



Board of Directors Meeting Minutes

Attendance

MEMBERS NAME	PRESENT	ABSENT	REGRETS
Andrew Mackenzie	✓		
David Harmsworth	✓		
Fernando Russo	✓		
Grettel Comos	✓		
Harpreet Zingh	✓		
Herman Custodio	✓		
Jonathan Pereira	✓		
Kristina Romasco	✓		
Kyle Pulis			✓
Peeyush Gupta	✓		
Rick Evans	✓		
Councillor Bowman	✓		
Councillor Gibson	✓		
Councillor Medeiros	✓		
Councillor Moore	✓		
STAFF MEMBERS NAME			
Alyestal Hamilton	✓		
Lisa Wright	✓		
Shirley Gannon	✓		

Agenda Summary

1. Transitional board business
 - Special Members Meeting update
 - Update on ED and employment offer - approval parameters based on hiring committee recommendations
2. New Board business
 - New members determine roles of Chair, Vice-Chair and Secretary
 - Board meeting times and dates
 - Committee chairs
 - Events & Promotions
 - Determine next meeting for all existing committees
 - Discuss agenda for next meeting
 - Media Responsibilities
 - Rebranding

This meeting was called to order at 4:05 PM and adjourned at 5:52 pm.

Approval of Agenda

Motion to approve agenda

Moved by: Peeyush Gupta & **Seconded by:** Kristina Romasco - Motion carried

Approval of Minutes

Motion to approve minutes

Moved by: Herman Custodio & **Seconded by:** Kristina Romasco - Motion Carried

Conflict of Interest

Nil

Previous action items

Date Added	Action Item	Person Responsible	Comments	Completed	Pending
12/08/15	Marketing & Communications: Lisa to provide update regarding 2016 marketing buys	Lisa Wright	To be shared with the Marketing and Communications committee at their next meeting		Yes
12/08/15	BIA to send letter to Peel Regional Police to build a relationship and action safety initiative as championed by Herman	Lisa Wright	Matter pending and to be addressed at a later time in the year		Yes
12/08/15	BIA to get December 7 Planning and Community Improvement meeting minutes to share with membership	Lisa Wright			Yes

Special Members Meeting Update*Lisa Wright*

- Attendance: estimate total in attendance
 - Business Owners – 23 - board Members - 4
 - Property Owners – 12 - board Members – 3
 - Councillors - 4
 - Guests - 5
 - Total – 46 voting members present
 - Quorum 20 excluding current board: we had 35, plus 11 board members
 - Overall, all feedback has been positive - venue/food/set up – well received
- Process development:
 - Tie process will be added to the policies and procedure manual
 - Advance voting– unable to facilitate voting prior to the meeting or prior to the election being called at the meeting shall be addressed in the polices and procedure manual

Advanced voting

- Request that business members who attended the meeting, but unable to be stay for voting should be able to vote before leaving.
- Cannot be facilitated fairly as floor nominations would have been excluded.
- Monitoring of this process and there is no way to monitor advanced voting in that regard.
- Request - can voting be programmed at an earlier stage in the agenda to allow for voting to happen before members have to leave?
- Resolution that meeting with elections will have set times so all members can come to the meeting at that time if they are unable to stay for the entire meeting.
- Concern expressed onf loss of audience and ability to engage with membership if they only come to vote hindering networking; however, having a set time may be beneficial to allow people to come to the voting if that is all they could come for.

*Lisa Wright***Update on Executive Director Hire
and employment offer**

- To be done in camera, moved to latter part of agenda as newly elected board members have not been appointed and are not yet privy to this information; as per guidance of Cllr. Gibson.

Andrew Mackenzie

New Board business

- Suggested that the BIA invite the Clerk's Office come in to educate the board of directors on the processes of conducting a meeting, along with education on conflict of interest rules so board can have a full understanding of what that looks like for them as business people.

Selection of new Executive Committee

- The newly elected board members have yet to be appointed; therefore, we cannot appoint the new roles at this meeting. This portion will be postponed to the next meeting.

Executive Committee Roles and Descriptions

- Members to review the job descriptions provided in the Constitution and will decide who has time, inclination, and drive to do these positions or to decide who they would like to support should there be more than one person interested.
- Definitions of the roles are based on and found in the Constitution, Municipal Act and confirmed through OBIAA and best practices of other BIAs.
- Being on the executive committee does not negate the person from sitting on or heading other committees.
- Secretary position - what is currently being done by staff is outlined in the Constitution as the role of the Secretary. How does this impact the role of Secretary?
 - The Secretary will act as the one *go to* for board members regarding matters of the meetings. This person collects that information to bring it to staff to facilitate those details. The secretary will also manage the process and ensure things are being done in a timely manner.
- The executive committee is made up of three members (Chair, Vice Chair, Secretary and Treasurer) and one Councillor to handle time sensitive decision making.
- The Chair and Vice Chair responsibilities can often be interchangeable as the vice will fall into place for the chair as necessary

Councillors Sitting on the Board

Lisa Wright

- Cllr Gibson asked for a review of the last three meetings regarding this matter
- The current composition has the potential for Councillors can sway vote
- The value Councillors add is pitted against driving engagement of the BIA business community – perception is the issue currently - while the board is new it would be beneficial to have them, we need engagement

- Cllr Moore stated the current composition of four on the transition board is to aid in the success of the newly revived organization.
 - In the short term the new ED would have strong partners in building the relationship with City Hall.
 - Council and the City want the BIA to be successful, and to contribute to that success in the short term, and they are passionate about the success of the organization/downtown.
 - Once the board is established, one, two, or three of the Councillors may take a step back because the board is strong enough to stand alone.
- Suggestion - with a new board and ED, for the short term, keep all four on the Board. For right now we should keep them as they are proven assets.
- Clarification - the motion from our last meeting set quorum at 50 percent of board *and* elected directors must outnumber Councillors.
- When the motion was taken to the Clerk and provincial government, it was deemed invalid as it contradicts the municipal act; quorum is 50 percent plus one and must have one councillor.
- Suggestion - keep all Councillors for a year and then revisit the discussion then, potentially going down to two Councillors
- Concern - private sector members must preside over council
- Concern - if only three members of an eight member board are coming to meetings there is a greater issue of commitment from the membership.
- More Councillors traditionally equal a larger board.
- At this time, based on the City By-law, the BIA cannot request specific Councillors. The municipality must decide how many and who.
- Standards for BIAs show an 8 to 12 person board have one or two Councillors or City representatives.
- Concern - engagement has been and is challenging if there are four Councillors stilling on the Board. Yet membership is more engaged currently than in the brief past (the SMM is an example) and it is now up to the board to decide how to handle the positives and perceived negatives.
- Concern - overlapping resources by having two representatives from the same Wards?
- Suggestion - one from each Ward – two sitting Councillors.
- Concern – perception of the business members that when you have four Councillors present, it appears that things are political.
- Concern - having all four Councillors on the board is like a gong to disengage the membership in a time that engagement is key to the go forward success of the organization

- Cllr Gibson: The Guardian quote had wrong information regarding the BDDC situation and he requested the appropriate changes be made.
- Negative coverage also appeared in the blog the Bramptonist as a result of the initial Guardian article
- There have been two members of the board (or more) who have been in contact with the Guardian. The BIA was also contacted for comment.
- Decisions that are made in this room should be what goes forward if someone disagrees as a board member you have an obligation to present a unified front on the decisions made.
- As Directors, the BIA needs to leave negativity outside of this organization.
- It was discussed as an advantage of four Councillors is they dedicated to downtown. Four Councillors means there are four people at council to champion programs and initiatives to the rest of Council.

Cllr. Bowman leaves at 5:00

Determining what happens at the appointment of the new board at the Economic Development Committee meeting?

- Question posed if the current Councillors are already appointed for the four year term? Report states the interim board term is only until Dec 31, 2015 or until the new board is elected and appointed.
- Councillor offered to step back immediately if that is what the board wants currently.
- Suggested a compromise have four Councillors council sit on the board until June 30, at which point it will return to two members of council and this can move forward as a recommendation to council.
- Suggested the above be extended to September 30 to allow a full six months.
- Focus - be positive and council should stay on board for new board to work with them. Give the new board a chance and that's why the 6 months work.
- Council is not trying to sway votes or to control membership. All the Councillors want to do is to support. And if and when the BIA requests council step away from having all four, that like a good divorce - the BIA and council will still be on good terms.

Motion: Four members of council to sit on the board until September 30, 2016. Prior to September 30, 2016 the BIA Board will make a decision on a recommendation to Council of the Council composition on the Board of Management for the BIA.

Moved by: Cllr. Moore - **Seconded by:** David Harmsworth - Motion carried

- Clarification- with all four Councillors sitting on the board does this mean the BIA will have an unwavering support if we need approval from the Councillors should the board present something to council? Cllr Gibson stated that has always been the history.
- Go forward - Focus on the decisions that are going to be in the best interest of the downtown core and take emotions out of the equation. Create a vision, mission for downtown core as a new Board- suggested as a next meeting agenda item.
- Question - Is the new Board supposed to live with whatever decision the old board is making now? To reopen a decision, 2/3 of the Board but support reopening it.
- Question - do the Councillors get paid to be on our board – no.

Board meeting times and date*Lisa Wright*

The long term date will be selected at a later time. In the interim, the next meeting will be set for Tuesday, March 8 from 4 to 6 pm.

Committee Chairs*Lisa Wright*

This will be decided at the next meeting after the new board has been appointed

Events and Promotions Chair

- Question - do we want to keep engaged the committee members from the directors who are not returning? It has been proposed David Harmsworth (the current chair of the committee) remain part of the committee leadership team in transitioning to a new chair, while remaining as the subcommittee chair for the Thursday Night Concert Series and Classic Cars subcommittees.
 - Board agrees to move forward with this suggestion.

Media Responsibilities*Lisa Wright*

- The media contact for the BIA is the Executive Director – any inquires the board gets – as a Director – should be answered with “you should contact our BIA ED or can I have your contact information to forward to our staff”.
 - The spokesperson for the BIA is the Chair and in their absence the Vice-Chair. For the most part the responses are scripted by the BIA staff/ED.
- You can speak as a member of the membership but not on behalf of the board. If you do, I ask that when you speak to the media – happy or not so happy – you inform BIA staff so we can watch for ‘articles’ or be aware of issues or enhance good publicity via our social media channels or by supplying additional information that increases our presence in the media.
- The guidelines for media contact will be included in the policies and procedure manual.

Agenda items concluded: new board members excused at 5:34

**Update on Executive Director Hire
and employment offer**

Lisa Wright

Motion to go in camera

Moved by: Peeyush Gupta - **Seconded by:** David Harmsworth

Motion to come out of in camera

Moved by: Peeyush Gupta - **Seconded by:** Kristina Romasco

Motion to adjourn the meeting

Moved by: David Harmsworth - **Seconded by:** Kristina Romasco