

9. CITY OF OTTAWA – BUSINESS IMPROVEMENT AREA GOVERNANCE  
VILLE D’OTTAWA – GOUVERNANCE DES ZONES D’AMÉLIORATION  
COMMERCIALE

**COMMITTEE RECOMMENDATIONS**

That Council:

1. Approve the Business Improvement Area (BIA) Governance By-law attached as Document 1;
2. Approve the Council-BIA Relations Policy attached as Document 2;
3. Direct each BIA Board of Management to adopt and provide to Economic Development Services staff by the end of Q1 2022 the following mandatory governance documents that include the minimum provisions set out in this report:
  - a. A Procedure By-law pursuant to Subsection 238(2) and 238(2.1) of the *Municipal Act, 2001*, as set out in Document 4;
  - b. Policies pursuant to Subsection 270(2) of the *Municipal Act, 2001* with respect to sale and other disposition of land, hiring of employees, and procurement of goods and services, as set out in Document 1; and
  - c. An Election-Related Resources Policy pursuant to Section 88.18 of the *Municipal Act, 1996*, as set out in Document 5.

**RECOMMANDATIONS DU COMITÉ**

Que le Conseil :

1. Approuve le Règlement encadrant la gouvernance des zones d’amélioration commerciale (ZAC), ci-joint en tant que document 1;
2. Approuve la politique sur les relations entre le Conseil et les ZAC, ci-jointe en tant que document 2;

3. Enjoint au conseil de direction de chaque ZAC d'adopter les documents obligatoires suivants sur la gouvernance, qui comprennent les dispositions minimales énoncées dans le présent rapport, et de les faire parvenir aux Services de développement économique avant la fin du premier trimestre de 2022 :
- a. Un règlement de procédure en application des paragraphes 238(2) et 238(2.1) de la *Loi de 2001 sur les municipalités*, comme l'expose le document 4;
  - b. Les politiques en application du paragraphe 270(2) de la *Loi de 2001 sur les municipalités* et concernant la vente ou la cessions de terrains, le recrutement d'employés et l'acquisition de biens et de services, comme l'expose le document 1; et
  - c. Une politique sur les ressources liées aux élections en application de l'article 88.18 de la *Loi de 1996 sur les municipalités*, comme l'expose le document 5.

#### DOCUMENTATION/DOCUMENTATION

1. Director's report, Economic Development and Long-Range Planning, Infrastructure and Economic Development Department dated May 14, 2021 (ACS2021-PIE-EDP-0025 )

Rapport du Directeur, Développement économique et planification à long-terme, Direction générale de la planification, de l'Infrastructure et du développement économique, daté le 14 mai 2021, (ACS2021-PIE-EDP-0025 )

**Report to  
Rapport au:**

**Finance and Economic Development Committee  
Comité des finances et du développement économique  
1 June 2021 / 1er juin 2021**

**and Council  
et au Conseil  
9 June 2021 / 9 juin 2021**

**Submitted on 14 May 2021  
Soumis le 14 mai 2021**

**Submitted by  
Soumis par:  
Don Herweyer  
Director / Directeur**

**Economic Development and Long-Range Planning / Développement économique et  
plannification à long-terme**

**Planning, Infrastructure and Economic Development Department / Direction  
générale de la planification, de l'infrastructure et du développement économique**

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**Ward: CITY WIDE / À L'ÉCHELLE DE  
LA VILLE**

**File Number: ACS2021-PIE-EDP-0025**

**SUBJECT: City of Ottawa – Business Improvement Area Governance**

**OBJET: Ville d'Ottawa – Gouvernance des zones d'amélioration  
commerciale**

## REPORT RECOMMENDATIONS

That the Finance and Economic Development Committee recommend Council:

1. Approve the Business Improvement Area (BIA) Governance By-law attached as Document 1;
2. Approve the Council-BIA Relations Policy attached as Document 2;
3. Direct each BIA Board of Management to adopt and provide to Economic Development Services staff by the end of Q1 2022 the following mandatory governance documents that include the minimum provisions set out in this report:
  - a. A Procedure By-law pursuant to Subsection 238(2) and 238(2.1) of the *Municipal Act, 2001*, as set out in Document 4;
  - b. Policies pursuant to Subsection 270(2) of the *Municipal Act, 2001* with respect to sale and other disposition of land, hiring of employees, and procurement of goods and services, as set out in Document 1; and
  - c. An Election-Related Resources Policy pursuant to Section 88.18 of the *Municipal Act, 1996*, as set out in Document 5.

## RECOMMANDATIONS DU RAPPORT

Que le Comité des finances et du développement économique recommande ce qui suit au Conseil :

1. Approuver le Règlement encadrant la gouvernance des zones d'amélioration commerciale (ZAC), ci-joint en tant que document 1;
2. Approuver la politique sur les relations entre le Conseil et les ZAC, ci-jointe en tant que document 2;
3. Enjoindre au conseil de direction de chaque ZAC d'adopter les documents obligatoires suivants sur la gouvernance, qui comprennent les dispositions minimales énoncées dans le présent rapport, et de les faire parvenir aux Services de développement économique avant la fin du premier trimestre de 2022 :

- a. **Un règlement de procédure en application des paragraphes 238(2) et 238(2.1) de la *Loi de 2001 sur les municipalités*, comme l'expose le document 4;**
- b. **Les politiques en application du paragraphe 270(2) de la *Loi de 2001 sur les municipalités* et concernant la vente ou la cessions de terrains, le recrutement d'employés et l'acquisition de biens et de services, comme l'expose le document 1; et**
- c. **Une politique sur les ressources liées aux élections en application de l'article 88.18 de la *Loi de 1996 sur les municipalités*, comme l'expose le document 5.**

## **BACKGROUND**

The Ottawa Coalition of Business Improvement Areas (OCOBIA) has 19 Business Improvement Area (BIA) members that represent and advocate for more than six thousand (6,000) commercial property owners and businesses across the city. In 2019, OCOBIA undertook a review of operational and organizational best practices for their member BIAs. This work revealed that each BIA had differing internal by-laws, operating procedures, and expectations regarding the role of the appointed Councillor to the BIA Board of Management.

On August 27, 2020, OCOBIA formally requested that the City of Ottawa create a working group to review BIA governance matters and enact any changes that would enhance the partnership between the BIAs and the City. Additionally, OCOBIA asked the City to review and define the role of City-appointed Councillors to BIA Boards of Management.

During the Finance and Economic Development Committee meeting of September 9, 2020, a Motion was approved to establish a temporary working group with a mandate to review the governance matters raised by OCOBIA. The City Clerk undertook an expression of interest to identify Members of Council to participate in the temporary working group while Economic Development staff coordinated with OCOBIA to determine BIA representation.

Prior to launching the working group, Economic Development Services (EDS) collected and reviewed background information from all 19 BIAs, including constitutions, by-laws and codes of conduct, to identify current policies and practices related to City engagement and reporting requirements. EDS also contacted nine Ontario

municipalities, the Ontario Business Improvement Area Association (OBIAA) and the Toronto Association of Business Improvement Areas (TABIA) to gather information on BIA best practices. This work helped identify key issues for discussion as part of the governance review.

The City/BIA Governance Working Group held a kick-off meeting on September 21, 2020 which included seven OCOBIA/BIA representatives, seven (7) Councillors, the Mayor's Office, and City staff from Economic Development Services, Legal Services, the Office of the City Clerk and Business and Technical Support Services. Following that call, a survey was deployed to both the Councillor and BIA stakeholder groups to obtain feedback on various items to help identify areas of concern and opportunity.

The survey responses and follow-up consultation led to the development of four recommendations that were included and approved with the City's 2018-2022 Mid-term Governance Review on December 9, 2020:

- 1. That Ward Councillors appointed directly by City Council to a BIA Board of Management, pursuant to Subsection 204(3)(a) of the *Municipal Act, 2001*, be ex officio, non-voting members of the Board of Management;**
- 2. That the General Manager, Planning, Infrastructure and Economic Development, be delegated the authority to appoint to a BIA Board of Management those directors who have been selected by a vote of the membership of the improvement area, in accordance with Subsection 204(3)(b) of the *Municipal Act, 2001*;**
- 3. Direct Economic Development Services staff to develop a policy with respect to the relationship between Members of Council and BIA board members and staff, to be brought forward to the Finance and Economic Development Committee and Council in Q1 of 2021; and**
- 4. Direct Economic Development Services staff to develop a standardized BIA Governance By-law to be brought forward to the Finance and Economic Development Committee and Council in Q1 of 2021.**

While recommendations one and two were addressed via the 2018-2022 Mid-term Governance Review, this report addresses recommendations three and four.

## **DISCUSSION**

Satisfying the requirements to develop a policy with respect to the relationship between Members of Council and BIA board members and staff and a standardized BIA Governance By-law requires four (4) elements:

1. A City-held BIA Governance By-law;
2. A City-held Council-BIA Relations Policy;
3. The establishment of minimum provisions for BIA Procedure By-laws; and
4. BIA Election-Related Resources Policies.

Each of these has been reviewed by the City Clerk's Office, the Integrity Commissioner, and City Legal staff to ensure compliance with the *Ontario Municipal Act, 2001* and alignment with the request made by OCOBIA.

### **BIA Governance By-law (City By-law)**

The BIA Governance By-law has been developed to provide standardized governance for Boards of Management for Business Improvement Areas. It provides consistency to specific areas including:

- Effective Date of New or Expanded BIA Boundary;
- Board Composition;
- Annual General Meetings;
- Annual Reports; and
- Annual Budgets and Audits.

#### **Effective Date of New or Expanded BIA Boundary**

To facilitate the required work to ensure the proper calculation and collection of BIA levies, any new BIA formation or existing area expansion shall take effect on January 1 of the following year once approved by Council. As BIAs review and consider changes to their boundary and other areas within Ottawa consider forming a BIA, establishing a January 1 effective date will facilitate a smooth financial and reporting transition for the City and the new or expanded BIA.

#### **Board Composition**

The By-law establishes Board Composition Requirements for BIAs of between five (5) and fifteen (15) directors. BIAs are still able to specify a set number of directors, if they choose, within their establishing City By-law. This recommendation will remove Board Composition from BIA Procedures, eliminating conflict where a BIA amends the number of directors within their Procedure By-law without a corresponding amendment to the City's establishing By-laws.

#### Annual General Meetings

While BIA Annual General Meetings are a time to meet with the general membership, review and celebrate the year's accomplishments, and determine direction for the year ahead, the timing of meetings is often burdensome. BIAs frequently limit the window within which they must hold an AGM by stating in their procedural by-law, for example, that it must be held annually in December. Including in the new By-law that AGMs are to be held in the fourth quarter of the current year or in the first quarter of the following year, BIAs will have flexibility to change their AGM dates without requiring associated changes to their internal by-laws or constitutions, which can only be accomplished at an AGM.

#### Annual Reports

As mandated under the *Ontario Municipal Act, 2001*, a Board of Management shall submit its annual report for the preceding year to Council by the date and in the form required by the municipality. As all AGMs will now be held prior to the end of the first quarter of the following year, all annual reports will be submitted to Economic Development Services staff by the end of the first quarter. This change provides increased clarity around BIA expectations. Economic Development staff will hold the annual reports until they are brought to Council for approval.

#### Annual Budgets and Audits

As the City-imposed due dates for annual budgets and audits can fluctuate, the proposed By-law will enshrine timelines to permit BIAs to schedule their activities and required Board of Management approvals appropriately. All BIA annual budgets will be submitted to City Finance Services staff no later than the third Friday in January, and each Board shall accept their annual financial audits within thirty (30) days of receipt. These changes will assist City staff to plan their required work, which includes reporting to Council on both BIA budgets and annual reports, including financial audits.



### **Council-BIA Relations Policy (City policy)**

This policy provides guidance on how the City of Ottawa and Business Improvement Areas can ensure a respectful, welcoming and harassment-free relationship between Members of Council and the directors and employees of BIAs.

The City of Ottawa promotes a respectful, welcoming and harassment-free relationship between Members of Council and the directors and employees of BIAs, guided by the Code of Conduct for Members of Council, the Code of Conduct for Members [directors] of Local Boards, and the BIA Governance By-law.

Economic Development Services staff shall be responsible for receiving complaints and/or concerns related to this policy. Upon receipt of a complaint and/or concern related to this policy, Economic Development Services shall notify:

1. In the case of a Member of Council or a director of a BIA Board of Management, the Integrity Commissioner;
2. In the case of the Executive Director of the Business Improvement Area, the Chair of the BIA Board of Management; and
3. In the case of any other BIA employee, the Executive Director of the BIA.

### **BIA Procedure By-law (BIA by-law)**

This By-law will ensure consistent Procedure By-laws amongst all BIAs. The By-law establishes minimum requirements, so BIAs can add to it where appropriate or use it as is. The elements herein, including details on meetings, Annual General Meetings, and the establishment of quorum, are based on feedback during the working group meetings and best practices from various BIA operating procedures/by-laws, as well as from the OBIAA recommended procedure by-laws.

### **Election-Related Resources Policy (BIA policy)**

This is an updated policy based on a similar policy which all BIAs were asked to adopt in 2018 ahead of that year's municipal election. BIAs must adopt an Election-Related Resources Policy with this as a minimum. It ensures that BIA funds are not used for any election-related purposes and where a written complaint is received, the City Clerk will have the authority to investigate and resolve any issues.

## **Public consultation**

Consultations included the City-BIA Governance Working Group, comprised of representatives from seven Ottawa BIAs and OCOBIA, seven Councillors, the Mayor's office and City staff. A kick-off meeting was held on September 21, 2020; a survey was developed and circulated amongst the working group members to solicit feedback on a variety of items such as the role of the Councillor on the Board of Management and the standardization of some operating procedures.

On October 8, 2020, two meetings were held to share and discuss the survey results: one meeting for the Councillors and City staff and one for the BIAs and OCOBIA. On October 21, 2020, Economic Development staff circulated Governance Options to each member of the working group to solicit feedback on elements to be considered for an overarching BIA Governance By-law. The feedback received was used in the development of the recommendations that were included in the 2018-2022 Mid-term Governance Review, as well as the recommendations found herein.

In April 2021, staff conducted consultations on the proposed new by-laws and policies with the BIA and Councillor Working Group members to solicit final feedback. Those consultations were very positive and supportive of staff's recommendations.

## **RURAL IMPLICATIONS**

There are no rural implications.

## **COMMENTS BY THE WARD COUNCILLORS**

The following Ward Councillors participated in the Working Group and are in favour of the Report's recommendations:

Councillor Laura Dudas – Heart of Orléans BIA

Councillor Jenna Sudds – Kanata North BIA and Kanata Central BIA

Councillor Eli El-Chantiry – Carp Village BIA and Carp Road Corridor BIA

Councillor Mathieu Fleury – Quartier Vanier BIA, ByWard Market BIA and Downtown Rideau BIA

Councillor Catherine McKenney – Sparks Street BIA, Bank Street BIA, Downtown Rideau BIA, Somerset Village BIA, Somerset-Chinatown BIA and Preston Street BIA

Councillor Jeff Leiper – Westboro Village BIA and Wellington West BIA

Councillor Jean Cloutier

## **LEGAL IMPLICATIONS**

There are no legal impediments to approving the recommendations in this report.

## **RISK MANAGEMENT IMPLICATIONS**

There are no risk implications.

## **ASSET MANAGEMENT IMPLICATIONS**

**There are no asset management implications.**

## **FINANCIAL IMPLICATIONS**

There are no financial implications

## **ACCESSIBILITY IMPACTS**

There are no accessibility implications.

## **TERM OF COUNCIL PRIORITIES**

This project addresses the following Term of Council Priority:

- **Economic Growth and Diversification:** Encourage economic growth and diversification by supporting business investment and expansion, talent attraction and retention, showcasing the city's bilingual and multicultural character, and branding Ottawa as a place to be.

## **SUPPORTING DOCUMENTATION**

Document 1 BIA Governance By-law

Document 2 Council-BIA Relations Policy

Document 3 BIAs and Boards of Management Details

Document 4 Procedure By-law Minimum Provisions

Document 5 Election-Related Resources Policy Minimum Provisions

**DISPOSITION**

Upon approval of the report by Council, Economic Development Services will notify OCOBIA and the BIAs. Economic Development Services shall be responsible for receiving any feedback and/or concerns related to the BIA Governance By-law and the Council-BIA Relations Policy

**Document 1 – BY-LAW NO. 2021 - XX**

A by-law of the City of Ottawa to provide standardized governance for Boards of Management for Business Improvement Areas (BIAs).

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

- a) to oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures in the area beyond that provided at the expense of the municipality generally, and
- b) to promote the area as a business or shopping area; and

WHEREAS the City of Ottawa has established various BIAs by way of by-laws designating the improvement area and establishing a Board of Management for the improvement area; and

WHEREAS on December 9, 2020, City Council directed staff to develop a standardized BIA Governance By-law;

THEREFORE the Council of the City of Ottawa enacts as follows:

**APPLICATION**

1. This by-law is made pursuant to Subsection 216(1) of the *Municipal Act, 2001* and applies to the Business Improvement Area (BIA) Boards of Management, hereinafter called a “Board,” identified in Schedule A.
2. Any new Board formation or existing Area expansion shall take effect on January 1 of the following year once approved by Council.
3. Pursuant to Subsection 204(2.1) of the *Municipal Act, 2001*, each Board is a local board of the City of Ottawa for all purposes.

**BOARD COMPOSITION REQUIREMENTS**

4. Each Board shall consist of a minimum of five (5) directors and a maximum of fifteen (15) directors, appointed by City Council, as follows:
  - (a) One (1) or more of the directors shall be a Member of Council;

and

- (b) The remaining directors shall be individuals assessed for business assessment, or tenants of such property, in respect of land in the Area of nominees of such individuals or of corporations so assessed.

5. Ward Councillors appointed directly by City Council to a Board pursuant to Subsection 204(3)(a) of the *Municipal Act, 2001* shall be *ex officio*, non-voting directors of the Board.

6. The General Manager, Planning, Infrastructure and Economic Development, is delegated the authority to appoint to a Board those directors who have been selected by a vote of the membership of the improvement area in accordance with Subsection 204(3)(b) of the *Municipal Act, 2001*.

7. The Board's Term of Office runs concurrently with that of the Council appointing it, being four (4) years, with directors to hold office until their successors are appointed.

8. Where a vacancy on the Board occurs, the Board may nominate a replacement who shall hold office for the remainder of the term for which the replacement's predecessor was appointed, subject to City Council approval. If there is no quorum of the Board, the remaining directors shall call a General Meeting of the BIA to nominate one or more replacements.

9. The Board may recommend to City Council the removal of a director for:

- (a) absence from three (3) consecutive meetings of the Board, or four (4) meetings in a 12-month period;
- (b) failure to perform any duty or tasks as set out in this by-law and any governing policies;
- (c) a breach of the provisions of this by-law regarding conflict of interest;
- (d) a breach of the provisions of this by-law regarding confidentiality and privacy of information; and
- (e) a breach of the provisions of this by-law regarding the Standard of Care referred to in Section 37 and/or behaviour deemed harmful to the welfare or best interests of the BIA.

10. To recommend to Council the removal of a director from office for any of the reasons set out in Section 9, a resolution shall be made and approved by two thirds of the directors present at a duly called meeting of the Board to which notice specifying the intent to pass such resolution has been given.

11. No Board member shall receive remuneration in payment for services carried out in that capacity. 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 Management.

#### **ROLES AND RESPONSIBILITIES OF THE BOARD**

12. The Board shall be responsible for:

- (a) making decisions on policy affecting the BIA including those policies required by Subsection 270(2) of the *Municipal Act, 2001*;
- (b) managing the affairs of the BIA;
- (c) hiring of Executive Director and staff, where required, of the BIA;
- (d) appointing such committees as may be required to accomplish the work of the BIA; and
- (e) fulfilling any requirements under this by-law and any other applicable City of Ottawa by-laws and legislative requirements.

13. The Board may, on behalf of the BIA, exercise all the powers that the BIA may legally exercise in fulfillment of its objects, unless the Board is restricted by law or by the members from exercising those powers. These powers include, but are not limited to, the power:

- (a) to enter into contracts or agreements;
- (b) to execute documents;
- (c) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the BIA;
- (d) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any

rights or interests for such consideration and upon such terms and conditions as the Board may consider advisable; and

- (e) to purchase insurance to protect the property, rights and interests of the BIA and to indemnify the BIA, its members, the Board, and officers from any claims, damages, losses or costs arising from or related to the affairs of the BIA.

#### OFFICERS OF THE BOARD

14. Each Board shall:

- (a) Elect from among its directors a Chair and Vice-Chair, who shall serve their term or until they are removed from their officer role by resolution of the Board; and
- (b) Appoint a Treasurer and a Secretary who shall serve their term or until they are removed from their officer role by resolution of the Board.

15. Where required, officers shall be elected, or appointed, as the case may be, by the Board at the first meeting following the Annual General Meeting.

16. The Chair shall:

- (a) chair all meetings of the BIA and of the Board, when present in person and able;
- (b) have general supervision of the affairs of the BIA;
- (c) sign all by-laws and execute any documents with the Secretary;
- (d) perform any other duties that the Board may assign from time to time;
- (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.

17. The Vice-Chair shall:

- (a) exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable for any reason to perform those duties; and



(b) perform any other duties that the Board may assign from time to time.

18. The Treasurer shall:

- (a) cause to be kept and maintained the financial records and books of the BIA;
- (b) assist the auditor in the preparation of the financial statements of the BIA;
- (c) perform any other duties that the Board may assign from time to time;
- (d) maintain or cause to be maintained an inventory of all physical assets owned or leased by the BIA; and
- (e) cause to be prepared and distributed the proposed annual budget in accordance with the requirements of the City of Ottawa.

19. The Secretary shall:

- (a) keep or cause to be kept records and books of the BIA, including the registry of officers and directors, the registry of members, the minutes of the Annual General Meeting, 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 that the Board may assign from time to time.

## COMMITTEES OF THE BOARD

20. Each Board may establish Standing Committees and ad hoc committees as may be deemed necessary to carry out the objectives of the BIA or to advise the Board. The Board shall prescribe the duties of all such committees.

21. All committees, Standing and ad hoc, are required to conduct business in accordance with the BIA Governance By-law and Procedure By-law.

22. All members of committees, as determined by the Board from time to time, are subject to the same rights and responsibilities in their capacity as members of committees, as those required by the Board.

23. Each Standing and ad hoc committee is considered a committee of the

Board of Management and as such, is responsible to the Board. Each committee shall make recommendations to the Board for its approval, and shall report to the Board, through each committee Chair, as determined by the Board, from time to time.

24. Standing committees of the Board may include, but not be necessarily limited to:

- (a) Governance and Operations Committee;
- (b) Economic Development Committee;
- (c) Communications Committee; and
- (d) Safety and Security Committee.

25. Each Standing and ad hoc committee shall be chaired by a Board director, as elected by the Board. Committee members shall be Board directors, members and non-members from within the BIA.

26. Unless otherwise stated in the by-laws, the Terms of Reference for each committee shall be determined by the Board, from time to time.

#### EXECUTIVE DIRECTOR

27. The Board of Management shall hire or contract an Executive Director, where required, and prescribe the duties of this position, which shall include as follows:

- (a) The Board shall delegate to the Executive Director the responsibility for the general management and the execution of the policies and programs of the BIA; and
- (b) The Executive Director shall:
  - (i) be the Chief Administrative Officer;
  - (ii) be the senior staff position, responsible for the hiring and termination of all other staff;
  - (iii) attend all meetings of the Board and be entitled to speak on all matters, without the right to vote;
  - (iv) sit *ex officio*, on all committees; and

(v) may perform duties as set out for the Secretary in Section 19.

(c) The Executive Director may be appointed by the Board to the role of Secretary as described in Section 19, with all of the duties of the Secretary as set out in this by-law.

28. The Board shall establish the remuneration for the Executive Director through a resolution of the Board.

29. The Board shall annually, and jointly with the Executive Director, carry out a formal and written evaluation of the position of the Executive Director, within a mutually determined and agreed upon approach, process, and time frame. The Chair of the Board shall represent the Board in this matter.

#### BY-LAWS

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

#### ACCOUNTABILITY AND TRANSPARENCY

31. The Code of Conduct for Members of Local Boards (By-law No. 2018-399, as amended) applies to Board directors.

32. Members of Council are bound by the Code of Conduct for Members of Council (By-law No. 2018-400, as amended).

33. The statutory authorities of the City of Ottawa Auditor General and Integrity Commissioner apply to each Board and its directors.

34. The external Auditor for the Corporation of the City of Ottawa shall be the Auditor for each BIA and all books, documents, transactions, minutes and accounts of each BIA shall at all times be open to the external Auditor's inspection.

#### CONFIDENTIALITY AND PRIVACY OF INFORMATION

35. Each BIA, through its Board, shall abide by and act in accordance with the laws, policies, and practices governing all matters related to confidentiality, privacy, and access to information. In this regard, every director shall:

- (a) respect the confidentiality of all matters discussed at Board meetings that fall within section 239(2) of the *Municipal Act* and any related information and documentation to which one may have access to in the capacity as director of the BIA;
- (b) respect and act in accordance with the BIA policies governing the privacy and access to information to which one may acquire in the capacity of director of the BIA; and
- (c) respect and act in accordance with applicable provisions of the Code of Conduct for Members of Council or Code of Conduct for Members [directors] of Local Boards, as the case may be, with respect to confidentiality.

#### CONFLICT OF INTEREST

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

#### STANDARD OF CARE

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

#### MEETINGS

38. Pursuant to Subsections 238(2) and (2.1) of the *Municipal Act, 2001*, each Board shall pass a Procedure By-law for governing the calling, place and proceedings of meetings, and providing for public notice of meetings, which includes at minimum the provisions set out in Schedule B.

39. The Procedure By-law adopted by each Board pursuant to Section 38 shall be provided by the Board to Economic Development Services staff upon adoption and following any amendments approved by the Board.

40. Each Board shall keep proper minutes and records of every meeting of

the Board and shall forward true copies of such minutes and records to all directors of the Board and to Finance Services staff, to be stored in a central repository, as soon as possible upon completion.

41. Annual General Meetings of each BIA shall be held in the fourth quarter of the current year or in the first quarter of the following year.

#### **ANNUAL REPORT REQUIREMENTS**

42. On or before March 31 in each year, each Board shall submit its annual report for the preceding year to Economic Development Services staff.

43. The annual report shall be in the form of a written e-document and include the BIA's mandate, strategic directions and annual highlights as well as the audited financial statements.

#### **FINANCIAL REQUIREMENTS**

44. The BIA annual budget shall be approved by each Board and provided to Finance Services staff in the required format no later than the third Friday in January.

45. Finance Services staff shall provide monthly financial statements to each Board and manage its annual audit.

46. The BIA shall not borrow money and, without the prior approval of City Council, shall not incur indebtedness extending beyond the current year.

47. Each Board shall accept the BIA's annual financial audits within thirty (30) days of receiving the audit.

48. Upon approval of the annual budget by the Board and City Council, the Executive Director may expend funds as identified in the budget, subject to the BIA procurement policy.

49. The fiscal year of the BIA shall terminate on December 31 in each year.

#### **SIGNING AUTHORITY**

50. Three (3) persons shall have signing authority for the BIA: the Chair, the Treasurer, and the Executive Director.

51. Two (2) signatures of the persons identified in Section 50 shall be

required on all cheques issued by the BIA.

#### **INSURANCE REQUIREMENTS**

52. Each Board shall be required to maintain commercial general liability insurance with a minimum limit of at least \$5,000,000 per occurrence.

#### **HEAD OFFICE**

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

#### **BIA MEMBERSHIP ELIGIBILITY**

54. The following shall be eligible for membership in the BIA:
- (a) Property Owners: Members of the improvement area consist of persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in a prescribed business property class; and
  - (b) Tenants: Tenants of such rateable property who by the terms of their lease are responsible for the part of the taxes that the tenant is required to pay under the tenant's lease.
55. Every member is entitled:
- (a) to attend any Annual, General or Special Meeting of the members of the BIA;
  - (b) to vote on each question arising at any Annual, General or Special Meeting of the members of the BIA;
  - (c) to be nominated as a Director of the BIA; and
  - (d) to participate in the activities of any sub-committee or related steering committee with the support and direction of the Board.
56. If a member is a corporation or a partnership it shall designate, in writing to the Board, a nominee to attend an Annual, General Meeting or Special Meeting of the BIA on its behalf 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.

## POLICY REQUIREMENTS

57. 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	<ol style="list-style-type: none"> <li>1. Minimum of two quotes required or rationale/justification for sole sourcing;</li> <li>2. Selection of local business where reasonable and effective; and</li> <li>3. A vote by the Board of Management</li> </ol>

58. Policies adopted by each Board pursuant to Section 57 shall be provided by the Board to Economic Development Services staff upon adoption and following any amendments approved by the Board.
59. Pursuant to Section 88.18 of the *Municipal Elections Act, 1996*, before May 1 in the year of a regular election, each Board shall establish rules and procedures with respect to the use Board resources during the election campaign period, which shall, at minimum, include the provisions set out in Schedule C.
60. Rules and procedures established by each Board pursuant to Section 59 shall be provided by the Board to Economic Development Services staff upon adoption and following any amendments approved by the Board.
61. The Council-BIA Relations Policy in Document 2 applies to all Members of Council and directors and employees of each BIA.

## RECORDS

62. All records, documents and correspondence pertaining to the activity of the Board are considered to be records of the BIA Board Corporation and are subject to the provisions of the *Municipal Freedom of Information and Protection of Privacy Act*.
63. The records of the Board shall be retained and preserved in accordance with the provisions of the City's Records Retention and Disposition



By-law.

#### REVIEW MECHANISM AND DISSOLUTION

64. Should a majority vote of the BIA Board be made to dissolve the BIA, a request shall be made to the City of Ottawa to repeal the by-law establishing the BIA.
65. Upon the repeal of a by-law under the *Municipal Act, 2001*, the Board of Management is dissolved, and the assets and liabilities of the Board become the assets and liabilities of the municipality.
66. If the liabilities assumed under Section 65 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.

#### CONFLICT

67. In the event of a conflict between a by-law establishing a BIA Board of Management and this by-law, this by-law prevails to the extent of the conflict, but in all other respects the by-law establishing the BIA Board of Management remains in effect.

ENACTED AND PASSED this XX day of XX, 2021.

CITY CLERK

MAYOR



## Document 2 – Council-BIA Relations Policy

### Policy Statement

The City of Ottawa will promote a respectful, tolerant and harassment-free relationship between Members of Council and the directors and employees of Business Improvement Areas (BIAs), guided by the Code of Conduct for Members of Council, the Code of Conduct for Members [directors] of Local Boards, and the BIA Governance By-law.

### Purpose

This policy provides guidance on how the City of Ottawa ensures a respectful, tolerant and harassment-free relationship between Members of Council and the directors and employees of BIAs.

### Application

This policy applies to all Members of Council and directors and employees of BIAs.

### Policy Requirements

Members of Council shall be respectful of the role of directors and employees of BIAs to further the goals and objectives of the BIA.

Directors and employees of BIAs shall be respectful of the statutory roles of a Member of Council as an elected representative, a policymaker and a steward.

The relationship between Members of Council and the directors and employees of Business Improvement Areas is guided by the following:

#### 1. Code of Conduct for Members of Council

The Code of Conduct for Members of Council establishes the ethical behaviour expected of Members of Ottawa City Council.

Section 4: General Integrity, states as follows:

“1. Members of Council are committed to performing their functions with integrity, accountability and transparency.

2. Members of Council are responsible for complying with all applicable legislation, by-laws and policies pertaining to their position as an elected official.

3. Members of Council recognize that the public has a right to open government and transparent decision-making.
4. Members of Council shall at all times serve and be seen to serve the interests of their constituents and the City in a conscientious and diligent manner and shall approach decision-making with an open mind.
5. Members shall avoid the improper use of the influence of their office and shall avoid conflicts of interest, both apparent and real.
6. Members of Council shall not extend in the discharge of their official duties preferential treatment to any individual or organization if a reasonably well-informed person would conclude that the preferential treatment was solely for the purpose of advancing a private or personal interest.
7. For greater clarity, this Code does not prohibit members of Council from properly using their influence on behalf of constituents.”

Section 7: Discrimination and Harassment, states as follows:

“All members of Council have a duty to treat members of the public, one another and staff with respect and without abuse, bullying or intimidation, and to ensure that their work environment is free from discrimination and harassment. The Ontario Human Rights Code applies and, where applicable, the City’s *Workplace Violence and Harassment Policy*.”

Section 8: Improper Use of Influence, states as follows:

- “1. As an elected official, Members of Council are expected to perform their duties of office with integrity, accountability and transparency. Members of Council should not use the status of their position to influence the decision of another individual to the private advantage of oneself, or one’s parents, children or spouse, staff members, friends, or associates, business or otherwise.
2. In the same manner, and as outlined in the *Provincial Offences Act* – Conflict of Interest Policy, Members of Council shall not attempt to influence or interfere, either directly or indirectly, financially, politically or otherwise with employees, officers or other persons performing duties under the *Provincial Offences Act*.”

Section 15: Compliance with the Code of Conduct, states as follows:

“1. Members of Council are expected to adhere to the provisions of the Code of Conduct. The *Municipal Act, 2001* authorizes Council, where it has received a report by its Integrity Commissioner that, in his or her opinion, there has been a violation of the *Code of Conduct*, to impose one of the following sanctions:

- a. A reprimand; and
- b. Suspension of the remuneration paid to the member in respect of his or her services as a member of Council or a local board, as the case may be, for a period of up to 90 days.

2. The Integrity Commissioner may also recommend that Council impose one of the following sanctions:

- a. Written or verbal public apology;
- b. Return of property or reimbursement of its value or of monies spent;
- c. Removal from membership of a committee; and
- d. Removal as chair of a committee.

3. The Integrity Commissioner has the final authority to recommend any of the sanctions above or other remedial action at his or her discretion.”

## **2. Code of Conduct for Members of Local Boards**

The Code of Conduct for Members of Local Boards establishes the ethical behaviour expected of members (directors) of the City of Ottawa’s local boards, including directors on BIA Boards of Management.

Section 4: General Integrity, states as follows:

“1. Members of local boards are committed to performing their functions with integrity, accountability and transparency.

2. Members of local boards are responsible for complying with all applicable legislation, by-laws and policies pertaining to their position.

3. Members of local boards recognize that the public has a right to open government and transparent decision-making.

4. Members of local boards shall at all times serve and be seen to serve the interests of the City in a conscientious and diligent manner and shall approach decision-making with an open mind.

5. Members of local boards shall avoid the improper use of the influence of their position and shall avoid conflicts of interest, both apparent and real.

6. Members of local boards shall not extend in the discharge of their official duties preferential treatment to any individual or organization if a reasonably well-informed person would conclude that the preferential treatment was solely for the purpose of advancing a private or personal interest.”

Section 6: Conduct at Local Board Meetings, states as follows:

“Members of local boards shall conduct themselves with decorum at all local board meetings in accordance with the provisions of the local board’s procedure by-law (as required under Section 238 of the *Municipal Act, 2001*).”

Section 7: Discrimination and Harassment, states as follows:

“All members of local boards have a duty to treat members of the public, one another and staff of the local board with respect and without abuse, bullying or intimidation, and to ensure that their work environment is free from discrimination and harassment. The *Ontario Human Rights Code* applies as well as any other applicable board policy on the matter.”

Section 8: Improper Use of Influence, states as follows:

“Members of local boards are expected to perform their duties of office with integrity, accountability and transparency. Members of local boards should not use the status of their position to influence the decision of another individual to the private advantage of oneself, or one’s parents, children or spouse, staff members, friends, or associates, business or otherwise.”

Section 10: Conduct Respecting staff, states as follows:

“1. Members shall be respectful of the role of staff of the local board, or City staff where applicable, to provide advice based on political neutrality and objectivity and without undue influence from an individual member of the local board or group of members.

2. Members should not:

- a. Maliciously or falsely injure the professional or ethical reputation, or the prospects or practice of board staff;
- b. Compel board staff to engage in partisan political activities or be subjected to threats or discrimination for refusing to engage in such activities; or
- c. Use, or attempt to use, their authority or influence for the purpose of intimidating, threatening, coercing, commanding or influencing any board staff member with the intent of interfering in staff's duties."

Section 16: Compliance with the Code of Conduct, states as follows:

"1. Members of local boards are expected to adhere to the provisions of the Code of Conduct. The *Municipal Act, 2001* authorizes the local board, where it has received a report by its Integrity Commissioner that, in his or her opinion, there has been a violation of the Code of Conduct, to impose one of the following sanctions:

- a. A reprimand; and
- b. Suspension of the remuneration paid to the member in respect of his or her services as a member of a local board for a period of up to 90 days, where the member is remunerated as a member of the local board.

2. The Integrity Commissioner may also recommend that the local board impose one of the following sanctions:

- a. Removal from membership of a committee of the local board;
- b. Removal as chair of the local board or a committee of the local board;
- c. Written or verbal public apology; and
- d. Return of property or reimbursement of its value or of monies spent;

3. The Integrity Commissioner may also recommend that City Council revoke the member's appointment to the local board.

4. The Integrity Commissioner has the final authority to recommend any of the sanctions above or other remedial action at his or her discretion."

### 3. BIA Governance By-law

The BIA Governance By-law provides standardized governance for Boards of Management for Business Improvement Areas (BIAs).

The by-law sets out various roles, responsibilities and expectations. Section 38 of the Governance By-law requires that each Board shall pass a Procedure By-law for governing the calling, place and proceedings of meetings that, at minimum, includes the following provisions with respect to the “Conduct of Directors”:

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.

#### Responsibilities

Members of Council and directors and employees of Business Improvement Areas are required to adhere to this policy and its governing provisions, including the Code of Conduct for Members of Council, the Code of Conduct for Members of Local Boards, and the BIA Governance By-law.

#### Monitoring/Contraventions

Economic Development Services staff shall be responsible for receiving complaints and/or concerns related to this policy. Upon receipt of a complaint and/or concern related to this policy, Economic Development Services shall notify:



1. In the case of a Member of Council or a director of a BIA Board of Management, the Integrity Commissioner;
2. In the case of the Executive Director of the Business Improvement Area, the Chair of the BIA Board of Management; and
3. In the case of any other BIA employee, the Executive Director of the BIA.

Where there is a discrepancy between the Council-BIA Relations Policy and the Code of Conduct for Members of Council, the Code of Conduct for Members of Local Boards and/or the BIA Governance By-law, the language of the applicable code of conduct and/or BIA Governance By-law prevails.

Document 3 – Business Improvement Areas and Boards of Management

Business Improvement Area	By-law to designate Improvement Area (and any amending by-laws)	By-law to establish Board of Management (and any amending by-laws)	Number of Directors appointed to the Board of Management (includes Members of Council)	Number of Councillors appointed directly to the Board of Management pursuant to Subsection 204(3)(a) of the <i>Municipal Act, 2001</i>	Ward in which Improvement Area is located
Bank Street	204-77	367-77 29-79 139-81 250-83 251-83 44-90 2011-353 2017-373	5-7	1	14: Somerset
Barrhaven	2005-498	2005-499 2007-1 2011-363	9	2	3: Barrhaven  21: Rideau-Goulbourn

					22: Gloucester-South Nepean
Bells Corners	2010-22	2010-23	9	1	8: College
ByWard Market	302-90	303-90 27-93	12	1	12: Rideau-Vanier
Carp Road Corridor	2010-380 2011-35	2010-381 2011-36	10	2	5: West Carleton-March 21: Rideau-Goulbourn
Carp Village	66-1994	67-1994 36-1997	5	1	5: West Carleton-March
<b>Business Improvement Area</b>	<b>By-law to designate Improvement Area (and any amending by-laws)</b>	<b>By-law to establish Board of Management (and any amending by-laws)</b>	<b>Number of Directors appointed to the Board of Management (includes Members of Council)</b>	<b>Number of Councillors appointed directly to the Board of Management pursuant to Subsection 204(3)(a) of the <i>Municipal Act, 2001</i></b>	<b>Ward in which Improvement Area is located</b>
Downtown Rideau	198-81 265-97	199-81 47-90	12-15	1	12: Rideau-Vanier 14: Somerset

	2016-357	80-94 2001-45			
Glebe	2008-129	2008-130 2018-184	9	1	17: Capital
Heart of Orléans	2006-476	2006-477 1-2007	7	2	1: Orleans 2: Innes
Kanata Central	2017-89	2017-90	9-12	1	4: Kanata North
Kanata North	2012-355	2012-356	12	1	4: Kanata North 5: West Carleton- March
Manotick	70-95 70-96	70-95 70-96	5-15	1	21: Rideau- Goulbourn
Preston Street	86-87	87-87 43-90 247-92	12	1	14: Somerset
Somerset Street	74-89 2008-435	75-89	9	1	14: Somerset

Chinatown					
Somerset Village	133-86	133-86 66-87 42-90	7	1	14: Somerset
<b>Business Improvement Area</b>	<b>By-law to designate Improvement Area (and any amending by-laws)</b>	<b>By-law to establish Board of Management (and any amending by- laws)</b>	<b>Number of Directors appointed to the Board of Management (includes Members of Council)</b>	<b>Number of Councillors appointed directly to the Board of Management pursuant to Subsection 204(3)(a) of the <i>Municipal Act</i>, 2001</b>	<b>Ward in which Improvement Area is located</b>
Sparks Street	142-60 (pedestrian mall)  206-65 (pedestrian promenade)  207- 65(pedestrian promenade authority)	162-83 163-83 37-86 46-90 77-92 78-92 245-94	16	1	14: Somerset

	321-70 14-71 284-73 68-83 (BIA) 200-86 201-86 384-86 101-92 89-95				
Quartier Vanier	27-92 2012-234 2012-235	27-92 2013-331	5-10	2	12: Rideau-Vanier 13: Rideau-Rockcliffe
Wellington West	2008-40	2008-41	9	1	15: Kitchissippi
Westboro Village	2-79	3-79 204-90 45-90	10	1	15: Kitchissippi

#### **Document 4 – Procedure By-law Minimum Provisions**

A by-law of the [ENTER BIA NAME HERE] 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 [ENTER BIA NAME HERE] enacts as follows:

#### **APPLICATION**

1. This by-law applies to all meetings of the [ENTER BIA NAME HERE] 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:

- (f) 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;
- (g) Use offensive words or unparliamentary language;
- (h) Speak on any subject other than the subject in debate;
- (i) 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

- (j) 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 [ENTER BIA NAME HERE] 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 [ENTER BIA NAME HERE] 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 Xth day of [MONTH YEAR].

**THE BOARD OF MANAGEMENT FOR THE [ENTER BIA NAME HERE]**

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CHAIR

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TREASURER

APPROVED by the Membership this Xth day of [MONTH YEAR].

## Document 5 – Election-Related Resources Policy

### Purpose

To provide direction to [ENTER BIA NAME HERE] 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*, [ENTER BIA NAME HERE] 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

[ENTER BIA NAME HERE] 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 [ENTER BIA NAME HERE] 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:

[ENTER BIA NAME HERE]

[ENTER Executive Director Contact Information]