial culture on the board.

Simply put, what's stopping us from fully embracing forward looking leadership is an unwillingness to move on from historical issues.

Despite challenges, it has been a pleasure being a part of the Board. I'm hopeful the Board will work together to tackle the significant obstacles facing the retail industry as a result of COVID-19 with a singular focus on Market customers.

As the only Black Citizen Director and one of only two visible minorities, I strongly encouraged the city's selection committee to make a concerted effort to ensure my replacement, and Board membership as a whole, reflects the diversity of our community.

You have my very best regards,

A handwritten signature in black ink, appearing to read 'Seth Waterman', with a stylized flourish at the end.

Seth Waterman

September 16, 2020

To the Legislative Coordinator in the Office of the City Clerk:

Attached is the "Governance Review" report that was requested by Council on September 14, 2020.

The report was undertaken by a consulting firm under the direction of John Hertel, Director, Strategic Partnerships & Communications. John Hertel commissioned the report on his own volition; the Hamilton Farmers' Market did not ask for such a report and was not involved in selecting the consultant and did not receive or review a draft.

City staff arranged for the consultant to present their report to the Board at a special meeting on Monday September 28, 2020, starting at 5PM online. The report and agenda (with videoconference and alternative dial-in options) are posted online on the Market's public-access file share, available through the "minutes" link on the market's website: hamiltonfarmersmarket.ca

This upcoming meeting will be the first opportunity for the Board to raise questions and comments about the report's content with the consultant.

For now, the Hamilton Farmers' Market has no position on the consultant's findings and recommendations.

Sincerely,

Eric Miller
Chair of the Board, Hamilton Farmers' Market

HAMILTON FARMERS' **MARKET**

Governance Review

Final Report

June 24, 2020

Michael H Howes & Anne Bermingham
2WA Consulting, Inc.
Hamilton, Ontario

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Executive Summary

This governance review of the Hamilton Farmers' Market (HFM) was initiated on the 5 year anniversary of the governance model refresh, initiated in 2014. The review looked at 4 areas and made 1 set of recommendations:

1. Review of HFM Governance Material
2. Understanding the Governance Model Efficacy
3. Evaluation of Customer Surveys
4. Research on Other Markets
5. Recommendations

This report makes the following recommendations:

- A. Create an advisory committee that will provide a vendor community perspective on operational issues to the Market manager and the Board
- B. Change the composition of the Board to remove conflict of interest issues, and to develop a customer-centric focus
- C. Establish a customer service / customer focused advisory board to keep the Market in touch with consumer tastes
- D. Make the Board of Directors solely accountable to City Council for the Market
- E. Clearly outline the Board's expectations of vendors to create consistent customer service
- F. Revitalization of the Governance Principles
- G. Conduct a strategic visioning exercise that embraces a very different future for the Hamilton Farmers' Market

Introduction

This document is a summary of the Hamilton Farmers' Market (HFM) governance review conducted by 2WA Consulting Inc. The project was initiated because 5 years had passed since this governance model was introduced and that is an opportune time to identify what is working and what could be improved. The aim is to ensure that the HFM would continue to be well-led by its Board and management.

The report has 5 sections:

- 1. Review of HFM Governance Material** - This is a review of the existing governance materials (letters patent, bylaws, policy manuals, Board meeting minutes) that encompasses the HFM governance model to understand what is expected, in terms of how the organization is run. This will be contrasted with how the organization is actually operating, which is identified in the second section.
- 2. Understanding the Governance Model Efficacy** - This section is derived from a series of interviews of current and former Board members, which provides a view of how effective the governance model is, particularly the functioning of the Board of Directors.
- 3. Evaluation of Customer Surveys** - This section examines the documentation offered up by the markets that were interviewed (stallholder agreements, operating agreements, bylaws, etc.), as well as consultant reports that relate to strengthening markets, focused on Ottawa's ByWard Market.
- 4. Research on Other Markets** - Four other markets were examined through interviewing the market managers, to identify how they are organized, what they do to be successful and other lessons learned that relate to governance.
- 5. Recommendations** - The report contains recommendations on what should be done to strengthen the overall governance model of the HFM.

1. Review of Hamilton Farmers' Market Governance Model

Governance material for the HFM was reviewed (letters patent, bylaws, governance policies, organization structure, etc.) to understand how the model works. To summarize:

- The Market as an entity resides within a non-profit corporation; the City of Hamilton is the sole voting member of that Corporation
 - City Council selects all Board members; approves the annual budget; approves a subsidy; provides staff services (cleaning, etc.); maintains the building and infrastructure; and employs the General Manager / Market Manager
- There are to be between 7 and 13 Board members, all selected by City Council
 - There are currently 4 vendor representatives; 4 citizen representatives; 1 council member; 1 chairperson
- The Board is set up to be a policy board - the Board is to consider the issues and situation of the Market and define policies that management will then implement
- There is a committee structure
 - HFM Executive Agenda Setting Committee
 - Marketing Advisory Committee
 - Market Manager Performance Evaluation Committee
- The management of the Market is made up of a Market manager, who reports: to a Director who works in the City of Hamilton; and to the Board of Directors

Summary

The governance documentation is comprehensive; all aspects of the governance model are identified and addressed. If anything, there is duplication or multiple references to the same thing. For instance, the letters patent, the operating agreement and the bylaws all cover off the mission / intent of the market's existence (objects); the operating agreement and the bylaws both cover off the fact that the City is the sole voting member of the Corporation; etc. The duplication is not problematic. If anything, it underscores that all of the governance documentation has been tightly integrated and all aspects of governance have been properly dealt with.

2. Understanding the Governance Model Efficacy

Methodology

To gather input, we interviewed Board members, former Board members and the Market Manager. An interview guide was used that included questions on Vision & Mission; Governance and Strategic Plans. The aim of the interviews was to have a common starting point (the questions) but to provide latitude for interviewees to discuss any relevant topic to the Farmers' Market governance / Board of Directors. The full set of questions are listed in Appendix B.

There is also supporting documentation and references for points made during the interviews.

Interviewees

All current Board members were interviewed:

- Gordon Albini – Citizen Director
- Wilf Arndt - Citizen Director & Chair
- Elly Bowen - Citizen Director & Secretary
- Charlie Chiarelli – Vendor Director
- Shane Coleman – Vendor Director
- Ron Jepson – Vendor Director
- Ann Miller – Vendor Director
- Eric Miller – Citizen Director & Treasurer
- Esther Pauls – City Councillor
- Seth Waterston – Citizen Director

Former Board member interviewed:

- Jason Farr – City Councillor

The Market Manager was interviewed:

- Bill Slowka

Each of the interviewees were given the same interview guide in advance and the guide was followed for the start of each interview. The conversation did not follow the interview guide; each person bypassed the questions, to provide me their perspective on what was wrong with the market. Therefore, the following report will outline the consensus items that interviewees shared.

Issue: The Board has an operational rather than a policy governance role

The Board governance model had been designed and created to produce a Board that set policy and left implementation to management. In reality, the Board has become an operational board because it is bogged down with operational issues and decisions such as

the cleaning of the facility, the state of the elevator, the marketing efforts, the work of the manager and the marketing coordinator, etc. The result has been that the Board does not focus on its policy responsibilities, which has resulted in an ineffective Board.

Specifically, an analysis of Board meeting minutes indicates a very operational focus. Discussions revolve around such situations as:

- The state of the Market facility cleanliness
- The operational status and the maintenance of the elevator
- The performance of the Market Manager (in-camera agenda item)
- The street parking situation
- The declining revenue of vendors
- The use of contract buses to bring more customers to the market

These and similar themes are regularly brought up for discussion at the Board meetings, without any resolution of issues. No discernible progress on issue resolution is apparent, given the continual discussion of these matters.

The vendor representative interviews revealed that the vendors do not agree with being a policy Board:

- They believe that operational, day-to-day issues are what the Board agenda and meeting discussion should focus on
- They continually want to discuss issues in-camera, that usually deal with one or more of the staff
- Issues and situations relating to the renovation of the Market footprint are repeatedly raised and identified as historical injustices, with the vendors highlighting that they have been treated very badly. This is either an effort to gain a more sympathetic view of the issues they want to discuss, or a deliberate obfuscation that drags out meetings to the point that everyone becomes frustrated and the agenda cannot be completed

Issue: The Board spends relatively little time setting policy or reviewing the policies in place, such as the current strategic plan.

There have been attempts to educate all Board members on what it means to be on a policy board and what the role of a Board member is, starting with the creation of the current Board governance model in 2014, continuing through the creation of a strategic plan, and most recently as 2016 with discussion at the Board table about such issues as board director orientation, visioning and the idea of a retreat to consider the current strategic plan and determine future directions. In May 2018, revisions to the Board governance policies were adopted by the Board, which reinforce that the Board is to take a policy approach to overseeing the market. None of these measures seem to have moved the needle on the Board aligning with its mandate of being a policy board.

An analysis of Board meeting minutes reveals the topics that the Board spent time on. While in 2015 and 2016 there were topics raised about orientation, committee structure, Board governance models, etc, these types of 'policy' and 'governance' topics disappeared completely in 2017, 2018 and 2019. Main discussion topics are identified below, by year:

Year	Topics
2015	Parking concerns; board member orientation; committee structure and membership; strategic planning
2016	Parking concerns and Board proposals to re-add metered parking (6 plus meetings); York Blvd space design (5 plus meetings); redesign of Market kitchen
2017	Question of whether or not Board is governance or management was raised; on-street parking questions; elevator repairs; requests for all budgets of committees to come to the Board; concerns of separation of members into factions (vendors, citizens) appear; cleaning staff level of service quality; vendor contract template creation; upgrading of electrical service
2018	Upgrading the security system; installing a traffic counting system; parking; validating parking tickets; electrical usage data to vendors; directions to the Market manager on filling empty stalls; creation of a 'York Street Lay-by Parking Committee'; obtaining green bins for interim recycling efforts; Market operating hours; bussing; website development; conducting comparable rent analysis
2019	Security system updates; validating parking tickets; updates on the traffic counting system; website updates; social media marketing coordinator issues; York Street retrofit; vendor concerns about poor business; etc.

In April 2018, the Board package documents started to include a document titled 'Outstanding Business List', which was a compendium of operational tasks that were to be completed. The nature of the list is operational and not in keeping with the expected focus of a policy board. Management should be expected to report on progress of a broad array of activities, issues and tasks relating to the operations, but not to the degree and detail as illustrated by this list. The Board is clearly focused on holding the Market manager accountable to specific tasks, which is not appropriate for its role and proper functioning.

A further note here is on the repetition of topics that is apparent from a reading of the board meeting minutes over the years. Parking continually comes up as a problem, yet there is no concrete plan to change anything to do with the parking, either on York Street or in the parking garage. Any changes are to the account of the City Council and none are planned. This does not stop the Board from continually discussing the issue. Interviews with vendor representatives contained multiple references about parking, in which individual representatives forcefully pointed out that the lack of metered parking on York Street has a major negative impact on business for vendors.

The trend of becoming solely focused on operations is strongly supported by the vendor director interviews who want to run the market, like they run their businesses, rather than have the Market manager run the market, while they set policy.

Issue: The Board does not strictly operate as bylaws and policy dictate

In-camera sessions during Board meetings is a standard and acceptable practice during meetings when sensitive topics are being discussed, usually matters dealing with legal issues or with personnel issues. They are typically rarely used for two reasons: one, such topics do not generally come up regularly; and two, the lack of transparency of in-camera discussions can create concerns among stakeholders.

The Farmers' Market Board has in-camera sessions at over 80% of their meetings, according to the minutes from 2015 to 2019, and the use of this tool has increased in 2018 and 2019. Looking specifically at 2019, this picture emerges:

- 10 of the 11 board meetings held included an in-camera session (January 2019 meeting was cancelled due to lack of quorum)
- Reasons stated for in-camera sessions (multiple reasons were stated for some meetings):
 - Vandalism (4 meetings)
 - Roles & responsibilities (4 meetings)
 - Managers' performance review (3 meetings)
 - No reason stated (2 meetings)

Vandalism is not a reason to be in-camera, nor is 'no reason stated'. Roles and responsibilities is a vague reason. This overuse of the in-camera component raises questions about whether it is being used for legitimate reasons or if it is being used to have conversations that the Board doesn't want made public but should be.

The bylaws set out clear timelines for meetings. They are to end at the 3-hour point, yet over 50% of the meetings go past 4 hours. Despite the long-running session, the meeting minutes frequently note that a number of agenda items are not discussed.

Issue: The Board vendor representatives are in a conflict of interest situation

During the 2014 design period that led to the current Board governance model, it was recognized that vendor representatives on the Board could be in a conflict situation for certain matters that the Board would have to deal with, sooner or later. Therefore a by-law was written in to deal with this eventuality:

10.04 Conflict of Directors Who Are Stallholders of the Hamilton Farmers' Market - Without limiting anything in this Article 10, no Director who is a stallholder of the Hamilton Farmers' Market shall be permitted to participate in a discussion of

confidential information or vote involving another stallholder of the Hamilton Farmers' Market

This bylaw is not being observed or enforced. The vendor representatives are discussing and voting on such issues as;

- Whether or not to take action against a delinquent vendor
- Vendors who don't follow the operating hours
- Vendors who have essentially abandoned their stall
- Vendors who are in arrears
- Vendors paying / not paying for electrical upgrades

Issue: Established operating rules and policies / procedures are not followed, because the Board overrules the manager or because there isn't the political will to enforce them

The growing trend of dealing with operational matters by the Board has led to a situation where the Market manager reports to the Board to get direction. This situation, in tandem with the existing vendor conflict of interest, has resulted in the operating rules not being followed, specifically those that deal with vendors:

- Vendors don't follow the guidelines, and rules are not disciplined by the Market Manager at the direction of the Board including:
 - In one instance, a vendor abandoned their stall and the Board blocked their removal from the Market as a vendor by the Board, arguing that other vendors have not been removed in the past and that a precedent had thus been set
 - Many vendors do not follow the operating hours without feeling any negative consequences
 - Video cameras installed to monitor the loading dock have illustrated the fact that certain vendors are not following the rules for dock usage
 - Fines levied for improper loading dock usage have not been paid by the vendor representative who was found in default of the rules

Issue: The composition of the Board has resulted in a significant degree of intransigence

What the vendor representatives want to discuss at Board meetings is different from what the citizen representatives want to talk about. The vendors are operational in their focus, while the citizens have a more strategic view of the Boards mandate.

Director interviews revealed that:

- The vendors have adopted a partisan approach to Board activities, with the focus on protecting vendors and focusing on operational issues.

- An 'us versus them' mentality among Board members that pitted the vendors against the citizen members, resulting in deadlocked votes. This adversarial mentality appears to stem from two broad issues. One, the vendors do not believe that citizen representatives who do not shop at the Market regularly, do not know enough about it to have a perspective or opinion that matters. Two, the vendors see the citizens as being political appointees of City Council, and therefore having a political agenda that is detrimental to the market.

There is no evidence to back-up either of these claims.

- The majority of the current vendor representatives have vested interests in maintaining the status quo. They are long-term vendors who either use the Market base to sell products outside the market, or who provide produce to other vendors, who resell it. While this is not true of all vendor representatives, it is for the more vocal and domineering ones. This approach is a major factor in the operational focus of the Board and of the lack of progress of the Board in moving the Market forward successfully.
- There has been significant churn among the citizen representatives with a number of recent and impending resignations. These representatives have been and are subject to denigrating commentary from the vendor representatives and do not see that the current operation of the Board to be effective. To illustrate, the resignation letter from Marisa Di Censo (former citizen representative on the Board) highlighted two major issues for her resignation: one was the fact that the vendor representatives essentially represented themselves, not the broader vendor community; the other was that due to inconsistent operating hours, she could no longer shop at the Market and therefore did not feel she could represent the 'Market consumer' segment. The allegations of self-centred behaviour from the vendor representatives have been echoed by other interviewees.

Issue: The Board does not pursue its strategic plan

The Board's 2016 - 2020 strategic plan is not discussed regularly in any detail. The strategies are:

1. Label and Map the Market - the goal is to make it easier to navigate the market
2. Improve Market Convenience - the goal is to have more people shop at the market, by making it more convenient in terms of hours of operation, etc.
3. Revamp York Street - the goal is to make the streetscape attractive & accessible, to attract more shoppers
4. Market, Market, Market - the goal is to ensure more people are aware of what the Market offers

As noted, discussions are operational at the Board table. Moreover, the enablers for success identified in the strategic plan's March 4, 2018 update are:

1. A clear articulation of the expectations and accountabilities of each vendor. The Board needs to have a clear articulation of what each vendor must be adhering to in order to be a vendor in good standing (and) a clear process by which these standards are measured and non-compliance situations handled.
2. A strong Market manager who has a clear job description and yearly goals which relate to the strategic plan and to the day-to-day Market operations.
3. A fiscal plan that enables the Market to generate the revenue it needs to achieve this vision. This includes a clearly priced capital improvement plan and a well thought out budget designed to move the Market ever closer to the vision now articulated.
4. A Board of Directors that is adhering to the policies and otherwise working to model the characteristics of a high-performance board. This includes a comprehensive and supportive process for evaluating the performance of the Market Manager and the regular review of the status of the strategic plan.

This fourth enabler is not being rigorously enforced and met.

Issue: The leadership of the Board is weak, with the chair attempting to appease vendor representatives, by reopening decisions, allowing certain issues on the agenda, etc.

Relating to the operational nature of the Board and the tortuously long Board meeting, the chair has acted to try and appease (admission by the Board chair) the vendor representatives, by ignoring the time limits, allowing an exclusively operational focus during discussions and to all the use of in-camera sessions when they are not required. The result is that discussions do not cover off the strategic and policy requirements of the organization; operational issues dominate the discussions; decisions are overturned and revisited at subsequent Board meetings; etc.

Issue: The Vendors believe the City is responsible for their individual and collective success

Through the interview process and in reviewing Board meeting minutes, a clear theme emerged regarding the perceived role of the City in the success of the market. The historical injustices that were mentioned and tied to the renovation of the Market space in 2012 / 2013 have been laid at the feet of the City Council. Resolution of those perceived injustices seems to drive the vendor representatives behaviour. They speak about how they should not be run as a city department, but as a business; they talk about the citizen representatives being agents of Council; they repeatedly raise the changes made to the Market and the impact those changes had on their business; they want the City to undo many of the changes made, because they are convinced that such changes as the loss of the York Street on-street parking is a key driver of the market's economic demise; etc.

What has happened in the past is not relevant to the proper operations of this policy governance Board and the continued focus on past injustices erodes the working ability and working relationships of Board members.

Summary

- A. The Board is not functioning as designed, and it isn't effectively leading the market
 - i. The focus on operational issues means that the strategic issues relating to changing the Market to be more successful, are ignored
 - ii. The overuse of in-camera sessions eliminates transparent Board operations
 - iii. The frustration level among board members suggests more churn and increasing dysfunctionality

- B. There is a conflict of interest for the vendors to be on the Board
 - i. They are making decisions about other vendors, in violation of bylaw 10.4
 - ii. They appear to be acting in their own interest, rather than the broad vendor group

- C. The vendor representatives and the citizen representatives see each other as the main reason that the Board is dysfunctional
 - i. Given voting patterns (one citizen member votes with the vendors) many votes are deadlocked, causing inaction and frustration
 - ii. There is little apparent trust between the vendor and citizen directors

- D. The vendors appear to be deliberately working against the spirit of the Board's design
 - i. They continually raise historical grievances
 - ii. They reopen decisions made at previous meetings
 - iii. They verbally abuse the Board chair
 - iv. Individual vendor representatives have been accused of bullying
 - v. They demean the citizen representatives
 - vi. There has been churn among citizen representatives, due to the lack of progress by the Board and the Market
 - 1) Board meetings go on much longer than the appointed ending time and items are rehashed at multiple meetings

- E. By not pursuing the strategic Plan the Board is not providing forward leadership
 - i. The Market is not particularly successful and the vendors are not all doing well
 - ii. There were a number of identified benefits (outlined in the June 12, 2014 presentation to Council to form the current governance model for the HFM) that should have been realized through the Board's pursuit of strategic objectives, that have not yet materialized.

- F. The Market Manager is not able to properly do his job, due to the excessive operational direction coming from the Board
- i. Decisions he should be making, are being made by the Board
 - 1) Security system decisions
 - 2) Parking validation
 - 3) Elevator repairs
 - 4) Electrical upgrades
 - 5) Direction to staff
- G. Vendor representatives do not see the need to be responsive to changing consumer tastes and demand, leading to a Market that is increasingly irrelevant in a vibrant, dynamic downtown environment
- i. Vendor representatives reference all the upheavals and changes that have happened to the market, going back to 2012's renovation and the need to move the Market during that period
 - ii. Their perspectives are that the City needs to make them successful, by doing what they want done, which is bring in a larger volume of customers

3. Evaluation of Customer Surveys

A customer survey was conducted by the Farmers' Market in 2018 and 2019 aimed at gathering feedback and input about the operations of the Market from the consumers' perspective. One of the qualitative questions asked probed for suggested changes and improvements to the operations of the market. There were 701 comments made and they break down this way:

- 31% of respondents wanted changes to the hours of operation, including:
 - Consistent hours of operation, which includes having all vendors open for the published hours
 - Longer hours of operation, particularly on Sundays

The general thrust of the comments is that hours needed to be consistent and longer so that people could shop at the market. Specific comments include:

- "I have to phone ahead to find out if certain stalls are open, because it is impossible to predict which ones will and which ones won't"
- "I work Monday to Friday and if I can't get there Saturday, I am out of luck"
- "It's frustrating to go to the Market at 5:00pm and find that many of the shops are already closed, yet the Market closes at 6:00pm"
- "It's confusing that the Market is open Tuesday, but not Wednesday, yet it is open Thursday, Friday, Saturday. Should be open Thursday to Sunday."

- 19.7% of respondents wanted changes to the content of the market, including:
 - More vendors overall
 - More variety of offerings, including organic food, meat and cheese, nuts, jewellery, crafts, etc
 - More local farmers / fewer vendors offering Ontario Food Terminal produce

The general thrust of the comments deal with the need for more local farmers, greater variety of food, including international and organic offerings. Also, people asked for artisanal goods, clothing, jewellery, etc. Specific comments include:

- “There are not enough farmers, very little local produce and is incredibly expensive compared to other farmers’ markets...”
 - “Don’t sell stuff that can be bought at a supermarket”
 - “How about a smoothie place, with all local fruits and veggies from the market?”
 - “I would like to see more heritage or specialty produce instead of the same things we see at the supermarket”
 - “We need a bulk food supplier”
 - “More opportunities for farm vendors, local handmade products (i.e., like the handmade soap seller in the Market recently) not people selling leftover fruit / produce from food distribution centres in Toronto ...”
 - “More local farm produce and products, especially organic meat ... more local products like soaps (e.g., Weir’s Lane)”
- 14.6% of respondents wanted no change / indicated ‘nothing’ when asked for suggestions about changes to improve the market

The takeaway from the comments is that change is being requested by those that shop at the market. Yet, the Board is not spending time discussing improvements, rather spending its meeting time either discussing ways to make the current set-up and composition of the Market work through bussing, people counters, etc., or focussing on manager and staff performance, historical injustices and the sensitive topics that are discussed in the in-camera meeting components.

The Board needs to refocus on one of its key roles, which is implementing the strategic plan, which has specific strategies around changing the market’s operation to be more attractive to shoppers.

4. Research on Other Markets

To properly conduct this review, we needed to include an examination of how other markets organize themselves, to see if there are similar situations and common solutions that this Market needs to consider implementation.

To that end, we looked in detail at six markets: 4 in Ontario, 1 in Nova Scotia and 1 in Michigan:

- ByWard Market in Ottawa
- St. Lawrence Market in Toronto
- Covent Garden Market in London
- Halifax Seaport Farmers' Market in Halifax
- Guelph Market
- Eastern Market, Detroit, Michigan

ByWard Market (Ottawa)

Mathieu Blanchard, Market Manager

Description

The ByWard Market is a retail and entertainment district in downtown Ottawa, Ontario, Canada. It is located east of the government and business district. The Market district includes the Market buildings and open-air Market along George, York, ByWard, and William street.

The Market itself is regulated by a City of Ottawa *municipal services corporation* named Marchés d'Ottawa Markets, which also operates the smaller west-end Parkdale Market. The corporation is run by a nine-member board of directors. The Market building is open year-round, and open-air stalls offering fresh produce and flowers are operated in the warmer months.

Vendors operate 363 days per year (closed on Christmas Day and New Year's Day). Typically, agri-food vendors are open May to November, 7:00am and remain open until 5:30pm. Art and craft vendors usually operate May to October and start at 9:00am sometimes until 8:00 or 9:00pm.

Governance model

The Market is run by a municipal services corporation which is wholly owned by the City of Ottawa. It is run at arm's length with an emphasis on fostering entrepreneurial spirits. A service level agreement exists between the City and the Market corporation that outlines the corporation's deliverables in-line with City Council expectations. There is a Board of volunteers, appointed by the City Council, that oversees the Market corporation management.

The infrastructure is maintained by a property management company that is paid by the Market corporation. The City provides a subsidy in the form of free rent for the infrastructure, and revenues generated are the subsidy.

Vendor participation / vendor committee

Vendor representatives sit on the Board, along with citizen representatives.

Role of management

The Market corporation is run by a management team, led by a Market manager who gathers input from vendors, makes changes, etc. The Market manager reports to the Board and to Council.

Overall success of the market's operation and future

The ByWard Market is struggling to a degree and is in decline as more farmers are retiring and few are choosing to sell in the market, according to the Market manager. However, an alternate perspective, gathered through a review of newspaper articles from the Ottawa media, indicates that farmers do not feel welcome at the Market due to the numbers of produce re-sellers; the framers created their own market called the Ottawa Farmers' Market in Lansdowne Park along with four other locations.

Other issues the Market has to deal within include:

- Aging infrastructure
- Limited parking
- Competition from big box stores
- The City of Ottawa imposes changes that have negative impacts on the Market and its vendors (e.g., moving the Market / moving vendors locations)

Comments

The ByWard Market is seen to be generally working well but its focus on local food sold by local farmers is increasingly difficult to deliver; Hamilton Farmers' Market is in a similar situation although, in Hamilton, it is not clear of the reasons for few farmers as vendors. The ByWard Market manager did not have any complaints about the governance model or any of the functioning of the Market that relates to governance.

St. Lawrence Market (Toronto)

Daniel Picheca, Market Manager & Samantha Wiles, Marketing Coordinator

Description

Since 1803, the St. Lawrence Market has been the community's beating heart and culinary focal point of the city of Toronto. It's the living symbol and anchor of the neighbourhood and for the families who live here. It's a place to connect, to share stories and of course to taste and to discover great food. It has 120 vendors who collectively sell fresh foods, ready-made foods, specialty foods, artisanal goods, antiques, clothing, etc.

Governance model

St. Lawrence Market is wholly owned by the City of Toronto and is run by the Real Estate Services Division, in an arm's length manner. The City owns and maintains the physical asset(s). The manager manages the tenants (vendors).

Daniel Picheca and Samantha Wiles are City of Toronto employees, in the Real Estate division.

There is no Board; the Market manager reports directly to the City. There is an advisory committee of 13 people:

- 4 tenant / vendor representatives
- 1 City representative (member of Council)
- 2 neighbourhood representatives
- 6 public representatives, who have one or another demonstrated skill / experience in such areas as marketing, tourism & hospitality, event management, facilities management, environmental management, etc.

This committee advocates on behalf of the collective tenant group and advocates for the neighbourhood precinct within which the Market operates. The Committee will provide recommendations for specific causes and policies to the City's Real Estate Services Division on the mandate, strategic direction, growth, planning, budgeting, and operations of the Market Precinct.

This committee is not particularly effective due to poor attendance which suggests it is not relevant. Market management is in the midst of setting up a merchant committee that will be more narrowly focused on the Market itself. It is advisory in nature.

Vendor participation

The tenants / vendors provide input only, through the advisory committee

Role of management

The decision-making authority lies with the Market manager, including:

- Lease renewal
- Products that vendors can provide (the mix of products is carefully monitored by the manager / staff to ensure the Market is relevant)
- How vendors 'use' their stall is laid out in their lease and the manager sets that out
- As growth occurs and tastes change, the manager makes changes to the vendor and therefore the product offering mix
- Determine individual vendor monthly rent by using a base and then an additional amount depending on the monthly sales (vendors report their monthly sales)
- Operating hours (note: the hours haven't changed in 20 years and so, shoppers are used to them. Changes to hours will be piloted in 2020, following input gathered from shoppers, vendors, etc.)
- Tenant alignment with the operation hours

Overall success of the market's operation and future

Interestingly, this Market is run by a City of Toronto department and is thriving. This fact highlights the fact that the issue with Hamilton's Farmers' Market is about how it is run, not by the entity that runs it.

Comments

This model demonstrates that the nature of the organizational structure and ownership is not the key success factor for any market. The key success factor is the work done by management to ensure that the Market is responding to changing consumers tastes

Covent Garden Market (London)

Bob Usher, Market Manager

Description

Established in 1845, it is a 7 day a week in-door Market located right in downtown London, that offers an abundance of food, services, a local farmers' market twice weekly and an array of cultural festivals and events. During the growing season, an outdoor Market component is added at the same location.

It sells ready-made food, fresh food, art objects, services, theatre performances, etc. There are 47 permanent vendors; 60 part-time (twice a week) vendors; and 100 small artisans, community partners, business people, etc to are temporary vendors. It is open from 8am to 6pm on Saturdays; 11am to 4pm on Sundays; and Monday to Friday from 8am to 7pm

Governance model

The City owns and runs the property / the infrastructure; they are the guarantors of everything. The Market is set-up as a not-for-profit corporation. The Council appoints a board of 9, two of which are Councillors. The Board elects the Chair. The Market manager reports to Council and to the Board. There used to be vendor representatives on the Board. A decision was made to not have them on the Board; no information stated as to why, but the Market manager inferred that they did not bring value to the Board proceedings. Vendors do not come to Board meetings, unless they are making presentations.

Vendor participation

Vendor perspectives are gathered by the bi-annual meetings between the Market manager and each vendor, in an informal manner. Further, the manager talks regularly with the vendors during his daily Market walk-about. Vendors can send questions to the Board at any time; they are encouraged to reach out to Board members; it rarely happens. Most vendors are long-term tenants.

Role of management

The Market manager has been in place for the past 18 years. His background is with the mall industry - having previously worked for Cadillac Fairview - and he has instituted a model that closely aligns with that of mall management. Decisions and responsibilities include:

- Meets with every vendor every 6 months to discuss what is working what doesn't and how things might be improved for the vendor
- Receives and reviews each vendor's monthly revenue numbers, to ensure that the vendor can be successful and also to calculate the monthly stall rental fee
- Leads the Board in that he has all the experience and the Board members do not; this is an amicable 'leading'
- An external accounting firm audits 4 or 5 vendors per year re: accuracy of sales figures (each vendor's sales figures are sent in by the 10th of the following month and is analyzed by the Market manager and his finance person)
- The Market manager changes out vendors as data dictates. Where customer tastes change, based on vendor sales numbers, he suggests vendors leave and he recruits others that seem to align with the customers tastes.

Overall success of the market's operation and future

The Market is very busy and very successful. Sales have dramatically improved since the current Market manager took over. By way of illustration, there is a \$4 million reserve fund. The Market Manager emphasized that the Market positions itself as not being responsible for vendor success. The vendors have to make changes to be responsive to the changes in customer tastes and preferences that change over time. Given that only one or two vendors change per year, the current situation appears to work well for the market, the vendors and therefore, for shoppers.

Halifax Seaport Market

Rebecca MacDonald, Marketing Coordinator

Description

In 1848 the City of Halifax was incorporated and the original City Charter conveyed the Country Market property to the city "for the public and common benefit and use of the City of Halifax according to the true interest and meaning of the original grant." The Market has operated in several locations across the City since its inception in 1750, but moved to the Halifax Seaport in 2010 where it is now known as the Halifax Seaport Farmers' Market. There are between 150 and 250 vendors. It operates 7 days a week from May to November; 6 days a week from December to April. The mandate is to have locally produced products, which means produced in Nova Scotia.

Governance model

The Market was taken over by the Halifax Port Authority in 2012, and is currently the responsibility of the Real Estate Department of the authority; it is part of the Real Estate department. The manager of Real Estate runs the market; there was an Executive Director who left voluntarily in 2018 and the role was then eliminated, during a governance review and subsequent reorganization. Part of that reorganization was the creation and application of administrative processes (e.g., vendor payments, rules, policies, procedures, vendor guidelines) that regulated vendor behaviour.

There is not a Board in place; it was removed in 2012 as part of the reorganization
The Port Authority provides the space; the vendors are responsible for their success

Vendor participation

There is a Market Advisory Committee, consisting of 10 vendors, that meets every quarter with management to provide input.

Role of management

The Real Estate manager runs the day-to-day operations, which consists of keeping the facilities properly functioning and of managing the vendors' behaviours. Specific decision-making includes:

- Setting vendor categories and the number of vendors per category
- Selecting vendors and approving what they sell to ensure minimal duplication
- Changes to what vendors sell, has to be approved by management
- Addressing any problems vendors are having, that relate to infrastructure, other vendors, etc

Overall success of the market's operation and future

The winter season starts at the end of December and concludes at the end of March. It is a time of relatively slow business activity; weekdays are slow, but weekends are noticeably busy.

The summer season starts in late April / early May, as the week days get busier, due to increased local and tourist shoppers returning to the waterfront.

Generally speaking, there are fewer farmers, over time, as vendors. There are many more artisans (jewellery, artwork) and prepared food vendors, with a mix of ethnic food offerings.

Guelph Farmers' Market

Stacey Dunnigan, Manager of Culture & Tourism

Description

The Guelph Farmers' Market is a Saturday morning-only Market that has operated continuously since 1827. Its focus is on local food emphasized by its website proclamation, "Buy Local - Buy Fresh", which is a growing trend. The Market occupies a single building and surrounding outdoor space, housing approximately 60 vendors in winter, with numbers swelling to over 120 vendors during the summer and early fall. Vendors at the Market offer a variety of products and services, including fresh produce, baked goods, crafts, personal care products, clothing, photography and a collection of works by local artists. The venue also plays host to a number of charitable events throughout the year.

Working from input gathered from citizens and shoppers the Market is to be a hub of the community, moving it beyond being strictly a food market.

Governance model

The City directly operates the market, including vendor administration, facility maintenance and capital improvements. The Market is governed by a bylaw (30+ years old) that is in the process of being updated in 2020. The update will result in a clearly defined 'landlord and tenant' relationship between the City and the vendors. Specifically, the bylaw update will:

- Create a vendor association to replace the Executive Committee
- More formal liaising between city staff and the vendor association
- Clarify that the City is 100% responsible for the market's operation

There is a vendor selection panel that includes objective people from the university, local farmers, community members, etc., but not current vendors. This panel is responsible for reviewing incoming vendors, reviewing documentation, and taking a vote based on the criteria. Staff run the process, but the panel decides who becomes a vendor.

Management

The Manager of Culture and Tourism runs the Market and reports to the General Manager of Culture, Tourism & Community Investment Department within the City of Guelph administration. There are four part-time roles that support her managing the market. Stacey makes all the decisions about who sells at the Market and who has to leave. There is an annual application period; there is a vendor handbook on rules and regulations, including the City's code of conduct, that is used to correct poor behaviour. There are regular conversations between the vendors and the manager about whether or not the Market is a good fit for individual vendors.

Vendor Participation

An Executive Committee exists and consists of five vendors. It has no authority of how the Market is run; it provides input and raises issues.

Overall Market Success

Formally and officially the vendors do not run the market, but informally they do. Management tries to enforce the rules, but there is a lot of pushback from long-term vendors who believe they hold sway over the market, and have and continue to call the mayor or a senior staff member to work around the manager. To overcome this situation, the manager worked with the mayor and council to get them to direct vendors back to staff, rather than having direct meetings with vendors. The Market only runs 5 days a week, but takes up a disproportionate amount of senior management time.

Other issues include:

- Vendors subletting their stalls and bringing in their own ATMs. In both cases, that vendor was put on notice.
- Resellers from outside Wellington County / Guelph who in affect are being subsidized by the very low Market fees, creating frustration and anger amongst downtown artisanal cheese makers.

- Note: there are resellers of fruit and vegetables who self-identify and that is deemed acceptable by vendors and the City. There is a recognition that given the short growing season, a complete focus on local food can cause problems and that the Market has to survive during the winter.
- Regular vendor pushback on the mission of showcasing the 'best of Wellington County & Guelph'; vendors do not always align with the mission so the City is taking a more top down approach to running the market. The message is that the City will provide a safe and clean space for vendors to utilize and it is up to the vendor to make money.
- There is a growing number of farmers moving into 'micro winter growing'.
- Certain vendors are part of the Community Shared Agriculture program, where they do not sell food but sign up shoppers who will receive food directly from farmers as part of the program.

Eastern Market

Dan Carmody, President

Description

Eastern Market is a historic commercial district in Detroit, Michigan. The district was designated a Michigan State Historic Site in 1974 and listed on the National Register of Historic Places in 1978; the district's boundary was increased in 2007. The Market is located on the City's central east side near St. Joseph Roman Catholic Church and the Lafayette Park neighbourhood. The Market was transferred from City management in 2006, and now operates through a public-private partnership with the Eastern Market Corporation. Eastern Market is the largest historic public Market district in the United States, and the Eastern Market farmer's distribution center is the largest open-air flowerbed Market in the United States and has more than 150 foods and specialty businesses. On Saturdays, about 45,000 people shop the City's historic Eastern Market.

The Market presently covers 43 acres (17 ha) and is the largest historic public Market district in the United States. Eastern Market is a selling point for a wide variety of produce, meat, spice and other products. It is particularly busy on Saturdays when farmers tend to bring in their poultry and livestock along with fresh produce for sale. In addition to food sales, there are commercial food businesses, shared access kitchens, community gardens, aid and grant programs that make up the full suite of services that the Market provides.

Governance model

The Market is operated by the private sector though a public-private partnership with the Eastern Market Corporation. The Eastern Market Corporation has operated the property since 2006 and is overseen by a 21-person Board (4 officers, 16 members at large, 2 ex-officio staff), and a 25-person management team (including the president). It is a policy board.

Vendor participation / vendor committee

There are 7 vendor representatives on the Board of 21 members. There are no other vendor-specific roles of committees.

Role of management

Management reports up to the Board through the President. There are a typical set of management functions within the organization: administration, operations, grants, marketing, programs, development, events, financial services, etc.

Overall success of the market's operation and future

The current incarnation of the Market began in the mid 1980's when the current partnership took over the markets and the Market was privatized in 2006. Since then the Market has "renovated infrastructure, increased attendance and has become a catalyst for development in the [surrounding] neighbourhood."

"Local and internationally recognized art galleries, studios and makerspaces have recently established spaces nearby, including The Red Bull House of Art, OmniCorp Detroit, Inner State Gallery, Riopelle and Project. Independent eateries, shops and performance spaces such as Trinosophes, Antietam, and People's Records have arrived in storefront spaces along Gratiot Avenue, and light manufacturing and e-commerce retailers including 1xRun and Cyberoptix continue to operate out of upper floors."

They have also started building housing units.

It is a \$6 million dollar operation, investing approximately \$4 million per year (raised through fundraisers) into the facilities.

Comments

The Eastern Market is a much larger scale operation, compared to the Hamilton Farmers' Market. It was included here to provide a sense of what is possible. The Market has galvanized a broad cross section of the community and is really a development organization, rather than merely a market.

Summary

The governance model of the HFM is not particularly different from any of the six markets studied. There is variation in each of them (e.g., some are part of a City department, as the HFM used to be; some are operated within not-for-profit corporations, as the HFM is now), yet success or failure does not seem to be tied to the operating structure.

What seems to be common amongst the successful markets is:

1. An arm's length relationship exists where Council / the City administration stays out of the market's day-to-day operations
2. Strong, independent management
3. Boards (where they exist) play a minor role in the decision-making

4. Vendors do not play a significant role in the operations or decisions-making
5. There are formal and informal vehicles to understand the vendor perspectives
6. An entrepreneurial spirit is encouraged
7. A broad variety of goods and services are offered, that appeal to a broad cross-section of the population:
 - a. Food, both fresh and ready-made
 - b. Art instruction and sales
 - c. Theatre performance
 - d. Live entertainment
 - e. Antiques
 - f. Business services

The Hamilton Farmers' Market does not do an effective job in organizing itself to align with the seven points immediately above.

Market Studies

This section discusses reports provided by other markets, that were conducted by a consulting firm - Project for Public Spaces - that was hired to advise the City of Ottawa with regards to the ByWard Market.

Reports from Projects for Public Spaces

New York-based consultancy hired by the City of Ottawa to study the ByWard Market

1. Strengthening the Future of the ByWard Market (May 2013)

The parts of the report relating to governance said this:

"New policies and regulations are needed to implement the greater vision (maintaining a local fresh food focus). A transparent governance and management structure with a strong mission can lead to a set of clear and concise regulations for vendors. In addition, a new set of policies will be needed to help attract fresh food vendors in addition to maintaining the historic look of the ByWard Market. To physically support the growth of the public Market and overall vision for the district, return the Market Building to City control for the purpose of transitioning to a non-profit organization or other governance structure that has a clear mandate for building fresh food uses."

In thinking of these points, in relation to the Hamilton Farmers' Market, the following are areas in which it aligns

- Transparent governance and management structure
- Strong mission
- Clear set of vendor regulations
- Control by a non-profit organization

These are areas where the Hamilton Farmers' Market needs to improve:

- Attracting new fresh food vendors
- Strong mandate for fresh food uses

2. ByWard Market Governance, Design & Business Plan (May 2015)

This is a report related to the 2013 document. The governance elements of the report said this:

In general, a governance entity for ByWard's public Market needs to have the following broad qualities and characteristics:

- *Entrepreneurial and nimble in repositioning and operating the Market;*
- *Inclusive and collaborative, representative of key Market stakeholders and community leaders;*
- *Able to make decisions quickly and efficiently;*
- *Transparent in decision making while recognizing that not every decision is one that must involve the public;*
- *Able to balance business and community objectives;*
- *Self-sustaining financially, and able to use surpluses for Market projects and programs; and*
- *Apolitical and able to operate independently from City agencies*

The Hamilton Farmers' Market aligns in:

- Being inclusive and collaborative
- Transparent in decision making

The Hamilton Farmers; Market does not align in these areas:

- Entrepreneurial and nimble in positioning and operation the market
- Able to make decisions quickly and efficiently
- Self-sustaining financially
- Being apolitical → it is arms' length from the City, but the vendor representation on the Board makes it political, in that they have great sway

The report went on to speak to specific operational objectives and related tasks:

To allow effective control over all aspects of the public market, the new management entity must:

- *Establish a system for decision and policy making that includes representation of customers and stakeholders in the management process of the management entity;*

- *Solicit the input of the City, customers, business owners, farmers, vendors, BIA's and neighbourhood constituencies for the process of making policies;*
- *Include the perspective of a diversity of members from the community (age, gender, race, income level, employees, owners) to achieve broad input*
- *Establish good communications with Market constituencies so that decisions are well disseminated and;*
- *Establish a link between the Mayor, City Council, and the management entity through annual reporting and other means*

Areas for the Hamilton Farmers' Market to consider:

- Gaining greater input from the community, in particular the BIA's and neighbourhood constituencies

To run the public Market efficiently and cost-effectively, the new management entity must:

- *Immediately implement generally accepted accounting principles for all financial areas of operation*
- *Create an annual market-operating budget and provide monthly reports*
- *Establish the annual operating plan for the guiding focus of daily operations including enforcing rules, regulations and policy, as well as Market activities and events*
- *Bill tenants and collect rents with a strict non-payment policy*
- *Hire and train employees with a sense of urgency to accomplish specific tasks*
- *Establish challenging work goals for all staff*
- *Hold individuals accountable for their performance*

Areas for the HFM to consider:

- Holding people accountable for their actions, as vendors and as board members

To run the public Market entrepreneurially, the new management entity must:

- *Establish strategic partnerships with like-minded businesses*
- *Abandon bureaucratic processes in order to react quickly to changes in the retail environment*
- *Establish relationships with the local food community and food press and media*
- *Watch the bottom-line of all expense categories*
- *Use cost-benefit analysis of work*
- *Try new concepts quickly, embrace change as a positive force and*

- *Revisit all Market bylaws and update as required*

Areas for the Hamilton Farmers' Market to consider:

- Reacting quickly to changes in the retail environment
- Trying new concepts quickly and being proactive in making changes

To grow the public market, the new management entity must:

- *Evaluate the current business product mix*
- *Establish a targeted leasing plan*
- *Develop partnerships with local, small business lenders and entrepreneurial educators*
- *Prepare for close working relationships with new business owners*
- *Tap into existing local business training programs for entrepreneurial start-up support*
- *Develop measurements and goals for growth and document the progress*
- *Expand the vision of the public Market to add additional days and hours of operations for indoor and outdoor vendors*
- *Undertake a coordinated plan for marketing / promoting the ByWard market*

Areas for the Hamilton Farmers' Market to consider:

- Evaluate the current product mix
- Expanding the vision of the Market and moving to additional days and hours

5. Recommendations

A. Create an advisory committee that will provide a vendor community perspective on operational issues to the Market manager and the Board

The vendors are the life-blood of the Market and have a role to play in how the Market is run. While any conflict of interest that arises from their representatives being on the Board should be avoided, their perspectives need to be heard and considered by management and the Board. To that end, this recommendation sets up an advisory board that will focus on operational issues within the market. Specifically:

- The advisory committee would be comprised of 12 representatives selected from among the active vendors
- There should be representation from big and small; fresh food and ready-made; food and non-food; etc, to ensure that diverse points of view are shared
- The committee would meet 6 times a year
- The Market manager would chair this committee and a report on each meeting would go to the Board
- Advice / input from the advisory committee would flow through the Market manager up to the Board for consideration

The advisory committee should not replace important conversations between the Market manager and individual vendors. An informal relationship and interaction needs to be in place to create a parallel working relationship between the manager and the vendors. Rather, this committee will be a formal setting where vendors can table and discuss issues that are important to the vendor community and therefore to customers.

B. Change the composition of the Board to remove conflict of interest issues, and to develop a customer-centric focus

The current model realistically puts Vendor Directors in the position of being in a direct or indirect conflict of interest when discussing and voting on most Market directions. While policies are in place that speak to minimizing conflict of interest situations, the nature of the current Board composition makes it challenging to follow those policies and in most cases, they are not followed. Therefore, the composition of the Board needs to be changed to remove the potential for conflicts of interest. Specifically, the Board composition should be:

- 12 Board members
 - 1 vendor representative from a merchant / vendor committee (voting)
 - 6 citizen at large members (voting)
 - 4 citizen members who have experience in one or more areas such as marketing, retail, advertising, etc. (voting)
 - 1 Market manager who is the sole ex-officio member (non-voting)

This recommendation goes hand-in-hand with the second recommendation, immediately below.

C. Establish a customer service / customer focused advisory board to keep the Market in touch with consumer tastes

The Market has not responded in a meaningful manner to the feedback provided by existing and prospective shoppers, regarding the hours of operation and the days of the week that the Market is open. To ensure that the vendor community, the Market Manager and the Board have a clear understanding of how the Market needs to adapt to current and changing consumer tastes, the following is recommended:

- Establish an advisory board comprised of a cross-section of people who shop at the Market and those that don't
 - Change the composition of the advisory board regularly to ensure that the input gathered is as broad as possible
 - Include a broad cross-section of stakeholders
 - Consumers / Market shoppers
 - BIA's
 - Neighbourhood associations
- Ask questions about current Market offerings, trends in the larger consumer environment, possible new offerings, etc
- Have the Market Manager lead this committee to ensure that the Market is operating with its ear to the ground
- Have the Board receive regular reports from the advisory board, including recommendations from the Market Manager for future actions

D. Make the Board of Directors solely accountable to City Council for the Market

The Market needs to be accountable to the City Council, in its current configuration and governance structure. The current situation has a *de facto* role oversight role played by the Contract Manager. The result is that the Market Manager has dual reporting duties - one to the Contract Manager and the other to the Board. This is not tenable; matrix reporting relationships blur the accountability line and result in substandard performance. The Board of Directors should be accountable to City Council for the success or failure of the Hamilton Farmers' Market. Specifically:

- Rewrite the governance policies and bylaws to clearly define the line of accountability between the Board of Directors and Council.
- Further, clarify that the Market Manager is fully accountable to the Board of Directors
- Remove all City staff from the Board, through policy and bylaw revision, and have the Board report directly to Council

E. Clearly outline the Board's expectations of vendors to create consistent customer service

The Market does not meet the expectations of the people who currently shop there and / or the people who might shop there. Concerns identified in the customer survey (noted above) identify a large number of concerns including:

- Operating hours that do not reflect the shopping needs and habit of customers
- Vendors not open during the posted operating hours
- Lack of variety of offerings

To increase the number of customers to the market, there needs to be a predictable performance by the vendors. Posted hours that reflect what customers want and vendors open during the posted hours; these are the two issues that need immediate attention. To do so, the Board must exert its expectations on the vendor community. To that end, the recommendation is:

- Review of all agreements, policies and procedures that relate to vendors to be updated and rolled into a set of expectations / handbook that will be enforced objectively, such as:
 - Adherence to operating hours
 - Operating within their allotted stall footprint
 - Being current with financial obligations

Note: Many Ontario-based markets require their vendors to report monthly sales, to help the Market Manager and Board ensure that the Market offerings are relevant to customers and that the vendors can be successful. This is not currently recommended, but is a strong suggestion for consideration by the Board.

F. Revitalization of the Governance Principles

There are a number of issues that relate to how the Board operates, beyond its *mandate, its composition and its role*. The leadership of the Board needs to be appropriately strong and the Board members have to be aligned with the Board's mandate and vision. Further, the strategic plan needs to be revisited and implemented. Broadly, the Board needs to return to its policy governance role and away from its current operational focus. This should be accomplished through governance training and orientation, creation of a strategic plan, creation of vendor and Market Manager expectations, etc.

G. Conduct a strategic visioning exercise that embraces a very different future for the Hamilton Farmers' Market

There are many different types of markets in Canada and the US. Typically, they began as farmers' markets in the late 19th and early 20th century and evolved and developed over time. The Eastern Markets of Detroit (noted above) is a prime example of a very

different evolution, based on community needs (both geographic and socio-economic) and what current and future environmental pressures are and will be exerted upon the community and therefore the market. Hamilton Farmers' Market would benefit from a wide-ranging discussion that looks at any and all possibilities; currently the focus as denoted by the strategic plan is on maximizing the footprint and available resources. The future could be and will be more vibrant if the focus shifts to 'what is possible' rather than 'what is'.

Appendix A: Hamilton Farmers' Market Documentation

Operating bylaws

Operating agreement and addendums

Board minutes

Appendix B: Interview Questions

Governance

- Does the board focus on operations, management or policy?
- How is time used during board meetings? How could time be used more effectively?
- Is the majority of the meeting time spent discussing and deciding key items that are best addressed by the board? Or is the majority of the time spent receiving information?
- Does the existing governance model provide the organization the direction and stewardship it requires? Are members clear as to what they should and should not be focusing upon – given your governance model?
- Does the governance structure focus on strong board representation and effectiveness (e.g., board evaluation, term limits, board development committee?)
- Is there an effective selection and / or regular performance appraisal process for the manager? Is there an effective board member selection and regular performance appraisal process?
- Is the committee structure assisting the board to perform its key roles?
- Is there a clear delineation between the board and management and do each have unique and separate roles and responsibilities?

Vision & Mission

- Does the organization have a formalized vision that provides the appropriate direction?
- Is it a vision / picture of the future that is continually updated and pondered by the board – in partnership with the vendors? Staff? The city?
- Is the board using knowledge of the trends in the community (the Market community, the public) to make key decisions regarding the types of goals and targets that the organization is striving to achieve each year?
- Does the vision provide appropriate guidance for decision-making?
- Does the mission make it clear who you are, what business you are in and who you are serving? Is it a unique statement, one that no other organization has?

Strategic Planning

- Is there a formalized planning process that draws from a wide spectrum of stakeholders (vendors, staff, City officials)?
- Does the plan incorporate 3 to 5 strategic directions, complete with measurable goals and a monitoring process?

Appendix C: External Market Interviewees

- ByWard Market, Ottawa, Mathieu Blanchard, Market Manager
- St. Lawrence Market, Toronto, Daniel Picheca, Acting Market Manager & Samantha Wiles, Marketing Coordinator
- Covent Garden Market, Bob Usher, Market Manager
- Halifax Seaport Farmers' Market, Rebecca MacDoald, Marketing Coordinator
- Guelph Market, Stacey Dunnigan, Manager of Culture & Tourism
- Eastern Market, Detroit, Michigan, Dan Carmody, President

Appendix D: Market Studies

Strengthening the Future of the ByWard Market (May, 2013)

ByWard Market Governance, Design & Business Plan (May 2015)

