

# **1<sup>st</sup> MEETING OF THE BOARD OF DIRECTORS OF 'DOWNTOWN SUDBURY'**

Thursday, January 31, 2019, 'Downtown Sudbury' BIA offices

## **A REGULAR MEETING OF THE BOARD HELD AT 4:00 P.M.**

### **PRESENT**

J. Arnold, B. Deisinger, K. Maclsaac, B. McCullagh, A. Roy, J. Seguin, A. Vardy, W. Watson

### **ALSO PRESENT**

M. Luoma Executive Director  
T. Fortin

### **REGRETS**

J. MacIntyre, G. McCausland

As this was the 1<sup>st</sup> meeting of the new Board of Directors and primarily an 'orientation', M. Luoma assumed the role of Chair.

T. Fortin was also present to provide Directors an update on the upcoming LPAT fundraising dinner.

## **PART ONE – CONSENT AGENDA**

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**DECLARATIONS OF CONFLICT** - None declared.

### **C-1 APPROVAL OF MINUTES - BOARD OF DIRECTORS**

**19-01 Maclsaac - Deisinger**

**THAT** Item C-1, contained in the Consent Agenda, as duplicated and circulated, be hereby accepted.

**CARRIED**

**19-02 Maclsaac - Deisinger**

**THAT** the minutes of the 33<sup>rd</sup> Meeting (December 6, 2018) as duplicated and circulated, be hereby accepted.

**CARRIED**

### **BUSINESS ARISING FROM MINUTES**

M. Luoma advised that a number of motions supported by the previous Board via electronic voting, were required to be formalized at this meeting, as follows:

**19-03 Maclsaac – McCullagh**

**THAT** the Board accepts the attached resolutions as passed by the previous Board via electronic voting, including:

1. Recommendation to City Council for the Board of Directors term 2019-2022, as per results of the 'Call for Nominations'
2. 2019 Operation Budget recommendation to the new Board
3. OBIAA Annual Conference

**CARRIED**

The following are the specific motions, as per the above:

1

**WHEREAS** the election of the Board of Directors for 'Downtown Sudbury' BIA has been held in accordance with the By-Law 2010-229;

**AND WHEREAS** the 'Call for Nominations' resulted in the submission of nine (9) names to fill the nine (9) Board positions;

**BE IT THEREFORE RESOLVED THAT** the Board of Directors recommends that City Council appoint the following nine (9) persons as Directors for the terms 2019-2022:

1. John Arnold – Dalron Leasing
2. Bobbi Deisinger – All About Massage
3. Jeff MacIntyre – Fuel Media
4. Kendra MacIsaac – YMCA
5. Brian McCullagh – Vianet
6. Amanda Roy – CMHA
7. Julie Seguin – Royal Bank
8. Al Vardy – Raintree Financial Solutions
9. Wendy Watson – Greater Sudbury Hydro Inc.

2

**THAT** the Board of 'Downtown Sudbury' BIA approves, in principle, a 2019 Operating Budget of \$547,350;

**AND FURTHER THAT** this represents a 2.5% increase over the 2018 Operating Budget;

**AND FURTHER THAT** this reflects the program and activities of the Board including: Administration, Marketing, Special Events, Development/Design;

**AND FURTHER THAT** the 2019 Program and Budget, as discussed, is recommended to the incoming Board of Directors for presentation to the General Membership at the Annual General Meeting to be held in February 2019.

3

**THAT** the Board approves sending 3 Directors (Chair & 2 Directors), together with Staff (3), to the upcoming Annual OBIAA Conference in Ottawa, March 31<sup>st</sup> – April 3<sup>rd</sup>;

**AND FURTHER THAT** all expenses related to the Conference (registration, accommodation, travel) will be covered;

**AND FURTHER THAT** a report will be made to the Board following the Conference.

## **PART TWO – REGULAR AGENDA**

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### **R-1 ELECTION OF EXECUTIVE COMMITTEE**

Directors were provided information on roles of the various positions of the Executive Committee, noting that the position of Chair is for the full four-year term (in order to provide consistency and continuity with various partners and projects) and the remaining positions are renewed on an annual basis, providing an opportunity for other Directors to participate should they desire.

Discussion followed on the opportunity to use 'Co-Chairs' rather than a single Chair and it was subsequently agreed to have the position of 'Co-Chairs' (to be reviewed at a later date).

The following resolution was then presented:

#### **19-04 Vardy – Watson**

**THAT** the following be appointed as the Executive for the year 2019:

Co-Chairs	Brian McCullagh and Kendra MacIsaac
Treasurer	Bobbi Deisinger
Past-Chair	Jeff MacIntyre

**AND FURTHER THAT** the above, in addition to the Executive Director, be the Signing Officers of the Board.

**CARRIED**

#### **R-2 BOARD MEETING SCHEDULE AND TIME**

Directors were reminded that they will meet monthly (with the exception of July and August) and from time to time should a special meeting be required.

Following discussion, it was agreed to meet the **1<sup>st</sup> Thursday monthly – 8:30am – 10:00am. Meeting location to rotate.**

#### **R-3 BOARD ORIENTATION**

The Organization Manual for the Board was previously distributed, containing information on various aspects of the Board including: roles of Board, Executive, Staff; organizational chart; 2019 budget; operational policies; 2017 Audit; Code of Conduct; Board minutes and Executive Director Reports over the past year; Value of BIAs; Strategic Plan.

Some specific discussion included reminders on:

- Board of Directors – provide direction and policy
- Staff – implement that direction with the Board and Directors individually, various partners, etc.
- Directors' responsibilities include being prepared for and attending meetings, holding focused discussion that results in clear direction, etc.
- 'In Camera' – definition of, and when this may occur
- Code of Conduct – with each Director signing a 'Code of Conduct' Agreement

#### **R-4 STRATEGIC PLANNING DISCUSSION**

An update of the Strategic Plan, a draft outline of '2019 Board Priorities/Issues' (as previously discussed), together with the Organizational Chart outlining the various 'work areas' of the Board, were previously circulated to facilitate initial discussion.

Discussion included (but not limited to):

- Core work areas of the Board, including: Transportation/parking; Special Events; Marketing; Economic Development; Social Issues; Beautification
- Partnerships (City, media, Police, etc.)
- Need for more member engagement
- Need to focus – not make the 'action'/'to do' list overwhelming, but rather to make it attainable
- Short term/'low hanging' fruit – medium term – long term
- Projects/activities within the BIA's control – those not within control

Further to a lengthy discussion, the following Work Pillars were agreed upon:

1. Economic Development – primary focus - including: Parking, Residential, Beautification
2. Special Events & Marketing
3. Social Issues

Directors then agreed to a special Board meeting (Wednesday, February 13<sup>th</sup> – 5pm – Board offices), prior to the AGM, to continue this discussion to be in a position to present this to members for their input. Directors were asked to think about the following, in preparation for that meeting:

- Top 3 priorities
- How do we measure successes
- 'quick wins'

Directors also passed the following resolution specific to the 2019 Budget:

**19-05 Deisinger – Arnold**

**THAT** the Board supports and approves the 2019 Program and Budget as previously circulated and recommended by the previous Board, as follows:

**THAT** the Operating Budget be \$547,350;

**AND FURTHER THAT** this represents a 2.5% increase over the 2018 Operating Budget;

**AND FURTHER THAT** this reflects the program and activities of the Board including: Administration; Marketing; Special Events; Development and Beautification;

**AND FURTHER THAT** the 2019 Program and Budget will be presented to the General Membership at the Annual General Meeting scheduled for February 27, 2019.

**CARRIED**

**R-5 ANNUAL GENERAL MEETING**

Directors were advised of the details to date (Wednesday, February 27<sup>th</sup> – 5:30pm – Respect is Burning upstairs), information table participants, etc.

Directors agreed to the format, specifically member discussion/input on the priorities, etc., following which the Board will review and develop the work plan to present back to Members in early spring.

It was also noted that it is important to remind members (businesses and property owners) that they are the BIA and their input and participation is important. It was further agreed that a 'refresher' of 'what is a BIA' be included at the AGM during the budget discussion.

**NEXT MEETING(S)**

**Special Board Meeting  
Annual General Meeting  
Regular Board Meeting**

**Wednesday, Feb. 13<sup>th</sup> – 5pm  
Wednesday, Feb. 27<sup>th</sup> – 5:30pm  
Thursday, March 7<sup>th</sup> – 8:30am**

**Board offices  
Respect if Burning  
location tbc**

**ADJOURNMENT**

**19-06 Watson**

**THAT** we do now adjourn. Time: 6:00 p.m.

**CARRIED**

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Chair

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Executive Director