Rules of Procedure

Final Draft - Counsel Revisions

The Junction BIA | 2026 Governance Review

PURPOSE

These Rules of Procedure supplement the mandatory procedures applicable to the Board of Management of The Junction BIA under the City of Toronto Municipal Code, Chapter 19, Business Improvement Areas, including Schedule B. They support effective Board decision-making, public accountability, respectful participation and a Strategic Governance Model in which the Board provides strategic direction and oversight while the Executive Director manages day-to-day operations, subject always to applicable law and City requirements.

PREAMBLE

The Board of Management for The Junction BIA is a City board and agent of the City for the purposes set out in Chapter 19. These Rules shall be read together with Chapter 19 and Schedule B. If any provision of these Rules conflicts with, or would undermine the intent of, Chapter 19 or Schedule B, Chapter 19 and Schedule B prevail.

1. DEFINITIONS

AGM - an Annual General Meeting within the meaning of Chapter 19.

BIA - The Junction Business Improvement Area.

Board - the Board of Management for The Junction BIA, consisting of the number of directors prescribed for The Junction BIA in Schedule A to Chapter 19, as amended from time to time. As of the date of adoption of these Rules, Schedule A provides for eight directors, including one Councillor.

Business Improvement Area Members - all persons who own rateable property in a business property class and all persons who are non-residential tenants of rateable property in a business property class within the BIA, as provided in Chapter 19.

Chair - the Chair elected by the Board in accordance with Chapter 19.

City - the City of Toronto.

Council - Toronto City Council.

Deputation - an oral submission by a BIA member or member of the public to the Board, a committee or the membership at a meeting.

Executive Director or ED - the senior employee responsible for day-to-day administration of the BIA, subject to Board-approved policies, budgets, priorities and applicable law.

Fiscal Year - the calendar year.

General Meeting - a meeting, other than an AGM, for which notice is distributed to all BIA members.

Meeting - a meeting of the Board or a committee, and where the context requires, an AGM or General Meeting.

Motion - a formal proposal made at a meeting.

Quorum - the quorum prescribed by Chapter 19, as amended from time to time.

Strategic Governance Model - a governance structure in which the Board focuses on strategic direction, policy, risk management, financial oversight and accountability, while the Executive Director is responsible for day-to-day operations and implementation of Board-approved priorities, subject to the responsibilities assigned by law to the Board and its officers.

STRATEGIC GOVERNANCE PRINCIPLES

The Board governs collectively through duly adopted motions, policies, budgets and strategic direction.

Individual Board members do not have authority to direct staff, authorize expenditures, enter into contracts or represent the Board unless expressly authorized by law, Board resolution, approved policy or delegated authority.

The Board shall respect the Executive Director's responsibility for operational implementation and staff management, while recognizing the statutory and procedural responsibilities assigned to the Chair, Secretary, Treasurer and Board under Chapter 19 and Schedule B.

Board members shall prepare for meetings, participate respectfully, comply with conflict-of-interest obligations, protect confidential information and respect decisions duly made by the Board.

2. RULES OF PROCEDURE

The Board adopts and shall comply with the procedures in Schedule B to Chapter 19. These Rules are supplemental procedures and shall not conflict with or undermine Schedule B.

These Rules apply to Board, committee and membership meetings to the extent consistent with Chapter 19 and Schedule B.

Procedure shall support majority decision-making, minority rights, equal opportunity to participate, courtesy, decorum, efficient meetings and reasonable compromise.

Motions pass by majority vote unless otherwise required by law or these Rules.

BIA members may participate by writing, petition or deputation where permitted by the Chair and applicable meeting procedures.

Any amendment to these supplemental Rules shall comply with Chapter 19 and applicable City requirements. Where City review or membership ratification is required, the amendment shall not take effect until those requirements are satisfied.

3. BOARD OFFICERS

Election:

The Board shall elect a Chair, Vice-Chair, Secretary and Treasurer, and any other officers the Board considers necessary, as soon as possible after its directors are appointed, in accordance with Chapter 19.

Vacancies:

Board vacancies, replacements, additions and removals shall be dealt with in accordance with Chapter 19, including required Council or Community Council appointment or removal procedures.

Duties - Chair:

The Chair shall perform all duties assigned to the Chair under Schedule B, including chairing meetings, ruling on procedural matters, maintaining decorum, having general supervision of the affairs of the BIA and, together with the Secretary or Treasurer, signing by-laws and executing documents, contracts and agreements as required by Schedule B.

The Chair shall provide governance leadership, serve as a principal spokesperson for approved Board decisions and lead the annual performance review of the Executive Director on behalf of the Board.

Consistent with the Strategic Governance Model, the Chair shall not independently assign day-to-day work to staff. This limitation does not restrict the Chair from carrying out duties expressly assigned by Chapter 19, Schedule B, Board resolution or approved policy.

Duties - Vice-Chair:

The Vice-Chair shall exercise any or all duties of the Chair in the Chair's absence or inability to act and shall perform any other duties assigned by the Board.

Duties - Secretary:

The Secretary shall perform the duties assigned by Schedule B, including ensuring proper notice and agendas for regular and special meetings, ensuring minutes are recorded and presented for adoption, recording confidential minutes of closed sessions, maintaining or causing to be maintained the BIA's governance records, certifying records where required, giving notice of AGMs and General Meetings, and ensuring that an accurate record of administrative and operational assets is kept.

Duties - Treasurer:

The Treasurer shall perform the duties assigned by Schedule B, including supervising expenditures under the direction of the Board, maintaining financial records, assisting the auditor, maintaining an inventory of physical assets, preparing and distributing the proposed annual budget in accordance with City requirements, and preparing and presenting written financial statements at each regular Board meeting for submission to the BIA Office after Board approval.

4. BOARD MEETINGS

The Board shall hold at least four meetings each year, including the AGM.

Notice of each regular and special Board meeting, together with the agenda, shall reach directors at least five business days before the meeting. The BIA Office and Ward Councillor(s) appointed to the Board shall also receive the agenda, previous meeting minutes and financial statement at least five business days in advance, as required by Chapter 19.

Board meetings may be held in person, electronically or in hybrid form in accordance with Chapter 19, Schedule B and applicable law. A director participating electronically is deemed present for quorum, voting and other purposes as provided by Schedule B.

All meetings shall be open to the public except where a closed meeting is permitted by applicable law. Closed-session procedures, resolutions, voting restrictions and confidential minutes shall comply with applicable law and Schedule B.

Minor administrative errors in notice shall not be relied upon to validate a meeting where a mandatory notice requirement has not been satisfied.

5. QUORUM

Unless Council or Community Council under delegated authority has approved an alternate quorum figure, quorum shall be determined under section 19-3.10 of Chapter 19: half the number of directors, excluding members of Council appointed to the Board and vacant positions, rounded up to the nearest integer, minus one, subject to a minimum quorum of three.

A member of Council attending a Board meeting may be counted to achieve quorum.

No business shall be transacted without quorum, subject to the electronic-participation provisions in Schedule B. If quorum is not present, the meeting shall be adjourned or rescheduled; substantive Board deliberation shall not continue as an informal substitute for a meeting.

6. AGENDA AND MINUTES

The Chair, in consultation with the Secretary and other Board members as required, shall establish the agenda for each meeting based on matters submitted before the agenda deadline. The Executive Director and staff may prepare draft agendas and supporting materials for the Chair and Secretary.

Directors may submit agenda items to the Secretary before the agenda distribution deadline.

Agendas, previous minutes and required financial statements shall be distributed in accordance with the five-business-day requirements of Chapter 19 and Schedule B.

Public versions of agendas shall be made available in accordance with applicable law and City requirements.

Minutes shall contain the information required by Schedule B, and confidential minutes shall be maintained for closed sessions.

7. VOTING

Voting shall occur at duly constituted meetings in accordance with Schedule B.

Except as provided in Schedule B for the Chair, and subject to applicable conflict-of-interest law, every director may vote on motions arising at a Board meeting.

All motions shall be seconded before proceeding to a vote.

A majority of votes decides a motion unless otherwise required by law. A tie vote means the motion does not carry.

Email polling or email voting shall not be used as a substitute for a duly constituted Board meeting. Where an urgent decision is required, the Board should convene a special electronic meeting in accordance with Chapter 19 and Schedule B.

8. DEPUTATIONS

The Board may hear deputations from the public at its discretion and may set reasonable limits for speaking time.

9. SPECIAL MEETINGS

Special meetings shall comply with the notice requirements in Schedule B, including at least five business days' notice and an agenda reaching directors at least five business days in advance.

The Chair may call a special meeting, and the Board may establish supplemental procedures for requesting a special meeting, provided they do not conflict with Schedule B.

10. MEMBER ATTENDANCE

Directors should notify the Chair and Executive Director of expected absences as soon as practicable.

If a director fails to attend three consecutive Board meetings without authorization by resolution of the Board, the Board may consider a motion to recommend that Council remove the director, in accordance with Chapter 19. The affected director shall receive any notice required by Chapter 19.

11. MEMBERSHIP MEETINGS

AGMs and General Meetings shall be convened and conducted in accordance with Chapter 19, Schedule B and Schedule C.

For an AGM, the Board shall provide the BIA Office with the notice and accompanying materials at least 20 business days in advance. Notice to owners and non-residential tenants shall be given at least 15 business days in advance in the manner required by Chapter 19.

The AGM agenda shall include the items required by Schedule B, including prior AGM minutes, declarations of conflict, annual activity and financial reports, audited financial statements, appointment of the auditor, the proposed annual budget, Board elections when applicable and other proper business.

No business shall be transacted at an AGM or General Meeting unless Board quorum is present as required by Chapter 19.

12. MOTIONS AT MEMBERSHIP MEETINGS

Motions and voting at AGMs and General Meetings shall comply with Schedule B and Schedule C. Motions, other than those properly arising under new business, shall relate to an agenda item. Questions shall be decided by majority vote unless otherwise required by law.

13. EXECUTIVE DIRECTOR

The Board shall appoint an Executive Director.

The Executive Director is the senior staff member responsible for day-to-day management and administration of the BIA, including staffing and human resources, financial administration, procurement administration, vendor and contract administration, programs, events, services, stakeholder relations and implementation of Board-approved priorities, subject to Chapter 19, Schedule B, the Council-approved budget and Board-approved policies.

The Executive Director may hire, direct and manage staff in accordance with the Board-approved employee hiring policy, approved budget and applicable law.

The Executive Director may administer procurement, select vendors and authorize operational expenditures within delegated limits established by Board policy. Formal execution of contracts and authorization of financial transactions shall comply with Chapter 19, Schedule B and the Board's lawful signing authorities, including the applicable requirements for two directors with signing authority.

The Executive Director shall attend Board meetings and may serve as an ex officio, non-voting participant on committees unless the Board determines otherwise.

The Executive Director shall provide regular operational and financial reporting to the Board and shall be evaluated annually in a process led by the Chair on behalf of the Board.

AUTHORITY OF INDIVIDUAL BOARD MEMBERS

The Board acts collectively. No individual director, including an officer, may direct staff, commit the BIA to an expenditure or obligation, select or direct a vendor, enter into a contract, or make a public representation on behalf of the Board except as authorized by applicable law, Board resolution, approved policy or lawful delegated authority.

Requests for operational action or information should ordinarily be directed through the Chair or Executive Director, as appropriate, and should not interfere with staff responsibilities or approved work priorities.

14. COMMITTEES

The Board may establish standing or ad hoc committees as needed. Committees report to the Board, shall operate within Board-approved mandates and have no independent authority to bind the BIA unless expressly delegated in accordance with law and Board policy.

Committee chairs shall be directors unless the Board lawfully provides otherwise.

15. CONFLICT OF INTEREST

Directors shall comply with the Municipal Conflict of Interest Act, the City of Toronto Code of Conduct applicable to local board members, Chapter 19 and all other applicable conflict-of-interest requirements.

Where a director has a pecuniary interest in a matter being considered at a meeting, the director shall disclose the interest before consideration of the matter, shall not take part in discussion or vote on the matter, shall not attempt to influence the voting, and shall file any written statement required by law. Where the director was absent from the meeting at which the matter was considered, disclosure shall be made as required by the Municipal Conflict of Interest Act.

A director with a financial or other disqualifying interest in a procurement matter shall not participate in vendor selection, discussion, evaluation, approval or voting concerning that procurement.

16. CODE OF CONDUCT

Directors shall comply with the City of Toronto Code of Conduct applicable to members of local boards and the Junction BIA Code of Conduct Policy, as amended from time to time.

17. CONFIDENTIALITY AND PRIVACY

Directors shall protect confidential information obtained through their role and shall comply with applicable privacy, access-to-information, closed-meeting and City requirements.

Confidential information includes confidential closed-session material, personnel matters, solicitor-client privileged legal advice, protected procurement information, personal information and any other information required by law, City policy or Board policy to be kept confidential.

Requests for BIA records or information shall be directed to the Executive Director or other designated person for processing in accordance with applicable law and City requirements.

18. STANDARD OF CARE

Directors shall act honestly and in good faith in the interests of the BIA and exercise the care, diligence and skill required by applicable law and City requirements.

19. FINANCIAL OVERSIGHT

The Board shall prepare a proposed annual operating and capital budget in accordance with Chapter 19. The proposed budget shall be discussed and adopted by the membership at an AGM or General Meeting and submitted to the City for Council approval in accordance with Chapter 19.

The Board shall establish policies for financial management, procurement, employee hiring and lawful signing authority.

The Executive Director shall administer the Council-approved budget and day-to-day financial operations within delegated authority and Board-approved policies.

Expenditures requiring Board approval under Board policy shall be presented to the Board before commitment, except for a valid emergency procurement carried out under the Financial & Procurement Policy.

20. PROCUREMENT

Procurement shall be fair, transparent, accountable and fiscally responsible and shall comply with Chapter 19, the Council-approved budget and the Financial & Procurement Policy.

Procurement activities shall be administered by the Executive Director within delegated authority. Vendor selection may consider qualifications, experience, references, expertise, artistic merit, technical capability, project compatibility, timing, pricing and overall value. The lowest price is not necessarily required where another lawful selection provides better overall value.

21. REVIEW OF RULES

These Rules shall be reviewed at least once during each Board term and sooner where legislative, City, governance or operational changes make review advisable. Any additional procedures shall be reviewed by the City's BIA Office in advance and ratified by the membership at the next AGM where required by City BIA procedures.

BOARD MOTION

Moved by ____________________, seconded by ____________________, that the Board of Management of The Junction BIA adopt Schedule B to Chapter 19 and approve these 2026 supplemental Rules of Procedure, replacing previous Junction BIA supplemental procedural rules to the extent lawfully permitted, effective upon satisfaction of any required City BIA Office review and membership ratification requirements.

Date: ____________________, 2026

Carried / Defeated

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Chair

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Vice-Chair

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Secretary

____
Treasurer