



Preston Street BIA Annual Report 2021

November 1, 2021



Annual Report 2021

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|--|----|
| Annual General Meeting 2021..... | 3 |
| Year in Review..... | 4 |
| <i>Chairwoman's Report</i> | 4 |
| <i>Marketing Committee Report</i> .. | 6 |
| Presenting the 2022 Budget..... | 8 |
| <i>Key Highlights</i> | 8 |
| 2021 Financial Report..... | 9 |
| Appendices | |
| <i>Appendix A: BIA Board of Directors 2021</i> | 12 |
| <i>Appendix B: New Preston Street BIA Governance Documents</i> | 13 |

Contact Information

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Official Notice

2021 Preston Street BIA Annual General Meeting

Date: Tuesday, November 16th, 2021

Format: Virtual AGM, Hosted Online Through Zoom

Virtual waiting room opens at 6:45, AGM begins at 7:00pm.

NOTICE IS HEREBY GIVEN

That the 2021 Annual General Meeting (AGM) of the Preston Street Business Improvement Association (Preston Street BIA) will be an online, virtual meeting held on Tuesday, November 16th, 2021 with the virtual waiting room to open at 6:45pm and the AGM to follow at 7:00pm.

Please review the 2021 Annual Report in advance of the AGM on Tuesday, November 16th. We ask that all questions be submitted to the Board in advance, by email, no later than **Friday, November 12th, 2021**. Please email all questions to info@prestonstreet.com.

Agenda

- Call to Order, Welcome, Introduction and Virtual Instructions
- Adoption of 2021 AGM Agenda
- Adoption of 2020 AGM Minutes
- Year in Review, Chairwoman's Report and Look Ahead
- Auditors Report: Update
- Annual Budget
- Adjournment

Year in Review

Chairwoman's Report

2021 presented unique challenges for our membership and for the small business community as a whole. We have watched our merchants navigate the changing provincial framework and public health restrictions over the course of the year, and as they adapted to follow the Roadmap to Reopen. It is without doubt that our strong sense of community on Preston Street has been our greatest strength and asset in overcoming a difficult year.

Throughout these changes, the BIA has continued to champion for our member businesses every step of the way. Your Board of Directors and BIA staff have worked diligently to give the membership the support they need by quickly dispersing important information about the changing public health requirements, access to funding, vaccine requirements and eligibility, and the loosening of restrictions. As the Roadmap to Reopen was rolled out across the province, communication with our members was focused on providing detailed guidelines for restrictions by industry, along with staff and customer screening.

In 2020, when the Board first became aware of COVID-19 and its possible impact on small business, we moved to ease the financial burden on our members by immediately reducing the levy by 50%. In 2021, the levy remained at 50% to help our membership continue to recover from lost revenues due to the pandemic. With this, BIA staff worked to secure grants to help fund marketing initiatives including the Digital MainStreet Technology Pilot Grant of \$25,000, a \$10,000 Parking Marketing Grant and a \$20,000 FedDev grant to be used for video production and marketing.

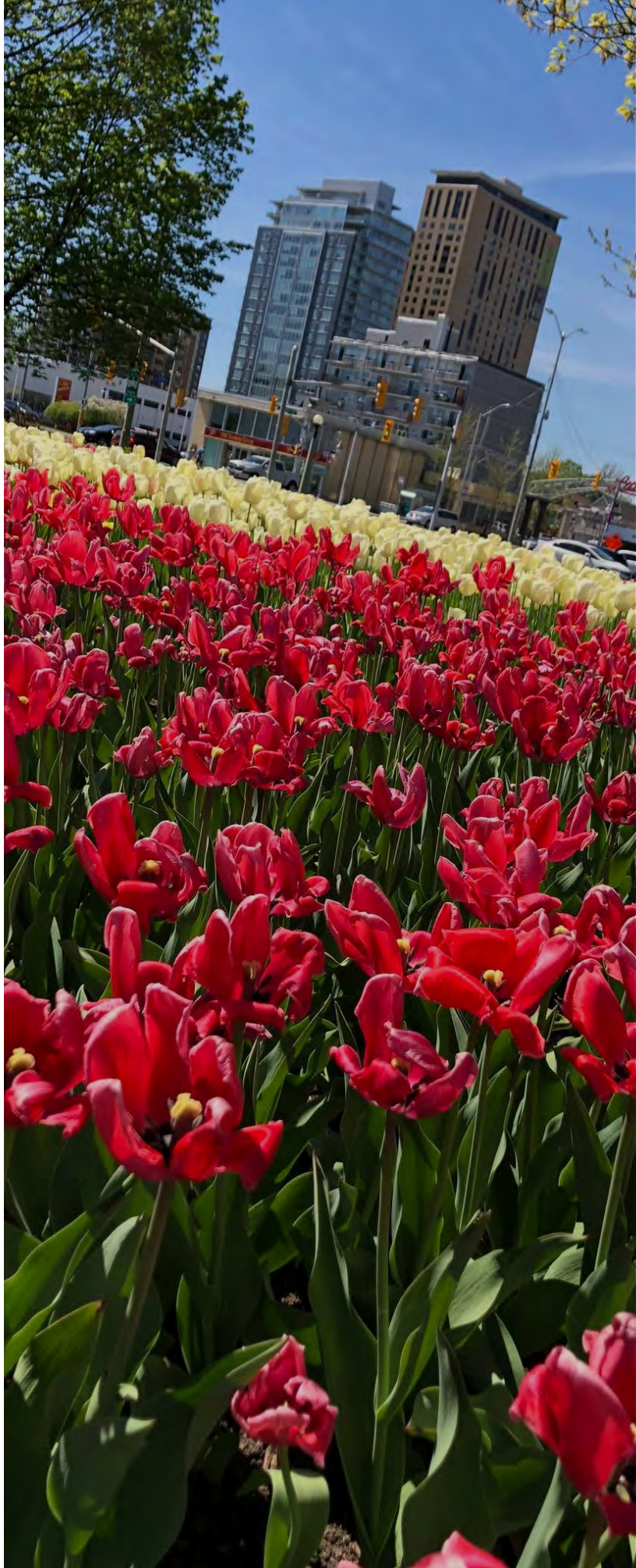
BIA staff negotiated with vendors to reduce operating and maintenance costs for the 2021 fiscal year that included; (1) reducing our negotiated rate with Goodbye Graffiti by \$6,200, and (2) reducing our negotiated rate with Christmas Décor to save \$15,000.

Along with renegotiating vendor and service provider contracts, the BIA worked to cut overhead and operating costs in 2021 by downsizing to a smaller office space. The new location of the Preston Street BIA office is 343 Preston Street, Suite 1177; this new lease and rental rate will result in annual savings of \$18,793 in office and administration expenses in the year ahead.

Chairwoman's Report (cont'd)

Our audited financial statement for 2019 placed our reserve fund at \$397,568. At the time of writing this report, the audited financial statements for 2020 have not yet been made available to the BIA. The BIA is working closely with the City of Ottawa to ensure these statements are made available to the membership as soon as possible.

For 2022, the Board agrees that a gradual approach to increasing the levy is needed, as many businesses are still experiencing decreased revenues as a result of the pandemic. However, given the promise of a gradual reopening and lifting of restrictions in March of next year, the Board has approved an increase of 25% from 2021 to be 75% of the normal levy in 2022.



Marketing Report

As we began the year in lockdown due to COVID-19, the efforts of the marketing committee entering 2021 were focused largely on sharing member information regarding takeout and service provider updates, along with generating engagement with the community.

Winterlude Festival took place in February of this year and was held almost exclusively online. With COVID-19 restrictions limiting our ability to run traffic-driving events or displays that would encourage gatherings, we participated virtually by sharing social media content and animated the street with lighting and a Winterlude-themed projection at Preston Square.

In June, the Board planned a series of road closures for the summer months, marketed as the "Piazza on Preston". Working with many restaurants on the street, we offered the membership a chance to expand their patios or service areas during the re-opening in June. The BIA executed a social media campaign to generate interest in this event, and encouraged foot traffic on Preston Street by marketing the event as pedestrian and cyclist friendly with increased accessibility for all.

Following feedback from the membership and the community, the event was cancelled after its first instalment. The BIA looks forward to revisiting the best ways to stimulate traffic, tourism and economic growth in our area in the year ahead, seeking input from our membership and community.

In July, we were thrilled to see Preston Street full as the Euro Cup 2021 brought people from all over the Nation's Capital to Little Italy to enjoy the game. Not only did this stimulate traffic on the street but, by executing a social media campaign for soccer fans, this event helped to boost our online presence, engagement, interactions and follower count on all of our social media accounts.

In August, the BIA partnered with the Italian Car Club of Ottawa, the Ferrari Club of America – Ottawa Chapter, the Alfa Romeo Club of Ottawa, and AMiCi to host a Ferragosto celebration. The BIA co-sponsored the event, which saw dozens of classic Italian vehicles on display in Little Italy to promote the Italian national holiday and encourage foot traffic. In addition to providing sponsorship funding, the BIA worked with car club organizers to promote the event on social media, and worked with local news sources.

Marketing Report (cont'd)

As the year-end nears, the BIA continues to roll out the "People on Preston" video series, after a short delay this summer. With this campaign taking favour with both our members and the online community, we hope to continue this program for new businesses in 2022. The BIA will continue to seek opportunities for our members to promote their unique offerings and services.

As we enter 2022, member communication is a top priority for BIA staff. We will be updating our member contact information so to ensure we are reaching our membership effectively. Over the coming months, we hope that this check-in period will revitalize the BIA newsletter, as well as encourage further participation and greater transparency and communication for all of our members.

Looking ahead, the marketing committee will remain committed to promoting Ottawa's Little Italy as a top destination for tourism, entertainment, cuisine and culture. We will once again be an official Winterlude participant for 2022 and will be working with the membership to maximize visibility for businesses through this partnership. With the support of the Ottawa Coalition of Business Improvement Areas (OCOBIA), we will pursue funding through the My Main Street Community Accelerator Program to revitalize our business area post-pandemic. As community health targets continue to be met, we look forward to bringing familiar events back to Preston Street including the Tulip Festival, the Italian Festival, and more.



Presenting the 2022 Budget

Your BIA Board has worked hard to develop a budget that meets your service and programming needs for the year ahead. As we reopen our doors post-pandemic and reintroduce our annual events and activities, the proposed budget will allow the BIA to deliver the services, programs, advocacy and promotion that members expect and rely on.

Key Highlights

- The levy will be increased by **25%** from 2021 to **75%** the normal levy in 2022.
- The Preston Street BIA has been approved for a **\$57,500** My Main Street Accelerator Grant that will fund an economic improvement and stimulation program in our business area.
- With public health targets continuing to be met province-wide, we anticipate the return of the Italian Festival this June and have budgeted accordingly.
- The BIA has worked to cut operating and overhead expenses by downsizing office space. This new lease and rental rate will result in annual savings of **\$18,793** in office and administration expenses.

2021 Financial Report

| | | 2021 Annual Budget | YTD Actual | 2022 Proposed Budget |
|-------------------------------------|---------------|-----------------------|---------------------|----------------------------|
| Maintenance, Street Lighting, Décor | Note 1 | \$33,400.00 | \$20,559.51 | \$52,000.00 |
| Italian Festival | Note 2 | \$98,300.00 | \$0.00 | \$98,300.00 |
| Advertising and Marketing | Note 3 | \$43,900.00 | \$77,687.00 | \$85,100.00 |
| Office and Administration | Note 4 | \$179,768.00 | \$160,352.71 | \$167,100.00 |
| Total Expenses | | \$355,368.00 | \$258,599.22 | \$402,500.00 |
| Total Levy | | \$230,000.00 | \$226,978.00 | \$345,000.00 |
| Less PILT underpayment | | -\$10,500.00 | \$0.00 | \$0.00 |
| CEWS | | \$34,174.00 | \$38,334.00 | \$0.00 |
| FedDev Grant(s) | | \$0.00 | \$32,150.00 | \$57,500.00 |
| City Graffiti Grant | | \$10,000.00 | \$14,200.00 | \$0.00 |
| Other Admin/Grant Revenue | | \$5,000.00 | \$27,598.00 | \$0.00 |
| Total Revenues | | \$268,674.00 | \$339,260.00 | \$402,500.00 |

Note 1 - Maintenance, Street Lighting, Décor

| | | | |
|---------------------------------------|--------------------|--------------------|---------------------|
| Electrical Repair and Maintenance | \$3,000.00 | \$5,636.29 | \$5,000.00 |
| Arch Repairs/ Structural Inspection | \$2,000.00 | \$0.00 | \$2,000.00 |
| Power Washing for Murals (\$500 x 2) | \$1,000.00 | \$2,163.54 | \$1,000.00 |
| Graffiti Management | \$10,000.00 | \$8,529.30 | \$10,000.00 |
| Nutrilawn - Tree Light Replacement | \$15,000.00 | -\$7,234.03 | \$31,000.00 |
| Tree Light Repair | \$0.00 | \$0.00 | \$0.00 |
| Bridge Removal Expenses | \$0.00 | \$0.00 | \$0.00 |
| Hydro Little Italy Lights/Tree Lights | \$2,400.00 | \$1,288.41 | \$3,000.00 |
| Signage | \$0.00 | \$10,176.00 | \$0.00 |
| Total | \$33,400.00 | \$20,559.51 | \$ 52,000.00 |

Note 2 - Italian Festival

| | | | |
|---------------------------------|--------------------|---------------|--------------------|
| Road Closure | \$25,000.00 | \$0.00 | \$25,000.00 |
| Ferrari | \$25,000.00 | \$0.00 | \$25,000.00 |
| Bike Race Ottawa | \$15,000.00 | \$0.00 | \$15,000.00 |
| Italian Car Parade | \$5,000.00 | \$0.00 | \$5,000.00 |
| Tent for Italian Car Parade | \$3,000.00 | \$0.00 | \$3,000.00 |
| Italian Car Parade Road Closure | \$0.00 | \$0.00 | \$0.00 |
| Police | \$15,000.00 | \$0.00 | \$15,000.00 |
| Lunch for Sign Installers | \$300.00 | \$0.00 | \$300.00 |
| New Tree Signs | \$0.00 | \$0.00 | \$0.00 |
| Advertising/Animation | \$10,000.00 | \$0.00 | \$10,000.00 |
| Total | \$98,300.00 | \$0.00 | \$98,300.00 |

2021 Financial Report

| | 2021 Annual Budget | YTD Actual | 2022 Proposed Budget |
|--|-----------------------|---------------------|-------------------------|
| Note 3 - Advertising and Marketing | | | |
| Professional Services - Website Hosting and Maintenance | \$400.00 | \$2,187.00 | \$3,100.00 |
| Presdelicious | \$12,500.00 | \$0.00 | \$2,000.00 |
| Receptions, Luncheons | \$1,000.00 | \$0.00 | \$0.00 |
| Tulip Festival | \$10,000.00 | \$0.00 | \$10,000.00 |
| La Vendemmia | \$10,000.00 | \$0.00 | \$10,000.00 |
| Winterlude | \$10,000.00 | \$0.00 | \$10,000.00 |
| Compensation | \$0.00 | \$5,333.00 | \$0.00 |
| Advertising and Promotion | \$0.00 | \$34,245.00 | \$0.00 |
| Consultants | \$0.00 | \$2,000.00 | \$0.00 |
| Computers/Software | \$0.00 | \$15.00 | \$0.00 |
| Parade | \$0.00 | \$4,000.00 | \$0.00 |
| Digital Mainstreet (Costs Incurred Through Grant Project) | \$0.00 | \$29,907.00 | \$50,000.00 |
| Total | \$ 43,900.00 | \$ 77,687.00 | \$ 85,100.00 |

2021 Financial Report

| | 2021 Annual Budget | YTD Actual | 2022 Proposed Budget |
|---|-----------------------|----------------------|-------------------------|
| Note 4 - Office and Administration | | | |
| Compensation/Employee Wages | \$123,892.00 | \$96,205.91 | \$120,000.00 |
| CPP Employer Contribution | \$6,400.00 | \$5,991.00 | \$6,400.00 |
| Communications | \$1,000.00 | \$147.00 | \$0.00 |
| Voice/Data Network Charges | \$315.00 | \$260.00 | \$350.00 |
| Cellular Phone | \$2,400.00 | \$2,085.00 | \$2,400.00 |
| Advertising and Promotion | \$0.00 | \$213.00 | \$0.00 |
| Audit Fees | \$3,200.00 | \$0.00 | \$3,200.00 |
| Professional Services (Grant Pilot) | \$0.00 | \$10,809.00 | \$0.00 |
| Insurance Premiums | \$5,000.00 | \$2,288.00 | \$5,000.00 |
| Insurance Directors and Officers | \$540.00 | \$0.00 | \$500.00 |
| Insurance - Medical Benefits | \$4,239.00 | \$3,258.00 | \$4,250.00 |
| Consultants | \$0.00 | \$12,000.00 | \$0.00 |
| Receptions, Luncheons, Hospitality | \$0.00 | \$769.00 | \$1,000.00 |
| Janitorial and Laundry Services | \$600.00 | \$153.00 | \$0.00 |
| Window Cleaning | \$450.00 | \$400.00 | \$0.00 |
| Building/Facilities Rental | \$19,888.00 | \$17,225.00 | \$11,000.00 |
| Parking | \$360.00 | \$1.80 | \$0.00 |
| Heating Fuels (Office - Enbridge) | \$2,400.00 | \$1,025.00 | \$0.00 |
| Hydro | \$1,600.00 | \$802.00 | \$0.00 |
| Office Supplies/Furniture | \$3,000.00 | \$251.00 | \$0.00 |
| Printing | \$0.00 | \$0.00 | \$500.00 |
| Computers/Software | \$0.00 | \$2,356.00 | \$0.00 |
| My Mainstreet - Equipment | \$0.00 | \$0.00 | \$7,500.00 |
| Late Payment/Interest Charges | \$0.00 | \$2.00 | \$0.00 |
| Total Corporate Memberships | \$4,484.00 | \$4,111.00 | \$5,000.00 |
| Total | \$ 179,768.00 | \$ 160,352.71 | \$ 167,100.00 |

Preston Street BIA Board of Directors 2021

Antonella Ceglia, Chair

Tony Zacconi, Vice Chair

Lauryn Santini, Treasurer

Steve Moffatt

Marcus Filoso

Claudio Lepore

Joey Frangione

Catherine McKenney, City Council Appointment

Preston Street BIA Staff

Lindsay Childerhose, Executive Director

Rebecca Judd, Marketing and Communications Coordinator

New Preston Street BIA Governance Documents

Procedure By-law Minimum Provisions

A by-law of the **Preston Street BIA** for governing the calling, place and proceedings of meetings.

WHEREAS Subsections 238(2) and 238(2.1) of the *Municipal Act, 2001*, as amended, provide that every local board “shall pass a procedure by-law for governing the calling, place and proceedings of meetings,” and that, “The procedure by-law shall provide for public notice of meetings”;

THEREFORE the Board of Management for the **Preston Street BIA** enacts as follows:

APPLICATION

1. This by-law applies to all meetings of the **Preston Street BIA** Board of Management, hereinafter called a “Board,” and meetings of members.

PART I – GENERAL PROVISIONS

MEETINGS OPEN TO PUBLIC

2. 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.
3. 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,
 - (a) the security of the property of the Board;
 - (b) personal matters about an identifiable individual, including Board employees;
 - (c) a proposed or pending acquisition or disposition of land by the Board;
 - (d) labour relations or employee negotiations;
 - (e) litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
 - (f) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

- (g) a matter in respect of which the Board is authorized by statute to hold a closed meeting;
 - (h) information explicitly supplied in confidence to the Board by Canada, a province or territory or a Crown agency of any of them;
 - (i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
 - (j) a trade secret or scientific, technical, commercial or financial information that belongs to the Board and has monetary value or potential monetary value; or
 - (k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Board.
4. The Board shall, by resolution, close a meeting or part of a meeting to members of the public if the subject matter to be considered is,
- (a) A request under the *Municipal Freedom of Information and Protection of Privacy Act*; or
 - (b) An ongoing investigation respecting the Board by the Ombudsman and/or Meetings Investigator (Integrity Commissioner of the City of Ottawa).
5. A meeting of the Board may be closed to members of the public, by resolution, if the following conditions are both satisfied:
- (a) The meeting is held for the purpose of educating or training the directors; and
 - (b) At the meeting, no director discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board.
6. 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.

7. 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.
8. 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*.
9. All reports intended to be considered in a closed meeting shall indicate the reporting out date being a date the report can be made public or reasons why the report cannot be made public.
 - (a) The reporting out date or the reasons as the case may be, shall be listed in the disposition of the report and listed in the minutes of the Board meeting; and
 - (b) Upon the passing of the reporting out date, the report shall be made accessible to the public.
10. 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

11. Public notice of meetings of the Board and meetings of members shall be provided through the BIA's website and social media channels, in accordance with the specific notice requirements set out in Parts II and III of this By-law.

AGENDAS

12. 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 of this By-law.
13. Subject to any further requirements set out in this by-law, the agenda shall include, but not be limited to, the following headings:
 - (a) Adoption of agenda;
 - (b) Adoption of minutes of the last meeting;

- (c) Declarations of pecuniary interest including those arising from prior meetings;
- (d) Reports; and
- (e) Adjournment.

14. Any item not listed on the printed agenda shall require a majority vote of the directors present to add the item to the agenda.

MINUTES

15. 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.

16. If the minutes have been delivered to the Board directors prior to the meeting at which they are to be confirmed, then the minutes shall not be read, and a resolution that the minutes be confirmed shall be in order.

17. 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 Section 40 of the BIA Governance By-law.

18. *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

19. It shall be the duty of the Chair:

- (a) To open the meeting by taking the chair and calling the directors to order;
- (b) To announce the business before the Board/members and the order in which it is to be acted upon;
- (c) To receive and submit, in the proper manner, all motions presented by the directors;
- (d) To put to a vote all motions, which are moved, or necessarily arise in the course of the proceedings, and to announce the result;
- (e) To vote on all matters, which are moved, or necessarily arise in the course of the proceedings;
- (f) To decline to put to a vote, motions which infringe upon the Rules of Procedure;
- (g) To enforce the Rules of Procedure;
- (h) To restrain the directors, when engaged in debate, within the Rules of Procedure;
- (i) To enforce on all occasions, the observance of order and decorum among the directors and the attending public;
- (j) To call by name any director persisting in a breach of the Rules of Procedure and order the director to vacate the meeting room;

- (k) To permit questions to be asked through the Chair of any officer of the Board in order to provide information to assist any debate when the Chair deems it proper;
- (l) To provide information to the Board on any matter touching on the business of the Board;
- (m) To receive all communications and announce them to the Board;
- (n) To authenticate, by signature, all minutes of the Board;
- (o) To rule on any points of order raised by directors of the Board;
- (p) To inform the directors of the Board of the proper procedure to be followed;
- (q) Where it is not possible to maintain order, the Chair may, without any motion being put, adjourn the meeting to a time to be named by the Chair; and
- (r) To adjourn the meeting when the business is concluded.

CONDUCT OF DIRECTORS

20. 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

21. For the purposes of this by-law, designated nominees of members shall be considered members.

PART II – MEMBERSHIP MEETINGS

ANNUAL GENERAL MEETINGS

22. The Annual General Meeting (AGM) of the **Preston Street BIA** shall be held at a location in the designated business improvement area, as specified in the notice required under Section 27.
23. The AGM shall be held in the fourth quarter of the current year or in the first quarter of the following year.
24. The AGM agenda shall include, but not be limited to, the following headings:
- (a) Adoption of agenda;
 - (b) Declarations of pecuniary interest including those arising from prior meetings;
 - (c) Financial Statements and Reports;
 - (d) Auditor's Report;
 - (e) Annual Budget;
 - (f) Annual Report of the Board;
 - (g) Minutes of the last Annual General Meeting;
 - (h) As necessary, the nomination, election and recommendation for appointment of Board directors (subject to approval by City Council of the City of Ottawa), if an election year; and
 - (i) Any other business that may properly be brought before the meeting; and
 - (j) Adjournment.

GENERAL AND SPECIAL MEETINGS OF THE MEMBERS

25. The Board may, from time to time, call a General Meeting of the members of the **Preston Street 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 27.

26. 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 28.

NOTICE OF MEMBERSHIP MEETINGS

27. 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 text of any proposed resolutions 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;
- (b) Announced on social media channels; and
- (c) 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.

28. Notice of a Special Meeting of members 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 be provided not less than six (6) hours in advance of the time fixed for the meeting, as follows:

- (a) Issued on the website;
- (b) Announced on social media channels; and
- (c) 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

29. No business shall be transacted at an Annual General Meeting, General Meeting or Special Meeting unless a quorum of the Board is present as set out in Section 40.

MEETING PROCEDURES

30. 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 the

latest edition of Robert's Rules of Order, as well as any requirements under the *Municipal Act, 2001*.

31. Questions arising at any meeting of members shall be decided by a majority vote unless otherwise stated in this by-law or as required by law.
32. At all meetings, every question shall be decided by a show of hands unless a ballot on the question is required by the Chair or requested by a member.
33. 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.
34. The Chair shall not vote on any matter unless there is a tie, in which case the Chair shall have the casting vote.

PART III – BOARD OF MANAGEMENT MEETINGS

REGULAR AND SPECIAL MEETINGS OF THE BOARD

35. The Board may hold its meetings at any place in the City of Ottawa or in a municipality adjacent to the City of Ottawa as it may determine from time to time, and as specified in the notice required under Sections 38 and 39.
36. Regular Meetings of the Board may be called by the Chair, the Vice-Chair, the Secretary or any two directors.
37. Special Meetings of the Board may be called by the Chair.

NOTICE OF BOARD MEETINGS

38. Notice of a Regular Meeting of the Board shall be provided no less than five (5) 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 text of any proposed resolutions that the members will be asked to vote on, and shall be:
 - (a) Issued on the website;
 - (b) Announced on social media channels; and
 - (c) 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.

39. 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;
- (b) Announced on social media channels; and
- (c) 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 BOARD MEETINGS

40. A quorum for a meeting of the Board of Management shall be fifty per cent (50%) of the total number of directors, excluding the Ward Councillor(s).

MEETING PROCEDURES

41. Directors shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. In case of a tie vote, the Chair of the meeting shall have a casting vote in addition to their original vote.

42. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favor or against any resolution.

ELECTRONIC PARTICIPATION

43. 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 this by-law 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.

PART IV – CONSISTENCY WITH LEGISLATION

44. Nothing contained in this 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 Ottawa relating to the Board of Management of the area or “Business Improvement Areas” as defined by the *Municipal Act, 2001*.

45. If there shall exist any conflict between any provision contained in this by-law and any such provision of the *Municipal Act, 2001* or the by-laws, the latter shall prevail, and the provision or provisions herein affected shall be curtailed, limited or eliminated to the extent (but only to the extent) necessary to remove such conflict, and as so modified this by-law shall remain in full force and effect.

PASSED by the Board of Management this **2nd** day of **November 2021**.

THE BOARD OF MANAGEMENT FOR THE Preston Street BIA

CHAIR

TREASURER

APPROVED by the Membership this **16th** day of **November 2021**.

POLICY REQUIREMENTS

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. Selection of local businesses where reasonable and effective; and 3. A vote by the Board of Management |

Election-Related Resources Policy

Purpose

To provide direction to **Preston Street BIA** 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*, **Preston Street 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.

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 those materials that promote or oppose the candidacy of a person for elected office.

3. Director and staff Involvement in Elections

Preston Street BIA 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 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 **Preston Street BIA** budgets or other resources in contravention of this policy, the City Clerk, City of Ottawa, shall have the delegated authority to investigate it and resolve any issues.

Enquiries

For more information on this policy, contact:

Preston Street BIA

Lindsay Childerhose

343 Preston Street, Office 1177

Ottawa ON | K1S 1N4

info@prestonstreet.com | 343 291 1178

WHEREAS Subsection 238(2) and 238(2.1) of the *Municipal Act, 2001*, provides that every local board shall pass a Procedure By-law governing the calling, place and proceedings of meetings and providing for public notice of meetings; and

WHEREAS Subsection 270(2) of the *Municipal Act, 2001* provides that every local board shall adopt policies with respect to the sale and disposition of land, hiring of employees, and procurement of goods and services;

WHEREAS Section 88.18 of the *Municipal Elections Act, 1996* provides that local boards shall establish rules and procedures with respect to the use of board resources during an election campaign period;

WHEREAS the **Preston Street BIA** Board, a “local board” as defined by the *Municipal Act, 2001*, wishes to adopt the attached Procedure By-law and Policies as required by the *Municipal Act, 2001* and *Municipal Elections Act, 1996*;

THEREFORE BE IT RESOLVED that the **Preston Street BIA** Board adopts the attached documents as required by the *Municipal Act, 2001* and *Municipal Elections Act, 1996*:

- i. Document 1, **Preston Street BIA** Board Procedure By-law;
- ii. Document 2, **Preston Street BIA** Board Policies with respect to the sale and other disposition of land, hiring of employees, and procurement of goods and services;
- iii. Document 3, **Preston Street BIA** Board Election-Related Resources Policy.