



Directors Meeting

Waterloo Regional Heritage Foundation

Minutes

Tuesday, April 24, 2018

6:30 p.m.

Waterloo County Room

Regional Administration Building

150 Frederick Street, Kitchener

Present were: Chair W. Stauch, R. Albrecht, J. Arndt, D. Bonk, J. Clinckett, D. Emberly, T. Galloway, A. Haggerty, L. Haggerty, J. Lewis, J. Malvern, K. McLaughlin, K. Seiling

Members absent: J. Glass and L. Stace

W. Stauch introduced Debra Arnold, Regional Solicitor.

Declarations of Conflict of Interest

None declared.

Waterloo Regional Heritage Foundation Letters Patent and Bylaw Review Update

K. Seiling highlighted the review that was done by the sub-committee of the letters patent and the by-laws. He gave an overview of the proposed changes and to have a similar structure to the Region of Waterloo Arts Fund. It was agreed to amend the Letters Patent.

D. Arnold outlined the process, noting a handout that was distributed of the second page of the proposed application for supplementary letters patent. She gave an overview of the amendments in the proposed new by-law number 1 which would replace the current by-law number 1 as attached to the agenda. There were some minor housekeeping amendments that will be made related to fees which will be removed and revised wording for the membership. A revised copy of the by-law was

distributed. The effective date was reviewed and this will occur once the supplementary letters patent are approved by the Province.

J. Malvern questioned who the members of the corporation are as opposed to the directors. He referenced a motion from February 20, 1975 that states the Regional CAO and Regional Commissioners are also members and how that factors in.

A question was asked what the deadline is to get this completed and what would be lost by delaying the approval. D. Emberly stated that some members do not believe proper notice was given and he referenced Heritage Cambridge not being aware of the proposal. He also read a letter from the Waterloo Historical Society and noted they did not send a delegation to the meeting. D. Arnold advised the Board of Directors could deal with the recommendations before them and the members meeting could be held at a subsequent date to consider ratification of the recommendations.

It was agreed to proceed with the recommendation at this Director's meeting and then defer the Member's meeting to consider the resolution of the Board of Directors meeting. D. Arnold will review and clarify the membership in advance of the Member's meeting.

Moved by D. Emberly

Seconded by R. Albrecht

That the application for Supplementary Letters Patent attached as Appendix A to this Report be submitted to the Province of Ontario to amend the Letters Patent of the Corporation, Waterloo Regional Heritage Foundation;

And that the existing By-law #1, as amended, be repealed and replaced with the revised proposed By-law attached as Appendix B to this Report, to come into force and effect on the day immediately following the date of issuance of the Supplementary Letters Patent.

Carried

A. Haggerty stated she feels 12 is too small a number for the Board. K. Seiling explained the rationale. R. Albrecht stated the by-law could be amended in the future if it is desired to increase the size.

There was discussion about the member's meeting and that there wasn't proper notification. In response to a question about what would change if it were put off to next month, it was agreed this could be deferred.

D. Arnold inquired if the desire is to keep the membership as noted in 1975 or give direction to change the composition as proposed. She noted the application for the supplementary letters patent will require a 2/3 majority vote.

Moved by T. Galloway

Seconded by R. Albrecht

That the application for Supplementary Letters Patent approval by the Members be deferred to the May 22nd general member's meeting with appropriate notice given.

Carried

There was a question about who the director's liability insurance is paid to and it was advised that it indemnifies the directors as part of the umbrella insurance through the Region of Waterloo insurance pool. There is a proportionate premium and Connie Bogusat, Financial Analyst clarified an annual application is made to Cowan insurance.

Accounts and Grant Summary

C. Bogusat circulated the Accounts and Grant Summary which included a summary of disbursements for April 2018, outstanding approved commitments and the Foundation's net funding position.

Approval of Minutes

A correction to the bottom of page 3 was noted to replace "Funds" with "Finance".

Moved by D. Bonk

Seconded by A. Haggerty

That the minutes of the Waterloo Regional Heritage Foundation meeting held on March 27, 2018, be approved, as amended.

Carried

2017-2018 Committees

- a) Allocations and Finance Committee
 - i. The Central Presbyterian Church have completed their application for the stained glass windows and will be invited to the next meeting.

- ii. Project Grant regarding rare Charitable Research Reserve
L. Haggerty advised the Allocations & Finance Committee met briefly and they will be invited as a delegation to next month's meeting. J. Malvern stated rare had wanted to start the work March 15, 2018 and he was willing to put forward approval of the project tonight. K. Seiling questioned what heritage elements are being paid for in this application as opposed to renovations. It was noted there is normally documentation from the architect with the use of historically accurate windows, doors, etc. It was agreed to request rare to attend the next meeting with additional documentation.

b) Communications Committee

D. Bonk provided an update on the preparations for the Discovering Heritage event on May 12th from 10 a.m. – 4 p.m. It is a new event and exhibitor attendance is expected to be down. The universities are not attending this event. There are currently 15 exhibitors. The awards of excellence will be held during the Waterloo Historical Society meeting, which starts at 1:30 p.m. The Heritage Foundation will have a booth which will require members to assist.

c) Heritage Advisory Committee

J. Lewis advised no meeting was held. She is waiting to hear back from the judges on the history prize and once received she will distribute to members.

The Sally Thorsen Award of Excellence will be given to Richard Fuller, the Dr. Jean Steckle Award for Heritage Education to Diane Strickler. There are four awards of excellence being presented to Lesley Webb, Stephanie Massel, Karen Scott-Booth and Margaret McCreery.

d) Executive Committee

No report.

Reports – Member Organizations

a) ACO North Waterloo

J. Clinckett stated the meeting was held April 23rd and there was concern that the Heritage Showcase event is not as strong as in the past. There was also concern that they will no longer have a seat on the Foundation.

They are holding an event on Thursday, May 10th at Walter Fedy's office, with the focus on the Townships.

b) ACO Cambridge

D. Emberly spoke as a member of ACO Cambridge on behalf of the Board of Directors. A copy will be attached with the minutes.

c) Waterloo Historical Society

D. Emberly provided an update on the scanning project. He stated they raised concerns with the restructuring of the Heritage Foundation. He noted the guest speaker for the meeting on May 12th. A copy of his report will be attached to the original minutes.

d) Waterloo Region, Ontario Genealogical Society

No report.

Correspondence

The correspondence folder was circulated among the members for their review.

Other Business

Terms expire normally in June, but will be carried on until approval of the new structure is granted, likely in September.

Next Meeting – May 22, 2018

Adjourn

Moved by J. Lewis

Seconded by T. Galloway

That the meeting adjourn at 8:05 p.m.

Carried

Foundation Chair, W. Stauch

Foundation Secretary, L. Wetzel

Report Given on Behalf of the Architectural Conservancy of Ontario Cambridge and North Dumfries Branch.

The Annual General Meeting of the Cambridge and North Dumfries Branch of the Architectural Conservancy of Ontario was held on Wednesday, March 28, 2018 in the former Galt Public Library, 34 Water Street North, Cambridge, Ontario.

Marilyn Scott, Communications Director, reported on the year's activities and the many organizations in the Region of Waterloo in which the Cambridge ACO is represented. The Cambridge ACO had not been recently represented on the board of the Waterloo Regional Heritage Foundation, due to the resignation of the branch representative, Brad Paddock. The members were unaware of the proposed Supplementary Letters Patent and new By-law #1, which would remove the ACO branch and five other named organizations from the Foundation's board of directors. David Emberly, an ACO member and Foundation director explained that it is proposed to have a board of 12 members appointed by Region of Waterloo Council, ten of whom would be elected at-large and two from the Region's Council. The Cambridge ACO was a charter member of the Foundation in 1973/1974 and has been very active in its affairs throughout the last 45 years. D. Emberly agreed to keep the Foundation informed of the Cambridge and North Dumfries Branch ACO until September 2018 when the reorganized Foundation is expected to become effective.

A report was given on the ACO Cambridge's successful request to the Ontario Municipal Board for a full hearing on the HIP proposal for the Gaslight District, Grand Avenue South in Cambridge. On January 2, 2018 ACO representatives argued against this development. A six-page decision in favour of the ACO was handed down on February 20 by the OMB's vice-chair Susan de Avellar Schiller in which she stated "that the ACO has met the test of authenticity in the apparent land use planning grounds for its appeals and that such grounds are worthy of a full hearing of the merits." Reference was made to "height, massing and transition". The ACO had said that the proposed land uses are not consistent with the 2014 provincial policy statement, do not conform to the 2017 growth plan for the Greater Golden Horseshoe or conform with the heritage conservation policies of the region's official plan or to the policies of its 1999 official plan. If discussions between the two sides are unsuccessful, a full hearing will be scheduled at a future time.

The members agreed not to change the make-up of the present board of directors this year in order to provide consistency and stability during dealings with HIP and the OMB. Jeremy Hetherington will continue as President.

Members were pleased to hear that Karen Scott Booth had been nominated to receive the Award of Excellence of the Waterloo Regional Heritage Foundation.

A tour of the historic (and heritage designated) Carnegie library building of 1903 was conducted by Mike Panayi, President of Pinnacle Capital Partners, the property's present owner, who explained various changes and restorations made to the building.

A speakers series will begin in May.

Report of the Waterloo Historical Society.

The indexing of texts and images of 103 of the Annual Volumes of the Waterloo Historical Society is expected to be completed by September 30, 2018. Anna Marie Larson, the indexer, is working with a student proof reader and is able to complete two volumes per week, mixing earlier volumes, which are not as complex, with more recent ones that sometimes have as many as 250 pages and dozens of notes. Until the project is completed and she is paid-in-full, Ms Larson retains copyright. Edited indices are being posted online. The multi-year merge of the indices will follow. The Waterloo Historical Society expresses its gratitude to the Waterloo Regional Foundation for funding assistance with this project.

At its directors' meeting of Tuesday, April 3, 2018 the Society had 225 members. There was discussion of restructuring of the Waterloo Regional Heritage Foundation. Members expressed concern that they had not been formally consulted on this matter. The Society was one of the original charter members in 1973/1974 and has been the most active organization in the Foundation during its existence. The proposed Supplementary Letters Patent and new By-law #1 will remove the six named organizations, of which the Society is one, and replace them with a board of 12 members, ten of whom will be at-large and two from Regional Council, all to be appointed by the Waterloo Region Council.

In a letter of April 9, 2018, Lesley Webb, the society's president, wrote "As an original organization having a position on the WRHF, the WHS holds an interest in the mandate of the foundation and would appreciate the opportunity to participate in a consultation on the reorganization before it takes place."

On May 12, 2018, Discovering Our Heritage Day, at the Waterloo Region Museum, the society's speaker will be Curtis B. Johnson, a PhD candidate, who will speak just after 1:30 p.m. in the Christie Digital Theatre. His topic is "Security Measures in Southern Ontario in the First World War: An Historical Comparison." Security on the home front was handled differently in Southwestern Ontario where Berlin was located, than it was elsewhere in Central Ontario. Was it handled differently here because Berlin was an historically German city? He will give some answers. In the society's 2016 Annual Volume 104, he published "Conflict or Consensus? The Berliner Journal and the Chief Press Censor during the First World War, 1915-1918."

The society's annual general meeting will be on Saturday, November 3, 2018.