

**HAMILTON TOURISM DEVELOPMENT CORPORATION BOARD
OF DIRECTORS
MINUTES 23-001**

12:30 p.m.

Thursday, November 30, 2023

Room 192, 1st Floor

Hamilton City Hall, 71 Main Street West

Present: **Board of Directors:**
Councillor M. Spadafora (Chair)
Councillor T. Hwang (Vice-Chair)

Officers:
J. Summers, Vice-President
S. Hesmer, Treasurer
T. Bates, Acting Secretary

Absent: Councillor C. Cassar
J. Thorne, President

Also Present: G. Mater, Acting City Manager
D. McKenna, Solicitor
R. McHugh, Manager of Tourism and Events
P. Mulholland, Senior Project Manager, Tourism and Events
S. Salamone, Legislative Assistant

**THE FOLLOWING ITEMS WERE REFERRED THE SOLE VOTING MEMBER OF THE
HAMILTON TOURISM DEVELOPMENT CORPORATION FOR CONSIDERATION:**

1. APPOINTMENT OF CHAIR AND VICE-CHAIR (Item 1)

(a) (Hwang/Spadafora)

That Councillor Spadafora be appointed Chair of the Hamilton Tourism Development Corporation Board of Directors for the 2022-2026 term of Council.

Result: Motion CARRIED by a vote of 2 to 0, as follows:

ABSENT - Ward 12 Councillor Craig Cassar
YES - Ward 4 Councillor Tammy Hwang
YES – Chair - Ward 14 Councillor Mike Spadafora

(b) (Spadafora/Hwang)

That Councillor Hwang be appointed Vice-Chair of the Hamilton Tourism Development Corporation Board of Directors for the 2022-2026 term of Council.

Result: Motion CARRIED by a vote of 2 to 0, as follows:

ABSENT - Ward 12 Councillor Craig Cassar
YES - Ward 4 Councillor Tammy Hwang
YES – Chair - Ward 14 Councillor Mike Spadafora

2. Shareholder Resolutions (Item 7.1)

(Hwang/Spadafora)

1. APPOINTMENT OF OFFICERS

BE IT RESOLVED that the following individuals, having consented to act as officers of the Corporation, are hereby appointed to the offices indicated next to their names, commencing on the date hereof and continuing thereafter until their successors are duly appointed:

- (i) Jason Thorne – President;
- (ii) John Summers – Vice-President; and
- (iii) Shelley Hesmer – Treasurer.

2. APPROVAL OF CORPORATE BY-LAW

BE IT RESOLVED that By-Law No. 1 of the Corporation, a copy of which is attached hereto, is hereby approved and enacted, as of the date hereof, as the sole by-law of the Corporation and continuing thereafter until amended or replaced by the Board of Directors of the Corporation.

3. APPROVAL OF THE 2023 BUDGET

BE IT RESOLVED that the 2023 Budget, a copy of which is attached hereto, be approved and adopted as of the date hereof.

4. SIGNING AUTHORITY RE: CERTAIN AGREEMENTS

BE IT RESOLVED that the President of the Corporation is hereby authorized and directed to execute, on behalf of the Corporation:

- (i) an Operating Agreement between the Corporation and the City of Hamilton, a copy of which is attached hereto, together with any necessary ancillary documents and/or agreements;
- (ii) a Line of Credit Agreement with the City of Hamilton, a copy of which is attached hereto, for financial support to an upset limit of Two Million Dollars (\$2,000,000) to be used for certain business operation expenses, together with any necessary ancillary documents and/or agreements; and
- (iii) a Line of Credit Agreement with the City of Hamilton, a copy of which is attached hereto, for financial support to an upset limit of Two Hundred Fifty Thousand Dollars (\$250,000) to be used for certain business administration expenses, together with any necessary ancillary documents and/or agreements.

5. MUNICIPAL ACCOMMODATION TAX RESERVE FUND POLICY

BE IT RESOLVED that the Corporation's Municipal Accommodation Tax Reserve Fund Policy, a copy of which is attached hereto, be approved and adopted as of the date hereof.

6. CONFIRMATORY ACTIONS

BE IT RESOLVED that the officers of the Corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

THE FOREGOING RESOLUTIONS are hereby consented to by the Board of Directors of the Corporation pursuant to the provisions of the *Not-for-Profit Corporations Act* (Ontario).

Result: Motion CARRIED by a vote of 2 to 0, as follows:

ABSENT - Ward 12 Councillor Craig Cassar
YES - Ward 4 Councillor Tammy Hwang
YES – Chair - Ward 14 Councillor Mike Spadafora

FOR INFORMATION:

(a) APPROVAL OF AGENDA (Item 1)

The Committee Clerk advised there were no changes to the agenda:

(Hwang/Spadafora)

That the Agenda for the November 30, 2023 meeting of the Hamilton Tourism Development Corporation Board of Directors, be approved, as presented.

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

(c) STAFF PRESENTATIONS (Item 8)

(i) Hamilton Tourism Development Corporation and Municipal Accommodation Tax Overview (Item 8.1)

Ryan McHugh, Manager of Tourism and Events, City of Hamilton, addressed Committee respecting Hamilton Tourism Development Corporation and Municipal Accommodation Tax Overview, with the aid of a presentation.

(Hwang/Spadafora)

That the Presentation from Ryan McHugh, Manager of Tourism and Events, City of Hamilton, be received and referred to the Sole Voting Member of the Hamilton Tourism Development Corporation for information.

Result: Motion CARRIED by a vote of 2 to 0, as follows:

ABSENT - Ward 12 Councillor Craig Cassar
YES - Ward 4 Councillor Tammy Hwang
YES – Chair - Ward 14 Councillor Mike Spadafora

(d) DISCUSSION ITEMS (Item 10)

(i) Hamilton Tourism Development Corporation By-Law No. 1 (Item 10.1)

For further disposition of this matter, refer to Item 2(2).

(ii) Approval of the 2023 Budget (Item 10.2)

For further disposition of this matter, refer to Item 2(3).

(iii) Signing Authority for Certain Agreements (Item 10.3)

- (1) Operating Agreement (Item 10.3(a))**
- (2) Line of Credit - Business Operations (Item 10.3(b))**
- (3) Line of Credit – Administrative (Item 10.3(c))**

For further disposition of this matter, refer to Item 2(4).

(iv) Municipal Accommodation Tax Reserve Fund Policy (Item 10.4)

For further disposition of this matter, refer to Item 2(5).

(e) GENERAL INFORMATION AND OTHER BUSINESS (Item 15)

(Hwang/Spadafora)

That staff be directed to include in the Business Plan for the Hamilton Tourism Development Corporation a clear delineation between the realm of influence and the work of the Hamilton Tourism Development Corporation and those of Tourism Hamilton, along with a list of upcoming activities and how each entity is involved in the activities.

Result: Motion CARRIED by a vote of 2 to 0, as follows:

ABSENT - Ward 12 Councillor Craig Cassar
YES - Ward 4 Councillor Tammy Hwang
YES – Chair - Ward 14 Councillor Mike Spadafora

(f) ADJOURNMENT (Item 15)

(Hwang/Spadafora)

That there being no further business the Hamilton Tourism Development Corporation Board of Directors meeting be adjourned at 1:04 p.m.

Result: Motion CARRIED by a vote of 2 to 0, as follows:

ABSENT - Ward 12 Councillor Craig Cassar
YES - Ward 4 Councillor Tammy Hwang
YES – Chair - Ward 14 Councillor Mike Spadafora

Respectfully submitted,

Councillor M. Spadafora
Chair, Hamilton Tourism Development
Corporation Board of Directors

Tamara Bates, Legislative Coordinator
Acting Secretary to Hamilton Tourism
Development Corporation Board of Directors