



**FirstOntario Performing Arts Centre Board (PAC)  
First Regular Meeting Minutes  
Tuesday June 25, 2019, 2:00 pm  
City Hall, Burgoyne Woods Room**

**Board Members:** Joseph Critelli, Mario De Divitiis, Mary Jane Johnson, Debbie Slade, Councillor Carlos Garcia, Councillor Kevin Townsend, Brian Hutchings, Elizabeth Vlossak  
**Regrets:** Peter Partridge Jr.

**Non-voting participants:**  
Shelley Chemnitz, Chief Administrative Officer, City of St. Catharines

**Staff:**  
Steve Solski, Executive Director, PAC  
Sara Palmieri, Programming & Marketing Manager, PAC  
Carlos Robayo, Administrative Supervisor, PAC  
Janie Grand, Administrative Assistant, PAC

**Guests:**  
Bonnie Nistico-Dunk, City Clerk  
Heather Salter, Director of LCS/City Solicitor

**Regrets:** Lloyd Smith, FirstOntario Performing Arts Centre rep.

## **1. Call to Order**

The second board meeting of the FirstOntario Performing Arts Centre Board of Directors was called to order at 2:14 p.m. by Steve Solski, Executive Director of the FirstOntario Performing Arts Centre.

Land Acknowledgement was read by Bonnie Nistico-Dunk, City Clerk.

We acknowledge that we are on the traditional shared lands of the Indigenous Peoples of Turtle Island. We offer our sincere gratitude to the original and continued stewards of this land.

## **2. Adoption of the Agenda**

The City Clerk stated that Item 5 would be discussed prior to Item 4.

Mover: Mary Jane Johnson  
Second: Brian Hutchings

That the Board adopt the agenda for the meeting of June 25, 2019.

**CARRIED AS AMENDED**

## **3. Declarations of interest**

There were none declared.

*The Board then proceeded to Item 5.*

## **4. Approval of the minutes**

Regular Meeting Minutes, May 7, 2019

Mover: Brian Hutchings  
Second: Mario Di Divitiis

That the Board adopt the minutes of the May 7, 2019 meeting, save and accept the amendments identified by Brian Hutchings.

**CARRIED AS AMENDED**

*The original minutes will be adjusted to reflect the amendments as identified by Brian Hutchings.*

*The Board then proceeded to Item 6.*

## **5. Presentation**

### **Overview of the PAC Project & Board Responsibilities**

#### **Heather Salter, Solicitor, City of St. Catharines**

Heather Salter, Solicitor for the City of St. Catharines reviewed the history of the PAC project beginning with the 2016 Vinik study up to 2015 opening. The PAC Relationship Agreement with the City was also reviewed. The timeline of the transition of employees from the City to the PAC was briefly discussed confirming more details will be brought forth by the City's Human Resources Department at a future meeting.

*The Board then proceeded to Item 4.*

## **6. Appointments of Board Chair, Vice Chair, and Recording Secretary**

### **6.1 Appointment of Board Chair**

Members were asked if anyone was interested in the position of Board Chair. Anticipated time and work commitments for current and future Board Members were discussed.

Heather Salter, Solicitor, City of St. Catharines; Bonnie Nistico-Dunk, City Clerk, City of St. Catharines; and Steve Solski, Executive Director of the FirstOntario Performing Arts Centre provided information regarding the roles and responsibilities of the Chair and Vice-Chair. A 10-minute recess was proposed for board members to discuss potential appointments.

Mover: Councillor Kevin Townsend

Second: Mary Jane Johnson

That the board have a 10-minute recess to discuss the appointment of officers.

**CARRIED**

*The Board then recessed for 10 minutes.*

The board proposed recruiting three more citizen members in order to fill the Vice-Chair role, as well as support the various committees required to fulfill the board mandate. Ms. Salter outlined the steps required for the Board and City staff to take in order to add additional citizen members to the Board and recommended a staff report or motion be brought to the July 15, 2019 Council meeting to achieve this request.

*(At the time of writing these minutes, the PAC Board of Directors voted in favour of adding an additional member, therefore the motion brought forward to council was amended to add an additional 4 citizen members to the existing by-law).*

Mover: Councillor Carlos Garcia

Second: Joseph Critelli

That the board appoint Mario De Divitiis Chair for a period of one-year commencing immediately.

**CARRIED**

*There were no interested appointees for position of Vice-Chair at this time. Debbie Slade agreed to fulfill a co-chair role upon the new chair's request.*

## **6.2 Appointment of Recording Secretary**

Mover: Debbie Slade

Second: Councillor Kevin Townsend

That the board approve Janie Grand as the recording secretary.

**CARRIED**

## **7. Reports**

### **7.1 Procedural Bylaw**

Mover: Brian Hutchings

Seconded: Mary Jane Johnson

That the Board receive and approve the Board's Procedural By-Law, as attached in Appendix 1, save and except the following amendments:

- Remove definition of secretary as listed in clause 2.3
- Remove Executive Director term from clause 5.3

**CARRIED AS AMENDED**

### **7.2 Relationship Agreement**

Mover: Debbie Slade

Seconded: Joseph Critelli

That the Board receive and approve the Relationship Agreement attached in Appendix 2.

**CARRIED**

### **7.3 Report - Para Municipal Status**

Recommendation:

That the Board approve the application to the Canada Revenue Agency (CRA) for the FirstOntario Performing Arts Centre Board (PAC) to be considered a Para-Municipal organization.

Mover: Mary Jane Johnson

Seconded: Joseph Critelli

**CARRIED**

### **7.4 Report: Banking**

Recommendation:

That the Board establish the Bank of Nova Scotia as its primary banking institution.

Mover: Debbie Slade

Seconded: Kevin Townsend

**CARRIED**

*Brian Hutchings requested that the minutes reflect he abstained from this vote.*

### **7.5 Report: Board Meeting Schedule**

Recommendation:

That the Board approve the 2019 Meeting Schedule, proposed by staff as attached in Appendix 3.

Mover: Joseph Critelli  
Seconder: Mary Jane Johnson

**CARRIED**

## **8. Adjournment**

Moved by: Kevin Townsend  
Seconded by: Debbie Slade

That there being no further items of business, this meeting be adjourned at 4:00 PM.

**CARRIED**

DRAFT