

**The City of Windsor Business Improvement Area  
Governance By-law**

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## **I. DEFINITIONS**

**MUNICIPAL ACT** – Ontario Municipal Act (2003), and any amendments thereto

**BIA** - any business improvement area established by the Corporation of the City of Windsor.

**BOARD** – a board of management for a business improvement area.

**BUSINESS DAYS** – Any day during which the business offices at the City are open for business

**CITY** - The Corporation of the City of Windsor.

**CONFIDENTIAL INFORMATION** – Includes, but not limited to: information regarding items under litigation, negotiation, or personnel matters; information that infringes on the rights of others; unit pricing pertaining to lump-sum contracts, tenders, or requests for proposal; “personal information” as defined by the Municipal Conflict of Interest Act; or, statistical data required by law not to be released.

**COUNCIL** – the Council of The Corporation of the City of Windsor.

**DIRECTOR** – An individual appointed by the City as a director of a Board

**GENERAL MEETING** – A meeting for BIA members which is called by the Board of Management, from time to time, for any date and time to be held at a location in Windsor, as specified in the notice.

**GIFT OR BENEFIT** – Any advance, benefit, bonus, commission, fee, gift, gift certificate, personal benefit, or reward connected directly or indirectly with the performance of a Director’s office.

**MEMBER** – all persons who own rateable property in a business property class and all persons who are non-residential tenants of rateable property in a prescribed business property class in a business improvement area

**NON-MEMBER NOMINEE** – an individual appointed in writing by a BIA Member to stand for nomination on behalf of the Member. A Non-Member Nominee must be employed by the Member’s business.

**NON-VOTING MEMBER** – a person, business, or institution identified by the Board and approved by the Members of the BIA as offering value to the BIA through participation in BIA meetings

**NOTICE** – the receipt or deemed receipt of notice of a meeting of the Members or of the Board of Management

**QUORUM** – the number of Directors who must be present in order for business to be transacted; in this case the majority of the whole number of Directors present at a Board meeting, general meeting, or annual general meeting.

## **II. APPLICATION**

- i. This by-law shall apply to all BIAs in the City of Windsor.
- ii. Where reference is made in this by-law to legislation (municipal, provincial and federal) it shall include any amendments, replacement, or successor legislation.
- iii. In the event of any conflict between this By-law and the Municipal Act or any other applicable provincial or federal legislation, the provisions of the Municipal Act or the federal or provincial legislation shall prevail.
- iv. This By-law shall not be amended without the approval of City Council.

## **III. PURPOSE OF THE BIA**

The BIA oversees 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, as well as promote the area as a business or shopping area.

## **IV. MEMBERSHIP**

- i. Membership in a BIA is prescribed by the Municipal Act.
- ii. In addition to Members, a BIA may also include Non-Voting Members as defined in this By-law. Non-Voting Members must be approved by a majority of the Membership and their term of participation coincides with each term of Council.
- iii. A list of all Members and Non-Voting Members shall be kept by the Secretary of the Board. The Secretary shall be responsible to ensure the Membership List is current.

- iv. Every Member is entitled to:
  - a. Attend any General Meeting of the BIA.
  - b. Cast one (1) vote on each question arising at any General Meeting of the BIA.
  - c. Hold any office of the BIA
- v. Every Non-Voting Member is entitled to attend and participate in all meetings of the Members of the BIA, but cannot vote on any issue

## **V. BOARD OF MANAGEMENT**

The business and affairs of the BIA towards its purpose shall be managed or supervised by the Board of Management, including but not limited to:

- i. entering into contracts or agreements with Board approval;
- ii. hiring and supervising an executive director for the BIA;
- iii. making banking and financial arrangements;
- iv. executing documents; and,
- v. purchasing 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.

## **VI. BOARD PROCEDURES**

- i. The Board shall adopt the election procedures prescribed in Schedule "A" to this by-law.
- ii. The Board shall adopt the governance procedures set out in Schedule "B" to this by-law.
- iii. These procedures shall not be amended without the approval of City Council.

## **VII. APPOINTMENT OF DIRECTORS**

- i. Directors are appointed to the Board by City Council following the processes prescribed in the Municipal Act for a term of four (4) years, mirroring the term of City Council.
- ii. Within three (3) months of the commencement of the new term of Council, or at any time as directed by Council in respect of a vacancy, the BIA shall conduct an election in accordance with the election procedures.
- iii. Following the election process, the BIA shall present its nominees to City Council for appointment.
- iv. Council members appointed to BIA Board shall be entitled to vote at BIA meetings, but shall not be entitled to vote at Membership meetings unless they are also Members of the BIA.
- v. Each BIA may elect a minimum of five and a maximum of nine directors. The number of Directors on each Board shall be determined by the Board and approved by the Membership.

## **VIII. ELECTION OF OFFICERS**

- i. Within one (1) month of the appointment of the Board, or at the first meeting of each new year, as the case may be, the Board shall hold a meeting to elect the following Officers by majority vote:
  - a. Chair
  - b. Vice-Chair
  - c. Treasurer
  - d. Secretary
- ii. The Board may, at its discretion, appoint the Past Chair to sit as Director. The Past Chair shall be the most recent Chair of the Board.
- iii. Those elected shall hold office for one (1) year and are eligible to be reappointed for future terms.

## **IX. DUTIES OF DIRECTORS AND OFFICERS**

- i. Every Director and Officer of the BIA shall:
  - a. Exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the BIA;
  - b. Exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances;
  - c. Prepare for and attend all meetings;
  - d. Attend governance and conflict of interest training provided by the City at least once per term.

## **X. BOARD VACANCIES**

- i. In the event of a vacancy on the Board which occurs before May 1 in the year of a municipal election, the Board shall conduct an election as soon as is practicable, and in any event no later than one month following the vacating of the seat to determine a successor to present to Council.
- ii. In the event of a vacancy on the Board which occurs on or after May 1 in the year of a municipal election, Board Members will be requested to nominate candidates to fill the vacancy.
- iii. Where more than one candidate is nominated, the candidates will be invited to address the Board. The Board will then vote by secret ballot. The proposed Director's name will be forwarded to City Council to consider appointment.
- iv. In the event that a Director does not attend three consecutive meetings without Board authority, the Board may consider a resolution to recommend that City Council remove the Director from the Board.
- v. If a motion to recommend removal of a Director is contemplated, the Director shall be given five (5) Business Days' notice and an opportunity to address the Board.

## **XI. REMUNERATION**

- i. No remuneration shall be paid to any Director for acting as a member of the Board of a BIA.
- ii. Any reimbursement of Directors and Officers for out-of-pocket expenses shall be done in accordance with the City's most current policy pertaining to travel and business expenditures.

## **XII. BOARD OF MANAGEMENT MEETINGS**

- i. The Board shall meet at least once every two (2) months.
- ii. Board meetings shall be held at the BIA office or at such other place within the City of Windsor that the Board may from time to time determine.
- iii. Notice of each regular meeting shall be provided at least five (5) Business Days in advance of the meeting.
- iv. The agenda and all supporting documents for each regular Board Meeting shall be provided to all Directors and the City Clerk not less than 72 hours before the hour appointed for the holding of such meeting, including the provision of all relevant documents.
- v. In the event of a special meeting of the Board to consider a matter outside of the regular meetings of the Board, Notice shall be provided no less than 24 hours before the hour appointed for the holding of such meeting, including the provision of all relevant documents.
- vi. The agenda shall be posted to the BIA's website
- vii. Meeting and voting shall be public unless otherwise permitted by the Municipal Act.

## **XIII. ANNUAL GENERAL MEETING**

- i. The Board will hold one (1) Annual General Meeting in each fiscal year, the agenda for which shall include but not be limited to:
  - a. minutes of the last General Membership Meeting;
  - b. declarations of conflict of interest;
  - c. annual report on programme and accomplishments;
  - d. annual financial report for the current fiscal year and audited financial statement for the prior fiscal year; and,
  - e. proposed budget for the following year.
- ii. The Board shall distribute notice of the General Membership Meeting to all Members and Non-Voting Members at least 15 calendar days before the meeting.
- iii. The notice shall include the agenda and all supporting documents.

#### **XIV. SPECIAL GENERAL MEETINGS**

- i. The Board may hold Special Meetings of Members for any purpose on any date and at any time and at any place within Windsor
- ii. The Board shall distribute notice of the General Membership Meeting to all Members and Non-Voting Members at least 15 calendar days before the meeting.
- iii. The notice shall include the agenda and all supporting documents.

#### **XV. RECORDS AND INFORMATION**

- i. The Board shall maintain minutes of every meeting of the Board and shall forward true copies of such minutes to all Directors and the City Clerk as soon as possible after the meeting.
- ii. Minutes of any public meetings shall be posted on the BIA's website as soon as practicable following the meeting.
- iii. The Board shall ensure that all Members and Non-Voting Members of the BIA are made aware of the decisions and actions of the Board.
- iv. The Board shall adopt the recordkeeping and retention requirements set out in Schedule "D" to this by-law.
- v. The City may withhold payments to the BIA until the Board demonstrates compliance with the recordkeeping and retention requirements.
- vi. Under section 2(3) of the Municipal Freedom of Information and Protection of Privacy Act (MFIPPA), the Board is deemed to be part of the municipality. Any requests for access to information or records received by the Board shall be referred to the City of Windsor's Freedom of Information (FOI) Coordinator.

#### **XVI. FINANCIAL ADMINISTRATION**

- i. The fiscal year for the BIA shall be the calendar year.
- ii. The Board shall adopt the financial accountability requirements set out in Schedule "C" to this by-law.
- iii. The City may withhold payments to the BIA until the Board demonstrates compliance with the financial accountability requirements.



- iv. The Board shall prepare a proposed budget for each fiscal year by the date and in the form required by the City of Windsor.
- v. The Board shall hold one or more meetings with Members and Non-Voting Members for discussion and approval of the proposed budget.
- vi. The approved annual budget shall be presented to the Membership for information. The Board shall provide Member access to approved budget documents.
- vii. The Board may provide in its budget for the establishment and maintenance of a reserve fund in accordance with the Municipal Act.
- viii. The Board shall designate a financial institution for the deposit of funds on behalf of the BIA.
- ix. The Board shall submit its annual report for the preceding year to Council on the date and in the form required by the City.
- x. The annual report shall include audited financial statements.

## **XVII. APPLICABLE POLICIES**

- i. The BIA is a local board under the Municipal Act and shall abide by the provisions of the City's Code of Conduct for Members of Council and Local Boards Policy ("Code of Conduct") and any amendments thereto
- ii. The BIA shall take all reasonable steps to provide a work and service environment that is free from any form of discrimination, harassment, or violence and that respects the dignity, self-worth and human rights of every individual in accordance with the Ontario Human Rights Code, the City's Respectful Workplace Policy, and any amendments thereto, including but not limited to provisions regarding:
  - a. Responsibility, Authority & Accountability**
    - a. The BIA shall maintain a zero-tolerance approach to workplace violence, harassment or discrimination. All reported incidents of workplace violence, harassment, and discrimination and incidents of workplace harassment that the BIA becomes aware of, shall be reviewed and appropriate action shall be taken.
    - b. Reprisal against an individual for filing a complaint, participating in any procedure related to the review of a complaint, or being associated with a person who filed a complaint, shall be treated as harassment and will not be tolerated.

**b. Standards of Department:**

- a. The following is a partial list of breaches of acceptable standards of department which may be considered just cause for referral to the Integrity Commissioner as a violation of the Code of Conduct:
1. Using unsafe or dangerous work methods;
  2. Committing acts of an immoral or indecent nature while on duty, including through the use of email or the internet;
  3. The use of inappropriate language, specifically the use of profanity, excessive yelling when meeting or speaking with fellow Directors, Members, or the public;
  4. Engaging in acts or gestures of violence or harassment towards other Directors, Members, or the public;
  5. Engaging in acts of discrimination, harassment, or workplace violence towards other Directors, Members, or the public;
  6. Theft or fraud involving property or assets of the BIA, the City, or the public;
  7. Abuse of BIA or City property or using such property without authorization;
  8. Providing false information to the City or misusing or falsifying records;
  9. Lodging a vexatious or malicious complaint about another Director, a City employee, or a member of the public;
  10. Engaging in conduct which may tend to bring the City into disrepute, or which is offensive to the maintenance of good relations with other Directors, Members, or the public, or which may otherwise interfere with the proper and efficient administration of the BIA;
  11. Purposefully recording others in one-on-one or group meetings or interviews in a secretive, non-consensual manner.

- iii. Where there is a conflict between the provisions of this section and the City's policies, the more stringent provision of the two shall apply.

- a. The BIA shall establish policies related to:
  - 1. sale and disposition of land;
  - 2. hiring of employees; and,
  - 3. procurement of goods and services.
  
- b. The Board may establish any other policies necessary for the efficient and effective management of the BIA, provided those policies do not conflict with any policies established by the City.

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## **SCHEDULE A**

### **ELECTION PROCEDURES**

#### **I. DATE**

- i. The BIA Board shall select a date and time to conduct the election. The election shall not be conducted on a holiday or a date observed as a holiday by the City.

#### **II. NOTICE OF ELECTION DATE AND CALL FOR NOMINATIONS**

- i. Written Notice of the election and a call for nominations shall be provided to all Members no later than thirty (30) days before the date fixed for the election. The notice shall specify the time, date, and location of the election. Written notice shall also be provided to the City Clerk at [clerks@citywindsor.ca](mailto:clerks@citywindsor.ca)
- ii. In addition to written Notice, the time, date, and location of the election as well as the call for nominations shall be advertised through public and/or social media commencing no later than fourteen (14) days before the election.
- iii. The call for nominations shall include the format for nomination attached as Appendix 1 to these Election Procedures and, the manner in which nominations are to be received, eligibility, and the date by which nominations are due (“nomination day”).

#### **III. NOMINATIONS**

- i. Nomination forms shall be made available at the BIA Office, on the BIA website, and at any other location specified by BIA. These locations will be advertised in the call for nomination notices.
- ii. Each Member may nominate one individual.
- iii. Members and Non-Member Nominees are eligible to be nominated.
- iv. Nomination day will be seven (7) days before the date of the election.
- v. A person may withdraw their nomination by filing a written withdrawal with the BIA before nomination day.

- vi. All nominations must be approved for eligibility by the BIA.
- vii. If at 4:00 p.m. on the Monday following nomination day, the number of approved candidates for an office is the same as or less than the number to be elected, the BIA shall declare the candidate or candidates elected by acclamation.

#### **IV. VOTING**

- i. The BIA is responsible to conduct its own election. The Board shall appoint two people to act as Election Officials to conduct and oversee the election.
- ii. Each Member is entitled to one vote regardless of the number of properties that the Member may own or lease in the BIA.
- iii. Every Member that is a corporation or partnership has one vote regardless of the number of shareholders or partners comprising the Member.
- iv. Voting shall take place by secret ballot.
- v. After the poll closes the sealed ballots are to be delivered to the Election Officials
- vi. A candidate has the right to appoint a representative to be present during the counting of all ballots.
- vii. The Election Officials shall count all ballots and post the results on the BIA website.

#### **V. COUNCIL APPOINTMENT**

- i. The list of elected nominees for the Board chosen shall be forwarded to City Council for the next available agenda to recommend appointment as Directors.
- ii. All ballots shall be kept in a locked place for thirty (30) days following the election or until City Council formally appoints the Board, at which time the ballots shall be destroyed.

## **SCHEDULE B**

### **RULES OF PROCEDURE**

#### **I. RULES OF PROCEDURE**

- i. The rules in this by-law are to be observed in all meetings of the general membership and the Board of Management.
- ii. The rules of procedure are to be interpreted in a manner that promotes the following fundamental principles:
  - a. the protection of basic rights by recognizing the right of the majority to decide, the minority to be heard, and individuals to have opportunities to participate;
  - b. the maintenance of decorum, with all participants being treated with courtesy and respect;
  - c. all members have a right to information to help make decisions;
  - d. members have the right to an efficient meeting;
  - e. all members have equal rights, privileges, and obligations; and,
  - f. in the event of a conflict, facilitating a reasonable compromise.

#### **II. DUTIES OF OFFICERS**

- i. The Chair shall:
  - a. chair all meetings of the BIA and of the Board, follow the agenda, and decide whether motions are in order;
  - b. rule on all procedural matters and maintain decorum;
  - c. ensure motions and amendments are clearly expressed and, if there is no motion under consideration, summarize the discussion for the purpose of the minutes;
  - d. have general supervision of the affairs of the BIA;
  - e. along with the Secretary or Treasurer, sign all by-laws and execute any documents, contracts or agreements;
  - f. perform any other duties which the Board may, from time to time, assign;
  - g. sit ex-officio on any committees; and,
  - h. ensure that all past financial records of the Board are transferred to the succeeding Treasurer when there is a change of Treasurer and administrative records are transferred to the succeeding Secretary when there is a change of Secretary.

- ii. The Vice Chair shall exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable to perform those duties.
- iii. The Secretary shall:
  - a. ensure that notice is given of each meeting of the BIA as required;
  - b. ensure that an agenda of the matters to be considered and any supporting documents shall be provided to Members as required;
  - c. ensure that the minutes of each meeting are recorded and presented at the following meeting for adoption. The minutes shall record:
    - i. the place, date, and time of the meeting;
    - ii. the name of the Chair;
    - iii. the names of all Directors present;
    - iv. the names of those Directors not present;
    - v. the names of all others present at the meeting
    - vi. the adoption of the minutes of the prior meeting; and
    - vii. all motions, decisions, and other proceedings of the Board.
  - d. record confidential minutes of *in camera* sessions of the Board.
  - e. along with the Chair, sign the adopted minutes and distribute as required;
  - f. keep or cause to be kept the BIA's records and books, including by-laws, policies and resolutions, the minutes of all meetings, and all reports.
  - g. keep or cause to be kept a current list of Members and Non-Voting Members.
- iv. The Treasurer shall:
  - a. under the direction of the Board, supervise the expenditure of the funds of the BIA;
  - b. keep and maintain the financial records and books of the BIA;
  - c. assist the auditor in the preparation of the financial statements of the BIA;
  - d. prepare and distribute the proposed annual budget in accordance with the requirements of the City; and,
  - e. prepare and present written financial statements for the Board's review and consideration at each regular meeting.
- v. The Past Chair shall provide support, guidance, and continuity of knowledge and practice to the Board.
- vi. The Chair, in consultation with the Secretary and other members of the Board as required shall establish the agenda for each meeting, based on the matters submitted before the agenda distribution deadline.

- vii. Directors are entitled to submit agenda items for consideration by forwarding them to the Secretary before the agenda distribution deadline.

### **III. ELECTRONIC MEETINGS**

- i. BIA's may hold electronic meetings. Any Director, Member, or Non-Voting Member participating in an electronic meeting shall be deemed to be present at the meeting for all purposes, including determination of quorum, and are entitled to participate in all aspects of the meeting.
- ii. The format and platform for the electronic meeting may be established by the BIA.
- iii. In the event of an electronic meeting, an electronic link or other participation instructions must be provided to the public and the participants in the meeting Notice, and any saved or archived records of the meeting must be maintained as minutes.

### **IV. VOTES**

- i. Every member has a vote on all motions, unless prohibited by law (for example, a declared conflict of interest) in which case the Secretary shall record the name of the Member who does not vote and the reason for not voting.
- ii. The Directors shall vote on any motion arising at any meeting of the Board. All motions must be seconded before proceeding to a vote.
- iii. Motions may include:
  - a. motion to approve or adopt an item;
  - b. motion to receive an item;
  - c. motion to postpone or refer an item; and,
  - d. motion to adjourn the meeting, provided the motion is not made when another member is speaking, a vote has been called, the members are voting, or a member has indicated to the Chair a desire to speak on the matter under consideration
- iv. A majority of votes shall decide each motion
- v. A tie vote means a motion does not carry.
- vi. Members have the right to abstain from voting.



## **V. DEPUTATIONS**

The Board may hear depositions from the public at its discretion and may set limits on the speaking time.

## **VI. DETERMINATION OF MOTIONS**

All motions arising at any meeting of the BIA Members, other than those arising under new business, shall relate to an item on the agenda for that meeting, and the Chair shall have the right to determine whether a motion is in order. All questions shall be decided by a majority vote unless otherwise stated in this by-law or as required by law. At all meetings, every motion shall be decided by a show of hands unless a ballot on the motion is required by the Chair or requested by a BIA member. The Chair shall declare that a motion has been carried or not carried. The motion shall be entered into the minutes of the BIA meeting. It is not necessary to record the number or proportion of the votes.

## **VII. NOTICE**

Any Notice shall be in writing and shall be delivered, mailed by prepaid mail, sent by facsimile, or sent by email. Notices that are:

- (a) delivered personally shall be deemed to have been received upon receipt;
- (b) transmitted by facsimile or email shall be deemed to have been given on the next Business Day following the day they were sent;
- (c) mailed shall be deemed to have been given on the fifth (5<sup>th</sup>) Business Day following the date they were mailed.

A copy of all Notices must be provided to the City Clerk.

## **SCHEDULE C**

### **FINANCIAL ACCOUNTABILITY REQUIREMENTS**

#### **Annual Budget**

- i. The Board shall prepare a proposed budget for each fiscal year by the date and in the form as set out in Schedule 1 or as amended from time to time.
- ii. The Board shall submit to its budget to City Council and City Council may approve it in whole or in part but may not add expenditures to it.
- iii. The money to be collected from the BIA members by the City on behalf of the BIA shall be paid by the City Treasurer to the Board from time to time as follows:
  - a. An interim payment in amount of 50% of the prior year's approved levy upon receipt of a current year Board approved budget.
  - b. A final payment in the amount of the current year approved levy less any Sinterim payment as noted in (a) upon receipt of the prior year's audited financial statements. The final payment will be reduced by any previously approved and committed funding for capital repayments to the City.
  - c. A holdback of 5% of the current year levy will be retained by the City and released at the end of each fiscal year. This holdback will be used by the City to fund any reduction in levy that occurs during the year. Any additional levy received during the year will be added to the holdback payment.
- iv. The Board is responsible to ensure that expenditures made are in accordance with the approved budget and shall not become liable for expenditures that are beyond or exceed revenues such that an operating deficit is incurred.

#### **Annual Variance Reporting**

- i. Budget variance reporting shall be completed and presented to the Board at a minimum semi-annually or more frequently as requested by the Board.
- ii. An annual variance report shall be presented in conjunction with the current year budget to the members at the AGM.

## **Annual Financial Statements**

- i. The Board is responsible to ensure that the financial information relating to each fiscal year end is provided to the auditors in a timely manner but no later than 90 days following the fiscal year end.
- ii. Audited financial statements are required to be presented in conjunction with the annual report to City Council.

## **Reserve Funds**

- i. Any levy that is collected and not used in a current year shall be placed in a General Operating Reserve to be used in a subsequent year at the discretion of the Board. Expenditures from the reserve must be compliant with the Municipal Act and aligned with those that would typically be undertaken by the BIA. Where possible use of the reserve as a funding source is included in a budget submission the funding must be clearly identified as coming from the General Operating Reserve.
- ii. At no time shall the General Operating Reserve reach a level that exceeds 25% of the annual year's levy. Should the General Operating Reserve reach a level that is in excess of this maximum amount, the Board is required to develop a plan that will expend the funds with said plan being presented as part of the annual budget submission for approval by City Council. The excess funds shall be included as a revenue source in the annual operating budget for the year in which the funds will be spent in accordance with the plan.
- iii. The Board may provide in its annual budget the establishment and maintenance of a Specific Purpose Reserve fund to be used for special projects and or initiatives. Funds which are placed into these Special Purpose reserves must be used for the intended purpose. Reuse/redirection of funds previously set aside requires the approval of City Council.
- iv. A separate schedule of transactions made from either the General Operating and Specific Purpose reserves from the preceding year shall be included as a document in the annual financial statements.

## **Investments**

- i. Where there are funds on hand in excess of current operating requirements, the Board may, in their discretion, approve the placement of those excess funds in short and/or medium term (no greater than 5 years) interest bearing deposits with a Schedule I bank or credit union with consideration of the following:
  - a. Legality
  - b. Preservation of capital
  - c. Risk
  - d. Liquidity
- ii. Where funds are invested with a credit union, proof that the credit union meets the financial reporting requirements as defined by the Municipal Act must be obtained prior to the placement of the deposit and renewed annually through the period of time that the investment is held.
- iii. The term of the investment should not extend beyond the time for which the funds will be required.
- iv. Interest received from the investment of excess funds should be deposited into the BIA general account and can be used in support of expenditures that are consistent with items included in approved budgets.
- v. An annual report of investments and yields shall be prepared and presented to the membership at the AGM and included in the annual report to City Council.

## **Banking and Signing Authority**

- i. The designation of a financial institution for the deposit and disbursements of funds on behalf of the BIA is the responsibility of the Board.
- ii. The disbursements of funds shall be by cheque or electronic form wherever possible/practical and in all cases where the disbursement is in excess of \$100.00. All cheques shall bear at a minimum two (2) primary signatures, namely that of the Chair and Vice-Chair. Alternate signing authorities may be granted to either the Treasurer and/or the Secretary who may sign a cheque in the place of a primary signature. At no time can a cheque bear the signature of two (2) alternate signatures. Where electronic payment methods are in place, an approval process which aligns with the cheque signing process noted above shall be utilized as authorization to release payment.

- iii. The use of a business credit card for purposes of purchases may be utilized where practical. The Board is responsible to ensure that only authorized individuals are provided with a business credit card and that monthly statements are regularly reviewed and reconciled.
- iv. Where a BIA utilizes the position of Executive Director, in addition to the Chair and Vice-Chair, this position could be designated as a primary signatory for banking purposes.
- v. Under no circumstances will an individual authorize any payment to or sign any agreement or other document in relation to themselves, their spouse, partner, children or step-children, parents or step-parents, grandparents or step-grandparents, siblings or step-siblings.
- vi. Reimbursement for expenditures incurred on behalf of the BIA must be accompanied by a supporting invoice and be in compliance with the BIA's travel and business expense policy.
- vii. Bank reconciliations shall be completed and independently reviewed by the Treasurer on a regular monthly basis but no less than quarterly. Bank reconciliations shall be presented to the Board for approval.
- viii. Consideration will be given to the appropriateness of in-kind services. Where such services have been deemed appropriate the Treasurer must ensure that value is determined with regards to regulatory or legislative reporting and further that all in-kind services are identified in the annual report.

### **Books and Records**

- i. The Secretary shall ensure that all necessary books and records required by the by-laws of the Board or by any applicable statute or law are retained and preserved in a secure manner. The Secretary shall ensure that appropriate record and retention protocols are in place to ensure the appropriate safeguarding of all records and to ensure that such books and records remain readily available for inspection by Board Members, auditors and others upon the approval of the Board.
- ii. Under section 2(3) of the Municipal Freedom of Information and Protection of Privacy Act, as amended, records relating to the business of the Board are accessible to the public upon request.

## **Cash Handling**

- i. All cash must be immediately recorded upon receipt
- ii. Cash must be kept secure at all times – lockable cash register, safe, floor safe, locked storage, etc. The safeguarding of cash should take into account the amount of cash on hand during various periods.
- iii. Active cashiering or cash counting stations are not to be left unattended, at any time, without being properly secured. Physical access to cash shall be restricted to authorized personnel
- iv. Special events should be adequately supervised with appropriate internal control measures in place to ensure that all funds received from the event are appropriately tracked with appropriate audit trails in place with funds immediately deposited.
- v. The use of cash for payment of services should be limited and in no case should exceed \$100.

## **Bookkeeping**

- i. The use of a bookkeeper for financial record keeping is strongly encouraged and may be established by the Board.
- ii. Where bookkeeping services are determined to be appropriate the terms and conditions, including fees, should be evidenced through a formal agreement.

## **Regulatory Filings**

- i. The Board is responsible to ensure that the BIA is registered with the Canada Revenue Agency (CRA) and obtain a corporate business identity number (BN) to be used for purposes of all regulatory filings inclusive of payroll and Harmonized Sales Tax (HST).
- ii. The Board must ensure that appropriate processing of any required payroll is completed in full compliance to all CRA requirements relative to processing, reporting and remittances.
- iii. The Board is responsible to ensure that payroll implications for any services provided to the BIA are appropriately considered and managed.
- iv. The Board is responsible to ensure that all regulatory filings with regards to HST are completed on a timely basis.
- v. The Board must also ensure that any other regulatory filings with CRA or other level of government is completed in full compliance as defined by those entities.

## **Grants**

- i. BIA's are encouraged to seek alternative funding sources from upper levels of government such as grants to be used in support of planned events and activities
- ii. Where grant applications are submitted and accepted, Board approval to proceed with documentation to finalize the grant must be obtained.
- iii. The Board is responsible to ensure that all required reporting, documentation and/or claims submission are completed in full compliance with the grant provider so as to not jeopardize the receipt of funding.

## **Travel & Business Expense Policy**

- i. The Board shall ensure that appropriate travel and business expense policies and procedures are in place that abide by the General Rules and Guidelines as defined in section 5 of the City's Travel & Business Expense Policy.

DRAFT

## Schedule 1 – Annual budget and Variance report template

BIA Name	Summary Page		
	Previous Year	Previous Year	Current Year
	Approved Budget	Projected Actual	Proposed Budget
<b>REVENUE</b>			
BIA Levy		\$ -	\$ -
<u>Government Grants</u>			
Federal or Provincial			
Municipal			
<u>Other Revenue</u>			
Donations			
OTHER: PLEASE SPECIFY			
Rent			
Sponsorships			
Promotions & Events Revenue			
<b>TOTAL REVENUE</b>	\$ -	\$ -	\$ -
<b>EXPENDITURES</b> (includes non-recoverable HST)			
Total Administrative		\$ -	\$ -
Total Capital		\$ -	\$ -
Total Marketing		\$ -	\$ -
<b>TOTAL EXPENDITURES</b>	\$ -	\$ -	\$ -
<b>Surplus/Deficit</b>	\$ -	\$ -	\$ -

### ACCUMULATED SURPLUS/(DEFICIT)

Beginning Balance		\$ -	\$ -
Use of Reserve			\$ -
Addition to Reserve			
Ending Balance		\$ -	\$ -

### BUDGET DECLARATION TO BE SIGNED AFTER AGM

Board of Management Approval			General Membership Approval		
Date	Month	Year	Date	Month	Year
Signature of Chair		Date	Signature of Treasurer		Date
<i>If budget is prepared by someone other than the Treasurer, please provide the name of the contact person below:</i>					
Name:		Phone Number:		Email Address:	



BIA Name Administrative Expenses		Previous Year	Previous Year	Current Year
		Approved Budget	Projected Actual	Proposed Budget
<b>Staff</b>	Salaries/Wages/Benefits			
<b>Other Admin.</b>	Accounting			
	Audit			
	AGM Expenses			
	Meeting Expenses (non AGM)			
	Bank Charges			
	Conferences/Seminars			
	Consultants			
	Donations			
	Strategic Plan			
	Memberships			
	Subscriptions			
	Insurance			
	Legal			
	Telephone			
	Postage & Courier			
	Transportation & Travel			
	Office Supplies			
	Office Equipment/Furniture/Maintenance			
	Printing			
	Storage/Maintenance			
	Rent/Lease			
	Utilities			
	Other: (please specify)			
<b>Total Administrative Expenses</b>		\$ -	\$ -	\$ -

BIA Name Capital Expenses		Previous Year	Previous Year	Current Year	
		Approved Budget	Projected Actual	Proposed Budget	
<b>Capital</b>					
(Only include BIA portion of any cost-share initiatives)	City of Windsor Loan Repayment				
	Street Furniture				
	Benches				
	Alley Enhancements				
	Signage				
	Decorative Lighting				
	Decorations-Seasonal				
	Decorations-Other				
	Banners				
	Murals				
	Planters				
	Hanging Baskets				
	Signage				
	Technical/Professional Services				
	Other: (please specify)				
<b>General Maintenance</b>					
	Flowers/Plants/Trees				
	Snow Removal				
	Decorations				
	Hydro				
	Graffiti Removal				
	Power Washing				
	Needle Collection				
	Street Cleaning				
	Broken Windows				
	Miscellaneous Repairs				
	Permit Fees				
	Security				
	Other: (please specify)				
	<b>Total Capital Expenses</b>		\$ -	\$ -	\$ -

<b>BIA Name</b>		<b>Previous Year</b>	<b>Previous Year</b>	<b>Current Year</b>
<b>Communications/Marketing/Promotions &amp; Events</b>		<b>Approved Budget</b>	<b>Projected Actual</b>	<b>Proposed Budget</b>
<b>Communications</b>				
	Memberships			
	Subscriptions			
	Professional Development			
	Travel			
	General Meeting Expense			
	Board/Committee Meeting Expense			
	Budget Meeting Expense			
	Conference Expense			
	Internet/Website			
	Public Relations/Liaison			
<b>Advertising and Marketing</b>				
	Advertising			
	Printing – (Flyers, Brochures, etc.)			
	Marketing Design			
	Branding			
	Retail Recruitment			
	Social Media			
	Signage			
	Sponsorships			
	Newsletter			
	Website Development/Maintenance			
	Other: (please specify)			
<b>Promotions &amp; Events</b>				
	Canada Day			
	Christmas			
	Easter			
	Spring Event (Please specify)			
	Summer Event (Please specify)			
	Fall Event (Please specify)			
	Winter Event (Please specify)			
	Signature Event 1 (complete tab)			
	Signature Event 2 (complete tab)			
<b>Total</b>		\$ -	\$ -	\$ -

BIA Name		Previous Year	Previous Year	Current Year
Signature Event 1 - Supporting Information		Approved Budget	Projected Actual	Proposed Budget
Event Name:				
Event Dates:				
<b>Revenues</b>				
<b>Must be shown on Cover Page</b>	BIA Contribution			
	Federal/Provincial Grant			
	Municipal Grant			
	Donations			
	Sponsorships			
	Festival Revenue			
<b>Total Revenues</b>		\$ -	\$ -	\$ -
<b>Expenditures</b>				
	Consultants			
	Entertainers			
	Fees - EMS			
	Fees - Police			
	Permits			
	Signage			
	Barricades			
	Advertising/Promotion			
	Waste Handling/Removal			
	Porto-potties			
	Staging			
<b>Total Expenditures</b>		\$ -	\$ -	\$ -
Notes: Please provide description of the event				

BIA Name		Previous Year	Previous Year	Current Year
Signature Event 2 - Supporting Information		Approved Budget	Projected Actual	Proposed Budget
Event Name:				
Event Dates:				
<b>Revenues</b>				
<b>Must be shown on Cover Page</b>	BIA Contribution			
	Federal/Provincial Grant			
	Municipal Grant			
	Donations			
	Sponsorships			
	Festival Revenue			
<b>Total Revenues</b>		0.00	0.00	0.00
<b>Expenditures</b>				
	Consultants			
	Entertainers			
	Fees - EMS			
	Fees - Police			
	Permits			
	Signage			
	Barricades			
	Advertising/Promotion			
	Waste Handling/Removal			
	Porto-potties			
	Staging			
<b>Total Expenditures</b>		0.00	0.00	0.00

Notes: Please provide description of the event

BIA Name

Previous Year Actual Expenditures

**Explanation of Significant Variances (Previous Year Projected Actual vs. Previous Year Approved Budget):**

**SUMMARY**

*(Include Previous Year accomplishments; also indicate what was not accomplished in the Previous Year and why)*

**1. Previous Year Accomplishments**

--

Mandatory
-----------

**REVENUES**

*Provide explanations for significant variances only, i.e. **plus or minus 10%** variance for each section below*

**2. Grants, Donations & Sponsorships**

--

Variance
-

**3. Promotions, Events & Other Revenues**

--

Variance
-

**EXPENDITURES**

*Provide explanations for significant variances only, i.e. **plus or minus 10%** variance for each category below*

**4. Administration**

--

Variance
-

**5. Capital & General Maintenance**

--

Variance
-

**7. Communications, Marketing, Promotions & Events**

--

Variance
-

**8. Harmonized Sales Tax (HST) Rebates**

--

Mandatory
-----------

**BIA Name**

**Current Year Proposed Budget**

**Explanation of Significant Variances (Current Year Proposed Budget vs. Previous Year Approved Budget):**

**SUMMARY**

*(Include any other pertinent information)*

**1. Current Year Goals and Objectives**

--

Mandatory
-----------

**REVENUES**

*Provide explanations for significant variances only, i.e. **plus or minus 10%** variance for each section below*

**2. Grants, Donations & Sponsorships**

--

Variance
-

**3. Promotions, Events & Other Revenues**

--

Variance
-

**EXPENDITURES**

*Provide explanations for significant variances only, i.e. **plus or minus 10%** variance for each category below*

**4. Administration**

--

Variance
-

**5. Capital & General Maintenance**

--

Variance
-

**7. Communications, Marketing, Promotions & Events**

--

Variance
-

## **SCHEDULE D**

### **RECORDKEEPING AND RETENTION REQUIREMENTS**

#### **Definition of a Record**

- A record is defined as any record of information however recorded, whether in printed form, on film, by electronic means or otherwise, and includes; correspondence, a memorandum, a book, a plan, a map, a drawing, a diagram, a pictorial or graphic work, a photograph, a film, a microfilm, a sound recording, a videotape, a machine readable record, any other documentary material, regardless of physical form or characteristics, and any copy thereof.

#### **Records Retention**

- All Board members and BIA employees and volunteers are responsible for the retention of documents related to the business of the BIA.
- A record of the Board may only be destroyed in accordance with section 255(1) of the Municipal Act and if the retention period has expired or the record is a copy of an original report or record.
- All Board meeting minutes, agendas and any related documents and reports shall be considered permanent records and be kept in perpetuity.
- Any other records related to the business of the BIA as defined above shall be kept for a period of seven years.

#### **Recordkeeping Requirements**

- All BIA Board members, employees and volunteers shall take care to ensure that all records of the Board are preserved in a secure and accessible manner.
- Board members shall ensure that the personal privacy of individuals and economic interests of third parties are protected through proper physical records storage (locking filing cabinets) and secure electronic storage (password protecting files).
- When conducting BIA business, Board members are encouraged to communicate using official Board issued email addresses, phone numbers, and technology where available.



Insert Company Logo Here

**NOMINATION FORM**  
**ELECTION TO BUSINESS IMPROVEMENT AREA BOARD**

**Member Type - Nominator:**

- Commercial Property Owner
- Commercial Tenant
- I am eighteen years of age or over.

**Nominator (full name):** \_\_\_\_\_

**Organization:** \_\_\_\_\_

**Email:** \_\_\_\_\_

**Address:** \_\_\_\_\_ **Telephone No:** \_\_\_\_\_

**Nominator**

I, \_\_\_\_\_ hereby nominate \_\_\_\_\_ for a position on the Board of Directors of the BIA Board for the term expiring November, 2026.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_  
*(Nominator's signature)*

**Member Type - Nominee:**

- Authorized Representative of Commercial Property Owner
- Authorized Representative of Commercial Tenant (must be employed by the Member's business)
- I am eighteen years of age or over.

**Nominee (full name):** \_\_\_\_\_

**Organization:** \_\_\_\_\_

**Email:** \_\_\_\_\_

**Address:** \_\_\_\_\_ **Telephone No:** \_\_\_\_\_

**Nominee**

I, \_\_\_\_\_ agree to stand for election to the Board of Directors of the BIA Board and, if elected, I am prepared to devote the time and energy required of me to promote the best interests of the Business Improvement Area.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_  
*(Nominee's signature)*

Please return to **xxxxxxx** in a sealed envelope marked **"BIA Nomination"**  
For questions or further information, please contact:

**Name & email of BIA Contact**

**Nominations will be accepted until 10:00 am on **XXXX****