



<b>Policy Name:</b>	By-Laws for the Regulation of the Business of the Board		
<b>Section:</b>	Bylaws	<b>Effective Date:</b>	December 14, 1994
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## Purpose

The Barrie Public Library Board bears legal responsibility for the Library by ensuring that it operates in accordance with the *Public Libraries Act*, Revised Statutes of Ontario, 1990, c. P44. These by-laws define the legal authority of the Board and regulate the business of the Board.

## Statement of Authority

In accordance with the *Public Libraries Act*, Section 3 (1), the Council of the City of Barrie has established the Barrie Public Library by the adoption of municipal bylaw #801, 1913.

In accordance with the *Public Libraries Act*, Section 3 (3), the Barrie Public Library shall be under the management and control of the Barrie Public Library Board which is a corporation.

The Board is a registered Canadian charity and as such, is exempt from income tax under the *Canadian Income Tax Act* and may issue charitable tax receipts to donors.

## Governance Vision

The Board oversees the mission, plans and policies of the Library. It is the responsibility of the Board to ensure that the funding it receives is used to provide the best possible Library service to Barrie residents. In addition, the Board is committed to providing effective governance for the Library to ensure services and programs offered remain relevant to the changing needs of the communities served.

The Board's duties and responsibilities are to:

- Adopt the Library's core values, strategic directions, and policies
- Ensure resources are in place to achieve the Library's mission and strategic directions
- Plan and advocate for further Library development
- Exercise financial control
- Delegate authority to the CEO for management of Library operations
- Evaluate results and assess outcomes and impacts

The Library shall be operated without purpose of pecuniary gain to any of the Board members and all funds received by the Library shall be used solely for the purposes of the Library.

## Board Composition

The Board adheres to the *Public Libraries Act, R.S.O. 1990, c. P44* as it relates to the composition of the Board and the election and appointment of officers.

### Number of Members

In accordance with the *Public Libraries Act, Section 10(4)*, Municipal Council will appoint all Board members at the first regular meeting of council in each term. The Library Board is composed of nine members as outlined in Council Resolution 03-9-226 Barrie Public Library Board – Representation, 2003:

- two members of Municipal Council
- seven members representing the citizenship at large

### Term of Appointment

A board member shall hold office for a term concurrent with the term of the appointing Council, or until a successor is appointed. Board members may be reappointed for one or more terms.

### Eligibility

A person is qualified to be appointed to the Library Board who is a member of the City of Barrie Council or who is:

- at least 18 years old
- a Canadian citizen or a permanent resident of Canada
- a resident of Barrie or a municipality that has a contract with the Library Board

### Resignations, Disqualifications and Vacancies

If circumstances outlined in Section 13 of the *Public Libraries Act, 1990 c. P44* occur, the CEO as Secretary-Treasurer of the Library Board is authorized to declare a seat on the Library Board vacant and to notify Municipal Council accordingly.

Disqualification of a Board member shall occur in the following circumstances:

- is convicted of an indictable offense
- becomes incapacitated
- is absent from the meetings of the Board for three consecutive months without being authorized by a Board motion
- ceases to qualify as a resident
- otherwise forfeits their seat

## Officers of the Board

In accordance with the *Public Libraries Act*, Section 14, at the first meeting of the new term, members of the Board shall elect a Chair from among the members.

At the first meeting of the new term, members of the Board shall elect a Vice-Chair from among the members.

In accordance with the *Public Libraries Act*, Section 15, the Board shall appoint a CEO, who shall also be Secretary and Treasurer of the Board.

If an Officer's position becomes vacant during their term, the Board must immediately elect or appoint a new officer.

### Chair

The Chair leads the Board, acts as an official representative of the Library, ensures the proper functioning of the Board and the proper conduct of Board business, in accordance with appropriate legislation and prescribed rules of procedure adopted by the Board.

The term of office for the Chair shall be for the term of the Library Board.

The Chair will:

- preside at regular and special meetings of the Library Board
- set the agenda in consultation with the CEO
- ensure that business is dealt with expeditiously and help the Board work as a team
- in accordance with *Public Libraries Act*, section 16(6), vote on all questions
- act as an authorized signing officer of all documents pertaining to Board business
- co-ordinate the CEO evaluation process
- share with the CEO the responsibility for conducting Board orientation
- co-ordinate the Library Board's evaluation process
- represent the Library Board, alone or with other members of the Library Board, at any public or private meetings for the purpose of conducting, promoting, or completing the business of the Board
- not commit the Board to any course of action in the absence of the specific authority of the Board
- advise the Vice-Chair if, for any reason, the Chair is temporarily unable to perform these functions

### Vice-Chair

The Vice-Chair will:

- in the absence of the Chair, be vested with all the powers and perform all the duties of the Chair
- be assigned by the Board other powers and duties from time to time

## Secretary-Treasurer

As permitted by the *Public Libraries Act*, Section 15(5), the CEO of the Library shall serve as the Secretary-Treasurer of the Board.

In the role of Secretary, the CEO will:

- designate a recorder for each Board meeting
- prepare the agenda prior to each Board meeting, in cooperation with the Chair
- distribute the agenda, with all reports and enclosures, to all Board members prior to the relevant Board meeting
- distribute the minutes to all Board members prior to the next Board meeting

In the role of Treasurer, the CEO will:

- monitor the financial activities of the Library and shall ensure that complete and accurate records are kept in accordance with generally accepted accounting practices
- receive and account for the Board's money
- open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved by the Board
- deposit all money received on the Board's behalf to the credit of that account or accounts
- disburse the money as the Board directs
- act as an authorized signing officer of all documents pertaining to the financial business of the Board

## Chief Executive Officer

In accordance with the *Public Libraries Act*, Section 15(2), the Board appoints the CEO. The CEO shall hold office until the Board rescinds the appointment or a new appointment is made.

The CEO shall be responsible, under the supervision of the Board, for the general conduct and management of the Barrie Public Library and is authorized to act as Board spokesperson for statements to the media regarding the Library's operations.

As a non-voting officer of the Board, the CEO:

- acts as the Secretary/Treasurer to the Board
- does not vote on Board business
- sits ex-officio on all the committees of the Board and acts as a resource person
- assists and supports the Board at the presentation of the Library budget before Municipal Council
- reports directly to the Board on the affairs of the Library and makes recommendations as necessary
- interprets and communicates the Board's decisions to staff members

Only decisions of the Board are binding on the CEO. Decisions or instructions of individual Board members, officers or committees are not binding on the CEO except in rare circumstances when the Board has specifically authorized or delegated such exercise of authority.

In the case of Board Members or committees requesting information or assistance without Board authorization, the CEO can refuse such requests.

Operational achievement and conduct of Library staff members are the responsibility of the CEO, to whom the Board has delegated authority over and accountability for staff performance:

- the Board will never give instructions to persons who report directly or indirectly to the CEO
- the Board will refrain from evaluating, either formally or informally, any staff other than the CEO

## Duties of the Board

The Board expects its members to understand the extent of their authority and to use it appropriately. Each Board member is expected to become a productive participant in exercising the duties of the Board as a whole.

### Duties of Individual Board Members

Individual members of the Board are responsible for exercising a Duty of Diligence as follows:

- be informed of legislation under which the Library exists, Board bylaws, core values
- be informed about the activities of the Library and the community and issues that affect the Library
- be prepared for all Board meetings
- attend Board meetings regularly, contribute from personal and professional experience, and use meeting time productively

Individual members of the Board are responsible for exercising a Duty of Loyalty, as follows:

- adhere to the *Municipal Conflict of Interest Act*, under which Board members must act in the public interest and not engage in conflicts of interest, either apparent or real. The duties and responsibilities to the Library should not compete with private interests, financial or otherwise and the interests of family, friends or associated organizations.
- act in the interest of the community over and above other interest group involvement or membership on other Boards, Council, or personal interest
- speak with “one voice” once a decision is reached and a motion is passed by the Board
- represent the Library positively to the community

Individual members of the Board are responsible for exercising a Duty of Care, as follows:

- promote a high level of Library service
- consider information provided in preparation for decision making

- offer personal perspective and opinions on issues that are subject to Board discussion and decisions
- show respect for the opinions of others
- assume no authority to make decisions outside of Board meetings
- know and respect the distinction in the roles of the Library Board regarding governance and the employees, management, and operations
- refrain from individually directing the CEO and Library staff members
- respect the confidential nature of Library service to users while being aware of, and in compliance with, applicable laws governing freedom of information
- resist censorship of Library materials by groups or individuals

### Confidentiality

It is the responsibility of all Board members and Officers of the Board to maintain the strictest confidentiality in all matters of Board business that pertain to information of an intimate financial or personal nature concerning Library patrons, staff members or other Board members.

### City of Barrie Code of Conduct

The City of Barrie’s Code of Conduct shall apply to all members of Barrie City Council and members of Local Boards and Council Committees including those citizens and/or staff appointed by City Council.

A written Code of Conduct helps to ensure that the members of the Library Board share a common basis of acceptable conduct. These standards are designed to supplement the legislative parameters within which Board members must operate. These standards are intended to enhance public confidence that the City of Barrie’s elected, and appointed officials operate from a basis of integrity, justice, and courtesy.

All Board members must sign an annual declaration acknowledging the City of Barrie Code of Conduct.

### Board Meetings

Board members must meet regularly to ensure the proper governance of the Library and to conduct the business of the Board. Since the Board ‘as a whole’ has the authority to act, and not individual members, the Board meeting is the major opportunity for the Board to do its work – to make decisions, solve problems, educate Board members, and review monitoring or evaluation material provided by staff members.

Meetings of the Library Board do not repeat the work of staff members or committees.

### Public Meetings

In accordance with the *Public Libraries Act*, Section 16.1 (2), Board meetings will be open to the public unless the subject matter being considered falls within the parameters of the *Public Libraries Act*, Section 16.1(4) in which cases, a closed meeting is permitted.

The Board shall hold at least seven regular meetings in each year and at such other times as it considers necessary.

In accordance with the *Public Libraries Act*, Section 14(1), the first meeting shall be called by the CEO, in each new term, upon receipt of the confirmation of appointments from the Municipal Clerk. This inaugural meeting shall be held as soon as possible after the appointments are made by Municipal Council. At this first meeting, the CEO oversees the elections of the officers. The elections begin with the position of Chair.

### Closed Meetings

A meeting, or part of a meeting may be closed to the public if the subject matter being considered is:

- the security of the property of the Board
- personal matters about an identifiable individual
- a proposed or pending acquisition or disposition of land by the Board
- labour relations or employee negotiations
- litigation or potential litigation, including matters before administrative tribunals, affecting the Board
- advice that is subject to solicitor-client privilege, including communications necessary for that purpose
- a matter in respect of which a Board or committee of a Board may hold a closed meeting under another Act

A meeting shall be closed to the public if the subject matter relates to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c. M56.

Before holding a meeting or part of a meeting that is to be closed to the public, the Board or committee of the Board shall state by motion:

- the fact of the holding of the closed meeting
- the general nature of the matter to be considered at the closed meeting

Confidential notes shall be kept and filed separately with restricted access. These are to be distributed to Board members and CEO in a secure format and labelled confidential.

A motion is necessary for the meeting to be a closed session. Closed sessions will be held at the end of the meeting, if possible.

The motions will not always be reported in the public minutes, as the subject may have to remain confidential. The times will not be noted in the public minutes. The phrase “this portion of the

meeting was a closed session” will be used. The Confidential Notes will specify times in and out of closed session and those present at each session.

The CEO and Recording Secretary shall generally be present at the discretion of the Board.

If union negotiations are being discussed, no media, public or union members shall be present.

If the Administrative and Non-Administrative Exempt group is being discussed as a whole, no member of that group shall be present.

### Special Meetings

In accordance with the *Public Libraries Act*, Section 16(2), the Chair or any two members of the Library Board may summon a special meeting by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called, which shall be the sole business transacted at the meeting.

### Virtual Meetings

Board members may attend Library Board meetings remotely via teleconference or Internet video conferencing call.

- As all Board meetings are open to the public, these meetings must be conducted in such a way that all members participating can hear each other, at the same time, and that the public can also hear the deliberations
- A member of the Board or a committee may attend, participate and vote at an open or closed meeting remotely, if the member is prevented from physically attending because of:
  - personal illness or disability
  - employment or the business of the public good
  - a family or other emergency
- Members who wish to attend a meeting remotely must give notice two hours before the commencement of the meeting to the Secretary so that the equipment can be made ready
- Meeting minutes will reflect that a member is participating remotely
- If the Chair of the Library Board attends the meeting remotely, then the Vice-Chair chairs the in-person meeting
- Quorum applies to the members attending in person and remotely

### Order of Proceedings

- The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Board in cases where there are no bylaws of the Board in place
- Meetings shall be called to order by the Chair on the hour fixed for the meeting. In the absence of the Chair, the Vice-Chair will preside over the meeting



## Quorum

- In accordance with the *Public Libraries Act*, Section 16(5), the presence of a majority of the Board is necessary for the transaction of business at a meeting
- Where a quorum is not present within fifteen minutes of the hour fixed for a meeting, the Secretary shall record the names of the Board members present and the meeting shall stand adjourned until the next meeting or until a special meeting is called
- Nothing in the foregoing shall prohibit the members in attendance for a regular meeting, when no quorum is present, from constituting themselves as a committee dealing with such agenda items as they see fit. However, no decisions taken at such meeting may be executed until ratified by motion at a regular meeting of the Board
- If notified by a majority of Board members of their anticipated absence from a meeting, the Secretary shall notify all members of the Board that the meeting is cancelled

## Attendance at meetings

Board Members are expected to attend all scheduled meetings of the Board. Any member who must be absent from a regular meeting must advise the Secretary in advance.

In accordance with the *Public Libraries Act*, Section 13, should a member be absent for three consecutive meetings, the Board, shall:

- consider the member disqualified from the Board and notify Council that the seat is vacant, or
- consider the circumstances of the absence and pass a motion authorizing that person to continue as a Board member

## Agenda

The Agenda shall:

- focus the discussion in order to make good use of the Board's time
- be prepared by the CEO in consultation with the Chair
- include material to be reviewed by Board members prior to the meeting
- be distributed to Board members within a reasonable time before the meeting

## Minutes

- Minutes are to be distributed to Board members within a reasonable time before the next meeting
- Minutes are approved at the next meeting of the Board and signed by the Chair and the Secretary
- Once approved, minutes of meetings are the official record of decisions and provide direction for officers and employees in their subsequent actions
- Minutes (excluding closed session minutes) are public documents and shall be made available to the public
- Minutes of closed meetings are kept separately and held to be confidential

## Voting

- All motions at Board meetings, except those approving or amending the bylaws, are decided by a majority of votes cast
- A motion to add, amend or remove a bylaw shall require a majority vote of at least two thirds of the members to be carried
- In accordance with the *Public Libraries Act, s. 16(6)*, the Chair may vote with the other members of the Board upon all questions. Any question on which there is an equality of votes shall be deemed to be negative

## Delegations

- Any delegation wishing to address the Board may direct written requests to the Chair of the Board through the CEO, setting out the issue to be presented to the Board at least 10 days prior to the Board meeting.
- Delegations will be limited to 10 minutes unless approval of the Board is obtained by the Chair to extend or limit the speaking time.
- Upon the completion of a presentation to the Board by a delegation, any discourse between Board members and the delegation shall be limited to Board members asking questions for clarification and obtaining additional relevant information only. Board members shall not engage in debate with the delegation with respect to the presentation.

## Committees

The Board may use ad-hoc and/or standing committees to further its work. The Library Board may establish Terms of Reference and specific duties for each of these committees, as the need arises.

- Committees report directly to the Board and have no authority other than to draft recommendations or prepare alternatives for the Library Board's consideration
- When making recommendations to the Board, Committees will attempt to reach consensus. If consensus cannot be reached, the matter will be referred back to the Board for discussion
- Committees may not expend funds unless prior specific authority has been delegated by the Board
- The Board Chair and Vice-Chair are ex-officio voting members of all committees
- The CEO or designate is a non-voting member of all committees
- Ad-hoc committees operate for defined periods of time and have a specific purpose which must be described in written terms of reference
- A committee may include non-Board members. Such members are non-voting members of the committee
- Meetings of committees may be called by the Chair of the committee or by a majority of the members of a committee as required
- Committees shall not supervise or direct employees