

**DOWNTOWN BARRIE BUSINESS ASSOCIATION (BIA)**  
**BOARD OF MANAGEMENT SPECIAL MEETING MINUTES - QUORUM**  
**FRIDAY, FEBRUARY 14<sup>TH</sup>, 2020 – 9:00AM**  
**BARRIE CITY HALL, SIR ROBERT BARRIE ROOM – 70 COLLIER STREET**

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**Board Attendance:** Councillor Sergio Morales (Interim Chair), Ms. Michelle Huggins via Skype (Secretary/Treasurer), Mr. Randy Aylwin, Mr. Chad Ballantyne, and Ms. Teresa Woolard. **Staff Attendance:** Ms. Stacey Zubczyk, and Ms. Kristen Eatch.

**Guest Attendance:** Jim McIntosh (Barriston LLP), Kathleen Trainor (Tourism Barrie) and Staff Sgt. Kevin McLean (Barrie Police)

**Public Gallery Attendance:** Shawn Gibson, Colin Hassey, Rob Hamilton, Cait Patrick, Paul Lynch, Jason Ing (via phone), and Lise Rivalli.

**Additional Attendance following recess:** Councillor Keenan Aylwin, Andreea Campobasso, and Daniela Fuda

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**Call to Order**

- Interim Chair Sergio Morales called the **2020 February 14th Special Board of Management Meeting** to order at **9:02 am**.

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**DOWNTOWN BARRIE BUSINESS ASSOCIATION (BIA)**

**Items for Discussion & Voting**

- **MEMORANDUM PROVIDED BY INTEGRITY COMMISSIONER --**
  - **Background:**  
*- Please see '02\_14\_2020 BIA SP BD APPENDIX – INTEGRITY COMMISSIONER MEMO (2 pages) for details.'*
  - **Update:**
    - A copy of the memorandum (memo) was circulated to the Board of Directors.
    - The memo provided by the Integrity Commissioner summarized local board member accountability and transparency rules.
  - **Discussion:**
    - Interim Chair Morales asks the Board if there are any questions surrounding this memo.
      - There were no questions asked.
- **BY-ELECTION RESULT – CONSULTATION WITH LAWYER JIM MCINTOSH**
  - **Background:**
    - Following a complaint submitted to Barrie City Council about the Downtown Barrie (BIA) By-Election, Council opted not to ratify the results of the election, at their Monday February 10<sup>th</sup>, 2020 meeting, and referred the results back to the Downtown Barrie (BIA) Board of Directors.
    - Chief Election Official, Kathleen Trainor of Tourism Barrie, received permission from Interim Chair Councillor Sergio Morales to seek legal advice on the By-Election Process and a confidential legal memorandum was provided to both City Council and BIA Board Directors.
    - This meeting is being held to discuss the results and consult with the Lawyer hired by Ms. Trainor, Mr. Jim McIntosh.
  - **Discussion:**
    - Interim Chair Councillor Sergio Morales notes his displeasure that the confidential legal memorandum was leaked to the media. Interim Chair Morales notes the timeline of receipt by Barrie City Council and the BIA Board of Directors and states that if someone from Council had leaked the document then it would have been leaked right away and not a day after the BIA Board of Directors received copies.
    - Interim Chair Morales notes that moving forward, he will salt confidential documents provided to the BIA Board of Directors.
    - Interim Chair Morales states that he believes the legal memorandum is about 80% accurate and releasing the information could be misleading.
    - Lawyer Jim McIntosh advises that the Board may choose to move in camera at this point and notes that the legal memorandum is not subject to confidentiality since it has already gone to the public.
  - **Motion:**

The Downtown Barrie Business Association (BIA) Board of Managements moves a motion to go in camera at 9:13am E.S.T.

Motion moved by: Mr. Chad Ballantyne

Seconded by: Randy Aylwin

Vote: All in favour                      Approved

*'Discussion (In camera) on next page...*

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○ **Discussion (In Camera):**

○ **Motion:**

The Downtown Barrie Business Association (BIA) Board of Management moves a motion to move out of camera at 11:02am EST.

Motion moved by: Mr. Chad Ballantyne

Seconded by: Randy Aylwin

**Vote:** All in favour      **Approved**

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**Call for Recess-**

- Interim Chair Sergio Morales called a recess until 3:00pm EST.

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**Call back to Order after Recess -**

- Interim Chair Sergio Morales called the **2020 February 14th Special Board of Management Meeting** back to order after recess at 3:04pm EST.

○ **Motion:**

The Downtown Barrie Business Association (BIA) Board of Managements moves a motion to go in camera at 3:06pm EST.

Motion moved by: Mr. Ms. Teresa Woolard

Seconded by: Randy Aylwin

**Vote:** All in favour      **Approved**

○ **Discussion (In Camera):**

○ **Motion:**

The Downtown Barrie Business Association (BIA) Board of Management moves a motion to move out of camera at 3:28pm EST.

Motion moved by: Mr. Ms. Teresa Woolard

Seconded by: Mr. Chad Ballantyne

**Vote:** All in favour      **Approved**

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*'Public Session' on next page...*

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**Public Session –**

○ **Motion:**

▪ **02\_14\_2020 BIA Motion # 1:**

*The Downtown Barrie Business Association (BIA) Board of Management moves a motion to present its decision on the 2020 By-Election with the following public statement.*

Motion moved by: Mr. Ms. Teresa Woolard

Seconded by: Mr. Chad Ballantyne

○ **Public Statement:**

- Ms. Teresa Woolard reads the Downtown Barrie Business Association (BIA) Board of Management public statement.  
*- Please see '02\_14\_2020 BIA SP BD APPENDIX – BY-ELECTION PUBLIC STATEMENT (1 pages) for details.'*

○ **Discussion:**

- Interim Chair Morales notes that this has been a very painful process.
  - Board members considered everything possible to ratify the results of the by-election if they were able to.
  - The legal advice provided has been very clear that there is no way to move forward with ratifying the results and that Lawyer Jim McIntosh consistently advised that his advice stand regardless of what was being considered.
  - People should have faith in elections and the results should never be questioned. The organization must be protected from internal and external scrutiny.
- Interim Chair Morales states that although atypical, he is opening up the floor to all in attendance to contribute to the discussion.

○ **Public Gallery Discussion:**

- Mr. Paul Lynch begins the open discussion by noting that all his actions were cleared by BIA staff and that these processes adhere to BIA rules as outlined in the BIA Constitution.
  - Mr. Lynch discusses that a corporation requires a proxy vote given that it is not a living person and that a living person would be required to participate in an election.
  - Mr. Lynch proposes that the Board allow him time to seek his own legal advice to ensure that his actions were wrong and that the Board's legal advice is correct.
- Interim Chair Morales notes that the legal advice given states that by allowing proxy voting ruins the spirit of a democratic election.
- Mr. Colin Hassey attempts to intervene in this conversation and is told not to interrupt a number of times by Interim Chair Morales.
- Mr. Hassey asks Councillor Keenan Aywlin if he is recording this meeting and Councillor Aylwin responds that he is.
- Interim Chair Morales noted that the lawyer interpreted the meaning of proxy, nominee and joint nominee.
- Mr. Lynch states again that everything he did and everything that the BIA staff did was exactly to the rules of the BIA Constitution and the Municipal Act.
- Mr. Hassey refers to a copy of the Municipal Act he has in front of him defines Joint Nominee: "...one individual may be nominated for voting purposes by two or more corporations that are members of an improvement area."
- Ms. Woolard notes that the document the lawyer states to refer to first is the BIA Constitution and then the Municipal Act.
- Ms. Daniela Fuda requests clarification on what document is being referenced and states that it appears that they are being asked to accept an interpretation as reality.
  - Interim Chair Morales states that the lawyer provided verbal advice as well as the written legal memorandum.
- Mr. Rob Hamilton notes that he believes the BIA membership would rather vote to not have a BIA and that if we're going to have another election, it should be a clean sweep to elect an entire new Board.
  - Mr. Hamilton states that the current Board is completely ineffective.
  - Mr. Hamilton adds that there has never been an issue like this in the history of the BIA and asks Mr. Ballantyne why he thinks this is just now becoming an issue.

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*'Public Gallery Discussion' continued on next page...*

○ **Public Gallery Discussion** *(continued)*:

- Mr. Ballantyne states that he'd have to write a whole book in order to cover the entire context.
- Ms. Woolard states that she takes offense to the accusation that the current Board is ineffective and notes that the remaining five have had to carry the load of the whole Board.
- Interim Chair Morales reiterates that this is a horrible situation.
- Ms. Daniela Fuda adds that if this election is to be considered void, then previous elections should be considered void as well given that the same processes were applied. As such, she supports Mr. Hamilton's suggestion that if a new election is to be held, it should be for an entirely new Board.
- Mr. Lynch notes that it seems that rules are being implemented after the fact which is very problematic.
  - Mr. Lynch requests again that all data be provided including the memorandum and the data.
  - Once obtained, they will seek their own legal advice.
  - Mr. Hamilton agrees that a second legal opinion is needed and that they will seek their own legal advice.
- Councillor Keenan Aylwin states that the Board should consider seeking the second legal opinion and paying for it themselves to avoid any kind of potential influence.
- Ms. Cait Patrick states that she was interested in volunteering her time as a Board member because she wants to contribute to the downtown, but that with all the media coverage surrounding this, she feels that her character is being called into question.
- Mr. Ballantyne adds that the Board was aware that there were issues with the BIA Constitution. The Board has also recognized that the process of the election is what's being called into question, not the characters of the candidates who ran as part of the election.
  - Ms. Fuda, Mr. Hamilton and Mr. Lynch disagree given that the articles have been written in a way that made it seem like their characters are, in fact, being called into question.
- Mr. Lynch requests that the Board pause before releasing their statement so that they can seek their own legal advice as a second opinion.
- Mr. Hassey agrees and also asks that the Board allow them some time before releasing the statement.
- Mr. Shawn Gibson, Barrie Today reporter, notes that everything that the BIA has established and worked on over the past years including the Meridian Place & Memorial Square project as well as undoing the stigma around the downtown as unsafe is "gone."
  - Mr. Gibson also states that his story is going to be written regardless of when the statement is issued and asks that the Board give him something positive and favouring to write about.
- Mr. Hassey suggests that no action is being made by the Board immediately anyway, so why not allow them some time to get an unbiased second legal opinion.
  - Mr. Lynch adds that a second opinion is good practice and that the lawyer missed the detail in the BIA Constitution that speaks to Board Eligibility.
  - Mr. Hassey and Mr. Lynch again ask that the Board pause to allow them time to get a legal opinion before going public with its statement.
- Mr. Ballantyne states that the earlier discussion with the lawyer did indeed scare the Board but that after this discussion, he is now leaning toward allowing more time before issuing the statement.
  - Mr. Ballantyne points out that it appears that everyone is heading toward solidification and suggests that the Board continue with that.

○ **Motion 02\_14\_2020 BIA Motion # 1 as Amended:**

- Interim Chair Morales notes that in preparation of the upcoming amendment to be voted on by the Board of Directors, Ms. Michelle Huggins who is not physically present in meeting, but contributing via Skype, has signed a proxy form allowing Ms. Teresa Woolard to vote on her behalf.
  - *Please see '02\_14\_2020 BIA SP BD APPENDIX – MICHELLE HUGGINS VOTING PROXY (1 page) for details.'*
- *In reference to the aforementioned motion regarding the release of the statement, the Downtown Barrie Business Association (BIA) moves a motion to include the following amendment:*

*'Motion #1A' continued on next page...*

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▪ **02\_14\_2020 BIA Motion # 1A-**

The Downtown Barrie Business Association (BIA) Board of Management moves a motion to delay and re-draft the public statement;

And to publicly release, on Tuesday, February 18th, 2020, the re-drafted statement, the legal memorandum and the data surrounding the vote counts in order for it to be interpreted, not just by the Board Members Elect, but by also the general population.

And that two (2) weeks from Tuesday, February 18th, 2020 should be a reasonable timeline for Board Members Elect to seek legal counsel with a deadline to report back on Tuesday, March 3rd, 2020 at 4:30pm EST received.

Motion amended by: Interim Chair Sergio Morales

Seconded by: Mr. Ms. Teresa Woolard

**Vote:** All in favour      **Approved**

○ **Action:**

- The Board discussed working on a revised statement over the weekend to ensure that the timeliness of the statement, legal memorandum and data release is met by Tuesday, February 18th, 2020.
- BIA staff notes that they will make themselves available tomorrow (Saturday, February 15th, 2020), during their time off, and through via email and through BIA Board Slack discussion forum to assist with drafting of the new public statement and to facilitate the public release of the legal memorandum and the data surrounding the vote counts.
- It was noted that this information will be made public on the Downtown Barrie (BIA) website and will be released to its membership and the local media via special notice.

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**Adjournment:**

Motion to adjourn made by *Mr. Chad Ballantyne* and seconded by *Ms. Teresa Woolard* at 5:38pm EST.

**Vote:** All in Favour

**APPROVED**

**Next Meeting: 2020 Regular February Board Meeting - Tuesday March 3<sup>rd</sup>, 2020 at 5pm, Sir Robert Barrie Room, Barrie City Hall (70 Collier Street)**