

**Georgina Public Library Board
Policies and Procedures Manual**

Policy Title: Board Structure Bylaws

COMPOSITION OF BOARD MEMBERS

In accordance with Sections 9 and 10 the *Public Libraries Act R.S.O 1990* ("the Act") P.44, the Georgina Public Library Board ("the Board"), consists of a minimum of five members appointed by the municipal council. The number of council representatives appointed to the Board shall not exceed one less than a majority of the Board's membership.

QUALIFICATIONS OF BOARD MEMBERS

Board members shall meet the qualifications for appointment established under Section 10 of the Act.

TERM OF OFFICE

Pursuant to Section 10(3) of the Act, Board members serve a term concurrent with the that of the appointing municipal council, or until a successor is appointed. Members are eligible for reappointment.

RESIGNATION

A Board member who must resign before the end of their term shall provide written notice to the Board Chair, the CEO/Director of Library Services, and the Recording Secretary indicating the effective date of resignation.

VACANCIES

When a vacancy occurs, the Board may request that the municipal council appoint a replacement to serve the remainder of the unexpired term, except where fewer than forty-five (45) days remain in the term. Council may consider the Board's recommendation when appointing a replacement.

DUTIES AND RESPONSIBILITIES

DUTIES AND RESPONSIBILITIES OF THE BOARD

The Board is responsible for the governance of Georgina Public Library and shall:

- 1) Provide leadership and oversight to ensure the delivery of comprehensive and efficient public library services that reflect the needs of the community;
- 2) Attend and participate in Regular and Special Board meetings;
- 3) Recruit, evaluate, and support the CEO/Director of Library Services;
- 4) Review and approve collective bargaining agreements, in collaboration with the CEO/Director of Library Services and the Town's Human Resources Department, as required;
- 5) Be given the opportunity to provide input where 10% or more of actively employed staff are proposed to be simultaneously placed on leave, dismissed, or laid off.

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- 6) Establish the Library's strategic direction through the development and review of strategic plans, policies, service priorities, and advocacy for appropriate resources and funding;
- 7) Exercise financial stewardship by approving annual budgets, supporting budget presentations to municipal council, and ensuring annual audits and financial reporting are completed in accordance with legislative and municipal requirements;
- 8) Promote awareness of library services and report annually to municipal council, the Ministry, and the public on the Library's operations and achievements; and
- 9) Ensure compliance with applicable legislation, regulations, reporting requirements, and record-keeping practices.

DUTIES AND RESPONSIBILITIES OF THE BOARD CHAIRPERSON

The Board Chair shall:

- 1) Provide leadership to ensure the effective functioning of the Board and the conduct of Board business in accordance with the Act, applicable legislation, and the Board Bylaw;
- 2) Be elected at the first meeting of a newly appointed Board term, and serve until the end of the term, resignation, or removal by a two-thirds majority vote of the Board;
- 3) Preside over Regular and Special Board meetings and ensures meetings are conducted in accordance with the Public Libraries Act, other applicable legislation, the Board Structure Bylaw, and the Town of Georgina's meeting procedural by-law, where applicable
- 4) In the absence of specific authority, not commit the Board to any course of action;
- 5) Serve as ex-officio member of all Board working groups and make recommendations to the Board regarding their mandate and membership;
- 6) Act as authorized signing officer for Board business and refrains from committing the Board to any course of action without Board authorization;
- 7) Represent and communicate the interest and decisions of the Board at meetings, events, and other official functions; and
- 8) Notify the Vice-Chair, CEO/Director of Library Services, and the Recording Secretary when temporarily unable to perform the duties of the position.

DUTIES AND RESPONSIBILITIES OF THE BOARD VICE-CHAIRPERSON

The Board Vice-Chair shall:

- 1) Be elected at the first meeting of a newly appointed Board term, and will serve until the end of term, resignation, or inability to continue in the role;

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- 2) Assume all powers and responsibilities of the Chair when the Chair is absent or unable to act;
- 3) Perform additional duties assigned by the Board; and
- 4) Act as an authorized signing officer for Board business.

**DUTIES AND RESPONSIBILITIES OF THE CHIEF EXECUTIVE
OFFICER(CEO)/Director of Library Services**

The CEO/Director of Library Services shall:

- 1) Serve as the Board's sole direct report and be accountable to the Board for the administration and operation of the Library in accordance with applicable legislation, Board policies, approved budgets, and the Strategic Plan;
- 2) Advise and support the Board by providing recommendations, information, and reports necessary for informed decision-making and effective governance;
- 3) Provide leadership and direction for Library operations, services, collections, facilities, programs, and resources to ensure efficient service delivery that meets community needs;
- 4) Direct the Library's personnel function; be responsible for the recruitment, supervision, performance management, and administration of Library staff in accordance with applicable legislation, collective agreements, and Human Resources policies.
- 5) Lead labour relations activities, including collective bargaining and grievance administration, in collaboration with the Town's Human Resources Department, and keep the Board informed of significant developments;
- 6) Oversee the Library's financial administration, including budget preparation and administration, financial reporting, grant applications, and the stewardship of Library assets and records;
- 7) Work with the Executive Assistant in the performance of the duties of Secretary to the Board in accordance with the Act; ensure the Board receives timely information and reports, including meeting material, to support effective governance; attend all Board meetings, except where matters relating to the CEO's performance or compensation are being discussed.
 - a) At the discretion of the Chair, the CEO may appoint a delegate to attend a Board meeting on their behalf
- 8) Represent and promote the Library through community engagement, professional participation, public relations activities, and awareness of emerging trends and issues affecting library services; and
- 9) Support the Board in fulfilling its statutory responsibilities, including the preparation of records, reports, and required submissions to governing bodies.

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BOARD WORKING GROUPS

- 1) The Board may establish ad-hoc working groups by resolution to consider specific matters and provide recommendations to the Board. Working groups may include any number of members and shall select a Chair from among their membership. All Board members are expected to serve on working groups as required;
- 2) The Board Chair is an ex-officio member of all working groups;
- 3) Working group meetings are called by the working group Chair or a majority of its members. Reasonable notice shall be provided to all members;
- 4) Working groups shall operate within the terms approved by the Board and may only make recommendations to the Board. Working groups do not have authority to make decisions on behalf of the Board, final decisions remain the responsibility of the Board;
- 5) Working groups shall report to the Board on their activities and recommendations and shall be dissolved upon completion of their assigned mandate unless otherwise directed by the Board; and
- 6) Where a working group constitutes a “committee” within the meaning of Section 16.1 of the Act, the open and closed meeting requirements of the Act shall apply.

AGENDAS

- 1) The Chairperson and CEO/Director of Library Services will be responsible for the preparation of the agenda in conjunction with the Recording Secretary. Any Board member wishing to place an item on the agenda may do so by making a request to the CEO/Director of Library Services and Recording Secretary 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, typically in the following order:
 - Call to Order
 - First Nations Acknowledgement Statement
 - Roll Call
 - Introduction of addendum items
 - Approval of the agenda
 - Announcements
 - Declarations of pecuniary interest
 - Adoption of the minutes
 - Delegations/Petitions
 - Presentations
 - Consent Agenda Items; statistics (quarterly), branch reports, GPL Goals document, financial statement, media scan

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Verbal Communications: includes CEO/Director of Library Services update, Board Chairperson update, Friends of the Library update, OLS Board Assembly/Representative Report (when required), Working Group updates (when required)
Old Business
New Business
Closed Session, if required
Time and date of next meeting
Motion to adjourn

The order of business shall be established through the meeting agenda and may be altered by majority vote of the Board.

- 3) The CEO and Secretary may make technical, typographical, formatting, numbering, or other administrative corrections to Board documents prior to their final execution, provided that such corrections do not alter the substance, intent or effect of a decision of the board.

MEETINGS AND CONDUCT OF MEETINGS

INAUGURAL MEETING OF THE BOARD

The first meeting of the Board in a new term shall be called in accordance with Section 14 of the Act. Where Council has authorized the CEO/Director of Library Services by bylaw to call the first meeting of the Board, the CEO/Director of Library Services shall do so as soon as practicable following receipt of the Board appointments from the Town Clerk. Where no such authorization exists, the first meeting shall be called by the Town Clerk.

The CEO/Director or Library Services shall preside over the election of the Board Chair. Nominations for Chair must be moved and seconded by Board members present at the meeting. Nominees must consent to stand for election. A nominee who is not present may stand for election provided written consent has been submitted to the Secretary prior to the meeting. Once nominations have been closed by Board resolution:

- a) If only one candidate is nominated, the candidate shall be elected by acclamation.
- b) If two or more candidates are nominated, the election shall be conducted by a show of hands. Board members may cast one vote each. The candidate receiving the majority of votes shall be elected. In the event of a tie vote, additional balloting shall be conducted. If a tie remains after a subsequent ballot, the successful candidate shall be determined by lot.
- c) Where three or more candidates are nominated, the candidate receiving the fewest votes shall be removed from subsequent ballots until a winner is determined.

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Upon election of the Chair, the Chair shall preside over the election of the Vice-Chair using the same nomination and election process. If the newly elected Chair is absent, the CEO/Director of Library Services shall conduct the election of the Vice-Chair.

Following the elections of Chair and Vice-Chair, the newly elected Chair will assume the chair and the Board shall proceed with the business of the meeting.

REGULAR MEETINGS

The Board shall hold Regular Meetings at least as frequently as required by the *Act*. Regular Meetings are typically held on the third Thursday of each month, unless otherwise determined by the Board.

The Secretary shall publish and maintain the Board's annual meeting schedule and ensure it is posted on the Library's website. Any changes to the date, time, or location of a meeting, shall be posted on the Library's website.

Board members who are unable to attend a meeting shall notify the Chair, CEO/Director of Library Services, and Secretary as soon as possible. A Board member who requires a "leave of absence" should request the same, in writing to the Board. The Board is not obligated to approve all such requests. A Board member who anticipates being absent from meetings of the Board for three (3) consecutive months shall request authorization for the absence by resolution of the Board. Board member absences and any resulting vacancy shall be addressed in accordance with Section 13 of the *Act*.

SPECIAL MEETINGS

The Chair or any two (2) members of the Board may call a Special Meeting of the Board by providing each Board member with reasonable notice in writing specifying the purpose for which the meeting is called.

Only business identified in the notice of the Special Meeting shall be considered at the meeting.

Notice of the Special Meeting and the agenda shall be made available to the public in accordance with applicable legislation and Board procedures.

OPEN AND CLOSED MEETINGS

All meetings of the Board shall be open to the public except where a meeting or part of a meeting may or must be closed in accordance with Section 16.1 of the *Act* or other applicable legislation.

A meeting or part of a meeting may be closed to the public only for a purpose authorized by law, including matters relating to Board property security, personal matters about an identifiable individual, acquisition or disposition of land, labour

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relations or employee negotiations, litigation or potential litigation, solicitor-client privileged advice, or another matter authorized by legislation.

Before moving into Closed Session, the Board shall pass a resolution stating:

- 1) That the Board will hold a Closed Session; and
- 2) The general nature of the matter to be considered.

A vote shall not be taken during a Closed Session except where permitted by the Act, including a vote on a procedural matter or to provide direction or instructions where the subject matter is otherwise permitted to be considered in Closed Session.

All matters discussed in Closed Session shall remain confidential unless disclosure is authorized by the Board or required by law.

This also applies to a committee or working group where that body meets the definition of a committee under Section 16.1 of the Act.

POSTPONEMENT OR CANCELLATION OF A MEETING

the Board Chair, in consultation with the CEO/Director of Library Services or designate, may postpone or cancel a meeting due to inclement weather, an emergency, or other circumstances that may prevent the Board from safely conducting its business.

Notice of any postponement or cancellation shall be provided to Board members and posted on the Library's website.

ELECTRONIC MEETINGS

The Board may conduct Regular, Special, and working group meetings electronically.

Board members participating electronically shall be deemed present for the purposes of attendance and establishing quorum.

All provisions of this bylaw apply to electronic meetings. Electronic meetings will be open to the public and instructions for public participation and/or viewing will be posted on the Library's website.

PROCEDURAL AUTHORITY

These Bylaws shall govern the proceedings of the Board. Where a procedural matter is not addressed by these Bylaws, the Board may refer to the Town of Georgina's Procedure Bylaw provided that such procedure does not conflict with the Public Libraries Act, other applicable legislation, or a decision of the Board. In all cases, the Presiding Officer shall rule on questions of procedure, and such ruling shall be final unless overturned by a resolution of the Board.

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ORDER OF PROCEEDINGS

- 1) A quorum for Board meetings shall be a majority of the appointed members
- 2) The Chair shall call the meeting to order once quorum is present. If quorum is not established within fifteen (15) minutes of the scheduled start time, or is lost for fifteen (15) consecutive minutes during the meeting, the meeting shall be adjourned. The Secretary shall record the names of the members present
- 3) In the absence of the Chair the Vice-Chair shall preside and exercise all the powers of the Chair. If both are absent, the members present shall select an acting Chair for the duration of the meeting
- 4) Meetings shall be conducted in accordance with the approved agenda unless otherwise determined by a majority vote of the Board.

CONDUCT OF PROCEEDINGS

the Chair shall:

- 1) Preside over meetings and ensure business is conducted in an orderly manner and in accordance with applicable legislation, Board bylaws, and established procedures
- 2) Call for declarations of conflict of interest in accordance with the *Municipal Conflict of Interest Act*
- 3) Place motions before the Board for debate and vote, rule on procedural matters, and announce the results of votes
- 4) Maintain order and decorum and may remove any person whose conduct disrupts the meeting
- 5) Sign by-laws, resolutions, and minutes, and other documents as required.
- 6) Ensure Board decisions and actions comply with applicable legislation and policies governing the Board's activities

Board members shall conduct themselves respectfully, observe the rules of procedure, and address all remarks through the Chair

RULES OF DEBATE

- 1) The Chair shall recognize members wishing to speak, maintain order, and determine procedural questions
- 2) Members shall limit their remarks to the matter under consideration and shall not interrupt another speaker except on a point of order. Members may speak only once to a motion until all members wishing to speak have had the opportunity to do so, unless otherwise permitted by the Chair
- 3) The Chair shall state all motions presented or require the Secretary to read the motion before permitting debate on the question

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- 4) Debate shall conclude when the Chair determines that all members wishing to speak have done so or when the Board resolves to proceed to a vote

MOTIONS

- 1) All motions must be moved and seconded before being debated, voted upon, or recorded in the minutes
- 2) Once a motion has been moved and seconded, it may only be withdrawn by resolution of the Board
- 3) A motion properly before the Board shall be disposed of before another motion is considered, except for procedural motions including motions to amend, adjourn, extend the meeting, or address a matter of privilege
- 4) A motion may be amended once while under consideration. An amendment shall be moved and seconded and shall be voted on before the main motion
- 5) A motion to adjourn is not debatable or amendable. If defeated, a subsequent motion to adjourn may not be introduced until other business has been considered.
- 6) A motion to reconsider a matter previously decided, but not yet acted upon, may only be moved by a member who voted with the prevailing side. No further consideration of the matter shall occur until the motion to reconsider has been decided
- 7) Where a motion contains multiple distinct proposals, the Board may, by agreement, divide the motion and consider each proposal separately.

VOTING

- 1) The Chair may vote on all questions and shall cast their vote after the other members have voted
- 2) Each Board member present is entitled to one vote unless prohibited from voting due to a declared conflict of interest
- 3) A tie vote shall be deemed lost
- 4) Only working group members may move and second motions and vote in working group meetings
- 5) A separate vote will be taken upon each proposal contained in a question divided with Board approval
- 6) Voting shall normally be by a show of hands unless a recorded vote is requested

CONFLICT OF INTEREST

Pursuant to Section 5 of the Municipal Conflict of Interest Act, R.S.O. 1990, c.M.50, A member who has a pecuniary interest in a matter under consideration shall:

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- 1) Disclose the interest and the general nature thereof prior to discussion of the matter
- 2) Refrain from participating in discussion or voting on the matter
- 3) Refrain from attempting to influence the consideration of the matter before, during, or after the meeting;
- 4) Where the matter is considered in Closed Session, leave the meeting or portion of the meeting while the matter is under consideration;
- 5) Where the member was absent when the matter was considered, disclose the interest at the first subsequent meeting attended by the member, as required by law; and
- 6) File any written statement of disclosure required by the Municipal Conflict of Interest Act.

Declarations of pecuniary interest shall be recorded in the minutes as required by law. The Board shall ensure that a registry of declarations and written statements is established, maintained, and available for public inspection in accordance with the Municipal Conflict of Interest Act.

CONDUCT OF THE PUBLIC

Members of the public attending Board meetings shall conduct themselves respectfully and in a manner that does not disrupt the proceedings, including refraining from addressing the Board without permission.

The Chairperson may remove any person from the meeting for improper conduct.

BOARD AND STAFF INTERACTION

Board members shall communicate operational concerns, suggestions, or matters relating to Library staff through the CEO/Director of Library Services. The Board shall not direct or supervise Library staff other than the CEO/Director of Library Services.

The CEO/Director of Library Services is responsible for the administration of Board-approved policies and the development and implementation of operational procedures.

PUBLIC AND MEDIA RELATIONS

the CEO/Director of Library Services and Chair, or their designates, are authorized to communicate with the public and the media regarding Board decisions, Library policies, operations, and emergency matters.

Board members shall support the decision of the Board and shall not:

- 1) Speak on behalf of the Board unless authorized to do so or disclose confidential information or matters not yet considered or resolved by the Board
- 2) Publicly criticize Board decisions, members, or Library staff

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- 3) Disclose personal or confidential information relating to Library patrons, staff, or Board business.

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 be reimbursed all reasonable out-of-pocket expenses, by submission of expense claim, 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/Director of Library Services will have the authority to make advance payment to meet estimated expenses.

POLICY HISTORY:	
Initial Draft	October 1, 2010
Draft Presentation Review:	
Board Presentation:	October 21, 2010
Board Review:	June 19, 2014; December 18, 2014; February 2016; November

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	2016; August 15, 2019; February 20, 2020; April 23, 2020; October 17, 2024; January 16, 2025; September 17, 2026
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