



Responsibilities of the Board of Directors

- **Vision** – envisioning the future and developing a mission that will be flexible and responsive to future challenges and opportunities
- **Direction** – setting goals (Board=ends Staff=means)
- **Resources** – ensure resources are adequate to achieve desired results
- **Monitoring** – review relationship between resources and vision/direction, ensuring the organizational vehicle is well-maintained and progressing, within legal limits, towards its destination
- **Accountability** – ensuring efficient use of resources and reporting to stakeholders

Duties of the Board

- Review and clarify the mission and objectives of the organization
- Ensure resources are adequate
- Adopt an annual budget
- Adopt policies
- Approve annual audited financial statements
- Approve major expenditures and commitments (see financial policy)
- Select, support and review the performance of the Executive Director
- Ensure that all business is conducted in a transparent, legal and ethical manner

Duties of Directors

- Prepare for, attend and participate in meetings (see Board of Directors Policy)
- Work as a team member and support board decisions
- Participate in the recruitment of new Board members
- Be an active, engaged member of the Board and of the community, aware of activities and trends that are of relevance to the Downtown and the organization

Role and Responsibilities of the Chair

- As Chair of the Board, assure that the board fulfills its governance responsibilities
- Be a partner to the Executive Director, helping to achieve mission
- Chair board meetings, develop agendas in conjunction with Executive Director
- Serve as an alternate spokesperson
- Other assignments as the Chair and Executive Director agree are appropriate and desirable
- In the Chair's absence, the Vice- Chair will chair meetings and fulfill other roles as the Chair and Executive Director agree are appropriate and desirable



There are no other specific duties required of other individual board members (or Executive Committee) except where the Board agrees is appropriate and desirable.

There are no standing committees. Ad hoc committees may be established from time to time for a specific function.

Code of Conduct

To encourage a spirit of collective decision-making, shared objectives and shared ownership and respect for Board decisions, Board members and staff will at all times conduct themselves in a manner that:

- Supports the DBA's objectives
- Serves the best overall interests of the Downtown, rather than a particular constituency
- Brings credibility and goodwill to the DBA
- Demonstrates respect for individuals and gives fair consideration to diverse and opposing viewpoints
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of the DBA
- Demonstrates good faith, prudent judgment, honesty, transparency and openness in their activities on behalf of the DBA
- Ensures that financial affairs are conducted in a responsible and transparent manner with due regard for the Board's fiduciary responsibilities
- Avoids real or perceived conflicts of interest
- Conforms with the bylaws and policies
- Publicly demonstrates acceptance, respect and support for decisions
- Respects the confidentiality of information and the principles of FOIP/PIPA
- Refrains from speaking on behalf of the organization, unless authorized to do so

Board of Directors Policy

Membership

1. The Board may consist of up to eleven (11) members, who shall be appointed by resolution of Council. The members shall consist of:
 - One (1) member of Council; and
 - Up to ten (10) members who have been nominated by one or more taxpayers. ("Taxpayer" means a person who operates a business and is liable to pay BRZ taxes in respect of that business.)
2. At no time shall the Board consist of less than six (6) members.



3. At no time shall there be more than one (1) Board member who does not either own property or operate or be employed by a business located within the BRZ.
4. Should a vacancy on the Board occur between the Annual General Meeting and the June Board meeting, such vacancy may be filled by a nomination that is approved by a resolution of the Board and subsequently appointed by resolution of Council. The term would be for the unexpired period remaining of the vacated position (see Terms 4).
5. Should a vacancy on the Board occur after the June Board meeting, the seat(s) will not be filled until the election of new board members and Annual General Meeting (see Annual General Meeting 2).
6. Written nominations must be submitted by all candidates. If approved by a majority of the Board prior to meeting, potential candidates may be invited to attend a Board meeting.
7. A member ceases to be a member of the Board, when that member fails to attend three (3) consecutive regular meetings of the Board, unless absence is caused through illness or is authorized by resolution of the Board.

Terms

1. Unless otherwise provided for by Council resolution, board members shall be appointed for three (3) year terms commencing January 1 of any given year.
2. The Council representative shall be appointed annually at Council's organizational meeting for a one (1) year term.
3. Any member may resign from the Board at any time upon sending written notice to Council to that effect.
4. Where a member ceases to be a member of the Board before the expiration of the designated term, Council may appoint another eligible person for the unexpired portion of the term.

Meetings

1. Regular meetings are held the fourth Wednesday of each month. There will be no meetings scheduled in July and August unless requested by a majority of members.
2. The first meeting shall be held in January of each year for the appointment of officers of the Board.
3. Only members of the Board have the right to attend board meetings (Roberts Rules), except the Mayor and City Manager (*) and any guest or presenter if approved by a majority of the Board prior to the meeting. The City of Red Deer's Greater Downtown Coordinator may attend Board meetings as a resource and liaison and is not considered a voting member.
4. A majority of members constitutes a quorum.



Officers and Executive Committee

1. A Chair, Vice-Chair and Treasurer shall be selected from the members of the Board.
2. The Executive Committee shall consist of the Chair, Vice-Chair, Treasurer and two Directors selected from members of the Board (currently under review with City of Red Deer for bylaw amendment due to DBA Board's request to reduce Executive to Chair, Vice Chair and Treasurer to align with current practice)
3. The Executive shall meet as deemed necessary.
4. The Board may appoint committees of its members, or from Taxpayers and/or citizens-at-large to deal with any matter or question referred to it for consideration and where appropriate, upon completion of the assignment, shall be dissolved.

Annual General Meeting

1. The AGM shall not be held later than December 31st in each year.
2. The agenda of the AGM shall include:
 - Approval and adoption of the previous year's AGM Minutes;
 - Financial Report – the Audited Financial Statements of the previous year;
 - Appointment of Auditors for the upcoming fiscal year
 - Introduction of new board members.