



Staff Report

Administration

Report To: Committee of the Whole
Meeting Date: April 24, 2017
Report Number: FAF.17.40
Subject: Thornbury Business Improvement Area ("BIA") – Request for Revision to The Blue Mountains By-Law 2014-30 Establishing the Thornbury BIA
Prepared by: Corrina Giles, Town Clerk

A. Recommendations

THAT Council receive Staff Report FAF.17.40, entitled "Thornbury Business Improvement Area – ("BIA") - Request for Revision to The Blue Mountains By-law 2014-30 Establishing the Thornbury BIA";

AND THAT Council direct staff to revise By-Law 2014-30 being a By-law to Establish the Thornbury BIA to revise the number of directors appointed to the Thornbury Business Improvement Area Board of Management to a minimum of six (6) and a maximum of nine (9), with at least one Director being a member of Council.

B. Overview

The purpose of this report is to provide information to Council regarding the request from the Thornbury Business Improvement Area ("BIA") to revise The Blue Mountains By-law 2014-30 that established the Thornbury Business Improvement Area as it relates to the number of Directors, and to revise the definition of quorum under the Thornbury Business Improvement Area By-Law 2013-1.

C. Background

At the February 13, 2017 Council Meeting, Council received the attached correspondence from the Thornbury BIA dated January 4, 2017 (Attachment #1). In response, Council provided the following direction to staff:

THAT Council of the Town of The Blue Mountains acknowledges receipt of the correspondence from the Thornbury Business Improvement Area dated January 4, 2017 requesting consideration to change By-law 2014-30 to increase the number of BIA Directors;

AND THAT Council refer this matter to staff for a report back to Council, CARRIED.

D. Analysis

Increase the Number of Directors

The BIA is established by The Town of The Blue Mountains By-law 2014-30 (Attachment #2) as is permitted under the *Municipal Act* (“Act”). Section 204(2) and (3) of the Act provide that:

204(2) Corporation – A board of management is a corporation consisting of the number of directors established by the municipality.

204(3) Composition – A board of management shall be composed of,

- (a) One or more directors appointed directly by the municipality; and*
- (b) The remaining directors selected by a vote of the membership of the improvement area and appointed by the municipality.*

Paragraph 4 of By-law 2014-30 establishes the number of BIA directors. Currently there are six BIA Directors, consisting of one member of Council, and the remaining five selected by a vote of the membership of the BIA, and appointed by the municipality.

The BIA has requested that By-law 2014-30 be revised to indicate the number of BIA Directors to be “a minimum of six and a maximum of twelve (one of which is a member of Council)”. The BIA have advised that the reason for the requested increase is to assist in achieving quorum at the BIA Meetings. Currently, with a BIA Board of six, the BIA requires four BIA directors to be present to achieve quorum.

Staff recommend increasing the number of Directors to a minimum of six and a maximum of nine, with one member being a member of Council. Increasing the number of Directors to nine would increase the quorum requirement to 5 Directors, and would increase the number of Directors by three thereby having a greater number of Directors to achieve quorum. Quorum requirements would then be as follows:

- 6 Directors, requires 4 Directors to have a quorum
- 7 Directors, requires 4 Directors to have a quorum
- 8 Directors, requires 5 Directors to have a quorum
- 9 Directors, requires 5 Directors to have a quorum

A vacancy on the BIA Board would occur when the number of Directors falls below the minimum number of six.

Quorum

The BIA has also requested that the definition of quorum be revised in the Thornbury Business Improvement Area By-law 2013-1 to be “a minimum of four Board members instead of a majority of the total Board Members”. By-law 2013-1, being a By-law for governing the calling, place and proceedings of meetings of the Thornbury Business Improvement Area is a By-law enacted by the Thornbury Business Improvement Area in accordance with section 238(1) of the *Municipal Act*.

BIA By-law 2013-1 defines a “quorum” as:

“QUORUM” shall mean a majority (more than half) of the total number of Board Members except where a Board Member has or Board Members have declared a pecuniary interest pursuant to the *Municipal Conflict of Interest Act*, the quorum may be less than half plus one of the whole number of Board Members but shall not be less than two.”

Staff contacted Kay Matthews, Executive Director of the Ontario Business Improvement Area Association to ask if she was aware of any BIA that had changed the definition of “quorum” to a fixed number regardless of the number of BIA Directors. Ms. Matthews noted that she was not aware of any BIA that had done this.

As is stated in Robert’s Rules of Order, which governs procedure for both the Town and the BIA “the requirement of a quorum is a protection against totally unrepresentative action in the name of the body by an unduly small number of persons”.

Staff do not recommend the BIA revise its procedural by-law to establish a set number for quorum. The number of directors required to achieve quorum will be dependent on the number of directors appointed as at each meeting.

E. The Blue Mountains Strategic Plan

Goal #2 Engage Our Communities and Partners
Objective #3 Strengthen Partnerships

Goal #4: Promote a Culture of Organizational and Operational Excellence
Objective #3: To Consistently deliver Excellent Customer Service

F. Financial Impact

None

G. In consultation with

Troy Speck, CAO

H. Attached

1. Thornbury BIA correspondence dated January 4, 2017
2. The Blue Mountains By-law 2014-30, Being a By-law to Designate an Area as an Improvement Area within the Town of Thornbury and Establish a Board of Management dated May 12, 2014

Respectfully Submitted,

Corrina Giles
Town Clerk

Troy Speck, CAO
Chief Administrative Officer

For more information, please contact:
Corrina Giles, Town Clerk
519-599-3131 extension 232



January 4, 2017

Mr. John McKean
Mayor
Town of The Blue Mountains
32 Mill Street
PO Box 310
Thornbury, ON N0H 2P0

Dear Mayor McKean,

I am writing on behalf of the Board of Management of the Thornbury Business Improvement Area (BIA) to request a change to the Town of the Blue Mountains By-Law 2014-30 (4) changing the number of BIA directors from six, one of which is a member of council, to a minimum of six and a maximum of twelve, one of which is a member of council.

Furthermore, we request that the definition of quorum under the Thornbury Business Improvement Area By-Law 2013-1 be amended to be a minimum of four Board Members instead of a majority of the total Board Members.

There are several reasons for requesting these changes:

- There are several BIA members who have expressed an interest in serving on the board. Having an expanded board would allow them to have meaningful input and involvement in the operation of the BIA;
- There have been several instances when board meetings either have had to be rescheduled due to the lack of quorum, or have proceeded with the minimum for quorum. To have a larger board with quorum remaining at four members will give our volunteer directors more

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flexibility when business, personal, or health issues prevent them from attending a meeting;

- An expanded board will allow for a wider representation of BIA members and for new energy and ideas;
- Currently, when a Board Member resigns it puts increased pressure on the rest of the board until a replacement is found, and there is urgency to finding a replacement. With an expanded board where there is a minimum and maximum number of members, as long as the minimum is met, a resignation does not destabilize the board and allows the board time to find the right person to join and fill the vacated position, ultimately providing a smooth transition.
- Of the five non council members currently serving on the board, three have served for a long time and have expressed a reluctance to stand for re-election in 2018. An expanded board would provide a more orderly succession should they choose to leave the Board.

The Board of Management believes that these changes will improve its effectiveness in managing the Thornbury Business Improvement Area.

Respectfully submitted on behalf of the Board,

Yours truly,

George Matamoros, Chair

**THE CORPORATION OF THE
TOWN OF THE BLUE MOUNTAINS**

BY-LAW NO. 2014 – 30

Being a By-law to repeal the Town of Thornbury By-Law No. 25-1981 and to designate an area as an improvement area within the Town of Thornbury and establish a board of management

WHEREAS Council of the Town of The Blue Mountains repeals Town of Thornbury By-Law 25-1981, being a “By-Law to Designate an Improvement Area within the Town of Thornbury and to establish a board of management for the area”;

AND WHEREAS in accordance with Section 204(1) of the *Municipal Act*, S.O. 2001 a local municipality may designate an area as an improvement area and may establish a board of management to oversee the improvement, beautification, and maintenance of municipally-owned land, buildings and structures in the area beyond that provided at the expense of the municipality generally and to promote the area as a business or shopping area;

AND WHEREAS Council of the Town of The Blue Mountains has provided notice of its intention to alter the boundaries of the Thornbury Business Improvement Area pursuant to the Municipal Act;

NOW THEREFORE the Council of The Corporation of the Town of The Blue Mountains enacts as follows:

1. THAT the area identified on Schedule “A” to this By-law is designated as the Thornbury Business Improvement Area within the meaning of Section 204 of the *Municipal Act*.
2. THAT the membership of an improvement area consists of persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in a prescribed business property class and tenants of such property.
3. THAT a “Board of Management” is established for the area designated in clause 1 of this By-law and attached as Schedule “A”, and shall be known as the “Board of Management of the Thornbury Business Improvement Area”.
4. THAT the Board of Management is a corporation consisting of six directors established by the municipality, and shall be composed of:
 - a. at least director shall be a member of Council; and
 - b. the remaining directors shall be selected by a vote of the membership of the improvement area and appointed by the municipality.
5. THAT the term of the directors of the Board of Management is the same as the term of the Council of the Town of The Blue Mountains but continues until their successors are appointed. Directors are eligible for reappointment.
6. THAT if a vacancy occurs for any cause, the municipality may appoint a person to fill the vacancy for the unexpired portion of the term and the appointed person is not required to be a member of the improvement area.
7. THAT the Board of Management shall, as soon as possible after its directors are appointed, elect a chairman and vice-chairman and appoint a secretary who may or may not be a member of the Board of Management.

8. THAT the Secretary of the Board shall keep proper minutes of every meeting of the Board and shall be responsible for keeping all of the records of the Board with the exception of the accounting records.
9. THAT the Board may appoint such other persons as it may deem necessary to properly conduct the business of the Board during the said year, provided that any remuneration paid to such persons shall have been included in the current estimates of the said Board as approved by Council.
10. THAT the Treasurer of the Board shall be the Treasurer of The Corporation of the Town of The Blue Mountains who shall be responsible to keep the books and accounts of the Board and to assist the Board in the preparation of annual estimates and financial statements.
11. THAT the Auditors of the Town shall be the Auditors of the Board of Management and all books, documents, transactions, minutes and accounts of the Board shall, at all times, be open to their inspection.
12. THAT the fiscal year of the Board of Management shall be the fiscal year of the Town.
13. THAT the Board of Management shall prepare a proposed budget for each fiscal year by the date and in the form required by the municipality and shall hold one or more meetings of the members of the improvement area for discussion of the proposed budget.
14. THAT the Board of Management shall submit the budget to Council by the date and in the form required by the municipality and the municipality may approve it in whole or in part but may not add expenditures to it.
15. THAT this By-law shall come into force and effect upon repeal of the former Town of Thornbury By-law 25-1981.

Enacted and passed this 12th day of May, 2014.

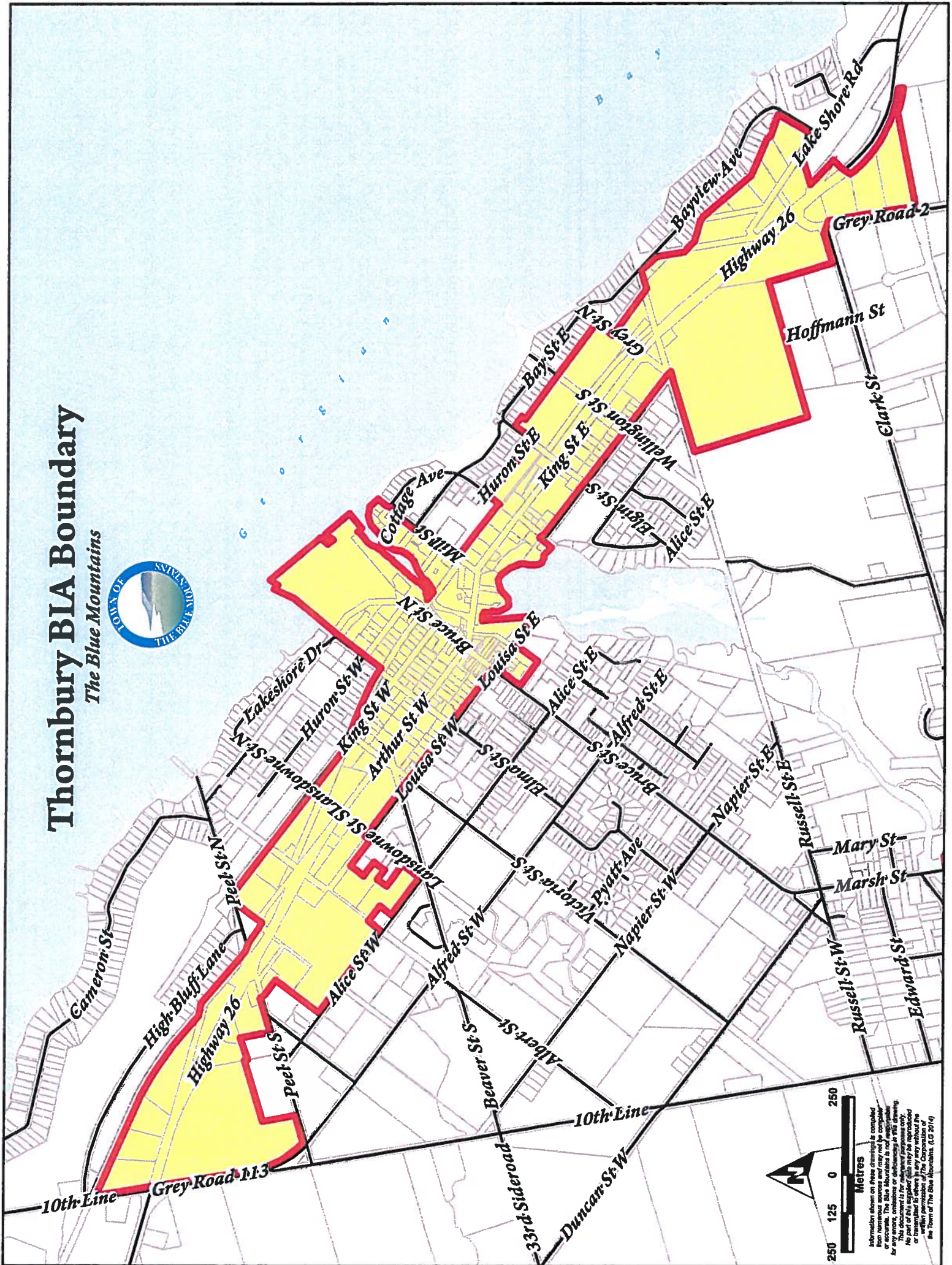
Ellen Anderson, Mayor

Corrina Giles, Town Clerk

SCHEDULE 'A' TO BY-LAW NO. 2014 - 30

Thornbury BIA Boundary

The Blue Mountains



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