



Board Governance & Director Orientation Guide

For Board Candidates and Directors

Updated September 2026

Important governance note

This guide is an orientation resource. It does not replace the City of Toronto Municipal Code, Chapter 19, Schedule B, applicable law, City policies, or formally approved Junction BIA policies. Where there is a conflict, the governing law or approved policy prevails.

Welcome from the Executive Director

Thank you for your interest in serving on The Junction BIA's Board of Management. The Board plays an important role in shaping the long-term direction of the organization and in ensuring that our work remains accountable, financially responsible and focused on the needs of the Junction's business community.

The Junction uses a strategic governance model: the Board governs collectively through strategy, policy, budgets, oversight and formal decisions, while the Executive Director and staff manage day-to-day operations and implement Board-approved priorities. This distinction lets volunteer directors contribute their judgement and expertise without becoming operational managers.

Whether you are considering a Board role or beginning a new term, this guide is intended to help you understand how the BIA works, what is expected of directors, how Board and staff responsibilities fit together, and where to find the governing documents that matter most.

Warm regards,

Carol Jolly

Executive Director, The Junction BIA

carol@torontojunction.ca | 416-561-3683

1. The Junction BIA at a Glance

What is a BIA?

A Business Improvement Area (BIA) is a City of Toronto local agency made up of commercial and industrial property owners and non-residential tenants within a defined boundary. Members work collectively through a volunteer Board of Management to strengthen the business district and local economy.

Under Chapter 19, Toronto BIA Boards may improve, beautify and maintain municipally owned lands and structures; promote the area as a business, employment, tourist or shopping destination; undertake safety and crime-prevention initiatives; prepare strategic plans; and advocate for BIA interests within the limits established by City policy and law.

How the BIA is funded

The annual BIA operating budget is funded primarily through a special levy on commercial and industrial properties within the BIA boundary. The membership discusses and adopts the proposed budget, and City Council approves it. The Junction also works to extend member levy dollars through grants, sponsorships, program fees, partnerships and other non-levy revenue.

Current impact snapshot

Member community	More than 175 local businesses and commercial property owners across the Junction BIA.
Digital audience	45,212 opt-in followers and subscribers as of August 2026 across Instagram, Facebook, X, Threads, LinkedIn and Mailchimp.
Window Wonderland 2025/26	Estimated 49,929 visitors, \$2.27 million in economic impact, 17,093 unique AR views, and 96% of survey respondents wanting the exhibition to return.
External City funding in 2026	\$51,980 approved through the Community Celebration Support Fund, Cultural Festivals Funding Program and Dining District Program as of the August 2026 AGM content draft.

What the BIA delivers

- Destination marketing and member promotion, including digital campaigns, public relations, Junction Gems and other member storytelling.
- Signature programming including Window Wonderland and Taste of the Junction, plus CaféTO support and community partnerships.
- Streetscape and public-realm work including seasonal landscaping, graffiti and poster removal, benches, banners, murals, tree guards and public art.
- Member support and advocacy with the City and other levels of government on policies, permits, construction, parking, safety and other issues affecting the business district.
- Grant development, sponsorships, partnerships and data/analytics that help the BIA deliver more without relying only on the levy.

For a fuller record of annual activities and results, review the AGM presentation archive and monthly Board reports on the Leadership & Reports page.

2. Governance Framework & Strategic Board Model

Governance hierarchy

The Board must always operate within the legal and policy framework that applies to Toronto BIAs. A useful way to think about the hierarchy is:

- Applicable law, including the City of Toronto Act, Municipal Conflict of Interest Act, privacy/access legislation and other statutory requirements.
- Toronto Municipal Code, Chapter 19, including Schedule A (Board composition), Schedule B (mandatory Board procedures) and Schedule C (AGM/general-meeting voting eligibility).
- City policies applicable to local boards, including the City Code of Conduct and election/resource-use rules.
- The Junction BIA's approved supplemental policies, annual budget, strategic plan and duly adopted Board resolutions.

2026 governance review status

Counsel-revised drafts of the Junction BIA Rules of Procedure, Financial & Procurement Policy, Code of Conduct Policy, and Anti-Harassment, Bullying & Violence Policy are being reviewed by the City BIA Office before final Board approval. Until final adoption and any required ratification steps are complete, the currently approved policies remain in force.

Board composition

Under Schedule A to Chapter 19, The Junction BIA Board currently consists of eight directors in total, including one Ward 4 City Councillor. The remaining seats are filled by BIA members or eligible non-member nominees selected in accordance with Chapter 19 and appointed by the City.

The Board elects a Chair, Vice-Chair, Secretary and Treasurer from among its directors. The term of directors is concurrent with the term of Council, and directors remain in office until successors are appointed, provided they continue to qualify.

The strategic governance model

The Junction adopted a Strategic Board model in 2018 and has operated with a full-time Executive Director since 2019. The central principle is simple: the Board governs; staff manage.

Board — strategic governance	Executive Director & staff — operations
Sets strategic direction and priorities.	Implements Board-approved priorities and programs.
Prepares proposed budgets and provides financial/risk oversight.	Administers day-to-day finances, vendors and contracts within approved authority.
Approves policy and monitors organizational performance.	Manages staff, contractors, schedules and operational delivery.
Appoints and evaluates the Executive Director.	Reports regularly to the Board on operations, finances, risks and results.
Acts collectively through motions and formal decisions.	Handles member service, advocacy implementation, communications, events, grants and public-realm work.

A key governance boundary

Individual directors — including officers — do not have independent authority to direct staff, select or direct vendors, authorize expenditures, enter into contracts, or speak on behalf of the Board unless that authority is expressly provided by law, Board resolution, approved policy or lawful delegation.

3. Becoming a Director & the 2026 Election Cycle

Nomination, election and appointment

For an existing BIA, Chapter 19 provides that nominees for a new Board term are elected by the BIA membership at an AGM held during or soon after a Council election year. All nominees complete the City BIA Office appointment/nomination form. The selected nominees are then brought forward for formal City appointment.

If a vacancy arises during a term, the Board may select a BIA member or eligible non-member nominee to fill the unexpired portion of the term, subject to City appointment requirements.

Candidate orientation at The Junction

The Junction aims to make Board recruitment an informed process. Prospective candidates may be asked to meet with Board leadership and staff and to attend Board meetings before they are put forward. This helps candidates understand the strategic role, meeting culture, time commitment and current priorities before taking on a public appointment.

2026 election-year note

The current Board term concludes with the 2023–2026 Council term. The 2026 AGM will include the election of the Junction BIA Board slate for the 2027–2030 term. Current directors who wish to continue must be included in the new slate and approved through the membership election and subsequent City appointment process, regardless of when they joined the current Board.

Who can be nominated?

Board eligibility is governed by Chapter 19 and applicable City public-appointment requirements. In general, Board nominees are BIA members or eligible non-member nominees put forward in accordance with Chapter 19. Because eligibility can depend on business/property status and City rules, the BIA Office should confirm any uncertain case before a nominee is presented to the membership.

What The Junction looks for in directors

- Sound judgement, curiosity and a willingness to think about the BIA as a whole rather than a single business or issue.
- Useful experience or perspective in areas such as small business, finance, legal/governance, marketing, real estate, planning, public realm, culture, sustainability or community building.
- Comfort reading Board packages, budgets and policy materials and asking constructive questions.
- Respectful communication, teamwork and the ability to disagree without personalizing debate.
- A realistic commitment to meetings, preparation and occasional participation in BIA events or community activities.

4. Director Responsibilities & Meeting Basics

Core expectations

- Act honestly, in good faith and in the best interests of the BIA as a whole.
- Prepare for meetings by reviewing the agenda, minutes, financial statements and supporting reports in advance.
- Participate constructively, ask questions, bring sector knowledge and contribute to strategic decisions.
- Represent the full membership — not a personal, business, neighbourhood faction or special interest.
- Declare conflicts of interest and comply with all related discussion and voting restrictions.
- Protect confidential, personal, legal, personnel, procurement and closed-session information.
- Respect collective Board decisions and accurately distinguish personal views from official Board positions.
- Support a professional, inclusive and harassment-free environment for directors, staff, members, contractors, volunteers and guests.

Meeting rhythm and notice

The Junction Board generally meets monthly according to an annual meeting calendar. Chapter 19 requires at least four Board meetings each year, including the AGM. Board meetings may be held in person, electronically or in hybrid form in accordance with the City procedures.

The BIA Office and Ward Councillor must receive the agenda, previous meeting minutes and financial statement at least five business days before a Board meeting. The Junction's internal Board package should follow the same five-business-day standard.

Quorum and voting

- The current Junction Board quorum is three directors under the Chapter 19 formula, unless the City approves an alternate quorum.
- A motion must be seconded before it proceeds to a vote.
- A majority of votes decides a motion; a tie means the motion does not carry.
- The Chair votes only to make a tie or break a tie.
- Directors may abstain unless another law requires otherwise; a director with a declared conflict must follow the applicable conflict-of-interest restrictions.

Attendance

Directors should advise the Chair and Executive Director as early as possible if they cannot attend. If a director misses three consecutive Board meetings without authorization by Board resolution, the Board may consider recommending removal to the City in accordance with Chapter 19.

Open and closed meetings

Board meetings are public except where a closed meeting is permitted by law. Closed-session information must remain confidential. The City's General Manager has authority under Chapter 19 to attend and address BIA meetings, including in-camera sessions.

5. AGM, Financial Stewardship & Procurement

Annual General Meeting

The AGM is the membership's formal annual business meeting. The agenda includes the prior AGM minutes, declarations of conflict, activity and financial reports, audited financial statements, appointment of the auditor, the proposed annual budget, Board elections when applicable, and other proper business.

- The BIA Office must receive the AGM notice and materials at least 20 business days in advance.
- The City mails notice to eligible property owners at least 15 business days in advance, and the BIA distributes notice to eligible non-residential tenants and Council members on the Board at least 15 business days in advance.
- The complete audited financial statements must be available during the notice period and at the AGM.
- Only eligible BIA members or properly authorized representatives may vote at a membership meeting; voting eligibility is governed by Schedule C.

Financial stewardship

- The Board prepares the proposed annual operating and capital budget; the membership discusses and adopts it; City Council approves it.
- The Treasurer presents written financial statements for Board review at each regular Board meeting, and approved statements are submitted to the City BIA Office.
- The BIA must maintain at least one dedicated bank account and appoint at least two directors with signing authority.
- All financial transactions must be signed or authorized by two directors with signing authority.
- The BIA cannot spend money outside the Council-approved budget or a reserve fund except as permitted by Chapter 19 for unexpected revenues that are properly reported.

Procurement and contracts

Procurement should be fair, transparent, accountable and focused on overall value. The Executive Director administers procurement and vendor relationships within approved authority; Board approvals and director signatures remain required where law or policy says they are required.

The counsel-revised 2026 Financial & Procurement Policy proposes clearer purchasing thresholds, documentation standards, sole-source and emergency rules, a cap on in-year budget reallocations by the Executive Director, and prior Board approval for contracts over the policy threshold. Those provisions should not be treated as final authority until the City review and formal adoption process is complete.

6. Conduct, Conflicts, Confidentiality & Public Communications

Respectful conduct

Board members are public appointees and are expected to uphold a high standard of professionalism. The City Code of Conduct for members of local boards applies. The Junction's internal Code of Conduct supplements — but does not replace — the City process once formally approved.

- Be patient, courteous, inclusive and respectful in meetings, email, phone calls, social media and public events.
- Focus disagreement on issues and decisions, not personalities.
- Do not use the Board role to intimidate staff, secure personal advantage, damage another person's reputation or obtain confidential information for an improper purpose.
- Good-faith dissent, criticism, complaints and questions are legitimate parts of governance when communicated lawfully and respectfully.

Conflict of interest

Directors must comply with the Municipal Conflict of Interest Act and City requirements. A director with a pecuniary interest must disclose the interest as required, refrain from discussion and voting, avoid attempting to influence the vote, and complete any written disclosure required by law.

Confidentiality and privacy

Directors may receive confidential information about personnel, legal matters, procurement, member or third-party information, or closed-session discussions. That information must not be disclosed or used outside the director's duties unless authorized or required by law. Confidentiality obligations continue after a director leaves the Board.

Speaking publicly and political activity

- Only the Chair, Executive Director or another person specifically authorized by the Board should speak on behalf of The Junction BIA.
- Directors speaking personally should clearly distinguish their own views from an official BIA position.
- The BIA cannot support political candidates or parties or use BIA resources for partisan political purposes.
- Chapter 19 also prohibits the Board from passing a resolution or taking a position contrary to a Council-approved policy or decision.

7. Working with Staff

Core team — September 2026

- Executive Director — Carol Jolly (full-time): organizational leadership, Board reporting, financial and staff oversight, advocacy, partnerships, sponsorships, grants and strategic delivery.
- Operations Manager — Audrey Swartz (30 hours/week): operations, streetscape, maintenance, vendors, logistics, member support and program administration.

- Digital Content Coordinator — Hannah Laing (15 hours/week): digital marketing, website/social content, member promotion and campaign support.
- Specialist contractors and consultants are engaged as required for bookkeeping, public relations, web support, event production, creative work, maintenance and other project needs.

All staff and contractors are managed through the Executive Director according to approved budgets, policies and contracts. Board members should not assign work directly to individual staff members or vendors.

How Board requests should flow

- Strategic questions, policy matters and proposed Board business: raise through the Chair and/or Board agenda process.
- Operational questions, background information or member issues: raise with the Executive Director, who can determine the best staff response.
- Concerns about the Executive Director: raise with the Chair. Concerns about other staff: raise with the Executive Director, subject to any alternate process required by policy or law.
- Time-sensitive safety or legal concerns: use the appropriate emergency or reporting route rather than waiting for a regular Board meeting.

The BIA's five main workstreams

- Operations & streetscaping — maintenance, graffiti/posters, landscaping, street furniture, CaféTO, public art and contractor oversight.
- Marketing & communications — campaigns, public relations, digital content, member promotion, analytics and sponsor recognition.
- Administration & advocacy — Board governance, member service, stakeholder relations, City coordination and public-policy response.
- Grants & revenue development — grant writing, sponsorships, funding compliance, reporting and partnerships.
- Events & programs — Window Wonderland, Taste of the Junction, tours, member activations and community partnerships.

8. Director Onboarding Checklist

A new or returning director should complete the following orientation steps at the beginning of the term, and revisit them whenever a major policy or governance change occurs:

- ☐ Confirm City appointment/nomination documentation and Board contact information.
- ☐ Read Chapter 19, with particular attention to Article 3 and Schedules A, B and C.
- ☐ Read the City Code of Conduct for members of local boards, conflict-of-interest guidance and election/resource-use rules.
- ☐ Read the current approved Junction BIA Rules of Procedure, Financial & Procurement Policy, Code of Conduct and Anti-Harassment, Bullying & Violence Policy.
- ☐ Review the current Strategic Plan, Council-approved annual budget, latest audited financial statements and the most recent AGM presentation.
- ☐ Review at least the three most recent Board meeting minutes/reports to understand current projects, decisions and open issues.
- ☐ Receive access to the Board calendar, meeting package system/Shared Drive and any required City or BIA forms.
- ☐ Meet with the Chair and Executive Director for a role-and-expectations orientation.
- ☐ Take a walking tour of the BIA boundary and key streetscape/public-art assets if unfamiliar with the district.
- ☐ If serving as an officer, receive role-specific orientation on the duties assigned by Schedule B.

- ☐ Acknowledge the current conduct, confidentiality and workplace policies where required by the Board.

9. Key Resources & Contacts

[Leadership & Reports — Board, minutes and AGM archive](#)

[Join the Board](#)

[The Junction BIA Policies](#)

[Member Benefits](#)

[City of Toronto Municipal Code, Chapter 19 — Business Improvement Areas](#)

[City of Toronto — BIA Board of Management Procedures](#)

Questions

For questions about the Board, nomination process or governance documents, contact:

Carol Jolly, Executive Director

The Junction BIA | Suite 104 – 2990 Dundas Street West, Toronto, ON M6P 1Z3

carol@torontojunction.ca | 416-561-3683

torontojunction.ca

Document control

Recommended public title: The Junction BIA Board Governance & Director Orientation Guide. Updated September 2026. Review at the start of each Board term and whenever Chapter 19, City requirements, Board composition or Junction BIA governance policies materially change.