

OLD TOWN
KEMPTVILLE
BUSINESS IMPROVEMENT AREA
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Draft Minutes

OTK BIA Board of Management Meeting

Meeting Location: **North Grenville Municipal Centre**

Date: **19 December, 2018**

Time: **6:00 – 7:50 pm**

Attending: **Deb Wilson, Stephen Bent, Kim Smalridge, Connie Lamble, Ken Schliemann, Sierra Jones, Paul Cormier**

Guests: **Andrew Beveridge, John Barclay, Jim McManaman**

Absent with regrets: **Lee McIlvenna**

Opening of the meeting – Deb Wilson

Review of Agenda and *Motion to accept: Ken Schliemann, seconded by Stephen Bent*

Review of previous EC Minutes: *Motion to accept Sierra Jones, seconded by Stephen Bent*

Review of AGM Minutes: *Motion to accept: Paul Cormier, seconded by Kim Smalridge*

Review of Board of Management Minutes: *Motion to accept: Kim Smalridge, seconded by Ken Schliemann*

Note: Unless otherwise stated in these minutes, all motions to accept or approve were unanimously supported.

Governance

- Briefing on the 21 November Nomination Process for Board of Management Directors – Debbie Wilson and Paul Cormier briefed the Board on the nomination process conducted by Katie Valentin at the 21 November Annual General Meeting of the BIA.
- Welcome to the new Municipal Council Member on the Board of Management – Debbie Wilson noted the presence of both John Barclay and Jim McManaman at the BoM meeting; Council will not be announcing its BIA Board member until January, when all committee nominations will be announced. The Board was pleased to welcome both John and Jim at the BoM's inaugural meeting.
- Walk through of initial Board of Management materials to members nominated at the 21 November AGM – Paul Cormier provided information on the By-Law governing the activities of the BIA and the Governance Policy Guide that provides greater detail. Both are up for revisions in 2019. Other documents will be provided

for the next BoM meeting tentatively scheduled for Wednesday, 23 January, when the Board will renew its Business Plan for the upcoming year.

- Presentation of the proposed new Executive Director to the Board of Management and *Motion to: hire* – Stephen Bent presented the nomination of Deron Johnston who was the successful candidate for the post of Executive Director (see Appendix 1: BIA Executive Director Staffing Process). Stephen Bent moved that the candidacy of Deron Johnston for Executive Director be approved by the Board of Management. *Motion to accept: Stephen Bent seconded by Paul Cormier.*
- Election of the Executive Committee of the Board of Management – Matt Gilmer conducted the election process for the Executive Committee of the BIA. Elected by acclamation were: Debbie Wilson, Chair, Kim Smalridge, Vice-Chair, Stephen Bent, Treasurer, and Paul Cormier, Secretary.
- Business Plan Review, Budgeting and Annual Report meeting for 23 January, 2018 – Debbie Wilson announced that there will be a meeting of the BoM in January to renew and revise the BIA's Business Plan. It was decided that Deron would canvas the Directors for the most appropriate time for the meeting.
- Signing of the Code of Conduct by Directors nominated for Council Approval at the 21 November AGM – Paul Cormier invited Board members to sign the Code of Conduct for the BIA. All were signed and handed in to the Secretary.
- Council approval of Board of Management – report on status – Paul Cormier asked John Barclay if Municipal Council had approved the nominated Directors from the 21 November meeting and he responded in the affirmative. Accordingly, the BoM of the BIA is duly constituted.
- Discussion on filling the vacant seat on the BoM with a person outside of the BIA Footprint, options and preferred option – Paul Cormier provided three options for filling the vacant seat on the BoM with a person outside of the BIA Footprint, according to the terms of the By-Law. After due consideration, the option of nominating Shelley Mitchell to the Board was retained, in recognition of her past service to the Board when her business was part of the Footprint and for her outstanding contribution to children's events in the community. *Motion to accept: Paul Cormier, seconded by Debbie Wilson.*

Financial Management

- Financial Report – Andrew Beveridge provided an end of year financial report.
- Request to Council to amend the By-Law relating to audit and budget submission – Andrew Beveridge spoke to the need for amending the BIA's By-Law, relating to the audit process by the Municipality and the Business Plan and Budget submission of the BIA to allow for earlier submission, i.e. January of each year.
- Information on the 2019 Service Contract for the new Executive Director – Stephen Bent and Paul Cormier spoke to the nature of the employment of Deron Johnston as Executive Director, which will be in the form of a Service Contract. This will allow Mr. Johnston to supplement his income with other projects without impeding his status as ED.

- Digital Service Squad Application for funding – Paul Cormier and Matt Gilmer briefed the Board on the fund made available to Ontario BIAs relating to consulting in technology. Paul and Matt have submitted an application for some \$10,000 in funding, with the support from the Municipality aimed at providing services to BIA members in the management of their technology. *Motion to approve: Kim Smalridge seconded by Connie Lamble.*
- TODs annual fee payment – Andrew Beveridge noted the steep increase in the cost of TODs signage and the Board decided not to renew the funding, pending a letter and an investigation as the cause of the increased. *Motion to approve: Paul Cormier, seconded by Stephen Bent.*

Committees

- BIA Expansion Steering Committee Update and projected activity for 2019 – Stephen Bent provided a briefing on where the expansion project is to date and what is planned for 2019.
- Discussion on the future of the Kemptville Pop-Up-Shop Program – Debbie Wilson relayed the BIA's intention of pursuing the Kemptville Pop-Up-Shop Program of the BIA into 2019 as a clear message of support for such a program.

Programming

- 2018 Old Town Christmas Review – Debbie Wilson briefed the Board on the activities surrounding the 2018 Old Town Christmas. Paul Cormier suggested that the remarks be captured in a Lessons Learned document, in order that we might profit from the experience from this and other events.
- Activities with the Kemptville Arts Guild and request for support in improving their budget – Paul Cormier briefed the Board on KAG activities.

Municipal Update – Matt Gilmer provided a brief review of Municipal activities.

Other Business

2018 Executive Director Performance Assessment – Stephen Bent presented the results of the 2018 Executive Director Performance Review and the Board gave John Barclay a round of applause for his excellent work under difficult conditions in the previous year.

Close of meeting: *Motion to close: Paul Cormier, seconded by Kim Smalridge.*

Appendix 1: BIA Executive Director Staffing Process

The following process was put in place by the Old Town Kemptville Business Improvement Area for staffing the Contract Position of Executive Director, following the resignation of John Barclay to seek election as a Councillor in North Grenville:

- Step 1: Advertising the position through CSE and on Face Book;
- Step 2: Receiving applications from six highly qualified people and fielding telephone queries from four others (who did not apply);
- Step 3: Screening the six applicants down to a short list of four to be interviewed in person;
- Step 4: Interviewing the four short-listed candidates with a series of 13 prepared questions, scoring each candidate per each question and adding up the scores to establish an eligibility list;
- Step 5: Performing a Risk Assessment on each of the candidates;
- Step 6: Selecting the candidate with the highest score and lowest level of risk;
- Step 7: Confirming with the candidate by email and receiving a positive return email.

This is to confirm that Deron Johnston was the winning candidate and he has accepted the position. His Employment Contract will begin on 1 February, 2019, upon confirmation that he has resigned from his position of Program Coordinator of the Prescott BIA, in order to avoid a potential, real or perceived Conflict of Interest. This will be a part time Contract Position, as with the previous Executive Director.

The process was conducted by a BIA Selection Committee made up of Stephen Bent, Debbie Wilson, Kim Smalridge and Paul Cormier. We were ably assisted by Councillor John Barclay, due to his close knowledge of BIA activities, rules of governance in such matters and ED position requirements.

The process and results were approved by the Board of Management at their meeting of 19 December, 2018, with

Councillors John Barclay and Jim McManaman in attendance. All relative documentation will be held in the BIA's Human Resource Management file, except for the confidential candidate interview notes, which have been destroyed to respect provisions of Privacy of Information.

Respectfully,

Paul H. J. Cormier
Secretary of the BIA

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