

UpTown Waterloo Business Improvement Area

Governance Policy Manual

UPDATED: October 2018

APPROVED: November 19, 2018

Table of Contents

	Page
Introduction	3
A. Board Accountability	4
Board Accountability	
Governing Style	
Confidentiality	
Code of Conduct	
B. Roles & Responsibilities	7
Role of the Board	
Role of the Board Chair	
Role of the Board Vice-Chair	
Role of the Treasurer	
Role of the Secretary	
C. Board-Management Delegation	11
Board-Management Delegation	
Monitoring Executive Director Performance	
Executive Limitations	
D. Board Governance Policies	17
Conflict of Interest	
Confidentiality	
Volunteer Code of Conduct	
Code of Ethics	
- Conflict of Interest, Code of Ethics, Confidentiality and	
Confidentiality Statement – Directors, Volunteers, Employees	
Purchasing	
Privacy Statement	
Investments	
Financial Management	
Elections	
Board Advisory	

INTRODUCTION

Purpose of the Governance Policy Manual of the UpTown Waterloo Business Improvement Area (BIA)

These policies are intended to help foster the highest governance standards, integrity, and accountability. They are structured to provide detail on the roles and responsibilities of the Board, how the Board remains accountable for its own practices and to establish limitations and monitoring practices for the Board's sole employee, the Executive Director.

No policy can anticipate every situation that may arise. The policies included in this manual are intended to serve as a source of guiding principles for Directors.

Overview of the Board of Directors

The Board of Directors (Board) represents the diverse interests of UpTown Waterloo property owners and tenants who are members of the BIA, provides strategic direction expressed in broad policies and offers clear future oriented leadership, outward vision and a broad range of viewpoints. Composition of the Board shall include character, talent and commitment to upholding the policies of the BIA as an entity.

The Board will direct, monitor and inspire the organization through strategies and policies that are forward looking, include the influence of external factors and trends and capture all relevant values for the successful outcomes and conduct of the BIA.

SECTION A

BOARD ACCOUNTABILITY

I. BOARD ACCOUNTABILITY

The Board is ultimately accountable to the BIA membership through the following areas of focus:

1. Member and Stakeholder Relations
2. Setting Strategic Direction
3. Governance and Policy Development
4. Financial & Risk Oversight
5. Executive Director Performance Evaluation and Succession Planning

The Board must act in a manner that is consistent with the Municipal Act of Ontario and by-laws and policies of the City of Waterloo, as it pertains to the UpTown Waterloo Business Improvement Area.

II. GOVERNING STYLE

The governing style of the Board of Directors focuses on:

- Outward perspective
- Encouragement of diverse perspectives
- Strategic leadership and vision
- Clear recognition of Board and Executive Director roles
- Collective decisions and actions
- Looking to the future
- Proactivity as opposed to reactivity

More specifically, the Board will:

1. Direct, control and inspire the organization through the thoughtful establishment of the broadest organizational policies reflecting the Board's values and perspectives. The Board's major focus will be on the long term impact and desired outcomes outside the operation of the organization and not on the administrative means of attaining those outcomes.
2. Foster a sense of group responsibility and commitment. The Board and Executive Director, will be responsible for excellence in governance. The Board will initiate policy not merely respond to management initiatives. The Board will use the expertise of its members to

improve the effectiveness of the Board.

3. Enforce whatever discipline is required to govern with excellence. Discipline will apply to such matters as attendance, policy-making principles, respect of roles, and continuity of governance capability. This will help ensure that no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling group obligations.
4. Ensure continual redevelopment through orientation of new members to governance processes and regular discussion of governance processes and process improvements.
5. Monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies.

III. CONFIDENTIALITY

Directors shall maintain the confidentiality of information entrusted to them by the BIA and any other confidential information that comes to them from whatever source in their capacity as a Director, except when disclosure is authorized or legally required. Confidential information includes all non-public information that might be of use to competitors or harmful to the BIA or its stakeholders if disclosed.

Breach of such confidentiality, on review of the situation in its entirety, may result in the removal of the Director (s) from the Board.

IV. CODE OF CONDUCT

The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

1. Directors must avoid conflict of interest pertaining to any personal interest as a business owner, employee or consumer.
2. Directors must avoid conflict of interest with respect to their fiduciary responsibility.
3. Directors may not attempt to exercise individual authority over the organization.
 - A. Directors' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
 - B. Directors' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except explicitly stated Board decisions and approved key messaging.

4. Directors will attend meetings regularly, be properly prepared for Board deliberation and be active participants in Board matters.
5. Directors will be ambassadors for the BIA in the community and will serve as a point of contact for the membership and other stakeholders and facilitate their feedback to the Board.

Definitions for Reference

Conflict of interest (as it applies to an “Individual”) means an actual, apparent or potential conflict of interest in the exercise of unbiased judgment on behalf of the BIA and its dealings with any person who may be obligated to the BIA or may benefit from dealings with the BIA.

For the purpose of this definition:

‘Individual’ means any officer, director, employee, or volunteer who is working for or on behalf of the BIA and includes members of the ‘individual’s’ immediate family including, without limitation, the Individual’s common-law spouse. ‘Person’ means an individual person, corporation or body corporate, partnership, organization, or any other recognizable group or association that purports to deal with the BIA.

SECTION B

ROLES & RESPONSIBILITIES

I. ROLE OF THE BOARD

In addition to the Board's accountability as outlined in Section A, the following and additional responsibilities are required by Board members to support the general operations of the BIA.

1. Member and Stakeholder Relations

- Provide linkage with property owners, tenant businesses and other stakeholders to ensure representation and accountability;
- Work in partnership with employees to build relationships with members and other stakeholders; and
- Work with employees to ensure a common voice and promotion of the BIA, its mission, vision and values to members, stakeholders and the broader community.

2. Setting Strategic Direction

- Establish and periodically review the organization's purpose or mission;
- Define a long-term vision and strategic priorities; and
- Monitor the BIA's performance according to established policies and desired outcomes as expressed in the Strategic Plan.

3. Governance and Policy Development

- Establish and monitor governance policies and update them when needed;
- Review Board performance through self-evaluation;
- Elect Officers of the BIA consisting of a Chair, Vice Chair, Treasurer, and Secretary, and determine roles (if required) for Directors at Large.
- Fill vacated Board of Director terms;
- Appoint and monitor committees of the Board;
- Develop a Board professional development plan; and
- Act in a manner that is consistent with the Municipal Act of Ontario and by-laws and policies of the City of Waterloo, as it pertains to the UpTown Waterloo Business Improvement Area.

4. Financial and Risk Oversight

- Approve annual budget and monitor financial performance;
- Engage in an external audit and review outcomes on an annual basis;
- Ensure adequate financial policies and procedures are in place;
- Oversight and mitigation of other risks such as operational, reputational, legal, information technology and property; and
- Ensure that risks are appropriately insured.

5. Executive Director Succession Planning and Monitoring

- Hire the Executive Director and establish policies and procedures for delegating authority to the Executive Director
- Evaluate the performance of the Executive Director against the policies of the Board, and remove the Executive Director if necessary;
- Delegate to the Executive Director the principal responsibility for carrying out the policies established by the Board and for managing the BIA on a day-to-day basis to achieve desired outcomes through a Board approved strategic plan and the annual budget;
- Limit the means by which the desired outcomes may be achieved through the establishment of Executive Limitations policies as outlined below.
- Be the only body that has the ability to direct and delegate to the Executive Director. Individual Board members may not direct the Executive Director unless the Board member has been given expressed authority by the Board as a whole to do so in limited circumstances. If individual members of the Board request information or assistance without expressed authority from the Board as a whole, the Executive Director may refuse such requests; and
- Establish succession plans for both emergency and permanent scenarios.

6. Vacation of Office

BIA Board members are requested to attend all Board meetings. If a Director fails to attend two consecutive Board meetings, the following procedure will be followed:

- After the Director misses three consecutive meetings, the Board Chair or Board Designate will contact the Director to remind him/her of the BIA policy;
- The Board Chair will ask the Director if he/she wishes to remain on the Board. If the Director wishes to remain on the Board, a resolution to such will be made at the next Board meeting. If the Director no longer wishes to remain on the Board, the Director will tender his/her resignation.

7. Signing Authority

The Executive Director and following Board members have signing authority for legal and financial matters: Chair, Vice Chair and Treasurer. Two signatures are required for all legal documents and all financial matters. Digital signatures will be allowed, as necessary.

The Executive Director will have the authority to transfer funds between the BIA banking accounts. The Executive Director will have access to a low limit credit card made out to the BIA to pay for purchases made of behalf of the organization. The credit card will be paid off each month.

8. Public Relations

The Board Chair and the Executive Director act as the BIA's official spokespersons.

9. Committees

The BIA has a number of Board committees, all answerable to the Board of Directors. They are: Executive Committee, Governance Committee and Planning & Economic Development Committee. Each Board committee must be chaired by a sitting Board member. The Board approves all members of Board committees.

Operational committees report and are answerable to the Executive Director. They are: Marketing & Communications, Advocacy Committee, Special Events and others as necessary. Each operating Committee Chair is approved by the Executive Director and Board Chair. Each operating committee approves its own membership.

10. Board Meetings and Agendas

The Board meets on a regular schedule and Board members can attend in person or via teleconference. The Board Chair and Executive Director jointly prepare the Board meeting agendas.

11. In-Camera Meetings

At each meeting of the Board of Directors there will be an opportunity to go "in-camera" to discuss sensitive matters. Topic would include, but not be limited to, the following:

- Matters to do with property;
- Personal matters about an identifiable individual, including employees;
- Litigation or potential litigation;
- Financial matters; and
- Information that is subject to solicitor-client privilege.

Each in-camera session must be recorded by the Vice Chair of the Board (or designate) and minutes are to be stored in a secure file in a designated place at the BIA's office.

In-camera minutes must be made available to the Auditor at the time of the BIA's annual audit. At the sole discretion of the Board, other individuals may be invited to attend an in-camera session and, in doing so, are bound by the confidentiality rules of the BIA.

II. ROLE OF THE BOARD CHAIR

The role of the Chair is to maintain the integrity of the Board's process and represent the Board and the BIA within the community.

The Chair shall ensure that the Board operates in ways consistent with its own policies and those legitimately imposed upon it from outside the organization. Accordingly, the Chair shall:

1. Ensure that meeting discussion content deals only with those issues which, according to Board policy, clearly belong to the Board to decide, not the Executive Director;
2. Ensure that deliberation will be fair, open and thorough, but also efficient, timely, orderly, and kept to the point;
3. Ensure that meetings are conducted in accordance with the bylaws of the UpTown Waterloo Business Improvement Area, but if any dispute arises respecting procedure, the ruling of the Chair of the meeting shall be final unless overruled by a motion of the majority of the members attending;
4. Be responsible for planning Board meeting agendas with the Executive Director;
5. State wording of a motion for discussion before taking a vote;
6. Not vote unless it is to break a tie;
7. Take the first step to deal with Board members that break Board policies and codes of conduct;
8. Serve as the first line spokesperson for the BIA along with the Executive Director;
9. Provide leadership in the interpretation of Board governance policies; and
10. Work with the Executive Director to ensure that membership meetings are conducted within the scope of the BIA's by-laws and policies which includes chairing membership meetings.

III. ROLE OF THE BOARD VICE-CHAIR

The Vice Chair shall have the same authority and duties as the Chair but shall perform them only at the request of the Chair or when the Chair is not available.

Upon completion of his/her term, the Vice Chair will ideally assume the position of Chair.

IV. ROLE OF THE TREASURER

The Treasurer oversees the annual audit process and reports and makes recommendations regarding finances to the Board.

More specifically, the Treasurer shall:

1. Work with the Executive Director to ensure financial statements are prepared and delivered on a timely basis;
2. Work with the Executive Director to ensure that the Board discusses and approves payments, as required;
3. Work with the Executive Director to develop fiscal policies and ensure that appropriate financial controls are in place;
4. Ensure the annual budget is prepared by the Executive Director and approved by the Board of Directors;
5. Work with the Executive Director to ensure all known financial risks are reported to the Board of Directors on a timely basis and adequate insurance coverage is maintained on a continuous basis; and
6. Provide general oversight, alongside the Executive Director, of the annual audit process.

IV. ROLE OF THE SECRETARY

The Secretary oversees the corporate minute book, including all documents and filings pertinent to the legal obligations of the BIA. The Executive Director fills the role of Secretary and will delegate responsibilities to staff as needed.

More specifically, the Secretary shall:

1. Ensure a corporate minute book is maintained;
2. Ensure secure storage of in-camera minutes;
3. Ensure that minutes are provided in a timely manner to the Legislative Services department of the City of Waterloo;
4. Ensure proper tracking of the Director Register, including appointments and resignations of Directors; and
5. Work with the Board Chair to ensure that the Board is following all requirements under the Municipal Act of Ontario, City of Waterloo bylaws and policies and the BIA's Constitution.

SECTION C

BOARD – MANAGEMENT DELEGATION

I. BOARD-MANAGEMENT DELEGATION

The Board's sole official connection to the operational organization, its achievements, and conduct will be through a Chief Executive Officer, titled the Executive Director.

The Executive Director is the Board's only link to operational achievements and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director. The Board will never give instructions to persons who report directly or indirectly to the Executive Director. The Board will not evaluate, either formally or informally, any staff other than the Executive Director.

As long as the Executive Director uses *any* reasonable interpretation of the Board's vision, strategies and Executive Limitations policies, the Executive Director is authorized to establish all further operational policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the Board.

Only officially passed motions of the Board are binding on the Executive Director. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director.

In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds, or are disruptive.

II. MONITORING EXECUTIVE PERFORMANCE

Monitoring the performance of the Executive Director is synonymous with monitoring the performance of the organization against its strategic plan and Executive Limitations.

Monitoring is intended to measure only the degree to which the Board policies are being achieved and any information not serving this purpose will not be considered to be monitoring. Monitoring will be as automatic as possible and use a minimum of Board time so that the focus of meetings can be on the future rather than the past.

Any area of performance can be monitored by the following methods:

1. Internal report: Reporting of the strategic plan progress, the Executive Director's compliance and other matters to the Board by the Executive Director;

2. External report: Reporting by an independent third party appointed by and reporting directly to the Board. Such reports will assess performance against policies of the Board only and not against those of the third party, unless the Board has previously indicated the third party standard as the benchmark;
3. Direct Board Inspection: Information is sought and prepared by a Board member, a committee or Board as whole. This would include Board inspection of documents, activities or circumstances directed by the Board and provides for a "prudent person" test of compliance with policies; and
4. Formal and informal feedback from members and the public.

III. EXECUTIVE LIMITATIONS

A. General

The Executive Director shall not cause or allow any practice, activity, decision or organizational situation that is imprudent, negligent or in violation of commonly accepted business practices and professional ethics as determined by the Board.

More specifically, the Executive Director shall not:

1. Interact with any individual in the course of conducting BIA duties in a manner that is disrespectful, discriminatory, undignified, unprofessional, untimely, and unnecessarily intrusive or that fails to provide appropriate privacy and confidentiality;
2. Treat employees in any way that can be deemed unfair, undignified, disrespectful or unprofessional or involve any form of harassment or discrimination;
3. Present budgets, forecasts and financial results that deviate in any material respect from the Strategic Plan and annual operating budget as approved by the Board;
4. Fail to provide an effective back-up plan for any senior management positions;
5. Avoid or neglect appropriate control and monitoring procedures to ensure that assets of BIA are protected, adequately maintained, not unnecessarily risked, or acquired or disposed of improperly;
6. Fail to ensure compensation and benefits for employees, consultants, contract workers and volunteers is not fiscally imprudent, deviates from comparable market scales or is harmful to the public image of BIA.
7. Permit the Board to be unaware of information required to fulfill its obligations;
8. Present undisclosed conflict of interest of the Executive Director in conducting the affairs of the BIA; and
9. Communicate in a way that will damage the public reputation and integrity of BIA or fail to communicate in a way that is consistent with established policy.

B. Treatment of Board members, members and the Public

The Executive Director shall not:

1. Conduct business without written procedures and methods for collecting, reviewing, transmitting or storing information that fails to provide proper security, privacy and confidentiality of the information;

2. Fail to provide timely and appropriate communication and information to Board members, members and the public.

C. Employee Relations

The treatment of employees shall not be unfair, undignified, disrespectful or unprofessional and shall not involve any form of harassment or discrimination.

The Executive Director shall not:

1. Conduct business without written personnel procedures, workplace equity and a harassment/discrimination policy to clarify rules for employees and provide for effective handling of problems and complaints;
2. Fail to acquaint employees with their rights and responsibilities; and
3. Fail to take remedial action in cases of non-compliance with the established guidelines.

D. Financial Management

All budgets, forecasts and financial results shall not deviate in any material respect from the Strategic Plan and the annual budget as approved by the Board.

The Executive Director shall not:

1. Fail to provide adequate information for the projection of revenues, expenses or cash flow and disclosure of planning assumptions;
2. Expend more funds than have been budgeted in any fiscal year unless specifically provided for by the Board;
3. Allow payroll and debts to be handled in an untimely manner;
4. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed;
5. Allow cash to fall below a safety reserve as established by Board policy;
6. Fail to report monthly financial information in a timely manner that includes actual to budget comparison and the forecasted results;
7. Use any long-term reserves without Board approval;
8. Fail to follow Board policies with respect to purchasing and tendering of services;
9. Fail to monitor legislative changes and interpretations affecting BIA operations or to protect BIA and its funds from any liabilities arising from such changes; and
10. Fail to ensure that Financial Statements comply with Canadian generally accepted accounting principles.

E. Executive Succession

The Executive Director shall not fail to provide an effective back-up plan for senior management positions and shall not fail to develop an emergency succession plan.

F. Asset Protection

The Executive Director shall not avoid or neglect appropriate control and monitoring procedures to ensure that BIA assets are protected, adequately maintained, not unnecessarily risked, or acquired or disposed of improperly.

The Executive Director shall not:

1. Receive, process or disburse funds without adequate internal control;
2. Fail to have appropriate rules and procedures in place for asset protection, management reporting, operations and compliance with laws, bylaws and ensure these rules and procedures are followed by all employees;
3. Invest funds in contravention of the investment policy;
4. Fail to ensure that the BIA is protected with appropriate levels of property, liability and Directors and Officers insurance; and
5. Allow intellectual property, information or files to be exposed to loss, improper access or significant damage, or operate without maintaining records.

G. Compensation & Benefits

The Executive Director shall not:

1. Establish compensation and benefit packages (including leaves of absence) for any employee, which deviates materially from current market scales for job titles within the geographic area and considering the principles of pay equity;
2. Fail to provide compensation that fairly recognizes an individual's contribution to the organization;
3. Change his/her own compensation and benefits except at the direction of the Board of Directors;

H. Communication & Advice to the Board

Information, advice and communication to the Board shall not fail to be timely, complete and accurate.

The Executive Director shall not:

1. Fail to advise the Board in a timely fashion of relevant trends, anticipated adverse media coverage or public perception of BIA, or material external and internal changes with the organization as a whole;
2. Fail to provide required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored;
3. Fail to marshal as many resources and external points of view and options as needed for fully informed Board choices on matters of material importance to BIA;
4. Fail to deal with the Board as a whole except:
 - a. For fulfilling appropriate individual Director requests for information; and
 - b. For responding to Officers or committees duly charged by the Board.
5. Fail to report actual or anticipated non-compliance with any policy of the Board;
6. Fail to study the importance of Provincial/Federal Legislation and its effects on the operations of BIA; and
7. Publicly misrepresent or offer dissenting opinion on decisions and policies of the Board of Directors.

I. Conflict of Interest

There shall be no undisclosed conflict of interest of the Executive Director in conducting the affairs of BIA. More specifically, the Executive Director shall not fail to disclose any actual, potential or perceived conflict of interest to the Board of Directors or the Board Chair.

J. External Communications

The Executive Director shall not:

1. Communicate in a way that will damage the integrity and/or public perception of BIA;
2. Fail to communicate in a way that is consistent with established policies; and
3. Make any official representation on BIA business matters and issues to Board members, public, government and others that would have the effect of damaging the public reputation and integrity of BIA.

SECTION D

BOARD GOVERNANCE POLICIES

I. CONFLICT OF INTEREST

The BIA has the right to expect that actions and decisions of its Directors will be made objectively and in the best interests of the organization.

Directors must be free from undue influence of personal or outside business interests that may appear to, or actually, interfere with their working in the BIA's best interests. Directors must not place themselves in any situation where they have a direct or indirect interest or connection with outside business activities that could reasonably be expected to influence their independent judgment regarding BIA matters.

They must not take for themselves a business opportunity which rightfully belongs to the organization and they must not use BIA property, or information for personal gain.

Declaration Process

In order to assist in the effective operation of this policy and recognize that the appearance of a conflict can have a detrimental effect on the reputation of the BIA and its Directors, Board Directors must promptly disclose the conflict.

The Chair of the Board has the responsibility to inform Directors of the policy and to call for declaration of conflicts.

Directors should recognize and declare conflicts. In the event that a conflict of interest has been identified, the Director (s) shall promptly notify the Chair of the Board, remove him/herself from the related business, abstain from voting or take action that may influence such business, not be counted as part of a quorum for such business and not be included in any matters in which the conflict of interest may affect the outcome of the business.

When a conflict of interest, actual or perceived, is or appears to be present, the Director (s) will report the conflict to the Board and the Board shall determine the appropriate action in response. The actions range from:

- Declaration that the conflict is minor / insignificant and should result in no further action;
- Declaration that the Director concerned should not vote, but may otherwise participate in the discussion;
- Declaration that the Director concerned should not participate in the discussion, should leave the room and should not vote; and
- Declaration that the Director concerned should resign from the Board / Board Committee.

The nature of all conflicts should be recorded in the minutes. A Director who leaves a Board or Board Committee meeting because of a declaration of a conflict of interest will not adversely affect the quorum of the meeting.

II. CONFIDENTIALITY

Directors and committee members owe a duty to the BIA to respect the confidentiality of information about the organization, whether that information is received in a meeting of the Board or a committee or otherwise provided. Directors and committee members shall not disclose, or use for their own purpose, confidential information concerning the business and affairs of the UpTown Waterloo Business Improvement Area.

News media contact and responses and public discussion should only be made through the Board's authorized spokespeople.

No Director shall speak or make representations on behalf of the Board unless authorized by the Board as a whole.

Directors acknowledge that properly authorized Board actions must be supported by all Directors. The Board speaks with one voice.

III. VOLUNTEER CODE OF CONDUCT

The Volunteer Code of Conduct is a statement of essential principles intended to govern the conduct of volunteers of the BIA.

Volunteers are expected to comply with the following Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for organizational goals, resources and activities. The Vision and Mission statements of the BIA are fundamental to the work of the organization and these statements will serve to guide the efforts of all volunteers.

Volunteers can expect that the BIA will:

- Provide them with the information and training required to support their role;
- Seek to provide roles and tasks that complement the volunteers interests and skills where possible;
- Provide guidance and direction;
- Ensure volunteers are treated with dignity and to have their personal information kept confidential;
- Provide work in a safe environment and ensure volunteers have the right to refuse any task that is unsafe;

- Provide opportunity for volunteers to offer constructive feedback and to have that feedback heard.

Volunteer have the responsibility to conduct themselves in a manner that:

- Supports the objectives of the organization;
- Serves the overall best interest of the BIA rather than any particular constituency;
- Accepts the guidance, information and direction of the individual providing supervision;
- Brings credibility and goodwill to the organization;
- Respects principles of fair play and due process;
- Respects the organization's commitment to diversity and workplace health and safety;
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all activities on behalf of the organization;
- Avoids and/or reports real and perceived conflict of interests;
- Conforms with bylaws and policies approved by the Board as advised by BIA staff;
- Signs the BIA's Code of Ethics and Confidentiality Statement;
- Demonstrates appropriate and authorized use of the organization's resources including staff and technology;
- Refuses gifts/gratuities from BIA suppliers or service recipients;
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of the BIA's business.

IV. CODE OF ETHICS

As a matter of fundamental principle the BIA requires the highest ethical standards because public trust in our performance is the bedrock of our legitimacy. Volunteers and stakeholders trust the BIA to carry out our mission and to uphold rigorous standards of conduct.

The BIA must earn this trust every day. It is therefore essential that all people involved with the BIA e.g. Board members, staff and volunteers, demonstrate their ongoing commitment to the core values of integrity, honesty, impartiality, openness, respect, and responsibility.

Simple adherence to the law is not enough. The BIA will make sure that its actions are transparent, open and responsive to public concerns.

The Board promotes the highest standards of ethical behaviour. This Code of Ethics has been established to provide appropriate guidelines.

Integrity

BIA members shall act with competence, honesty, integrity and fairness while carrying out their obligations for the BIA.

Role

The well-being of the UpTown Waterloo BIA membership and stakeholders will be the primary role of BIA members. In addition Board, staff and volunteers will act in the best interests of the BIA in fulfilling its mission.

Governance

The Board understands their role as the governing body of the BIA and accepts full responsibility for setting the vision, mission, strategic direction and BIA policies. The Board is responsible for oversight of the finances and operations and for the actions and performance of the Executive Director. The Directors will ensure that, as a group, they have or will acquire the relevant skills and experience along with securing the required resources to complete the BIA's mission.

Accountability and Transparency

In carrying out the BIA's activities, BIA Directors, staff and volunteers act within the letter and spirit of the law. The BIA embraces public interest, takes full responsibility for its actions, communicates truthfully, and ensures public records are easily available while maintaining appropriate privacy and confidentiality. The BIA will manage its resources carefully; actively avoiding excessive expense.

**UPTOWN WATERLOO BIA CONFLICT OF INTEREST, CODE OF CONDUCT AND CODE OF ETHICS
& CONFIDENTIALITY STATEMENT – DIRECTOR**

CONSENT TO ACT AS DIRECTOR

I hereby consent to my appointment as a Director and agree to assume the responsibility of Director of the UpTown Waterloo BIA from this date until the expiry of my term or resignation.

POLICY

With this directorship, it is acknowledged that individuals who volunteer or are employed with the UpTown Waterloo BIA will have knowledge of confidential information and are obligated to hold in confidence any information that is learned in this setting. As a Director, I am expected to comply with the essential principles that govern the conduct of Directors of the BIA.

I can confirm that I have reviewed and have been given a copy of the BIA's Volunteer Code of Conduct Policy and the Code of Ethics and Confidentiality Policy.

CONFLICT OF INTEREST

Where a conflict arises, I must declare it and not participate in any discussions or vote by recusing myself from the room. The following are examples that may give rise to a conflict of interest: pecuniary or financial interest, personal relationship, competing duties, undue influence, adverse interests as well as any "perceived conflict."

PURPOSE

I understand the purpose of the above mentioned codes and policies are to protect the privacy and respect the dignity of individuals, businesses and organizations in our community, ensure that proper conduct is followed and that as a Director, I avoid any conflicts of interest or anything that provides an actual, or appearance of, a personal benefit.

DECLARATION

I have read the above information and I understand that certain information to which I may have access may be confidential and is not to be discussed at any time except as outlined in this policy. I agree to comply with Volunteer Code of Conduct and identify any actual or perceived conflicts of interest regarding my involvement with the BIA. I am aware that contravention of these policies could be grounds for dismissal.

Name _____

Signed _____

Witness _____ Date _____

UPTOWN WATERLOO BIA CONFLICT OF INTEREST, CODE OF CONDUCT AND CODE OF ETHICS & CONFIDENTIALITY STATEMENT – VOLUNTEER

CONSENT TO ACT AS A VOLUNTEER

I hereby consent to my appointment as a volunteer and agree to assume the responsibility of a volunteer of the BIA from this date until the expiry of my term or my resignation.

POLICY

As a volunteer, it is acknowledged that individuals who volunteer with the BIA will have knowledge of confidential information and are obligated to hold in confidence any information that is learned in this setting. As a volunteer, I am expected to comply with the essential principles that govern the conduct of volunteers of the BIA.

I can confirm that I have reviewed and have been given a copy of the BIA's Volunteer Code of Conduct Policy and the Code of Ethics and Confidentiality Policy.

CONFLICT OF INTEREST

Where a conflict arises, I must declare it and not participate in any discussions or vote by recusing myself from the room. The following are examples that may give rise to a conflict of interest: pecuniary or financial interest, personal relationship, competing duties, undue influence, adverse interests as well as any "perceived conflict."

PURPOSE

I understand the purpose of the above mentioned codes and policies are to protect the privacy and respect the dignity of individuals, businesses and organizations in our community, ensure that proper conduct is followed and that as a volunteer, I avoid any conflicts of interest or anything that provides an actual, or appearance of, a personal benefit.

DECLARATION

I have read the above information and I understand that certain information to which I may have access may be confidential and is not to be discussed at any time except as outlined in this policy. I agree to comply with Volunteer Code of Conduct and identify any actual or perceived conflicts of interest regarding my involvement with the BIA. I am aware that contravention of these policies could be grounds for dismissal.

Name _____

Signed _____

Witness _____ Date _____

**UPTOWN WATERLOO BIA CONFLICT OF INTEREST, CODE OF CONDUCT AND CODE OF ETHICS
& CONFIDENTIALITY STATEMENT – EMPLOYEE**

CONSENT TO BE AN EMPLOYEE

I hereby consent to my employment and agree to assume the responsibility of an employee of the UpTown Waterloo BIA until my resignation or termination.

POLICY

With this employment, it is acknowledged that individuals who are employed with the UpTown Waterloo BIA will have knowledge of confidential information and are obligated to hold in confidence any information that is learned in this setting.

I can confirm that I have reviewed and have been given a copy of the BIA's Code of Ethics and Confidentiality Policy and Employee Code of Ethics Policy.

CONFLICT OF INTEREST

Where a conflict arises, I must declare it and not participate in any discussions or vote by recusing myself from the room. The following are examples that may give rise to a conflict of interest: pecuniary or financial interest, personal relationship, competing duties, undue influence, adverse interests as well as any "perceived conflict."

PURPOSE

I understand the purpose of the above mentioned code and policy is to protect the privacy and respect the dignity of individuals, businesses and organizations in our community, ensure that proper conduct is followed and that as an employee, I avoid any conflicts of interest or anything that provides an actual, or appearance of a, personal benefit.

DECLARATION

I have read the above information and I understand that certain information to which I may have access may be confidential and is not to be discussed at any time except as outlined in this policy. I agree to comply with Employee Code of Ethics and identify any or perceived conflicts of interest regarding my involvement with the BIA. I **am** aware that contravention of these policies could be grounds for dismissal.

Name _____

Signed _____

Witness _____ Date _____

V. PURCHASING

The Executive Director shall act as the Purchasing Agent and will monitor in adherence to the provisions of this policy and the procedures adopted for its use. Failure to comply with the provisions and the procedures will be reported to the Treasurer. Continued non-compliance shall be reported to the BIA Board of Directors as a whole.

Purchasing Guidelines:

- Purchase of goods, services or equipment will be made on a competitive basis, in keeping with accepted public purchasing practices and in accordance with the applicable federal, provincial and municipal laws;
- Local businesses shall be selected when it is reasonable to do so and when pricing and service offering is comparable to other options; and
- Splitting of purchases to avoid any of the purchasing process outlined in this policy is prohibited.

Purchasing Processes:

- Purchases will be made as per the budget approved annually by the Board of Directors. Purchases not budgeted for in a specific year must be approved by the Board of Directors and are subject to signing authority.

FINANCIAL LIMITS	PURCHASE TYPE	REQUIREMENTS	AUTHORIZATION
Up to \$100	Day-to-day office and general supplies.	Verbal order - made by authorized staff members and approved by Executive Director.	Pre-approved
\$101 to \$5000	Office or program purchases as approved in current year's operating budget.	At least three written quotes. Quote request sent out to full BIA membership as well as at least one selected outside source.	Executive Director
Over \$5000	Office or program purchases as approved in current year's operating budget.	At least three written quotes. Quote request sent out to full BIA membership as well as at least two selected outside sources.	UpTown Waterloo Board of Directors
Blanket Purchase Orders	Blanket purchase orders covering on-going office service/product requirements (example: graphic design services, bookkeeping, web master services, newsletter	At least three written quotes. Quote request sent out to full BIA membership as well as at least two selected outside sources. Successful vendor will provide subject	UpTown Waterloo Board of Directors

	printing, etc.)	service/product for a maximum one year period.	
Special Consideration: Vendors who are also sponsors of an event will be asked to quote on products or services. Upon review of quotes received from all parties, sponsors will be given the opportunity to re-quote with full knowledge of all competitive quotes.			

Leasing:

- In certain cases, it may be economically advisable to enter into a Financing Lease to acquire the rights to use capital property and equipment rather than an outright purchase. In which case the BIA will follow the *Municipal Act, 2001, Regulation 46/94 as amended by 401/02*.
- All lease arrangements must be reviewed by the Executive Director and the Board of Directors. The following information is to be received prior to review:
 - The total amount to be borrowed as compared to the cost of the equipment or capital property;
 - Disclosure of the interest rate and whether it is a variable or fixed; copy of the master schedule including a complete schedule of all fixed payments;
 - How the payments are to be made (monthly, quarterly, yearly);
 - Administrative fees (credit investigation, registration, billing surcharges, insurance); and
 - Termination Penalties.

Co-operative Bid Calls:

- The BIA will have the authority to join or participate with other units of government, including local Boards, commissions and agencies in co-operative purchasing and bulk buying of goods and services; and
- Purchases made through this co-operative buying procedure require approval as outlined in this policy.

Specifications:

- Where practical, specifications and Terms of Reference should be considered, where specifications are detailed and may be brand specific. Care shall be taken to ensure potential vendors provide alternatives in the event an equal or better-proven product or method is available.

Conflict of Interest:

- No elected member or employee of the BIA may purchase goods or services for personal use through the BIA.

- No elected member or employee of the BIA will allow contact with a person, or any officer, employee or agent of the person who has submitted a bid to the BIA unless the bid call has been awarded.

Legal Claims:

- No tender, proposal or quotation will be accepted from any company which has a claim or instituted a legal proceeding against the BIA or against whom the BIA has a claim or instituted a legal proceeding with respect to any previous contract, without prior approval by the Board of Directors.

VI. PRIVACY STATEMENT

The BIA is committed to protecting the privacy of the information of its employees, members and other stakeholders. The BIA values the trust of those it deals with, and of the public, and recognizes that maintaining this trust requires that it be transparent and accountable in how it treats the information that stakeholders choose to share.

During the course of various projects and activities, the BIA frequently gathers and uses personal information. Anyone from whom the BIA collects such information should expect that it will be carefully protected and that any use of or other dealing with this information is subject to consent. The BIA privacy practices are designed to achieve this.

DEFINITION:

Personal information is any information that can be used to distinguish, identify or contact a specific individual. This information can include an individual's opinions or beliefs, as well as facts about, or related to, the individual. *Exceptions: business contact information and certain publicly available information, such as names, addresses, email addresses and telephone numbers as published in public directories, are not considered personal information. Where an individual uses his or her home contact information as business contact information as well, the BIA considers the contact information provided as business contact information.*

PRACTICE:

Personal information gathered by the BIA is kept in confidence. BIA personnel are authorized to access personal information based only on their need to deal with the information for the reason(s) for which it was obtained. Safeguards are in place to ensure that the information is not disclosed or shared more widely than is necessary to achieve the purpose for which it was gathered. The BIA also takes measures to ensure the integrity of this information is maintained and to prevent it from being lost or destroyed.

The BIA collects, uses and discloses personal information only for purposes that a reasonable person would consider appropriate in light of the circumstances. The BIA routinely offers individuals it deals with the opportunity to opt not to have their information shared for the purposes beyond those for which it was explicitly collected.

Website and Electronic Commerce

The BIA uses password protocols and encryption software to protect personal and other information it receives when a product or service is requested and/or paid for online. Software is routinely updated to maximize protection of such information. The BIA will act in compliance with Canada's anti-spam legislation (CASL) which came into effect July 1, 2014.

Updating of Privacy Policy

When necessary the BIA reviews privacy practices for various activities, and updates its policy.

VII. INVESTMENTS

The goal of the investment policy is to outline the BIA's investment principles and provide guidelines to maximize return on investment in a prudent and diversified manner that will provide adequate income and preserve the value of capital over the long term. The BIA will endeavor to carry out its duties and responsibilities and shall exercise such competence and skill as may be expected of careful and diligent investment management.

This policy identifies the processes the BIA uses to invest surplus operating funds while maintaining adequate cash in the current accounts to meet operating expenses, granting or flow-through disbursements.

PRACTICE:

Temporarily surplus cash on hand, not required for the next 90 days, to meet the current operating expenses, granting or flow through disbursements can be invested to generate interest income.

The Executive Director or the Treasurer has the authority to invest temporarily surplus cash in cashable GICs or money market mutual funds provided by the BIA's bank or another investment organization approved by the Board.

As temporarily surplus cash is identified from time to time, it shall be invested in such a way that the principle is secure from market downturns, the interest is secure and the cash can be reclaimed quickly when needed, with no penalties or commissions.

VIII. FINANCIAL MANAGEMENT

It is the Board's responsibility to monitor the financial management of the BIA. The Board must exercise due diligence to protect the assets of the BIA.

PRACTICE:

Signing Officers – The signing officers of the BIA are any two of the Executive Director, Chair, Vice-Chair and Treasurer.

Changing Signing Officers – The individuals with signing authority are automatically changed upon appointment to their position. A new signature card is filed with the financial institution.

Accounts Payable – For consistency of information and control, two signatures are required for all legal documents and for all financial matters. Best efforts will be made to pay accounts within 45 days of invoice date.

Payroll Cheques – If a cheque is issued, for consistency in information and control, two signatures are required. Automated payroll is acceptable with the one-time approval of two signing officers.

Monthly Accounting – The monthly accounting will be completed by the 30th of the following month. Cheques, deposits and journal entries will be posted monthly to the General Ledger.

Quarterly Financial Statements – Summarized year-to-date financial statements (unaudited) will be reviewed and presented to the Board on a quarterly basis by the Executive Director and/or Treasurer.

Banking – On receipt, all cheques will be stamped “For Deposit to the account of the UpTown Waterloo BIA”. Cheques will be deposited to the BIA’s account within five business days of receipt.

Petty Cash – Petty cash reimbursement will be made as required. All receipts must be itemized and allocated to the relevant general ledger account.

Authorization Limit – The Executive Director has the authorization to purchase or order items within the BIA’s approved annual budget for any individual amount under \$10,000. Non-budgeted items in excess of \$5,000 must be submitted to the Board for approval.

IX. ELECTIONS

Purpose

To ensure the Board is comprised of individuals possessing the skills, qualities and experience to collectively contribute to effective Board governance and to assist the Board in identifying qualified individuals to become Board members.

Composition

The composition of the Board shall consist of up to 15 elected Directors in accordance with the by-laws of the organization.

Term of Office

A Director is elected to the Board for a term of four years. Board members are allowed to sit on the BIA Board for no more than two, four year terms. Board members elected in an executive role e.g. Chair, Vice Chair, Treasurer may be elected for one additional, four year term.

Process for Nominations

The Governance committee shall be charged with the responsibility of identifying and recommending individuals to become Board members. In each year that is a municipal election year, the Governance Committee shall identify qualified candidates through the following process:

- The number of vacancies will be determined each election year and the necessary criteria to fill those vacancies will be identified through a review of skills and experiences necessary and required to fill those positions;
- Directors will be evaluated based on their performance, skills and experiences;
- Wherever possible, having Directors from a variety of the sectors representing members of the UpTown Waterloo BIA should be encouraged;
- A call for nominations should be made and any newly interested parties must provide their interest in a position on the Board, along with a summary of their experience and qualifications no less than 14 days before the Annual General Meeting;
- A short list of candidates will be developed by the Governance Committee of those individuals who meet the criteria as identified by the Board; and
- No nominations from the floor will take place.

Election Process

The voting members of the UpTown Waterloo BIA have the ultimate responsibility of approving the recommendation of the Governance Committee, however only members approved by the Governance Committee through the nomination process shall be eligible for election.

The Governance Committee shall identify candidates to be brought forward to the voting membership for consideration. In the event the number of candidates equals the number of vacancies, the voting members may be asked to vote for or against the slate and, if such a vote does not carry, the vote shall take place for or against each nominee individually.

In the event one or more recommended candidates are not elected, the Board shall determine an appropriate process to bring new candidates forward for election.

In the event of a tie, the deciding vote will be provided by the Chair of the Board.

Board Advisory Council

From time to time the BIA Board of Directors may ask an individual to attend meetings as part of an Advisory Council. An Advisory Council is a volunteer group formed to give advice and support to the BIA's Board of Directors and/or Executive staff.

These individuals may include experts from the community, past Board or committee members etc. and will not have voting responsibilities, sitting ex-officio in the meeting(s) to which they've been invited.

Unlike the Board of Directors, the Advisory Council doesn't have formal legal responsibilities or decision-making authority and can't issue directives that must be followed. Instead, like other committees, an Advisory Council makes recommendations and provides information and materials. The Advisory Council's tasks and powers are delegated by, and subject to, the direction and control of the Board of Directors.