



# CONSTITUTION OF THE DOWNTOWN TILLSONBURG BUSINESS IMPROVEMENT AREA

**Legal name: TILLSONBURG BIA**

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Originally Passed by the Board of Management April 10, 2013

Confirmed by the Members on June 5, 2013

This Revised Constitution shall come into force when approved by a majority of the membership of the Tillsonburg District Business Improvement Area  
Amended and Passed by the Board of Management October 2023

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## **SECTION I: LEGAL AUTHORITY AND PURPOSE**

### **1. Statutory Authority**

The Downtown Tillsonburg Business Improvement Area (DTBIA) is established in accordance with the Municipal Act, S.O. 2001, c. 25, S 204 - 216, as amended.

Whereas pursuant to authority provided by By-Law #2003-0103, of the Corporation of the Town of Tillsonburg, there has been designated an improvement area for the improvement, beautification and maintenance of municipally owned lands, buildings and structures in the improvement area;

And whereas pursuant to By-Law #2003-0103, there has been established a Board of Management to carry out the said improvements;

And whereas pursuant to By-Law #2003-0103, the improvement area has been named the Tillsonburg Downtown Business Improvement Area;

And whereas it is desirable to have a constitution to provide operating guidelines for the said Tillsonburg Downtown Business Improvement Area or "The Downtown Tillsonburg BIA" or "DTBIA".

Therefore, the said Tillsonburg District Business Improvement Area adopts the following as its Constitution:

### **2. Objectives**

The purpose of the Downtown Tillsonburg Business Improvement Area (DTBIA) shall be 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.

In all instances, the Downtown Tillsonburg Business Improvement Area shall operate in conformity with the provisions of the Municipal Act and the Corporation of the Town of Tillsonburg (the Town of Tillsonburg) by-laws.

In general, the Board will:

1. Plan and administer activities for the promotion of the DTBIA as an attractive business and/or shopping area and for the maintenance and appearance of the downtown, within the established boundaries;
2. Engage in strategic planning necessary to consider and prioritize DTBIA issues;
3. Advocate on behalf of the interests of the DTBIA and its membership;
4. Manage the levy that is collected by the Town of Tillsonburg from the special BIA levy for these activities.

## **SECTION II: GOVERNANCE**

### **1. Membership in the DTBIA**

The boundaries of the DTBIA are established and revised from time to time by the Council of the Town of Tillsonburg. The boundaries are shown in Appendix A. All commercial property within the designated area is assessed for a special levy that is collected by the Town of Tillsonburg to support the activities of the DTBIA.

### **2. Eligibility**

The following shall be eligible for membership in the DTBIA:

1. Property Owners: Members of DTBIA consist of persons who are assessed, on the most recent property tax assessment , with respect to rateable property in the area that is in a prescribed business property class; and
2. Tenants: Tenants of such rateable property, who, by the terms of their lease are responsible for the part of the taxes that the tenant is required to pay under the tenant's lease. In determining whether a person is a tenant or not, the decision of the Clerk of the Town of Tillsonburg, based upon the criteria set out in section 204(5) of the Municipal Act, shall be final;
3. Corporation of the Town of Tillsonburg: Upon approval of the Town Council, one (1) appointed councillor will be deemed to be a members of the DTBIA.

### **3. Rights and Benefits of Membership**

A member in good standing is a member who is not in arrears with respect to the DTBIA levy and does not owe money to the DTBIA for any other reason. Every member who is in good standing is entitled to:

1. Attend the Annual or any Special General Meeting of the DTBIA;
2. Vote on each question arising at the Annual or any Special General Meeting of the DTBIA;
3. Hold any office of the DTBIA;
4. Cast one vote regardless of the number of properties or businesses owned by any member;
5. Designate a representative to represent their interests with the DTBIA;
6. Request that issues or items of interest be placed on the agenda of the DTBIA for discussion and/or resolution. They may contact the DTBIA office for inclusion of an item on an upcoming agenda. Additionally, with 48 hours notice, any member may make a request to make a deputation or presentation to the DTBIA; and
7. New members are personally welcomed by either staff or a member of the Board of Management. At this time, they will be presented with a New Members Kit, when available, and their preferred method of communication should be ascertained.

## **4. Meeting Classifications**

### **a. Annual General Meeting**

The Annual General Meeting (AGM) of the DTBIA shall be held at a location in Downtown Tillsonburg specified in the meeting notice no later than fifteen (15) months after the last AGM, and in any event, no later than the end of each fiscal year as determined by the Executive.

The AGM agenda shall include:

1. Annual Report of the Board of Management;
2. Audited Financial Statements for the previous year;
3. Proposed Budget for the next calendar year;
4. Minutes of last AGM;
5. Any other business that may properly be brought before the meeting.

### **b. Special General Meetings**

From time to time, the Board may call a Special General Meeting of the membership of the DTBIA for any date and time to be held at a location in Downtown Tillsonburg as specified in the Notice.

A petition signed by 10 or more members of the DTBIA is sufficient to order a Special General Meeting within 10 days of receipt of that petition by the Executive subject to providing specific subject matter so that the Chair may prepare and circulate an Agenda .

### **c. Regular Board Meetings**

Meetings will be at the call of the Chair, a minimum of ten (10) monthly meetings per fiscal year.

Meetings will be open to any member of the DTBIA or the public who wish to attend. Attendees who are not members of the Board of Management may not take part in the proceedings unless invited to do so by the Chair.

At least 48 hours' notice of request to make any delegations or presentations at a meeting of the DTBIA should be given to ensure a place on the agenda and to allow time for staff to prepare any supporting or answering information that may be helpful.

### **d. Executive Committee Meetings**

Meetings may be called by the Chair from time to time to conduct business as necessary. Minutes must be recorded, presented and ratified at the next Board of Management meeting. The Executive Committee consists of the following Officers of the Board of Management: The Chair, the Vice-Chair, the Secretary and the Treasurer and the Executive Director, unless otherwise excused by the Chair. A Minimum of fifty per cent plus one of the Executive Committee members excluding the Executive Director must be present to constitute quorum.

#### **e. Notice of Meetings**

The AGM or Special General Meeting of members shall be sent at least ten (10) days in advance to each Member and to each member of the Board of Management as well as the Clerk for the Town of Tillsonburg, and public notice must appear through appropriate DTBIA marketing and communication channels. The accidental omission to give notice of any meeting, or the non-receipt of any notice by any persons eligible, shall not invalidate any resolution passed or any proceedings taken at any meeting.

The Board Meetings shall be monthly excluding July and August and shall be posted on the DTBIA website for 12 months of the following fiscal year January through December. Agendas of Board meetings shall be published on the BIA website at least 2 days prior to each Board meeting. Members of the BIA are welcome to attend the BIA office during regular business hours to pick up a hard copy of the agenda. Minutes of Board meetings shall be published on the BIA website 2 days following approval of the Minutes by the Board of Management.

#### **f. Quorum**

A Quorum is fifty percent of the total number of Board members plus one. Quorum for the AGM or Special GM shall be equal to quorum of the current Board of Management. No business shall be transacted at any meeting unless the requisite quorum is present at the scheduled commencement of the meeting.

#### **g. Determination of Questions**

Questions arising at any meeting of Members shall be decided by a majority of votes unless otherwise stated in these policies or as required by law. At all meetings, every question shall be decided by a show of hands unless a ballot on the question is required by the Chair or requested by a Board member. The Chair shall declare a resolution has been carried or not carried. It will be entered into the Minutes of the DTBIA. It is not necessary to record the number or proportion of votes, or the voter record, unless requested by a member.

#### **h. Meeting Procedures**

At the beginning of each meeting, it is the duty of each board member to declare a Pecuniary Interest, and the general nature thereof in accordance with the Town of Tillsonburg Code of Conduct for Local Boards and Committees (Appendix B). Subject to these policies and procedures, all meetings shall be governed by Robert's Rules of Order.

### **5. The Board of Management**

The Board of Management of the DTBIA is an appointed Board serving at the pleasure of the Council of the Town of Tillsonburg. The Board of Management may appoint sub-committees to do specialized work from time to time as may be required.

Board of Management and sub-committee work is on a volunteer basis. Neither Board members nor sub-committee members or their relatives can receive payment for work related to the BIA or its sub-committees apart from budgeted and receipted expenses for materials.

### **a. Style of Governance**

The Board of Management represents the membership of the DTBIA. It is the authority responsible directly to the members and the community for prudent oversight of the DTBIA operations. It is responsible for the articulation (and/or safeguarding) of the organizational mission and defining the outputs and outcomes it seeks. The Board is responsible for long-term planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the staff to manage the DTBIA's operations. The Board will focus on strategic leadership rather than administrative detail, important policy rather than operational matters. It will establish and respect distinctions between Board and staff roles and manage any overlap between these respective roles in a spirit of collegiality and partnership that supports the authority of staff and maintains proper lines of accountability.

In this spirit the Board will:

- Direct, control, and inspire the agency through careful deliberation and establishment of strategic direction and general policies.
- Monitor and regularly discuss the Board's own processes, progress and performance. Provide its members with the knowledge necessary to fulfill their responsibilities for the good governance of the organization.
- Be accountable to the membership for competent, conscientious, and effective accomplishment of its obligations as a body.
- Ensure that all business of the organization is conducted in a transparent, legal and ethical manner.
- Board members will always conduct their business in accordance with the principles of fair play and due legal process.

### **b. Powers**

The Board may exercise all powers that the DTBIA may legally exercise towards the fulfillment of its objectives unless the Board is restricted by law or by the Members from exercising those powers. These powers include, but are not limited to, the power to:

- Enter into contracts or agreements;
- Make banking and financial arrangements and to execute any or all documents;
- Execute documents;
- Direct the way any other person or persons may enter into contracts or agreements on behalf of the DTBIA;
- Purchase, lease, or otherwise acquire, sell, exchange, or otherwise dispose of real or personal property, securities, or any rights, or interest for such consideration and upon such terms and conditions as the Board may consider advisable; and,
- Purchase insurance to protect the property, rights, and interests of the DTBIA and to indemnify the DTBIA, its Members, the Board, and Officers from any claims, damages, losses, or costs arising from or related to the affairs of the DTBIA.

- Adding or deleting membership classifications via policies and procedures.

### **c. Role and Function**

Without limiting generality, the Board shall be responsible for:

1. Making decisions on policy affecting the DTBIA,
2. Managing the affairs of the DTBIA,
3. Appointing sub-committees as may be required to accomplish the work of the DTBIA.

### **d. Borrowing Powers**

The DTBIA shall not borrow money and, without the prior approval of Town Council, may not incur indebtedness extending beyond the current fiscal year.

### **e. Eligibility**

Each Board member shall ideally be a Member in good standing, or a representative of Member in good standing, of the DTBIA. Directors must be eighteen (18) years of age and officially appointed by Town Council.

### **f. Appointment and Election Process**

The Board is appointed by Town Council. A slate of Officers is brought forward by the membership every four years subsequent to the municipal election. The process is as follows:

1. Town Council shall appoint one member of Council. The appointed member of Council has voting privileges. The mayor is ex-officio and does not have voting privileges. Similarly, the Economic Development Commissioner is ex-officio and does not have voting Privileges.
2. The remaining positions shall be based on applications received and considered by the Board of Management and recommended to the membership and finally appointed by the Town Council.
3. The Past Chair of the Board, if available, is Chair of the Nominating Committee responsible for developing a slate of candidates for election and vacancies between elections.
4. Notice of a Board election is provided to the membership at least 10 days in advance through normal communication channels and through the municipal notice process as administered by the Town Clerk's office.
5. Nominations will close 14 days before the date of the election.
6. If desired, the Chairman for the purpose of counting ballots may appoint one or more scrutinizers (who need not be members,).
7. Only one delegate per business member can be nominated for election at any one time. It is the responsibility of the DTBIA member to register their voting delegate before the election process begins.
8. The names of those Board members continuing their term must appear on the ballot.



9. Any member in good standing may be nominated by another member in good standing. A member in good standing is defined as not owing the DTBIA money (levy or otherwise).
10. The number of Board seats is 6 minimum, 10 maximum DTBIA members not including Town appointments.
11. In an election year, the new Board cannot assume its duties until approved by Council, therefore the outgoing Board must continue to hold office until their successors are appointed.
12. The Chair, Vice-Chair, Secretary and Treasurer shall be elected at the first possible meeting after a new Board is appointed.
13. The immediate Past Chair will act as an ex-officio member of the Executive Committee.
14. The Board of Management may appoint ex-officio members (without voting privileges) to the Board at its own discretion.
15. Board members may resign by resignation in writing to the Board Chair and that resignation shall be effective upon any time or date requested.
16. In the event of a vacancy occurring on the DTBIA Board of Management, the Board shall notify the Town as soon as any vacancy occurs.
  - a. The Board will determine if a replacement is needed considering the number of remaining board members, the length of term, and expressed interested from members. If the board resolves to replace the Board member, the vacancy will be advertised through appropriate communication channel. Applications will be reviewed by the Executive Committee, confirmed by a resolution of the Board and appointment by Council, through the Clerk's Office. A person qualified to be a member may hold office for the remainder of the term for which his or her predecessor was appointed.
  - b. In the event that the remaining directors of the Board no longer constitute a quorum, a membership meeting shall be called by the remaining Directors of the Board for the purposes of nominating and appointing Directors for consideration and appointment by the Town through the above process.

#### **g. Quorum**

A quorum for a meeting of the Board of Management shall be majority of the voting members of the Board.

#### **i. Indemnification**

The DTBIA shall indemnify and save harmless Board members, their heirs, executors and administrators, respectively from time to time and at all times from and against:

- All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
- All other cost, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except cost, charges, or expenses thereof as are occasioned by his or her own willful neglect or default.

## **j. Review and Dissolution**

Should a two-thirds (2/3) vote of the DTBIA members be received to dissolve the DTBIA at a special meeting held for such purpose and every member advised in writing at least 10 days in advance of such meeting, a request shall be made to the Town of Tillsonburg to repeal the by-law establishing the Downtown Tillsonburg Business Improvement Area.

Upon repeal of the by-law under the Municipal Act the Board or Management is dissolved and the assets and liabilities of the Board become the assets and liabilities of the Town of Tillsonburg.

If the liabilities assumed under subsection (2) exceed the assets assumed, the Town of Tillsonburg may recover the difference by imposing a charge on all rateable property in the former area that is in a prescribed business class.

## **k. Meeting Dates & Times**

Board and Committee meetings are generally held at the DTBIA office or any other place otherwise decided by the Chair presiding over the meeting. In principle, these will be held in a location in Downtown Tillsonburg.

- There shall be no less than 10 meetings per year.
- At regularly scheduled Board meetings, any member of the membership may attend, ask to be recognized by the Chair, and speak to any items on the agenda or request new business to be placed on a future agenda. However, they shall not vote.
- Meetings of the Board may be called by the Chair, the Vice-Chair, or any two members of the Board.
- The Board may hold its meetings at any place in the Town of Tillsonburg as it may from time to time determine.

## **SECTION III FINANCIAL MATTERS**

### **1. Fiscal Year**

The Tillsonburg District BIA's fiscal year shall be the calendar year.

### **2. Auditor**

The external Auditor for the TDBIA shall be the Auditor appointed by the Corporation of the Town of Tillsonburg and all books, documents, transactions, minutes and accounts of the DTBIA shall always be open to the Auditor's inspection. The Auditor shall prepare a report each year and the auditor's report shall be available to the members. The report shall contain an attestation that in their opinion the financial statements present fairly the financial position of the DTBIA and the results of its operations for the period under review in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

### 3. **Banking /Accounting**

The Board shall adopt and maintain only banking arrangements and ordinary good accounting practices that are acceptable to the Auditor and keep all accounting records ready to submit from time to time to the Auditor as required.

### 4. **Budget**

The Board shall formulate an annual budget and present same to the general membership of the DTBIA for its input at the Annual General Meeting together with any other business that may be properly brought before the meeting such as the Town Auditor's findings. Upon finalization of its proposed budget, the Board shall submit said budget to Council for approval, in a form and at a time satisfactory to the Town of Tillsonburg Director of Finance and, within the limits of the estimates as approved by Council. Any funding approved will be disbursed by the Director of Finance of the Town of Tillsonburg to the Board on a quarterly basis, or as otherwise deemed appropriate by Council from time to time.

The Board shall submit an annual report for the preceding year to Town Council in the form as presented to the Membership at the Annual General Meeting. The report shall include the Audited Financial Statements.

### 5. **Expenditures**

The Board shall not expend any monies not included in the estimates approved by the Council or in a reserve fund established by Council under *Section 205*, SO 2001. The Board of Management shall not borrow money and, without prior approval of the Council may not incur any indebtedness extending beyond the current year. As provided for in the Municipal Act, DTBIA funds can only be used for improvements to publicly owned property. Expenditures cannot be used for individual businesses or private properties. The common funds must be used for the common good. Any expenditure more than \$750 must be approved by a quorum of the Board of Management at a meeting of the Board. If the expenditure is required to conduct immediate and pressing business, then the Executive Committee may be called upon to approve, in which case any such approved expense shall be reported to the Board at its next regularly scheduled meeting for ratification.

### 6. **Signing Authority**

- 1) Contracts, etc.: deeds, transfers, licences, contracts and engagements authorized by the Board shall be signed by any two of the Chair, Vice-Chair or Treasurer, or such other persons as may from time to time be designated by the Board, where necessary. Contracts in the ordinary course of the operations of the BIA may be entered into on behalf of the Tillsonburg District BIA by any two of the Chair, Vice-Chair or Treasurer, or by any two other persons duly authorized by the Board, subject to levels of control relating to quantum, as outlined herein.
- 2) Cheques, Negotiable Instruments, etc.: All cheques, bills of exchange, negotiable instruments or other order for the payment of money, notes or other evidence of indebtedness issued in the name of the Tillsonburg District BIA, shall be signed by any two of the Executive Committee and/or Executive Director, or other such additional person as the Board may declare from time to time.

Levels of Approval: In order to ensure that the Downtown Tillsonburg BIA office can function effectively, and there is adequate financial control by the Board, there are two levels of approval established for financial transactions, excluding contracts previously approved by the Board of Management including utility bills or other expenditures normally paid by the Executive Director with the DTBIA issued Credit Card:

- a) Level 1 – approval by two members of the Executive Committee without prior consultation with or approval by the Board of Management provided the purchase is included in the approved annual budget and not over \$1000.00.
- b) Level 2 – transactions of more than \$1,000.00 at the direction of the Board provided that the purchase has been approved by a motion and approval is documented in the minutes or the purchase is confirmed to the Board of Management at its next meeting following the completion of the transaction, or the expense is fixed and pre-approved as in the instance of monthly rent or is in the approved annual budget.

### **SECTION III: OPERATIONS PROTOCOL**

#### **1. Code of Conduct**

In addition to the Town of Tillsonburg Code of Conduct for Local Boards and Committees (Appendix B), the board is committed to effective decision-making and, once a decision has been made, speaking with one voice. Towards this end board members will:

- Keep member and community interests in mind when expressing a view point.
- Endeavor to speak from one's knowledge and experience.
- Express oneself at board meetings (even if one's view differs from that of other board members) and encourage and make it comfortable for others to do so.
- Refrain from politicking outside of board meetings.
- On important issues, encourage consensus decisions as well as ones that seek collaborative rather than compromise solutions.
- Support majority decisions even if one's view is a minority one.
- Not disclose or discuss differences of opinion on the board outside of Board meetings.
- Respect the confidentiality of information on sensitive issues especially in personnel matters.
- Refrain from speaking for the organization unless authorized to do so.
- Disclose one's involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest in accordance with Town of Tillsonburg Code of Conduct for Local Boards and Committees.
- Refrain from giving direction, as an individual board member, to any member of staff.
- Board and Committee members are to be respectful of each other and staff during meetings including arriving on time and not interrupting briefings or speakers.
- Board and Committee members should also be mindful of guests attending meetings and always conduct themselves professionally and efficiently.
- The Town of Tillsonburg respective policies on volunteer boards, inclusive of the Accessibility for Ontarians with Disabilities Act, Bill 158, Workplace Violence & Harassment Policy, the Equity, Diversity and Inclusion (EDI) policy and the Town of Tillsonburg Code of Conduct for Local Boards and Committees.

- At the beginning of each 4-year term, every member of the Board will receive training on the Code of Conduct, the Workplace Violence and Harassment Policy, the EDI Policy and such other training as deemed necessary by the Corporation of the Town of Tillsonburg.

## **2. Attendance**

Directors are required to attend either in person or remotely via use of computerized technology selected by the Board of Management, and actively participate in monthly Board and committee meetings.

- Directors are to inform the BIA office in advance of meetings if they are unable to attend, as well as when they are unable to perform their tasks due to travel out of town on business, vacation or illness.
- Regrets for the meetings must be received 24 hours BEFORE the scheduled meeting to avoid being marked as “Absent” from the meeting.
- The Chair will decide if meetings will be cancelled due to lack of quorum.
- The Chair is responsible for monitoring attendance records and disciplinary action regarding Board members.

## **3. Disciplinary Action**

Disciplinary action may commence upon breach of the Conflict of Interest, confidentiality, privacy, and attendance policies.

Missing three (3) consecutive Board meetings or 50% of the meetings in a twelve-month period will commence disciplinary action. Should attendance and/or behaviour continue, further action up to and including a recommendation for dismissal from the Board may be implemented.

A recommendation for Dismissal requires a recommendation from the Chair or Integrity Commissioner or a resolution and approval of 2/3 majority of the Board at a Board meeting with the recommendation on the agenda.

Officers shall be subject to removal from the Executive at any time by resolution and simple majority of the Board.

## **4. Board and Committee Member Internal Communications**

- The Chair is responsible for direct instruction, support and management of the BIA Executive Director.
- Board members are required to go through the Chair with instructions or requests requiring action from the BIA Executive Director, outside of approved Board decisions of action.
- Committee Chairs work directly with the BIA Executive Director to develop committee recommendations for presentation and approval by the Board and execute approved decision of the Board pertaining to committee projects.

- The Chair and Board Executive do not have the authority to override Board decisions, inclusive of those pertaining to Committees, project assignments and budget allocation.
- The BIA Executive Director is the DTBIA's primary resource of history and procedure.
- No Committee or individual may override the approved direction of the Board.
- The BIA Executive Director provides direction and support and acts as a resource to the Board and Committees.
- Only discussions recorded in DTBIA minutes reflect decisions of the Board and Committees. The Board does not accept private discussions and agreements between Members until they are brought to the Board for formal discussion, decision and recording.
- Board and Committee members contact their respective Chairs with comments and concerns pertaining to issues arising or items in progress. The Chairs consolidate these discussions, brief the BIA Executive Director and report (preferably in writing) at the next Board meeting.
- Individual Board and Committee members should not contact staff directly with specific requests or direction requiring action outside of what has been approved in Minutes at Board or committee meetings.
- Chairs are responsible for managing meetings, moving the agenda along, reporting at meetings and ensuring action is executed (by staff and others).
- The Board, Executive, and sub-committees shall generally operate using Robert's Rules.
- Board and Committee members are responsible for preparing for, attending and participating at meetings, keeping their comments concise and constructive and volunteering for action items.
- The Board will endeavor to conduct meetings in a time efficient manner.

## **5. Changes to Policies or Procedures**

- The Board of Management and the Executive Director shall adhere to this Constitution, all applicable By-laws of the Town of Tillsonburg and the sections of the Municipal Act, S.O. 2001, c. 25, S 204 - 216, as amended, and any other approved Policy approved by the DTBIA. In the absence of any of these, the Board of Management and Executive Director shall be guided by Best Practice.
- Board members and/or staff seeking changes to policies and procedures must first obtain a briefing from staff and/or appropriate Executive Member on background of subject to clearly understand existing established process.
- Changes should be developed in consultation with the BIA Executive Director and/or Executive Committee as the primary source of memory for the DTBIA.
- Members seeking changes must present their recommendations to the Executive Committee, for discussion and recommendation to the Board.
- Recommendations must include reason for requesting change and an explanation as to how the change will improve existing process.
- The Executive shall provide a recommendation to the Board regarding any proposed changes to the policies and procedures.

## **6. Closed Meetings**

Meetings of the Board and committees are open to the public, except when it is necessary to go in-camera. In-camera meetings will follow the Town of Tillsonburg Procedural By-Law #4173 consolidated by #2020-30. In general, these include:

- The security of the property of the municipality
- Personal matters about an identifiable individual
- Acquisition or disposition of land
- Labour relations
- Litigation
- Advice subject to solicitor-client privilege
- Information supplied in confidence to the municipality by another level of government
- A trade secret or certain specific information supplied in confidence to the municipality, or that belongs to the municipality and has monetary value
- A plan or instruction to be applied to negotiations
- Education or training

Any motions from in-camera sessions will be recorded in the minutes.

## **7. Ex-Officio Members of Boards and Committees**

Frequently Boards and committees contain some members who are members by virtue of their office, and therefore, are termed ex-officio members. The Board may appoint ex-officio members for the purpose of special skills. When such members cease to hold the office his/her membership on the Board terminates automatically. If the ex-officio member is not under the authority of the Board, he/she has all the privileges, but none of the obligations of membership. Ex-officio members may not vote at meetings of Boards or committees.

## **8. External Communications**

The Chair is the primary contact for reporting to the Town Council, committees of Council and all media inquiries. The Chair may delegate external communications to the Executive Director as may be required from time to time.

## **9. Standard of Care**

Every Board member and staff shall:

- Exercise the powers and discharge the duties honestly, in good faith, and in the best interests of the DTBIA; and
- Exercise the degree of care, due diligence, and skill that a reasonable prudent person would exercise in comparable circumstances.

## **10. Consistency with Legislation**

Nothing contained in this by-law shall require the commission of any act which is contrary to the expressed provisions of the Municipal Act or any by-laws of The Corporation of the Town of Tillsonburg relating to the Board of Management of the area or “Business Improvement Area” as defined by the Municipal Act.

If there shall exist a conflict between any provision contained in these by-laws and any such provision of the Municipal Act or the By-Laws, the latter shall prevail, and the provision or provisions herein affected shall be curtailed, limited, or eliminated to the extent necessary to remove such conflict, and as so modified so that these by-laws shall remain in full force and effect.

## **11. Amendments**

By-laws of the DTBIA may be enacted, repealed, amended, added to, or re-enacted by the Board of Management, and sanctioned by an affirmative vote of at least two thirds of the members present at a General Meeting of Members duly called to consider confirmation of such by-law amendment, or at an Annual General Meeting, whichever occurs first.

## **12. Position Descriptions**

### **Directors**

The Board is subordinate to the body that elects/appoints them (the membership) and has the authority of the membership to be exercised between its Annual General Meetings.

- Board members are appointed by Town Council. The Board shall recommend to Council a proposed slate of Directors for approval.
- Board members are generally DTBIA members in good standing or an authorized representative of a DTBIA member in good standing.
- Support and further the mandate of the DTBIA, represent the DTBIA by bringing forward relevant issues, vote responsibly, review and understand the issues facing the DTBIA through discussion, study supporting documentation, show solidarity with the DTBIA, advocate on behalf of the DTBIA with the external community – especially with politicians as business leaders in the community.
- Assist DTBIA staff, as volunteers, to further the strategic direction of DTBIA.
- Special responsibilities include attending DTBIA events and the Annual General Meeting, participation on committees and supporting DTBIA events as a volunteer.
- The Board shall recruit new members to fill vacancies that arise during, and at the expiry of, the four-year municipal appointments process.

Directors are responsible for:

- Drafting and approving of Policies and Procedures to ensure the effective operation of the DTBIA and for amending these Policies and Procedures as necessary.
- Ensuring that Board Policies and Procedures are implemented effectively.
- Acting as a legal entity to enter into contracts required by the activities of the Board.



- Electing an Executive who will also act as Signing Officers for the Board.
- Approving an annual budget for presentation to the DTBIA membership for approval, submitting the approved budget to the Town of Tillsonburg and implementing the annual budget as approved by the Town Council.
- Ensuring that financial transactions are appropriately carried out, that records of all financial transactions are maintained and that these records are audited annually by the auditing firm specified by the Town of Tillsonburg.
- Ensuring that minutes of all Board and Executive meetings are recorded and distributed to the Town of Tillsonburg and the BIA membership.
- Establishing sub-committees and appointing representatives to those sub-committees as required to deal with issues identified by the Board or as requested by the Town of Tillsonburg.
- Ensuring hiring of staff to carry out the Board's directives.
- Ensuring timely communication with the members regarding its activities, including but not limited to, arranging General Meetings of the membership.
- All other activities necessary to the effective operation of the Board and the DTBIA.

### **DTBIA Executive**

The Board appoints an Executive committee from the Board of Directors as their representatives between monthly Board meetings.

- The Executive committee may not override previous Board decisions or make changes to the Budget.
- Executive members may be expected to meet between Board meetings and in emergencies.
- Quorum for all meetings of the Executive Committee shall consist of a majority of the members of the committee.
- Generally, only one Executive position may be held by any one member unless the list of nominees for the fiscal year is exhausted.
- The composition of the Executive shall be approved by the Board by a simple majority upon each change in the membership of the Executive.
- The initial approval of the Executive shall be at the first meeting of the new Board after the municipal appointments process has been completed.
- All decisions are subject to approval and ratification at the next Board of Management meeting. Minutes must be taken and presented at the next Board of Management meeting.

### **Chair**

The Chair ensures the effective and efficient action of the Board in governing and supporting the organization and oversees Board affairs.

- Is elected by the Board.
- May hold the position for a maximum of two consecutive terms excluding partial terms.
- Is ex-officio to every Committee.
- Is one of four authorized signatories for the affairs of the Board.

- Has primary Human Resources responsibilities for the BIA Executive Director. In the Chair's absence, this responsibility falls to the Vice-Chair.
- Is accessible to DTBIA staff with limited travel outside of Ontario to ensure availability for signatures and to respond to direction required by the BIA Executive Director and media inquiries.
- Leads the Executive Committee and Board.
- Is responsible for dealing with the Directors on any issues of performance or conduct.
- Acts as the representative of the Board as a whole.
- Is the Board's media spokesperson.
- Represents the DTBIA in the community and the community to the Board.
- Develops agendas for meetings in concert with the BIA Executive Director and Executive.
- Presides at Board meetings including the Annual General Meeting.
- Calls and Chairs the Annual General Meeting.
- Calls and Chairs the Executive Committee meetings as needed.
- Serves as the BIA Executive Director's primary point of contact providing direction and accountability. In the Chair's absence, this responsibility falls upon the Vice-Chair.
- Leads the search and selection committee for hiring staff.
- Convenes Executive Committee discussions on evaluation of the BIA Executive Director, negotiating employee compensation and benefits package and ensures appraisal policy is followed.
- Provides a written report for distribution to the membership for inclusion in DTBIA communication materials.
- Assumes duties of Past Chair if the immediate Past Chair is unavailable.

### **Vice-Chair**

The Vice-Chair acts in the absence of the Chair and assists the Chair in his or her duties.

- Is elected by the Board.
- Is one of four authorized signatories for the affairs of the Board.
- Is a member of the Executive Committee.
- May hold the seat for a maximum of two consecutive terms excluding partial years.
- Recommends to the Board which committees are to be established, seeks volunteers for committees and coordinates individual Board members assignments.
- Makes sure each committee has a chairperson and stays in touch with chairpersons to ensure their work is carried out.
- Supports the Chair in management of Human Resources of the Board.
- Identifies committee recommendations that should be presented to the full Board.
- Special responsibilities include recruiting and orientation of Board members and leading special projects of the Board.

### **Treasurer**

The Treasurer is the primary financial monitor for the Board, including payment requests and auditing statements. The Treasurer manages the review of, and action related to, the Board's financial responsibilities.

- Is elected by the Board.

- Is a member of the Executive Committee.
- Is one of four authorized signatories for the affairs of the Board.
- Is responsible for reviewing all financial documents prepared by the Town and DTBIA staff.
- The Treasurer is responsible for reporting financial information to the Board including monthly financial reports, audited statements and annual budget.
- Chairs the Finance Committee that prepares the annual budget for presentation to the DTBIA membership for approval, submitting the approved budget to the Town of Tillsonburg and implementing the annual budget as approved by the Town Council.
- Presents the audited statements and annual budget to the membership at the Annual General Meeting. In their absence, this role is completed by the Chair.
- Liaisons with Town financial staff if required.
- Primarily this work is completed by the BIA Executive Director.
- The Treasurer is required to inform the BIA Executive Director when he/she will not be available to sign documents (for example, when out of town on business, vacation, illness, etc.) in order that paperwork requiring the Treasurer's signature may be prepared to accommodate the Treasurer's schedule.

### **Secretary**

The secretary has primary responsibility for ensuring accuracy of all proceedings and documents, in support of the BIA Executive Director and other staff.

- Is elected from the Board.
- Is a member of the Executive Committee.
- Is one of four authorized signatories for the affairs of the Board.
- Ensures accuracy of minutes and reports from proceedings and actions.
- Acts in place of staff absence in minute recording and document preparation.
- Is the official custodian of all records, correspondence, contracts, and other documents belonging to the DTBIA.
- Ensures that minutes of all Board and Executive meetings are recorded and distributed to the Town of Tillsonburg and the BIA membership.

### **Past Chair**

The Past Chair is the immediate Past Chair, should the resigning Chair remain a member of the Board.

- Must be a duly elected/appointed Director.
- Will support the Chair and Executive in transition efforts to ensure organizational success.
- Past Chair is Chair of the Nominating Committee responsible for developing a slate of candidates for election and vacancies between elections.
- All Past Chairs shall be invited to the AGM as a stakeholder as long as desired.
- Past Chair will act as an ex-officio member of the Executive Committee.
- In the absence of the Past Chair, all duties fall to the current Chair.

## **Committees**

Committees are a body of one or more persons appointed or elected by the Board to consider, or investigate, or take action in regard to certain matters or subjects.

- Committees can be a Standing Committee such as a Marketing Committee or an ad-hoc committee formed for a limited time.
- The Board forms “working” committees consisting of a minimum of one Board member who is Chair of the committee and responsible for reporting committee progress to the Board at monthly Board meetings.
- Committees can also include ex-officio members and persons of expertise who assist the BIA Executive Director with tasks requiring action.
- Committees have a Chair and Secretary, whom they select if they are not appointed by the Board.
- They put forward recommendations to the Board for discussion and approval.
- Decisions of Committees may be executed once they are approved by the Board.
- The Chair of the Committee updates the membership in DTBIA communication materials.
- Committees shall meet as often as necessary to perform the committee’s mandate.
- Committees shall keep accurate records of its activities, including minutes, agendas, and attendance, OR submit a verbal or written report to the Board on these matters to be recorded in the minutes as directed by the Board.
- Committees propose initiatives and suggest expenditures for approval by the Board.
- Committees have no independent financial standing and must submit estimated project budgets and basic income and expense reports to the Board. Similarly, if Committees contract out work related to their activities, the Board must approve the expense and those employed.

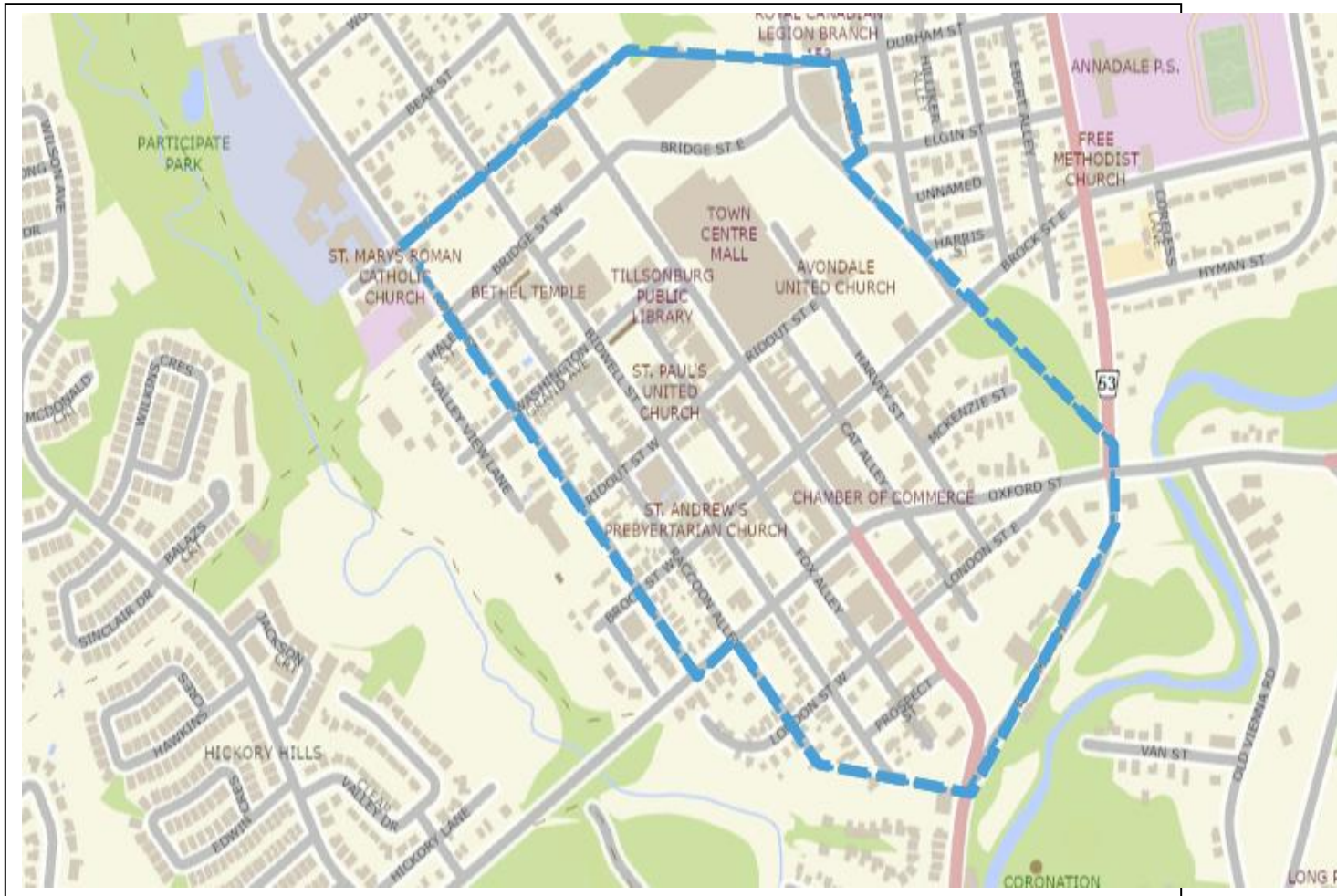
### **13. External Committees**

External Committee representation will be the Chair. The Chair may delegate representation to the Officers of the DTBIA Board of Management or the Executive Director.

- External Committee representatives are required to report information approved by the Board of Management relative to the Board’s position on external committee discussions and included in the DTBIA’s records (minutes of meetings).
- Representatives are expected to focus their comments around Board approved decisions.

## APPENDIX A

### Downtown Tillsonburg BIA Boundaries



In accordance with By-Law 2013

The boundaries of the DTBIA include parts of:

- North – Venison Street
- West – Rolph Street
- South – Bloomer Street
- East – Lisgar Avenue

## APPENDIX B

### Town of Tillsonburg Code of Conduct

2-003

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#### COUNCIL AND BY-LAW

Policy 1-003: Code of Conduct

Approval Date: May 27, 2019

Approval Authority: Council, By-Law 4305

Effective Date: May 27, 2019

Next Scheduled Review Year: 2023

Department: Office of the Clerk

Last reviewed: 2021

Revision Date/s: December 14, 2015

May 9, 2011

February 8, 2010

Schedules:

Form A – Disclosure Statement

Form B – Formal Complaint Form/Affidavit

#### POLICY STATEMENT

Attaining an elected position within one's community is a privilege which carries significant responsibilities and obligations. Members of Council (comprising the Mayor, Deputy Mayor and Councillors) are held to a high standard as leaders of the community and they are expected to become well informed on all aspects of municipal governance, administration, planning and operations. They are also expected to carry out their duties in a fair, impartial, transparent and professional manner.

#### PURPOSE

A Code of Conduct will reinforce the Town of Tillsonburg's Accountability and Transparency Policy and other relevant legislation within which all Members of Council, Local Boards and Advisory Committees must operate. The Code of Conduct serves to enhance public trust and improve the quality of public administration and governance by encouraging high standards of conduct on the part of all government officials, ensuring that those Members share a common standard of integrity through adherence to its principles.

2-003

## SCOPE

The Code of Conduct is intended to supplement and be compatible with the laws governing the conduct of Members. The key principles include:

- Members to whom this Code of Conduct applies shall serve in a conscientious and diligent manner;
- Members shall be committed to performing their functions with integrity without using the influence of their office;
- Members shall avoid all conflicts of interest;
- Members are expected to perform their duties of office and to arrange their private affairs in a manner that promotes public confidence and will bear close legal and public scrutiny;
- Members are responsible for making honest statements and shall not make any statement when they know that statement is false, or with the intent to mislead other Members or the public; and,
- Members shall serve the public interest by upholding the laws and policies established by the Federal Parliament, Ontario Legislature, and the laws and policies adopted by the Town.

This Code of Conduct is intended to provide a guideline for elected officials in exercising their policy-making role having regard to the statements and ideals as enunciated hereunder.

### 1. Definitions

In the Code of Conduct, the terms “child”, “parent” and “spouse” have the same meanings as in the Municipal Conflict of Interest Act.

“Advisory Committee” or “Committee” means a committee established by Council to advise on matters which Council has deemed appropriate for the committee to provide recommendations for Council’s review, including any ad hoc, subcommittee or task force.

“Clerk” means the Municipal Clerk for the Corporation of the Town of Tillsonburg.

“CAO” means the Chief Administrative Officer for the Corporation of the Town of Tillsonburg.

“Code of Conduct” means the “Code of Conduct” for Members of Council, Local Boards and Advisory Committees”.

“Complainant” means a person who has filed a complaint under the Code of Conduct.

“Complaint” means an alleged contravention of the Code of Conduct submitted to an Integrity Commissioner appointed by the Council of the Town of Tillsonburg.

“Council” means the Council of the Town of Tillsonburg.

2-003

"Integrity Commissioner" means the officer appointed by council pursuant to Section 223.3 of the Municipal Act, 2001.

"Immediate relative" shall mean a parent, spouse, child, sister, brother, sister-in-law, brother-in-law, daughter-in-law, son-in-law, father-in-law, mother-in-law as well as step-relationships and half-relationships; spouse shall mean the person to whom a person is married or with whom the person is living in a conjugal relationship outside of marriage; this definition shall also include any other person(s) that are living with the employee on a full-time basis whom the member/employee (appropriate to the document) has demonstrated a settled intention to treat as an immediate relative.

"Local Board" shall mean one of the following boards quasi-judicial committees established by the Council:

- Downtown Tillsonburg Business Improvement Area (BIA) Board of Management
- Property Standards Appeal Committee
- Committee of Adjustment

"Meeting" means any regular, special or other meetings of council, of a local board or a committee of either of them, where a quorum is present and members discuss or otherwise deal with any matter in a way that materially advances the business or decision making of the council, local board or committee.

"Member of Council" or "Member" means any person duly elected or appointed to serve on the Council of the Town of Tillsonburg, Committee or Local Board.

"Town" means The Corporation of the Town of Tillsonburg.

Any reference in this Code of Conduct to a statute, regulation, by-law, guideline, policy or other enactment shall be deemed to include any amendment, replacement, successor or consolidation of such statute, regulation, by-law, guideline, policy or other enactment.

## 2. Statutory Provisions Regulating Conduct

This Code of Conduct is meant to supplement existing legislation governing the conduct of Members, including but not limited to:

- Municipal Act
- Municipal Conflict of Interest Act
- Municipal Elections Act
- Municipal Freedom of Information and Protection of Privacy Act
- Provincial Offences Act
- Human Rights Code
- Criminal Code
- By-laws and policies of Council as adopted and amended from time to time, including but not limited to the Procedural By-law and the Tillsonburg Purchasing Policy.

## 3. Application



This Code of Conduct shall apply to all Members of Council, Local Boards and Advisory Committees.

#### 4. Conduct at Meetings

Members shall conduct themselves with decorum at all meetings in accordance with the provisions of the Town's Procedural By-law or the applicable procedural by-law of that Local Board. Respect for delegations, fellow Members and Staff requires that all Members show courtesy and not distract from the business of the Town during presentations and when other Members have the floor. Use of electronic equipment during meetings should be limited for use/access for meeting purposes.

#### 5. Transparency and Openness in Decision Making

Members will conduct and convey Council, Committee or Local Board business in an open and public manner so that the process, logic and rationale which were used to reach conclusions or decisions are available to the stakeholders.

#### 6. Improper Use of Influence

No Member shall use the influence of his or her office for any purpose other than for the exercise of his or her official duties.

Examples of prohibited conduct are the use of one's status as a Member to improperly influence the decision of another person to the private advantage of oneself or immediate relative, staff members, friends, or associates, business or otherwise. This includes attempts to secure preferential treatment beyond activities in which Members normally engage on behalf of their constituents as part of their official duties. Prohibited conduct also includes the holding out of the prospect or promise of future advantage through a Member's supposed influence within Council, Committee or the Local Board in return for present actions or inaction.

For the purposes of this provision, "private advantage" does not include a matter that:

- a) is of general application;
- b) affects a Member, his or her immediate relative, staff members, friends, or associates, business or otherwise as one of a 'broad class of persons' (such as taxation which affects residents, owners or tenants of land within the Town as a whole); or
- c) concerning the remuneration or benefits of a Member as a Member of Council or of a Local Board.

#### 7. Discreditable Conduct

All Members have a duty to treat members of the public, one another and staff appropriately and without abuse, bullying or intimidation. All Members shall ensure that their work environment is utterly free and completely devoid of discrimination, and personal and sexual harassment.

The Ontario Human Rights Code applies, as does the Town's Discrimination and Harassment-Free Workplace Policy which recognize the right of every employee to work in an environment that is free from discrimination and harassment, by the

employer, agent of the employer, another employee, or any other person with whom s/he comes into contact in the normal performance of his/her duties.

Members shall abide by the provisions of the Human Rights Code, and, in doing so, shall treat every person, including other Members, employees, and individuals providing services on a contract for service, students on placements, and the public, with dignity, understanding and respect.

In accordance with the Human Rights Code, Members shall not discriminate against anyone on the basis of their race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, age, record of offences, marital status, family status, or disability.

In accordance with the Human Rights Code, harassment means engaging in a course of vexatious comment or conduct that is known or ought reasonably to be known to be unwelcome.

Without limiting the generality of the foregoing, Members shall not:

- a) make inappropriate comments or gestures to or about an individual where such conduct is known or ought reasonably to be known to be offensive to the person(s) to whom they are directed or are about;
- b) display materials or transmit communications that are inappropriate, offensive, insulting or derogatory;
- c) make threats or engage in any abusive activity or course of conduct towards others;
- d) vandalize the personal property of others;
- e) commit assault of any kind, including making unwanted physical contact, including touching, patting, or pinching; or
- f) refuse to converse or interact with anyone based on any ground listed in the Human Rights Code.

#### 8. Conduct Respecting Staff

Members shall acknowledge that only Council or the applicable Local Board as a whole has the authority to approve budget, policy, processes and other such matters unless such authority has been delegated. Members shall direct requests outside of Council or Local Board approved budget, process or policy, to the appropriate Committee or Chief Administrative Officer of the Corporation.

Under the direction of the Chief Administrative Officer, Staff serve the Council, Committee or the Local Board as a whole, and the combined interests of all Members as evidenced through the decisions of Council, Committee or the Local Board. Members shall be respectful of the role of staff to provide advice based on political neutrality and objectivity and without undue influence from any individual Member or faction of the Council, Committee or the Local Board. Accordingly, no Member shall maliciously or falsely injure the professional or ethical reputation, or the prospects or practice of staff, and all Members shall show respect for the professional capacities of staff.

No Member shall compel staff to engage in partisan political activities or be subjected to threats or discrimination for refusing to engage in such activities. No Member shall use, or attempt to use, their authority or influence for the purpose of intimidating, threatening, coercing, commanding, or influencing any staff member with the intent of interfering with that person's duties, including the duty to disclose improper activity. Members and staff shall be respectful of each other's time and arrange appropriate opportunities to discuss matters before formal meetings, where possible, which can be included and/or further discussed at the meeting.

In practical terms, there are distinct and specialized roles carried out by Council, Committees or the Local Board as a whole and by Members when performing their duties. The key requirements of these roles include dealing with constituents and the general public, participating as Committee Members, and participating as Council representatives on agencies, boards, commissions and other bodies. Similarly, there are distinct and specialized roles expected of Town staff in both the carrying out of their responsibilities and in dealing with the Council or Committee or the Local Board.

#### 9. Communications And Media Relations

Members will attempt to accurately and adequately communicate the attitudes and decisions of Council or the Local Board, even if they disagree with a majority decision of Council or the Local Board so that:

- a) there is respect for the decision making processes of Council or the Local Board;
- b) official information related to decisions and resolutions made by Council or the Local Board will normally be communicated in the first instance to the community and the media in an official capacity by the Mayor/Chair or designate;
- c) information concerning adopted policies, procedures and decisions of the Council or the Local Board is conveyed openly and accurately; and
- d) confidential information will be communicated only when and after determined by Council or the Local Board.

#### 10. Conduct Regarding Current And Prospective Employment

No Member shall allow the prospect of his or her future employment by a person or entity to detrimentally affect the performance of his or her duties to the Town or the Local Board.

#### 11. Confidential Information

Confidential information includes information in the possession of, or received in confidence by the Town, Committee or the Local Board that the Town, Committee or the Local Board is either prohibited from disclosing, or is required to refuse to disclose, under the Municipal Freedom of Information and Protection of Privacy Act (referred to as "MFIPPA"), or other legislation. Generally, MFIPPA restricts or prohibits disclosure of information received in confidence from third parties that is of a corporate, commercial, scientific or technical nature and is provided expressly or implicitly in confidence, information that is personal, and information that is subject to solicitor-client privilege.

The Municipal Act, 2001 allows information concerning personnel, labour relations, litigation, property disposal and acquisition, the security of the property of the municipality or a local board, and matters authorized on other legislation, to remain confidential. For the purposes of the Code of Conduct, “confidential information” also includes this type of information.

No Member shall disclose or release by any means to any member of the public, any confidential information acquired by virtue of their office, in either oral or written form, except when required by law or authorized by Council or the Local Board to do so. Nor shall Members use confidential information for personal or private gain, or for the gain of immediate relatives or any person or corporation.

Under the Town’s Procedural By-law, a matter that has been discussed at an in-camera (closed) meeting remains confidential. No Member shall disclose the content of any such matter, or the substance of deliberations, of the in-camera meeting until the Council or committee or the Local Board discusses the information at a meeting that is open to the public or releases the information to the public.

The following are examples of the types of information that a Member must keep confidential:

- items under litigation, negotiation, or personnel matters;
- information that infringes on the rights of others (e.g., sources of complaints where the identity of a complainant is given in confidence);
- information deemed to be “personal information” under MFIPPA; and

The above list is provided as an example and is not exclusive. Requests for information will be referred to Municipal Clerk to be addressed as either an informal request for access to municipal records, or as a formal request under MFIPPA.

Members should not access or attempt to gain access to confidential information in the custody of the Town or the Local Board unless it is necessary for the performance of their duties and not prohibited otherwise.

## 12. Gifts and Benefits

Members shall not accept a fee, advance, gift or personal benefit that is connected directly or indirectly with the performance of his or her duties of office, unless permitted by the exceptions listed below.

For these purposes, a fee, advance, gift or personal benefit provided with the Member’s knowledge to an immediate relative or business that is connected directly or indirectly to the performance of the Member’s duties is deemed to be a gift to that Member.

The following are recognized as exceptions:

- a) compensation authorized by by-law;
- b) such gifts or benefits that normally accompany the responsibilities of office and are received as an incident of protocol or social obligation;

- c) a political contribution otherwise reported by law, in the case of Members running for office; (i.e. disclosure related to election campaign contributions that are required to be otherwise reported.)
- d) services provided without compensation by persons volunteering their time;
- e) a suitable memento of a function honouring the Member;
- f) food, lodging, transportation and entertainment provided by provincial, regional and local governments or political subdivisions of them, by the Federal government or by a foreign government within a foreign country, or by a conference, seminar or event where the Member is either speaking or attending in an official capacity;
- g) food and beverages consumed at banquets, receptions or similar events, if:
  - i. attendance is resultant to protocol or social obligations that accompanies the responsibility of office;
  - ii. the person extending the invitation or a representative of the organization is in attendance; and
  - iii. the value is reasonable and the invitations infrequent; and
- h) communication to the offices of a Member, including subscriptions to newspapers and periodicals.

In the case of categories (b), (e), (f), (g) and (h), if the value of the gift or benefit exceeds \$200, or if the total value received from any one source over a twelve (12) month period exceeds \$200, the Member shall within thirty (30) days of receipt of the gift or of reaching the annual limit, file a disclosure statement with the Clerk.

The disclosure statement (see Form A) must indicate:

- 1) the nature of the gift or benefit;
- 2) its source and date of receipt;
- 3) the circumstances under which it was given or received;
- 4) its estimated value;
- 5) what the recipient intends to do with the gift; and
- 6) whether any gift will at any point become the property of the Town.

All disclosure statements will be a matter of public record.

On receiving a disclosure statement, the Clerk shall make the disclosure statement public. If a member of the public believes the Member has not conformed to the requirements of the Code of Conduct with respect to accepting gifts and benefits, he or she may request the Chief Administrative Officer examine the statement to ascertain whether the receipt of gift or benefit might, in his or her opinion, create a conflict between a private interest and the public duty of the Member. In the event that the Chief Administrative Officer makes that preliminary determination, he or she shall call upon the Member to justify receipt of the gift or benefit.

Should the Chief Administrative Officer determine that receipt was inappropriate, s/he may direct the Member to return the gift, reimburse the donor for the value of any gift or

benefit already consumed, or forfeit the gift or remit the value of any gift or benefit already consumed to the Town.

Except in the case of (a), (c) and (f), a Member may not accept a gift or benefit worth in excess of \$500 or gifts and benefits from one source during a calendar year worth in excess of \$500, unless it falls within the exemption.

### 13. Use of Town Property, Services and Other Resources

Members should not use, or permit the use of Town or Local Board property, land, facilities, equipment, supplies, services, staff or other resources for activities other than the business of the Town or Local Board.

Members are required to follow the provisions of the Municipal Elections Act, 1996 with respect to elections. Members shall not use the property, land, facilities, equipment, supplies, services or other resources of the Town or the Local Board (including but not limited to Councillor newsletters and websites linked through the Town's website) for any election campaign or campaign-related activities. No Member shall undertake campaign-related activities on Town property during regular working hours unless permitted by Town policy (e.g., all candidates meetings). No Member shall use the services of persons for election-related purposes during hours in which those persons receive any compensation from the Town or the Local Board.

### 14. Implementation

At the beginning of each term, Members will be expected to sign an acknowledgment form to convey to each other and all stakeholders that they have read, understand and accept the Code of Conduct.

A Code of Conduct component will be included as part of the orientation workshop for all new Members.

Members are expected to formally and informally review their adherence to the provisions of the Code on a regular basis or when so requested by Council.

### 15. Complaint Protocol

Any individual, organization, Town or Local Board employee, and Member, who has reasonable grounds to believe that a Member has breached a provision of the Code of Conduct, may file an application to the Integrity Commissioner using the Formal Complaint Form. An application may only be made within six weeks after the applicant became aware of the alleged contravention. An application may be made more than six weeks after the applicant became aware of the alleged contravention if both of the following are satisfied:

a) The applicant became aware of the alleged contravention within the period of time starting six weeks before nomination day for a regular election, as set out in section 31 of the Municipal Elections Act, 1996, and ending on voting day in a regular election, as set out in section 5 of that Act.

b) The applicant applies to the Commissioner under subsection (2) within six weeks after the day after voting day in a regular election, as set out in section 5 of the Municipal Elections Act, 1996.

A complainant does not have to pursue the informal complaint process set out in Section 15.1 prior to proceeding with the formal complaint process set out in Section 15.2.

#### 15.1 Informal Complaints

Any individual who has identified or witnessed behaviour or activity by a Member that appears to be in contravention of the Code of Conduct are encouraged to address his or her concerns in the following manner:

- a) Advise the Member that their behaviour or activity contravenes the Code of Conduct;
- b) Encourage the Member to stop the prohibited behaviour or activity;
- c) If applicable, confirm to the Member his or her satisfaction or dissatisfaction with the Member's response to the concern identified;
- d) If not satisfied with the response received through the informal process, an individual may proceed with a formal complaint through the Integrity Commissioner as outlined in Section 15.2.

Any individual filing a complaint should keep a written record of the incidents including dates, times, locations, other persons present, and any other relevant information, including steps taken to resolve the matter.

#### 15.2 Formal Complaints

Any individual who has identified or witnessed behaviour or activity by a Member that appears to be in contravention of the Code of Conduct may address his or her concerns through the formal complaint process set out below:

- a) all formal complaints must be made using the Complaints Form / Affidavit (see Form "B") and shall be dated and signed by the complainant;
- b) the complaint must include a concise explanation as to why the issue raised may be a contravention of the Code of Conduct and any and all evidence in support of the allegation must be included with the Complaints Form/Affidavit;
- c) any witnesses in support of the allegation must be identified on the Complaint Form/Affidavit;
- d) the Complaint Form/Affidavit must include the name of the Member alleged to have breached the Code of Conduct, the section of the Code of Conduct allegedly contravened, the date, time and location of the alleged contravention and any and all other information as required on the Complaint Form/Affidavit;
- e) the complaint shall be filed with the Integrity Commissioner who shall confirm that the information is complete as to a), b), c) and d) of this section;
- f) the Integrity Commissioner will determine whether the matter is, on its face, a complaint with respect to compliance with the Code of Conduct and is not covered by any other applicable legislation or policy; and
- g) the Integrity Commissioner may, but shall not be obligated, to request additional information from the complainant.

### 15.3 Response of Integrity Commissioner of Complaint outside Jurisdiction

If the complaint received by the Integrity Commissioner, is not, on its face, a complaint with respect to non-compliance with the Code of Conduct or the complaint is covered by other legislation or complaint procedure under another Council policy, the Integrity Commissioner shall advise the complainant in writing as follows:

- a) Criminal Matter – if the complaint on its face is an allegation of a criminal nature consistent with the Criminal Code of Canada, the complainant shall be advised that if the complainant wishes to pursue any such allegation, the complainant must pursue it with the appropriate police service;
- b) Municipal Freedom of Information and Protection of Privacy – if the complaint is more appropriately addressed under the Municipal Freedom of Information and Protection of Privacy Act, the complainant shall be advised that the matter must be referred to the Municipal Clerk for review under statute; and
- c) Discrimination or Harassment – if the complaint is an allegation of discrimination or harassment, then the complaint should be filed directly with the Human Resources Department. The person will also be advised of his or her right to advance an application to the Ontario Human Rights Tribunal.
- d) Other Policy Applies – if the complaint seems to fall under another policy, the complainant shall be advised to pursue the matter under such policy.
- e) Lack of Jurisdiction – if the complaint is, for any other reason not within the jurisdiction of the Integrity Commissioner, the complainant shall be so advised and provided with any additional reasons and referrals as the Integrity Commissioner considers appropriate.
- f) Matters Already Pending – if the complaint is in relation to a matter which is subject to an outstanding complaint under another process such as a court proceeding related to a Human Rights complaint or similar process, the Integrity Commissioner may, in his/her sole discretion and in accordance with legislation, suspend any investigation pending the result of the other process.

If the matter is covered by other policies with a complaint procedure or legislation, the complainant will be advised and directed to proceed in a manner as considered appropriate by the Integrity Commissioner.

### 15.4 Refusal to Conduct an Investigation

If upon review of a complaint, the Integrity Commissioner is of the opinion that the complaint is frivolous, vexatious or not made in good faith, or that there are not sufficient grounds for an investigation, the Integrity Commissioner will not conduct an investigation and shall communicate this determination in writing to the complainant and the Member identified in the Complaint Form/Affidavit.

### 15.5 Opportunity for Resolution

If at any time, following the receipt of a formal complaint or during the investigation process, the Integrity Commissioner believes that an opportunity to resolve the matter



may be successfully pursued without a formal investigation, and both the complainant and the Member agree, efforts may be made to achieve an informal resolution.

#### 15.6 Investigation

If the Integrity Commissioner determines that a formal investigation is required s/he shall proceed in the following manner, subject to the Integrity Commissioner's ability to elect to exercise the powers of a commissioner under ss. 33 and 34 of the Public Inquiries Act, 2009, as contemplated by subsection 223.4(2) of the Municipal Act, 2001, at which time the identity of the person filing the complaint is no longer considered confidential.

The Integrity Commissioner shall provide a copy of the complaint, and any supporting materials, to the Member whose conduct is in question, with a request that a written response to the allegation be provided to the Integrity Commissioner within fourteen (14) days.

The Integrity Commissioner shall give a copy of the response, provided by the Member, to the complainant, with a request for a written reply within fourteen (14) days.

If necessary, after reviewing the submitted materials, the Integrity Commissioner may speak to anyone, access and examine any other documents or electronic materials, and may enter any Town or Local Board work location relevant to the complaint for the purpose of investigation and potential resolution.

The Integrity Commissioner may make interim reports to Council where necessary and as required to address any issues of interference, obstruction, delay or retaliation encountered during the investigation.

At any time the complainant may abandon the request for an investigation and the Integrity Commissioner will cease his or her investigation.

#### 15.7 Termination of inquiry when regular election begins

If the Commissioner has not completed an inquiry before nomination day for a regular election, as set out in section 31 of the *Municipal Elections Act, 1996*, the Commissioner shall terminate the inquiry on that day. If an inquiry is terminated the Commissioner shall not commence another inquiry in respect of the matter unless, within six weeks after voting day in a regular election, as set out in section 5 of the *Municipal Elections Act, 1996*, the person or entity who made the request or the member or former member whose conduct is concerned makes a written request to the Commissioner that the inquiry be commenced.

#### 15.8 Confidentiality of Complaint Documents

The Integrity Commissioner and every person acting under his or her instructions shall preserve the confidentiality of all documents, material or other information, whether belonging to the Town or not, that come into their possession or to their knowledge during the course of their duties as required by section 223.5 of the *Municipal Act, 2001*.

Advice provided by the Commissioner to a member under paragraph 4, 5 or 6 of subsection 223.3 (1) 5 of the *Municipal Act, 2001* may be released with the member's written consent. If a member releases only part of the advice provided to the member by the Commissioner under paragraph 4, 5 or 6 of subsection 223.3 (1), the Commissioner may release part or all of the advice without obtaining the member's consent.

The Commissioner may disclose such information as in the Commissioner's opinion is necessary,

- a) for the purposes of a public meeting under subsection 223.4.1 (8);
- b) in an application to a judge referred to in subsection 223.4.1 (15); or
- c) in the written reasons given by the Commissioner under subsection 223.4.1 (17). 2017, c. 10, Sched. 1, s. 22.

Pursuant to section 223.5(3) of the *Municipal Act*, this section prevails over the *Municipal Freedom of Information and Protection of Privacy Act*.

When the Integrity Commissioner reports to the Council on an investigation into an alleged breach of the Code, the report shall only disclose such information that in the Integrity Commissioner's opinion is required for the purposes of the report.

When the Integrity Commissioner issues an annual or other periodic report to Council on his or her activities, the Integrity Commissioner shall summarize the advice he or she has given, but the report shall not disclose confidential information that could identify a person concerned in the case of informal complaints or those formal complaints that have been dismissed and did not proceed to a formal investigation.

## 16. Reporting and General Compliance

### 16.1 Recommendation Report

Upon completion of an investigation, the Integrity Commissioner may report to the complainant and the Member on the results of his or her review within ninety (90) days of receiving a complete Complaint Form/Affidavit. If the investigation process is going to take more than ninety (90) days, the Integrity Commissioner shall provide an interim report to the complainant and Member indicating when the complete report will be available.

If upon completion of the investigation the Integrity Commissioner finds that a breach of the Code of Conduct has occurred, the Integrity Commissioner shall report his or her findings to Council including a recommendation as to the imposition of a penalty, as set out in subsection 223.4(5) of the *Municipal Act, 2001*. The Council may impose either of the following penalties on a Member if a report by the Integrity Commissioner determines that the Member has violated the Code of Conduct:

- a) A reprimand; or
- b) A suspension of the remuneration paid to the Member in respect of his or her services as a Member of Council or a Local Board, as the case may be, for a period of up to ninety (90) days.

The Integrity Commissioner shall provide the Member who is the subject of the complaint with notice in writing of the proposed finding and any recommended sanction at least ten (10) days prior to the report being provided to the Municipal Clerk. An opportunity to comment shall be provided to the Member on the proposed finding and any recommended sanction prior to the report being published.

#### 16.2 Annual Report

The Integrity Commissioner's annual report shall consist of:

- a) All informal and formal complaints dismissed by the Integrity Commissioner;
- b) All complaints received not within the jurisdiction of the Integrity Commissioner;
- c) All formal complaints that underwent a formal investigation and conclusions; and
- d) A cost breakdown with respect to services provided within the reporting year by the Integrity Commissioner.

The annual report shall be provided not less than sixty (60) days after December 31 of the calendar year that is being reported.

#### 16.3 Failure to adhere to Council Policies and Procedures

A number of the provisions of this Code of Conduct incorporate policies and procedures adopted by Council. More generally, Members are required to observe the terms of all policies and procedures established by Council, as the case may be. However, this provision does not prevent a Member from requesting that Council grant an exemption from a policy, other than this Code of Conduct.

#### 16.4 Reprisals and Obstructions

Members should respect the integrity of the Code of Conduct and investigations conducted under it. Any reprisal or threat of reprisal against a complainant or anyone for providing relevant information to the Integrity Commissioner is strictly prohibited. It is also a violation of the Code of Conduct to obstruct the Integrity Commissioner in the carrying out of his or her responsibilities.

#### 16.5 Duty of Council

Council shall consider any report submitted by the Integrity Commissioner within thirty (30) days of it being received by the Municipal Clerk and shall take the action it considers appropriate with regard to the recommendation(s) of the Integrity Commissioner as described in Section 16.1 of the Code of Conduct.

#### 16.6 Acting on Advice of the Integrity Commissioner

Any written advice given by the Integrity Commissioner to a Member binds the Integrity Commissioner in any subsequent consideration of the conduct of the Member in the same matter as long as all the relevant facts known to the Member were disclosed to the Integrity Commissioner.

#### 16.7 Integrity Commissioner Vacancy

Should the office of Integrity Commissioner be vacant, the Code of Conduct remains in effect and all Members shall continue to abide by the provisions set out therein. When a vacancy occurs, the municipality shall make arrangements for all of the responsibilities of the Integrity Commissioner to be provided by a Commissioner of another municipality.

#### 17.Roles of Integrity Commissioner

1. The application of the code of conduct for members of council and the code of conduct for members of local boards.
2. The application of any procedures, rules and policies of the municipality and local boards governing the ethical behaviour of members of council and of local boards.
3. The application of sections 5, 5.1 and 5.2 of the Municipal Conflict of Interest Act to members of council and of local boards.
4. Requests from members of council and of local boards for advice respecting their obligations under the code of conduct applicable to the member.
5. Requests from members of council and of local boards for advice respecting their obligations under a procedure, rule or policy of the municipality or of the local board, as the case may be, governing the ethical behaviour of members.
6. Requests from members of council and of local boards for advice respecting their obligations under the Municipal Conflict of Interest Act.
7. The provision of educational information to members of council, members of local boards and the municipality about the municipality's codes of conduct for members of council and members of local boards and about the Municipal Conflict of Interest Act. 2017, c. 10, Sched. 1, s. 19 (1).

It shall be noted that if the municipality has not appointed a Commissioner, the municipality shall make arrangements for all of the responsibilities set out above to be provided by a Commissioner of another municipality.

#### 18.Statutes Regulating the Conduct Of Councillors

In the case of any inconsistency between this Code of Conduct and a Federal or Provincial statute or regulation, the statute or regulation shall prevail to the extent of the inconsistency.

2-003

Code of Conduct Form A – Disclosure Statement

Section 12 of the Code of Conduct regarding the acceptance of gifts and benefits, requires Members to disclose the receipt of certain gifts and benefits if the dollar value of a single gift or benefit exceeds \$200 or if the total value of gifts and benefits received from one source in a calendar year exceeds \$500. This Disclosure Statement is to be used to report on such gifts and benefits and shall be filed with the Clerk within 30 days of receipt of such gift or benefit, or upon reaching the annual limit.

Disclosure Statements are a matter of public record.

Nature of Gift or Benefit received:

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Source of Gift or Benefit:

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Circumstances under which Gift or Benefit received:

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Intended use of the Gift or Benefit (i.e. will be donated/provided to the Town):

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Estimates Value of Gift or Benefit: \$ \_\_\_\_\_

Date Gift or Benefit was received: \_\_\_\_\_ (MM/DD/YR)

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Signature of Member Date

Code of Conduct Form B – Formal Complaint Form/Affidavit

I, (please print name) \_\_\_\_\_ of the Town of Tillsonburg, in the Province of Ontario do solemnly swear (affirm and declare) that the following contents of this complaint form as subscribed by me are true and correct:

Applicant(s) Name: \_\_\_\_\_ Telephone Number: \_\_\_\_\_

Applicant(s) Address: \_\_\_\_\_

Town: \_\_\_\_\_ Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_

Email: \_\_\_\_\_

I have personal knowledge of the facts as set out in this Affidavit form because: (insert reasons e.g. I work for... I attended a meeting at which... etc.)

\_\_\_\_\_

I have reasonable and probable grounds to believe that (please print name of Member in question) \_\_\_\_\_ has contravened section(s) \_\_\_\_\_ of the Code of Conduct of the Town of Tillsonburg. The particulars of which are as follows:

(Set out the statements of fact in consecutively numbered paragraphs in the space below, with each paragraph being confined as far as possible to a particular statement of fact. If you require more space please attach additional pages as required and mark each additional page as 2 of 2, 2 of 3, etc.)

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and liable to a term of imprisonment not exceeding fourteen years (sections 131, 132) or by summary conviction (section 134). Signing a false affidavit may expose you to prosecution under section 131 and 132 or 134 of the Criminal Code, R.S.C 1985, c. C-46 and also to civil liability for defamation.

DRAFT