



Wollaston Public Library
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Wollaston Public Library

Policy Type: **Board By-laws**

Policy Title: **Procedural By-law**

Policy Number: **BL-04**

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POLICY STATEMENT AND RATIONALE:

The purpose of this policy is to provide a statement of authority and identify key objectives respecting the procedural By-laws of the Library Board.

In the event of a conflict between this code of ethics/procedural by-law and the enabling legislation, the enabling legislation prevails.

SCOPE:

This policy shall apply to the Wollaston Public Library and the Wollaston Public Library Board.

DEFINITIONS:

In reading and interpreting this policy, the following definitions shall apply:

“Board” means the Wollaston Public Library Board.

“CEO” means the Chief Executive Officer of the Wollaston Public Library.

“Township” means the Corporation of the Wollaston Township.

“Council” means the Council of Wollaston Township.

“Library” means the Wollaston Public Library.

POLICY, PROCEDURE AND IMPLEMENTATION:

1.0 Statement of Authority

The Wollaston Public Library Board bears legal responsibility for the Library by ensuring that it operates in accordance with the **Public Libraries Act**, R.S.O. 1990, c P.44 along with other relevant legislation that impacts Library operations and governance by the Library Board. A list of other relevant legislative documents is included as Appendix A. All Board Members are required to have read, understand and follow the Act in carrying out their duties as Board Members. The purpose of this section is to define the legal authority of the Board.

- 1.1 The Council of the Municipality of Wollaston Township has established the Wollaston Public Library by the adoption of Municipal Bylaw 43-16.
- 1.2 The Wollaston Public Library Board is a legal corporation in its own right, and is responsible for the management and control of the Wollaston Public Library.
- 1.3 The Board values the important role of Wollaston Council as the primary funder and this relationship is of paramount importance as such the Board and CEO will strive to cultivate and foster this relationship on a continuous basis.
- 1.4 This by-law shall be observed for the order and dispatch of business and shall regulate the conduct and duties of its members and officers. Where there is any conflict between this by-law and the **Public Libraries Act** as amended or other acts, the relevant legislation shall take precedence.

2.0 Composition of the Board

The purpose of this section is to guide Council's appointment process and the Library Board's appointment of its officers.

- 2.1 Council must appoint a maximum of 5 board members
- 2.2 Following a municipal election, Wollaston Council will appoint all library board members as new at the first meeting of council, within 60 days of taking office.
- 2.3 The Council may appoint up to two elected officials to the Library Board.
- 2.4 It is understood that a municipally elected official appointed to the library board has the same responsibilities and obligations as any other member of the board. For clarity, in library board meetings, a councillor is obligated to vote as a member of the library board, not as a member of Council.
- 2.5 A Library Board member shall hold office for a term concurrent with the term of the appointing Council, or until a successor is appointed.
- 2.6 A Library Board member may be re-appointed for one or more terms.
- 2.7 A Library Board member seeking re-appointment must follow the same process of application for consideration as for new candidates to the Board.
- 2.8 If any members of the Library Board are disqualified from holding office, the remaining Board members shall forthwith declare the seat vacant and notify Council accordingly.
- 2.9 When a vacancy arises in the membership of the Library Board, Council shall promptly appoint a person to fill the vacancy and to hold the office for the unexpired term, except where the unexpired term is less than forty-five days. The new appointment's term will be concurrent with the term of the Library Board.

3.0 Purpose of the Board

The purpose of the Wollaston Public Library Board is to govern the affairs of the public library in its to the community. The purpose of this section is to set out the work of the Library Board and the ways in which the board achieves its purpose.

3.1 The Library Board oversees the development of a comprehensive and efficient public library service by:

- 3.1.1 expressing the library's philosophy and values;
- 3.1.2 articulating the library's vision, mission, and priorities;
- 3.1.3 evaluating results of activities and services used to achieve goals;
- 3.1.4 setting policies on governance and service, as required following relevant legislation;
- 3.1.5 delegating authority to the Chief Executive Officer (CEO) and evaluating her/his performance;
- 3.1.6 planning for further library development;
- 3.1.7 securing the resources to achieve the intended results; and
- 3.1.8 advocating for library service.

3.2 The Library Board governs effectively by:

- 3.2.1 representing the interests of the community;
- 3.2.2 engaging the community in determining responsive and dynamic library services;
- 3.2.3 acting as a bridge between the Library and the Council;
- 3.2.4 working collaboratively with the CEO and the Council;
- 3.2.5 setting an annual board agenda that reflects current goals and strategic issues;
- 3.2.6 working proactively and making decisions that focus on the library's future and place in the community; and
- 3.2.7 evaluating the Library Board's own performance.

4.0 Powers and Duties of the Board

The Library Board bears the legal responsibility for the Wollaston Public Library. The powers and duties of the Board are prescribed in the *Public Libraries Act*, R.S.O. 1990, c. P44, to which this By-law adheres.

4.1 The Wollaston Public Library Board:

- 4.1.1 shall seek to provide a comprehensive and efficient public library service that reflects the community's unique needs;
- 4.1.2 shall ensure that library operations are conducted in accordance with this Act and the regulations;
- 4.1.3 may operate special services in connection with a library as it considers necessary;
- 4.1.4 shall fix times and places for Board meetings and the mode of calling and conducting them, and ensure that full and correct minutes are kept;
- 4.1.5 shall make annual report to the Minister and make any other reports required by this Act and the regulations or as requested by the Minister from time to time;
- 4.1.6 shall make provision for insuring the Board's real and personal property;
- 4.1.7 shall take proper security for the treasurer; and
- 4.1.8 may appoint such committees as it considers expedient.

5.0 Duties and Responsibilities of Individual Board Members

The Wollaston Public Library Board expects its members to understand the extent of their authority and to use it appropriately. The purpose of this section is to set out the obligations of individual Library Board members. Additional information concerning the code of conduct and executive limitations of Board members are detailed in the ***Wollaston Library Board Members – Code of Conduct Policy***.

- 5.1 Each Board member is expected to become a productive participant in exercising the duties of the Board, as a whole.
- 5.2 Individual members of the Board are responsible for exercising a **Duty of Diligence** demonstrated as follows:
 - 5.2.1 be informed of legislation under which the library exists, Board by-laws, mission, vision and values;
 - 5.2.2 be informed about the activities of the library and the community and issues that affect the library;
 - 5.2.3 attend Board meetings regularly and contribute from a personal, professional and life experience to the work of the Board.;
 - 5.2.4 be prepared for all Board meetings and use meeting time productively, and
 - 5.2.5 adhere to the regulations of the *Municipal Conflict of Interest Act* R.S.O. 1990, c. M50.
- 5.3 Individual members of the Board are responsible for exercising a **Duty of Loyalty** to the Board. The duty of loyalty is a fundamental value for those appointed to public service, by a duly elected government, by law, to serve the public interest. The duty of loyalty

reflects the importance and necessity of an impartial and effective public service to achieve this mission.

- a) adhere to the regulations of the Municipal Conflict of Interest Act. R.S.O. 1990, c M50
- b) act in the interest of the library members and community over and above other interest group involvement, membership on other boards, council or personal interest.
- c) speak with “one-voice” once a decision is reached and a resolution is passed by the library board.
- d) represent the library positive to the community.

5.4 Individual members of the Board are responsible for exercising a “**Duty of Care**”, which is defined as a duty that requires a member of the Library Board to exercise the care, diligence and skill a reasonably prudent person would exercise in comparable circumstances, ensuring that their decisions are made on an informed and rational basis. The Library Board will exercise duty of care, as follows:

- 5.4.1 promote a high level of library service;
- 5.4.2 consider information gathered in preparation for decision making;
- 5.4.3 assume no authority to make decisions outside of board meetings;
- 5.4.4 know and respect the distinction in the roles of the Board and the staff;
- 5.4.5 respect the confidential nature of library service to users while being aware of, and in compliance with, applicable laws governing freedom of information;
- 5.4.6 ensure appropriate record keeping is in place, and:
- 5.4.7 resist censorship of library materials by groups or individuals.

6.0 Terms of Reference of Officers

The Wollaston Public Library Board elects and appoints officers. The officers must ensure the proper functioning of the Board and the proper conduct of board business, in accordance with the appropriate legislation and prescribed rules of procedure. The officers are the Chair, the Vice-Chair, the Secretary, the Treasurer and the Chief Executive Officer (CEO). If any of the officers step down, retires, or is dismissed during his/her term, the Board must immediately or appoint a new officer. This by-law outlines the responsibilities of these officers.

6.1 Terms of Reference of the Chair

- 6.1.1 The Board shall elect one of its members as Chair at its first meeting in a new term which shall be for the term of the Board, unless the chair resigns or becomes ineligible to continue to serve as Chair. In such cases, the Board shall elect a new chair from among its members at the next regular or special Board meeting.
- 6.1.2 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.

6.1.4 The Chair will:

- a) preside at regular and special meetings of the Board;
- b) set the agenda in consultation with the CEO;
- c) ensure that business is dealt with expeditiously and help the Board work as a team;
- d) vote on all questions, unless he/she has declared a conflict of interest;
- e) act as an authorizing signing officer of all documents pertaining to Board business;
- f) co-ordinate the CEO evaluation, feedback and development process;
- g) share with the CEO the responsibility for conducting board orientation;
- h) co-ordinate the Board's evaluation process;
- i) represent the Board, alone or with other members of the Board, at any public or private meetings for the purpose of: conducting, promoting or completing the business of the Board; and
- j) not commit the Board to any course of action in the absence of the specific authority of the Board.

6.2 Terms of Reference of the Vice-Chair

6.2.1 The election of the Vice-Chair shall take place at the first meeting in a new term of the Board.

6.2.2 In the absence of the Chair, the Board may appoint an acting Chair. The Vice-Chair is deemed to be appointed acting Chair in the absence of the Chair.

6.3 Terms of Reference of the Secretary

6.3.1 The election of Secretary to the Board shall take place at the first meeting in a new term of the Board.

6.3.2 The Secretary acts as the record-keeper to the Board. The Board has provided that the CEO will assume the Secretary functions for the Board.

6.3.3 The Secretary will:

- a) conduct the Board's official correspondence; and
- b) keep minutes of every meeting of the Board.

6.3.4 In addition, the Secretary will:

- a) prepare the agenda prior to each board meeting, in cooperation with the Chair;
- b) distribute the agenda, with all reports and enclosures, to all board members prior to the relevant board meeting; and

- c) distribute the minutes to all board members not less than three days prior to the next board meeting.

6.4 Terms of Reference of the Treasurer

- 6.4.1 The election of Treasurer to the Board shall take place at the first meeting in a new term of the Board.
- 6.4.2 The Treasurer shall monitor the financial activities of the Library and shall ensure that complete and accurate records are kept in accordance with generally accepted accounting practices.
- 6.4.3 The Library Board will use the financial service of the Wollaston Township, who will look after the required financial elements, under the specifically to:
 - a) receive and account for all the Board's money
 - b) open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved by the Board;
 - c) deposit all money received on the Board's behalf to the credit of that account or accounts; and
 - d) disburse the money as the Board directs.
- 6.4.3 Using reports provided through Wollaston Township staff, the Treasurer and the CEO will provide the Board with a report of all financial transactions and of the financial position of the library, monthly or as otherwise required. The Treasurer and CEO will ensure that reports identify variances, which will provide the Board the opportunity to evaluate the state of the budget, on an ongoing basis and make sound financial decisions.
- 6.4.4 In addition, the Treasurer will act as an authorized signing officer of all documents pertaining to the financial business of the Board.

6.5 Terms of Reference of the Chief Executive Officer (CEO)

- 6.5.1 The Wollaston Public Library Board appoints the CEO, who shall attend all board meetings.
- 6.5.2 The Board delegates the authority for management and operations of services to the CEO.
- 6.5.3 As an officer of the Board, the CEO:
 - a) does not vote on Board business;
 - b) sits ex-officio on any committees of the Board and acts as a resource person;
 - c) assists and supports the Board at the presentation of the library budget before the Council;
 - d) reports directly to the Board on the affairs of the library and makes recommendations he or she considers necessary; and
 - e) interprets and communicates the Board's decision to any staff.

7.0 Amendments of By-laws

By-laws are the fundamental governing rules of the Board. The purpose of this By-law is to state the conditions under which By-laws are amended.

7.1 By-laws may be amended in response to legislation or when circumstances change.

7.2 Any member of the Board can propose a review or an amendment for a By-law.

7.3 All members of the Board will receive notice and details of changes at the board meeting prior to the meeting at which time a motion for amendment may be tabled.

7.4 A motion to add, amend or remove a by-law shall require a majority vote of at least two thirds of the members, in order to be carried.

8.0 Meetings of the Board

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 plan for the future and review monitoring or evaluation material submitted by staff. This policy sets procedures to follow for meetings.

8.1 Types of Meetings

8.1.1 All library board meetings will be open to the public unless the subject matter being considered falls within the parameters of a closed meeting as defined in the Act. While a Board Member may participate in a meeting via teleconference or other technical means, some members must be present in the physical meeting space, so the public may attend.

8.1.2 The Wollaston Public Library Board shall hold regular meetings once a month at least 10 months each year and at such other times as it considers necessary. Notice of meetings to the public will be given on the Wollaston Library Board Facebook page.

8.1.3 The first meeting of the new board shall be called by the Chief Executive Officer (CEO) of the Wollaston Public Library Board, in each new term, upon receipt of the confirmation of appointments from the Township Clerk. This inaugural meeting shall be held as soon as possible, after the appointments are made by Township Council. At this first meeting, the CEO will outline the orientation process for Board Members and the CEO oversees the election of the officers. The elections begin with the position of Chair.

8.1.4 The Chair or any two members of the Board may summons 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.

- 8.1.5 A meeting or part of a meeting may be closed to the public if the subject matter being considered is:
- a) the security of the property of the Board;
 - b) personal matters about an identifiable individual;
 - c) a proposed or pending acquisition or disposition of land by the Board;
 - d) labour relations or employee negotiations;
 - e) litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
 - f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose; and
 - g) a matter in respect of which a board or committee of a board may hold a closed meeting under another Act.
- 8.1.6 In addition 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, if the Board or committee of the Board is the head of an institution for the purposes of that Act. Before holding a meeting or part of a meeting that is to be closed to the public, a Board or committee of the Board shall state by resolution:
- a) the fact of the holding of the closed meeting; and
 - b) the general nature of the matter to be considered at the closed meeting.

8.1.7 **ELECTRONIC PARTICIPATION – EMERGENCY EVENT**

1. Bill 187 received Royal Assent on March 19, 2020 to amend *the Municipal Act, 2001* to provide that during emergencies, should they choose to, members of councils, local boards and committees of either of them who participate electronically in open and closed meetings may be counted for the purposes of quorum.

The following shall therefore apply:

- (a) Members of council, local boards and committees are allowed to participate electronically in open and closed council meetings, local board meetings and committee meetings, in cases where an emergency has been declared to exist in all or part of the municipality, and that such participation counts toward quorum, and that delegations also be permitted via electronic participation.
- (b) The Wollaston Public Library, as a local board of Wollaston Township will enact the ability to participate electronically in open and closed meetings, with board members counted for the purposes of quorum, in the case of an emergency event being declared.

8.2 Order of Proceedings

8.2.1 Parliamentary authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Library Board in case where there are no by-laws of the Board in place.

8.2.2 Call to Order

- a) meetings shall be called to order by the Chair on the hour fixed for the meeting.
- b) In the absence of the Chair, the Vice-Chair will preside over the meeting.

8.2.3 Quorum

- a) The presence of a majority of the Board is necessary for the transaction of business at a meeting.
- b) Where a quorum is not presented 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.
- c) 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 not be executed until ratified by motion at a regular meeting of the Board.
- d) 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.

8.2.4 Attendance at Meeting

The Library Board requires its members to be active participants attending meetings in order to move forward the board's business. Should a member be absent for three (3) consecutive meetings, without notice, the Board shall:

- a) Consider the member disqualified from the Board and notify the appointing council that the seat is vacant, or
- b) Consider the circumstances of the absence and pass a resolution authorizing that person to continue as a board member.

8.2.5 Agenda

- a) The agenda focuses the discussion in order to make good use of the Board's time. Meetings of the Board 'as a whole' do not re-do the work of the staff or of the committees.
- b) Prior to each regular meeting, the CEO, under the direction of the Chair, shall prepare or cause to be prepared an agenda of all the items planned for the meeting and shall ensure that the agenda, supporting documentation and the minutes of the last regular meeting, are delivered to every Board Member not less than 3 days before the time appointed for the commencement of such meeting.

- c) The order of business for all regular meetings of the Board shall be as determined by the Board.

8.2.6 Voting

All motions at board meetings, except those approving or amending the by-laws, 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 in order to be carried.

All members of the Board are eligible to vote upon all questions, unless the Member has declared a conflict of interest on the matter. Any question on which there is a tie of votes shall be deemed to be lost.

8.2.7 Minutes

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

8.2.8 Chairing the Meeting

The function of the Chair is to act in a leadership role to the Board, ensuring that business is dealt with expeditiously, and to help the Board work as a team. It is the duty of the Chair of the Wollaston Public Library Board to:

- a) open meetings of the Board by calling the members to order;
- b) announce the business before the Board in the order in which it is to be acted upon;
- c) receive and submit, in the proper manner, all motions presented by the members of the Board;
- d) put to vote all motions which are moved and seconded in the course of proceedings, and announce the results;
- e) decline to put to vote motions which infringe the rules of procedure;
- f) restrain the members, when engaged in debate, within the rules of order;
- g) exclude any person from a meeting for improper conduct;
- h) enforce the observance of order and decorum among the members and guests;
- i) authenticate, by signing all by-laws, resolutions and minutes of the Board;
- j) instruct the Board on the rules or order;
- k) represent and support the Board, declaring its will, and implicitly obeying its decisions in all things;
- l) receive all messages and communications on behalf of, and announce them to, the Board; and

- m) ensure that the decisions of the Board are in conformity with the laws and bylaws governing the activities of the Board.

9.0 Committees of the Board

The Board is empowered to strike committees as it considers expedient in order to further the work of the Board.

9.1 Duties of Committees

- 9.1.1 The purpose of committees is to facilitate the business of the Board and the Library.
- 9.1.2 Committees shall operate within the terms of reference established and approved by the Board.
- 9.1.3 Committees shall appoint a committee chair and, at the discretion of the Board or Committee Chair, a recording secretary
- 9.1.4 Committees shall coordinate their work, do research, and draft documents to be reviewed and adopted by the Board as a whole.

9.2 Types of Committees

- 9.2.1 Standing Committees will be permanent committees that deal with a specific issue and established by a resolution of the board.
- 9.2.3 Ad Hoc Committees may be established by motion of the Board to deal with matters before the Board. Ad Hoc Committees shall:
 - a) operate for a defined period of time and have a specific purpose which must be defined in a written term of reference; and
 - b) be discharged by motion of the Board once their work has been completed.

9.3 Committee Membership

- 9.3.1 Standing Committees membership will consist of Board members.
- 9.3.2 Ad Hoc Committee membership will consist of Board members and may include non-Board members.
- 9.3.3 The CEO will be an ex officio member of all committees and shall do all those things necessary to further the work of the committee.

9.4 Limitations

- 9.4.1 Committees shall not supervise or direct staff.

APPENDIX A: Related Legislative Documents Governing Public Library in Ontario:

The following documents all have some role in the governance of the Library. Library Board members are responsible for ensuring that they maintain an understanding of these legislative materials, as they relate to Library governance.

Public Libraries Act, R.S.O. 1990, c P.44.

Municipal Act 2001 and Municipal Statute Law Amendment Act 2006

Municipal Conflict of Interest Act, R.S.O.1990, c. M50.

Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. M56.

Accessibility for Ontarians with Disabilities Act, 2005

Occupational Health and Safety Act

Workplace Violence and Harassment

Sexual Violence and Harassment Action Plan Act

Child, Youth and Family Services Act, 2018

Freedom of Information and Protection of Privacy Act

Municipal Freedom of Information and Protection of Privacy Act (MFIPPA)

Corporations Act

Federal Legislations:

Criminal Code

Charter of Rights and Freedoms

Other Relevant Reference Documents

Robert's Rules of Order Newly Revised

Wollaston Public Library - Library Board Members – Code of Conduct

SOLS: "Legislative Context for Governing Public Libraries in Ontario"