

Agenda
St. Marys Business Improvement Area Meeting

April 24, 2023

6:00 pm

Council Chambers, Town Hall

175 Queen Street East, St. Marys

YouTube Link - <https://www.youtube.com/channel/UCzuUpFqxcEl8OG-dOYKteFQ>

Pages

1. CALL TO ORDER

2. DECLARATION OF PECUNIARY INTEREST / CONFLICT OF INTEREST

3. AMENDMENTS AND APPROVAL OF AGENDA

RECOMMENDATION

THAT the April 24, 2023 St. Marys Business Improvement Area Board Annual General Meeting agenda be approved.

4. ACCEPTANCE OF MINUTES

4

RECOMMENDATION

THAT the March 21, 2022 St. Marys Business Improvement Area Board Annual General Meeting minutes be approved by the Board and signed by the Chair and the Secretary.

5. WELCOME / BOARD INTRODUCTION

Facilitated by Megan Feeney, Chair

6. ANNUAL ACTIVITY REVIEW

Presented by Megan Feeney, Chair.

RECOMMENDATION

THAT the verbal Annual Activity Review be accepted.

7. TREASURER'S REPORT

7.1 2023 Proposed Budget Presentation

7

Presented b Sue Griffiths, Treasurer

7.2 C. Lynch Correspondence - 2023 Alternate Budget Ideas

10

RECOMMENDATION

THAT correspondence from C. Lynch be received as information.

7.3 Membership Input on Proposed 2023 Budget

RECOMMENDATION

THAT membership input on the proposed 2023 Budget be received as information.

7.4 Board Consideration and 2023 Budget Approval

RECOMMENDATION

THAT the 2023 BIA Budget be approved as presented.

8. NEW BUSINESS

8.1 ADMIN 23-2023 Business Improvement Area Constitution Draft

13

RECOMMENDATION

THAT ADMIN 23-2023 Business Improvement Area Constitution Draft report be received; and

THAT the St. Marys Business Improvement Area Board of Management recommends to Council:

THAT Council approve the St. Marys Business Improvement Area Constitution.

8.2 Beautification Program Presentation

Presented by Alex Pritchard O'Shea, Lisa Fewster, Jan Scott and Chantal Lynch

RECOMMENDATION

THAT the Beautification Program presentation be received as information; and

THAT the St. Marys BIA Board support the program by _____.

8.3 Working Group Discussion

Facilitated by Alex Pritchard O'Shea

RECOMMENDATION

THAT the Working Group Discussion be received as information.

9. UPCOMING MEETINGS

The next regular meeting will occur on May 8, 2023 at 6:00 pm.

10. ADJOURNMENT

RECOMMENDATION

THAT this meeting of the St. Marys Business Improvement Area Board adjourns at _____ pm.

Minutes
St. Marys Business Improvement Area Committee
Annual General Meeting

March 21, 2022

6:00 pm

Video Conference

Click the following link:

<https://www.youtube.com/channel/UCzuUpFqxcEl8OG-dOYKteFQ>

1. CALL TO ORDER

Board Members Present: Lanny Hoare (Chair), Gwendolen Boyle (Vice-Chair), Amie Rankin (Secretary), Kyle Burnside (Treasurer)

Board Members Absent: Councillor Tony Winter (Council Representative)

Staff Present: Emily Taylor (Administrative Assistant)

Staff Liaisons Present: Kelly Deeks-Johnson (Tourism and Economic Development Manager), André Morin (Director of Corporate Services/Treasurer)

Members Present: Angela Patterson (Zenfire Pottery), Stewart Grant (St. Marys Independent), Joanie and Claire Chapple (The Yoga Chapple)

The Chair called the meeting to order at 6:01 pm.

2. DECLARATION OF PECUNIARY INTEREST / CONFLICT OF INTEREST

None.

3. AMENDMENTS AND APPROVAL OF AGENDA

Moved By: Gwendolen Boyle

Seconded By: Amie Rankin

THAT the March 21, 2022 St. Marys Business Improvement Area Annual General Meeting agenda be approved.

Carried

4. ACCEPTANCE OF MINUTES

Moved By: Kyle Burnside

Seconded By: Amie Rankin

THAT the March 15, 2021 St. Marys Business Improvement Area Annual General Meeting minutes be approved by the Board and signed by the Chair and the Secretary.

Carried

5. MEMBERSHIP INPUT PERIOD

None received.

6. ANNUAL ACTIVITY REVIEW

Chair Hoare gave a summary of the activities undertaken by the BIA during the previous year. This included; marketing campaign initiatives by the BIA Marketing and Communications Committee and the Christmas events put on by the BIA Christmas Committee.

Moved By: Gwendolen Boyle

Seconded By: Amie Rankin

THAT the verbal Annual Activity Review be accepted.

Carried

7. AUDITED FINANCIAL STATEMENTS

Moved By: Kyle Burnside

Seconded By: Gwendolen Boyle

THAT the BIA Board appoint Seebach & Company, Chartered Professional Accountants as the auditors for the following year.

Carried

8. 2022 BUDGET APPROVAL

Kyle Burnside, BIA Treasurer, presented on the 2022 Draft Budget for approval.

Moved By: Gwendolen Boyle

Seconded By: Amie Rankin

THAT the 2022 BIA Budget be approved as presented.

Carried

9. OTHER BUSINESS

9.1 BIA Engagement

Amie Rankin presented on issues involving BIA engagement. It was noted that if there is anything preventing members from participating in BIA activities, the Board would appreciate hearing them to resolve any issues.

10. UPCOMING MEETINGS

The next regular meeting will occur on Monday, May 9, 2022 at 6:00 pm.

11. ADJOURNMENT

Moved By: Gwendolen Boyle

Seconded By: Kyle Burnside

THAT this Annual General Meeting of the St. Marys Business Improvement Area Board adjourns at 6:25 pm.

Carried

Chair

Committee Secretary

BIA BUDGET 2023			
ITEM	Budget 2022	Actual 2022	BUDGET 2023
Revenues			
BIA Levy	\$ 45,000.00	\$ 45,000.00	\$ 45,000.00
HST Rebate	\$ 2,500.00		\$ 2,500.00
Miscellaneous			\$ -
SUBTOTAL:	\$ 47,500.00	\$ 45,000.00	\$ 47,500.00
Expenses			
MEMBER SUPPORT & ENGAGEMENT			
Membership			
Member Recognition	\$ 500.00	\$ 74.52	\$ 200.00
Member Welcome	\$ 500.00		\$ 500.00
Networking Socials	\$ 1,000.00	\$ 150.00	\$ 500.00
Training & Education			
Training & Education	\$ 1,400.00	\$ 565.00	\$ 1,000.00
			\$ -
Organizational Capacity			
OBIAA Conference			
OBIAA Membership	\$ 220.00	\$ -	\$ 275.00
Policies & Procedures			\$ 1,500.00
SUBTOTAL Member Support and Engagement:	\$ 3,620.00	\$ 789.52	\$ 3,975.00
IMPROVING PUBLIC SPACE & BEAUTIFICATION (Misc)			
Flower Baskets			\$ 5,000.00
Lions Club Flag Replacement	\$ 200.00		

Beautification Initiatives	\$ 2,500.00	\$ 4,500.00
SUBTOTAL Improving Public Space and Beautification:	\$ 2,700.00	\$ 4,500.00
BRINGING PEOPLE DOWNTOWN		
Volunteer Recognition	\$ 500.00	
Marketing & Promotion		
Marketing & Communication Sub Committee	\$ 12,000.00	\$ 8,871.96
Advertising	\$ 2,000.00	\$ 1,695.00
Events		
Meet Me in St. Marys		
Event		
Christmas Sub Committee	\$ 14,000.00	\$ 14,125.00
Heritage Festival	\$ 2,000.00	\$ 2,500.00
Partnerships		
SUBTOTAL Bringing People Downtown:	\$ 30,500.00	\$ 27,191.96
RUNNING THE ST. MARYS BIA		
Running the BIA		
Admin Support	\$ 5,200.00	\$ 1,430.80
Annual General Meeting	\$ 1,000.00	\$ 135.60
Audit	\$ 1,000.00	\$ 1,836.25
Email/Quadro	\$ 250.00	\$ 340.76
Bank Fees	\$ 50.00	
Office Supplies	\$ 250.00	
Miscellaneous	\$ 930.00	
GST/HST	\$ 2,000.00	

\$ 2,000.00
\$ 7,000.00
\$ 200.00
\$ 12,000.00
\$ -
\$ 2,000.00
\$ 10,000.00
\$ 2,500.00
\$ 26,700.00
\$ 25,000.00
\$ 500.00
\$ 1,100.00
\$ 400.00
\$ 50.00
\$ -
\$ 500.00

SUBTOTAL Running the BIA:	\$ 10,680.00	\$ 3,743.41	\$ 27,550.00
GRAND TOTALS:	\$ 47,500.00	\$ 36,224.89	\$ 65,225.00
cash outlay		\$ 43,398.89	

Reserve Funds:			
Remaining in Bank			
Crosswalk Initiative			?
BIA Loyalty Card Project			?
Bench Spend - Initiative		\$ 4,068.00	
Christmas 2022 - Initiative		\$ 3,106.00	
Christmas Lights			?
Constitution			see policies/proc
Remaining			
Remaining in Bank			

Dec 31/22 bank balance	\$ 60,014.80
plus o/s dep	\$ 22,500.00
less o/s 2022 cheques	\$ 7,588.00
Jan 2023 starting Bank balance	\$ 74,926.80

Hello and hope this email makes it to the members of the Board.

I have a couple of questions/suggestions:

The budget needs to be balanced. It is totally irresponsible to run a deficit budget and most disappointing to see.

I've attached an alternative budget.

Beautification is a priority based on the response from the membership. As such and because we are so far into the year, I would like to suggest that \$5000 be taken from Marketing and

a matching grant program of sorts is implemented to encourage shops/property owners to get some flower boxes out, maintain and make our Downtown awash with colour.

I would suggest a minimum investment from the store of \$100 or so and then 50/50 over that to a max of ??? There needs to be a minimum because there is a cost to writing that cheque and

the desire is to encourage the shops to go over their usual spend.

The benefit of this also is that the BIA really only has to come up with a policy and write the cheques. No procurement, design discussion, etc and it can be done quickly with little effort.

All advertising/marketing/social media will be done in a format that is consistent with the branding determined by the marketing committee. Regardless of the 'event' the Downtown messaging should look

and feel the same so that the consumer knows as soon as they see it - it's the Downtown folks.

With the Reserve funds - consider hiring a professional to assist with the creation of a Strategic Plan and part of that will be creating a brand and marketing plan for the downtown. Spend the money on

a great plan and implement it.

Is there a rep from the BIA on the building that the Town is considering options on, 14 Church St. Has the membership been surveyed? My biggest concern with that site as a taxpayer is cost, as a business is parking. Where will any staff park, where will any users park, etc. I'm planning events and having to go outside of town as parking, event space and accommodations are a big issue.

Thanks so much for considering my ideas

Chantal Lynch

144 Queen St E

St Marys

income		47500
Member support and Engagement		
member support	500	
training and education	1000	
org - bia membership	275	
subtotal		1775
Improving Public Space and Beautification		
Flower Baskets	4500	
Beautification Initiatives	10000	
subtotal		14500
Bringing People Downtown		
Volunteer Recognition	200	
Marketing, Promotion, Advertisin	6000	
Christmas	5000	
Heritage	2500	

subtotal		13700
Running the BIA		
admin support	6000	
social media support	6000	
agm	500	
audit	1100	
quadro	400	
bank fees	50	
office supplies	250	
gst	2000	
miscellaneous	1000	
subtotal		17300
Expenses		47275
Reserve Fund	74927	



FORMAL REPORT

To:	Chair and Members of the Board
Prepared by:	Jenna McCartney, Clerk
Date of Meeting:	24 April 2023
Subject:	ADMIN 23-2023 Business Improvement Area Constitution Draft

PURPOSE

To provide a draft governance constitution to the general membership of the St. Marys Business Improvement Area and to seek feedback.

RECOMMENDATION

THAT ADMIN 23-2023 Business Improvement Area Constitution Draft report be received; and

THAT the St. Marys Business Improvement Area Board of Management recommends to Council:

THAT Council approve the St. Marys Business Improvement Area Constitution.

BACKGROUND

The St. Marys Business Improvement Area (the “BIA”) was designated as such by Town By-law 06-2019, which provides some basic requirements of the structure of the Board of Management (the Board) but does not govern most aspects of BIA or Board operations. The purpose of setting a constitution for the BIA is to provide a clear set of requirements for the governance of the Board, to provide direction on how Board and general membership meetings shall be presided over, and to regulate the basic requirements under which the operations of the BIA and the Board must be conducted.

As per the *Municipal Act 2001* (the “Act”), local boards such as the BIA Board are designated by the municipality, and the municipality is also responsible for setting the governance framework for such boards. As such, Town staff have worked to draft a constitution for the BIA with the objective of presenting the draft to the Council of the Town of St. Marys (the “Council”) for final approval, after which the constitution will be in effect as the governing rules of the BIA.

Shortly after its appointment, the new Board appointed a Governance Sub-committee (the “Sub-committee”) consisting of Sue Griffith and Lisa Fewster to guide staff in the process of drafting the new constitution, and to assist in shaping the draft constitution to meet the governance needs of the current BIA. The Sub-committee met with staff at meetings on the 3rd and the 23rd of February, and at these meetings a draft constitution was finalized. This draft constitution was presented to the Board on March 13th for the Board’s consideration and was received, and is now presented to the membership of the BIA at the annual general meeting for final consultation before the draft constitution is sent to Council for approval.

REPORT

The draft constitution attached to this report consists of eleven (11) sections, fulfilling a variety of practical needs and legislative requirements for the BIA’s governance. These sections have been

designed to fit the needs of the BIA, the Board and the legislative requirements under which it must be governed as follows:

Section 1.0 “Definitions” serves to define the key terms and abbreviations used repeatedly within the constitution, and those that are crucial to its interpretation. This section consolidates these definitions in a single location for ease of reference.

Section 2.0 “Purpose” serves to outline the official roles which the BIA is established to fulfill within the municipality, as laid out in section 204(1) of the Act. Subsection 2.2 further establishes that fulfilling this mandate is the duty of the BIA’s Board of Management and its members, the Directors of the BIA.

Section 3.0 “Membership and Voting” outlines the criteria for membership in the BIA, the voting rights of members, and the role of the municipal clerk (the “Clerk”) in maintaining the membership list of the BIA. The membership criteria and voting rights of members as outlined here are a restatement of those set in section 204 of the Act. The provisions setting the Clerk’s responsibilities in maintaining the membership list establish that the keeping of this important record will be in the hands of the Clerk to ensure its security. This section also restates the power given to the Clerk under section 204(5) of the Act to accept evidence of eligibility and determine the membership status of tenants to ensure the maintenance of a complete list.

Section 4.0 “Board of Management Composition” governs the composition, appointment process and terms of the Board and its Directors, in alignment with the general requirements laid out in the Act. This section thus:

- Requires that one (1) Director be a Council Member appointed directly by Council, and the remainder be elected by the membership and appointed by Council as required by section 204(3)(a) of the Act, while setting the overall number of Directors at five (5) to eight (8);
- Outlines Council’s power to refuse to appoint an elected Director if necessary, and its available courses of action should it so refuse to appoint, as set in section 204(9) of the Act;
- States the duration of each term of the Board as set in section 204(10) & 204(11) of the Act and sets a flexible limit of two (2) terms for Directors. This term limit is recommended to encourage a turnover among those sitting on the Board, but to permit Directors the flexibility to potentially serve longer if deemed desirable by Council and the membership;
- Includes provisions governing vacancies of Directors, setting that a Director’s seat at the Board table shall be treated as vacant after three (3) consecutive months’ unauthorized absence. This is intended to provide a reasonable allowance for unexpected or unavoidable absences, while also ensuring that long absences are not taken without the approval of Council. In addition, this section notes the power granted to Council in section 204(12) of the Act to appoint a replacement to fill a vacancy on the Board.

Section 5.0 “Board of Management Election Procedures” sets the procedures for the calling of elections to the Board, the nomination process, the conduct of elections and the selection of the Directors for positions on the Board. This includes regulating the timeline for the nomination and election processes, the requirements governing the submission of nominations, the basic framework governing the election itself, and establishing the Clerk’s responsibility for administering the nomination and election processes in order to ensure an orderly and efficient election. In addition, this section sets the requirement that the Board select the positions its Directors will hold as soon as possible after the Board’s appointment, to ensure that the Board’s operational structure be fully established as soon as possible after appointment.

Section 6.0 “Responsibilities of the Board” establishes the collective requirements which the Board must fulfill in the course of its operations. These include the keeping of minutes for all meetings, making appropriate financial arrangements, and properly submitting budgets to the Town. These provisions are set to fulfill the legislative requirements that the Board’s affairs be conducted in a transparent manner,

including that the records of the Board be kept by the municipality in “a secure and accessible manner” as required under sections 253 and 254 of the Act, and that the budget of the BIA shall be proposed and set in accordance with the requirements laid down in sections 205 and 206 of the Act.

Section 7.0 “Powers of the Board” explicitly sets out the powers which the board may exercise in the course of fulfilling the BIA’s purpose and administering its affairs. These are expressly defined in order to provide the Directors a clear understanding of the powers the Board may make use of in fulfilling its purpose, and what options are legally available for conducting the affairs of the BIA.

Section 8.0 “Working Groups” sets the terms under which the Board may strike working groups to assist in carrying out the purposes and administering the programs of the BIA. These are intended to fulfill the same role that sub-committees formerly fulfilled, but do not have any decision-making authority and thus must submit their recommendations to the Board for approval. Working groups are not, however, required to meet the requirements around record-keeping and providing public notice of meetings which the Board and sub-committees must, thus providing a greater level of flexibility to the members. It should also be noted that the public would still have the opportunity to give input on the recommendations produced by these working groups, at the time when their recommendations are presented to the Board.

Section 9.0 “Directors Duties” sets the formal duties and obligations of each of the positions on the Board. This includes the Chair, Vice Chair, Secretary, Treasurer, Council Representative and Town Staff Liaison. The duties required of each position are laid out explicitly within their respective subsection, as well as the authority of Directors holding certain positions to sign cheques and execute documents and agreements for the BIA. The list of each role’s responsibilities is included to give Directors a clear understanding of the duties and obligations of their positions, as well as an understanding of who within the organization possesses legal signing authority for the Board.

Section 10.0 “Meetings” defines the procedures by which the calling and conduct of meetings of the Board and the General Membership shall be governed, in keeping with the general requirements set for meetings in sections 239 to 246 of the Act. In addition to clearly laying out the basic procedures for meetings for the benefit of the membership and Directors, including voting procedure, the declaring of resolutions, minuting and quorum, this section also includes several other important matters. These include a new schedule for the posting of notice for meetings, in order to give members & Directors more time to thoroughly prepare. This consists of:

- Providing notice of the Annual General Meeting to members at least three (3) weeks in advance;
- Providing notice of a special membership meeting at least ten (10) days in advance;
- Providing notice of a Board meeting to the Directors at least ten (10) days in advance; and,
- Providing notice of the posting of the agendas for all meetings seven (7) days in advance.

The required number of Board meetings per year has also been altered from previous practice, reducing the minimum number per year to nine (9). This alteration allows the Board a greater level of flexibility to schedule meetings throughout the year as needed, while placing no limit on the maximum number the Board may hold as desired during the year. In addition, it is noted that meetings shall be governed by the provisions in the Act and by Robert’s Rules of Order in the absence of direction within the constitution, in order to maintain unity with the Town’s desired approach of adopting Robert’s Rules for all committees and local boards.

Section 11.0 “Financial Policy” outlines the process which the Board must follow in setting the annual budget, and also sets the financial and auditing requirements which the Board must follow in the course of its operations. This includes requiring two-director signing authority for the Board’s financial accounts, the following of Town procurement and hiring policies, restrictions on the establishment of a reserve fund, and the limitations placed on the financial powers of the Board. These provisions are set

to ensure that the Board operates in compliance with all applicable financial regulations placed on municipalities and local boards, including those under Part VII of the Act, and in keeping with standard practices for public sector accounting.

Other Matters Not Included

Proxy voting was considered for implementation throughout the drafting process but has not been included in this draft constitution. Proxy voting provisions would permit a member or Director to appoint an individual to attend a meeting and vote on questions arising at said meeting on the member or Director's behalf. While proxy voting would provide some flexibility to members or Directors wishing to vote but unable to attend a meeting, such a system would require a great deal of practical work to implement. This includes determining how notice of a proxy should be filed, determining what paperwork would need to be submitted to appoint a proxy, and how far in advance of a meeting the paperwork appointing a proxy would need to be submitted. Considering the practical difficulties of implementing such a system, the Sub-committee and Board recommended that proxy voting not be adopted in the constitution at this time.

Associate membership provisions were also considered for implementation, and likewise have not been included in this draft constitution. Such provisions permit individuals, corporations and partnerships otherwise ineligible for membership to request to join a BIA, and upon approval of the Board to be permitted to attend meetings of the Board and membership though not permitted to vote, as well as to volunteer with the BIA and take part in BIA discussions. Such provisions would require the development of an application for potential applicants to submit to the Board, as well as the setting of an application fee, which ranges in other municipalities anywhere from \$100 to \$500 annually. The Sub-committee and the Board considered these practical concerns around implementing such a system, as well as the potential benefits associate members might offer to the BIA and recommended against including such provisions in the Constitution.

The drafting of a provision permitting sublet tenants in business and commercial properties to become voting members of the BIA was considered early in the drafting process. After due consideration, the Sub-committee decided that such provisions were not recommended at this time but may be revisited as the Board evaluates its practices over the course of their term.

Next Steps

The presentation of the draft constitution at this annual general meeting of the BIA is intended to provide an opportunity for consultation with the membership, and to seek the feedback of the membership on the draft constitution, before bringing the final draft of the constitution to Council for approval.

As per the *Municipal Act 2001*, local boards such as the BIA Board are designated by municipal council, and the municipal council is further responsible for setting the governance framework for the board. Following consultation with the membership, Council will receive the draft constitution for consideration at a future meeting of Council, and the Clerk will include any outstanding matters not fully resolved during the process of consultation. The approved constitution will come into force and effect following Council's approval.

FINANCIAL IMPLICATIONS

None.

SUMMARY

Municipal staff are presenting the draft constitution to the membership of the BIA at the annual general meeting for feedback. Following the receipt of feedback, staff will present the draft constitution to Council and to ask that consideration be made to approve the constitution in its final form.

STRATEGIC PLAN

☒ Not applicable to this report.

ATTACHMENTS

2023 Draft Constitution

REVIEWED BY

Recommended by:



Jenna McCartney
Clerk

BY-LAW XX-2023

THE CORPORATION OF THE TOWN OF ST. MARYS

Being a By-law to establish and clarify rules of procedure for the governance of the St. Marys Business Improvement Area.

WHEREAS: Subsection 204(1) of the *Municipal Act, 2001*, S.O. 2001, c. 25, provides that the local municipality may designate a geographic area as a Business Improvement Area and may establish a Board of Management for the designated improvement area;

AND WHEREAS: Section 204(2.1) of the *Municipal Act, 2001*, S.O. 2001, c. 25, provides that a Board of Management of a business improvement area is a local board of the Town of St. Marys for all purposes;

AND WHEREAS: Pursuant to By-law 06-2019 dated the 24th day of June, 2003, the Town of St. Marys designated an area to be known as the Business Improvement Area;

AND WHEREAS: Council now wishes to establish the rules of procedure for governance of the Business Improvement Area;

NOW THEREFORE: The Council of the Corporation of the Town of St. Marys hereby enacts as follows;

1.0. DEFINITIONS

1.1. For the purpose of this By-law:

"Business Improvement Area," or "The BIA," means the association of property owners and tenants within the area designated by Council in By-law 06-2019;

"Board of Management" or "The Board" means the group of Directors elected by the BIA membership and appointed by Council to control and oversee the business of the BIA;

"Constitution" means this document, being the primary governing document of the BIA, as passed by Council and as amended;

"Council" means the Council of the Corporation of the Town of St. Marys;

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

"Member" means an individual, partnership or corporation that, on the last returned assessment roll, was assessed with respect to rateable property in the Business Improvement Area that is in a prescribed business property class;

"Notice" means notification of the date, time and location of an upcoming meeting;

“Tenant” means tenant of a property in a prescribed business property class within the designated BIA area, who is eligible to pay any portion of the property taxes on the same; and

“Town” means the Corporation of the Town of St. Marys.

2.0. PURPOSE

- 2.1. The purpose of the St. Marys BIA under the *Municipal Act*, 2001, as amended is:
 - a) To promote the commercial area of St. Marys as a business and shopping area;
 - b) To oversee the improvement, beautification and maintenance of municipally-owned land, buildings, and structures within the boundaries of the St. Marys BIA, beyond that provided at the expense of the Town generally.
- 2.2. The purpose of the St. Marys BIA is governed by the Board of Management which is a corporation consisting of its Directors.

3.0. MEMBERSHIP AND VOTING

- 3.1. Eligibility
 - a) Members of the St. Marys BIA as outlined in the *Municipal Act*, 2001, as amended, consist of:
 - i. Persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in a prescribed business property class and tenants of such properties.
 - ii. Tenant means the tenant of commercial or industrial property with a gross lease including a portion of taxes with respect to rateable property in the area.
 - b) Each Member has one vote, regardless of the number of properties that the Member may own or lease within the St. Marys BIA.
 - c) Where a Member is a partnership or corporation it may nominate in writing one individual to vote on behalf of the partnership or corporation.
 - d) A list of all commercial and industrial members in the designated area will be held by the Clerk. The Clerk at their discretion may request every property owner to provide tenant information for the purposes of maintaining an accurate list.
 - e) If necessary, the Clerk of the Municipality may accept a list provided under clause 210(2)(b) of the Act or the declaration of a person that the person is a tenant member of the St. Marys BIA. The determination by the Clerk is final.
 - f) The Membership list shall not be utilized by any member for any purpose whatsoever other than as may be specifically approved by the Clerk upon request or by use by a certified candidate during a board election. Any member who uses all or part of the Membership list for unauthorized purposes will receive a warning from the Clerk that includes, among other

things, a provision stipulating that any subsequent unauthorized use will result in:

- i. That member's email privileges being revoked such that all communication will thereafter be in writing and,
- ii. The Membership being advised of such revocation.

4.0. BOARD OF MANAGEMENT COMPOSITION

- 4.1. The Board is a local board of the Town as defined by the *Municipal Act*, 2001, as amended or its successor legislation.
- 4.2. The Board of Management shall consist of five (5) to eight (8) Directors as follows:
 - a) One (1) member of Council to be appointed by Council; and,
 - b) The remaining Directors selected by a vote of the membership of the BIA and appointed by Council.
 - c) The Mayor is a voting ex-officio member of the Board and retains all powers granted to all other Directors on the Board.
- 4.3. Council may refuse to appoint a Member selected under Section 4.2 in which case Council may:
 - a) Leave the position vacant,
 - b) Appoint an alternate choice; or
 - c) Direct the Clerk of the Town to hold an election.
- 4.4. Directors shall serve for a term that is the same as the term of the Council that appoints them, but until their successors are appointed.
- 4.5. Quorum for the Board shall be a majority of the Directors.
- 4.6. The seat of a Director on the Board shall become vacant if a Director is absent from the regular meeting(s) of the Board for any three (3) consecutive months without being authorized to do so by a resolution of Council.
- 4.7. If a seat of a Director becomes vacant for any reason, Council will follow Section 4.3 of this By-law.
- 4.8. A Director may be reappointed to the Board of Management for up to two (2) consecutive terms.
- 4.9. Directors shall serve without remuneration. Directors may be reimbursed for all reasonable expenses directly relating to their functions as Board members provided those expenses are approved in advance by resolution of the Board.

5.0. BOARD OF MANAGEMENT ELECTION PROCEDURES

- 5.1. Call of an Election

- a) An election will be conducted within four (4) months of a new term of Council commencing or as directed by Council. The Town Clerk shall conduct the election process.
- b) The date and location of the election shall be advertised to the membership by any or all of the following: email, direct mail, public advertisement and/or social media accounts. Notice will be provided for a minimum of three (3) weeks in advance of the election.

5.2. Nominations

- a) At the call of the election as specified in Section 5.1, the Clerk shall advertise the call for nominations and election by any or all of the following: email, direct mail, public advertisement and/or social media accounts. Notice shall be provided for a minimum of three (3) weeks to the membership.
- b) Nomination forms shall be made available on the Town's website and at any other location specified by the Clerk. These locations will be advertised in the call for nomination advertisements.
- c) Nominations shall be submitted on the prescribed nomination form and filed directly with the Clerk.
- d) Nominations filed by individuals not assessed commercially or industrially in the business improvement area shall be deemed by the Clerk as ineligible.
- e) Nomination period shall close three weeks prior to the date of the election.
- f) The due date of nominations must be advertised in the call for nominations advertisement.
- g) A person may withdraw his or her nomination by filing a written withdrawal with the Clerk before the close of nominations.
- h) If at 4:00 p.m. on the second business day following nomination day, the number of certified candidates for an office is the same as or less than the number to be elected, the Clerk shall immediately declare the candidate or candidates accepted to stand on recommendation to Council for appointment to the BIA Board.
- i) Subject to section 5.2(h), the Clerk shall extend the nomination period by one week from the date of acceptance for additional nominations for the remaining seats. If the number of certified candidates still does not exceed the remaining number of vacancies, the Clerk shall immediately declare the additional candidate or candidates accepted to stand on recommendation to Council for appointment to the BIA Board.
- j) Immediately following the close of nominations, the Clerk shall prepare a report to Council with respect to all nominations received and certified for the election or acceptance and seek Council's approval through By-law of the appointments to the Board.

5.3. Election

- a) The Clerk is the Returning Officer and is responsible for the election.

- b) The Business Improvement Area election shall be conducted by ballot and held at the date, time and location specified by the Clerk.
- c) Each member has one vote regardless of the number of properties that the member may own or lease in the Business Improvement Area.
- d) Every member that is a corporation or partnership has one vote regardless of the number of shareholders or partners that the member has.
- e) A candidate may appoint a scrutineer to represent him or her during voting and the counting of votes, including a recount.
- f) The Clerk shall place the results of the election on the Town's website and indicate that all appointments are subject to Council approval.

5.4. Board of Management Officers

- a) The Board, as soon as is practicable after its members are appointed, shall select a Chair, Vice-Chair, Secretary and Treasurer and such other officers as it may deem necessary and as are lawfully authorized to properly conduct the business of the Board.

6.0. RESPONSIBILITIES OF THE BOARD

6.1. The collective responsibilities of the Board shall include:

- a) Maintenance of records - the Board shall prepare and forward original minutes of every meeting of the Board to the Clerk. The Chair and Secretary must sign the minutes and forward copies to all Directors within thirty (30) days of the meeting;
- b) Maintaining appropriate banking arrangements - the Board shall adopt and maintain banking and accounting arrangements acceptable to the Treasurer of the Town and shall submit to an audit by the Treasurer of the Town, or their designate, upon request;
- c) Ensure proper budgeting - the Board shall prepare and submit to the Clerk of the Town a proposed annual budget and business plan, in a form approved by the Treasurer of the Town, on or before April 30 in each year. The fiscal year shall end on December 31 of each year. The proposed budget must include projected revenue and expenses. The proposed business plan must include a description of planned expenses. The proposed budget and business plan must be approved by the members of the BIA at the annual general meeting prior to submission of the budget to the Town. Council shall then either approve or modify the proposed annual budget and business plan;
- d) Submission of financial statements -which shall be submitted to the Clerk on or before May 31 of each year, and an audited financial statement for the prior year.

7.0. POWERS OF THE BOARD

7.1. The Board has and may legally exercise the following powers, in the absence of

other restrictions placed upon the Board by law or the membership, these being that the Board has the power to:

- a) Procure goods and services in line with the approved budget and adhering to the Town's procurement policies;
- b) Enter into contracts and agreements;
- c) Make banking and financial arrangements;
- d) Hire an employee of the Board as per the Town's hiring policies and in conjunction with approved funding in the budget;
- e) Direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the BIA; and,
- f) Create working groups, either ad hoc or permanent, to assist the Board with its purpose and goals which must follow the governance set out in this By-law.

8.0. WORKING GROUPS

- 8.1. The Board may strike a working group during its term for the purpose of preparing recommendations on a specific topic(s) to the Board.
- 8.2. The Board shall strike a working group by resolution of the Board.
- 8.3. The working group shall consist of at least one (1) member of the Board and may consist of members of the BIA membership and shall not include a quorum of the Board.
- 8.4. A working group shall come to a consensus on a recommendation which shall be presented to the Board at a regular meeting for consideration.
- 8.5. A working group has none of the decision-making powers of the BIA or the Board.
- 8.6. A working group may be dissolved at any time by a decision of the Board.

9.0. DIRECTORS DUTIES

- 9.1. All Board of Management Directors are voting members. The duties of each of the Directors are as follows:
 - a) **The Chair shall:**
 - i. Chair all board of management meetings;
 - ii. Rule on all procedural matters and maintain decorum;
 - iii. Ensure motions and amendments are clearly expressed;
 - iv. Have general supervision of the affairs of the BIA;
 - v. Be one of the two (2) officers of the BIA authorized, who may be called upon to sign cheques, and to execute documents and agreements by way of a required two-signature system;
 - vi. Sit as an ex-officio voting member on all committees of the BIA;

- vii. Be the public representative of and spokesperson for the Board;
- viii. Perform any other duties which the Board may assign from time to time; and,
- ix. Work with staff of the Town to ensure all legislative obligations are met, including but not limited to those regarding all staff, volunteers, committees and Board Directors of the BIA.

b) The Vice Chair shall:

- i. Perform all of the duties of the Chair in the absence of the Chair or if the Chair is unable for any reason to perform those duties;
- ii. Along with the Chair, or Treasurer, have authority to co-sign all cheques and by-laws, and to execute any documents, contracts or agreements by way of a required two-signature system; and,
- iii. Perform any other duties that the Board may assign from time to time.

c) The Secretary shall:

- i. Give the required notice as per the Board's procedural rules contained within this document for every board and general meeting of the BIA.
- ii. Take minutes of each such meeting and shall record in the minutes the following: the place, time and date of meeting, the name of the person presiding and the Board members present and absent, any correction to and the adoption of, the minutes of the previous meeting, and all resolutions. All minutes of every meeting shall be printed and signed by the Chair and the Secretary and provided to the Clerk for purposes of record keeping; and,
- iii. Perform any other duties that the Board may assign from time to time.
- iv. The Secretary may be an employee of the Board and if so, shall not be deemed a Director and therefore, is not entitled to vote.

d) The Treasurer shall:

- i. Keep and maintain the financial records and books of the BIA which shall include but not be limited to keeping of all receipts and disbursements in proper books of account, depositing all moneys or valuable effects in the name of the Board and to its credit in the bank designated by the Board from time to time;
- ii. Assist the Town Treasurer or their designate in the preparation of the financial statements of the BIA;
- iii. Maintain an inventory of all tangible and intangible assets owned or leased by the BIA;
- iv. Prepare and distribute the proposed annual budget in accordance with the requirements of the Town;

- v. Together with the Chair or Vice-Chair, have authority to co-sign all cheques and by-laws and execute any documents, contracts or agreements by way of a required two-signature system;
 - vi. Prepare written financial updates for the membership's review and consideration at each regular general meeting;
 - vii. Provide the Treasurer of the Town with all financial records for purposes of record keeping, once they are no longer current as determined by the Town's Treasurer; and
 - viii. Perform any other duties that the Board may assign from time to time.
- e) **The Council Representative shall:**
- i. Represent the interests of the BIA Board, including providing timely reports on BIA activities to Town Council.
 - ii. Report on regular Council activities to the BIA Board that may be of relevance to the day-to-day operations of the BIA; and,
 - iii. Act as a resource to the Board and the general BIA membership on matters pertaining to Town policies, by-laws and accountabilities to ensure BIA practices and procedures are aligned with those of the Town.
- f) **The Town Staff Liaison may be appointed by Council, and if so appointed shall:**
- i. Have the right to attend meetings of the Board and its committees and to participate in their deliberations, but is not entitled to vote, or to act as the presiding officer at the meeting.

10.0. MEETINGS

10.1. General Membership Meetings

- a) There shall be a meeting of the membership held at least once per year and to be known as the Annual General Meeting.
- b) The Board may also call a special meeting of the membership throughout the term of the Board.
- c) Notice to all Members of an annual general meeting shall be provided by either email, direct mail, public advertisement and further advertised through social media accounts at least three (3) weeks in advance of the meeting.
- d) Notice to all Members of a special meeting may be provided at least ten (10) days in advance of the meeting and utilize the distribution system outlined in Section 10.1(c).
- e) Notice of the agenda shall be made available to the Members at least seven (7) days in advance of an annual general meeting or a special meeting.
- f) New business may be received from the floor after the agenda has been approved.

- g) Quorum for any meeting of the Members shall be 10% of the Members or ten (10) members, whichever is less. No business shall be conducted unless a quorum of the Members has been achieved.
- h) No error or accidental omission in giving notice of any meeting of Members shall invalidate such meeting or make void any proceeding taken at such meeting.
- i) No omission to give any notice to any Member, Director, or the non-receipt of any notice by any Member or Director, nor error in any notice not affecting the substance thereof shall invalidate any action taken at any meeting held pursuant to such Notice or otherwise founded thereon.
- j) In the absence of rules in this By-law, the proceedings of the BIA shall be in accordance with the *Municipal Act, 2001* and shall be conducted as set out in Robert's Rules of Order.
- k) Motions arising at any meeting of Members shall be decided by a majority vote unless otherwise stated in these by-laws or as required by law.
- l) At all meetings, every question shall be decided by a show of hands unless a ballot on the question is required by the Chair or requested by a Member.
- m) The Chair shall declare that a resolution has been carried or not carried. The outcome of the motion will be entered into the minutes. It is not necessary to record the number or the proportion of votes, or the debate on the motion.
- n) The Secretary of the Board of Management shall keep minutes of any meeting of Members of the Board and submit a copy of those minutes to the Clerk within 30 days of the meeting.
- o) Draft minutes of the annual general meeting and special meeting shall be posted on the Town's website after each meeting.
- p) Direction for the management of delegations and correspondence is provided in the Town's Procedure By-law, as amended

10.2. Board of Management Meetings

- a) The Board shall regularly meet to conduct the business of the BIA, not less than nine (9) times per year, as scheduled by the Board.
- b) The Secretary shall provide notice to all Members of the Board of Management meeting through either email, direct mail, public advertisement and further advertisement through social media accounts at least ten (10) days in advance. Notwithstanding the foregoing, in the event of a special meeting of the Directors, the Secretary shall provide such notice as is reasonable in the circumstances, but always in writing.
- c) Notice of the agenda shall be made available to the Members at least seven (7) days in advance of the Board of Management meeting.
- d) At regularly scheduled Board meetings, any Member may attend, ask to be recognized by the Board Chair and speak on any items on the agenda or

request new business to be placed on a future agenda. However, they shall not vote on any items on the agenda.

- e) Upon written petition of any two (2) Directors, stating a cause or concern, which shall be considered as the agenda of the meeting, the Chair shall call a meeting of the Board, to deal with the cause or concern in question within fifteen (15) days of receipt of the petition by the Secretary of the Board.
- f) The Board may limit time for deputations or presentations prior to the commencement of any meeting.
- g) No error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceeding taken at such meeting.
- h) No omission to give any notice to any Member or Director, or the non-receipt of any notice by any Member or Director, nor error in any notice not affecting the substance thereof shall invalidate any action taken at any meeting held pursuant to such Notice or otherwise founded thereon.
- i) In the absence of rules in this By-law, the proceedings of the BIA shall be in accordance with the *Municipal Act, 2001* and shall be conducted as set out in Robert's Rules of Order.
- j) Motions arising at any meeting of the Board shall be decided by a majority vote unless otherwise stated in these by-laws or as required by law.
- k) At all meetings, every question shall be decided by a show of hands unless a ballot on the question is required by the Chair or requested by a Director.
- l) The Chair shall declare that a resolution has been carried or not carried. The outcome of the motion will be entered into the minutes. It is not necessary to record the number or the proportion of votes, or the debate on the motion.
- m) The Secretary of the Board shall keep minutes of any meeting of the Board and submit a copy of those minutes to the Clerk within 30 days of the meeting.
- n) Draft minutes of the Board shall be posted on the Town's website after each meeting.
- o) Direction for the management of delegations and correspondence is provided in the Town's Procedure By-law, as amended

11.0. FINANCIAL POLICY

- 11.1. The fiscal year shall be January 1 to December 31.
- 11.2. Before being taken to Council for approve, the annual budget shall be presented to the membership for information prior to March 31.
- 11.3. A minimum, there shall be two Directors including the Chair and the Treasurer listed on a bank agreement as having signing authority on the Board's financial accounts.

- 11.4. The Board shall appoint a financial auditor at its annual general meeting. The auditor may be the same which the Town appoints for their needs.
- 11.5. The Board shall prepare and submit to the Clerk of the Town a proposed annual budget and business plan, in a form approved by the Treasurer of the Town, on or before April 30 in each year.
- 11.6. The proposed budget and business plan must be approved by the members of the BIA at the annual general meeting prior to submission of the budget to the Town. Council shall then either approve or modify the proposed annual budget and business plan.
- 11.7. The Board of Management shall follow all Town procurement policies. Should a question arise, the Town's Treasurer shall be consulted.
- 11.8. The Board of Management shall follow all Town hiring policies in the event of hiring an employee. Should a question arise, the Town's Director of Human Resources shall be consulted.
- 11.9. The Board may provide in its budget for the establishment and maintenance of a reserve fund for any purpose for which it has authority to spend money in accordance with subsection 417(1) of the *Municipal Act*, 2001, as amended.
- 11.10. Any establishment of a reserve fund shall be done with the assistance and consultation of the Treasurer of the Town to ensure compliance with financial reporting requirements.
- 11.11. The Board shall not:
 - a) Spend any money unless it is included in the overall budget approved by the municipality or in a reserve fund;
 - b) Incur any indebtedness extending beyond the current year without the prior approval of Council; or
 - c) Borrow money including bank account overdrafts, credit cards, lines of credit, private loans from members of the public or businesses or loans from board members or any other person, business, group or organization.
 - d) All new bank accounts, investment accounts (GICs, brokerage accounts, mutual funds and any other type of investment account) and any other accounts involving money (paypal, gofundme, or similar) must be approved by the St. Marys Town Treasurer prior to being opened.
- 11.12. Board members shall observe the laws, policies, and practices governing all matters related to confidentiality, privacy, and access to information. Should a question arise, the Clerk shall be consulted.

12.0. ENACTMENT

This By-Law comes into force and takes effect on Month, Date, Year.

Read a first, second and third time this XX day of XXXXXX, 2023.

Al Strathdee, Mayor

Jenna McCartney, Clerk