



## **DOWNTOWN WINDSOR BUSINESS IMPROVEMENT ASSOCIATION**

### **VACANT BOARD POSITION – LICENSED RESTAURANT**

The Downtown Windsor BIA (DWBIA) currently has a vacant on its Board of Directors and is calling for nominations and expressions of interest from Downtown merchants who represent the Licensed Restaurant sector.

Through its leadership in advocacy, infrastructure, development and marketing, the DWBIA and its Board of Directors work to ensure that downtown Windsor is the preferred place to work, visit and live. The DWBIA facilitates dialogue and activity among key stakeholders, including the City of Windsor's various departments, member businesses, government agencies, arts and culture community and the general public.

In this important endeavour, we ask you to please recruit and nominate individuals who you believe would like to take a more active role in downtown Windsor and bring with them needed expertise to our Board of Directors. If you, or another qualified candidate, are interested in becoming a Board Member with the DWBIA, please complete the enclosed Nomination and Application Forms and return them to the DWBIA office no later than 4:00PM on Friday September 22, 2017. Qualified candidate's guidelines:

Board Members will be elected from the following sector:

(1) Restaurant (licensed)

**NOTE: Maximum of two licensed establishments on Board of Directors**

#### **2017 Board Meeting Dates**

October 25, 2017

November 22, 2017

December 13, 2017

#### **SECTION E-1: Board of Directors Qualifications & General Guidelines\***

- (i) A property owner or a designated business representative for any property owner physically located in the downtown geographical boundaries.
- (ii) A willingness to spend the necessary time and effort to effect proper attention to Board duties.
- (iii) A dedication and ability to work constructively and harmoniously with fellow Board Members, DWBIA staff, Committee Chair and DWBIA members.
- (iv) Professional experience enabling the effect of sound judgment in the consideration of proposals coming before the Board as related to the overall objectives.
- (v) Courage and ability to have an objective opinion and willingness to face vital issues, notwithstanding the sometimes-controversial nature of the issue.
- (vi) Commitment to provide leadership to DWBIA efforts and to command the respect of colleagues.
- (vii) Dedication to inspire others to work in tandem with DWBIA objectives and to motivate fellow members to respond to worthwhile endeavours and causes.

### **SECTION E-9: Attendance\***

- (i) Board and Committee Members are required to attend and actively participate in monthly Board meetings.
- (ii) Missing three regularly scheduled meetings, without prior Board approval, over the course of one year constitutes expulsion (resignation) from the Board or Committee (therefore must attend 75% of regularly scheduled meetings). The Chair is responsible for informing the offending Board Member. The Committee Chair is responsible for informing the offending Committee Member.
- (iii) Board Members are required to inform DWBIA office in advance of meetings they are not able to attend, as well as when they are not able to perform assigned tasks due to travel out of town business, vacation or illness.
- (iv) All Board and Committee Members will provide their confirmation of attendance and/or advise of their coming in late or leaving early in advance of the meeting.
- (v) Board Members can request a leave of absence for extenuating circumstances requiring preapproval by the Board.
- (vi) Monthly Board and Committee meetings can only be held with a quorum and with the presence of the Chair.
- (vii) In exceptional circumstances and at the discretion of the Chair, quorum can be reached by teleconference.

### **SECTION F-5: Conflict of Interest\***

- (i) A member who has a Conflict of Interest shall declare this when the agenda is being approved, if possible, or at the first opportunity thereafter.
- (ii) Those who declare a Conflict of Interest may neither speak nor vote on any motion or amendment made concerning the matter on which they have made the declaration.
- (iii) Those who abstain from participation or leaving the meeting because of their declared Conflict of Interest.
- (iv) Board and Committee Members are obligated to declare Conflict of Interest on discussion requiring such declaration and remove themselves accordingly.
- (v) If any Board Member thinks he/she has a potential Conflict of Interest, then they are obligated to disclose such interest at the first sign of related Board discussion.
- (vi) The minutes must record all declarations of Conflict of Interest.
- (vii) The DWBIA has a Conflict of Interest Guidelines document which all Board Members are required to read and adhere to upon their service on the DWBIA Board and Committees.

#### ***(viii) DWBIA Conflict of Interest Guidelines:***

##### **Introduction:**

The Municipal Government has entrusted Board appointees with the overall accountability for the organization. When viewed in this context, and in an environment in which there is considerable competition for scarce funds, DWBIA Board Members must be seen to be making decisions which are free from personal bias. At the same time, it is considered desirable to have Board Members, Volunteers and Staff who are interested and involved in social issues. These guidelines are intended to ensure and enable a balance between the need to be conscious of the DWBIA's highly visible role with the general and business communities, as well as its desire to involve well-informed and committee individuals at the Board, Volunteer and Staff levels.

##### **Definition:**

The Government of Ontario's Establishment and Administration of Agencies: A Manager's Guide, stated, "A government appointee shall not use information obtain as a result of his or her appointment for personal benefit." This definition related to a direct pecuniary interest of the member, either personally or through the member's family. They define direct pecuniary interest as an individual interest rather than one that is common to a class of persons. That is to say, it is not considered a conflict of interest if a large segment of the population, including the member, will benefit from a decision to which the member is a party. However it is a conflict of interest if the member or his/her family could benefit personally from a decision while a larger group of people could not. The

DWBIA, in addition to the government guidelines, also includes in its definition organizations with which a member has an official governing responsibility, or which employees the individual or a member of his/her family.

The definition of family for determining conflict of interest includes spouse or spousal equivalent, children or parents. This definition of Conflict of Interest extends to Staff and Committee Members as well as Board Members of the DWBIA.

**Key Principle:**

Conflict of Interest is a matter of personal responsibility and integrity. The perception, identification and disclosure of an actual or potential conflict are key to successful resolution. Therefore the onus and responsibility is placed on individual Board Members, Volunteers and Staff.

**Policy Statement:**

DWBIA Board Members, Volunteers and Staff are expected to conduct themselves in all matters involving their association with the DWBIA in a manner that is fully consistent with the public interest and that will bear the closest public scrutiny without risk or censure. They should scrupulously avoid all activities that involve, or might appear to involve, their association with the DWBIA for their own advantage or for that of their friends, family or other groups with which they are associated in any way that would compromise or appear to compromise their integrity as Staff, Volunteers or Board Members of a public institution.

1. Individuals who have pecuniary interest or interests in which they may derive personal benefit, either personally or through their families, in a matter under consideration by the DWBIA, shall at the first opportunity, disclose the nature of that conflict of interest. Further, a Conflict of Interest must be disclosed by individuals regarding organizations with which they are involved in an official governing capacity, or which employs the individual or a member of his/her family. The definition of family for determining conflict of interest includes spouse or spousal equivalent, children or parents.
2. Individuals shall not step out of their official DWBIA roles to assist organizations or persons with whom they may have a Conflict of Interest in their dealings with the DWBIA where this would result in preferential treatment to any persons or organizations.
3. Individuals shall not divulge confidential information obtained as a result of their role with the DWBIA unless required to do so, nor shall such information be used for personal benefit.
4. Individuals shall not solicit or accept transfers of economic benefit, other than incidental gifts, customary hospitality and other benefit of nominal value from potential grantees or individuals or organizations in a position to derive financial benefit from the DWBIA.
5. To be a Board Member in good standing requires that the individual have no spousal or their family relationship (children, parents, spousal equivalents) with another Board Member or Staff Member.

**Procedures:**

1. The Chair is responsible for ensuring that Board Members, Volunteers and Staff are made aware of the need to declare their interests.
2. Individuals will be required to sign a statement confirming that they have read and are willing to comply with the Conflict of Interest guidelines. These statements will be kept in a central file.
3. When an issue is being discussed at an official DWBIA meeting, individuals which have a Conflict of Interest shall: (i) Disclose interest and not vote upon the issue; (ii) Refrain from attempting directly or indirectly to influence the decision of DWBIA Board or committees; and (iii) Withdraw from any Board or Committee meeting during the formal discussion and vote.
4. Board or Committee Members who feel someone in attendance may be in a Conflict of Interest position must inform the Chair to discuss possible conflict and action.
5. The Board and Committees, through the respective Chair, can request a Board and/or Committee Member in question be removed in formal discussion but shall not participate in the decision-making process and vote.

6. Board Members are required to sign a Conflict of Interest document confirming their understanding and agreement to DWBIA Conflict of Interest guidelines.

**SECTION F-6: Decorum**

- (i) Debate must be confined to the question before the Board and avoid personalities.
- (ii) Board Members are not permitted to disturb the floor by whispering, walking about, or in any other way.
- (iii) Board Members who have yet to speak on any issue will be given the floor prior to those Board Members who have already addressed the issue.
- (iv) Board Members must turn off cell phones and other external communication devices for all meetings.

If you have any questions or require additional forms, please do not hesitate to call the DWBIA office at 519.252.5723. Nominations/applications will be presented to the DWBIA Board of Directors for consideration.

**Completed Nomination Forms and Candidate Applications Forms must be returned by  
Friday September 22 at 4:00PM to:**

Downtown Windsor Business Improvement Association  
Attention: 2017 Board Vacancy - Licensed Establishment  
500 Ouellette Avenue, Suite 705, Windsor, ON N9A 1B3  
Fax: 519.252.6817 [dwbia@downtownwindsor.ca](mailto:dwbia@downtownwindsor.ca)