

## MINUTES

### DOWNTOWN WOODSTOCK BUSINESS IMPROVEMENT AREA

#### BOARD OF MANAGEMENT

DATE: Thursday, January 2, 2025 TIME: 8:30 am

LOCATION: First Class First Aid, 30 Metcalf Street

**Present:** Wes Mazur (chair), Eric Boyar, Mickala Day, Sarah Hodgkinson, HollyJo, Councillor Kate Leatherbarrow, Joshua Pember

**Guest:** Duane Kumala-Thomas (Operations Manager), Kerry Baird (Downtown Development Officer), Jeff Bunn (COW – Manager of Legislative Services/Deputy City Clerk), Stephen Miller (Manager of By-law Enforcement)

**Regrets:** TJ McNamara, Jordan Ellis, Santina Somers, Fadel Zabian

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**1) CALL TO ORDER** – 8:34am

**2) ADOPTION OF AGENDA – MOTION:** To adopt the agenda as presented. **MOTION:** To adopt the agenda as presented with change of date and location address. **Moved:** S. Hodgkinson **Seconded:** J. Pember **Carried**

**3) CONFLICT OF INTEREST** - K. Leatherbarrow potential conflict of interest for Item 7, Draft 2025 Budget.

**4) ADOPTION OF MINUTES – MOTION:** To approve the board meeting minutes of December 12, 2024. **Moved:** M. Day **Seconded:** S. Hodgkinson **Carried**

**5) PRESENTATION** – Jeff Bunn, Manager of Legislative Services / Deputy City Clerk – Governance 101 – as circulated. **DISCUSSION:** Chapter 36 revisions were made to align with Municipal Act. **ACTION:** K. Baird to circulate OBIAA Municipal Act Rewrite document as information.

**6) DISCUSSION** – Stephen Miller, Manager of By-law Enforcement

**DISCUSSION:** Mr. Miller outlined his role as Manager of By-law Enforcement including his role by-law revisions based on council's strategic priorities.

Draft sign by-law is rewritten and currently under review to go to council Q1 2025. Includes 3<sup>rd</sup> party signs, billboards, and wall signs.

Property Standards review will be done in Q1 including dilapidation, vacancies, and beautification if aesthetics are able to be included. Currently working on vacant building blitz. 28 properties on list. Was delayed from Q4 2024 due to mail strike.

Working with building department to mitigate pest migration with demolition of buildings.

Provisions for illegal dumping review will be Q2 2025.

Enforcement takes time as a process must be followed. Statutory provisions dictate steps based on offence (parking, property standards, illegal dumping)

**7) DISCUSSION** – Draft 2025 Budget **MOTION:** To approve draft 2025 budget as circulated. **Moved:** J. Pember **Seconded:** Holly J. **Carried (OF NOTE:** K. Leatherbarrow abstained from discussion and voting on this item.) **DISCUSSION:** 2025 budget will allow the BIA to not rely on reserves, maintain existing programming with inflationary costs, increase presence of the BIA and its members. **ACTION:** K. Baird to create a list of levies from other municipalities.

**8) DISCUSSION** – Board vacancy and attendance. **ACTION:** W. Mazur and M. Day to reach out to two interested board members to vet. **ACTION:** K. Baird to include in next e-newsletter a thank you to Steve McGregor for his service to BIA Board. **DISCUSSION:** Reminder of attendance policy.

**9) DISCUSSION** – Next steps for committees based on strategic plan. **ACTION:** Each committee to take 2025 Strategic Planning List and assign goal dates for each item. **ACTION:** Include call for committee members in next e-newsletter.

#### **10) COMMITTEE & TASK FORCE UPDATES**

a) Promotions - Events (Next meeting January 14<sup>th</sup>, 9:30am, 21 Market Street

b) Promotions – Marketing – **DISCUSSION:** HeartFM proposal as circulated. Will be declining proposal. **ACTION:** S. Hodgkinson to relay decision to HeartFM **ACTION:** Marketing committee to allocate advertising budget by media type.

c) Beautification – Meeting to be scheduled. **ACTION:** New chair of committee to be selected at next meeting.

d) Finance

e) Block Captains **ACTION:** Committee to have two or three slides explaining block captain program to recruit block captains at town hall.

#### **11) NEW BUSINESS**

**12) ADJOURNMENT** – 11:07am **Moved:** S. Hodgkinson **Seconded:** K. Leatherbarrow **Carried**



# Mid-Term Governance Training Review

January 2025

Downtown Woodstock BIA Board of Directors

# Legislative Framework

- *Municipal Act, 2001*
  - s. 204-216
    - Formation and Purpose
    - Appointments to the Board
    - Size and composition
    - Funding mechanism (levy) and Budget
    - Administrative details
  - s. 223.2 – Code of Conduct
  - s. 223.3 – Integrity Commissioner
  - s. 223.13 (1) – Ombudsman
  - s. 238 – Procedural By-law
  - s. 270 – adoption of policies (sale and deposition of land, hiring of employees, procurement of goods and services)
  - s. 284.7 – Strong Mayor Powers over Local Boards
- *Municipal Conflict of Interest Act*
- City of Woodstock Municipal Code (Chapter 36)
- Downtown Woodstock BIA By-laws



# Board of Management Roles and Responsibilities

Board Members	Board of Management
<ul style="list-style-type: none"><li>• Attend and actively participate in board meetings.</li><li>• Review and consider materials ahead of meetings to contribute effectively.</li><li>• Engage in meaningful discussions, bring new perspectives, and contribute to informed decision-making.</li><li>• Know the bylaws and constitution</li><li>• Be prepared to make decisions – insist on receiving information in advance</li><li>• Be informed about activities and operations</li><li>• Work collaboratively with other board members and management.</li><li>• Stay informed about changes in the legal, economic, and business environments.</li><li>• Avoid engaging in activities that could lead to a conflict of interest.</li><li>• Declare any potential conflicts as outlined in the Municipal Conflict of Interest Act.</li><li>• Refrain from activities where personal interests could conflict with board responsibilities.</li><li>• Respect confidentiality</li></ul>	<ul style="list-style-type: none"><li>• Develop plans, policies, and managing day-to-day operations.</li><li>• Stewart strategic goal setting and long-term planning.</li><li>• Monitor the organization’s performance against strategic plans and objectives.</li><li>• Assess and advocate for new initiatives.</li><li>• Oversee the organization’s financial activities, ensuring proper management and reporting.</li><li>• Prepare and submit budgets and monitor financial performance.</li><li>• Ensure resources are used appropriately to achieve organizational goals.</li><li>• Undertaking improvements and community events.</li><li>• Represent the BIA in outreach efforts, liaising with community stakeholders.</li><li>• Advocate for and communicate the board’s mission and goals to the public.</li><li>• Foster positive relationships with local government and stakeholders to support the BIA’s interests.</li></ul>



# City of Woodstock

## Roles and Responsibilities

### City Council

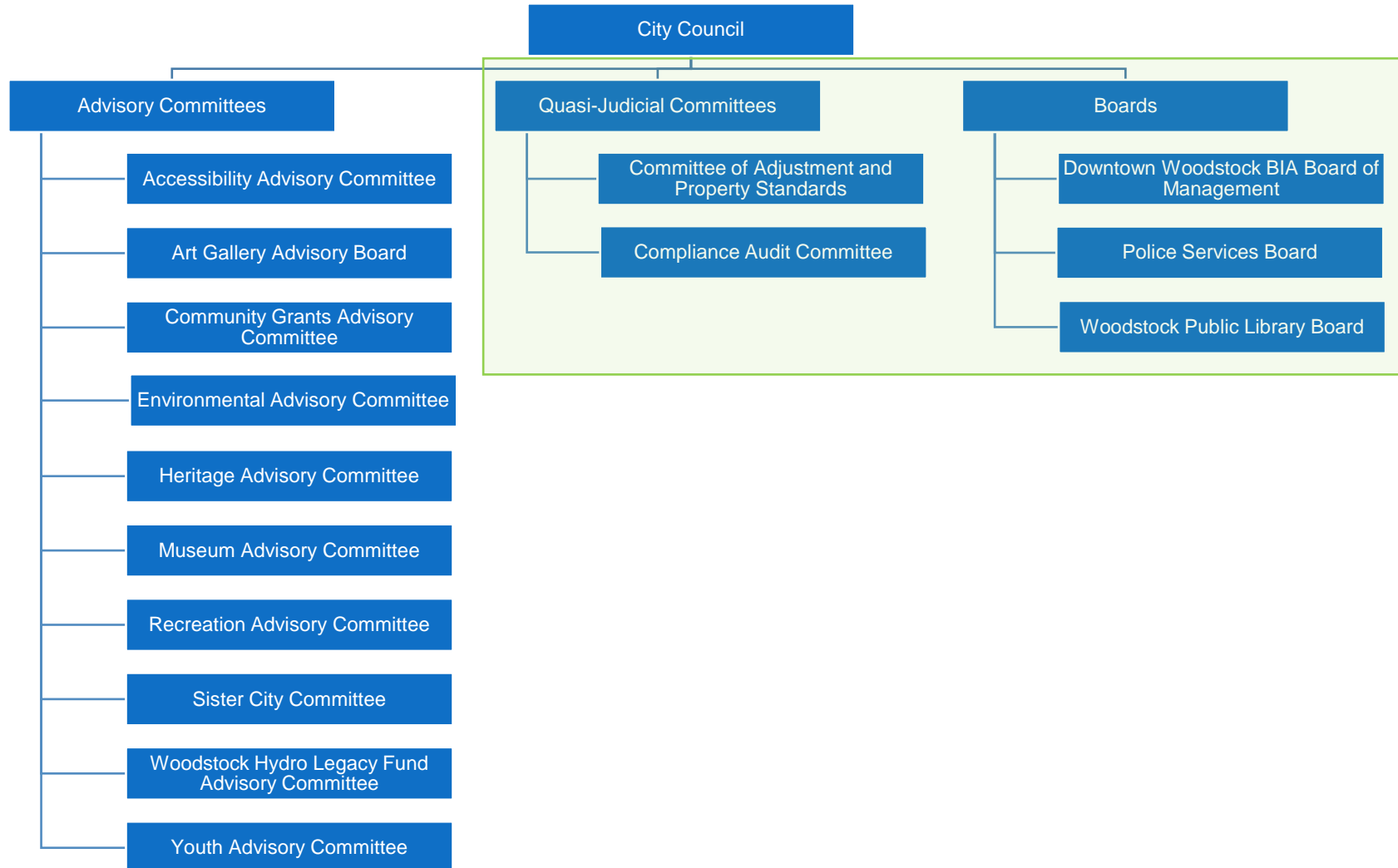
- The municipal council is responsible for the establishment of a BIA through a by-law. This decision follows consultation with the local business community.
- The council provides oversight to ensure the BIA operates within the legislative framework established by the Municipal Act and municipal regulations.
- Authority to appoint members to the BIA Board of Management. This includes reviewing nominations and recommendations for board positions.
- Councils may include a council member on the BIA Board to act as a liaison.
- The municipal council approves the BIA budget, effectively authorizing the levying of special taxes to fund the BIA's projects.
- BIAs report to municipal councils, providing updates on their activities, financial health, and strategic progress.

### City Staff

#### BIA Support

- Subject matter experts with professional experience
- Present staff reports and recommendations
- Provide advice and answer questions on subject matters
- Provide support and guidance to BIAs, helping them align their efforts with the city's strategic priorities and community development plans.
- Collect, code and process invoices and time sheets in accordance with BIA approved budget.
- Provide analysis of the progress of goals and priorities.
- Coordination and execution of all festivals and events, in conjunction with the Board of Management, and with the assistance of the Special Events Subcommittee (advertising, booking of entertainment, hiring of part-time staff, media publicity, etc.).
- Resource to the committee
- Prepare agendas and minutes

# Governance Structure



# Financial Management

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## Funding Sources

- BIA Tax Levy
  - *all who benefit should be required to bear their fair share of the cost of the program*
  - Secure source of funding
- Government Grants
- Public and private fundraising

## In-Kind Support

## Budget Approval Process

- Draft budget prepared by the Board
- Submitted for approval to the general BIA membership
- Final approval by the municipal council



# Strategic Planning and Activities

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## Regular Activities:

- Seasonal promotions and events.
- Maintenance and beautification projects.
- Community engagement initiatives.

## Focus Areas:

- Streetscape improvements (lighting, signage, etc.).
- Marketing and Promotion (events, social media campaigns).
- Advocating for policies benefiting businesses in the area.

# Accountability and Transparency (reporting)

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## Annual Meetings:

- Hold Annual Members Meeting to review financial statements and approve the draft budget.

## Reporting Requirements:

- Submit financial reports to the municipal council.
- Ensure transparency and accountability to members and stakeholders.

# Meeting Procedure Agenda

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- All meetings must follow legislative requirements under the Municipal Act, 2001 and the Procedural By-law
- Agendas provide notice = Legislated requirement
- **Set 1 week before the meeting date**
- Publicly available before the meeting on the BIA's website
- Circulated electronically
- Includes:
  - list of items under consideration
  - reports relating to business on the agenda



# Meeting Procedure

## Debate and Discussion

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- Chair facilitates
- Equal opportunity
  - All members are entitled to take part
- Related to item under consideration and on the floor
- Respectful



# Meeting Procedure

## Motions & Recommendations

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- Recommendations:
  - made by staff in a Report
- Motions:
  - made by a Committee member during the meeting
- All Motions must be:
  - be moved and seconded
  - related to the subject matter



# Meeting Procedure

## Voting

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- Every member has one vote and is required to vote
- Vote by show of hands
- Motions fail on tie votes
- Chair and all members must vote
  - Refusal to vote is a negative vote
- Chair will announce the results of all votes





# Meeting Procedure Minutes

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- *Municipal Act, 2001*, Legislative Requirement
- Parliamentary Style
  - Records actions/decisions of the Board
  - Without note or comment
  - Not a transcript of meeting proceedings
- Electronically distributed to members following the meeting
- Available on the City's website



# Meeting Priorities

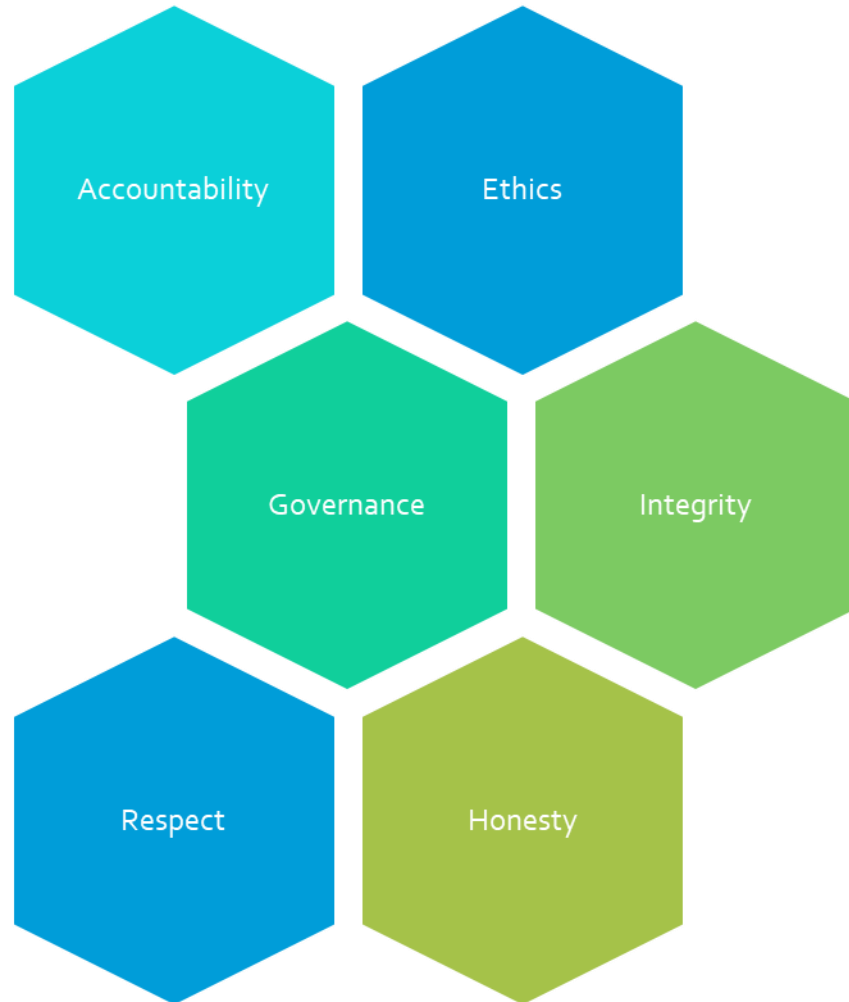
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Our Priority is that meetings are:

- Open and Accessible
- Transparent
- Accountable

# Code of Conduct

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- Legislated Requirement - *Municipal Act, 2001*
- Individual member's responsibility to read, follow and understand
- Integrity Commissioner
- Provide advice to members
- Conduct investigations
- Township staff cannot provide advice

# Overview

## Code of Conduct

Gifts and Benefits	Conflict of Interests	Use of Municipal Property, Services and Other Resources	Work of a Political Nature
Conduct Respecting Current and Prospective Employment	Use of City Technology Resources	Business Relations	Expenses
Representing the City	Encouraging Respect for the City and its By-laws and Policies	Conduct	Harassment
Influence on Staff	Employment of Council Relatives Policy	The role of the Integrity Commissioner	Complaint Process

# Conflict of Interests

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*Where a member, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the council or local board at which the matter is the subject of consideration, the member,*

- a) shall, prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;*
- b) shall not take part in the discussion of, or vote on any question in respect of the matter; and*
- c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.*

- Legislative requirement under the Municipal Conflict of Interest Act
- Declarations must be written and filed with the Municipal Clerk
- Applies to direct or indirect conflicts of interest
- Disclosed before considering the item on the agenda
- Disclosures are recorded in the City Conflict of Interest Registry

**City staff are not permitted to give legal advice or help with respect to determining  
Conflict of Interests**

# Integrity Commissioner

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- John Mascarin, Aird & Berlis LLP
- Provide advice to members
- Conduct investigations



# Questions

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## DOWNTOWN WOODSTOCK BIA BUDGET 2025

<u>Revenue:</u>	<u>Budget 2024</u>	<u>2024 YTD (08/31)</u>	<u>Budget 2025</u>
Interest Earned	\$ 30.00	\$63.62	\$ 50.00
Levy	164,420.00	\$164,420.00	205,525.00
Revenue - Surplus Prior Year			
Revenue - Government Subsidy	-	\$0.00	-
Associate memberships	1,800.00	\$0.00	-
Miscellaneous Revenue	-		-
Revenue - Vendor Sales & Sponsorships	5,000.00	\$0.00	25,000.00
Additional Taxes	-	\$7,486.98	-
Santa House/Ornaments	-	\$0.00	-
Contribution from Bad Debt Reserve	36,233.06	\$0.00	
Contribution from Automation-Reserve	-	\$0.00	-
Contribution from Clean Team Reserve		\$0.00	
Contribution from Beautification/Marketing	23,789.64	\$0.00	
<b>TOTAL REVENUE</b>	<b>\$ 231,272.70</b>	<b>\$ 171,970.60</b>	<b>\$ 230,575.00</b>
<b><u>Expenditures:</u></b>			
Salaries & Wages - Part Time	40,000.00	25,162.50	31,000.00
Salaries - Clean Team	17,500.00	-	25,000.00
Salaries & Wages - Students	-	-	-
Vacation/Stat Pay	4,600.00	2,247.58	2,800.00
C.P.P.	3,934.44	\$1,552.65	2,000.00
E.I.	1,653.13	\$712.84	880.00
Employers Health Tax	1,289.44	\$598.13	720.00
Meetings, Luncheons & Mileage	2,645.00	\$1,540.00	2,090.00
W.S.I.B.	1,950.69	\$996.88	1,200.00
Benefits - Extended Health/Pay in Lieu	1,600.00	\$2,448.47	2,400.00
General Insurance	100.00	\$0.00	100.00
Printing & Office Supplies	500.00	\$211.07	400.00
Subscription & Memberships	3,000.00	\$1,697.65	1,000.00
Advertising & Marketing	8,000.00	\$13,100.21	20,000.00
Conventions & Conferences	1,000.00	\$1,920.42	1,500.00
Publicity & Public Relations	-	\$0.00	-
Telephone	500.00	\$465.41	550.00
Electricity	-	\$0.00	-
Heat	-	\$0.00	-
Beautification	20,000.00	\$7,339.27	30,000.00
Office Rental/Repairs	6,000.00	\$2,544.00	-
Santa House	5,000.00	\$0.00	5,000.00
Promotions/Events	55,000.00	\$61,341.60	50,000.00
Tax Adjustments	7,000.00	\$3,620.62	3,935.00
Shared Service Agreement	50,000.00	\$33,333.35	50,000.00
<b>TOTAL EXPENDITURES</b>	<b>\$ 231,272.70</b>	<b>\$ 160,832.65</b>	<b>\$ 230,575.00</b>