



Board Of Directors, April 21, 2022

Via Zoom

8:30 A.M.

LDBA Board Meeting

Attending: Bonnie Wludyka, Asaad Naeeli, Scott Collyer, Jerry Pribil, Michelle Giroux, Cllr John Fyfe-Millar, David Kirwin, Jason Dickson, Lori Da Silva

Regrets: Andrew McClenaghan, Nick Vander Gulik

Guests: Don McCallum

Staff: Barbara Maly, Vicki Smith

1. LDBA Board Call to Order – Asaad Naeeli

2. MSL Board Members approval

- Scott and Asaad are currently on the MSL board as LDBA members
- Need to formally appoint John Fyfe-Millar and Michelle Giroux as well as need 2 more LDBA board members to give LDBA 6 out of 11 spots on the board. MSL would like them to be filled as quickly as they can.

Motion: “to accept John and Michelle as MSL board members as presented”

Moved: Lori Da Silva Seconded: Scott Collyer Carried.

3. Board Minutes approval

Motion: “to accept board minutes from February 17, 2022”

Moved: Bonnie Wludyka Seconded: Scott Collyer Carried.

4. Audited 2021 Financial Statements

- Our processes in place are good.
- Only things that came out of the audit were: Finance Committee needs to approve their minutes. Also, Hyde Park needs to communicate the amount of transfer required for the Digital MainStreet program. The GIC if over 90 days will need to be accounted for as an investment instead of as cash in.

Motion: “*To accept the audit as completed and presented by KPMG*”

Moved: Scott Seconded: David Carried.

5. Financial Statements

Motion: “*A full financial review of the March Bank Reconciliations, cashflow and Income Statement were completed by the Treasure prior to this meeting. As the Treasure, I am*

satisfied that all is in order. I therefore move the March Statements and Financial Report be approved as presented.”

Moved: Bonnie Wludyka

Seconded: Asaad Naeeli

Carried.

6. Governance Committee

- Bylaw Update
 - The board needs to determine if they want to have the Chair break a tie vote, or if a tie is considered a failed vote. The board has determined that the chair will vote and in case of a tie it will be a failed vote (section 2.6.6)
 - Governance committee will discuss next meeting as to whether the board is allowed to look at the same item once a motion has been made on it.
 - The city bylaws do not allow for term limits on board members. If this is something that we want changed then we would need to get this changed in the City bylaws.
 - David suggests having the manual have a policy with the number of terms allowed.
 - We could also include this in the board selection matrix so that members are able to see the number of terms when accepting a slate
 - A policy will be made listing the number of terms for a board director.
 - Non-levy and levy paying members cannot be restricted as this creates 2 classes and that is not allowed.
 - Whether you are a paying member or not a paying member you still have value to the BIA. There should not be a distinction
- Bylaw changes to request on City Bylaw
 - To ask it to be changed from pre-paid mail to email for notice for AGM.
 - 60 days between meetings, would like to change that to 65 days between meetings to cover off having a month off between meeting - we will ask this to be changed to 65 days between meetings
 - If a board member is on BIA business then there would be a reimbursement of business related expenses
- Board Manual

Motion: to accept the board manual as presented

Moved: Scott 2nd:

 - It is recommended that a double check be done to make sure that the manual be. Not carried,

Motion: to accept the Conflict of Interest Policy

Moved: David Kirwin 2nd: Asaad Naeeli Carried

- BIA Granting letter - we are not permitted to grant as per the Municipal Act. We can continue to use MSL as the granting arm.
- Board Selection Task Force - the schedule is in the board package. We are hoping to have a new slate of directors for the June board meeting. Our board is kept with the cycle of council

7. Advocacy Committee

- The terms of reference and policy are still in the works.
- There are tactical things that need to be done as well as strategic advocacy.
- The committee is trying to determine what the plan would look like when considering both types of advocacy. What are the guiding documents in respect to that.
- The committee is also looking at getting input from the board at the beginning of the year as to what the strategic advocacy will be for that year. An annual retreat to determine priorities and strategic advocacy topics to move forward with.

8. Staff Key Updates

- Next board meeting will be a quarterly update with KPI's. This will be presented to the board to get input. The hope is to be able to make this into a quarterly update that can go out to the membership.

9. In Camera Item: no items to report

10. Motion to adjourn –“adjourn the meeting at 9:35 am”

Moved: Asaad Naeeli Seconded: Scott Collyer Carried