

*Terms of Reference*

## Norwich Downtown Improvement Area – Board of Management

Approved January 30, 2018, Resolution #8

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### **1. Name of Board**

The Board shall be known as the Norwich Downtown Improvement Area Board of Management (the “Board”)

### **2. Nature of Committee/Board**

Local Board established by By-law No. 26-2014, pursuant to Section 204 of the Municipal Act 2001. Such By-law establishes an improvement area, its geographical boundary, and a Board of Management that provides the administration of the organization.

### **3. Mandate**

The Board of Management acts in accordance with the Municipal Act to plan and administer the affairs, finances, and activities of the BIA on behalf of BIA members as established pursuant to By-law No. 26-2014 of the Township of Norwich.

### **4. Objectives**

The Norwich BIA Board is responsible to develop and oversee the improvement, beautification, and maintenance of municipally-owned land, buildings and structures in the designated BIA area, beyond that provided at the expense of the Township generally, and to promote the designated area on behalf of its members. The Board is to plan and administer activities and projects for the promotion of the BIA as an attractive business and shopping area and to help in the maintenance of appearance and provide amenities in the area. The Board is to prepare annual budgets for submission to Township Council and manage the funds collected via the BIA levy in accordance with such budget.

### **5. General**

The Board shall operate in conformity with the provisions of the Municipal Act and Township by-laws. These Terms of Reference are to provide guidelines, rules, and regulations in concert with such and for items not specified in the Act or by-laws.

### **6. Membership/Composition**

Appointments to the Board will be made by Council. Membership will be comprised of 1 member of Council, and 6 individuals who are Members of the improvement area or nominees of corporate members.

## **7. Additional Volunteers/Subcommittees**

In order to achieve the Board mandate and objectives, the Board may utilize additional volunteers and/or establish Subcommittees to provide input as required or when specific priority areas are being investigated. Subcommittees shall have only the power to make recommendations to the Board, and may not commit or bind the Board in any manner without the prior approval of the Board by resolution. All such volunteers and Subcommittee members shall be appointed by resolution of the Board and shall report to the Board. Appropriate agendas must be posted and minutes of any subcommittee must be maintained, provided to, and approved by the Board.

## **8. Term of Office**

Board members will be appointed by Council resolution for a term concurrent to that of the appointing Council, but remain in office until their respective successors are appointed by Council. Members wishing to serve a subsequent term will submit an application in writing to staff indicating their interest to be reappointed for another term.

## **9. Vacancy**

A position on the Board becomes vacant if:

- such member ceases to be qualified as a BIA member
- a member is absent from Board meetings for three consecutive regular meetings without reasonable cause. Upon a member failing to attend three consecutive regular meetings, the Board shall send notice to the member and recommend to the Council that such Board member be removed.

Should a vacancy occur during a term, the Board will recruit replacement members and recommend appointments to Council.

## **10. Support**

Municipal staff will provide advice/information to the Board on a request basis.

## **11. Officers**

A Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected by the Board members at its first meeting each calendar year. The Board may combine the Secretary and Treasurer positions at its discretion. Council representatives will not be eligible to hold these positions.

The Chairperson is responsible for moderating the discussion at each meeting pursuant to the agenda. With the assistance of the Secretary, the Chair will prepare and distribute meeting agendas and minutes. The Vice-Chair will assume the role of the Chair in his/her absence. If circumstances warrant, the Chair and/or Vice-Chair will have the ability to devote some time between meetings to work with appropriate municipal staff and/or stakeholders as required.

The Secretary will prepare minutes for each meeting, assist the Chair in agenda preparation, and provide approved minutes to the Clerk's department for presentation to Council.

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Last Revision: N/A

The Treasurer will maintain a record of all expenses and receipts and present such to the Board at its regular meetings. Reports shall be provided a minimum of annually to the Township Treasurer.

### **12. Frequency of Meetings**

The Board will establish a meeting schedule, setting the time and place for Board meetings for the upcoming year, each December, and post such schedule on its website. The Board will meet a minimum of 6 times annually. Special meetings may be held as determined necessary by the Board. Notice of such special meetings shall be posted on the BIA website a minimum of 2 days prior to the meeting.

The Board will also conduct a minimum of 1 General Membership Meeting each calendar year, to present and review its annual report(s) and proposed budget.

### **13. Quorum**

Attendance of a minimum of fifty percent (50%) plus one (1) of the appointed Board members at any regular or special meeting shall constitute a quorum.

### **14. Rules of Procedure**

The Board shall observe the rules of procedure outlined in the Township Procedural By-law, as far as applicable.

### **15. Open Meetings**

All meetings shall be open to the Public, unless permitted to be closed in accordance with the Municipal Act. Any person(s) wishing to appear before the Board as a deputation shall submit a request to the Board Secretary advising of the topic or item to which they wish to speak prior to the meeting to ensure that the deputation is included on the agenda.

### **16. Minutes, Agendas & Resolutions**

A formal agenda shall be prepared and minutes shall be kept of all Board meetings, and will be forwarded to the Clerks Department for presentation to Council. Decisions and directions of the Board shall be defined by resolution and reflected in the minutes.

Agendas and minutes will be in a format directed by Council policy.

### **17. Budget and Finances**

The Board shall submit a proposed budget (operating and capital) and the requested levy for the current year, to Council no later than the first Council meeting of February for consideration. All expenditures must be included in the approved budget, and Board expenditures are subject to the Township procurement policies. The Board must manage its funds, including those collected via the BIA levy, in accordance with such budget.

Board members will not receive remuneration, but may be reimbursed for approved expenses.

**18. Annual Report**

The Board shall annually, submit its Annual Report for the preceding year to Council. Such report shall include an audited financial statement of the Boards financial activities.

**19. Pecuniary Interest**

The Municipal Conflict of Interest Act applies to Board members. If a member has a pecuniary interest in any matter and is, or will be present at a meeting at any time at which the matter is the subject of consideration, the member;

- shall at the commencement of the meeting orally disclose the interest and its general nature
- shall not, at any time, take part in the discussion of, or vote on, any question in respect to the matter; and
- in the case of a matter to be considered in closed session, shall leave the closed meeting and remain absent from it at any time during consideration of the matter.