



City of Hamilton

SOLE VOTING MEMBER OF THE HAMILTON FARMERS' MARKET AGENDA

Meeting #: 22-002
Date: April 6, 2022
Time: IMMEDIATELY FOLLOWING GIC
Location: Due to the COVID-19 and the Closure of City Hall (CC)

All electronic meetings can be viewed at:

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

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**City of Hamilton
SOLE VOTING MEMBER
OF THE HAMILTON FARMERS' MARKET
MINUTES 22-001**

2:10 p.m.

Wednesday, February 2, 2022

Due to COVID-19 and the Closure of City Hall, this meeting was held virtually.

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

Absent: Councillors T. Whitehead, S. Merulla, B. Clark – Personal
Councillor J. Partridge – Other City Business

THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:

1. Hamilton Farmers' Market Corporation Governance and Operational Review Update (PED22029) (Ward 2) (Item 10.1)

(Farr/Pauls)

That Report PED22029, respecting the Hamilton Farmers' Market Corporation Governance and Operational Review Update, be received.

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

2. Vision of Hamilton Farmers' Market for City, and Feasibility of Greater Private Sector Role in Operations and Management of the Market and the Associated Space (Item 11.1)

(Eisenberger/Pauls)

WHEREAS, on April 11, 2012, City Council directed staff to conduct a feasibility study on privatizing the management of the Hamilton Farmers' Market, and to look at ways and means to internally reduce the annual subsidy for the Market;

WHEREAS, following considerable research, consultation and analysis, on December 12, 2013, the Hamilton Farmers' Market Sub-Committee approved recommendations directing staff to bring forward a new governance model;

WHEREAS, on May 14, 2014, City Council directed staff to prepare a governance model and implementation plan, prepare a business case, and undertake public consultation;

WHEREAS, on June 12, 2014, the Hamilton Farmers' Market Sub-Committee approved the terms of reference and business case for the establishment of the current Market corporation and governance model;

WHEREAS, on September 4, 2014, the General Issues Committee approved recommendations creating the Hamilton Farmers' Market Corporation, directing the selection of Board members, and authorized staff to negotiate an operating agreement;

WHEREAS, on May 7, 2018, the Hamilton Farmers' Market Corporation Board of Directors approved the Hamilton Farmers' Market Strategic Plan 2016-2020 that had been commissioned by the Board and prepared by 2WA Consulting, Inc;

WHEREAS, on November 23, 2020, the Sole Voting Member of the Hamilton Farmers' Market considered the Hamilton Farmers' Market Governance Report (CM20010), and directed staff to prepare a report that provides a preferred governance and operating model for the Hamilton Farmers' Market Corporation, which prioritizes value-for-dollar invested by the Shareholder, role clarity, enhanced governance and the avoidance of any potential conflicts of interest;

WHEREAS, the first phase of the Hamilton Farmers' Market governance and operational review has been completed, with a report from the Consultant that summarizes the outcome of its research and stakeholder input to date, provides an overview of the current state of the Market, and identifies direction on pursuing the future governance and operational options;

WHEREAS, the neighbourhood surrounding the Market is in the process of undergoing significant change, the nature of the vendors and offerings at the

“farmers” market has been changing, and the Markets’ engagement with its customers and the surrounding community has been changing; and,

WHEREAS, having a broader understanding of the vision, role and opportunities for the Hamilton Farmers’ Market within its evolving neighbourhood context would assist Council in making any decisions on the preferred governance and operating model;

THEREFORE, BE IT RESOLVED:

- (a) That staff be directed to undertake a review and consultation on the vision and role of the Hamilton Farmers’ Market within the local neighbourhood context, with a focus on engaging surrounding neighbourhood and other interested stakeholders, including using charettes, requests for expressions of interest, and other means, to examine opportunities for the potential future role of the Market and associated space it occupies in the City facility on York Blvd, within the downtown neighbourhood, and report back to the Sole Voting Member of the Hamilton Farmers’ Market, prior to completing the governance and operating review;
- (b) That staff be authorized and directed to retain any necessary consulting services to undertake the consultation and engagement, to an upset limit of \$100,000, to be funded from the Economic Development Reserve (Account 112221); and,
- (c) That staff be directed to hold a charrette with the community-at-large regarding the vision and role of the Hamilton Farmers’ Market, and include a summary of that feedback in the forthcoming report to Sole Voting Member of the Hamilton Farmers’ Market.

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
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Absent	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek, Deputy Mayor

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Absent - Ward 14 Councillor Terry Whitehead
Absent - 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.

(Pauls/VanderBeek)

That the agenda for the February 2, 2022 meeting of the Sole Voting Member of the Hamilton Farmers' Market, 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
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Absent	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek, Deputy Mayor
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 MEETING (Item 3)

(i) September 13, 2021 (Item 3.1)

(Johnson/Jackson)

That the Minutes of the September 13, 2021 meeting of the Sole Voting Member of the Hamilton Farmers' Market, 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
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Absent	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek, Deputy Mayor
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

(d) COMMUNICATION ITEMS (Item 5)

(i) Correspondence from Paul Dube, Ombudsman of Ontario, respecting Complaints about the Meeting Practices of the City of Hamilton's Farmers' Market Board of Directors (Item 5.1)

(Pauls/Danko)

That the Correspondence from Paul Dube, Ombudsman of Ontario, respecting Complaints about the Meeting Practices of the City of Hamilton's Farmers' Market Board of Directors, be received.

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
Absent	-	Ward 4 Councillor Sam Merulla

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

(ii) Resignation of Joshua Czerniga, Former Vice Chair of the Hamilton Market Board (Item 5.2)

(Pauls/Jackson)

That the resignation of Joshua Czerniga, Former Vice Chair of the Hamilton Market Board, be received.

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

(e) ADJOURNMENT (Item 15)

(Powers/Nann)

That there being no further business, the Sole Voting Member of the Hamilton Farmers' Market be adjourned at 3:15 p.m.

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

Respectfully submitted,

Mayor Fred Eisenberger, Chair

Stephanie Paparella
Legislative Coordinator,
Office of the City Clerk

From: Jason H

Sent: Saturday, February 26, 2022 2:44 PM

To: Pauls, Esther <Esther.Pauls@hamilton.ca>; Kessler, Raymond <Raymond.Kessler@hamilton.ca>; Slowka, Bill <Bill.Slowka@hamilton.ca>

Subject: Resignation Letter

Attention Hamilton Farmers' Market Board,

I regret to inform you that I am resigning from my position on the Hamilton Farmers' Market Board immediately.

A growth opportunity has presented itself for RELAY Coffee Roasters outside the Hamilton Farmers' Market that will require much of my attention and energy to succeed.

I thank you for the opportunity to work with you and the work you all do. It is encouraging to see how much this community works toward seeing the downtown market be a success.

As a vendor, RELAY Coffee Roasters will continue to provide a positive coffee experience at the Hamilton Farmers Market today and for the future.

I apologize for the inconvenience this resignation creates.

Sincerely,

Jason Hofing

RELAY Coffee Roasters
Hamilton, ON



February, 7, 2022

Dear Mr. Kessler and Councillor Pauls:

I am tendering my resignation as a Director on the Hamilton Farmers' Market Board effective Tuesday, February 8, 2022. After five years on the Board, I no longer believe I have the trust of either of you to be able to continue in this role. As the sole shareholder, the City has every right to define how the market fits into the future of Hamilton, however, I was disappointed to not have been entrusted with an advance copy of the Consultant's interim report, even though I had asked for it, or to be provided an advance notification of the Motion put forth by the Mayor and Councillor Pauls to seek private interest in operating the market. The fact that the board was given no opportunity to comment before the vote speaks volumes as well.

For the past four years I pushed for a review of our governance model as I do not believe the current model can be effective. Despite the dysfunction on the Board which resulted in many qualified directors to resign, and the personal harassment that I have experienced, I have worked diligently within our current framework to try to make it work. I believe I have always demonstrated a balanced approach in supporting the City and the vendors, while representing the interests of the citizens, but these last events do not show any reciprocation of my efforts.

The role of the Board has been made redundant with the City entrusting strategic visioning to a consultant and declaring their interest to outsource the operation of the market. Our function has been relegated to being a minor player in the conversation on the future of the market and directed to focus on daily operations.

After more than two years of awaiting a decision on the change in the governance structure, it is being delayed again and I do not see an immediate decision being made with all the consultation this process will require. I was willing to assist in implementing whatever model of governance the City decided to adopt. However, I cannot continue without your trust and confidence.

I wish the market continued success.

Regards,

Elly Bowen
Chair/Secretary
Hamilton Farmers' Market Board

Elly

From: Wilf Arndt

Sent: Monday, February 7, 2022 8:12 PM

To: Pauls, Esther <Esther.Pauls@hamilton.ca>; Kessler, Raymond <Raymond.Kessler@hamilton.ca>

Subject: Resignation

Councillor Pauls, before coming to the point of this e-mail, I want to express my disappointment at the comments that you made during the HFM sole Shareholders meeting on Wednesday February 2nd. You spoke regarding the resignation of Joshua Czerniga and your glowing remarks named him as a valued member of the Board and expressed great disappointment at his resignation. Councillor Jackson then followed suit.

In Mr. Czerniga letter of resignation, he indicated that his primary reason for leaving was that he felt that he was being pushed out and he named me and the chair Elly Bowen as the two individuals. Upon joining the Board Mr. Czerniga immediately surprised everyone by indicating his interest at becoming the Board Chair and Board Treasurer, in the upcoming Board election. His stated qualifications, in his e-mail, was his recently holding the Treasurer's position in a non-profit organization. In the election he stood for the position of Chair, with the vote going to Ms. Bowen. I then nominated him for the vice-chair position, which he accepted. In a following e-mail thread he questioned the validity of the Chair and Treasurer's election.

Shortly afterwards, in an e-mail to a market vendor, Joshua signed his correspondence as 'co-chair'. I pointed out to him that the HFMB has only one chair and a vice chair. I'm not sure if that constitutes a push.

[REDACTED] I am told that he has also gone to the Integrity Commissioner and laid his own complaints. Is there a pattern?

Your flowery comments at the meeting gave credence to the accusations in his resignation remarks and gave unwarranted stature for his time as a member of the Board . I'm really disappointed that you felt it appropriate to make those remarks.

It is with regret therefore, that I must tender my resignation as a member of the HFM Board, effective at 12:01am on Tuesday February 8th, 2022.

Sincerely

Wilfred Arndt

February 25, 2022

Dear Mr. Kessler and Councillor Pauls:

I am tendering my resignation as a Director on the Hamilton Farmers' Market Board effective Friday February 25, 2022.

I applied to be a Director of this Board several years ago and was pleased this past May when I was invited to become a Director and get involved with a Hamilton institution. Unfortunately, this past year, I feel we have been unable to impart any effective change or support the vendors in a meaningful manner as a Board.

The recent decisions of Council have highlighted that the Board, in it's current state, can not offer any longterm plans or vision to the betterment of the Market, and as such I no longer feel I can contribute in a meaningful way during this time of redundant consultation and Council initiatives.

I truly feel that if Council and the City were interested in having an operable and effective board, they would have reached out to me in a timely manner upon the resignation of the Chair and another long standing director, considering it left me as Acting Chair, where some guidance and instruction would be necessary, this did not happen until three weeks post the February meeting.

I wish the Vendors and Management the best success for the Market.

Regards,

Damian Wills
Acting Chair
Hamilton Farmers' Market Board

HAMILTON FARMERS' MARKET CORPORATION
(the "Corporation")

RESOLUTION OF THE SOLE VOTING MEMBER OF THE CORPORATION

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

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

1. MINUTES OF PREVIOUS MEETING

BE IT RESOLVED:

That the minutes of the meeting held February 2, 2022, be approved.

2. DIRECTORS – DUTIES AND NUMBER

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, the current number of Directors for the Hamilton Farmers' Market Board has dropped below the required minimum membership of 7, restricting the current membership of Directors to legally meet as the Board;

THEREFORE, BE IT RESOLVED:

That the minimum number of Directors required for the Hamilton Farmers' Market Board of Directors be reduced from 7 to 3, and that quorum be the majority of the existing members, being not less than 3.

The foregoing resolutions are, by signature below of the Sole Voting Member of the Corporation entitled to vote on such resolutions, passed as resolutions of the Corporation pursuant to the *Act*.

Dated as of this ____ day of April 2022.

CITY OF HAMILTON

Per: _____
F. Eisenberger
Mayor

Per: _____
A. Holland
Secretary