



**Grimsby Downtown Business Improvement Association**

**Meeting date: March 13, 2024**

**Meeting time: 9 am**

**Meeting Place: Teddy's Sports Bar, 30 Main Street West, Grimsby**

**Board members:** Mayor Jordan, Councillor Davoli, Mark Wood, Simon Duong, Christine Kempf, Daniel Vandersteen, Chris Mindorff, Ben Burns, Lisa Sproston

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- 1. Call the Meeting to Order**
- 2. Approval of the Agenda (Additions/Deletions)**
- 3. Declarations of Interest**
- 4. Approval of the Minutes**
  - a. Grimsby Downtown BIA Minutes – February 14, 2024**
- 5. Business Arising from the Minutes**
- 6. Delegations / Presentations**
  - a. GLaM Gala – Kathryn Drury, Grimsby Public Library**
- 7. Procedural By-law**
- 8. BIA Financial Process Recommendation**
- 9. OBIAA Letter of Support**
- 10. Summer Students**

## **11. Reports**

### **a. Executive Director Report**

## **12. OBIAA Conference**

## **13. New Business**

## **14. Adjournment**



**Grimsby Downtown Business Improvement Association**

**Meeting date: February 14, 2024**

**Meeting time: 9 am**

**Meeting Place: Teddy's Sports Bar, 30 Main Street West, Grimsby**

**Attendance:** Councillor Davoli (exited at 10:46 am), Mark Wood, Simon Duong, Christine Kempf, Daniel Vandersteen, Chris Mindorff, Ben Burns, Lisa Sproston

**Absent:** Mayor Jordan

**Staff:** Brandon Wartman – Director of Public Works (exited at 10:41 am), Spencer Pierce – Supervisor of Capital Engineering (exited at 10:41 am), Frank Miele – Interim Economic Development Officer (exited at 10:41 am), Marvin Ingebrigtsen – Manager of Engineering Services (exited at 10:41 am), Michael Palomba – Transportation Engineering Technologist (exited at 10:41 am), Jessica Beaupre – Committee Coordinator, Amanda MacDonald – Executive Director of the BIA

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**1. Call the Meeting to Order**

The meeting was called to order at 9:05 am.

**2. Approval of the Agenda (Additions/Deletions)**

BIA – 24 – 009

**Moved by:** Member Kempf

**Seconded by:** Member Vandersteen

Resolved that the agenda for the February 14, 2024, Grimsby Downtown BIA meeting be approved.

**CARRIED**

**3. Declarations of Interest**

There were no declarations of pecuniary or non-pecuniary interest.

**4. Approval of the Minutes**

- a. **Grimsby Downtown BIA Minutes - December 13, 2023**
- b. **Grimsby Downtown BIA Minutes (Special Meeting) - January 22, 2024**
- c. **Grimsby Downtown BIA Minutes (Special Meeting) - February 2, 2024**

BIA – 24 – 010

**Moved by:** Councillor Davoli  
**Seconded by:** Member Kempf

Resolved that the following minutes be approved:

- Grimsby Downtown BIA Minutes - December 13, 2023
- Grimsby Downtown BIA Minutes (Special Meeting) – January 22, 2024
- Grimsby Downtown BIA Minutes (Special Meeting) – February 2, 2024

**CARRIED**

**5. Business Arising from the Minutes**

There was no business arising from the minutes.

**6. Procedural By-law**

BIA – 24 – 011

**Moved by:** Member Mindorff  
**Seconded by:** Member Duong

Resolved that the Grimsby Downtown BIA defer the procedural by-law to the next regularly scheduled meeting on March 13, 2024.

**CARRIED**

## 7. Delegations / Presentations

This section of the agenda was re-ordered due to technical difficulties. Serena Carbone, a representative from DeSantis Homes, was a late addition to the agenda to speak to the Century Condo project.

### a. Michelle Seaborn – Regional Councillor

#### i. Farmers Market

**Regional Councillor Seaborn** explained the steps required for a street closure for the Farmers Market.

BIA – 24 – 012

**Moved by:** Member Kempf

**Seconded by:** Member Sproston

Resolved that the Board give their support to the upcoming Farmers Market.

**CARRIED**

### b. Serina Carbone – Representative from DeSantis Homes

- i. **Serena Carbone, Representative from DeSantis Homes,** explained that they have been working closely with Town and Region to resolve issues with the construction management plan. She noted lane closures may be required, and the timelines on the project can vary but a lane could be closed for up to 24 months. She also noted these timelines are dependent on the encroachment agreement. She explained that they acknowledge this will cause a disruption to the surrounding businesses, and they are trying to mitigate that. One program they would like to set up program with BIA and the Chamber is a portal to promote local businesses to their workers and contractors on the project. They would like to continue that portal for residents once the building is done, as it will be a smart building.

**Member Mindorff** noted for the record that the construction management plan did not consider the full impact on BIA merchants. He also raised a question of whether Doran Avenue was an option that was fully considered in plan.

### c. Brandon Wartman – Public Works (Town of Grimsby)

- i. **Downtown Reimagined/Downtown Watermain Update**
- ii. **Strategic Parking Study Update (Downtown)**

- iii. **Century Condos Update**
- iv. **Downtown Beautification**

**Brandon Wartman, Director of Public Works**, gave a presentation to the Board. He touched on the Downtown Re-Imagined project and the accompanying construction, the Main Street visual concept, the Parking Study results, the Century Condo construction management plan and downtown beautification opportunities. The Board engaged in discussion and a question-and-answer period with Brandon and Public Works staff.

- d. **Harley Valentine**
  - i. **Downtown Re-Imagined**

Harley Valentine gave a presentation to the Board regarding a pedestrian vision for Downtown Grimsby.

BIA – 24 – 013

**Moved by:** Member Duong  
**Seconded by:** Member Kempf

Resolved that the following delegations be received:

- Michelle Seaborn – Regional Councillor
- Serina – Representative from DeSantis Homes
- Brandon Wartman – Public Works (Town of Grimsby)
- Harley Valentine

**CARRIED**

## **8. Ladies Night – Spring Event**

**Member Kempf** explained that as a result of the success from the past several events during the holiday season, they would like to do a spring Ladies Night event. She asked the Board for input on the event date. She also explained that they are open to ideas for the event, and if anyone has any, to contact her.

BIA – 24 – 014

**Moved by:** Member Burns  
**Seconded by:** Member Vandersteen

Resolved that the Spring Ladies Night Event be hosted on May 9th, 2024.

**CARRIED**

#### **9. Street Closure – December 6, 2024 (Christmas Market)**

**The Chair** explained that they are looking to host their first annual Christmas Market this year, and they would like to close the street for the event.

BIA – 24 – 015

**Moved by:** Member Wood

**Seconded by:** Member Kempf

Resolved that the Board petition the Town of Grimsby and the Niagara Region to close a section of Main Street on December 6, 2024, for the Christmas Market event.

**CARRIED**

#### **10. New Business**

**The Chair** explained they received an email from Frank Miele, **Interim Economic Development Officer**, where he shared two grant opportunities the BIA / members could access. The Chair instructed anyone interested to contact Frank. The Chair also welcomed their new **Executive Director, Amanda MacDonald**.

**Member Vandersteen** updated the Board on his discussions with the Town about using shared space on a server for the new Executive Director. If this is not plausible, he will look to purchase an office subscription.

#### **11. Solar Eclipse – April 6, 2024**

**The Chair** explained that the Solar Eclipse will be a massive event, as the best vantage point is going to be through the Niagara Region. If anyone has any ideas about how the BIA can be involved / create opportunities for the event, the Chair asked them to send ideas their way.

#### **12. Adjournment**

The meeting was adjourned at 10:52 am.





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.

**"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) If no Secretary is elected by the Board, 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 the membership.
- 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.
- 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, or the Town 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 / Liaisons**

- 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 the agenda being posted for 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 require 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 ad 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 Cat, 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 depositions 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 depositions on matters not on the agenda. The Chair may end a deposition 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 electronically and published in the newspaper 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 electronically 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 minimum of one scrutineer 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, the scrutineer shall, in the presence of the Board Chair, place the tied candidates names on equal size pieces of paper in a box, and the name drawn at random shall be declared elected.
  - 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 31<sup>st</sup>.

### **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 report these revenues and expenditure variances at the annual general meeting and through the audited financial statements.
- 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.



## Finance Board Recommendation

**From:** Mark Wood, Chair and Daniel Vandersteen, Treasurer  
**To:** Board of Management, Grimsby District Improvement Area  
**Date:** March 2024 Board Meeting  
**Subject:** *Proposal for the Transition of Financial and HR Management from Town Control to DIA Administration*

### Executive

### Summary:

This report highlights significant limitations and operational challenges faced by the Grimsby District Improvement Area (GDIA) under town control, impacting its financial and HR management. Key issues include a lack of financial autonomy, inflexible payment processing, constraints on expense management and investments, and inadequate HR management. These limitations hinder real-time financial oversight, spending autonomy, strategic planning, and growth. The document also highlights unsustainable credit card practices, restrictions on monthly subscriptions, online advertising, petty cash, and online revenue acceptance, all of which significantly affect GDIA's operational effectiveness, community outreach, and revenue generation capabilities. It proposes strategic reforms for the Grimsby District Improvement Area (GDIA) to address financial and HR management challenges. Recommendations include regaining complete control of GDIA finances for better autonomy and strategic planning, maintaining the Town's role in annual audits for transparency, hiring a professional bookkeeper for accurate financial records and compliance, and conducting regular compliance checks to ensure adherence to laws and regulations. These measures aim to improve operational efficiency, financial integrity, and contribute to the community's prosperity. Finally, the report provides a detailed plan for transitioning financial management to GDIA control, including defining new roles and responsibilities for the Board, Executive roles, and the Town. It emphasizes enhancing financial accountability, efficiency, and transparency through strategic steps like board approval, establishing financial accounts, transitioning financial controls, revising bylaws, hiring a bookkeeper, developing financial management policies, evaluating payroll systems, and continuous review. The goal is to establish a robust, transparent, and autonomous financial management system supporting GDIA's mission and community objectives.

### Introduction:

The Grimsby DIA has supported and promoted the local business community's growth and



development. Despite our successes, the current model, under which the Town oversees our financial operations, significantly limits our operational capacity and strategic agility. This report outlines the historical context leading to the Town's financial oversight, the challenges the current management structure poses, and the compelling reasons for the DIA to reassume control over its financial and HR functions.

## **Background:**

In the past, when the DIA was limited in staffing capacity. To enhance oversight and strengthen fiscal governance, the Town assumed responsibility for the DIA's financial operations. This proactive measure was taken to bolster the DIA's financial integrity and guarantee its continued contribution to the community's well-being. While the Town's takeover was initially implemented as a protective measure, it has, over time, evolved into a restrictive one, severely limiting the DIA's operational autonomy and flexibility. Currently, the Town holds all DIA funds, processes all financial transactions, and imposes stringent controls over payment methods, expense management, and investment opportunities. Furthermore, the Town's handling of human resources functions is minimal, not extending to payroll management, and cannot expand and manage HR functions for multiple employees (summer students) or facilitate necessary deductions. This arrangement curtails the DIA's ability to manage and allocate its resources effectively and impedes real-time financial oversight due to the lack of access to comprehensive accounting software. Consequently, the DIA faces significant challenges in executing its strategic initiatives, responding to emergent needs, and planning for future growth.

This report aims to articulate the pressing need for the DIA to regain direct control over its finances and human resources processes. By outlining the historical context that led to the Town's intervention, the current limitations imposed by this arrangement, and the proposed benefits of transitioning back to DIA-managed financial operations, we seek to present a compelling case for change. Through detailed analysis and strategic planning, this document will demonstrate the DIA's readiness and capability to assume responsibility for its financial management, ensuring greater efficiency, transparency, and autonomy in its operations for the betterment of the Grimsby business community.

## **Current Financial Management System**

### *Limitations Imposed by Town Control*

1. **Lack of Financial Autonomy:** The Town holds all DIA funds and processes all payments, significantly limiting the DIA's ability to manage its finances proactively.
2. **Inflexible Payment Processing:** The inability to use credit cards or make electronic funds transfers (EFT) or wire transfers outside of approved Town vendors for transactions restricts the DIA's operational flexibility and responsiveness.
3. **Constraints on Expense Management:** The Town's policy to only allow expenses that are billed inhibits the DIA's ability to manage and allocate its budget efficiently.
4. **Investment Restrictions:** The current system makes it difficult for the DIA to invest surplus funds, thereby limiting potential revenue growth through interest or other financial instruments.
5. **Human Resources Management:** The current arrangement, wherein the Town cannot adequately manage HR functions for the Grimsby District Improvement Area (DIA), including essential tasks such as deductions and payroll processing for employees, imposes

significant operational challenges on the DIA. Moreover, this situation harbours potential legal complications for both entities. Specifically, the distinction between the DIA's employees and the municipality's workforce becomes blurred when the Town undertakes payroll transactions on behalf of the DIA. This blurring of lines could lead to a perception, or legal argument, that the Town is acting as a de facto employer. Such a scenario complicates the employer-employee relationship and raises questions about compliance with Ontario's employment standards and labour laws. It is crucial to establish clear boundaries of employment and to ensure that HR functions are managed in a manner that is legally sound and reflects the true nature of the employment relationship, mitigating the risk of legal ambiguities and operational inefficiencies. The current financial and HR management structure, with the Town's involvement, presents substantial barriers to the effective implementation and management of such a program.

The inability of the Town to provide specialized financial HR services tailored to the requirements of managing summer students exacerbates these challenges. This includes the complexities of hiring processes, payroll management, and compliance with specific employment standards for youth. The operational inefficiencies and potential legal complications arising from the Town's current role in HR functions further complicate the DIA's efforts to contribute effectively to the community's youth development. Furthermore, considering a hypothetical division of financial management duties where the Town retains control over certain aspects while the GDIA takes on others, a functional internal financial payroll system becomes necessary. For the GDIA to manage this aspect effectively, access to a bank account under the organization's control is critical. This requirement is not merely administrative but also a matter of legal and financial prudence. The payroll system must be integrated with financial software that accurately tracks payroll withdrawals, aligning them with the DIA's budget. This level of financial oversight and control is essential for maintaining transparency, ensuring compliance with employment laws, and managing the budget effectively.

### **Operational Challenges**

1. **Real-Time Financial Oversight:** The lack of access to accounting software prevents the DIA from monitoring real-time financial transactions, making it challenging to manage the budget effectively.
2. **Limitations on Spending Autonomy:** Under the current system, the Grimsby District Improvement Area (DIA) faces significant constraints in its operational flexibility due to the requirement for Board approval for all expenditures, irrespective of their alignment with the pre-approved budget. This process is cumbersome and impedes the Executive Director and Executives' ability to make timely decisions and efficiently manage resources within allocated budget lines.
3. **Strategic Planning and Growth:** The current financial management constraints hinder the DIA's ability to plan strategically and invest in growth opportunities. Current reserves are recommended to be in registered GICs gaining interest.
4. **Unsustainable Credit Card Practices:** Currently, the DIA's inability to use credit cards directly for organizational expenses has led to an untenable practice where Board members use their personal cards for DIA-related purchases, awaiting reimbursement. This approach presents several challenges:
  - a. **Unfair Financial Burden:** It places an unfair financial burden on individuals, assuming they can front significant expenses on behalf of the DIA.

- b. Accounting and Budgeting Inefficiencies: Reimbursement processes complicate cost accounting and prevent real-time budget tracking, undermining financial transparency and accountability.
  - c. Operational Risks: Relying on personal credit for organizational expenses exposes the DIA and its Board members to unnecessary financial risk and potential liability issues.
- 5. Limitation on Monthly Subscriptions and Online Advertising Purchases: The restriction on managing and utilizing funds independently also extends to the critical marketing and online presence areas. Specifically, this control imposes significant limitations on the GDIA's ability to engage in monthly subscriptions for software or services and to make online advertising purchases for search engine optimization (SEO), events promotion, or tourism boosts. These limitations can profoundly impact the GDIA's operational effectiveness, community outreach, and revenue generation capabilities.
- 6. Petty Cash Restrictions
  - a. Operational Inefficiencies: The GDIA's inability to maintain a petty cash system under Town control can lead to operational inefficiencies. Petty cash is often used for minor yet immediate expenses such as office supplies, minor repairs, or last-minute needs for community events. The absence of readily available petty cash forces the GDIA to undergo the Town's lengthy approval and reimbursement processes for even the most minor expenses, delaying activities and increasing administrative burden.
  - b. Impact on Event Management: For community events that the GDIA organizes, the lack of petty cash can complicate on-the-spot problem-solving, such as purchasing additional supplies or covering unforeseen costs, potentially affecting the event's success and participant satisfaction.
- 7. Online Revenue Acceptance
  - a. Limited Payment Options for Customers: The GDIA's reliance on the Town for financial management can severely restrict its ability to accept payments through online platforms, which are crucial for modern commerce. This limitation can affect ticket sales for events, membership renewals, donations, and vendor fees, as potential customers and supporters may find the payment process more convenient, leading to lost revenue and engagement opportunities.
  - b. Delayed Access to Funds: Even when online revenues are accepted through arrangements with the Town, there can be significant delays in the GDIA accessing these funds. This delay affects cash flow management and timely revenue allocation towards GDIA initiatives and operational costs.
  - c. The barrier to Vendor Participation: Event vendors and partners may need more support to process payments through widely accepted online methods. This limitation can reduce vendor participation in GDIA events, affecting the community's variety and quality of offerings.
  - d. Technological Advancement and Market Adaptation: The constraint on accepting online revenues places GDIA at a disadvantage in adapting to technological advancements and market expectations. In an era where digital transactions are the norm, the inability to efficiently process online payments can hinder the GDIA's growth, relevance, and ability to serve its community effectively.

## **Recommendations for Financial Management Reform**

As the Chair of the Grimsby District Improvement Area (GDIA), I have thoroughly analyzed our current financial and human resources management challenges. Based on this analysis, I strongly recommend a series of strategic reforms to enhance our operational efficiency, financial transparency, and compliance with relevant laws and regulations. My recommendations are as follows:

1. **Obtain Complete Control of GDIA Finances:** The foremost recommendation is for the GDIA to regain complete control over its financial management. This step is crucial for improving our autonomy, enabling strategic financial planning, and ensuring the efficient allocation of resources in alignment with our organizational goals. Complete financial control will allow the GDIA to respond more dynamically to the needs of our community and members, fostering growth and development.
2. **Maintain the Town’s Role in Annual Audits:** While advocating for financial autonomy, it is also recommended that the City continue to conduct the annual audit of the GDIA's finances. This practice will ensure an additional layer of transparency and accountability, providing both the GDIA and the broader community with assurance regarding the integrity and soundness of our financial operations. The Town’s involvement in the audit process will also help maintain public trust and confidence in the GDIA's financial management.
3. **Hire a Professional Bookkeeper:** To support the transition to complete financial control and to ensure ongoing compliance with accounting standards and financial regulations, it is recommended that GDIA hire a professional bookkeeper. This individual will maintain accurate financial records, ensure timely compliance with tax obligations, and assist with budget preparation and monitoring. The bookkeeper will ensure that GDIA's financial operations are conducted with the highest integrity and professionalism.
4. **Ensure Regular Compliance Checks:** In collaboration with GDIA staff, the bookkeeper will conduct regular compliance checks every month. These checks ensure that all financial transactions and management practices adhere to established laws, regulations, and internal policies. This proactive approach to compliance will help mitigate risks, prevent potential legal issues, and ensure the GDIA's financial health.

In conclusion, these recommendations aim to enhance the GDIA's financial management framework, ensuring greater operational autonomy while maintaining rigorous accountability and compliance standards. By implementing these changes, the GDIA will be better positioned to fulfill its mission, support its members, and contribute to the prosperity of the Grimsby community. I look forward to discussing these recommendations further with the Board of Management and am ready to assist in any way to facilitate this critical transition.

Expense	Monthly Cost	Annual Cost
<b>Accounting Software Expense</b>	\$12 per month x 12 months	\$144 +HST = \$162.72
<b>Payroll System</b>	\$20 per month + \$2 per employee per pay	\$292 +HST = \$329.96
<b>Bookkeeper</b>	\$30 per hour x 3.5 hrs per month (MAX)	\$1200 +HST = \$1356
<b>Bank Fees</b>	\$0 – BMO has a community group account which includes BIAs	\$0

## **Proposed New Roles and Responsibilities under GDIA Control of Finances**

### *Overview*

Transitioning to a model where the Grimsby Downtown Improvement Area (GDIA) assumes complete control over its finances necessitates clearly defining new roles and responsibilities. This ensures a robust framework for financial management, accountability, and transparency. Separating duties and creating comprehensive financial policies are essential to maintain integrity and efficiency in GDIA's financial operations. Below is an outline of these roles and responsibilities under GDIA's control of finances.

### *Board of Management Responsibilities:*

1. **Oversight and Governance:** The Board will provide strategic oversight and governance of GDIA's financial management practices. This includes approving annual budgets, significant expenditures, and financial strategies that align with the GDIA's objectives.
2. **Policy Development:** The Board will be responsible for developing and approving financial policies that define procedures for budgeting, expenditures, financial reporting, and audits. These policies will ensure compliance with relevant laws and promote best practices in financial management.
3. **Financial Review and Approval:** The Board will review and approve monthly financial reports the Treasurer presents, ensuring they reflect accurate and transparent accounting of GDIA's finances. The Board will also approve significant financial decisions and contracts based on recommendations from the Executive Director and Treasurer.
4. **Audit Oversight:** While the Town will conduct the annual audit, the Board will review and respond to audit findings, ensuring that any recommendations are implemented to strengthen financial controls and reporting.

### *Executive Roles*

1. **Executive Director:**
  - a. **Signing Authority:** Along with the Executive, the Executive Director will have signing authority for financial transactions, ensuring checks and balances in the expenditure process.
  - b. **Operational Purchases:** Responsible for making all operational purchases within the budgetary guidelines approved by the Board.
  - c. **Document Management:** Gathering necessary documents, obtaining required signatures, and ensuring all financial transactions are appropriately documented and recorded.
  - d. **Expense Recording:** Overseeing the recording of expenses to ensure they are accurately reflected in the GDIA's financial records.
2. **Treasurer:**
  - a. **Monthly Financial Reports:** Presenting detailed monthly financial reports to the Board, offering insights into the GDIA's financial health, and ensuring transparency.
  - b. **System Access:** Receiving full access to all financial systems and records to perform comprehensive oversight and reporting duties.
  - c. **Liaison with Bookkeeper:** Working closely with the bookkeeper to ensure that financial records are accurately maintained and that reports are prepared in a timely manner.

### 3. Executives:

- a. Strategic Financial Oversight: Provide strategic oversight of the GDIA's financial health, working closely with the Treasurer and Executive Director to ensure that financial strategies align with the GDIA's objectives and community commitments.
- b. Policy Development and Approval: Lead the development and review of financial policies and procedures to ensure they meet regulatory requirements and best practices in financial management.
- c. Oversee the approval process of these policies at the Board level, ensuring they provide a robust framework for financial operations and risk management.
- d. Financial Planning and Budgeting: Collaborate in the annual budgeting process, ensuring that the GDIA's financial resources are allocated efficiently and effectively to support its strategic goals. Approve yearly budgets and significant financial expenditures, ensuring they align with the GDIA's mission and financial capabilities.
- e. Financial Reporting and Analysis: Review and analyze monthly financial reports presented by the Treasurer, providing insights and recommendations to the Board for financial optimization and risk mitigation. Ensure the transparency and accuracy of financial reporting to the Board and stakeholders, maintaining confidence in the GDIA's financial management.
- f. Audit and Compliance: Oversee the annual audit process, working with external auditors and the Town to ensure a comprehensive and compliant audit. Ensure audit findings and recommendations are addressed promptly and effectively to strengthen financial controls and compliance.
- g. Signing Authority: Serve as one of the vital signing authorities for the GDIA, alongside the Executive Director, to ensure checks and balances in financial transactions and expenditures.
- h. Risk Management: Led efforts in identifying, assessing, and mitigating financial risks to the GDIA, ensuring that risk management strategies were integrated into financial policies and procedures.
- i. Liaison with External Stakeholders: Act as a critical financial representative of the GDIA in interactions with external stakeholders, including the Town, auditors, and financial institutions, ensuring that the GDIA's financial interests are represented and protected.
- j. Capacity Building: Support the development and training of the Board, Executive Director, and staff on financial management best practices to build organizational capacity in financial oversight and governance.

#### *Bookkeeper*

1. Complex Transactions: Booking complex financial items that require specialized accounting knowledge.
2. Expense Review: Checking and reviewing all recorded expenses on a monthly basis to ensure accuracy and compliance with financial policies.
3. Reporting: Creating detailed financial reports for the Treasurer and the Board, facilitating informed decision-making.

#### *Town's Role*

1. Annual Audit: Conduct a yearly audit of GDIA's finances to ensure compliance with accounting standards and financial regulations.
2. Budget Approval: While the GDIA will have autonomy over its financial management, the Town's annual budget approval can provide an additional layer of oversight and accountability.

### **Proposed Approval of Financial Transactions**

Signing authority: To ensure that the Grimsby Downtown Improvement Area office can function effectively and that there is adequate financial control by the Board, two levels of approval are recommended for financial transactions.

- Level 1: Approval by two of the Executive Officers of the Board of Management or Executive Director of the Board
- Level 2: Approval by the Board of Management

#### **Description:**

##### *Level 1 Approval*

The Executive Director or Executive of the Grimsby Downtown Improvement Area can make a financial transaction within the annual budget without prior consultation with, or approval by, the Board of Management provided that:

The purchase is one that was included in the approved budget, and the purchase does not result in an overage in the budget item, with all items reported at the following board meeting in financial statements.

##### *Level 2 Approval*

The Executive Director of Grimsby Downtown Improvement Area can make a financial transaction over the annual budget only at the direction of the Board and provided that:

The purchase has been approved by motion at a Board of Management meeting after a Finance and Audit recommendation. The approval is documented in the Minutes of the Meeting, or the purchase is confirmed to the Board of Management at its next meeting following the completion of the transaction or the expense is fixed and pre-approved as in the instance of monthly rent.

All cheques, financial invoices, receipts, and contracts must be signed by two (2) Officers of the Board of Management or one (1) Officer and the Executive Director, as approved by the Board at a meeting for that purpose. Up to four (4) members may be authorized to sign cheques, including a fifth, the Executive Director.

The officers of the Board are the (4) members designated as the signors for the Board of Management. Note: If any purchase at Level 1 or Level 2 has yet to be previously approved in the annual budget, or if it will result in a budget overrun, the Board must authorize before such a purchase.

#### *Conclusion*

This new structure under GDIA's control of finances is designed to enhance financial accountability, operational efficiency, and transparency. By clearly defining roles and responsibilities and establishing a separation of duties, the GDIA aims to foster a robust financial management system that effectively supports its mission and community objectives.

### **Proposed Implementation Plan for Transitioning Financial Management to GDIA Control**

The transition of financial management from the Town to the Grimsby District Improvement Area (GDIA) involves a series of strategic steps to ensure a smooth and effective changeover. This plan outlines the key actions, responsible parties, and timelines to achieve a seamless transition, ensuring that the GDIA establishes a robust, transparent, and autonomous financial management system.

1. Board Approval  
Action: Formal presentation of the transition plan to the GDIA Board for approval.  
Responsible: Treasurer and Executive Director.  
Timeline: Immediate – within the next scheduled Board meeting.
2. Establishment of Financial Accounts  
Action: Direction for the Executive Director to collaborate with the Executive team to create financial accounts under GDIA control.  
Responsible: Executive Director.  
Timeline: 1-2 weeks post-board approval.
3. Transition of Financial Controls  
Action: Transition all existing financial accounts and controls from the Town to GDIA control, ensuring all financial assets are securely transferred.  
Responsible: Executive Director with support from the Treasurer and Executives.  
Timeline: 2-4 weeks post-account creation.
4. Bylaw Revisions  
Action: Incorporation of financial management changes into the GDIA bylaws, ensuring legal and operational alignment with the new financial management structure.  
Responsible: Executive Board Members.  
Timeline: 1-month post-board approval.
5. Hiring a Bookkeeper  
Action: The Executive Director will lead the process of finding a professional bookkeeper to manage GDIA's financial transactions with the assistance of the treasurer and compliance with the board approval required.  
Responsible: Executive Director.  
Timeline: 1-month post-board approval.
6. Development of Internal Financial Management Policies  
Action: Drafting a comprehensive set of internal policies covering all aspects of financial management, including budgeting, expenditures, reporting, and audits.  
Responsible: Executive Director.  
Timeline: 1-2 months post Board approval for review at the next Board meeting.
7. Evaluation of Payroll and Financial Management Systems  
Action: Creation of a list of options for payroll systems and financial management software that best fit the needs of GDIA, emphasizing integration, user-friendliness, and compliance capabilities.  
Responsible: Executive Director.



Timeline: 1-month post-board approval, with a decision to be made in conjunction with hiring the bookkeeper.

8. Implementation and Training

Action: Implementation of the selected payroll and financial management systems, followed by comprehensive training for the Executive Director, bookkeeper, and relevant staff.

Responsible: Executive Director and newly hired bookkeeper.

Timeline: 3-4 months post-board approval, coinciding with the bookkeeper's start date.

9. Continuous Review and Adjustment

Action: Establish a process for ongoing review and adjustment of financial policies, systems, and controls to ensure they continue to meet the GDIA's needs and comply with regulatory requirements.

Responsible: Executive Director, Treasurer, and Board of Management.

Timeline: Ongoing, with initial review six months after implementation.

*Conclusion*

This implementation plan provides a detailed roadmap for the GDIA to transition financial management from the Town's control to an autonomous, efficient, and compliant system under GDIA control. By carefully following these steps and timelines, the GDIA will enhance its financial transparency, accountability, and capabilities to effectively support its mission and community objectives.



**From:** Mark Wood, Chair and Amanda MacDonald, Executive Director  
**To:** Board of Management, Grimsby District Improvement Area  
**Date:** March 2024 Board Meeting  
**Subject:** *Recommendation to Support OBIAA's Campaign for Legislative Changes*

**Introduction:** This report presents a recommendation to the Board of Directors regarding our support for the Ontario BIA Association's (OBIAA) campaign for legislative changes to better support Business Improvement Areas (BIAs) across Ontario. This recommendation stems from recognizing the vital role BIAs play in fostering economic development and community vitality, as well as the challenges they currently face due to recent amendments to the Municipal Act.

**Background:** BIAs are unique private-public partnerships established under Municipal By-Law and the Ontario Municipal Act. They enable local businesspeople, commercial property owners, and tenants to collaborate in organizing, financing, and implementing physical improvements while promoting economic development within their districts. BIAs operate through a special levy imposed on rateable property in the improvement area, providing funds for initiatives that benefit business operators, employees, property owners, the broader community, and local municipalities.

**Recent Changes and Challenges:** Recent amendments to the Municipal Act have presented challenges for BIAs, impacting their ability to operate effectively and fulfill their mandates. These changes have prompted OBIAA to advocate for legislative reforms that would provide clarity and enable BIAs to invest in communities more effectively.

**OBIAA's Campaign:** OBIAA has been at the forefront of advocating for changes to the Municipal Act to better support BIAs. Following a comprehensive review, OBIAA has identified the need for a stand-alone Act specifically addressing the challenges faced by BIAs and enabling them to fulfill their roles more efficiently.

**Recommendation:** Based on the importance of supporting BIAs and recognizing the benefits they bring to our community, it is recommended that the Board of Directors take the following actions:

1. Seek a Resolution from our Council and/or Board expressing support for OBIAA's campaign and the need for legislative changes to better support BIAs.
2. Send OBIAA a Letter of Support affirming our organization's commitment to advocating for the interests of BIAs and endorsing their call for legislative reform.



March XX, 2024

NAME

ADDRESS

To whom it may concern,

The Grimsby Downtown Business Improvement Area has reviewed OBIAA's *AN ACT IN THREE PARTS* document and is reaching out to express our endorsement and support of this crucial initiative.

A Business Improvement Area (BIA) is a “made-in-Ontario” innovation that allows local businesspeople and commercial property owners and tenants to work together and, through Municipal By-Law and the Ontario Municipal Act, organize, finance, and carry out physical improvements while promoting economic development in their district. Unlike other local boards, BIAs are unique private-public partnerships that raise funds by levying upon rateable property in the improvement area. The special levy is used for the betterment of the community and provides specific benefits to:

- Business Operators - improved atmosphere and ambience, whether they are retail, service, professional or property owners.
- Employees and Employment – a supportive community to play, live and work in and an employment centre.
- Property Owners: There is potential to increase property values and occupancy as well as attract a tenant that adds to the area's business mosaic.
- Community - a more vibrant community, a more prosperous local economy, and a potential to increase residential property values, as many realtors advertise and value properties for sale within walking distance of the downtown/main street/BIA.
- Municipality and Province—The partnership benefits both municipalities and provinces as BIAs continue to prove they are solid local economic engines. It also encourages entrepreneurship, innovation, and free enterprise.
- Housing – many of our main streets have existing rental accommodations and second-floor apartments.

Upon review, our Board agrees that a stand-alone Act for BIAs (such as Chapter 19 of the Toronto Act for BIAs or the Library Act) would assist our Municipality and BIA strengthen our Downtown. Please find our Resolution from your Council/ Board and this Letter of Support enclosed.

Sincerely,

Mark Woord, Chair

On behalf of the Downtown Grimsby Board of Management



Want to learn more about BIAs?

- Watch OBIAA's "What is a BIA" Video
- Value of BIAs Presentation

Additional Information:

BIAs are involved in many aspects of economic development and community revitalization through good governance; they include:

- Strategic Planning and Visioning
- Public Realm Investment, through a variety of initiatives
  - Public Art and Murals
  - Flowers
  - Benches and Banners
- Market and Communication
- Community Events and Promotions
- Commercial Research
- Foster Safe Environments, programs such as Welcoming Streets
- Fill Vacancies through Business Retention & Expansion, and
- Champion the Area
- Provide thought leadership



March XX, 2024

Town of Grimsby City Council  
160 Livingston Avenue  
Grimsby, ON  
L3M 1H3

Subject: Request for Resolution Supporting OBIAA's Campaign for Legislative Changes

Dear Members of the Grimsby Town Council,

As the Board of Management for the Downtown Business Improvement Area (BIA) in Grimsby, we are writing to formally request your support for an essential initiative led by the Ontario BIA Association (OBIAA) aimed at advocating for legislative changes to better support BIAs across Ontario.

Through the collaborative efforts of local businesses, property owners, and community stakeholders, the Downtown BIA has long been committed to enhancing economic development, improving the physical environment, and fostering a vibrant atmosphere within our district. However, the Municipal Act has persistently posed formidable challenges characterized by ambiguous guidelines and a dearth of explicit instructions.

The Ontario Business Improvement Area Association, also known as OBIAA, has steadfastly campaigned for legislative reforms that would provide clarity and empower BIAs to overcome these challenges and continue serving the needs of our local businesses, property owners, and residents effectively. Their advocacy underscores the critical importance of a dedicated Act that addresses the unique challenges faced by BIAs and enables us to thrive as catalysts for local economic growth and community revitalization.

The Board of Management for the Downtown BIA has resolved to formally request the Grimsby Town Council's support for OBIAA's campaign. We urge the City Council to consider passing a resolution expressing solidarity with OBIAA's advocacy efforts and endorsing the call for legislative changes to better support BIAs.

By passing a resolution in support of OBIAA's campaign, the Grimsby City Council would reaffirm its commitment to the continued success and prosperity of our downtown district and the broader Grimsby community.

Furthermore, we kindly request that a copy of the resolution be forwarded to OBIAA for inclusion in their advocacy campaigns, thereby demonstrating Grimsby's united stance in support of BIAs across Ontario.



Thank you for your attention to this matter. We appreciate your consideration of our request and look forward to your support for this critical initiative.

Sincerely,

Mark Woord, Chair  
On behalf of the Downtown Grimsby Board of Management

CC: Ontario BIA Association (OBIAA)  
CC: Downtown BIA Board of Management Meeting Minutes for Reference

DRAFT



**From:** Daniel Vandersteen, Treasurer

**To:** Board of Management, Grimsby District Improvement Area

**Date:** March 2024

**Subject:** *Proposal for Hiring Summer Students for Graphic Design and Social Media and Events Coordinator Positions*

## **Proposal Overview**

We propose hiring two dedicated summer students for the positions of Graphic Designer and Marketing Assistant, and Events Coordinator. These roles are vital for enhancing our organization's branding, digital presence, and the successful execution of our summer events.

## **Position Summaries**

1. **Graphic Designer and Marketing Assistant:** This role focuses on creating visual content, managing social media platforms, and ensuring brand consistency across digital and print media. Qualifications include education in Graphic Design, proficiency in Adobe Creative Suite, and strong communication skills.
2. **Events Coordinator:** Tasked with organizing and executing our summer events or winter events; this role involves logistics coordination, vendor management, budgeting, and volunteer coordination. Candidates pursuing or holding degrees in Event Management, Hospitality, or related fields are preferred, alongside experience in event management.

## **Financials and Duration**

Start Date: May, 2024

End Date: Last week of August 2024

Pay rate: \$18 per hour for both positions, with up to 35 hours per week.

## **Subsidy and Budget**

A government wage subsidy grant will cover 70% of wages up to \$7,000, with our organization responsible for the remaining 30%. This strategic use of funding supports our financial sustainability while offering valuable employment opportunities.

After including Mandatory Employment Related Costs (MERCs) at a rate of 10% on top of the total wage for the period, the updated financials are as follows:

- Total Wage for the Period Including MERCs per student: \$10,395

- Government Subsidy: \$7000
- BIA's Contribution after Subsidy and MERCS: \$3,395 per student.

This adjustment ensures that the total employment cost, including MERCS, slightly exceeds \$10,000, aligning with the strategic goal to fully utilize the government's subsidy cap while also accounting for additional employment costs. This approach maintains the balance of attracting experienced and credentialed students with the financial efficiencies of the subsidy grant, factoring in the added expenses associated with MERCS.

### **Wage Justification**

The proposal to set the hourly rate at \$18 is strategically designed to attract students with relevant experience and credentials while maximizing the available government subsidy amount. By aiming for a total employment cost exceeding \$10,000, the organization fully utilizes the government's subsidy cap of \$7,000, ensuring maximum financial support is obtained. This approach leverages the subsidy effectively and supports retaining talented individuals who can significantly contribute to the organization's objectives during the summer period. This financial strategy underlines the commitment to investing in high-quality talent, acknowledging the importance of competitive compensation to attract the best candidates while maintaining financial efficiency through government support.

### **Conclusion**

We recommend the board approve these positions to leverage unique talents that align with our goals. By utilizing government grants, we ensure both impactful summer programming and prudent financial management.

### **Next Steps**

1. Approve the hiring proposal and budget.
2. Initiate recruitment to meet the project timeline.
3. Oversee the grant application to ensure compliance and funding acquisition.

These roles enhance our organization's impact and reach throughout the summer, supporting operational needs and community engagement.





**JOB DESCRIPTION:** Events Coordinator

**PRIMARY PURPOSE:**

The Event Manager is vested with the intricate task of ideating, organizing, and executing Downtown Grimsby's events. This crucial role ensures the events represent Downtown's foundational values and goals and deliver a profound and lasting impact on its attendees.

**DETAILS:**

**Start Date:** May 2024

**End Date:** August 20<sup>th</sup> 2024

**Pay Rate:** 18 per hour

**Hours:** Up to 35 hours

**KEY ACCOUNTABILITIES:**

- Coordinate event Logistics such as timing for activities during the day of the event.
- Ability to multi-task, working on details for more than one event at a time.
- Vendor management on the day of the event and organization of files prior to event.
- Coordination of vendor requirements as per the by-law exemption with the Town of Grimsby.
- Conflict resolution and management on the day of the event
- Ensure the event remains within budget and assist with gathering sponsorship from local partners.
- Create content for articles, website, online calendar posting and social media (see social media responsibilities).
- Implement best practices and standards in guest services at special events.
- Conduct research on venues and book for special events.
- Maintain and manage event databases, timelines and files, shipping/transport of event related supplies.
- Obtain quotes and contact information for supplies that are required for the event, and place order(s) for the event
- Assist with obtaining volunteers for the events, and oversee organization of volunteer training session(s).
- Maintain volunteer database while responding to inquiries about volunteering
- Create and maintain event budget

**PROGRAMS / SOFTWARE USED:**

Microsoft Dynamics CRM, Microsoft SharePoint, Microsoft Project, Microsoft Office. (Please note, no prior experience is required and access to programs/software is provided by the BIA)

**QUALIFICATIONS:**

Education:

- Pursuing or completing a Bachelor's degree in Event Management, Hospitality, Business, or a related field. Advanced degrees or specialized certifications in event management are viewed favourably.

Experience:

- Event management roles, specifically orchestrating sizable conferences or conventions; a background in non-profit events is a distinct advantage.
- Proven ability in partnership building, whether in securing sponsors, high-profile speakers, or collaborative marketing ventures.

Skills:

- Stellar organizational capabilities, paired with adeptness at juggling multiple tasks concurrently.
- Advanced interpersonal skills, adept at forging and maintaining connections across hierarchies and industries.
- Familiarity with modern event planning software, tools, and digital marketing platforms.

**QUALIFICATIONS**

Skill, Knowledge, and Abilities:

- Communication and presentation skills
- Willingness to learn
- Dedicated team player
- Must respect the learning environment

**ELIGIBILITY REQUIREMENTS:**

Downtown receives government funding based on certain eligibility requirements. Please only apply if you meet the following criteria:

- Must be between 18-29 years of age.
- Must be enrolled in part-time or full-time studies at a Canadian post-secondary institution.
- Must be a Canadian Citizen or Permanent Resident.
- Must be able to work full-time for a duration of 14 weeks. Must be a member of at least ONE of the following demographics:
  - Racial minority
  - First Year Student
  - Indigenous
  - Francophone
  - A woman enrolled in a STEM program
  - Disabled\*\*

\*\* Includes vision impairment; deaf/hard of hearing; mental health/cognitive condition i.e., depression, anxiety, ADHD, bipolar; intellectual/learning disorder; autism spectrum; physical disability).

You will need to provide certain administrative documents if offered employment including:

- Proof of ID (copy of Birth Certificate, Passport, Permanent Resident card).
- Proof of Enrollment letter from Registrar's office.
- Completed TD1 & TD1ON form.
- Direct deposit slip from a financial institution.

Note: Downtown Grimsby is an inclusive organization and actively encourages a diverse pool of candidates to bring their unique perspectives and experiences to the team.

Enthusiastic candidates are invited to share their CVs with thoughtful cover letter to [amanda@grimsbydowntown.com](mailto:amanda@grimsbydowntown.com)



**JOB DESCRIPTION:** Graphic Designer and Marketing Assistant

**PRIMARY PURPOSE:**

The Graphic Designer and Marketing Assistant for Downtown Grimsby Business Improvement Area (DGBIA) will shape the visual narrative of our organization. This role ensures that our values, mission, and initiatives are effectively communicated by generating compelling visual materials and establishing a solid offline and online brand presence.

**DETAILS:**

**Start Date:** May 2024

**End Date:** August 20<sup>th</sup> 2024

**Pay Rate:** 18 per hour

**Hours:** Up to 35 hours

**KEY ACCOUNTABILITIES:**

*Brand Consistency:*

- Develop a signature language consistent across all design projects, regardless of medium.
- Collaborate with the Executive Director and Board, whether a simple flyer or a comprehensive annual report, resonates with our brand's voice and vision.
- Regularly review and update the organization's design guidelines and style guide.

*Content Creation:*

- Create diverse materials ranging from digital banners to printed brochures, ensuring each piece looks good and communicates its intended message effectively.
- Work closely with stakeholders to translate complex data or information into easy-to-understand infographics or visuals, enhancing user engagement and understanding.

*Social Media Management:*

- Create, curate, and manage published content across social media platforms, ensuring consistent and authentic brand voice and messaging.
- Monitor, listen, and respond to users in a "Social" way while cultivating leads and partnerships.
- Analyze social media performance metrics and adjust strategies to maximize reach and engagement.

*Collaboration & Communication:*

- Engage in regular brainstorming sessions with groups to grasp design requirements and ensure projects align with organizational objectives.
- Effectively present design concepts to design and non-design teams, translating design jargon into simple terms and gathering comprehensive feedback for iterative improvement.

*Digital Assets Management:*

- Establish and oversee a well-structured digital library of all design assets, ensuring quick retrieval, proper categorization, and versioning.
- Stay at the forefront of design innovation by researching the latest design trends, tools, and technologies, ensuring Downtown’s visual content remains fresh and relevant.

*Print Coordination:*

- Liaise with external print vendors to discern the best materials, finishes, and print techniques for each project, ensuring the end product reflects our commitment to quality.
- Spearhead the production timeline, from design conceptualization to physical distribution, ensuring that printed materials reach their intended recipients on schedule.

**PROGRAMS / SOFTWARE USED:**

Adobe Suite, Figma, GitHub, Microsoft Dynamics CRM, Microsoft SharePoint, Microsoft Project, and Microsoft Office. (Please note, no prior experience is required for Microsoft programs, and access to programs/software is provided by the GBIA).

**QUALIFICATIONS:**

- *Education:* Pursuing or completing a Diploma or Bachelor's degree in Graphic Design, Visual Communications, or a related field.
- *Experience:* Minimum of 2 years of professional graphic design experience, with a preference for candidates familiar with non-profit environments.
- *Technical Skills:* Mastery of Adobe Creative Suite (especially Illustrator, Photoshop, and InDesign). Familiarity with web design tools and platforms will be advantageous.
- *Portfolio:* A diverse portfolio demonstrating depth in design thinking and versatility in style and medium.
- *Communication:* Stellar written and verbal communication capabilities can bridge the gap between design and other organizational functions.
- *Adaptability:* A knack for juggling multiple projects with varying deadlines and the flexibility to adapt to changing organizational needs.
- *Teamwork:* A proactive team player, open to constructive critiques and driven to collaboratively refine designs to perfection.
- *Alignment:* A genuine alignment with Downtown's mission and a keen understanding of the nuances of non-profit communication.

**QUALIFICATIONS**

Skill, Knowledge, and Abilities:

- Communication and presentation skills
- Willingness to learn
- Dedicated team player
- Must respect the learning environment

**ELIGIBILITY REQUIREMENTS:**

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  - Francophone
  - A woman enrolled in a STEM program
  - Disabled\*\*

\*\* Includes vision impairment; deaf/hard of hearing; mental health/cognitive condition i.e., depression, anxiety, ADHD, bipolar; intellectual/learning disorder; autism spectrum; physical disability).

You will need to provide certain administrative documents if offered employment, including:

- Proof of ID (copy of Birth Certificate, Passport, Permanent Resident card)
- Proof of Enrollment for post-secondary college or university indicating enrollment during employment
- TD1 & TD1ON completed
- Direct deposit slip from a financial institution

Note: Downtown Grimsby is an inclusive organization and actively encourages a diverse pool of candidates to bring their unique perspectives and experiences to the team.

Enthusiastic candidates are invited to share their CVs with thoughtful cover letter to [amanda@grimsbydowntown.com](mailto:amanda@grimsbydowntown.com)