



**Minutes of May 12, 2010 Board Meeting**

<u>Directors in attendance</u>	Chair Vice-Chair Secretary/Treasurer Director	Cathy Coxhead Tony Vander Baaren Anna Visconti Nikki Henderson
<u>Advisors in attendance</u>	Darryl Sherman	Wilson Furniture
<u>City officials in attendance</u>	David Tuley Louise Parkes James Anderson John Henry April Cullen Brian Nicholson	Downtown Development Officer Council Rep Mayors Office City Councillor City Councillor City Councillor
<u>Members in attendance</u>	Jay Jegtheeswaran Laura Vaillancourt	Diamonds Grill Doug Wilsons Mens Wear
<u>Regrets</u>	Val Foster Giacomo Bruno	Advisor Resigned
<u>Absent</u>	Jackie Simkin	Director

The meeting was called to order by the Chair at 6:00pm, welcoming members from the City of Oshawa.

The Chair called for declarations of pecuniary interests, where by Vice-Chair Tony Vander Baaren acknowledged the call.

The Chair advised the Board that she had received Director Giacomo Bruno's letter of resignation due to his family's relocation to Halifax, giving Vivian a directive to advise City of the vacancy.

James Anderson, Councillors Nicholson, and Cullen arrived

**Motion 5:01** to approve the April 2010 meeting agenda was made by Tony Vander Baaren, seconded by Anna Visconti.

**Carried**

**Motion 5:02** to approve the April 2010 minutes was made by Louise Parkes, seconded by Nikki Henderson.

**Carried**

Office Administrator, Vivian Sled advised the Board that there were no copies of the general ledger for April as the office printer had stopped working that afternoon, and that she would email the ledger report to the Board.

**Motion 5:03** to approve the April 2010 financials was made by Anna Visconti, seconded by Louise Parkes.

**Carried**

Vivian reported that the 2009 audit had been completed by Deloitte & Touche, adding that she was pleased to have received an email from Deloitte (Daniel Deskin), thanking the bookkeeper and herself for their help, indicating it was a pleasure to work with such cooperative and organized clients.

Downtown Development Officer David Tuley arrived

Vivian reminded the Board that due to Giacomo's departure a third signing officer would be required to meet Board by-law.

**Motion 5:04** to appoint Director Nikki Henderson as a signing officer of the Board was made by Louise Parkes, seconded by Tony Vander Baaren.

**Carried**

A discussion regarding quotes for sound requirements for Autofest took place, with Vivian advising the Board she still needed to get one more quote so that the Board had three quotes as per the by-law.

Further to the Autofest discussion, Vivian advised the Board of the selection for entertainment, with the Board choosing the Heather Luckhart Collective, Ilse Theman, The Stables and Dr. Draw as this years line up.

Vivian updated the Board on the closed meeting complaint that had been brought to their attention by the Ombudsman. As per a telephone conversation that afternoon with the Ombudsman's office, Vivian advised the Board that the Ombudsman had completed their preliminary review of an informal fact finding session pertaining to the closed meeting complaint, stating that there was no outcome for the Board at this time.

The Ombudsman further stated that she wanted to be kept posted on the recent issues the Board was dealing with regarding the Finance & Administration Committee, asking that agendas and minutes from the BIA, the F&A Committee and Council be forwarded to her as they become available. She further stated that her office is very interested in knowing what steps Council will be taking based on the F&A Committee recommendations.

### **Discussions regarding the upcoming Council meeting, scheduled for May 17/10**

Chair, Cathy Coxhead read a letter she had drafted for the Board, advising them that the letter was scheduled to go to the Mayor, Council and senior staff on Thursday, May 13/10.

Cathy advised the Board that the draft had already been circulated to the Membership as a courtesy, due to the newspaper article that was being released about the current Board issues with Jackie Simkin and Laura Vaillancourt.

Councillor Parkes advised the Board that she had recused herself from the F&A discussions/voting pertaining to these issues as she felt it inappropriate to stand in judgement of Ms Simkin a second time.

Councillor Parkes confirmed with the Chair that the Board had still not had an opportunity to address the F&A Committee, and had not heard officially from the City regarding the matter at hand.

Councilor Parkes suggested that if Council had more facts vs allegations that were not factual or accurate, it might be helpful in pointing out what the Board has had to deal with, recommending that Vivian provide a time line of events related to the problems.

Director Nikki Henderson stated that she has been made aware of issues on other boards about Jackie Simkin and Laura Vaillancourt, and suggested this be investigated further. Nikki also stated that she has been speaking to several downtown stakeholders and that they have indicated they are furious for being pulled into what appears to be a political circus.

Councilor Parkes pointed out that there has been a lot of wasted time and money spent by the Board and the City on dealing with the numerous complaints being made by Jackie and Laura, indicating that the intensity of calls and emails have become hard to deal with, and that the Board should perhaps consider working with a governance expert on a mechanism for removal.

Secretary/Treasurer Anna Visconti stated that she felt a public meeting was a good idea, indicating that the issue at hand was not about re-instating Jackie, but why the City provided the Board with the wrong information, and that there was a list of things that could be addressed at the public meeting pertaining to the process and how the Board arrived at where they are.

Downtown Development Officer, David Tuley commented that he has worked closely with the BIA and appreciates the partnership that has developed. He further stated that it saddened him to see the Board in this position and preferred the portion of the meeting where the group made decisions and plans for events and other promotions for the betterment of downtown overall. David went on to say that having a Council rep on the Board made good sense and that the Board had benefitted from having Councillor Parkes as their liaison to the City. He also recommended that in view of what appears to be a political fight, perhaps Louise should take a hiatus and that the Board bring in someone apolitical to replace her, thereby removing the Board from the political arena and allowing them to proceed with the good work they are committed to doing.

Councillor Parkes responded to David Tuley saying that it shouldn't be political, and that the work of the Board should be about our mission, suggesting that Jackie and Laura be matched to a board that will appreciate their skills. Councillor Parkes further stated that she had already removed herself from the political arena by not taking part in discussions at the F&A meetings about the Board so that the committee could govern freely on the matter before them.

Vivian Sled spoke up reminding the Board that Jackie had attempted to put down Louise, Cathy and Anna just weeks after her return as Office Administrator, asking if Louise had another agenda, if Cathy was a strong enough Chair and if Anna had the competence or character to represent the Board. When Jackie couldn't get Vivian on side, she turned to the summer student questioning her about Vivian's role.

Tony Vander Baaren spoke up to say that he has enjoyed working with Councillor Parkes and that the Board was fortunate to have her as a member.

Jay Jegtheeswaran and his son arrived (Diamonds Grill stakeholder)

Past Chair and Advisor to the Board (and downtown stakeholder), Darryl Sherman outlined his history with the Board, saying that Anna Visconti had come on as a volunteer through the downtown floral program and that he had come on with an interest in marketing and promotion. After volunteering for 15 years, he retired in 2006 and felt he had left the Board in the hands of a trusted Chair, Cathy Coxhead. In late 2006 and early 2007 he started receiving notices that there were two members that were provoking the Board at every turn accusing them of not knowing what they were doing. In February 2007 he came back to the Board to observe for himself and identified that the two members were in fact deliberately trying to annoy and frustrate the Board without cause, working in a different direction than the goals set by the Board. Darryl further stated that if Louise left the Board,

it would not solve the problem, and that to continue as they were was not in the best interest of the downtown membership.

Darryl then asked the guests from City hall to take into consideration that the Board is a volunteer board, that has in spite of the problems has done some very good work, asking the Councillors present to tell the Board what they've done wrong and tell them how to correct it, stating that the Board merely stood up and protected their Chair out of respect and fairness. He also told the guests that the Board had lost a significant Autofest sponsor because of the actions of Jackie and Laura. In addition, Darryl pointed out that it was not good for the City of Oshawa to have a story like "downtown board in disarray" picked up by the Toronto Star.

Director Nikki Henderson stated that as a new business owner, she has enjoyed working with David Tuley, Louise and the Board and appreciated the help she got when opening her business. She further stated that she had attended meetings for some time before becoming a Director and that she had witnessed the destructive behaviour of Jackie and Laura. She accepted the nomination as a Director because she feels the BIA is important to the downtown and she was proud of the overall accomplishments of the Board. Now she is feeling like she's wasting her time doing damage control after every meeting, noting that if this was a corporate setting the two trouble makers would be abolished quickly.

Jay Jegtheeswaran, owner/operator of Diamonds Grill spoke up in support of the BIA and how much they have helped him, thanking David Tuley for his expertise and pointing out that the only Councillor he has ever seen downtown on a regular basis, showing support for the downtown and attending events is Councillor Parkes.

The Chair asked City guests if anyone had any questions or comments.  
None were forthcoming.

Councillor Parkes addressed the decision made by the F&A Committee that the suspension was deemed illegal, advising that the Board should most likely reinstate Jackie Simkin. Councillor Parkes also stated that she has been in discussion with Municipal Officer, Diane Ploss about the manner in which the Board received their directive from the Auditor General Ron Foster. Councilor Parkes believes that Mr. Foster wasn't thinking in terms of an immediate suspension and had given the board a nod of approval in good faith.

**Motion 5:05** was made by Tony Vander Baaren to reinstate Jackie Simkin.

Anna Visconti disagreed with the motion, stating that she would prefer to wait until the Board has been officially advised by City of their decision.

Nikki Henderson disagreed with Tony's motion, and agreed with Anna's statement.

Louise Parkes stated that in discussions with Diane Ploss, Council must make the final decision. Councilor Parkes further stated that there is a systems failure or a disconnect on

advice being received from City, and that the BIA has a right to explicit direction from staff and Council.

Vivian Sled added that she had done a great deal of research on boards and the removal of members for the Chair in an effort to provide as much information to the Board before their decision was made, and that in general board members that demonstrate this kind of behaviour are removed for the good of the organization.

**Motion 5:06** was made by Anna Visconti to table Tony Vander Baaren's motion 5:05 until the Board hears from the City in an official manner, seconded by Nikki Henderson.

**Carried**

**Motion 5:07** was made by Nikki Henderson to prepare a time line as an attachment to the letter to Council outlining the incidents that the Board has had to deal with in reference to the behaviour of Jackie Simkin and Laura Vaillancourt, seconded by Anna Visconti.

**Carried**

**Motion 5:08** was made by Tony Vander Baaren to adjourn the meeting, seconded by Louise Parkes.

Meeting adjourned.

<p>The next Board meeting is scheduled for Wed. June 9, 2010</p>
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