

Downtown Elmira BIA Board Meeting Minutes

Date: Monday, September 9, 2024

Time: 6:30pm

Location: Grill on the Green Restaurant at The Elmira Golf Club, 40 Eldale Rd, Elmira, ON & Virtual on MS Teams

Attendees: John Tsintaris, Dana Costello, Krista McBay, Nathan Cadeau, Tamara Yates, Derek Hughes, Kim Walsh; recording.

Regrets: Amara Pope, and Tamara Yates

Guests: Naide Schnider; Sip and Bite Restaurant

Call to Order – Chair, John Tsintaris at 6:33pm

Land Acknowledgment

Acknowledgement by John T

Delegates

Alex Smyth, Deputy Clerk; Woolwich Township

BIA membership clarification, appointment process, credit card process, legislation/Township procedures. [Ministry of Municipal Affairs BIA Handbook](#)

- Introductions
- Pre-submitted questions:

1) Background on the Rule: There is some confusion about whether the public can assist with BIA activities. For example, Dana's husband installed the Downtown Benches. Currently, we have a situation where a passionate and skilled member of the public wishes to volunteer on the board as a "Non-Voting Member." Her skills and knowledge could significantly impact many of the Board's initiatives. We want to clarify the concerns around non-voting members and whether this is simply about volunteers not holding specific titles, like "Non-Voting Member."

- The Municipal Act sections 204-215 (detailing BIA roles and responsibilities) and the related bylaw were circulated. These documents outline the rules governing BIAs. We will have the opportunity to revise these and submit them to Woolwich Township for approval.
- We may create separate policies (e.g., for St. Jacobs) in the near future.

- If the Municipal Act and our bylaw do not apply to a situation, we will refer to the Township bylaw for guidance. The Township has a specific section related to boards and committees.

Quorum and Voting:

- The Chair can vote in both Board and committee settings.
- Quorum rules are the same for the council and committees. A Township Council member is a voting member and counts towards quorum, which is set at five people.
- We do not have a quorum tonight. Naidi has been nominated as a board member, but her appointment must be approved by the Township before she can participate as a voting member.

Clarifications on Non-Voting Members and Volunteers:

- Per the Municipal Act (Section 204, Subsection 4), members of the BIA must be business owners or tenants within the BIA boundary or represent a business located within it.
- Volunteers who do not meet these criteria can still help but must be cautious about their level of contribution in discussions and decision-making. For example, Amara is involved in social media and marketing but is not a voting member.
- Volunteers from outside the BIA boundary cannot speak or actively participate in board meetings, except at the AGM. However, they can hold advisory or volunteer titles, such as "Marketing Volunteer" or "Marketing Advisor." They can be invited to participate in specific discussions (e.g., marketing) but should only listen during other parts of the meeting.

2) Minimum Number of Board Members Required to Sustain the Board

Board Composition and Quorum:

- The Elmira BIA can have up to 8 board members plus 1 councillor.
- Quorum is set at 5 members, which constitutes a majority. This is required to make decisions.
- While meetings can be held without quorum, no decisions can be made. For example, the nomination of Naida will be postponed to the next meeting due to a lack of quorum.
- It takes a minimum of 3 weeks for the Township to approve and appoint new board members.

Nomination Process:

- Nominations must occur during a formal meeting (in-person or virtual). Group chats cannot be used for this purpose, except when starting a new term at the AGM.

Board Spending on Pre-Approved Budget Items:

- There is a question regarding whether the Board can spend money that was pre-approved earlier in the year. For example, \$7,000 was allocated for Moonlight Madness, and there is now a need to hire a new Santa. While this represents a change, the funds were already approved.
- Alex mentioned that this situation is "grey" and suggested that we wait until the next meeting with quorum to confirm all spending decisions.

Upcoming Bylaw Amendment:

- Alex will be submitting a bylaw amendment in 2 weeks, which will set the minimum number of board members at 4 and the maximum at 8. Alex will confirm once the amendment is approved.

AGM Quorum Requirement:

- There was a question about whether the AGM requires quorum. Alex will follow up with an answer.

3) Quorum Rules (Including Virtual Meetings)

- A majority of members must be present to make decisions.
- For virtual meetings, participants must be visible on screen for their attendance to count toward quorum.

4) Chair Voting Rules

- The Chair is allowed to vote, as per the Municipal Act (Section 406) and Bylaw (Section 112).
- The councillor on the board is also permitted to vote.

5) Options for Policy Changes (Interim Solutions for a Short Board)

- There are limitations with Amara's current role, but we need to discuss options.
- One possibility is for her to serve as "Co-Chair" on a sub-committee. The Board can invite her to participate in a marketing sub-committee, or a formal "Marketing Sub-Committee" can be created.
- Alex will explore whether Amara can have a "Marketing Advisor" role, which could allow her to contribute more during Board meetings.

6) Temporary Policy Changes: Steps and Solutions

- While there are no written rules for temporary policy changes, there are unwritten guidelines and legislative policies we can refer to.
- We currently do not have "Rules of Operations" or a "Terms of Reference," which would be useful to review and establish.
- If major decisions are needed, the Board should work with the Clerk's Office.
- The BIA handbook, though archived, is still a helpful reference, as the Municipal Act has not changed and can be used as a guide.

7) Credit Card Restrictions for BIAs

- The Board has been informed that BIAs cannot have a credit card because they are not allowed to borrow money, as per legal advice, bylaws, and the legislation act.
- However, a Visa/debit card is allowed.
- Kim is to speak with the bank (Fortune) to obtain this Visa/debit feature for the BIA.
- Alternatives include using a personal credit card from a board member or a pre-paid Visa card.
- No borrowing of funds is permitted.

8) Membership Clarification

- It is not permitted for BIA boards to have non-voting members.

Appointment Process

- If someone is interested in joining the board, Kim will email them as soon as possible, cc'ing Tanya so she can send out the application.
- The internal process can be time-consuming. Once a nomination is received, Kim will inform Tanya, and the nomination will be sent to council for approval.
- Council must appoint and pass the motion before the individual can officially join as a board member.

- The next council meeting is on October 22nd, after which the new board member can attend meetings in an official capacity.

Resignation Process

- The Township must receive written resignations, whether via text or email, for record-keeping purposes.
- Alex will include this in the terms of reference.
- Moving forward, resignations should be sent to Kim, who will then forward them to Tanya.

Credit Card Process

- Alex will send Kim the Municipal Act and bylaw in PDF format for reference.

Legislation/Township Procedures

- Alex will assist with BIA board member recruitment, but the decision requires quorum.
- If everyone is in favor of moving forward with recruitment after the October meeting, Kim will send an email to Tanya.

Required Titles and Roles

- Mandatory roles, such as Treasurer, are outlined in the procedure bylaw.
- Alex will send this bylaw to Kim for review.

Summary of Action Items:

- Board Spending: Alex will confirm if the Board can spend pre-approved funds (e.g., \$7,000 for Moonlight Madness) and suggests discussing it at the next meeting with quorum.
- Bylaw Amendment: Alex will submit a bylaw amendment in two weeks to set the minimum board members at 4 and the maximum at 8 and will confirm once approved.
- AGM Quorum: Alex will clarify if quorum is required for the AGM.
- Marketing Advisor Role: Alex will explore the possibility of appointing a “Marketing Advisor.”
- Debit Visa Feature: Kim will speak with the bank (Fortune) to obtain a Visa feature on the BIA debit card.
- Legislation/Township Procedures: Alex will send Kim the Municipal Act and bylaw in PDF format.
- Board Member Recruitment: Alex will assist with the recruitment process, which requires quorum. If everyone agrees at the October meeting, Kim will email Tanya to proceed.
- Mandatory Roles: Alex will send Kim the procedure bylaw to clarify required board roles, such as Treasurer.

Approval of Minutes

Approval of [July 8 meeting minutes](#) - Quorum was not met; approval deferred to the next meeting.

New Business

1. Administration

- Kim - Levy cheque distribution process change
 - now direct deposit instead of a cheque pick up
- Kim - Review [Woolwich Township website](#)
 - board to review and give back any feedback
- John - Welcome new board member
 - Official welcome to Tamara Yates to the Downtown Elmira BIA Board as of August 27th the Council of the Township of Woolwich, considering Report C20-2024
- Nomination: Naide Schnide
 - Quorum was not met; **approval deferred to the next meeting.**

2. Beautification

- Dana - Art Project 2.0 update
 - Grant Secured: Tri-Sisters Consulting gathered input from 72 participants, selecting 10 artists. Installation begins on September 16, 2024.
 - O&V Mural: Mural for the O&V building will be installed in Spring 2025. The artist will meet stakeholders, create panels, and have the community paint them. A facility is needed for three weeks; John's Restaurant (upstairs) is a possible location.
 - Project Announcement: Public announcement to follow Tim Lewis' official statement. Launch expected in mid-late October, with the pieces installed by September 16 but not marketed until then.
 - Erika App: Kim and Dana met with Erika App's president to feature the 21-stop, all-season accessible art walk. It will be added to the marketing budget annually.
 - Event Invitations: Dana will invite Nathan, Mayor Sandy Shantz, and Township reps to the launch at the library.
 - Video Production: The \$5,000 budget will now cover 10 artist videos and a summary video, all for social media. Currently, the project is \$2,251 under budget.
 - Panel Installation: Quotes are needed for panel installation, with funds potentially reallocated for 2025.
 - Website Update: Due to quorum, we need to approve hiring to update our website at \$130 per hour for 5-8 hours. **Approval deferred to next meeting.**
- Dana - Community Seating Area 2025
 - RFP Consideration - Discussion regarding the \$5,000 allocation - without Amara, this decision will need to be postponed. We are hoping to increase the budget to \$15,000 for next year.
 - There have been numerous complaints about the seating area at Mill St. Seating due to direct sun exposure. Possibly use the money to improve this instead... Approval from TD is required to proceed with improvements. **Both items have been tabled for discussion at the next meeting.**
- Dana - Banners
 - Schedule change update

- - Fire department now has a schedule. Kim sends a reminder email. Payment is now only once a year and at the end of the year.
- New 2025 spring banners required
 - Dana reach out to Olivia for a quote on new spring banners with new Elmira BIA logo. Quorum was not met; **approval deferred to the next meeting.**

3. Promotional Events

- John - Elmira BIA Business Owners Social
 - Not in the works this year
- Moonlight Madness (Dec 6, 2024)
 - [Task List](#) - updated. John and Naide agreed to take the lead on this event. Tamara to send us an update next meeting. Dana send email to Krista and John
 - [BIA website](#)
 - [BIA Facebook Event](#)

4. Promotion, Advertising & Marketing

- Krista - Bandstand Market Update
 - Market was a success with approx 30 vendors
 - Train/ bus from St. Jacobs to Elmira was not a success unfortunately
 - Next year hoping marketing manager create an advertising campaign
 - Quorum was not met; **approval for next year's budget deferred to the next meeting.**
- Krista - Faces of Downtown Update
 - **September John T will do it. Krista reach out to John**
- Dana - Hiring a Marketing Manager
 - JD is done
 - Quorum was not met; **approval deferred to the next meeting.**

5. Community Improvement Plan (CIP)

- Dana - update on [grant submissions](#) (deadline Sept 15)
 - Landscape (1), Accessibility (2), Facade (5)
 - Kim send applicants to Derek

Other Business

Township Update (Derek)

- Ec. Dev. role
 - Jenna Morris will be returning mid-September. Both Derek and Jenna will be in this role until December 31st, 2024 so please keep them both in BIA comms. meetings, events etc.
- Business heritage awards / anniversaries - update
 - Last 2 have been tricky due to the Mayor schedule. Possibly next week then will promote to Township and Kim
 - **Derek visit Home Hardware**
- Public parking signs & Employees vs. public parking. Add extra 2 hour parking spots behind Sip n Bite - update
 - Spoke to David and ok with it. Meeting with Jeff and Jared on Friday and will have a better answer.
- Woolwich website
 - If any suggestions, changes ie; pictures, let Derek know

Financials

[Budget Review](#) and [Monthly Transaction](#) Approval

- Quorum was not met; **approval deferred to the next meeting.**
 - Kim reach out to Woolwich Township AP regarding payment received as the Levy amount should have increase 2%

Next Meeting

Monday, October 7, 2024 at 6:30 pm at Grill on the Green Restaurant

Meeting Adjournment at 9:02pm