

**Minutes of the Meeting of the
Board of Management (the "Board")
of the Welland Downtown Business Improvement Area (the "Corporation")
of the City of Welland (the "city")
held on Monday August 12, 2019
Civic Square Room 108/109, 60 East Main St. Welland at 5:30 p.m.**

Board Members Present: K. Jones, G. Bowes, D. Bujold-Wright, B. Herchmer, B. Fokkens and C. Cruise

Board Members Regrets: L. Robichaud, C. Richard and A. Adams

Executive Director: A. Higginbotham

Recording Secretary: J. Bujold

Community Garden Staff: C. Eckhardt (Absent)

Digital Main Street: Marie Millot (Absent)

Community Development Co-Ordinator: Mandy Vogin

1. Welcome - Call to Order
 - a. The chair called the meeting to order at 5:44 p.m.
2. Open of General Meeting
 - a. General Meeting opened at 5:45 p.m.
3. Acceptance of Agenda
 - a. **"BE IT RESOLVED** that the agenda be accepted as presented "
Proposed by: D. Wright
Seconded by: G. Bowes
Carried
4. Declaration of Conflicts
 - a. None
5. Approval of Minutes
 - a. **"BE IT RESOLVED** that the Board of Directors move the minutes of July 8th be approved with the following changes;
Under New Business, delete person after Staff in the 3rd paragraph, under Report of the Executive Director, delete the 2nd turnout in the 3rd paragraph and under Finance correct 2nd."
Proposed by: G. Bowes
Seconded by: D. Wright
Carried
6. Committee of the whole
 - a. In camera – 5:48 pm
 - b. Out of camera – 5:58 pm

7. Report of the Chair

Another productive month. It was the Executive Director's 2nd full month. Great job.

8. Executive Director

Contacted Shannon on inquiring on RFP for 2020 Concert Series.

AGM invitations need to be sent 30 days before date. Suggestion that students hand out invitations personally. Notices to be sent through newspaper, social media, public notices and teletron. When sending an email, please send a read me which will confirm who has and has not read it. Send out reminder closer to the AGM.

The Chair advises to stay with email instead of handing out personal invitation.

9. Committee Motions

None

10. Committee Reports

Governance

a. SOAR Analysis

Strengths, Opportunities, Aspirations, Results

Suggestion to look at new direction(s). Discuss what Board is doing well and what is not. Idea for non-profit organization;

Rose City Kids, actively recruiting retail, restaurants and more outdoor patios.

Unique settings.

Survey Summary – Board Members only

Strategic Plan Feedback Results, Visions & Mission Statement remains valid.

With Strongly agree or agree responses. Care exercises to make use of full name of Downtown BIA as there is a second BIA operating in Welland. Revised Strategic Plan will show task & directions. No close day on survey. 37 responses to date with great ideas.

Suggestion that presentation at AGM as a draft and get face to face discussion. Possibly dot voting. Schedule Strategic Planning within the following 3 weeks. Put a disclaimer that most popular choice may not be attainable realistically. If Downtown BIA cannot afford it then bring it to Economic Development and inquire if they can help. It will create better communication between City of Welland and Downtown BIA. Strategic Planning on October 24th.

Finance and Audit

a. Financial Position

Received the levy for 2019 and deposited. The yearend balance was \$79,000 for 2018. To be noted for the Board that year end balances cover all costs for the 1st quarter of the new year. For 2019 the 2018 balance covered expenses for 7 months as a result of length of the audit process this year and forwarding signed audited statement to City Finance at the conclusion of the 2018 audit.

b. Draft 2020 Budget

The treasurer reviewed the draft 2020 budget and took the suggestions from the Board. The 2nd draft will be presented for final review at the September meeting.

c. Bookkeeping

Hired bookkeeper McEvoy, Lelievre & Associates. Filed WSIB remittance and filing with reconciliations payroll taxes to CRA. Work will begin on Jan-June period for HST rebate. File early for the 1st half as it will be not as significant as the 2nd half which carries invoices of greater dollar values with beautification and concerts.

d. Audit Process (includes budget process)

On a business arising issue of audit timelines, a discussion with the City auditors about the 2019 and future audits took place. There was also a conversation with City Finance about the audit and its deadline. The committee also reached out through OBIAA to several (14) Ontario Business Improvement Areas for best practice.

The current date listed in City By-law 1999-51 of March 01 is unrealistic based on the current scope of audit practices as well as the WDBIA mandates and initiatives with respect to the membership and the City.

As such Finance and Audit is tabling motions to amend deadlines and the sharing of information to meet the financial responsibilities of the Board:

i) **“BE IT RESOLVED** that the Board of Management of the Welland Downtown Business Improvement Area so move that section #13 of City of Welland By-Law Number 1999-51 be amended in the following manner: “On or before the 1st day of September in each year, the Board shall submit its annual report for the preceding year to Council, including a copy of the prior year Audit of the Financial Statements of its affairs (Operations; Change in Net Debt; Financial Position and Cash Flow)”

Motion by: Dolores B. Wright

Seconded by: Brenda Herchmer

Carried

ii) **“BE IT RESOLVED BE IT RESOLVED** that the Board of Management of the Welland Downtown Business Improvement Area so move that section #17 of City of Welland By-Law Number 1999-51 be amended to reflect the current practice (reflection pond indebtedness) in the following manner:

That the Board shall not incur any long term indebtedness extending beyond the current operating year without prior authorization of its membership (67%) IN ATTENDANCE at its Annual General Meeting and consequent approval of Council.

Motion by: Dolores B. Wright

Seconded by: Brenda Herchmer

Carried

iii) **“BE IT RESOLVED** that the Board of Management of the Welland Downtown Business Area submit its Board approved operating budget for the upcoming fiscal year to Council for ratification following the presentation of the budget to its membership at the Annual General Meeting. “

Motion by: Dolores B. Wright

Seconded by: Bonnie Fokkens

Carried

e. Memorandums of Agreement

Direction to include in all event planning initiatives – This step to be added in Policy & Procedure that M.O.A. should be put into place whenever the Board is working in partnership. Although F&A approves the budget the process is one of governance. This topic to be referred to Governance.

Beautification

a. Floral Baskets

All baskets purchased for 2019 are installed. Peter Boyce agreed to hold 47 brackets not used until next year.

With the 2019 bracket issue from manufacturer hired, inquired about contacting Launch Centre sample of bracket and inquire if students can manufacture.

Parquette - meeting attended with excellent results. WDBIA shared their input which was considered by the City. Financial pieces for addition of bike items. No electrical outlets being added. The committee has been monitoring issues at City Hall with undesired outcomes after hours from having public access to outlets.

- b. Planters
Purchase program in conjunction with city of more planters. Discussion on the type of planters that are sturdier such as the pebbled concrete types currently used by WDBIA.
- c. Flags
Extra 4 for 2019 budget. Launch Centre storing flags. Look at new apparatus to stop tangling of the flags in the wind.
- d. Seasonal
Discussion with supplier scheduled for September.
- e. Signage at entry points
 - a. Next steps – discussion between the City and WDBIA. No agreement reached on who will be responsible for paying for the redo.
Refer to Finance and Audit.

Marketing & Events

- a. Monopoly
Not selling enough of them. Looking at other options. Possibly bringing them to sell at Concert on the Canal. Reduction in selling price would assist the sales.
Agreed to reduce cost to \$25.
- b. Concert on the Canal -
City funding not yet received. Agreement was signed and forwarded to Shannon. A formal invoice to be forwarded.
- c. Santa Claus Parade
Met with the City once. Must do work on their end. Agreed to move forward with foam antlers again this year and based on popularity will verify if doubling of order will meet budget. These were a great hit last year.
As discussed, a M.O.A. should be forwarded to the City. Parade date is November 30th. Sending out sponsorship package.
Discussion on greater participation by youth which increases the number of adults. Letters to be sent to secondary schools which includes their feeder schools for floats and entries.
- d. Dinner & Movie winter 2020
Rose City Kids has expressed interest in being part. They offered some feedback. Would change up a few items with the WDBIA operating the concession stand and pay half of the rental fees. Meeting with Niagara Artist Centre.

11. Business Arising

- 1. Digital Main Street
M. Millot has had greater participation with a 6-7-week turnaround.
2 business have completed the application and obtained the grant.

A few more businesses have applied.

2. Community Garden
Made donations to The Hope Centre and looking for further donations.
Mural on fence City graciously picking up the cost.
Tanguay Place is doing open shed day.
3. Summer Grants
July 24th audit – Having to pay small penalty. Need disclaimer for Privacy Act.
4. Technology Update
Staff making a recommendation about paying for websites that are not being used like Feast Street. Meeting on re-designing website. Agreed not to give up Domain names. Inquiring at buying lifetime support and have a developer.
Purchase of new equipment for office as dated and not meeting needs. Not time efficient.

12. New Business

1. Appointment of directors to the Board
 - a) Past chair shared the process with the Board through Chair submitting the revised slate of directors for September Council. Only directors approved by Council can vote which will be required for the Annual General Meeting as well as general meetings commencing in October.
 - b) Ask for Marketing Dollars or in kind from the City or Region for the upcoming Niagara St. construction. Alternate parking on West Main & South Niagara St.
2. Annual General Meeting
 - a) Location – Rose City Kids, Division Street
 - b) Invitation to members
 - i) October 9th already a save date communicated
 - ii) Consideration to circulate minutes of 2018 – (note these minutes are not approved until 2019 AGM)
 - iii) Draft agenda and presentation
 - iv) Election/Confirmation of officers is completed after the close of AGM.
 - v) Signing Authorities
3. Presentation to Council
TBD
4. Recording of minutes – The recording secretary is resigning as of the September meeting.
Board to review position and responsibilities. The candidate will be responsible for taking minutes at the General Meetings, Committee of Whole Meetings; Standing Committee Meetings and the Annual General Meeting.

13. White Space

K. Jones is in talks with Mike Belcastro. Seaway Mall is full however, people looking for seasonal space. Possibly looking at putting them int the downtown.

Looking for funding – on concept of water taxi between downtown area and Lincoln street.

14. Correspondence - none

15. Next Meeting

Next meeting date is Monday, September 9th at 5:30 pm at City Hall, Room 108-109

16. Adjournment

The meeting adjourned at 8:59 p.m.

“BE IT RESOLVED that the Monday, August 12th General Meeting be adjourned.

Proposed by B. Herchmer

Seconded by B. Bowes

Carried