

DOWNTOWN BARRIE BUSINESS ASSOCIATION (BIA)
BOARD OF MANAGEMENT REGULAR MEETING MINUTES - QUORUM
Thursday, April 30th, 2020, 1:00pm – 3:00pm
ELECTRONIC MEETING VIA ZOOM

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Board Attendance: Councillor Sergio Morales (Interim Chair), Ms. Michelle Huggins (Secretary Treasurer), Councillor Jim Harris, Mr. Randy Aylwin, and Mr. Chad Ballantyne. **Staff Attendance:** Ms. Kelly McKenna, Ms. Stacey Zubczyk, and Ms. Kristen Eatch. **Partner Attendance:** Mr. Chris Mazzone.

Public Audience Attendance: Mr. Jason Ing, Mr. Gary McCluskey, Mr. John Arruda, Mr. Wayne Hay, Ms. Janet Kemp, Ms. Denise Tucker, and Ms. Tracey Baker.

Introduction/Welcome:

- Ms. Danielle Lazarevska, Managing Director of Sandbox Centre

Call to Order:

- Interim Chair Sergio Morales called the **2020 Regular April Board of Management (the Board) Meeting** to order at 1:06pm
 - o *Interim Chair Morales noted that on March 19th, the Province of Ontario passed the Municipal Emergency Act, 2020 to permit virtual participation in council, committee or local board meetings.*

Approval of Agenda:

- Motion to approve the **Agenda** made by Ms. Michelle Huggins and seconded by Mr. Chad Ballantyne.

Vote: All in Favour **Approved**

Approval of the Minutes from:

- Motion to approve the Minutes from the **2020 February 5th Special Board of Management Meeting**, the **2020 February 14th Special Board of Management Meeting**, along with the **2020 Regular February Board of Management Meeting** held on March 3rd made by Ms. Michelle Huggins and seconded by Mr. Chad Ballantyne.

Vote: All in Favour **Approved**

CHAIR'S REPORT - Councillor Sergio Morales

- **MAYOR ECONOMIC TASK FORCE -**
 - o **Update:**
 - At the beginning of the Covid-19 situation Mayor Jeff Lehmann appointed Interim Chair Councillor Sergio Morales to the Mayor's Economic Development Support Taskforce which is focused on getting businesses online
 - Partners of this task force include the Small Business Centre, Simcoe County, Collaborate Barrie and the Barrie Chamber of Commerce, along with the BIA's Executive Director.
 - A five-point plan has been developed which includes
 - connecting businesses to financial support
 - providing support for immediate revenue generation for businesses
 - business outreach and understanding business needs
 - keeping the community connected
 - maintaining a focus on post-COVID-19 and the need to keep people wanting to come downtown.

EXECUTIVE DIRECTOR'S REPORT - Ms. Kelly McKenna

- **COVID-19 PROJECTS -**
 - o **Update:**
 - *Please see '04_30_2020 BIA BD APPENDIX -2020_04_30 EXECUTIVE DIRECTOR REPORT (3 pages) for details.'*
 - The COVID-19 Project updated included details about the following:
 - Downtown Barrie Takeout Project,
 - Lifeline Program,
 - Zoom Meetings with BIA Membership,
 - Photo Library Project,

'COVID-19 PROJECTS - Update' continued on the next page...

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- **COVID-19 PROJECTS** *continued* -

- **Update** *continued*:
 - Summer Event Planning Considerations,
 - Downtown Heroes Fundraising Program,
 - Downtown Online Show/Virtual Night Out,
 - Downtown Marketplace..
- **Discussion**:
 - Interim Chair Sergio Morales inquired on whether or not the figures in the 2020 budget have been adjusted to reflect the modified or canceled events.
- **Action**:
 - Executive Director (ED) Kelly McKenna notes that she and Ms. Huggins have been working together and will continue to work together on adjusting the budget to cover all costs associated with the huge pivot we've had to make to the operations of the BIA since COVID-19.

2020 QUARTERLY FUNDRAISING REPORT & SPONSORSHIP AGREEMENT-

- **2020 Q1 REPORT & SPONSORSHIP AGREEMENT -**

- **Update**:
 - *Please see '04_30_2020 BIA BD APPENDIX –2020 Q1 BIA Fundraising report Glenn version Apr 17 - Coulson and Associates (8 pages)'; along with '04_30_2020 BIA BD APPENDIX –Sponsorship Agreement (2 pages) for details.*
- **Discussion**:
 - Mr. Randy Aylwin noted that in the Fundraising Report, Coulson & Associates state that they will be reconciling everything in a few weeks. Mr. Aylwin asks whether these reconciliations were supposed to be delivered by the end of the first quarter.
 - Ms. McKenna asks Ms. Huggins to make sure everyone is caught up in terms of this history
 - Ms. Huggins states that the outstanding \$104,000.00 is from 2015-2019. Ms. Huggins has requested an updated commitment note/spreadsheet from Coulson & Associates to show updates but she has not received it yet.
 - Mr. Aylwin asks whether the sponsorship form was a mock up sponsorship agreement.
 - Ms. McKenna confirms that this is the case.
 - Mr. Aylwin noted that if an anonymous donation is received, it should be anonymous only for the public, not the board. He asks if this can be clarified on the sponsorship form.
 - Councillor Morales notes that anonymous donations are important for any organization and that there should be an Important distinction made between the public and board. However, some cases are unique.
- **Action**:
 - Councillor Morales asked Ms. McKenna to get clarification on this as it may be the case that the knowledge of who an anonymous donor is only required by the Executive Director or the executive team rather than the entire board.

TREASURER'S REPORT - Ms. Michelle Huggins

- **Q1 FINANCIAL REPORT -**

- **Update**:
 - *Please see '04_30_2020 BIA BD APPENDIX - Treasurer's Report - January 1st - April 27th, 2020 (3 pages) for details.'*
- **Discussion**:
 - *Ms. Huggins did make a quick inquiry about the 'Storage Unit' line item under 'Beautification & Cleanliness' in her report.*

'Q1 FINANCIAL REPORT - Discussion' *continued on the next page...*

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- **Q1 FINANCIAL REPORT** *continued -*

- **Discussion** *continued:*

- *BIA Staff member, Ms. Stacey Zubczyk, noted that the storage unit, up until recently contained the christmas wreaths. It now only contains the Beaver statues from the BIA's sponsorship of the Rotary Club's Beaver Festival; which will be removed from the unit once COVID-19 restrictions are lifted.*
 - No discussion by the Board about the specifics of the Treasurer's report.
 - Interim Chair Morales noted that he has had a conversation with the Mayor, in regards to the BIA requesting deferral of the 2020 Meridian Place payment to next year which would free up about \$90,000 in the budget. He noted the intent would not be to reduce the BIA's 2020 budget, but rather to free up money to support businesses during the current COVID1-9 situation. Councillor Morales noted that the City will not charge interest or penalties for deferring.
 - Mr. Randy Aylwin asked for clarification if this money was sponsorship dollars.
 - Ms. Huggins clarified that it is funding committed in the BIA budget from the levy under 'Capital investments.'
 - Ms. Huggins inquired if another option would be to reduce the 2020 budget by \$100,000.
 - Interim Chair Morales noted that the City of Barrie's intent was not to have the BIA reduce the BIA budget, but rather to support the downtown businesses.
 - Mr. Aylwin asked for clarification whether or not this motion was to double our committed amount next year.
 - Interim Chair Morales noted that the motion would push back the BIA's payments by an extra year.

- **Motion:**

- **MERIDIAN PLACE PAYMENT DEFERRAL**

- **2020_04_30 BIA Motion #1**

The Downtown Barrie (BIA) Board of Management moves a motion to write a letter to the City of Barrie requesting to defer the 2020 payment for Meridian Place to the year after the last year of the contribution agreement.

Motion moved by: Mr. Chad Ballaytyne

Seconded by: Ms. Teresa Woolard

Vote: All in Favour **APPROVED**

- **Action:**

- ED McKenna will work with Interim Chair Morales and Ms. Huggins to draft a letter of to defer the 2020 payment based on above motion (*see 2020_04_30 BIA Motion #1*).

Items for Discussion & Voting -

- **GOVERNANCE PROPOSALS--**

- **Background/Update:**

- Please see '04_30_2020 BIA BD APPENDIX –GOVERNANCE PROPOSAL REPORT (3 pages)' for details.

- **Discussion:**

- No discussion.

- **Motion:**

- **2020_04_30 BIA Motion #2**

The Downtown Barrie (BIA) Board of Management moves a motion to engage with Barriston Law for Governance Review and Support Services..

Motion moved by: Secretary/Treasurer Michelle Huggins

Seconded by: Ms. Teresa Woolard

Vote: All in Favour **APPROVED**

- **Action:** ED McKenna will begin the next steps in the process.

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● **HR SUPPORT--**

○ **Background/Update:**

- *Please see '04_30_2020 BIA BD APPENDIX –HR SUPPORT REPORT (4 pages)' for details.*

○ **Discussion:**

- Ms. Teresa Woolard requested clarification on why HR support is required as she feels that with the timing of the pandemic, the BIA's budget could be better utilized to support their membership.
 - Ms. Stacey Zubczyk reminded Ms. Woolard and the board that the BIA's HR support has in the past been through the City of Barrie, but the BIA is currently being phased out, so it's necessary to seek out HR support.
- Councillor Morales notes that what the HR support will be doing are tasks that haven't been done in years. This is more like a full re-organization to better support the staff positions. The reorganization will allow our new Executive Director to move forward appropriately.

○ **Motion:**

■ **2020_04_30 BIA Motion #3**

The Downtown Barrie (BIA) Board of Management moves a motion to engage with HR Performance & Results to provide ongoing advisory services, update employee handbook and job descriptions, as well as, update staff training requirements.

Motion moved by: Secretary/Treasurer Michelle Huggins

Seconded by: Councillor Jim Harris

Vote: All in Favour APPROVED

○ **Action:**

- ED McKenna will begin the next steps in the process.

● **FINANCIAL TRANSITION FROM THE CITY OF BARRIE - BOOKKEEPING SUPPORTS**

○ **Background/Update:**

- *Please see '04_30_2020 BIA BD APPENDIX –FINANCIAL SERVICES SUPPORT PROPOSAL (2 pages)' for details.*

○ **Discussion:**

- Ms. Huggins inquired about the support fee (i.e. is it monthly or for the three months outlined in the report) and suggested that BIA Staff inquire about an hourly fee.
 - ED McKenna noted it is a monthly fee. She also noted that she can look into an hourly fee.
- Ms. Huggins and Ms. Woolard believe this is an expensive monthly fee.
 - ED McKenna noted that the service does include assistance with setting up the BIA's new payroll and banking processes as the BIA transitions away from the City of Barrie.
- Ms. Huggins asks whether the fee could be adjusted to an hourly fee instead of a flat fee
 - Ms. McKenna notes that there are likely a few options that can be considered. She added that this feedback can be taken back to the bookkeeper, but noted that timing should be considered as this support is needed.

○ **Motion:**

■ **2020_04_30 BIA Motion #4**

The Downtown Barrie (BIA) Board of Management moves a motion to engage with Marian Wild and Debits & Credits for Financial Services Support.

Motion moved by: Secretary/Treasurer Michelle Huggins

Seconded by: Ms. Teresa Woolard

Vote: All in Favour APPROVED

○ **Action:**

- ED McKenna will begin the next steps in the process.

Addition of Other Business

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● **RATIFICATION OF THE BOARD ELECT DISCUSSION**

○ **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 10th, 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 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.
- The Board held a Special Meeting on February 14th, 2020 to consult with the Lawyer hired by Ms. Trainor, Mr. Jim McIntosh with Barriston Law. At this meeting, the Board moved the following motion:

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**

● **Update:**

- Please see '03_03_2020 BIA FEB BD APPENDIX – SECOND LEGAL OPINION- Jack Siegel of Blaney McMurtry .pdf (6 pages) for details.

- At the 2020 February Regular Board meeting, held on March 3rd, the Board received the second legal opinion letter submitted by the Board Elect members. After discussion between the Board Directors and those in the public gallery the Board passed the following motion.

03_03_2020 Feb BIA Motion #4:

The Downtown Barrie Business Association (BIA) Board of Management moves a motion to refer the second legal opinion of Jack Siegel of Blaney McMurtry back to the BIA's Legal Counsel, Jim McIntosh with Barriston Law for review and report back as soon as possible, and that for BIA Staff to schedule an emergency Board meeting to review.

Motion moved by: Mr. Randy Alywin

Seconded by: Mr. Chad Ballantyne

Vote: In Favour: 3

Not in Favour: 2

Approved

Amendment:

That Downtown Barrie (BIA) Executive Director Kelly McKenna and/or Interim Chair Councillor Sergio Morales seek out the opinion of the City of Barrie's Legal Department at the same time.

Amendment moved by: Mr. Chad Ballantyne

Seconded by: Ms. Teresa Woolard

Vote: In Favour: 4

Not in Favour: 1

Approved

'RATIFICATION OF THE BOARD ELECT DISCUSSION' continued on the next page...

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● **RATIFICATION OF THE BOARD ELECT DISCUSSION** *continued-*

○ **Discussion:**

- Mr. Aylwin noted that he cannot support a motion to ratify the members elect as he has “too much respect for Jim McIntosh”
- Ms. Huggins provided a prepared response. In summary, Ms. Huggins does not want to move forward until a strong foundation (i.e. a constitution) has been established. She adds that she would prefer that the BIA membership decide whether the results should be ratified or not
- Ms. Woolard stated that these events have been dragged out enough and adds that the board could use the extra help. She notes that the members elect did nothing wrong and that their help is needed right now.
- Councillor Morales continued discussion by adding that this has not been easy. No one envies the situation we’re in. He noted that:
 - The members elect had no intent of malice and references member elect Ms. Cait Patrick’s comment on the public asking her what she did wrong. Councillor Morales understands that no one deserves having this cloud over their head.
 - With COVID-19, and with our growing organization, we need to have a full board,
 - the membership voted these members in, so going back to them could be considered unnecessary. He added that even though he might have been in support of this move at one point, it’s what’s happening now that is important; people are coming together to make it work during COVID-19,
 - If we wait for an AGM and the results are the same, then we would have wasted months when our team needed help. Alternatively, if the results were different, then we’d have to host another election that staff would have to arrange and make a priority during a time when businesses aren’t even sure if they’re going to exist. And we could wind up again with the same outcome! Once more, months would be wasted during a time when the help was needed.
 - Right now our membership needs us and we need to put everyone on the same page and use everyone’s talents.
- Mr. Ballantyne agreed with Councillor Morales and added that any future issue can be best dealt with by a full board.
 - He added that the strengths and positives will outweigh the negatives and that in terms of the legal issues that were found, that’s what lawyers do - they are meant to find issues.
- The Board agreed that the board and members elect, that the governance needs to be fixed.
- Councillor Morales added that the by-election was open to be challenged by anyone. In this case, the individual who challenged the results wanted clarity on the process.
- Councillor Morales added that he is settling for the process, not settling for the board members elect. He is settling for the process as it is now so that we can ratify the results. This entire time, we’ve been debating the process, not questioning the members elect.
- Ms. Huggins agreed and noted that she is excited to have some of the members elect join the board.
- Mr. Ballantyne added that this process was the same process used in previous elections and that the only difference was that some members elect had a more thorough understanding of the process.
- Councillor Morales moved a motion that the BIA Board of Directors hold the election of the executive team by secret ballot noting that his appointment to Chair was always intended to be transitional and that the board will have to vote for the new Chair and Vice Chair once Barrie City Council has ratified the results of the by-election
- Discussion on original motion resumes, with Councillor Jim Harris agreeing that solidifying the board right now is the final element that is required for us to move forward.

‘RATIFICATION OF THE BOARD ELECT DISCUSSION’ *continued on the next page...*

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- **RATIFICATION OF THE BOARD ELECT DISCUSSION** *continued-*

- **Motion:**

- 2020_04_30 BIA Motion #4
(As Amended)**

- The Downtown Barrie (BIA) Board of Management moves a motion to ratify the results on the 2020 January BIA Board of Management By-Election and to appoint the following members of the Business Improvement Area to the Board of Management:

- Mr. Jason Ing
 - Ms. Daniela Fuda
 - Mr. Rob Hamilton
 - Mr. Paul Lynch
 - Mr. Colin Hassey
 - Ms. Cait Patrick

- and that motion 2020_04_30 BIA Motion #4 (as amended) be referred back to Barrie City Council for ratification at their next meeting.

- Amendment:**

- That the Chair of the Downtown Barrie BIA be elected by secret ballot, as outlined in the Municipal Act 2001, c. 25, s. 233 (5).

Motion moved by: Interim Chair Councillor Sergio Morales

Seconded by: Ms. Teresa Woolard

Amendment moved by: Interim Chair Councillor Sergio Morales

Seconded by: Councillor Jim Harris

Vote: 4 In Favour

2 Opposed

APPROVED

Adjournment:

- Motion to Adjourn at 2:55pm made by: Mr. Chad Ballantyne and seconded by Councillor Jim Harris.

Vote: All in Favour

Approved

Next Meeting: TUESDAY, MAY 26TH from 1:00pm to 3:00pm