

**POLICY AND PROCEDURAL BY-LAW
OF THE BOARD OF MANAGEMENT
OF THE DOWNTOWN GUELPH BUSINESS ASSOCIATION**

Section 1 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

1. "Act" means the *Municipal Act, 2001*, S.O. 2001, c. 25 and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the Board of Management of the Downtown Guelph Business Association;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Board as amended and which are, from time to time, in force;
4. "City" means the Corporation of the City of Guelph;
5. "City By-law" means City of Guelph By-laws No. (1981) – 10773, (2008) – 18645 and (2014) – 19694; (2017) – 20217; (2023) - 20767
6. "Chair" means the chair of the Board;
7. "Corporation" means the Board of Management for the Downtown Guelph Business Association created by the City of Guelph By-law No. (1981) – 10773 made pursuant to section 204 of the *Municipal Act, 2001*;
8. "Council" means the Council of the City;
9. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
10. Ex-Officio Director means an individual who is occupying a position on the Board but not does possess any voting privileges
11. "Member" means a member of the Downtown Business Improvement Area as determined under the Act and the CityBy-law; and,
12. "Officer" means an officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act and the City By-law shall have the meanings given to such terms in the Act and the City By-law. Words importing the

singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in this By-law are inconsistent with those contained in the Act or the City By-law, the provisions contained in the Act or the City By-law, as the case may be, shall prevail.

1.04 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Head Office

The head office of the Corporation shall be located within the boundaries of the Downtown Business Improvement Area, as defined in the City By-law, at such place that the Board may determine.

Section 2 Directors

2.01 Board Composition

The Board of Management shall be comprised of 12 voting and 4 ex-officio members.

- a. Directors
 - City of Guelph Councillors – Two (2)
 - One representative each from the members who have the highest assessed individual commercial property – Two (2) total
 - Representatives of the DGBA membership – Eight (8) persons with no more than 1 representative being permitted for each voting member
- b. Ex-Officio Members – One member each representing the following bodies:

University of Guelph
Conestoga
Chamber of Commerce
The Corporation of the City of Guelph

2.02 Election and Term

1. The Directors shall be appointed by Council as follows:
 - (a) four directors solely appointed by Council:
 - (i) Two members of Council; and,
 - (ii) A representative of each of the two Members of the Downtown Business Improvement Area who have the highest assessed single commercial properties in the Downtown Business Improvement Area; and,
 - (b) The remaining eight directors shall be selected and proposed to Council by a vote of the Members according to the procedures as set out in Schedule F. A minimum of 6 of such directors are to be Members or a representative of a corporate Member nominated in accordance with subsection 5.2 of the City By-law.
2. ALL Directors shall serve for a four year term that is the same as the term of the Council that appoints them or until their successors are appointed.
3. Directors selected by a vote of the membership:
 - (a) may be reselected for a future term.

2.03 Vacancies

The office of a Director shall be vacated immediately:

- (a) If the Director resigns office by written notice to the Secretary/Treasurer and the City Clerk, which resignation shall

- be effective at the time it is received by the City Clerk or at the time specified in the notice, whichever is later;
- (b) If the Director dies or becomes bankrupt;
 - (c) If the Director is found to be incapable of managing property by a court or under Ontario law; or
 - (d) If Council passes a resolution approving a recommendation from the Board for the removal of the Director before the expiration of the Director's term of office.

2.04 Removal of Director

1. The Board may pass a resolution recommending to Council that a Director be removed for any of the following reasons:
 - (a) The Director has been absent from three consecutive meetings of the Board without, at the sole discretion of the Board, adequate reason;
 - (b) The Director has breached the Standard of Care set out in the City By-law;
 - (c) The Director has failed to comply with the *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50, the City Code of Conduct for Council and Local Boards, the *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c. M.56 or the City Closed Meeting Protocol; or,
 - (d) Except for those Directors who are not required to be a Member, the Director or the corporation who has nominated the Director has ceased to be a Member in good standing.
2. Any resolution passed by the Board recommending removal of the Director shall be delivered to the City Clerk. The removal of the Director is not effective until Council has passed a resolution approving the removal.
3. Pending a decision by Council of the requested removal, the Director shall be considered an ex-officio member of the Board.

2.05 Filling Vacancies

1. Council may appoint a person to fill a vacancy on the Board for the remainder of the vacant director's term. The Board shall pass a resolution at the earliest opportunity recommending to Council the person or persons to be appointed. The person selected shall be from the same category of Director as the previous incumbent and be in compliance with the

composition of the Board set out in section 2.01. The process of selecting this person shall be undertaken utilising one of the following two methods, listed in order of preference:

- (a) The membership shall vote on the appointment of a replacement or replacements at a regularly scheduled Membership meeting, provided that meeting occurs not more than 6 weeks from the time of the vacancy being approved by Council. If that is not possible then:
- (b) The Board shall select a replacement or replacements either through an election process conducted by the Directors or through a majority resolution approved by the Directors.

2. If a vacancy is created with less than 6 months remaining in the Board term the Board may choose to not fill the vacancy.

2.06 Committees

1. The Board shall appoint 4 Directors to serve on the Executive Committee as Officers of the organization pursuant to Section 5.

2. The Board shall appoint a minimum of 3 Directors to fill the following Standing Committees of the DGBA. Terms of Reference for these committees are contained in Schedule E;

- a) Downtown Attraction Committee
- b) Downtown Experience Committee

3. The Board may establish any additional committee or committees it determines necessary for the execution of the Board's responsibilities or for other purposes. The Board shall determine the governance structure, composition and terms of reference for any such committee. These additional committees shall be in place until the end of the term of the current Board at which time a new Board may choose to renew or amend the terms of the committee. The Board may dissolve any non-standing committee by resolution at any time.

2.07 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and,
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the *Municipal Conflict of Interest Act*.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, the Vice-Chair, the Secretary or any two Directors at any time and any place on notice as required by this by-law.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings including Zoom or other forms of electronic meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Meeting Notices

Regular Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

In addition, all notices of meetings will be posted to the DGBA website.

Regular Meetings notice shall not apply to emergency (or urgent or extraordinary) meetings called.

Emergency or Urgent or Extraordinary Meetings

On emergency occasions, the Chair or Secretary-Treasurer may call a

special Board meeting without the Notice for Regular Meetings provided in Section 3.03.

The Chair or Secretary- Treasurer shall give public notice for emergency meetings called by inclusion on the Board's website as soon as possible after the meeting is called.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall act as Chair. In the absence of both the Chair and the Vice-Chair, the Directors present shall choose one of their number to act as the Chair by move of a nomination motion for another Director to serve as Interim Chair.

3.06 Quorum

A majority of the voting Directors constitutes a quorum of the Board at any meeting.

3.05 Voting

Each Director has one vote. Directors must be present in order to cast a vote and proxy voting shall not be permitted. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have the deciding vote.

3.06 Participation by Electronic or Other Communications Facilities

If all the Directors participating consent, a Board meeting may be held by electronic, telephone or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

3.07 Designated Representatives Participation

The persons appointed by Council, the University of Guelph, Conestoga, and the Guelph Chamber of Commerce pursuant to sections 7.10 and 7.11 of the City By-law shall have the right to attend meetings of the Directors and its committees, including meetings closed to the public, and to participate in their deliberations, but shall not be entitled to vote, be the Chair or Vice-Chair nor act as the presiding Officer at a meeting.

3.08 Recording of Meetings

When possible, each Board meeting shall be recorded in either an audio or video method and made available for the membership to view except in accordance with section 239 of the Act and the City's Closed Meeting Protocol.

3.10 Meeting Minutes

1. The minutes of each Board meeting shall be approved at the next following Board meeting and shall be made available for review by the Directors no less than 7 days prior to such meeting.
2. The approved minutes shall be made available to the public through the best available means no more than 7 days after approval.

3.11 Membership Participation

The meetings of the Directors shall be open to the membership by email and on the DGBA website, and notice of each meeting shall be provided to the membership unless such notification is not feasible and except in accordance with section 239 of the Act and the City's Closed Meeting Protocol.

1. Members are not permitted to actively participate in the business of the meeting unless a request to delegate has been made to the Chair and approved at least 7 days prior to the meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year.

4.03 Approval of the Operational Budget

1. The organization shall have a draft operational budget prepared for discussion by the Board for the regularly scheduled Board meeting in September.
2. The organization shall have its operational budget approved by the Board no less than 14 days in advance of the Annual General Meeting.

4.04 Auditor

The City auditor shall be the auditor of the Corporation.

Section 5 - Officers

5.01 Officers

The Board shall appoint from among the Directors a Chair, Vice-Chair, Past-Chair and Secretary-Treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Term of Officers Appointment

1. The Board shall appoint Officers at its first meeting following the appointment of Directors at the commencement of the term of Council. The term of any Officer shall be four years. The Board shall appoint or reappoint Officers prior to the end of the four -year term and these Officers shall serve until the first meeting of the Board following the appointment of Directors at the commencement of the term of Council.
2. Notwithstanding the above, any Officer shall cease to hold office upon resolution of the Board to that effect. The board may appoint another Director to fill the vacant position for the remainder of the term of the vacant position.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Vice-Chair

The Vice-Chair shall perform the duties of the Chair in the absence of the Chair or if the Chair is unable to perform those duties and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Past-Chair

The Past-Chair shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.08 Executive Committee

The Officers of the Corporation shall form the Executive Committee. The Board may delegate to the Executive Committee any of the powers of the Directors excepting those powers set out in the Act or the City By-law that are not permitted to be delegated. The terms of reference for the Committee are set out in Schedule D.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the City By-law and the By-laws of the Corporation; and
2. exercised their powers and discharged their duties in accordance with the Act, the City By-law and the By-laws of the Corporation.

Section 8 - Members

8.01 Members

Membership in the Corporation shall be the Members of the Downtown Business Improvement Areas as defined in the Act and the City By-law. A person or corporation ceases to be a Member immediately upon ceasing to meet the criteria in the Act and City By-law.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within the City of Guelph fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor;
5. presentation of the budget to be presented to Council for the next fiscal year;
6. selection of Directors, if required; and
7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual meeting unless a proposal from a Member has been given to the Board Chair prior to the giving of notice of the annual meeting, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members at any time. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the

Corporation within 21 days from the date of the deposit of the requisition with the Board Chair.

9.03 Notice

Not less than 21 days written notice of any annual or special Members' meeting shall be given to each Member and to the auditor. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is 50 Members in attendance at the meeting and entitled to vote at the meeting, whether present in person or by telephone or other communications. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting. In the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the City By-law provided that:

1. Each Member present shall be entitled to one vote at any meeting, notwithstanding the number of properties owned by the Member; proxy shall not be permitted.
2. Votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
3. An abstention shall not be considered a vote cast;
4. Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

5. If there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
6. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.08 Designated Representatives Participation

The persons appointed by Council, the University of Guelph, Conestoga and the Guelph Chamber of Commerce pursuant to sections 7.10 and 7.11 of the City By-law shall have the right to attend meetings of the Members, including meetings closed to the public, and to participate in their deliberations, but shall not be entitled to vote, be the Chair or Vice-Chair nor act as the presiding Officer at a meeting and not be counted towards quorum at meetings.

9.09 Community Participation

The meetings of the Members shall be open to the public, except in accordance with section 239 of the Act and the City's Closed Meeting Protocol.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary/Treasurer; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 – Municipal Freedom of Information and Protection of Privacy Act

11.01 Designation of Head

The Chair of the Board of Management is designated as the head of the Board of Management for the purposes of the *Municipal Freedom of Information and Protection of Privacy Act*.

Section 12 - Adoption and Amendment of By-laws

12.01 Amendments to By-laws

Directors may from time to time amend this by-law by a majority of the votes cast.

Enacted 31, January, 2024

Charles Nash
Board Chair



Signature

Richard Overland
Treasurer



Signature

Schedule A

Position Description of the Chair

Role Statement

The Chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chair coordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The Chair ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction. Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, if any, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership. Serve as member on all Board committees.

Schedule B

Position Description of the Past Chair

Continuity. In addition to fulfilling the general responsibilities of an Officer of the organization, the Past Chair's primary role is to ensure organizational continuity and to a smooth transition for the incoming Chair by serving as a resource and mentor.

Schedule C

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the Chair and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds. The treasurer shall have the custody of the funds and securities of the Corporation and shall ensure the full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall ensure the deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall review the disbursement of the funds of the Corporation as may be directed by proper authority, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule D

Terms of Reference of the Executive Committee

Composition

The Executive Council shall consist of the:

- a. Chair of the Board who shall act as Chair of the committee
- b. First Vice Chair
- c. Treasurer
- d. Immediate Past Chair
- e. Executive Director (non-voting)

Mandate

The Executive Committee shall:

- a. exercise the full powers of the Board in all matters of administrative urgency, reporting every action back to the Board at its next meeting;
- b. conduct the performance evaluation of the Executive Director on an annual basis, reporting and making recommendations to the Board;
- c. determine and recommend to the Board compensation for the Executive Director based on the annual performance evaluation;
- d. ensure that an Executive Director succession plan is in place;

Meetings

The Executive Committee shall meet prior to each board meeting at a time and place where all members are available. Special meetings shall be held as required.

Schedule E

Terms of Reference of the Standing Committees

1. Downtown Attraction Committee

Mandate:

To establish goals and assist DGBA staff in executing core objectives which will maximize the positive impact of all Marketing and Events.

Membership and Appointment:

Voting Members

1. This committee shall consist of at least 3 DGBA Directors
2. In addition, the DGBA Chair shall also be a default member

Ex-Officio Members

1. DGBA Executive Director
2. Any such DGBA staff that have the related areas as part of their job description
3. Any additional DGBA member(s) or individuals, inclusive of City of Guelph staff, who possess expertise in related areas

Chairing:

Committee Chair shall be appointed by the Board from Board membership

Chair will be responsible for

- Calling meetings
- Setting agenda / recording notes and actions
- Representing the committee work to the Board as required

Frequency of meetings:

Monthly at minimum

Record of meetings:

Notes and Actions shall be recorded by Chair

Recording mechanism:

Committee Chair to provide brief report to be incorporated into Board meeting materials

Functions:

1. The Attraction Committee shall take the leadership of crafting and ensuring execution of the DGBA Strategic Plan as it pertains to the core mandates of Marketing and conducting Events for the benefit of the DGBA business area
2. The Committee shall advise the Board of any changes, modifications or recommendations to ensure the best possible outcomes of the related areas of Strategic Plan

Delegated Authority

1. The committee has the authority to form any additional sub-committees or working groups as it deems necessary and which is assigned to assist on any specific area within the committee's mandate.
2. The Chair of any of these sub-committees shall be one of the committee's Board members
3. Approval of the DGBA board is required for any policy recommendations that may arise
4. Approval of the DGBA Board is required for any changes or updates made to these Terms of Reference

2. Downtown Experience Committee**Mandate:**

To establish goals and assist DGBA staff in executing core objectives which will maximize the positive experience of all who visit and use Downtown Guelph. These core objectives are the following:

1. Beautification of the Public Realm within the downtown boundaries
2. Public Safety

Membership and Appointment:

Voting Members

1. This committee shall consist of at least 3 DGBA directors
2. In addition, the DGBA Chair shall also be a default member

Ex-Officio Members

1. DGBA Executive Director

2. Such staff that have the related areas as part of their job description
3. Any additional DGBA member(s) or individuals, inclusive of City of Guelph staff, who possess expertise in related areas

Chairing:

Committee Chair shall be appointed by the Board from Board membership

Chair will be responsible for

- Calling meetings
- Setting agenda / recording notes and actions
- Representing the committee work to the Board as required

Frequency of meetings:

Monthly at minimum

Record of meetings:

Notes and Actions shall be recorded by Chair

Recording mechanism:

Committee Chair to provide brief report to be incorporated into Board meeting materials

Functions

1. The Experience Committee shall take the leadership of crafting and ensuring execution of the DGBA Strategic Plan as to pertains to the core mandates of Beautification and all aspects of Public engagement activity including but not exclusive of safety
2. The Committee shall advise the Board of any changes, modifications or recommendations to ensure the best possible outcomes of the related areas of Strategic Plan

Delegated Authority

1. The committee has the authority to form any additional sub-committees or working groups as it deems necessary and which is assigned to assist on any specific area within the committee's mandate.
2. The chair of any of these sub-committees shall be one of the committee's Board members
3. Approval of the DGBA board is required for any policy recommendations that may arise
4. Approval of the DGBA Board is required for any changes or updates made to these Terms of Reference

Schedule F

Procedures for the Selection of Board Members

Board members who are to be selected by the membership and put forward for appointment by City Council shall be selected in the following manner:

1. No less than 28 days prior to the AGM, nominations shall be opened to the membership for those interested in being a Board member.
2. The nomination period shall be open for 21 days.
3. Those who are nominated shall be required to submit a nomination form which includes a short biography for dissemination to the membership ahead of the AGM.
4. At the AGM, numbered ballots shall be provided to all eligible members who are present to vote. Proxy voting is not permitted.
5. An eligible member shall be determined by the following criteria:
 - (a) On voting day is a member of the Business Improvement Area
 - (b) Is at least 18 years old
 - (c) Not prohibited by law to vote
6. A member may only have only one vote in the election, regardless of how many businesses or properties they own within the BIA.
7. Members of a corporation located within the Business Improvement Area may nominate, in writing, one person to vote on the corporation's behalf. Two different corporations may nominate the same person to vote on behalf of both corporations.
8. The ballots shall be divided into two sections. The first section shall identify those who are nominated representing eligible businesses and/or property within the downtown area. The second section shall identify those who are nominated who do not have a business or property within the downtown area.
9. The secret ballot shall be counted by an independent third party. Additionally, the Chair shall assign from those members who are present 2 scrutineers to over see the vote counting process.
10. Tabulations of the votes shall be done in the following manner:
 - (a) All votes shall be counted and those with the most votes shall be deemed to have been selected by the membership provided there are a minimum of 6 eligible members selected as per Section 2.02.1(b) of this Bylaw.
 - (b) In the event there are less than 6 eligible members in the top vote results, preference shall be given to the top vote results of eligible members up a total of 6 with the top vote results of those who are not eligible members filling the balance of those selected.
11. In the event that there are equal to or less than 6 nominations from eligible members, those nominations shall be deemed to be acclaimed and the balance of the open seats available on the Board shall be voted on.
12. The voting results shall be presented to the membership prior to the end of the AGM.

