



Committee Matters: April 24, 2023

Subject: Governance Bylaw For Windsor Business Improvement Areas – City Wide

City Council, sitting as the BIA Board of Directors, approved the following at its meeting held April 24, 2023:

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 Agostino discloses an interest and abstains from voting on this matter.



Subject: Governance By-Law for Windsor Business Improvement Areas – City Wide

Reference:

Date to City Council sitting as the BIA Boards: April 24th 2023

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Executive Initiatives Coordinator

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Office of the CAO

To: City Council acting as the Board of the Windsor BIAs

Recommendation:

- I. 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.

Background:

At the February 27th 2023 In-Camera Meeting of Council, the following resolution was made, which was subsequently confirmed and ratified in open session on March 9th 2023:

*That consideration of the appointment of members to the various Business Improvement Area (BIA) Boards of Management for the term expiring November 14, 2026 **BE PUT ON HOLD** for up to 60 days to allow for administration to develop for Council's consideration a set of basic uniform governance and procedural rules, including but not limited to: how membership is determined, how elections are conducted, the manner of selecting board members, the resignation of members, the determination of when a member's seat becomes vacant, the filling of vacancies, how verifications are undertaken, how financial matters are handled; and further,*

*That during this time period, that City Council **BE APPOINTED** as the Board for the various BIA's, to allow for the development and implementation of this common framework for the BIA's, in the spirit of openness and transparency in a consistent manner; and further,*

*That Council **APPROVE** that 50% of the prior year's funding **BE RELEASED** to the BIA's.*

There have been unresolved governance matters that span over several years related to the BIAs. An internal audit was completed in September 2017 by PwC which recommended that a common set of Constitutional Bylaws be created in consultation

with the BIAs. The audit also noted that “inconsistent Constitutional Bylaws could lead to conflict with local, provincial, and federal legislation or expectations”.

As per February 27th 2023 Council direction, City Council became the Board of Directors of the nine BIAs for a period of up to 60 days while Administration developed new governmental and procedural rules. To clarify the new changes from the noted resolution, and to obtain input into the proposed process, Administration held an initial meeting with representatives from the BIAs on March 2nd 2023.

While City Council has been the acting Board, the BIAs have been able to continue their daily business and hold scheduled events. There were various on-going activities within the nine BIAs which required review and approval by the acting Board.

In order for BIAs to submit any requests for approval to the Board, the City created a dedicated email inbox and request form. The CAO approved various recurring and routine BIA requests through his delegated authority. Any non-recurring or major requests were brought to the Board for review and a decision.

Furthermore, the BIAs submitted numerous questions, comments and considerations for the proposed governance documents through the dedicated BIA inbox.

Discussion:

During the interim Acting Board period, Administration worked to develop a set of basic uniform governance and procedural rules for Council’s consideration. These documents aim to create consistency, transparency and better governance across all nine BIAs.

Administration worked to maintain openness and collaboration with the BIAs throughout the by-law development process. Once an initial draft was created, a meeting was held on March 29th 2023 with representatives from the BIAs. Questions and feedback were collected throughout the meeting and also submitted via email for review and consideration for the by-law.

Once appropriate changes were made to the initial draft based on BIA comments and recommendations, an additional meeting was held on April 17th 2023 with the BIA representatives to review the second proposed draft by-law and supporting schedules.

Final versions of the Governance By-Law documents were established as appended to this report:

- BIA Governance By-Law (Appendix 1)
- Schedule A - BIA Election Procedures (Appendix 2)
- Schedule B - BIA Rules of Procedure (Appendix 3)
- Schedule C - BIA Financial Accountability Requirements (Appendix 4)
- Schedule D - BIA Recordkeeping and Retention Requirements (Appendix 5)
- BIA Board Nomination Form (Appendix 6)

The proposed by-law covers items related to the purpose of the BIAs, membership, Board composition, elections, vacancies, financial matters and recordkeeping. The Municipal Act 2001 (sections 204-215) also includes legislative requirements for BIAs

and therefore the proposed BIA Governance By-Law is created to be in alignment with Municipal Act requirements.

As the BIAs were established through various by-laws over time, it is recommended that the governance by-law be passed as a City by-law to ensure all references are consistent.

As indicated in the provisions of the proposed Governance By-Law, it shall not be amended without the approval of City Council. The BIA Boards may also establish any other policies necessary for the efficient and effective management of the BIAs, provided those policies do not conflict with the policies established by the City.

In order to facilitate BIA Board nominations, a Nomination Form (Appendix 6) was also created which may be used by BIAs.

Risk Analysis:

The proposed governing documents should help reduce risk by ensuring that the key legislative and good governance requirements are applied uniformly across all the City's BIAs.

As not all the requested changes from the BIAs were accepted, there is a risk that some BIAs may be dissatisfied with some of the proposed governance requirements.

Financial Matters:

There are no new financial expenditures associated with the recommendations in this report.

As part of the proposed BIA Governance By-Law, BIA Financial Accountability Requirements (in Appendix 4) are created to help provide consistent rules related to annual budgets, annual variance reporting, reserve funds, investments, cash handling, and other financial matters.

Consultations:

Janice Guthrie, Deputy Treasurer, Taxation, Treasury and Financial Projects

Jude Malott, Executive Initiatives Coordinator, Legal and Legislative Services

Terri Knight Lepain, Manager of Records/Elections and Freedom of Information

Joshua Meloche, Senior Legal Counsel

Becky Murray, Executive Administrative Assistant, Legal and Legislative Services

All City of Windsor Business Improvement Areas

Conclusion:

Council passed a resolution to act as the Board of the BIAs for a period of up to 60 days while Administration developed a set of governmental procedures and rules. BIAs were able to continue with their scheduled activities and planning of events during the acting Board period. Requests from the BIAs were submitted to the City and approved by the

CAO through delegated authority for recurring events or the Board for non-routine requests.

During the period of the Acting Board, Administration worked to develop a Governance By-Law for the BIAs along with schedules related to Election Procedures, Rules of Procedure, Financial Considerations and Recordkeeping and Retention. Comments and feedback were collected from the nine BIAs throughout the by-law development process which were considered in the proposed documents. Administration also created a BIA Board Nomination Form that could be used by the BIAs as a template. The proposed by-law and supporting schedules are in alignment with requirements of the Municipal Act.

Approvals:

Name	Title
Rania Toufeili	Executive Initiatives Coordinator, Office of the CAO
Steve Vlachodimos	City Clerk
Joe Mancina	Commissioner, Corporate Services, Chief Financial Officer
Shelby Askin-Hager	Commissioner, Legal and Legislative Services
Onorio Colucci	Chief Administrative Officer

Notifications:

Name	Address	Email
All City of Windsor BIAs. List provided to Clerks.		

Appendices:

1. BIA Governance By-Law
2. Schedule A - Election Procedures
3. Schedule B - Rules of Procedure
4. Schedule C - Financial Accountability Requirements
5. Schedule D - Recordkeeping and Retention Requirements
6. BIA Board Nomination Form

**The City of Windsor Business Improvement Area
Governance By-law**

I. DEFINITIONS

MUNICIPAL ACT – Ontario Municipal Act, 2001.

BIA - any business improvement area established by The Corporation of the City of Windsor.

BOARD – a board of directors for a business improvement area.

BUSINESS DAYS – any day during which the business offices at the City are open for business.

CITY - The Corporation of the City of Windsor.

COUNCIL – the council of The Corporation of the City of Windsor.

DIRECTOR – an individual appointed by the City as a director of a Board and/or any Past Chair appointed by a Board to serve as a director of a Board in accordance with this by-law.

GENERAL MEETING – a meeting of Members and Non-Voting Members which is called by the Board, from time to time, for any date and time to be held at a location in Windsor, as specified in the notice.

MEMBER – has the meaning given in the Municipal Act.

NON-MEMBER NOMINEE – an individual appointed in writing by a BIA Member to stand for nomination on behalf of the Member. A Non-Member Nominee must be employed by the Member's business.

NON-VOTING MEMBER – a person, business, or institution identified by the Board and approved by the Members of the BIA as offering value to the BIA through participation in BIA meetings.

NOTICE – the receipt or deemed receipt of notice of a meeting of the Members or of the Board of Management.

QUORUM – in the case of Board meetings is the number of Directors who must be present in order for business to be transacted, which shall be a majority of the whole number of Directors for the Board.

II. APPLICATION

- i. This by-law shall apply to all BIAs.
- ii. Where reference is made in this by-law to legislation, it shall refer to any form of legislation or by-law enacted by provincial, federal, and municipal authorities and shall include any amendments, replacement, or successor legislation.
- iii. In the event of any conflict between this by-law and the Municipal Act or any other applicable provincial or federal legislation, the provisions of the Municipal Act or the federal or provincial legislation shall prevail.
- iv. This by-law shall not be amended without the approval of Council.

III. PURPOSE OF THE BIA

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.

IV. MEMBERSHIP

- i. Membership in a BIA is prescribed by the Municipal Act.
- ii. In addition to Members, a BIA may also include Non-Voting Members as defined in this By-law. Non-Voting Members must be approved by a majority of the Members and their term of Non-Voting Membership coincides with each term of Council.
- iii. A list of all Members and Non-Voting Members shall be kept by the Secretary. The Secretary shall be responsible to ensure the Membership List is current.
- iv. Every Member is entitled to:
 - a. Notice of all General Meetings.
 - b. Attend any General Meeting.
 - c. Cast one vote on each question arising at any General Meeting.
 - d. Eligibility to hold any office of the Board of Management.
- v. Every Non-Voting Member is entitled to receive notice, to attend, and to be heard and at all General Meetings, but cannot vote on any issue.

V. BOARD OF MANAGEMENT

The business and affairs of the BIA towards its purpose shall be managed or supervised by the Board, and may include but is not limited to:

- i. entering into contracts or agreements;
- ii. hiring and supervising an executive director;
- iii. making banking and financial arrangements;
- iv. executing documents; and,
- v. purchasing 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.

VI. BOARD PROCEDURES

- i. The Board shall adopt the election procedures set out in Schedule "A" to this by-law.
- ii. The Board shall adopt the rules of procedure set out in Schedule "B" to this by-law.
- iii. These procedures shall not be amended without the approval of Council.

VII. APPOINTMENT OF DIRECTORS

- i. Directors are appointed to the Board by Council following the processes prescribed in the Municipal Act for a term of four years, mirroring the term of Council.
- ii. Within three months of the commencement of the new term of Council, or at any time as directed by Council in respect of a vacancy, the BIA shall conduct an election in accordance with the election procedures set out in Schedule "A".
- iii. Following the election process, the BIA shall present its nominees to City Council for appointment.

- iv. Council members appointed to the Board shall be entitled to vote at Board meetings, but shall not be entitled to vote at General Meetings unless they are also Members of the BIA.
- v. Each BIA may elect a minimum of five and a maximum of nine Director nominees. The number of Director nominees shall be determined by the Board and approved by the Members.

VIII. APPOINTMENT OF OFFICERS

- i. Within one month of the appointment of the Board, and at the first meeting of each new year, as the case may be, the Board shall hold a meeting to appoint the following Officers from among the Directors:
 - a. Chair
 - b. Vice-Chair
 - c. Treasurer
 - d. Secretary
- ii. The Board may, at its discretion, appoint the Past Chair to hold office as a Director. The Past Chair, if appointed, shall be the most recent Chair of the Board.
- iii. Those appointed shall hold office for one year and are eligible to be reappointed for future terms.

IX. DUTIES OF DIRECTORS AND OFFICERS

- i. Every Director and Officer 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;
 - c. Prepare for and attend all meetings;
 - d. Attend governance and conflict of interest training provided by the City at least once per term.

X. BOARD VACANCIES

- i. In the event of a vacancy on the Board which occurs before May 1 in the year of a municipal election, the Board shall call a General Meeting to select a replacement nominee as soon as is practicable, and in any event no later than one month following the vacating of the seat to determine a replacement to present to Council.
- ii. In the event of a vacancy on the Board which occurs on or after May 1 in the year of a municipal election, the Board shall name a nominee to fill the vacancy.
- iii. Where more than one candidate is nominated, the candidates will be invited to address the Board. The Board will then vote and send the recommended nominee to Council to consider appointment.
- iv. In the event that a Director does not attend three consecutive meetings without Board authority, the Board may consider a resolution to recommend that Council remove the Director from the Board.
- v. If a motion to recommend removal of a Director is contemplated, the Director shall be given at least five Business Days' notice and an opportunity to address the Board.

XI. REMUNERATION

- i. No remuneration shall be paid to any Director for acting as a member of the Board of a BIA.
- ii. Any reimbursement of Directors and Officers for out-of-pocket expenses shall be done in accordance with the BIA's approved Travel and Business Expense Policy.

XII. BOARD OF MANAGEMENT MEETINGS

- i. The Board shall meet at least once every two months.
- ii. Board meetings 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.
- iii. Notice of each regular Board meeting shall be provided at least five Business Days in advance of the meeting.

- iv. The agenda and all supporting documents for each regular Board Meeting shall be provided to all Directors and the City Clerk not less than seventy-two hours before the hour appointed for the holding of such meeting, including the provision of all relevant documents.
- v. In the event of a special meeting of the Board to consider a matter outside of the regular meetings of the Board, notice shall be provided no less than twenty-four hours before the hour appointed for the holding of such meeting, including the provision of all relevant documents.
- vi. The agenda shall be posted to the BIA's website.
- vii. Meeting and voting shall be public unless otherwise permitted by the Municipal Act.

XIII. ANNUAL GENERAL MEETING

- i. The Board shall call an annual General Meeting in each fiscal year, the agenda for which shall include but not be limited to:
 - a. minutes of the last General Meeting;
 - b. annual report on programme and accomplishments;
 - c. annual financial report for the current fiscal year and audited financial statement for the prior fiscal year; and,
 - d. proposed budget for the following year.
- ii. The Board shall distribute notice of the annual General Meeting to all members and Non-Voting Members at least fifteen calendar days before the annual General Meeting.
- iii. The notice shall include the agenda and all supporting documents.

XIV. SPECIAL GENERAL MEETINGS

- i. The Board may hold special General Meetings for any purpose on any date and at any time and at any place within Windsor.
- ii. The Board shall distribute notice of the special General Meeting to all Members and Non-Voting Members at least fifteen calendar days before the meeting.
- iii. The notice shall include the agenda and all supporting documents.

XV. RECORDS AND INFORMATION

- i. The Board shall maintain minutes of every meeting of the Board and shall forward true copies of such minutes to all Directors and the City Clerk as soon as practicable after the meeting.
- ii. Minutes of any Board meetings that are open to the public shall be posted on the BIA's website as soon as practicable following the meeting.
- iii. The Board shall adhere to the recordkeeping and retention requirements set out in Schedule "D" to this by-law.
- iv. Under section 2(3) of the Municipal Freedom of Information and Protection of Privacy Act the Board is deemed to be part of the municipality. Any requests for access to information or records received by the Board shall be referred to the City of Windsor's Freedom of Information Coordinator.

XVI. FINANCIAL ADMINISTRATION

- i. The fiscal year for the BIA shall be the calendar year.
- ii. The Board shall adhere to the financial accountability requirements set out in Schedule "C" to this by-law.
- iii. The City may withhold payments to the BIA until the Board demonstrates compliance with the financial accountability requirements.
- iv. The Board shall prepare a proposed budget for each fiscal year by the date and in the form required by the City.
- v. The proposed annual budget shall be presented to the Membership for information. The Board shall provide Member access to approved budget documents.
- vi. The Board may provide in its budget for the establishment and maintenance of a reserve fund in accordance with the Municipal Act.
- vii. The Board shall designate a financial institution for the deposit of funds on behalf of the BIA.
- viii. The Board shall submit its annual report for the preceding year to Council on the date and in the form required by the City.
- ix. The annual report shall include audited financial statements.

XVII. APPLICABLE POLICIES

- i. The BIA is a local board under the Municipal Act and shall abide by the provisions of the City's Code of Conduct for Members of Council and Local Boards Policy and any amendments thereto.
- ii. The BIA shall take all reasonable steps to provide a work and service environment that is free from any form of discrimination, harassment, and violence and that respects the dignity, self-worth and human rights of every individual in accordance with the Ontario Human Rights Code, the City's Respectful Workplace Policy, and any amendments thereto, including but not limited to provisions regarding:

a. Responsibility, Authority & Accountability:

1. The Board of Management shall maintain a zero-tolerance approach to workplace violence, harassment, and discrimination. All reported incidents of workplace violence, harassment, and discrimination that the Board of Management becomes aware of, shall be reviewed and appropriate action shall be taken.
2. Reprisal against an individual for filing a complaint, participating in any procedure related to the review of a complaint, or being associated with a person who filed a complaint, shall be treated as harassment and will not be tolerated.

b. Standards of Department:

The following is a partial list of breaches of acceptable standards of department which may be considered just cause for referral to the Integrity Commissioner as a violation of the Code of Conduct:

1. Using unsafe or dangerous work methods;
2. Committing acts of an immoral or indecent nature while on duty, including through the use of email or the internet;
3. Use of inappropriate language, specifically the use of profanity, excessive yelling when meeting or speaking with fellow Directors, Members, or the public;
4. Engaging in acts or gestures of violence or harassment towards other Directors, Members, or the public;

5. Engaging in acts of discrimination, harassment, or workplace violence towards other Directors, Members, or the public;
 6. Theft or fraud involving property or assets of the BIA, the City, or the public;
 7. Abuse of BIA or City property or using such property without authorization;
 8. Providing false information to the City or misusing or falsifying records;
 9. Lodging a vexatious or malicious complaint about another Director, Member, City employee, or a member of the public;
 10. Engaging in conduct which may tend to bring the City into disrepute, or which is offensive to the maintenance of good relations with other Directors, Members or the public, or which may otherwise interfere with the proper and efficient administration of the BIA;
 11. Purposefully recording others in one-on-one or group meetings or interviews in a secretive, non-consensual manner.
- iii. Where there is a conflict between the provisions of this section and the City's Respectful Workplace Policy and/or Code of Conduct, the more stringent provision of the two shall apply.
- iv. The BIA shall establish policies related to:
1. sale and disposition of land;
 2. hiring of employees; and,
 3. procurement of goods and services.
- v. The BIA shall establish a policy related to Travel and Business Expenses which shall be approved by the City.

SCHEDULE A

ELECTION PROCEDURES

I. DATE

- i. The Board shall select a date and time to conduct the election of Director nominees. The election shall not be conducted on a holiday or a date observed as a holiday by the City.

II. NOTICE OF ELECTION DATE AND CALL FOR NOMINATIONS

- i. Written notice of the election of Director nominees and a call for candidates shall be provided to all Members no later than thirty days before the date fixed for the election. The notice shall specify the time, date, and location of the election. Written notice shall also be provided to the City Clerk at clerks@citywindsor.ca.
- ii. In addition to written notice, the time, date, and location of the election, as well as the call for nominations shall be advertised through public and/or social media commencing no later than fourteen days before the election.
- iii. The call for nominations shall include the form attached as Appendix 1 to these Election Procedures and, the manner in which completed forms are to be submitted to the Board of Management, eligibility, and the date by which forms are due (“nomination day”).

III. NOMINATIONS

- i. Nomination forms shall be made available at the BIA Office, on the BIA website, and at any other location specified by BIA. These locations will be advertised in the call for nomination notices.
- ii. Each Member may nominate one candidate.
- iii. Members and Non-Member Nominees are eligible to be nominated.
- iv. Nomination day will be seven days before the date of the election.

- v. A person may withdraw their nomination by filing a written withdrawal with the BIA before nomination day.
- vi. Eligibility of all nominees must be verified by the Board.
- vii. If at 4:00 p.m. on the Monday following nomination day, the number of approved candidates for an office is the same as or less than the number to be elected, the BIA shall declare the candidate or candidates elected by acclamation.

IV. VOTING

- i. The BIA is responsible to conduct its own election. The Board shall appoint two people to act as election officials to conduct and oversee the election.
- ii. Each Member is entitled to one vote regardless of the number of properties that the Member may own or lease in the BIA.
- iii. Every Member that is a corporation or partnership has one vote regardless of the number of shareholders or partners comprising the Member.
- iv. Voting shall take place by secret ballot.
- v. After the poll closes the sealed ballots are to be delivered to the election officials.
- vi. A candidate has the right to appoint a representative to be present during the counting of all ballots.
- vii. The Election Officials shall count all ballots and post the results on the BIA website.

V. COUNCIL APPOINTMENT

- i. The list of elected nominees for the Board shall be forwarded to Council for the next available agenda to recommend appointment as Directors.
- ii. All ballots shall be kept in a locked place for thirty days following the election or until Council formally appoints the Board, at which time the ballots shall be destroyed.

SCHEDULE B

RULES OF PROCEDURE AND DUTIES OF OFFICERS

I. RULES OF PROCEDURE

- i. The rules in this Schedule B to this by-law are to be observed in all General Meetings and Board meetings.
- 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 Members and Non-Voting Members to have opportunities to;
 - b. the maintenance of decorum, with all attendees being treated with courtesy and respect;
 - c. all Members and Non-Voting Members have a right to promote informed debate and decisions;
 - d. Members and Non-Voting Members have the right to an efficient meeting;
 - e. all Members have equal rights, privileges, and obligations; and,
 - f. in the event of a conflict, facilitating a reasonable compromise.

II. DUTIES OF OFFICERS

- i. The Chair shall:
 - a. chair all meetings of the BIA including General Meetings and Board meetings, follow the agenda, and decide whether motions are in order;
 - b. rule on all procedural matters and maintain decorum;
 - c. ensure motions and amendments are clearly expressed and, if there is no motion under consideration, summarize the discussion for the purpose of the minutes; have general supervision of the affairs of the BIA;
 - d. along with the Secretary or Treasurer, sign all by-laws and execute any documents, contracts or agreements on behalf of the BIA
 - e. perform any other duties which the Board may, from time to time, assign;
 - f. be a member ex-officio on any committees of the Board; and,
 - g. ensure that all past financial records of the Board are transferred to the succeeding Treasurer when there is a change of Treasurer and

administrative records are transferred to the succeeding Secretary when there is a change of Secretary.

- ii. The Vice Chair shall exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable or unwilling to perform those duties.
- iii. The Secretary shall:
 - a. ensure that notice is given of each meeting of the BIA as required;
 - b. ensure that an agenda of the matters to be considered and any supporting documents are provided to Members and Non-Voting Members as required;
 - c. ensure that the minutes of each meeting (Board meetings and General Meetings) are recorded and presented at the following meeting for adoption. The minutes shall record:
 - i. the place, date, and time of the meeting;
 - ii. the name of the chair of the meeting;
 - iii. the names of all Directors present at Board meetings and Members and Non-Voting Members present at General Meetings;
 - iv. the names of those Directors not present at Board meetings;
 - v. the names of all others present at the meeting;
 - vi. the adoption of the minutes of the prior meeting; and
 - vii. all other motions, decisions, and other proceedings of the Board or General Meeting, as the case may be.
 - d. record confidential minutes of in camera sessions of the Board;
 - e. along with the Chair, sign the adopted minutes and distribute as required;
 - f. keep or cause to be kept the BIA's records and books, including by-laws, policies and resolutions, the minutes of all meetings, and all reports.
- iv. The Treasurer shall:
 - a. under the direction of the Board, supervise the expenditure of the funds of the BIA;
 - b. keep and maintain or cause to be kept and maintained the financial records and books of the BIA;
 - c. assist the auditor in the preparation of the financial statements of the BIA;
 - d. prepare and distribute the proposed annual budget in accordance with the requirements of the City; and,

- e. prepare and present a financial status report for the Board's review and consideration at each regular meeting.
- v. The Past Chair shall provide support, guidance, and continuity of knowledge and practice to the Board.
- vi. The Chair, in consultation with the Secretary and other members of the Board as required shall establish the agenda for each meeting, based on the matters submitted before the agenda distribution deadline.
- vii. Directors are entitled to submit agenda items for consideration by forwarding them to the Secretary before the agenda distribution deadline.

III. ELECTRONIC MEETINGS

- i. BIA's may hold electronic meetings. Any Director, Member, or Non-Voting Member participating in an electronic meeting shall be deemed to be present at the meeting for all purposes, including determination of quorum, and are entitled to participate in all aspects of the meeting.
- ii. The format and platform for the electronic meeting may be established by the Board.
- iii. In the event of an electronic meeting, an electronic link or other participation instructions must be provided in the meeting Notice, and any saved or archived records of the meeting must be maintained as minutes.

IV. VOTES

- i. Every Director has a vote on all motions, unless prohibited by law in which case the Secretary shall record the name of the Director who does not vote and the reason for not voting.
- ii. The Directors 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; and,
 - d. motion to adjourn the meeting, provided the motion is not made when another Director is speaking, a vote has been called, the Directors are

voting, or a Director has indicated to the Chair a 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.

V. DEPUTATIONS

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

VI. DETERMINATION OF MOTIONS

All motions arising at any General Meeting, other than those arising under new business, shall relate to an item on the agenda for that meeting, and the Chair 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 unless a ballot on the motion is required by the Chair or requested by a Member. The Chair shall declare that a motion has been carried or not carried. The motion shall be entered into the minutes of the General Meeting. It is not necessary to record the number or proportion of the votes.

VII. NOTICE

Any notice of meeting shall be in writing and shall be delivered, mailed by prepaid mail, sent by facsimile, or sent by email. Notices that are:

- a. delivered personally shall be deemed to have been received upon receipt;
- b. transmitted by facsimile or email shall be deemed to have been given on the next Business Day following the day they were sent;
- c. mailed shall be deemed to have been given on the fifth Business Day following the date they were mailed.

A copy of all Notices must be provided to the City Clerk.

SCHEDULE C

FINANCIAL ACCOUNTABILITY REQUIREMENTS

I. ANNUAL BUDGET

- i. The Board shall prepare a proposed budget for each fiscal year by the date and in the form as set out in Schedule 1 to Schedule C or as amended from time to time.
- ii. The Board shall submit its budget to Council and Council may approve it in whole or in part but may not add expenditures to it.
- iii. The money to be collected from the Members by the City on behalf of the BIA shall be paid by the City Treasurer to the Board from time to time as follows:
 - a. An interim payment in amount of 50% of the prior year's approved levy upon receipt of a current year Board approved budget.
 - b. A final payment in the amount of the current year approved levy less any interim payment as noted in (a) upon receipt of the prior year's audited financial statements. The final payment will be reduced by any previously approved and committed funding for capital repayments to the City.
 - c. A holdback of 5% of the current year levy will be retained by the City and released at the end of each fiscal year. This holdback will be used by the City to fund any reduction in levy that occurs during the year. Any additional levy received during the year will be added to the holdback payment.
- iv. The Board is responsible to ensure that expenditures made are in accordance with the approved budget and that expenditures do not exceed revenues such that an operating deficit is incurred.

II. ANNUAL VARIANCE REPORTING

- i. Budget variance reporting shall be completed and presented to the Board at a minimum semi-annually or more frequently as requested by the Board.
- ii. An annual variance report shall be presented in conjunction with the current year budget to the Members and Non-Voting Members at the annual General Meeting.

III. ANNUAL FINANCIAL STATEMENTS

- i. The Board is responsible to ensure that the financial information relating to each fiscal year end is provided to the auditors in a timely manner but no later than ninety days following the fiscal year end.
- ii. Audited financial statements are required to be presented in conjunction with the annual report to Council.

IV. RESERVE FUNDS

- i. Any levy that is collected and not used in a current year shall be placed in a general operating reserve to be used in a subsequent year at the discretion of the Board. Expenditures from the reserve must be compliant with the Municipal Act and aligned with those that would typically be undertaken by the BIA. Where possible use of the reserve as a funding source is included in a budget submission the funding must be clearly identified as coming from the general operating reserve.
- ii. At no time shall the general operating reserve reach a level that exceeds 25% of the annual year's levy. Should the general operating reserve reach a level that is in excess of this maximum amount, the Board is required to develop a plan that will expend the funds with said plan being presented as part of the annual budget submission for approval by Council. The excess funds shall be included as a revenue source in the annual operating budget for the year in which the funds will be spent in accordance with the plan.
- iii. The Board may provide in its annual budget the establishment and maintenance of a specific purpose reserve fund to be used for special projects and or initiatives. Funds which are placed into these special purpose reserves must be used for the intended purpose. Reuse/redirection of funds previously set aside requires the approval of Council.
- iv. A separate schedule of transactions made from either the general operating and specific purpose reserves from the preceding year shall be included as a document in the annual financial statements.

V. INVESTMENTS

- i. Where there are funds on hand in excess of current operating requirements, the Board may, in their discretion, approve the placement of those excess funds in short and/or medium term (no greater than five

years) interest bearing deposits with a Schedule I bank or credit union with consideration of the following:

- a. Legality
 - a. Preservation of capital
 - b. Risk
 - c. Liquidity
- ii. Where funds are invested with a credit union, proof that the credit union meets the financial reporting requirements as defined by the Municipal Act must be obtained prior to the placement of the deposit and renewed annually through the period of time that the investment is held.
 - iii. The term of the investment should not extend beyond the time for which the funds will be required.
 - iv. Interest received from the investment of excess funds should be deposited into the BIA general account and can be used in support of expenditures that are consistent with items included in approved budgets.
 - v. An annual report of investments and yields shall be prepared and presented at the annual General Meeting and included in the annual report to Council.

VI. BANKING AND SIGNING AUTHORITY

- i. The designation of a financial institution for the deposit and disbursements of funds on behalf of the BIA is the responsibility of the Board.
- ii. The disbursements of funds shall be by cheque or electronic form wherever possible/practical and in all cases where the disbursements are in excess of \$100.00 it shall be by way of cheques which shall bear at a minimum two signatures, namely that of the Chair and Vice-Chair. Alternate signing authorities may be granted to either the Treasurer and/or the Secretary who may sign a cheque in the place of a primary signature. At no time can a cheque bear the signature of two alternate signatories. Where electronic payment methods are in place, an approval process which aligns with the cheque signing process noted above shall be utilized as authorization to release payment.
- iii. The use of a business credit card for purposes of purchases may be utilized where practical. The Board is responsible to ensure that only authorized individuals are provided with a business credit card and that monthly statements are regularly reviewed and reconciled.

- iv. Where a BIA utilizes the position of Executive Director, in addition to the Chair and Vice-Chair, this position may be designated by the Board as a primary signatory for banking purposes.
- v. Under no circumstances will an individual authorize any payment to or sign any agreement or other document in relation to themselves, their spouse, partner, children or step-children, parents or step-parents, grandparents or step-grandparents, siblings or step-siblings.
- vi. Reimbursement for expenditures incurred on behalf of the BIA must be accompanied by a supporting invoice and be in compliance with the BIA's travel and business expense policy.
- vii. Bank reconciliations shall be completed and independently reviewed by the Treasurer on a regular monthly basis but no less than quarterly. Bank reconciliations shall be presented to the Board for approval.
- viii. Consideration will be given to the appropriateness of in-kind services. Where such services have been deemed appropriate the Treasurer must ensure that value is determined with regards to regulatory or legislative reporting and further that all in-kind services are identified in the annual report.

VII. BOOKS AND RECORDS

- i. The Secretary shall ensure that all necessary books and records required by the Board or by any applicable law are retained and preserved in a secure manner. The Secretary shall ensure that appropriate record and retention protocols are in place to ensure the appropriate safeguarding of all records and to ensure that such books and records remain readily available for inspection by Directors, auditors and others upon the approval of the Board.
- ii. Under section 2(3) of the Municipal Freedom of Information and Protection of Privacy Act, records relating to the business of the Board are accessible to the public upon request.

VIII. CASH HANDLING

- i. All cash must be immediately recorded upon receipt.
- ii. Cash must be kept secure at all times – lockable cash register, safe, floor safe, locked storage, etc. The safeguarding of cash should take into account the amount of cash on hand during various periods.

- iii. Active cashiering or cash counting stations are not to be left unattended, at any time, without being properly secured. Physical access to cash shall be restricted to authorized personnel.
- iv. Special events should be adequately supervised with appropriate internal control measures in place to ensure that all funds received from the event are appropriately tracked with appropriate audit trails in place with funds immediately deposited.
- v. The use of cash for payment of services should be limited and in no case should exceed \$100.

IX. BOOKEEPING

- i. The use of a bookkeeper for financial record keeping is strongly encouraged and may be established by the Board.
- ii. Where bookkeeping services are determined to be appropriate the terms and conditions, including fees, should be evidenced through a formal agreement.

X. REGULATORY FILINGS

- i. The Board is responsible to ensure that the BIA obtains any required registrations with the Canada Revenue Agency and obtains, if required, a corporate business identity number to be used for purposes of any required filings inclusive of payroll and HST.
- ii. The Board must ensure that appropriate processing of any required payroll is completed in full compliance with all Canada Revenue Agency requirements relative to processing, reporting and remittances.
- iii. The Board is responsible to ensure that payroll implications for any services provided to the BIA are appropriately considered and managed.
- iv. The Board is responsible to ensure that all regulatory filings with regards to Harmonized Sales Tax are completed on a timely basis.
- v. The Board must also ensure that any other regulatory filings with Canada Revenue Agency A or other level of government is completed in full compliance as defined by those entities.

XI. GRANTS

- i. BIA's are encouraged to seek alternative funding sources from upper levels of government such as grants to be used in support of planned events and activities
- ii. Where grant applications are submitted and accepted, Board approval to proceed with documentation to finalize the grant must be obtained.
- iii. The Board is responsible to ensure that all required reporting, documentation and/or claims submission are completed in full compliance with the grant provider so as to not jeopardize the receipt of funding.

Schedule 1 – Annual Budget and Variance Report Template

BIA Name	Summary Page		
	Previous Year	Previous Year	Current Year
	Approved Budget	Projected Actual	Proposed Budget
REVENUE			
BIA Levy		\$ -	\$ -
<u>Government Grants</u>			
Federal or Provincial			
Municipal			
<u>Other Revenue</u>			
Donations			
OTHER: PLEASE SPECIFY			
Rent			
Sponsorships			
Promotions & Events Revenue			
TOTAL REVENUE	\$ -	\$ -	\$ -
EXPENDITURES			
(includes non-recoverable HST)			
Total Administrative		\$ -	\$ -
Total Capital		\$ -	\$ -
Total Marketing		\$ -	\$ -
TOTAL EXPENDITURES	\$ -	\$ -	\$ -
Surplus/Deficit	\$ -	\$ -	\$ -

ACCUMULATED SURPLUS(DEFICIT)

Beginning Balance		\$ -	\$ -
Use of Reserve			\$ -
Addition to Reserve			
Ending Balance		\$ -	\$ -

BUDGET DECLARATION TO BE SIGNED AFTER AGM

Board of Management Approval			General Membership Approval		
Date	Month	Year	Date	Month	Year
Signature of Chair	Date	Signature of Treasurer	Date		
<i>If budget is prepared by someone other than the Treasurer, please provide the name of the contact person below:</i>					
Name:		Phone Number:		Email Address:	

BIA Name Administrative Expenses		Previous Year	Previous Year	Current Year
		Approved Budget	Projected Actual	Proposed Budget
Staff	Salaries/Wages/Benefits			
Other Admin.	Accounting			
	Audit			
	AGM Expenses			
	Meeting Expenses (non AGM)			
	Bank Charges			
	Conferences/Seminars			
	Consultants			
	Donations			
	Strategic Plan			
	Memberships			
	Subscriptions			
	Insurance			
	Legal			
	Telephone			
	Postage & Courier			
	Transportation & Travel			
	Office Supplies			
	Office Equipment/Furniture/Maintenance			
	Printing			
	Storage/Maintenance			
	Rent/Lease			
	Utilities			
	Other: (please specify)			
Total Administrative Expenses		\$ -	\$ -	\$ -

BIA Name Capital Expenses		Previous Year	Previous Year	Current Year	
		Approved Budget	Projected Actual	Proposed Budget	
Capital					
(Only include BIA portion of any cost-share initiatives)	City of Windsor Loan Repayment				
	Street Furniture				
	Benches				
	Alley Enhancements				
	Signage				
	Decorative Lighting				
	Decorations-Seasonal				
	Decorations-Other				
	Banners				
	Murals				
	Planters				
	Hanging Baskets				
	Signage				
	Technical/Professional Services				
	Other: (please specify)				
General Maintenance					
	Flowers/Plants/Trees				
	Snow Removal				
	Decorations				
	Hydro				
	Graffiti Removal				
	Power Washing				
	Needle Collection				
	Street Cleaning				
	Broken Windows				
	Miscellaneous Repairs				
	Permit Fees				
	Security				
	Other: (please specify)				
	Total Capital Expenses		\$ -	\$ -	\$ -

BIA Name		Previous Year	Previous Year	Current Year
Communications/Marketing/Promotions & Events		Approved Budget	Projected Actual	Proposed Budget
Communications				
	Memberships			
	Subscriptions			
	Professional Development			
	Travel			
	General Meeting Expense			
	Board/Committee Meeting Expense			
	Budget Meeting Expense			
	Conference Expense			
	Internet/Website			
	Public Relations/Liaison			
Advertising and Marketing				
	Advertising			
	Printing – (Flyers, Brochures, etc.)			
	Marketing Design			
	Branding			
	Retail Recruitment			
	Social Media			
	Signage			
	Sponsorships			
	Newsletter			
	Website Development/Maintenance			
	Other: (please specify)			
Promotions & Events				
	Canada Day			
	Christmas			
	Easter			
	Spring Event (Please specify)			
	Summer Event (Please specify)			
	Fall Event (Please specify)			
	Winter Event (Please specify)			
	Signature Event 1 (complete tab)			
	Signature Event 2 (complete tab)			
Total		\$ -	\$ -	\$ -

BIA Name		Previous Year	Previous Year	Current Year
Signature Event 1 - Supporting Information		Approved Budget	Projected Actual	Proposed Budget
Event Name:				
Event Dates:				
Revenues				
Must be shown on Cover Page	BIA Contribution			
	Federal/Provincial Grant			
	Municipal Grant			
	Donations			
	Sponsorships			
	Festival Revenue			
Total Revenues		\$ -	\$ -	\$ -
Expenditures				
	Consultants			
	Entertainers			
	Fees - EMS			
	Fees - Police			
	Permits			
	Signage			
	Barricades			
	Advertising/Promotion			
	Waste Handling/Removal			
	Porto-potties			
	Staging			
Total Expenditures		\$ -	\$ -	\$ -
Notes: Please provide description of the event				

BIA Name		Previous Year	Previous Year	Current Year
Signature Event 2 - Supporting Information		Approved Budget	Projected Actual	Proposed Budget
Event Name:				
Event Dates:				
Revenues				
Must be shown on Cover Page	BIA Contribution			
	Federal/Provincial Grant			
	Municipal Grant			
	Donations			
	Sponsorships			
	Festival Revenue			
Total Revenues		0.00	0.00	0.00
Expenditures				
	Consultants			
	Entertainers			
	Fees - EMS			
	Fees - Police			
	Permits			
	Signage			
	Barricades			
	Advertising/Promotion			
	Waste Handling/Removal			
	Porto-potties			
	Staging			
Total Expenditures		0.00	0.00	0.00
Notes: Please provide description of the event				

BIA Name

Previous Year Actual Expenditures

Explanation of Significant Variances (Previous Year Projected Actual vs. Previous Year Approved Budget):

SUMMARY

(Include Previous Year accomplishments; also indicate what was not accomplished in the Previous Year and why)

1. Previous Year Accomplishments

--

Mandatory

REVENUES

*Provide explanations for significant variances only, i.e. **plus or minus 10%** variance for each section below*

2. Grants, Donations & Sponsorships

--

Variance
-

3. Promotions, Events & Other Revenues

--

Variance
-

EXPENDITURES

*Provide explanations for significant variances only, i.e. **plus or minus 10%** variance for each category below*

4. Administration

--

Variance
-

5. Capital & General Maintenance

--

Variance
-

7. Communications, Marketing, Promotions & Events

--

Variance
-

8. Harmonized Sales Tax (HST) Rebates

--

Mandatory

BIA Name

Current Year Proposed Budget

Explanation of Significant Variances (Current Year Proposed Budget vs. Previous Year Approved Budget):

SUMMARY

(Include any other pertinent information)

1. Current Year Goals and Objectives

--

Mandatory

REVENUES

*Provide explanations for significant variances only, i.e. **plus or minus 10%** variance for each section below*

2. Grants, Donations & Sponsorships

--

Variance
-

3. Promotions, Events & Other Revenues

--

Variance
-

EXPENDITURES

*Provide explanations for significant variances only, i.e. **plus or minus 10%** variance for each category below*

4. Administration

--

Variance
-

5. Capital & General Maintenance

--

Variance
-

7. Communications, Marketing, Promotions & Events

--

Variance
-

SCHEDULE D

RECORDKEEPING AND RETENTION REQUIREMENTS

I. DEFINITION OF A RECORD

- i. A record is defined as any record of information however recorded, whether in printed form, on film, by electronic means or otherwise, and includes; correspondence, a memorandum, a book, a plan, a map, a drawing, a diagram, a pictorial or graphic work, a photograph, a film, a microfilm, a sound recording, a videotape, a machine readable record, any other documentary material, regardless of physical form or characteristics, and any copy thereof.

II. RECORDS RETENTION

- i. All Directors and BIA employees and volunteers are responsible for the retention of documents related to the business of the BIA.
- ii. A record of the Board may only be destroyed in accordance with section 255(1) of the Municipal Act and if the retention period has expired or the record is a copy of an original report or record.
- iii. All Board meeting minutes, agendas and any related documents and reports shall be considered permanent records and be kept in perpetuity.
- iv. Any other records related to the business of the BIA as defined above shall be kept for a period of seven years.

III. RECORDKEEPING REQUIREMENTS

- i. All Directors, employees and volunteers shall take care to ensure that all records of the Board are preserved in a secure and accessible manner.
- ii. Directors shall ensure that the personal privacy of individuals and economic interests of third parties are protected through proper physical records storage (locking filing cabinets) and secure electronic storage (password protecting files).
- iii. When conducting BIA business, Directors are encouraged to communicate using official Board issued email addresses, phone numbers, and technology where available.

Insert Company Logo Here

APPENDIX 1 - NOMINATION FORM
ELECTION TO BUSINESS IMPROVEMENT AREA BOARD

Member Type - Nominator:

- Commercial Property Owner
- Commercial Tenant
- I am eighteen years of age or over.

Nominator (full name): _____

Organization: _____

Email: _____

Address: _____ **Telephone No:** _____

Nominator

I, _____ hereby nominate _____ for a position on the Board of Directors of the BIA Board for the term expiring November, 2026.

Signed: _____ Date: _____
(Nominator's signature)

Member Type - Nominee:

- Authorized Representative of Commercial Property Owner
- Authorized Representative of Commercial Tenant (must be employed by the Member's business)
- I am eighteen years of age or over.

Nominee (full name): _____

Organization: _____

Email: _____

Address: _____ **Telephone No:** _____

Nominee

I, _____ agree to stand for election to the Board of Directors of the BIA Board and, if elected, I am prepared to devote the time and energy required of me to promote the best interests of the Business Improvement Area.

Signed: _____ Date: _____
(Nominee's signature)

Please return to **xxxxxxx** in a sealed envelope marked **"BIA Nomination"**
For questions or further information, please contact:

Name & email of BIA Contact

Nominations will be accepted until 10:00 am on **XXXX**