

## Policy Title: Board Structure Bylaws

### **COMPOSITION OF BOARD MEMBERS**

The Georgina Public Library Board (hereafter referred to as the Board), as per Part I Sections 9 and 10 of the Public Libraries Act R.S.O. 1990, Chapter P.44 (hereinafter referred to as “the Act”) will be composed of at least five members appointed by the municipal council. The maximum number of municipal council members appointed to the Board will be one less than a majority of the Board.

### **TERM OF OFFICE**

As per Section 10(3) of the Act, a Board member will hold office for a term concurrent with the term of the appointing municipal council, or until a successor is appointed, and may be reappointed for one or more further terms.

### **RESIGNATION**

A Board member who must resign before the end of a term of office will inform the Board Chairman, CEO and Town Committee Secretary and the Board in writing, specifying the effective date of resignation.

### **VACANCIES**

Where a vacancy arises in the Board membership, and the Board requests it, the appointing municipal council will promptly appoint a person to fill the vacancy and hold office for the unexpired term except where the unexpired term is less than forty-five days. Municipal council may accept the recommendation of the Board as to a suitable candidate.

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**DUTIES AND RESPONSIBILITIES**

**DUTIES AND RESPONSIBILITIES OF THE BOARD**

- 1) Strive to provide a comprehensive and efficient public library service that reflects the community's unique needs (from PL Act)
- 2) Attend and participate in all regular and special Board meetings
- 3) Employ a qualified and competent Chief Executive Officer (CEO)
- 4) Working with the Town's HR, the CEO and Town CAO, review and approve as appropriate collective bargaining agreements as required
- 5) Act as the final decision-maker for any grievances that have not been satisfactorily resolved through the CEO, the Town's HR Department and the CAO
- 6) In consultation with the rest of the Board, the CEO, and the public, conduct a Strategic Plan review and formulate a new Strategic Plan every 5 years
- 7) Determine and adopt written policies to govern the operation and services of the Library
- 8) Determine the Library's purposes and secure adequate funds to carry on the Library's services
- 9) Assist in the preparation of the annual budget; officially adopt budget; prepare a budget presentation to municipal council; and attend municipal council and committee meetings to present the budget as required
- 10) Regularly evaluate the Library's performance, considering budget with relation to service rendered, library use, personnel, and public relations
- 11) Explore and determine methods of increasing the Library's revenues
- 12) Know the Library's services and needs in relation to the community and be aware of standards and library trends
- 13) In alignment with the communications efforts of the Town, support and participate in a planned public relations program
- 14) Be aware of local and provincial laws affecting libraries
- 15) Ensure complete and accurate records are kept by the Library
- 16) As approved and budgeted for, attend provincial and national trustee meetings and workshops and affiliate with appropriate professional organizations
- 17) Through a Year in Review document report annually to the municipal council and general public on the operations of the library system
- 18) Make an annual report to the Minister, and make any other reports or provide any other information required by the PL Act and Regulations, or requested by the Minister from time to time
- 19) Ensure a full audit, pursuant to the requirements of the Act, and in accordance with municipal policies and procedures is conducted every year, that the

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results of said audit are published and presented to the Board, and upon receipt and approval of the Board, be provided to the Town and Municipal Council for inclusion in the consolidated financial reports of the Town

**DUTIES AND RESPONSIBILITIES OF THE BOARD CHAIRMAN**

- 1) The role of the Board Chairman is to ensure the proper functioning of the Board and the proper conduct of Board business, in accordance with the Act and the municipality's prescribed rules of procedure and any amendments duly adopted by the Board
- 2) Will be elected at the first meeting of a newly appointed Board term, and will remain in that capacity until the completion of the term or upon death, infirmity or resignation
- 3) Presides at regular and special Board meetings
- 4) Conducts Board meetings in accordance with the Act and other relevant legislation, and within the rules of procedure adopted by the Board
- 5) In the absence of specific authority, will not commit the Board to any course of action
- 6) Serves as ex-officio member of all Board committees
- 7) Acts as one of the authorized signing officers for all appropriate documents pertaining to Board business
- 8) Represents the Board, alone or with other Board members, at any public or private meetings for the purpose of conducting, promoting, or completing Board business
- 9) Determines committees' responsibilities and establishes committee membership
- 10) Ensures that vacancies on Board committees are filled expeditiously
- 11) If, for any reason, the Chairman is temporarily unable to perform these functions, the Chairman shall advise the Vice-Chairman, the CEO and the Town Committee Secretary

**DUTIES AND RESPONSIBILITIES OF THE BOARD VICE-CHAIRMAN**

- 1) In the absence of the Chairman, will be vested with all the powers and will perform all the duties of the Chairman
- 2) Will be elected at the first meeting of a newly appointed Board term, and will remain in that capacity until the completion of the term or upon death, infirmity or resignation
- 3) Will possess, and may exercise, such other powers and duties as may, from time to time, be assigned by the Board
- 4) Acts as one of the authorized signing officers for all documents pertaining to

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Board business

**DUTIES AND RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER (CEO)**

- 1) Has full responsibility for administering the Library within the framework of provincial laws and regulations, and the policies, budgets, and goals set by the Board
- 2) Is legally responsible to the Board
- 3) Advises and recommends to the Board plans, policies and procedures to ensure the goals and objectives meet the needs of the community for Library facilities and services
- 4) Plans, organizes, directs, and evaluates Library programs and services and allocates resources to ensure the effective and efficient operation of the Library system
- 5) Administers Library policies, as adopted by the Board, develops procedures for implementing policies, and communicates policies and directives as required
- 6) Directs the Library's personnel function; establishes and maintains personnel practices; is responsible for hiring, training, development, performance appraisal, job evaluation, salary administration, discipline, and dismissal of staff at all levels. These activities will be conducted and align with established Town HR policies and procedures
- 7) Ensures that the Board's practices and policies are in accordance with human rights legislation and other relevant legislation, including the Municipal Act, the Labour Relations Act and the Employment Standards Act
- 8) In co-operation with the Town's HR function, handles all grievances and keeps the Board informed as to their status and disposition
- 9) Recommends compensation levels and salary administration policies to the Board; negotiates working conditions for staff in alignment with the collective bargaining agreement in force at the time, and the municipality's governing policies and procedures
- 10) Works with the Town Treasurer in the performance of the duties of Treasurer to the Board in accordance with the Act; serves as one of the authorized signing officers; directs the financial administration of the Library to ensure cost effectiveness of the Library's services and operations
- 11) Ensures that records concerning financing, personnel, inventory and insurance are accurate and complete
- 12) Controls the operation and maintenance of the Library's buildings and capital equipment
- 13) Prepares the preliminary annual budget in conjunction with the Board, Municipal Council, and the Town's Treasury and Administration Departments based upon present and anticipated needs; participates in the budget

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presentation to municipal council, supplying facts and figures, analysis, and comment as required

- 14) Administers the Library's annual operating and capital budgets and ensures the Town's Treasury Department provides the Board with monthly statements and other financial reports and analyses as required
- 15) Has full oversight for selecting and ordering all books and other library materials and services, and planning and delivering all services offered by the system
- 16) Makes applications for, and administers, special grants
- 17) Works with the Town Committee Secretary in the performance of the duties of Secretary to the Board in accordance with the Act; provides background information to the Board and ensures the Board is well informed; prepares and issues meeting agendas, minutes, and correspondence; prepares monthly and other reports; prepares and forwards required statistical reports to the provincial government
- 18) Reports at each Board meeting and attends at all times, except when own performance or salary is to be discussed
- 19) Develops and maintains effective working relationships with Town of Georgina administration, Ministry of Tourism and Culture, and other relevant local and provincial agencies
- 20) Establishes and maintains contact with other library systems, professional associations, and community organizations
- 21) Actively participates in professional committees and represents the Library at workshops, seminars, and conferences
- 22) Is responsible for ensuring customer service is maintained at a level that meets or exceeds the Library's customer's expectations
- 23) Maintains an active program of public relations
- 24) Is aware of local and provincial trends/issues affecting libraries
- 25) Assists the Board to understand evolving community needs and to carry out formal assessment when required
- 26) Performs other related duties as required

### **BOARD COMMITTEES**

- 1) The Board may appoint members to the following standing Board committees at its discretion:
  - Art
  - Friends of the Library Liaison
  - Finance
  - Fundraising

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- 2) The Chairman is an ex-officio member of all committees
- 3) Committee meetings are called by the committee chairman or by a majority of committee members. Reasonable notice should be given to each committee member, specifying the meeting's purpose
- 4) Minutes of committee meetings will be approved at the next regular Board meeting and recommendations ratified by the Board
- 5) Committees will operate within the guidelines established and approved by the Board. The guidelines may be amended on a 2/3 majority vote by the Board
- 6) Ad hoc committees may be appointed, by motion at any Board meeting, to deal with special matters assigned by the Board. An ad hoc committee may have any number of members and the Board will name a chairman for each committee. Such committees report to the Board and will be dissolved immediately upon making their final report to the Board
- 7) For the purposes of continuity on the SOLS Trustee Council #5, the Board appointee will be chosen with the understanding that the appointee will serve for at least two (2) years

**AGENDAS**

- 1) The Chairman and CEO will be responsible for the preparation of the agenda in conjunction with the Town of Georgina Committee Secretary. Any Board member wishing to place an item on the agenda may do so by making a request to the CEO at least ten (10) working days prior to the next Board meeting. The Secretary will make available for members the agenda and minutes of the last meeting(s) at least seven (7) days in advance of the next meeting.
- 2) The business of the Board will be placed on the agenda in the following order:
  - Call to Order
  - Roll Call
  - Introduction of addendum items and deputations
  - Approval of the agenda
  - Announcements
  - Declarations of pecuniary interest
  - Adoption of the minutes
  - Delegations/Speakers
  - Presentations
  - Consideration of Reports on the Agenda: includes policy review, statistics, branch/service reports, financial report
  - Communications: include Friends of Library reports, SOLS report
  - Other Business
  - Closed Session, If Required
  - Time and date of next meeting
  - Motion to adjourn

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**MEETINGS AND CONDUCT OF MEETINGS**

**INAUGURAL MEETING OF THE BOARD**

The CEO shall call the first meeting of the newly-appointed Board called as soon as practical upon receipt of the appointments from the Town Clerk. The CEO will preside and conduct the elections for the positions of Chairman and Vice-Chairman, in accordance with Meeting Procedures: Parliamentary Law and Rules of Order for the 21<sup>st</sup> Century by James Lochrie (Scarecrow Press, 2003) and the Municipal Act of Ontario. Once these elections have been completed, the newly elected Chair will assume the chair.

**REGULAR MEETINGS**

Regular meetings will be held on the third Thursday of each month or at such other time as is decided at a previous meeting by a majority of members present. A minimum of 10 meetings per year is stipulated by the Public Libraries Act. The Secretary to the Board will publish a list of the regularly scheduled meetings for the year as soon as possible and distribute them to the members of the Board and ensure that the list is published on the Library website.

Any member unable to attend a Board meeting will inform the Chairman, CEO and Secretary at least three hours prior to the meeting. Members of the Board who require a “leave of absence” should request the same, in writing to the Board. The Board is not obligated to acquiesce to all such requests; they will be handled as they arise with the Board making a decision that is in keeping with the best interests of the Library.

Failure to attend three consecutive regular Board meetings may be followed by a request for the member’s resignation, except in mitigating circumstances.

**SPECIAL MEETINGS**

The Chairman or two-thirds of the Board members may call a special Board meeting. Each member must be given reasonable notice in writing or by e-mail, specifying the purpose for which the meeting is called and which will be the sole business transacted at that meeting. The CEO and Town Committee Secretary will ensure notification of any special meeting is published on the Library’s and Town’s websites as appropriate.

**OPEN AND IN-CAMERA MEETINGS**

Board meetings are open to the public. By a simple majority vote, the Board may hold in-camera meetings but only to discuss personnel, litigation, and property acquisition matters, or any other matter for which premature disclosure may adversely affect the Board’s position or that is mandated by Provincial law or regulation.

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**ORDER OF PROCEEDINGS**

- 1) The Board meeting will be called to order as soon after the hour fixed for a meeting as a quorum is present. A quorum is necessary for the transaction of Board business at a meeting. A quorum will consist of the presence of one half of the number of Board members rounded up to the next whole number
- 2) Where a quorum is not present within sixty (60) minutes after the hour fixed for a meeting, the recording secretary will record the names of the Board members present and the meeting will stand adjourned until a new meeting is called by the Chair, the next regularly scheduled meeting, or until a special meeting is called
- 3) In the absence of the Chairman, or if his/her office is vacant, or if he/she refuses to or is unable to act, the Vice-Chairman will preside and will have all the powers and responsibilities of the Chairman. In the absence of both the Chairman and the Vice-Chairman, an acting chairman will be elected, for the current meeting only, by the members present at the meeting at which both the Chairman and the Vice-Chairman are absent. This acting chairman will have all the powers and duties of the Chairman
- 4) The routine order of business for regular Board meetings will be based on the written agenda. All business will be taken up in the routine order in which it stands, unless decided by agreement of a majority of members present

**CONDUCT OF PROCEEDINGS**

It shall be the Chairman's duty to:

- 1) Open Board meetings by taking the chair and calling the meeting to order
- 2) Announce the business before the Board, in accordance with the agenda
- 3) Request members to declare any conflict of interest, as defined in the Municipal Conflict of Interest Act, R.S.O. 1990, c.M.50
- 4) Put to a vote all motions which are moved and seconded in the course of proceedings and to announce the results
- 5) Decline to put to a vote motions which infringe upon the rules of procedure
- 6) Restrain the members, when engaged in debate, within the rules of debate
- 7) Exclude any person from a meeting for improper conduct
- 8) Enforce, on all occasions, the observance of order and decorum among the members
- 9) Authenticate, by signature, when necessary, all by-laws, resolutions, correspondence, and minutes of the Board
- 10) Inform the Board, when necessary or when referred to for the purpose, on a point of order or usage
- 11) Represent and support the Board, declaring its will, and implicitly obeying its



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decisions in all things

- 12) Receive all messages and communications and announce them to the Board
- 13) Appoint members to committees
- 14) Ensure that the Board's decisions are in conformity with the laws and procedures governing the Board's activities

No member will:

- 1) Disturb another member or the Board itself, by any disorderly deportment
- 2) Resist the Board's rules, or disobey the decision of the Chairman or Board on questions of order or practice or upon the interpretations of the Board's rules of order
- 3) Speak until he/she has addressed himself/ herself to the Chairman
- 4) Return to the Board meeting after being ejected by the Chairman for improper conduct, without making an apology and without the consent of the Board expressed by a majority vote of the members present, determined without debate

**RULES OF DEBATE**

In directing the course of debate, the Chairman will:

- 1) Preserve order and decide questions of order
- 2) Designate the member who has the floor when two or more members wish to speak
- 3) State all motions presented verbally or require the recording secretary to read the motion before permitting debate on the question
- 4) Put the question to a vote when all members wishing to speak to it have spoken once or when further debate will not serve to advance the business before the Board

In addressing the Board, no member will:

- 1) Speak beside the question in debate
- 2) Reflect upon any prior determination of the Board, except to conclude such remarks with a motion to rescind such determination
- 3) Interrupt the member who has the floor, except to raise a point of order
- 4) Speak more than once to the same question except upon the consideration of a report referred by a committee to the Board for a decision or in explanation of a statement which may have been interpreted incorrectly or with permission of the Chair, after all other members so desiring have spoken

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- 5) Any member may require the question or motion under discussion to be read at any time during debate, but not so as to interrupt a member who is speaking
- 6) Every member present, when a question is put, will vote thereon, unless he/she has declared a conflict of interest; a member who refuses to vote will be deemed to vote in the affirmative

**MOTIONS**

- 1) A motion must be seconded before it can be debated or put to vote or be recorded in the minutes. After a motion has been properly moved and seconded, it can only be withdrawn by resolution approved by the Board. A motion properly before the Board must receive disposition before any other motion can be received, except a motion to amend, adjourn, extend hour of proceedings, or on a matter of privilege
- 2) Only one motion to amend the main motion will be allowed. A motion to adjourn is not debatable, cannot be amended, and, if resolved in the negative, cannot be made again until after some intermediate proceeding will have been completed by the Board
- 3) A motion for reconsideration of a question which has been decided upon but not acted upon may be made at any time by a member who voted on the question with the majority and, until the motion for reconsideration has received disposition, no further discussion of the question will be allowed
- 4) A motion containing different proposals may be divided, with Board agreement

**VOTING ON MOTIONS**

- 1) The Chairman may vote with the other members upon all questions. The Chairman will cast his/her vote after all members have voted
- 2) Any question on which there is an equality of votes, for and against, will be deemed to be a negative vote
- 3) Only committee members may move and second motions and vote in committee meetings. All Board members may participate in discussion of matters before a committee
- 4) A separate vote will be taken upon each proposal contained in a question divided with Board approval
- 5) Voting will normally be by a show of hands; however, upon the request of a member who was present when the question was stated, a recorded vote will be taken

**CONFLICT OF INTEREST**

Pursuant to Section 5 of the Municipal Conflict of Interest Act, R.S.O. 1990, c.M.50, where a member, either on his /her own behalf or while acting for, by, with, or through another, has any pecuniary interest, directly or indirectly, in any matter and is present at a Board at which the matter is the subject of consideration, he/she will:

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- 1) Disclose his/her interest and the general nature thereof, prior to any consideration of the matter at the meeting.
- 2) Not take part in the discussion of, or vote on, any question in respect of the matter.
- 3) Not attempt, in any way, before, during or after the meeting, to influence voting on any such matter.

**FINANCIAL STATEMENTS**

A copy of the monthly financial statements will be provided by the Town Treasurer.

**BOARD AND STAFF INTERACTION**

Board members may not discuss with Library staff, other than the CEO or Designate any suggestions or concerns about Library personnel and/or services.

Library matters which may necessitate changes in policy must first be discussed by the Board in consultation with the CEO and are subject to Board ratification. Library matters which need procedure changes should be discussed with the CEO who will implement any necessary changes. Implementation of policies and/or procedures is the responsibility of the CEO.

**PUBLIC AND MEDIA RELATIONS**

Notwithstanding any pertinent legislation, the CEO and Board Chairman, or designates, are authorized to discuss or provide information to the public and the media under the following categories:

- 1) The provision of information to clarify or provide technical background to a Board decision
- 2) The provision of information regarding Library policies and procedures
- 3) The provision of information relative to normal operations
- 4) The provision of information regarding emergency measures or situations

Board members will not initiate discussion with the public or the media about the following:

- 1) Any matter that requires a decision of or information that should properly be brought before the Board, until such time as the Board has disposed of the matter. (A general rule of thumb is to consider confidential any matter that has not been before the Board.)

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- 2) Anything that would imply concern or criticism of any decision or action of the Board or Library staff.
- 3) Any personal attack or criticism of any Board member or Library staff member.
- 4) Any information that relates to any Library member/patron.

**EXPENSES**

**TRAVEL ALLOWANCE**

Board members who are required to travel out-of-town on Library business will be paid mileage in accordance with the travel allowance policy. Out-of-pocket expenses will be reimbursed upon submission of receipts. Board members travelling out-of-town will report to the Board, regarding the business conducted.

**CONFERENCES, CONVENTIONS, SEMINARS**

Attendance at conferences, conventions, or seminars by Board members will be pre-authorized by the Board. Mileage will be paid in accordance with the travel allowance policy.

Board members will receive all reasonable out-of-pocket expenses, including the following:

- 1) Hotel/motel accommodation - actual cost;
- 2) Parking - actual cost;
- 3) Registration - actual cost; and,
- 4) Meals - actual cost.

NOTE: Alcohol is not eligible for reimbursement

When a Board member is authorized to attend a conference, convention, or seminar, the CEO will have the authority to make advance payment to meet estimated expenses.

**SMOKING POLICY**

Smoking, including of e-cigarettes, is prohibited in all Town and Library facilities/vehicles.

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| <b>POLICY HISTORY:</b>    |                 |
| Initial Draft             | October 1, 2010 |
| Draft Presentation Review |                 |

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| Board Presentation: | October 21, 2010                           |
| Board Revision:     | June 19, 2014; Dec 18, 2014; February 2016 |