

# **SAUGEEN MOBILITY**

## **and REGIONAL TRANSIT**

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### **GENERAL BOARD MEETING MINUTES**

Friday, July 22, 2022, 1:30 p.m.

**Board Members Present:** Councillor Warren Dickert, Town of Hanover Councillor, Board President  
Councillor Beth Hamilton, Municipality of West Grey, Board Vice-President  
Councillor Doug Bell, Municipality of Arran-Elderslie  
Councillor Dave Cuyler, Municipality of Kincardine  
Councillor Jim Frew, Township of Southgate  
Councillor Dean Leifso, Municipality of Brockton  
Mayor Scott Mackey, Township of Chatsworth  
Councillor Ed McGugan, Township of Huron-Kinloss

**Board Members Absent:** Vice Deputy Mayor Mike Myatt, Town of Saugeen Shores, Board Past President

**Others Present:** Peter Loucks, Loucks & Loucks, Barrister & Solicitors  
Stephan Labelle  
Catherine McKay, Recording Secretary

The meeting was conducted by videoconference in light of the COVID-19 pandemic.

**1. Call to Order**

President Warren Dickert called the meeting order at 1:30 p.m.

**2. Disclosure of Pecuniary Interest and Declaration of Conflict of Interest**

None declared.

**3. Approval of the Agenda**

**Motion #2022-047**

Moved by Dean Leifso; Seconded by Jim Frew

That the agenda for July 22, 2022 be amended to add item 7C Appointment of Board Secretary and that the agenda be accepted as so amended.

**Carried**

**4. Delegation – Loucks & Loucks, Barristers & Solicitors**

**A. Not for Profit Corporations Act**

Mr. Loucks reviewed his letter to the Board of July 12, 2022 regarding the Not for Profit Corporations Act and the Chair invited questions from Board members.

Mr. Loucks explained that there are only three requirements in the Municipal Act that apply to SMART and these are that SMART is required to maintain a policy respecting the purchase and sale of land, hiring of employees and the procurement of goods and services.

Mr. Loucks stated that the Municipal Act requirement that meetings be open to the public does not apply to SMART and so it could have meetings which are open to the public but it is not required to do so.

Scott Mackey asked if any profit that SMART generated could be used to minimize the municipal contributions. Mr. Loucks explained that “for profit” means that an organization’s primary goal is to make money, ie that it is profit driven. In the case of SMART, its goal is to break even rather than to generate a profit since profit is not its primary goal, and any profit made is invested back into the organization.

The Vice-President asked Mr. Loucks about the meaning of the phrase “within boundaries” in the SMART partnership agreement. Mr. Loucks clarified that it means that the service is provided for people within the boundaries of the municipalities and it is acceptable, for example, to take a client to London. Mr. Loucks suggested that the GTR agreement should be cleaned up to include that service is provided to clients within Grey and Bruce Counties. He also clarified that the Letters Patent do not contain any geographical restrictions and so it would be acceptable for a client to be taken from Wiarton to Sauble Beach for example.

Mr. Loucks noted that the GTR agreement can be cancelled on 30 days’ notice, “60” having been crossed out and “30” written in.

**B. Letters Patent & Municipal Act**

Mr. Loucks referred to his letter to the Board of July 12, 2022, noting that this is a rather convoluted issue. In particular, he pointed out sections (i), (ii), and (iii) on page 2, as well as sections (b) and (c) regarding the number of directors and the Secretary and Treasurer. The President noted that in the past, a change in the number of Directors was made by passing a resolution, but this is no longer permissible and an amendment to the Articles of Incorporation is required. Mr. Loucks pointed out, however, that it is possible for letters patent to stipulate a range for the number of Directors.

On page 3, Mr. Loucks noted that the Not for Profit Corporations Act requires a Chairperson to be appointed from the Directors and the SMART by-law should be amended accordingly. The Board could pass a resolution appointing a Chairperson and a Vice Chairperson instead of a President and Vice-President. Mr. Loucks stated that SMART is required to bring its by-law into conformity with the Act within three years of January 1, 2022. He added that there is a model by-law produced by the Ministry which SMART might find useful. He noted that the articles of incorporation should be clarified to allow SMART to pursue profit in furtherance of its non-profit activities and suggested striking a committee of three Board members to draft a by-law with legal counsel. The President noted that since this is an election year and the Board may change, this may not be a priority for this year. Mr. Loucks agreed, noting that the Board has three years to do this and it could well be left to the new Board so as to reduce duplication of effort and be more cost effective, rather than the current Board beginning the work and a new Board having to continue it or begin again. Ed McGugan stated that SMART has had a busy few years and it would be wise to leave this work to a new Board. Mr. Loucks suggested amending the letters patent to allow SMART to pursue for profit activities, although the charities department would have to approve this, but it is not as much work as creating a new by-law. He added that there is no urgency on the matter.

Board members agreed that since there will be a new Board within three or four months, this work would be a good orientation for new members. Stephan Labelle, the incoming SMART Manager, was asked to add this to the list of items to be addressed.

Mr. Loucks pointed out that a municipality must adopt a “business case study” before becoming a member of a corporation, but it is not clear exactly what a “business case study” is. Warren Dickert noted that Grey Highlands is part of the SMART partnership on a trial basis, and Mr. Loucks said that this may constitute a “business case study”.

The Vice-President asked Mr. Loucks if the Board can do business via email and he said that it can, but should have a policy on the matter. The Vice-President thanked Mr. Loucks for his advice on the open meeting question.

On the issue of the letters patent, Mr. Loucks said that SMART has to operate within them and revisions are needed to undertake for profit activities as long as they are in furtherance of the non-profit activities. He again noted the issue of a “business case study” which is required, and it may be sufficient to have a couple of Councillors look at the matter.

Beth Hamilton referred to section 69 of the Municipal Act referred to on page 4 of Mr. Loucks's letter of July 6, 2022, and Mr. Loucks noted that what SMART's activities must fall within its letters patent. SMART does not fall within the definition of "transportation systems" set out in Section 69 as his letter notes.

The Vice-President referred to section (e) on page 1 of Mr. Loucks' letter to the Board dated May 2, 2022 which was included in the meeting material for SMART's May 27, 2022 meeting. That section states that person can be a director or member by virtue of his or her office, eg. the Mayor of a Municipality could be a director or member because he/she is the Mayor. Mr. Loucks clarified that a Mayor is automatically an "ex officio" member of the SMART Board, but most organizations have gone away from this. Mr. Loucks clarified that item (i) refers to employee wages and vacation pay and when item (k) applies, an organization would likely be protected by the municipality's liability insurance.

The President thanked Mr. Loucks for his advice and he left the meeting.

**5. Minutes of Previous Meeting – June 24, 2022**

**Motion #2022-048**

Moved by Beth Hamilton; Seconded by Dave Cuyler

That the minutes of the June 24, 2022 General Board Meeting be amended such that the first two sentences of item 6A read as follows: "The President explained that SMART currently provides rides to a BWDSB student living in Huron Kinloss which is a member of the SMART partnership. The rate is \$96.00, but it is not clear how this amount was arrived at. The issue is whether to continue this service as well as a request to include service for a student that lives in South Bruce. (South Bruce is not a member)." and that the minutes be approved as so amended.

**Carried**

**6. Business Arising from the Minutes**

The following items were deferred:

- A. Dispatcher Recruitment**
- B. Media Relations Policy**
- C. Board and Employee Meetings Policy**
- D. Open Board Meetings Policy**
- E. Bruce County Update**

Discussion took place on item D and there was consensus that it is preferable to leave it for the new Board.

Scott Mackey suggested that the responsibilities of the new SMART Manager should be tracked and the Board requested Catherine McKay identify these items from the minutes and develop a list.

**F. GTR Request**

**Motion #2022-049**

Moved by Beth Hamilton; Seconded by Dave Cuyler

That the Board authorize the President and Manager to sign the GTR Accessible Service Memorandum of Understanding provided that: the MOU is amended as recommended by SMART's lawyer; service is defined as being provided within SMART's hours of operation; and provisions for a fuel surcharge are included.

**Carried**

It was clarified that the hours of operation include Saturdays, but not Sundays.

**7. New Business**

**A. Employee Mileage Reimbursement**

The President explained that SMART has no policy to reimburse employees for mileage if they must use their personal vehicle for SMART business. The President noted that a new policy is required that could be similar to the policy for Board members, but appropriate to employees. Scott Mackey agreed that employees should be reimbursed for using their personal vehicles on SMART business and asked for examples of when this might occur. The President explained that the Office Administrator had to use her vehicle to travel to a breakdown site, and the Manager would travel to make presentations to Councils. He felt that this would not amount to a lot of money and would not cover employees' travel to work. It was agreed that such a policy would cover office staff rather than drivers, when they are doing activities such as banking or travelling to the post office. **Motion #2022-050**

Moved by Beth Hamilton; seconded by Jim Frew

That Catherine McKay develop an employee mileage reimbursement policy to be presented at a fall Board meeting.

**Carried**

**B. School Board Service Request**

The President noted that this item has two aspects: first, the Huron Kinloss student who travels from Ripley to Kincardine and back, and second, the South Bruce student living in Mildmay who travels a short distance to Sacred Heart School in Mildmay. On the first situation, it was agreed to continue with the current purchase order covering this situation, and on the second, it was noted that we are currently between the end of one school year and the start of the next, and SMART is willing to consider the request, but no action needs to be taken at the moment. Discussion took place on the rate for such rides and it was noted that given the price paid by the School Board, there is no subsidization taking place since SMART is being well compensated above the municipal contribution for providing this service. Ed McGugan noted that this was discussed at the last meeting and the price is roughly equivalent to a private ride, although the client is the School Board which is located in Chesley, a member municipality. The President noted that the new Manager should continue to work on this issue with the School Board.

**C. Appointment of Board Secretary**

The President explained that this is the appointment of the Board secretary, not the Recording Secretary, who would be responsible for use of the corporate seal, signing for banking matters, etc. **Motion #2022-051**

Moved by Scott Mackey; seconded by Dave Cuyler

That the Board of SMART appoint Stephan Labelle as Secretary of the Board.

**Carried**

**8. Correspondence**

There was no correspondence.

**9. Reports and Recommendations**

**A. May 2022 Operational Reports**

**B. June 2022 Operational Reports**

The Vice-President pointed out that in the Budget vs. Actual report on the last page of the meeting package, there is a discrepancy in the amounts for Brockton and Saugeen Shores as a result of an error in the invoices sent to these partners. Corrected invoices are being sent. Scott Mackey asked about the contribution from Grey Highlands which the Vice-President recollected was \$24,000.

**Motion #2022-052**

Moved by Doug Bell; seconded by Ed McGugan

That the Board of SMART accept the May and June 2022 Operational Reports as presented.

**Carried**

**10. Committee Reports**

There were no Committee Reports.

**11. Closed Session**

**Motion #2022-053**

Moved by Dave Cuyler; Seconded by Beth Hamilton

That the Board of Directors of SMART move into Closed Session at 2:45 p.m. to consider personal matters about identifiable individuals.

**Carried**

The Board of Directors of SMART reconvened in open session at 2:52 p.m. and the President confirmed that the Board had gone in closed session and discussed personal matters about identifiable individuals and that no other matters were discussed. There was no direction provided coming out of in camera.

**12. Adjournment**

The Board agreed that there would be no meeting in August and the next meeting will take place on Friday, September 23, 2022 at 1:30 p.m. in the SMART Boardroom, COVID permitting.

**Motion**

Moved by Dean Leifso; Seconded by Dave Cuyler

That the Board of Directors of SMART adjourn at 2:53 p.m.

**Carried**



Warren Dickert, President



Catherine McKay, Recording Secretary