

# Procedures

## St. Marys Business Improvement Area (BIA)

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## 1.0 SCOPE

- 1.1 The provisions of this document will apply to all employees and volunteers working for the St. Marys BIA. This includes but is not limited to: the BIA Board, BIA Employees/Staff, and BIA Volunteers (e.g. Committee Members).
- 1.2 This document does not replace or override any policies or procedures found in any other St. Marys BIA document; it is a complementary document providing a greater level of detail on certain items.

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## 2.0 GENERAL PROVISIONS

### 2.1 **Accountability and Transparency**

The Board of Management of the St. Marys BIA is interested and committed to ensuring accountability and transparency. The Board of Management will make every effort to ensure this is achieved. The Board acknowledges that it is responsible to provide good government of the membership and public in an accountable and transparent manner by:

- a) openness and fairness when transacting business;
- b) efficient and effective financial management;
- c) an open, responsible meeting process that ensures that both Members and the public have access to and awareness of the business being discussed by conducting its Meetings and associated business in open session;
- d) providing notice of closed meetings in accordance with the Municipal Act, as amended;
- e) following any legislative mandates approved by the Provincial or Federal Government;
- f) providing access to credible information that can be obtained through routine disclosure and in accordance with Municipal Freedom of Information and Protection of Privacy Act (MFIPPA);
- g) encouraging public access and participation to ensure that decision-making is responsive to the needs of its constituents and receptive to their opinions; and,
- h) delivering high-quality services to stakeholders.

## 3.0 AGENDAS AND MINUTES

### 3.1 Agendas

- 3.1.1 The BIA Administrative Assistant is responsible for putting together complete Agenda Packages for: Board Meetings, BIA General Member Meetings, Annual General Meetings (AGMs), and other meetings as directed.
- 3.1.2 Board Meeting Agenda Packages will contain:
- a) Agenda face sheet (date, time, location, all Items to be discussed at the Meeting with the name of the person who will be presenting the item (including Delegations and Standing Items, all recommendations to be made at the meeting); and,
  - b) supporting information for all items on the Agenda.
- 3.1.3 Written reports of the BIA. Manager, other staff, and Board Members and BIA Committee Chairs shall, insofar as is practicable, be made available to the BIA Office **x working days** immediately preceding the next Regular Meeting.
- 3.1.4 Agenda Packages will be distributed via email and posted online (Town of St. Marys website), **x hours** before the Board Meeting.

### 3.2 Minutes

- 3.2.1 The BIA Administrative Assistant is responsible for recording and writing complete Minutes.
- 3.2.2 The BIA Administrative Assistant is responsible for distributing Draft Minutes via email and posted online (Town of St. Marys website) **x hours** after the Board Meeting.

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## 4.0 MEETINGS

- 4.1 As soon after the hour of meeting as there is a quorum present, the Chair shall call the Members to order.
- 4.2 If the Chair is not in attendance or is unable or unwilling to chair the Meeting, the Vice-Chair shall call the Meeting to order. If the Vice-Chair is not available or is unable or unwilling to take the chair, then the BIA. Board of Management shall appoint one of its Members as presiding officer until the Chair, or Vice-Chair, respectively can or will assume the chair.

4.3 If there is a quorum present within twenty (20) minutes after the time of day appointed for a Regular Meeting of the Members of the Board of Management, or within twenty (20) minutes of the hour appointed in the Notice calling any Special Meeting, the Recording Secretary shall call roll and take down the names of the Members then present, and as soon after the hour of the Meeting as there is a quorum present, the Chair or specified alternate shall take the chair and call the Members to order.

#### 4.4 Order of Proceedings

4.4.1 It shall be the duty of the presiding officer to:

- a) Open the meeting of Board of Management or BIA Committee by taking the Chair and calling the Members to order;
- b) Announce the business or present an Agenda before the Board of Management or Committee of the Board of Management in order of which it is to be acted upon;
- c) Receive and submit in the proper manner, all motions presented by the Members of the Board of Management or Committee of the Board of Management;
- d) Put to vote all questions, which are regularly moved and seconded, or necessarily arise in the course of the proceedings and to announce the result;
- e) Decline to put to vote motions which infringe the rules of procedure;
- f) Restrain the members, when engaged in debate;
- g) Preserve order and decorum and decide matters of order subject to appeals to the entire Board of Management; and,
- h) Call by name any Member persisting in breach of this by-law, thereby ordering the Member to vacate the Meeting Chamber.

4.5 When the Chair is called upon to decide a point of order or practice, the Chair shall state the rule of authority applicable to the case, without argument or comment.

4.6 The Chair has only one vote, the same as other Members, and any question on which there is an equality of votes shall be declared to be negative.

4.7 If the Chair takes part in a debate, they shall vacate the chair and call one of the other Members of the respective BIA. Board of Management or BIA Committee to fill the chair for that portion of the meeting.

**4.8 Decorum**

4.8.1 Every Member when speaking shall rise and address the Chair unless otherwise directed from the Chair. No Member shall speak longer than five (5) minutes on any one question.

4.8.2 When two or more Members attempt to speak at once, the Chair shall name the member who is to speak first.

4.8.3 No vote shall be taken by ballot or by any other method of secret voting and every vote so taken has no effect.

4.8.4 No Member shall use unmannerly or indecent language against the proceedings of the BIA Board or Committee or against any Member of the Board or Committee, nor shall the Member in any manner interrupt the proceedings of the BIA Board or Committee, or any Member while speaking.

4.8.5 No Member shall speak more than once on the same question without leave of the Chair, subject to appeal to the Members of the Board of Management or Members of the BIA Committee, except for explanation of a material part of the Member's speech which may have been misconstrued, but then the Member is not to introduce a new matter. The mover and seconder may speak a second time.

4.8.6 All motions shall, where possible, be in writing except to dispose of reports or communications, or to refer to a member or a committee, and shall be seconded before being debated or put to a vote. Recommendations should be written in a way that enables anyone not attending the meeting to understand the details of the recommendation.

4.8.7 Any recommendation to be considered by the Board at a meeting should be included on the Agenda Face Sheet and all supporting information should be included in the Agenda Package.

4.8.8 After a motion has been read by the Chair or Recording Secretary, it shall be deemed in possession of the Board of Management or Committee of the Board of Management, but may be withdrawn by the consent of both the Mover and Secunder of the motion.

- 4.8.9 When a motion to table is presented and the question is delayed, it may be called up at the subsequent meeting, by a motion, as Unfinished Business. Any motion to table shall take priority over the motion and shall be voted on forthwith without discussion or debate.
- 4.8.10 All amendments shall be put to a vote in the reverse order in which they are moved, except in filling in blanks, when the longest time and the largest sum, shall be put first. Where practicable, each amendment submitted shall be reduced to writing and be decided upon or withdrawn before the main question is put to a vote.
- 4.8.11 After any question is put by the Chair for the final time, no Member shall speak to the question, nor shall any other motion be made until after the result is declared. The decision of the Chair as to whether a question has been finally put and whether it has been carried or lost shall be conclusive, subject to appeal of the Members of the Board of Management or the BIA Committee.
- 4.8.12 Where a vote is taken for any purpose and a Member requests before or after the vote, that the vote be recorded, each Member present, except a Member disqualified from voting by any Act, shall, announce their vote openly, and any failure to vote by a qualified Member shall be deemed to be a negative vote and the Recording Secretary shall record each vote.

#### **4.9 Adjourning Meetings**

- 4.9.1 Unless otherwise determined by a resolution of the BIA Board of Management passed by a majority of all the members present, the Meeting of the Board of Management shall adjourn **x in the evening**.
- 4.9.2 Board Members may pass a resolution to extend the Board meeting past the set adjournment time. To extend the meeting, the majority of the Board Members must support the resolution.

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### **5.0 POINTS OF ORDER FOR MEETINGS**

- 5.1 The Chair or presiding officer shall preserve order and decide questions of order.
- 5.2 The Members of the Board of Management or the members of the Committee of the Board of Management, if appealed to, shall decide the question without debate and its decision shall be final.

- 5.3 Where authority or precedent for procedure and points of order is required, resort shall be made to the most recent available edition of Roberts Rules of Order, and such shall be relied upon to resolve the matter or point of order or procedure.

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## 6.0 DELEGATIONS AND GUESTS AT MEETINGS

- 6.1 Individuals or groups wishing to appear before the BIA Board of Management at a Regular Meeting shall advise the Chair not later than **x working days** prior to the Meeting. The Chair may make a decision to defer a delegation to another meeting.
- 6.2 Delegations must provide the purpose of their presentation and any supporting material to the BIA Administrative Assistant. This material will be included in the Agenda Package.
- 6.3 The BIA Administrative Assistant or designate will advise the delegate/guest of: amount of time available for their presentation; points of decorum; what to expect at a Board Meeting; and, any other matter deemed significant at least four working days before the Board Meeting.
- 6.4 Unless otherwise authorized by the Chair, all Members, staff and guests shall address the BIA Board of Management through the Chair and only when recognized to do so.
- 6.5 When two or more members seek to address the Board of Management at the same time, the Chair shall designate the Member who may speak first.
- 6.6 At the direction of the Chair, the Administrative Assistant will reply in writing after the meeting to all guests and delegates regarding their presentation/request and any follow-up required.

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## 7.0 EMERGENCY MEETINGS

- 7.1 In the event of a bona fide emergency, a Special Board of Management Meeting may be held as soon as practicable following receipt of a request.

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## 8.0 COMMITTEES, SUB-COMMITTEES, TASK FORCES

- 8.1 The Chair of the Committee, Sub-Committee or Task Force shall recommend the number of persons required on the Committee to the Board.
- 8.2 Through communication with the Membership, individuals who have complementary skills and are willing to be on a Committee may be solicited.



- 8.3 Committees, Sub-Committees, and Task Forces are short-term in nature.
- 8.4 Committees, Sub-Committees and Task Forces are required to make recommendations to the Board on programs within their respective purvues and upon Board approval, ensure implementation.
- 8.5 The Chair of each Committee, Sub-Committee and Task Force is responsible for managing all aspects of the project.
- 8.6 The Chair of each Committee, Sub-Committee and Task Force is required to present an update at Board Meetings on an x basis.

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