



MINUTES

The Waterfront District BIA

BOARD OF MANAGEMENT MEETING

Special Meeting: Review of the Constitution

Tuesday, February 20, 2018

ATTENDEES: Jim Comuzzi, Chair
 Maelyn Hurley, Vice Chair
 Jolene DesRosier, Director
 Peter White, Director
 Paul Pugh, Councillor
 Andrew Foulds, Councillor
 Lynn Gray, BIA Bookkeeper
 Colleen Kenna, Recording Secretary

REGRETS: Dave Richard, Treasurer
 Sandy Herron, Director

LOCATION Rooster's Bistro, 5:30 pm

Item	Description	Action
1.0	<p>Introduction</p> <p>Peter advised the draft document is a work in progress and is seeking Board member's feedback on several sections before finalizing. The document will be sent for the Membership's review prior to sending to City Council. He also stated once the document is considered final by the Board, we will ask John Hannam to review to ensure no text is contradictory to the municipal act.</p>	
	<p>Sections of the Constitution</p>	
2.0	<p>Purpose</p> <p>All agreed with text for promoting the WD BIA as "an attractive business, entertainment and shopping area ...".</p>	

Item	Description	Action
3.0	<p>Office Location</p> <p>Delete “telephone number and fax number” and replace with “contact information”.</p>	
4.1	<p>Eligibility</p> <p>Delete “said boundaries as established from time to time by the City of Thunder Bay” and add “in accordance with their governing policies and procedures”.</p>	
5.0	<p>Board of Management</p>	
5.1	<p>Qualifications – name, number of directors</p>	
5.2	<p>Power of Board</p> <p>Replace “City Engineers” with appropriate City Department”.</p>	
5.3	<p>Election of the Board</p> <ul style="list-style-type: none"> • 4 year term • Acclamation by Membership at AGM • AGM – first meeting in new year– elect chair, vice-chair & treasurer within Board • Election of Board, officers by all members, approve nominations then sent to City for appointment • Officers – Chair, VC, Treasurer • Process for nominations at AGM • Notice of AGM goes out to members within 21 days 	
5.5	<p>Vacancies</p> <p>Updated text: “No Director shall serve more than 3 consecutive terms; a Director who has served 3 consecutive terms may re-apply to the Board of Management after a one year’s absence from the Board.</p> <p>Peter to write text that current Board members are exempt from the above clause.</p> <p>3 meetings in a row – 60% without good reason may be removed at Board’s discretion.</p>	
6.1	<p>General</p> <p>Delete “secretary” from the Executive.</p>	

Item	Description	Action
6.2	<p>Chair – all expenditures over \$750 – motion has passed</p> <p>Example Board approval, \$750 passed by motion – spent before next meeting – motion at next board meeting</p> <p>overall responsibility of agenda and minutes – signs off on all expenditures</p>	
6.3	<p>Vice-Chair – subsection number and title for Vice-Chair to be added.</p>	
6.3	<p>The Secretary section to be removed in its entirety.</p>	
7.3	<p>Quorum - A minimum of two Executive Committee members must be present to constitute a quorum</p>	
7.7	<p>Special Meetings</p> <p>Change second paragraph:</p> <p>A petition signed by a minimum of 20 members of the WD BIA is sufficient to require a Special Meeting which shall be held within 10 days of receipt of that petition by the Executive.</p>	
7.11	<p>Conflict of Interest – don't like language, seen as a weapon – change wording (AF)</p> <p>Pecuniary – financial Perceived pecuniary interest Can be defined empirically Peter to revise wording</p> <p>No proxy votes at AGM</p> <p>Notice of General Meeting to discuss and approve BIA constitution Notified of BIA Constitution Meeting Membership to approve constitution</p> <p>Consensus – all agreed take out proxies</p> <p>Expenditure limit – all agreed to \$750</p> <p>Elections – appoint members up to 11 Replacing – nominate, vote at Board, City for approval Review after 1 year</p> <p>Power to create policies from time to time for various</p>	

Item	Description	Action
	<ul style="list-style-type: none"> • Associate Members • Personnel • Purchasing • Acquisition 	
8.2	Quorum – all agreed “no proxy”.	
8.3	<p>Voting Members</p> <p>Each Waterfront District BIA Member shall be entitled to one vote, on each question arising at any general meeting of the Waterfront District.</p> <p>The balance of text on proxy and next paragraph to be deleted in its entirety.</p>	
8.4	<p>Annual General Meeting</p> <p>Change notice of agenda and financial statements: not less than 21 days prior to the meeting.</p>	
8.5	<p>Frequency of General Meetings</p> <p>Change text: at least 21 days (from 10) prior to the meeting date.</p> <p>Delete sentence: Public notice must appear ... to the meeting date”.</p>	
9.4	<p>Budget</p> <p>Last sentence in first paragraph changed to:</p> <p>The funds to be provided by Council shall be paid by the City Treasurer to the Board on a quarterly basis.</p> <p>Second paragraph: delete “for reimbursement (Bookkeeper does this currently).</p>	
9.6	<p>Signing Authority</p> <p>Delete “secretary” from items a. and b.</p>	
10.1	<p>The Waterfront District BIA Coordinator</p>	
	<p>Change last sentence in first paragraph: Duties “may” include ... “</p> <p>Second bullet point: Performs administrative duties (from Secretary)</p>	

Item	Description	Action
12.0	<p>Insurance</p> <p>Change CAO to BIA Office and/or Bookkeeper ...</p>	
13.0	<p>Rules & Regulations</p> <p>Third paragraph addition to last sentence: and the Municipal Act.</p>	
15.0	<p>Review Mechanism & Dissolution</p> <p>Delete item c. – entire paragraph on liabilities</p>	