

CITY OF HAMILTON

MOTION

COUNCIL DATE: January 23, 2013

MOVED BY COUNCILLOR T. WHITEHEAD.....

MOVED BY COUNCILLOR.....

The Hamilton Association of Business Improvement Areas (H.A.B.I.A.) Terms of Reference and Strategic Plan (PED11193) (Wards 1, 2, 3, 4, 6, 7, 9, 12, 13 and 15)

That Item 13 of General Issues Committee Report 11-033 respecting The Hamilton Association of Business Improvement Areas (H.A.B.I.A.) Terms of Reference and Strategic Plan (PED11193) (Wards 1, 2, 3, 4, 6, 7, 9, 12, 13 and 15) be amended by deleting the Terms of Reference for The Hamilton Association of Business Improvement Areas (H.A.B.I.A.) in their entirety and replacing them with the Terms of Reference for the Business Improvement Advisory Committee, attached hereto as Appendix "A".

Business Improvement Area Advisory Committee Terms of Reference

Mandate

To provide a forum for individual BIAs which encourages and facilitates receiving and sharing of information relating to initiatives affecting small businesses and business districts in the City of Hamilton.

Role of Advisory Committee Members

It shall be the role of the members of the Advisory Committee to share with their individual BIAs information received at meetings and consult with, and seek input when required, from its members on matters referred to the Advisory Committee by City Council.

Membership

1. Membership will be open to each BIA who will submit the name of one representative and one alternate to attend meetings of the Advisory Committee
2. One Member of Council
3. Membership is for the Term of Council

Election of Chair and Vice-Chair

A Chair and Vice Chair will be selected from amongst the Advisory Committee members through a nomination process.

City of Hamilton Staff

A member of the City Clerk's Legislative Team will provide legislative support to the Advisory Committee, and the Advisory Committee will follow all processes and procedures established by the City of Hamilton.

Departmental staff will act as Liaisons and provide updates and presentations on matters referred to the Advisory Committee by Council and Senior Management Team.

Meetings

Meetings will be at the call of the Chair.

FOR DISCUSSION PURPOSES ONLY

Hamilton Association for Business Improvement Areas

Terms of Reference

Last Updated – October 2011

1) Vision

“The Hamilton Association of Business Improvement Areas (HABIA) promotes supports and advocates for businesses within BIAs.

We innovate and work collaboratively with partners to create unique places to live, work, play, learn, shop, and invest.”

2) Goals

a) HABIA acts as a unique voice for designated business districts.

b) HABIA focuses on the following five strategic areas:

i) Advocate collectively for small businesses;

ii) Develop and lead initiatives that improve the prosperity and competitiveness of small businesses within BIAs;

iii) Market and promote designated business districts;

iv) Provide leadership, support, and guidance to local BIAs; and,

v) Develop strategies and plans that foster a sense of community and support the creation of aesthetically pleasing, livable, walkable, and complete communities.

3) Values

a) HABIA believes in the values of respect, intentionality, collaboration, accountability, and fairness.

i) *Respect*: HABIA works constructively to resolve issues that are impacting small businesses within BIAs. HABIA is run in a manner that optimizes available resources and uses volunteer and board members' time efficiently.

ii) *Purposeful*: HABIA strives to resolve issues and develop strategies and actions that benefit small businesses in BIAs.

- iii) *Collaboration*: HABIA works with each BIA and strategic partners, including governmental organizations, to exchange information and leverage existing resources.
- iv) *Accountability*: HABIA voices member concerns to decision-makers in a timely and unbiased manner. HABIA operates in a transparent manner to ensure resources are used for the sole purpose of helping BIAs, and subsequently small businesses, to flourish.
- v) *Fairness*: At all times, HABIA provides fair and equal opportunities for all BIAs to participate and have representation at HABIA.

4) Our Priorities

- a) The following statements clarify our priorities as an association:
 - i) We are entrusted by small businesses in BIAs to use their resources in a responsible manner;
 - ii) BIAs need to work together and share information / resources;
 - iii) Small business is an economic driver in the City of Hamilton;
 - iv) Services provided within BIAs must be fair and equitable across the City of Hamilton;
 - v) Small businesses must voice their concerns and success stories to local, provincial, and federal governments;
 - vi) Complete, sustainable neighbourhoods and business districts that foster a sense of community are vital to the City of Hamilton;
 - vii) Healthy and vibrant business districts are important for local tourism and attracting new residents in the City of Hamilton;
 - viii) Education and awareness of the opportunities and importance of supporting small businesses is needed in the City of Hamilton;
 - ix) Beautification and place-making is essential for attracting shoppers to business districts; and,
 - x) We must push the envelope and develop innovative/creative solutions for small business so they remain prosperous for years to come.

5) Membership

a) Membership Composition:

- i) Membership is voluntary and open to participation from all active BIAs who express written or verbal interest to the Chair.
- ii) It is required that each BIA involved designate one (1) representative and two (2) alternates to attend HABIA meetings and participate in the ongoing functions of HABIA. Both primary representatives and designates must be a BIA Executive Director / Coordinator or a designated representative of the same BIA.
- iii) A representative selected by Council at the City of Hamilton will be a non-voting member of HABIA.

b) Membership Conditions and Commitment:

- i) Upon accepting membership of HABIA, each member, and their designate, agree to abide by HABIA's terms of reference as well as the following:
 - (1) Members are asked to review all documents, agendas, and meeting minutes presented to them so that they can participate meaningfully and make informed decisions / recommendations.
 - (2) Members commit to respect that each member has the right to their opinion. Members agree to discuss their respective views and opinions openly while also listening to other members. No member shall be deemed to have precedence or seniority over another member.
 - (3) Members strive to operate in a consensus mode and seek to develop common ground on areas of disagreement to the best of their ability.
 - (4) Members agree that BIA representatives (or their designate) will brief BIAs on HABIA's functions, decisions, and discussions on an ongoing basis to ensure HABIA meetings run efficiently and effectively and appropriate feedback (where required) is given from the BIA to HABIA.
 - (5) Members are advised that they are not to speak to the media on behalf of HABIA and will refer all media inquiries to the Chair or designated spokesperson (if applicable).
 - (6) Members agree to participate at HABIA meetings as a representative of their BIA and to actively update their organization to ensure they are provided with all relevant and necessary information.
 - (7) Members will adhere to ground rules and effective team characteristics established in 2005 (refer to Appendix A).

- c) Term of Membership
 - i) HABIA membership functions on a two year rotation. After two years, the BIA will be asked to provide their designate and alternate members for HABIA meetings. Note, existing designates and alternates can be reinstated to HABIA at the discretion of the BIA.
- d) Relinquishing Membership
 - i) HABIA members will notify the Chair if they wish to withdraw from HABIA for any reason. A member that has relinquished their membership has the right to rejoin HABIA at any point should they decide to do so.

6) Roles and Responsibilities

- a) Chair
 - i) The Term of the Chair is for one year.
 - ii) The role of the Chair is a nominated position established through a majority vote of the members of HABIA using a secret ballot voting process.
 - iii) The Chair will be a member of HABIA.
 - iv) The Chair is expected to attend all HABIA meetings. If unable to attend the Chair will notify the Vice-Chair to serve in his/her place.
 - v) When in attendance the Chair will preside over all meetings, moderating discussions and ensuring that all HABIA members have an opportunity to be heard. The Chair must act in an impartial manner, preserving order and decorum.
 - vi) The Chair shall be the only spokesperson authorized to speak publicly for HABIA unless another individual is expressly delegated this responsibility with HABIA approval. Note, if a City Councillor is selected to Chair HABIA, a separate spokesperson must be designated.
 - vii) Chair will be required to participate in media training offered by the City of Hamilton.
- b) Vice-Chair
 - i) The Term of the Vice-Chair is for one year.
 - ii) The Vice-Chair will act as the Chair in his/her absence.
 - iii) The role of the Vice-Chair is a nominated position established through a formal motion by a member. When more than one motion exists, a secret ballot voting process will be conducted in a similar manner for the position of Chair outlined above.

**Appendix "A" to Item 13 of
General Issues Committee Report 11-033
(as amended by Committee)**

- iv) The Vice-Chair is expected to monitor and report to the group on an ongoing basis the implementation of HABIA's strategic plan.
- c) Treasurer
 - i) The Treasurer is responsible for managing HABIA finances in an open and transparent manner providing regular reports and updates as directed by the committee.
 - ii) The role of the Treasurer is a nominated position established through a formal motion by a member. When more than one motion exists, a secret ballot voting process is required. Note, the Chair or Vice-Chair can act as the Treasurer of the committee if so desired.
- d) City of Hamilton
 - i) Co-ordinator of the BIAs ("Co-ordinator")
 - (1) The Co-ordinator will also act as a resource to HABIA and will provide relevant and timely updates to HABIA on City functions, policies, and procedures that impact or have a potential impact on BIAs.
 - (2) The Co-ordinator will attend each HABIA meeting.
 - (3) The Co-ordinator is responsible for preparing and circulating succinct meeting agendas and minutes as outlined in Section 8.
 - (4) When needed, the Co-ordinator will provide logistical support to connect HABIA with appropriate staff members and City resources.
 - (5) The Co-ordinator will maintain backup copies of meeting minutes, agendas, and other HABIA documents.
 - (6) The Co-ordinator will circulate meeting minutes.
 - ii) Other City of Hamilton staff and Council members are permitted to attend HABIA meetings. Should a representative from the City of Hamilton want to address HABIA, a delegation request must be made to both the Chair and Vice-Chair no later than three business days before a meeting. If no delegation request is made, these individuals are welcome to attend the meeting as a public observer.
- e) Vacancies
 - i) The seat of the Chair, Vice-Chair, and Treasurer becomes vacant when:
 - (1) Chair, Vice-Chair or Treasurer is absent from HABIA meetings for three (3) consecutive meetings. Upon failing to attend two (2) consecutive meetings, HABIA shall send a notice to the individual advising that upon a third (3rd) failure to attend, HABIA shall recommend that the individual be removed from their position. The HABIA membership, local Councillor

and Co-ordinator of BIAs will be copied on the notice sent to the individual.

(2) Chair, Vice-Chair, and Treasurer resigns in writing to HABIA with the letter copied to the local Councillor and Co-ordinator of BIAs.

f) Other Appointments

i) At the discretion of HABIA, other appointments can be made when appropriate.

7) Absenteeism

- a) Each member commits to attending monthly HABIA meetings. If a member is unable to attend a meeting, notification must be sent to the Chair and Vice-Chair prior to a meeting taking place. If a representative is unable to attend, appropriate arrangements should be made to have their one of their alternates attend the meeting on their behalf.
- b) If both a member and the alternates are absent for two consecutive meetings, that member and designates will be contacted by the Chair to discuss their participation on HABIA.
- c) If a member is then absent for a third consecutive meeting, the BIA will receive a letter from the Chair. The Chair will copy HABIA members, the local Councillor, and the Co-ordinator of BIAs on this letter.

8) Meetings

a) Regular Meeting Time

i) Meetings will be held monthly in accordance with the schedule agreed to by HABIA members.

b) Location of Meetings

i) HABIA meetings will be held at City Hall or, as agreed upon by members, at alternate venues that HABIA members deem appropriate. The Co-ordinator of BIAs will be responsible for booking meeting space at City Hall and notifying the Chair and Vice-Chair of the meeting location. The Chair will be responsible for booking meet space at alternate venues as required.

c) Rules of Procedure

i) As applicable, the rules governing the procedure of the Council shall be observed at HABIA meetings by the membership. When rules have not been outlined in this Terms of Reference or inadequate examples exist in the

**Appendix "A" to Item 13 of
General Issues Committee Report 11-033
(as amended by Committee)**

Procedural By-Law for Council, proceedings will follow parliamentary procedures outlined in the latest version of *Bourinot's Rules of Order*.

d) Agenda and Minutes

i) Agendas

- (1) The Co-ordinator of BIAs is responsible for preparing and circulating the meeting agendas no later than one week prior to a HABIA meeting.
- (2) Meeting agendas for regular HABIA meetings will be brief and include the following:
 - (a) Declaration of Conflict of Interest
 - (b) Approval of Minutes of Previous Meeting
 - (c) Approval/Changes to the Agenda
 - (d) Roundtable Discussion
 - (e) Update on Strategic Plan Success/Challenges
 - (f) Delegations
 - (g) HABIA Program Reporting / General Information / Other Business
 - (h) Next Meeting Location and Future Agenda Items
 - (i) Adjournment

ii) Minutes

- (1) The Co-ordinator of BIAs will take minutes during meetings and circulate succinct summaries within one week following a HABIA meeting. To review a sample template for meeting minutes, please see Appendix B.
- (2) The Co-ordinator of BIAs is responsible for circulating meeting minutes to the following parties:
 - (a) General Issues Committee
 - (b) Planning and Economic Development Department
 - (c) Public Works Department
 - (d) Small Business Enterprise Centre
 - (e) Other parties as deemed appropriate by HABIA
- (3) Amendments to the minutes, if required, will be dealt with in the subsequent HABIA meeting

e) Quorum

- i) The quorum for HABIA meetings shall be half of the membership rounded up to the nearest whole number.

b) Voting Procedures / Decision Making

- i) Decision-making will be based on the principle that everyone has a right to express their opinion. A consensus-based approach is the preferred method of operation for HABIA – where members seek general agreement on issues and recommendations.
- ii) ~~When consensus is cannot be achieved, HABIA members will perform a vote according to the voting procedures listed below. A vote can only be taken when quorum is achieved.~~
 - ~~(1) Each BIA member (or designated alternate) at HABIA is entitled to one vote.~~
 - ~~(2) Decisions will be made by a vote greater than 50% of members in attendance at a meeting.~~
 - ~~(3) A recorded vote can be requested by any member of HABIA immediately before or after a vote takes place. If a request is made, the Co-ordinator of BIAs shall record the name (including BIA) and vote of every HABIA member in the meeting minutes.~~
 - ~~(4) When requested, an individual can also request that a summary of their objection to a decision be included in the meeting minutes.~~
 - ~~(5) Except for the election of HABIA positions, no vote shall be taken by ballot or by any other method of secret voting.~~

iii) ~~Overturning a decisions~~

- ~~(1) To overturn a decision, two thirds of HABIA members must vote in opposition to the original vote.~~

c) Delegations

- i) Persons who wish to attend HABIA meetings to present information, ask for feedback, or provide an update to the membership must make a request no later than three days before a meeting. Delegations shall be limited to a presentation of no more than 15 minutes (including an opportunity for questions/comments following a presentation).
- ii) A delegation request must be sent to the Chair and Vice-Chair no later than three days prior to a HABIA meeting so it can be included on the following meeting agenda. A request should include the person's name, organization, contact information, and reason for the delegation. Note, if a member of HABIA would like to obtain endorsement/support from the committee on an issue that impacts their individual BIA, a delegation request should be made prior to a meeting.

**Appendix "A" to Item 13 of
General Issues Committee Report 11-033
(as amended by Committee)**

- iii) A summary of the delegation should be provided to the Chair and Vice-Chair, along with any other relevant background information, so it can be provided to the HABIA membership in advance of the meeting.
- iv) Delegations can be made by more than one person; however, the presentation is limited to 15 minutes.
- v) At the discretion of the Chair, delegations can exceed the allotted 15 minutes.
- d) Subcommittees
 - i) Where appropriate, HABIA can establish subcommittees to deal with specific areas of interest/concern.
- e) Public observers
 - i) HABIA meetings shall be open to members of the public, other BIA members, and interested stakeholders. Members of the public who attend HABIA meetings agree that their role is to observe meeting procedures from "public seats" and shall not be given opportunities to speak unless a delegation request is made.

9) Conflict of Interest

- a) Members must declare a conflict of interest after approval/changes are made to HABIA meeting agendas. A conflict of interest may arise when a HABIA member has or represents interests that could compete with those of the committee.

10) Amendments to the Terms of Reference:

- a) The Terms of Reference may be amended periodically by consensus of HABIA members and presented to the General Issues Committee for approval.

Appendix A: Ground Rules and Effective Team Characteristics

Meeting Ground Rules (Developed in 2005)

- Respect start and stop times
- All contributions are welcome and weighted the same
- Constructive ideas only
- Focus on interests – not positions
- No sidebar conversations
- Realistic agenda – with timelines for items
- All comments through the Chair
- Every agenda item concludes with an action
- No sarcasm or personal attacks – differences of opinion are welcome
- Review ground rules at every meeting

Effective Team Characteristics (Developed in 2005)

- A lot more is accomplished when working in numbers
- Everyone has a place on the team and everyone is equally important
- There is respect for differing opinions
- It's okay for people to leave the team and the team can move forward
- Leadership is the responsibility of all team members
- New BIA team members are welcome
- There is support for leaders and the leaders rotate
- There is caring for team members
- Individual BIAs have support from HABIA
- The team will go through difficult times and deal with difficult issues but will be able to regroup and move on

Appendix B: Sample Meeting Minutes

Hamilton Association for Business Improvement Areas

Draft Meeting Minutes – Insert Date, Time, Location

Summary of Action Items from HABIA Meeting held on INSERT DATE

Action Item #	Action Item / Resolution	Individual(s) Responsible for Action Item

Declaration of Conflict of Interest

- None or Insert Name and Conflict

Approval of Minutes of Previous Meeting

- Approved, Rejected, or Approved with the following changes

Approval/Changes to the Agenda

- Approved or Approved with the following changes

Roundtable Discussion

- Name of BIA which contributed

Update on Strategic Plan Success/Challenges (begins 30 minutes after scheduled start time)

- Insert action taken or challenges encountered, providing reference to the goal it fall under in the strategic plan.

Delegations

- Insert Contact Information and Delegation Topic. Attach delegation request and other information in appendices as appropriate.

H.A.B.I.A. Program Reporting / General Information / Other Business

- Text as appropriate

Next Meeting Location and Agenda Items

- Insert next meeting date and location
- Insert new items for inclusion

Adjourn - (Insert Time)

**Appendix "A" to Item 13 of
General Issues Committee Report 11-033
(as amended by Committee)**

APPENDIX A: LIST OF MEETING ATTENDEES

Name	Organization (if any)
HABIA Members	
City of Hamilton Staff	
Delegates and Members of the Public	

**Appendix "A" to Item 13 of
General Issues Committee Report 11-033
(as amended by Committee)**

APPENDIX B: Recorded Vote Form

Summary of Issue Requiring a Recorded Vote:	
HABIA Member:	Vote:
Summary of Objections (if required):	
HABIA Member:	
Objection:	