



Hamilton Farmers' Market Board of Directors Meeting Agenda

**Tuesday, April 21, 2026, 5:00 pm
Council Chambers, Hamilton City Hall**

- 1. Approval of Agenda**
- 2. Declarations of Interest**
- 3. Approval of Minutes of Previous Meeting – February 17, 2026**
- 4. Delegations**
- 5. Items for Information**
 - a) Market Manager's Report - Bill**
 - b) Governance & Operational Review Implementation – Adam & Michael Bugeja (Optimus SBR)**
 - c) Fall 2026 York Blvd Activation - Adam**
- 6. Items for Consideration - None**
- 7. Motions**
- 8. Notices of Motion - None**
- 9. Private & Confidential**

Procedural motion to move into camera with only Directors, Adam Watson, Senior HFM Program Manager, Ray Kessler, Contract Manager, and the Market Manager (as required). Discussion of Items in closed session are subject to the following requirement(s) of the Operating Agreement and the Ontario Municipal Act, 2001, 239 (2)
(b) personal matters about an identifiable individual, including municipal or local board employees.
- 9a. Vendor Management**
- 10. Adjournment**

Next HFM Board Meeting: Tuesday, May 19, 2026, 5:00PM - Council Chambers, City Hall



Hamilton Farmers' Market Board Meeting

Market Manager's Report

Tuesday April 21st, 2026

HFM Vendor Transitions - Update

We have one vendor transition to report as British Baked Goods has opted for additional space and visibility in the former Cookie D'OH location across from Latin Foods and Products located at the west end on the lower level of the Market.

HFM Vendor Occupancy On The Rise

We are pleased to announce two new vendors in the HFM, a farmer and a juicer!

Nicholas Kempel has recently joined the HFM vendor community as he "grows" his network of Markets that he attends under **The Mushroom Tree** banner. Located on the lower level adjacent to the Local Showcase and opposite the lower-level ramp. You won't find supermarket mushrooms in this stall. Nicholas is a "farmer" who grows all his exotic mushrooms "vertically" and never in soil. His tree grown varieties may include Blue Oyster, Gold Oyster and Lions Mane to name a just few. Offerings will rotate in and out based on growing cycles and will have anywhere from 4 – 6 varieties on any given Market day.

We also welcome Meeta Dayma of **Yogic Juice** who is launching her new juicing concept in the Hamilton Farmers' Market. Made with 100% Fruits and vegetables, all drinks are freshly squeezed and cold-pressed for maximum nutritional benefits. Juices are bottled and frozen in reuseable glass containers with return/refill program for sustainability.

We are currently vetting one additional business proposal in the prepared foods category while other potential candidates are under consideration at this time.

HFM Security Update

Given the recent changes adopted by the Hamilton Public Library we have seen an influx of visitors displaying behavioral issues in the Market primarily on weekdays. We continue to have a full-time security guard for all Market hours and are currently reviewing our security needs.

Part of the security review included investigating innovative security technology that can assist us in dealing with the challenges of drug use in the Market. Recently the Central Library has installed Halo Smart Sensors in their location to detect smoking, drug use and more in their washrooms. Detection results in sending real-time alerts for more effective responses. We are in the process of following suit and installing this technology in our public washrooms.

Facility Improvements - Update

The concrete stairs located next to the public elevator that connect the lower level to the upper level of the Market has recently had a safety feature added to it with fluorescent yellow strips to assist in step awareness. This is a proactive measure and not related to any incident.

Market One-hour Free Parking Update

Our One-hour Free HFM parking program is alive and well. Updated tracking data covers all Market days for the following periods,

Feb. 4th - Feb. 28th

Weekdays (12): 580 Free Hours / Ave. 48 per Weekday

Saturdays (4): 1075 Free Hours / Ave. 269 per Saturday

Total (16): 1655 Free Hours

Mar. 4th – Mar. 28th

Weekdays (12): 616 Free Hours / Ave. 51 per Weekday

Saturdays (4): 1028 Free Hours / Ave. 257 per Saturday

Total (16): 1644 Free Hours



Hamilton Farmers' Market Governance & Operational Review Implementation Overview

April 21, 2026

Background:

The Sole Voting Member of the Hamilton Farmers' Market approved the report Governance and Operational Model Recommendations – Hamilton Farmers' Market (PED25094) on March 24, 2025 and directed staff to retain Optimus SBR to complete an implementation plan for the new governance and operational model. Staff and consultants have consulted with all pertinent City divisions to develop an implementation strategy that achieves the key recommendations in the approved report and will be reporting back to the Sole Voting Member in Q2 2026.

Overview:

The final phase of the governance and operational review focused on developing the implementation plan for the new Hamilton Farmers' Market (HFM) governance framework. This includes details on new board structure, staffing model, service level agreements with internal groups, indicative budget, and timing of each element.

The main outcomes are:

- The HFM to remain a municipal service corporation with the City of Hamilton as sole shareholder.
- HFM Board of Directors structure to transition to a skills-based, nine-member board, comprised of seven community members, one City staff person, and one councillor in a non-voting (tie-break only) role. One Market vendor to sit on the board in an ex-officio (non-voting) capacity.
- HFM staffing to follow CityHousing Hamilton model, with an executive director-type position reporting directly to the Board, but with a limited administrative reporting relationship to the Director of Tourism & Culture (also the proposed staff board member), to ensure alignment with collective agreement obligations. HFM staff to remain as City of Hamilton employees.

- New service-level agreements to be deployed with each of the following City operating groups for shared services, enabling independence while maintaining municipal standards:
 - *Facilities*
 - *Finance*
 - *Human Resources*

- A 5-year business plan has been developed that will guide HFM strategic and operational changes and is aligned with the approved HFM Vision.

- The proposed implementation timeline is as follows:
 - HFM Board of Directors Review (April 21, 2026)
 - Report to Sole Voting Member (early-June 2026)
 - New HFM Board Recruitment (July-September 2026)
 - New service-level agreements finalized (November 2026)
 - New HFM Board onboarding and orientation (November-December 2026)
 - Final meeting of current HFM Board of Directors (December 2026)
 - Initial meeting of new HFM Board of Directors (January 2027)



Recommendations Implementation Support: Hamilton Farmers' Market Corporation

→ Final Report

March 25th, 2026



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1 Project Context

1.1 Purpose of this Document

The purpose of this report is to provide a single document for the Hamilton Farmers' Market Corporation, heretofore referred to as the "Market," to refer to as it moves forward with implementation. This report provides an overview of all deliverables Optimus has developed throughout the course of this engagement and gives in-depth explanation regarding the 5-Year Business Plan, Community Engagement Strategy, and Implementation Timeline.

1.2 Project Mission

The Project Mission defines the core focus of what the Optimus SBR team is aiming to achieve. The Project Mission for this engagement with the Market was mutually decided upon at the Project Kickoff and reconfirmed throughout the project process as being:

To support the City of Hamilton and the Hamilton Farmers' Market Corporation (HFMC) in implementing Council-approved recommendations aimed at strengthening the Market's governance, operational sustainability, and long-term viability.

Specifically, the project focused on translating prior policy and governance direction into practical, implementable outcomes by fully defining and establishing a refreshed governance framework that provided clear delineation of roles, responsibilities, and oversight between Council, the Board of Directors, and management. The framework was designed to be understood, supported, and operationalized by key stakeholders, enabling more effective decision-making and accountability across the organization.

In parallel, the engagement supported the development of a robust, evidence-informed 5-year Business Plan to guide the Market's financial performance, service delivery, and strategic priorities. The Business Plan provided HFMC with a realistic and sustainable roadmap that balances financial viability with the Market's public mandate and community role.

Finally, the project designed a future-state organizational structure and accountability model aligned with the Market's anticipated operating model, service expectations, and long-term needs. To support successful implementation beyond the engagement, all tools, methodologies, and deliverables developed through this work were transferred to HFMC staff through this report.

1.3 Project Success

Project Success defines the intangible elements of a project that the Market can expect to receive at the conclusion of the project. These elements are all in addition to the contractual deliverables and for this project these were mutually defined as:

- A refreshed governance framework is designed and supported by stakeholders, providing greater clarity around roles, responsibilities, and oversight.
- A robust, evidence-informed 5-year Business Plan is developed to guide the Market’s operations and long-term sustainability.
- The implementation of a future-state organization structure and accountability approach that aligns with future needs and service expectations.
- All tools, methodologies, and deliverables are effectively transferred to HFMC staff through a knowledge-sharing session at the culmination of the engagement.

1.4 Project Timeline

The graphic below outlines the six-step process that Optimus SBR used to develop all project deliverables.

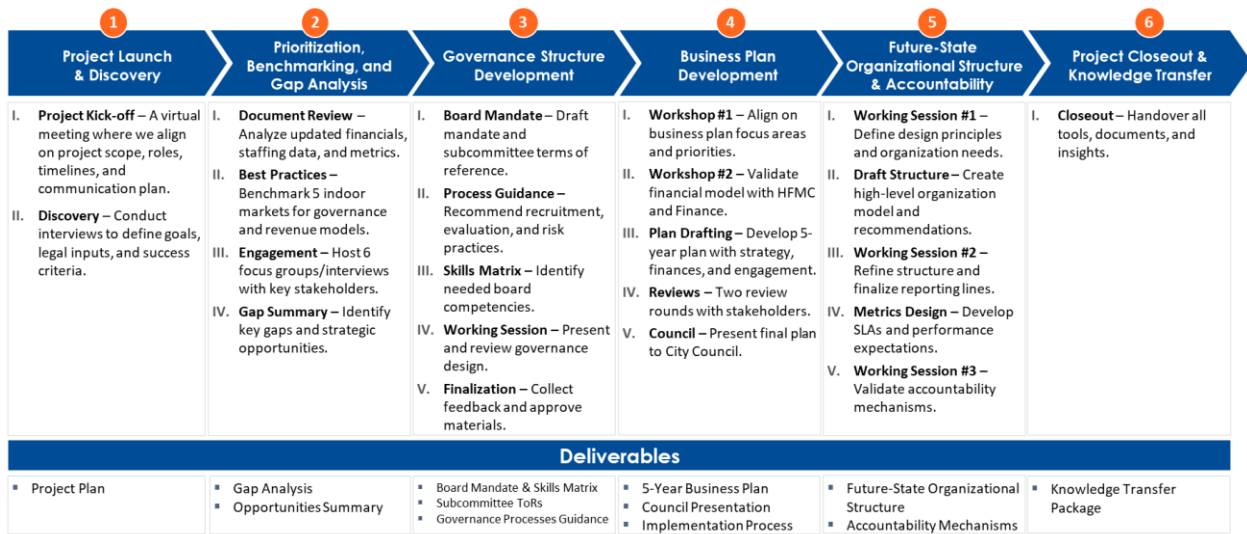


FIGURE 1: PROJECT APPROACH METHODOLOGY

2 Context and Case-for-Change

2.1.1 Reasons for Engagement

Hamilton Farmers' Market Corporation (HFMC) engaged our team at a pivotal moment, as the organization sought to modernize its governance and operating model while continuing to fulfill its public mandate as a community and cultural anchor in the City of Hamilton.

The engagement was initiated to address:

- Increased ambiguity in roles, decision rights, and accountability between the Board, management, staff, and the City.
- Operational constraints arising from legacy agreements, policies, and service arrangements.
- Limited financial and operational autonomy relative to the organization's responsibilities.
- A need for a clear, future-state model that supports sustainability, transparency, and effective oversight.

HFMC required an independent, evidence-based assessment to clearly articulate its current-state challenges and define a practical path forward.

2.1.2 Analyses Conducted

To meet these objectives, we conducted a comprehensive current-state and contextual assessment, including:

- Review of governance structures, Board mandates, and decision-making authorities.
- Assessment of operating and service delivery arrangements with the City.
- Analysis of key agreements, policies, and documentation governing HFMC operations.
- Comparative review of leading practices from peer markets and municipal service corporations.
- Synthesis of operational and stakeholder insights to validate constraints and pain points.

This work established a fact-based understanding of how HFMC currently functions and where structural limitations exist.

2.1.3 Identified Factors That Impact HFMC

Through this analysis, we identified several interrelated factors that materially impact HFMC's effectiveness:

- Blurred accountability between governance and management functions.
- Misalignment between HFMC's responsibilities and its authority to act independently.
- Reliance on City processes that limit agility, cost transparency, and responsiveness.
- Inconsistent or unclear documentation governing decision-making, asset control, and service expectations.

Collectively, these factors constrain HFMC's ability to operate as a modern, accountable organization.

2.1.4 Deeper Analysis Conducted in The Following Areas

Based on materiality of these impacts, we conducted deeper analysis in priority areas, including:

- Governance and delegation of authority frameworks.
- Financial management, budgeting, and cost recovery mechanisms.
- Human resources accountability and employment structures.
- Facilities management, asset ownership, and emergency response protocols.
- Policy alignment and operational clarity across agreements and SLAs.

This deeper review focused on identifying root causes rather than symptoms

2.1.5 Identified Areas Requiring Change

The deeper analysis confirmed that change is required in order to:

- Clearly separate governance oversight from operational management.
- Align decision-making authority with accountability and risk ownership.
- Improve transparency and predictability in financial and service arrangements.
- Reduce operational friction created by outdated or fragmented agreements.
- Establish consistent, repeatable processes that support long-term sustainability.

Without these changes, HFMC would continue to face structural barriers to effective operation.

2.1.6 Recommended Changes

Based on these findings, we developed a set of integrated recommendations to:

- Establish a clear future-state governance model with defined decision rights.
- Redesign the business model to support incoming skills-based Board.
- Introduce structured service-level agreements that clarify roles, standards, and cost recovery.
- Align asset ownership and facilities responsibility with operational control.
- Provide a phased, practical implementation roadmap to support transition.

These recommendations are designed to strengthen HFMC's autonomy and accountability while maintaining appropriate City oversight, positioning the Market to evolve into a modernized community hub that supports vendors, reflects Hamilton's cultural identity, and operates on a sustainable foundation.

Below are more detailed insights gained through the aforementioned analyses.

2.2 Governance Structure

This section addresses how authority, accountability, and oversight are formally organized between the Board, Market management, and the City, including decision-rights, reporting relationships, and mechanisms for alignment.

2.2.1 Current-State Insight

- Roles and responsibilities between the HFMC Board, Market management, and the City are not sufficiently delineated, resulting in overlapping oversight, blurred accountability, and inefficiencies in decision-making and approvals.
- The Board has historically included legacy vendor representation, which introduces real or perceived conflicts of interest and constrains the Board's ability to function as an objective, skills-based strategic oversight body.
- The Board's focus has skewed toward operational matters rather than long-term strategy, limiting capacity for forward planning, performance oversight, and risk management.
- Formal reporting, performance measurement, and accountability mechanisms are underdeveloped, making it difficult to assess progress against strategic and financial objectives.
- Alignment with the City is not fully formalized through agreements or governance instruments, contributing to delays in approvals, unclear escalation pathways, and inconsistent communication.

2.2.2 Leading Practice Insight

- Hamilton Public Library operates under a legislated local Board where they govern strategy and the CEO, while day-to-day operations remain management-led; the City retains oversight through budget approval and audit rights.
- CityHousing Hamilton (CHH) demonstrates how a sole-shareholder City can retain accountability through shareholder directions, committee oversight, and structured reporting, without managing daily operations.
- St. Lawrence Market illustrates the limitations of advisory-only governance, where lack of decision authority has led to frustration and prompted reconsideration of the model.

2.2.3 Implications for HFMC

A refreshed governance structure should clarify authority, professionalize Board composition, and formalize the Market-City relationship, enabling the Board to focus on strategy, performance, and risk rather than operations.

During Years 1-2 there will be a focus on implementation of changes and updates followed by the 3–5 year stabilization and growth phase. At this latter stage, the Market could explore a shift to a fully independent Board.

2.3 Operations & Vendors

This section focuses on how the market is managed on a day-to-day basis, including operational decision-making, staffing, infrastructure management, and the policies and processes governing vendor engagement and performance.

2.3.1 Current-State Insights

- Market management’s ability to make timely financial and operational decisions is constrained by municipal processes, limiting responsiveness to infrastructure needs, programming opportunities, and evolving customer expectations.
- Staffing levels, role flexibility, and management autonomy are restricted by municipal policies, reducing capacity for proactive vendor support, community engagement, and market activation.
- Infrastructure maintenance and modifications require direct City involvement, limiting the Market’s ability to adapt facilities to seasonal demand, vendor growth, or new operational models.
- Vendor engagement is largely reactive, with inconsistent application of onboarding, diversification, retention, and enforcement practices.
- The absence of standardized vendor policies and performance expectations contributes to uneven experiences for vendors and customers alike.

2.3.2 Leading Practice Insights

- St. Lawrence Market actively curates its vendor mix, filling strategic gaps and using inducement programs that have generated 20-30% sales lifts.
- Kitchener Market balances open vendor access with management-led curation, supported by structured, twice-yearly vendor engagement sessions.
- Covent Garden Market applies formal evaluation criteria tied to its business and marketing plan when admitting vendors, including financial viability and complementarity.

2.3.3 Implication for HFMC

Strengthening operational autonomy and formalizing vendor management frameworks would improve consistency, fairness, and market vitality while better supporting local entrepreneurs.

2.4 Business Model

This section outlines how the Market generates, manages, and reinvests financial resources, including revenue sources, costs structures, and the degree of financial flexibility required to support long-term sustainability.

2.4.1 Current-State Insights

- The Market remains heavily reliant on vendor rents as its primary revenue source, limiting financial resilience and flexibility.
- Constraints on revenue generation and retention reduce the Market's ability to reinvest in infrastructure upgrades, technology, programming, and placemaking initiatives.
- Limited diversification of revenue streams restricts the Market's ability to function as an experience-driven destination rather than a transactional retail space.
- Financial decision-making constraints impede long-term planning and modernization efforts.

2.4.2 Leading Practice Insights

- St. Lawrence Market generates revenue through inducement programs, events, merchandise, and facility rentals, supporting a high-performing sales environment.
- ByWard Market District Authority operates as an MSC that collects permits, manages commercial leases, runs events, and secures sponsorships, which creates a self-sustaining revenue loop.
- Covent Garden Market funds operations independently through market revenues and parking, with Council support reserved for major structural needs.

2.4.3 Implication for HFMC

A future-state business model should enable revenue diversification and reinvestment, positioning the Market as a modern community hub that delivers both economic and social value.

2.5 Transition Management

This section describes how changes to governance, operations, and the business model are sequenced and implemented over time, including stakeholder engagement, formal agreements, and mechanisms to ensure continuity and accountability.

2.5.1 Current-State Insights

- Previous governance and operational changes have lacked a clear, sequenced implementation roadmap, creating uncertainty among staff, vendors, and City partners.
- Advisory structures without clear authority have led to misaligned expectations and stakeholder frustration.
- Limited formal documentation and agreements have made it difficult to sustain changes beyond initial implementation phases.

2.5.2 Leading Practice Insights

- Visit Mississauga transitioned into an MSC through a Relationship & Funding Agreement that clarified roles, funding flows, and oversight before operational changes.
- CityHousing Hamilton (CHH) uses service-level agreements for shared services, enabling independence while maintaining municipal standards.
- ByWard Market District Authority relies on a Service & Asset Management Agreement to clearly delineate responsibilities during implementation.

2.5.3 Implication for HFMC

Transition management should be structured, time-bound, and agreement-driven, ensuring clarity, continuity, and confidence across stakeholders.

3 Contractual Deliverables Provided

3.1 Board Mandate

This document sets out the formal Board Mandate for the Hamilton Farmers' Market Corporation and defines the role, authority, and responsibilities of the Board of Directors as the governing body of the Market. It establishes a clear governance framework intended to support the implementation of Council-approved recommendations and to strengthen accountability, decision-making, and long-term sustainability of the Market.

[The full Board Mandate is included here.](#)



Board Mandate

3.2 Board By-law

This document establishes the Board By-law for the Hamilton Farmers' Market Corporation, providing the formal legal and governance framework that governs how the Board of Directors is constituted, how it operates, and how authority is exercised. It translates the Board's mandate into enforceable rules covering Board composition, director qualifications and terms, meeting procedures, decision-making processes, and accountability requirements, ensuring governance practices are transparent, consistent, and compliant with applicable legislation.

[The full Board By-law is included here.](#)



Board By-law

3.3 Skills Matrix

This document defines the Skills Matrix for the Hamilton Farmers' Market Corporation Board of Directors, establishing the competencies, experience, and diversity considerations required to support effective governance and long-term sustainability. It provides a structured framework to guide Board recruitment and composition, ensuring Directors are selected based on complementary skill sets rather than stakeholder representation, consistent with leading practices in public and municipal governance.

The full Skills Matrix is included here.



3.4 Committee and Board Terms of Reference (ToR) Master List

This document establishes the committee and advisory board substructure that supports the Hamilton Farmers' Market Corporation Board of Directors, clearly defining how governance, oversight, and stakeholder input are organized beneath the Board. It sets out a structured framework consisting of Standing Committees, Ad-hoc Committees, and Advisory Boards, clarifying their respective purposes, scopes, authorities, and reporting relationships to ensure effective delegation without dilution of Board accountability.

The Committee and Advisory Board Terms of Reference are included below:

- Governance and Risk Committee Terms of Reference.



Governance and Risk
Committee ToR

- Finance and Audit Committee Terms of Reference.



Finance and Audit
Committee ToR

- Strategy Ad-hoc Committee Terms of Reference.



Strategy Ad-hoc
Committee ToR

- Infrastructure and Fundraising Ad-hoc Committee Terms of Reference.



Infrastructure and
Fundraising Ad-hoc

- Community Advisory Board Terms of Reference.



Community Advisory
Board ToR

3.5 5-Year Business Plan

This document presents the Hamilton Farmers’ Market Corporation’s 5-Year Business Plan, outlining a structured roadmap to strengthen financial sustainability, modernize the Market’s operating model, and reinforce its role as a community, cultural, and economic asset. The Plan translates Council-approved governance direction into a practical, phased strategy that aligns revenue generation, vendor support, community programming, and organizational capacity over a 5-year horizon.

The full 5-Year Business Plan is included here.



Hamilton Farmers'
Market Business Plan

5-Year Business Plan Excel book is included here.



Business Plan Excel

4 Next Steps & Implementation

4.1 Market Rates Review

The Hamilton Farmers’ Market requires a modernized financial model to address long-standing rent stagnation and position the Market for long-term sustainability. The recommended approach is a phased, hybrid model that combines market-aligned base rents, location and category-based premiums, shared-service fees, and time-bound incubator discounts for new and diverse vendors.

Over five years, this strategy should aim to rectify historical misalignment, introduce transparent decision-making protocols, and implement a profit-sharing option for eligible vendors who meet performance criteria. Expanded operating hours, including Sundays, and progress toward cashless transactions will further strengthen revenue and reduce risk.

A market study will guide rate-setting and validate cost-to-serve assumptions, ensuring fairness and competitiveness. This model balances financial sustainability with equity, enabling the Market to invest in programming, attract diverse vendors, and fulfill its role as a modernized community hub for Hamilton.

4.2 Board Candidate Selection

The Market should begin to develop a roster of potential candidates for the Board of Directors, utilizing the *Skills Matrix* document provided.

4.3 Register of 2026 Documents to Develop

In order to support HFMC as they progress into tactical implementation based on the outputs of our project, we have developed a Framework for Non-Contractual Deliverables that acts as a register of documents necessary to develop in 2026.

The full Frameworks for Non-Contractual Deliverables document is included here.



Frameworks Master List

Below is a comprehensive list of all documents provided to date, documents that will need to be finalized after the close of this project, and other considerations/activities/work that is ongoing after the close of this project:

Contractual Deliverables Provided To Date:
<ul style="list-style-type: none"> • Board Mandate • Committee structures, Subcommittees, and Terms of Reference • Board processes and policies (Board By-law) • Skills Matrix • 5-Year Business Plan
Documents Supported To Date:
<ul style="list-style-type: none"> • Shareholders Directive. • Occupancy Agreement. • Delegation of Authority. • Finance SLA. • Human Resources SLA. • Facilities SLA. • Asset Transfer Policy.
Other Considerations/Activities/Work:
<ul style="list-style-type: none"> • Supported conversation with the City of Hamilton HR team to facilitate shift to a more effective HR structure.

- Supported conversation with the City of Hamilton Procurement team support enhanced communication and collective understanding with Market management, specifically related to low-dollar-value procurement and liquidation of forfeited vendor assets.
- Facilitated conversation with the City of Hamilton Facilities team to shift to a more effective allocation of responsibility related to the Market premises and Market management's autonomy in this space.

5 Appendix

5.1 Key Outcomes

5.1.1 Human Resources

Discussions with the City’s Human Resources team clarified a viable path forward that balances increased Market autonomy with continuity and protection for Market staff through an updated organizational model. A structure can be implemented that strengthens Board-led decision-making—flowing from the Board to the General Manager and through Market staff—while maintaining staff participation in the City of Hamilton collective agreement.

Through these discussions, alignment emerged around the **CityHousing Hamilton (CHH)** organizational model as the most appropriate reference point for the Market. Under this model, CHH operates within the City’s collective agreement while being led by an independent Board of Directors that provides direction to the CEO. The CEO maintains a limited, administrative reporting relationship to the City Manager to ensure alignment with collective agreement obligations, while day-to-day management and performance accountability flow through the organization’s leadership structure.

This approach addresses previously identified operational challenges and aligns with Council priorities by preserving staff benefits, job protections, and internal mobility opportunities, while enabling clearer accountability and a more autonomous and effective management model for the Market.

Next Steps:

- Conduct a review of the City Housing Hamilton governance and organizational model to confirm there are no legal, labour, or structural barriers to adapting this approach for the Market context.
- Based on the outcome of the review, tailor the CHH model to reflect the specific operational, governance, and scale requirements of the Hamilton Farmers’ Market.
- Re-engage with the Human Resources team to conduct an information session ensuring the Market fully understands all expectations, obligations, and constraints under the City of Hamilton collective agreement, including how these apply in a more autonomous operating environment.

5.1.2 Procurement

Engagement with the City’s Procurement team was constructive and confirmed that the Hamilton Farmers’ Market can effectively conduct its purchasing activities within the City’s existing Procurement Policy. The Procurement team was receptive to the operational concerns raised by Market management and acknowledged the importance of predictability and responsiveness to support day-to-day Market operations.

Through these discussions, the Procurement team expressed a willingness to formalize service expectations by developing a written document that outlines response timelines and engagement processes for procurement-related requests. This approach would improve clarity, reduce

friction, and support more efficient coordination between the Market and the City, without requiring structural changes to existing procurement frameworks.

It was also confirmed that the volume and nature of Market procurement activity that falls outside the bounds of the current Procurement Policy is limited. As a result, establishing a standalone procurement policy for the Market would introduce disproportionate administrative complexity and governance overhead relative to the operational benefit. Remaining within the City's Procurement Policy, supported by clearly defined service standards, is therefore the most practical and efficient path forward.

Next Steps:

- Convene a joint information session between the City's Procurement team and Market management to clarify:
 - When and how the Market is required to engage Procurement, and
 - When the Market may proceed independently using low-value purchasing mechanisms such as P-Cards or other delegated authorities.
- As part of the information session, confirm and align job titles and delegated signing authorities to ensure the General Manager and Market leadership team have clear, documented authority to approve purchases of varying size, scope, and risk, in accordance with City policy.
- Re-engage with the City's Procurement team to discuss the structure and scope of a service-level agreement (SLA) or written protocol that defines engagement processes, escalation pathways, and expected response timelines for procurement-related inquiries.
- Develop a draft SLA or written agreement that clearly articulates roles, responsibilities, service standards, and communication expectations between the Market and the Procurement team.
- Review the draft SLA with the Procurement team to confirm alignment, refine as needed, and obtain formal sign-off to support consistent application going forward.

5.1.3 Facilities

Discussions with the City's Facilities team confirmed a shared understanding that Facilities coordination is one of the most operationally complex interfaces for the Hamilton Farmers' Market and, as a result, requires a higher degree of clarity and intentional alignment than other City service relationships.

Facilities expressed willingness to work with Market management to clearly identify the areas of the building where the Market conducts its day-to-day operations (the "Premises") and to enable management to make routine operational decisions within those areas. In parallel, Facilities emphasized the importance of aligning on which activities require Facilities involvement, where information must be shared versus where it is optional, and the timelines for response or comment, to ensure smooth operations for both parties and to avoid unintended impacts on shared building systems or adjacent City-operated spaces.

The Facilities team also indicated openness to updating the existing Facilities Service Level Agreement (SLA) to better reflect the specific needs of the Market. In particular, Facilities supported the objective of embedding clearer role definitions, communication protocols for modifications within the Premises, and defined response timelines for Facilities-related inquiries.

The SLA was identified as the appropriate mechanism to formalize these expectations once alignment is achieved at an operational level.

Next Steps:

- Re-engage with the Facilities team to jointly identify key activities across both teams, clarify where coordination or approval is required versus where notification is sufficient, and align on expectations for information-sharing and response timelines.
- Revise the Facilities SLA to formalize agreed-upon roles, responsibilities, decision-making authority within the Premises, communication protocols, and response-time standards.
- Return the updated SLA to the Facilities team for review, refinement as needed, and formal sign-off to support consistent application going forward.



Recommendations Implementation Support: Hamilton Farmers' Market Corporation

→ Community Advisory Board
Terms of Reference

January 15th, 2026



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1.0 Purpose

The Community Advisory Board (CAB) serves as a formal advisory body to the Hamilton Farmers' Market Board of Directors. Its purpose is to provide broad community perspectives on how the Market can better serve residents, visitors, neighborhood stakeholders, and the wider City of Hamilton. The CAB offers insight on community needs, accessibility, public programming, customer experience, inclusiveness, and the Market's role as a civic asset and community hub.

2.0 Scope

The scope of the CAB is advisory only. While the Board of Directors retains all decision-making authority, the CAB provides feedback, identifies opportunities, highlights concerns, and offers a community lens on policies, initiatives, and strategic directions. The CAB does not possess operational, financial, or supervisory authority and does not direct Market staff.

3.0 Membership and Chairing

The VAB is composed of 12 members of the Hamilton community. Membership will reflect diversity across:

- a) Gender
- b) Age
- c) Occupation
- d) Neighborhood
- e) Cultural background

Members will serve staggered two-year terms, renewable once, to support continuity and ongoing renewal of perspectives.

A chair will be selected by the CAB members at the first meeting of each term. The Chair is responsible for facilitating meetings, coordinating agenda topics, ensuring the group's work remains aligned with its mandate, and will attend semi-annual Board of Director meetings to provide the Board with insight into community concerns and priorities. A Vice-Chair will also be selected to support the chair, act in their absence, and accompany the Chair to Board meetings.

Membership changes will be addressed through a replacement process conducted internally by the CAB, with the goal of ensuring maintenance of diversity and balanced representation.

4.0 Meeting Frequency

The CAB will meet quarterly, or more frequently if required and mutually agreed upon by members. Meetings may be held in person or virtually, depending on operational needs.

The CAB will provide two formal, semi-annual briefings to the Board of Directors—one mid-year and one year-end—to summarize key themes, recommendations, and community priorities. Additional informal consultations may occur if requested by the Board.

5.0 Key Responsibilities

The CAB will:

- a) Provide feedback on how the Market is perceived and experienced by the broader Hamilton community.
- b) Offer insight into community needs, public expectations, accessibility considerations, and opportunities to enhance the Market's civic value.
- c) Identify trends in customer behaviour, community use of public spaces, and opportunities to strengthen the Market as a cultural, social, and economic hub.
- d) Review and comment on community-facing policies, events, programming, and engagement activities.
- e) Ensure that all recommendations reflect the collective interests of Hamilton residents rather than personal or sector-specific interests.

6.0 Reporting Relationships

The CAB reports directly to the Board of Directors of the Hamilton Farmers' Market. The CAB will provide a semi-annual written report and accompanying presentation summarizing key themes, insights, and recommendations.

The CAB does not have authority to direct Market management or staff. Operational matters requiring action will be reviewed by Market management, who may provide responses, implementation plans, or clarifications back to the CAB as appropriate.

The Board of Directors may request additional information, invite CAB representatives to Board meetings for specific agenda items, or commission the CAB to provide advice on specific issues where community perspectives are needed.



Recommendations Implementation Support: Hamilton Farmers' Market Corporation

→ Infrastructure & Fundraising Ad-hoc Committee
Terms of Reference

January 15th, 2026



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1.0 Purpose

The Infrastructure & Fundraising Committee, henceforth cited as the “Committee”, is an ad-hoc committee of the Hamilton Farmers’ Market Board of Directors, established to lead specific capital, infrastructure, or fundraising projects as directed by the Board. The Committee’s purpose is to provide focused oversight, guidance, and decision support for defined initiatives that fall outside routine Market operations and outside the Department of Facilities purview for capital expenditures. This includes capital improvements, stall upgrades, special fundraising efforts, and time-bound campaigns that require concentrated Board attention.

The Committee exists only for the duration of its assigned project or campaign and concludes its work upon completion, submission of final reporting, and approval of a post-project evaluation by the Board.

2.0 Scope

The Committee’s scope is limited to project-specific responsibilities authorized by the Board, such as:

- Overseeing the planning, execution, and monitoring of designated infrastructure or fundraising initiatives.
- Ensuring work remains within pre-approved budgets, deliverables, timetables, and risk parameters.
- Coordinating with Market management, external partners, donors, vendors, and contractors as relevant to the project.
- Conducting post-project evaluations and documenting lessons learned.

The Committee does not hold independent decision-making authority beyond its defined mandate and may not incur financial obligations without Board approval.

3.0 Membership and Chairing

The Committee will be composed of three (3) Board Directors appointed by the Board, serving two-year terms. Membership rotates as part of the Board’s committee assignment process. The Committee may be tailored to the project’s requirements, ensuring inclusion of Directors with relevant experience.

The Board will appoint a Committee Chair, who is responsible for:

- Leading the project planning and oversight process,
- Setting meeting agendas,
- Ensuring deliverables remain on track and within approved limits,
- Liaising with management and external partners, and
- Reporting regularly to the Board.

External advisors or subject-matter experts may be invited to participate in meetings but are not voting members.

The Committee is automatically dissolved at the completion of its assigned project unless reconstituted by the Board for subsequent initiatives.

4.0 Meeting Frequency

The Committee will meet as required by the nature of the assigned project. Typical cadence may include:

- Biweekly meetings during periods of active construction, major fundraising activity, or key decision windows.
- Quarterly meetings during slower project phases
- Ad-hoc meetings when issues arise that require committee attention.

Meetings may occur in person or virtually.

5.0 Key Responsibilities

The Committee will provide:

- a) Project Planning & Oversight
 - Develop or review project plans, scopes of work, timelines, budgets, and key deliverables.
 - Monitor progress against approved timelines, ensuring alignment with the Market's strategic direction.
 - Flag risks or deviations from plan to the Board and recommend corrective actions.
- b) Fundraising & Campaign Support
 - Support the development and execution of targeted fundraising initiatives, partnerships, sponsorships, and community campaigns.
 - Ensure all fundraising activities comply with relevant policies and legal requirements.
- c) Budget & Financial Limits
 - Operate strictly within Board-approved financial parameters.
 - Ensure transparent financial reporting, including tracking of expenditures, commitments, and variances.
- d) Sunset & Evaluation
 - Conduct post-project evaluation, prepare financial report for the Board, and recommend project closure.

6.0 Reporting Relationships

The Committee reports directly to the Board of Directors. After each meeting, the Committee Chair will provide a written or verbal report summarizing key discussions, findings, and recommendations.

The Committee does not direct Market staff; operational execution remains the responsibility of management. Staff will supply relevant reports, operational updates, and project information needed to support Committee oversight.

Authority for project approval, budget allocation, vendor contracting, and major changes to scope rests with the full Board unless explicitly delegated.



Recommendations Implementation Support: Hamilton Farmers' Market Corporation

→ Strategy Ad-hoc Committee
Terms of Reference

January 15th, 2026



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1.0 Purpose

The Strategy Committee, henceforth cited as the “Committee”, is an ad-hoc committee of the Hamilton Farmers’ Market Board of Directors, established when necessary to support the Board in leading the Market’s strategic planning, performance measurement, and long-range organizational direction. Its purpose is to guide the development, review, and refresh of the Market’s strategic plan; establish and refine key performance indicators; and conduct focused strategic analysis or planning work as requested by the Board.

2.0 Scope

The Committee may function as a lightweight committee—meeting infrequently outside of formal strategic planning cycles—and will intensify its activities during period of strategy development, mid-cycle refreshes, or when specific strategic issues require concentrated Board attention. The Committee acts in an advisory capacity and holds no decision-making authority unless explicitly delegated to the Board.

3.0 Membership and Chairing

The Committee will be composed of two (2) Board Directors appointed by the Board, each serving two-year terms. Membership rotates as part of the Board’s committee assignment process. Committee members should bring strategic thinking, planning experience, or sectoral knowledge relevant to the Market’s long-term vision.

The Board will appoint a Committee Chair, who must be a current Director. The Chair is responsible for setting agendas, leading meetings, coordinating work with management, and ensuring alignment between Committee work and the Board’s strategic direction. The Committee may invite management or external advisors to participate in meetings as needed to provide data, context, and analysis; however, they are not voting members.

Vacancies will be filled through Board appointment to maintain continuity during planning cycles.

4.0 Meeting Frequency

The Committee will meet as needed, with frequency determined by the Board’s strategic planning calendar and emerging strategic priorities.

Typical cadence includes

- Intensive meetings during major planning cycles (e.g., every month during strategy development or refresh).
- Periodic check-ins during non-planning periods (e.g., annually) to review KPIs and progress toward strategic goals.

- Ad-hoc meetings when the Board requests targeted strategic analysis or issue-specific exploration.

Meetings may be conducted in person or virtually.

5.0 Key Responsibilities

The Committee will provide:

- a) Strategic Planning
 - Lead the development and refresh of the Market's strategic plan, including environmental scans, stakeholder input, and thematic direction-setting.
 - Work with management to ensure the strategic plan is aligned with the Market's mandate, governance constraints, and long-term sustainability.
 - Recommend draft strategic priorities, goals, and strategic initiatives for Board consideration and approval.
- b) Performance Measurement
 - Develop and refine KPIs to measure progress toward strategic goals.
 - Review performance reports provided by management.
- c) Ad-hoc Strategic Work
 - Conduct focused analysis on emerging strategic issues, opportunities, partnerships, or threats requiring Board attention.
 - Provide recommendations on long-term strategic opportunities, community positioning, market competitiveness, and vendor/customer trends.
 - Support integration of strategic direction into annual budgeting, capital planning, and operational priorities.
- d) Board Support and Alignment
 - Support Board education and discussions related to long-term planning and strategic governance
 - Maintain forward-looking view of the Market's role within Hamilton and the broader public-market ecosystem.

6.0 Reporting Relationships

The Committee reports directly to the Board of Directors. After each meeting, the Committee Chair will provide a written or verbal report summarizing key discussions, findings, and recommendations.

The Committee does not direct Market staff. Management will supply analysis, data, environmental scans, performance reports, and operational context as needed to support

Committee activities. Strategic recommendations generated by the Committee are brought forward for full Board discussion and approval.

The Board may task the Committee with leading specific strategic reviews, exploring new opportunities, or developing long-range frameworks as necessary.



Recommendations Implementation Support: Hamilton Farmers' Market Corporation

→ Finance & Audit Committee
Terms of Reference

January 15th, 2026



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1.0 Purpose

The Finance & Audit Committee, henceforth cited as the “Committee”, is a standing committee of the Hamilton Farmers’ Market Board of Directors. Its purpose is to support the Board in fulfilling its oversight responsibilities related to financial management, financial reporting, budgeting, audit activities, and long-term financial sustainability. The Committee provides focused review and analysis of financial information to strengthen transparency, accountability, and sound fiscal stewardship.

2.0 Scope

The Committee’s scope includes monitoring quarterly financial results, reviewing the annual operating and capital budgets, assessing reserve strategies, overseeing external audit processes, and evaluating financial risk and sustainability metrics. The Committee operates in an advisory capacity to the full Board; decision-making authority remains with the Board unless explicitly delegated.

3.0 Membership and Chairing

The Committee will be composed of three (3) Board Directors appointed by the Board, serving two-year terms. Membership may rotate as part of the Board’s committee assignment process. The Committee must include at least one (1) Director with financial expertise or education, such as accounting, finance, auditing, or public-sector financial management.

The Board will appoint a Committee Chair, who must be a current Director. The Chair is responsible for setting agendas, leading meetings, coordinating work with management, and reporting to the Board. The Committee may invite management, auditors, or external advisors to attend meetings as needed, but such individuals are not voting members.

Vacancies will be filled through Board appointment, ensuring continued financial expertise and appropriate committee compensation.

4.0 Meeting Frequency

The Committee will meet at least quarterly, aligned with the release of quarterly financial statements, and may meeting more frequently at the Chair’s discretion or at the request of the Board.

Additional meetings may be scheduled during budget development cycles, audit preparation, or when financial issues arise that require Committee attention. Meetings may be held in person or virtually.

Administrative support, including scheduling, agenda preparation, and minute-taking, will be provided by Market management.

5.0 Key Responsibilities

The Committee will provide:

- a) Financial Oversight
 - Review quarterly financial statements, including variances, trends, and emerging risks.
 - Assess financial transparency practices, ensuring the Board receives clear, accurate, and timely information.
 - Monitor Market cash flow, reserves, and long-term financial position, including compliance with reserve policies.
- b) Budget Review
 - Review and provide recommendations on the annual operating and capital budgets prior to submission to the full Board.
 - Evaluate budget assumptions, major expenditure proposals, and revenue forecasts.
 - Ensure alignment between budgets, strategic priorities, and long-term sustainability.
- c) Audit and Compliance
 - Oversee the annual audit process, including auditor engagement, scope, timeline, and findings.
 - Review the audited financial statements and auditor's management letter, and recommend approval to the Board.
- d) Financial Sustainability
 - Review financial sustainability metrics and performance indicators.
 - Identify emerging financial risks and opportunities and recommend mitigation strategies.
 - Support the development of long-term financial plans and policies as directed by the Board.

6.0 Reporting Relationships

The Committee reports directly to the Board of Directors. After each meeting, the Committee Chair will provide a written or verbal report summarizing key discussions, findings, and recommendations.

The Committee does not direct Market staff; operational financial process remains the responsibility of management. Management will provide the Committee with all relevant financial information, reports, and materials necessary for effective oversight.

The Committee may bring forward recommendations related to financial policies, budget approval, audit findings, reserve strategies, and sustainability measures for consideration and approval by the full Board.



Recommendations Implementation Support: Hamilton Farmers' Market Corporation

→ Governance & Risk Committee
Terms of Reference

January 15th, 2026



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1.0 Purpose

The Governance & Risk Committee, henceforth cited as the “Committee”, is a standing committee of the Hamilton Farmers’ Market Board of Directors. Its purpose is to ensure the Board operates within a strong, contemporary governance framework and that enterprise-level risks are effectively identified, monitored, and managed. The Committee supports the Board by maintaining the Market’s bylaws, policies, and governance documents; overseeing conflict-of-interest practices; ensuring clarity of Board roles and responsibilities, and administering Board evaluation and development capabilities.

2.0 Scope

The Committee’s scope includes reviewing the updating governance and policy documents, monitoring compliance with Board governance practices, overseeing the Board’s annual performance evaluation, and identifying skill gaps to inform future recruitment and training. On the risk side, the Committee maintains and monitors the risk registry, ensuring alignment with strategic priorities, regulatory requirements, and the Board’s risk appetite. The Committee provides recommendations to the Board but does not hold decision-making authority unless explicitly delegated.

3.0 Membership and Chairing

The Committee will be composed of three (3) Board Directors appointed by the Board, serving two-year terms. Membership may rotate as part of the Board’s committee assignment process. Committee members should collectively bring experience in interest in governance, legal compliance, policy development, risk oversight, public administration, or organizational leadership.

The Board will appoint a Committee Chair, who must be a current Director. The Chair is responsible for setting agendas, leading meetings, coordinating work with management, and reporting to the Board. Subject-matter experts, such as legal counsel, governance advisors, or risk specialists, may be invited to attend meetings, but they are not voting members.

Vacancies will be filled through Board appointment, ensuring that the Committee maintains balance, expertise, and continuity.

4.0 Meeting Frequency

The Committee will meet semi-annually, with meetings timed to align with governance review cycles, risk monitoring activities, and ongoing policy updates. Additional meetings may be convened by the Committee Chair or at the request of the Board to address emerging governance issues, policy gaps, conflict-of-interest matters, or significant risk developments.

Meetings may be held in person or virtually, depending on the Committee’s needs.

5.0 Key Responsibilities

The Committee will support:

- a) Governance Framework
 - Maintain and regularly update the Board bylaws, ensuring compliance with applicable legislation and best practices.
 - Review and update Board policies, terms of reference, and governance documents.
 - Ensure clarity and periodic review of Board roles, responsibilities, and delegated authorities.
 - Oversee conflict-of-interest monitoring, including annual disclosures, incident review, and response recommendations.
 - Monitor compliance with Board governance practices and recommend improvements.
- b) Board Development and Performance
 - Administer and annual Board evaluation, including Director self-evaluations, committee assessment, and Board performance review.
 - Identify Board skill gaps, succession needs, and recruitment priorities, and provide recommendations to the Board or Shareholders as appropriate.
 - Support Board orientation, professional development, and ongoing governance education.
- c) Risk Oversight
 - Maintain and monitor the Market's risk registry, ensuring risks are accurately captured, assessed, mitigated, and escalated as required.
 - Review management's risk reporting and ensure alignment with the Market's strategic priorities and risk appetite.
 - Provide oversight of enterprise-level risks, including strategic, operational, reputational, and compliance risks.
 - Recommend updates to the Board's risk management framework, policies, or mitigation strategies.

6.0 Reporting Relationships

The Committee reports directly to the Board of Directors. Following each meeting, the Committee Chair will submit a verbal or written report highlighting key issues, decisions requiring Board approval, and recommendations related to governance and risk matters.

Operational governance and risk processes remain the responsibility of Market management; the Committee does not direct staff. Management will provide necessary reports, risk updates, and supporting materials to enable effective oversight.

The Committee may be tasked by the Board to undertake specific governance reviews, policy updates, or risk assessments. All decisions related to bylaws, governance policy, Board evaluation results, conflict-of-interest matters, and risk registry updates remain subject to Board approval.



Recommendations Implementation Support: Hamilton Farmers' Market Corporation

→ Board Mandate

January 15th, 2026



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1.0 Purpose of the Board of Directors

The Board of Directors for the Hamilton Farmers' Market exists to provide strategic leadership, governance, and oversight to ensure the Market's long-term sustainability and success. Its purpose is to oversee the Market's capabilities to fulfill its mission and work towards its vision, ensure sound financial and operational stewardship, and uphold accountability and consistent performance of management. The Board is also tasked with oversight of Market assets, ensuring its agreed upon level of autonomy, and fostering strong relationships with the City, vendors, customers, partners, and the broader community to ensure the Market thrives as a vital public institution that adds to the cultural fabric of Hamilton's downtown.

2.0 Authority

The Board of Directors is the governing body of the Hamilton Farmers' Market and holds full authority to oversee, direct, and control the affairs of the Market in accordance with the *Municipal Act*, the Shareholders Directive, and all applicable by-laws and agreements between the Market and the City. The Board is empowered to establish the strategic direction of the Market, approve annual budgets and business plans, set corporate policies, and monitor organizational performance against defined objectives.

The Board has the authority to hire, evaluate, and if necessary, dismiss the Executive Director/General Manager, and to delegate operational responsibilities while retaining overall accountability for the Market's outcomes. It may form committees outlined in Policies and Procedures, approve contracts with delegated limits, and make decisions relating to governance, operations, vendor management, capital planning, and long-term sustainability.

The Board is further empowered to request and receive all information necessary to fulfill its oversight duties, including operational, financial, risk, and compliance reporting from management and the City as outlined in the Operating Agreement. Any authorities not expressly reserved for the Board under legislation or the Shareholders Directive are vested to the City.

3.0 Strategic Mandate

The Board of Directors is responsible for ensuring that the Market is an effective community hub; an attractive place for visitors to spend time and money, and an attractive public space for vendors to sell their goods.

4.0 Operational Responsibilities of the Board of Directors

4.1 Responsible for Setting and Regularly Reviewing the Long-Term Vision, Mission, and Strategic Priorities of the Market

The Board shall establish, maintain, and periodically review the Market's long-term vision, mission, and strategic priorities. In fulfilling this responsibility, the Board shall ensure that such vision and mission are consistent with the Market's purpose, values, and obligations to the community, and that the strategic priorities adopted by the Market are aligned with the broader strategy of the City of Hamilton. The Board shall further ensure that the vision, mission, and strategic priorities are reviewed at regular intervals, and revised as necessary, to reflect evolving circumstances, stakeholder interests, and the long-term sustainability of the Market.

4.2 Responsible for Effective Oversight of the Senior Program Manager

The Board shall provide effective oversight of the Senior Manager/Executive Director, including their appointment, evaluation, and, if necessary, termination. The Board shall ensure that the Senior Program Manager is held accountable for implementing the Market's vision, mission, and strategic priorities, for managing day-to-day operations, and for delivering the programming outcomes in accordance with the Board's policies and directives.

The Board will accomplish this by holding reviews of the Senior Program Manager's performance, conducted annual, following the annual budget request to City Council.

4.3 Responsible for Approving Budgets, Ensuring Financial Sustainability, and Monitoring Performance

The Board shall review, approve, and oversee the Market's annual budgets and financial plans. The Board shall ensure that the Market makes choices to ensure its financial sustainability, operates within its approved budgets, and employs sound financial management practices. The Board shall monitor financial performance on a quarterly basis and take corrective action as may be necessary to protect the Market's fiscal integrity and long-term viability.

4.4 Responsible for Ensuring the Market's Operational Capacity

The Board shall ensure that the Market maintains the human, financial, technological, and physical resources necessary to effectively carry out its mandate. This responsibility includes confirming that appropriate management systems, policies, and controls are in place; that sufficient funding and staffing support operational needs; and that the organization's capacity to deliver its programs and services is sustainable, resilient, and aligned with its strategic objectives.

4.5 Responsible for Overseeing the Proper Upkeep of Market Assets and Infrastructure

The Board shall oversee the proper upkeep, management, and stewardship of the Market's physical assets and infrastructure. This responsibility includes ensuring that such assets are maintained in good condition, that necessary investments in infrastructure are made in a timely manner, and that the Market's facilities remain safe, accessible, and fit for purpose in support of its operations and strategic objectives. As the Market building is to remain as a City-owned asset, the Board will ensure that the Market complies with all requirements included in the Operating Agreement.

4.6 Responsible for Ensuring that the Market Builds and Maintains Constructive Relationships with the City, Vendors, Patrons, Partners, and the Community

The Board shall ensure that the Market builds and maintains constructive and mutually beneficial relationships with its the City, vendors, customers, partners, and the broader Hamilton community. In fulfilling this responsibility, the Board shall provide guidance on stakeholder engagement, monitor the effectiveness of such relationships, and ensure that the Market is positioned as a trusted and valued institution serving the public interest.

Regarding the fact that the City of Hamilton exists as the Sole Shareholder for the Hamilton Farmers' Market Corporation, the Board will ensure they are working in alignment with the City's strategic priorities whenever this commitment does not conflict with the best interest of the Market.



Recommendations Implementation Support: Hamilton Farmers' Market Corporation

→ Board By-law

This Version: March 20, 2026



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1.0 Directors

1.1 Duties and Numbers

The affairs of the Market shall be managed by a Board of Directors who may be known and referred to as Directors. The Board of Directors shall consist of a minimum of nine (9) and a maximum of eleven (11) Directors as follows:

- Seven (7) public Directors, appointed from the general public, selected on the basis of skills and expertise identified in the *Skills Matrix*. Public Directors are eligible to hold the offices of Chair and Vice-Chair and shall each hold full voting rights.
- One (1) City Employee Director, appointed from the employee base of the City of Hamilton, possessing experience in Culture or Tourism, and Economic Development. The City Employee Director shall hold full voting rights but shall be ineligible to serve as Chair or Vice-Chair of the Board.
- One (1) City Councillor Director, being a sitting member of Hamilton City Council, appointed to provide insight into Council's strategic priorities and to assist the Board in aligning its decisions with those priorities where appropriate and consistent with the best interests of the Market. The City Councillor Director shall act as a tie-breaking member, casting a vote only in the event of an equality of votes among the remaining Directors.
 - Given Council's experience in structured board governance, the Market can consider if the Councillor Director should serve as the Chair of the Board while maintaining its voting restriction of only voting to break a tie of other Directors.
- One (1) Vendor Representative, appointed by the Board, that is ex-officio (i.e. that does not have voting rights) could be considered as one of the members that would be ineligible to serve as Chair or Vice-Chair of the Board.

1.2 Qualification

Every Director shall be eighteen (18) or more years of age and shall be a resident of or employed in Hamilton and no person who is of unsound mind, or an undischarged bankrupt shall become a Director.

Qualifications for Board membership is detailed in the *Skills Matrix* document, which provides in-depth information regarding the specific blend of skills and experience required by the Board of Directors to fulfill its mandate.

1.3 Election and Term

1.3.1 Election

Recruitment of Board members will align with the process of the Clerk's department. The Market shall publicly post requests for Directors and provide a list of qualifications required for Board positions. Hamilton City Council shall select and appoint Directors from those who applied to the public posting. Directors will be selected based on their professional experience and how closely it aligns with the qualifications indicated in the initial public request for applications.

1.3.2 Term

No Director shall serve more than two (2) consecutive terms or eight (8) consecutive years on the Board. Each Director so elected shall hold office for a term of four (4) years to run concurrent with the terms of the City Council for the City of Hamilton.

1.3.3 Removal

Hamilton City Council may remove any Director before the expiration of such Director's term of office and may elect any person in such Director's stead or the remainder of such Director's term in the event that the Director is no longer able to fulfill their duties, has breached their duties as proscribed in the By-law, or is involved in matters that are contrary to the intentions of the City.

1.3.4 Resignation

A Director may resign from the Board upon giving a written resignation to the City Clerk of the City of Hamilton and the Chair of the Board of Directors of the Market and such resignation becomes effective when received by the City Clerk and the Chair or at such time as specified in the resignation, whichever is later.

2.0 Meetings

2.1 Place of Meetings

Meetings of the Board may be held at the head office of the Market or at any other place as the Directors may determine from time to time, within the Province of Ontario, except where the By-laws otherwise provide.

2.2 Virtual Meetings

If all the Directors of the Market consent, a meeting of Directors may be held by means of such telephone, electronic or other communication facilities as permitting all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in such a meeting by such means is consistent with the Market By-laws.

2.3 Calling of Meetings

The Board shall meet at a minimum of once per month. Subject to the foregoing and as otherwise required by By-law, meetings of the Board shall be held from time to time at such place, at such time and on such day as the Chair or Vice-Chair or any two Directors may determine, and the Chair shall call meetings when directed or authorized by the Chair or by the Vice-Chair or by any two Directors. Notice of every meeting called shall be given to each Director not less than 72 hours (excluding any part of a Sunday and of a holiday as defined by the *Interpretation Act*) before the time when the meeting is to be held, except that no notice of meeting shall be necessary if all the Directors are present or if those absent have waived notice of or otherwise have consented to the

waiver of notice and the holding of such meeting. The statutory declaration of the Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. A notice of a meeting of Directors shall be accompanied by a proposed agenda and minutes of the immediately preceding meeting.

2.4 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.

2.5 Adjournment

Any meeting of Directors may be adjourned from time to time by the Chair, as approved by a motion of the Board. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form a quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have been terminated forthwith after its adjournment. Any business may be brought or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling same.

2.6 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named and approved by the Board of Directors. A copy of any resolution of the board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required by any such regular meetings. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Market. The Directors may consider or transact any business either special or general at any meeting of the board.

2.7 Special Meetings

The Chair may, or upon the written request of any four Directors shall, call a special meeting by giving, Vice-Chair or designate, notice to each Director not less than 48 hours (excluding any part of a Sunday and of a holiday as defined by the *Interpretation Act*) before the time when the meeting is to be held, except that no notice of meeting shall be necessary if all the Directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting.

2.8 Inaugural Meeting

If the first year of its term, the Board shall hold its inaugural meeting at a place and time to be determined by the Senior Program Manager, provided that such meeting is held within 30 days of the Board's appointment by the Hamilton City Council and hereinafter referred to as the "Sole

Voting Member”. In the subsequent years of its term, the Board shall hold a regular monthly meeting. An annual meeting shall take place once per calendar year.

2.9 Quorum

The number of Directors which shall form a quorum for the transaction of business shall be set out in the By-laws and, in the event of no such provision, a majority of Directors of the board shall form a quorum for the transaction of business. Notwithstanding any vacancy among Directors, a quorum of Directors may exercise all the powers of Directors.

2.10 Decision-Making

Each Director, with the exception of the sitting City Councillor, is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes at any meeting, the question shall be answered by the sitting City Councillor. Motions will be carried by a simple majority of those present. Notice of motion given at a previous meeting and two-thirds majority vote is required for a motion to reconsider a lost motion, and a motion to amend the By-laws.

The chairperson of a meeting shall be the first mentioned of the following officers as have been appointed and is present at the meeting: Chair or Vice-Chair. If no such officer is present, the Directors present shall choose one of their number to be chairperson, with the exception of the sitting City Councillor or City Employee, who are exempt from Chair positions. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no such demand is made, the vote shall be taken by a show of hands. A declaration by the chairperson that a resolution has been carried and an entry to the effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

2.11 Resolution in Lieu of Meeting

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

2.12 Validity of Acts of Directors

The acts of a Director or of an Officer are valid notwithstanding any irregularity that may afterwards be discovered in such Director’s or Officer’s appointment or qualification so long as their actions are valid if done in good faith and within their powers. Directors remain liable for unlawful acts including but not limited to any acts that are contrary to the interests of the Market or contrary to any By-laws.

2.13 Closed Meetings

Meetings of the Board of Directors shall be open to the public, except where otherwise permitted by the *Municipal Act* or other law.

Before holding a meeting or part of a meeting that is to be closed to the public, the board shall state by resolution: (a) the fact of the holding of the closed meeting; and (b) the general nature of the matter to be considered at the closed meeting.

A meeting shall not be closed to the public during the taking of a vote unless: (a) a provision of this By-law permits or requires a meeting to be closed to the public; and (b) the vote is for a procedural matter or for giving directors or instructions to Officers, employees or agents of the Market or persons retained by or under contract with the Market.

3.0 Powers of Directors

3.1 Administer Affairs

The Board of Directors may administer the affairs of the Market in all things and make or cause to be made for the Market, in its name, any kind of contract which the Market may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do such other acts and things as the Market is authorized to exercise or do.

3.2 Expenditures

Without in any way derogating from the foregoing, the Board of Directors shall have the power to authorize expenditures on behalf of the Market from time to time to further the objects of the Market. The Board shall have the power to enter into a trust arrangement with a trust company or other financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Market in accordance with such terms as the Board of Directors may prescribe. The Board shall have the power to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of buildings and other property, moveable or immovable, real or personal, or any other rights or interest therein owned by the Market for such consideration and upon such terms and conditions as they may deem advisable.

3.3 Borrowing Powers

The Board of Directors of the Market may from time to time, in addition to, and without limiting such other powers which the Market may by law possess:

- a) Borrow money upon the credit of the Market;
- b) Issue, reissue, sell or pledge debt obligations of the Market;
- c) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Market, owned or subsequently acquired, to secure any obligation of the Market; and,

- d) Delegate the powers conferred on the Board of Directors under this paragraph to such officer or officers of the Market and to such extent and in such manner as the Directors shall determine.

The words “debt obligation” as used in this paragraph means a bond, debenture, note or other similar obligation or guarantee of such an obligation of the Market, whether secured or unsecured.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Market possessed by its Directors or Officers independently of a borrowing by-law.

3.4 Fund Raising

The Board of Directors shall take such steps as they may deem requisite to enable the Market to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Market.

3.5 Agents and Employees

The Board of Directors may appoint such agents and engage such employees (and may delegate this function to an officer or officers of the Market) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment.

3.6 Remuneration of Agents and Employees

The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of this By-Law, be fixed by the Board of Directors who may delegate this function to an Officer or Officers of the Market.

4.0 Officers

4.1 Election or Appointment and Powers

The Board of Directors shall annually or more often as may be required, elect a Chair and Vice-Chair from among themselves and if deemed advisable. A Director can be appointed to any office of the Market. Two or more of the aforesaid offices may be held by the same person. The Board of Directors may from time to time appoint such other Officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

4.2 Vacancies

Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:

- a) That Officer's resignation, which resignation shall be effective at the time the written resignation is received by the City Clerk of the City of Hamilton and the Chair of the Board of Directors of the Market or at the time specified in the resignation, whichever is later;
- b) The appointment of a successor;
- c) That Officer ceasing to be a Director or member of the Market if such is a necessary qualification of appointment;
- d) The meeting at which the Directors annually appoint the Officers of the Market;
- e) That Officer's removal;
- f) That Officer's death.

If the office of any Officer of the Market shall be or become vacant, the Directors by resolution may appoint a person to fill such vacancy.

4.3 Remuneration of Officers

The remuneration of all Officers appointed by the Board of Directors shall be determined from time to time by resolution of the Board of Directors (except that no Officer who is also a Director shall be entitled to receive remuneration for acting as such). All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.

4.4 Removal of Officers

All Officers, in the absence of agreement to the contrary, shall be subject to the removal by resolution of the Board of Directors at any time, with or without cause.

4.5 Duties of Officers may be Delegated

In case of the absence or inability to act of any Officer of the Market or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such Officer to any other Officer or to any other Director for the time being.

4.6 Powers and Duties

All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the Officers shall include:

- a) Chair: The Chair shall be Director and shall, if present, preside at all meetings of the Directors and shall be the chairperson at any such meeting and shall be charged with the general supervision of the business and affairs of the Market and the proper functioning of the board except as provided otherwise by law. The Chair shall also commit the board to no course of

- action unless specifically authorized by the Board to do so; serve as an ex officio member of all Board committees; be the only individual to represent and speak for the Board in an official capacity to outside parties in announcing Board-stated positions and in stating Chair decisions; represent the Board, alone or with other members of the Board, at any public or private meetings for the purpose of conducting, promoting or completing the business of the Board; notifying the Vice-Chair, if for any reason, the Chair is unable to perform these functions.
- b) Vice-Chair: The Vice-Chair shall be a Director and shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or recusal or refusal to act of the Chair. The Vice-Chair shall also perform such duties and exercise such powers as the Chair may from time to time delegate to the Vice-Chair or the Board may prescribe.
 - c) Senior Program Manager: The Board of Directors shall appoint a Senior Program Manager and may delegate to that person full power to manage and direct the business and affairs of the Market (except such matters and duties as by law must be transacted or performed by the Board of Directors and/or by the members) and to employ and discharge agents and employees of the Market or may delegate to that person any lesser authority. The Board shall be responsible for monitoring the Senior Program Manager's job performance to determine the degree to which Board policies and strategic priorities are being met. Only decisions of the Board are binding on the Senior Program Manager. Decisions or instructions of individual Directors, Officers or committees are not binding on the Senior Program Manager except in rare circumstances when the Board has specifically authorized or delegated such exercise of authority. In the case of Board members or committees requesting information or assistance without Board authorization, the Senior Program Manager can refute such requests. (Note: The current Senior Program Manager role may be more appropriately positioned as an Executive Director. Before making this change, City HR would need to assess the job classification and ensure alignment with the Collective Bargaining Agreement.)

4.7 Variation of Duties

From time to time the Board may vary, add to or limit the powers and duties of any Officer or Officers.

5.0 For the Protection of Directors and Officers

5.1 Limitation of Liability

Except as otherwise provided in the By-laws, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Market through the insufficiency or deficiency of title to any property acquired for or on behalf of the Market, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Market shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Market shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any monies,

securities or other assets belonging to the Market or for any loss occasioned by any error of judgement or oversight on the Director or Officer's part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto, unless the same are occasioned by such Director's or Officer's own willful neglect or default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the By-laws or from liability for any breach thereof.

5.2 Indemnity of Directors, Officers and Other Persons

Every Director and Officer of the Market, every former Director or Officer of the Market or a person who has undertaken or is about to undertake at the Market's request any liability on behalf of the Market or any corporation controlled by such person, director or officer and such party's heirs, executors, administrators and legal representative shall, from time to time and at all times, be indemnified and saved harmless by the Market from and against:

- a) All costs, charges and expenses whatsoever, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by such party in respect of any civil, criminal or administrative action or proceeding to which such Director, Officer or other person referred herein is made a party by reason of being or having been a Director or Officer of such Corporation if such party acted honestly and in good faith with a view to the best interests of the Market; and,
- b) All other reasonable costs, charges and expenses that are sustained or incurred in relation to the affairs of the Market, except such costs, charges, or expenses as are occasioned by such party's own willful neglect or default.

The Market shall also indemnify any such person in such other circumstances as the By-law or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity apart from the provisions of this By-law to the extent permitted by the law.

5.3 Insurance

Such to the limitations contained in the By-laws, the Market may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the board may from time to time determine.

6.0 Interested Director Contracts

6.1 Conflict of Interest

There shall be no self-dealing or any conduct of private business or personal services between any Director and the Market except as procedurally controlled to assure openness, competitive opportunity and equal access to inside information. Directors shall not use their positions to obtain employment in the Market for themselves, family members or close associates. Should a Director desire employment, he or she shall first resign. Directors shall annually disclose their

involvements with other organizations, stallholders or any other associations that might produce a conflict.

6.2 Confidentiality

Directors shall respect the confidentiality obligations appropriate to issues of a sensitive nature and understand that it is the Chair's role to represent and speak, including any public communications, on behalf of the Board.

6.3 Municipal Conflict of Interest Act

The Directors and Officers of the Market shall be deemed to be members for the purposes of the *Municipal Conflict of Interest Act* and shall therefore comply with this said Act.

7.0 Members

7.1 City of Hamilton is Sole Voting Member

The City of Hamilton shall be the Sole Voting Member of the Market. There shall be no other member of the Market unless required by the By-law or other law.

7.2 Non-Voting Members

Any members of the Market which are required pursuant to By-laws and intended to be non-voting..

8.0 Accountability

8.1 Reporting

The Board is accountable for ensuring that timely, accurate, and comprehensive information flows between the Market, the City, and the public. The Board will provide all reporting required under the Shareholders Directive, *Municipal Act*, and the Operating Agreement, including annual business plans, audited financial statements, performance reports, and updates on strategic priorities. Management is responsible for preparing reports in accordance with Board direction, and the Board will review, validate, and approve all submissions prior to delivery to the Shareholder. Internally, the Board will receive regular operational, financial, and risk reporting from management to support informed governance and oversight.

8.2 Evaluation

The Board will conduct regular evaluations to ensure that both governance and operational performance meet the expectations set out in the Shareholders Directive and strategic plan. This includes:

- a) an annual Board self-evaluation assessing effectiveness, governance practices, and committee performance;
- b) an annual evaluation of the Senior Program Manager, based on agreed-upon performance objectives, leadership competencies, and delivery of strategic priorities; and
- c) Periodic reviews of organizational performance, financial health, vendor outcomes, and progress against the Market's long-term vision.

Evaluation findings will be provided to Council and used to inform continuous improvement, Board development, succession planning, and adjustments to strategic direction.

8.3 Transparency

The Board commits to transparent governance practices that maintain public trust and demonstrate responsible stewardship of a publicly owned asset. Key Board decisions, approved policies, and annual reports will be made accessible in accordance with applicable legislation and the Operating Agreement. Meetings will be conducted in a manner that balances open-meeting principles with the need to protect confidential or commercially sensitive information. The Board will ensure that stakeholders—vendors, customers, City partners, and the boarder community—have clear visibility into the Market's performance, priorities, and decision-making rationale, consistent with the principles of openness, accountability, and good governance.



Recommendations Implementation Support: Hamilton Farmers' Market Corporation

→ Skills Matrix

January 15th, 2026



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1.0 Directors

The affairs of the Market shall be managed by a Board of Directors who may be known and referred to as directors, trustees or governors. The Board of Directors shall consist of a minimum of nine (9) directors.

The Board of Directors shall be composed of nine (9) members as follows:

- Seven (7) public directors, appointed from the general public, selected on the basis of skills and expertise identified in the *Skills Matrix*. Public Directors are eligible to hold the offices of Chair and Vice-Chair and shall each hold full voting rights.
- One (1) City Employee Director, appointed from the employee base of the City of Hamilton, possessing experience in Culture or Tourism, and Economic Development. The City Employee Director shall hold full voting rights but shall be ineligible to serve as Chair or Vice-Chair of the Board.
- One (1) City Councillor Director, being a sitting member of Hamilton City Council, appointed to provide insight into Council's strategic priorities and to assist the Board in aligning its decisions with those priorities where appropriate and consistent with the best interests of the Market. The City Councillor Director shall not be eligible to serve as Chair or Vice-Chair and shall act as a tie-breaking member, casting a vote only in the event of an equality of votes among the remaining Directors.

2.0 Skills Required

2.1 Governance & Board Experience

This competency reflects a strong understanding of governance principles, Board roles and responsibilities, and effective oversight practices within public-sector, non-profit, or corporate settings. It includes familiarity with governance frameworks, strategic planning cycles, policy development, accountability structures, and fiduciary duties. Directors with this competency can contribute to high-quality Board deliberations, support strong committee functioning, and help ensure that the Board operates with clarity, professionalism, and discipline.

2.1.1 Example Experience/Roles/Education

- Previous or current service on public-sector, municipal, non-profit, or corporate boards
- Participation on governance, audit, HR, risk, or strategy committees
- Executive leadership roles requiring regular interaction with boards
- Training or certification such as Institute of Corporate Directors Designation (IDC.D), governance workshops, public administration programs, or director-level leadership courses
- Experience drafting or implementing governance policies, bylaws, or strategic frameworks

2.1.2 Why This Skill Is Necessary

Good governance is foundational to the Market’s success and autonomy. Directors with board experience help ensure meetings are productive, decisions are well-grounded, and oversight is carried out responsibly. They bring insight into board dynamics, effective committee structures, and the distinction between governance and management, all of which are critical as the Market transitions to a more empowered and independent governance structure. This competency strengthens the Board’s ability to operate strategically, uphold accountability, and provide stable leadership through periods of change.

2.2 Market Operations & Vendor Management

This skill encompasses operational knowledge of farmers’ markets, public markets, vendor-based retail environments, or community facilities. It involves understanding the intricacies of day-to-day market management, including vendor recruitment and retention, stall allocation processes, vendor compliance, product mix and seasonality, and customer flow optimization. It also includes a practical grasp of how small, locally owned businesses operate and how markets act as incubators for local entrepreneurs.

2.2.1 Example Experience/Roles/Education

- Former or current market manager, operations supervisor, or vendor association representative
- Owner/operator of a small or medium-sized retail business, ideally in local food, agriculture, or artisanal goods
- Experience with/knowledge of municipal or non-profit facilities management related to community markets
- Education in business administration, operations management, or agribusiness

2.2.2 Why This Skill Is Necessary

A Director with operational market experience ensures that Board decisions are grounded in practical realities of these types of retail environments . This skill anchors the Board’s strategic direction in practical feasibility, ensuring that policies and initiatives are workable for vendors, responsive to customers, and reflective of real market cycles. It balances strategic vision with day-to-day operational insight.

2.3 Economic Development & Culture/Tourism

This competency represents the ability to understand how markets contribute to a municipality's broader economic development, cultural vitality, and tourism ecosystem. It includes knowledge of how public markets support local communities, drive foot traffic to downtown cores, and act as cultural gathering spaces. It also encompasses familiarity with public-sector frameworks such as accountability mechanisms, funding programs, service-level agreements, and policy implementation related to tourism, cultural programming, or economic development initiatives.

2.3.1 Example Experience/Roles/Education

- Director or senior manager within a municipal Economic Development division
- Leadership roles in destination marketing organizations, Business Improvement Associations (BIAs), or chambers of commerce
- Board member or executive of arts, culture, or tourism-based non-profits
- Education in economic development, urban studies, public administration, or cultural management

2.3.2 Why This Skill Is Necessary

Having a Board member who understands how to position the Market as part of the City's economic ecosystem helps align its strategy with tourism, cultural, and downtown revitalization efforts. This skill helps the Market leverage partnerships, funding, and policy alignment to maximize its community impact.

2.4 Financial Oversight & Executive Management

This area involves expertise in fiscal governance, including budgeting, financial reporting, performance measurement, and stewardship of public or organizational resources. It also encompasses senior-level leadership and management experience, equipping directors to oversee strategic planning, organizational performance, and resource allocation in a complex operational environment.

2.4.1 Example Experience/Roles/Education

- Chief Financial Officer (CFO), controller, finance director, or treasurer of a public, non-profit, or retail organization
- Executive director or general manager overseeing multi-functional teams and budgets
- CPA designation, MBA, or degree in finance, accounting, or business management

2.4.2 Why This Skill Is Necessary

Financial literacy is foundational for good governance. This skill ensures the Board can interpret financial statements, set realistic budgets, and maintain fiscal discipline while pursuing growth. A Director with executive management experience also strengthens the Board's ability to oversee the Market's long-term sustainability and hold management accountable for performance.

2.5 Marketing, Communications & Public Engagement

This skill involves understanding how to build and maintain a strong brand identity, communicate effectively with diverse audiences, and engage stakeholders (vendors, shoppers, community organizations, media groups). It includes the ability to oversee marketing strategies, social media presence, public relations campaigns, and community outreach initiatives that enhance the Market's visibility and reputation.

2.5.1 Example Experience/Roles/Education

- Marketing or communications director in a retail, tourism, or municipal organization
- Experience leading community engagement, event management, or branding initiatives
- Background in journalism, digital communications, or public relations
- Education in marketing, communications, or public relations

2.5.2 Why This Skill Is Necessary

Public markets depend on community connection and visibility. A Director with this skill set ensures that the Market maintains a strong public presence, responds to community needs, and attracts new patrons. They help guide messaging that aligns with the Market's mission, enhances customer loyalty, and supports vendor success.

2.6 Facilities, Infrastructure & Capital Planning

This skill involves knowledge or physical asset management, capital investment planning, and the stewardship of public or shared facilities. It includes understanding maintenance planning, procurement for capital works, infrastructure renewal cycles, and accessibility and safety considerations in public environments. Directors with this background can assess the operational and financial implications of capital improvements or redevelopment projects.

2.6.1 Example Experience/Roles/Education

- Facilities manager, project manager, or engineer with experience in municipal or commercial infrastructure
- Experience overseeing capital projects or property management portfolios
- Involvement in managing or advising on heritage building restoration or adaptive reuse
- Education in engineering, facilities management, or construction management

2.6.2 Why This Skill Is Necessary

The Market's success depends on maintaining a safe, attractive, and functional physical environment. Directors with this skill ensure that infrastructure investment are well-planned, sustainable, and aligned with operational needs. They help the Board make informed decisions regarding maintenance and repair of Market-owned assets.

2.7 Legal, Risk, & Regulatory Expertise

This skill area captures the ability to understand legal frameworks, governance compliance, and risk management systems that protect both the organization and its stakeholders. It includes experience interpreting bylaws, contracts, vendor agreements, and municipal regulations, as well as managing legal risk and ensuring adherence to relevant acts, standards, and policies.

2.7.1 Example Experience/Roles/Education

- Lawyer or legal counsel with experience in municipal, public sector, or non-profit law
- Governance or compliance officer for a board or regulatory body
- Experience negotiating and drafting contracts, vendor agreements, or leases
- Education in law, governance, or public policy

2.7.2 Why This Skill Is Necessary

Sound legal and regulatory oversight safeguards the organization's integrity and compliance. Directors with this expertise help ensure that the Market operates within its legislative and contractual obligations, minimizes exposure to risk, and upholds high standards of governance. They provide critical perspective when developing bylaws, policies, and agreements with vendors or the City.

3.0 Diversity Goals

In addition to the specific skills and competencies identified in the matrix, the Board should collectively reflect the diversity of the community it serves. Diversity is not a single skill but an overarching requirement that strengthens governance, decision-making, and the Market's connection to the public.

This includes:

- **Geographic diversity:** Representation from different areas of Hamilton and surrounding communities to ensure varied perspectives on local needs, access, and regional priorities.
- **Cultural, gender, and linguistic diversity:** Inclusion of members from diverse cultural backgrounds and language communities to support equitable outreach, customer experience, and Market programming.
- **Lived experience aligned to the Market's mission:** Directors who understand the realities of small business ownership, local food systems, newcomer communities, accessibility, or community-based economic development.

4.0 Skills Matrix

Below is an example of the ideal end-state for the structure of the new HFMC Board of Directors. In this example, every column has one of two outcomes, (1) multiple Directors with some competence in the skill, or (2) a single Director with a high or expert competence in the skill.

	Governance & Board Experience	Market Operations & Vendor Management	Economic development & Cultural Tourism	Financial Oversight & Executive Management	Legal, Risk & Regulatory Experience	Facilities, Infrastructure & Capital Planning	Marketing, Communications & Public Engagement
Director A	Some Competence	High Competence	No Competence	No Competence	No Competence	No Competence	No Competence
Director B	Some Competence	No Competence	High Competence	No Competence	No Competence	No Competence	No Competence
Director C	No Competence	No Competence	No Competence	No Competence	No Competence	No Competence	High Competence
Director D	No Competence	No Competence	No Competence	No Competence	No Competence	High Competence	No Competence
Director E	Some Competence	No Competence	No Competence	No Competence	High Competence	No Competence	No Competence
Director F	Low Competence	High Competence	Some Competence	No Competence	Some Competence	No Competence	No Competence
Director G	Some Competence	Some Competence	No Competence	No Competence	No Competence	No Competence	No Competence
Director H	Low Competence	No Competence	Some Competence	No Competence	No Competence	No Competence	Some Competence
Director I	High Competence	No Competence	No Competence	High Competence	No Competence	No Competence	No Competence

Legend:	
No Competence	City Official
Low Competence	City Councillor
Some Competence	
High Competence	
Expert	



Recommendations Implementation Support: Hamilton Farmers' Market Corporation

→ 5-Year Business Plan

February 13th, 2026



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1.0 Executive Summary

This Business Plan outlines a five-year roadmap for the Hamilton Farmers' Market Corporation (HFMC) to strengthen financial sustainability, modernize its operating model, and reinforce its role as a vibrant community and economic asset. The Plan establishes clear strategic priorities, introduces a hybrid revenue model that balances HFMC alignment with targeted affordability, and defines an implementation approach that is realistic, phased, and governed by performance monitoring.

At its core, the Business Plan seeks to address structural gaps in HFMC's current operating model while preserving the HFMC's public mandate. The recommended approach modernizes rental revenues over time, introduces enhanced HFMC programming to diversify revenue sources, and implements a structured incubator model to support new and emerging vendors.

Financially, the Plan demonstrates a path toward improved stability through predictable revenue growth, disciplined cost management, and reduced reliance on any single revenue source. Key risks, including affordability pressures, implementation capacity, and market volatility, are acknowledged and mitigated through phased execution, governance guardrails, and ongoing monitoring.

2.0 Purpose, Strategic Priorities, and Outcomes

2.1 Purpose of the Business Plan

The purpose of this Business Plan is to provide HFMC with a clear, actionable framework to guide decision-making over the next five (5) years. The Plan aligns operational priorities, financial planning, and community objectives into a cohesive strategy that supports both sustainability and public value.

2.2 Strategic Priorities

HFMC's Five-Year Business Plan is anchored in the following priorities:

- **Financial sustainability:** Establish a predictable and resilient revenue base that supports ongoing operations and future investment.
- **Market vitality:** Enhance HFMC's role as a destination through programming, partnerships, and vendor diversity.
- **Targeted affordability:** Preserve accessibility for new and emerging vendors through structured time-bound support mechanisms.
- **Operational clarity:** Align programs, staffing, and resources with strategic intent.
- **Accountability and governance:** Ensure performance is monitored and the Business Plan remains a living document.

2.3 Intended Outcomes

By the end of the five-year period, HFMC aims to achieve:

- A stabilized and diversified revenue model.
- Improved vendor retention and pipeline health.
- Increased foot traffic and community engagement.
- Clearer alignment between costs, capacity, and outcomes.
- Stronger oversight and performance transparency.

3.0 Programs, Services, and Revenue Model

3.1 Operating Model Overview

HFMC's business model is structured around three (3) integrated tiers:

1. Core market operations, which provide stability and predictable base revenue.
2. Enhanced market programming, which activates HFMC and diversifies revenues.
3. Incubator and vendor development, which preserves affordability through targeted, time-limited support.

This tiered approach allows HFMC to modernize its revenue base while maintaining its public-market mandate and supporting long-term vendor success.

3.2 Core HFMC Operations

Core HFMC operations remain the foundation of HFMC's business model and include:

- Vendor leasing and tenancy management.
- Day-to-day operations and coordination.
- Base marketing and communications.
- Facility coordination and regulatory compliance.

Rental revenue from core operations will represent the primary financial backbone of HFMC, notwithstanding the funds received from the City to support operations each year. Over the five-year planning horizon, rental rates are gradually aligned toward market-appropriate levels through a predictable and transparent approach. This alignment strengthens financial sustainability while allowing vendors to plan and adapt over time.

In-depth financial information regarding the proposed system has been provided to HFMC in an Excel Workbook titled "HFMC 5-Year Business Plan."

3.2.1 Stall Revenue

Aligned with the decision to gradually align HFMC stall fees with prevailing commercial market rates in Hamilton, Optimus collected commercial rental data from the Toronto Regional Real Estate Board (TRREB). Given the limited availability of Hamilton-specific commercial rental averages, Burlington data, commonly grouped with Hamilton for regional real estate analysis, was used as a proxy. An average rental rate was calculated using the most recent four years of available data, and the resulting increase was phased over a five-year period to support a measured transition. Below is a table with our projections for rental rates:

Market Rate Per – 0 to 1000 Square Foot Spaces	\$ Value Per Square Foot
2023	\$33.13
2024	\$45.45
2025	\$40.99
Average (2023-2025)	\$39.86
Average Considering Inflation (2030-2031)	\$44.44
Average Considering Inflation + Operating Structure (2030-2031)	\$35.55

Stall Rates Per Square Foot – 2025-2031				
Year	Incubator (70%)		Base (100%)	
	Standard	Premium	Standard	Premium
2025-2026	\$17.91	\$20.15	\$25.59	\$28.78
2026-2027	\$18.73	\$21.02	\$26.76	\$30.03
2027-2028	\$19.59	\$21.92	\$27.98	\$31.32
2028-2029	\$20.48	\$22.87	\$29.26	\$32.67
2029-2030	\$21.42	\$23.86	\$30.60	\$34.08
2030-2031	\$22.40	\$24.89	\$34.08	\$35.55

In parallel, inflationary impacts were incorporated by accounting for approximately seven years of foregone inflationary increases, as well as projected inflation over the next five years. These factors were combined using a compounded annual growth rate (CAGR) to determine an appropriate and defensible annual escalation factor.

Applying this methodology produced a consistent annual increase for both standard and premium stall fees, enabling HFMC to reach approximately 100% of market rates for premium stalls and 90% of market rates for standard stalls by the end of the five-year period, while balancing financial sustainability with vendor viability.

In developing the stall rate model, consideration was also given to the unique operating profile of HFMC. Traditional commercial tenants typically operate 5-7 days per work-week, while HFMC currently operates 4 days. As a result, direct comparisons to market rental rates require adjustment for the reduced number of selling days. The stall fee structure therefore reflects an implied “daily value” equivalent to commercial rates, proportionally scaled to HFMC’s operating schedule. This approach ensures that vendors are not disadvantaged by shorter market hours, while maintaining fee integrity and comparability to broader commercial benchmarks.

In addition to rate alignment, the potential introduction of a vendor profit sharing model to complement fixed stall fees could be explored. Under this model, vendors that exceed defined sales or performance thresholds could opt into a structure where a small percentage of incremental revenue is shared with HFMC. This model would be designed to: reward high performing vendors with greater flexibility in base stall fees; create a more equitable system where vendors contribute in proportion to their commercial success; and diversify HFMC’s revenue streams in alignment with broader market modernization trends. Further analysis on governance requirements, eligibility criteria, administrative considerations, and financial modelling would be required for effective implementation.

In the linked Excel book, we have provided projections indicating the stall fee opportunity if a 5-day work-week was instituted.

3.2.1.1 Premium vs. Standard Stall Fees

The Business Plan provides different fees for “standard” and “premium” stalls. The difference between the two is location and proximity to typical vendor throughput. Stalls that are tucked away at the back of the building are not priced the same as those that are clearly visible upon entering the Market, as the value of each location is not equal.

This distinction opens up options for vendors who can or want to spend more each month for a stall location with increased visibility and access, but also allows vendors without as much access to capital to participate in the Market, with a less expensive stall.

3.2.2 External Supports

In addition to the costs identified in the HFMC 5-Year Business Plan, there are a selection of additional “External Supports” costs that contribute to the overall cost required to run the Market. These costs are inclusive of Human Resources, Financial, IT, and Procurement services provided by the City of Hamilton. Based on our estimates, the additional cost of these services is approximately \$125,000 (+/- \$25,000). In addition to this cost, Economic Development currently funds a temporary position of the Senior Program Manager for the Market, at a value of approximately \$175,000 per year. This creates a total value of approximately \$300,000 received by the Market in External Supports from City departments.

This creates an overall operating budget, including External Supports, of approximately \$1,300,000. Facilities cost is identified in the budget, under Reserves/Recoveries, “titled DIR_Facilities Recovery.”

3.3 Enhanced HFMC Programming

Enhanced HFMC programming represents the primary growth and activation layer of HFMC’s operating model. These initiatives are designed to increase foot traffic, strengthen HFMC’s brand, and diversify revenue beyond traditional stall fees. Enhanced programming is deliberately focused on three levers.

3.3.1 Sponsorships and Partnerships

HFMC will pursue sponsorships and partnerships with organizations aligned with its values and mandate, including local businesses, food and agriculture organizations, health and wellness partners, cultural institutions, and destination stakeholders.

Sponsorships and partnerships may support

- HFMC activations and seasonal programming.
- Educational, cultural, or health-focused initiatives.
- Event sponsorships or co-branded experiences.

These arrangements generate non-rental revenue while extending HFMC’s reach and visibility. Clear sponsorship guidelines will ensure transparency, value alignment, and protection of vendor interests.

3.3.2 Grants and Community Investment

HFMC will actively pursue grant funding and community investment opportunities to support programs aligned with public priorities, with examples such as food security, newcomer integration, local economic development, and cultural programming.

Grant funding will be used to:

- Support lost revenue from the incubator rental rates.
- Offset costs associated with community-focused activities.
- Enable innovation without increasing operating risk.

Grants are treated as program-specific and time-limited, rather than a substitute for core operating revenue. This approach ensures financial discipline while allowing HFMC to experiment and adapt.

3.3.3 Programming and Events

Programming and events position HFMC as a destination rather than solely a retail venue. Initiatives may include seasonal festivals, cultural celebrations, cooking demonstrations, educational workshops, and curated market activations.

Programming and events support revenue generation through:

- Ticketed experiences.
- Sponsorships.
- Limited vendor participation fees.

Beyond revenue, these activities increase foot traffic, enhance dwell time, and strengthen community connection to HFMC.

3.4 Incubator Program

HFMC's Incubator Program provides a structured entry pathway for new and emerging vendors. Rather than applying broad rent discounts across HFMC, affordability is delivered through targeted, time-bound support.

Aspects of the Incubator Program:

- Vendors are eligible for the Incubator Program if they have less than two years of experience operating at the Hamilton Farmers' Market and less than five years of experience operating their business.
- The Incubator Program provides the vendor with reduced fees (60% of their typical rate).
- Incubator stalls can, at most, make up 10% of all active stalls in the Market.
- There is not specific "incubator section" in the Market, instead it is made up of (1) whichever stalls arise or become available, (2) the eligibility of the applicant, and (3) the 10% allotment of stalls for the Incubator Program.

The incubator model supports vendor pipeline health, encourages entrepreneurship, and protects long-term financial sustainability.

3.5 Directional Assessment of Long-Term Space Options

The Hamilton Farmers' Market currently operates within a centrally located, City- owned facility that provides strong baseline visibility and accessibility. The space benefits from proximity to downtown activity, transit connections, and established foot traffic patterns, reinforcing its capacity to be a community connection point. From a strategic perspective, the existing location remains a valuable foundation for HFMC's operations over the near to medium term.

At the same time, the current space imposes structural and functional constraints that limit HFMC's ability to fully deliver on its evolving business model, particularly as it relates to vendor diversity, enhanced programming, and long-term financial sustainability.

3.5.1 Strengths of the Current Space

The existing space offers several inherent advantages that support HFMC's core mandate:

- **Central location and visibility:** HFMC benefits from a downtown setting that reinforces accessibility for residents, workers, families (including those visiting the attached Library), and visitors.

- **Established identity:** The space is widely recognized as the home of the Hamilton Farmers' Market, providing continuity, brand equity, and cultural significance.
- **Baseline infrastructure:** The facility supports core market operations, including permanent vendor stalls, utilities, and basic circulation.
- **Civic alignment:** As a City-owned asset, the space aligns with broader municipal objectives related to downtown vitality, food access, and community use.

These strengths suggest that the current space remains fit for purpose as a foundational operating environment, particularly for core market functions.

3.5.2 Constraints and Limitations

Despite its strengths, the current space presents some limitations that constrain HFMC's ability to evolve its operating and revenue model.

3.5.2.1 Limited flexibility for programming events

The layout prioritizes fixed vendor stalls, which reduces flexibility for hosting events, demonstrations, pop-ups, and educational programming. This limits HFMC's ability to be active beyond standard operating hours or adapt the space for seasonal or thematic programming.

Additionally, the Market building includes a front vestibule space enclosed by glass walls on all sides and defined by large concrete pillars running through the centre. Due to these physical characteristics, the space is highly constrained and not well suited for conversion into a revenue-generating area.

3.5.2.2 Back-of-house and shared infrastructure constraints

Storage, prep areas, loading dock, waste handling, and shared services are limited, placing pressure on vendors and operations. These constraints can affect vendor efficiency, limit growth opportunities, and increase operational friction.

3.5.2.3 Visitor circulation and dwell time

The current circulation pattern supports transactional shopping but is less conducive to longer dwell times, gathering, or experiential engagement. This limits HFMC's potential as a destination and reduces the effectiveness of programming investments. This will require careful planning and execution if the HFMC is to succeed in becoming a community hub.

3.5.2.4 Capacity to support revenue diversification

Sponsorship activations, branded experiences, and event-based revenue opportunities often require adaptable space, visual sightlines, and defined activation zones. The current configuration constrains HFMC's ability to monetize these opportunities at scale.

3.5.2.5 Limited hours of operations

HFMC's currently operates only four days per week with limited hours, which is a notable constraint on both vendor revenue potential and customer access. This reduced availability limits opportunities for consistent foot traffic, comparison with standard commercial operations, and overall market competitiveness.

3.5.3 Strategic Fit with the 5-Year Business Plan

In the context of the Business Plan, the current space is adequate for stabilizing core operations but sub-optimal for delivering the full ambition of enhanced market programming.

Over the five-year horizon:

- The space can support incremental improvements, such as targeted reconfiguration, scheduling changes, and operational adjustments.
- The space is not inherently prohibitive, but it requires intentional adaptation to support programming, partnerships, and vendor development.
- Larger-scale structural or capital interventions should be evaluated carefully and sequenced after operational and revenue changes have proven their capability to improve the financial status of HFMC.
- The Market should expand opportunities to broader partnering with the Library for events that support shared goals, similar in approach to Doors Open Hamilton.

4.0 Community Engagement Strategy

4.1 Objectives and Approach

HFMC's Community Engagement Strategy supports the Business Plan by strengthening relationships with vendors, customers, partners, and the broader community. Engagement efforts are aligned with HFMC's value proposition and reinforce its role as a community hub.

4.2 Key Messages and Value Narrative

HFMC's engagement narrative emphasizes:

- Providing a wide range of fresh food and grocery options for downtown residents and all Hamiltonians.
- Serves as a social and cultural focal point of Downtown Hamilton.
- Provides economic opportunities, including business incubation, for rural and urban producers and entrepreneurs.
- Allows residents to explore Hamilton-based businesses offering unique goods not otherwise available in the local area.
- Celebrates the agricultural tradition and strong rural/urban connections of the region.

Messages are tailored to different audiences while maintaining a consistent core narrative.

4.3 Target Audiences and Channels

Key audiences include:

- Vendors and prospective vendors.
- Local residents and visitors/tourists.
- Community organizations and partners.

- Sponsors and funders.

Engagement channels include in-market communications, digital platforms, partnerships, events, and targeted outreach.

5.0 Implementation and Risk Management

5.1 Timeline and Milestones

The implementation of the Business Plan will follow a phased approach over the five-year planning horizon. This approach is designed to balance ambition with organizational capacity, allowing HFMC to establish foundational changes before scaling more complex initiatives. Phasing also enables course correction, risk management, and alignment with governance and budget cycles.

Implementation activities are grouped into three (3) overlapping phases, each with clear objectives, milestones, and decision points.

5.1.1 Phase 1: Foundation and Stability

This first year focuses on establishing the structural, financial, and operational foundations required to support the Business Plan. Activities in this phase prioritize clarity, predictability, and early confidence-building with vendors and stakeholders.

Key initiatives include:

- Confirming Business Plan approval and governance oversight arrangements.
- Finalizing rental rate frameworks with an in-depth analysis and feedback session, including market alignment pathways, extended operating hours, and incubator eligibility criteria.
- Communicating the rental approach, incubator model, and transition timeline for vendors.
- Establishing sponsorship and partnership guidelines, including ironing out approval processes with Procurement.
- Identifying priority grant opportunities aligned with HFMC's mandate, leveraging the incubator opportunity in all applications.
- Pilot limited programming and event initiatives to test operational capacity and corresponding community response.

Milestones for Phase 1:

- Formal adoption of the Business Plan by Hamilton City Council.
- Completion of vendor communications and transition planning.
- Launch of initial pilot programming initiatives.
- Establishment of baseline performance metrics.

5.1.2 Phase 2: Activation and Scaling

The second phase focuses on activating and scaling initiatives that demonstrate early success. During this period, HFMC begins to realize the benefits of revenue diversification while strengthening its operational capabilities.

Key initiatives include:

- Implementing staged rental rate adjustments in-line with the approved framework.
- Extending longer operating hours and additional operating days, including the option of opening on Sundays, which demonstrates expanded access and convenience for the community.
- Expanding sponsorship and partnership activities based on outcomes of early test cases and determining the associated resources to support these activities.
- Securing grant funding to support targeted community programming.
- Formalizing the incubator model, including onboarding processes, performance expectations, and graduation pathways.
- Increasing the frequency and scope of programming and events.
- Incrementally scaling or contracted support where revenue performance justifies additional capacity.

Milestones for Phase 2:

- Demonstrated progress toward market-aligned rental revenues.
- Stable participation in the incubator program with clear vendor outcomes.
- Identification of opportunities to create diversified, non-rental revenue streams that should contribute meaningfully to net income.
- Documented improvements in foot traffic and community engagement.

5.1.3 Phase 3: Optimization and Strategic Review

The final phase focuses on optimizing performance and assessing longer-term strategic opportunities. By this point, HFMC should have a more stable financial base and a clearer understanding of which grants, sponsorships, and partnerships deliver the greatest impact.

Key initiatives include:

- Reviewing and refining rental rate structures based on performance and market conditions.
- Evaluating the long-term effectiveness of an enhanced market programming.
- Assessing space utilization and long-term space options informed by operational experience.
- Formalizing long-term partnerships and sponsorship arrangements.
- Updating the Business Plan to reflect lessons learned and emerging priorities.

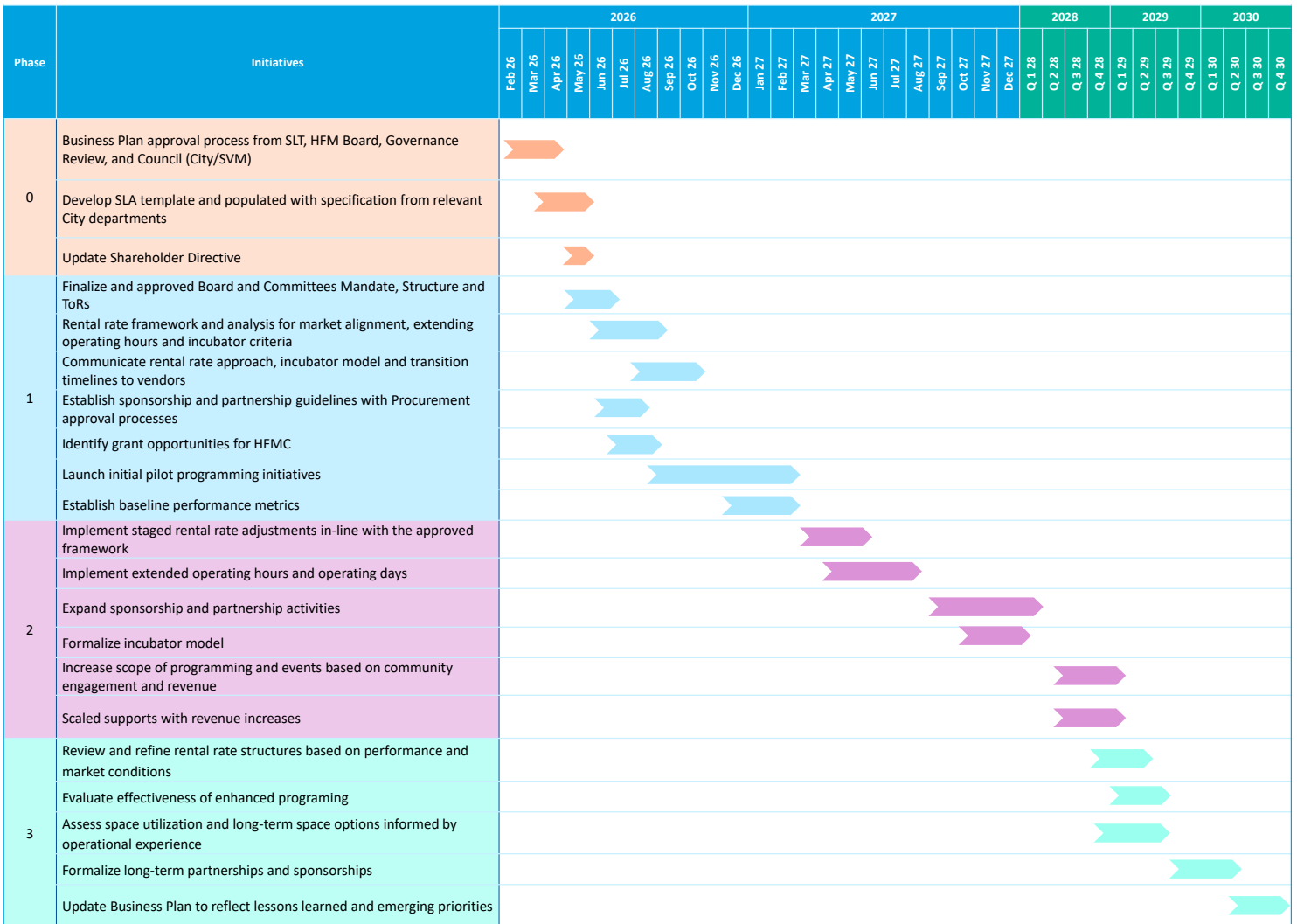
Milestones for Phase 3:

- Continued identification and implementation of opportunities to create diversified, non-rental revenue streams that contribute to net income.
- Evidence of sustained vendor pipeline health and reduced turnover.

- Clear decision points regarding long-term space and capital investment options.
- Completion of a refreshed Business Plan or strategic update.

5.1.4 Implementation Roadmap

To support the phased plan outlined above, the following visual roadmap provides a high-level view of how key activities, decisions, and milestones will unfold over the five-year horizon. It translates the implementation strategy into an estimated time-based sequence



5.2 Resource Requirements

Implementation will initially occur without investments across staffing but as HFMC begins to experience more success, it may be advisable for the Market to consider funding an additional employee who can be focused on sponsorship, partnership, and grant writing.

5.3 Key Risks and Mitigation Strategies

Key risks include:

- Increased rental rates leading to vendor churn.
- Staffing capacity constraints during implementation.
- Revenue volatility or slower-than-expected uptake.

Mitigation strategies should include phased execution, clear governance oversight, targeted affordability mechanisms, clear lines of vendor communication, and regular performance monitoring.

6.0 Performance and Governance

6.1 Success Metrics and Monitoring

Performance will be tracked using a balanced set of metrics covering:

- Financial performance.
- Vendor stability and turnover.
- Market activation and foot traffic.
- Community engagement outcomes.

6.2 Business Plan Review and Update Cycle

The Business Plan will be reviewed regularly and updated as required to reflect changing conditions, performance insights, and strategic direction. This ensures the Plan remains a living document rather than a static exercise.



Recommendations Implementation Support: Hamilton Farmers' Market Corporation

→ Frameworks Master List

This Version: March 20, 2026



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1.0 Shareholders Directive

1.1 Purpose

This document establishes the governance framework, roles, authorities, and accountability mechanisms governing the Hamilton Farmers' Market Corporation (the Market). It is created for City Council (as the sole shareholder), the Market Board of Directors, and Market management to clearly define how strategic oversight, decision-making, and operational autonomy are structured and exercised.

This document is intended to:

- Clarify the respective roles of Council, the Board, and management;
- Set expectations for transparency, accountability, and reporting;
- Enable effective oversight while supporting day-to-day operational independence; and
- Provide a stable governance foundation that supports the Market's long-term sustainability, community role, and economic impact.

1.2 Table of Contents

1.2.1 Purpose and Governing Principles

This section articulates the intent of the governance framework and the principles that guide the relationship between the City, the sole shareholder, and the Market. It establishes the values, decision-rights, and interpretive lens through which all governance provisions should be applied.

Content to Consider:

- Purpose of the document
- Identification of the City as sole shareholder and source of authority
- Commitment to collaboration between the City and the Market
- Recognition of the public (Municipal Act) / private (OBCA) governance interface
- Expectation of regular City-Market communication
- Clear assignment of decision-making authority between Council and the Board
- Reporting and approval requirements to ensure transparency and accountability
- Emphasis on transparency and open communication
- Commitment to director independence and skills-based boards
- Alignment with City-adopted governance policies
- Recognition of the Market's community role and professional capabilities
- Focus on community capacity, pride, and well-being

1.2.2 Strategic Mandate of the Corporation (from mandate)

This section defines the core purpose and long-term role of the Market, grounding governance and operational decisions in a clear and consistent mandate aligned with community, economic, and cultural objectives.

Content to Consider:

- Support for local farmers, producers, and businesses
- Provision of reliable access to fresh food
- Role as a community gathering place
- Service to downtown residents and all Hamiltonians
- Function as a social and cultural focal point
- Creation of economic and business incubation opportunities
- Celebration of agricultural traditions
- Reinforcement of rural-urban connections

1.2.3 Corporate Governance

This section sets out the fiduciary responsibilities of the Board and the governance standards under which it is expected to operate, ensuring the Market is governed with rigor, professionalism, and accountability.

Content to Consider:

- Board responsibility to supervise management
- Compliance with OBCA fiduciary duties
- Duty to act honestly, in good faith, and in the Market's best interests
- Standard of care aligned with a reasonable prudent person
- Expectation to follow recognized Canadian corporate governance standards
- Adjustments reflecting non-public-company status

1.2.4 Board of Directors and Management

This section defines the composition, qualifications, and leadership structure of the Board to ensure it is independent, skills-based, and capable of providing effective oversight and strategic guidance.

Content to Consider:

- Integrity and sound judgement requirements
- Market awareness and issue familiarity
- Relevant business and industry expertise
- Prior board or governance experience
- Financial, legal, accounting, marketing, or risk expertise
- Residency preference without exclusion of non-residents
- Nine-member board structure
- Council appointment and approval of directors
- One City Councilor (potentially the Chair) and one City employee on the Board

- One vendor representative (non-voting)
- Majority independent Board members
- Reference to Board Mandate and Board By-law

1.2.5 Market Reports to City and Business Plan

This section establishes formal reporting and planning requirements to ensure Council has the information necessary to exercise effective shareholder oversight while respecting the Board's governance role.

Content to Consider:

- Regular reporting to Council
- Minimum annual reporting requirement
- Reporting on major development and material results
- Board Chair attendance at Council when requested
- Annual submission of a Market business plan
- Strategic objectives for the upcoming year
- Operating and capital budgets
- Two-year revenue and net income projections
- Disclosure of material variances from prior plans

1.2.6 Matters Requiring Shareholder Approval

This section identifies decisions reserved for the City as sole shareholder, ensuring appropriate oversight of matters with significant governance, financial, or risk implications.

Content to Consider:

- Changes to Articles, By-laws, or Board composition
- Approval of operating and capital budgets and major changes
- Borrowing, lending, or long-term financing arrangements
- Major capital investments above defined thresholds
- Union or collective bargaining agreements
- Significant legal actions or settlements
- Decisions creating ongoing City liabilities

1.2.7 Operational Autonomy of the Corporation

This section clarifies the areas in which the Market has authority to operate independently, enabling efficient day-to-day management within an approved governance and financial framework.

Contents to Consider:

- Vendor licensing and rent structures
- Market operating rules
- Day-to-day procurement within delegated authority
- Hiring, discipline, and management of Market employees
- Community programming, marketing, and events
- Tactical service delivery and scheduling
- Contract execution within defined financial thresholds

2.0 Occupancy Agreement

2.1 Purpose

This Occupancy Agreement defines the legal, financial, and operational relationship between the City (Landlord) and the Hamilton Farmers' Market Corporation (Tenant) with respect to the Market's occupancy and use of space. It establishes clear boundaries around what is leased, who is responsible for which assets and systems, how costs are allocated, and how changes to the space are managed.

The agreement is intended to:

- Clearly delineate responsibility for the Premises, Common Areas, Shared Infrastructure, and Building Envelope;
- Allocate financial, operational, and capital responsibilities between the Landlord and Tenant;
- Enable the Market to operate autonomously within its leased space; and
- Reduce ambiguity, risk, and disputes related to maintenance, improvements, and services.

2.2 Table of Contents

2.2.1 Definitions & Interpretations

This section establishes clear definitions for key physical spaces, systems, and cost categories to ensure consistent interpretation of responsibilities throughout the lease.

Checklist:

- Definition of the Premises as interior, leasable Market space
- Explicit inclusion of interior walls, finishes, stalls, and non-structural elements
- Explicit exclusion of Building Envelope, base-building systems, and Common Areas
- Definition of Shared Infrastructure serving both Market and other occupants
- Exhaustive list of mechanical, electrical, plumbing, fire, IT, and security systems
- Allocation of Shared Infrastructure responsibilities by agreement
- Definition of Building Envelope and exterior structural elements
- Confirmation of Landlord ownership and responsibility for Building Envelope
- Definition of Tenant Improvements within the Premises
- Examples of eligible interior improvements and installations
- Requirement for Landlord approval for work affecting structure or shared systems
- Definition of Common Areas and examples of shared building spaces
- Confirmation of Landlord control and maintenance of Common Areas
- Definition of Operating Costs borne by the Tenant
- Explicit exclusion of Building Envelope and Shared Infrastructure from Operating Costs

2.2.2 Premises & Grant of Lease

This section formally grants the Market exclusive possession of the Premises and clarifies how financial and operational responsibilities are divided for shared building areas.

Checklist:

- Exclusive lease of the defined Premises to the Market
- Confirmation of City ownership as the Landlord
- City financial responsibility for Common Areas
- Market operational responsibility for Common Areas

2.2.3 Term & Rental

This section establishes the duration of the lease, renewal rights, and conditions under which the lease may be terminated or extended.

Checklist:

- Defined lease term length
- Renewal options and conditions
- Early termination rights and triggering circumstances
- Good-standing requirements for renewal eligibility

2.2.4 Rent Structure

This section outlines how rent is calculated, adjusted, and administered over the term of the lease.

Checklist:

- Base Rent definition
- Additional Rent components
- Rent adjustment mechanisms and timing

2.2.5 Landlord Responsibilities

This section defines the City's obligation for maintaining and structural integrity, safety, and base-building systems supporting the Market.

Checklist:

- Maintenance and repair of the Building Envelope
- Responsibility for roof, foundations, and exterior façade
- Maintenance of base-building electrical supply
- Maintenance of water and sewer mains
- Maintenance of HVAC supply systems
- Maintenance of fire protection and life-safety systems
- Maintenance of elevators
- Responsibility for Shared Infrastructure
- Maintenance of IT backbone and security systems

2.2.6 Tenant Improvements

This section grants the Market flexibility to modify the interior Premises while preserving Landlord control over structural and system impacts.

Checklist:

- Right to reconfigure stall layouts
- Right to install fixtures and equipment
- Right to make accessibility improvements
- Right to update signage
- Requirement for Landlord approval for structural or systems-related work
- Compliance with City permitting and policy requirements

2.2.7 Alterations & Capital Improvements

This section distinguishes between minor and major alterations and allocates approval authority and cost responsibility.

Checklist:

- Definition of minor, non-structural alterations
- Tenant authority to complete minor alterations without approval
- Definition of major alterations
- Requirements for Landlord approval for structural, mechanical, electrical, or life-safety impacts
- Tenant responsibility for tenant-led improvement costs
- Landlord responsibility for landlord obligations

2.2.8 Utilities & Services

This section clarifies which services are provided centrally by the Landlord and which operational services are managed directly by the Tenant.

Checklist:

- Landlord provision of base mechanical systems
- Landlord provision of water and sewer to main connection
- Landlord provision of waste and recycling program
- Landlord provision of IT services supporting Market operations
- Landlord provision of fire and life-safety systems
- Landlord provision of shared security and surveillance
- Tenant responsibility for utility consumption costs
- Tenant responsibility for interior cleaning
- Tenant responsibility for pest control

3.0 Delegation of Authority

3.1 Overview

The Delegation of Authority framework establishes a clear and practical allocation of decision-making authority between the City (as sole shareholder), the Market Board of Directors, Market management, and Market staff. Its purpose is to ensure that decisions are made at the appropriate level, balancing effective operational autonomy with transparent oversight and accountability.

The framework distinguishes between:

- Reserved matters requiring City or Council approval due to financial, legal, governance, or risk implications;
- Strategic oversight decisions delegated to the Board; and
- Operational and administrative decisions delegated to management and staff.

By clearly defining who can decide what, the Delegation of Authority reduces ambiguity, prevents duplication, accelerates decision-making, and ensures alignment with the Market's mandate, approved budgets, and risk appetite.

3.2 Where it's housed

The Delegation of Authority is formally documented and maintained within the Market's governance framework, and is operationalized through the following instruments:

- The Shareholder's Directive, which defines matters reserved to the City as sole shareholder;
- The Board By-law, which sets out Board-level authorities and responsibilities;
- Supporting policies and procedures (e.g., procurement, HR, finance) that give effect to delegated authorities at the management and staff levels.

3.3 How it's developed

The Delegation of Authority is developed through a structured process that aligns governance intent with operational reality:

- Identification of decision categories, including governance, finance, legal, HR, capital, procurement, and operational matters;
- Assessment of risk, materiality, and impact to determine which decisions require shareholder oversight versus Board or management discretion;
- Alignment with approved budgets and strategic plans, ensuring delegated decisions remain within Council-approved parameters;
- Establishment of financial and contractual thresholds that trigger escalation or approval at higher levels; and
- Validation with City staff and legal advisors to ensure consistency with municipal policies, applicable legislation, and best practices for municipally owned corporations.

3.4 Other Miscellaneous

- No delegation of fiduciary responsibility: Delegation does not relieve the Board of its fiduciary duties or Council of its role as sole shareholder.
- Budget-based authority: delegated decision-making is exercised within approved operating and capital budgets.
- Emergency provisions: Limited temporary authorities may be granted to management to address urgent health, safety, or operational risks, with prompt reporting to the Board and City.
- Transparency and reporting: all delegated decisions remain subject to reporting, audit, and review requirements.
- Consistency with City policies: Delegated authorities must be exercised in a manner consistent with applicable City policies unless formally exempted.
- Revocability: Delegations may be amended, suspended, or revoked by the Board or City where warranted by performance, compliance, or risk considerations.

4.0 Standardized Service Level Agreements

Formal Service Level Agreements (SLAs) should be developed with the City of Hamilton to clearly define the services HFMC receives and the standards attached to them. These SLAs will outline:

- Services Provided: A summary of the City services HFMC will continue to rely on—such as facilities management, IT support, finance functions, procurement, and other corporate services.
- Expected Service Standards: Clear expectations regarding response times, service quality, deliverables, and responsibilities for both HFMC and the City.
- Cost and Accountability: Transparent costing for each service and a defined accountability structure to ensure that costs, performance, and responsibilities are fully understood and consistently managed.

These SLAs will help standardize how support is delivered and ensure alignment with City processes.

5.0 Cost Transparency

HFMC currently receives in-kind support from the City of Hamilton, including staff time, corporate services, and operational assistance. As HFMC transitions toward greater independence, it is important to fully understand the cost and scope of these supports.

To improve financial clarity, the following should be considered:

- Reconcile the full value of all in-kind services currently provided by the City.
- Determine which services will continue under a paid service model and which will transition to HFMC as internal capacity expands.
- Formalize expectations through Service Level Agreements (SLAs) to clarify responsibilities, service standards, and related costs.

5.1 Chargeback Model

Current chargeback amounts for City-provided services lack sufficient transparency. To support accurate budgeting and cost evaluation, HFMC requires a clearer understanding of:

- How chargeback amounts are calculated,
- What costs are included, and
- How these charges compare to relevant benchmarks.

Greater transparency will enable HFMC to plan effectively, assess value for money, and make informed decisions about which services to maintain, purchase, or internalize over time.

6.0 Finance SLA

6.1 Overview

The Finance Service Level Agreement (SLA) defines the financial services provided by the City Finance Department to the Hamilton Farmers' Market Corporation and establishes clear expectations for service scope, timelines, performance standards, cost recovery, and financial reporting. Its purpose is to ensure the Market receives reliable, professional financial support while maintaining appropriate financial autonomy, transparency, and accountability.

The SLA is designed to:

- Clarify which financial functions are centralized with the City and which remain the responsibility of Market management;
- Establish service standards to support timely and accurate financial operations;
- Define a fair and transparent cost recovery model; and
- Ensure consistent, decision-useful financial reporting for the Board and City.

6.2 Where it's housed

The Finance SLA is a formal, standalone agreement between the City and the Market and is **incorporated into the Market's broader governance and operating framework** through:

- A Service Level Agreement document approved by the Board and acknowledged by the City;
- Cross references within the Shareholders Directive, confirming reliance on shared financial services;
- Alignment with the Board By-law, particularly in relation to financial oversight and reporting; and
- Integration with applicable City financial policies, systems, and controls, as expressly referenced in the SLA.

6.3 How it's developed

The Finance SLA is developed collaboratively between the Market and the City through a structured, risk-informed process:

- Identification of required finance services, including accounting, budgeting, treasury, payroll, accounts payable/receivable, and financial reporting;
- Definition of roles and responsibilities, distinguishing City-provided services from Market management responsibilities;
- Establishment of service standards, including timelines, accuracy expectations, escalation protocols, and points of contact;
- Design of the cost recovery model, based on actual service usage, agreed allocations, or fee-for-service mechanisms;
- Specification of data and reporting requirements, including frequency, format, and level of detail required by the Board and City; and

- Legal and policy review, ensuring compliance with municipal finance policies, audit requirements, and applicable legislation.

6.4 Other Miscellaneous

- Service standards: The SLA provides services without transferring governance or decision-making authority from the Board or management to City Finance.
- Transparency in cost recovery: Charges are clearly defined, auditable, and tied to agreed service levels.
- Performance monitoring: Service delivery is subject to periodic review against defined service standards.
- Data ownership and access: Financial data is owned by the Market, with appropriate City access for oversight and audit purposes.
- System reliance: Use of City financial systems does not limit the Market's ability to request customized reporting where required.
- Escalation and dispute resolution: Clear mechanisms exist for addressing service issues, delays, or disputes.
- Transition flexibility: The SLA may evolve over time to support increased Market autonomy or alternative service delivery models.
- External service providers: Under the shareholder's directive, the Market retains the option to engage external service providers where appropriate.

7.0 Human Resources SLA

7.1 Overview

The Human Resources (HR) Service Level Agreement (SLA) defines how Human Resources services are provided by the City to the Hamilton Farmers' Market Corporation and establishes clear expectations regarding roles, accountability, service delivery, cost recovery, and communication protocols. The intent of the SLA is to support the Market's workforce needs while preserving appropriate operational autonomy and ensuring compliance with applicable employment legislation and City policies.

The SLA ensures that HR services are delivered consistently, transparently, and in a manner that supports effective people management, risk mitigation, and organizational performance.

7.2 Where it's housed

The HR SLA is a formal, standalone agreement between the City and the Market and is **embedded within the Market's broader governance and operating framework** through:

- A Human Resources Service Level Agreement document, approved by the Market Board and acknowledged by the City;
- Cross-references within the Shareholder's Directive, confirming reliance on shared HR services;
- Alignment with the Board By-law and Board Mandate, particularly in relation to workforce oversight, executive accountability, and risk management; and
- Integration with applicable City HR policies, systems, and collective agreements, as referenced in the SLA.

7.3 How it's developed

The HR SLA is developed collaboratively between the Market and the City through a structured process that balances compliance, efficiency, and operational flexibility:

- Identification of HR services to be provided, such as recruitment support, payroll coordination, benefits administration, labour relations, performance management, health and safety, training, and policy guidance;
- Clarification of accountability, distinguishing advisory and administrative support provided by the City from decision-making authority retained by the Board and Market management;
- Definition of service standards, including response times, service quality expectations, escalation pathways, and designated points of contact;
- Design of the cost recovery model, based on service utilization, per-employee allocations, or agreed fee structures;
- Establishment of communication protocols, setting out how HR matters are initiated, documented, escalated, and resolved; and
- Legal and policy validation, ensuring compliance with employment legislation, collective agreements, and City policies.

7.4 Other Miscellaneous

- Advisory versus authority: The SLA provides HR expertise and administrative support without transferring employer authority from the City to the Market unless explicitly stated.
- Management accountability: Day-to-day people management remains the responsibility of Market management within approved policies and budgets.
- Confidentiality and data protection: Employee information is handled in accordance with privacy legislation and City data standards.
- Consistency with labour frameworks: HR services are delivered in alignment with applicable collective agreements and employment standards.
- Cost transparency: HR service charges are clearly defined, documented, and subject to review.
- Issue escalation: Formal escalation mechanisms exist for sensitive or high-risk HR matters.
- Transition readiness: The SLA can be adapted over time to support increased HR autonomy or alternative service delivery models.
- External service providers: Under the shareholder's directive, the Market retains the option to engage external service providers where appropriate.

8.0 Facilities SLA

8.1 Overview

The Facilities Service Level Agreement (SLA) defines how Facilities services are provided by the City to the Hamilton Farmers' Market Corporation and establishes clear expectations regarding roles, accountability, emergency response, cost recovery, and communication protocols. The SLA ensures that the Market operates in a safe, functional, and compliant environment while enabling day-to-day operational autonomy within the leased Premises.

The agreement is intended to provide clarity on responsibility for building systems, infrastructure, and services, minimize operational risk, and ensure timely response to maintenance and emergency issues.

8.2 Where it's housed

The Facilities SLA is a formal, standalone agreement between the City and the Market and is **embedded within the Market's broader governance and operating framework** through:

- A Facilities Service Level Agreement document, approved by the Market Board and acknowledged by the City;
- Cross-references within the Occupancy Agreement, confirming reliance on City-provided facilities services;
- Alignment with the Shareholder's Directive, where applicable; and
- Integration with applicable City facilities policies, standards, and asset management systems, as referenced in the SLA.

8.3 How it's developed

The Facilities SLA is developed collaboratively by the Market and the City through a structured process that reflects asset ownership, operational needs, and risk exposure:

- Identification of facilities services provided by the City, including building maintenance, systems inspections, lifecycle maintenance, compliance, and capital coordination;
- Clarification of accountability, distinguishing City responsibilities for the Building Envelope, Shared Infrastructure, and base-building systems from Market responsibilities within the Premises;
- Definition of emergency protocols, including after-hours response, health and safety incidents, system failures, and business continuity procedures;
- Establishment of service standards, such as response times, prioritization levels, and performance expectations;
- Design of the cost recovery model, allocating costs based on service type, usage, or agreed formulas;
- Specification of communication protocols, including service request processes, escalation pathways, and points of contact; and
- Validation with legal, risk, and asset management stakeholders, ensuring alignment with municipal standards and insurance requirements.

8.4 Other Miscellaneous

- Operational support: The SLA provides facilities services without transferring operational control of the Market to the City.
- Emergency authority: The City may take immediate action in emergencies affecting life safety or asset integrity, with prompt notification to Market management.
- Cost transparency: Facilities costs are clearly itemized, auditable, and linked to defined services.
- Service prioritization: Requests are triaged based on safety, operational impact, and urgency.
- Coordination with lease terms: Facilities responsibilities are interpreted consistently with the Occupancy Agreement.
- Performance monitoring: Service delivery is subject to periodic review against agreed service standards.
- Adaptability: The SLA may evolve to support increased Market facilities autonomy or alternative service delivery arrangements.
- External service providers: Under the shareholder's directive, the Market retains the option to engage external service providers where appropriate.

9.0 Asset Transfer Policy

9.1 Overview

The Asset Transfer Policy establishes the principles and procedures governing the transfer of ownership, custody, or control of non-structural and Market-operated assets between the City and the Hamilton Farmers' Market Corporation. The policy is intended to support operational autonomy, clarify asset accountability, and ensure that assets required for Market operations are managed, maintained, and capitalized appropriately.

The policy provides a consistent framework for determining which assets may be transferred, how transfers are approved and documented, and how risks, liabilities, and lifecycle responsibilities are allocated following transfer.

9.2 Where it's housed

The Asset Transfer Policy is a formal component of the Market's governance and operating framework and is referenced and operationalized through:

- An Asset Transfer Policy document, approved by the Market Board and acknowledged by the City;
- Cross-references within the Occupancy Agreement and applicable Service Level Agreements, where asset responsibility intersects with facilities, finance, or operations;
- Alignment with the Delegation of Authority framework, specifying approval thresholds and authorities for asset transfers; and
- Integration with City asset management and financial policies, including capitalization, depreciation, and disposal standards.

9.3 How it's developed

The Asset Transfer Policy is developed collaboratively by the City and the Market using a structured, risk-based approach:

- Identification of eligible assets, limited to non-structural or Market-operated assets such as fixtures, equipment, furnishings, IT assets, and specialized market infrastructure;
- Exclusion of ineligible assets, including the Building Envelope, base-building systems, and Shared Infrastructure;
- Assessment of operational necessity, determining whether asset ownership by the Market improves efficiency, accountability, or service delivery;
- Valuation and condition assessment, establishing fair value, remaining useful life, and maintenance status at the time of transfer;
- Definition of approval requirements, aligned to financial thresholds and governance authority levels;
- Clarification of post-transfer responsibilities, including insurance, maintenance, replacement, and disposal; and
- Documentation and financial recording, ensuring assets are properly recorded in the receiving party's asset registry and financial statements.

9.4 Other Miscellaneous

- No structural transfers: Structural elements and shared building systems are expressly excluded from transfer.
- Clear accountability: Ownership transfer includes full responsibility for maintenance, risk, and lifecycle management unless otherwise agreed.
- Financial transparency: Asset transfers are documented, valued, and reflected in financial records.
- Insurance alignment: Transferred assets must be insured by the receiving party in accordance with applicable policies.
- Approval discipline: All transfers follow the Delegation of Authority and applicable approval thresholds.
- Dispute resolution: Mechanisms exist to address disagreements regarding eligibility, valuation, or responsibility.
- Transition support: The policy supports phased transfers as part of broader governance or operational transitions.