

Orangeville Business Improvement Area

Constitution

Policies & Procedures

Orangeville BIA Board Of Management

11/19/2014



As ratified by its Members on Tuesday, January 27th, 2015 and approved by Council on _____, _____ 2015.

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Constitution of the Orangeville Business Improvement Area

Name

The name of the organization is the “Orangeville Business Improvement Area”.

General

1.0 Definitions

In this Constitution, the following terms shall have the following meanings:

- 1.1 AGM – shall mean the Annual General Meeting of the Orangeville Business Improvement Area;
- 1.2 Area – shall mean the area comprised of the land outlined in Schedule A which has been designated by Council as the Orangeville Business Improvement Area within the meaning of the Municipal Act, 2001, S.O. 2001, c. 25 as amended, as such area may, from time to time, be altered by Council in accordance with the provisions of the Municipal Act;
- 1.3 BIA – shall mean Business Improvement Area;
- 1.4 BIA office - shall mean the office maintained by the Orangeville Business Improvement Area and located at 29 First Avenue, Orangeville or any such location as the Board may approve from time to time;
- 1.5 Board – shall mean the Board of Management for the Orangeville Business Improvement Area;
- 1.6 Board Member – shall mean a member of the Board of Management for the Orangeville Business Improvement Area;
- 1.7 Business Day – shall mean any day other than a Saturday, Sunday or holiday as defined under the Legislation Act, 2006, c. 21, Schedule F, as may be amended, replaced or restated from time to time;
- 1.8 Constitution – shall mean this constitution of the Orangeville Business Improvement Area as may be amended or restated from time to time;
- 1.9 Council – shall mean the elected Council for The Corporation of the Town of Orangeville;
- 1.10 ED – shall mean the Executive Director of the Orangeville Business Improvement Area;
- 1.11 GM – shall mean the General Manager of the Orangeville Business Improvement Area;
- 1.12 Local Board – shall mean a local board of The Corporation of the Town of Orangeville as defined by the Municipal Act, 2001, S.O 2001 c. 25 as amended;
- 1.13 Member – shall mean any person that qualifies as a member of the Orangeville Business Improvement Area pursuant to section 3.0;
- 1.14 Membership – shall mean Members of the Orangeville Business Improvement Area;

- 1.15 Municipal Act – shall mean Municipal Act, 2001, S.O. 2001, c. 25, as amended;
- 1.16 OBIA – shall mean the Orangeville Business Improvement Area;
- 1.17 Town – shall mean The Corporation of the Town of Orangeville.

Purpose

The OBIA contributes to the economic, cultural and social well-being of the downtown business community within its boundaries, through investment in capital improvements; beautification; marketing and promotion; education and administrative support. The Membership of the organization elects the Board for the OBIA which is in turn appointed by Council, (The Corporation of the Town of Orangeville By-law 9-98).

2.0 Objectives

The objectives of the Board are to:

- a) Improve, beautify, and maintain municipally-owned lands, buildings and structures in the area beyond such improvement, beautification and maintenance as is provided at the expense of the Town at large;
- b) Plan and administer activities for the promotion of the OBIA as an attractive business and shopping area;
- c) Manage the Orangeville Farmers' Market;
- d) Engage in strategic planning necessary to address OBIA issues;
- e) Secure additional funding through fundraising and sponsorships;
- f) Advocate on behalf of the interests of the OBIA;
- g) Responsibly manage the money collected by the Town, from the required special BIA levy, for these activities;
- h) Communicate the activities of the OBIA to its Membership on an ongoing basis;
- i) Engage the Membership in its programs.

Membership

3.0 Members

Members of BIA 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 tenants of such property. [Municipal Act s. 204 (4).]

Membership in the OBIA is determined by the geographical boundaries as established by Council as per Town By-law 15-78 as amended by By-law 78-97, By-law 54-2007, and any future by-laws approved by Council affecting the boundaries of the OBIA.

3.1 Determining tenancy

In determining whether a person is a tenant or not, the Clerk of the Town may accept a list provided under clause 210(2) (b) or the declaration of a person that the person is a tenant and the determination of the Clerk is final. [Municipal Act, s. 204 (5).]

4.0 One vote

Each Member of the OBIA has one vote regardless of the number of properties that the Member may own or lease in the OBIA. [Municipal Act, s. 204 (6).]

5.0 Nominees

A corporate Member of the OBIA may nominate in writing one individual to vote on behalf of the corporation. [Municipal Act 2001, c. 25, s. 204 (7).]

5.1 Joint nominee

Subject to the Municipal Act subsection 204(6), one individual may be nominated for voting purposes by two or more corporations that are Members of the OBIA. [Municipal Act, s. 204 (8)].

5.2 Voting

Only Members of the OBIA or their nominees/proxies as submitted in writing to the OBIA office seven (7) days in advance of the AGM or Special General Meeting, and verified by the Clerk, have the right to vote for representatives to the Board and to vote on issues brought to an AGM or Special General Meeting.

6.0 Board Representation

Each Member also has the right to nominate an owner or employee of a business or property (or their designate) as a candidate for election to the Board according to requirements set out in Town By-law 9-98.

7.0 Meetings

Any Member of the OBIA may request that issues or items of interest be placed on the agenda of a Board meeting or AGM for discussion and/or resolution with seven (7) days' written notice of the upcoming meeting. Additionally, with seven (7) days' written notice, any Member may make a request to make a deputation or presentation to the Board at an upcoming Board meeting.

Board of Management

A Board of Management is a Local Board of the municipality for all purposes. [Municipal Act s. 204(2.1)]

8.0 Remuneration

Board and Sub-Committee work is on a volunteer basis. Neither Board Members nor Sub-committee Members can receive payment for work related to the OBIA or its Sub-committees apart from budgeted and receipted expenses for materials. Relatives of staff, Board, or Sub-Committee Members are eligible for casual or temporary paid employment only with approval of the Board.

9.0 Structure

As established in the Town By-law 9-98, the Board consists of no less than 5 and a maximum of nine (9) members appointed by Council, one of whom is a member of Council, and the remainder of whom are individuals entitled to notice under section 210(1) of the Municipal Act and who are:

- 9.1 Persons who are tenants of such property and under the tenant's lease, are required to pay all or part of the taxes on the property; or
- 9.2 Persons who are nominated by such persons;

The Board may include two Members from the area described in Town By-law 78-97 and commonly known as the Fairgrounds Shopping Centre.

10.0 Indemnification of Members and Officers of the Board

All Board Members and officers and their respective heirs, executors, administrators, trustees, successors and assigns of their estates and effects shall at all times be indemnified and saved harmless out of the funds of the Board, from and against:

- 10.1 All damages, costs, fines and expenses whatsoever that such person is liable for, sustains or incurs on account of any claim, action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, or thing whatsoever made, done, committed or omitted by such person in or about the execution of their authorized duties of the Board office or position except for such damages, costs, fines or expenses as are caused or contributed to by such person's own willful neglect or default;
- 10.2 All other damages, costs, fines and expenses that such persons are liable for, sustain or incur on account of the performance of any authorized duties of the Board office or position, , except such damages, costs, fines or expenses as are caused or contributed to by such persons' own willful neglect or default.

11.0 Term of Office

The Board Member's term of office runs concurrently with that of the Town Council appointing it, usually for a period of four (4) years. Board Members are eligible for

reappointment on the expiration of their term of office, provided they continue to qualify for appointment.

12.0 Responsibilities of the Board

- 12.1 The Board is responsible for drafting and approving Policies and procedures to ensure the effective operation of the OBIA and for amending these Policies and Procedures as necessary;
- 12.2 Ensuring that Board Policies and Procedures are implemented effectively; Acting as a legal entity to enter into contracts required by the activities of the Board, such as the maintenance and, beautification of Town-owned land, and the promotion and advertising of the OBIA;
- 12.3 Electing Board Members to the Executive Committee some of whom will also act as signing officers for the Board;
- 12.4 Drafting an annual budget for presentation to the OBIA Membership, submitting this budget to the Town and implementing the annual budget as approved by Council;
- 12.5 Ensuring that financial transactions are appropriately carried out, that records of all financial transactions are maintained and that these records are audited annually by the auditing firm specified by the Town;
- 12.6 Ensuring that minutes of all Board and executive meetings are recorded and distributed to the Town and made available upon request to the Membership and public in accordance with the Municipal Act;
- 12.7 Establishing sub-committees and appointing representatives to those sub-committees as required to deal with issues identified by the Board or as requested by the Town;
- 12.8 Hiring staff to carry out the Board's directives; maintaining communication with the Membership regarding its activities, including but not limited to, arranging meetings of the Membership;
- 12.9 All other activities necessary to the effective operation of the Board and the OBIA;
- 12.10 Complying with the Board Code of Conduct and OBIA Policies & Procedures;
- 12.11 Ensuring that all necessary books and records of the Board are regularly and properly kept;
- 12.12 Periodic strategic planning to define the priorities and actions of the Board and OBIA.

13.0 Appointment to the Board

13.1 Council appoints Board Members as follows:

- a) One (1) Board Member appointed from the elected Councillors for the Town; and
- b) A maximum of eight (8) Board Members appointed by the Town from those elected by the OBIA Membership at an AGM or re-appointment of current Board Members.

- 13.2 The Board may appoint ex-officio Members (without voting privileges) to the Board at its own discretion.
- 13.3 Board Members may resign by submitting a letter of resignation and their resignation shall be effective upon the time or date requested.
- 13.4 A seat of a Board Member may become vacant if a Board Member is absent for three (3) consecutive meetings without prior notice or upon more than five (5) absences with or without prior notice. Upon 30 days' notice in writing to the absent Board Member, the Board may pass a motion authorizing the removal of such Board Member.
- 13.5 Where a vacancy on the Board occurs for any reason, a person qualified to be a Board Member may hold office for the remainder of the term for which his or her predecessor was appointed. Such interim Board Members must be confirmed by a resolution of the Board and appointed by Council.

14.0 Code of Conduct

A seat of a Board Member may become vacant if the Board determines, by majority vote, that a Board Member has acted in contravention of OBIA Policies and Procedures, including the Code of Conduct. Upon 30 days' notice in writing to the Board Member, the Board may pass a motion to remove such Member from the Board. This individual may request the Board to reconsider the decision with written notice, 15 days in advance of the next scheduled Board meeting. On appeal, the majority vote of the Board is final.

15.0 Conflict of Interest

At the beginning of each meeting, as an agenda item, it shall be the duty of every Board Member who has in any way, whether directly or indirectly, a pecuniary interest, as defined in the Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50 as amended, in a matter that is an item for consideration by the Board, to disclose this interest and the general nature thereof, to not participate in the discussion of or vote on any question in respect of the matter, and to not attempt in any way whether before, during or after the meeting to influence the voting on any such question. This applies to a personal self-interest and the interests of any spouse, children, or parents.

15.1 Where the meeting is closed or "in camera", in addition to complying with the requirements of section 15.0 above, the Board Member shall forthwith leave the meeting or part of the meeting during which the matter is under consideration.

16.0 Officers

- 16.1 There shall be three (3) officers on the Board's Executive Committee as follows:

- a) Chairperson (Chair) shall have the general management and direction, subject to the authority of the Board, of the business and affairs of the OBIA and be responsible for setting Board meeting agendas.
- b) Vice-Chairperson (Vice-Chair) will assume the duties of the Chairperson if absence or disability occurs.
- c) Treasurer will be responsible for financial statements and related materials with an account of all transactions being presented to the Board on a monthly basis.

16.2 The Board will elect the Chair, Vice Chair, and Treasurer from within the Board to serve for the full term of the Board. These officers shall form the Executive Committee. The Executive Committee shall have the authority to act for the Board in the intervals between Board meetings on such matters as may be necessary to conduct the business of the OBIA. At any time, a Board Member may resign their executive duties by submitting a letter in writing to the Board and at which time the Board will elect another Board Member to take their place.

17.0 Expenditures by the Board

17.1 As per section 220 of the Municipal Act 2001, BIA funds can only be used for improvements to publicly owned property, not individual businesses or private properties. The common funds must be used for the common good. Please refer to section 2 “Purpose”, above, for an outline of mandated activities.

17.2 The Board has authority of a 5% discretionary variance of the total annual budget approved by the OBIA membership and Council for unanticipated expenditures provided funds are available in OBIA Reserve.

17.3 Upon audit, any surplus or deficit remaining at the end of a fiscal year shall be transferred to the OBIA Reserve.

17.4 Reserve deficits shall be accounted for in the next annual budget unless otherwise approved by the Board, membership, and Council.

Approval of Financial Transactions

18.0 Signing authority

18.1 In order to ensure that the OBIA office can function effectively, and that there is adequate financial control by the Board, there are two levels of approval established for all financial transactions:

- a) Approval by the ED or GM;
- b) Approval by two (2) authorized signing authorities of the Board.

- 18.2 From time to time the ED, GM or designate may be required to make cash or credit card purchases on behalf of the OBIA for office or meeting supplies, promotional or event items and the like. Any reimbursement or credit payment for such expenditures must be approved as above.
- 18.3 Expenses that are pre-approved following above protocol, such as but not limited to, mortgage payments (monthly, quarterly, annually or otherwise) and monthly utility payments such as hydro/water charges will be automatically processed by the Town on a prearranged basis.

19.0 OBIA Sub-Committees

- 19.1 OBIA Sub-committees help the Board to plan and administer approved initiatives, projects or to examine specific areas of concern.
- 19.2 Sub-committees propose initiatives and suggest expenditures for approval by the Board. Sub-committees have no independent financial standing and must submit estimated project budgets and basic income and expense reports to the Board. Similarly, if Sub-committees contract out work related to their activities the Board must approve the expense and those employed.
- 19.3 Ultimate responsibility for Sub-committee activities rests with the Board which must therefore receive written reports on Sub-committee activities at monthly Board meetings.
- 19.4 Sub-committee Members are confirmed by a vote of the Board. They are expected to work closely with the OBIA staff.
- 19.5 Sub-committee Members acting in contravention of OBIA Policies and Procedures, including the Code of Conduct, may be relieved of their Sub-committee seat upon 30 days' written notice and a majority vote of the Board.

Meetings

20.0 Board Meetings

- 20.1 Board meetings will be held monthly at the call of the Chair at a minimum of ten (10) per fiscal year.
- 20.2 Subject to section 7 of the Municipal Conflict of Interest Act as amended, fifty per cent (50%) plus one (1) of the total number of Board Members approved by Council must be present to constitute a quorum at a Board meeting. In the event that quorum cannot be reached due to the removal or resignation of Board Member(s), then quorum will be 50% plus one (1) of

the sitting Board Members, until such times as the Board can appoint, and Council approves, the new Board Member(s).

- 20.3 Except as provided for in section 239 of the Municipal Act, Board meetings shall be open to the public who may attend but may not take part in the proceedings unless invited to do so by the Chair.
- 20.4 A copy of the agenda will be provided to the Town for posting at least twenty-four (24) hours in advance of the meeting and will be made available to the local newspaper, radio and cable station representatives, and other members of the general public in accordance with the Town's subscription policy. The accidental omission to give notice to any Member, Board Member, officer or auditor shall not invalidate any action taken at any meeting held pursuant to such notice.
- 20.5 At the discretion of the ED or GM in consultation with the Board Chair, those requesting to make a delegation or presentation at a meeting of the Board will be invited to do so provided that the written request is received at least 7 days in advance of a scheduled meeting. Any person may request an item for discussion be added to a Board or AGM agenda with 7 days' advance written notice.
- 20.6 A meeting or part of a meeting may be closed to the public in accordance with the provisions of the Municipal Act, section 239 as amended.
- 20.7 Before holding a meeting or part of a meeting that is to be closed to the public, the Board shall pass a resolution stating:
 - a) the Board is convening into closed session; and
 - b) The general nature of the matter to be considered at the closed meeting.
- 20.8 At all meetings of the Board, every question shall be decided by a majority of the votes cast on the questions, done by a show of hands.
- 20.9 As a Local Board of the Town, the Board decision-making process and meeting procedures are to be based on Roberts Rules of Order.
- 20.10 In order to represent the entire interests of the Membership, decisions regarding the business and operation of the OBIA are not made in isolation or by individuals (except where explicitly stated elsewhere in this Constitution) but as a result of shared information, discussion and majority agreement by the Board as a whole and when appropriate, in consultation with its Members. Executive Committee meetings, when held, should adhere to a similar intent.

21.0 Executive Committee Meetings

All Executive Committee meeting decisions are subject to approval and ratification at the next Board meeting. All three executive Members must be present to constitute a quorum. All meetings of the Executive Committee shall be at the call of the Chair to conduct business as necessary. Minutes must be taken and presented at the next Board meeting for approval.

22.0 AGM and/or Special General Meetings

- 22.1 Each calendar year the Board will call and hold one AGM and the Board may also call and hold at any time one or more Special General Meeting(s) to deal with special issues or to update the Membership. The meetings shall be held whenever possible, in a facility located within the OBIA boundaries and shall comply with current accessibility standards.
- 22.2 At each AGM, an annual report for the preceding year, the audited financial statements for the preceding year and a proposed budget for the next calendar year must be presented to the Membership, after which time the budget, including the levy requested, will be put before Council for approval.
- 22.3 Following the presentation of the budget at the AGM, the Board shall submit its annual report for the preceding year to Council by the date and in the form requested by the Town, and the report shall include audited financial statements.
- 22.4 The Board shall give to the Membership reasonable notice of the AGM or Special General Meeting prior to the meeting date. Email will be the primary method of notice with supplementary use of paid advertisement, website postings and mail as deemed necessary by the Board. A copy of the agenda will be provided to the Town for posting at least 24 hours in advance of the meeting. Copies of the agenda will be made available to the local newspaper, radio and cable station representatives, and other members of the general public in accordance with the Town's subscription policy. The Board's failure to give notice to any Member, Board Member, officer or auditor shall not invalidate any action taken at any meeting held pursuant to such notice.
- 22.5 The Members may, by resolution passed by at least two thirds (2/3) of the votes cast by those Members in attendance at a Special General Meeting called for that purpose, remove any Board Member before the expiration of his/her term of office and may, by majority vote at that meeting, elect any Member in his/her place for the remainder of the term. The Board Member

in question, for whom the vote relates, shall not cast a vote with respect to his/her removal.

22.6 A petition signed by 30 or more Members of the OBIA is sufficient to order a Special General Meeting within 10 days of receipt of that petition by the Executive Committee.

22.7 In case of an equality of votes at an AGM or Special General Meeting, either upon a show of hands or upon a poll, the Chair shall be entitled to a casting vote.

23.0 Elections

It is the responsibility of the OBIA Member to register their election candidate before the election process begins. The names of those Board Members who are candidates running for reappointment to the Board must appear on the ballot. A voting Member or delegate may make nominations from the floor with a seconder. It is the responsibility of each voting Member to add the names of these new Nominees to their ballots before voting, however failure to do so will not nullify ballots. If desired, the Chairman for the purpose of counting ballots may appoint one or more scrutineers (who need not be Members). Only one candidate per Member business can be nominated for election or sit on the Board at any one time.

Communication

24.0 New Members

All new Members are to be presented with a “New Members Kit” personally by either staff or a Member of the Board. Every effort will be taken to contact new Members upon their business opening; however, it is the responsibility of the Member to provide contact information to the OBIA for the purpose of correspondence and pertinent details for directory and other listings.

25.0 Member Communication

Member communication will be conducted primarily via email unless otherwise arranged. It is the responsibility of the Member to provide up to date contact information to the OBIA for the purposes of communication between the Member and the OBIA.

26.0 DowntownOrangeville.ca Website

Every effort will be made to keep the OBIA website up to date, however it is the responsibility of the Member to ensure their DowntownOrangeville.ca directory listing is accurate by notifying OBIA staff, via email or letter, of any new information or changes to their listing.

27.0 Blogs, Website Posts and Social Media

Website posts, blogs and social media posts, such as but not limited to, Facebook, Twitter, LinkedIn are used as marketing tools for the OBIA, its Members and partners only and are not used to advance the cause or interests of individuals. Every effort will be made to share and support Members' social media marketing activities; however, it is the responsibility of the Member to request, in writing, website posts and social media "shares". The Board may limit the number of Member posts and "shares" for any reason without notice.

28.0 Fiscal Responsibility

The fiscal year of the OBIA is from January 1st to December 31st. The proposed budget presented to the Membership at the AGM must be set out for the new calendar year and be followed without major modifications. Spending and debt may not exceed the time limits of the calendar year, except where approved at a regularly scheduled AGM or Special General Meeting and with the concurrence of Council. The OBIA budget must be submitted to Council for approval no later than March 1st of each year.

This Constitution shall come into force when approved by a vote of the attending members of the 2015 Annual General Meeting:

Passed by the Orangeville Business Improvement Area Board of Management on this day Wednesday, November 19, 2014:



Rodney Hough, OBIA Board of Management Chair

Confirmed by the Members on this 27th day of January, 2015

Troy Brett, OBIA Board of Management Director

Passed by Council of the Town of Orangeville on this _____ day of _____, 2015.

Motion of Council attached.

OBIA Policies and Procedures

A. Officers of the Board: Responsibilities

1. Director

- i. Supports the Board's mission/strategic focus;
- ii. Understands the financial management structure and processes;
- iii. Respects confidentiality;
- iv. Adheres to the principles of respectful communications and conduct between staff and board members;
- v. Arrives to meetings on time and prepared to participate;
- vi. Understands critical policy decisions of the Board should reflect the interest of all sectors within the membership of the OBIA;
- vii. Supports BIA events through volunteering time and expertise before, during, and/or after events;
- viii. Engages with members to participate in BIA events and activities;
- ix. Demonstrates commitment to the work of the organization;
- x. Has knowledge and skills in one or more areas: policy, finance, marketing and communication, program delivery, personnel, advocacy, community and/or organizational change;
- xi. Is willing to serve on committees, working groups or related task forces;
- xii. Attends meetings or assigned committees and public functions as necessary;
- xiii. Presents an active and ambassador image to the public in representing all sectors of the organization;
- xiv. Demonstrates a positive regard for staff relations and best practice governance;
- xv. Supports and attends key public events and announcements;
- xvi. Provides hands on assistance for BIA events.

2. Chair

- i. The Chair ensures the effective and efficient action of the Board in governing and supporting the organization, and oversees Board affairs;
- ii. Is elected by the Board;
- iii. Is ex-officio of every OBIA Committee;
- iv. Has primary signing authority for the Board;
- v. Is accessible to OBIA staff with limited travel outside of Orangeville to ensure availability for signatures and to respond to direction required by the administration;
- vi. Leads the Executive Committee and Board;
- vii. Is responsible for dealing with staff and Board Members on any issues of performance or conduct;
- viii. Acts as the representative of the Board as a whole;
- ix. May act as the Board's media spokesperson;
- x. Represents the OBIA in the community and the community to the Board;
- xi. Develops agendas for meetings in concert with the ED or GM;

- xii. Presides at Board meetings including the AGM or Special General Meetings;
- xiii. Calls and chairs the AGM;
- xiv. Calls and chairs Executive Committee meetings as needed.
- xv. Fulfills all of the responsibilities of a Director as described in A.1 xvi.

3. Vice-Chair

- i. Acts as Chair in the Chair's absence and assists the Chair in his or her duties;
- ii. Is elected by the Board;
- iii. Is a Member of the Executive Committee;
- iv. Recommends to the Board which committees are to be established, seeks volunteers for committees and coordinates individual Board Member's assignments;
- v. Makes sure each committee has a Chairperson and stays in touch with Chairpersons to ensure their work is carried out;
- vi. Identifies committee recommendations that should be presented to the full Board.
- vii. Special responsibilities include recruiting and orientation of Board Members and leading special projects of the Board;
- viii. Has signing authority;
- ix. Fulfills all of the responsibilities of a Director as described in A.1.xvi.

4. Treasurer

- i. The Treasurer is the primary financial signing authority for the Board including payment requests and audited statements;
- ii. He/she manages the review of, and action related to, the Board's financial responsibilities;
- iii. Is elected by the Board;
- iv. Is a Member of the Executive Committee;
- v. Be accessible to OBIA staff with limited travel to ensure availability for signatures and to respond to direction required by the ED or GM;
- vi. Responsible for reviewing all financial documents prepared by Town and OBIA staff;
- vii. Responsible for reporting financial information to the Board including monthly financial reports, audited financial statements and annual budget;
- viii. Chairs the finance committee that prepares the annual budget;
- ix. Is responsible to support the annual financial audit prepared by the Town's municipal auditors;
- x. Presents the audited statements and annual budget to the Membership at the AGM;
- xi. Liaisons with Town Treasury staff;
- xii. Fulfills all of the responsibilities of a Director as described in A.1.xvi.

5. Recording Secretary

- i. The Recording Secretary is the ED, GM or senior administrative staff person;
- ii. Records all facts and minutes of all proceedings and shall give or delegate the responsibility to a subordinate staff Member, all notices required to be given to the Town, OBIA Members and the general public;
- iii. The Recording Secretary or appointed staff Member shall be the custodian of all books, records, correspondence, contracts and other documents belonging to the OBIA;
- iv. As a paid employee, the Recording Secretary does not hold voting rights in Board, Executive, Committee, or Member decisions but may, from time to time be called upon to offer input or make recommendations for the Board's consideration.

6. Executive

- i. Board appoints an Executive Committee from the Board Members as their representative between monthly Board meetings;
- ii. The Executive Committee consists of the Chair, Vice-Chair, and Treasurer;
- iii. The Executive Committee may not override previous Board decisions or make changes to the approved Budget;
- iv. Executive Members may be expected to meet between Board meetings and in emergencies;
- v. The ED or GM reports directly to the Chair. In the Chair's absence, this responsibility falls upon the Vice-Chair and then Treasurer;
- vi. Quorum for all meetings of the Executive Committee shall consist of all three Members of the committee;
- vii. Only one Executive position may be held by any one Member unless the list of nominees is exhausted;
- viii. The Executive is appointed for the full term of the Board;
- ix. In the event of a closed or in-camera session of a meeting of the Board that precludes the Recording Secretary from being present, one Member of the Executive Committee shall record the minutes of the closed or in-camera session;
- x. The Executive Committee acts as a Personnel Committee in the absence of said committee.

7. External Committees

- i. External Committee representation can include either OBIA staff or Board Members.
- ii. External Committee representatives are required to report information to the Board for formation of the Board's position on external committee discussions and included in the OBIA's records.
- iii. Representatives are expected to focus their comments around Board approved positions.

B. Elections

1. Board elected every four (4) years by the majority of 50% plus one (1) of attending Members at the first AGM following each full municipal election.
2. Whenever possible, elections will be held at a venue within the boundaries of the OBIA in a facility that meets or exceeds current accessibility standards.
3. Board appointments must be approved by Council.
4. Members of the Board are eligible for reappointment on the expiration of their term of office, provided they continue to qualify for appointment.
5. Vacancies between elections are filled for the remaining term and nominated by Board Members, then appointed by Council.
6. Ten (10) days' notice of a Board election must be provided to the Membership. Any Member in good standing may be nominated by another Member in good standing, however only one representative per business may be nominated or sit on the Board at any one time. A Member in good standing is defined as not owing the OBIA money (levy or otherwise).
7. Maximum number of Board seats: nine (9).
8. One Board seat is reserved for a Council representative who has voting ability.

C. Meetings

1. All Board and c committee meetings are held at the OBIA office unless otherwise decided by the Chair presiding over the meeting.
2. Board meets at the call of the Chair, unless otherwise arranged, at least ten (10) times per year.
3. Committees choose their meeting dates and times from meeting to meeting
4. An AGM is held once per year at a place and time to be determined and notified in advance
5. Special General Meetings may be called from time to time with advance notice to the Membership.

D. Attendance

1. Board Members are required to attend and actively participate in Board meetings.
2. Missing three consecutive meetings without notice is grounds for expulsion from the Board.
3. Missing more than five meetings per term with or without notice is grounds for expulsion from the Board.
4. 30 days' written notice and a motion from the Board are required to expel Board Members who fail to meet attendance requirement
5. Board Members are to inform the OBIA office in advance of meetings if they are unable to attend, as well as when they are unable to perform their duties or assigned tasks due to travel, vacation or illness.
6. Monthly meetings will be held with or without a quorum. The Chair, or a designate, will decide if meetings will be cancelled due to lack of a quorum.

E. Expense Guidelines

1. Approval

- i. Upon approval of the annual budget by the Board and Council, the ED or GM has approval to expend funds as identified in detail in the budget.
- ii. Expenses not identified in the budget, must receive Board approval prior to incurring the expense.
- iii. All expenditures must be approved for payment as set out in the Payment Processing Guidelines.

2. Contracts

- i. Where expenses are of a project nature requiring a signed contract, the contract must be signed by not less than two authorized Board signing authorities.

3. Purchasing Policy

- i. Refer to the OBIA Purchasing Policy guidelines

4. Board

- i. Board Members will be reimbursed for mileage and parking fees to attend meetings or business on behalf of the OBIA.
- ii. Board Members assigned advocacy tasks by the Board, will receive reimbursement for meals and travel expenses at the same rate of the ED or GM.
- iii. All other expenses incurred by Board Members must be signed by two (2) Board signing authorities not including the Board Member requesting reimbursement.

5. Payment Processing

- i. The ED or GM signs all payment requests/cheque requisitions/invoices approving account allocations identified on the invoice prior to submitting to the Board for not less than two (2) authorized signatures.
- ii. Payment requests/cheque requisitions/invoices are then copied and prepared for delivery to Town Treasury staff to begin cheque processing.
- iii. Payments are processed using the Town's standard accounts receivable payment policies unless otherwise arranged in advance.
- iv. The Town only accepts the original invoice and receipts for processing (not supporting, or attached documents).
- v. Payments are payable on Town cheques and mailed directly from the Town.
- vi. OBIA staff verifies payment requests have been processed by reviewing the detailed monthly financial reports prepared by the Town.

6. Quotes

- i. Expenses over \$1000 should have a minimum of two quotes prior to purchase.

7. Signing Authorities

- i. The Board will submit the names and signatures of Board Members authorized as signing authorities to the Town.
- ii. All payables require not less than two (2) authorized Board signatures in addition to the ED or GM.
- iii. The Treasurer is the primary signing authority on financial statements/audit reports and any other financial documentation as required by the Town.

F. Operational

1. Board and Committee Protocol

- i. Board and Sub-Committee Members contact their respective Chairs with comments and concerns pertaining to issues arising or items in progress. The Chairs consolidate these discussions; brief the ED or GM and reports at the next Board meeting.
- ii. Individual Board and Committee Members should not be contacting staff directly with specific requests or direction requiring action outside of what has been approved in minutes at Board or Sub-Committee meetings.
- iii. Sub-Committees act in an advisory capacity only and all final decisions are made at the Board level.
- iv. Chairs are responsible for managing meetings, moving the agenda along, reporting at meetings and ensuring action is executed (by staff and others).
- v. Board and Sub-Committee Members are responsible for preparing for, attending and participating at meetings, keeping their comments concise and constructive and volunteering for action items.
- vi. The Board will endeavor to conduct meetings in a time efficient manner.

2. Budget

- i. The budget is developed by the ED or GM in consultation with the Chair and Treasurer.
- ii. Treasurer presents the draft to the Board at the November Board meeting.
- iii. Board approves the final budget in December.
- iv. The budget is presented to the Membership, along with the audited financial statement of the previous year at the AGM in late January or early February.
- v. Upon presentation to the Membership, the budget is submitted to the Town no later than March 1st annually for Council approval.
- vi. Upon Council's approval, the ED or GM is authorized to expend funds in accordance with the budget.
- vii. Recommendations for spending outside the budget or changes to the budget are presented to the Board for approval and include funding options or shifts in account allocation.

3. Changes to Policy or Procedure

- i. Board Members and staff seeking changes to policies and procedures must first obtain a briefing from staff and/or Board on background of subject to clearly understand existing established processes.
- ii. Changes should be developed in consultation with the ED or GM as the primary source of corporate memory for the OBIA.
- iii. Individuals seeking changes must present their recommendations to the Board for full discussion and approval.
- iv. Recommendations must include reason for requesting change and an explanation as to how change will improve existing processes.

4. Code of Conduct

- i. Board and Sub-Committee Members must:
- ii. Be respectful of each other and staff during meetings including arriving on time and not interrupting briefings or speakers.
- iii. Be mindful of guests attending meetings and conduct themselves professionally and efficiently at all times.
- iv. Represent the interests of all Members.
- v. Not use service on this Board for their own personal advantage or for the advantage of friends or supporters.
- vi. Keep confidential information confidential.
- vii. Approach all Board issues with an open mind, prepared to make the best decisions for everyone involved.
- viii. Do nothing to violate the trust of those who elected or appointed them or to those they serve.
- ix. Focus efforts on the directives of the Board, not on personal goals.
- x. Never exercise authority as a Board Member except when acting in a meeting with the full Board or as delegated to do so by the Board.
- xi. Treat staff respectfully and without harassment at all times.
- xii. Failure to abide by OBIA Policies and Procedures may result in removal from the Board or Sub-committee with 30 days' written notice and a majority vote by the Board.

5. Conflict of Interest

- i. Board and Committee Members are obligated to declare a conflict of interest on discussions requiring such declaration and remove themselves accordingly as per the Municipal Conflict of Interest Act.

6. Decorum

- i. Debate must be confined to the question before the Board and avoid personalities.
- ii. Officers of the Board may be referred to by their official titles.
- iii. Board Members are not permitted to disturb the floor by whispering, walking about, texting, emailing or in any other way.

- iv. Any Member of the Board, a Sub-Committee or the Membership may be removed from the remainder of the meeting, including being excluded from voting, if reasonable decorum is not maintained.

7. ED/GM Reporting

- i. The ED/GM informs the Chair of when the ED/GM will be on vacation, ill, worked over-time, etc.
- ii. The ED/GM provides monthly bulleted Administrative and Farmers' Market/Event Reports to the Board as part of the monthly Board meeting.

8. Ex-Officio Members of Boards and Committees

- i. Frequently Boards and sub-committees contain some Members who are Members by virtue of holding a particular other office, and, therefore, are termed ex-officio Members.
- ii. When such a Member ceases to hold the particular other office, his Membership on the Board terminates automatically. As the ex-officio Member is not otherwise under the authority of the OBIA, he has all the privileges, including the right to vote, but none of the obligations of Membership.

9. Media Inquiries

- i. The ED, GM, Chair or designate are the primary contacts for media inquiries.

10. Ombudsman

- i. Pursuant to the Municipal Act, the Town's appointed auditor general, integrity commissioner, or Ombudsman shall investigate accountability issues brought forward by staff or Board and unresolved by the Chair or Executive level to ensure accountability of both staff and Board.

11. Staffing

- i. Refer to the OBIA Personnel Policy

12. Vendors

- i. Whenever possible and within reason, the OBIA will hire services or purchase goods from its Membership before making purchases outside the OBIA.

13. Insurance

- i. Where appropriate, service contractors, event vendors and entertainers are to provide proof of a minimum of \$2,000,000 liability insurance and/or signed insurance waiver in accordance with Town policy.

14. Councillor's Role

- i. The Councillor's role on the Board is to act as a liaison between the Board and Council. A Councillor may be elected as Chair, subject to municipal policy.

15. Compliance

- i. Policies & Procedures will be revised as necessary to remain compliant with governmental legislation, including Town policies and procedures, such as, but not limited to, those affecting finance, human resources, and Local Boards.

OBIA Personnel Policy

The main purpose of this policy is to ensure compatibility with the spirit and intent of related policies of the Town.

The provisions of this Personnel Policy will apply to all employees working for the OBIA. Nothing contained in this Personnel Policy shall relieve the OBIA or its employees from complying with all applicable municipal by-laws, provincial and federal statutes.

A. Conditions of Employment

1. General Conditions

- a. All employees shall adhere to the policies and procedures as set out in this policy.
- b. The Board may at any time amend any employee benefits or contributions to such benefits at its discretion and in conformity with Federal and Provincial statutes.
- c. An employee who drives a vehicle for OBIA business must be in possession of a valid Class 'G' Ontario driver's license.
- d. Under no circumstances may an employee use any OBIA owned vehicle or equipment for any purpose other than OBIA purposes without prior permission.
- e. An employee who drives a private vehicle for OBIA business shall insure the vehicle appropriately, at the cost of the employee in accordance with the Town's insurance policies.
- f. All employees shall adhere to the smoking regulations set out in the Smoke-Free Ontario Act, S.O. 1994, c. 10 as amended and The Corporation of the Town Of Orangeville By-Law Number 36-2012, A By-Law to Regulate and Prohibit Smoking At All Municipally Owned/Operated Public Places.

2. Offers of Employment

- a. A prospective employee will be offered a salary in accordance with the salary range approved for that position.

3. Probationary Period and Process

- a. The Probationary period for new employees is ninety (90) calendar days.

- b. Newly hired employees will be evaluated during the probationary period.
- c. Probationary employees may be terminated in accordance with the Employment Standards Act, 2000, S.O. 2000, c. 41, as amended.

It is understood that the OBIA has the right to modify work schedules in accordance with the provisions of the Employment Standards Act and at such times as it is necessary for the efficient operation of the OBIA.

B. Salary Administration

1. General

- a. The annual rate of pay to any employee shall be in accordance with their salary grade as established by the OBIA.
- b. Rates of pay will be evaluated annually by the Board of the OBIA in October of each year.
- c. Contract salary adjustments will be made as per the employee contract agreement provided employee performance is acceptable to the Board.
- d. Goal and Performance Development Plan reviews will normally occur at least once per year. Individual circumstances may require more frequent reviews.

2. Payday

- a. Pay is issued bi-weekly by the Town on its current payroll schedule.
- b. Timesheets authorized and signed by the ED, GM, or a Board signing authority are required for all part-time employees.
- c. Where payday falls on a designated holiday, the preceding workday will be payday.
- d. Salaried employees will be paid on each payday an amount deemed to be their salary earned up to and including the previous Saturday.

3. Overtime

- a. Salaried employees are not eligible for overtime however they shall be eligible for time off in lieu, on an hour for hour basis, for all hours worked in excess of 35 hours per week. Provision may be made for payment for the overtime, with the approval of the Board. Accumulated time off in lieu of overtime shall be taken the year in which the hours were accumulated unless otherwise approved by the Board.
- b. Hourly employees working in excess of 44 hours in one week will be paid overtime (time and one-half) or be given time off in lieu at the rate of time and one-half in accordance with the Employment Standards Act, 2000 as amended. All overtime must be approved in advance by the Chair, ED or GM.

4. Designated Holidays and Vacation

- a. The Board will approve a vacation schedule, as required, for new or existing employees.

- b. Employees who are required to work on the designated holidays shall receive equal time off with pay at a time mutually agreeable between the employee and the employer.
- c. Each employee will be entitled to a holiday with full pay on any designated holiday which may fall on a working day, provided they work the regularly scheduled shift preceding and following the holiday.
- d. Designated holidays are (or as per the Town):

New Year's Day	Canada Day
Family Day	Civic Holiday
Good Friday	Labour Day
Easter Monday	Thanksgiving Day
Victoria Day	Christmas Day
	Boxing Day

- e. When any designated holiday falls on a Saturday or Sunday and is not proclaimed as being observed on some other day, the normal working day immediately following will be deemed to be the holiday for the purpose of this manual.
- f. When a designated holiday falls on an employee's scheduled day off or during their vacation leave, the employee will receive another day off with pay at a time mutually agreeable to the employee and the OBIA, indicated in writing.
- g. All vacation leave and vacation pay shall be based on a calendar year. For hourly employees, 4% vacation pay is paid out in January of each year.
- h. Vacation leave must be taken in the 12-month period beginning in January and ending in December, in the year in which the vacation is earned, at a mutually agreed upon time arranged between employee and the OBIA.
- i. Standard vacation time for salaried employees is two (2) weeks per calendar year unless otherwise negotiated and approved by the Board. Vacation time for partial year's service will be prorated.
- j. A deferral of vacation leave to the following year may be approved by the Board.
- k. Terminated employees shall have their vacation pay pro-rated based on their entitlement to the date of termination.

5. Absence from Work

- a. Incidental Illness
 - i. Salaried employees will be entitled to nine (9) working days of sick leave for each calendar year.
 - ii. The types of purposes that entitle an employee to receive payment for incidental illness are the following:
 - Illness of the employee;
 - Illness of an immediate family member (son, daughter or spouse);

- Medical appointments for the employee or an immediate family member.
- b. When absent due to illness, each employee shall notify their supervisor within one-half hour of normal starting time on each day of such absence.
- c. A doctor's certificate may be requested by an employee's supervisor or Board at any time.
- d. Leave of Absence
 - i. Any leave of absence will require approval of the Board.
 - ii. At least two (2) weeks' notice should be given before the requested leave of absence unless required due to an emergency. All requests shall be in writing, stating the reason.
- e. Compassionate and Bereavement Leave
 - i. Bereavement leave arising from the death in the immediate family will be granted with pay up to maximum of five (5) normally scheduled working days at the discretion of the Board.
 - ii. Immediate family shall include:
 - Spouse/companion
 - Child
 - Parent-in-law
 - Parent
 - Sibling
 - Sibling-in-law
 - Grandparent
 - Grandchild
- f. Jury Duty/Subpoena Notice
 - i. An employee who is required to serve as a juror or attend quasi-judicial tribunals where subpoenas may be issued will be granted a paid leave of absence.
 - ii. The employee shall be paid one day's pay for the loss of each day of service provided that they report for work when not actually required for jury duty.
 - iii. Upon returning to work the employee will provide proof of absence. The employee will deposit with the OBIA the total compensation including mileage, etc. that they receive for attending.
- g. Inclement Weather
 - i. If the OBIA offices are open, time lost due to inclement weather must be reconciled.
- h. Pregnancy and Parental Leave
 - i. Pregnancy and Parental Leave is granted in accordance with the provisions of the Employment Standards Act, 2000 of Ontario as amended.
 - ii. Eligibility requirements for Pregnancy and/or Parental Leave are those detailed in the Employment Standards Act, 2000 of Ontario, as amended.

- iii. The employee must give the OBIA at least two weeks' written notice of the date the leave will begin and, in the case of Pregnancy Leave, a certificate from a legally qualified medical doctor stating the due date.
- iv. An employee who has been employed by the OBIA for at least 13 weeks and who is the parent of a child is entitled to Parental Leave without pay following:
 - the birth of the child; or
 - The coming of the child into the employee's custody, care and control of for the first time.

C. Convention, Conference, Employment Expenses & Professional Fees

1. Employees authorized to attend a conference or convention will be paid the following allowable expenses:
 - a. Transportation expenses equal to but not exceeding economy air travel will be paid upon presentation of receipts.
 - b. Mileage at the approved Town rate where the employee elects to use his/her motor vehicle for travel, providing the mileage and parking costs do not exceed the economy airfare provided for in (a) above.
 - c. Hotel accommodation, ground transportation, meals (only when not included in conference fees).
 - d. The OBIA will pay one hundred percent (100%) of the cost of registration for an employee attending a Board approved conference or convention.
 - e. Original receipts for all expenses including meals, hotel accommodation, ground transportation etc., must be provided for reimbursement.
 - f. Employees required to use their personal motor vehicles as a condition of employment shall be reimbursed at the same rate as provided by the Town.
2. Full-time employees require using their personal cell phones as part of their position will be reimbursed up to a maximum of \$75 per month, or at a revised rate as approved by the Board, for cell phone usage.

D. Employee/Employer Relations

1. General

Supervision of the ED or GM of the OBIA will be provided by the Chair of the OBIA.
2. Employee Complaint Procedure
 - a. An employee is encouraged to discuss any complaint with their immediate supervisor.
 - b. If an employee is not satisfied with the outcome of such a discussion, the Board should be informed in writing. A decision will be issued in writing to the employee within seven days of the Board meeting immediately following receipt of the complaint.

E. Other

1. Disciplinary Procedure
 - a. All discipline will be meted out, taking into consideration the rules of progressive discipline.
 - b. Any disciplinary action must be authorized by the Board.
 - c. Termination may only occur with the approval of the Board.

2. Protective Equipment
 - a. The OBIA shall provide staff with protective equipment and clothing as may be required to safely perform their duties. The determination as to what constitutes appropriate equipment and/or clothing will be made by the OBIA ED or GM.
 - b. All employees must wear the safety equipment provided for the job.
 - c. The OBIA accepts no responsibility for damage to personal clothing or footwear to any employee.

3. Hiring Practices
 - a. All prospective OBIA employees must be approved by the Board prior to being hired.
 - b. Any person offered employment by the OBIA must fully disclose if he or she is a relative of any Board Member or OBIA employee before accepting the position. For the purpose of this policy, a “relative” is a person’s spouse through marriage, common law, or companion, parent, grandparent, grandchild, child, sister, brother, aunt, uncle, niece, nephew, cousin, or in-law.

4. Insurance Plans
 - a. Upon completion of six months of continuous employment, full time employees may be offered benefits as part of their compensation package. The OBIA and the employee are obligated to pay their assigned portion of the premiums as agreed upon in the employee's contract. Any dispute as to entitlement to benefits is between the employee and the insurer.

OBIA Purchasing Policy

Objective

The main purpose of this policy is to ensure compatibility with the spirit and intent of related policies of the Town.

A. Authority

- a. This policy authorizes the Board and, where applicable and according to the constitution of the OBIA, the ED or GM, to act as the legal purchasing agent.
- b. The ED or GM will monitor adherence to the provisions of this policy and the procedures adopted for its use. Failure to comply with the provisions and the procedures will be reported to the Town Treasurer. Continued non-compliance shall be reported to the Board.

- c. The ED or GM will be responsible for maintaining good vendor relations and for the conduct of all negotiations with vendors subject to the other provisions of this policy. The ED or GM will request assistance if required from the Town prior to the outset of calling tenders and in all matters that require further expertise.
- d. All inquiries regarding materials, prices, services, delivery, terms, conditions and adjustments, are to be conducted by or through the ED or GM.

B. Purchasing Guidelines

Purchase of goods, services or equipment will be made on a competitive basis, in keeping with accepted public purchasing practices of the Town and in accordance with the applicable federal, provincial and municipal laws. Splitting of purchases to avoid any of the purchasing process outlined in this policy is prohibited.

C. Purchasing Processes

Goods or services will be purchased as within the approval of financial transactions of the OBIA Constitution.

D. Leasing

In certain cases, it may be economically advisable to enter into a financing lease to acquire the rights to use capital property and equipment rather than an outright purchase, in which case the OBIA will follow the Municipal Act, Regulation 603/06 and Regulation 403/02.

- a. All lease arrangements must be reviewed by the ED or GM and approved by the Board. The following information is to be received prior to review:
- b. The total amount to be borrowed as compared to the cost of the equipment or capital property.
- c. Disclosure of the interest rate and whether it is a variable or fixed and a copy of the master schedule including a complete schedule of all fixed payments.
- d. How the payments are to be made (monthly, quarterly, yearly).
- e. Administrative fees (credit investigation, registration, billing surcharges, insurance).
- f. Termination penalties.

E. Co-operative Bid Calls

- a. The Board will have the authority to join or participate with other units of government, including Local Boards, commissions and agencies of the Town or the County of Dufferin in co-operative purchasing and bulk buying of goods and services.
- b. Purchases made through this co-operative buying procedure require approval as outlined in this policy and the calling agency's terms and conditions will apply.

1. Specifications:

- a. Where practical, specifications and terms of reference should be considered, where specifications are detailed and may be brand specific, care shall be taken

to ensure potential vendors may provide alternatives in the event an equal or better-proven product or method is available.

- b. The purchase of environmentally-responsible products and services will be considered at all times.

2. Disposal of Surplus:

Where any goods purchased by the OBIA are declared surplus, obsolete or not repairable, it will be reported to Board. Items of limited market value may be disposed of by the ED or GM.

3. Conflict of Interest:

- a. No elected Member or employee of the OBIA may purchase goods or services for personal use through the OBIA.
- b. No elected Member or employee of the OBIA will allow contact with a person, or any officer, employee or agent of the person who has submitted a bid to the OBIA unless the bid call has been awarded.
- c. No elected Member or employee will purchase or offer to purchase on behalf of the OBIA, any goods and/or services, except in accordance with this policy.
- d. No contract or purchase will be divided to avoid requirements of this policy.

4. Legal Claims:

No tender, proposal or quotation will be accepted from any company which has a claim or instituted a legal proceeding against the OBIA or against whom the OBIA has a claim or instituted a legal proceeding with respect to any previous contract, without prior approval by the Board.

5. Administration:

The ED, GM, or the Board will bring forward from time to time, amendments to this policy to update, whether adding new clauses or adjusting those currently in force.

6. Insurance:

Where appropriate, service contractors, event vendors and entertainers are required to provide proof of \$2,000,000 minimum liability insurance coverage and/or signed insurance waivers in accordance with Town policy.