

Windsor BIA Advisory Committee – Meeting held February 15, 2018

A meeting of the **Windsor BIA Advisory Committee** is held this day commencing at 4:30 o'clock p.m. in Room 407, 400 City Hall Square East, there being present the following members:

Councillor Rino Bortolin, Chair
Councillor Chris Holt
Joan Charette (arrives at 4:10 p.m.) Walkerville BIA
Debbie Croucher, Downtown Windsor BIA
Lawrence Holland, Ottawa Street BIA
Cara Kennedy, Walkerville BIA
Sami Mazloum, Wyandotte Street BIA
Greg Plante, Pillette Street BIA
Teresa Silvestri, Erie Street BIA

Regrets received from:

Councillor Paul Borrelli – meeting conflict
Bridget Scheuerman

Guests in attendance:

Suk Bedi, Pricewaterhouse Coopers LLP Director, Risk Assurance Services, regarding ***Item 4.1***
Katie Renaud, Workforce WindsorEssex, regarding ***Item 4.2***

Also present are the following resource personnel:

Marco Aquino, Executive Initiatives Coordinator
Michael Cooke, Manager, Planning Policy
Janice Guthrie, Deputy Treasurer Taxation
Matthew Johnson, Economic Development Officer
Karen Kadour, Committee Coordinator

1. Call to Order

The Chair calls the meeting to order at 4:00 o'clock p.m. and the Committee considers the Agenda being Schedule "A" attached hereto, matters which are dealt with as follows:

2. Declarations of Conflict

None disclosed.

3. Minutes

Moved by Councillor Holt, seconded by S. Mazloum,
That the minutes of the Windsor BIA Advisory Committee of its meeting held
October 10, 2017 **BE ADOPTED** as presented.
Carried.

4. Presentations

4.2 A Guide to Recruitment & Retention for Small Business in Windsor-Essex

Katie Renaud, LEPC Researcher Quantitative LMI Specialist, Workforce WindsorEssex provides the highlights of the presentation entitled "Our Tools and Resources", *attached* as Appendix "A" as follows:

- Workforce WindsorEssex is the region's Local Employment Planning Council.
- Through their work, they have the opportunity to connect and meet with local employers to learn about their workforce conditions.
- From July to September 2017, consultations were conducted with 61 small businesses (100 employees or less) to gather information about their workforce, including their recruitment and retention best practices as well as their challenges.
- Recruitment is done through:
 - Experiential learning
 - Job posting, interview, onboarding
 - Labour market information
 - Supporting your team
 - Offering perks
 - Investing in employees
 - Team building around Windsor-Essex
 - Consultations with 60+ employers to gather challenges and strategies
- Quarterly employer surveys are carried out each quarter with employers
- Workforce WindsorEssex works with students, jobseekers, educators, employment service providers, community organizations, and government.

K. Renaud offers to provide presentations relating to Workforce WindsorEssex individually to the BIA's.

Moved by Councillor Holt, seconded by D. Croucher,
That the presentation provided by Katie Renaud, LEPC Researcher Quantitative LMI Specialist, Workforce WindsorEssex regarding recruitment and retention for small business in Windsor Essex **BE RECEIVED**.
Carried.

4.1 PwC Internal Audit Findings Review & Action Plan

Suk Bedi, PwC Director, Risk Assurance Services is present and distributes the "Internal Audit of Nine Business Improvement Associations (BIA), *attached* as Appendix "B". He provides an overview of this matter as follows:

- In terms of the Summary of Significant Findings, two were noted:
 - Financial statements have not been audited by the City appointed auditors in a timely manner for two BIA's.
 - Bank reconciliation controls were not performed consistently or did not have evidence of independent review across eight BIA's.
- The review of the Constitutional By-laws revealed that the BIA's have not consistently framed their governing document. The review revealed that policies such as Mandate, Critical Success Goals, AGM Procedures, Changes to Policies and Procedures, Media Inquiries and Human Resources and staffing were not incorporated in all the Constitutional By-laws.
- The **Management Action Plan relating to Constitutional By-laws** is for the BIA's to share Bylaws to facilitate a comparison and update when necessary.
- As it relates to considerations for improvement, it is suggested the BIA's coordinate with the Ontario BIA Association and Essex County BIA Associations for possible sharing of knowledge, resources, repository of standard templates and collaboration to define and implement standard policies and procedures.
- Improve Timeliness of Financial Statements
- The **Management Action Plan relating to the improvement of Financial Statements** is the BIA management will review processes for submitting timely audited financial statements. (*Finding closed*)
- Prepare and Review Standard Financial Reports
- The **Management Action Plan relating to the preparation and review of Standard Financial Reports** is the BIA management supports standardized reporting and review controls over key financial reports and reconciliations.

S. Bedi indicates a report will be provided to the Executive Committee of Council in April 2018 and the BIA's could individually provide a standard set of Constitutional By-laws, or the nine BIA's could develop a universal template by-law for all to use.

D. Croucher states the DWBIA is willing to share their by-laws, however she is not willing to commit her Board to a universal by-law.

J. Charette requests any deficiencies within the respective BIA's be provided. The Chair states the BIA's can contact S. Bedi, PwC for this information.

In response to a question asked by Chair regarding if M. Johnson, Economic Development Officer is able to assist in the coordination of a universal template by-law, M. Johnson agrees to assist, where each BIA is to provide an outline of what should be included within the universal Constitutional By-Laws that will be created so that this can be collated and sent to the BIAs for action.

Moved by Councillor Holt, seconded by S. Mazloum,
That Matthew Johnson, Economic Development Officer **BE REQUESTED** to liaise with PwC to coordinate the development of a universal template for a Constitutional By-law with details for the constitutional by-law to be provided by the nine BIAs and recommendations as identified in the "PwC Summary of Findings for the City of Windsor Internal Audit of Nine Business Improvement Areas", that BIA's **BE REQUESTED** to provide a board resolution accepting the action plan, and further, that the Constitutional By-laws and bank reconciliation controls **BE PROVIDED** to PwC by September 30, 2018.

Carried.

D. Croucher voting nay.

The Chair questions if the Constitutional By-laws for the BIA's should be housed in the Office of the City Clerk. He notes he will contact the City Clerk regarding this matter and will report back.

The Chair thanks Suk Bedi for his presentation.

5. Business Items

5.1 Maintaining Commercial Zoning with Business Districts

Discussion ensues regarding the placement of a recovery home on Drouillard Road in the Ford City BIA and the following comments are provided:

- Not opposed to the placement of a recovery home, but the home should not be located on the main street.
- Planning indicates the home will be zoned as "commercial use" and counseling services will be provided to the 4-5 residents who reside there. The initial use of the dwelling was a doctor's office and Drouillard Place operated a counseling centre.
- There are similar homes located in the Walkerville and Erie Street BIA's.

D. Croucher indicates there are too many social service agencies related to substance abuse located within a two block radius in the downtown area. She adds

when applications are made, that consideration be given to ensure the location will not be detrimental to residents and businesses.

M. Cooke indicates a methadone clinic and a dental office are not different from a legal aspect. He adds this matter will be discussed at Council's meeting to be held on February 26, 2018.

Moved by Councillor Holt, seconded by C. Kennedy,
That the update relating to maintaining commercial zoning with business districts
BE RECEIVED.
Carried.

5.2 Six Main Street Improvement Project

As this is an initiative of Mayor Dilkens, this matter is deferred to allow the Mayor to be in attendance at a future meeting of WBIAAC.

Moved by J. Charette, seconded by Councillor Holt,
That the "Six Main Street Improvement Project" **BE DEFERRED** to allow Mayor Drew Dilkens to be attendance to provide a presentation.
Carried.

6. New Business

D. Croucher requests the "Bright Lights Windsor" initiative be located in any of the BIA's in 2018 and not in Jackson Park as only a few local businesses benefitted from this event. She adds Lanspeary Park may be an ideal location.

Moved by D. Croucher, seconded by S. Mazloun,
That **CONSIDERATION BE GIVEN** to relocating the "Bright Lights Windsor" event from Jackson Park to one of the BIA's.
Carried.

City Council at its meeting held February 26, 2018 approved the following motion relating to the installation of a pedestrian activated crosswalk at the intersection of Wyandotte and Chilver:

CR115/2018 "That the following proposed motion by Councillor Holt BE REFERRED to Administration to allow for Administration to undertake a review as soon as possible utilizing the new warrant study criteria, and that if it meets the new criteria, that it be approved accordingly and to be funded through ward funds:

That the installation of a pedestrian activated crosswalk at the intersection of Wyandotte and Chilver BE APPROVED using ward funds; and further,

That Administration BE REQUESTED to recommend ideas for improving pedestrian safety (painted crosswalks, reflective rumble strips, etc.) along the Walkerville BIA Corridor.

Moved by Councillor Holt, seconded by D. Croucher,

*That the Walker Road BIA pedestrian activated crosswalk in the Walkerville BIA **BE SUPPORTED.***

Carried.

Moved by Councillor Holt, seconded by D. Croucher,

That the installation of a pedestrian activated crosswalk at the intersection of Wyandotte and Chilver in the Walkerville BIA **BE SUPPORTED.**

Carried.

Moved by Councillor Holt, seconded by G. Plante,

That Administration **BE REQUESTED** to provide a report outlining the feasibility of installing pedestrian activated crosswalks in all of the BIA's.

Carried.

7. Date of Next Meeting

The next meeting will be held at the call of the Chair.

8. Adjournment

There being no further business, the meeting is adjourned at 5:50 o'clock p.m.

CHAIR

COMMITTEE COORDINATOR

The City of Windsor Business Improvement Area Constitutional By-law

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Business Improvement Area

Corporate Purpose

The mission of the BIA is to assist and promote the business community and the vacant property land base in the area.

Specific Purpose

The BIA oversees the improvement, beautification, and maintenance of municipally-owned land, buildings, and structures in the area beyond that provided at the expense of the municipality generally, as well as promote the area as a business or shopping area.

Additionally, BIA's

- Maintain business improvement area-initiated streetscaping and capital assets within the business improvement area;
- Undertake safety and security initiatives within the business improvement area;
- Undertake strategic planning necessary to address business improvement area issues; and
- Advocate on behalf of the interests of the business improvement area.

Membership

All commercial property owners within the BIA boundary are automatically a Member of the BIA. There are no exceptions, under the principle that all who benefit should be required to bear their fair share of the cost of the program.

Eligibility

- i. Members of the BIA, as outlined in the Municipal Act, 2001, c. 25, s. 204 (4), as amended, consist of:
 - a) 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 property.
 - b) 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.
- ii. The following shall be eligible as Associate non-voting Members in the BIA:
 - (a) Any entity who will be named on a future assessment role, with respect to rateable property in the area that is in a prescribed business property class.
 - (b) Any individual or registered business that the Board may determine as providing benefit to the BIA.
- iii. If a Member is a corporation or a partnership it shall designate in writing to the Board a nominee to attend a General Meeting of the BIA on its behalf. If a Member operates one (1) or more corporations or partnerships or two (2) or more tenanted locations it shall appoint a different nominee for each such entity or location. For the purposes hereof, designated nominees of Members shall be considered Members.

Membership List

- i. A list of all commercial and industrial Members in the designated area will be kept by the Secretary of the Board. The Secretary, at their discretion, may request every property owner to provide tenant Information for the purposes of maintaining an accurate list.
- i. In determining tenancy, the City Clerk may accept a list provided under-clause 210 (2) (b) of the Municipal Act, 2001, or the declaration of a person that the person is a tenant Member of the BIA. The determination by the Clerk is final, as defined by the Municipal Act, 2001, c. 25, s. 204 (5). In certain circumstances where the City is passing a by-law affecting the BIA, the Clerk of the City will be required to

establish a Membership list pursuant to Section 210 of the Municipal Act, 2001, as amended.

- ii. The Membership list shall not be utilized by any Member for any purpose whatsoever other than as may be specifically approved by the Board upon request. Any Member who uses all or part of the Membership list for unauthorized purposes will receive a warning from the Board that includes, among other things, a provision stipulating that any subsequent unauthorized use will result in:
 - a) That Member's email privileges being revoked such that all communication will thereafter be in writing.
 - b) The Membership being advised of such revocation.

Rights and Benefits

Every Member in good standing, defined as not owing the BIA money (levy or otherwise), is entitled to:

- i. Attend any General Meeting of the BIA.
- ii. One (1) vote on each question arising at any General Meeting of the BIA.
- iii. Hold any office of the BIA.

Right to Vote

- i. Each Member has one vote, regardless of the number of properties that the Member may own or lease within the BIA, as defined by the Municipal Act, 2001, c. 25, s. 204 (6).
- ii. Every Member that is a corporation or partnership has one vote regardless of the number of shareholders or partners that the Member has.
- iii. Where a Member is a corporation it may nominate in writing one individual to vote on behalf of the corporation, as defined by the Municipal Act, 2001, c. 25, s. 204 (7).
- iv. Where a Member is a partnership it may nominate in writing one of the partners to vote on behalf of the partnership.
- v. Subject to subsections (iii) and (iv), one individual may be nominated for voting purposes by two or more corporations that are members of an improvement area, as defined by the Municipal Act, 2001, c. 25, s. 204 (8).

Membership Meetings

- i. Subject to the By-laws of the BIA, the procedure to be used at all General Meetings shall be governed by the latest edition of Robert's Rules of Order.

- ii. A Member may request during any meeting of the Membership that an item be added to the agenda as “new business.” The majority of qualified Members present shall make a determination at that time whether to amend the agenda to include such item or whether to defer such item to the agenda of the next meeting of the Membership.

General Meetings

- i. The Board will hold a minimum of one (1) General Meeting in each fiscal year as determined by the Board.
- ii. The Agenda of the General Meetings shall include:
 - a) Project and initiative updates
 - b) Verbal reports from the Chair of any Committees established by the Board of Management including the Finance Committee
 - c) Any other business that may properly be brought before the meeting
- iii. Members shall submit additional items to the Chairman for consideration for inclusion on the agenda at least seven (7) days prior to the applicable meeting.

Notice of Meetings

- i. The Board shall give reasonable notice to the Members of a meeting to hold a vote under the Municipal Act, 2001 clause 204 (3) (b) or for the purposes of a discussion under subsection 205 (1), as defined by the Municipal Act, 2001, c. 25, s. 206; 2002, c. 17, Sched. A, s. 41.
- ii. Notice of any General Meeting of Members:
 - a) Shall be provided to Members at least twenty-one (21) days in advance and in a manner similar to other communications made regularly to Members, including primarily on a web site and via e-mail notice. The notice shall include the provision of relevant documents.
 - b) The accidental omission to give notice of any meeting or the non-receipt of any notice by any persons referred to in subparagraph (a) shall not invalidate any resolution passed or any proceedings taken at any meeting.

Special Meetings

A Special Meeting of Members may be held for any purpose on any date and at any time and at any place within Windsor, without notice, if all Members are present in person at the meeting or if all the absent Members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member.

Quorum

Quorum for a General Meeting of the BIA shall be 10% of the Members or ten (10) Members, whichever is the lesser. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.

Determination of Questions

- i. All questions shall be decided by a majority vote of the qualified Members present unless otherwise stated in this by-law or required by law. The Chairman shall not vote on any matter unless there is a tie in which case, the Chairman shall have the casting vote.
- ii. At all meetings, every question shall be decided by a show of hands unless a ballot on the question is required by the Chairman or requested by a Member.
- iii. The Chairman shall declare that a resolution has been carried or not carried. It will be entered into the minutes of the BIA. It is not necessary to record the number or the proportion of votes.

Board of Management

Responsibilities

- i. The BIA and associated Board have two (2) primary responsibilities, as defined by the Municipal Act, 2001, c. 25, s. 204 (1):
 - a) To oversee the improvement, beautification and maintenance of municipally owned land, buildings and structures in the area beyond that provided at the expense of the municipality generally.
 - b) To promote the area as a business or shopping area.

Secondary responsibilities may include:

- Maintaining business improvement area-initiated streetscaping and capital assets within the business improvement area;
 - Undertaking safety and security initiatives within the business improvement area;
 - Undertaking strategic planning necessary to address business improvement area issues; and
 - Advocating on behalf of the interests of the business improvement area.
- ii. Board Members are representatives of the entire BIA Membership and should be prepared to promote and defend the positions of the Board in all matters which have come before the Board. Board Members work toward a common vision.
 - iii. The following are the general qualifications that are considered beneficial for Board Members:
 - a) A willingness to spend the necessary time and effort to effect proper attention to Board duties.
 - b) A dedication and ability to work constructively and harmoniously with fellow Board Members, staff, Committee Chairs and BIA Members.
 - c) Professional experience enabling the effect of sound judgment in the consideration of proposals coming before the Board as related to the overall objectives.
 - d) Courage and ability to have an objective opinion and willingness to face vital issues, notwithstanding the sometimes controversial nature of the issue.

- e) Commitment to provide leadership to BIA efforts and to command the respect of colleagues.
 - f) Dedication to inspire others to work in tandem with BIA objectives and to motivate fellow Members to respond to worthwhile endeavours and causes.
- iv. The following are the general responsibilities of the Board for the BIA:
- a) Be prepared for meetings.
 - b) Attend all meetings.
 - c) Establish policies and procedures to ensure the effective operation of the BIA.
 - d) Formulate and approve an annual budget.
 - e) Develop a strategic plan.
 - f) Establish annual work plans to achieve the goals and strategic directions of the BIA.
 - g) Receive committee reports/recommendations.
 - h) Hire the Executive Director, conduct performance management and where necessary implement any changes to employment for the Executive Director position.
- v. For more information on the Board procedures, see Schedule I – Business Improvement Area Board of Management Procedures.

Composition

- i. The Municipal Act, 2001, c. 25, s. 204 (3) identifies the composition of the Board, (a) one or more Directors appointed directly by the municipality; and, (b) the remaining Directors selected by a vote of the Membership of the BIA and appointed by the municipality. A Director can be a property owner or a designated business representative for any property owner physically located in the BIA's geographical boundaries.
- ii. The affairs of the BIA shall be governed by a Board comprised of nine (9) Members. The Board shall be composed of:
 - a) Eight (8) Members, standing for nomination or nominated by the Membership and subsequently approved by City Council of the City of Windsor (City Council).
 - b) One (1) Member of Council of the City of Windsor.
- iii. For more information on the BIA Board composition, see Schedule C – City of Windsor Business Improvement Areas.

Refusal to Appoint

The City of Windsor may refuse to appoint to a Board an individual selected by the Members of a BIA, in which case Council may leave the position vacant, appoint another person or direct that a meeting of the Members of the BIA or the Board be held to elect or select another candidate for Council's or community council's consideration, as defined by the Municipal Act, 2001, c. 25, s. 204 (9).

Terms of Office

- i. Directors shall serve for a term that is the same as the term of the Council that appoints them or until their successors are appointed, as defined by the Municipal Act, 2001, c. 25, s. 204 (10).
- ii. Officers are eligible for re-appointed, as defined by the Municipal Act, 2001, c. 25, s. 204 (11).
- iii. The Board, at its first meeting following appointment by Council or as soon as possible thereafter, shall elect a Chairman, Vice-Chairman, Secretary and Treasurer who shall serve for the term of the Board or until they resign from the position or are removed from office by resolution and majority vote of the Board.

Powers

The Board may, on behalf of the BIA, exercise all the powers that the BIA may legally exercise in fulfillment of its objects, unless the Board is restricted by law or by the Members from exercising those powers. These powers include, but are not limited to, the power:

- i. To enter into contracts or agreements, with Board resolution (for more information, see Schedule F – Board Resolution of Business Improvement Area). BIAs may not enter into any agreement that spans more than one (1) year.
- ii. To make banking and financial arrangements.
- iii. To execute documents.
- iv. To direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the BIA.
- v. To purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Board may consider advisable. BIAs may not enter into any agreement that spans more than one (1) year.
- vi. To purchase insurance to protect the property, rights and interests of the BIA and to indemnify the BIA, its Members, the Board, and Officers from any claims, damages, losses or costs arising from or related to the affairs of the BIA.

Role and Function

The Board shall be responsible for:

- i. Making decisions on policy affecting the BIA.
- ii. Managing the affairs of the BIA.
- iii. Hiring of Executive Director of the BIA.
- iv. Appointing such committees as may be required to accomplish the work of the BIA.

Board Eligibility

Each Board Member shall be a voting Member and shall remain a voting Member throughout their term of office.

Vacancies

- i. The BIA shall fill vacancies as soon as possible to ensure representation of all six (6) sectors, so the size of the Board will be maintained at the minimum of nine (9) Members and that quorum will easily be achieved.
- ii. Where a vacancy on the Board occurs, the Board may nominate a replacement who shall hold office for the remainder of the term for which their predecessor was appointed.
 - a) Subject to Refusal to Appoint, if a vacancy occurs for any cause, the municipality may appoint a person to fill the vacancy for the unexpired portion of the term and the appointed person is not required to be a BIA Member, as defined by the Municipal Act, 2001, c. 25, s. 204 (12).
- iii. If there is no quorum of the Board, the remaining Board Members shall call a General Meeting of the BIA to fill any vacancy. Such replacement Board Member shall be approved by City Council.

Resignation

- i. The Board will receive resignations in writing (includes email). Resignations will be approved at the next meeting of the Board and noted in the minutes.
- ii. Upon receiving the resignation, the Chair or Vice Chairman will establish a nominating process including a timeline.
- iii. Board Members will be requested to nominate candidates to fill the position. The candidate must be from the same sector. The position will be filled for the remaining time of the term.
- iv. Where more than one candidate is nominated, the candidates will be invited to address the Board. The Board will then vote by secret ballot. The successful candidate's name will be forwarded to City Council for final approval.

Quorum

- i. Quorum for the Board is established at 50% + 1 of Members. Quorum is required in order to move the business of the organization forward and to ensure that a majority of the Board supports a specific decision.
- ii. Members who are not able to attend meetings will advise the Chairman in advance. Members who do not attend three (3) meetings in a row without prior consent and without providing twenty-four (24) hour notice will be dismissed from the Board.
- iii. Based on the regrets, the Chairman will determine whether quorum can be met; if not the meeting will be cancelled.
- iv. When the meeting is called to order, the Chairman will identify that quorum is present and this will be recorded in the minutes. In the case where a quorum is present and the Chairman has not attended within fifteen (15) minutes after the designated start time of the meeting, the Vice Chair shall call the meeting to order. The Vice Chair will act as Chairman during the meeting or until the arrival of the Chairman.
- v. At any point if a Member(s) leaves the meeting early and quorum is affected; the minutes should note the Member who left and that quorum is no longer present. At that point the meeting shall be adjourned.

Meetings of the Board

- i. Meetings of the Board may be called by the Chairman, the Vice-Chairman or the Executive Committee of the Board.
- ii. The Board may hold its meetings at any place in the City of Windsor, in the Province of Ontario as it may from time to time determine.
 - a) No formal notice of any meeting of the Board shall be necessary if all the elected Board Members are present or if those absent have indicated their consent to the meeting being held in their absence.
 - b) The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of the Board may also take place without notice immediately after a General Meeting at which the Board is elected, provided a quorum is present.
 - c) No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

- d) The Members of the Board shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. In case of a tie vote, the Chairman of the meeting shall have the casting vote.
 - e) A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour or against any resolution.
- iii. The Agenda for all Board meetings shall be provided to all Members of the Board not less than 72 hours before the hour appointed for the holding of such meeting. The notice shall include the provision of relevant documents.
 - iv. Agendas for Board meetings shall be made available to the public via the BIA's website as soon as possible after they have been delivered to the Board.

Meeting Procedures

- i. Subject to the By-laws of the BIA, the procedure to be used at all meetings shall be governed by the latest edition of Robert's Rules of Order.
- ii. Subject to subsection (iii), a meeting shall not be closed to the public during the taking of a vote, as defined by the Municipal Act, 2001, c. 25, s. 239 (5)
- iii. As defined by the Municipal Act, 2001, c. 25, s. 239 (6), despite subsection (ii), a meeting may be closed to the public during a vote if,
 - a) The Municipal Act, 2001, as amended, permits or requires the meeting to be closed to the public; and
 - b) The vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the Board of either of them or persons retained by or under a contract with the municipality or local board.

Location of Meetings

All regular meetings of the Board shall be held at the BIA office or at such other place within the City of Windsor that the Board may from time to time determine.

Date and Time of Meeting

The Board meetings shall be held on a monthly basis throughout the year or as such other date as the Board may from time to time determine.

Order of Business for Agenda

- i. The Secretary shall prepare for the use of the Board an "Order of Business" also known as an Agenda in the following form and order:
 - c) Call to Order: The chair says, "The meeting will please come to order"

- d) Disclosure of Interest
 - e) Adoption of Minutes
 - f) Officers' Reports: Often limited to a report from the treasurer, but others may report at this time
 - g) Committee Reports: First come reports from "standing" or permanent committees; then from "ad hoc" or special committees
 - h) Special Orders: Important business previously designated for consideration at this meeting
 - i) Unfinished Business: Business left over from previous meetings
 - j) New Business: Introduction of new topics
 - k) Announcements: Inform the assembly of other subjects and events
 - l) Adjournment: Meeting ends by a vote, or by general consent (or by chair's decision if time of adjournment was pre-arranged by vote)
 - m) Reviewing and Assessing BIA Programs and Projects :Programs are often evaluated to determine if they are working, and if the BIAs economic situation is actually improving. Evaluation in this context implies the measuring of success and is usually undertaken once most of the longer term actions comprising a comprehensive approach are either complete or well underway.
- ii. A Board Member may request during any meeting that an item be added to the agenda as "new business." The majority of Board Members present shall make a determination at that time whether to amend the agenda to include such item or whether to defer such item to the agenda of the next Board Meeting.

Closed Meetings

- i. Board of Management meetings may be held "In Camera" only in accordance with the Municipal Act, 2001, c. 25, s. 239 (2); 2017, c. 10, Sched. 1, s. 26. The only matters to be considered "In Camera" are as follows, as defined by the Municipal Act, 2014, c. 13, Sched. 9, s. 22; 2006, c. 32, Sched. A, s. 103 (1):
 - a) The security of the property of the local board.
 - b) Personal matters about an identifiable individual, including local board employees.
 - c) A proposed or pending acquisition or disposition of land by the local board.
 - d) Labour relations or employee negotiations.

- e) Litigation or potential litigation, including matters before administrative tribunals, affecting local board.
 - f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose.
 - g) A matter in respect of which a board may hold a closed meeting under another Act.
 - h) A matter in respect of the consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act, if the Board of Management is designated as the "Head" for the purposes of that Act.
 - i) Information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
 - j) A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization.
 - k) A trade secret or scientific, technical, commercial or financial information that belongs to the Board and has monetary value or potential monetary value.
 - l) A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Board.
 - m) A request under the Municipal Freedom of Information and Protection of Privacy Act, if the Board is the head of an institution for the purposes of that Act.
 - n) An ongoing investigation respecting the Board by the Ombudsman appointed under the Ombudsman Act, an Ombudsman referred to in subsection 223.13 (1) of this Act, or the investigator referred to in subsection 239.2 (1) of the Municipal Act 2014, c. 13, Sched. 9, s. 22.
 - o) The meeting is held for the purpose of educating or training the members.
 - p) At the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the council, local board or committee.
- ii. Whenever possible, in-camera sessions should be identified in advance. As defined by the Municipal Act, 2001, c. 25, s. 239 (4); 2006, c. 32, Sched. A, s. 103 (2), before holding a meeting or part of a meeting that is to be closed to the public, the Board shall state by resolution:

- a) The fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting; or
 - b) In the case of a meeting under subsection (i) (o), the fact of the holding of the closed meeting, the general nature of its subject-matter and that it is to be closed under that subsection.
- iii. If required, the Chairman shall place the "In Camera" session at either the beginning or end of the meeting wherever deemed appropriate. Depending upon the issue to be discussed, the Chairman will indicate who should take leave of the meeting while the in-camera issue is being discussed. During the course of the meeting should it become necessary to go in-camera, a motion must be made and seconded and a vote taken. A general statement indicating the purpose for entering "in-camera" should be made and the outcome of the discussion.
 - iv. In-camera proceedings will be recorded separate from the regular minutes. In-camera minutes are only distributed to those who participated in the meeting.

Closed Meeting Investigator

- i. Under Section 239.1 of the Municipal Act, 2001, as amended, any individual may request that an investigation be undertaken to determine whether a municipality or local board has complied with section 239 or a procedural by-law under subsection 238(2), in respect of a meeting or part of a meeting that was closed to the public. The Board shall pass a resolution stating how it intends to address the report. Municipal Act, 2017, c. 10, Sched. 1, s. 27.
- ii. The official will be the Ontario Ombudsman.
- iii. Should an investigation take place, the Investigator may request information or records to examine and the Board shall comply with such requests.
- iv. Under Section 239.2(11) of the Municipal Act, as amended, the Board shall ensure reports commissioned by the Investigator are made public.

Notice of Motions

- i. Motions can be submitted by noon of the Friday preceding the date of the Board Meeting to the Secretary or can be placed on the floor during the course of the regular Board meeting.
- ii. A motion will require a seconder before it is open for discussion. If a motion does not get a seconder then it cannot proceed. Once it has been seconded, the Chairman will call for discussion. Once discussion has been exhausted the Chairman will call the question and a vote will be taken. Any Member of the Board can ask the Chairman to call the question.

- iii. All motions arising at any meeting of the Membership shall relate to an item on the agenda for that meeting and the Chairman shall have the right to determine whether a motion is in order.

Motions to Amend

Amendments can be made to motions either as a friendly amendment if the previous Member who posed the original motion agrees, or can be formally made to the motion as long as the amendment is relevant to the current motion on the floor.

Motion to Refer

- i. Motions to refer will occur when the current motion is best dealt with by another body. The motion must include the name of the body or official to whom the question is to be referred; and instructions respecting the terms upon which the question is to be referred.
- ii. A motion to refer the question shall not be debatable except where instructions are included, in which case, only the instructions shall be debatable. A motion to refer a question may be also amended.

Motion to Defer

Motion to defer may:

- i. Include a fixed date for the question to come back before the Board for consideration
- ii. Be made while the main motion or an amendment is on the floor, and takes precedence
- iii. Be debated, however the debate must be limited to the advisability of the proposed postponement
- iv. Be amended only to change the length of the postponement
- v. Questions of privilege
- vi. To suspend the rules
- vii. To take up from the table

Motions Proposing Actions beyond Jurisdiction of the Board of Management

A motion in respect of a matter which is beyond the jurisdiction or legislative authority of the Board shall not be in order.

Vote

- i. No vote shall be taken by ballot or any other method of secret voting except the election of the officers of the Board may be designated by secret ballot if so determined by the Board.
- ii. At all meetings, every motion shall be decided by a show of hands from all qualified Members in attendance. The Chairman shall declare that a motion has been carried or not carried. All motions, resolutions or proceedings shall be recorded without note or comment. It is not necessary to record the number or the proportion of votes.
- iii. The Secretary shall have a current Membership list available for viewing at each Membership meeting.

Minutes

- i. The Board shall keep proper minutes and records of every meeting of the Board and shall forward true copies of such minutes and records to all Members of the Board, and any other persons determined by the Board as soon as possible after the meeting covered thereby.
- ii. The Board shall record without note or comment all resolutions, decisions and other proceedings at a meeting of the body, whether it is closed to the public or not, as defined by the Municipal Act, 2006, c. 32, Sched. A, s. 103 (3).
- iii. The record shall be made by the Secretary, as defined by the Municipal Act, 2006, c. 32, Sched. A, s. 103 (3).
- iv. As stated in the Municipal Act, 2006, c. 32, Sched. A, s. 103 (3), clause 6 (1) (b) of the Municipal Freedom of Information and Protection of Privacy Act does not apply to a record of a closed meeting.

Standard of Care

Every Board Member and Officer of the BIA shall:

- v. Exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the BIA.
- vi. Exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.

Conflict of Interest

- i. It is the responsibility of each Member to disclose any conflict of interest (as defined by the Municipal Conflict of Interest Act R.S.O. 1990, C M.50) in any item or matter before the Board. Conflict of interest can be real or perceived.

- ii. As the Board is approved by the City of Windsor, this policy is established in accordance with the definitions regarding types of conflict of interest consistent with the City of Windsor's policy as excerpted. Conflicts of interest are categorized (without limitation) as follows:
- a) **Monetary conflicts** where an Employee or Board/Committee Member may benefit financially from an action or decision including, without limitation, receipt of money, gifts or benefits, use of corporate property, professional advancement or an increase in the value of property or investments owned by an Employee or Volunteer or a person with whom the Employee or Volunteer is in a personal relationship.
 - b) **Personal conflicts** where an Employee or Board/Committee Member may be in a position to give differential treatment to a colleague or Member of the public by virtue of being in a personal relationship with that person. Personal relationships are defined for the purposes of this policy include sexual, dating and romantic relationships that are not equivalent to spousal
 - c) **Fiduciary conflicts** where an Employee or Board/Committee Member may be in a position to take advantage of a vulnerable person due to a relationship of trust or power. A vulnerable person includes a child, person with impaired capacity, or person with whom an Employee or Volunteer is in a relationship of trust as defined by law.
 - d) **Professional conflicts** where an Employee or Board/Committee Member is in a conflict between the obligations of a Professional Code of Conduct or Ethics and an action requested or required in the context of their employment.
 - e) **Political conflicts** where an Employee or Board/Committee Member may be in a position to challenge a decision of Council or represent an agency, group or business (whether for-profit or not-for-profit) before Council in a personal capacity. It is not a breach of this policy for a union or association member or a member of a professional body to support a position taken by their union, association or professional body.
 - f) **Other conflicts** where another person, acting reasonably, has reason to believe (perceived) that an Employee or Board/Committee Member may be in a conflict of interest not otherwise described in this policy.
- iii. Where a Member, either on their own behalf or while acting, by, with or through another, has any conflict of interest, real or perceived, in any matter and is present at a meeting of the Board at which the matter is the subject of consideration, the Member shall:

- a) Prior to any consideration of the matter at the meeting, disclose the interest and the general matter thereof to the Chair.
- b) The regular agenda of the Board meeting will include the opportunity for Members to declare conflicts of interest if they have not been declared in advance of said meeting.
- c) Barring the above opportunities, Members should declare a conflict as soon as they become aware of the possibility.
- d) Not take part in the discussion of or vote on any question in respect of the matter.

Removal

- i. Board Members must meet certain legal requirements and if those legal requirements change then they no longer qualify as a Member.
- ii. Board Members can be dismissed by a two-third (2/3) resolution of the Board for conduct unbecoming a Member or prejudicial to the aims or reputation of the BIA.
- iii. Directors will be dismissed for the following changes to legal status:
 - a) The Director no longer qualifies according to the criteria to be a Director.
 - b) A receiving order is made against a Director or a Director makes an assignment under the Bankruptcy Act.
 - c) The Director is declared mentally incompetent or incapable of managing their affairs.
 - d) The Director is convicted of a criminal offence.
 - e) The Director misses three (3) consecutive meetings of the Board without prior approval and notice.
- iv. Where a Member has been notified of conduct unbecoming a Member or prejudicial to the aims or reputation of the BIA, the Member will have the opportunity to address the issues with the Executive Committee. The Executive Committee can choose to issue a reprimand to the Member.
- v. Any board Member may be expelled by a two-third (2/3) majority vote of the Board for conduct unbecoming a Member or prejudicial to the aims or reputation of the BIA after due notice and opportunity for a hearing by the Executive Committee.
- vi. A Board Member can be reprimanded in writing if the Chairman of the Board calls a meeting to discuss reprimand and there is a simple majority of the Executive Committee in favour of the reprimand. The letters of reprimand should be destroyed at the end of a person's term with the BIA Board of Directors.

Information Circular

The staff of the Board shall be responsible for transmitting, reporting or otherwise advising all Members of the B.I.A. of the decisions of the Board and any other information concerning the Board and the B.I.A. Such information shall be in a written form as determined by the Board and shall be transmitted as such intervals and times, and the Board shall determine.

Board of Management Officers

Election and Term of Office

- i. The Board shall elect, by majority vote, the Chairman, Vice-Chairman, Treasurer and Committee Chairs, to form an executive. These individuals will serve in these positions for a period of one (1) year or until they are removed from office by resolution of the Board.
- ii. Where required Officers shall be elected by the Board at the first Board Meeting of the new year.

Duties of the Officer

Chairman

- i. Call and chair the meetings of the Board. They ensure the effective and efficient direction of the Board in accordance with the letters patents, bylaws and policies and procedures.
- ii. Chair the Executive Committee.
- iii. Develop agendas for meetings in concert with the Executive Director.
- iv. Encourage Board Members to bring forward agenda items and determines with them whether items belong at the Board or Committee level.
- v. Ex-officio of each and every Committee.
- vi. Signing authority for the organization.
- vii. Provide advice and guidance for the Executive Director.
- viii. During meetings responsible for ensuring:
 - a) Everyone has an opportunity to contribute to the discussion.
 - b) Issues are explored fully.
 - c) Time is managed appropriately and the meeting proceeds within the scheduled time frames.
 - d) Clear understanding through appropriate commentary and questions.
- ix. Vote only on motions in the event of a tie.
- x. Continually review and consider how meetings can be improved.
- xi. Responsible for dealing with the Board Members on any issues of performance or conduct.
- xii. The organization's primary spokesperson.

- xiii. Represent the BIA in the community.
- xiv. Call and Chair the General Meeting.
- xv. Lead the search and selection Committee for hiring the Executive Director.
- xvi. Automatically becomes the Past-Chairman at the completion of their term.
- xvii. Co-sign all cheques and by-laws and execute any documents, contracts or agreements.

Vice-Chairman

- i. Perform all of the duties of the Chairman in the absence of the Chairman or if the Chairman is unable for any reason to perform those duties.
- ii. Along with the Chairman and Treasurer, co-sign all cheques and by-laws and execute any documents, contracts or agreements.
- iii. Perform any other duties that the Board may assign from time to time.

Secretary

- 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.
- iii. Perform any other duties that the Board may assign from time to time.

Past Chairman

- i. Advise on existing BIA policies, past strategic direction and priorities.
- ii. Provide historical context for decision-making.
- iii. Ensure that all past records of the Board are transferred to the succeeding Board.
- iv. Support the Chairman in their position through mentoring, coaching, and advising on Board development and procedures.
- v. Perform any other duties that the Board may assign from time to time.

Council Representative

- i. Represent the interests of the BIA Board including providing timely reports on BIA activities to City Council.
- ii. Report on regular Council deliberations to the BIA Board that may be of interest to the day-to-day operations of the BIA.

- iii. Represent the broader interests and responsibilities of the City of Windsor.
- iv. Act as a resource to the Board and the general BIA Membership on matters pertaining to City of Windsor policies, by-laws and accountabilities to ensure BIA practices and procedures are aligned with those of the City of Windsor.
- v. Act as a liaison between the BIA Board and City staff where opportunities for additional support and collaboration are identified.

Executive Director

Appointment

The Board may hire or contract an Executive Director and prescribe the duties of this position.

Duties

- i. The Board shall delegate to the Executive Director the responsibility for the general management and the execution of the policies and programs of the BIA.
- ii. The Executive Director shall:
 - a) Be the Chief Administrative Officer.
 - b) Be the senior staff position, responsible for the hiring and termination of all other staff.
 - c) Attend all meeting of the Board and be entitled to speak on all matters, without the right to vote.
 - d) Sit ex-officio, on all committees.
 - e) Perform duties as set out for Secretary.

Remuneration and Evaluation

The Board shall:

- i. Establish the remuneration for the Executive Director through a resolution of the Board.
- ii. Annually, and jointly with the Executive Director, carry out a formal and written evaluation of the position of the Executive Director, within a mutually determined and agreed upon approach, process, and time frame. The Chairman of the Board shall represent the Board in this matter.

Elections

- i. The Board is elected by the Membership every four (4) years in conjunction with the municipal election.
- ii. The BIA will present Members in good standing who meet the qualifications as set out in Section 220 of the Municipal Act to City Council for their final ratification.
- iii. By-laws require that the Board have a minimum of nine (9) and a maximum of fifteen (15) Members. One position is reserved for the Ward councillor from the City of Windsor. The Board should include balanced representation of each of the six (6) sectors:
 - a) Bars & Nightclubs
 - b) Restaurants (licensed)
 - c) Restaurants (unlicensed)
 - d) Retail
 - e) Professional Services (legal and financial)
 - f) Hotel/Tourism/Retail
 - g) Member at Large (non-licensed establishment)
 - h) Commercial Property Owner/Developer
- iv. Other considerations include the following factors when nominating/electing Members:
 - a) Overall balance of the Board.
 - b) Years of business in the BIA area.
 - c) Service on BIA Committees.
 - d) Understanding of the local commercial market.

Call of an Election

- i. An election will be conducted within four (4) months of a new term of Council commencing or as directed by Council. If a seat of a director becomes vacant for any reason during the term of office, Council may fill the vacancy for the remainder of the vacant director's term and may seek the Board of Management's recommendation if an election should be held.
- ii. 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 thirty (30) days in advance of the election.

- iii. BIA Administration will be responsible for initiating the process for elections.
- iv. Once the slate of Members is approved it will be presented to City Council for final approval. Upon final approval the Board will elect its officers at the next meeting of the Board.

Nominations

- i. At the call of the election, BIA Administration 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 will be provided for a minimum of thirty (30) days to the Membership. Nominations will be due at least one (1) week prior to the election called by the Board. The due date must be advertised in the call for nominations advertisement.
- ii. Nomination forms shall be made available on the BIA website and at any other location specified by BIA Administration. These locations will be advertised in the call for nomination advertisements.
- iii. All nominations must be received and approved by BIA Administration. Potential Members can self-nominate as long as they are in good standing. Any Member (business and/or property owner) in good standing may be nominated by another Member in good standing. In the situation where a business owner does not own commercial property then written confirmation by a property owner is required as that individual is carrying out duties on behalf of the property owner. A Member of a business improvement area may appoint in writing only one representative to stand for nomination to the board on behalf of the Member, regardless of the number of properties or businesses that the Member owns.
- iv. Nominations filed by a property owner or tenant assessed commercially or industrially in the business improvement area, shall be submitted on the specified nomination form, directly to the Nomination Committee.
- v. A person may withdraw their nomination by filing a written withdrawal with the Nominating Committee before the close of nominations.
- vi. If at 4:00 p.m. on the Monday following nomination day, the number of certified candidates for an office is the same as or less than the number to be elected, BIA Administration shall declare the candidate or candidates elected by acclamation.
- vii. Eligibility to vote at a General Meeting is set out in Schedule H – Eligibility to Vote: General Meetings.

Election

- i. BIA Administration is the Returning Officer and is responsible for the election. The Returning Officer may appoint, in writing, Assistant Returning Officers (ARO's) and such other officials required to assist in the BIA election.
- ii. The BIA election shall be conducted by ballot and held at the date, time and location specified by BIA Administration. The Board shall distribute to all BIA Members at least thirty (30) days before the date set for the election:
 - a) The list of candidates per nominating committee report.
 - b) The list of all supplementary nominations.
- iii. Each Member has one vote regardless of the number of properties that the Member may own or lease in the BIA. Every Member that is a corporation or partnership has one vote regardless of the number of shareholders or partners that the Member has. A Candidate may appoint a scrutineer to represent them during voting and the counting of votes, including a recount.
- iv. BIA Administration shall place the results of the election on the BIA's website and indicate that all appointments are subject to Council approval.
- v. If a general Membership vote is required because of the number of candidates nominated for office, the following procedure shall be used.
 - a) Voting shall take place at a place and time designated by the Board.
 - b) Each BIA General Member casts one (1) vote.
 - c) After the poll closes the sealed ballots are to be delivered to two (2) scrutineers appointed by the Board.
 - d) A candidate has the right to appoint a representative to be present during the counting of all ballots.
 - e) The scrutineers shall count all ballots on Election Day and post the results at a place designated by the Board.
 - f) All ballots shall be kept for safe keeping for thirty (30) days following Election Day. If no challenges are registered with the Secretary of the Board the ballots shall be destroyed with the approval of the Board.
 - g) The list of elected nominees for the Board chosen shall be forwarded to City Council for consideration in appointing the new Board Members.

Committees of the Board

- i. The Board may allocate funding to one or more committees to undertake approved, specific tasks on behalf of the Board, provided an account of all planned expenditures is presented at each Board meeting throughout the tenure of the committee, for review and approval. The Committees have practical responsibility for developing and implementing the budget. Committee Members are responsible for their budgeted funds and must seek Board approval for any funds that exceed this budget. Committees of the Board are at the discretion of the Board and can be restructured at any time. Standing committees include, but are not necessarily limited to:
 - (a) Infrastructure/Development
 - (b) Marketing
- ii. Committee Chairs must be Board Members and will be elected by the majority of the Board annually. Standing Committees consist of between three (3) to seven (7) voting BIA Members, plus a Committee Chair who only votes in case of a tie, approved by the Board and show a balance of sector representation. Committee Members will sit for two (2) year terms that may be renewed as determined by the Executive Committee. The Chairman of the Board is automatically a member of all committees.
- iii. In line with formal review process, outlined in Accountability and Transparency, the Committees are to be reviewed every two (2) years.
- iv. Committees put forward recommendations to the Board for discussion and approval. Contentious issues must be included by the Committee Chairs in their report/discussions at the Board level. Minutes must be recorded. Recommendations of Committees can only be executed following approval by the Board. Significant decisions of a committee shall be subsequently ratified by the Board before they are implemented or take effect.
- v. Ex-officios and persons of expertise can be invited by the Chair, staff or committee Members to meetings as non-voting participants. Committee Members must obtain approval of Committee Chair three (3) days prior to any meeting, before confirmation to any invited guest.
- vi. Quorum for standing committees is 50% + 1 of those in attendance. There will be no teleconferencing at committee level unless quorum is required. Committee Members unavailable to attend individual meetings may provide their input/ideas recommendations in advance in writing or by e-mail to the Committee via the Committee Chair.

- vii. The Committee is responsible for programs and/or projects required to carry out the mandate of the committee. Committees with responsibility for a wide range of programs and projects establish sub-committees.
- viii. All committees, Standing and Ad Hoc, are required to conduct business in accordance with these By-laws.
- ix. Committee meetings shall be held in accordance with General Meetings. Committees may hold its meetings at any place in the City of Windsor as it may from time to time determine. Notices of meetings and agendas are to be forwarded to committee members at least five (5) days in advance of the Committee meeting date. No formal notice of any meeting of the Board shall be necessary if all the elected Board Members are present or if those absent have indicated their consent to the meeting being held in their absence. The Committee may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required.
- iii. The Agenda for all Committee meetings shall be provided to all Committee Members not less than 72 hours before the hour appointed for the holding of such meeting. The notice shall include the provision of relevant documents. A Committee Member may request during any meeting that an item be added to the agenda as "new business." The majority of Committee Members present shall make a determination at that time whether to amend the agenda to include such item or whether to defer such item to the agenda of the next Committee Meeting.
- iv. Committees have a \$5,000 threshold for project and/or program expenditures that directly relate to the specific work of each committee.

Selection of Committee Members

- i. Standing committees will develop a list of qualifications for committee Membership, which will be kept on file at the BIA office.
- ii. BIA Members wishing to become a Member of a standing committee are required to submit their request in writing and provide an overview of their background and experience to demonstrate their suitability as a committee Member.
- iii. The respective Committees will review the written requests and appoint Members based on the qualifications list determined by each committee. The nominations for committees will be brought to the Board for final approval. Sector balance on committees is preferred.

Committee Member Responsibilities

- i. Prepare, attend and participate at meetings.
- ii. Keep comments concise and constructive, and volunteer for action items.

- iii. Inform Administration of their meeting attendance one (1) week prior to the scheduled meeting date.
- iv. If unable to attend, Members may provide input/ideas and/or recommendations and/or proxy votes in writing (includes email) to the Committee Chair.
- v. Complete tasks or projects assigned by the Board, via Standing Committees (Development/Infrastructure, Marketing, Finance) or an Ad-Hoc Committee (Board Governance) formed for a limited time to complete a specific function/activity.
- vi. The Executive Committee and the Finance Committee:
 - a) Shall consist of the Chair, the Officers, and Committee Chairs.
 - b) Shall make recommendations to the Board on all financial matters affecting the BIA.
 - c) Shall have all powers of the Board to deal with matter(s) requiring emergency action. The Executive and Finance Committees shall report to the next meeting of the Board on all acts and proceedings, subject to review at that time.
 - d) May have meetings called by the Chairman, between Board meetings, to discuss month-to-month business requiring Board action and for emergency action between regular Board meetings.

Committee Chair Responsibilities

- i. Committee Chairs are responsible for organizing and planning programs and projects in the committee's area of responsibility.
- ii. Committee Chairs are accountable to the Board for all expenditures within the Committee budget and will be responsible for reporting Committee progress on all programs and projects undertaken by the committee and will make recommendations to the Board on all projects undertaken at monthly Board meetings.
- iii. Committee Chairs may invite ex-officio guests and persons of expertise to meetings as nonvoting participants on the committee.

Financial Matters

Fiscal Year

The fiscal year of the BIA is January 1 to December 31, as defined by the Municipal Act, 2001, c. 25, s. 285 (1).

Annual Budget

- i. The Board shall prepare a proposed budget for each fiscal year by the date and in the form required by the City of Windsor and shall hold one or more meetings with Members for discussion of the proposed budget. Municipal Act, 2002, c. 17, Sched. A, s. 40 (1). The formulated budget must receive approval from the general Membership of the BIA for the budget at the first general meeting of the calendar year. The meeting shall include the provision of a copy of the proposed budget to members and discuss the proposed budget to solicit input from Members.
- ii. The Board shall submit to the Council the budget by the date and in the form required by the City of Windsor and the City of Windsor may approve it in whole or in part but may not add expenditures to it. Municipal Act, 2001, c. 25, s. 205 (2); 2002, c. 17, Sched. A, s. 40 (2). The budget must be within the limits of the estimates as approved by Council. The money to be provided by Council shall be paid by the City Treasurer to the Board from time to time upon receipt of requisitions by the Chairman thereof.
- iii. The annual budget shall be presented to the Membership for information. The Board shall provide Member access to approved budget documents.
- iv. For more information on the budget, see Schedule E – Sample Business Improvement Area Budget.
- v. Schedule G – Sample Checklist to Identify Business Area Needs provides a checklist of some of the needs of the BIA that could be considered when assessing needs to develop the BIA financial plan.

Reserve Fund

The Board may provide in its budget for the establishment and maintenance of a reserve fund, established under section 417 of the Municipal Act, 2001.

Banking and Accounting

- i. The designation of a financial institution for the deposit of funds on behalf of the BIA is the responsibility of the Board.

- ii. The disbursements of funds shall be by cheque wherever possible/practical and in all cases where the disbursement is in excess of \$100.00. All cheques shall bear two (2) signatures, namely that of the Chairman, Vice-Chairman and th Treasurer.
- iii. The by-law of the City of Windsor governing the procurement of goods and services (which also governs the sale of surplus goods) applies to the Board. Should a question arise, the City's Treasurer shall be consulted.
- iv. The Board shall not:
 - a) Spend any money unless it is included in the budget approved by the City of Windsor or in a reserve fund established under section 417 of the Municipal Act, 2001, as defined by the Municipal Act, 2001, c. 25, s. 205 (3).
 - b) Incur any indebtedness extending beyond the current year without the prior approval of the City of Windsor, as defined by the Municipal Act, 2001, c. 25, s. 205 (3).
 - c) Borrow money, as defined by the Municipal Act, 2001, c. 25, s. 205 (3).
 - d) Borrow money including bank account overdrafts, 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.
- v. 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 Municipal Clerk shall be consulted.
- vi. Section 25 of the Local Planning Appeal Tribunal Act, 2017 and section 401 of the Municipal Act, 2001 apply to the municipality's approval under subparagraph (iv) (b) in the same manner as if it were incurring a debt of the municipality, as defined by the Municipal Act, 2001, c. 25, s. 205 (4); 2017, c. 23, Sched. 5, s. 48.

Signing Authority

- i. Three (4) persons shall have signing authority for the BIA: the Chairman, the Vice Chairman, the Treasurer, and the Executive Director.
- ii. Two (2) signatures of foregoing shall be required on all cheques issued by the BIA. No signatory will sign a cheque that will reimburse themselves for expenses.
- iii. Board Members with signing authority are in order of preference:
 - a) Chair
 - b) Vice-Chair
 - c) Treasurer

- iv. The Board shall ensure that staff, volunteers and vendors are reimbursed as soon as possible. Cheques will be signed on a weekly basis. Signatories are requested to advise the BIA office if they will be unavailable to sign cheques for a lengthy period, i.e. vacation, so alternate arrangements can be made.

Financial Statement Estimates

- i. The Board shall submit its annual report for the preceding year to Council by the date and in the form required by the City of Windsor and the report shall include audited financial statements, as defined by the Municipal Act, 2001, c. 25, s. 207 (1).
- ii. The audited financial statements shall be prepared by the City's Auditor at the expense of the Board and at the same time shall submit to the Council its annual budget estimates for the then current year by the date and in the form prescribed by Council.
- iii. The Council may reject estimates set out in subparagraph (i) in whole or in part or may provide all or any part of the estimates requested by the Board.
- iv. The estimates as finally accepted by Council shall be approved by by-law.

Payment of Accounts

The Treasurer of the Corporation shall pay the accounts of the Board following approval of the estimates of the Board by Council and of the accounts by the Board.

BIA Levy

- i. Subject to maximum and minimum charges as Council may specify by by-law, the Council shall in each year levy a special charge upon rateable property in the area that is in the prescribed business property class. This charge shall be sufficient to provide a sum equal to the sum of money provided for the purpose of the Board for the area, together with the interest thereon at such rate as is required to repay any interest payable by the municipality on the whole or any part of such sum.
- ii. The levy shall be borne and paid by such persons in the area on proportion that the assessed value of the real property that is used as the basis for computing the business assessment of each of such persons bears to the assessed value of all the real property in the area used as the basis for computing business assessment.
- iii. Any charge imposed in the above manner may be collected in the same manner and with the same remedies as provided by the Municipal Act (R.S.O. 1990) for the collection of taxes upon business assessment.
- iv. For more information on BIA levies, see Schedule D – Business Improvement Area Levies.

Raising of Funds

The Board may impose fees or charges on persons, as defined by the Municipal Act, 2006, c. 32, Sched. A, s. 163 (1):

- i. For services or activities provided or done by or on behalf of it.
- ii. For costs payable by it for services or activities provided or done by or on behalf of any municipality or other local board.
- iii. For the use of its property including property under its control.

Remuneration

- i. No Board Member shall receive remuneration in payment for services carried out in that capacity.
- ii. Board of Management Members will be reimbursed for out-of-pocket expenses incurred in the performance of their responsibilities as a Board Member. Reimbursement for any such expenses must be approved in advance by the Board, consistent with the rates established by City Council.

Reimbursements

Travel Expenses

- i. The most economical and practical method of transportation should be used, while considering travel time (personal time/absence from work), accommodation and subsistence expense for each alternative. To request transportation that is not comparably the lowest cost, the traveler must justify that the premium is reasonable considering convenience and/or time factors.
- ii. Travel by air or rail will normally be reimbursed at the economy rate. Upgrades to business class travel are typically at the traveller's expense, with the following exceptions:
 - a) Travel by business class rail (VIA 1) may be considered for reimbursement where the cost does not exceed that of economy air travel for the same journey.
 - b) Flights outside of North America in excess of six (6) hours may be reimbursed at the business class level in recognition of the flight times involved.
- iii. When personal and business travel is combined, only documented expenses directly related to the business portion are reimbursable. Extended travel time and related expenses are at the traveler's own expense.

Vehicle Expenses

- i. Mileage will be reimbursed according to the current Canada Revenue Agency Automobile Allowance rates:
 - a) SSC: per kilometre for the first S,000 kilometres driven; and
 - b) 49C: per kilometre driven after that.
- ii. Rental vehicles will be reimbursed at the actual rate.

Accommodation

Accommodations should be selected on the basis of practical location and reasonable cost. Government or business rates should be sought.

Registration Fees

The BIA will reimburse registration fees for approved courses, seminars, and conferences that are within approved budget. Costs for other activities such as tours, social or sporting activities that are associated with the event, but not part of the registration fees, will not be reimbursed.

Meals

Business meals including third parties will be reimbursed under the following circumstances:

- i. Meal is determined to be necessary for business purposes and in the best interest of the BIA.
- ii. All attendees and the business purpose are detailed on the Business Expense Form or attachment. Itemized receipts must be submitted.
- iii. Credit card receipts, providing the vendor and total expense only, will not be accepted. Alcohol is not a reimbursable expense.
 - a) Breakfast \$15.00
 - b) Lunch \$25.00

Event Attendance

- i. It is recognized that at times it is appropriate for the BIA to be represented at community events. The Board will endeavour to determine as part of its annual work plan, the events in which the BIA will be represented.
- ii. In all circumstances, attendance at an event on behalf of the BIA must be approved in advance at minimum by the Executive and preferably by the Board.
- iii. Under no circumstances will Board Members make their own decision to attend an event and then submit for reimbursement.
- iv. For conferences, the Board will pay for the registration fee for the Member. If the Member chooses to bring a guest; the Member is responsible for any additional costs associated with the guest.
- v. As part of the development of the annual work plan, the Board will determine which events the BIA will have representation. The Board will then determine who will represent the BIA. In these situations the BIA will purchase two event tickets in order that the Member may be able to bring a guest.

- vi. If the Member must purchase their own tickets they will be reimbursed with the submission of the original receipt.

Books and Records

- i. The Board shall see that all necessary books and records required by the by-laws of the Board or by any applicable statute or law are retained and preserved in a secure and accessible manner, as defined by the Municipal Act, 2001, c. 25, s. 254 (2). These records when not in use shall be filed in a suitable cabinet or drawer in the office of the Board. They should be readily available for inspection by Board Members and others on approval of the Board.
- ii. The City of Windsor records retention policy applies to all Board documents. The Board is encouraged to provide records to the Clerk's Office for archival storage. All Board Members are responsible for the retention of documents related to the business of the BIA. The record of the Board may only be destroyed in accordance with the Municipal Act, 2001, c. 25, s. 255 (1). A Record of the Board may be destroyed if the retention period has expired or the record is a copy of the original report, as defined by the Municipal Act, 2001, c. 25, s. 255 (2); 2006, c. 32, Sched. A, s. 109 (1).
- iii. Under section 2(3) of the Municipal Freedom of Information and Protection of Privacy Act, as amended, records relating to the business of the Board are accessible to the public upon request.

Auditor

- i. The municipal auditor is the auditor of each board of management and may inspect all records of the board, as defined by the Municipal Act, 2001, c. 25, s. 207 (2). All books, documents, transactions, minutes and accounts of the BIA shall at all times be open to their inspection.

Indemnification

The BIA shall indemnify and save harmless Board Members, their heirs, executors and administrators, respectively from time to time and at all times from and against:

- i. All costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in the execution of the duties of their office.
- ii. All other costs, charges and expenses they sustain or incur in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by their own willful neglect or default.

Review Mechanisms and Dissolution

- i. Should a majority vote be received to dissolve the BIA, a request shall be made to the City of Windsor to repeal the by-law establishing the BIA.
- ii. Upon the repeal of a by-law under the Municipal Act, 2001, c. 25, s. 214 (1), the Board is dissolved and the assets and liabilities of the Board become the assets and liabilities of the City of Windsor. If the liabilities assumed exceed the assets assumed, the City Council may recover the difference by imposing a charge on all rateable property in the former improvement area that is in a prescribed business property class, as defined by the Municipal Act, 2001, c. 25, s. 214 (2).

Accessibility

The BIA is committed to excellence in service for all people including those who have disabilities. Policies will be established with the principles of dignity, independence, integration and equal opportunity for people with disabilities at the forefront.

Assistive devices

- i. All assistive devices used by a person who has disabilities are welcomed to access our goods and services.
- ii. Staff will be trained and familiar with various assistive devices on site or provided that may be used by customers with disabilities.

Communication

- i. The BIA will communicate with people with disabilities in ways that take into account their disability.
- ii. Information and forms will be made available in alternate forms when requested.
- iii. Information regarding the availability of alternate formats will be posted on the website.

Service animals

Service animals are allowed on the parts of the premises that are open to the public.

Support persons

A person with a disability who is accompanied by a support person will be allowed to have that person accompany them on the premises.

Notice of temporary disruption

In the event of a planned or unexpected disruption to services or facilities for customers with disabilities the BIA will post a notice on the website and/or on the door. Other types of notices could include radio/TV announcements. This clearly posted notice will include information about the reason for the disruption, its anticipated length of time, and a description of alternative facilities or services.

Training

The BIA will provide accessible customer service training to employees, volunteers and others who deal with the public or other third parties on our behalf. Training will also be provided to people involved in the development of policies, plans, practices and procedures related to the provision of our goods and services. New staff will be trained on Accessible Customer Service within thirty (30) days of hire.

Orientation & Training

- i. New Board Members will be provided with orientation within four (4) weeks of being approved by City Council, to be provided by the Chairman and/or Executive Director. A date will be established within four (4) weeks once the Board has been approved by City Council. Attendance at the orientation is mandatory unless there are exceptional circumstances. A one to one orientation session will be scheduled in exceptional circumstances.
- ii. Members will be provided with the Board manual as soon as possible and in advance of the orientation session so they have the opportunity to come to the meeting with questions or clarifications.
- iii. Ongoing training opportunities will be facilitated when possible. Members will have opportunities to attend conferences when the budget permits.

Modification of Policies, Practices and Procedures

Any policy, practice or procedure that does not respect and promote the principles of dignity, independence, integration and equal opportunity for people with disabilities will be modified or removed.

Policies

Employment

The Board may recruit, select or employ permanent full or part-time staff. The Board may contract out services as per the City of Windsor's Procurement of Goods and Services policy. Any proposed hiring of a contractor must be included in the annual budget.

Sale and Other Disposition of Land

All sales and disposition of land are the responsibility of City Council.

Confidentiality

- i. Information deemed confidential is consistent with the information/issues defined for when the BIA would move in-camera including matters related to:
 - a) The security of the property of the local board.
 - b) Personal matters about an identifiable individual, including local board employees.
 - c) A proposed or pending acquisition or disposition of land by the local board.
 - d) Labour relations or employee negotiations.
 - e) Litigation or potential litigation, including matters before administrative tribunals, affecting local board:
 - (i) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose.
 - (ii) A matter in respect of which a board may hold a closed meeting under another Act.
 - (iii) A matter in respect of the consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act, if the Board of Management is designated as the "Head" for the purposes of that Act.
- ii. This applies to Board Members, staff and volunteers. Confidential information is prohibited from being used to further personal gain of themselves or immediate family members.
 - a) All Board of Management Members, Committee members and employees will sign the confidentiality agreement.
 - b) Any breaches of confidentiality by Board Members or the Executive Director should be reported to the Chairman. Any breaches of confidentiality by employees should be reported to the Executive Director.

- c) Continuous breaches of confidentiality by Board Members could result in dismissal from the Board.
- d) Continuous breaches of confidentiality by employees would initiate disciplinary action up to and including dismissal.

Standard of Care and Code of Conduct / Professional Conduct

- i. The Board Members and employees are representatives of the organization and as such must conduct themselves at all times in a way which will not affect the reputation and effectiveness of the operations.
- ii. Professional conduct includes interactions during Board and Committee Meetings. It includes interactions between Board Members, between Board Members and employees and between employees. Conduct during meetings includes being on time, prepared for meetings and respectful of all speakers and diverse opinions. Use of offensive language is prohibited.
- iii. Every Board Member shall:
 - a) Exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the BIA.
 - b) Exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.
- iv. The Board of Directors shall follow the City of Windsor's code of conduct as approved by City Council and specified for City Boards. Upon receiving a complaint, the Integrity Commissioner may investigate any Directors alleged breach of the code of conduct and/or the Municipal Conflict of Interest Act, as amended, subject to provisions of the Municipal Act, 2001, as amended.
- v. Directors may request advice respecting their obligations under the Municipal Conflict of Interest Act, as amended.
- vi. All Integrity Commissioner duties and responsibilities relating to the Board is specified in the Municipal Act, 2001, as amended.
 - a) Any concerns regarding professional conduct of Board Members should be directed to the Chairman.
 - b) In the situation where the concern is in regards to the Chairman, it will be reported to the Executive Director.
 - c) Any concerns regarding professional conduct of employees should be reported to the Executive Director.
 - d) In the situation where the concern is in regards to the Executive Director, it will be reported to the Chairman of the Board.

Accountability and Transparency

- i. The BIA is to be accountable and transparent to its Members, the City of Windsor and the community at large while at the same time balancing the principles related to protection of privacy.
- ii. To address accountability, the BIA will:
 - a) Establish a strategic plan at regular intervals which will include stakeholder engagement.
 - b) Enforce the organization's policies and procedures and bring forward any amendments if required in advance of the formal review.
 - c) Conduct a formal review of the organization's policies and procedures at least every four (4) years unless required by legislation to review specific policies and procedures earlier.
 - d) Undertake performance management activities at all levels of the organization:
 1. Governance Board - conduct an annual review of the performance of the Board and to establish an annual Board work plan.
 2. Executive Director - at minimum quarterly reports to the Board, conduct an annual performance management review.
 3. Organization - engage auditors in the process of completing an annual audit; review the organization's strategic plan and prepare an annual report.
- iii. To address transparency, the BIA will:
 - a) Make available hard copies of the audited financial statements and annual report upon request by Members in good standing free of charge. Publish the names of the Directors and Executives of the Board on the BIA website.
 - b) Host an annual meeting within 120 days of the fiscal year end which include Members and the general public; follow the BIA's policies and procedures regarding giving notice of the meeting.
 - c) Make the strategic plan available on the BIA website.
 - d) Continue to involve Members in good standing in governance operations (Board and Committees).
 - e) Maintain a copy of minutes (without attachments) for viewing once they have been approved by the Board.

Task Force Structure

- i. The BIA Board of Directors will form Task Forces to address specific issues with a specified time frame. Task Forces will be disbanded upon completion of their specified task.
- ii. Task Forces will include at least one BIA Board Member who is Chair. Task Force Chairs will be responsible for reporting progress to the Board at monthly meetings. Task Force Chairs will issue a request for Members on a task force and/or identify participants based on knowledge and expertise of the issue.
- iii. Task Force Members will be recruited from the Membership and general public based on their expertise and knowledge of the specified issue.
- iv. Task Forces put forward recommendations to the Board for discussion and approval. Recommendations of task forces can only be executed following approval by the Board. Minutes must be recorded in writing
- v. There will be no teleconferencing at the Task Force level.
- vi. Task force Members are responsible for preparing, attending and participating at meetings, keeping their comments concise and constructive and volunteering for action items. Task force Members are responsible to inform Administration of their attendance to meetings one week prior to the meeting date. Task force Members unavailable to attend individual meetings may provide their input/ideas recommendations in advance in writing or by e-mail to the Chair.

Strategic Planning

- i. The Board shall conduct strategic planning at regular intervals so as to determine strategic directions and outcomes that move the business of the organization forward. The BIA is to conduct a strategic planning process a minimum of every four (4) years.
- ii. The Executive Committee will initiate the strategic planning process.
- iii. Once in place, the strategic plan will be monitored by the BIA Board of Management by placing it on the meeting agenda at minimum of twelve (12) month intervals.

Spokesperson

- i. The Board establishes the person or persons who will be called upon to be spokesperson for the organization including being authorized to speak to the media, contractors, community partners etc. The Officers designated to speak on behalf of the BIA include:
 - a) Chairman

b) Vice-Chairman

- ii. The Executive Director is also designated as the staff person to speak on behalf of the organization.
- iii. All media inquiries will be forwarded to the Chairman, Vice-Chairman or Executive Director. The Chairman, Vice-Chairman or Executive Director can designate another Board Member or staff to speak on behalf of the BIA where they are considered a resource/expert on the relevant issue.

Forms

- i. The Board may create forms from time to time, for purposes of managing the affairs of the BIA.
- ii. The forms may be changed by the Board without the necessity of an amendment to this By-law.

Consistency with Legislation

- i. Where reference is made in this by-law to legislation (municipal, provincial and federal) it shall be meant to include all amendments made to that legislation from time to time or the introduction of new legislation.
- ii. Nothing contained in this By-law shall require the commission of any act which is contrary to an express provision of the Municipal Act or any by-laws of the Corporation of the City of Windsor relating to the Board of Management of the area or "Business Improvement Areas" as defined by the Municipal Act.
- iii. If there shall exist any conflict between any provision contained in these By-laws and any such provision of the Municipal Act or the By-laws, the latter shall prevail, and the provision or provisions herein affected shall be curtailed, limited or eliminated to the extent (but only to the extent) necessary to remove such conflict, and as so modified these By-laws shall remain in full force and effect.

Amendments

By-laws of the BIA may be enacted, repealed, amended, added to or re-enacted by the Board.

Schedule A – Definitions

1. Record: Information however recorded or stored, whether in printed form, on film, by electronic means or otherwise, and includes documents, financial statements, minutes, accounts, correspondence, memoranda, plans, maps, drawings, photographs and films
2. Spouse: A person (a) to whom the person is married, or (b) with whom the person is living outside marriage in a conjugal relationship, if the two persons, (i) have cohabited for at least one year, (ii) are together the parents of a child, or (iii) have together entered into a cohabitation agreement under section 53 of the *Family Law Act*.
3. Good Standing: A Member that does not owe the BIA money (levy or otherwise).

Schedule B – Maps of the Business Improvement Areas

Schedule C – City of Windsor Business Improvement Areas

Business Improvement Area	Number of Members (Includes Members of Council)	Number of Councillors	Ward in Which Business Improvement Area is Located
Downtown Windsor	9	1	3
Ford City	9	1	5
Walkerville	9	1	4
Olde Riverside	9	1	6
Olde Sandwich	9	1	2
Ottawa Street	9	1	4
Pillette Village	9	1	5/6
Erie Street	9	1	4/3
Wyandotte Town Centre	9	1	4/3

Schedule D – Business Improvement Area Levies

Business Improvement Area (BIA) levies will continue with an assessment-based system that collects from commercial and industrial properties within each designated BIA. All charges are assessed to the property owner who is then able to recoup the costs from the lessee. Any unpaid BIA charges ultimately remain the responsibility of the landlord/owner. Any such charges will be deemed to be taxes on the property and thus subject to a lien in the event of a tax sale.

	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008	2007
Downtown Windsor	0.00286928	0.00274966	0.00278052	0.00268533	0.00265057	0.00264752	0.00232255	0.00245802	0.00244216	0.00242368	0.00228562	0.00224384
Ford City Business District	400.00 flat levy	400.00 flat levy	400.00 flat levy	200.00 flat levy	200.00 flat levy	200.00 flat levy	200.00 flat levy	200.00 flat levy	200.00 flat levy	200.00 flat levy	200.00 flat levy	200.00 flat levy
Erie Street East	0.00512506	0.0052054	0.00525074	0.00515926	0.00522046	0.00509485	0.00468757	0.00467168	0.00470413	0.00467206	0.00461084	0.00462566
Ottawa Street Village	0.00390398	0.00396055	0.00406094	0.00402092	0.00399636	0.00400036	0.00363382	0.00360701	0.00396339	0.00396394	0.00350960	0.00349813
Olde Riverside	0.00718613	0.00724356	0.00671803	0.00650334	0.00607115	0.00602916	0.00521503	0.00439663	0.00438445	0.00441659	0.00440880	0.00440880
Olde Sandwich Towne	0.00926630	0.01010379	0.01251678	0.01285926	0.01283124	0.01159536	0.00955486	0.00905602	0.00887826	0.00746056	0.00607359	0.00512917
Walkerville	0.00310406	0.00319107	0.00327261	0.00296661	0.00298125	0.0030625	0.00281827	0.00214381	0.00219087	0.00209640	0.00205742	0.00207240
Wyandotte Towne Centre	0.00403812	0.00415306	0.00426796	0.00420594	0.00418483	0.00409602	0.00365862	0.00370731	0.00371143	0.00364620	0.00312215	0.00315022
Pillette Village	0.00256567	0.00245964	0.00241613	0.00243457	0.0024319	0.00243192	0.00085754	0.00133117	0.00129044	0.00127123	0.00121111	0.00118775

Schedule E – Sample BIA Budget

Income				
Category	Item	Sub-item	Amount	% of Budget
	(current year) BIA Levy			
	Donations & Sponsorships			
	HST Recovery			
	Fund balances at end of year (last year)			
	Year-end surplus/deficit/carry over			
Total				
Budget Allocations				
Category	Item	Sub-item	Amount	% of Budget
Administration	Salaries & Benefits			
	Rent			
	Telephone			
	Office Expense			
	Conferences/seminars			
	Audit / Legal			
	Insurance			
	Office Equipment			
	Utilities			
	Miscellaneous			
	Taxes			
Total				
Budget Allocations				
Category	Item	Sub-item	Amount	% of Budget
Communications	Media / Conferences			

	Newsletter			
	Electronic Communications			
	Web design/maintenance			
	Office Memberships			
	Flyers / Posters / Notices			
	Public Relations & Correspondence			
	Taxes			
Total				
Category	Item	Sub-item	Amount	% of Budget
Marketing	Spring Campaign	Valentine's Day		
		Mother's Day		
	Summer Campaign	Father's Day		
		Midnight Madness		
		Sidewalk Sale		
	Fall/Winter Campaign	Thanksgiving promotion		
		Christmas		
	Market Research			
	Guidebook			
	Taxes			
Total				
Budget Allocations				
Category	Item	Sub-item	Amount	% of Budget
Infrastructure	Street Cleaning/snow clearing			
	Holiday Decorations			

	Directional Signs			
	Graffiti and Gum Removal			
	Public Posting Areas			
	Information Booth			
	Infrastructure workshops			
	Taxes			
Total				
Category	Item	Sub-item	Amount	% of Budget
Capital				
	Sidewalk reconstruction			
	Lighting			
	Street Furniture (benches, etc.)			
	Landscaping & Planters			
	Signage			
Total				
Grand Total				

This sample budget includes items for consideration when planning a BIA budget. The matters listed are suggestions only.

Schedule F – Board Resolution of Business Improvement Area

We, the undersigned, being all the Board Members of the Business Improvement Area, organized and existing under the legislation and by-laws (municipal, provincial and federal), and having its principal place of business at [LOCATION] in Windsor, Ontario, hereby certify that the following is a true and correct copy of a resolution duly adopted at a meeting of the Board of Management of the Business Improvement Association duly held and convened on [DATE] at which a quorum of the Board of Management was present and voting throughout, and that such resolution has not been modified, rescinded or revoked, and is present in full force and effect.

Therefore, it is resolved:

[RESOLUTION TITLE]

[DIRECTORS]

Schedule G – Sample Checklist to Identify Business Area Needs

Economic Environment

- Failure to tap potential market
- Failure to compete (merchandise, variety and price) with neighbouring communities or outlying retail areas
- Relocation of businesses to outlying retail centres
- Closing down of businesses
- Increasing number of storefront vacancies
- Vacant upper stories
- No new development in recent years
- Decreasing number of pedestrians and shoppers
- Vacant land along business streets
- Lack of suitable sites or buildings to attract new business
- Declining market
- Unstable employment base

Attitude

- No interest from business community or building owners to upgrade premises
- Apathy from business community with respect to area problems
- Residents shop elsewhere for goods and services available locally
- No area newsletter, annual general meeting, effective committees
- No regular communication between businesses

Municipal Policy

- No explicit policy to protect viability of the area as a retail centre
- Overly restrictive land use standards
- Overly stringent development agreement standards
- Inadequate sign regulations
- Lack of maintenance bylaws and/or inadequate enforcement of maintenance bylaws
- Hesitancy from local council to support business initiatives

- Lack of technical and staff resources to pursue initiatives

Infrastructure

- Inadequate water, storm and sewer systems to support new development
- Inadequate street lighting
- Business disruption by frequent repair of sidewalks and utilities

Function

- Poor access to the area
- Lack of adequate directional signage
- Poor road and sidewalk maintenance
- Inconvenient traffic circulation within the area
- Traffic congestion and traffic conflicts
- Insufficient street parking
- Inconvenient location of off-street parking areas
- Poor access from parking spaces to stores
- Poor pedestrian routes

Physical Appearance

- Unattractive entry to the area
- Dirty and littered streets, sidewalks and lanes
- Poorly maintained facades
- Inappropriate remodelling
- Uninteresting store interiors
- Unattractive, poorly designed, poorly lighted parking areas
- Inappropriate and poorly maintained signage
- Lack of visual focal points

This checklist includes items for consideration when identifying municipal policy and infrastructure matters.

Schedule H – Eligibility to Vote: General Meetings and Annual General Meetings

<p>Property Owners</p> <ul style="list-style-type: none"> - The property is located within the business improvement area boundary - The property is assessed in a business property class (e.g. C-Commercial; D-Office; I- Industrial; G-Parking lot etc.) <p>Note: This information can be found on the Notice of Assessment from the Municipal Property Assessment Corporation and the property tax bill.</p>		
I am the sole owner of the property.	There are two or more co- owners of the property.	The property is owned by a corporation.
You are entitled to one vote per motion	The co-owners must select one owner to vote on their behalf (one vote per motion).	The corporation must appoint a person to vote on its behalf (one vote per motion).
No person or corporation may have more than one vote, regardless of the number of properties or businesses they own or co-own.		
<p>Business Owners</p> <ul style="list-style-type: none"> - The business is located within the business improvement area boundary - The business occupies property that is assessed in a business property class (e.g. C-Commercial; D-Office; I-Industrial; G-Parking lot etc.) 		
The business is a sole proprietorship	The business is owned by a partnership or cooperative	The business is owned by a corporation.
The business owner is entitled to one vote per motion.	The members of the partnership or cooperative must appoint one person to vote on their behalf (one vote per motion)	The corporation must appoint one person to vote on its behalf (one vote per motion).
No person or corporation may have more than one vote, regardless of the number of properties or businesses they own or co-own.		

Schedule I –Business Improvement Area Board of Management Procedures

1. Rules of Procedure

- i. The rules in this by-law are to be observed in all meetings of the general membership, the Board and committees of the Board.
- ii. The rules of procedure are to be interpreted in a manner that promotes the following fundamental principles:
 - a) The protection of basic rights by recognizing the right of the majority to decide, the minority to be heard, and individuals to have the opportunity to participate.
 - b) The maintenance of decorum, with all participants being treated with courtesy and respect.
 - c) All Members have the right to information to help make decisions.
 - d) Members have a right to an efficient meeting.
 - e) All Members have equal rights, privileges and obligations.
 - f) In the event of conflict, facilitating a reasonable compromise.

2. Duties of Officers

- i. The Chairman shall:
 - a) Call and chair the meetings of the Board. They ensure the effective and efficient direction of the Board in accordance with the letters patents, bylaws and policies and procedures.
 - b) Chair the Executive Committee.
 - c) Develop agendas for meetings in concert with the Executive Director.
 - d) Encourage Board Members to bring forward agenda items and determines with them whether items belong at the Board or Committee level.
 - e) Ex-officio of each and every Committee.
 - f) Signing authority for the organization.
 - g) Provide advice and guidance for the Executive Director.
 - h) During meetings responsible for ensuring:
 - a. Everyone has an opportunity to contribute to the discussion.
 - b. Issues are explored fully.

- c. Time is managed appropriately and the meeting proceeds within the scheduled time frames.
 - d. Clear understanding through appropriate commentary and questions.
 - i) Vote only on motions in the event of a tie.
 - j) Continually review and consider how meetings can be improved.
 - k) Responsible for dealing with the Board Members on any issues of performance or conduct.
 - l) The organization's primary spokesperson.
 - m) Represent the BIA in the community.
 - n) Call and Chair the Annual General Meeting.
 - o) Lead the search and selection Committee for hiring the Executive Director.
 - p) Automatically becomes the Past-Chairman at the completion of their term.
 - q) Co-sign all cheques and by-laws and execute any documents, contracts or agreements.
- ii. The Vice-Chairman shall
- a) Perform all of the duties of the Chairman in the absence of the Chairman or if the Chairman is unable for any reason to perform those duties.
 - b) Along with the Chairman, Treasurer or Secretary, co-sign all cheques and by-laws and execute any documents, contracts or agreements.
 - c) Perform any other duties that the Board may assign from time to time.
- iii. The Secretary shall:
- a) Give the required notice as per the Board's procedural rules contained within this document for every Board and General Meeting of the BIA.
 - b) 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 any two Board Members and provided to the Vice-Chairman for purposes of record keeping.
 - c) Together with the Chairman or Vice-Chairman co-sign all cheques and by-laws and execute any documents, contracts or agreements.

d) Perform any other duties that the Board may assign from time to time.

3. The Chairman, in consultation with the Secretary, and other members of the Board as required, shall establish the agenda for each meeting, based on matters submitted prior to the agenda deadline.

4. Directors are entitled to submit agenda items for consideration by forwarding them to the Secretary before the agenda distribution deadline.

5. Votes

i. With the exception of the Chairman, who shall vote only to make a tie or break a tie, every member has a vote on all motions, unless prohibited by law (for example, a declared conflict of interest) in which case the Secretary shall record the name of the member who does not vote and reason for not voting.

ii. The members of the Board shall vote on any motion arising at any meeting of the Board. All motions must be seconded before proceeding to a vote.

iii. Motions may include:

a) Motion to approve or adopt an item

b) Motion to receive an item

c) Motion to postpone or refer an item

d) Motion to adjourn the meeting, provided the motion to adjourn is not made when another Member is speaking, a vote has been called, the Members are voting, or a Member has indicated to the chair their desire to speak on the matter under consideration.

iv. A majority of votes shall decide each motion.

v. A tie vote means a motion does not carry.

vi. Members have the right to abstain from voting.

6. Deputations

The Board may hear deputations from the public at its discretion and may set limits for speaking time.

7. Determination of Motions

All motions arising at any meeting of the BIA Members, other than those arising under new business, shall relate to an item on the agenda for that meeting and the Chairman shall have the right to determine whether a motion is in order. All questions shall be decided by a majority vote unless otherwise stated in this by-law or as required by law. At all meetings, every motion shall be decided by a show of hands or voting cards unless

a ballot on the motion is required by the Chairman or requested by a BIA Member. The Chairman shall declare that a motion has been carried or not carried. The motion shall be entered into the minutes of the BIA meeting. It is not necessary to record the number or the proportion of votes.

From: Creighton, Nancy (MEDJCT) <Nancy.Creighton@ontario.ca>
Sent: Wednesday, October 31, 2018 9:47 AM
To: Creighton, Nancy (MEDJCT) <Nancy.Creighton@ontario.ca>
Subject: Digital Mainstreet Program

This program may be of interest to you and/or your clients.

The Ontario Business Improvement Area Association (OBIAA) with support from the Provincial Government has launched the Digital Main Street program and is rolling it out across the province.

The following two streams are currently accepting applications:

1. The Digital Transformation Grant Program

Provides \$2,500 to each qualifying small main street Ontario business to purchase and adopt digital tools and technologies.

2. Digital Service Squad Grant Program

Provides \$10,000 to qualifying municipal and business associations to set up Digital Service Squads to provide one-on-one assistance to small main street businesses in communities across Ontario. The service provides training, consulting and advisory services.

- All applications and information can be found on the Digital Main Street website: <https://digitalmainstreet.ca/ontario/>

Nancy Creighton

Senior Business Advisor
Southwestern Ontario Region
Ontario Investment Office

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If you do not wish to receive future emails relating to the programs of the Ontario Investment Office, simply reply to this email and let me know.