



SAUGEEN MUNICIPAL AIRPORT

THE SAUGEEN MUNICIPAL AIRPORT COMMISSION SPECIAL MEETING MINUTES

Wednesday, October 5, 2022, 7:00 p.m., via Zoom

Commissioners Present: Dan Gieruszak, Chair
Dave Hocking, Vice Chair
Moe Hanif
Tom Hutchinson
Bill Roseborough
Jack Zeinstra

Absent: None

Guests: Saquiba Rahman, Associate Lawyer,
Pooran Law
Filomena McDonald, Airport Manager
Catherine McKay, Recording Secretary

1. Call to Order

The Chair called the meeting to order at 7:15 p.m. and introduced Ms. Rahman.

2. Approval of the Agenda

Motion Moved by J. Zeinstra

Seconded by T. Hutchinson

That the agenda for October 5, 2022 be accepted as circulated.

Carried

3. Disclosure of Pecuniary Interest and Declaration of Conflict of Interest

None declared.

4. Delegation – Pooran Law Regarding Ontario Not-for-Profit Corporations Act & SMA By-law

The Chair noted that he had sent updates regarding the by-law to Ms. Rahman in advance of the meeting. Ms. Rahman provided a brief background of the Ontario Not-for-Profit **Corporations Act** (ONCA) and presented slides which included an update on the Act, the five steps required for compliance, and a list of the governing documents to be reviewed and/or revised.

The Chair asked about the implications of the Airport being a not-for-profit corporation. Ms. Rahman stated that a new purpose statement could be included in the governing document if that were the case. The Airport Manager asked if the mission statement could be useful and Ms. Rahman responded that the governing documents set out the broad purpose of the organization and should reflect all activity. If there are activities other than what is set out in the documents, a statement about them should be included. She also said that if the organization is a charity, the Canada Revenue Agency would have to be involved.

Ms. Rahman reviewed the remaining slides and the Commission discussed various issues, including whether the Town of Hanover is to be considered the Commission's Treasurer since its staff does the Airport's accounting. Ms. Rahman explained that the Town of Hanover is a "member" of the SMAC, along with the municipalities of Brockton and West Grey. She said that the Treasurer does not have to hold a Director position and can be person from outside the Commission but it is important to be aware of conflicts of interest. Only the Chair of the Commission has to be a Director and so it would be possible to appoint the Treasurer for the Town of Hanover as the Treasurer of the Commission. She added, in response to a question from Commissioner Hocking, that the roles of Secretary and Treasurer could be combined, and the language in the proposed by-law allows one officer to hold two roles. Discussion ensued about the six Directors, three of whom are appointed by the three member municipalities and three from elsewhere. In response to a question from the chair, Ms. Rahman clarified that if a Town of Hanover staff member were appointment as an officer, that person would not automatically become a Director or Commissioner.

There was further discussion about the implications of the municipal election on the composition of the Commission with it being noted that the election is on October 24, new Councils are sworn in in November and the first Commission meeting after that would be in December. The Commission's practice has been to elect its officers including the Chair, the Vice-Chair, the Secretary and the Treasurer in December. It was noted that the election of officers has not in the past been done at Commission's Annual General Meeting and it generally sees the annual audited financial statements in April, rather than at its AGM. Consequently, the Chair suggested that the AGM should be in April.

Ms. Rahman asked about the process for appointing the three members who are not appointed by the municipalities. Commissioner Hutchinson said that there is an application process, and the Chair noted that the positions are advertised in The Post newspaper. It was clarified that the officers are appointed from the six members of the Commission. Bill Roseborough suggested that a quorum should include a minimum of two members of the municipal Councils when making important decisions such as a change to a by-law. Ms. Rahman suggested that a by-law could be reviewed first by the Board and then confirmed by Hanover, West Grey and Brockton. She also said that there could be five rather than six members including the three representatives of the municipalities. Commissioner Hocking noted that at one point, the Commission had a non-voting member.

Commissioner Hutchinson said that the Commission has a lot of work to do, adding that every four years its composition can change as a result of the municipal election. He said that due to the timing of the election, and Council inaugural meetings, the municipal representatives would only be appointed after December 1, when the new term of Council begins. He said that the appointment of political representatives and the non-political representatives should line up and be clear to ensure a smooth transition. Ms. Rahman suggested that there could be two stages in the appointment process, with the three political positions being filled first, followed by the non-political positions.

The Chair suggested that the Commission should have six rather than five members to avoid a situation where the municipal members could be outvoted, so the definition of "quorum" should perhaps be reconsidered to include at least two of the three municipal representatives, and that a tie vote (3-3) be defeated as is the guideline within Robert's Rules of Order.

Commissioner Zeinstra noted that the terms of the members-at-large are not tied to the municipal election. He suggested that the appointments should be staggered to ensure continuity, provide for some time for new members to adjust, and avoid having all members change at the same time. Commissioner Hocking said that when he joined, there was overlap and he supports having half of the members appointed at the time of the municipal elections and three at the mid-point of Councils' terms. Ms. Rahman said that such provisions can be included in the by-law, and she asked if members prefer to be referred to as "Commissioners" or "Directors". It was agreed to keep the term "Commissioner" and so Ms. Rahman will note that "Board of Commissioners" and "Board of Directors" mean the same.

Ms. Rahman asked about the position of "Chief Executive Officer" as set out in s. 6.01 of the proposed by-law versus "Airport Manager", and suggested that the position should be as it is customarily referred to, which as Commissioner Hocking noted, is Airport Manager. He went on to say that the current Airport Manager has taken on a more senior role than past managers, including marketing and promotion, and is acting more as a Chief Executive Officer rather than an airport maintenance manager. He said that these senior responsibilities should be acknowledged in the by-law. It was further clarified that all staff at the airport are under the direction of the Airport Manager and that the current incumbent is not an employee, but rather a contractor retained to fulfill the role. He suggested keeping the position of Airport Manager in the by-law as the senior position.

Ms. Rahman then reviewed the content of the proposed by-law, noting the added sections on Indemnification and Insurance. The Chair raised the issue of whether the by-law could impact the jurisdiction of the Ombudsman who serves as the Commission's closed meeting investigator.

Commissioner Hocking raised the question of the storage of closed meeting minutes, noting that in the case of the Hanover Police Services Board, only the Chair and the Board Administrator have access to closed meeting minutes. The Airport manager explained that for audit purposes, closed minutes are kept in a folder in a locked filing cabinet in her office. Ms. McKay explained her process for handling electronic copies of closed minutes and Ms. Rahman said that they should be kept in a secure place, possibly with password protection for electronic documents.

Ms. Rahman noted the provisions for proxy votes and in response to a point by Commissioner Hutchinson, she said that the by-law could include provisions about the term of officers. Commissioner Roseborough asked if the Chair of the Commission is necessarily the representative from Brockton and it was noted that the Chair can be any one of the Commissioners.

5. Airport Manager's Report Regarding Fuel Pedestal

The Chair thanked the Airport Manager for her report which she reviewed, noting in particular the financial information. She recommended that the Commission chose AGFT to do the work and added that she had met with Commissioner Hocking earlier in the day to review the budget which can accommodate the fuel pedestal expense. Commissioner Hocking reviewed the key points and costs of the AGFT proposal and said that he had reviewed the costs with Jennifer Tersteegen, Deputy Treasurer-Tax Collector at the Town of Hanover, and it can be done without going over budget.

The Commission also discussed the discount for private fuel card holders which the Airport Manager said was in place when she took her position. Commissioner Zeinstra said that eliminating the discount might cause bad feelings, since it will essentially result in a price increase, which could lead to a loss of fuel sales as well as business at the restaurant. He suggested that a better approach would be to reduce the margins on fuel so that the price is more competitive. The Airport Manager pointed out that other airports have larger fuel tanks and so they can buy in greater quantities, and therefore offer a lower price. Commissioner Roseborough asked about credit card charges, and the Airport Manager said that information on the charges can be obtained from the Town of Hanover and she noted that as of today, the fees can be charged back to the customer. The Chair suggested that this question be looked into further. The Airport Manager explained that the discount serves as an incentive for pilots to buy fuel and she has not had any pilots tell her that the price is too high and pilots come from all over to buy fuel at SMA. Commissioner Hocking asked Commissioner Zeinstra for his opinion as to how pilots could help with the \$45,000 cost to replace the fuel pedestal. He responded that if it was his business, he would try to get the best price possible even with a lower markup so as to sell more to compensate for the lower markup. Commissioner Hocking suggested that an analysis of the discount should be done, although the Airport Manager said that this would be difficult as fuel prices change all the time. The discussion touched on the implications of the size of the airport's fuel tank, and Commissioner Zeinstra said that at one time a pilot offered to finance the purchase of a larger fuel tank but it became apparent that it would not result in a difference in price. The Chair noted that a review of the airport's fuel pricing policy and discount should be the subject of a future meeting. Commissioner Roseborough suggested that a future meeting should discuss fuel sales, including the possibility of advertising in advance a discount on fuel on Saturday and Sunday. The Airport Manager noted that this is regularly done at special events held at the airport.

Motion Moved by D. Hocking

Seconded by B. Roseborough

That the Commission accept the Airport Manager's recommendation that it purchase from AGFT a new M4000 fuel pod to replace the current fuel pod and that AGFT be retained for its installation, and that new fuel meters be purchased from AGFT and that AGFT be retained to do the calibration of the new meters.

Carried

Motion Moved by D. Hocking

Seconded by J. Zeinstra

That the fuel discount of \$0.10 per litre for pilots be cancelled as of January 1, 2023.

Carried

It was agreed that the Airport Manager would send a letter as a courtesy to pilots with fuel cards advising them of the cancellation of the discount.

6. Confirmation of Proceedings Resolution

Resolution Moved by D. Hocking

Seconded by J. Zeinstra

Whereas the Saugeen Municipal Airport Commission deems it expedient that the proceedings of meetings be confirmed and adopted;

Now Therefore the Saugeen Municipal Airport Commission Enacts as Follows:

- 1.0 That the actions of the Commission at its meeting held on October 5, 2022 in respect to each report, motion, resolution or other actions recorded and taken by the Commission at said meeting, are hereby adopted, ratified and confirmed, and furthermore;
- 2.0 That the Chair and appropriate representatives are hereby authorized and directed to do all things necessary to give effect to the said actions referred to in the proceeding, and;
- 3.0 That the Chair and Secretary, and their designates, are hereby authorized and directed to execute all documents as may be necessary on behalf of the Commission and to affix the corporate seal to all such documents as necessary;
- 4.0 That the Treasurer, or their designates, are hereby directed to execute any documents necessary on behalf of the Saugeen Municipal Airport Commission, and to affix the corporate seal to all such documents, as may be necessary;
- 5.0 That this resolution shall come into effect upon final passage;
- 6.0 This Resolution may be cited as the October 5, 2022 Confirmatory Resolution.

Carried

7. Adjournment

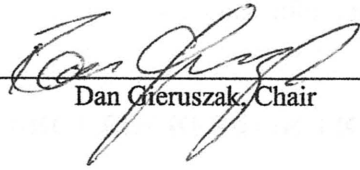
Motion Moved by D. Hocking

Seconded by J. Zeinstra

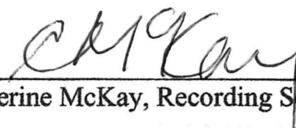
That the Commission adjourn at 9:05 p.m..

Carried

Next Meeting: Wednesday, October 25, 2022 at 7:00 p.m., or at the discretion of the Chair or Vice Chair.



Dan Gieruszak, Chair



Catherine McKay, Recording Secretary