

St. Marys Business Improvement Area (BIA) Board Meeting Agenda

Date: Monday, July 10, 2017

Location: Town Hall, Auditorium, 3rd floor, 175 Queen Street East, St. Marys, ON

Time: 6:30 p.m.

Agenda Items

1.0 Call to order and confirmation of Quorum

2.0 Declarations of Pecuniary / Conflict of Interest

3.0 Additions to the Agenda (to be added in Section 10.0 Other Business)

4.0 Approval of Agenda

Motion:

Second:

5.0 Approval of Meeting Minutes from June 10, 2017 BIA Board Meeting (attached)

THAT the Meeting Minutes from the June 10, 2017 BIA Board Meeting are approved.

Motion:

Second:

6.0 Delegations

None

7.0 New Business

7.1 BIA sponsorship of Wi-fi at town hall street feature

THAT the St. Marys Downtown BIA agrees to sponsor the Wi-fi at the town hall street feature at a cost of \$3,000 annually.

Motion:

Second:

7.2 Doors Open St. Marys (Saturday, Sept. 30)

8.0 Project Updates & Committee Reports

8.1 Governance – constitution draft

8.2 Ambassador program

- 8.3 BYOP/Heritage Festival
- 8.4 Canada 150
- 8.5 Public Art

9.0 Correspondence

None

10.0 Other Business

None

11.0 Agenda Items for Future Meetings & Date of Next Board Meeting

August 14: St. Marys-brand clothing

12.0 Adjournment

Motion:

Second:

2017 BIA Board Meeting Dates

January 9	February 16	March 13	no April board meeting
May 8	June 12	July 10	August 14
September 11	October 16	November 13	December 11

BIA Board: Julie Docker-Johnson (Chair), Sue Griffiths (Treasurer), Councillor Carey Pope, Cathie Szmon, Cindy Taylor

BIA Staff: Andrea Macko

Town of St. Marys Staff: Laurel Davies Snyder (Manager of Culture & Economic Development)

For Information: Brent Kittmer (CAO /Clerk), Trisha McKibbin (Director of Corporate Services)

From: Jed Kelly [mailto:jkelly@town.stmarys.on.ca]
Sent: Thursday, June 29, 2017 3:34 PM
To: Sue Griffiths <info@vccandle.com>
Cc: Laurel Davies Snyder <ldaviessnyder@town.stmarys.on.ca>; Jeff Wolfe <jwolfe@town.stmarys.on.ca>
Subject: Re: wifi in the new Town Square

Sue, the 3000 would cover the charging station and the WiFi access point installation.

The internet service would be an extension of the town existing public internet service so no ongoing cost there.

I don't anticipate too much operating cost for the charging station, might get the odd bit of vandalism, but I'm hoping to cover from public works budgets if that happens.

Signage would be great, let us know how you make out and we'll go from there.

Regards

Jk

From: Jed Kelly <jkelly@town.stmarys.on.ca>
Date: Tue, Jul 4, 2017 at 11:04 AM
Subject: Re: BIA Contribution at New Area at Town Hall

Hello all,

The public WiFi would be an extension of the existing public WiFi service available at all town facilities. That said its back end is being facilitated through the Town enterprise grade firewall, switching and wireless access points. The actual connection to the internet is provided by quadro via fiber optics at the operations centre. It's a much more advanced system than residential or a small business would implement.

Being that the hardware is all enterprise grade with a premium fiber connection we experience very little down time.

I can't comment on the response time, but being that it's piggyback on the town's primary internet connection the Town would be seeking to restore connectivity asap for its own services.

Hope that helps.

Regards

Jk

First Draft

Constitution

St Marys Business Improvement Area

01JanXX

NAME

The name of the organization is “St Marys Business Improvement Area” or “St Marys BIA” for this document.

The membership of the organization elects “the Board of Management for St Marys BIA or Board)” which is in turn appointed by the Council of the Town of St Marys. (Corporation of the Town of St Marys By-law 20XX-XXX)

PURPOSE

The Council of the Town of St Marys appoints the Board of Management of St Marys BIA:

1. Plan and administer activities for the promotion of St Marys BIA as an attractive business and shopping area and for the maintenance of the appearance of the downtown core
2. Engage in strategic planning necessary to address St Marys BIA issues
3. Advocate on behalf of the interests of St Marys BIA.
4. Manage the money that is collected by The Town of St Marys from the required special BIA levy for these activities.

MEMBERSHIP

Membership of the organization shall consist of all property owners and businesses located and/or operating within the designated St Marys BIA boundaries.

Only members of the St Marys BIA have the right to vote for representatives to the Board of Management of St Marys BIA and to vote on issues brought to a General Meeting of St Marys BIA.

Each member has the right to nominate an owner or employee of a business or property (or their designate) to stand for election to the Board of Management of St Marys BIA according to requirements set out in the *Municipal Act 2002* and the Town of St Marys By-law #_____

Each member has one vote regardless of the number of properties or businesses owned by any member.

The boundaries of St Marys BIA established by the Council of The Town of St Marys involve parts of:

XXXXXX Street

XXXXXX Street

All businesses within the designated area are assessed for a special levy that is collected by the Town of St Marys to support the activities of St Marys BIA.

See Appendix 1 (attached) for specific details of St Marys BIA.

All members are entitled to voting privileges at the Annual General Meeting, one vote per member. Written proxies only are permitted.

Any member of St Marys BIA can ask that issues or items of interest be placed on the agenda of St Marys BIA and/or resolution. They may contact any St Marys BIA Board of Management member or the BIA secretary for inclusion of an item on an upcoming agenda. Additionally, with reasonable notice, any member may make a request to make a deputation or presentation to St Marys BIA.

Additional membership classifications may be added and/or deleted via “policies and procedures”.

BOARD OF MANAGEMENT

The Board of Management of St Marys BIA a standing committee of the Council of The Town of St Marys.

Board of Management and sub-committee work is on a volunteer basis. Neither Board members nor sub-committee members or their relatives can receive payment for work related to the BIA or its sub-committees apart from budgeted and receipted expenses for materials.

Term of Office

The Board's Term of Office runs concurrently with that of the Municipal Council appointing it – four (4) years. Board members may only serve for a maximum of two terms consecutively. There is a minimum of seven (7) and a maximum of eleven (11) members appointed to the Board.

Responsibilities of the Board

The Board is responsible for:

1. Drafting and approving of Policies and Procedures to ensure the effective operation of St Marys BIA and for amending these Policies and Procedures as necessary.
2. Ensuring that Board Policies and Procedures are implemented effectively.
3. Acting as a legal entity to enter into contracts required by the activities of the Board, such as the maintenance, beautification, promotion and advertising of the downtown designated area.
4. Electing an Executive who will also act as Signing Officers for the Board.
5. Drafting an annual budget for presentation to membership for approval, submitting the approved budget to the Town of St Marys implementing the annual budget as approved St Marys BIA by the Municipal Council.
6. Ensuring that financial transactions are appropriately carried out, that records of all financial transactions are maintained and that these records are audited annually by the auditing firm specified by the Town of St Marys
7. Ensuring that minutes of all Board and Executive meetings are recorded and distributed to the Town of St Marys the BIA membership.
8. Establishing sub-committees and appointing representatives to those sub-committees as required to deal with issues identified by the Board or as requested by the Town of St Marys staff to carry out the Board's directives.
9. Maintain communication with the members regarding its activities, including but not limited to, arranging General Meetings of the membership.
10. All other activities necessary to the effective operation of the Board and St Marys BIA .

Appointment to the Board

The Council of the Town of St Marys members to the Board as follows:

1. One (1) member appointed from the elected Councillors for the Town of St Marys; and
2. A minimum of six (6) and a maximum of ten (10) members appointed by the Town of St Marys from those elected by St Marys BIA membership at a General Meeting
3. Quorum is a simple majority

The Board of Management may appoint ex-officio members (without voting privileges) to the Board at its own discretion.

Board members may resign by resignation in writing that shall be effective upon any time or date requested.

The seat of a member of the Board of Management may become vacant if the member is absent for three (3) consecutive meetings. Upon 30 days notice in writing to the absent member, the Board may pass a motion authorizing the removal of such member and only then will the member cease to be a member of the Board of Management.

Where a vacancy on the Board occurs for any reason, a person qualified to be a member may hold office for the remainder of the term for which his or her predecessor was appointed. Such interim members must be confirmed by a resolution of the Board of Management and appointed by Council for the Town of St Marys.

Declaration of Interest

At the beginning of each meeting, as an agenda item, it shall be the duty of every Board member who is in any way, whether directly or indirectly, interested in a contract or arrangement that may be an item to be discussed by the Board and has some financial benefit to the Board member, either directly or indirectly, to declare this interest and not participate in the discussion and voting. This applies to a personal self-interest and the interests of any spouse, children, parents, parents-in-law or siblings.

Officers

There shall be four (4) officers on the Board of Management's, Executive Committee as follows:

Chair shall have the general management and direction, subject to the authority of the Board, of the business and affairs of St Marys BIA be responsible for setting Board of Management Meeting Agendas.

Vice-chair will assume the duties of the Chair if absence or disability occurs.

Secretary will be responsible for Minutes of all Board of Management and Executive Meetings.

Treasurer will be responsible for Financial Statements and related materials with an account of all transactions being presented to the Board on a monthly basis.

The Board of Management will elect the Chair, Vice-Chair, Secretary and Treasurer from within the Board of Management on an annual basis.

These officers shall form the Executive Committee. The Executive Committee shall have the authority to act for the Board of Management in the intervals between Board meetings on such matters as may be necessary to conduct the business of St Marys BIA.

St Marys BIA Sub-Committees

St Marys BIA-committees help the Board to plan and administer approved initiatives, projects or to examine specific areas of concern.

Sub-committees propose initiatives and suggest expenditures for approval by the Board. Sub-committees have no independent financial standing and must submit estimated project budgets and basic income and expense reports to the Board. Similarly, if sub-committees contract out work related to their activities the Board must approve the expense and those employed.

Ultimate responsibility for their activities rests with St Marys BIA Board of Management which must therefore receive written reports on sub-committee activities at monthly Board meetings.

Sub-committee members are confirmed by a vote of St Marys BIA Board of Management. They are expected to work closely with St Marys BIA.

Expenditures by the Board of Management

As per section 220 of the *Municipal Act*, BIA funds can only be used for improvements to publicly owned property, not individual businesses or private properties. The common funds must be used for the common good. Please refer to "Purpose" for an outline of mandated activities.

Any expenditure over \$750.00 must be approved by a quorum at a Board meeting.

If the expenditure is required to conduct immediate business, then the Executive Committee may be called upon to approve.

Approval of Financial Transactions

Signing authority:

In order to ensure that St Marys BIA can function effectively, and that there is adequate financial control by the Board, there are two levels of approval established for financial transactions.

Level 1: Approval by two of the Officers of the Board of Management

Level 2: Approval by the Board of Management

Level 1 Approval

The Board of Management of St Marys BIA can make a financial transaction to a maximum of \$750.00 at the discretion of two Officers of the Board without prior consultation with, or approval by, the Board of Management provided that:

- a) the purchase is one that was included in the approved budget; and
- b) the purchase does not result in an overage in the budget item; and
- c) two officers of the Board approve the purchase verbally or in writing
- d) the purchase is reported to the Board at its next meeting

Meetings

Board Meetings

Meetings will be at the call of the Chair, a minimum of 10 per fiscal year.

Fifty per cent of the total number of Board Members must be present to constitute a quorum.

The Board may retire to an *in camera* session to consider matters of finance and personnel provided that prior to moving *in camera* a resolution is passed stating:

- a) the fact that the Board is convening into closed session and
- b) the general nature of the matter to be discussed

According to Municipal By-Law ___xyz___ the only matters to be considered *in camera* are as follows:

- a) security of the property of St Marys BIA
- b) personal matters about an identifiable individual
- c) proposed or pending acquisition or disposition of land by St Marys BIA
- d) labour relations or employee negotiations
- e) litigation or potential litigation affecting St Marys BIA
- f) advice that is subject to solicitor-client privilege

Meetings will be open to any member of St Marys BIA or the public who may attend but may not take part in the proceedings unless invited to do so by the Chair.

24 hours notice of request to make any delegations or presentations at a meeting of St Marys BIA should be given to ensure a place on the agenda and to allow time for staff to prepare any supporting or answering information that may be helpful.

At all meetings of the Board every question shall be decided by a majority of the votes cast on the questions, done by a show of hands. In case of a tie-vote, the Chair of the meeting shall be entitled to a second or casting vote.

As a committee of the Council, the Board should base their decision-making process and rules of order for meetings on the procedures used by the Council of The Town of St Marys. The Council uses Robert's Rules of Order as a basis for their proceedings.

In order to represent the entire interests of St Marys BIA membership, decisions regarding the business and operation of the BIA are not made in isolation or by individuals (except where explicitly stated elsewhere in this Constitution) but as a result of shared information, discussion and majority agreement by the Board as a whole and when appropriate, in consultation with its members. Executive Committee meetings, when held, should adhere to a similar intent.

Executive Meetings

All decisions are subject to approval and ratification at the next Board of Management meeting. A minimum of three executive members must be present to constitute quorum. All meetings of the Executive Committee shall be at the call of the chair to conduct business as necessary. Minutes must be taken and presented at the next Board of Management meeting.

Annual General Meetings and/or Special General Meetings

Each calendar year the Board of Management will call and hold one Annual General Meeting and the Board may also call and hold at any time one or more Special General meeting(s) to deal with special issues or to update the organization membership. The meetings shall be held in a facility located within St Marys BIA boundaries.

At each Annual General Meeting financial statements for the previous year and proposed budgets for the next calendar year must be presented and approved by a majority of the membership present, after which time the figures will be put before Council and the levy requested.

Membership should receive written notice of the Annual General Meeting not less than 10 days prior to the meeting date and public notice must appear in one (1) local newspaper prior to the meeting date. The accidental omission to give notice to any member, Board member officer or auditor shall not invalidate any action taken at any meeting held pursuant to such notice.

The members may, by resolution passed by at least two thirds (2/3) of the votes cast at a Special Meeting of Members called for that purpose, remove any Member of the Board before the expiration of his/her term of office and may, by majority vote at that meeting, elect any person in his/her place for the remainder of the term.

A petition signed by 10 or more members of St Marys BIA is sufficient to order a Special Meeting within 10 days of receipt of that petition by the Executive.

In case of an equality of votes at an Annual General Meeting or Special General Meeting, either upon a show of hands or upon a poll, the Chair shall be entitled to a casting vote.

An agenda for the Annual General Meeting with copies of the most recent audited financial statement should be distributed to the general membership not less than 10 days prior to the meeting.

Elections

It is the responsibility of St Marys BIA member to register their voting delegate before the election process begins. The names of those Board members continuing their term must appear on the ballot. A voting delegate must make nominations from the floor with a seconder. If desired, the Chair for the purpose of counting ballots may appoint one or more scrutineers (who need not be members,). Only one delegate per business member can be nominated for election at any one time.

New members

All new member businesses are to be presented with a “New Members Kit” personally by a member of the Board of Management. At this time their preferred method of communication – e-mail, fax or phone should be ascertained

Fiscal Year

The fiscal year of St Marys BIA is from January 1st to December 31st. The proposed budget approved by the membership at the Annual General Meeting must be set out for the new calendar year and be followed without major modifications. Spending and debt may not exceed the time limits of the calendar year, except where approved at a regularly scheduled AGM or Special General Meeting and with the concurrence of the Town of St Marys Council.

This Constitution shall come into force when approved by a majority of the membership of St Marys BIA.

Passed by the Board of Management on this day **XXX**

Confirmed by the Members on this day **XXX**

Amended by the Members on **XXX**

From: Brent Kittmer <bkittmer@town.stmarys.on.ca>
Date: June 29, 2017 at 2:15:49 PM EDT
To: Carey Pope <CPope@town.stmarys.on.ca>
Subject: BIA Constitution

Carey,

I would suggest you may want the Town to review the constitution.

On the term piece, the municipal Act set the term as:

Term

(10) The term of the directors of a board of management is the same as the term of the council that appointed them but continues until their successors are appointed. 2001, c. 25, s. 204 (10).

Just one reason to make sure the constitution is consistent with the legislation. Let me know what I can do to help.

Brent

Brent Kittmer, P.Eng., MPA

CAO/Clerk

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