**Town of Greater Napanee**

**Market Square Advisory Committee Terms of Reference**

**1. Reporting Structure**

In accordance with the Town of Greater Napanee’s Procedural By-law, the Market Square Advisory Committee is an advisory committee authorized by Town Council. The Committee has been established by Town Council in accordance with these Terms of Reference. The Committee shall report to Town Council through Community and Corporate Services. Actions discussed by the Committee are not final until approved by Town Council unless delegated authority is granted by Council.

**2. Mandate**

To advise Town Council and staff on all matters regarding the market square in the Town of Greater Napanee. At the beginning of each calendar year the committee will receive a Mandate Letter from the Mayor, on behalf of Town Council, that specifies the areas in which Council is seeking advice.

The Town’s Strategic Plan is attached to these Terms of Reference.

**3. Objectives**

To ensure that the market square is appropriately represented in Town plans, policy initiatives, infrastructure projects, and budgets, wherever and whenever possible. This undertaking has as its purpose, the development of the Town of Greater Napanee as a vibrant, unique, and diverse centre for the arts.

**4. Composition**

Town Council shall appoint a member of Council who shall act as Chair of the Committee.

The Market Square Advisory Committee shall have a minimum of two (2) members of the public appointed and may be composed of:

* Up to three (3) members from the general public;
* A representative from the agricultural community;
* A representative of the downtown business operators; and/or
* A representative of the downtown property owners.

All Citizen committee members shall be selected by Town Council. If a committee member is unable to complete the term as set out in the “Term” section below, a new Citizen committee member will be selected by Town Council.

**5. Term**

Town Council and citizen members shall be appointed for a term that coincides with the term of Council, expiring on November 14 of the year in which a municipal election is held unless provided by a resolution of Town Council. The term of the committee shall end if Town Council enters a “lame-duck” period prior to a municipal election.

A member may resign from the Committee at any time by advising of this intention in writing to the Chair of the Committee.

A Committee member may be re-appointed by Town Council for an additional term(s).

Any member who is absent for three (3) consecutive Committee meetings without explanation will be removed from the Committee.

**6. Frequency of Meetings**

Committee meetings shall be scheduled bi-monthly or may be scheduled at the call of the Chair with a five (5) business day notice. Meetings called in this manner will be posted on the appropriate Town social media page(s).

All meetings shall be open to the public in accordance with the Town of Greater Napanee’s Procedural By-law and the Municipal Act. However, it is understood that Committee meetings will not be livestreamed or recorded beyond the official meeting minutes, which are a public document. A meeting of the Committee may only be closed to the public, if the subject matter being considered meets the criteria established in Section 239 of the Municipal Act.

The following are currently included as subject matters in Section 239 that may be discussed during a closed meeting:

1. The security of the property of the Town;
2. Personal matters about an identifiable individual, including Town employees;
3. A proposed or pending acquisition or disposal of land by the Town;
4. Labour relations or employee negotiations;
5. Litigations or potential litigation, including matters before administrative tribunals affecting the Town;
6. Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
7. A matter in respect of which the Committee or Council may hold a closed meeting under another Act;
8. Information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
9. A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
10. A trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value; or
11. A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.

**7. Selection of the Chair**

The Chair shall be the Council member appointed by Town Council. If, on occasion, the Chair is not available for a meeting they may delegate to one of the Citizen Committee Members.

**8. Role of the Chair**

The Chair shall preside over the meetings of the Committee and assist the Committee in reaching consensus. The Chair shall focus the Committee on the annual Mandate Letter provided by Town Council and shall provide guidance in adhering to those parts of the Town’s Strategic Plan that are relevant to the annual Mandate Letter of the Committee.

**9. Role and Responsibility of Committee Members**

Committee members shall:

1. Attend and actively participate in all meetings;
2. Work with other members to attempt to reach consensus on decisions before the Committee; and
3. Adhere to these Terms of Reference, the annual Mandate Letter, the Town’s Strategic Plan. the Town’s Procedural By-law, Purchasing Bylaw, the Code of Conduct and any other by-laws, policies or procedures that apply to Committee members.

**10. Rules Governing the proceedings of the Committee**

The business of advisory committees shall be conducted in accordance with the Town’s Procedural By-law.

**11. Quorum**

In accordance with the Towns Procedural By-law, a quorum shall be a majority of the Committee members. If the quorum for a Committee is not present within thirty (30) minutes of the time appointed for the meeting, the Town Staff Representative shall record the names present and the meeting shall stand adjourned until the next scheduled meeting.

**12. Voting**

In accordance with the Town’s Procedural By-law, when an issue arises, the Committee will attempt to reach a consensus on how the Committee should resolve the issue. A question before the Committee will be put to a vote and each Committee member will be entitled to one vote. A motion shall be deemed to be carried when a majority of the members present, and voting have expressed agreement with the question. Consequently, on a tie vote, the motion is lost.

**13. Resources**

**Primary Staff**

The staff resources for the Committee shall be provided by the Community and Corporate Services department. A staff member shall act as the recording secretary for the Committee. The staff member works with the Committee to co-ordinate the proceedings of the Committee, including the taking of minutes, the distribution of minutes and agendas and the general administrative coordination of meetings.

The staff member will liaise with the Chair and staff member of the Town’s other Committees-of-Council to ensure consistency with municipal projects and initiatives of Town Council.

**Advisory Staff**

Staff shall provide advisory support to the Committee, including background information, resources and advice to Committee members to assist them in their role.

From time to time, the Committee may request the advice or participation (non-voting) of individuals or organizations/Town Committees with a particular area of expertise. The staff member will coordinate, through consultation with the Chair, the request made by the Committee.

**14. Application of Code of Conduct**

The Committee shall always follow the policies and procedures set out in the Town of Greater Napanee’s Code of Conduct policies including, but not limited to, the Code of Conduct for Members of Council and Local Boards.

**15. Budget**

The Committee is authorized to expend funds within its budget allocation approved by Town Council, where such expenditure is in accordance with the Town of Greater Napanee’s Purchasing By-law. The Committee must authorize any expenditures through a majority vote and such approval of an expenditure and the name of the individual and/or company receiving payment shall be recorded in the minutes of the meeting.

The Committee at no time may exceed its annual budget without formal application to, and authorization by Town Council. Neither the Committee nor any member thereof shall pledge the credit of the Town in any matter whatsoever.

**16. Other**

From time to time, members of the [NAME] Advisory Committee may be requested to assist or offer advice regarding other Town projects. Committee members must keep in mind that while the committee on which they serve has specific goals and objectives, the Committee’s function is advisory in nature and the final decision on recommendations made by the Committee rests with Town Council. Council’s responsibility is to the broad public good and as such Council must consider other matters not considered by the Committee when making its final decision on the matter.

**17. Review**

In the year preceding a municipal election, the Committee shall review its Terms of Reference and activities undertaken through the past term, and shall make recommendations to the incoming Council with respect to effective operations of the Committee.