

Section	Governance/Administration	Section#:	1.0.0
Sub-section	Organization of the Board	Sub-section #:	1.1.0
Topic	Board Procedure Bylaw	Policy :	1.1.7

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, plan for the future and review monitoring or evaluation material submitted by staff. This policy sets procedures to follow for meetings and ensures compliance with the **Public Libraries Act**, R.S.O. c. P.44.

Section 1: Types of Meetings

1. In accordance with the **Public Libraries Act**, s. 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**, s. 16.1(4) as stated in point 5 of this bylaw.
2. In accordance with the **Public Libraries Act**, s. 16(1), regular meetings of the Selwyn Public Library Board shall be held once a month for at least 10 months of each year and at such other times as it considers necessary.
3. In accordance with the **Public Libraries Act**, s. 14(1), the first meeting shall be called by the Chief Executive Officer (CEO) of the Selwyn Public Library Board, 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 and the first meeting each year, the CEO shall oversee the elections of the officers. The elections begin with the position of chair.

4. In accordance with the **Public Libraries Act**, s. 16(2), the chair or any two members of the 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.
5. In accordance with the **Public Libraries Act**, s. 16.1(4), 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) a personal matter 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.
6. In accordance with the **Public Libraries Act**, s. 16.1 (5) and (6), 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, the Board or committee of the Board shall state by resolution:

- a) the reason for holding the closed meeting, and
- b) the general nature of the matter to be considered at the closed meeting.

Closed session minutes and reports shall be returned to the CEO and/ or the Treasurer at the conclusion of each meeting.

7. Board members may attend board meetings remotely via audio or video means. The conditions for remote attendance comprise the following:
- a) remote attendance 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;
 - b) a member of the board may attend and participate remotely at an open or closed meeting if the member is prevented from physically attending because of:
 - i. an illness or a disability, or
 - ii. business which takes him or her out of town;
 - c) the vice-chair chairs the meeting if the chair attends the meeting remotely;
 - d) members attending a meeting remotely must give the secretary notice before the commencement of the meeting;
 - e) meeting minutes reflect members present remotely;
 - f) when one or more members of the board attend a meeting remotely, the secretary shall,
 - i. announce to the public which member is attending the meeting remotely,
 - ii. identify the method of attendance, and
 - iii. the reason why the absent member is participating by such means;
 - g) the voice of the caller shall be identified by the chair; and
 - h) if a remote participant is disconnected from the meeting, that fact and the time at which the disconnection occurred shall be noted in the meeting minutes.

Section 2: Order of Proceedings

1. Parliamentary authority.

- a) The rules contained in the current edition of ***Robert's Rules of Order Newly Revised*** shall govern the proceedings of the library board in cases where there are no bylaws of the board in place.

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.

3. Quorum.

- a) In accordance with the ***Public Libraries Act***, s. 16(5), the presence of a majority of the Board is necessary for the transaction of business at a meeting.
- b) Quorum is assessed based on the number of members participating in person and remotely (live, real time).
- c) Where a quorum is not present within fifteen minutes of the hour fixed for a meeting, the secretary shall record the names of board members present, and the meeting shall stand adjourned until the next meeting or until a special meeting is called.
- d) 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.
- e) 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.

4. Attendance at meetings.

In accordance with the ***Public Libraries Act***, s. 13, should a member be absent for three (3) consecutive meetings, 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 absences and pass a resolution authorizing that person to continue as a board member.

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) Notice of motions to be included on the agenda that would not otherwise be considered by the Board shall be submitted to the Chair and Secretary at least six (6) days prior to the regular board meeting date. The notice of motion and any supporting information shall be added to the agenda for the next regular meeting.

All items included on the agenda may be considered or disposed of by the Board at the meeting first introduced. Should additional research be required, the issue may be brought forward to a subsequent meeting to allow the Board time to give due consideration to the matter.
- c) Agenda packages shall be available for pickup a minimum of three (3) days prior to a board meeting. To ensure confidentiality, any documentation pertaining to items to be discussed in closed session shall be circulated to board members in paper format only.
- d) The order of business for all regular meetings of the board shall be as follows:
 - 1. Call to order
 - 2. Declaration of any conflicts of interest
 - 3. Minutes of the preceding meeting
 - 4. Discussion arising from the minutes
 - 5. Deputations and/or Invited Persons and/or Public Meetings
 - 6. Question Period
 - 7. Training Opportunity
 - 8. Staff Reports
 - 9. Sub-Committee reports
 - 10. New & Unfinished Business
 - 11. Other Business
 - 12. Date of the next meeting
 - 13. Adjournment
- e) A board member may introduce a notice of motion for consideration at a meeting under Other Business if time permits. The matter shall not be discussed at the meeting it was introduced but referred to a subsequent meeting unless there is critical time sensitivity to the matter and appropriate information is available to the Board for discussion and decision.
- f) Motions that arise as a result of a current agenda item may be considered if the majority of the Board is in agreement.
- g) Staff may raise items requiring decision only if there is critical time sensitivity to the matter and appropriate information is available to the Board for discussion and decision.

6. Voting.

- a) All motions at board meetings, except those approving or amending the procedure bylaw, 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.
- b) In accordance to the **Public Libraries Act**, s. 6(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.
- c) Recorded Vote -
 - i) When a member present requests a recorded vote, all members present at the board meeting must vote, unless otherwise prohibited by statute. A request for a recorded vote can be made before or immediately after the taking of a vote on any motion. (*Municipal Act S.246(1)*)
 - ii) The names of those who voted for and others who voted against shall be noted in the minutes. An abstention is deemed to be a negative vote. The Recording Secretary shall announce the results. (*Municipal Act S.246(1) (2)*)
 - iii) The procedure to be followed on a recorded vote is that on the first recorded vote of a Board's term, the member present who is first alphabetically shall be required to vote first. Thereafter, as each recorded vote is requested during the term of the Board, the first member of the Board present shall be the next member alphabetically. It is the intention of this clause that by this means, the first recorded vote will constantly change on an alphabetical basis throughout the term of the Board.

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 in camera 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. Deputations

- a) Persons desiring to present information verbally on matters of fact or make a request of the Board shall give written notice to the Secretary, not less than six (6) days previous to the meeting. The request must be in writing and clearly indicate the author and subject to be addressed. A maximum of two (2) speakers shall be limited to speaking to not more than ten minutes.

9. Question Period

- a) Question period shall follow immediately following Deputations and shall last a maximum of 15 minutes. Individual may ask one question at a time on a rotating basis.

10. Board Meetings – Times and Dates

- a) A regular meeting date and time shall be established by consensus of the Board at the beginning of a Board term and reviewed annually,
- b) Changes to this schedule may be permitted in the case of public or civic holidays falling on the day,
- c) A change to the regular schedule may be requested by a Board member on an occasional basis. If all Board members in attendance approve the request and a mutually agreeable date and time can be determined, the next scheduled regular meeting date may be changed.

11. Establishing of Sub-committees

- a) The Board may determine that establishing a temporary sub-committee of the Board may assist the Board in completing certain projects.
- b) Sub-committees shall operate with a clearly defined mandate, expectations and roles.
- c) A sub-committee may consist of Board members, staff or other persons with particular expertise.
- d) The sub-committee shall report to the Board for final approval with any recommendations after completion of their purpose, the Board shall give serious consideration to all recommendations received from a sub-committee.
- e) A sub-committee shall be dissolved following the completion of their mandate and the submission of a final report to the Board for consideration.

Section 3: Chairing the Meeting

1. The function of the chair is to act in a leadership role to the Board, ensuring that business is dealt with expeditiously, and also to help the Board work as a team. It is the duty of the chair of the Selwyn 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,
 - i) authenticate, by signing, all bylaws, resolutions and minutes of the Board,

- j) instruct the Board on the rules of 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.

Section 4: Board Meeting Ground Rule

- 1. The Board values a diversity of opinions and strives to set an environment conducive to exploring ideas. Under the direction of the Board Chair, Board members will at the start of the term, set, and agree on, ground rules to guide their deliberations.

Section 5: Additional procedures

- 1. In the case of a procedure not specifically covered by this bylaw, the Board shall refer to The Corporation of the Township of Smith-Ennismore-Lakefield Bylaw 2011-043 Procedure Bylaw for guidance.

Related Documents:

Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. M56
Public Libraries Act, R.S.O. 1990, c. P44, s.14, 16
Robert's Rules of Order New Revised (RONR) 10th edition
Corporation of the Township of smith-Ennismore-Lakefield Procedure Bylaw 2011-043

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