



Governance Policy
Guide
September 2022

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BIA Governance Policy Guide – Sept. 2022

1 PURPOSE OF THIS POLICY

The purpose of the Old Town Kemptville Business Improvement Area (BIA) Governance Policy Guide is to provide direction to the Board of Management, staff and volunteers on the internal functioning of the organization.

2 CORPORATE ENDS

2.1 General Board of Management Directive

The Old Town Kemptville Business Improvement Area Board of Management operates as a Strategic Board and as such, provides strategic direction to staff and volunteers who execute the policies and objectives set by the Board through the BIA's annual Business Plan, Strategic Plan and through staff work plans for special projects related to programming. Board of Management Directors are also expected to act as volunteers in support of programming projects.

2.2 Companion Documents

Companion documents to this Governance Policy are:

- 1) BIA By-Law;
- 2) Annual Business Plan;
- 3) Strategic Plan;
- 4) Accountability Frameworks for each Director role;
- 5) BIA Committee Terms of Reference;
- 6) Human Resource Policy
- 7) Code of Conduct;
- 8) Workplace Violence and Harassment Policy;
- 9) Procurement Policy;
- 10) Diversity, Inclusivity and Equality Policy;

Support documents include Robert's Rules of Order and the latest Annual Report. The latest versions of these documents are made available to all Board members as part of their Governance Information Package or upon request.

2.3 Official Status

The Old Town Kemptville Business Improvement Area (OTK BIA) is a duly constituted committee of the North Grenville Municipal Council. Members of the OTK BIA are all those who pay a levy either directly or through a rent payment or lease to the municipality as stated in the By-laws.

3 BOARD OF MANAGEMENT OPERATIONS

3.1 Board Roles and Responsibilities

3.1.1 General Duties

The Board of Management is accountable for directing the organization and protecting member interests by:

- Providing strategic direction to the organization;
- Engaging in economic development efforts;
- Ensuring the effective performance of staff and volunteers;
- Making decisions in the best interests of the members, collectively.
- Helping to create the conditions for businesses to be successful within the BIA footprint.
- Fostering positive relationships with members and community partners.
- Cultivating the Old Town Kemptville BIA footprint to become the premier commercial area and community hub in North Grenville.
- Providing leadership and advocacy on key issues impacting members and stakeholders.

3.1.2 Specific Duties

To achieve these results, the Board of Management will:

- Ensure compliance with legal responsibilities and due diligence as set out by the Municipality and the Province of Ontario;
- Ensure adequate controls are in place to manage risks and financial resources;
- Assign roles and responsibilities and delegation of authority to Board of Management members and its Executive Committee;
- Ensure communications with key stakeholders and partners, including other associations with like objectives for the downtown area;
- Approve all financial expenditures in excess of \$50 as outlined in the Procurement Policy;
- Provide direction for the development and publication of the Annual Business Plan including a vision, strategic directions and goals and monitor and report on the implementation of the Business Plan.

3.1.3 Annual Report

The Board of Management will provide an Annual Report on its activities and financial operations by the end of November at the Annual General Meeting and before the end of the fiscal year. The Executive Committee will prepare all required materials and reports for Board approval.

3.2 Director Accountabilities

3.2.1 Director Roles and Accountabilities

Directors on the Board of Management:

- Must actively seek to understand the role and functions of the BIA and the municipal context within which it operates;
- Must provide experience and expertise to the BIA by participating fully in Board discussions and decision-making;
- Must attend Board meetings and conference calls as requested by the Chair and Vice-Chair;
- Must prepare for meetings by reading all pre-meeting materials;
- Must be a member of at least one of the standing committees;
- Must actively participate in the work of committees;
- Must support Board decisions outside of Board meetings;
- Must function within Board approved policy;
- Must maintain effective interpersonal relationships with other Board members;
- Must function in an ethical manner and ensure compliance with legal responsibilities and due diligence;
- Must ensure compliance with and execution of the specific duties of the Board; and
- Must establish individual roles for Board members based on expertise and experience.

3.2.2 External Communication

The Chair, Vice-Chair and Executive Director are authorized to speak on behalf of the BIA on general matters pertaining to the BIA. Other Board members may be authorized to speak on behalf of the BIA Board for projects in which they become involved. All external communications involving funders and partner organizations shall abide by the communication policies as mutually agreed upon by the BIA and the other parties involved.

3.2.3 Conflict and Disclosure of Interest

Each Director must practice ethical behaviour and disclose at all times, real, potential, or apparent conflicts of interest of which he/she is aware. A Director is in conflict if the Director, or a person closely related to him/her could personally, financially or politically benefit from a BIA decision or when private interests conflict with public duties as a Director. When a conflict of interest has been declared, all parties involved shall abstain from all future discussions and votes on the topic at issue. A Director's absence or abstention from the discussions in the case of a conflict of interest shall be recorded in the official minutes of the meeting for the purposes of transparency and due diligence.

3.2.4 Director Discipline

The Board will support each Director in providing leadership to the BIA. When individual Directors do not meet the shared expectations of the Board of Management, steps will be taken as follows:

- a) On a first incident of non-performance, the Chair or Vice-Chair will speak to the person and provide a written statement of concern. This letter is to be copied to the Board.
- b) On a second incident of non-performance, the Chair or Vice-Chair will bring the matter to a Board discussion in closed session. The Board, in discussion with the Director in question when possible, will determine next steps.
- c) A Director that refuses to comply with the expectations and directives of the Board may be removed from the Board by a 75% majority decision of the remaining Board of Management members who are present at the time of the vote during a Board of Management Meeting. This majority decision must be ratified by Municipal Council, who collectively have the final authority.

3.2.5 Director Eligibility and Election

The Board of Management will communicate to members, who elect the Directors, the requirements and expectations of Directors before the Annual General Meeting. In general, potential Directors will:

- be current members of the BIA or other individuals appointed to the Board by Council;
- have experience or knowledge of business management or the BIA itself;
- be able to speak on behalf of the business they represent as well as having an interest in the advancement of Old Town Kemptville as a whole; and
- be considered by their peers and colleagues as a credible representative.

Specific requirements and expectations are contained in the Director Accountability Framework.

Vacant positions on the Board of Management shall be elected at the Annual General Meeting in accordance with BIA By-Laws, which require approval by Municipal Council. When a vacancy takes place, the Board of Management may recruit and recommend replacements, as long as such replacements are reported to and approved by the North Grenville Municipal Council. This recruit does not need to be a member of the BIA and can be appointed from outside the footprint of the BIA.

3.2.6 Board of Management Executive Eligibility and Election

As per the BIA By-Law, the Board of Management elects the Executive, (i.e. the Chair, Vice Chair, Secretary and Treasurer) as soon as possible after Directors are appointed. Only Directors on the Board of Management are eligible to be elected to Executive positions and only Board of Management Directors are eligible to vote for and elect the Executive. The election process will be as follows:

- a) The Chair will declare the current Executive Committee vacant and will ask a third-party Scrutineer to lead the election process. Unless otherwise arranged, the Scrutineer will be the Municipal staff representative to the Old Town Kemptville BIA.
- b) The Scrutineer will provide a brief instruction on the process of the election to ensure clarity.
- c) The Scrutineer will request nominations for the position of Chair. Each nomination will come in the form of a Board of Management Director nominating and another seconding the nomination. If there is more than one nomination, a vote will be conducted by a secret ballot and a winner declared. If not, the person nominated will be acclaimed in the position of Chair.
- d) The Scrutineer will then request nominations for the positions of Vice Chair, Secretary and Treasurer, in that order, and follow the same process as for the Chair.
- e) Once all positions have been filled, the Scrutineer will turn the meeting over to the newly elected Chair of the Board of Management.
- f) The term of the Board of Management lasts for up to four years and coincides with the term of Municipal Council.

3.2.7 Orientation of New Directors

Before their second Board meeting, any new Directors on the Board of Management will receive an information package and orientation in the BIA's operations. New directors must also agree to read and sign all relevant Human Resource and Organizational policies including but not limited to;

1. BIA By-Law;
2. Annual Business Plan;
3. Strategic Plan;
4. Accountability Frameworks for each Director role;
5. BIA Committee Terms of Reference;
6. Human Resource Policy
7. Code of Conduct;

8. Workplace Violence and Harassment Policy;
9. Procurement Policy;
10. Diversity, Inclusivity and Equality Policy;

3.2.8 Director Attendance at Meetings and Quorum

Any Director who is unable to attend a meeting of the Board of Management will notify the Chair and the Executive Director of his/her intended absence not less than 1 day prior to the meeting except in the case of special circumstances, such as sudden illness or family crisis. As per the BIA By-Law, quorum is a majority of Directors.

All directors are expected to attend a minimum of ten of the twelve regularly scheduled monthly meetings including the Annual General Meeting. Failure to attend ten meetings may result in disciplinary action up to removal from the Board.

A director may request a leave of absence in writing for up to 90 consecutive days in a calendar year for which approval of the Board of Management would be required.

3.2.9 Conference and Event Attendance

The BIA will reimburse Directors for conference and event costs if attending at the request of the Board. Conference attendance will be evaluated on a case-by-case basis by the Chair and Treasurer, as delegated by the Board. The decision of whom and how many Directors will attend will be based on the nature of the event, costs and available budget and upon submission of a brief written request by interested Directors. Upon completion, Directors are required to submit a brief report on conference and event activities.

3.2.10 Decision Process

Decisions made by the Board require a simple majority vote, except where otherwise specified in the By-Laws. While the aim of the Board is to have consensus whenever possible, a vote will be taken to make the decisions visible, clear and legal. The Chair of the Board votes only to break a tie vote. Once a vote is taken and a motion adopted, Directors on the Board of Management are expected to support the outcome publicly.

3.2.11 Agenda Preparation

The Secretary of the Board will circulate an agenda for review seven days in advance of Board meetings. This function may be delegated to a member of the Board, staff person or volunteer. Any Director wishing an item to be placed on the agenda will notify the Chair a minimum of five working days prior to the meeting.

3.2.12 Agenda & Minutes Approval

Amendment and approval of the agenda and the minutes of the previous meeting will be the first two items at every meeting after the motion to open the meeting.

3.2.13 Decision-Making

Decisions will not generally be made on the day a topic or issue is introduced to the Board, unless an urgent need requires immediate decision making. The Executive Committee of the Board will determine whether a topic or issue is of sufficient importance to classify it as urgent.

3.2.14 Meetings

While other Board meetings will be called according to the needs of the BIA, the following Board meetings are mandatory for Directors:

- Annual General Meeting (AGM) (November): Purpose: expanded membership meeting, idea gathering, options and opportunities generation.
- Business Planning (December): Purpose: finalization of the Annual Report, Business Plan and Budget for the following year. It is expected that Directors will attend a minimum of 80% of the remaining Board Meetings, held typically on a monthly basis.
- Strategic Planning: Purpose: creation of the overall strategic plan that will provide direction, set goals & objectives that the BIA will undertake for a specified period of time.

3.2.15 Support Materials

Directors will be provided with adequate background information on agenda items at least seven days in advance for all meetings. Documents will be provided-electronically.

3.2.16 Meeting Conduct and Minutes

The Chair of the Board will request a volunteer or appoint the most appropriate person as Recording Secretary to take minutes during Board meetings. The Secretary...

- Minutes for all Board meetings will include the date and location of the meeting, a list of attendees and a record of all decisions made at the Board meeting.
- Once the minutes are approved by those in attendance at the subsequent meeting, a copy will be submitted to the Clerk and be posted on the municipal website. Any information deemed confidential by the Board will be referenced by document numbers and records will be maintained by the Secretary of the Board. A meeting or part of a meeting of the BIA may be closed to the public, often referred to as a “closed session” only in accordance with Section 239 of the Municipal Act.
- Draft minutes and approved minutes are submitted to the Municipality and will be circulated to the membership upon request. In addition to the minutes, a summary of Board activities and other news will be provided to the membership and to key stakeholders via a periodic newsletter.
- Motions passed during the Annual General Meeting will be written and moved by a Director and seconded by another director and then recorded by the secretary. Motions for regular Board of Management meetings will be written and moved by a director, then seconded by another director and then recorded by the Secretary. These motions will also be reflected in the minutes of the meeting.
- Guests and resource persons are welcome at Board or Committee Meetings as ex officio members and with the permission of the Chair and Vice-Chair. Ex officio members have no voting privileges. At any time during a meeting, a Director may request that a visitor be asked to leave the meeting room if the discussion to ensue is intended to be confidential or “in closed session”. Notwithstanding the above, all meetings of the Board of Management will be open to the public subject to Section 239 of the Municipal Act.
- Non-board members including guests, advisers, media, residents and resource persons are not entitled to speak as part of the meeting. The Chair may allow a non-board member to speak as part of making a presentation or as part of the agenda. There will be a period for questions for non-board members as part of the agenda.

- Members attending meetings shall follow Roberts Rules of Order at all times. Disruptive behaviour (such as speaking without permission from the Chair) by an individual may be dealt with by a request to leave the meeting physically or the individual may be removed virtually.

3.3 Authority and Accountabilities of the Executive Positions

3.3.1 Chair

The Chair of the Board of Management will:

- Be accountable to the Board of Management (Board) as a whole;
- Provide leadership to the Board;
- Act as public spokesperson for the Board, unless another person is appointed to this function by the Board of Management;
- Convene regularly scheduled Board of Management meetings;
- Preside or arrange for other officers to preside in the following order: Vice-Chair, Secretary, Treasurer; • act as the regular communication link between the Board and any staff members;
- Meet with the Executive Committee and staff prior to Board meetings to discuss any issues that may need to be presented at the Board meeting;
- Monitor Committee progress to ensure that the Board's delegated intentions are achieved; ensure that the Board's Business Plan and policies are reviewed and revised annually as required;
- Promote the BIA and its activities within the Municipality and in other meetings where municipal issues are being discussed; and
- Initiate Director discipline as outlined in this Governance Policy Guide.

3.3.2 Vice-Chair

The Vice-Chair of the Board will:

- Perform the functions of the Chair in the Chair's absence or at the request of the Chair;
- Meet with the Chair and Executive prior to Board meetings to discuss any issues that may need to be presented at the Board meeting;
- Assist in the assessment of the performance of staff on an ongoing basis and annually;
- Provide leadership in the assessment of overall Board performance and of the performance of individual Directors; and
- Assist the Chair with other Board duties as requested or required.
- Maintain an active role on the Executive Committee.

3.3.3 Secretary

The Secretary will:

- Prepare the draft agenda for meetings, in consultation with the Executive Director and members of the Executive Committee;
- Ensure that the minutes of Board meetings are recorded;
- Record the minutes of closed sessions of the Board;
- Ensure that draft minutes of Board meetings are distributed to Board members within 3 working days of each meeting;
- Ensure that copies of minutes and corporate records are maintained and secured in the BIA office;
- Ensure that corporate reporting is completed as required;
- Ensure that current addresses are maintained for all members and Directors; and

- Chair the Board of Management nominations function for the BIA. What does this mean? The election procedures refer to the municipal staff member carrying out the elections including calling for nominations.
- Maintain an active role on the Executive Committee.

3.3.4 Treasurer

The Treasurer will:

- Initiate discussion on the following year's budget;
- Ensure that the financial reports of the BIA are provided to Directors in the format and frequency requested;
- Ensure that the financial reports can be fully explained at the Board or membership meeting; and
- Chair the Audit and Finance Committee for the BIA's annual audit.
- Maintain an active role on the Executive Committee.

3.4 Board Committees

The purpose of all committees of the Board is to research required information so the Board can make an informed decision on such matters delegated to the committee.

The Standing Committees of the Board of Management are: the Executive Committee, Programming & Marketing Committee and the Audit and Finance Committee. Other Ad Hoc committees may be formed according to the needs of the BIA.

All Committees are chaired by a Director on the Board of Management and members are recruited from the BIA membership. Committee members may also be recruited from outside the BIA membership.

3.4.1 Standing Committees

Executive Committee:

The BIA will have an Executive Committee composed of the Chair, Vice-Chair, Secretary and Treasurer. It is at the discretion of the Executive Committee to involve other members or resources as required. The role of this Committee is to serve as a resource group for the Board and staff as well as a clearing house for issues to be referred to the Board of Management. The Executive Committee will also act in a Human Resources capacity to carry out any screening, interviewing, evaluating and managing of potential and existing staff and contractors. The Executive Committee may ask staff members and other guests to attend Executive Committee meetings as a resource. The Chair of the Executive Committee is the Chair of the Board of Management. The Vice-Chair of the Executive Committee is the Vice Chair of the Board of Management. The Executive Committee may also act as the Finance and Audit Committee with the Treasurer assuming the role and responsibilities of Chair.

Marketing & Programming Committee:

The BIA will have a Marketing & Programming Committee, whose mission is to make the Old Town BIA and its operation more widely known, promote & protect the branding of the BIA, engage in economic development, encourage residential intensification and attract investment to locate in the BIA footprint and greater downtown area. This committee is also charged with the operation of programming projects

for the BIA, including events, promotions and other BIA projects & activities. This Committee may also provide assistance to other events and activities taking place in North Grenville that furthers the interests of the BIA or supports one of our community partners. The Marketing Committee may ask staff members or other guests to attend Committee meetings in a resource role.

Audit and Finance Committee:

The BIA will have an Audit and Finance Committee composed of the Treasurer and two other Board members. The role of this committee is to ensure the financial due diligence of the BIA. The Board of Management Financial Advisor as well as the Executive Director will sit on the Audit and Finance Committee in an ex officio capacity and as resources to the Committee. The Executive Committee may also act as the Finance and Audit Committee with the Treasurer assuming the role and responsibilities of Chair.

3.4.2 Committee Chair

The Chair of each Board Committee will:

- Chair each meeting of the Committee. If the Chair cannot attend a meeting, the Vice Chair will Chair the meeting in their absence;
- Ensure that an agenda is created for each meeting of the Committee meetings;
- Ensure that minutes or notes for each meeting are taken;
- Ensure that any successful motions providing direction to staff, requesting money to be spent or other requests requiring the approval of the Board of Management are recorded and submitted to the Board of Management for review;
- Provide leadership to the Committee;
- Ensure that the Committee accomplishes its delegated tasks while respecting its authority limits as outlined in the committee Terms of Reference;
- Ensure that the Committee has access to appropriate resources as needed; and
- Report to the Board on behalf of the Committee.

3.4.3 Committee Membership

Directors who are Committee Members are expected to attend and participate in all Board-assigned Committee meetings. Volunteer members of committees may also include stakeholders and other members of the community.

3.4.4 Committee Reports

Committee reports to the Board will be in the format requested by the Board and provided to Directors at least 5 days prior to the Board meeting at which related matters will be discussed. The reports will summarize the information researched or conclusions arrived at by the Committee. The Committee may present recommendations to the Board; however, the ultimate decision-making authority lies with the full BIA Board of Management.

3.5 Legal Responsibilities

3.5.1 Remuneration and Expenses

BIA Directors serve voluntarily and without remuneration. Board of Management members may be reimbursed for out-of-pocket expenses as authorized by the Board of Management through the Treasurer of the Board. These are for reasonable and legitimate expenses incurred on behalf of business

conducted for the BIA, such as attendance at a meeting or conference in another Municipality. This may include expenses incurred by the use of a private automobile to travel to and from a Board approved meeting. Requests for expense authorization will be made 5 working days prior to the anticipated expense and claims will be made within 5 working days of the expense or meeting by submitting receipts or a memorandum of claim to the Treasurer.

3.6 Accountability to the Membership

3.6.1 Communication with Members

The Board of Management and staff will communicate with and engage members appropriately on behalf of the Board as follows:

- A regular BIA newsletter sent to members and subscribers at least once per month;
- Frequent sharing of information via the social media accounts of the BIA.
- A formal notice for the Annual General Meeting (AGM) which will include information on any additional events associated with the Annual General Meeting sent out via the BIA newsletter and social media four weeks in advance of the AGM; and
- Promotion of opportunities for their participation in events, activities and promotions.
- Through the use of an annual BIA survey distributed to all members by email. These surveys may be conducted in person.

3.6.2 Member Benefits

- Both Board and staff will make members aware of the benefits that are included in their membership and make it convenient for the members to take advantage of these benefits; and
- Staff will send to all members direct notice of opportunities for sponsorships and collaborative agreements prior to general announcements.

3.6.3 Member Consultation

Staff will consult members when they can provide insight which could enhance operational effectiveness. The form of such consultation may be in person, by mail, or electronic, in the form of a survey. This includes, but is not limited to:

- Relevant expertise relating to the attainment of BIA goals; and
- Opinions concerning new approaches through responding to surveys or other means.

3.6.4 Associate Membership

The Old Town Kemptville BIA welcomes associate members as part of its membership. Associate members are those who operate or are employed by a business or community organization outside of the Old Town Kemptville BIA physical footprint. Despite their location outside the footprint, associate members are those who wish to participate in the operation of and contribute to the success of the BIA. Associate members carry all of the same rights and privileges as regular members, except they may not be appointed to or elected to the Board and can't vote as regular members. They may participate as a working member on all committees, become special advisers to the Board and may attend all Board or Committee Meetings. Instead of a levy, associate members will be charged a set fee annually.

4 BOARD-STAFF RELATIONS

The Board of Management of the BIA may have full or part time paid staff and/or volunteer staff members. Any reference made to staff or staff member in Section 4 is assumed to include any contract service providers (contractor) acting in a role as an employee.

4.1 Board vs. Staff Authority

To enable staff to work at the operating level of the BIA, the Board of Management will:

- Acknowledge that only officially passed motions of the Board are binding upon staff;
- Instruct staff through written policies that prescribe the organization's objectives and governance features;
- Accept any reasonable interpretation by staff of Board policies on corporate objectives and staff operations and limitations; and
- Make those strategic decisions required for the BIA's ongoing management and convey them to staff as officially passed motions.

4.2 Board Responsibility Concerning Staff

The Chair and Vice-Chair, as delegated by the Board of Management, are the supervisors of staff members on behalf of the Board of Management and as such have hiring, directing, monitoring and termination responsibilities for all staff.

4.2.1 Monitoring Staff Performance

To effectively monitor staff performance, the Board of Management, through the Chair and Vice-Chair shall:

- Develop an ongoing process for monitoring the operations of the organization;
- Advise staff of what reports it wants, in what format and when; and
- Review requested staff reports, advise staff of any concerns regarding operations, ask for further information and request corrective action if and as needed.

4.2.2 Staff Performance Review

The Board will conduct a formal performance evaluation of any and all staff annually. The Chair and Vice-Chair will provide a summary of the performance evaluation of staff members to the Board.

4.2.3 Dismissal of Staff

Any policy pertaining to the dismissal of staff members shall be governed by the labour laws of the Province of Ontario, the conditions of employment and good labour management practices.

4.2.4 Staff Remuneration

The Board determines staff remuneration salary and benefits. The Board reviews staff remuneration annually.

5 STAFF OPERATIONS AND LIMITATIONS

5.1 Staff Roles and Responsibilities

The Chair will ensure the following staff roles and responsibilities are fulfilled:

- Assist in the preparation for Board and committee meetings, including logistics and research, development and distribution of background materials;
- Provide relevant reports as requested by the Board via the Chair;
- Attend Board, Executive Committee and other Committee meetings to provide context and information to enhance board and committee discussion.
- To carry out minute-taking and other support duties, as needed or as assigned;

- Maintain BIA records including financial records, corporate records and project/program records;
- Review and make decisions on project/program activities within the parameters determined by the Board;
- Negotiate with contractors and stakeholders on agreements, contracts and Memorandums of Understanding within parameters determined by the Board;
- Create and administer contracts;
- Provide ongoing administrative and financial management services on behalf of the BIA;
- Maintain communications with key stakeholders throughout the Municipality; and
- Promote the BIA and its activities.

5.2 Staff Business Travel

Staff will not incur business travel costs unless authorized by the Chair and Treasurer of the BIA. The travel guidelines for staff will not be materially different than the travel guidelines for Board members.

5.3 Illegal and Fraudulent Behaviour

Staff will not breach any BIA corporate policies, municipal, provincial, or federal laws or engage in any fraudulent behaviour on pain of dismissal for cause and/or legal action.

5.4 Treatment of Staff

Staff or volunteers will not be treated in any way that contravenes Ontario's Human Rights Code.

6 DUE DILIGENCE

6.1 Asset Protection

Board and staff will ensure the safe, correct and appropriate usage of all BIA equipment, materials and intellectual property.

6.1.1 Budget

The Executive Committee will develop an annual budget for Board approval which satisfies the financial parameters provided by the Board and Municipality and will operate within these budget parameters unless the Board approves amended parameters. The Executive Committee will:

- receive from the Finance and Audit Committee recommendations on the contents of the annual budget;
- prepare and provide the Board with the draft annual budget in time for discussion at the AGM in November;
- include in the budget document any related financial commitments for future years;
- amend the budget as appropriate as long as the revised budget still meets the Board of Management's parameters; and
- provide the Board with a copy of the budget as revised on a quarterly basis.

6.1.2 Financial Reports

The Treasurer is accountable for providing the Board with monthly financial statements (income and expense statement, balance sheet) with actual, budget, and variance columns as requested, explaining

any variance of the budgeted-to-date amount in attached notes and including a periodic summary of project funds committed and unallocated.

6.1.3 Cheque Signing

The Treasurer will ensure appropriate controls on cheque signing by having the members of the Executive Committee with signing authority (Chair, Vice-Chair, Secretary and Treasurer), where any two of the named officers will have the authority to authorize expenditures.

6.2 Partnerships

The BIA will enter into partnerships and collaborations to:

- Access a greater number of opportunities by collaborating with partners;
- Leverage resources of the BIA and collaborating parties to have the greatest possible impact;
- Further enhance the value provided to members of the BIA, and;
- Improve the conditions for members to be successful within the footprint of the BIA.

6.2.1 Partners

Board and staff will ensure that BIA partnerships are mutually beneficial by partnering only when the partner:

- Is a person or organization with values, mission, purposes and/or goals which are complementary to the BIA;
- Provides either in-kind or financial support;
- Adds value, enhances, and broadens the scope or impact of BIA projects and activities;
- Behaves collaboratively, not exerting undue influence on the BIA project.

6.3 Project Management

The Executive Committee will ensure that all projects and contracts contribute to the achievement of a BIA goal in a financially responsible manner.

6.3.1 Contracting Guidelines

6.3.1.1 Contract Initiation

The BIA will not enter into a contract unless:

- It contributes to the achievement of a BIA goal;
- It is at arm's length from the BIA Directors and staff, unless disclosed and approved by the Board of Management in exceptional circumstances;
- A competitive process has been followed on all contracts for service, except in the case of a sole source contract allowed with sufficient justification;
- In the event of a sole source contract, there is documentation regarding the merits of the contractor which provide evidence that the proposal is sound in content and value;
- The contract file includes original supporting documentation;
- The contract activities meet the requirements of the BIA;
- The contractor proposal and contract include the deliverables, proposed staffing requirements, timing, and price;
- The contract states the payment terms, requirements and schedule;
- The contract has measurable results to be provided by the contractor; and
- The contractor provides a project report at the end of the project.

6.3.1.2 Contract Completion

The BIA will not consider a contract to be completed without:

- Deliverables and invoices being delivered to the Municipal Director of Finance and Council;
- Deliverables being assessed for meeting the contract specifications; and
- An evaluation of the contractor's performance being completed and maintained in the contract file.

7 GOVERNANCE REVIEW

The Chair and Executive Committee will review the current Governance Policy Guide for the purpose of updating and amending its content as part of the annual Audit Process.