



Town of Tecumseh Business Improvement Area Board of Management

The Ontario Municipal Act, 2001 Chapter 25 states under Designation of Improvement Area, Section 204:

- 1) a local municipality may designate an area as an improvement area and may establish a board of management;
 - a) 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
 - b) To promote the area as a business or shopping area. 2001, c. 25, s. 204 (1).

The Town of Tecumseh Business Improvement Area under By-Law Number 2008-69 is required to have a governing Board of Management. The Board operates as a separate legal entity in that it can own bank accounts and enter into contracts. However, both the Ontario Municipal Act, 2001 and the Town of Tecumseh By-Law Number 2008-69 governing the BIA requires that the Board of Management is accountable to its membership. That accountability is accomplished by requiring that the BIA elect a Board of Management that represents the membership. Members of the governing Board have legally required (fiduciary) duties, including care, loyalty and obedience.

The phrase "Board operations" refers to the activities conducted between Board members and can include development and enactment of Board procedural bylaws and policies, recruitment of Board members, training and orientation of Board members, organizing Board committees, conducting Board meetings and Board evaluations.

The term 'governance' refers to the Board's activities overseeing the purpose, plans and policies of the organization, such as establishing overall procedures, ensuring sufficient resources for the organization and compliance with rules & regulations, and representing the organization to external stakeholders.

Roles

Directors

- Regularly attend board meetings prepared by reviewing materials in advance.
- Actively participate in committee work, planning efforts, and annual evaluation, completing on time.
- Build collegial working relationships with other members contributing to consensus.
- Participate in nonprofit fundraising for the organization, as needed.

Chair

- Provides leadership to the Board of Management, who sets policy and to whom BIA staff is accountable.
- Chairs meetings of the Board after developing the agenda with BIA staff.
- Encourages Board's role in strategic planning.
- Appoints the Chairs of committees, in consultation with other Board members.
- Serves ex-officio as a member of committees and attends their meetings when invited.
- Helps guide and mediate Board actions with respect to organizational priorities and governance.
- Reviews with BIA staff any issues of concern to the Board.
- Monitors financial planning and financial reports.
- Formally evaluates the performance of BIA staff, and informally evaluates the effectiveness of Board members.
- Evaluates annually the performance of the BIA in achieving its mission.

Vice-Chair

- Performs Chair responsibilities when the Chair is not available or cannot be present (*see Chair role*).
- Reports to the Board's Chair, and works closely with the Chair and other staff.
- Participates closely with the Chair to develop and implement officer transition plans.

Treasurer

- Manages finances of the organization.
- Administrates fiscal matters of the organization.
- Provides annual budget to the board for members' approval.
- Ensures development and board review of financial policies and procedures.

Committee Chair(s)

- Oversees the logistics of committee's operations.
- Assigns work to committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes.
- Ensures that members have information required to do their jobs.
- Reports to the Board's Chair, and the full Board on committee's decisions/recommendations.
- Works closely with the BIA manager.
- Initiates and leads the committee's annual evaluation.

Secretary (*TOTBIA staff fills this role*)

- Maintains records of the board and ensures effective management of organization's records.
- Manages minutes of board meetings and ensures minutes are distributed to members shortly after each meeting.
- Is familiar with legal documents (articles, by-laws, IRS letters, year-end audits) to note applicability during meetings.