

WINDSORSESSEX ECONOMIC DEVELOPMENT CORPORATION

2013 ANNUAL MEETING OF THE MEMBERS

June 20, 2014

7:30 am – 10:00 am

Ciociaro Club, Salon "B" Windsor

MINUTES

CONSTITUTION OF MEETING

The Chair, Joseph Byrne, states:

a) Call to Order (8:15 am)

"This meeting will now come to order."

b) Attendance/Quorum

"I am advised that a quorum of the members of the WindsorEssex Economic Development Corporation is met, and as Chair I declare that this meeting is duly constituted for the transaction of business".

c) Declaration of Conflicts

"Are there any conflicts among the members to be disclosed."

"I declare no conflict".

APPROVAL OF THE AGENDA

The Chair, Joseph Byrne, states:

"We would like to begin with approval of the agenda of the meeting in the form circulated this morning."

"I would ask a Board member to move and second this resolution to approve said agenda:"

MOVED BY: TOM BAIN

SECONDED BY: ROY VERSTRAETE

"All those in favour of the resolution, please do so specify by raising your hands"

"I declare the resolution carried".

ANNUAL REPORT

- Chair, Joe Byrne presents the Annual Report, brings remarks
- Funder – City of Windsor – Mayor Eddie Frances, brings remarks
- Funder – Corporation of the County of Essex – Warden Tom Bain, brings remarks

The Chair, Joseph Byrne, states:

"I would ask a Board member to move and second this resolution to approve the Annual Report, which includes the Chair's Report:"

MOVED BY: LINDSAY BOYD

SECONDED BY: SHELLEY FELLOWS

"All those in favour of the resolution, please do so specify by raising your hands"

"I declare the resolution carried".

FINANCE COMMITTEE REPORT

Finance Committee Chair and Secretary-Treasurer, Roy Verstraete, states:

a) Appointment of Auditors

"The next item of business is for the Board and the CEO of the WindsorEssex Economic Development Corporation to appoint auditors for the corporation".

"I will now ask someone to move and second the following resolution":

"The Finance Committee asks that the Board and CEO approve the appointment of BDO Canada as the auditors of the WindsorEssex Economic Development Corporation for the current fiscal period"

MOVED BY: SHELLEY FELLOWS

SECONDED BY: TOM BAIN

"All those in favour of the resolution, please do so specify by raising your hands"

"I declare the resolution carried".

b) Acceptance of Financial Statements

"The next item of business is to receive the audited financial statements of the WindsorEssex Economic Development Corporation for the fiscal period ended December 31, 2013, together with the report of WindsorEssex Economic Development Corporation's auditor thereon."

"I would now ask a Board member to move and second the presentation of the financial statements and auditor's report and to bring the auditor forward to present such report."

MOVED BY: LINDSAY BOYD

SECONDED BY: JOE BYRNE

"I declare the resolution carried".

- Roy Verstraete introduced Ferruccio Da Sacco, Partner at BDO Canada (Auditor)
- Ferruccio Da Sacco – Presented Audited Financial Statements (confirmed no issues)

Roy Verstraete states:

"I will now ask a Board Member to move and to second the following resolution":

"The audited financial statements of the WindsorEssex Economic Development Corporation for the fiscal period ended December 31, 2013, which have been prepared by the auditor of the WindsorEssex Economic Development Corporation, together with the report of such auditor in respect of the financial statements be hereby accepted."

MOVED BY: ROY VERSTRAETE

SECONDED BY: JOE BYRNE

"All those in favour of the resolution, please do so specify by raising your hands"

"I declare the resolution carried".

GOVERNANCE COMMITTEE REPORT – APPOINTMENT OF DIRECTORS

The Chair, Joseph Byrne, states:

"The next item of business concerns the appointment of directors of the WindsorEssex Economic Development Corporation – I would invite Vice Chair, Shelley Fellows, on behalf of the Governance Committee to assist in this process"

Shelley Fellows states:

"I will now ask a Board Member to move and second the following resolution":

"That the Members hereby confirm, authorize and resolve that the number of directors comprising the board of directors of the Corporation shall be increased from eight (8) to eleven (11) with each municipal member being entitled to appoint one (1) of the eleven (11) directors."

MOVED BY: ROY VERSTRAETE

SECONDED BY: JOE BYRNE

"All those in favour of the resolution, please do so specify by raising your hands"

"I declare the resolution carried".

"I will now ask someone to move and second the following resolution":

Resignations:

1. *"The resignation of Jim Lynn, effective July 3, 2013, is accepted and acknowledged by the members.*
2. *"The resignation of Mike Mueller, effective June 20, 2014, is accepted and acknowledged by the members.*

Appointments:

1. *"To confirm the appointment of Marty Komsa (Pres & CEO of WFCU) to fill one (1) vacancy on the board of directors, for a term not to exceed three (3) years."*
2. *"To confirm the appointment of Kay Douglas (Pres of Douglas Mktg) to fill one (1) vacancy on the board of directors, for a term not to exceed three (3) years."*
3. *"To confirm the appointment of Bill Thomas (Pres of Thomas Canning) to fill one (1) vacancy on the board of directors, for a term not to exceed three (3) years."*
4. *"To confirm the appointment of Nicole Sleiman (MBA Instructor & Program Director of the U of W's EPICentre) to fill one (1) Youth Sector Rep vacancy on the board of directors, for a term not to exceed one (1) year."*

MOVED BY: JOE BYRNE

SECONDED BY: ROY VERSTRAETE

"All those in favour of the resolution, please do so specify by raising your hands"

"I declare the resolution carried".

"I will now ask someone to move and second the following resolution":

"That the following individuals remain as previously appointed until the completion of the next annual meeting of the members, until their successors may be appointed, or until the expiration of their respective agreed upon term of service, as applicable:

***Lindsay Boyd
Roy Verstraete***

***Joe Byrne
Edgar Francis***

***Shelley Fellows
Tom Bain***

MOVED BY: MARTY KOMSA

SECONDED BY: JOE BYRNE

“All those in favour of the resolution, please so specify by raising your hands”

“I declare the resolution carried”

“Are there any conflicts among the directors to be disclosed”

“I declare no conflict”.

“The Governance Committee of the WindsorEssex Economic Development Corporation proposes that the following slate of officers be appointed to serve at the pleasure of the Board of Directors or until their successors may otherwise be appointed”

Past Chair	JOE BYRNE
Chair	SHELLEY FELLOWS
Vice Chair	MARTY KOMSA
Secretary/Treasurer	ROY VERSTRAETE

“I would ask someone to move and second this resolution.”

MOVED BY: JOE BYRNE

SECONDED BY: TOM BAIN

“All those directors in favour of the resolution, please do so specify by raising your hands”

“I declare the resolution carried”.

CEO REPORT

- CEO – Sandra Pupatello, brings remarks

Shelley Fellows states:

“I would ask a Board member to move and second this resolution to approve said CEO Report”:

MOVED BY: MARTY KOMSA

SECONDED BY: LINDSAY BOYD

“All those in favour of the resolution, please do so specify by raising your hands”

“I declare the resolution carried”

CLOSE

- Incoming Chair, Shelley Fellows, brings remarks

Shelley then states:

“Thank you once again to our sponsor the Windsor Family Credit Union and special thanks to our emcee Tony Doucette and to everyone for attending. A reminder that the annual Report can be found on the Ec. Dev. Website at choosewindsorsex.com”

- *In preparation for the Anti-Spam Legislation effective on July 1 we have placed consent forms on the tables that we do hope you will complete before you leave today giving us permission to continue to provide you with relevant information on topics such as: business opportunities, government grant information, workshops and seminars media conferences etc. We look forward to continuing to keep the lines of communication open between you and the WindsorEssex Economic Development Corporation and Small Business Centre.”*

Adjournment

Shelley Fellows, states:

“This concludes all matters listed on the agenda and as such I declare this meeting adjourned”.

Meeting is adjourned at 9:32 am