

Downtown Elmira BIA Board Meeting Minutes

Date: Monday, October 7, 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, Derek Hughes, Jenna Deboer, Naide Schnider, Kim Walsh; recording.

Regrets: Derek Hughes

Guests:

Call to Order – Chair, John Tsintaris at 6:34pm

Land Acknowledgment: Acknowledgement by John T

Delegates: None

Approval of Minutes

Approval of [July 8 meeting minutes](#) & [Sept 2 meeting minutes](#) - John motioned, Dana second.
All in favour. Motion carried.

New Business

1. Administration

- Dana - Debit card update
 - BIA's cannot have a "loan" ie; credit card however this is beneficial for purchases like Moonlight Madness, etc. so we now have a debit card.
 - Kim to pick up from John T.
- John - Committee update
 - Tamara has resigned as of October 4th.
- Membership Clarification update from [Sept 7th, 2024 meeting](#) at end of this document
- Nathan - Quorum update
 - Below confirms number of board members, we need 3 to make quorum

[On page 58 in the document it has the report.](#) The bylaw follows.

For your convenience, here is the report we approved:

Clerks Services Memo

To: Council

From: Alex Smyth, Deputy Clerk

Subject: Downtown Elmira Business Improvement Area By-law Amendment

eDocs or File ID: DM#127863

Meeting Date: September 24, 2024

Recommendation:

That the Council of the Township of Woolwich, considering a 2024 by-law amendment for the Downtown Elmira Business Improvement Area (BIA) By-law regarding maximum and minimum membership on the board, pass the by-law amendment attached to this memo.

Background:

In July 2024, staff became aware of multiple vacancies on the Downtown Elmira BIA Board resulting in a fall in the membership from seven members to three. The current bylaw, 18-1980, as amended, allows for eight members on the board. This change in membership, along with difficulties in recruiting new members, proposed challenges in meeting quorum for board meetings and therefore, being able to further the business of the board.

Comments:

Several committees and boards of Council have a maximum and minimum number of members in their establishing by-laws or terms of reference, including the St. Jacobs BIA by-law. This is an especially useful tool when recruitment efforts are not met and/or memberships are low or fluctuating from term to term, as quorum changes based on the current membership, rather than the membership prescribed by the by-law or terms of reference.

With eight members, as indicated in the Downtown Elmira BIA by-law, quorum is five members. The Downtown Elmira BIA Board currently has 4 members appointed and one councillor appointed, totalling five members. This means that currently, each board member must attend every meeting for any decisions to be made and for the BIA's work to progress.

With the proposed by-law amendment, the Downtown Elmira BIA Board membership will be a minimum of four to a maximum of eight members. With the current membership being five, quorum would change to three members needing to attend a meeting to continue the business of the board.

By establishing minimum and maximum number of members, there will be more flexibility for the board members and their ability to continue the great work they do in the downtown core of Elmira will not be negatively impacted.

Conclusion:

Staff recommend that Council pass the attached by-law to amend the minimum and maximum number of board members for the Downtown Elmira BIA Board.

Attachments:

[1. Downtown Elmira Business Improvement Area By-law Amendment](#)

2. Beautification

- Dana - Art Project 2.0 update
 - Website Update:
 - Due to the lack of quorum at the last meeting, approval is needed to hire someone to update the website at a rate of \$130 per hour for 5-8 hours.
 - Tim Lewis will be announcing the art project this Saturday at 11:00 AM. All are invited to attend.
 - It includes a 1 km walk featuring 20 installations, downloadable app (Toureka) and an updated map.
 - Campaigns are planned on Facebook, a travel magazine, Toureka, and the Observer.
 - Krista will reach out to her contact in Spring 2025 regarding train collaboration.
 - May 2025 a mural still needs to be completed.
 - Dana connect with John T about potential locations on his building.
 - Planning is underway to invite the Art Project Steering Committee and the BIA Board to discuss a concept for the mural.
- Dana - Community Seating Area 2025
 - RFP Consideration
 - Allocation of \$5,000 with a proposed \$15,000 increase for the next year.
 - Decision was postponed last meeting due to Amara's absence.
 - There is a possibility of not supporting this initiative due to the board's current capacity.
 - The Township may offer an opportunity for a community seating area as part of its downtown redevelopment plan, though this is still years away.
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 - Mill St. Seating
 - Naide suggested Mill St. as an ideal location for a seating area due to its central position downtown.
 - **Cons:** Lack of shade in the summer, need for someone to manage the setup and storage each year, responsibility for emptying garbage, and potential noise issues.
 - Consideration of permanent elements such as a pergola is suggested.
 - Council has not discussed any upgrades to the Bandstand. Pricing, quotes, and ideas will be reviewed at the next meeting.
 - Dana speak with Amara
 - New 2025 spring banners required
 - New spring banners for 2025 are required; this needs to be approved as there was no quorum at the last meeting.
 - No discussion - circle back next meeting

3. Promotional Events

- John, Krista, and Naide - Moonlight Madness (Dec 6, 2024)
 - [Task List](#)
 - [BIA website](#)
 - [BIA Facebook Event](#)
 - Action Items Discussed:
 - John - Ice sculpture is underway - to confirm.
 - John - get official quote for AV system
 - John, Naide and Krista meet to go over the task list.
 - Naide - Reach out to her contact at Kiwanis re; Santa
 - Dana - created the 2024 poster - need items finalized before it gets posts, hanged in business windows
 - Dana - create a teaser for social media for Kim to post
- Note; most popular station is the taffy

4. Promotion, Advertising & Marketing

- Krista - Bandstand Market Advertising Campaign
 - Due to the lack of quorum at the last meeting, the approval to hire a marketing manager for next year is pending.
 - Next year's campaign will extend through Labor Day, based on positive feedback from participants who enjoyed the event and wished it lasted longer.
 - There is currently \$1,000 allocated in the budget.
 - The train station and Kiwanis bus service from the train to the market saw record ridership this year, with 72 people on one ride at 1 PM. While this is promising, there's a need for more options for locals. Krista noted that this issue isn't directly related to Elmira BIA but benefits downtown Elmira.
 - Krista will send an email to Nathan/Jenna regarding this matter.
- Krista - Faces of Downtown Update
 - Krista and John will meet
- Dana - Hiring a Marketing Manager
 - Due to no quorum last meeting, we need to approve
 - A marketing manager would help create and manage a marketing plan/schedule for initiatives such as the art project, seating area, Bandstand Market, website, events, etc., addressing the board's limited capacity.
 - [Marketing JD](#) has been completed. Imperative they attend all monthly BIA meetings
 - So far, \$3,500 has been spent out of a \$7,000 budget, and a new budget for 2025 needs to be developed.
 - Dana motioned, John seconded. All in favour. Motion carried.

5. Community Improvement Plan (CIP)

- Dana & Nathan - update on grant submissions
 - Applications closed on September 15th, and the data has been forwarded to Derek. The steering committee will determine the available funds by the end of next week.
 - Future capacity is a concern; there is a possibility of reducing it to one stream next year instead of the three streams offered this year.
 - Circle back during budget session
 - Dana send a presentation to Jenna, requesting the Township to consider taking over the management of the CIP.

Other Business

- John - Board Members
 - John hopes the Township can assist in recruiting new board members. According to Nathan, they can promote this via the newspaper.
 - Jenna will explore possibilities for promoting board recruitment on the Township's social media.
- Business Updates
 - A jewelry store is closing due to mental health concerns following a recent break-in.
 - Diar Sweets has closed, and a new coffee shop will be opening in its place.
 - The LCBO building has been sold, but the new owner is not yet known.
 - Krista and John will send a gift basket to the owners of the coffee shop where Diar Sweets was.
 - Jenna will update the board once more information is available.
- Dana - Amara
 - She would be great as a co-chair for marketing sub-committee or be "Marketing Advisor"
 - Dana bring back

Township Update (Derek)

- Business heritage awards / anniversaries - update
 - No discussion. Circle back.
- Public parking signs & Employees vs. public parking. Add extra 2 hour parking spots behind Sip n Bite - update
 - Discussion on the differentiation between employee and public parking, with a proposal to add additional 2-hour parking spots behind Sip n Bite.
 - The board has requested a broader parking solution beyond this specific area.
 - Jenna will follow up at the next meeting
- Nov 14-24th, 2024 [Taste the CountrySide](#)
 - Derek is coordinating this event. Restaurants interested in participating, with Township support for marketing, should contact Jenna.
- Municipal Accommodation Tax
 - A tax is being considered, with drafting set for winter/spring, to help fund hotel development across the Waterloo region (4%). Revenue will be allocated to support tourism, and a comprehensive strategy will be developed.
 - Jenna will explore adding the Bandstand Market to the tourism strategy.

Financials

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

- Krista motioned. Naide second. All in favour. Motion carried.
 - Discuss Kim's wage next meeting
- Nathan - budget happening in January 2025 for CIP streams and greenery. Nathan reach out to Alex
 - Nathan ask Alex when the 2025 budget is happening and if we can present in December
 - Dana - process on spending \$ for MM.
 - If the board needs to spend funds, an email should be sent to Kim specifying the purpose and the budget category (be as detailed as possible).

Next Meeting

Monday, November 4, 2024 at 6:30 pm at Grill on the Green Restaurant

Meeting Adjournment at 8:29pm

BIA Membership Clarification/Process action items answered:

- 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. Any decision, whether there has been pre-approval of funds or not, cannot be made without quorum. Any decision that moves the business of the board forward, cannot be made without quorum. My suggestions of how to deal with decisions when quorum is not met are:
 1. Adjourn the meeting right away if there's no quorum and won't be for the entire meeting, and defer all agenda items to the next meeting.
 2. If quorum will be met later in the meeting because 1 member will be late, defer decisions until the member has joined, provided no one has left and quorum is met.
 3. Make a list of all decisions the board wants to make at the meeting without quorum, no action on the "decisions" should be made in between meetings, at the very next meeting (provided there is quorum), have an "approval of decisions from the last meeting" (I would suggest attaching a document with a list of those items to the agenda) and continue on with the rest of the meeting.
- 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. Complete – Tanya has provided you with the by-law amendment.
- AGM Quorum: Alex will clarify if quorum is required for the AGM. Quorum is required, however, according to Roberts Rules of Orders, a majority of those "registered" to attend an AGM must be present at the AGM. I would suggest using a calendar invite system, and take your "registration" from those who say they will attend the AGM. Which will likely be board members only. Let me know if you need any further clarification on this.
- Marketing Advisor Role: Alex will explore the possibility of appointing a "Marketing Advisor." I have not seen anything in the Municipal Act or the Procedural By-law or Elmira BIA establishing by-law that would prevent the BIA from having a Marketing Advisor volunteer with the committee. Again, I will stress a few things:
 1. A Marketing Advisor is not appointed.
 2. A Marketing Advisor is not a board member (voting or not).
 3. The Marketing Advisor cannot participate and influence decisions at board meetings over and above the marketing advice they give (ie. should not be participating in discussions or offering advice about anything unrelated to marketing).
- 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. [See attached](#). Only a PDF of the sections pertaining to BIAs in the Municipal Act are attached. It was too big of a file to send the entire Act as a PDF. Here is a link to the online version if the full act is desired:
<https://www.ontario.ca/laws/statute/01m25#top>

- **Mandatory Roles:** Alex will send Kim the procedure bylaw to clarify required board roles, such as Treasurer. See attached. The only “mandatory” role in the Municipal Act and the Township’s procedural by-law is the chair – however, the chair does not have to be one person, it can rotate through the board members. If that’s what a board wants to do, they just need to establish a schedule so everyone is on the same page. While a treasurer is not a mandatory or required role, it would be a beneficial thing to establish one, especially when a board has a budget they are responsible for. Can I ask for some clarification on this – **why is the board asking about whether roles are mandatory or not?** Is there more information I can provide to the board about roles on a board of council? Context here might be able to help provide better/clearer information. If I recall, this was asked towards the end of my time at the meeting, and there wasn’t a lot of context provided at the time.