

SCHEDULE "A" TO BY-LAW NO.

**PROCEDURES FOR BOARDS OF MANAGEMENT
FOR BUSINESS IMPROVEMENT AREAS (BIA)**

1. DEFINITIONS

"Act" means the Municipal Act, 2001 as amended and any regulations thereto.

"Administrator" means an employee or independent contractor for the BIA who oversees administrative support services to the Board, and if applicable is responsible for the day to day operation of the Board office.

"Associate Business" means a business located outside the boundary of the BIA, which participates in the BIA in accordance with a policy adopted by the BIA under section 2.9.

"BIA" means a business improvement area established by Council.

"BIA Designating By-law" means a by-law approved by Council to designate a geographical area as a business improvement area.

"BIA Establishing By-law" means a by-law passed by Council to establish a Board of Management for a designated business improvement area.

"Board" and **"Board(s) of Management"** means a corporation consisting of Directors, established by the Town to govern the affairs of a BIA.

"Town" means The Corporation of the Town of Grimsby.

"Town Clerk" or **"Clerk"** means the Clerk of the Town of Grimsby or her/his delegate.

"Committee" means a standing committee or ad hoc working group established by the Board that has a membership that is at least 50% Directors.

"Council" means the town Council for the Town of Grimsby.

"Director" means an individual appointed by Council to the Board of Management.

"Meeting" means any regular, special or other meeting of the Board or a standing or ad hoc Committee of the Board.

"Member(s)" means a person(s), including but not limited to a corporation, assessed on the last returned assessment roll, with respect to rateable property in the area designated as a BIA that is in a prescribed business property class, and tenants of such property.

“Policy” means set of statements of principles, values and intent that outlines expectations and provides a basis for consistent decision-making and resource allocation in respect to a specific issue.

“Recording Secretary” means a person who may be a Director, Member, Administrator or a volunteer who is appointed by the Chair to assume the duties of Secretary at any Board or Committee meeting in the absence of the Secretary or if no Secretary is elected by the Board.

2. BOARD REQUIREMENTS

2.1 Board Responsibilities

- 1) The Board of Management shall, subject to the provisions of this by-law and the BIA Establishing By-law have control and management of the BIA’s activities; determine all policies; supervise the affairs of the BIA; authorize all expenditures in accordance with the budget approved by Council, report to the BIA’s Members on its actions affecting the administration and activities and policies of the BIA.
- 2) The Board may hire an Administrator or other staff as required to manage the day to day operations of the BIA.

2.2 Code of Conduct

- 1) The Town of Grimsby’s By-law 20-74 a Consolidated by-law; “A by-law to establish a Code of Conduct for the Town of Grimsby and Local Boards of the Municipality” applies to the conduct of all Directors, with necessary modifications.
- 2) Code of Conduct complaints are administered by the Town Clerk and the Board or the Administrator shall inform the Clerk forthwith upon the receipt of any complaint, and shall cooperate fully with the Clerk and the Integrity Commissioner appointed to investigate the complaint. Likewise if the Town Clerk directly receives a complaint involving a Director, the Clerk shall forthwith inform the Board and provide the Board with appropriate notice of the progress and outcome of the complaint.

2.3 Appointment of Officers

- 1) The Board shall elect from among themselves at its first meeting the following Officers: Chair, Vice Chair, and Treasurer; and may elect from among themselves a Secretary and such other Officers as it deems necessary to properly conduct the business of the Board.
- 2) The Secretary and Treasurer may be the same Director.

- 3) The Chair is responsible to ensure that the duties of the Secretary are performed by another responsible individual who shall be the Recording Secretary and who may be an Administrator, a Member or volunteer; but that person is not a Director or Officer.
- 4) Officers shall serve for the entire term of the Board unless a shorter term is approved by resolution of the Board. A resolution approving a shorter term must include the last date by which the second election of Officers shall be held, and shall be in effect only for the term of the Board that passed the resolution.
- 5) Officers are eligible for reappointment provided they continue to be a Director.

2.4 Role of Officers

a. Chair

- 1) The Chair will preside at all Meetings of the Board and the Members, follow the agenda, decide on whether motions are in order, rule on all procedural matters and maintain decorum.
- 2) The Chair will ensure motions and amendments are clearly expressed and, if there is no motion under consideration, summarize the discussion for the purpose of the minutes.

b. Vice Chair

- 1) The Vice Chair will perform the duties of the Chair in the Chair's absence or if the Chair is unable for any reason to perform those duties or if the position is vacant.
- 2) The Board may from time to time assign additional duties to the Vice Chair.

c. Secretary

- 1) The Secretary will give notice of each regular and special Meeting of the Board and prepared and distribute an agenda of the matters to be considered so that the notice and agenda will reach the Members, Town Staff assigned as liaison to the BIA and the public in accordance with the notice provisions.
- 2) The Secretary will give notice of the Annual General Meeting and any Special Meeting of the Members together with an agenda of the matters to be considered so that the notice and agenda will reach

- 3) The Secretary will prepare and distribute minutes of every Meeting of the Board by attaching them to the agenda for the next regular Meeting, or as soon as possible.
- 4) The Secretary shall provide the Town Clerk or delegate copies of all minutes within five (5) business days after they are confirmed by the Board.
- 5) The Secretary shall be custodian of all books, records, correspondence, contracts and other Board or BIA documents, unless otherwise delegated by the Board to an Administrator and subject to any requirements imposed by the Town or by law.

d. Treasurer

- 1) Shall receive and account for all monies of the BIA, keep on deposit at the BIA's financial institution of record all monies received, keep full and accurate accounts of all receipts and disbursements and disburse all funds by cheque unless otherwise directed.
- 2) Shall provide to the Members an annual financial report at the Annual General Meeting and will provide assistance to the Town of Grimsby in preparation of the financial statements for the BIA.
- 3) Shall prepare and distribute the proposed annual budget in accordance with the requirements of the Town of Grimsby.
- 4) The Board may engage the services of an accountant or bookkeeper to assist the Treasurer and may delegate the administrative duties of the Treasurer to an Administrator.

2.5 Committees

- 1) Standing and ad hoc committees may be established by the Board by motion and the motion shall include the specific purpose or terms of reference of the Committee and the members of the Committee.
- 2) Every Committee shall have a Recording Secretary appointed by the Committee.
- 3) All Committees shall report to the Board, and a Committee except an Executive Committee, shall not take any action intended to be binding on the Board and shall not make or incur any liability for the Board.
- 4) Ad hoc Committees may include members that are not Directors or Members.
- 5) The Board may establish an Executive Committee in accordance with the current approved policies and procedures of the BIA.

- 6) Each Committee shall report its activities to the Board at each regularly scheduled Board Meeting, either by the Chair of the Committee or by a Director representing the Committee and the report shall be recorded in the minutes. Any written report is to be attached to the minutes of the Board Meeting at which it is presented.

2.6 Resignations, Vacancies, Absences

- 1) If the status of a Director nominated by the Board changes so that he or she is no longer a Member of the BIA the Director is deemed to have resigned.
- 2) If a Director resigns or is deemed to have resigned, the Board shall report the resignation to the council representative(s) currently on the Board at that time.
- 3) Directors or Committee members that are unable to attend shall notify the Chair or Secretary to report their absence, prior to the Meeting date and/or time.
- 4) If a Director misses three consecutive Board Meetings without notification or cause acceptable to the Board, the Chair or Administrator will contact the absent Director to discuss the reasons for the absenteeism. The Director shall be advised that attendance or the approval of the Board to permit the continued absence is required, or the Board may request Council to declare the seat vacant and replace the Director.
- 5) In the case of a vacancy that occurs after the initial appointments, the Board may nominate for Council's consideration an eligible person to fill the vacancy without conducting an election by the Members.
- 6) Any Director appointed by Council to fill the vacancy shall hold office for the balance of the term of the Director whose place is vacant.
- 7) The attendance of Committee members that miss Committee Meetings without notification or acceptable cause, or which absence otherwise impacts the Committee work shall be addressed by the Committee Chair who may ask the Board to declare the Committee seat vacant. Vacancies on Committees shall be filled by the Board.

2.7 Role of Town Staff Representatives

- 1) Town of Grimsby staff may be assigned to liaise with the BIA at the discretion of the Town. Staff assigned in this capacity are not Directors or Members and do not vote.
- 2) The Board does not direct Town staff. Any advice or recommendations of the Board that require implementation, reports or other action by staff, that is outside

the scope of work reasonably contemplated by the Town, shall be requested in a Motion and, when necessary, approved by the appropriate department head or Council unless otherwise delegated.

3. MEETINGS OF THE BOARD OF MANAGEMENT AND COMMITTEES

3.1 General

- 1) The rules and procedures contained in the By-law shall be observed in all proceedings of the Board and Committees. Where greater clarification is required the Board shall seek guidance from the corresponding communication policy or policies.

3.2 Location

- 1) Board and Committee meetings shall be held at a location approved by the Board or Committee.
- 2) The Meeting location must be held at a premise within the boundaries of the BIA and be held in a location that is open and accessible by the public for the duration of the Meeting.

3.3 Notice

- 1) The Board shall provide public notice of its regular and any special Meetings, including the date, time and location of the meeting. The Board shall provide notice for a regular meeting at least three business (3) days in advance of the meeting date by posting the agenda on its website and in a visible location in the BIA office, if applicable or where the Meeting will take place. The Board shall provide notice for a special meeting at least 24 hours in advance of the meeting date by posting the agenda on its website and in a visible location in the BIA office, if applicable or where the Meeting will take place. The agenda shall be considered as notice of meeting.
- 2) Notice shall also be provided to the Town staff liaison assigned to the BIA, if the Town has appointed one.
- 3) If the BIA does not maintain a website the Board shall comply with the direction of the Town Clerk regarding alternative procedures for public notice.

3.4 Quorum

- 1) Quorum for Board Meetings shall consist of a simple majority of the Directors appointed by Council. Quorum for Committees shall consist of a simple majority of the members appointed by the Board.
- 2) A vacant position will not be counted to calculate quorum.
- 3) In the event quorum is not present 15 minutes after the time the Meeting is to start, or if quorum is lost during a Meeting for a period of 15 minutes or the member leaving the Meeting clearly indicates that they will not return to the Meeting, the Meeting will then stand adjourned until the next scheduled Meeting, or at the call of the Chair.
- 4) If neither the Chair nor Vice Chair has arrived 15 minutes after the time the Meeting is to start and, if a quorum is present, one of the other members of the Board or Committee may by unanimous consensus assume the Chair and preside at the Meeting until the arrival of the Chair or Vice Chair.
- 5) In the event that there is no quorum or if quorum is lost during a Meeting, the members present may agree to proceed informally with the agenda and any proposals made at the informal gathering will be reported by the Secretary to the next scheduled Meeting for consideration. No Motions or votes can be taken at an informal gathering.

3.5 Meetings

- 1) At the first Meeting of each term, the Board shall establish a schedule of regular meetings with the provision that at least four meetings shall be held each year. The regular schedule may be reviewed by the Board from time to time as necessary.
- 2) Special meetings of the Board may be called by the Chair, on 24 hours' notice, when exceptional or urgent circumstances require the Board to meet. The notice of a special meeting shall include an agenda and indicate the exceptional or urgent circumstances that require the meeting.
- 3) If a written request is made by a majority of the Directors to call a special meeting, it is the duty of the Chair to summon a special meeting on 24 hours' notice.
- 4) A regular meeting that is rescheduled is not a special meeting.
- 5) Members of the Board are expected to try to attend every Meeting at the time established, be prepared for the Meeting by reading the Agenda in advance, and to be prepared to discuss agenda items.

- 6) If the Secretary or a recording secretary is absent at any Meeting of the Board or a Committee, the Chair shall appoint another person present to be the recording secretary for the Meeting and to prepare the minutes of the Meeting. The appointment shall be recorded in the Minutes.

3.6 Agendas, Minutes, Records

- 1) An agenda and minutes are required for every Meeting of the Board or a Committee.
- 2) Members may submit items for inclusion on the Board agenda by giving them to the Secretary 72 hours prior to a regularly scheduled meeting.
- 3) The Chair in consultation with the Administrator if applicable, shall set the agenda, based on matters submitted prior to the agenda deadline.
- 4) The Chair will accommodate Directors requests for inclusion of agenda items, whenever possible,
- 5) Any communication or agenda item that is received prior to a Meeting but too late to be included in the agenda may be added to the agenda by the Chair, if it pertains to a matter listed on the agenda or is considered by the Chair to be urgent. Otherwise, it will be included on the agenda of the next subsequent Meeting.
- 6) In accordance with the principles of adequate notice, transparency and openness new substantive items should not be introduced on the Agenda during a Meeting as new business.
- 7) Confidential material will be distributed by the Secretary to the Directors and Town staff representative assigned to the Board under confidential cover and may also be provided to other selected Town officials.
- 8) The minutes shall record who was in attendance, where the Meeting took place, when the meeting started and adjourned, who chaired the Meeting, whether any participants left or arrived while the meeting was in progress and if so, what time this occurred, any persons that appeared and addressed the Meeting, a detailed description of the substantive and procedural matters discussed, including any specific documents considered, any motions, including the person moving the Motion, and all votes taken, and all actions approved or directions given.
- 9) The minutes of each Board Meeting will be submitted to the Board for confirmation at the next meeting, or as soon as possible.

3.7 Open Meetings

- 1) Except as provided in section 239 of the Act, all meetings of the Board or Committees shall be open to any Member and the general public, who may attend but may not take part in the proceedings unless invited to do so by the Chair. No person shall be excluded from a Meeting except for improper conduct.
- 2) Open Meetings, requires Directors to discuss and debate the matters on the agenda at the Meeting held for that purpose. It is not appropriate for Directors to discuss or deal with a matter that materially advances the business or decision making of the Board or Committee outside of Meetings, including through electronic communications.

3.8 Meetings Closed to the Public

- 1) The Board or a Committee may be closed to the public only if the subject matter to be considered is:
 - I. The security of the property of the BIA;
 - II. Personal matters about an identifiable individual, including BIA employees;
 - III. A proposed or pending acquisition or disposition of land by the BIA;
 - IV. Labour relations or employee relations;
 - V. Litigation or potential litigation including matters before administrative tribunals affecting the BIA;
 - VI. The receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - VII. A matter in respect of which the Board is authorized by provincial statute to meet in private; or
 - VIII. The meeting is needed for the purpose of education or training of the members, and at the meeting no matter is discussed in a way that materially advances the business or decision-making of the Board or Committee.
- 2) The Board or Committee shall meet in private if the subject matter being considered is:
 - I. A request under the Municipal Freedom of Information and Protection of Privacy (MFIPPA) or Public Documents Act, if the Board is the head of the institution for the purposes of the Act; or
 - II. An ongoing investigation respecting the Board by the Ombudsman appointed by the Ombudsman Act or closed meeting's investigation appointed by the Municipal Act.

- 3) A motion is required before meeting in private and the motion must identify the general subject matter to be discussed and the reason for meeting in private.
- 4) Voting is not permitted in private. Any motions must be moved and voted on in public. Where a matter has been discussed in private, and where the matter remains confidential, Directors shall not disclose the content of the matter discussed or the substance of the discussions.

3.9 Rules of Debate

- 1) The Chair decides the order in which persons speak or ask questions and makes sure that every person indicating a desire to speak has an opportunity to speak to an item on the agenda.
- 2) When a proposal is made, the Chair may re-state the proposal to ensure that everyone understands the intent. The proposal may then be discussed and the discussion may include possible changes to the wording of the proposal. When the discussion is concluded the Chair may frame the resulting proposal as a motion that can be voted upon.
- 3) A motion requires a mover and a seconder.
- 4) A motion relating to a matter not within the jurisdiction of the Board or Committee is not in order.
- 5) A motion to approve the minutes of a previous Meeting is an opportunity to correct any errors or omissions in the minutes. It is not in order on a motion to approve the minutes to re-open discussion on any matter recorded in the minutes.
- 6) A motion to reconsider any matter previously decided may only be moved by a member that voted on the prevailing side, and requires a two-thirds majority of the members present to pass. No matter may be reconsidered more than once during the term of the Board or Committee that decided it.
- 7) A Board or Committee may hear deputations from Members of the public at its discretion and may set limits for speaking time. It is in order for the Board to limit the maximum number of deputations on matters not on the agenda. The Chair may end a deputation if there is disorder or a failure to observe decorum.

3.10 Voting

- 1) Every member present including the Chair must vote, unless they have declared a conflict of interest.
- 2) If a member that has not declared a conflict of interest abstains from voting, it will be counted as a NO vote.
- 3) A simple majority of the members present is necessary to pass a motion, except a motion to reconsider a matter previously considered by the Board during the current term or to amend a by-law or policy which shall require a vote passed by two-thirds (2/3) of the members present.
- 4) A tie vote means that the motion is defeated.
- 5) All votes will take place by show of hands unless requested by a member.
- 6) Upon the request of any member, and when the Chair is satisfied that a matter under consideration contains distinct proposals, the vote upon each proposal may be taken separately.
- 7) Voting is not permitted at an informal gathering.
- 8) Voting on the approval of, or amendment of a policy created by the Board shall require a vote passed by two-thirds (2/3) of the members present.

3.11 Conflict of Interest

- 1) Directors shall comply with the *Municipal Conflict of Interest Act*.
- 2) Members of Committees that are not Directors or members of Council are not subject to the *Municipal Conflict of Interest Act*; nevertheless Committee members should disclose any financial interest in a matter under consideration at a Meeting, and should avoid taking part in any discussion of the matter or voting if their financial interest is not an interest in common with other persons interested in the Committee's terms of reference, and is of a sufficiently significant and personal nature that it could influence their participation.
- 3) The Secretary shall record all declarations of interest in the minutes and whether or not the member participated in the discussions and voted on the matter.
- 4) Quorum is not lost if a member that has declared a conflict of interest has left the meeting temporarily.

3.12 Action to be taken

- 1) Where the Board or Committee approves an action to be taken that is within the authority of the Board or Committee, the person authorized to take the action may do so immediately and does not need to wait for the minutes of the Board or Committee to be approved.

4. MEETINGS OF MEMBERS

4.1 Annual General Meeting

- 1) There shall be at least one (1) annual general meeting in each calendar year.
- 2) The Annual General Meeting agenda shall include, but not be limited to:
 - a) Minutes of the last annual general meeting;
 - b) Annual activity and financial report of the Board;
 - c) Proposed annual budget for the following year;
 - d) Election of Board directors (if a municipal election year); and
 - e) Any other business that may properly be brought before the meeting.
- 3) Notice of all general Members' meetings shall be publicly made available to each Member no less than ten (10) business days prior to the meeting.
- 4) Notice of the meeting shall include the formal agenda.
- 5) In a municipal election year the Members at the Annual General Meeting shall nominate persons for consideration by Council to be appointed as Directors for the next term of the Board.

4.2 Special Meetings of the Members

- 1) The Board may also call and hold at any time one or more Special General Meetings to deal with special issues or to update the membership.
- 2) Upon written petition by the lessor of 20% or twenty (20) Members stating a cause of concern, which shall be considered as the agenda of the meeting, the Board shall call a special meeting to deal with the cause or concern within thirty (30) days of receipt of the petition.
- 3) Notice of all special Members' meetings shall be sent to each Member no less than five (5) business days prior to the meeting.

4.3 Voting

- 1) Each Member is entitled to only one vote regardless of the number of properties they own or lease in the BIA.

4.4 Director Nomination Procedures

- 1) The Board shall conduct elections for Directors as part of the Annual General Meeting in a Council election year for the purpose of providing the incoming Council with a list of Members for consideration to appoint as Directors for the new term of the Board.
- 2) The Board may present to the Annual General Meeting a list of nominees for approval by the Members; provided the list of nominees is provided to the Town Clerk at least ten (10) days prior to the Annual General Meeting.
- 3) If required, a secret ballot vote of the Members present shall take place to determine the final list of nominees to be forwarded to the Town in accordance with the following procedure:
 - a) Voting shall take place immediately following the close of nominations.
 - b) Each Member present may cast one (1) vote.
 - c) The Board shall appoint a scrutineer or scrutineers to count the ballots immediately following the close of voting. Scrutineers shall not be voting members.
 - d) If two or more candidates receive the same number of votes and cannot both or all be declared elected, one scrutineer shall choose, in the presence of the other scrutineer and the Board Chair, the successful candidate or candidates by lot.
 - e) All ballots cast shall be kept securely for ten (10) days following the election; after which they shall be destroyed if no candidate disputes the election results.

5. FINANCIAL REQUIREMENTS

5.1 Remuneration and Expenses

- 1) Directors serve without remuneration.
- 2) The Board may adopt an expense policy to reimburse Directors or employees for reasonable expenses incurred in the course of conducting BIA business.
- 3) A policy to permit the reimbursement of expenses must comply with the Act and be in writing.

5.2 Banking

- 1) The Town processes all the BIA's expenditures.

5.3 Auditor

- 1) The Town's auditor shall be the auditor of the Board and all books, documents, transactions, minutes and accounts of the Board shall, at all times be open to the auditor's inspection.
- 2) The Town on behalf of the Board shall submit the financial records of the BIA to the Town's Auditor. The financial information of the fiscal year ending December 31 will be submitted to the Auditor on or before February 28 of the following year.
- 3) When the auditor has identified audit or financial reporting issues through the preparation of a management letter, the Board shall submit a letter to the Town's Treasurer indicating how and when the Board intends to address the issues.

5.4 Fiscal year

- 1) The fiscal year for the BIA shall be the calendar year ending December 31st.

5.5 Budget process

- 1) The Board shall prepare a proposed budget for each fiscal year by the date and in the form required by the municipality and shall hold one or more meetings of the members of the improvement area for discussion of the proposed budget.

5.6 Limitations

- 1) The Board shall not spend any money unless it is included in the budget approved by Council or in a reserve fund. The Board may spend unexpected revenues received within the year, with the approval of the Board and reports these revenues and expenditure variances at the annual general meeting and through the audited financial statement.
- 2) The Board shall not incur indebtedness extending beyond the current year without prior approval of Council.

The Treasurer shall have the authority to approve expenditures under \$500.00 in accordance with the approved budget for the fiscal year.

5.7 Signing Officers

- 1) Two members of the executive shall jointly be the authorized signing officers for any contracts entered into by the BIA, subject to any delegation authorized pursuant to the procurement policy adopted by the Board.

5.8 Insurance

- 1) The Town's insurance provider makes available liability coverage, to the members of the BIA Board for situations extenuating from failure or omissions to act.
- 2) The BIA Board must ensure, when hosting or sponsoring events that the appropriate insurance is in place in advance of the event. The BIA should submit to the Town a request for a certificate of insurance providing reasonable time for the Town and the insurer to process.

6. REPORTING AND RECORD KEEPING REQUIREMENTS

- 1) Any document pertaining to the activities of the board are property of the Grimsby Downtown BIA and will be kept and stored as per the recommendations by the Town Clerk and his or her designate.
- 2) The Town of Grimsby's records retention by-law applies to all Board and BIA records and the records shall be retained and preserved in accordance with the provisions of the by-law.
- 3) For the purposes of the *Municipal Freedom of Information and Protection of Privacy Act (MFIPPA)*, the Board shall be the Head, unless the Board designates an individual or a committee from amongst themselves to be the Head or otherwise delegates the responsibilities of the Head to an Administrator.