

BIA ANNUAL GENERAL MEETING 2021 PROTOCOL

The BIA Office recommends that BIAs should continue with virtual meetings for the time being as the number of COVID-19 cases are increasing. **BIAs must prioritize the health and safety of members, directors and employees, in order for meetings to be conducted in accordance with Provincial and Toronto Public Health guidelines.**

Our BIA Office has developed the following protocol to safely adapt an AGM in accordance with Provincial and Toronto Public Health social distancing guidelines.

1. Virtual Meetings

- It will be necessary to retain a platform to accommodate electronic registration, broadcast the meeting over the Internet, and administer electronic voting.
- The AGM notice must specify the “place” of the AGM. In current COVID -19 circumstances the term “place” includes a virtual teleconferencing platform.
- The AGM notice should include clear instructions on how to use the electronic platform.
- Establish member identification (preregistration) and voting procedures. Such policies should be included as part of the AGM notice and on the BIA's website.
- Technologies for virtual meetings must meet the standard of providing members with a reasonable opportunity to participate.
- It is expected that, at a minimum:
 - the Chair be able to identify and hear the members present
 - members have the ability to hear and, preferably see, all other participants, and
 - vote and voice any questions which they may have.
- Voting using electronic means may be administered via online polling. Confirm that your selected on-line platform has this capacity.
- After a vote is administered, the results should be displayed for membership for transparency.
- Poll results to be saved and the meeting should be recorded.

2. Hybrid Meetings

A “hybrid” meeting is a meeting where some members attend electronically (virtually) and others attend in-person at a physical location.

- The Board may choose to only have the Board of Directors attend in person. In this case, the AGM notice should specify that only the board of directors will be physically present. Advise the general membership to preregister in order to attend virtually where they will be able to vote.

- If the physical attendance is open to all members, the AGM notice should state that physical attendance at the meeting is discouraged and virtual options are available. It should also outline the BIA's intention to comply with any public health recommendations restricting attendance in case the number of physically present attendees exceeds the provincial guidelines.
- The AGM notice should contain details of a means of electronic communication (e.g. teleconference, videoconference) by which members may listen to the proceedings of the meeting and, potentially contribute to them by asking questions and voting via polling.
- To facilitate a meaningful meeting by technological means, it may be useful for the Board to circulate details of where members can submit questions in advance of the meeting with the meeting notice.
- Voting using electronic means may be administered via online polling while in person attendees may vote on resolutions by a show of hands.
- Conducting the meeting by video conference may encourage participation, BIAs may consider livestreaming the AGM to all members and circulate a recording of the AGM following the meeting.

3. Physically Present (in person) Meetings

BIAs should ensure that the following Provincial and Toronto Public Health guidelines, and any others that may apply, are observed:

- If a board chooses to proceed with an in-person AGM, it should be confirmed that quorum of the Board can be achieved to ensure that the AGM will proceed.
- The BIA Board should consider brief, or summary, presentations and make the full presentations, including details, available on the BIA website.
- Adhere to the appropriate Board of Health and Provincial attendance limits for indoor venues.
- Physical distancing of at least two metres with those outside your household is required.
- The venue where the meeting is taking place must provide for sufficient space to minimize physical contact between the attendees in accordance with current physical distancing guidelines.
- The venue should be properly sanitized in line with best, or recommended practice, in accordance with Public Health guidelines to ensure the safety attendees as much as possible.
- Ensure attendees have conducted a self COVID-19 Screening prior the meeting – if anyone displays symptoms or has been in close contact with someone who has tested positive they should not attend the meeting.
- Ensure the face covering fits well around nose and mouth of participants.
- Review that the venue HVAC systems are in good working order.

Here are some resources with more detailed information for you to review:

<https://www.toronto.ca/home/covid-19/covid-19-reopening-recovery-rebuild/covid-19-reopening-guidelines-for-businesses-organizations/>

***Note:** The City of Toronto BIA Office will continue to be responsible for mailing notices to commercial / industrial property owners while the BIA distributes to the businesses and commercial tenants.

The BIA Board will supply the City of Toronto BIA Office with the AGM notice at least 20 business days before the AGM.

The BIA Board will distribute AGM notices to businesses and commercial tenants at least 15 business days before the AGM.

APPENDIX 1: Annual General Meetings Additional Considerations:

- Virtual or hybrid meetings where high volume of members are expected to log in remotely could experience connectivity issues. If there is concern that your BIA will experience this, you may consider that minimum quorum of the board be physically present in the same place. This will may reduce the risk that connectivity issues would raise questions about the validity of any proceedings at an AGM.
- If an in-person meeting or hybrid meeting has been agreed upon, the BIA may consider including a statement in the AGM notice regarding the potential health risks associated with attending the meeting in-person.
- Provide the means for members to raise questions prior to the meeting electronically, so that those not attending physically still have the opportunity to raise questions which can then be dealt with at the AGM.
- For virtual/hybrid meetings, BIA Board approves appropriate and secure virtual platform (e.g. Webex, etc.) that allows for the verification of BIA membership and allows for a reasonable level of fluid discussion of agenda items and members voting.
- BIA Board prepares the AGM Notice and sends it to the BIA Office at least 20 business days before the date of the AGM.
 - BIA distributes AGM Notice to business members at least 15 business days before the date of the AGM.
 - The City of Toronto BIA Office distributes AGM Notice to property owners at least 15 business days before the date of the AGM.
- In order to avoid Conflict of Interest during the AGM, please request the Auditor to leave the meeting prior to the appointment of Auditor to prepare 2020 Audited Financial Statements.
- For virtual/hybrid meetings please consider the option of recording the AGM.
- Consider the logistics arising from the requirement that the Chair and Treasurer have to sign approved budget prior to submission to the City of Toronto BIA Office. Note that electronic signatures can be obtained through conversion of the file into PDF.

Steps to converting the document to PDF:

 - On MS Excel click on File and Save As
 - Change the "Save as type" to PDF from the drop down menu
 - Click on Options and select Entire Workbook under Publish what then press OK and save

Steps to obtaining electronic signature on PDF:

 - Open up the PDF file and click on the Sign icon in the toolbar.
 - Select Fill & Sign
 - Select Sign Yourself option and add the signature in the appropriate space on page 2 of the form.

APPENDIX 2: Sample AGM Notice

As a member of the Sample BIA, you are invited to attend our

ANNUAL GENERAL MEETING

X Date
X Location
X Time

Please contact the BIA for registration details

AGENDA

1. Call to Order, Introductions and Opening Remarks
2. Electronic meeting, recording of the meeting and voting protocols
2. Declaration of Conflict of Interest
3. Approval of 2020 Annual General Meeting Minutes
4. 2020 Report Audited Financial Statements
5. Appointment of Auditor (to prepare 2021 Audited Financial Statements)
6. Sub-Committee Reports
7. Proposed Program and Budget for 2022 (see over)
8. New Business
9. Adjournment

The purpose of this meeting is to decide on the BIA's program and budget for 2022 (see over). This program is paid for by a special levy charged to you as well as other commercial and industrial property owners, and non-residential tenants of such properties.

As a member of the BIA, the best way to participate in the decisions your BIA is making on your behalf is to get involved. If you wish to obtain a copy of the complete proposed budget and audited financial statement, please contact the BIA.

For more information and to RSVP please contact the BIA at **X**

You are encouraged to register immediately.
Please RSVP no later than **DATE**

General Meeting Procedures:

To be eligible to vote, photo identification will be required and:

- For Business Operators: A business card, or other proof of tenancy.
- For Property Owners: A property tax bill or other proof of ownership

In accordance with The City of Toronto Municipal Code, Chapter 19, Business Improvement Area, only members of the proposed BIA and their legal representatives (proof required), are eligible to vote at the General Meeting.

No person in attendance shall have more than one vote.

For more information contact **NAME, POSITION**, at **TEL, EMAIL**

Please forward a copy of this notice to your business tenant(s).

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SAMPLE BIA
2022 BIA Budget

Summary of Revenues and Expenditures	2021 Approved Budget	2021 Projected Actual	2022 Proposed Budget	
	Column A	Column B	Column C	
Revenues				
BIA Levy (includes 10% provision)	0	0	0	(A)
Grants				(B)
Signature Events Revenue (input details in event worksheets)				(C)
Other Festival Revenue				(D)
Other Revenue				(E)
Total Revenue	0	0	0	(F)
Expenditures (includes 1.76% HST)				
General and Administrative				(G)
Streetscape Improvements				(H)
Streetscape Improvements - City Loan Payment				(I)
Amenity and Maintenance				(J)
Promotion and Communication				(K)
Festivals and Events				(L)
Provision for Tax Appeal Expenditures (10%)				(M)
Total Expenditures	0	0	0	(N)
Net Revenue / (Deficit) (O) = (F) - (N)	0	0	0	(O)

Summary of Accumulated Surplus	2021 Approved Budget	2021 Projected Actual	2022 Proposed Budget	
Beginning Balance	0	0	0	(P)
Change in Accumulated Surplus	0	0	0	(Q)
Ending Balance	0	0	0	(R)