

**Downtown Association
Sault Ste Marie, ON**

Board Meeting

496 Queen Street East, Sault Ste Marie
Tuesday, March 13th, 2018 @ 5:30pm

Attendance: Bryan Hayes, Board Chair; Paul Scornaienchi, Vice Chair; Frank Gaccione, Treasurer; Kristi Cistaro, Director; Rory Ring, Director; Grace Tridico, Director; Josh Ingram, Manager; Ashlyn Mcmillan, Admin. And Communication; Robert Gioia, Liaison Officer - Sault Ste. Marie Police Services , David Helwig, Media;

Regrets: Joe Bisceglia, Director;

1. Call Meeting to Order: 5:40PM

2. Welcome:

- Bryan Hayes introduces Sargent Rob Gioia - Liaison Officer for The Downtown Association
- Sargent Rob Gioia is incharge of The Community Mobilization Unit, incharge of the Community Crisis Response Team, Neighbourhood Resource Center & the Media

3. Approval of Agenda:

- Bryan Hayes add addition of his resignation from the Board of Directors, he would like to discuss process discussion under New business
- Josh Ingram adds the discussion of The Causality Grant

Paul Scornaienchi **Seconded:** Grace Tridico

4. Approval of the February 13th 2018 Minutes:

Angela Romano **Seconded:** Paul Scornaienchi

5. Approval of the 2018 AGM Minutes:

- Bryan Hayes Mentions that the AGM Minutes are to be approved at the 2019 AGM by the Membership
- Paul Scornaienchi mentions it should be beneficial to discuss the AGM while it is fresh in The Board of Directors minds
- Bryan Hayes mentions that after discussions with Malcolm White, Budgets must be presented at the membership, as we have.
- Bryan Hayes mentions that his sense of the meeting as chair, that it went well.
- Frank Gaccione states that we are elected by The Membership, entrusted to make decisions on behalf of them, the budget should be presented to them, as it is required, but additional items shouldn't be, and should be decided upon at the the board meetings.
- Bryan Hayes would like to further discuss this during the Policy Discussion-Reserve Policy.
- Bryan Hayes has not received a response back from Shelly Schell or Malcom White about proper procedure for Reserve Funds.
- Grace Tridico is concerned with the number of attendees that attended the AGM, There was 21 attendee's that were able to vote, which is 10% of the total membership.
- Frank Gaccione has seen an increase of attendees from when he first became a director.
- Paul Scornaienchi believes he saw many different aspects of the membership represented at the AGM, Paul Scornaienchi states we should be taking a look at Proxies.
- Rory Ring explains that Proxies are not allowed as stated in the Municipal Act.
- Josh Ingram mentions we send participate in community calendars, list event dates online, though The City of Sault Ste Marie's website & our own website.
- Josh Ingram explains that with the calender going out at The AGM, we have had better engagement at our last webinar.
- Josh Ingram says that besides purchasing some advertising inside the Communications Budget, there is not anything he would change.
- Bryan Hayes liked the presentation materials this year.

- Frank Gaccione suggests maybe we try a speaker, like the Chamber of Commerce does.
- Grace Tridico suggests voting colour carts to make counting votes easier.
- Angela Romano suggests a microphone.

6. Declaration of Conflicts of Interest:

N/A

7. Policy Review:

- Paul Scornaienchi would like someone to preface this discussion as to what this document would be used for.
- Bryan Hayes mentions that a Governance Document was created by The Board of Directors with Ross Romano, The Governance committee reviewed the documentation with The City of Sault Ste. Marie. This document is separate from The Memorandum of Understanding with The City of Sault Ste. Marie, this document states how we govern ourselves, with rules and regulations to abide by.
- The Board of Directors review & discuss the Draft Policy.

- 1.0- PURPOSES AND OBJECTIVES

- 1.1- Definitions

- 2.0- GENERAL

- 2.1 Conformity with Municipal Act

- 2.2 Membership

- 2.3 Determining Tenancy

- 2.4 Service of Documents

- 3.0 FINANCIAL ADMINISTRATION

- 3.1 Budget

- 3.3 Fiscal Year

- 3.4 Reserve Funds

- Bryan Hayes mentions that The Municipal Act does not tell The Board of Directors how to establish a Reserve Fund, Bryan Hayes has reached out to Shelly Schell & Malcolm White, as well as The Downtown Associations Accountant.

- Bryan Hayes explains that the Reserve Fund would need to be approved by The City of Sault Ste.Marie, so he would like Shelly Schell's opinion.
- Bryan Hayes reads the **Municipal Act Section 4.17**
- Bryan Hayes explains that the reserve fund can be created and the Municipality must approve how the funds are spent.
- Kristi Cistaro asks if council is responsible for approving how the funds are spent?
- Bryan Hayes says that is one of the unknown factors, and we must look into that.
- The Board of Directors could come up with suggestions, that are standard in most reserve funds, but Bryan Hayes believe The Downtown Association and Board of Directors would benefit from the guidance of The City of Sault Ste.Marie.
- Frank Gaccione mentions that other Non-For-Profit Organizations he has worked with in the past operated on a \$0 budget.
- Bryan Hayes mentions that The Board/The Downtown Association is a Local Board of the Municipality, and must follow the Municipal Act
- Rory Ring points out that legally we are registered as a Non-For-Profit Organization governed by the Manincial act, as well as the City of Sault Ste.Marie's Code of Conduct Bryan Hayes mentions
- Bryan Hayes would like the Finance Committee to meet with The City of Sault Ste.Marie's Clerk's Office & Treasurer to develop a Reserve Fund Policy,and return to The Board of Directors for approval.
- Grace Tridico suggests we canvas other BIAs to inquire if they have a similar Policy.

- **MOTION:** Finance Committee to meet with The City of Sault Ste.Marie's Clerk's Office & Treasurer to develop a Reserve Fund Policy,and return to
The Board of Directors for approval.
Rory Ring **Seconded** Kristi Cistaro
All in Favor,None Opposed.

- **3.5 Borrowing of Money**
- **3.6 Auditor**

- The Board of Directors discuss the timeline in which to the fiscal year end must be produced, and decide that the wording of “on or before” march 30th is appropriate.
- **3.7 Limitations**
- **3.8 Raising Funds**
- Frank Gaccione questions as to why we can only raise funds to supplement the budget?
- Bryan Hayes explains that in the 2018 budget there is a revenue generating columns listed, this offset the budget, if we did not have those funds, we would have had to reduce our budget by that column amount.
- Josh Ingram asks if implies that the funds must be spent on a particular line item/event
- Josh Ingram asks if we should include the sublease and the banner program,
- Bryan Hayes believes we should get clarification on Raising Funds Policy, and asks the Finance Committee to get clarification during their meeting.
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- **3.9 Special Charge**
- Kristi Cistaro asks if that is a sector implementation or implying any distinction between particular service , professional or retail?
- Bryan Hayes explains that if City Council believes a particular sector is receiving special benefit from the BIA then the city coun charge them a levy- he is unsure of what particulars would cause that to happen.
- Rory Ring uses the example of if The BIA was to rent a vacant space from a member, the member would benefit from the BIA, so the city could add a special charge, as they are already part of the levy, (37:59)
- Josh Ingram reads **Municipal Act s.208(2)**
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- **4.0 BOARD OF MANAGEMENT**
- **4.1 Board Composition**
- Grace Tridico asks if our Police Liaison Officer should be listed?
- Josh Ingram explains it is not Municipal Mandated that The Board of Directors have a representative from Police Services.
- Grace Tridico asks if it should be identified, and also include other community stakeholders?

- Bryan Hayes believes that these representatives and stakeholders should be listed in the policy, but the Board of Directors would need clarification from Malcolm White as this format is from the Municipal Act and City Council Resolution.
- Paul Scornaienchi believes that having a representative of Police Services is a great asset, but worries about locking the board into more & more requirements.
- Sargent Robert Gioia believes that a community partner would willing to sit on the board, and it does not need to be legislated .
- Bryan Hayes explains that City Council has already mandated The Downtown Association as a 9 member committee.
- Josh Ingram points out that any additional members of the board are community liaisons, and not considered voting Board Members.
- Liaison members cannot vote, City Council Representatives , are able to vote.
- Bryan Hayes would like an amendment made to “Board Composition” stating that a non-voting Liaison may be added as needed.
- Grace Tridico asks if a percentage of The Board Composition be property owners or tenants?
- Josh Ingram worries that it would make the election process too difficult.
- Grace Tridico asks that we can get clarification.
- Grace Tridico asks as to what the Municipal Act states for minimum and maximum Board Members
- Josh Ingram reads **Municipal Act s.204(2)(3)** which explains that 1 or more directors appointed by the Municipality, and the remainder of the directors to be voted in by the membership, and appointed by Municipality.
- Bryan Hayes suggests to get clarification from Malcolm White.

- **4.2 Term of Office**

- Paul Scornaienchi explains that there is no limitations of term
- Bryan Hayes would like an amendment made to “Terms of Office” to state all Board Members are eligible for Re-election

- **4.3 Election Process**

- **Notice**
- **Timeline**

- Grace Tridico asks if the timeline of Board Elections is in sync with Municipal Elections,
- Bryan Hayes Confirms, yes.
- Grace Tridico points out that AGM minutes state that Board Elections will take place in July.
- Bryan Hayes asks staff to send a notice to the membership of the correct Board Election Date, as well as make the correction, and discuss at the 2019 AGM.
- **Nominations**
- **Acclamations**
- **Ballot and Voting Methods**
- Josh Ingram mentions that in the previous year a paper copy was circulated to all members, and mailed to out of town building owners.

- **Voters List**
- **Revisions to Voters List**
- **Voting**
- Rory Ring explains that a single person may hold 2 votes if they are voting on behalf of corporations example: KPMG & BDO
- **Counting of Votes**
- Paul Scornaienchi believes that we were able to distribute and collect ballots in years prior.
- Josh Ingram believes that The Downtown Association Office was able to collect votes, and delivering the ballots to The City Clerk's Office for day of counting.
- **Appointment by Council**
- **Election Records**
- **Orientation**
- Rory Ring informs The Board of Directors that on The Chamber of Commerce Board of Directors hosts a Nominee Orientation so that all nominee's are aware of the duties & responsibilities, and this may be something to consider for The Downtown Association.
- Bryan Hayes believes this would be a great addition and good procedure.

RESOLUTION: Enstate a Nominee's Orientation Session.

Rory Ring **Seconded:** Paul Scornaienchi

All in favor, None Opposed.

- **First Meeting**

4.6 Remuneration

4.7 Board Vacancies

4.8 Refusal to Appoint

- Kristi Cistaro asks if there is a criteria for cause in which City Council could refuse to appoint a board member?
- Rory Ring explains Board Vacancies & Refusal to Appoint are connected, in that if there is a vacancy and a person is appointed to that vacancy, the city has the opportunity to reject that appointment.
- Josh Ingram reads **The Municipal Act s.204(9)**
- Rory Ring suggests that 4.8 is moved to after "Appointment by Council"
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5.0-DUTIES OF THE BOARD OF MANAGEMENT

5.1 Establishment and Purpose

5.2 Procedure By-law

5.3 Chair of Meetings

5.4 Vice-Chair

5.5 Treasurer

5.6 Secretary

- Bryan Hayes explains that when this document refers to "The Manager" it can also refer to their delegate, who acts on behalf of the manager
- Bryan Hayes would like the addition of Manager or his/her delegate/dessinee

5.7 Directors

- Grace Tridico asks if a Director must serve on a committee, should the Director Chair the Committee
- Bryan Hayes expresses that this is the way it currently is, but would not like to take that roll away from someone who is passionate about the roll as chair because they are not a Director.
- Paul Scornaienchi does not want to limit the options.
- Rory Ring points out that in **5.7(e)** " in the event that the chair of a committee is not a member of the Board, and does not wish to present a

committee report, a Director sitting on that committee may be a liaison with the Board”.

- Kristi Cistaro points out that there is no documentation on how to establish who is chair of the committee.
- Bryan Hayes explains the committee itself selects the chair.
- Bryan Hayes believes directors are expected to serve on a committee.

5.8 Standing Committees

- Bryan Hayes does not believe we are obligated to establish standing committees.
- Addition of Finance Communications & Governance committee.
- Remove Planning, Revitalization and Improvement Committee
- Rory Ring inquires if the Board Committees would be contained within The Downtown Association’s Bylaws?
- Bryan Hayes believes these policies will function as our bylaws
- Rory Ring asks if under The Non-for-profit Corporation Act, are we not obligated to have corporate bylaws?
- Bryan Hayes suggests the document read that The Board of Directors may establish Standing committee’s as they see fit.

5.9 Conflicts of Interest

- Bryan Hayes asks Josh Ingram to check on the wording of “perceived conflict” and if it is considered conflict.

5.10 Confidentiality Requirements

- Paul Scornaienchi would like the addition of some examples of confidential information such as contact information.
- Bryan Hayes asks Josh Ingram to inquire about a Privacy Policy with City Clerks
- Bryan Hayes believes The Downtown Associations Privacy Policy would likely fall under The City of Sault Ste. Marie’s Code of Conduct.

5.11 Notice of Annual General Membership/Special Membership Meeting

- Grace Tridico asks why there is no physical invitation being delivered to members to attend the AGM

- Bryan Hayes expresses that this policy is to reflect the minimum standard required.
- Josh Ingram Informs the Board of Directors , The Membership was emailed, given a flyer and contacted by phone.
- Josh Ingram asks that the distribution of AGM Agenda and Audited Financial Statements be delivered 10 calendar days prior to the AGM instead of the 15 days listed, due to the AGM date being moved back.
- Paul Scornaienchi would like to get clarification on “working days” and “calendar days”
- The Board of directors do not like the Agenda format, and would like to replace it with the format used for the 2018 AGM.
- Frank Gaccione asks if this document states that the AGM is open to the public, and only members are allowed to vote?
- Grace Tridico would like to see this added.
- Grace Tridico asks what is the policy in the event of a tie during voting?
- Rory Ring states the Chair of the Board of Directors makes the deciding vote
- Bryan Hayes & Grace Tridico would like clarification on protocol for tie votes and Board Chair votes.

5.12 Board of Management Meetings

- Paul Scornaienchi & Bryan Hayes suggests it state the board will meet monthly as established by the board at its first meeting.

5.13 Special Board Meetings

- Bryan Hayes expresses the understanding that the majority of members of the Board may petition for a special meeting, but would like clarification as to which procedure bylaw.

5.14- Minutes

- Josh Ingram states that The City of Sault Ste. Marie does not want our minutes to be posted on their website. They are accessible from our website.
- Rory Rings suggest they provide a Link to our website & minutes
- Bryan Hayes believes that The City of Sault Ste. Marie is required to post the minutes of local boards.
- Josh Ingram will follow up with The City Clerk's Office.

6.0 -FINANCIAL RECORDS

6.1 Designate bank for deposit of funds

6.2 Signing officers

- Paul Scornaienchi explains how petty cash should be replenished
- Frank Gaccione suggests getting a stamp with date, time and cheque number
- Bryan Hayes explains that this document is suggesting that The Board of Directors must approve all spending.
- Bryan Hayes suggests that The Board of Directors did want to move in the direction of approving all spending, than the Bookkeeper can be asked to provide a cheque requisition form to be presented each month.
- Bryan Hayes suggests the elimination of the requirement of staff to code all invoices & the submission of invoices at monthly meetings and the Board will review a cheque Requisition Form each month.
- Bryan Hayes asks the Finance Committee to revise 6.0-Financial Records and indicate to continue current procedure.

6.3 Authorization of Expenditures

6.4 Expenditures

6.5 Mileage Policy

- Bryan Hayes suggests that this policy be changed to reflect a rate that is established by the Board of Directors.
- Paul Scornaienchi believes this more-so belongs in a Human Resources Policy.
- Kristi Cistaro believes having the current rate established would be beneficial to future boards.

6.6 Security of Records

6.7-Contracts

7.0 – INSURANCE

7.1 Adequate Insurance: Indemnify City

7.2 Insurance Policies

- Frank Gaccione asks if the Insurance Policies have been updated with the names of the board of directors?
- Josh Ingram will get clarification on this.
- Bryan Hayes mentions that Insurance is listed in our MOU with the City of Sault Ste.Marie, This caused issues with the MOU being approved by

Rachel Tyczynski as she believed the insurance should not be included in both Policy & MOU documents.

- The City of Sault Ste. Marie is also required to include The Downtown Association under certain aspects of their insurance.
- Bryan Hayes suggests we include this Insurance Policy in the Policy Bylaw, not the MOU with The City of Sault Ste. Marie
- Grace Tridico asks if we are paying for extra, insurance that may not be required?
- Kristi Cistaro believes the way this policy is written protects The Board of Directors as a whole, and not an individual director.
- Bryan Hayes would like clarification as to which would be best to include the insurance policy in the MOU or in this Policy Document.
- Frank Gaccione mentions that if The Board of Directors is covered under The City of Sault Ste. Marie's Insurance, then we can likely reduce our insurance policy.
- Bryan Hayes suggests The Board table the remainder of 7.0 INSURANCE until clarification is made.
- Bryan Hayes expresses there is no resolution, as these issues need to be amended.
- Grace Tridico asks Rory Ring to explain Bylaws.
- Rory Ring explains that a bylaw is a legally binding document, whereas a policy is not.
- Policy can be changed without member approval, whereas a bylaw requires membership approval
- Bryan Hayes expresses we are bound by the Municipal Code of Conduct, as we are a local board, we may not have bylaws.
- Bryan Hayes would like to confirm with Malcolm White if The Board of Directors can add to or change the Code of Conduct, similar to Toronto.

7.3 Other Insurance Policies

7.4 Special Insurance Policies

8.0- MEMBERSHIP INFORMATION AND PROGRAMS

8.1- Membership Directory

9.0 CODE OF CONDUCT

9.1 Code of Professional Conduct

10.0 PROCUREMENT OF GOODS AND SERVICES 10.1- Approvals by Board

11.0- EVENTS

15.1- BIA Organized Events – Road Closures

8. New Business

- Josh Ingram informs The Board of Directors of The Causality Grant, which is a Branding Grant.
- Josh Ingram informs that The Downtown Association was approved for their 50/50 split grant.
- Within the budget there is a \$7000 budget line assigned to this grant in the hopes we would have been approved.
- Josh Ingram explains that this grant can be applied to development any type of branding, short of the final physical collaterals.
- Josh Ingram believes that this a great timing, as The City of Sault Ste. Marie is currently doing a brand revamp with a consultant, and the hiring of Roger Brooks.
- Josh Ingram mentions that there is a 6 month start date to begin this project after the approval date.
- The maximum amount of funding is \$35,000 USD
- Frank Gaccione asks if we currently have an outline on what we would like to specifically use these funds for?
- Josh Ingram believes we should initiate an AD HOC committee, or work with the communications committee.
- Josh Ingram would like to see business cards and window branding, as an example.
- Bryan Hayes is questioning what the return of investment is for his grant, if more funds are given and matched, what does the receivable look like vs. a smaller amount.
- Josh Ingram informs that the organization would like to sit down and discuss what our needs look like.
- Bryan Hayes asks what Josh Ingram is seeking for approval tonight.
- Josh Ingram would like Board Member to join him on a call to with the organization to discuss needs and outcomes.
- Rory Ring & Angela Romano volunteer to be present.
- Josh Ingram will bring a report to The Board of Directors at next months meeting.
- Frank Gaccione is concerned that this is simply a consultant, and there is no physical deliverable.

- Josh Ingram expresses that you do receive logo development, style guides & themed newsletter.
- Grace Tridico believes this should wait until after Roger Brooks Assessment.
- Paul Scornaienchi asks if this is a network of businesses working together to accomplish the branding we require? As he is concerned if it is all done through this one organization, than all they are just offering a 50% discount.
- Josh Ingram expresses that he believes it is a network, but a small one.
- Bryan Hayes expresses that that is a concern for him as well.
- Josh Ingram informs the Board of Directors that the EDC in the past have had similar fund matching practice.
- The Board of Directors are interested in reading Josh Ingrams report.

8.1 New Business/Good of the Community - Roger Brooks update

- Rory Ring updates the Board of Directors that he is in conversations with Roger Brooks staff to get a contract with The Downtown Association & The City of Sault Ste. Marie
- Tom Vair and his team have agreed to cover the cost for the extra 3 days in which Roger Brooks & his team will be attending Sault Ste. Marie
- Rory Ring informs the Board that Roger Brooks team is struggling to have both entities listed on the document
- Rory Rong expresses that we would want our name on this document as we are making a financial contribution, as it will also hold The City of Sault Ste. Marie accountable to fulfilling the document.
- Rory Ring expresses that Tom Vair would like this completed by the end of the week, so it can appear on City Council on March 19th.
- Rory Ring is unsure if it will appear.
- Frank Gaccione states the importance that The Downtown Association is named on that document.
- Bryan Hayes expresses that is his final meeting with The Downtown Association Board of Directors, and thanks all the directors and staff.
- Bryan Hayes submitted his written resignation
- Rory Ring thanks Bryan Hayes for his contributions.

MOTION: to accept Bryan Hayes resignation
Frank Gaccione **Seconded:** Paul Scornaienchi

Motion to move into closed session:
Rory Ring **Seconded:** Kristi Cistaro

Motion to Adjourn:
Rory Ring **Seconded:** Grace Tridico