City Council Sitting as the BIA Board of Directors Minutes

Date: Monday, April 24, 2023
Time: 2:00 o'clock p.m.

Members Present:

Mayor
Mayor Drew Dilkens

Councillors
Ward 1 - Councillor Fred Francis
Ward 2 - Councillor Fabio Costante
Ward 3 - Councillor Renaldo Agostino
Ward 4 - Councillor Mark McKenzie
Ward 5 - Councillor Ed Sleiman
Ward 6 - Councillor Jo-Anne Gignac
Ward 7 - Councillor Angelo Marignani
Ward 8 - Councillor Gary Kaschak
Ward 9 - Councillor Kieran McKenzie
Ward 10 - Councillor Jim Morrison

1. ORDER OF BUSINESS

2. CALL TO ORDER

The Mayor calls the meeting to order at 2:00 o'clock p.m.

3. DISCLOSURE OF PECUNIARY INTEREST AND THE GENERAL NATURE THEREOF

Councillor Renaldo Agostino discloses an interest and abstains from voting as he has a continuing business relationship providing services to the various BIA boards which, he is informed by the Integrity Commissioner, results in him having a disqualifying interest in Council's decisions with respect to its governance review of BIA matters and the temporary appointment of Council as constituting the City's BIA boards.

4. ADOPTION OF THE MINUTES

4.1 Adopton of the City Council sitting as the BIA Board of Directors meeting minutes held March 9, 2023

Moved by: Councillor Kieran McKenzie
Seconded by: Councillor Fred Francis

That the minutes of the City Council sitting as the BIA Board of Directors meeting held March 9, 2023 **BE ADOPTED** as presented.
Carried.
Councillor Renaldo Agostino discloses an interest and abstains from voting on this matter.

5. COMMENTS BY ONORIO COLUCCI, ACTING CHIEF ADMINISTRATIVE OFFICER

Onorio Colucci, Chief Administrative Officer (A) appears before City Council sitting as the BIA Board of Directors and Mr. Colucci provides a brief overview of administration's process to date with the Business Improvement Areas (BIA's), including development of the governance by-law, and consulting with the BIA's. Mr. Colucci advises that there was general consensus amongst the BIA's related to the governance by-law that was created and concludes by requesting that Council adopt the BIA Governance By-law and schedules document as part of the administrative report.

Councillor Jo-Anne Gignac inquires about the holding of land provision. Ms. Askin Hager provides information related to the *Municipal Act* and the requirements.

6. SUMMARY OF REQUESTS TO DATE—APPROVED BY THE CAO Pending Council (sitting as the BIA Board of Directors) Approval and Ratification

Moved by: Councillor Gary Kaschak
Seconded by: Councillor Mark McKenzie

That Table 1 entitled "BIA Requests Approved by the CAO" and Table 2 P&C entitled "BIA Requests Approved by the CAO" **BE APPROVED**.
Carried.
Councillor Renaldo Agostino discloses an interest and abstainds from voting on this matter.

7. REGULAR BUSINESS ITEMS

7.1 Governance Bylaw for Windsor Business Improvement Areas – City Wide

Debi Croucher, Executive Director, Downtown Windsor BIA

Debi Croucher, Executive Diretor, Downtown Windsor BIA appears before Council sitting as the BIA Board of Directors regarding "Governance Bylaw for Windsor Buisness Improvement Areas" and requests that the City reconsider their position of possibly withholding payment to the respective BIA's until compliance with financial accountability requirements are met. Ms. Croucher adds that she has reviewed of the provisions of the *Municipal Act*, and questions the discipline measures related to this. Ms. Croucher also requests that the City takes over the election and audit functions of the BIA as well as implementing a transition period whereby the City would retain financial oversight for a period of 3-4 weeks prior to elections to ensure that the BIA Board of Directors are approved by Council, in place and that the BIA Boards have a meeting to ensure daily operations of each BIA can be maintained without delay.

Kaitlyn Karns, Executive Director, Ford City BIA

Kaitlyn Karns, Executive Director, Ford City BIA appears before Council sitting as the BIA Board of Directors regarding "Governance Bylaw for Windsor Buisness Improvement Areas" and expresses concern with Schedule C—section 3 of the proposed BIA Governance by-law related to the reserve fund requirements and would like Council to reconsider this clause to allow for all current monies to be retained without a plan, but moving forward that any new monies would require a plan, in accordance with the new by-law. Ms. Karns doesn't want to see funds spent, just to spend them if there is no plan and requests that the status quo continue with the current level of reserves.

Ettore Bonato, Ottawa Street BIA

Ettore Bonato, Ottawa Street BIA, appears before Council sitting as the BIA Board of Directors via video conference regarding "Governance Bylaw for Windsor Buisness Improvement Areas" and is available for questions.

Sonia Klinger, Olde Sandwich Towne BIA

Sonia Klinger, Olde Sandwich Towne BIA, appears before Council sitting as the BIA Board of Directors via video conference regarding "Governance Bylaw for Windsor Business Improvement Areas" and is available for questions.

Councillor Kieran McKenzie inquires about the withholding of levies and whether there is another tool that can be used to gain compliance. Ms. Croucher indicates that the City could conduct annual audits of all BIA's which would ensure financial compliance.

Councillor Kieran McKenzie requests clarification related to the interim period of the outgoing board, until new board is set up. Ms. Croucher provides details related to her request.

Councillor Jim Morrison requests clarification of Ms. Karns related to the reserves. Ms. Karns indicates that if the status quo was maintained until the end of 2023 it would still be difficult for them to provide a plan for all the unallocated funds. Ms. Karns adds they would like to keep the funds unallocated for next year should the need arise, and would rather not spend the money just to abide by the by-law, but would rather have the money in case issues arise.

Mr. Colucci clarifies the budget implications and indicates that Council approves the BIA budgets and has the ultimate authority. Mr. Colucci adds that they are asking the BIA's to indicate what the monies are being allocated for, it could be a long term plan as long as they are providing the information to the City.

Councillor Kieran McKenzie inquires as to the proposal to withhold the levies and whether there are alternative measures that can be put in place to gain compliance. Ms. Askin Hager (City Solicitor) indicates that most of the requirements are financial and the City has the right to require it. Mr. Mancina adds that it all revolves around the budget, templates are being provided, to ensure compliance in order to support their budget, the submissions are essential to maintain oversight.

Councillor Kieran McKenzie inquires about the section related to standards of employee deportment. Ms. Askin Hager indicates that the BIA themselves would bring the request to remove someone if their is a significant issue although Council always retains the right to remove a member.

Councillor Kieran McKenzie inquires whether there is an opportunity for Council to initiate that process or if it is through the BIA. Ms. Askin Hager indicates that Council, at any time, can remove directors, although the BIA should address the issue internally first.

Councillor Fabio Costante inquires about the reserve funds and requests clarification related to the new process. Ms. Guthrie (Deputy Treasurer) provides a Reserve Fund process outline and information related to the past when general reserve balances were growing. Ms. Guthrie indicates that it would be prudent to establish these parameters and develop a plan. Ms. Guthrie adds that timelines are not stipulated for executing the plan, it could be long term, it just has to be reported

that way. Administration had determined that monies were being spent on items that weren't included in the budget, the new process would ensure accountability.

Councillor Fabio Costante inquires about the reporting structure to Council. Ms. Guthrie indicates that an annual report from the BIA would accompany the audited financial statements, outcomes of the current year, and a plan as a result of that, in addition to the annual budget submission.

Councillor Fabio Costante inquires about hiring employees and whether that applies to contractors. Ms. Askin Hager indicates that this would not apply to contractors but strictly employees of the BIA. Ms. Askin Hager adds that this requirement is prescribed in the *Municipal Act,* and suggests perhaps collaboration with the Windsor Business Improvement Area Advisory Committee which would benefit all BIA's.

Councillor Fred Francis inquires about the reserve funds and whether there is an option to give the money back to the membership if it remains unallocated. Mr. Mancina (City Treasurer) indicates that if there wasn't a spending plan adopted by the BIA, the levy could be reduced or the funds could be returned.

Councillor Ed Sleiman inquires about plans changing as different issues arise. Mr. Colucci indicates that the BIA should advise the City of the new plan.

Councillor Kieran McKenzie inquires about the interim period post election. The Mayor indicates that the slate of BIA requests for appointments have been approved, and reminds Council of the 60 day plan and to return oversight to the respective BIA's.

Councillor Kieran McKenzie inquires about the period after the Municipal Election and prior to the BIA elections when the existing BIA Board stays in power until Council approves the new board, can Council take on the role for a small period of time. Mr. Colucci indicates that it would be at the discretion of Council, although, if adopted the Governance By-law and Schedules would be in place outlining all the processes, which would guide the Boards.

Moved by: Councillor Kieran McKenzie
Seconded by: Councillor Gary Kaschak

That City Council acting as the Board for all City of Windsor BIA's ADOPT the BIA Governance By-Law and supporting schedules as attached; and,

That the approved governance framework BE FORWARDED to the Windsor Business Improvement Area Advisory Committee (WBIAAC) for review and comment; and that the results BE PROVIDED to a future meeting of Council.

The motion is **put** and **lost**.

Aye votes: Councillors Gary Kaschak and Kieran McKenzie.

Nay votes: Councillors Fred Francis, Mark McKenzie, Fabio Costante, Ed Sleiman, Jo-Anne Gignac, Angelo Marignani, and Jim Morrison.
Absent: None.
Abstain: Councillor Renaldo Agostino.
Moved by: Councillor Jo-Anne Gignac
Seconded by: Councillor Angelo Marignani

That City Council acting as the Board for all City of Windsor BIA's **ADOPT** the BIA Governance By-Law and supporting schedules as attached.
Carried.
Councillor Renaldo Agostino discloses an interest and abstains from voting on this matter.

8. ADJOURNMENT

Moved by: Councillor Jo-Anne Gignac
Seconded by: Councillor Angelo Marignani

That the meeting of City Council Sitting at the BIA Board of Directors stand adjourned until the next meeting or at the call of the Chair.
Carried.

Accordingly, the meeting is adjourned at 2:48 o'clock p.m.

Mayor

City Clerk