



Terms of Reference

The Township of Centre Wellington Economic Development & Tourism
Municipal Services Corporation Board of Directors

1. Introduction

The Township of Centre Wellington has established The Township of Centre Wellington Economic Development & Tourism Municipal Services Corporation (EDTMSC) to contribute to creating the “conditions for economic prosperity” (pg. 5, Township of Centre Wellington 2023-2026 Strategic Plan). The EDTMSC merges economic development and tourism services into a single 100% Township-owned, non-profit corporation.

The EDTMSC is the “Eligible Tourism Entity” relating to the Township’s Municipal Accommodation Tax (MAT) program and an Economic Development Corporation (EDC). The mandate of the EDTMSC will be defined by:

- Agreements in place between the Township and EDTMSC.
- A Township Council approved Strategic Plan for the EDTMSC.

This document provides an overview of how the EDTMSC Board of Directors will function, including its purpose, scope of activities, board membership details, meeting procedures, and decision-making processes.

2. Purpose

The primary purpose of the EDTMSC is to enhance the economic vitality and tourism appeal of Centre Wellington through strategic planning, partnership development, and program implementation. Key objectives include:

- Enabling the administration of the MAT program to ensure visitors contribute to maintaining and enhancing local infrastructure and amenities.
- Fostering economic growth and diversification within Centre Wellington.
- Promoting Centre Wellington as a premier destination for investors and visitors.
- Supporting local businesses.
- Facilitating investment attraction, retention, and expansion initiatives.

- Developing marketing strategies to showcase Centre Wellington’s assets, attractions, and opportunities.
- Collaborating with local, regional, provincial, and federal agencies on economic and tourism development projects and initiatives.

3. Authority

The Board of Directors will provide strategic direction and have critical decision-making responsibility for the EDTMSC. The EDTMSC Executive Director reports directly to the Board of Directors with an administrative/operational reporting relationship to the Township of Centre Wellington Chief Administrative Officer (CAO). The Board of Directors will approve a 4-year Strategic Plan and an Annual Business Plan & Budget prior to Township Council Approval.

The following legal documents formalize the relationship between the Township and the EDTMSC:

- A **Sole Member’s Declaration** outlines how the EDTMSC Board of Directors will manage their relationship with the Township. It addresses matters about ownership, control, and decision-making, including clarifying the rights and responsibilities of shareholder; and establishing rules for decision-making, voting, and management participation.
- An **Administrative Services Agreement** is a formal contract between the Township and the EDTMSC that sets out which administrative services will be provided by the Township to the EDTMSC and at what cost. This is an important operational document under Ontario’s Municipal Act, 2001 and Ontario Regulation 599/06 which requires clear separation of responsibilities but allows the Township and the EDTMSC to share services efficiently.
- A **Financial Accountability Agreement** is a formal contract between the Township and the EDTMSC that sets out the EDTMSC requirements for utilization of MAT funds.

4. Membership

The EDTMSC shall be governed by a Board of Directors, appointed by Township Council. The Board will include Members of Council, local business and tourism leaders, and senior Township staff (non-voting). The Board will provide strategic direction, approve annual plans and budgets, and oversee management of EDTMSC employees.

A EDTMSC **Board of Directors Skills Matrix/Evaluation** will be used to identify the desired spectrum of skills and experience for the five non-ex-officio board positions. The Township CAO, Township Treasurer, and Township Chief Human Resources Officer (CHRO), in consultation with

the mayor and councillor representative, will initiate a transparent and public application process to establish the initial EDTMSC Board of Directors. The Board of Directors will have the following characteristics:

- Three-year terms (rotating appointments to avoid having to replace the entire Board every three years); two term maximum before taking a minimum one-year leave.
- Board appointments will be volunteer (not paid) positions.
- Elected officials cannot serve either as chair or vice-chair.
- Township Council must approve all appointments.
- Seven voting directors:
 - Mayor (ex-officio)
 - Member of Council selected by Council (ex-officio)
 - Five community appointees (based on Skills Matrix/Evaluation and application process)
- Two non-voting directors:
 - Township CAO
 - Township Treasurer

5. Meetings & Agendas

The Board of Directors will meet quarterly at a minimum and/or at the request of the Board of Directors or Executive Director. The Board of Directors may also establish working groups for specific topics, issues or proposals as required. These working groups will report back to the full Board of Directors and will cease when the issue/opportunity/proposal has been completed or resolved.

The Executive Director will be responsible for the development of meeting agendas, in consultation with the Board Chair and/or Vice-Chair. The Township CAO will also be made aware in advance of any agenda items that require Township involvement/decisions. The agenda/associated materials will be distributed to all Board Members one week prior to the meeting.

Either the Executive Director or a member of EDTMSC team shall keep accurate minutes and records of its meetings and shall keep copies of all documents relating to the business of the EDTMSC Board of Directors. The Executive Director or member of the EDTMSC team shall forward

copies of the meeting minutes and records to all Board Members within one week after the meeting.

6. Reporting & Delegations

The EDTMSC will keep Township Council updated through quarterly updates, including an Annual Report & Budget presentation outlining achievements, financial statements, and anticipated future plans, projects, and activities. Reports will be presented by the EDTMSC Executive Director to the Township Council and made available to the public.

Like other Township Council meetings, delegations shall register with the Township Clerk and provide documentation relating to the matter to be discussed. Rules for delegations are outlined in the Township's Procedure By-law.

7. Closed Meetings

If required, closed meetings shall adhere to the Township's Procedure By-law.

8. Meeting Procedures

- The Township's Procedure By-law will govern Board procedures and the conduct of individual Board members.
- Quorum will be a majority of the Members, excluding non-voting Board Members.
- A simple majority will suffice for decisions when consensus is not possible.
- A meeting can proceed without quorum for information exchange only, however, no decisions or recommendations can be made.
- The Board Chair (or Vice-Chair in the Chair's absence) will be the spokesperson to speak with the public and media on behalf of the Board of Directors. When the public and media approach Board Members, Members should distinguish whether they are speaking on behalf of the Board or presenting their personal views. Operational related interactions with the public and media will be addressed by the EDTMSC Executive Director or the Township CAO.



9. Amendments and Review

These Terms of Reference shall be reviewed from time to time by the EDTMSC Board of Directors and/or the Township to ensure they remain relevant and effective. Amendments may be proposed by the Board or the Township and must be approved by the Board of Directors and Township Council.

10. Adoption

These Terms of Reference are adopted by the Township Council and shall take effect on the date of approval.