



**City of Kingston
Report to Council
Report Number 21-193**

To: Mayor and Members of Council
From: Lanie Hurdle, Chief Administrative Officer
Resource Staff: Alan McLeod, Acting Director Legal Services and City Solicitor
Date of Meeting: July 13, 2021
Subject: A By-Law to Provide Procedural, Financial and Other Governance Structures to the Downtown Business Improvement Area Board of Management

Council Strategic Plan Alignment:

Theme: Council requests

Goal: See above

Executive Summary:

Through a joint committee of Downtown Business Improvement Area (DBIA) Directors as well as City staff, a proposed by-law providing for governance structures has been drafted as recommended to Council through this report. This by-law provides a statement of the standards required of the DBIA in matters of governance, accountability and transparency as well as financial administration. It also provides the Board of the DBIA with a significant degree of autonomy though its management of its own policies while also allowing for the openness required of a public body under the municipal laws of Ontario as they stand today.

In the absence of service level agreements as established with other organizations such as Tourism Kingston and Kingston Economic Development, the proposed by-law provides a mechanism and structure to ensure full public accountability and transparency. It is important to note that most of the content of the proposed by-law is based on requirements of the *Municipal Act, 2001*.

July 13, 2021

Page 2 of 7

Recommendation:

That Council give all three readings to the by-law attached as Exhibit A to Report Number 21-193, entitled “A By-Law to Provide Procedural, Financial and Other Governance Structures to the Downtown Business Improvement Area Board of Management.”

July 13, 2021

Page 3 of 7

Authorizing Signatures:

ORIGINAL SIGNED BY CHIEF
ADMINISTRATIVE OFFICER

**Lanie Hurdle, Chief
Administrative Officer**

Consultation with the following Members of the Corporate Management Team:

Paige Agnew, Commissioner, Community Services	Not required
Peter Huigenbos, Commissioner, Business, Environment & Projects	Not required
Brad Joyce, Commissioner, Corporate Services	
Jim Keech, President & CEO, Utilities Kingston	Not required
Desirée Kennedy, Chief Financial Officer & City Treasurer	Not required
Sheila Kidd, Commissioner, Transportation & Public Works	Not required

July 13, 2021

Page 4 of 7

Options/Discussion:

The purpose of this report is to respond to the direction of Council given on February 16, 2021 when Council passed the following motion directing staff to work with the Downtown Business Improvement Area (DBIA) to update their by-laws in accordance with best practices:

Whereas the Municipal Act, 2001 grants municipalities in Ontario the power to create and oversee business improvement areas which are operated by a board of management for the purposes of promoting the district as a business or shopping area as well as to provide enhanced improvements to amenities enjoyed by the public within the area; and

Whereas the City of Kingston created the Downtown Business Improvement Area (DBIA) in 1975 through the passage of By-Law Number 8533; and

Whereas the powers granted to municipalities in Ontario under the *Municipal Act, 2001* include the power to pass By-Laws related to the governance structure, financial management, accountability and transparency processes of its local boards including any business improvement areas; and

Whereas after initial discussions with City staff, the Board of Management of the DBIA on January 20, 2021 passed a resolution to request the assistance of City staff in the updating of the DBIA's present By-Laws in accordance with best practices;

Therefore Be It Resolved That the Council of the City of Kingston direct the Acting Director of Legal Services to provide assistance to the DBIA in the revision of present By-Laws with the further assistance of such municipal staff as deemed appropriate; and

That the Acting Director of Legal Services report back to Council no later than the end of Q2 2021 with a report and updated By-Laws for consideration detailing the revisions which have been developed by the DBIA and City staff.

Since the date of Council's direction, staff of the Legal Services Department have met with staff and Board members of the DBIA to prepare the updated by-law which is attached to this report.

Background

The Downtown Business Improvement Association (DBIA) was originally created in 1973 under the authority of s.361 of the former *Municipal Act*, RSO 1970, c.284 by the passage by Council of By-Law 7745 passed by Council on October 22, 1973 as approved by the Ontario Municipal Board on October 31, 1973. Since that date there have been a number of alterations to the area falling within the boundaries of the DBIA with the present area defined by By-Law 87-315 passed by Council on December 15, 1987.

Under the current legal framework, the DBIA like all business improvement areas are authorized by the *Municipal Act, 2001*, S.O. 2001, c. 25 ("the Act"). Pursuant to section 204(2.1) of the Act each business improvement area in Ontario is deemed a local board. Under section 10(2) of the

July 13, 2021

Page 5 of 7

Act, each municipality may pass by-laws under that Act respecting the governance structure, accountability and transparency as well as financial management of its local boards including the boards of their respective business improvement areas. The City's Acting City Solicitor and a committee of members of the Board of the DBIA have relied on that statutory authority to update the set of by-laws governing the DBIA and replace them with one comprehensive replacement that is recommended to Council as attached to this report.

Key Features

The following key features will be discussed in the paragraphs that follow:

- DBIA purpose within the defined boundaries;
- Processes for Board appointments, meetings and committees;
- Provision of a Code of Conduct and administrative policy making powers;
- Allocation of City resources including those related to record keeping and MFIPPA compliance; and
- Financial matters, budget and annual report.

The purposes of the DBIA are set out in the Act. Like all business improvement areas in Ontario, the purpose of the DBIA is to oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures beyond that provided at the expense of the municipality generally; and to promote the area as a business or shopping area within its designated boundaries. These purposes have been further described in the by-law to confirm that the DBIA will undertake its activities in accordance with their by-law and policies, and that it will advocate for the interests of its Members. The purposes also include aligning its activities from time to time as may be required jointly with other agencies, board and corporations within Kingston. The boundaries of the DBIA, as described in Schedule A to the by-law, are used to determine who is a Member of the organization and where DBIA activities are to be focused. These boundaries remain unchanged since last expanded in 1987.

Processes for appointments to the Board as well as meeting and committee structures have been provided in the by-law. They are in a simplified form and similar to those structures provided for The Tett Centre for Creativity and Learning, a municipally owned non-profit corporation, in its By-law #1. They are modified to reflect that many of the structures under which the DBIA operate are provided for under the *Municipal Act, 2001*. Similarly, so are many of the processes for Board appointments, meetings and committees, but they have been elaborated for clarity so that Members of the DBIA, the Board and Council are all clear on their respective roles. For example, the property owners and tenants within the area form the Membership. It is this body which elects the Directors who sit on the Board. Under the *Municipal Act, 2001*, however, if a vacancy occurs it is filled by Council vote. The by-laws confirm that this process will include preferential consideration of candidates who are recommended by the Board of the DBIA.

The proposed by-law includes both a simplified version of a Code of Conduct, appropriate for a local board, as well as a delegation to the DBIA of administrative policy making powers. Under

July 13, 2021

Page 6 of 7

the *Municipal Act, 2001*, Council is authorized to provide Codes of Conduct for its local boards. The DBIA By-law also provides that the Integrity Commissioner of the City is the Integrity Commissioner of the DBIA also in accordance with the Act. Policy making power for day-to-day activities of the DBIA, by contrast, is assigned to the DBIA Board as it is that body which is best suited to manage its affairs at this level with the support of City staff in areas such as finance and record keeping. Activities undertaken pursuant to these policies will be reported to Council through the Annual Report process.

Many of the financial obligations of the DBIA are also provided for under the *Municipal Act, 2001* but they have been elaborated and harmonized with other obligations related to any local board. For example, budget obligations set out in *Part VII – Financial Administration* in the *Municipal Act, 2001* apply not only to municipal corporations but their local boards as well. To manage these obligations, all financial policies of the DBIA as well as the budget are “created in coordination with the Finance Department of the City” and “in the form required by the municipality.” Activities in these areas will also be reported to Council through the Annual Report process.

Conclusion

The proposed DBIA by-law has been created through the joint effort of a committee of DBIA Directors as well as City staff. It provides in one document a high-level statement as to standards required in DBIA matters of governance, accountability and transparency as well as financial administration. It provides the Board of the DBIA with a significant degree of autonomy through its management of its own policies while also allowing for the openness required of a public body under the municipal laws of Ontario as they stand today. Through the Annual Report as well as its own representation on the DBIA Board, Council will be kept up to date with activities and issues involving the DBIA.

Existing Policy/By-Law:

By-Law 8533 - A By-Law to Designate an Extended Improvement Area in the City of Kingston

By-Law 8840 - A By-Law To Establish A Board Of Management For The Kingston Downtown Improvement Area As Extended

By-Law 84-101A - A By-Law To Authorize The Levy Of A Special Charge Of One Million, Five Hundred Thousand (\$1,500,000.00) Dollars For The Years 1985 To 2004 Inclusive, Upon Persons In The Downtown Redevelopment Area Of The City Of Kingston Designated By By-Law No. 83-164 Assessed For Business Assessment

By-Law 83-164 - A By-Law To Designate The Downtown Redevelopment Area Of The City Of Kingston

By-Law 87-315 - A By-Law To Designate An Extended Improvement Area In The City Of Kingston

July 13, 2021

Page 7 of 7

Notice Provisions:

None

Accessibility Considerations:

None

Financial Considerations:

None

Contacts:

Alan McLeod, Acting Director Legal Services and City Solicitor, 613-546-4291 extension 1237

Other City of Kingston Staff Consulted:

Andrew Reeson, Associate Legal Counsel, Legal Services

Exhibits Attached:

Exhibit A - Proposed by-law entitled "A By-Law to Provide Procedural, Financial and Other Governance Structures to the Downtown Business Improvement Area Board of Management."

By-Law Number 2021-XX

**A By-Law to Provide Procedural, Financial and
Other Governance Structures to the
Downtown Business Improvement Area Board of Management**

Passed: Meeting Date, 2021

Whereas under the authority of section 361 of the *Municipal Act*, RSO 1970, c.284, the Downtown Business Improvement Association (“DBIA”) was created pursuant to By-Law 7745, passed by Council on October 22, 1973 as approved by the Ontario Municipal Board on October 31, 1973, and has been continued pursuant to By-Law 87-315, passed by Council on December 15, 1987 and other ancillary by-laws as amended from time to time; and

Whereas pursuant to the *Municipal Act, 2001*, S.O. 2001, c. 25 each business improvement area in Ontario is a local board, pursuant to section 204(2.1), and a single-tier municipality may pass by-laws respecting the governance structure, accountability and transparency as well as financial management of its local boards, pursuant to section 10(2); and

Whereas by motion dated February 16, 2021, Council directed the Acting Director of Legal Services to provide assistance to the DBIA in the revision of present By-Laws and to report back to Council no later than the end of Q2 2021 with a report and updated By-Laws for consideration;

Therefore be it resolved that the Council of The Corporation of the City of Kingston hereby enacts as follows:

1.0 Definitions

1.1 In this bylaw the following terms have the meaning as indicated:

“Act” means the *Municipal Act, 2001*, S.O. 2001, c.25 as amended from time to time;

“Annual Report” means the submission to Council outlining annual activities of the DBIA as described in section 13;

“Board” means Board of Management of the Downtown Business Improvement Association;

“City” means the Corporation of the City of Kingston;

“Closed Session” means a meeting of the Board as defined in the Act closed to any person who is not a Director;

“Council” means the Council of the City of Kingston;

“Director” and “Directors” mean a person or the persons who compose the Board pursuant to section 204(3) of the Act;

“Downtown Business Improvement Association” or “DBIA” is a local board which is structured as a corporation and operating as a Board of Management pursuant to section 204 of the Act;

“Executive” means those persons appointed by the Board who perform duties as described herein;

“Executive Director” means the chief staff person hired by the DBIA to administer its affairs as described herein;

“Members” mean members of the DBIA as defined pursuant to s.204(4) of the Act; and

“MFIPPA” means the Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. M.56 as amended from time to time.

2.0 Purpose

2.1 The purpose of the DBIA is to oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures beyond that provided at the expense of the municipality generally; and to promote the area as a business or shopping area within its designated boundaries.

2.2 In order to achieve its purposes as set out in section 2.1, the DBIA will:

- a. undertake its activities in accordance with these bylaws and such policies as created by the Board;
- b. advocate for the interests of its Members; and
- c. align its activities from time to time as may be required jointly with other agencies, board and corporations within Kingston.

3.0 Boundaries

- 3.1 DBIA shall undertake its purposes within the boundaries as designated by Council and as described in the diagram attached hereto as Schedule "A".
- 3.2 The Board may recommend alteration to the boundaries of the DBIA to Council which shall consider and administer any alterations in accordance with the provisions of section 210 of the Act.
- 3.3 If Council alters the boundaries of the DBIA, the Board will be continued as the board of management for the altered area.

4.0 Directors and the Board

- 4.1 The Board shall be composed of a minimum of thirteen and a maximum of seventeen Directors.
- 4.2 The Board may additionally invite such City officials identified in section 5.1(c) as attendees to meetings of the Board who may be called to attend by Board as required and who shall serve as ex-officio non-voting support.
- 4.3 Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that:
 - a. each Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties and
 - b. each Director may benefit from those activities of the DBIA offered in common to all Members or Members in common interest with the Director.

5.0 Board Appointments

- 5.1 Council shall appoint such persons described in section 4.1 to the Board as follows
 - a. two Directors who are currently sitting as City Councillors appointed directly;
 - b. a minimum of eleven and a maximum of fifteen Directors selected by a vote of the membership of the improvement area and appointed by the Council; and
 - c. such ex-officio non-voting officials as named herein or as Council or the Board deems appropriate.

5.2 Council shall consider the nominees for appointment as Director as named under s.5.1.(b) but, in accordance with section 204(9) of the Act, Council may refuse to appoint a person so selected by the Members. Where Council refuses to appoint such person, Council may (i) leave the position vacant or (ii) direct that a meeting of the Members be held to elect or (iii) ask the DBIA to select another candidate for consideration and approval by Council. An election to fill a vacancy shall be held by a vote of the Members unless a nominee is selected by Council upon the recommendation of by the Board.

6.0 Term and Vacancies of Board

6.1 The term of each Director is the same as the term of the Council that appointed them but continues until their successors are appointed by Council.

6.2 The position of a Director shall become vacant through the occurrence of one of the following events:

- a. death;
- b. resignation;
- c. such other cause that the Board may advise and Council shall agree

6.3 If a vacancy occurs for any cause, Council may appoint a person to fill the vacancy for the unexpired portion of the term. The person so appointed by Council is not required to be a Member of the DBIA but preference shall be given to candidates who are recommended by the Board.

7.0 Meetings of Board

7.1 Meetings of the Board may be held at the office of the DBIA or at any other place within Kingston as the Board may determine. The Directors may consider or transact any business, either special or general, at any meeting of the Board.

7.2 Board meetings may be formally called by the Chair of the Board or by the Vice-Chair on direction in writing of two Directors.

7.3 The Chair shall preside over meetings of the Board. The Vice-Chair shall preside over meetings of the Board if the Chair is absent or unable to act. In the event that the Chair and the Vice-Chair are absent or unable to act, the Directors who are present shall choose one of the Directors to chair the meeting.

7.4 Notice of Board meetings, along with an agenda of items to be discussed, shall be delivered to each Director not less than forty-eight hours before the meetings

are to take place. In the alternative, the Board may appoint one day a month for regular meetings of the Board in which no notice need be sent other than the agenda of items to be discussed. Where a meeting of the Board is recessed to be continued on another date, the time and place of the adjourned meeting shall be determined at the original meeting at which the adjournment occurs.

- 7.5 One half of the Directors plus one Director will form a quorum of the Board. No ad hoc meetings of a quorum of the Board may be held without proper notice being given, an agenda provided and minutes taken.
- 7.6 Each Director is authorized to exercise one vote on each question. All Directors present and eligible to vote may vote on any question.
- 7.7 Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, a motion shall be defeated. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 7.8 The Chair shall ensure that minutes of all Board meetings are created and retained in the records.
- 7.9 a. All meetings shall be open to the public except as provided in section 239 of the Act. The Board may invite any person deemed appropriate to the Closed Session portion of the meeting for a specific item of business.
- b. Pursuant to the Code of Conduct, Directors and others present at Closed Session of the Board shall not disclose or release information considered in a Closed Session except in a closed session portion of the Annual Report to Council as described in section 13.2.

8.0. Committees

- 8.1 The Board may establish such standing and ad hoc committees and sub-committees thereof as it may deem necessary. The Board shall provide a mandate for each committee setting out its scope of activities including reporting requirements.
- 8.2 The Board may also create ad hoc committees to address a specific issue which is not within the mandate of a standing committee. Each ad hoc committee shall

only continue as long as it serves the purpose of addressing that specific issue. The Board may also dissolve an ad hoc committee prior to the completion of its mandate.

- 8.3 Committees shall be structured so that the number of the committee members is less than a quorum of the Board

9.0 Code of Conduct and Policies of DBIA

- 9.1 The Directors and members of Committees shall abide by the Code of Conduct which is attached as Schedule “B” to these by-laws.

- 9.2 The Board shall adopt and maintain policies in relation to the follow aspects of its operations which shall be followed by the Board and the Executive Director in the course of their duties including at a minimum policies related to the following:

- a. the roles and responsibilities of the Executive and the Executive Director;
- b. human resources matters including:
 - i. job descriptions with salary range;
 - ii. annual review of employee performance including the Executive Director;
 - iii. Code of Conduct for staff; and
 - iv. equity, diversity and inclusion and other human rights standards;
- c. record keeping standards and MFIPPA process created in coordination with the Clerk of the City pursuant to section 12.3;
- d. preferred composition of Board skill set / representation of membership sectors as well as location within the DBIA;
- e. procedures for meetings of Board and committees including scheduling of meetings, electronic meetings and composition of committees;
- f. finance related policies described in section 14 created in coordination with the Finance Department of the City; and
- g. such other policies that the Board may deem appropriate.

10.0 Meetings of the Membership

- 10.1 Meetings of the Membership shall be held a minimum of (i) once at the outset of each term of Council to discuss and vote to elect the Directors, and (ii) annually for the purposes of a discussion of a proposed annual budget as described in section 14.3(a) or for any other matters set out in the agenda.
- 10.2 The Board shall give reasonable notice to the Membership of the annual general meeting. Notice of the meetings setting out the time and place of the adjourned meeting along with an agenda of items to be discussed shall be delivered to each Member before the meetings are to take place.
- 10.3 Each Member has one vote regardless of the number of properties that the member may own or lease in the improvement area.
- 10.4 A corporate Member may nominate in writing one individual to vote on behalf of that corporation.
- 10.5 One individual may be nominated for voting purposes by two or more corporations that are Members.

11.0 The Executive, the Executive Director, Appointees and Staff

- 11.1 The DBIA shall have the following Officers who are appointed by the Board who collectively comprise the Executive:
 - a. a Chair,
 - b. a Vice-Chair,
 - c. a Treasurer of the Board, and
 - d. any other Officer that the Board shall create as long as the number of the Executive is less than a quorum of the Board.
- 11.2 The Board by resolution may authorize any Officer from time to time to appoint agents or attorneys for the DBIA in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.
- 11.3 The Board shall also employ an Executive Director who shall:
 - a. not be a Director;

- b. is charged with the general management and supervision of the affairs and operations of the DBIA under the direction and in support of the Executive in accordance with their duties as set out herein;
 - c. is charged with the general management and supervision of the affairs and operations of the DBIA;
 - d. is responsible for hiring and oversight of all other employees of the DBIA; and
 - e. shall be competent to perform the duties as required under these bylaws and by the Board.
- 11.4 The administration of staff of the DBIA shall be undertaken in accordance with applicable law and the policies established by the Board.
- 11.5 The Auditor of the City is the auditor of the DBIA.
- 11.6 The City Solicitor and Director of Legal Services is the lawyer of the DBIA.
- 11.7 The Closed Session Investigator of the City is the Closed Session Investigator of the DBIA.
- 11.8 The Integrity Commissioner of the City is the Integrity Commissioner of the DBIA who shall be authorized to oversee matters related to the Code of Conduct.
- 12.0 Record Keeping**
- 12.1 The Executive Director shall maintain all necessary books and records of the DBIA under the supervision of the Chair of the Board in accordance with these By-laws or by any applicable statute or law and ensure they are regularly and properly kept.
- 12.2 The Auditor may inspect all records of the board at any reasonable time.
- 12.3 The Clerk of the City shall provide support as required by the Board in matters related to record keeping and obligations pursuant to MFIPPA.

13.0 Annual Report

- 13.1 The Board shall submit an Annual Report for the preceding year to Council by the date and in the form required by the City. The Annual Report shall include audited financial statements.
- 13.2 The Annual Report shall be prepared by the Executive Director and submitted to the Board for its approval prior to submission to Council. The Annual Report may include a portion for presentation to Council in closed session where required in accordance with section 239 of the Act. The Annual Report shall also include at a minimum the following information:
- a. update on major projects and activities whether related to DBIA activities or in coordination with other community organizations pursuant to section 2.2(b);
 - b. financial statements related to operations for the previous year; and
 - c. a proposed budget prepared in accordance with the Act and this bylaw.

14.0 Levy on Membership, Annual Budget and other Financial Matters

- 14.1
- a. A sum sufficient to pay the cost of improvement, beautification and maintenance for the area shall be levied as a special charge in each year upon each person obligated to pay the levy pursuant to the Act. The levy shall be paid by such persons in the proportion that the assessed value of the real property of each such person bears to the assessed value of all the real property in the area.
 - b. This charge shall be collected in the same manner and with the same remedies as provided for the collection of taxes levied upon the assessment for real property as provided for pursuant to the Act.
 - c. All other processes required under the Act shall govern the determination of matters related to the special charge.
- 14.2 The Board shall,
- a. only authorize the spending of money as is included in the budget approved by the City which is received from levy collection, drawn from a reserve fund established under section 417 of the Act, received as revenue or pursuant to such grants or sponsorship dollars as it may receive from time to time;
 - b. not incur any indebtedness extending beyond the current year without the prior approval of the municipality; or

- c. not borrow money.
- 14.3 The Board and DBIA shall abide by its policies and processes related to financial administration including those processes as provided by the City including:
- a. levy collection;
 - b. accounts payable and receivable;
 - c. bank reconciliations;
 - d. payroll;
 - e. grant application and approval processes
 - f. revenue generation; and
 - g. other accounting processes.
- 14.4 a. The Board shall prepare a proposed budget for each fiscal year by the date and in the form required by the Treasurer of the City in accordance with this section and shall hold one or more meetings of the members of the improvement area for discussion of the proposed budget.
- b. The Board shall submit the budget to Council by the date which may approve it in whole or in part but may not add expenditures to it.

15.0 Miscellaneous and Transition

- 15.1 This by-laws may be amended as required to reflect applicable amendments to the *Municipal Act, 2001* and shall be read and applied in accordance with the *Municipal Act, 2001* as amended.
- 15.2 The following former bylaws of the City are revoked with the coming into force of this bylaw except to the extent that any obligations imposed, any appointments made and any acts previously taken under the authority of those bylaws continue to be valid and enforceable:
- a. By-Law 8533;
 - b. By-Law 8840;
 - c. By-Law 84-101A;
 - d. By-Law 83-164; and
 - e. By-Law 87-315.

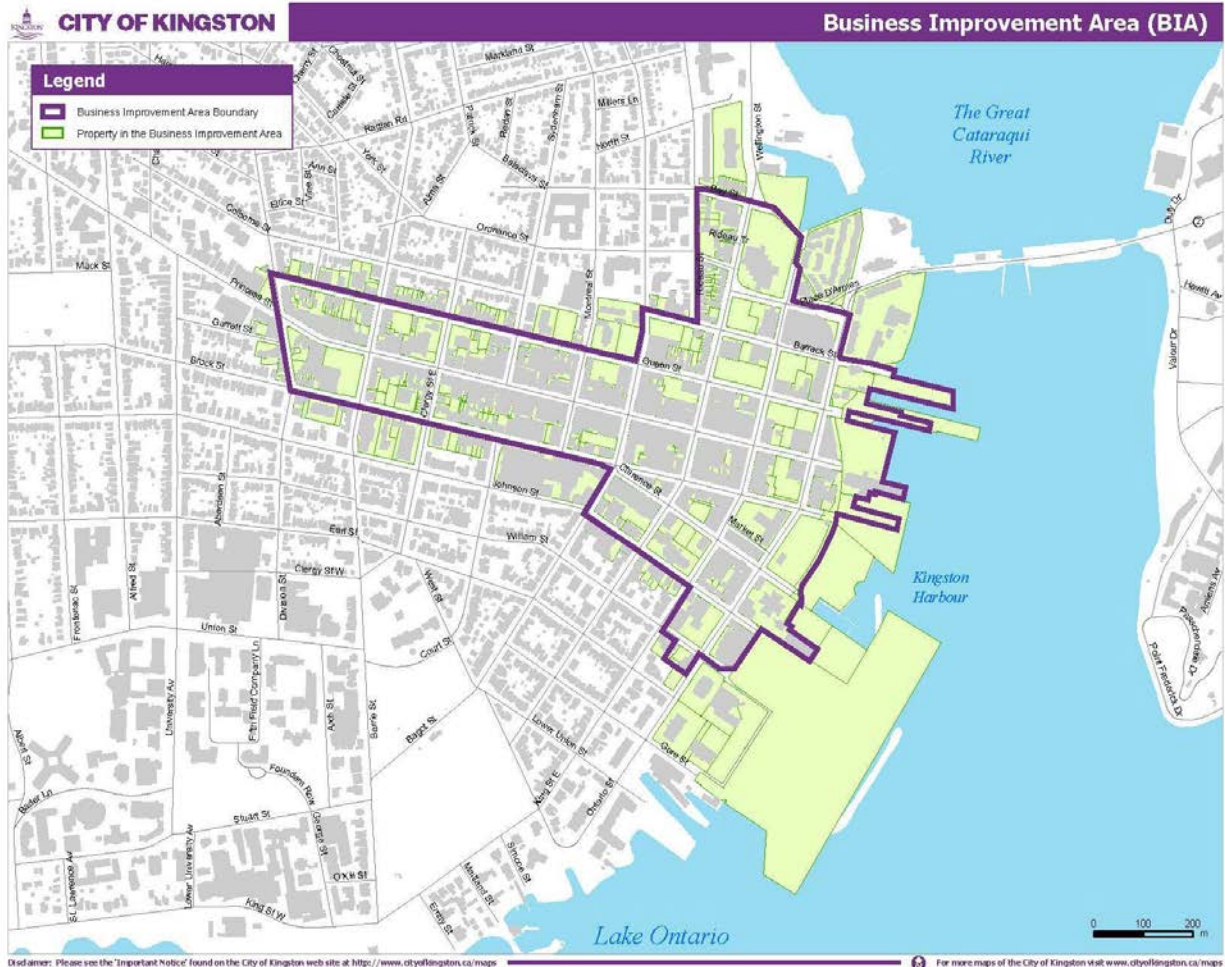
15.3 This By-Law shall come into force and take effect on its passing.

Given all Three Readings and Passed: Meeting Date, 2021

John Bolognone
City Clerk

Bryan Paterson
Mayor

Schedule "A" Boundaries of the DBIA



The area shown in the diagram above defining the area of the DBIA is described in text as follows as is set out in By-Law Number 87-315 at section 1:

- starting at the west side of Division Street (from Brock Street to Queen Street);
- continuing along the north side of Queen Street (from Division Street to Bagot Street);
- continuing along the west side of Bagot Street (from Queen Street to Barrack Street);
- continuing along the north side of Barrack Street (from Bagot Street to Rideau Street);
- continuing along the east side of Rideau Street (from Barrack Street to Bay Street);
- continuing along the north side of Bay Street (from Rideau Street to Wellington Street);
- continuing along Bay Street extension to the King Street East extension (touching the waterfront at Anglin Bay);
- continuing along the east side of King Street East (from Anglin Bay to Place D'Armes);
- continuing along the north side of Place D'Armes (from King Street East to Ontario Street);
- continuing along the east side of Ontario Street (from Place D'Armes to Barrack Street);
- continuing along the north side of Barrack Street (from Ontario Street to the waterfront);
- continuing along the waterfront to William Street;
- continuing along the south side of William Street, including the properties known as the Nicholson Building, 128-136 Ontario Street (from the Waterfront to King Street);
- continuing along the east side of King Street (from William Street to Johnson Street);
- continuing along the south side of Johnson Street (from King Street to Bagot Street);
- continuing along the west side of Bagot Street (from Johnson Street to Brock Street);
- continuing along the south side of Brock Street (from Bagot Street to Division Street);

Schedule “B”

Code of Conduct for Directors and Members of DBIA Committees

1. This Code of Conduct applies to all Directors and each member of a committee established by the DBIA. It is authorized by section 223.3(1) of the *Municipal Act, 2001*. Complaints and other matters related to the Code of Conduct shall be administered by the Integrity Commissioner.
2. The Code of Conduct is intended to set a high standard of conduct for Directors and each member of a committee established by the DBIA in order to ensure that each are accountable to Members and to City Council for its actions and that all actions taken by the DBIA are transparent to Members and to City Council.
3. Directors and each member of a committee established by the DBIA shall:
 - a. exercise the powers and discharge the duties of their office honestly, in good faith, and in the best interests of the DBIA;
 - b. exercise the degree of care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances; and
 - c. always act with integrity, accountability and transparency and shall avoid conflicts of interest, both apparent and real.
4. In carrying out their duties, Directors and each member of a committee established by the DBIA shall:
 - a. make every effort to act with good faith and care;
 - b. conduct themselves with integrity, courtesy and respectability at all meetings of the Board or a Committee and in accordance with the By-laws which govern the DBIA or other applicable procedural rules and policies;
 - c. seek to advance the interests of the DBIA with honesty;
 - d. refrain from making statements known to be false or with the intent to mislead Council, the Board or the Members; and
 - e. refrain from making disparaging comments about other Directors or unfounded and speculative accusations about the motives of others.
5. By virtue of their office, Directors and each member of a committee established by the DBIA shall not use or permit the use of DBIA or City land, facilities, equipment,

supplies, services, staff or other resources for activities other than the business of the DBIA.

6. Directors and members of a committee established by the DBIA shall not accept a fee, advance, gift, gift certificate, cash or personal benefit connected directly or indirectly with the performance of his or her duties.
7. Directors and members of a committee established by the DBIA:
 - a. regularly receive confidential information from a number of sources as part of their work. This includes information received in confidence by the Board or DBIA that falls under the privacy provisions of the *Municipal Freedom of Information and Protection of Privacy Act* and other applicable privacy laws and information received during closed meetings of the Board or Committees.
 - b. have a duty to hold information received at closed meetings of the Board or a Committee in strict confidence for as long and as broadly as confidence applies. A Director shall not, either directly or indirectly, release, make public or in any way divulge any such information or any confidential aspect of a closed meeting deliberation to anyone unless authorized by the Board or as required by law.
 - c. are only entitled to information in the possession of the DBIA that is relevant to matters before the Board or a Committee. Otherwise, Directors have only the same access rights to information as any other member of the community and must follow the same processes as any such member of the community to obtain such information.
8. Directors and members of a committee established by the DBIA shall not disclose except as authorized including to Council meeting in Closed Session as applicable:
 - a. the content or the substance of confidential information received in confidence that falls under the privacy provisions of the *Municipal Freedom of Information and Protection of Privacy Act* or other applicable privacy laws.
 - b. shall not disclose the content or the substance of confidential information received during a closed meeting of the Board or a Committee.
 - c. shall not disclose the content or the substance of deliberations of a closed meeting of the Board or a Committee.
 - d. shall not disclose information subject to solicitor-client privilege unless expressly authorized by the Board or as required by law.

- e. shall not disclose, use or release information in contravention of applicable privacy laws, including but not limited to MFIPPA.
- 9. Each Director and member of a committee established by the DBIA have the duty to treat each other, Members, staff and members of the public with respect and without abuse, bullying or intimidation and to ensure that their work environment is free from discrimination and harassment.
- 10. Directors and members of a committee established by the DBIA shall not use the influence of their office for any purpose other than the exercise of his or her official duties.
- 11. Notwithstanding any other provision of this By-law, Directors and member of a committee established by the DBIA shall take proactive and appropriate steps to declare all pecuniary interests, both direct and indirect, avoid conflicts of interest, both apparent and real, and shall otherwise act in the manner required by their common law fiduciary duties concerning conflicts of interest and the *Municipal Conflict of Interest Act*.
- 12. Directors and members of a committee established by the DBIA shall observe the terms of policies, procedures and rules established by City Council, the Board or the Committee.