

## CITY OF VAUGHAN

### **EXTRACT FROM COUNCIL MEETING MINUTES OF OCTOBER 20, 2021**

Item 3, Report No.46, of the Committee of the Whole, which was adopted without amendment by the Council of the City of Vaughan on October 20, 2021.

#### **3. TOURISM VAUGHAN GOVERNANCE REVIEW**

The Committee of the Whole recommends:

1. That the recommendations contained in the following report of the City Manager, dated October 13, 2021, be approved, subject to amending Recommendations 3 and 4, as follows:
  3. That Council approve a change to the Board of Directors of the Tourism Vaughan Corporation, composing of three (3) Directors, to be comprised of three (3) members of Council;
  4. That Council appoints the following three (3) members of Council to be members of the Board of Directors of the Tourism Vaughan Corporation, the term of which shall be effective as of December 2021 until a new Council is elected in 2022:
    1. Regional Councillor Mario Ferri
    2. Regional Councillor Gino Rosati
    3. Councillor Sandra Yeung Racco; and
2. That the Tourism Vaughan Corporation Board develop a plan, within the first 3 months, to incorporate industry members to the Board of Directors of the Tourism Vaughan Corporation.

#### **Recommendations**

1. That the role of Chair for the Tourism Vaughan Corporation be separated from the role of President of the Corporation and be elected by the Board of Directors, and that Section 33 of TVC By-law 1 be amended, as required to implement this change.
2. That the Director, Economic and Cultural Development adopt the role of President, TVC and act as lead staff advisor to the Board of Directors of the Tourism Vaughan Corporation, and that the Manager, Tourism, Arts, and Culture continue to perform the duties of the Executive Director, TVC, and that TVC By-law 1 be amended, as required to implement this change.
3. That Council approve a change to the Board of Directors of the Tourism Vaughan Corporation, composing of four (4) Directors, to be comprised of four (4) members of Council.

## CITY OF VAUGHAN

### **EXTRACT FROM COUNCIL MEETING MINUTES OF OCTOBER 20, 2021**

#### Item 3, CW Report 46 – Page 2

4. That Council appoints four (4) members of Council to be members of the Board of Directors of the Tourism Vaughan Corporation, the term of which shall be effective as of December 2021 until a new Council is elected in 2022.
5. That the City Manager be authorized to execute the appropriate Tourism Vaughan Corporation-related corporate documentation on behalf of the City, in a form satisfactory to Legal Services, necessary to implement the recommendations in this report.
6. That the Memorandum of Agreement between Tourism Vaughan Corporation and The Corporation of the City of Vaughan (“MOA”) be amended to implement the recommendations in this report and that the City Manager be authorized to execute the appropriate amending MOA on behalf of the City, in a form satisfactory to Legal Services.
7. That staff be authorized to establish and support operations of a Tourism Vaughan Advisory Committee (TVAC); and that the TVAC will have a primary role of providing recommendations to the Board; and that a call for members be conducted as soon as possible in accordance with the attached Terms of Reference.

## Committee of the Whole (2) Report

---

**DATE:** Wednesday, October 13, 2021

**WARD(S):** ALL

**TITLE:** TOURISM VAUGHAN GOVERNANCE REVIEW

**FROM:**

Nick Spensieri, City Manager

Wendy Law, Deputy City Manager, Administrative Services and City Solicitor

Michael Coroneos, Deputy City Manager, Corporate Services, City Treasurer and Chief Financial Officer

**ACTION:** DECISION

---

**Purpose**

This report sets out recommendations arising out of the Tourism Vaughan Corporation (TVC) governance review that will improve both direction and operations of the municipal services corporation, and seeks approval from Council for these recommendations to be implemented.

**Report Highlights**

- On February 24, 2020, Tourism Vaughan Corporation Board of Directors (the Board) passed a motion directing TVC and City staff to initiate a governance review and report recommendations back to the Voting Member (City Council).
- On September 10, 2021, the Board passed a resolution which will, if accepted by Council, result in: the establishment of an industry advisory board to the TVC's Board; the expansion of the Board to four Council members; and that the Director, Economic and Cultural Development, adopt the role of President of the TVC.
- These changes will increase industry involvement in the development of the local tourism industry, allow staff to better implement Board direction, and increase Board effectiveness.

## **Recommendations**

1. That the role of Chair for the Tourism Vaughan Corporation be separated from the role of President of the Corporation and be elected by the Board of Directors, and that Section 33 of TVC By-law 1 be amended, as required to implement this change.
2. That the Director, Economic and Cultural Development adopt the role of President, TVC and act as lead staff advisor to the Board of Directors of the Tourism Vaughan Corporation, and that the Manager, Tourism, Arts, and Culture continue to perform the duties of the Executive Director, TVC, and that TVC By-law 1 be amended, as required to implement this change.
3. That Council approve a change to the Board of Directors of the Tourism Vaughan Corporation, composing of four (4) Directors, to be comprised of four (4) members of Council.
4. That Council appoints four (4) members of Council to be members of the Board of Directors of the Tourism Vaughan Corporation, the term of which shall be effective as of December 2021 until a new Council is elected in 2022.
5. That the City Manager be authorized to execute the appropriate Tourism Vaughan Corporation-related corporate documentation on behalf of the City, in a form satisfactory to Legal Services, necessary to implement the recommendations in this report.
6. That the Memorandum of Agreement between Tourism Vaughan Corporation and The Corporation of the City of Vaughan (“MOA”) be amended to implement the recommendations in this report and that the City Manager be authorized to execute the appropriate amending MOA on behalf of the City, in a form satisfactory to Legal Services.
7. That staff be authorized to establish and support operations of a Tourism Vaughan Advisory Committee (TVAC); and that the TVAC will have a primary role of providing recommendations to the Board; and that a call for members be conducted as soon as possible in accordance with the attached Terms of Reference.

## **Background**

On February 24, 2020, Tourism Vaughan Corporation (TVC) Board of Directors (the Board) passed a motion directing staff to initiate a governance review and report recommendations back to City Council. The purpose of the review was to fill the vacancy of TVC Chair and President, and review board composition, governance approach, and organizational policies to ensure that goals of good governance and accountability to stakeholders are met.

On September 10, 2021, the Board passed the following resolution:

**RESOLVED** that the governance review be approved and a report be forwarded to the Voting Member with the presented recommendations for approval; and,  
THAT a recommendation be made to the Voting Member to establish the Tourism Vaughan Advisory Committee (TVAC) as soon as possible with the goal of providing recommendations to the Board; and  
THAT correspondence received from Chuck Thibeault, Central Counties Tourism on September 10, 2021 be provided to the Voting Member for consideration.

The goal of the Governance Review is to improve the effectiveness of operations, transparency of governance, and to transition the Board from its startup structure to a longer-lasting structure that includes representation from the local tourism sector.

Since the TVC began operations, the Board structure presented some operational challenges. These included reporting structure, signing authority, and delegation of operational decision-making. The Manager of Tourism, Arts and Culture performs the duties of the Executive Director for the TVC. In this role, the Executive Director reports to the Director, Economic and Cultural Development, and the President of the TVC – formerly the City Manager. To better align with the City's policies and reporting structure, appointing the Director, Economic and Cultural Development as the President of the TVC would mitigate these conflicts.

The seat of Chair and President of the TVC has become vacant because of the resignation of the former City of Vaughan interim City Manager, Tim Simmonds, who was appointed as Chair and President of the Board through Council approval of Committee of the Whole Report (2) September 24, 2019 on October 2, 2019.

With the departure of the former interim City Manager, the TVC has been functioning without a permanent Chair and President. The Director, Economic and Cultural Development, as the direct report for the Manager, Tourism, Arts, and Culture has been filling the role of President.

Finally, although the local tourism industry is consulted regularly by staff, they currently lack a formal means to provide advice and recommendations on direction of the TVC. Although the establishment of Municipal Service Corporations (MSCs) as Destination Marketing Organizations (DMOs) is still in its early days in Ontario, there are other municipalities that have successfully incorporated private sector input within their organizational decision-making structure:

1. Tourism Mississauga’s Board of Directors has fourteen (14) Directors comprised of two (2) members of council, and twelve (12) external stakeholders; and
2. Destination Markham’s Board of Directors consists of Twelve (12) Directors, comprised of eight (8) individuals to serve as independent Directors, and four (4) members of Council to serve as non-independent Directors.

In both cases, City staff serve as DMO staff.

The City of Vaughan has a strong Tourism industry with more than 700 firms directly operating in the sector and many others engaged in the supportive cluster of commercial activity.

Table 1 outlines the number of tourism businesses and amenities in select Vaughan neighbourhoods.

**TABLE 1: Vaughan Tourism Asset Inventory by Community**

<b>Community</b>	<b># of tourism assets</b>
Woodbridge	283
Concord	233
Thornhill	112
Maple	56
Kleinburg	17
<b>TOTAL</b>	<b>703</b>

### **Previous Reports/Authority**

[City of Vaughan – Finance, Administration and Audit Committee Report – Municipal Accommodation Tax – January 29, 2019](#)

[City of Vaughan - Council Minutes – October 2, 2019](#)

[City of Vaughan - Committee of the Whole \(2\) Report – Tourism Vaughan Corporation \(TVC\) – Implementation Report – September 24, 2019](#)

[TVC By-Law No.1](#)

## **Analysis and Options**

Nearly two years into TVC operations, the governance model originally established for the Corporation, as adopted by Council, requires revisions to support the long-term sustainability and effectiveness of its mandate, funding, programs, infrastructure, and stakeholders.

### **Board Chair and President**

The roles of the Board Chair and President should be separated, with Economic and Cultural Development continuing to lead TVC operations. As such, it is recommended that the Chair of the Board should be a board member working with the rest of the Board to set the direction of the Corporation. The President, on the other hand, should be a member of staff responsible for implementing Board direction and overseeing the operations of the TVC. This will allow for an appropriate separation of roles and responsibilities within the TVC.

It is recommended that the Director, Economic and Cultural Development be appointed as the President, TVC. Economic and Cultural Development has led the development of the TVC since Council directed staff to implement a Municipal Accommodation Tax. Given that destination development and tourism are key priorities for the local economy, Economic and Cultural Development should continue to play the lead role in the operations of the TVC.

In the interim, while the role of Chair is unoccupied, the Vice-Chair of the Board, Regional Councillor Rosati, will continue to preside as Chair in accordance with Section 36 of By-law 1.

### **The Board of Directors**

The Board of Directors should transition from the original Board established to start the Corporation and its operations, to a Board and Committee Structure that can advance Vaughan as a premier destination.

The current TVC Board composition was established to begin TVC operations. The initial Board structure was as follows:

- Chair - vacant (formerly the interim City Manager Tim Simmonds)
- Vice-Chair - Regional Councillor Gino Rosati, City of Vaughan
- Treasurer - Michael Coroneos, Chief Financial Officer, City of Vaughan
- Secretary - Christine Vigneault, Manager, Development Services, Office of the City Clerk, City of Vaughan

To best align the Board's composition to mitigate risk and provide for optimal governance of the Board, staff recommend that the Board composition be revised to assign voting authority only to non-staff members of the Board. The recommended Board structure is as follows:

- Chair - Council Member
- Vice-Chair - Council Member
- Board Member - Council Member
- Board Member - Council Member

The roles of Treasurer and Secretary will remain with City staff and will be transitioned to a non-voting support role for the Board.

A final note on this recommendation is that the MOA states that the term of Board Directors aligns with the term of Council and specifically that City Council shall appoint Directors to the TVC Board within sixty (60) days after a municipal election for the full term of Council. Given the upcoming election, the members of Council newly appointed to the TVC Board of Directors will potentially sit on the Board for a limited time.

#### *Tourism Vaughan Advisory Committee*

The new Board will be supported by a newly formed TVAC, recruited from the local tourism industry. Staff are recommending that the TVAC consist of industry stakeholders with the mandate to provide the TVC Board of Directors with expertise and recommendations. The TVAC will report to the TVC Board of Directors.

The TVC Board may appoint a maximum of twelve (12) TVAC Members through the City appointment process, who represent tourism stakeholders from a range of sectors, including, but not limited to:

- Hotel/Motel Accommodations
- Meetings & Conferences
- Attractions & Retail
- Festivals & Events
- Food & Beverage
- Short Term Rental Providers
- Non-Governmental Industry Support Organizations

Staff will commence recruitment of TVAC members through the City Clerks' Office once this report's recommendations are accepted.



Staff are developing the plan for the advertisement and recruitment process to source potential candidates for the TVAC. The goal of the recruitment process is to attract candidates from tourism related industries (hotels, sports, food/beverage etc.) who have a broad range of skill sets (including business, financial, legal, and marketing), which will ensure an effective and diverse committee with the necessary skill and experience to advise on the objects of the Corporation.

A short list of suitable candidates will be presented to the Board for consideration and approval.

### Memorandum of Agreement

The Memorandum of Agreement (MOA) between the Corporation of the City of Vaughan and the TVC was executed on September 24, 2019. The MOA outlines a formal understanding of the agreement between both the City and TVC detailing the obligations and commitments of the parties, including City assistance to the Corporation.

Nearly two years into the operation of the TVC, revisions to the MOA are recommended to support the TVC in delivery of its mandate.

The revised MOA reflects the following changes:

- Authority for the TVC to develop corporate policies for approval by the TVC Board and sole shareholder and voting member, City Council, and follow City policy where a TVC policy is not in place;
- Delegate authority to the Board to select the TVC spokesperson;
- Clarify the applicability of City policies as they relate to alternative revenue sources such as obtaining funding from other levels of government;
- That the Board, in form satisfactory to City's Legal Counsel, establish a policy or pass a resolution regarding persons authorized to sign in the name and on behalf of the TVC.
- Require the TVC Board to provide Council as sole voting member with a multi-year business plan in the final year of the plan and provide annual updates to Council on the progress via an Annual Report. The TVC budget will be presented annually to Council.
- Support may be provided to the TVC (and the TVAC if Council approved its formation) by staff from City departments including, but not limited to, Economic and Cultural Development, Finance, Legal, Corporate and Strategic Communications, and Clerks departments.

## **Financial Impact**

None.

## **Broader Regional Impacts/Considerations**

Vaughan is home to a key regional tourism and visitor assets, including Canada's Wonderland, the McMichael Canadian Art Gallery, and Vaughan Mills. The City also hosts a dense cluster of the Region's accommodations.

Adoption of the recommendations of this report will bring the City's support in line with best practices in governance in the emerging Municipal Services Corporation model of DMO management, and allow the City's stakeholders to play a key advisory role in developing the local and regional economy.

Through the establishment of the TVAC, local and regional stakeholders will have a formal method to provide recommendations on the local industry's development.

## **Conclusion**

In order to conclude the governance review for Tourism Vaughan Corporation, staff recommend that Council adopt the recommendations of this report.

The recommendations of this governance review provide a balance between autonomy of problem-solving and expeditious decision-making. They are also grounded in succession planning purposes to ensure consistency in governance, leadership, management, and operations of the TVC as adopted by Council.

**For more information**, please contact: Ashley Travassos, Manager, Tourism, Arts & Cultural Development / Executive Director, Tourism Vaughan Corporation  
[ashley.travassos@vaughan.ca](mailto:ashley.travassos@vaughan.ca) ext. 8472

## **Prepared by**

Ashley Travassos, Manager, Tourism, Arts & Cultural Development / Executive Director,  
Tourism Vaughan Corporation  
Raphael Costa, Director, Economic and Cultural Development

## **Attachment(s):**

1. DRAFT TVC Board Meeting Minutes, September 10, 2021.
2. TVAC Terms of Reference

**Approved by**



Wendy Law  
Deputy City Manager  
Administrative Services & City Solicitor

**Reviewed by**



Nick Spensieri, City Manager

**TOURISM VAUGHAN CORPORATION (“TVC” OR “THE CORPORATION”)  
INAUGURAL MEETING OF THE BOARD OF DIRECTORS  
MINUTES (DRAFT)**

**Electronic Meeting – Microsoft Teams  
Vaughan City Hall**

**Wednesday, September 10, 2021**

**1:00 p.m.**

---

Directors Present: Regional Councillor Gino Rosati  
Michael Coroneos

Officers Present: Regional Councillor Gino Rosati, Chair  
Michael Coroneos, Treasurer  
Christine Vigneault, Secretary

By Invitation: Ashley Travassos, Executive Director  
Feiona Gobin, Tourism Development Officer  
Ashley Angeloni, Tourism Development Coordinator  
Raphael Costa, Director, Economic and Cultural Development  
Ayo Ogor, Legal Services  
Felicia Coniglio, Corporate and Strategic Communications  
Fran Hohol, CBRE Tourism Ltd.  
Hildegard Snelgrove, Senior Analyst, CBRE Ltd  
Aileen Murray, Mellor Murray Consulting (contracted by CBRE Ltd)  
Tracy John, Amplify Communications (contracted by CBRE Ltd.)

**OPENING REMARKS**

Vice Chair, Regional Councillor Gino Rosati, introduced the Directors present and welcomed attendees.

**1. CONFIRMATION OF AGENDA**

On motion duly made, seconded, and unanimously carried, the following resolution was passed by the Directors:

Moved By: M. Coroneos  
Seconded By: C. Vigneault

**RESOLVED** that the September 10, 2021 meeting agenda be approved.

**CARRIED**

## 2. DISCLOSURE OF INTERESTS

The Directors present did not declare interest on any matter present on the agenda.

## 3. ADOPTION OF MINUTES (March 31, 2021)

On motion duly made, seconded, and unanimously carried, the following resolution was passed by the Directors:

Moved By: M. Coroneos  
Seconded By: C. Vigneault

**RESOLVED** that the minutes of TVC Board of Directors meeting on March 31, 2021 be approved.

**CARRIED**

## 4. COMMUNICATIONS

Chuck Thibeault, Central Counties Tourism – TVC Governance Recommendation Concern (Attachment 1)

## 5. CONSIDERATION OF ITEMS REQUIRING DISCUSSION

### 5.1 EXECUTIVE DIRECTOR UPDATE

Ashley Travassos, Executive Director provided an update to the Board on TVC funding, industry insights, travel trends, Vaughan accommodation performance trends (from 2019 – present), overall GTHA occupancy and ADR recovery outlook. She reviewed current initiatives, including Save & Spend accommodations incentive program in YDH, Safe Travel Stamp, Visitvaughan.ca Awareness Campaign, social media performance, blog activity on the Tourism Vaughan website, Taste of Vaughan & Great Taste of Ontario campaign, and (draft) visitor map. She also provided an overview of confirmed and pending event leads and projected economic impact and reviewed the Get Down to Business in Vaughan business event attraction program.

In response to Michael Coroneos, Ms. Travassos advised there is a probability that the estimated event numbers for the 2022 Canada Soccer National Championship / Jubilee Trophy and Princess Margaret Road Hockey to Conquer Cancer may change due to Covid. She advised that capacity limits will be determined by the prescribed health guidelines.

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: M. Coroneos  
Seconded By: C. Vigneault

**RESOLVED** to accept the Executive Director Update.

**CARRIED**

## 5.2 GOVERNANCE REVIEW

Raphael Costa, Director, Economic and Cultural Development, provided the Board with recommendations arising out of the TVC Governance Review.

The purpose of the governance review is to fill the vacancy of TVC Chair and President, replace the initial board, set up an appropriate governance structure, and finalize organizational policies as required to ensure that the goals of good governance and accountability to stakeholders are enshrined in the operations of the TVC.

Recommendations:

- i. That the role of Chair for the Tourism Vaughan Corporation be separated from the role of President of the Corporation and be elected by the Board of Directors and that Section 33 of TVC By-law 1 be amended, as required to implement this change.
- ii. That the Director, Economic and Cultural Development adopt the role of President, TVC and act as lead staff advisor to the Board of Directors of the Tourism Vaughan Corporation, and that the Manager, Tourism, Arts, and Culture continue to perform the duties of the Executive Director, TVC and that TVC By-law 1 be amended, as required to implement this change.
- iii. That Council approve a change to the Board of Directors of the Tourism Vaughan Corporation, composing of four (4) Directors, to be comprised of four (4) members of Council.
- iv. That Council appoints four (4) members of Council to be members of the Board of Directors of the Tourism Vaughan Corporation, the term of which shall be effective as of December 2021 until a new Council is elected in 2022.
- v. That the City Manager be authorized to execute the appropriate Tourism Vaughan Corporation-related corporate documentation on behalf of the City, in a form satisfactory to Legal Services, necessary to implement the recommendations in this report.
- vi. That the Memorandum of Agreement between Tourism Vaughan Corporation and The Corporation of the City of Vaughan ("MOA") be amended to implement the recommendations in this report and that the City Manager be authorized to execute the appropriate amending MOA on behalf of the City, in a form satisfactory to Legal Services.
- vii. That staff establish and support operations a Tourism Vaughan Advisory Committee (TVAC); and that the TVAC will have a primary role of providing recommendations to the Board; and that a call for members be conducted as soon as possible in accordance with the attached Terms of Reference.

Chair Rosati called for questions or comments from the Board or stakeholders on the TVC Governance Review.

Chuck Thibeault, Central Counties Tourism, reviewed his submission to the Board and advised that the mandate of the Municipal Accommodate Tax is to assist the tourism industry. He noted that best practices for Board composition include stakeholder representation and expressed concern that the proposed governance structure is not in keeping with the O. Reg 435/17.

In response to Christine Vigneault, Mr. Coroneos reviewed the regulatory requirements of the Municipal Accommodate Tax. He noted that he supports the composition as presented and acknowledged the importance of stakeholder involvement on the Tourism Vaughan Advisory Committee (TVAC) in providing direction to the Board on future composition.

Dwayne McMulkin, Canada's Wonderland, commented that there is value in having the attractions industry on the Board as opposed to an advisory committee. He added that in his experience sitting on a number of committees and boards, engagement from members is greater in a Board structure compared to advisory committees.

Mr. Thibeault requested clarification on the role of President, he commented that tourism experience is required on the Board. He acknowledged that Central Counties Tourism will continue to work with the TVC and acknowledged the hard work and accomplishments of staff.

In response to Mr. Thibeault, Mr. Costa clarified the proposed role of President and advised that the proposed governance model would separate the role of Chair and President. He responded to questions regarding the salary composition for the position of President and noted that he would review the salary structure with Legal.

Angela Poletto, McMichael Canadian Art Collection, commented that the Board should include stakeholder representation. She thanked staff for their hard work.

Chair Rosati acknowledged the City's role as a shareholder and advised that once the new Board structure is in place, the Board would undertake a review of the member criteria.

Mr. Coroneos acknowledged the importance of establishing the TVAC as soon as possible to satisfy the goal of having the right people on the Board.

Mr. Costa provided some approximate timelines of when the TVAC could be established, possibly as early as mid-November early December.

Ms. Travassos commented that not having industry representation on the Board has been challenging and noted that she looks forward to having representation on the Board.

Michele Pellegrini, Giro D'Italia Ristorante, thanked staff for their assistance with the tourism industry and requested consideration to having industry representation on the Board.

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: C. Vigneault

Seconded By: M. Coroneos

**RESOLVED** that the governance review be approved and a report be forwarded to the Voting Member with the presented recommendations for approval; and

THAT a recommendation be made to the Voting Member to establish the TVAC as soon as possible with the goal of providing recommendations to the Board; and

THAT correspondence received from Chuck Thibeault, Central Counties Tourism on September 10, 2021 be provided to the Voting Member for consideration.

**CARRIED**

### **1.3 DESTINATION MASTER PLAN**

Fran Hohol, CBRE Tourism Ltd, provided opening remarks on the presentation of the Destination Master Plan, which included an overview of the process, fundamentals, key strategic actions, and next steps.

Hildegard Snelgrove, Senior Analyst CBRE Ltd, provided the Board with SWOT review.

Aileen Murray of Mellor Murray Consulting (contracted by CBRE Ltd) provided the Board Master Plan pillars and goals.

Ms. Hohol reviewed governance and City policy framework.

Ms. Snelgrove gave an overview on product development.

Ms. Murray reviewed local, regional, and provincial partnerships.

Tracy John of Amplify Communications (contracted by CBRE Ltd.) gave an overview of marketing and communication strategies.

Ms. Hohol, provided an overview of research and data analysis and next steps.

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: M. Coroneos

Seconded By: C. Vigneault



**RESOLVED** to approve the Destination Master Plan and that a report be forwarded to and a presentation be provided to the Voting Member for approval.

**CARRIED**

**6.0 STAKEHOLDER DEPUTATIONS**

The Vice Chair called for stakeholder deputations. There was no response.

**7.0 OTHER BUSINESS**

None

**8.0 CONFIRMATION OF NEXT SCHEDULED MEETINGS**

The next meeting of the Board will be determined after the approval of the Governance Review by the Voting Member.

**CARRIED**

**9.0 ADJOURNMENT OF MEETING**

On motion duly made, seconded and unanimously carried, the following resolution was passed by the Directors:

Moved By: C. Vigneault  
Seconded By: M. Coroneos

**RESOLVED** that the meeting be adjourned at 2:58 p.m.

**CARRIED**

The minutes of the September 10, 2021 TVC Board of Directors meeting have been approved:

\_\_\_\_\_ Date: \_\_\_\_\_  
Chair

\_\_\_\_\_ Date: \_\_\_\_\_  
Secretary

**From:** [Chuck Thibeault](#)  
**To:** [Christine Vigneault](#); [Gino Rosati](#); [Michael Coroneos](#)  
**Cc:** [Ashley Travassos](#)  
**Subject:** [External] TVC Governance Recommendation Concern  
**Date:** Friday, September 10, 2021 12:00:14 PM  
**Attachments:** [image002.png](#)  
[image003.png](#)  
[image004.png](#)  
[image005.png](#)

---

Good Afternoon TVC Board,

As you may be aware, I sent an email to council yesterday expressing industry concern regarding the proposed governance model for TVC. The email is below and I would like to request that it be presented at today's board meeting. Please let me know if you have any questions.

Best regards,



**Chuck Thibeault**

Executive Director  
**Central Counties Tourism**

**p:** 905.940.9999 x 1

**a:** PO Box 98003

2727 Courtice Rd.

Courtice, ON L1E 3A0

**w:** [centralcounties.ca](http://centralcounties.ca)

**e:** [cthibeault@centralcounties.ca](mailto:cthibeault@centralcounties.ca)



Dear Members of Council,

It has come to our attention that an important accountability issue is occurring tomorrow!

We would like to ensure you are aware of the potential issues resulting from this vote and that you have the background and information needed to ask the necessary questions to your colleagues as stewards of our government dollars.

### **Municipal Accommodation Tax (MAT) Overview** **Ontario MAT Background:**

- In 2017, the Government of Ontario introduced a regulation permitting municipalities to implement a **new revenue tool** called a Municipal Accommodation Tax (MAT) . This regulation requires a municipal bylaw be developed outlining / mandating:
  1. How the funds will be collected via the tourism (accommodation) industry, and at what rate (%),
  2. How the funds will be remitted to the municipality, and;
  3. How the **required** 50% allocation to the municipality and 50% allocation to the Not for Profit organization with a tourism development mandate

will be governed.

- Since establishing the MAT regulation, many municipalities across Ontario have established a MAT Bylaw.
  - **City of Mississauga** is a good example of governance and cooperation. A ***MSC – Municipal Services Corporation with a tourism destination development mandate has been established***, and the Board of Directors with a strong balance of municipal representation (3) and industry expertise (9). Link for more information: <https://www.mississauga.ca/city-of-mississauga-news/news/tourism-mississauga-announces-new-board-of-directors/>
  - **City of Toronto** has also established a MAT, and chosen to forward the 50% industry allocation to Destination Toronto (formerly Tourism Toronto), an ***existing Not for Profit corporation with the tourism destination management mandate***. This model is also a wonderful governance example, balancing municipal interest and industry representation. At present, Destination Toronto Board of Directors includes one (1) Councillor and one (1) City staff members. See Page 4 for more governance information: <https://www.toronto.ca/legdocs/mmis/2019/ec/bgrd/backgroundfile-138449.pdf>
- The City of Vaughan approved the implementation of a MAT, and that a MSC – Municipal Services Corporation (*similar to Mississauga example above*) serve as the Not for Profit with a Tourism Destination Management mandate be established as Vaughan Tourism.
- In 2020, the City of Vaughan hired the consulting firm CBRE to develop a Tourism Master Plan. The cost for this Plan was **\$120,000**.

#### **Current STATUS:**

- **Tomorrow, FRIDAY September 09, 2021**, the interim Board of Directors of Tourism Vaughan Corporation will be voting on the Tourism Vaughan governance recommendation.
- The current recommendation calls for a Board structure consisting of City Council members and one (1) staff member, the Director of Economic Development, who will also be named the President of the organization. ***There is no tourism industry representation proposed for the Vaughan Tourism Board of Directors.***
- This approach is not in keeping with the spirit of the Ontario regulation, nor does it reflect tourism industry best practices. This vote will jeopardize **Vaughan's reputation as a leader in municipal governance and accountability.**

#### **Your ACTIONS are required TODAY:**

1. Request that **the interim Board to postpone the vote to establish the Vaughan Tourism Board**, until a fulsome investigation can be undertaken to understand the rationale for a recommended Tourism board structure that is absent of tourism experience and representation.
2. Request that **the interim Tourism Vaughan Board establish an industry**

**represented Tourism Advisory Committee (TAC) immediately** / within the next month (before October Council meeting), with a minimum of nine (9) industry appointed representatives. The Vaughan TAC mandate would be to provide staff and Council with tourism industry knowledge and expertise required. The TAC will also **ensure the \$120,000 Tourism Master Plan is implemented, and that another expensive report does not end up on the shelf as wasted tax-payer dollars.**

Your action is needed to ensure you have **the necessary accountability is in place** for the millions of potential dollars to be collected from the MAT for Vaughan in the coming years.

We thank you in advance for your immediate **attention to this important accountability matter,**  
Sincerely,



**Chuck Thibeault**

Executive Director  
**Central Counties Tourism**

**p:** 905.940.9999 x 1

**a:** PO Box 98003

2727 Courtice Rd.

Courtice, ON L1E 3A0

**w:** [centralcounties.ca](http://centralcounties.ca)

**e:** [cthibeault@centralcounties.ca](mailto:cthibeault@centralcounties.ca)



---

## **Tourism Vaughan Corporation (“TVC” or the “Corporation”)**

### **Tourism Vaughan Advisory Committee**

#### **(“TVAC” or “the Committee”)**

#### **Terms of Reference**

##### **1.0 Mandate**

TVAC’s mandate is to provide the Tourism Vaughan Corporation Board of Directors (“the Board”) with guidance and expertise related to the development and implementation of the Vaughan Destination Master Plan and subsequent Business Plans in accordance with these Terms of Reference.

##### **2.0 Principles**

To ensure that the Committee operates effectively and fulfills its role in supporting the Board, it will be governed by the following set of principles:

- **Impartiality:** the Committee will formulate its advice in an impartial, objective, and fair manner.
- **Consensus-based:** the Committee will strive for and provide its consensus-based views to the Board, taking into consideration a diversity of viewpoints and rooted in careful and comprehensive consideration of the input from all Committee Members.
- **Timeliness:** the Committee will provide its input within the time frames required.

##### **3.0 Objectives**

- Provide advice and recommendations to the Board on the development and implementation development and implementation of the Vaughan Destination Master Plan and subsequent Business Plans and related budget.
- Provide advice on the promotion of tourism in the City of Vaughan in order to meet the Board’s strategic tourism objectives.
- Undertake research and investigations into the thoughts and opinions of industry participants.
- Facilitate discussions with industry participants to promote broader understanding and engagement between the tourism industry and the TVC.
- The Committee shall submit an annual report to the Board prior to November 30<sup>th</sup> each year, in the form and manner prescribed by the Board.
- The Committee shall provide additional reports, as requested by the Board.

---

## **4.0 Authorization**

The Committee or any sub-committee shall not have the power to act for or on behalf of the Corporation or the Board or otherwise commit or bind the Corporation or the Board to any course of action.

The Committee and any appointed sub-committee shall only have the power to make recommendations to the Board related to the development of strategic marketing and business development plans in accordance with these Terms of Reference.

## **5.0 Definitions**

Not Applicable.

## **6.0 Appointment Process**

The appointment of Committee Members shall be held as soon as possible after the municipal election.

One information session is to be held prior to the appointment process. This session shall provide the public and potential applicants with the information regarding the mandate and responsibilities of the Committee, the governance structure and the various roles on the Committee.

The principles of equity and accommodation for all applicants shall be adopted and implemented by enforcing application deadlines, eligibility requirements, selection criteria and procedures for all applicants.

The appointment process for Committee Members may include an advertisement placed by the Executive Director of the TVC in a community newspaper and/or the TVC website. The advertisement may include the following information:

- Mandate of the Committee
- Frequency, time and location of meetings
- Expectations of Members
- Policies that guide selection process or the operation of the Committee
- Anticipated time commitment
- Date, time and location of information session that will be held for interested applicants to attend
- A request that the applicant provide a letter outlining how their qualifications, specific skills, interests and background are relevant to the Committee

Application forms shall be made available at the registered office of the TVC and on the TVC website.

At the time of filing an application, applicants must identify and disclose any actual or potential conflicts of interest they may have. Disclosure of potential conflicts does not mean that an applicant is automatically ineligible for an appointment, but the Board may assess potential conflicts in its determination of whether the applicant should be considered further.

All applications will be sent to the Executive Director TVC to be processed.

All applications will be acknowledged by the Executive Director of the TVC

The Executive Director may establish a review panel to review applications and provide recommendations to the Board on candidate selection.

Only applications received by the published deadline will be considered by the Board.

In cases where there are insufficient applications from qualified and eligible applicants, the Board may extend the deadline for applications and public notice of any extension to the deadline shall be given.

Interviews may be conducted at the discretion of the Board.

The Municipal Freedom of Information and Protection of Privacy Act (MFIPPA) imposes confidentiality duties and obligations on the Board to refrain from disclosing personal information. In furtherance of those duties and obligations, the following procedures are provided: Only Board members shall be provided with copies of applications. The Board may not copy, disclose or otherwise disseminate information contained in any confidential lists of applicants, or in any applications, confidential reports, or other information received.

---

## 7.0 Composition and Term

The Board may appoint a maximum of twelve (12) Committee Members, who represent tourism stakeholders from a range of sectors, including, but not limited to:

- Representative(s) Hotel/Motel Accommodations
- Representative(s) Short-Term Rental Accommodations
- Representative(s) Meetings & Conferences
- Representative(s) Attractions & Retail
- Representative(s) Festivals & Events
- Representative(s) Food & Beverage
- Non-Governmental Industry Support Organizations

Support may be provided to the TVAC by staff from City departments including, but not limited to, Economic and Cultural Development, Finance, Legal, Corporate and Strategic Communications, and Clerks departments. Required duties will include advisory support and meeting organization and governance support.

TVC Board members are ex officio members of the Committee and, in that capacity, have same rights as other Committee members.



---

## 8.0 Members

By accepting to serve on the Committee, each Committee Member agrees to be bound by all aspects of these Terms of Reference.

Committee Members or approved alternates (please see below) are expected to:

- Attend all scheduled and special committee meetings, sending regrets otherwise.
- Understand their role and expectations, including relevant policies.
- Follow the agenda and stay focused on the topic at hand.
- Understand and follow the mandate of the Committee, including its relationship to the TVC.
- Understand and respect the role and expectations of all participants.
- If neither the Chair nor the Vice-Chair is present within the first ten minutes of a Committee meeting, the Committee Members present shall appoint, by consensus, another Committee Member as Acting Chair, who will preside for the duration of the meeting.
- Participate as a voting Member, asking questions, and seeking clarification through the Chair.
- Undertake work necessary to implement the Board-approved business development and marketing plan, or work as assigned by the Board, including reading agendas, doing research, etc.
- Develop and maintain a climate where mutual support, trust, respect, courtesy, teamwork, creativity and are valued.
- Maintain a high degree of professionalism.
- Respect the individual worth and dignity of other Committee Members and, at all times, work together to achieve a common vision for the community, utilizing the diverse knowledge, expertise and talents of all Committee Members to optimal advantage.
- Challenge ideas and not people, creating a climate where it is okay to disagree.
- Communicate directly, concisely and honestly, listening without interruption, and be open-minded, allowing a variety of opinions to be heard.
- Work effectively with the administration.
- Refrain from criticizing individual Committee Members or staff in a way that casts aspersions on their professional competency and credibility.
- Respect that resolutions made shall reflect the majority view of the Committee.
- Respect that decisions of the Board are final and accurately communicate the decisions of the Board even if they disagree with the recommendation of the Committee.
- Committee Members shall respect the confidentiality of sensitive information known due to service on the Committee.
- Attend any training session for Committee Members.

---

A Committee Member may in writing request that an alternate be approved who can attend Committee Members on behalf of the Committee Member. Committee Member alternates are subject to Board approval.

By accepting to serve as an approved alternate, each approved alternate agrees to be bound by all aspects of these Terms of Reference.

An approved alternate cannot participate as a Committee Member if their respective appointed Committee Member is present at a meeting.

Only appointed Committee Members or their approved alternate can vote on matters considered by the Committee.

All Committee Members and approved alternates are subject to the Code of Ethical Conduct for Members of Council and Local Boards.

The Board may adopt additional policies pertaining to the governance and operations of the Committee.

A Committee Member or approved alternate may be removed by the Board at any time for non-compliance with applicable policies, procedures and any aspect of these Terms of Reference.

---

## 9.0 Role of Chair

The Chair and Vice-Chair shall be elected by the Committee to a one (1) year term at the first regular meeting. The Chair and Vice-Chair may be re-elected for two (2) additional consecutive one (1) year terms, for a total of three (3) consecutive years.

If the Chair and/or Vice-Chair have reached their term limit for holding such office as outlined above and no other Member wishes to stand for office, the Board has the authority to extend the term limit for the current Chair and/or Vice-Chair on an annual basis.

The Chair shall:

- Preside at all meetings of the Committee and preserve order among the Committee Members and other active participants.
- Be responsible for the overall administration of the affairs of the Committee.
- Rule on any points of order.
- Undertake any necessary work, including special projects and research, between meetings.
- Be the point of contact with the Board.
- Lead the preparation of the annual report submission/presentation to the Board.
- Recognize workload limitations of the advisory committee.
- Attend any training session offered by the TVC.
- Coordinate approval by the Board to engage staff resources (from the City) for the purposes of providing advisory or technical support specific to the mandate and activities of the Committee.

The Vice Chair shall:

- Assume all duties of the Chair if the Chair is not present within the first ten (10) minutes of a meeting.
- Attend any training session offered by the TVC.

Each of the Chair and the Vice-Chair is entitled to all rights of a Committee Member, including voting.

---

## 10.0 Role of staff

Staff has three (3) principle functions in regard to the Committee: secretariat role, policy advice role and supporting staff role. Where staff has a role, they shall follow the direction of the Board in undertaking any variation to the following functions:

### Secretariat:

- Prepare agendas, including relevant materials, in cooperation with the Executive Director TVC.
- Electronically distribute agendas in accordance with Section 20 (Notice of Meetings), to all Committee Members, approved alternates, and appointed staff/industry liaisons.
- Arrange for or set up meeting areas, giving consideration to the nature of the matters to be discussed, any audio-visual requirements, attendance by the public and ensuring accessibility for all (Members to identify needs).
- Arrange for attendance of invited guests at meetings, in conjunction with the Chair.

### During Meetings:

- Record when the meeting started and adjourned.
- Record the Committee Members present and absent.
- Record the approved alternates present.
- Determine if quorum is met.
- Take minutes, recording a summary of the discussion for each item, actions to be taken and recommendations, including the names of the movers of motions.
- Review and correct any errors in the minutes of previous meetings.
- Offer procedural advice to the Chair and the Committee Members.

### After Meetings:

- Finalize minutes for distribution.
- Electronically distribute draft minutes to all Committee Members, approved alternates who were present, industry liaison and staff, as required.
- Coordinate with the Chair regarding any additional work requested by the Board.
- Liaise with the Executive Director of the TVC in instances where there are questions of procedure or administrative process.
- Maintain Committee and sub-committee minutes, reports and correspondence
- Ensure any correspondence, comments from the Committee and the Board and resolutions are followed up by the Committee in a timely manner

---

**Policy Advisor:**

Staff, in the capacity of a policy advisor, may offer policy advice in a non-voting capacity on matters within the purview of the Committee.

**Support Staff:**

Support staff may attend meetings of the Committee, as necessary, relevant to their area of expertise to provide information and/or advice. The role of staff is to act as a resource to the Committee on a project by project basis and not to do the work of the Committee unless assigned to do so by the Board.

Staff acting in any capacity shall not vote on any matter before the Committee.

Advisory comments received from any staff resource are to be considered by the Committee for information purposes only and do not reflect the opinions of the City or TVC. Staff shall not act in the capacity of a Committee Member at any time, including participating in the deliberation of matters before the Committee or drafting/recording findings for the purposes of reporting to the Board.

**11.0 Role of Industry Liaison**

- Build and maintain mutually beneficial relationships, facilitate communication and coordinate activities of the TVAC.
- Act as technical or subject matter expert for the TVAC.
- Industry liaisons shall not vote on any matter before the TVAC.

**12.0 First Meeting**

The first regular meeting each year shall be called by the Executive Director TVC who will conduct the election of the Chair and Vice-Chair by simple nomination and vote. Attention will be given to the orientation and training of Committee Members and approved alternates in attendance (if any), clarifying the Committee's mandate and any special needs.

---

### **13.0 Meetings**

The proceedings of the Committee shall be governed by the City's Procedural By-law (7-2011) and By-law No.1, governing the TVC.

After the first meeting, the Committee shall meet quarterly thereafter (with the exception of July and August), and as required, to maintain the objectives of the Committee.

The Chair may call a special meeting of the Committee to address an urgent matter.

Meetings shall be conducted in person, or by other means of communication that permit all persons participating to communicate with each other simultaneously.

Meetings shall be held at a location within the City of Vaughan.

Meetings are to be open to the public.

### **14.0 Voting**

At any meeting, every question shall be determined by a majority of the votes cast on the question.

All voting shall be done by a show of hands.

A tie vote will result in a defeated motion.

Committee members, including the Chair, and approved alternates may not abstain from voting unless they have disclosed a direct or indirect pecuniary interest in a matter under consideration. A refusal to vote for any other reason will be deemed to be voting in the negative.

### **15.0 Quorum**

A quorum of the Committee Members shall be a majority of the Committee Members. Approved alternates shall be counted for the purposes of quorum.

If no quorum is present thirty (30) minutes after the time appointed for a meeting of the Committee, the Secretary shall record the names of the Committee Members and approved alternates present and the meeting will stand adjourned.

---

## **16.0 Absenteeism & Vacancy**

If an appointed Committee Member is absent from three (3) consecutive scheduled meetings, or in the opinion of the Committee if any Committee Member's absenteeism jeopardizes the objectives of the Committee, the Committee may request the Board to appoint a replacement Committee Member. For the purposes of this provision, attendance by an approved alternate shall not be considered to be attendance by a Committee Member.

The position of a Committee Member or of an approved alternate becomes vacant if the Committee Member or approved alternate (as the case may be):

- Dies; or
- Resigns by written notice to the Board; or
- Is removed by the Board for their position.

If the position of a Committee Member becomes vacant, the position of their approved alternate shall also be deemed to have become vacant.

In the event of a vacancy in the position of Committee Member, the Board may appoint an individual for the Committee Member's unexpired term.

If a Committee Member and their approved alternate are unable to attend a meeting, they should inform the Chair and the Secretary as soon as possible to confirm quorum requirements.

## **17.0 Remuneration & Expenditures**

Committee Members will participate on a pro bono basis without remuneration and no Committee Member shall directly or indirectly receive any remuneration, compensation or profit from occupying a position on the Committee.

Expenditures for any business-related expenses must be approved by the Board prior to any business-related expense being incurred. Business-related expenditures that do not have Board approval will not be reimbursed.

## **18.0 Sub-Committees**

The Committee may, by resolution, establish sub-committees and delegate functions to such sub-committees, as required, to support the objectives of the Committee.

All sub-committees shall cease at the discretion of the Committee or at the expiry of the term of the sub-committee or of the Committee.

---

## **19.0 Conflict of Interest**

An appointed Committee Member who has a direct or indirect pecuniary interest in a matter under consideration shall disclose the general nature of such interest to the Committee and it shall be recorded in the meeting minutes by the Secretary.

## **20.0 Notice of Meetings**

A minimum of ten (10) days' notice of any meeting of the Committee shall be provided to the Board, Committee Members, appointed industry liaisons and staff, as required.

The transmittal of an agenda for a Committee meeting by email will be deemed as notice of that meeting.

Subject to the following paragraph, the Executive Director of the TVC shall provide a minimum of seven (7) days' notice of any meeting of the Committee to the public.

Notice of a special meeting called by the Chair to address an urgent matter shall be delivered by telephone or transmitted by email to each Committee Member and appointed industry liaisons and staff not less than twenty-four (24) hours before the meeting is to take place. The Executive Director of the TVC shall provide notice of any such meeting of the Committee to the public as soon as is practical.

Posting of an agenda to a website utilized by the TVC shall be deemed notice of that meeting to the public.

## **21.0 Agendas**

The following components may be included in agendas:

- Confirmation of Agenda
- Declarations of Pecuniary Interest
- Approval of Minutes
- Correspondence Received
- Agenda Items
- Sub-Committee Reports (if applicable)
- Deputations and Presentations
- Other Business
- Next Scheduled Meeting
- Adjournment of Meeting



---

## **22.0 Media Relations & Communications**

All media contact shall be directed to the TVC Chair.

The actions and recommendations of the Committee are subject to the policies and administrative practices of the City, including provisions pertaining to the use of corporate logo(s), letterhead, website, information pamphlets, media advertisements and the like.

If a Committee Member chooses to communicate through the media, which may include or involve interviews, editorials, writing of a regular column, etc. where they are identified as a member of a Committee, the Committee Member shall feature an appropriate and acceptable disclaimer stating, “the opinions reflected by the Committee Member are their own personal comments and are not endorsed nor representative of the Tourism Vaughan Corporation, the Tourism Vaughan Advisory Committee, the City of Vaughan, or City of Vaughan Council.”

## **23.0 Transparency**

Recognizing the importance of keeping the public informed with respect to the Committee’s purpose, membership, and activities, these Terms of Reference and Committee Members’ names may be made public. Furthermore, meeting agendas and a summary of the outcomes of these meetings may also be posted publicly.

## **24.0 Amending the Terms of Reference**

These Terms of Reference may be revised by the Board from time to time.