

## **Brockville Public Library**

Policy Type: By-Laws

Policy Number: By-Laws 1 through 23  
Terms of Reference

Policy Title: Board By-Laws

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**By-Law: 1 Statement of Authority**

The Brockville Public Library is established in accordance with the **Public Libraries Act, R.S.O. 1990, c. P.44** and is under the management and control of the Brockville Public Library Board which is a corporation operating under the authority of the **Act**.

The Brockville Public Library Board recognizes that the **Act** sets out procedures for the appointment of members of the Board, the qualifications of members, term of membership, disqualification of members, and vacancies on the Board.

Board motion number: 023 - 2014

Date: August 25, 2014

Signature of Chairperson \_\_\_\_\_

**By-Law: 2      Purpose of the Board**

The Brockville Public Library being one of the City's cultural and educational resources is available to the community as a whole, offers a wide range of informational and recreational materials to all customers. The library is both a repository of print and non-print materials and a point of access to resources held in libraries and institutions across the province, the country and world-wide.

The Board will establish all policies, rules and regulations for implementing the mission, vision and values of the library in an effort to:

1. Provide free and equal access to library service to every customer.
2. Provide attractive and efficient surroundings that encourage the use of the library facility and services.
3. Coordinate with other libraries to improve library service locally, regionally, provincially and nationally.
4. Provide the best service through the appointment of qualified and competent personnel.
5. Support and cooperate with other groups in the communities that provide cultural and educational programs.
6. Inform all residents of the City of the services offered by the library and the value of these services.
7. Proactively engage in strategic planning and community surveys to understand community needs and to provide customer-driven services.
8. Work with the City Council and others to reach the levels of funding that are necessary to realize the Library's objectives.
9. Provide a venue for cultural and educational activities.

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**By-Law: 3      Composition of the Board**

1. The Board consists of a minimum of five and a maximum of nine trustees appointed by the City Council. Only one of these positions is an appointed City Councillor. The appointed trustees will be the voting members of the Board.
2. Trustees are appointed under the authority of the Public Libraries Act and operate under the regulations of the Act.
3. A member of the Board will hold office for the term of City Council or until a successor is appointed. He/she may also be reappointed for more than one term.
4. Vacancies

Where a vacancy arises in the membership of a Board, the appointing Council will promptly appoint a person to fill the vacancy and to hold office for the unexpired term, except where the unexpired term is less than forty-five days. R.S.O. 1990, c. P.44, s. 12.

5. Notice of vacancies

The Brockville City Clerk will give public notice of vacancies on the Board by publishing a notice inviting open applications from residents of the City. R.S.O. 1990, c. P.44, s. 11 (1).

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**By-Law: 4      Qualifications of a Trustee**

To qualify as a trustee a person must be:

1.      at least eighteen years old,
2.      a Canadian citizen
3.      a resident of the City of Brockville for which the Board is established,
4.      not employed by the Board, the City or the County.

Other qualities of a Trustee:

1.      An interest in the community, in the library, and in the library's importance as an integral part of the community's cultural, recreational and educational facilities.
2.      A readiness to volunteer time and effort to carry out his/her duties.
3.      An awareness of the social and economic conditions of the community and its disparate groups.
4.      An ability to work well with other trustees, staff, and the public served by the library.
5.      An open mind, intellectual curiosity, and a respect for the opinions of others.
6.      The initiative and ability to establish policies for the successful operation of the library and inclusive service for all customers.
7.      The courage to plan creatively, to execute plans effectively and to embrace diversity.

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Signature of the Chairperson \_\_\_\_\_

**By-Law: 5      Disqualification of a Trustee**

A Board member's seat becomes vacant and the remaining members will forthwith declare the seat vacant if a member:

1. Is convicted of an indictable offence,
2. Becomes incapacitated,
3. Is absent from the meetings of the Board for three consecutive meetings without being authorized by a Board resolution,
4. Ceases to be qualified for membership under clause 19(1)(c) Library Act and/or as per By-Law: 4.
5. Forfeits his/her seat.

The Board will notify the appointing Council accordingly.

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Signature of the Chairperson \_\_\_\_\_

**By-Law: 6      Welcome and Orientation of Members to the Board**

The Chief Executive Officer (CEO) will ensure that all new Board members, before their first Board meeting, receive an introduction to the library, its facilities, staff and services.

Each Board member will receive the current Library Board Development Kit produced by Southern Ontario Library Service. Local information will be inserted into this kit including:

1. The library's by-laws and policy statements,
2. Guidelines for the position of Library trustee,
3. The Library's current budget,
4. The Library's latest audited financial statement,
5. The names, addresses and telephone numbers of other members,
6. A package of materials from the previous meeting (minutes, reports, etc.)

Each Board member will provide a police records check (CPIC) to the CEO. The fee will be reimbursed by the library.

Board members have an obligation to disclose to the Board Chair any circumstances that will prevent a clear CPIC.

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Date: August 25, 2014

Signature of the Chairperson \_\_\_\_\_

**By-Law: 7      Officers of the Board**

1. Chairperson

A Board will elect one of its members as a Chairperson at its first meeting in the new term, Public Library Act, Revised Statutes of Ontario, 1990, chapter P.44.

The function of the Chairperson is to act as an official representative of the library in a leadership role to the Board, ensuring that business is dealt with expeditiously.

(See Appendix A: Terms of Reference / Chairperson of the Board).

2. Vice-Chairperson

The Board will elect a Vice-Chairperson for the term concurrent with the Chairperson's term. Additional duties may be undertaken by the Vice-Chairperson at the Board's request.

The Vice-Chairperson may act as one of the signing officers.

(See Appendix B: Terms of Reference / Vice-Chairperson of the Board)

3. Treasurer

The Treasurer will be elected by the Board. The Treasurer will be responsible for reviewing the Board's financial statements on a monthly basis.

(See Appendix C: Terms of Reference / Treasurer of the Board)

4. Secretary

The Board will appoint a Secretary whose duties include keeping and transcribing the minutes of the Board meetings.

The CEO will be the recording secretary.

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Date: August 25, 2014

Signature of the Chairperson \_\_\_\_\_



**By-Law: 8      Chief Executive Officer**

1. The Chief Executive Officer (CEO) is not a voting member of the Board.
2. The CEO will serve as Secretary of the Board.
3. The Board will establish a job description, hours of work, salary and benefits for the CEO position.
4. The job description will clearly delegate authority and list the duties assigned to the position and establish the reporting relationships of the CEO.
5. The Board will conduct an annual evaluation of the performance of the CEO to aid in setting objectives for the next year.

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**By-Law: 9      Meetings**

The Chief Executive Officer (CEO) will call the inaugural meeting of the Board in each new term upon receipt of the confirmation of appointments from the City Clerk and a by-law from the City Council.

1. Regular Meetings

1. The Board will meet monthly for a minimum of 10 meetings per year.
2. A five (5) day notice stating the purpose of the meeting will be given to every member.
3. A meeting of the Board may be called by the Chairperson or any two members of the Board for a special meeting of the Board. Twenty-four hours (24) notice will be given to every member. No business other than that specified will be discussed.
4. A quorum will consist of 50% plus one voting member, being a majority. No vote is to be taken without a quorum. In the absence of a quorum, the meeting will be rescheduled.
5. The Chairperson, or in his/her absence the Vice Chairperson or another person appointed by the Board will preside at the meetings.
6. The CEO will be in attendance at all regular meetings. The CEO may be excluded at the request of the Board from meetings scheduled to discuss his/her performance or salary.
7. The agenda for each Board meeting will be prepared by the CEO in consultation with the Chairperson. A Board member will notify the Chairperson and CEO if they wish to include an item at least 10 days prior to the meeting.
8. All meetings will be open to the public. An exception will be made for issues of intimate financial or personnel matters requiring protection against the consequences of public disclosures.

2. Private Sessions

If the Board is of the opinion that private financial or personal details may be disclosed at a Board meeting a Private Session may be called.

1. When the Board determines that matters should be dealt with in the absence of the public or a staff member, a motion to move into a Private Session must be moved, seconded and approved by a majority vote.

2. During the Private Session the Secretary must keep records of the motions made and the directions given.
3. At the conclusion of the Private Session a motion must be moved, seconded and approved by a majority vote to return to the public meeting.
4. During the public meeting a motion to confirm any motions approved during the Private Session will be made.
5. Copies of records of a Private Session will be distributed at a subsequent Board meeting but will be returned to the Secretary. One copy must be kept in a confidential file. Additional copies will be destroyed immediately.

3. Electronic Meetings

1. Electronic meetings may be held via telephone, e-mail or other communication technologies provided all participants are able to communicate with each other simultaneously.
2. Persons so participating are deemed to be present at the meeting and are counted in the quorum.
3. Electronic meetings are an exception that the Board may use in an emergency.
4. Private session items will not be addressed at an electronic meeting.

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Signature of the Chairperson \_\_\_\_\_

**By-Law: 10      Board Responsibilities**

1. The Board governs the Library but does not manage the Library. The Board delegates authority to the CEO to manage the operations of the Library.
2. The Board bears responsibility for the Library and should, therefore, carry liability insurance for the staff and the public.
3. The Board reviews Library policies at least once during their term and approves changes as needed.
4. The Board hires and if necessary, dismisses the CEO.
5. The Board approves the budget.
6. The Board approves the salary scales and the rate of pay.
7. The Board approves submission of all reports requested or required by Municipal Council or the Government of Ontario.
8. The Board will welcome new Board members and provide a formal introduction to the internal organization of the Library.
9. The Board will establish, support and participate in planned public relations programs in conjunction with the CEO.
10. The Board will support the annual budget once it is approved for presentation to Council. The Board will attend Council meetings on budget day and be prepared to lobby for adequate funding for Library services.
11. The trustees will become familiar with the Public Libraries Act, 1990.
12. Trustees will attend Board meetings. Regular Board meeting attendance by all trustees is essential to the effective operation of the Library Board.
13. The Board will appoint a provincial trustee representative and he/she will attend Trustee Council meetings. The Board will ensure money is included in the budget for such expenses. (See Terms of Reference: Trustee Council Representative)
14. The Board will encourage and budget for trustee professional development as needs and opportunities arise.
15. The Board will evaluate its own performance on a regular basis.

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Signature of the Chairperson \_\_\_\_\_

**By-Law: 11      Order of Proceedings**

1. Meetings will be called to order as soon after the fixed hour as a quorum is present.

*According to the **Public Libraries Act** s 16(5) the presence of a majority of the board is necessary for the transaction of business at a meeting.*

2. As the Brockville Public Library Board is composed of nine members, five or more members will constitute a majority of the members of the board. No business of the Board will be transacted except at a meeting at which a majority of the board is present.
3. Where a quorum is not present within thirty minutes after the hour fixed for a meeting, the Secretary will record the names of the Board members present and the meeting will stand adjourned until the next meeting or until a special meeting is called.
4. The CEO will notify all members of the Board that the meeting is canceled when notified by a majority of Board members of their anticipated absence from a meeting.
5. In the absence of the Chairperson, the Vice-Chairperson will preside. In the absence of the Chairperson and the Vice-Chairperson another member appointed will assume the chair and preside.
6. The Recording Secretary will record the minutes of the meeting.

The order of business for all regular meetings of the Board will be as follows:

1. Call to Order
2. Introductory Remarks (information / announcements)
3. Approval of Agenda
4. Declaration of Conflict of Interest
5. Consent Agenda
6. For discussion/decision
7. For exploration
8. Items for next agenda (add as identified)
9. Private session
10. Meeting Evaluation
11. Adjournment – Next meeting

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Date: August 25, 2014

Signature of the Chairperson \_\_\_\_\_

**By-Law: 12      Conduct of Proceedings**

It will be the duty of the Chairperson to:                      Open meetings of the Board by calling the trustees to order.

1.      Announce the business before the Board in the order of which it is to be acted upon.
2.      Receive and submit, in the proper manner, all motions presented by the trustees of the Board.
3.      Put to vote all motions which are moved and seconded in the course of proceedings and to announce the results.
4.      Decline to put to vote motions which infringe upon the rules of procedure.
5.      Restrain the members, when engaged in debate, within the rules of order.
6.      Exclude any person from a meeting for improper conduct.
7.      Enforce the observance of order and decorum among the members.
8.      Authenticate, by signing, all by-laws, resolutions and minutes of the Board.
9.      Represent and support the Board, declaring its will, and implicitly obeying its decisions in all things.
10.     Receive all messages and communications and announce them to the Board.
11.     Appoint trustees to committees.
12.     Ensure that the decisions of the Board are in conformity with the laws and by-laws governing the activities of the Board.

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Signature of the Chairperson \_\_\_\_\_

**By-Law: 13 Deputations and Presentations**

1. Delegations or individuals wishing to make a presentation to the Board must notify the CEO by no later than 5:00pm, ten calendar days prior to the Board meeting and provide written information about the subject of the presentation.
2. The Board will be provided with a written summary of the presentation where applicable that will be made at the Board meeting. This information will be provided to the Board, by way of the CEO, no later than 5:00pm five calendar days prior to the Board meeting.
3. Delegations and presentations will be limited to ten (10) minutes of time. The Board may extend this time limit as it sees fit.
4. At the conclusion of the presentation, Board members may ask questions for information or clarification purposes only. There will be no presumption on the part of the presenters that a discussion or debate will take place or that the Board will make a decision at that time or at any other meeting of the Board. The Board may opt to receive the information provided for information purposes only.
5. Any motions arising from the presentation must be made at the appropriate time in the agenda or at a future meeting of the Board.
6. The Board reserves the right to limit the number of delegations presenting at any given meeting and the number of delegations on any given topic.

Board motion number: 023 - 2014

Date of review: August 25, 2014

Signature of the Chairperson \_\_\_\_\_



**By-Law: 14      Rules of Debate**

In directing the course of debate, the Chairperson 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 or require the Secretary to read the motion before permitting debate on the question.
4. Put the question to 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 off-topic to 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, in explanation of a statement that has been incorrectly interpreted or with permission of the Board after all other members so desiring have spoken.

Any member may require the question or motion under discussion to be read at any time during the debate.

Every member present, when a question is put, will vote unless a member has declared a conflict of interest. A member who refuses to vote will be deemed to vote in the affirmative.

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Date: August 25, 2014

Signature of the Chairperson \_\_\_\_\_

**By-Law: 15      Motions**

1. A motion must be seconded before it can be debated, put to vote, or recorded in the minutes.
2. After a motion has been properly moved and seconded, it can only be withdrawn by a resolution approved by the Board.
3. A motion, properly presented before the Board, must receive disposition before any other motion to amend, adjourn, extend hours of proceedings, or on a matter of privilege.
4. Only one motion to amend the main motion will be allowed.
5. A motion to adjourn is not debatable, cannot be amended, and if resolved in the negative, cannot be made again until after some immediate proceeding has been completed by the Board.
6. 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.
7. A motion containing future proposals may be divided with agreement of the Board.

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Date: August 25, 2014

Signature of the Chairperson \_\_\_\_\_

**By-Law: 16      Voting on Motions**

1. The Chairperson may vote with the other members of the Board on all questions.
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 discussions of matters before the committee.
4. A separate vote will be taken upon each proposal contained in a divided question with the approval of the Board.
5. Voting will normally be by a show of hands.
6. Upon the request of a member who was present when the question was stated a recorded vote will be taken.
7. As the CEO is not a member of the Board, the CEO does not cast a vote.

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Date: August 25, 2014

Signature of the Chairperson \_\_\_\_\_

**By-Law: 17      Committees of the Board**

The Board may appoint standing or ad-hoc committees at any time.

The Board will be responsible for establishing Terms of Reference and specific duties for each committee.

The purpose of committees is to facilitate and expedite the business of the Board. The committees review all materials referred to them by the Board and prepare reports and recommendations to be presented to the Board.

**1. Standing Committee**

At the first meeting of each committee a Chairperson will be elected from the committee members appointed.

The Board Chairperson and the CEO are ex-officio members on all committees.

Meetings of committees may be called by the Chairperson of the committee or by a majority of the members of a committee.

Committees will operate with the terms of reference established and approved by the Board. The terms of reference may be amended on a 2/3 majority vote by the Board.

**2. Ad-hoc Committees**

Ad-hoc committees may be appointed to deal with specific, non-regular items of business.

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Date: August 25, 2014

Signature of the Chairperson \_\_\_\_\_

**By-Law: 18      Financial Year**

The Financial year of the Brockville Public Library Board will terminate on the 31<sup>st</sup> day of December in each year.

Board motion number: 023 - 2014

Date: August 25, 2014

Signature of the Chairperson \_\_\_\_\_

**By-Law: 19      Signing Officers of the Board**

The Board will appoint a minimum of three signing officers of the Board.

All cheques or other orders for the payment of money in the name of the Board will be signed by two of the signing officers of the Board.

Board motion number: 023 - 2014

Date: August 25, 2014

Signature of the Chairperson \_\_\_\_\_

**By-Law: 20      Bank Accounts**

Bank accounts required for the business of the Board will be opened in the Board's name by the Treasurer in branches of chartered banks, trust companies or credit unions as the Board may determine by resolution.

Board motion number: 023 - 2014

Date: August 25, 2014

Signature of the Chairperson \_\_\_\_\_

**By-Law: 21      Reimbursement of Expenses**

The Board will, upon submission of receipts, reimburse its members for travel and other expenses incurred in carrying out their assigned duties as members of the Board.

Board motion number: 023 - 2014      Date: August 25, 2014

Signature of the Chairperson \_\_\_\_\_



**By-Law: 22      Audit**

The accounts of the Board will be audited by auditors appointed by the City of Brockville at the conclusion of each financial year. Under special circumstances, the Board may request an audit at any time.

The CEO will receive copies of the Library's audited financial statement from the City, distribute a copy to each Board member and file two copies with the Library's official records.

Board motion number: 023 - 2014

Date: August 2014

Signature of the Chairperson \_\_\_\_\_

**By-Law: 23      Amendments to the Constitution and By-Laws**

1. The Library Board is to review the Constitution and By-Laws in the first year of its terms of office.
2. Amendments to this Constitution may be effected by a member with the delivery of notice in writing to the Board which will then be brought forward to the next meeting to be dealt with. It will require a two-thirds majority vote.
3. Amendments to these By-Laws of the Library Board may be adopted at any meeting of the Board by a majority vote.

Board motion number: 023 - 2014

Date: August 25, 2014

Signature of the Chairperson \_\_\_\_\_

**Appendix A : Terms of Reference: Chairperson**

Purpose:

The primary role of the Chairperson of the Board is to ensure the proper functioning of the Board and the proper conduct of Board business in accordance with appropriate legislation and prescribed rules of procedure.

Responsibilities:

The Chairperson of the Brockville Public Library Board will be responsible for:

1. presiding at regular and special meetings of the Board.
2. conducting Board meetings in accordance with the Public Libraries Act 1990, other relevant legislation and with the rules of procedure adopted by the Board.
3. serving as an ex-officio member of all Board Committees.
4. acting as one of the authorized signing officers of all documents pertaining to Board business.
5. representing the Board at any public or private meetings for the purpose of conducting, promoting or completing the business of the Board.
6. determining the responsibilities of the Board in unclear situations.
7. ensuring that vacancies on Board Committees are filled as quickly as possible.
8. advising the Vice-Chairperson if he/she is temporarily unable to perform any of the above duties.

The Chairperson will not commit to any course of action without the authority of the Board as a whole.

Term of Office:

The Chairperson will be appointed for a two (2) year term which may be renewed until the end of the term of the elected City Council. At the first Board meeting of a new Council term, the Library Board will elect a Board member to be the Chairperson.

Board Motion number: 023 - 2014

Date: August 25, 2014

Signature of Chairperson: \_\_\_\_\_

**Appendix B: Terms of Reference: Vice-Chairperson**

Purpose:

The primary role of the Vice-Chair of the Board is to ensure the proper functioning of the Board and the proper conduct of Board business when the Board Chairperson is temporarily unavailable.

Responsibilities:

The Vice-Chair will be vested with all the powers and will perform all the duties of the Chairperson when he/she is absent.

The Vice-Chair will be given other authorities and duties as may be assigned by the Board from time to time.

Term of Office:

The Vice-Chairperson will be appointed for a two (2) year term which may be renewed until the end of the term of the elected City Council. At the first Board meeting of a new Council term, the Library Board will elect a Board member to be the Vice-Chairperson.

Board Motion number: 023 - 2014

Date: August 25, 2014

Signature of Chairperson \_\_\_\_\_

**Appendix C: Terms of Reference: Treasurer**

Purpose:

The Treasurer is responsible for annual financial planning that is in alignment with the goals and objectives of the Brockville Public Library Board.

Responsibilities:

- The Treasurer will be one of the signing officers.
- Review the initial budget estimates prepared by the CEO and recommend revision and/or adoption by the Board.
- Present the annual budget to the City Council as required.
- Perform other tasks as assigned by the Board.

Term of Office:

The Treasurer will be appointed for a two (2) year term which may be renewed until the end of the term of the elected City Council. At the first Board meeting of a new Council term, the Library Board will elect a Board member to be the Treasurer.

Board Motion number: 023 - 2014

Date: August 25, 2014

Signature of Chairperson \_\_\_\_\_

**Appendix D: Terms of Reference: Regional Trustee Council Representative**

Purpose:

Coordinated by the Ontario Public Library Board Association (OLBA) and Southern Ontario Library Services (SOLS), the Regional Trustee Council Representative will provide a communication link between other library boards and the Brockville Public Library Board.

Responsibilities:

The Regional Trustee Council Representative will:

1. attend the Regional Trustee Council meetings, two or three times a year.
2. deliver a verbal report to the Board following the Regional Trustee Council meeting.

Term of Office:

The Regional Trustee Council Representative will be appointed for the term of the elected City Council. At the first Board meeting of a new term, the Library Board will appoint a Board member to be the Regional Trustee Council Representative.

Board Motion number: 023 - 2014

Date: August 25, 2014

Signature of Chairperson: \_\_\_\_\_