

Frequently Asked Questions (FAQ)

AGM Board Recruitment and Election Process

This FAQ is provided for general information purposes only. In the event of any inconsistency between this document and the provisions of Toronto Municipal Code Chapter 19, the BIA's by-laws, or the AGM election procedures adopted by the BIA, the requirements of those governing documents will prevail

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AGM Attendance and Voting Eligibility

Q. Who can attend the AGM?

A. All members of the BIA and general public are welcome to attend the AGM.

Q. Who is considered a BIA member?

A. A BIA member is a commercial or industrial property owner, or a business tenant, located within the BIA boundaries who pays the BIA levy. Property owners pay the levy through their property tax bill, while business tenants typically contribute through their lease arrangements.

Q. Who is eligible to vote at the AGM?

A. Only BIA members or their authorized representatives are eligible to vote at an AGM.

Where the BIA member is a corporation, the individual casting the vote must be authorized to act on behalf of the corporation. Where the BIA member is a business or property owner who is unable to attend, an authorized representative may vote on their behalf, provided they submit satisfactory documentation confirming their authority to act for that member. Examples of acceptable documentation may include a letter of corporate authorization, power of attorney, affidavit, or other appropriate legal documentation.

Non-member nominees and Councillors serving on the Board of Management are not eligible to vote at an AGM unless they are attending as the authorized representative of a BIA member and can provide the required documentation confirming that authority.

Q. Can I send someone to vote on my behalf?

A. A business or property owner may appoint a representative to attend and vote on their behalf, provided documentation is submitted and verified confirming the representative's authority to act for the member. This may include proof that the individual is an authorized corporate representative or is acting under a valid power of attorney.

Q. What if I require accommodations to attend the AGM?

A. Please contact the BIA in advance of the meeting so that reasonable accommodation can be arranged where possible.

Q. Who do I reach out to if I have a question about the AGM or board elections?

A. Please contact your BIA directly using the contact information provided in the AGM notice.

Board Recruitment, Candidate Eligibility and Nomination Process

Q. How do I become a candidate for the board of management?

A. Eligible BIA members or representatives may submit a nomination form in accordance with the instructions and deadlines outlined in the AGM notice.

Q. Who is eligible to serve on the board of management?

A. The Board of Management consists of BIA members, which may include authorized representatives of BIA members and non-member nominees. In addition, the local ward Councillor(s) serve as members of the Board through their appointment by City Council.

Q. What is a non-member nominee?

A. A non-member nominee is an individual nominated by a BIA member to serve on the Board of Management, despite not being a BIA member themselves. If elected, a non-member nominee has the same rights, responsibilities, and voting privileges as other directors at Board meetings. However, they do not become a BIA member solely by virtue of their election to the Board.

Non-member nominees may participate in and vote at Board of Management meetings but are not eligible to vote at Annual General Meetings (AGMs) unless they are attending as the authorized representative of a BIA member and can provide documentation confirming their authority to act on the member's behalf (e.g., a power of attorney or other acceptable authorization).

Q. What additional documentation is required with my Board application as a non-member nominee?

A. Non-member nominees must provide written confirmation from a BIA member stating that they have been nominated to serve as the member's representative on the Board of Management.

For business members, the confirmation should be provided on company letterhead. For property owners, the confirmation should be accompanied by documentation confirming ownership, such as a property tax bill, utility bill, or other acceptable proof of ownership.

Q. Do the nomination forms go out with the AGM notice?

- A.** The **Building Stronger Boards** manual recommends including the nomination form with the AGM notice; however, practices may vary by BIA. Some BIAs have made the nomination form available on their website or included information in the AGM notice advising members to contact the BIA office to request a copy of the nomination form.

Q. Can there be nominations from the floor during the AGM?

- A.** This will depend on the BIA's election procedures and the information provided in the AGM notice. Members should review the AGM materials in advance for details regarding nomination deadlines, eligibility requirements, and the procedures that will be followed during the election process.

Q. Can a board decide not to accept nominations from the floor?

- A.** Yes. A BIA may establish a process to accept nominations in advance of the AGM, with a clearly defined submission deadline. If nominations will not be accepted from the floor at the AGM, this requirement should be clearly communicated in the nomination form, AGM notice, BIA website, and any other communication methods used by the BIA.

The Board should formally adopt its election procedures at a Board meeting before launching the board recruitment campaign and distributing the AGM notice.

Q. How can BIAs ensure the nomination process is fair and transparent when setting nominations deadlines?

- A.** Based on past practices, a one-week nomination period has generally been considered reasonable; however, timelines may vary depending on each BIA's election procedures. Some Boards have provided shorter nomination periods, while others have chosen to allow additional time. Each BIA should establish a nomination timeline that supports a fair, transparent, and accessible election process. As noted in the communication accompanying the **AGM and Election Guide** and the **Building Stronger Boards Guide**, the information provided is intended as a guide, and BIAs should use their discretion when developing their election procedures.

AGM Election Process

Q. What happens if there are more candidates than available board positions?

A. An election will be held and the candidates receiving the highest number of votes will be elected to the available positions.

Q. What happens if the number of candidates is equal to or fewer than the available Board positions?

A. The candidates may be appointed to the available Board positions without a vote, subject to the election procedures adopted for the AGM.

Q. Do you have to include approval of the agenda as an item on the AGM agenda?

A. Toronto BIAs are governed by the requirements outlined in Municipal Code Chapter 19. Under these specific requirements, BIAs are not required to have members formally vote to approve the AGM agenda. However, the agenda should be finalized and confirmed prior to the meeting.

If a Board chooses not to include agenda approval as a voting item, the Chair may confirm the agenda at the start of the meeting as a best practice. For example:

"Welcome everyone. The agenda for tonight's AGM was circulated in advance to BIA members through the City of Toronto BIA Office and the BIA, in accordance with Chapter 19 requirements. We will proceed with the first item on the agenda."

Board of Management Roles and Responsibilities

Q. How long is a board member's term?

A. Board members serve a term that corresponds with the term of City Council.

Q. What are the responsibilities of a Board member?

A. Board members provide strategic direction and oversight for the BIA, participate in Board meetings and BIA events, support the development and delivery of BIA programs and initiatives, oversee financial matters and budgets, and make decisions in the best interest of the BIA membership. Board members are also responsible for fulfilling their duties in accordance with

Municipal Code Chapter 19, applicable City policies, and any governing documents or procedures adopted by the BIA.

Q. How often does the board meet?

- A. Meeting frequency varies by BIAs. Most boards meet regularly, typically monthly to conduct BIA business and oversee programs and initiatives. At a minimum, boards are required to hold 4 official meetings per year including the AGM in accordance with Chapter 19 of the municipal code.

Q. When does the election of Board executives take place?

- A. The Municipal Code outlines the process for appointing Board officers under Section 19-3.6 (Officers):

"Each Board shall elect a Chair, Vice Chair, Secretary, Treasurer, and such other officers from its directors as the Board may deem necessary to properly conduct the business of the Board as soon as possible after its members are appointed."

Based on this requirement, the directors elected at the AGM must first be appointed by City Council before the Board conducts elections for its executive positions.

The reference in the Municipal Code to **"as soon as possible after its members are appointed"** refers to the formal appointment of Board members by City Council following the AGM election process.