Policy Name:	**Board By-Laws**
Policy Type:	**Board By-Laws**
Policy Number:	**BL-01**
Original Adoption Date:	**November 2014**
Current Approval:	**April 2024**
Review:	**April 2027**
Motion:	**2024:22**

Library Board By-Laws

1. Purpose

In accordance with *Statutes of Ontario, 1990, Chapter P. 44*, the Orillia Public Library Board (the Board) is governed by the ***Public Libraries Act*** and as such requires that public Library Boards establish measures that will regulate the business of the Board fairly and transparently.

2. Policy

This policy outlines the rules and regulations by which the Board will conduct their business.

3. Procedures

Section 1 – Statement of Authority

The 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* (hereinafter known as ***PLA***). The purpose of this section of the by-law is to define the legal authority of the Board.

a. In accordance with the ***PLA***, *section 3 (1)*, the council of the City of Orillia has established the Orillia Public Library by the adoption of *municipal by-law #471*. This document is the Establishing By-Law for the Orillia Public Library.
b. In accordance with the ***PLA***, *section 3 (3),* the Orillia Public Library "shall be under the management and control of the Orillia Public Library Board which is a corporation…". Together with the Establishing By-Law (above), this section of the ***PLA*** provides evidence of incorporation under ***Canada Revenue Agency (CRA)*** rules for charitable organizations.

c. The Orillia Public Library will operate under the authority of the ***PLA***, and, as a charitable organization within the ***CRA*** framework, will be operated without the purpose of gain for its members, and any profits or other assets of the organization will be used solely to promote its objectives. Should the Library Board dissolve, the directions provided under *Section 42* of the ***PLA*** will be followed, with assets distributed to other charitable organizations, including, for example, the municipality.

d. The powers and duties of the Library Board are prescribed in the ***PLA***, to which this by-law adheres. The role of the Library Board is to govern the affairs of the Library, and in accordance with the ***PLA***, *section 20*, the Library Board:

   i) shall seek to provide, in cooperation with other Boards, a comprehensive and efficient public library service that reflects the community's unique needs.

   ii) shall provide library services in the French language, where appropriate.

   iii) shall operate one or more libraries and ensure that they are conducted in accordance with this Act and the regulations.

   iv) may operate special services in connection with a library as it considers necessary.

   v) shall fix the times and places for Board meetings and the mode of calling and conducting them and ensure that full and correct minutes are kept.

   vi) shall make an annual report to the Minister and make any other reports required by this Act and the regulations or requested by the Minister.

   vii) shall make provision for insuring the Board's real and personal property.

   viii) shall take proper security for the treasurer.

   ix) may appoint such committees as it considers expedient.

e. Under the ***PLA***, *Section 15(2),* the Library Board must appoint a Library CEO, and it is that person to whom the Library Board delegates authority for management of Library operations.

Policy Name:	**Board By-Laws**
Policy Type:	**Board By-Laws**
Policy Number:	**BL-01**
Original Adoption Date:	**November 2014**
Current Approval:	**April 2024**
Review:	**April 2027**
Motion:	**2024:22**

Section 2 - Composition of the Library Board

The Library Board adheres to the ***PLA*** as it relates to the composition of the Board. The purpose of this section of the by-law is to guide the council's appointment process for Board Members.

a. The Orillia Public Library Board is composed of 11 members, including: two (2) City Council representatives; seven (7) Citizens-at-large who must be eligible electors of the City of Orillia; one (1) representative nominated by the Council of Oro-Medonte Township; and one (1) representative nominated by the Council of Severn Township.
b. The Council of the City of Orillia will appoint all Board Members at the first regular meeting of council in each term.
c. A Board Member shall hold office for a term concurrent with the term of the appointing municipal council, or until a successor is appointed.
d. A Board Member may be reappointed for one or more terms.
e. A Member seeking reappointment must follow the same process of application for consideration as new candidates to the Board.
f. If any Board Member is disqualified from holding office, the Members shall forthwith declare the seat vacant and notify the municipal council accordingly.
g. When a vacancy arises in the membership of the Board, the municipal 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.

Policy Name:	**Board By-Laws**
Policy Type:	**Board By-Laws**
Policy Number:	**BL-01**
Original Adoption Date:	**November 2014**
Current Approval:	**April 2024**
Review:	**April 2027**
Motion:	**2024:22**

Section 3 – Officers of the Library Board

a. Where required, the Library Board adheres to the ***PLA*** as it relates to the election and appointment of officers. The purpose of this section of the by-law is twofold: to guide the Library Board's appointment of its officers and to outline the responsibilities of each of these officers.

b. The Board shall have the following officers:
   - Chair
   - Vice Chair
   - Secretary
   - Treasurer
   - Chief Executive Officer (CEO)

c. At the first meeting of the new term, members of the Library Board shall elect a Chair and a Vice-Chair from among the members. The term of office for Chair and Vice Chair shall be for the term of the Library Board.

d. As permitted by the ***PLA***, *Section 15(5),* the Board appoints the CEO as secretary of the Library Board.

e. As permitted by the ***PLA***, *Section 15(5)*, the Board appoints the CEO as treasurer of the Library Board.

f. If any of the officers retire, step down, or are dismissed during their term, the Library Board must immediately elect or appoint a new officer.

Section 4 – Terms of Reference

a. Terms of Reference of the Board Chair

i. The Chair leads the Library 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.

ii. The Chair will:

1) preside at regular and special meetings of the Library Board.
2) set the agenda in consultation with the Library CEO.
3) ensure that business is dealt with expeditiously and help the Library Board work as a team.
4) in accordance with ***PLA***, *Section 16(6)*, vote on all questions.
5) act as an authorized signing officer of all documents pertaining to Board business.
6) coordinate the CEO evaluation process.
7) share with the CEO the responsibility for conducting Board orientation.
8) coordinate the Library Board's evaluation process.
9) 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 Library Board.
10) not commit the Library Board to any course of action in the absence of the specific authority of the Library Board.

b. Terms of Reference of the Vice Chair

i. The Vice Chair, in the absence or illness of the Chair, will perform the duties of the Chair, including presiding at Library Board meetings. While so acting as Chair, the Vice Chair has all the powers of the Chair.

ii. In the absence of both the Chair and the Vice Chair, the Secretary may assume the duties of the Chair.

c. Terms of Reference of the Secretary

i. The Secretary acts as the record-keeper to the Library Board. In the absence of the Secretary, the Library Board may appoint one of its members as the acting Secretary.

ii. In accordance with the ***PLA,*** *Section 15(3),* the Secretary will:

1) conduct the Board's official correspondence.
2) keep minutes of every meeting of the Board.
3) prepare the agenda prior to each Board meeting, in cooperation with the chair.
4) distribute the agenda, with all reports and enclosures, to all Board members prior to the relevant Board meeting.
5) distribute the minutes to all Board members not less than three days prior to the next Board meeting.

d. Terms of Reference of the Treasurer

i. 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.

ii. In accordance with the ***PLA***, *Section 14(4),* the Treasurer will:

1) receive and account for all the Library Board's money.
2) open an account or accounts in the name of the Library Board in a chartered bank, trust company or credit union approved by the Board.
3) deposit all money received on the Library Board's behalf to the credit of that account or accounts.
4) disburse the money as the Library Board directs.

iii. The Treasurer will act as an authorized signing officer of all documents pertaining to the financial business of the Library Board.

iv. The Treasurer will provide the Library Board with a report of all financial transactions of the Library, monthly or as otherwise required.

e. Terms of Reference of the Chief Executive Officer (CEO)

i. In accordance with the ***PLA***, *Section 15(2)*, the Library Board appoints the Chief Executive Officer (CEO) who shall attend all Board meetings.

ii. The Library Board delegates the authority for management and operations of services to the CEO.

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

1) acts as the secretary/treasurer to the Library Board.
2) does not vote on Board business.
3) sits ex-officio on any committees of the Library Board and acts as a resource person.
4) assists and supports the Library Board at the presentation of the Library budget before the council.
5) reports directly to the Library Board on the affairs of the Library and makes recommendations they consider necessary.
6) interprets and communicates the Board's decisions to the staff.

Section 5 – Meetings of the Board

Board members must meet regularly at least seven times a year to ensure the proper governance of the Library and to conduct the business of the Board. The purpose of this section of the by-law is to set procedures to follow for meetings and to ensure compliance with the ***PLA.***

The dates of Board meetings will be listed on the Library website. The Board may agree to reschedule a meeting.

a. Meeting Procedural Rules

The Orillia Public Library Board has adopted the following meeting ground rules:

i. Listen actively.

ii. Participate fully.

iii. Be respectful and supportive of one another.

iv. Focus on issues, not behaviours.

v. Speak with one voice outside of Board discussion.

b. Types of Meetings

i. Board meetings will be open to the public unless the subject matter being considered falls within the parameters of the ***PLA***, *Section 16.1(4)* as stated in point 5 of this section of the by-law.

ii. The Library Board shall hold at least seven regular meetings in each year, and at such other times as it considers necessary. While a Library Board may have standing committees, the Orillia Public Library Board will meet "as a whole" and only use ad hoc committees, as necessary, for special purposes.

iii. The inaugural meeting of the Board 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, beginning with the position of Chair.

iv. 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.

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

1) the security of the property of the Board.
2) personal matters about an identifiable individual.

3) a proposed or pending acquisition of land by the Board.
4) labour relations or employee negotiations.
5) litigation or potential litigation, including matters before administrative tribunals, affecting the Board.
6) advice subject to solicitor-client privilege, including communications necessary for that purpose.
7) a matter in respect of which a Board or committee of a Board may hold a closed meeting under another Act.

vi. 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, chapter M56*. Before holding a meeting or part of a meeting that is to be closed to the public, the Library Board or committee of the Board shall state by resolution:

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

vii. Members of the public may make verbal presentations to the Board as a delegation with the permission of the chair or upon written notification to the secretary, received seven days in advance of the meeting.

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

1) 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.
2) A member of the Library Board of a committee may attend, participate, and vote at an open or closed meeting remotely.

3) 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.
4) Meeting minutes will reflect that a member is participating remotely.
5) Quorum applies to the members attending in person and remotely.

c. Order of proceedings

i. **Parliamentary authority** -- The rules and practice set out in *Robert's Rules of Order Newly Revised* shall govern wherever applicable in all cases not specifically provided for in these by-laws.

ii. **Call to order** – 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.

iii. **Quorum** – In accordance with the ***Public Libraries Act,*** *s. 16(5),* the presence of most of the Board is necessary for the transaction of business at a meeting.

1) 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.
2) 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 Library Board.

3) If notified by a majority of Board members of their anticipated absence from a meeting, the secretary shall notify all members of the Library Board that the meeting is cancelled.

iv) **Attendance at meetings** – In accordance with the ***PLA***, *s. 13*, should a member be absent for three (3) consecutive meetings, the Board shall:

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

v) **Agenda** – The agenda focuses the discussion to make good use of the Library Board's time. Meetings of the Library Board do not re-do the work of staff or of any ad hoc or standing committees. The order of business for all regular meetings of the Library Board shall be as follows:

1) Call to order.
2) Approval of the agenda.
3) Disclosure of pecuniary interest and the general nature thereof.
4) Minutes of the preceding meeting.
5) CEO and Departmental reports.
6) Correspondence.
7) Business arising from the Minutes.
8) Board Committee reports.
9) New Business.
10) Announcements.
11) Adjournment.

vi) **Voting** – The three main points to consider are:

1) All motions at Board meetings, except those approving or amending the by-laws, are decided by a majority of votes cast.
2) A motion to add, amend or remove a by-law shall require a majority vote of at least two-thirds of the members to be carried.
3) In accordance with the ***PLA***, s. 16(6), the chair or acting chair of the Board 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.

vii) **Minutes** – The four main points to consider are:

1) Once approved, minutes of meetings are the official record of decisions and provide direction for officers and employees in their subsequent actions.
2) Minutes are approved at the next meeting of the Library Board and signed by the chair.
3) Minutes (excluding in-camera minutes) are public documents and shall be made available to the public.
4) Minutes of closed meetings are kept separately and held to be confidential.

vii) **Chairing the Meeting -** The function of the chair is to act in a leadership role to the Library Board, ensuring that business is dealt with expeditiously, and to help the Library Board work as a team.

It is the duty of the chair of the Library Board to:

1) open meetings of the Library Board by calling the members to order.
2) announce the business before the Library Board in the order in which it is to be acted upon.

3) receive and submit, in the proper manner, all motions presented by the members of the Library Board.
4) put to vote all motions which are moved and seconded during proceedings and announce the results.
5) decline to put to vote motions which infringe the rules of procedure restrain the members, when engaged in debate, within the rules of order exclude any person from a meeting for improper conduct.
6) enforce the observance of order and decorum among the members.
7) authenticate, by signing, all by-laws, resolutions, and minutes of the Library Board.
8) instruct the Library Board on the rules of order.
9) represent and support the Library Board, declaring its will, and implicitly obeying its decisions in all things.
10) receive all messages and communications on behalf of, and announce them to, the Library Board.
11) ensure that the decisions of the Library Board are in conformity with the laws and by-laws governing the activities of the Library Board.

Section 5 – Amendment of By-laws

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

a. By-laws may be amended in response to legislation or when circumstances change.
b. At a Board meeting any member can propose a review or an amendment of clause within the by-law.
c. All members of the Library Board will receive notice and draft of proposed changes prior to the next Board meeting at which a motion for amendment may be tabled.

Policy Name:	**Board By-Laws**
Policy Type:	**Board By-Laws**
Policy Number:	**BL-01**
Original Adoption Date:	**November 2014**
Current Approval:	**April 2024**
Review:	**April 2027**
Motion:	**2024:22**

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

e. As the Orillia Public Library has charitable status under the ***Canada Revenue Agency (CRA)***, the CEO will ensure that the ***CRA*** receives a copy of the amended Board by-laws.

Related Documents:

- Council of the City of Orillia. Bylaw #471
- ***Municipal Freedom of Information and Protection of Privacy Act****, R.S.O. 1990*
- Orillia Public Library: Board-CEO Partnership (GOV-03)
- Orillia Public Library: Purpose and Duties of the Board (GOV-01)
- ***Public Libraries Act****, R.S.O. 1990*
- Robert's Rules of Order New Revised