Downtown Orillia
Business Improvement Area (DOBIA)

Governance Manual

Effective Date: *October 22, 2026*
Governance Review: *Every four (4) years, with legislative updates as required*

Document Control

Item	*Description*
Document Title	DOBIA Governance Manual
Document Owner	Executive Director
Approval Authority	DOBIA Board
Original Adoption	October 22, 2026
Review Cycle	Annual administrative review; comprehensive review every four (4) years
Supersedes	DOBIA Policy Manual (2019)

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Revision History

Version	*Date*	*Description*	*Approval*
1.0	10/22/26	Initial Governance Manual replacing governance provisions of the 2019 Policy Manual	DOBIA Board

Purpose of this Manual

This Governance Manual establishes the governance framework for the Downtown Orillia Business Improvement Area (DOBIA). It defines the authority, responsibilities, ethical expectations, and decision-making processes of the DOBIA Board while providing clear direction for effective governance.

This manual is intended to:

- establish sound governance practices;
- define the respective roles of the Board, Executive Director, and Committees;
- support transparency and accountability;
- promote consistent decision-making;
- ensure compliance with applicable legislation and municipal by-laws; and
- provide a governance framework that supports the long-term sustainability of the Downtown Orillia Business Improvement Area.

Operational procedures, employee matters, financial administration, and specialized policies are maintained in separate manuals to ensure this document remains focused on governance.

Scope

This manual applies to:

- Board Directors

- Board Committees
- Committee Members appointed by the Board
- The Executive Director where governance responsibilities are delegated

Individuals acting under the authority of the Board. Nothing in these manuals limits or replaces statutory responsibilities established under applicable legislation.

Amendment Procedure

This manual may be amended by resolution of the DOBIA Board. Minor administrative corrections, formatting changes, legislative references, numbering corrections, and typographical errors may be made by the Executive Director provided that such changes do not alter Board-approved policy. Substantive amendments shall require Board approval.

Annual Review

The Executive Committee shall review this manual annually and recommend amendments where necessary to:

- reflect legislative changes;
- improve governance practices;
- respond to operational experience;
- address Board direction; and
- ensure consistency with all other DOBIA policy documents.

A complete governance review should be undertaken at least once every four years following the appointment of a new Board of Management.

Document Administration

The Executive Director is responsible for maintaining the official controlled version of this manual. This includes recording all amendments, ensuring Directors receive current versions, archiving superseded versions and coordinating scheduled policy reviews.

Printed copies are considered *uncontrolled* unless specifically identified as controlled copies. The electronic version maintained by the Executive Director shall be the official version.

SECTION 1 – GOVERNANCE FRAMEWORK

1.1 Purpose

The purpose of this chapter is to establish the governance framework of the Downtown Orillia Business Improvement Area (DOBIA), define the Board's authority and responsibilities, and establish the principles under which the organization conducts its affairs. This chapter serves as the foundation for all governance decisions, policies, and actions undertaken by the Board of Management.

1.2 Legislative Authority

The Downtown Orillia Business Improvement Area is established pursuant to the *Municipal Act, 2001*, and by-laws enacted by the Council of the Corporation of the City of Orillia. The DOBIA Board derives its authority from legislation and from the municipal by-law establishing the Business Improvement Area. The Board shall conduct its affairs in accordance with all applicable legislation, including but not limited to:

- Municipal Act, 2001
- Municipal Conflict of Interest Act
- Accessibility for Ontarians with Disabilities Act
- Occupational Health and Safety Act
- Ontario Human Rights Code
- Municipal Freedom of Information and Protection of Privacy Act, where applicable
- City of Orillia by-laws governing the Business Improvement Area
- Any other applicable federal or provincial legislation

Where a conflict exists between this manual and applicable legislation, legislation shall prevail.

1.3 Corporate Status

The Downtown Orillia Business Improvement Area Board of Management is a municipal local board established by the Council of the City of Orillia. The Board exercises only those authorities delegated through legislation or municipal by-law and shall conduct its business within those authorities.

The Board shall act collectively through resolutions passed at duly constituted meetings.

Individual Directors or members of the DOBIA have no authority to direct staff, commit organizational resources, enter contracts, or speak on behalf of the organization unless specifically authorized by the Board.

1.4 Vision

To cultivate a vibrant, welcoming, and economically resilient downtown that is recognized as the commercial, cultural, and community heart of Orillia.

1.5 Mission

To represent, promote, beautify, and strengthen Downtown Orillia through collaborative leadership, strategic investment, advocacy, and innovative programs that support businesses, property owners, residents, and visitors.

1.6 Organizational Values

The Board shall conduct all activities in accordance with the following values:

Integrity: Ethical, honest and professional actions.
Leadership: Leading with vision, collaboration and accountability.
Stewardship: Managing public and member resources responsibly.
Service: Centering the interests of Downtown Orillia businesses and members as a whole.
Community: Building partnerships that strengthen Downtown Orillia.

1.7 Objectives of the Organization

Consistent with applicable legislation, the Board shall pursue the following objectives:

a) Promote Downtown Orillia as a vibrant destination for business, shopping, tourism, culture, dining, entertainment, and community life.
b) Undertake initiatives that improve the economic vitality of the downtown.
c) Support marketing, promotions, events, beautification and streetscaping efforts.
d) Advocate regarding issues affecting the downtown business community.
e) Foster partnerships that contribute to downtown revitalization.
f) Encourage investment and business retention.
g) Support a safe, welcoming, and accessible downtown environment.
h) Manage the financial resources entrusted to the organization responsibly.

1.8 Governance Model

The Board governs the DOBIA through a policy governance model that distinguishes governance from operational management. The Board is responsible for:

a) Establishing strategic direction
b) Approving policies
c) Approving the annual budget
d) Monitoring organizational performance
e) Managing organizational risk
f) Hiring and evaluating the Executive Director
g) Ensuring accountability to members

The Executive Director is responsible for:

a) Implementing Board policy
b) Managing daily operations
c) Supervising employees
d) Delivering Board-approved programs
e) Managing organizational resources
f) Advising the Board on operational matters

Directors shall not become involved in the day-to-day management of employees except through the Executive Director.

1.9 Organizational Accountability

The Board is accountable for ensuring the organization operates in accordance with applicable legislation, Board policy and sound governance principles.

1.10 Continuous Improvement

The Board is committed to continually improving its governance practices through regular review, education, strategic planning and the adoption of governance best practices.

1.11 Interpretation

This chapter shall be interpreted in a manner consistent with applicable legislation, the governing by-laws of the City of Orillia, and the policies adopted by the DOBIA Board. Questions regarding interpretation shall be referred to the Executive Director, who may seek direction from the Chair or legal counsel where appropriate.

SECTION 2 – DOBIA BOARD OF MANAGEMENT

2.1 Purpose

The purpose of this chapter is to establish the governance responsibilities, authority, and expectations of the Downtown Orillia Business Improvement Area (DOBIA) Board. The Board is responsible for providing strategic leadership, exercising fiduciary oversight, establishing policy, and ensuring the organization fulfills its legislative mandate while advancing the interests of Downtown Orillia and its membership.

2.2 Authority

The Board of Management derives its authority from the Municipal Act, 2001, the City of Orillia by-law establishing the Downtown Orillia Business Improvement Area, and other applicable legislation. The Board shall exercise only those powers delegated to it by legislation or City Council and shall conduct its affairs in accordance with Board-approved policies.

2.3 Role of the Board

The Board shall govern strategic leadership, policy and oversight and shall not participate in the day-to-day administration of the organization.

2.4 Collective Authority

The authority of the Board exists only when acting collectively through resolutions adopted at duly constituted meetings. No individual Director, including the Chair or any Officer of the Board, has authority to:

a) Direct employees.
b) Commit organizational resources.
c) Enter into contracts.
d) Speak on behalf of the Board unless authorized.
e) Make decisions on behalf of the organization without Board approval.

Board decisions shall be respected and supported by all Directors once adopted.

2.5 Board Composition

The Downtown Orillia Business Improvement Area Board of Management shall consist of nine (9) Directors, composed of:

- Eight (8) Directors elected by the eligible membership of the Downtown Orillia Business Improvement Area and subsequently appointed by Orillia City Council.
- One (1) Member of Orillia City Council appointed by Council to serve as its representative on the Board.

The Board aims to collectively possess the knowledge, skills, experience, and perspectives necessary to provide effective governance and strategic leadership for the organization. Consideration should be given to maintaining a diverse mix of expertise, including but not limited to:

a) Financial management
b) Governance
c) Marketing and communications
d) Business operations
e) Property ownership
f) Event planning and partnership
g) Community engagement
h) Economic development
i) Strategic planning

Directors are elected or appointed to act in the best interests of the Downtown Orillia Business Improvement Area as a whole. Directors do not represent or benefit individual businesses, sectors, geographic areas, or stakeholder groups.

The nominations, election and appointments of Directors shall be conducted in accordance with the Board's Election Policy and applicable City of Orillia appointment procedures.

2.6 Eligibility and Appointment

Eligibility for appointment to the Board shall be determined by applicable legislation and municipal by-laws. Following appointment by Council, each Director shall:

a) Receive a Board orientation.
b) Receive the Governance Manual and supporting governance documents.
c) Complete all required declarations and acknowledgements.
d) Participate in mandatory governance training as required by the Board.

2.7 Fiduciary Duty

Directors owe a fiduciary duty to the DOBIA. Each Director shall:

a) Act honestly, ethically, and in good faith.
b) Exercise reasonable care, diligence, and skill.
c) Place the interests of the organization above personal or business interests.
d) Protect confidential information.
e) Avoid conflicts of interest.
f) Comply with applicable legislation and Board policies.

Directors serve the organization as a whole and do not represent individual businesses, sectors, or stakeholder groups.

2.8 Director Responsibilities

Each Director is expected to actively contribute to the effective governance of the organization. Directors shall:

a) Prepare for and participate in Board meetings.
b) Serve on at least one Board committee.
c) Understand the organization's strategic priorities.
d) Make informed decisions based on available information.
e) Support Board decisions once adopted.
f) Participate in governance education and orientation.
g) Act as ambassadors for Downtown Orillia.
h) Maintain the confidentiality of Closed Session discussions.
i) Attend Board and assigned committee meetings regularly. Attendance expectations and procedures are found in the Board Attendance Policy.

2.9 Director Development

The Board is committed to continuous governance improvement. Directors are encouraged to participate in governance education, conferences, workshops, and professional development opportunities relevant to municipal governance, financial oversight, leadership, accessibility, and emerging issues affecting Business Improvement Areas.

The Board may allocate funds annually to support education.

2.10 Stakeholder Relationships

The Board recognizes the importance of maintaining positive and collaborative relationships with its members and stakeholders, including:

a) Members;
b) City Council;
c) City Administration;
d) Community organizations;
e) Provincial and federal agencies;
f) Funding organizations;
g) Business associations;
h) Tourism partners;
i) Residents and visitors.

Directors shall not make commitments or representations on behalf of the Board unless authorized to do so.

2.11 Resignation and Vacancies

A Director may resign from the Board by submitting written notice to the Chair and the City Clerk. The resignation shall take effect on the date specified in the notice or, if no date is specified, on the date the notice is received.

Upon a vacancy, the Board shall declare the position vacant by resolution. A Director's position shall become vacant upon:

a) Resignation;
b) Death;
c) Disqualification or removal in accordance with applicable legislation;
d) Ceasing to meet the eligibility requirements for appointment; or
e) Any other circumstance resulting in a vacancy under applicable legislation or by-law.

Filling a Vacancy

Where a vacancy occurs among the elected Directors, the Board may appoint an individual to serve for the remainder of the unexpired term. Appointments shall be made by resolution of the Board following consideration of the qualifications, experience, and ability of the applicants to contribute to the effective governance of the organization.

The individual appointed to fill a vacancy shall serve only for the balance of the unexpired term and shall be eligible to seek election in subsequent regular elections.

SECTION 3 – OFFICERS OF THE BOARD

3.1 Purpose

The Officers of the Board provide leadership to support the effective governance of the Downtown Orillia Business Improvement Area (DOBIA). Officers are responsible for carrying out the duties assigned to their office and supporting the Board in fulfilling its governance responsibilities. Officers shall exercise only those authorities assigned by legislation, Board policy, or Board resolution.

3.2 Officers of the Board

The Board shall elect the following Officers from among its Directors:

Officer	*Core Responsibilities*
Chair	Provides leadership to the Board and Executive Committee and presides over meetings while promoting effective governance. Acts as spokesperson with the Executive Director.
Vice-Chair	Supports the Chair and acts in the Chair's absence.
Treasurer	Provides governance oversight of the Board's financial affairs and financial reporting. Creation and presentation of the monthly financial report to the board.
Secretary	Oversee the integrity of the Board's governance records and meeting administration. Creation of the board Agenda and Minutes in cooperation with the Executive Director or designate.

The specific responsibilities and duties of Officers may be further established by Board policy, the Procedural By-law or Board resolution.

The Board may delegate the administrative preparation of agendas, minutes, meeting materials and governance records to the Executive Director or another designated individual. Such delegation does not diminish the responsibilities of the Officers.

3.3 Election of Officers

The election of Officers shall occur at the first meeting of the newly appointed Board following the municipal election, or whenever an Officer position becomes vacant. Officers shall be elected by a majority vote of the Directors present.

3.4 Term of Office

The election of Officers occurs annually, which supports leadership development and succession planning and provides the Board with the flexibility to appoint Officers whose skills and experience best meet the organization's needs. An Officer shall serve until:

a) The election of a successor;

b) Resignation from office;
c) Removal from office by resolution of the Board; or
d) Ceasing to be a Director of the Board.

An Officer may be re-elected to the same office or elected to a different office without limitation, provided they remain eligible to serve as a director.

Where an Officer's position becomes vacant before the expiry of their term, the Board shall elect a replacement Officer at its next regular or special meeting. The replacement Officer shall serve for the remainder of the unexpired term.

3.5 Vacancy of an Office

Should an Officer resign from their office, cease to be a Director, or otherwise become unable to perform the duties of the position, the Board shall elect a replacement Officer at its next regular or special meeting.

A vacancy in an Officer position does not create a vacancy on the Board unless the individual also ceases to be a director.

3.6 Removal of an Officer

The Board may remove an Officer from their office by majority resolution. Removal from an Officer position does not remove the individual from the Board unless otherwise authorized by applicable legislation or Board policy.

3.7 Delegation of Duties

Where necessary, the Board may temporarily assign the responsibilities of an Officer to another Director until a permanent appointment is made.

Such delegation shall not alter the governance authority of the Board or diminish the collective responsibility of all Directors.

SECTION 4 – BOARD MEETINGS

4.1 Purpose

Board meetings are the primary forum through which the DOBIA Board exercises its governance responsibilities, establishes strategic direction, and makes decisions on behalf of the Downtown Orillia Business Improvement Area. Meetings shall be conducted in a manner that promotes transparency, accountability, respectful discussion, informed decision-making, and effective governance.

4.2 Types of Meetings

The Board conducts its business through Regular Meetings and Special Meetings in accordance with the Procedural By-law.

DOBIA also conducts an Annual General Meeting and, where required, Special Membership Meetings in accordance with the Procedural By-law.

4.3 Director Preparation

Directors are expected to review agendas and supporting materials in advance of meetings and attend prepared to participate in informed discussion and decision-making.

4.4 Governance Expectations During Meetings

Directors shall:

a) participate respectfully;
b) contribute to informed discussion;
c) focus on governance and strategic matters;
d) respect differing viewpoints;
e) support decisions of the Board once adopted.

4.5 Annual General Meeting

The Annual General Meeting is the formal annual meeting of the DOBIA membership and provides an opportunity for the Board to report to the membership the organization's activities, accomplishments and financial position.

The proposed annual budget shall be presented to the membership at the Annual General Meeting for consultation and discussion.

The presentation of the proposed annual budget does not constitute membership approval or ratification of the budget. The Board shall consider member feedback and proceed with the budget in accordance with applicable legislation, municipal requirements and the Board's financial governance framework.

Procedures governing the Annual General Meeting and Special Membership Meetings are established in the Procedural By-law.

SECTION 5 – COMMITTEES

5.1 Purpose

Committees are established by the Board to support its governance responsibilities by providing advice, conducting research, developing recommendations, and assisting with the implementation of Board-approved strategic priorities.

Committees are accountable to the Board and shall operate within the authority delegated to them by the Board. Unless expressly authorized, committees do not have authority to make decisions or commit the Board financially or legally. Committees exist to support the Board. They do not replace the authority of the Board.

5.2 Establishment of Committees

The Board may establish, amend, suspend, or dissolve standing committees, ad hoc committees, task forces, or working groups by resolution.

The Board shall determine the purpose, responsibilities, composition, delegated authority, reporting requirements, and duration of each committee through approved Terms of Reference.

5.3 Standing Committees

Standing Committees are established to provide ongoing support in key areas of Board responsibility. The Board may establish standing committees as required to achieve its strategic priorities. Current standing committees include:

a) Executive Committee
b) Beautification, Maintenance & Streetscaping Committee
c) Marketing, Programming & Sponsorship Committee

The Board may amend the names, responsibilities, or composition of Standing Committees by resolution.

5.4 Ad Hoc Committees and Working Groups

The Board may establish ad hoc committees, task forces, or working groups to address specific projects, initiatives, or issues. Unless otherwise directed by the Board, an ad hoc committee shall cease to exist upon completion of its assigned mandate or at the conclusion of the Board term.

5.5 Committee Membership

Committee members shall be Board appointed unless otherwise approved by the Board:

a) each committee shall have a Board-appointed Chair;
b) each committee shall include at least one Director;
c) committees may include non-Board volunteers, members of the BIA, community representatives, or individuals possessing specialized knowledge or expertise;

d) non-Board committee members serve in an advisory capacity and shall not exercise authority delegated exclusively to Directors.

Committee appointments shall normally coincide with the Board's annual appointment of committees.

5.6 Committee Chairs

The Committee Chair shall:

a) provide leadership to the committee;
b) approve meeting agendas in consultation with staff;
c) facilitate meetings in an orderly and respectful manner;
d) encourage participation by all committee members;
e) ensure recommendations are developed through committee discussion;
f) report committee activities and recommendations to the Board;
g) ensure committee activities remain within the approved Terms of Reference.

5.7 Meetings

Committee meetings shall be held as required to fulfill the committee's mandate. Committee procedures may be established by the committee provided they are consistent with the Board's Governance Manual, Procedural By-law, and Terms of Reference. Committees shall keep appropriate records of meetings and recommendations.

5.8 Recommendations to the Board

Committees serve in an advisory capacity unless specific authority has been delegated by the Board. Recommendations of a committee shall not become decisions of the Board until approved by Board resolution. Committees shall not:

a) commit DOBIA to financial expenditures unless specifically authorized;
b) enter into contracts or agreements on behalf of the Board;
c) establish policy;
d) direct staff except through authority delegated by the Executive Director or Board.

5.9 Executive Committee

The Board has an Executive Committee to act on behalf of the Board between regular meetings where timely action is required. The Executive Committee shall exercise only the authority specifically delegated by the Board and shall not exercise any authority reserved to the Board by legislation, the Procedural By-law or Board policy. The Executive Committee shall consist of:

a) Chair
b) Vice-Chair
c) Treasurer
d) Secretary

5.10 Staff Support

The Executive Director, Membership Coordinator, and other authorized staff may provide administrative and professional support to committees as assigned. The Executive Director shall provide or arrange appropriate administrative and professional support to Board committees. Staff remain accountable to the Executive Director and shall not take direction from individual Directors or committee members except as authorized.

5.11 Committee Review

The Board shall periodically review the effectiveness, structure, and Terms of Reference of each committee to ensure alignment with the strategic priorities and governance needs of DOBIA.

SECTION 6 – DIRECTOR CODE OF CONDUCT

6.1 Purpose

The Downtown Orillia Business Improvement Area (DOBIA) Board of Directors is committed to the highest standards of ethical conduct, professional integrity, accountability, and transparent governance. As representatives of the downtown business community and stewards of public resources, Directors are expected to conduct themselves in a manner that promotes confidence in the Board and supports the achievement of DOBIA's mandate.

This Code of Conduct establishes the minimum standards of behaviour expected of all Directors while carrying out their governance responsibilities. It is intended to foster a culture of respect, collaboration, professionalism, and sound decision-making.

6.2 Application

Directors shall comply with all applicable legislation, municipal by-laws and Board policies, including but not limited to:

a) Municipal Act
b) Municipal Conflict of Interest Act
c) Human Rights Code

6.3 Ethical Standards

Directors shall:

a) act honestly, ethically, and in good faith;
b) exercise care, diligence, and independent judgment;
c) act in the best interests of DOBIA as a whole;
d) conduct themselves in a manner that promotes confidence in the Board;
e) avoid behaviour that could reasonably damage the reputation of DOBIA;
f) comply with all Board policies and applicable legislation.

Directors shall make truthful statements and shall not knowingly make false or misleading statements to the Board, staff, members, or the public.

6.4 Respectful and Professional Conduct

Directors shall foster a respectful, inclusive, and professional governance environment and:

a) treat fellow Directors, staff, members, volunteers, contractors, elected officials, and the public with courtesy and respect;
b) communicate professionally and constructively;
c) focus discussions on issues rather than personalities;
d) encourage open discussion while respecting differing viewpoints;
e) refrain from harassment, discrimination, intimidation, bullying, abusive language, or threatening behaviour;
f) comply with the Board's Workplace Anti-Violence, Anti-Harassment Policy.

Directors shall observe proper meeting procedures and contribute to productive, respectful Board deliberations.

6.5 Governance Responsibilities

Directors shall fulfill the responsibilities established in this Governance Manual, Board policies and applicable legislation. In carrying out their responsibilities, Directors shall:

a) support effective governance and strategic leadership;
b) distinguish between governance and administration;
c) avoid directing staff except through the Executive Director or authority delegated by the Board;
d) place the interests of DOBIA ahead of personal or individual business interests;
e) support lawful decisions of the Board once made, while recognizing the right of Directors to express differing views during Board deliberations.

6.6 Participation and Engagement

Directors are expected to actively participate in the governance of DOBIA. Directors shall:

a) prepare for Board and committee meetings by reviewing agenda materials in advance;
b) actively participate in Board discussions and decision-making;
c) serve on at least one Board committee unless otherwise approved by the Board;
d) participate in Board orientation, strategic planning sessions, governance training, and educational opportunities;
e) attend the Annual General Meeting, membership meetings, and Board-approved events whenever reasonably possible;
f) become familiar with the downtown business area and the needs of its membership.

Attendance shall be governed by the Board's Attendance Policy.

6.7 Accountability and Transparency

Directors shall conduct Board business in an open, accountable, and transparent manner consistent with applicable legislation. Directors shall:

a) respect established decision-making processes;
b) avoid preferential treatment toward themselves, family members, business associates, or organizations in which they have a personal interest;
c) ensure decisions are made fairly and objectively;
d) remain accountable for their actions and decisions as Directors.

6.8 Confidentiality

Directors shall maintain the confidentiality of information acquired through their position when such information is not available to the public. Directors shall not:

a) disclose confidential information except where authorized or required by law;
b) use confidential information for personal benefit or for the benefit of another person or organization;

c) disclose confidential Board discussions, personnel matters, legal advice, or other protected information.

This obligation continues after a director leaves the Board.

6.9 Conflict of Interest

Directors shall avoid actual, potential, or perceived conflicts of interest and shall comply with the Board's Conflict of Interest Policy and applicable legislation.

Directors shall promptly disclose any conflict of interest and manage the conflict in accordance with Board policy and legislative requirements.

6.10 Gifts, Benefits and Personal Advantage

Directors shall not accept gifts, hospitality, discounts, favours, or other benefits that could reasonably be perceived as influencing, or attempting to influence, the impartial exercise of their duties. Directors shall not use their position to obtain personal, financial, political, or business advantage.

Nominal promotional items or customary hospitality of modest value may be accepted where doing so does not create an actual or perceived conflict of interest.

6.11 Public Communications and Media

The Chair, Executive Director, or another individual authorized by the Board, shall serve as official spokespersons for DOBIA. Directors speaking in a personal capacity shall clearly indicate that their views are their own and do not represent the official position of DOBIA.

Directors shall support decisions of the Board once adopted while remaining free to explain how they voted where appropriate.

6.12 Electronic Communications and Social Media

Directors shall conduct themselves professionally when using email, text messaging, social media, or other electronic communications relating to Board business. Directors shall not:

a) disclose confidential information;
b) engage in harassment, intimidation, or abusive conduct;
c) misrepresent Board decisions;
d) imply they are speaking on behalf of DOBIA unless authorized to do so.

Electronic communications shall be consistent with this Code of Conduct and all applicable Board policies.

6.13 Board Resources and Property

Board resources, equipment, information, records, and property shall be used only for authorized DOBIA purposes. Directors shall safeguard Board assets and shall not use Board resources for personal, political, or financial gain.

6.14 Political Activity

Directors are encouraged to participate in the democratic process as private citizens. Where Directors engage in political activities, they shall clearly distinguish their personal views from those of DOBIA and shall not use Board resources or their position to support political activities unless expressly authorized by the Board.

6.15 Compliance and Breaches

Directors are expected to comply with this Code of Conduct at all times.

Alleged breaches shall be addressed in accordance with the Member Conduct, Respectful Communication & Complaints Policy and any applicable legislation or municipal requirements.

The Board may take appropriate action where a breach has been substantiated, including requesting corrective action, requesting a resignation, recommending removal to Council where authorized, or taking any other action permitted by law or Board policy.

6.16 Removal of a Director from the Board of Management

Directors are expected to fulfil their responsibilities in good faith, act in the best interests of the Downtown Orillia Business Improvement Area Board, and treat staff, fellow directors, members and other individuals with respect.

A director's removal may be considered where their conduct or failure to fulfil their responsibilities seriously compromises the Board's ability to function effectively, undermines good governance, or threatens the safety and well-being of staff or others involved in DOBIA business.

Grounds for recommending removal may include:

a) Failure to fulfil the duties and responsibilities of a director.
b) Repeated or serious breaches of the Procedural By-law, Code of Conduct, or applicable Board policies.
c) Bullying, harassment, intimidation, threats or abusive conduct toward staff, fellow directors, members, partner organizations or others involved in DOBIA businesses.
d) Retaliation against an individual for raising a concern, making a complaint or participating in an investigation.
e) Unauthorized disclosure or misuse of confidential information.
f) Other serious or repeated misconduct that materially compromises the Board's ability to carry out its responsibilities.

Process

a) Concerns shall be documented and referred to the appropriate authority for review.

b) The director shall receive written notice of the concerns and a reasonable opportunity to respond.
c) The matter shall be reviewed impartially, with appropriate confidentiality and safeguards against retaliation. Interim measures may be taken where necessary to protect staff or the integrity of the review.
d) Where removal is warranted, the Board may pass a resolution recommending removal, subject to the voting requirements established in the Procedural By-law.
e) Any recommendation shall be referred to the City of Orillia for consideration and action in accordance with applicable legislation, municipal by-laws and appointment procedures.

Protection of Staff
Concerns involving bullying, harassment, intimidation or retaliation toward staff shall be addressed under DOBIA's applicable workplace policies and complaint procedures. Staff protection shall not depend on whether a director's removal is pursued or approved.
Safeguards

Disagreement with Board decisions, dissenting votes, good-faith criticism, and the raising of legitimate questions or concerns shall not, in themselves, constitute grounds for removal. Any recommendation must be based on documented facts, the seriousness and context of the conduct, and a fair process.

This section does not override the attendance and vacancy provisions established elsewhere in the Procedural By-law.

6.17 Review

This Code of Conduct shall be reviewed by the Board at least once every four years, or sooner if required by legislative amendments, governance best practices, or operational needs, to ensure it remains current, effective, and consistent with the Board's governance framework.

CHAPTER 7 – FINANCIAL GOVERNANCE

7.1 Purpose

The Board is responsible for the prudent stewardship of the financial resources entrusted to the Downtown Orillia Business Improvement Area.

This Chapter establishes the Board's financial governance responsibilities and oversight expectations. The Financial Policies & Procedures Manual establishes the Board's detailed financial policies, administrative procedures and internal controls in support of this section.

7.2 Board Responsibilities

The Board shall provide financial governance by[1]:

a) approving the annual operating and reserve budgets;
b) establishing financial policies;
c) monitoring the financial position of the organization;
d) safeguarding the Board's assets and financial resources;
e) ensuring public funds are used responsibly and for approved purposes;
f) approving the annual audited financial statements; and
g) ensuring appropriate systems of financial accountability and internal control are maintained.

7.3 Financial Stewardship

Directors are fiduciaries of the Board and shall exercise sound financial stewardship in the best interests of the organization. Directors shall:

a) make informed financial decisions;
b) consider the long-term financial sustainability of the organization;
c) ensure financial decisions support the Strategic Plan and Board priorities;
d) exercise due diligence in reviewing financial information; and
e) promote accountability and transparency in the management of Board resources.

7.4 Budget Oversight

The Board shall approve an annual operating budget and, where appropriate, capital and special project budgets.

The Board shall monitor financial performance throughout the fiscal year and consider any material variances from the approved budget. The Board shall approve any material amendments to the annual budget.

7.5 Financial Reporting Oversight

The Board shall receive regular financial reports sufficient to enable effective financial oversight and informed decision-making. The Board shall review financial reports and provide direction where appropriate to ensure financial sustainability of the organization.

7.6 Internal Control Oversight

The Board shall ensure that appropriate internal financial controls are established to safeguard the Board's assets, promote accountability, and manage financial risk, and shall periodically review the effectiveness of the Board's financial control framework.

7.7 Audit & Risk Oversight

The Board shall appoint an independent auditor in accordance with applicable legislation.[2]
The Board shall:

a) receive and review the annual audited financial statements;
b) consider the auditor's recommendations;
c) ensure that appropriate corrective actions are taken where required; and
d) oversee significant financial risks affecting the organization.

7.8 Delegation

The Board may delegate financial administration to the Executive Director and Financial Service Providers while retaining overall responsibility for financial governance and oversight. Delegation of administrative responsibilities does not relieve the Board of its fiduciary responsibilities.

The Board shall periodically review delegated financial authorities to ensure they remain appropriate to the operational needs of the organization.

[1] *Municipal Act, 2001*, S.O. 2001, c. 25, ss. 204–215 (Business Improvement Areas) and applicable provisions respecting the governance and financial administration of municipal local boards.
[2] *Municipal Act, 2001*, S.O. 2001, c. 25, s. 296 (Annual Audit).

SECTION 8 – GOVERNANCE MANUAL ADMINISTRATION & REVIEW

8.1 Purpose

This Chapter establishes the procedures governing the administration, interpretation, review and amendment of this Governance Manual.

8.2 Interpretation

This Governance Manual shall be interpreted in a manner that:

a) supports the Board's governance responsibilities;
b) promotes accountability, consistency, and transparency;
c) reflects recognized governance best practices; and
d) is consistent with applicable legislation.

Questions regarding interpretation shall be determined by resolution of the Board unless otherwise prescribed by legislation.

8.3 Policy Development and Review

The Board shall establish, review, amend, and repeal governance policies as necessary to support effective governance and legislative compliance. New or amended policies shall be approved by Board resolution unless otherwise required by legislation.

Administrative procedures may be developed by the Executive Director where authorized by Board policy.

8.4 Review of the Governance Manual

The Governance Manual shall be reviewed by the Board at least once every four (4) years, or sooner where required as a result of:

a) legislative amendments;
b) changes to municipal requirements;
c) governance best practices;
d) organizational restructuring; or
e) Board direction.

Minor administrative amendments that do not alter governance intent, such as corrections to formatting, numbering, or legislative references, may be made by the Executive Director and reported to the Board.

8.6 Orientation and Education

New Directors shall receive an orientation to assist them in understanding:

a) the Board's governance responsibilities;
b) applicable legislation;
c) Board policies and governance documents;
d) financial oversight responsibilities;
e) the role of Directors.

The Board shall encourage ongoing governance education and professional development for Directors throughout their term of office.

8.7 Records Management

The Board shall maintain governance records in accordance with applicable legislation, municipal requirements, and the Board's records management practices. Official governance records shall include, where applicable:

a) Board and committee minutes;
b) governance policies;
c) Board resolutions;
d) governance manuals;
e) strategic planning documents; and
f) other official records approved by the Board.

Records shall be managed in accordance with the DOBIA Records Management Policy and applicable legislation.

8.8 Severability

If any provision of this Governance Manual is found to be invalid or unenforceable, the remaining provisions shall continue in full force and effect.

8.9 Effective Date

This Governance Manual shall come into effect upon approval by resolution of the Downtown Orillia Business Improvement Area Board of Management and shall remain in effect until amended or repealed by the Board.

8.10 Acknowledgement of Code of Conduct

All Directors shall acknowledge, in writing, that they have read, understood, and agree to comply with this Code of Conduct upon appointment and annually thereafter.

Appendix A – Definitions

For the purposes of this Governance Manual, the following definitions apply:

Board
The Downtown Orillia Business Improvement Area Board of Management established by the City of Orillia under the *Municipal Act, 2001*.

Board Resolution
A decision formally adopted by a majority vote of the Board at a duly constituted meeting.

Chair
The Director elected by the Board to preside over meetings and provide Board leadership.

Committee
A standing or ad hoc committee established by the Board to provide advice and recommendations on matters within its assigned mandate.

Conflict of Interest
A situation in which a Director's personal, financial, or business interests could improperly influence, or appear to influence, the exercise of their duties.

Director
A person elected by the membership of the DOBIA and appointed by the Council of The Corporation of the City of Orillia to serve on the DOBIA Board of Management.

DOBIA
The Downtown Orillia Business Improvement Area Board of Management.

Executive Committee
The committee established by the Board to provide leadership and oversight between regular meetings in accordance with its approved Terms of Reference. The Executive Committee shall exercise only those powers expressly delegated by the Board.

Executive Director
The employee appointed by the Board who is responsible for the day-to-day administration and implementation of Board policies and strategic direction.

Fiscal Year
The financial reporting period from January 1 to December 31.

Governance
The processes by which the Board provides leadership, establishes strategic direction, makes policy decisions, and oversees organizational performance.

Governance Manual
The official governance framework adopted by the Board that establishes its governance principles, roles, responsibilities, policies and oversight practices.

Member
An owner or tenant of property within the boundaries of the Downtown Orillia Business Improvement Area (DOBIA) who is required to pay the special charge (BIA levy) imposed under the *Municipal Act, 2001*. Membership is established by legislation and is not voluntary.

Officer
A Director elected to serve as Chair, Vice-Chair, Treasurer, or Secretary.

Policy
A formally adopted statement of principle or direction established by the Board to guide governance, decision-making and organizational oversight.

Procedural By-law
The by-law governing the conduct and procedures of Board, committee and membership meetings.

Resolution
A formal decision of the Board adopted by a majority vote or other voting threshold required by the Procedural By-law or applicable legislation.

Strategic Governance
The Board's responsibility to establish organizational vision, strategic direction, policies and oversight while delegating the day-to-day administration of the organization to the Executive Director.

Strategic Plan
The Board-approved document establishing the organization's long-term priorities, goals, and objectives.

Appendix B – Governance Document Hierarchy

The Board maintains several governance documents, each serving a distinct purpose.

Document	Primary Purpose
Federal and Provincial Legislation	Establishes the legal authority and responsibilities of the Board.
City of Orillia By-laws	Establish the Downtown Orillia Business Improvement Area and govern its relationship with the municipality.
Procedural By-law	Governs Board and membership meeting procedures.
Governance Manual	Establishes governance principles, Board responsibilities, and ethical standards.
Financial Policies & Procedures Manual	Establishes financial controls and administrative financial procedures.
Board Policies	Provides governance direction on specific subjects.
Committee Terms of Reference	Defines committee mandates, responsibilities, and reporting relationships.
Administrative Procedures	Establishes operational processes implemented by staff.

Where a conflict exists, documents shall be interpreted in the following order of precedence:

1. Applicable legislation
2. City of Orillia by-laws
3. Procedural By-law
4. Governance Manual
5. Board-approved policies, including the Financial Manual
6. Committee Terms of Reference
7. Administrative procedures

Where two Board-approved policies address the same subject, the more specific policy governs that subject unless the Board has expressly stated otherwise.

Appendix C – Governance Principles

The Board is committed to the following principles of good governance:

Accountability
The Board is accountable to its membership, the City of Orillia, and the public for the responsible stewardship of public resources.

Transparency
Board decisions shall be made openly whenever permitted by legislation and communicated in a timely and appropriate manner.

Integrity
Directors shall conduct themselves honestly, ethically, and in the best interests of DOBIA.

Strategic Leadership
The Board establishes organizational vision, strategic priorities, and long-term direction while delegating day-to-day administration to the Executive Director.

Financial Stewardship
The Board safeguards the organization's financial resources through sound oversight, responsible decision-making, and effective internal controls.

Respect
Board members shall foster respectful relationships with one another, staff, members, municipal partners, volunteers, and the public.

Collaboration
The Board recognizes that strong partnerships with members, the City of Orillia, community organizations, and other stakeholders contribute to a vibrant downtown.

Continuous Improvement
The Board is committed to reviewing its governance practices, policies, and performance to ensure they remain effective and reflect current best practices.

The Board makes informed decisions using accurate information, sound financial analysis, strategic priorities and community input.

Appendix D – Governance vs. Administration

This one-page table helps future Boards avoid one of the most common governance challenges—directors becoming involved in operational matters.

Board Governs	Executive Director Administers
Sets strategic direction	Implements Board direction
Approves budgets	Manages approved budget
Establishes policy	Develops procedures
Oversees organizational performance	Supervises staff and operations
Hires, evaluates, and supports the Executive Director	Supervises employees and contractors
Approves major initiatives	Executes projects and programs
Monitors financial performance	Manages day-to-day financial administration
Represents the interests of the membership	Delivers services to members