



BY-LAW NUMBER 2022-

A By-law of The Corporation of the City of Barrie to provide standardized governance for Boards of Management for Business Improvement Areas (BIAs).

WHEREAS Subsection 204(1) of the *Municipal Act, S.O. 2001, c25*, as amended, provides that the local municipality may designate an area as an improvement area and may establish a board of management,

- 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, and
- b) to promote the area as a business or shopping area;

AND WHEREAS The Corporation of the City of Barrie designated Downtown Barrie as a BIA in 1972 in accordance with By-law 72-126, which was subsequently amended to alter the boundaries of the area designated in 1973 and further amended in 1977, through By-laws 73-012 and 77-155 respectively;

AND WHEREAS by motion 22-G-109, it is deemed expedient that the Council of The Corporation of the City of Barrie establish a BIA Governance By-law;

NOW THEREFORE the Council of The Corporation of the City of Barrie hereby enacts as follows:

APPLICATION

1. That this by-law is made pursuant to Subsection 216(1) of the *Municipal Act, 2001* and applies to the Downtown Barrie Business Improvement Area (BIA) Board of Management, hereinafter called the "Board".
2. Pursuant to Subsection 204(2.1) of the *Municipal Act, 2001*, the Board is a local board of The Corporation of the City of Barrie for all purposes.

BOARD COMPOSITION REQUIREMENTS

3. The Board shall consist of a minimum of five (5) directors and a maximum of thirteen (13) directors, appointed by City Council, as follows:
 - (a) One (1) or more of the directors shall be a Member of Council; and
 - (b) The remaining directors shall be individuals assessed for business assessment, or tenants of such property, in respect of land in the Area of nominees of such individuals or of corporations so assessed.

The specific number of directors shall be established in the BIA constitution.

4. The Board's Term of Office runs concurrently with that of the Council appointing it, provided that the person continues to be qualified to be a director, with directors to hold office until their successors are appointed.
5. 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 the replacement's predecessor was appointed, subject to City Council approval. If there is no quorum of the Board, the remaining directors shall call a General Meeting of the BIA to nominate one or more replacements.
6. The Board may recommend to City Council the removal of a director. To recommend to Council the removal of a director from office, a resolution shall be made and approved by two thirds of the directors present at a duly called meeting of the Board to which notice specifying the intent to pass such resolution has been given.
7. Council may remove a Director without receipt of a resolution from the Board of Management
8. No Director of the Board shall receive remuneration in payment for services carried out in that capacity. Board members may be reimbursed for reasonable, out-of-the-ordinary expenses directly relating to their functions as Directors of the Board. Reimbursement for any such expenses must be approved in advance by the Board of Management.

ROLES AND RESPONSIBILITIES OF THE BOARD

9. The Board shall be responsible for:
- (a) making decisions on policy affecting the BIA including those policies required by Subsection 270(2) of the *Municipal Act, 2001*;
 - (b) managing the affairs of the BIA;
 - (c) hiring of Executive Director and staff, where required, of the BIA;
 - (d) appointing such committees as may be required to accomplish the work of the BIA; and
 - (e) fulfilling any requirements under this by-law and any other applicable City of Barrie by-laws and legislative requirements.
10. 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:
- (a) to enter into contracts or agreements;
 - (b) to execute documents;
 - (c) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the BIA;
 - (d) 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; and
 - (e) 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.

OFFICERS OF THE BOARD

11. The Board shall:
- (a) Elect from among its directors a Chair and Vice-Chair, who shall serve their term or until they are removed from their officer role by resolution of the Board; and
 - (b) Appoint a Treasurer and a Secretary or a combined Treasurer-Secretary, who shall serve their term or until they are removed from their officer role by resolution of the Board.
12. The Chair shall:
- (a) chair all meetings of the BIA membership and of the Board, follow the agenda, and decide on whether motions are in order;
 - (b) rule on all procedural matters and maintain decorum;
 - (c) sign all by-laws and execute any documents along with the Secretary or Treasurer;
 - (d) have general supervision of the affairs of the BIA;
 - (e) sit, *ex officio*, on all committees; and
 - (f) ensure that all past records of the Board are transferred to the succeeding Treasurer when there is a change of Treasurer;
 - (g) be the representative of, and spokesperson for, the Board; and
 - (i) perform any other duties as the Board may, from time to time, assign.
13. The Vice-Chair shall:
- (a) exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable for any reason to perform those duties; and
 - (b) perform any other duties that the Board may assign from time to time.

14. The Treasurer shall:
- (a) keep or cause to be kept and maintained the financial records and books of the BIA;
 - (b) provide the City of Barrie Finance staff with all financial records, to assist them and the auditor in the audit of the financial statements of the BIA
 - (c) maintain or cause to be maintained an inventory of all physical assets owned or leased by the BIA and provide such inventory to City of Barrie Finance staff annually for year end;
 - (d) prepare or cause to be prepared and distributed the proposed annual budget in accordance with the requirements of the City of Barrie;
 - (e) ensure the BIA is not doing any of the things prohibited under Section 205(3) of the *Municipal Act*;
 - (f) co-sign cheques with the Chair, Vice-Chair or Executive Director;
 - (g) Provide and present written financial updates for the Board's review and consideration at regular meetings of the Board; and
 - (f) perform any other duties that the Board may assign from time to time;
15. The Secretary shall:
- (a) keep or cause to be kept records and books of the BIA, including the registry of officers and directors, the registry of members, the minutes of the Annual General Meeting, Special Meetings and meetings of the Board or any committees thereof, any committee reports, the by-laws and resolutions;
 - (b) certify copies of any record, registry, by-law, resolution or minute;
 - (c) send or cause to be sent any notices required for the Annual General Meeting, Special Meetings and meetings of the Board of Management with an agenda of matters to be considered;
 - (d) take minutes of each regular and special meeting of the Board; and
 - (e) perform any other duties that the Board may assign from time to time.
16. Should a combined Treasurer-Secretary be appointed, the person shall fulfill the responsibilities identified in both Section 14 and Section 15.

COMMITTEES OF THE BOARD

17. The Board may establish Standing Committees and ad hoc committees as may be deemed necessary to carry out the objectives of the BIA or to advise the Board. The Board shall prescribe the duties of all such committees.
18. All committees, Standing and ad hoc, are required to conduct business in accordance with the BIA Governance By-law and Procedure By-law/Constitution.
19. All members of committees, as determined by the Board from time to time, are subject to the same rights and responsibilities in their capacity as members of committees, as those required by the Board.
20. Each Standing and ad hoc committee is considered a committee of the Board of Management and as such, is responsible to the Board. Each committee shall make recommendations to the Board for its approval, and shall report to the Board, through each committee Chair, as determined by the Board, from time to time.
21. Unless otherwise stated in the by-laws, the Terms of Reference for each committee shall be determined by the Board, from time to time.

EXECUTIVE DIRECTOR

22. The Board of Management shall hire or contract an Executive Director, where required, and prescribe the duties of this position, which shall include as follows:
- (a) 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; and
 - (b) The Executive Director shall:
 - (i) be the senior staff position, responsible for the hiring and termination of all other staff;
 - (ii) attend all meetings of the Board and be entitled to speak on all matters, without the right to vote;
 - (iii) sit as an *ex officio* member without any voting rights, on all committees;
 - (iv) shall be responsible for conducting of all Board elections or retaining an independent party to conduct the election who shall not be a member of City of Barrie staff; and
 - (v) may perform duties as set out for the Secretary in Section 15.
 - (c) The Executive Director may be appointed by the Board to the role of Secretary as described in Section 15, with all of the duties of the Secretary as set out in this by-law. Neither the Executive Director nor BIA staff shall be appointed by the Board to the role of Treasurer described in Section 14 or a combined Treasurer-Secretary role.
23. The Board shall establish the remuneration for the Executive Director through a resolution of the Board.
24. The Board shall 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.

BY-LAWS

25. By-laws of the BIA respecting the Board and its designated area of management or a constitution of the BIA may be enacted, amended or repealed by Council in accordance with any statutory requirements in the *Municipal Act*.

ACCOUNTABILITY AND TRANSPARENCY

26. The Council and Committee Member Code of Conduct applies to Board directors.
27. The external Auditor for the Corporation of the City of Barrie shall be the Auditor for the BIA and all books, documents, transactions, minutes and accounts of the BIA shall at all times be open to the external Auditor's inspection.

CONFIDENTIALITY AND PRIVACY OF INFORMATION

28. The BIA, through its Board, shall abide by and act in accordance with the laws, policies, and practices governing all matters related to confidentiality, privacy, and access to information. In this regard, every director shall:
- (a) respect the confidentiality of all matters discussed at Board meetings that fall within section 239(2) of the *Municipal Act* and any related information and documentation to which one may have access to in the capacity as director of the BIA;
 - (b) respect and act in accordance with the BIA policies governing the privacy and access to information to which one may acquire in the capacity of director of the BIA; and
 - (c) respect and act in accordance with applicable provisions of the Council and Committee Member Code of Conduct, with respect to confidentiality.

CONFLICT OF INTEREST

29. Each director shall disclose any direct or indirect pecuniary interest in any matter considered by the Board in the manner required by the *Municipal Conflict of Interest Act* (MCIA) and shall undertake any action required under the MCIA with respect to same.

STANDARD OF CARE

30. Each director and officer of the Board shall:
- (a) exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the BIA; and
 - (b) exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.

MEETINGS

31. Pursuant to Subsections 238(2) and (2.1) of the *Municipal Act, 2001*, the Board shall pass a Procedure By-law for governing the calling, place and proceedings of meetings, and providing for public notice of meetings, which includes at minimum the provisions set out in Schedule 1. This may be included within and referenced as a Constitution.
32. The Procedure By-law adopted by the Board pursuant to Section 31 shall be provided by the Board to the City Clerk upon adoption and following any amendments approved by the Board.
33. 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 directors of the Board and to the City Clerk, to be circulated as part of the Circulation List, as soon as possible upon completion.
34. Annual General Meetings of the BIA shall be held no later than the fourth quarter of the current year.

ANNUAL REPORT REQUIREMENTS

35. On or before June 30 in each year, the Board shall submit its annual report for the preceding year to the City Clerk, to be circulated as part of the Circulation List.
36. The annual report shall be in the form of a written document and include the BIA's mandate, strategic directions and annual highlights as well as the audited financial statements. The written document may be supplemented with a presentation to City Council.

FINANCIAL REQUIREMENTS

37. The Board shall adopt and maintain banking arrangements and accounting and record keeping practices that are acceptable to the City of Barrie Treasurer or designate, and shall submit such banking or accounting records as requested from the City of Barrie Treasurer or designate.
38. The BIA Board of management shall not, spend any money unless it is included in the budget approved by the municipality or in a reserve fund established under the Municipal Act.
39. The BIA Annual Budget shall include as a base budget expenditure within its annual budget submission presented to the BIA members and to City Council, any annual payments required to be made under financial commitment agreements with the City of Barrie.
40. The BIA Board shall hold one or more meetings of the members of the improvement area for discussion of the proposed budget.
41. The BIA annual budget shall be approved by the Board and provided to Finance Services staff in the required format no later than the third Friday in January.
42. The BIA shall prepare for its annual financial statement audit and submit all documents requested by the Auditor to City of Barrie Finance Services staff for review two weeks in advance of the audit start date. The BIA shall work directly with the Auditor to address all audit inquiries and requests. The BIA shall adhere to City of Barrie timelines for submitting final audited information for consolidation purposes.
43. The BIA shall not borrow money and, without the prior approval of City Council, shall not incur indebtedness extending beyond the current year.
44. The Board shall approve the BIA's annual audited financial statements within the City of Barrie's required timelines for consolidation.
45. Upon approval of the annual budget by the Board and City Council, the Board and/or Executive Director may expend funds as identified in the budget, subject to the BIA procurement policy.
46. The fiscal year of the BIA shall be the same as a calendar year.

SIGNING AUTHORITY

47. Four (4) persons with the following positions shall have signing authority for the BIA: the Chair, the Vice-Chair, the Treasurer (or combined Treasurer-Secretary), and the Executive Director.
48. Two (2) signatures of the persons identified in Section 47 shall be required on all cheques issued by the BIA.

INSURANCE REQUIREMENTS

49. The City of Barrie shall provide Public Liability insurance for the BIA which shall include Errors and Omissions coverage for the Directors of the Board while acting in good faith and within the scope of their role, as well as limited coverage for property (both subject to policy limits and conditions). Should the BIA obtain any insurance coverage directly, it shall be deemed primary to coverage provided by the City of Barrie.

HEAD OFFICE

50. The head office of the BIA shall be located within the designated boundaries of the BIA at such a place that the Board may determine from time to time.

BIA MEMBERSHIP ELIGIBILITY

51. The following shall be eligible for membership in the BIA:
- (a) Property Owners: Members of the improvement area consist of 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
 - (b) Tenants: Tenants of such rateable property who by the terms of their lease are responsible for the part of the taxes that the tenant is required to pay under the tenant's lease.
52. In the matter of a question related to whether a person is a tenant or not, the Clerk of the City of Barrie may make such determination in accordance with the Municipal Act.
53. Every member is entitled:
- (a) to attend any Annual, General or Special Meeting of the members of the BIA;
 - (b) to vote on each question arising at any Annual, General or Special Meeting of the members of the BIA;
 - (c) to be nominated as a Director of the BIA; and
 - (d) to participate in the activities of any sub-committee or related steering committee with the support and direction of the Board.
54. If a member is a corporation or a partnership it shall designate, in writing to the Board, a nominee to attend an Annual, General Meeting or Special Meeting of the BIA on its behalf.
55. The BIA shall maintain a roll of the membership.

POLICY REQUIREMENTS

56. Pursuant to Subsection 270(2) of the *Municipal Act, 2001*, each Board shall adopt and maintain policies with respect to the following matters that shall include the following provisions, at minimum:
- (a) *Sale and other disposition of land*
The sale and other disposition of land does not apply to the BIA.
 - (b) *Hiring of employees*
The BIA believes in equal opportunity in employment practices without discrimination on the grounds of race, religious beliefs, color, gender, sexual orientation, physical disability, mental disability, ancestry, place of origin, age, marital status, source of income or family status.

(c) *Procurement of goods and services*

The Executive Director has approval to make expenditures, upon Board approval, as follows:

Amount	Process
\$0 - \$2,499	At the discretion of the Executive Committee or Executive Director
\$2,500 - \$4,999	Executive Committee approval required
\$5,000+ or Contracts	1. Minimum of two quotes required or rationale/justification for sole sourcing; 2. A vote by the Board of Management

57. Pursuant to Section 88.18 of the *Municipal Elections Act, 1996*, before May 1 in the year of a regular election, the Board shall establish rules and procedures with respect to the use Board resources during the election campaign period, which shall, at minimum, include the provisions set out in Schedule 3.
58. Policies, rules and procedures established by the Board pursuant to Sections 56, and 57 shall be provided by the Board to City Clerk upon adoption and following any amendments approved by the Board.

RECORDS

59. All records, documents and correspondence pertaining to the activity of the Board are considered to be records of the BIA Board Corporation and are subject to the provisions of the *Municipal Freedom of Information and Protection of Privacy Act*.
60. The records of the Board shall be retained and preserved in accordance with the provisions of the BIA's Records Retention and Disposition Policy.
61. The policy, rules and procedures established by the Board pursuant to Section 60 shall be provided by the Board to the City Clerk upon adoption and following any amendments approved by the Board.

REVIEW MECHANISM AND DISSOLUTION

62. Should a majority vote of the BIA Board be made to dissolve the BIA, a request shall be made to the City of Barrie to repeal the by-law establishing the BIA. The City of Barrie may repeal a by-law that established the BIA, on its own initiative as per 211 (10) of the *Municipal Act, 2001*.
63. Upon the repeal of a by-law under the *Municipal Act, 2001*, the Board of Management is dissolved, and the assets and liabilities of the Board become the assets and liabilities of the municipality.
64. If the liabilities assumed under Section 62 exceed the assets assumed, the City of Barrie 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.

CONFLICT

65. In the event of a conflict between this by-law and a by-law establishing a BIA Board of Management, the procedural by-law of the Board or Board constitution, this by-law prevails to the extent of the conflict, but in all other respects the by-law establishing the BIA Board of Management, procedural by-law or constitution remains in effect.
66. **THAT** this By-law shall come into force and effect immediately upon the final passing thereof.

READ a first and second time this 27th day of June, 2022.

READ a third time and finally passed this 27th day of June, 2022.

THE CORPORATION OF THE CITY OF BARRIE

MAYOR – J. R. LEHMAN

CITY CLERK – WENDY COOKE

SCHEDULE 1 – PROCEDURE BY-LAW/CONSTITUTION MINIMUM PROVISIONS

PART I – GENERAL PROVISIONS

MEETINGS OPEN TO PUBLIC

1. Subject to the following, all meetings of the Board and Board meetings of members shall be open to the public and no person shall be excluded therefrom except for improper conduct.
2. Despite Section 2, the Board may, by resolution, close a meeting or part of a meeting to members of the public if the subject matter to be considered is in accordance with Section 239 of the Municipal Act.
3. A motion to close a meeting or part of a meeting to the public shall state:
 - (a) The fact of the holding of the closed meeting; and
 - (b) The general nature of the matter to be considered at the closed meeting by reference to the specific issue to be considered at the closed meeting.
4. Where a meeting or part of a meeting is closed to the public, all persons not specifically invited to remain by the Chair shall retire from the meeting room.
5. A vote shall not be taken during a meeting or part of a meeting that is closed to the public where to do so would be in contravention of any Act.
6. Upon resuming in open session, the Chair shall state:
 - (a) The matters which were considered; and
 - (b) Confirmation that no motions were carried in camera other than procedural motions or directions to staff.

PUBLIC NOTICE OF MEETINGS

7. Public notice of meetings of the Board and meetings of members shall be provided through the BIA's website and notice to members, in accordance with the specific notice requirements set out in Parts II and III.

AGENDAS

8. An agenda listing the items for consideration shall be prepared and distributed in advance of each meeting of the Board and meeting of members in accordance with the agenda and notice requirements set out in Parts II and III.

MINUTES

9. Minutes of every meeting of the Board and meeting of members shall record:
 - (a) The place, date and time of meeting;
 - (b) The names of the presiding officer or officers and the record of the attendance of the members;
 - (c) The reading, if requested, correction and confirmation of the minutes of prior meetings;
 - (d) Declarations of interest;
 - (e) The motions considered and votes taken; and
 - (f) All the other proceedings of the meeting without note or comment.
10. After the minutes have been confirmed they shall be signed by the Chair, and the Board shall keep and forward the minutes in accordance with the BIA Governance By-law.
11. *In camera* minutes shall record:
 - (a) Where the meeting took place;
 - (b) When the meeting started and adjourned;

- (c) Who chaired the meeting;
- (d) Who was in attendance, including the identity of the designated official responsible for recording the meeting;
- (e) Whether any participants left or arrived while the meeting was in progress and if so, at what time this occurred;
- (f) A detailed description of the substantive and procedural matters discussed, including specific reference to any documents considered;
- (g) Any motions, including who introduced the motion and seconders; and
- (h) All votes taken, and all directions given.

DUTIES OF THE CHAIR

12. The Chair shall preserve order and decorum, decide questions of order (subject to an appeal to the Board by any member or Director) and, without unnecessary comment, cite the rule or authority applicable to the case if called upon to do so:

CONDUCT OF DIRECTORS

13. No Director shall:
- (a) Speak disrespectfully of the Reigning Sovereign, or of any Member of the Royal Family, or of the Governor General or the Lieutenant-Governor of any province, or of a fellow director or staff;
 - (b) Use offensive words or unparliamentary language;
 - (c) Speak on any subject other than the subject in debate;
 - (d) Where a matter has been discussed *in camera*, and where the matter remains confidential, disclose the content of the matter or the substance of the deliberations of the *in camera* meeting; or
 - (e) Disobey the Rules of Procedure, or a decision of the Chair or of the Board on questions of order or practice or upon the interpretation of the Rules of Procedure.

NOMINEES

- 14 For the purposes of the City of Barrie BIA Governance By-law, designated nominees of members shall be considered members.

PART II – MEMBERSHIP MEETINGS

ANNUAL GENERAL MEETINGS

15. The Annual General Meeting (AGM) of the Downtown Barrie BIA shall be held at a location in the designated business improvement area, as specified in the notice required under Section 20.
16. The AGM shall be held no later than the fourth quarter of the current year .
17. The AGM agenda shall include, but not be limited to, the following headings:
- (a) Consideration of the Minutes of the last Annual General Meeting and any Special meetings held since the previous Annual General Meeting;
 - (b) Declarations of pecuniary interest including those arising from prior meetings;
 - (c) Report of the Annual activities of the Board
 - (d) Presentation of the Annual Audited Financial Statements of the BIA and Auditor's Report;
 - (e) Consideration of the Annual Budget for the following year;
 - (f) As necessary, the nomination, election and recommendation for appointment of Board directors (subject to approval by City Council of the City of Barrie, if an election year; and
 - (g) Any other business that may properly be brought before the meeting; and
 - (h) Adjournment.

GENERAL AND SPECIAL MEETINGS OF THE MEMBERS

18. The Board may, from time to time, call a General Meeting of the members of Downtown Barrie BIA for any date and time to be held at a location within the designated boundaries of the BIA, as specified in the notice required under Section 20.
19. The Board may, from time to time, call a Special Meeting of the members of the BIA for any date and time to be held at a location within the designated boundaries of the BIA, as specified in the notice required under Section 21.

NOTICE OF MEMBERSHIP MEETINGS

20. Notice of the Annual General Meeting or of a General Meeting of members shall include the date, time and location of the meeting, as well as the agenda and the subject matters that the members will be asked to vote on, and be provided at least ten (10) business days in advance of the meeting, as follows:
 - (a) Issued on the website; and
 - (b) Sent by prepaid mail or electronic mail to each member and each director of the Board of Management at the addresses as they appear on the books of BIA and if no address is given therein then to the last address of each known to the Secretary.
21. Notice of a Special Meeting of members shall include the date, time and location of the meeting, as well as the agenda and the subject matters that the members will be asked to vote on, and be provided not less than six (6) hours in advance of the time fixed for the meeting, as follows:
 - (a) Issued on the website; and
 - (b) Sent by prepaid mail or electronic mail to each member and each director of the Board of Management at the addresses as they appear on the books of BIA and if no address is given therein then to the last address of each known to the Secretary.

QUORUM FOR MEMBERSHIP MEETINGS

22. No business shall be transacted at an Annual General Meeting, General Meeting or Special Meeting unless a quorum as established in the BIA constitution is present.

MEETING PROCEDURES

23. Subject to the by-laws of the BIA, the procedure to be used at all Annual General Meetings and General and Special Meetings of members shall be governed by any requirements under the *Municipal Act, 2001*.
24. Questions arising at any meeting of members shall be decided by a majority vote unless otherwise stated in the City of Barrie BIA governance by-law, BIA constitution/procedural by-law or as required by law.
25. At all meetings, every question shall be decided by a show of hands unless a recorded on the question is required by the Chair or requested by a member.
26. The Chair 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, unless a recorded vote on the question is required.

PART III – BOARD OF MANAGEMENT MEETINGS

REGULAR AND SPECIAL MEETINGS OF THE BOARD

27. The Board may hold its meetings at any place in the City of Barrie or in a municipality adjacent to the City of Barrie as it may determine from time to time, and as specified in the notice required under Sections 30 and 31.
28. Regular Meetings of the Board may be called by the Chair, the Vice-Chair, the Secretary or any two directors.
29. Special Meetings of the Board may be called by the Chair.

NOTICE OF BOARD MEETINGS

30. Notice of a Regular Meeting of the Board shall be provided no less than four (4) business days before the proposed meeting date. The notice shall include the date, time and location of the meeting, as well as the agenda and the matters that the members will be asked to vote on, and shall be:
- (a) Issued on the website; and
 - (b) Sent by prepaid mail or electronic mail to each director of the Board of Management at the addresses as they appear on the books of BIA and if no address is given therein then to the last address of each known to the Secretary.
31. Notice of a Special Meeting of the Board shall be provided no less than six (6) hours before the proposed meeting time. The notice shall include the date, time and location of the meeting, as well as the agenda and the text of any proposed resolutions that the members will be asked to vote on, and shall be:
- (a) Issued on the website; and
 - (b) Sent by prepaid mail or electronic mail to each director of the Board of Management at the addresses as they appear on the books of BIA and if no address is given therein then to the last address of each known to the Secretary.

QUORUM FOR BOARD MEETINGS

32. A quorum for a meeting of the Board of Management shall be shall be the majority (50% plus one) of the total number of directors specified in the BIA Constitution.

MEETING PROCEDURES

33. Directors shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. If there is an equality of votes on any motion, it shall be deemed to be lost.
34. If a director who has voted on a question disagrees with the declaration of the Chair that the question is carried, or lost, the director may, but only immediately after the declaration by the Chair, object to the Chair's declaration and require a recorded vote to be taken in the manner prescribed in Section 40 of this By-law.
45. When a recorded vote is requested by a Director or is otherwise required, the Secretary shall ask those present to indicate their votes on the motion by spoken word in the affirmative or in the negative. The Secretary shall record the name and vote of every Director and shall report the result of the vote to the Chair.

ELECTRONIC PARTICIPATION

36. Directors and Members may vote and participate electronically in meetings and AGMs while such remote participation is permitted under Section 238 of the *Municipal Act, 2001*, as amended, or other provincial statute, and in accordance with the following parameters:
- (a) Any director participating electronically shall be counted in determining whether or not a quorum of directors is present at any point in time, as permitted by statute.
 - (b) A director may participate electronically in a meeting that is open or closed to the public.
 - (c) Electronic participation shall be conducted by way of telephone or other electronic means, following instructions provided by the Executive Director and as may be communicated to directors and members of the public in advance of the meeting, in order to ensure that the meeting may proceed in the most transparent and successful manner that remains open to the public as may be required under and the *Municipal Act, 2001*.
 - (d) Subject to the above-noted parameters, a director who participates electronically shall have the same rights and responsibilities as if they were in physical attendance, including the right to vote.
 - (e) Notice of meetings held in accordance with this section shall advise how members of the public may observe the proceedings

PART IV – CONSISTENCY WITH LEGISLATION

37. Nothing contained in the BIA's Procedural by-law shall require the commission of any act which is contrary to an express provision of the *Municipal Act, 2001* or any by-laws of the Corporation of the City of Barrie relating to the Board of Management of the area as defined by the *Municipal Act, 2001*.
38. If there shall exist any conflict between any provision contained in the BIA's Procedural by-law and any such provision of the *Municipal Act, 2001* or the City of Barrie BIA governance by-law, the *Municipal Act* or the City of Barrie BIA governance by-law shall prevail. Where there is a question of interpretation of a provision without a conflict, the more specific of the latter shall prevail. Any provision or provisions affected shall be curtailed, limited or eliminated to the extent (but only to the extent) necessary to remove such conflict

SCHEDULE 2 – RECORDS RETENTION AND DISPOSITION POLICY MINIMUM PROVISIONS

Purpose

To provide direction to Downtown Barrie staff and Board of Management directors on the retention and preservation of records of the Local Board in a secure and accessible manner.

Principle

In compliance with the *Municipal Act, 2001*, Downtown Barrie BIA records are subject to the *Municipal Freedom of Information and Protection of Privacy Act* and must be retained and preserved in a secure and accessible manner.

Policy Elements:

1. Definition

For the purpose of this policy, “record” means any record of information however recorded, whether in printed form, on film, by electronic means or otherwise, and includes,

- (a) 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, and
- (b) subject to the regulations, any record that is capable of being produced from a machine readable record under the control of an institution by means of computer hardware and software or any other information storage equipment and technical expertise normally used by the institution

2. Inspection of Records

Subject to the *Municipal Freedom of Information and Protection of Privacy Act*, any person may, at all reasonable times, inspect the records under the control of the BIA, including:

- (a) by-laws and resolutions of the local board;
- (b) minutes and proceedings of regular, special or committee meetings of the local board, whether the minutes and proceedings have been adopted or not;
- (c) records considered at a meeting, except those records considered during that part of a meeting that was closed to the public

Upon request, the BIA Executive Director shall, within a reasonable time, provide a copy of any record referred to above to any applicant who pays the fee established by the Board

3. Retention of Records

The Downtown Barrie BIA shall retain and preserve the records of the local board in a secure and accessible manner. The requirement to retain and preserve records in an accessible manner means that the records can be retrieved within a reasonable time and that the records are in a format that allows the content of the records to be readily ascertained by a person inspecting the records.

A record of a local board may be destroyed if a retention period for the record has been established and,

- (a) the retention period has expired; or
- (b) the record is a copy of the original record

The BIA shall establish retention periods during which the records of the Board must be retained and preserved. The retention periods shall be consistent with City of Barrie by-laws and retention schedules and/or overriding Provincial or Federal legislation, whichever is greater.

4. Enforcement

Should any written complaint arise regarding the alleged contravention of the retention of records identified this policy, the Executive Director shall investigate it and resolve any issues. Appeals regarding related to the release of records requested in accordance with the *Municipal Freedom of Information and Protection of Privacy Act* shall be directed to the Information and Privacy Commissioner of Ontario.

Enquiries

For more information on this policy, contact:

DOWNTOWN BARRIE EXECUTIVE DIRECTOR

SCHEDULE 3 – ELECTION-RELATED RESOURCES POLICY MINIMUM PROVISIONS

Purpose

To provide direction to Downtown Barrie staff and Board of Management directors on the administration of resources and budgets with respect to election-related matters.

Principle

In compliance with the *Municipal Elections Act, 1996*, Downtown Barrie BIA funds are not to be used for any election-related purposes, including the promotion of or opposition to the candidacy of a person for elected office, or a “yes” or “no” vote related to a question on the ballot.

Policy Elements:

1. Definition

For the purpose of this policy, “election-related purposes” refer to the occurrence of a municipal election or by-election. It also includes any participation in federal and provincial elections that is partisan in nature.

2. Campaign-Related Materials

At no time shall BIA resources and/or budgets be used to sponsor or produce any campaign-related materials. For the purposes of this clause, the phrase “campaign-related materials” means any resources used to promote, support or oppose a candidate or a “yes” or “no” vote related to a question on the ballot.

3. Director and staff Involvement in Elections

Downtown Barrie staff and directors are expected to preserve the BIA membership’s trust and confidence in their daily work. With respect to elections, staff and directors are expected to promote the principles of transparency, impartiality, respect and accountability as follows:

- a) Staff and directors engaged in political activities must take care to separate those personal activities from their official positions as staff or directors with the BIA. They may participate in political activity at the federal, provincial and municipal levels providing that such activity does not take place during work hours or utilize BIA assets, resources, or property. Notices, posters or similar material in support of a particular candidate or political party or question on a ballot are not to be displayed or distributed by employees on BIA work sites or on BIA property.
- b) Staff wishing to run for federal, provincial or municipal office must request, and obtain, a leave of absence without pay, and abide by the respective legislation governing such elections.

4. Enforcement

Should any written complaint arise regarding the alleged use of Downtown Barrie BIA budgets or other resources in contravention of this policy, the City Clerk, City of Barrie, shall have the delegated authority to investigate it and resolve any issues.

Enquiries

For more information on this policy, contact:

DOWNTOWN BARRIE EXECUTIVE DIRECTOR

APPENDIX "B"

Downtown Barrie BIA Constitution and By-laws