GODERICH BUSINESS IMPROVEMENT AREA

TERMS OF REFERENCE

Established by Council: **May 2, 1977**
Regular Review Timeframe: **Once every 4 years by the Director of Legislative Services/Clerk in consultation with the Board of Management.**

1. **DEFINITIONS**

a) "Board of Management" or "Board" – is a corporation consisting of the number of directors established by the municipality (Municipal Act, 2001, c. 25, s.204(1)), and is a local board of the municipality for all purposes

b) "BIA" – Goderich Business Improvement Area, governed by the Board of Management

c) "Town" – The Corporation of the Town of Goderich

d) "Area" – is the boundaries designated as an Improvement area by the Town as shown on Schedule "A"

e) "Proxies" – a person who votes on behalf of a member.

f) "Quorum"- shall mean the majority (more than half) of the total number of Board members except where a member(s) has declared a pecuniary interest pursuant to the Municipal Conflict of Interest Act, the quorum may be less than half plus one of the whole number of members but shall not be less than two.

2. **PURPOSE**

a) The Terms of Reference set out the mandate and operation of the Goderich Business Improvement Area (BIA). These rules and procedures are to be observed at meetings of the general membership, the Board, and Sub-Committees of the Board.

b) The purpose of the Business Improvement Area under the Municipal Act, as amended, is:

   i. 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; and

   ii. To promote the area as a business or shopping area.

b) Where greater clarification is required, the Board and their Sub-Committees shall observe the Town's Procedure By-law.

c) The boundaries of the BIA, established by the Town through By-Law 30 of 1977, include the entire downtown square in the Town of Goderich. The BIA area is bound by Nelson Street, Waterloo Street, Elgin Avenue, and Victoria Street., as shown on Schedule "A".

d) All businesses within the designated area are assessed for a Special Levy that is collected by the Town to support the activities of the BIA.

3. **BIA MEMBERSHIP**

a) Members of an improvement area consist of persons who are assessed, on the last returned assessment roll, with respect to ratable property in the area that is in a prescribed business property class and tenants of such property.2001, c. 25, s. 204 (4).

b) Membership on the BIA allows attendance at BIA meetings, including the annual general meeting (AGM), and eligibility to vote on BIA-related issues at the Annual General Meeting such as the annual budget and selection of members to the Board of Management.

4. **BOARD OF MANAGEMENT**

a) The Board of Management shall consist of not less than 7 members to a maximum of twelve (12) members appointed by Council, two (2) shall be members of Town Council and the remaining five (5) members shall be selected by a vote of the membership of the BIA Improvement Area and then appointed by the Town. (2001, c. 25, s. 204 (3).

b) The Board shall, as soon as possible after its members have been appointed by Council in their first-year term, elect a Chair and Vice-Chair, and they may appoint a Secretary and Treasurer, and such other officers, or advisory members, as deemed necessary. BIA staff can serve as both Secretary and Treasurer.

c) The Chair, Vice-Chair, and Past Chair (or someone appointed from the Board in absence of any of those three) shall form the Executive Committee. The Executive Committee shall have the authority to act for the Board of Management in the intervals between Board meetings on such matters as may be necessary to conduct the business of BIA, including calling Special Meetings of the Board of Management.

i. **CHAIR:** shall have the general management and direction, subject to the authority of the Board, of the business and affairs of the BIA. The Chair will be authorized to speak publicly for the BIA and have the authority to appoint a delegate on their behalf.

- Shall work with staff of the Town to ensure all legislative obligations are met, including but not limited to those regarding all staff, volunteers, committees and Board of Management of the BIA.

- Is the ex-officio, on all sub-committees.

ii. **VICE-CHAIR:** will assume the duties of the Chair if absence or disability occurs.

iii. **SECRETARY:** will be responsible for recording Minutes for all Board of Management and Executive Meetings. The Secretary will be responsible for delivering the signed and approved Minutes to the Town Clerk, not more than 10 days after approval.

5. Members of the Board of Management shall receive an Orientation Package from the Town Clerk upon appointment. The Orientation Package may include the following supplementary information: General Information, Roles, Agenda and Minutes, Best Practices, Municipal Conflicts of Interest Act, Closed Session, Procedure By-Law and Public Notice, Accountability and Transparency Policy, Code of Conduct Policy, Social Media Policy.

6. **ROLE OF COUNCIL MEMBERS**

a) Represent the interests of the BIA Board, including providing prompt reports on BIA activities to Council.

b) Report on regular Council deliberations to the BIA Board that may interest them.

c) Represent the broader interests and responsibilities of the Town of Goderich.

d) Are full voting members of the Board.

7. **ASSOCIATE MEMBERS**

a) The Board may request the advice or participation of individuals or organizations with a particular area of expertise. (e.g., Huron Chamber of Commerce Executive Director).

b) Associate members are not entitled to vote or act as the presiding officer at the meetings.

8. **ONE VOTE**

a) Each member of an improvement area has one vote regardless of the number of properties that the member may own or lease in the improvement area (Municipal Act, 2001, c. 25, s. 204 (6)).

9. **TERM OF APPOINTMENT**

a) The terms of the directors of the Board of Management are the same as the terms of the Council that appointed them but continues until their successors are appointed (Municipal Act, 2001, c. 25, s. 204 (10)).

10. **ELECTIONS**

a) An election will be conducted within four (4) months of the new term of Council commencing or as directed by Council.

b) The date and location of the election shall be advertised to the membership by any or all of the following: email, direct mail, public advertisement, and/or social media accounts. Notice will be provided for a minimum of three (3) weeks in advance of the election.

c) A BIA member is responsible for registering their voting delegate before the election process begins. The names of those Board members continuing their term must appear on the ballot. A voting delegate must make nominations from the floor with a seconder. If desired, the Chair may appoint one or more scrutineer (who need not be members) to count ballots. Only one (1) delegate per business member can be nominated for election at any one time.

d) Election results must be submitted to the Town Clerk within one (1) week to be confirmed through an appointment By-Law on the next regular agenda.

11. **REFUSAL OF APPOINTMENT**

a) The Town may refuse to appoint a person selected by the members of an improvement area, in which case the Town may leave the position vacant or direct that a meeting of the members of the improvement area be held to elect or select another candidate for the Town's consideration (Municipal Act, 2001, c. 25, s. 204 (9)).

12. **REAPPOINTMENT**

a) Members of the Board of Management are eligible for reappointment if duly elected (Municipal Act, 2001, c. 25, s. 204 (11)).

13. **RESIGNATION**

a) Board members may resign in writing and shall be effective at any time or date requested.

14. **VACANCIES**

a) The seat of a member of the Board of Management may become vacant if the member is absent for three (3) consecutive Board of Management meetings. After thirty (30) days (about 4 and a half weeks) written notice to the absent member, the Board may pass a motion authorizing the removal of such members, and only then will the member cease to be a member of the Board of Management.

b) Subject to subsection (7), if a vacancy occurs for any reason, the Town may appoint a person to fill the vacancy for the unexpired part of the term, and the appointed person does not have to be a member of the improvement area (Municipal Act, 2001, c. 25, s. 204 (12)). Such interim members must be confirmed by a resolution of the Board of Management and appointed by Council for the Town of Goderich.

15. **FISCAL YEAR**

b) The fiscal year of the BIA is from January 1 to December 31. The proposed budget is to be approved by the BIA members at the Annual General Meeting (AGM) by February each calendar year to be included in the Town budget approval. The BIA budget must be set for the new calendar year and be followed without major modifications. Spending and debt may not exceed the time limits of the calendar year, except when approved at a regularly scheduled AGM or Special General Meeting, and with the concurrence of the Town Council.

16. **BUDGET**

a) The Board of Management shall prepare a proposed budget for each fiscal year by the date and in the form required by the municipality and shall hold one or more meetings of the members of the improvement area for discussion of the proposed budget (Municipal Act, 2002, c. 17, Sched. A, s. 40 (1)).

b) The Board of Management shall submit the budget to Council by the date and in the form required by the municipality, and the municipality 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 Board of Management shall not,

i. spend any money unless it is included in the budget approved by the municipality or in a Reserve Fund established under section 417;

ii. incur any indebtedness extending beyond the current year without the prior approval of the municipality; or

iii. borrow money (Municipal Act, 2001, c. 25, s. 205 (3)).

c) BIAs often have surplus funds from their operating budgets. These funds can be used for various purposes, such as:

i. **SUBSEQUENT OPERATING BUDGET YEARS:** Surplus funds that are accumulated within the current operating year may be used to fund the next year's annual operating budget to offset budget pressures;

ii. **CONTRIBUTING TO A RESERVE FUND**: Surplus funds from a current operating year budget can be invested into a BIA Reserve Fund, for contingency or other projects as determined by the Board that align with the BIA's 5-Year Long Strategic Plan;

iii. **SUPPORT, PROMOTE, AND RECOGNIZE LOCAL BUSINESSES:** This could include special marketing campaigns/promotions, or funding for specific business programs (i.e., digital marketing);

17. **ANNUAL REPORT**

a) The Board of Management shall submit its annual report for the preceding year to Council by the date and in the form required by the municipality. The report shall include audited financial statements. (Municipal Act, 2001, c. 25, s. 207 (1)).

b) The municipal auditor is the auditor of the Board of Management and may inspect all records of the board. (Municipal Act, 2001, c. 25, s. 207 (2)).

18. **FUNDS TO BE RAISED**

a) The municipality shall annually raise the amount required for the purposes of the Board of Management, including any interest payable by the municipality on money borrowed by it for the purposes of the Board of Management. (Municipal Act, 2001, c. 25, s. 208 (1)).

19. **DISSOLUTION OF BOARD**

a) Upon the repeal of a by-law under subsection 204 (1), the Board of Management is dissolved, and the assets and liabilities of the board become the assets and liabilities of the municipality. (Municipal Act, 2001, c. 25, s. 214 (1)).

20. **QUORUM**

a) Quorum for Board meetings shall be reached and kept with the presence of a majority of the appointed members, at a time no later than fifteen (15) minutes past the scheduled meeting time. The members may hold an informal discussion in such a situation but may not vote on any issue until the next meeting, where there is a quorum. The Secretary shall report to the next meeting of the Board on any proposals made at the informal gathering. Any proposals made at the informal gathering shall be submitted to the Board for consideration at the next regular meeting.

b) Members of Council appointed to the Board shall be included for the purpose of determining quorum.

c) In the event a member must leave a meeting, and the meeting no longer has quorum, the meeting shall adjourn.

d) As per the Town's Procedure By-Law, the Mayor is a voting ex-officio member of this board and retains all powers granted to all other Directors on the Board of Management. The Mayor does not count towards quorum.

21. **DECLARATION OF INTEREST**

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

22. **SUBCOMMITTEES**

a) The Board may strike a subcommittee during its term to prepare recommendations on a specific topic(s) for the Board. A subcommittee must have a minimum of three members.

b) Subcommittee members are confirmed by a vote of the BIA Board of Management. They are expected to work closely with BIA Board members (committee leads).

c) A subcommittee shall consist of at least one (1) member of the Board. The Board may appoint members from the community at large who are willing to volunteer their time and then be appointed by the Town. Membership shall not include a quorum of the Board.

d) Subcommittees will set their own meeting and operational schedule to fulfil the tasks set out for the subcommittee by the Board.

e) The subcommittee shall come to a consensus on a recommendation which shall be presented to the Board at a regular meeting for consideration.

f) A subcommittee has none of the decision-making powers of the BIA or the Board.

g) Ultimate responsibility for their activities rests with the BIA Board of Management, which must therefore receive reports on sub-committee activities at monthly Board meetings.

h) Upon completion of the special project, or a Board decision, the subcommittee shall be dissolved by a Board resolution.

23. **MEETING NOTICE, AGENDAS, AND MINUTES FOR THE BOARD OF MANAGEMENT AND SUBCOMMITTEES**

a) The BIA Board of Management shall meet at least ten (10) times per year, or at the Call of the Chair, at a date and time determined at the first Board meeting. Meetings will be held in a hybrid format, both in-person in the Town Hall Menesetung Room and via Zoom. The meeting schedule shall be delivered to the Clerk's department as soon as possible to advertise the meeting dates/times on the Town's website.

b) Any Special Meetings of the Board of Management shall be advertised as per the Town's Notice By-Law requirements.

c) The BIA Board of Management agenda shall be prepared by the BIA Secretary, in consultation with the Chair and provided to Board members one week in advance of the meeting, and to the Clerk to be posted on the Town's website.

d) Any member of the BIA may ask for issues or items of interest to be placed on the agenda of the BIA Board of Management for discussion and/or resolution provided they are submitted ten days prior to the meeting. They may contact the Chair or Secretary for the inclusion of an item on an upcoming agenda. Additionally, with reasonable notice, any member may request to make a deputation or presentation to the BIA Board of Management. For further information, see the Town's Procedure By-law regarding timelines for the proper submission of agenda items.

e) The minutes shall be recorded by the Secretary. Signed minutes of all meetings of the Board shall be sent to the Town Clerk no later than one (1) week after approval. The Clerk's department will electronically circulate the meeting minutes to all members of Council in the next Council Agenda package for their information and post the meeting minutes on the Town's website. The Clerk's department shall file approved minutes following the Ontario Municipal Records Management System (TOMRMS). The Clerk's department shall publish the approved minutes via eScribe on the Town's website.

f) All meetings shall be open to the public who may attend but may not take part in the proceedings unless invited to do so by the Chair.

g) Any Member of the BIA may attend a Board of Management meeting, ask to be recognized by the Board Chair, and speak on any items on the agenda or request new business to be placed on a future agenda. However, they shall not vote on any items on the agenda.

h) A meeting of the Board may only be closed to the public if the subject matter being considered meets the criteria outlined in Section 239 of the Municipal Act. The Board shall keep a record of the Closed meeting and provide it to the Town Clerk.

24. **ANNUAL GENERAL MEETINGS**

a) Each calendar year, the Board of Management will call and hold one (1) Annual General (AGM) Meeting. These meetings shall be held in a hybrid format and will be held in the Menesetung Room at Town Hall. The timing of the meeting shall be determined by the Chair in consultation with the Board of Directors.

b) Quorum shall consist of 50% of the Board membership plus one. If quorum is not reached within fifteen (15) minutes of the start of the AGM, the meeting shall be adjourned and a new meeting scheduled as soon as possible.

c) At each AGM, financial statements for the previous year must be presented and approved by a majority of the membership present, after which time the figures will be put before Council and the levy requested.

d) An agenda for the AGM with copies of the most recent audited financial statement shall be distributed to the general membership at least ten (10) calendar days before the meeting.

e) Membership should receive notice of the AGM not less than ten (10) days before the meeting date, and public notice must appear on the Town website and the BIA website before the meeting date. The accidental omission to give notice to any member, Board member, officer, or auditor shall not invalidate any action taken at any meeting held pursuant to such notice.

f) In the event of equality of votes, either upon a show of hands or upon a poll, the Chair shall be entitled to a casting vote.

25. **SPECIAL MEETINGS OF THE MEMBERSHIP**

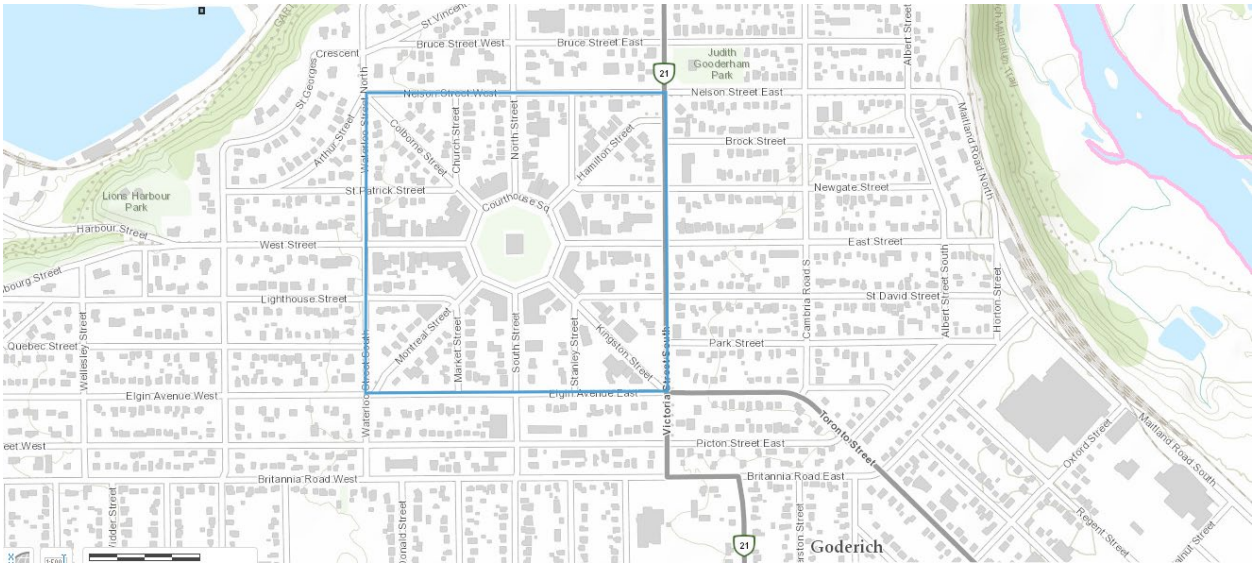
a) The Board may also call and hold at any time one or more Special Meeting(s) to deal with special issues or to update the organization membership. These meetings shall be held in a hybrid format and will be held in the Menesetung Room at Town Hall.

b) Membership should receive notice of the Special Meeting not less than ten (10) days before the meeting date, and public notice must appear on the Town website and the BIA website before the meeting date. The accidental omission to give notice to any member, Board member, officer, or auditor shall not invalidate any action taken at any meeting held pursuant to such notice.

c) Quorum shall consist of 50% of the Board membership plus one. If quorum is not reached within fifteen (15) minutes of the start of the Special Meeting, the meeting shall be adjourned and a new meeting scheduled as soon as possible.

d) A petition signed by ten (10) or more members is sufficient to order a Special Meeting within ten (10) days (about 1 and a half weeks) on receipt of that petition by the Executive.

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

g) In the event of equality of votes, either upon a show of hands or upon a poll, the Chair shall be entitled to a casting vote.

SCHEDULE 1
BIA DESIGNATED AREA