

Barrhaven Business Improvement Area Constitution

Barrhaven Business Improvement Area

Constitution, By-laws & Policies

30 October 2018



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Barrhaven Business Improvement Area Constitution

Whereas S. 204 of the Municipal Act provides for the creation of Business Improvement Areas by municipalities,

And whereas the City of Ottawa passed By-laws 2005-498 and 2005-499 the Barrhaven Business Improvement Area,

And whereas the Barrhaven Business Improvement Area deems it prudent to create an organization bylaw to better assist with the management of its affairs,

BE IT ENACTED AND IT IS HEREBY ENACTED AS a by-law of Barrhaven Business Improvement Area (hereinafter called the BIA) as follows:

1. BARRHAVEN BIA

The name of the organization is the Barrhaven Business Improvement Area.

2. MISSION

The Barrhaven BIA is the '**voice of the business community**'.

To improve and promote the business community to become Ottawa's premiere business area.

3. OBJECTIVES

The purpose of the Barrhaven B.I.A. is to allow local business people and property owners to join together and, with the support of the City of Ottawa, organize, finance and carry out improvements and promote 'smart' growth and economic development.

Additionally, the purpose is to provide and communicate critical information back to the BIA membership regarding City of Ottawa activities and its impact to the BIA commercial business district.

4. HEAD OFFICE

The head office shall be located in Barrhaven, a suburb in the City of Ottawa, in the Province of Ontario at such a place that the Board of Managers may determine from time to time.

5. FISCAL YEAR

The fiscal year of the Barrhaven B.I.A. shall terminate on December 31 in each year.

6. MEMBERSHIP

(A) Membership Eligibility:

(i) The following shall be eligible for membership in the B.I.A.:

(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;

(b) Tenants: Tenant 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.

(c) Associate Members: Home-based licensed businesses that operate from a home and subject to the option by the Board of Managers to elect this category of membership yearly. Also to include non-qualifying tenants occupying commercial property units in Barrhaven and non-competing businesses in areas adjacent to the boundaries.

(B) Rights AND Benefits of Membership:

Every Member in good standing is entitled:

(i) to attend any Annual or General Meeting of the Barrhaven B.I.A.;

(ii) to one vote on each question arising at any Annual or General Meeting of the Barrhaven B.I.A.; and

(iii) to hold any office of the Barrhaven B.I.A.

(C) Nominees:

If a Member is a corporation or a partnership it shall designate in writing to the Board of Managers a nominee to attend an Annual or General Meeting of the B.I.A. on its behalf and where a Member operates one or more corporations or partnerships or two or more tenanted locations it shall appoint a different nominee for each such entity or location.

7. MEMBERSHIP MEETINGS

(A) Annual General Meetings:

The Annual General Meeting (AGM) of the Barrhaven B.I.A. shall be held at a location in Barrhaven specified in the meeting notice no later than in the month of December in each year as determined by the Board of Managers.

The AGM agenda shall include:

- (i) Financial Statements AND Reports;
- (ii) Auditor's Report;
- (iii) Annual Budget;
- (iv) Annual Report of the Board of Managers;
- (v) Minutes of the last Annual General Meeting;
- (vi) As necessary the election of Board of Managers (subject to approval by City Council of the City of Ottawa), if an election year; and
- (vii) any other business that may properly be brought before the meeting.

(B) General Meetings:

The Board of Managers may, from time to time, call a General Meeting of the Members of the Barrhaven B.I.A. for any date and time to be held at a location in Barrhaven, as specified in the Notice.

(C) Notice of Meetings:

(i) Notice of the Annual General Meeting or of a General Meeting of Members shall be issued on the website, emailed, or sent by prepaid mail at least ten (10) days (exclusive of the day of mailing and of the day for which notice is given) in advance to each Member and each member of the Board of Managers at the addresses as they appear on the books of B.I.A. and if no address is given therein then to the last address of each known to the Secretary; provided always that a meeting of Members may be held for any purpose on any date and at any time and at any place within Ottawa, without notice, if all Members are present in person at the meeting or if all the absent Members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member.

(ii) The accidental omission to give notice of any meeting or the non-receipt of any notice by any persons referred to in subparagraph (i) shall not invalidate any resolution passed or any proceedings taken at any meeting.

(D) Quorum:

A quorum for the Annual General Meeting or for a General Meeting of the Barrhaven B.I.A. shall be 10 % of the Members or 10 Members, whichever is the lesser. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of business.

(E) Determination of Questions:

- (i) Questions arising at any meeting of Members shall be decided by a majority vote unless otherwise stated in these By-laws or as required by law.
- (ii) 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.
- (ii) The Chair shall declare that a resolution has been carried or not carried. It will be entered into the minutes of the Barrhaven B.I.A. It is not necessary to record the number or the proportion of votes.
- (iv) The Chair shall not vote on any matter unless there is a tie in which case, the Chair shall have the casting vote.

(F) Meeting Procedures:

Subject to the By-laws of the Barrhaven B.I.A., the procedure to be used at all General and Annual General Meetings shall be governed by the latest edition of Robert's Rules of Order.

(G) Nominees:

For the purposes hereof and Section 8, designated nominees of Members shall be considered Members.

8. BOARD OF MANAGERS

(A) Board Composition

The affairs of the Barrhaven B.I.A. shall be governed by a Board of Managers (sometimes called the "Board") comprised of twelve (12) members. The Board shall be composed of:

- (i) Ten (10) members, nominated by the membership at the Annual General Meeting and subsequently approved by City Council of the City of Ottawa, of which two-thirds of the Members shall be from the Property Owner and/or Tenant groups; and
- (ii) 2 Council Members at the City of Ottawa.

(B) Term of Office

The term of office for the Board of Managers shall be concurrent with that of the City of Ottawa Council. As per City of Ottawa By-Law No. 2005-499, Clause 8, the Board shall, as soon as possible after its members are appointed, elect a chairman and vice-chairman who will select a treasurer, and other such officers, as it may deem necessary, to properly conduct the business of the Board.

(C) Powers

The Board may, on behalf of the Barrhaven B.I.A., exercise all the powers that the B.I.A. 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:

- (i) to enter into contracts or agreements;
- (ii) to make banking and financial arrangements;
- (iii) to execute documents;
- (iv) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the B.I.A.;
- (iv) 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
- (vi) to purchase insurance to protect the property, rights and interests of the B.I.A. and to indemnify the B.I.A., its Members, the Board, and Officers from any claims, damages, losses or costs arising from or related to the affairs of the B.I.A.

(D) Role and Function

The Board shall be responsible for:

- (i) making decisions on policy affecting the Barrhaven B.I.A.,
- (ii) managing the affairs of the Barrhaven B.I.A.,
- (iii) hiring of Staff of the Barrhaven B.I.A.,
- (iv) appointing such committees as may be required to accomplish the work of the Barrhaven B.I.A.,
- (v) and ensuring that the duties and reporting requirements as set out by Ottawa City by-law 2005-499 are fulfilled.

(E) Borrowing Powers

The Barrhaven B.I.A. shall not borrow money and, without the prior approval of City Council, may not incur indebtedness extending beyond the current fiscal year.

(F) Board Eligibility

Each Board member shall be a Member and shall remain a Member throughout his or her term of office.

(G) Vacancies

Where a vacancy on the Board occurs, the Board of Managers may nominate a replacement who shall hold office for the remainder of the term for which his or her predecessor was appointed. If there is no quorum of the Board, the remaining Board members shall call a General Meeting of the Barrhaven B.I.A. to fill any vacancy. Such replacement Board Manager shall be approved by City Council.

(H) Quorum

A quorum for a meeting of the Board of Managers shall be a simple majority, excluding the Ward Councilor(s).

(I) Meetings of the Board

- (i) Meetings of the Board may be called by the Chair, the Vice-Chair, the Secretary or any two members of the Board. The Board may hold its meetings at any place in the City of Ottawa, in the Province of Ontario as it may from time to time determine.
- (ii) No formal notice of any meeting of the Board shall be necessary if all the elected Board Members are present or if those absent have indicated their consent to the meeting being held in their absence.
- (iii) The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of the Board may also take place without notice immediately after an Annual General Meeting at which the Board is elected, provided a quorum is present.
- (iv) No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.
- (v) The members of the Board 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 his or her original vote.

(vi) 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.

(J) Confidentiality and Privacy of Information

(i) The Barrhaven B.I.A., through its Board of Management, shall abide by and act in accordance with the laws, policies, and practices governing all matters related to confidentiality, privacy, and access to information.

(ii) In this regard, every Board member shall:

(a) respect the confidentiality of all matters discussed at Board meetings and any other information and documentation to which one may have access to in the capacity as Board member of the Barrhaven B.I.A.; and

(b) respect and act in accordance with the B.I.A. policies governing the privacy and access to information to which one may acquire in the capacity of Board member of the Barrhaven B.I.A.

(K) Standard of Care

Every Board member and Officer of the Barrhaven B.I.A. shall:

(i) exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the B.I.A.; and

(ii) exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.

(L) Conflict of Interest

Every Board member who has any direct or indirect interest in any contract or arrangement, or proposed contract or arrangement with the Barrhaven B.I.A. shall disclose his or her interest in the manner required by the Municipal Conflict of Interest Act, R.S.O. 1190 c M-50 or as the same may be amended and shall:

(i) declare his or her interest at the first meeting of the Board after which he or she became interested or aware of any such interest;

(ii) request that his or her declaration be recorded in the minutes of the meeting;
and

(iii) not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or proposed contract.

(M) Removal

(i) A Board member may be removed from the Board for:

(a) ceasing to be a Member in good standing;

(b) absence without notice from two (2) consecutive meetings of the Board, unless there are extenuating circumstances,

(c) absence from more than 50% of the regular meetings;

(d) failure to perform any duty or tasks as set out in the By-laws and any governing policies;

(e) a breach of the provisions of the By-laws regarding conflict of interest;

(f) a breach of the provisions of the By-laws regarding confidentiality and privacy of information; and

(g) a breach of the provisions of the By-laws regarding the Standard of Care referred to in subsection (K) above and/or behavior deemed harmful to the welfare or best interests of the B.I.A.

(ii) To remove a Board member from office for any of the reasons set out in this section, a resolution shall be made and approved by a simple majority of the Board members present at a duly called meeting of the Board to which notice specifying the intent to pass such resolution has been given.

9. OFFICERS

(A) Election and Term of Office

(i) The Board of Managers shall elect from among themselves a Chair, Vice-Chair, who will appoint a Treasurer who shall serve their term or until he or she is removed from office by resolution of the Board of Managers.

(ii) Where required Officers shall be elected by the Board of Managers at the first meeting following the Annual General Meeting.

(B) Duties of the Officers

- (i) The Chair shall:
 - (a) chair all meetings of the B.I.A. and of the Board, when present in person and able;
 - (b) have general supervision of the affairs of the Barrhaven B.I.A.;
 - (c) sign all By-laws and execute any documents with the Secretary;
 - (d) perform any other duties, which the Board, from time to time, may assign;
 - (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.
- (ii) 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, which the Board, from time to time, may assign.
- (iii) The Secretary shall:
 - (a) keep or cause to be kept records and books of the Barrhaven B.I.A., including the registry of Officers and Board members, the registry of Members, the minutes of the Annual General Meeting, General 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, General Meetings and meetings of the Board of Management; and
 - (d) perform any other duties, which the Board may, from time to time, assign.
- (iv) The Treasurer shall:
 - (a) cause to be kept and maintained the financial records and books of the Barrhaven B.I.A.;
 - (b) assist the auditor in the preparation of the financial statements of the Barrhaven B.I.A.;
 - (c) perform any other duties, which the Board, from time to time, may assign;
 - (d) maintain or cause to be maintained an inventory of all physical assets owned or leased by the Barrhaven B.I.A.; and

(e) cause to be prepared and distributed the proposed annual budget in accordance with the requirements of the City of Ottawa.

10. THE EXECUTIVE DIRECTOR

(A) Appointment

The Board of Managers shall hire or contract an Executive Director and prescribe the duties of this position.

(B) Duties

(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 Barrhaven B.I.A.

(b) The Executive Director shall:

- (i) be the Chief Administrative Officer;
- (iii) be the senior staff position, responsible for the hiring and termination of all other staff;
- (iv) attend all meeting of the Board of Managers and be entitled to speak on all matters, without the right to vote;
- (v) sit ex-officio, on all committees;
- (vi) perform duties, or hire a staff person to perform the duties, as set out for Secretary in section 9 B iii.

(C) Remuneration and Evaluation

The Board shall:

- (i) establish the remuneration for the Executive Director through a resolution of the Board; and shall:
- (ii) 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. The Chair of the Board shall represent the Board in this matter.

11. COMMITTEES OF THE BOARD

(a) There shall be Standing committees, as the Board of Managers shall, from time to time, determine.

(b) The Board may appoint ad hoc committees as may be deemed necessary to carry out the objectives of the Barrhaven B.I.A. or to advise the Board. The Board shall prescribe the duties of all such committees.

(c) All committees, Standing and ad hoc, are required to conduct business in accordance with these By-laws.

(d) All committee membership, as required by these By-laws and 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.

(e) Each Standing and ad hoc committee is considered a committee of the Board of Managers 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.

(f) Standing committees of the Board may include, but not be necessarily limited to:

(i) Marketing Committee

(ii) Smart Growth Committee

(iii) Property and Membership Engagement Committee

(g) Each Standing and ad hoc committee of the Board shall be chaired by a Board Member, as elected by the Board. Committee members shall be Board members, Members and non-Members from within the B.I.A.

(h) Unless otherwise stated in the By-laws, the terms of reference for each committee will be determined by the Board of Managers, from time to time.

12. SIGNING AUTHORITY

(a) Three (3) persons shall have signing authority for the B.I.A.: the Chair, the Treasurer, and the Executive Director.

(b) Two (2) signatures of foregoing shall be required on all cheques issued by the Barrhaven B.I.A.

13. REMUNERATION

(a) No Board member shall receive remuneration in payment for services carried out in that capacity.

(b) Board members may be reimbursed for all reasonable, out-of-the-ordinary expenses directly relating to their functions as Board members. Reimbursement for any such expenses must be approved in advance by the Board of Managers.

14. AUDITOR

The external Auditor for the Corporation of the City of Ottawa shall be the Auditor for the Barrhaven B.I.A. and all books, documents, transactions, minutes and accounts of the barrhaven B.I.A. shall at all times be open to his/her inspection.

15.. INDEMNIFICATION

The Barrhaven B.I.A. shall indemnify and save harmless Board members, their heirs, executors and administrators, respectively from time to time and at all times from and against:

- (a) All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

16. REVIEW MECHANISM & DISSOLUTION

- (a) Should a majority vote be received to dissolve the Barrhaven B.I.A., a request shall be made to the City of Ottawa to repeal the by-law establishing the Barrhaven B.I.A.
- (b) Upon the repeal of a by-law under the Municipal Act the Board of Manager is dissolved and the assets and liabilities of the Board become the assets and liabilities of the municipality.
- (c) If the liabilities assumed under subsection (b) exceed the assets assumed, The City of Ottawa 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.

17. CONSISTENCY WITH LEGISLATION

- (a) Nothing contained in this by-law shall require the commission of any act which is contrary to an express provision of the Municipal Act or any by-laws of the Corporation of the City of Ottawa relating to the Board of Managers of the area or "Business Improvement Areas" as defined by the Municipal Act.
- (b) If there shall exist any conflict between any provision contained in these By-laws and any such provision of the Municipal Act 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 these By-laws shall remain in full force and effect.

18. AMENDMENTS

By-laws of the Barrhaven B.I.A. may be enacted, repealed, amended, added to or re-enacted by the Board of Managers, upon approval of a General Meeting of Members duly called to consider confirmation of such by-law amendment.

19. EFFECTIVE DATE

These By-laws/Constitution come into force and are effective immediately upon the approval of the Board of Managers, subject to ratification and confirmation by the Members at a General Meeting called for that purpose or an Annual General Meeting, whichever occurs first.

This amendment PASSED by the Board of Managers this 14th day of November 2018.

THE BOARD OF MANAGERS
FOR THE BARRHAVEN BUSINESS IMPROVEMENT AREA

CHAIRPERSON

EXECUTIVE DIRECTOR

APPROVED by the Board this 14th day of November 2018.

Barrhaven BIA Board Committees

Operational Protocols

- Board and Committee members contact their respective Chairs with comments and concerns pertaining to issues arising or items in progress. The Chairs consolidate these discussions, brief the Executive Director and reports at the next board meeting.
- Individual Board and Committee members should not be contacting staff directly with specific requests or direction requiring action outside of what has been approved in minutes at board or committee meetings.
- Chairs are responsible for managing meetings, moving the agenda along, reporting at meetings and ensuring action is executed (by staff and others).
- Board and Committee members are responsible for preparing for, attending and participating at meetings, keeping their comments concise and constructive and volunteering for action items.
- The Board will endeavour to conduct meetings in a time efficient manner.

Committees- Set-up

- How will the Board establish committees?
- Who is responsible for obtaining committee members?
- What the function and level of responsibility of each committee will be.
- How notices of meetings and agendas will be distributed and how far in advance of meetings.
- How the committees will report to the Board.

Establish Committees to:

- perform specific functions, e.g. beautification, promotion, communication.
- shares the workload of the BIA

Review Committees by:

- establishing reporting relationship (Minutes)
- motivating members
- delegating tasks
- supervising results

Responsibilities of the Committee

- upon the direction of the board, develop, document and execute a program and budget for its term in office
- share workload, information with other BIA members
- establish sub-committees as required e.g. a sub-committee of the promotions committee might be a “special sidewalk sale” committee.

Barrhaven BIA Board Committees

Committees

While the Board of Management has the overall responsibility for the operation of the BIA, it is the committees which actually develop and implement the programs which will make the BIA successful.

Committees are established to relieve the Board of Management of some of the burden of organizing projects – in effect to share the workload – and to involve a greater number of people in the activities of the BIA.

A BIA may appoint as many committees as it wishes. The number of committees established depends upon the short and long term goals of the organization. Some committees are established on a year-round basis (standing committees) and others are created to perform certain specific tasks (ad hoc committees). Formal guidelines for committees should be drawn up, based on the policies and function of the committees, and given to each new committee member.

Who should be represented on BIA Committees?

You may appoint anyone you wish to your committees, including individuals who have some particular expertise that may be valuable, but who are not members of the BIA. The chairman of each committee should be a member of the Board of Management in order to ensure first-hand reporting. In addition, there are four groups which play key roles in every Ontario business community, and it is important that each of the four be represented on your committees.

The four groups are:

1. Business people and merchants.
2. Municipal council.
3. Municipal administrative staff.
4. The general public.

Because the roles of the businesspeople and council are the most vital, these two groups should receive the greatest representation.

Business people and Merchants

Business people and merchants must be represented on your BIA committees. They have the greatest vested interest in its success and are directly affected by any BIA program. They will also be the principal source of funding for the BIA's projects, and they should have a prominent part in determining how the BIA funds will be spent.

In order to gain the support of the entire business community, you may wish to include Chamber of Commerce members on your committees in order to establish a formal liaison between the two organizations. The Chamber members selected should also be business people within the boundaries of the BIA.

Barrhaven BIA Board Committees

You should also involve your non-retail BIA businesses as much as you can. Bankers, lawyers, accountants and other service businesses all have a vested interest in ensuring that the business improvement area is a pleasant environment for their clients.

Municipal Council

Representation on your committees from the municipal council is critical, for a number of reasons:

- Council may serve as an important source of funding for BIA programs. The more directly involved and committed council is to BIA programs, the more likely it is to contribute financially.
- Council can direct the municipal administrative staff; the staff can serve as an important source of expertise, information and manpower.
- In most towns the municipality owns land within the boundaries of the BIA. The town hall, the public library, the firehall, are all owed by the municipality.
- Council can influence the decisions of other government landowners, such as the fate of the old courthouse or the location of a new liquor store.

Your BIA councillor is responsible for ensuring your interests are represented at Council. He or she is also responsible to ensure that municipal interests are reflected in BIA actions. He or she will also advise you of municipal actions which affect the core area, such as street closures for maintenance work, special garbage pick-up during holidays, new parking policies, etc.

Municipal Administrative Staff

Municipal employees are an important source of information. They also have the expertise to undertake essential tasks. Often, things that must be done in preparing and implementing a BIA program can form a part of their usual responsibilities, if sanctioned by council.

By including municipal staff on some of your committees, you can encourage their interest and commitment to your BIA program. The staff often advises the Council and can influence policy and decisions in support of the BIA.

General Public

The final group which should be considered when structuring a committee is the consuming public. The perspective of the user is important both for determining what is wrong with the BIA and what should be done. Any viable long-term solution to the area's problems will invariably affect the entire community. Representatives from the community should be included on at least one of your committees.

Barrhaven BIA Board Committees

Size Of Committees

The committee must be of workable size. Membership must be sufficiently large to obtain adequate community representation and to ensure the formation of a strong group that can get things done, but large groups can be difficult to manage. Experience has shown it is best to remain small – *between 4 and 8 people*. Any more than 8 people and the committee becomes unwieldy.

When considering prospective members for your committees, you are not limited to BIA members. You can draw on expertise from outside the BIA, involving anyone who will help your committee attain its goals. For example, on your Promotions Committee you may wish to involve a marketing expert from a local college or high school. *Get the expertise you need.*

One method of maintaining a workable committee size is to invite selected participants or interested individuals only to those specific meetings where a special problem is discussed or a particular viewpoint is desirable. Consultants, for example, can be invited to attend only those meetings where their specialized input is required.

Summary

Regardless of how you ultimately structure your committees, three rules of thumb should be followed:

1. Ensure that the committee represents the interests of all parties affected by the BIA program.
2. Ensure that the individuals comprising the committee are strongly committed to the BIA program and are leaders in the community. However, sometimes people who disagree with the concept can become excellent participants by inviting them to become involved- through your committees.
3. Remember that the ideal structure may not be feasible in your community. Work as best you can with what you have.

Barrhaven Business Improvement Area Board of Managers Reserve and Vacancy Policy

Reserve, Non-Voting Members of the Board of Managers

The voting members of the Board of Managers may appoint two Reserve, non-voting members of the Board. The length of term for a Non-Voting Member shall be the term of the Board. There is no limit to the number of terms that an individual may serve as a Non-Voting Member.

Board of Managers- Vacancy During a Term

1. If the office of Chair is vacated, the Vice-Chair will assume the office of Chair for the remainder of the term.
2. If the office of Vice-Chair is vacated, the Board may elect or appoint a replacement from the Board of Managers to serve the unexpired term of the vacated office.
3. The Board may appoint any person for election to any other vacant Board position to serve until the next election, provided the vacancy occurs more than ninety (90) days before the next election of the Board.
4. First right of refusal for such election will be given to those (2) voted in by the Board of Managers as Reserve, non-voting members.
5. If there is a vacancy in the Reserve membership (2), the Board will solicit new candidates who will be assessed and voted in by an election of the Board and will serve for the remainder of the term. Such candidates will be recruited within 90 days by a subcommittee of the Board consisting of two Board members and the Executive Director. Selection of new reserve members shall be in accordance with the BBIA Constitutional direction for diversity of profession among Board members.

Barrhaven Business Improvement Area Staff Recruitment and Selection Policy

Recruitment policy

The Association will endeavor to recruit the most competent individuals to fill all positions.

Procedure

1. Approval to recruit for vacant or newly created positions will be granted by the executive director.
2. Vacant and newly created positions must first be a period of seven (7) to ten (10) calendar days. The posting shall include:
 - Job title
 - Essential requirements for education and experience
 - Knowledge and skills required
 - Key areas of responsibility
 - Starting/ending date where applicable
 - Hours of work
 - Compensation rate
 - Closing date of competition
 - Respondent
 - The following statement shall be sent in response to applicants regarding acknowledgement of applications: "We thank all candidates for their interest, however, only those selected for an interview will be contacted."
3. Recruitment can take place through online ads and other media forms. Advertising shall include a brief description of the Association.
4. All applications will be date stamped upon receipt.

Selection policy

The Association will conduct a screening process that is fair and equitable.

Procedure

1. It is the responsibility of each applicant to demonstrate that s/he meets the requirements of the position. A minimum of two and a maximum of six applicants will be interviewed for any one position.
2. Applicants will receive an acknowledgement of receipt of their application.
3. Each interview team will consist of a minimum of three persons. The composition of this team will depend on the position being filled. For a support staff position the interview team will be chosen by the executive director. For the executive director position the interview team will be chose by the board of directors.
4. One person on the team will be appointed as chair. One person on the team will be appointed as recorder.

Barrhaven Business Improvement Area Staff Recruitment and Selection Policy

5. Applicants who meet the basic requirements of the position will be invited to an interview where they will be evaluated on their response to a pre-set list of topics and educational and experiential criteria.
6. Second interviews will be held when several candidates demonstrate equal abilities.
7. Once a final candidate has been determined and prior to any offer of employment, approval must be obtained from the executive director, except if the position being filled is that of the executive director, in which case the board of directors must give approval.
8. Following receipt of approval to hire, a verbal offer can be made to the candidate. The written offer will be made using the employment template provided by the Association's legal representative.

Barrhaven Business Improvement Area

Code of Conduct

This code shall apply to all BBIA Board Members and Staff at board meetings, official board visits/business and at events where individuals represent the Board.

Conduct

Personal behaviour – I will:

- act ethically and with integrity;
- act according to the legislative requirements, policies and ethical codes that apply;
- make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures;
- treat members of the public and colleagues with respect, courtesy, honesty and fairness, and have proper regard for their interests rights, safety and welfare;
- not harass, bully or discriminate against colleagues, members of the public and employees;
- contribute to a harmonious, safe and productive work environment by our work habits, and professional workplace relationships; and

Communication and official information – I will:

- not disclose official information or documents acquired through my work, other than as required by law or where proper authorisation is given;
- not misuse official information for personal or commercial gain for myself or another;
- respect the confidentiality and privacy of all information as it pertains to individuals.

Fraudulent and corrupt behaviour – I will:

- not engage in fraud or corruption;
- report any fraudulent or corrupt behaviour;
- report any breaches of the code of conduct; and
- understand and apply the accountability requirements that apply.

Use of resources – I will:

- agree that as a Director on BBIA assignments and/or in performing my duties as a BBIA Director, any and all purchases made by me together with any and all by-products or spinoffs that may occur from this, including any and all intellectual properties that may arise, will remain the property of the BBIA;
- be accountable for official expenditure;
- use resources diligently and efficiently. These include office facilities and equipment, event set up purchases, cab charge vouchers;

Barrhaven Business Improvement Area

Code of Conduct

- not use office time or resources for party political work or for personal gain, financial or otherwise;
- keep to policies and guidelines in the use of computing and communication facilities, and use these resources in a responsible and practical manner; and
- be careful to ensure that any travel for official purposes is only done so when absolutely necessary.

Record keeping and use of information – I will:

- record actions and reasons for decisions to ensure transparency;
- ensure the secure storage of sensitive or confidential information;
- comply with our record keeping plan;
- submit receipts for Board business according to the rule set out in our procurement policy and
- where permissible, share information to fulfill our role.

Conflicts of interest – I will:

- ensure personal or financial interests do not conflict with my ability to perform my duties in an impartial manner;
- manage and declare any conflict between my personal and association duty; and
- where conflicts of interest do arise, ensure they are managed in the BBIA's interest.

I commit

- to taking responsibility for reporting improper conduct or misconduct which has been, or may be occurring. I will report the details to the relevant people; and
- to taking responsibility for contributing in a constructive and positive way to enhance good governance and the reputation of the board.

Requirements

I am committed to upholding the principles in the Code of Ethics. The Board accepts the minimum requirements set out in the Conduct Guide for our Boards and its Committees and staff. This code of conduct builds on these minimum requirements.

Barrhaven Business Improvement Area Sponsorship Policy

Below is a summary of our sponsorship policy. It provides guidance on what we can and cannot support, in terms of the project itself and the organizations involved. Please read this before making an application for sponsorship support. Every sponsorship request will be judged on its merits.

Sponsorship is . . . a contribution in money or 'in kind' given to a non-profit organization for the purposes of staging an event, providing a service or undertaking an activity that contributes to community, business or social benefit within Barrhaven.

Our commitment to you

We will:

- retain the right to refuse or rescind sponsorships at our Board's discretion;
- consider all sponsorship requests in an open and unbiased way and measure the request against an assessment criteria;
- only consider sponsorship agreements with organizations whose products, policies and values align with the mandated objectives and values of the BBIA (political advocacy/communication, community safety, economic development and marketing);
- always try first to provide our sponsorship, where possible, 'in kind' in the form of a speaker at an event, fundraising assistance and publicity through our marketing activities and website;

We will not:

- financially sponsor individuals, teams or clubs or for-profit events;
- provide sponsorship for religious organizations;
- enter into sponsorships which may be construed as showing or encouraging any type of prejudice (for example racial, sexual or religious);
- imply any exclusive arrangement between the BBIA and the sponsored party;

We would require any sponsored project to:

- display the BBIA brand on any publicity - this can include brochures, advertising, websites, exhibition materials, signage, information packs etc;
- make available materials or reports produced as part of the activity to BBIA staff.

If you'd like to apply for sponsorship support from the BBIA, use the checklist below to structure your application. It will provide us with the information we require to determine your eligibility.

Barrhaven Business Improvement Area Sponsorship Policy

Sponsorship application checklist

- THE TITLE OF EVENT/PUBLICATION ETC. YOU WANT SPONSORSHIP FOR
- THE NAME OF YOUR ORGANIZATION
- YOUR NAME AND CONTACT DETAILS
 - Include a phone number or mobile number and email address to help us reach you.
- TIMING
 - Tell us when the sponsored event will appear
 - Tell us when you need a decision.
- A SUMMARY OF THE PROJECT/INITIATIVE YOU'D LIKE US TO SPONSOR
 - Tell us about the project. If the initiative has been run previously, or has a track record/evidence of success, tell us about it.
 - What is the project trying to achieve?
 - Tell us about the checks you have in place to ensure a high quality sponsored project/event, etc.
 - Do you have achievable timelines and a realistic budget to deliver the project?
 - Tell us who the other partners/sponsors are.
- WHO YOU'RE TARGETING WITH YOUR EVENT/PUBLICATION
 - Tell us the type of people you'll influence/reach with your event.
- THE COSTS INVOLVED
 - Tell us the support, financial and/or otherwise, you would like.
- DETAIL HOW YOU WOULD EVALUATE THE SUCCESS OF THE PROJECT
 - We want to support projects that offer good business and/or community value for our members' money.
 - If the event has been run before, some form of evaluation of its previous success will help us decide on future sponsorship.

Send your application

Once you've prepared a proposal you can email it or send it to: Executive Director, Barrhaven Business Improvement Area, 900 Greenbank Road, Suite 407, Nepean, ON K2J 4P6; or email: execdirector@barrhavenbia.ca

You can also email us with any questions. Please be aware that our budget is limited and that we can only support a small number of projects in any financial year. Thank you.

Barrhaven Business Improvement Area Travel Expense Policy

Effective Date: March 1, 2007

POLICY STATEMENT

Barrhaven BIA members of the Board of Managers and staff occasionally travel out of town on behalf of the BBIA. The BBIA reimburses these travelers for necessary and reasonable business expenses incurred while traveling.

REASON FOR POLICY

- Assures that the BBIA and the traveler are in compliance with regulations that define the types of expenses that can be reimbursed without being counted as taxable income.
- Assures that travel charged to sponsored projects conforms to the regulations and restrictions placed on the use of the funds by the sponsor.
- Enables the BBIA to protect its reputation and not-for-profit status by avoiding excessive or inappropriate spending.
- Provides the BBIA with the ability to control how their budget is expended.

ROLES AND RESPONSIBILITIES

The traveler is responsible for obtaining all proper documentation for each expense. Typically, this documentation will be a receipt that identifies the expense and reflects proof of payment of the expense.

The traveler's expense reimbursements should be submitted to the department within 10 business days after return from the trip. Reimbursement requests must be submitted no later than 120 days after the date of the expense, or the end of the fiscal year, whichever is sooner.

All expenses must be for a valid business purpose that is necessary and reasonable in order to conduct BBIA business.

The traveler is expected to obtain original receipts for all expenses for which they plan to have reimbursed. An original receipt may take many forms (i.e. cash register receipt, copy of an order form, web receipt or confirmation). If the traveler is unable to obtain an original receipt that contains all the required information, documentation should be submitted to demonstrate as many of the required items as possible; the date, location and amount of the expense must be submitted along with a description of the purchase, identifying the amount of any expenses to be segregated.

Traveler using his/her own vehicle will be reimbursed at a rate of **\$0.40** per km.

The traveler is expected to obtain proof of payment for all expenses for which they plan to have reimbursed. Proof of payment may take many forms but must demonstrate that payment was tendered and must identify the means by which payment was tendered by the traveler. This is often part of the original receipt. Examples of this may include notation of:

- "Cash Tendered"
- "Paid"
- A zero balance due
- Debit/Credit card payment (card type, last four digits of card and/or signature)

If no proof of payment is available in this form, a debit or credit card statement may also be provided. Please black out any private or unrelated information.

Barrhaven Business Improvement Area Travel Expense Policy

Meeting or Conference fees will be reimbursed by the BBIA. In order to receive reimbursement for a conference fee, the traveler must submit a flyer or other literature describing the conference, a registration form, agenda or original receipt for the conference fees. The documentation must include:

- the dates and location of the conference
- the total amount of the conference fees
- proof of payment

A traveler can be reimbursed in advance for conference fees paid. To seek reimbursement prior to travel, the traveler must submit proof of payment and a copy of the conference flyer or registration, along with the valid business reason.

In the course of travel, a traveler may incur additional expenses eligible for reimbursement. These include:

- Baggage handling and storage expenses
- Business office expenses (copy services, postage, etc.)
- Business-related phone calls (including cell phone), faxes, internet connectivity, including those necessary to obtain transportation and hotel reservations
- Up to 3 personal calls per day of reasonable duration
- Currency conversion, ATM and traveler's check fees
- Excess baggage fee due to the size or weight of an item being transported at the request of the BBIA
- Reasonable and usual gratuities to porters, bellhops and other service personnel
- Internet access

The BBIA reimburses employees for meals during travel on BBIA business.

Business Meals are reimbursed on an actual basis and include:

- The cost of breakfast, lunch or dinner eaten by an individual traveler while on approved business travel.
- Reasonable and necessary meal expenses for business meetings involving only BBIA personnel during which focused business discussions take place. The frequency of such meetings and the related expenses must be reasonable and appropriate to the purpose of the discussion and the nature of the business conducted. Such meetings include:
 - o Breakfast, lunch and dinner meetings which are necessary to conduct of BBIA business.
 - o Formally organized meetings which are necessary to carry out the business of official committees appointed by the BBIA.
- Reasonable and necessary meal expenses for peer groups for collaboration or administrative meetings during which focused business discussions take place.

Except under rare circumstances, these meals should not exceed the following thresholds, excluding tips and tax:

- Up to \$15 for breakfast,
- Up to \$15 for lunch,
- Up to \$30 for dinner

Any meal costs in excess of the per-meal threshold will not be reimbursed unless the traveler obtains the approval of the Board, through the Chair. These thresholds are not per diems, and should not be charged as such. Travelers must submit individual receipts showing the actual cost of each meal.

Barrhaven Business Improvement Area Sale and Procurement Policy

Approval

1. Upon approval of the Annual Budget by the Barrhaven Business Improvement Area Board of Management and City Council, the Executive Director has approval to expend funds as identified in the budget, subject to the Barrhaven Business Improvement Area procurement policy.
2. The Executive Director has approval to make expenditures, upon Board approval, as follows;

Amount	Process
\$0- 2499	At the discretion of committee/ED
\$2500-4999	One time purchases- ED to get Executive Committee approval
\$5000 + OR Contracts	<ol style="list-style-type: none"> 1. Minimum of 2 quotes required. 2. Selection of <i>Barrhaven</i> business where reasonable and <i>effective</i>. 3. Board vote.

*Non-participation by Board members to respond within a reasonably stated time allotment will be considered a vote abstention.

Contracts

1. Where expenses are of a *project* nature requiring a signed contract, the contract must be signed by the appointed Board Director of a selection committee, consisting of 2 or more Board members, assigned to award the project contract and the Executive Director, upon approval of the Board.

Sale and Other Disposition of Land

Does not apply to the Barrhaven BIA as we do not own land or property.

Payment Processing

1. The Executive Director signs all **Payment Requests** approving account allocations identified on the invoice prior to submitting to the Treasurer for signature.
2. Payment Requests are returned to the BIA office after obtaining the signature of the Treasurer (or Chair or Vice-Chair in the Treasurer's absence).
3. Payment Requests are then copied and prepared for delivery to city hall financial staff to begin cheque processing.
4. Processing payments takes approximately one week from the date of receipt of the paperwork at the city.
5. The city only accepts the original invoice for processing (not supporting, or attached documents).

Barrhaven Business Improvement Area Sale and Procurement Policy

6. Payments are payable on City of Ottawa cheques and mailed directly from the City of Ottawa.
7. BIA staff verify payment requests have been processed by reviewing the detailed transactions monthly financial reports prepared by the city.

Signing Authorities

1. The Treasurer is the financial signing authority.
2. All payables require the signature of the Treasurer and Executive Director. In the absence of the Treasurer, the Chair and then Vice-Chair have signing authority for payment processing.
3. The Treasurer is required to inform the Executive Director when he/she will not be available to sign documents (for example when out of town on business, vacation, illness, etc.) in order that paperwork requiring the Treasurer's signature may be prepared to accommodate the Treasurer's schedule.

Operational

Budget

- The budget is developed by the Executive Director in consultation with the Board and/or a designated committee. It includes a Breakdown itemizing projects and costs.
- Committee drafts the budget annually in September/October.
- Treasurer presents the draft to the Board at the October/November board meeting.
- Board presents proposed budget to membership, via website and at AGM.
- Board approves the final Budget at Board Meeting/AGM.
- The Budget is submitted to the city in December/January for Council approval.
- Upon approval, the Executive Director is authorized to expend funds in accordance with project costing detailed in the Budget breakdown.
- Recommendations for spending outside the Budget or changes to the Budget are presented to the Board for approval and include funding options or shifts in account allocation.

Bank Account

- The BBIA bank Account is at Bank of Montreal, 3777 Strandherd Drive, Ottawa ON K2J 4B1 Tel.: 613-825-2508.
- Signing authorities are the Executive Director and Treasurer of the BBIA.
- All money deposited will be transferred, with record, to the BBIA account at the City of Ottawa via cheque.

Barrhaven Business Improvement Area Board and Staff Use of Social Media Policy

Social Media Use

Social networking through the use of Internet-based and other electronic social media tools is integrated into everyday life. Use of Facebook, LinkedIn, Twitter, wikis and other online social media vehicles are commonplace. This document is intended to provide the BBIA with guidelines to eliminate any confusion concerning the use of social media.

Why a Policy

Trust is an essential ingredient in the constructive culture we are striving to achieve at the BBIA. We can't be there to guide every interaction, so we expect staff and Board members to follow these guidelines and advice to help you better balance the risk vs. reward ratio. The goal is to ensure the BBIA voice is part of the larger conversation relating to Barrhaven, Ottawa and the greater business community. But, don't feel compelled to jump in before you understand the conversation and who is saying what. First, explore the topic being discussed and contribute only when you find something that adds or advances the discussion. Include an especially relevant link, since doing so further connects the BBIA to the wider Web and can result in greater connectivity for the association.

Share Information Carefully

Keep in mind that posts are visible by all with online access. It may be fine to share your work at the BBIA as part of your participation in the online community, etc., but you DO NOT have permission to reveal any information that compromises BBIA policy or public positions. By that we mean don't share anything that is proprietary and/or confidential to the BBIA. For example, it is not okay to share any content that required a non-disclosure agreement or is part of a confidential management or Board discussion. Keep in mind the following when considering whether to share BBIA-related information:

- Use common sense. You should refrain from posting items that could reflect negatively on the BBIA or otherwise embarrass the organization, including comments or other posts about drug or alcohol abuse, profanity, off-color or sexual humor, and other inappropriate conduct. Don't use ethnic slurs, personal insults, obscenity, or engage in any conduct that would not otherwise be acceptable in the BBIA's workplace.
- Show proper respect for people's privacy and for topics that may be considered objectionable or inflammatory, like politics and religion.
- Respect the law, including those laws governing defamation, discrimination, harassment, and copyright and fair use.
- Don't use the BBIA logo, unless specifically authorized to do so.
- Don't disclose the BBIA's (or anyone else's) confidential or other proprietary information.
- Do not misrepresent the work of the BBIA as your own or as related to your personal business/company.

Barrhaven Business Improvement Area Exception to normal levy calculation Policy

Effective Date: December 1, 2016

POLICY STATEMENT

The Barrhaven Business Improvement Area's Board of Managers require that a minimum per property levy of \$250.00 is set, annually.

REASON FOR POLICY

- Ensures that all businesses are paying equitable fees into the programs, projects, events and opportunities provided to all members
- Sets a baseline for home-based and other associate members

NOTE:

This practice has been in place since the inception of the Barrhaven Business Improvement Area in 2006. The City of Ottawa has asked that an official policy be adopted and approved. This policy was approved at a Barrhaven Business Improvement Area Board of Managers Executive Meeting on December 1st, 2016.