

Whitby Public Library Board Procedural Bylaws

The Whitby Public Library (hereinafter called the "Library") is established in accordance with the Public Libraries Act, Revised Statutes of Ontario, 1990, Chapter P.44 as amended (hereinafter called the "Act") and is under the management and control of the Whitby Public Library Board (hereinafter called the "Board").

The rules and regulations contained in these bylaws shall be used as the guidelines for the order and dispatch of business by the Board and its Committees.

1. General

1.1 Purpose

The Board's purpose is to ensure that the Whitby Public Library provides the community with comprehensive, efficient public library services in accordance with its mission and strategic plan, reflecting the diversity and depth of the community.

1.2 Head Office

The Head Office of the Board shall be the Central Library located at 405 Dundas Street West, Whitby, ON L1N 6A1.

1.3 Powers and Responsibilities of the Board

The Board's powers and responsibilities are as follows:

- Establish policies that govern the operations of the Library.
- Appoint a Chief Executive Officer (hereinafter called the "CEO") who will have general supervision over and direction of the operations of the Library and staff.
- Develop, approve, and monitor all short- and long-range plans of the Library including strategies of implementation.
- Monitor the finances of the Library to ensure ethical and sound financial operations.
- Assess relevant information regarding library service for the community.

- Endorse service priorities and advocate for appropriate funding to achieve service priorities.
- Advocate to gain support and approval for library services in the community.
- Cultivate positive partnerships with community leaders.
- Conduct annual performance appraisals for the CEO.

1.4 Code of Conduct

Board members are required to comply with the Whitby Public Library Board Code of Conduct.

2. Library Board Composition

2.1 Number of Members

- The Board shall consist of nine members, comprised of one member of Council as Mayor's Designate and eight citizen appointees.

2.2 Appointments

- In accordance with Section 10 of the Act, Whitby Council appoints all members to the Board. The Board can recommend appointees who have applied to serve on the Board and may conduct interviews with applicants to discern the skill set they bring to the position.

2.3 Qualifications

Citizen appointees must meet the qualifications as outlined in section 10 of the Act.

- Minimum of eighteen years old.
- A Canadian citizen or a permanent resident of Canada.
- Resident of the municipality (see Act for specifics).
- Is not employed by the Library, municipality, or county.

2.4 Reappointment

Board members can be reappointed for consecutive terms.

2.5 Term

- A Board member shall hold office for a term concurrent with the term of Whitby Council, or until a successor is appointed.

2.6 Resignation/Vacancy

- Where a vacancy arises in the membership of the Board, Whitby Council shall promptly appoint a person to fill the vacancy and to hold office for the unexpired term, except where the unexpired term is less than forty-five days.

2.7 Attendance

If a Board member is absent from the meetings of the Board for three consecutive months without Board authorization, they shall be deemed to have vacated their seat on the Board and a new appointment will be requested from Council.

3. Board Officers

3.1 Officers of the Board

The Officers of the Board shall be the Chair, Vice- Chair, and the CEO as the Secretary-Treasurer.

3.2 Election of Officers

- The election of the Board Chair and Vice Chair shall take place annually at the first Board meeting in January from among its members.
- The Chair may stand for re-election, serving a maximum of four consecutive years.
- If more than one person is nominated, the Chair shall be elected by secret ballot.
- The election of the Vice Chair shall follow in the same manner.
- In the event of the resignation of the Chair, the Vice Chair shall assume the position of the Chair for the remainder of the term.
- A new Vice Chair shall be elected for the remainder of the term.
- The term of office for each position shall be one year.

3.3 Chair of the Board

The Chair shall:

- Preside at all meetings of the Board, preserve order, and decide all questions on order subject to appeal to the Board.
- Initiate the process for the CEO's annual performance review, as defined by the Board.
- Call the meeting to order.
- Announce the business before the Board in accordance with the agenda.
- Receive and submit, in the proper manner, all motions presented by the Board members.
- Put to a vote all questions which are regularly moved and seconded and announce the results.
- To decline to put to a vote all motions which infringe the rules of conduct.
- Enforce the rules of conduct and of decorum.
- Ensure balanced representation on committees.
- Represent the Board and abide by its decisions.
- Adjourn the meeting when the business is completed.
- Be an ex officio member of all committees.

3.4 Vice Chair

The Vice Chair shall:

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

3.5 Secretary-Treasurer

The Secretary-Treasurer (or designated staff member) shall:

- Conduct the Board's official correspondence.
- Keep minutes of every meeting of the Board.
- Receive and account for all 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.

4. Board Meetings

4.1 Meetings

Meetings will be conducted under Robert's Rules of Order (Revised Edition). All Board and any of its Committees' meetings shall be open to the public except where the subject matter being considered is one encompassed by section 4.2 herein.

4.2 Closed Meetings

A meeting or part of a meeting of the Board or any of its Committees 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.

The Resolution to move into closed session shall state the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting. Upon moving out of closed session, the Board shall rise and report on motions made in closed session or rise with no report.

Minutes of the closed session portion of the meeting are confidential and provided to Board members as such.

4.3 Schedule of Meetings

Regular meetings of the Board shall be held at the Central Library a minimum of 7 times a year on the third Wednesday of the month as agreed upon by the Board at the beginning of each year, or at such other time and place as is decided at a previous meeting by a majority vote of the members present.

The first meeting of the Board in a new term shall be called by the CEO in January or as soon as Whitby Council has completed appointments to the Board. The CEO will take the chair, call the meeting to order, and conduct the election for the position of Chair.

4.4 Agendas

The Chair and the CEO will prepare the agenda. The CEO will make the agenda and supporting documents available to all members by Monday evening preceding the Wednesday Board meeting. Board members are to be notified when the documents are available.

4.5 Order of Business

The order of business at the regular Board meetings shall be as determined by the Board.

4.6 Quorum

A quorum is set at a majority of members. If a quorum is not present thirty minutes after the time fixed for the meeting, the Secretary shall record the names of members present and the Board shall stand adjourned until the next meeting.

4.7 Members' Absence

Members of the Board who are unable to attend a meeting should notify the CEO at least one day prior to the date of the meeting where possible.

4.8 Special Meetings

Special meetings may be called by the Board Chair or by any two Board members when a matter arises that cannot wait for the next scheduled monthly Board meeting. Attendance may include teleconference, video conference, internet video application, or in-person, and must contain a quorum. Twenty-four-hour notice is required prior to the meeting and must include the purpose of the meeting. No other business will be transacted without the consent of the majority of the Board.

Lack of receipt of the notice of a special meeting shall not affect the validity of the meeting or any action taken during the meeting provided a quorum is obtained.

4.9 Disclosure of Interest

Members of the Board are subject to the *Municipal Conflict of Interest Act* and in this regard shall:

- Disclose the interest and general nature thereof before any consideration is given to the matter.
- Not take part in the discussion of or vote on any question in respect of the matter.
- Not attempt before, during, or after the meeting to influence the voting on any such questions.

Where the member is absent from a meeting, the interest will be disclosed at the next meeting attended by the member.

4.10 Delegations

Any person or organization wishing to appear as a delegation before the Board must advise the CEO in writing of their intent by 4:00 p.m. on the Monday prior to the regular Board meeting. Persons who have not pre-registered may still be heard. Their request is subject to a vote of the Board at the meeting in question, and at the time set aside for delegations.

Unless the Board otherwise declares, no person shall be permitted to address the meeting for more than five minutes or fifteen minutes for groups of three or more. The Board has the right to limit the number of delegations presenting at any given meeting.

Upon 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. Any discussion or motions arising from the delegation will be made at the appropriate time in the agenda or at a future meeting.

No delegation shall:

- Speak disrespectfully of any person.
- Use offensive or unparliamentary language.
- Speak on any subject other than the subject for which they have received approval to address the Board.
- Disobey the rules of procedure or the decisions of the Chair.

Any written or verbal submissions made before the Board will form part of the public record and the names of persons appearing as delegations will appear in the minutes of the meeting.

4.11 Conduct of the Public

Members of the public will be courteous and will not engage in any action or conduct which disturbs the meeting or is improper.

Members of the public will not:

- Make any noise or disturbance that prevents members from being able to participate in the meeting.
- Address the Board without a prior appointment or without Board permission at a meeting.
- Use unparliamentary or offensive language.

The Chair may expel any member of the public for such action or improper conduct.

4.12 Special meetings

Special meetings may be called by the Board Chair or by any two Board members when a matter arises that cannot wait for the next scheduled monthly Board meeting. Attendance must contain a quorum.

Twenty-four-hour notice is required prior to the meeting and must include the purpose of the meeting. No other business will be transacted without the consent of the majority of the Board.

Lack of receipt of the notice of a special meeting shall not affect the validity of the meeting or any action taken during the meeting provided a quorum is obtained.

4.13 Electronic Participation in Meetings

“Electronic Meeting” means a meeting called and held in full or in part via electronic means (including, but not limited to, audio teleconference, video teleconference, or via means of the internet) and with or without in person attendance.

A Board member who is participating electronically in a meeting may be counted in determining whether a quorum of members is present at any point in time.

Electronic participation shall be allowed at any meetings of the Board. A member of the Board can participate electronically in a meeting that is closed to the public.

5. Committees of the Board

5.1 Purpose

The purpose of Committees is to facilitate and assist with the business of the Board. The Board may appoint such Committees it determines is necessary and appropriate for the conduct of the Library’s business. Committees shall operate within the Terms of Reference established and approved by the Board.

5.2 Ad Hoc Committees

Various temporary Ad Hoc Committees may be established by Board motion to deal with specific matters or concerns brought before the Board. Membership will be sought at regular or special meetings. A Chair for the Ad Hoc Committee shall be elected from the Committee members at the first meeting. The Committee Chair or the Chair's designate shall report to the Board during regular meetings. The CEO or designate shall be the secretary at all Ad Hoc Committees and shall conduct the support work required. The Ad Hoc Committee shall be discharged by Board motion upon completion of the assignment.

As required, Ad Hoc Committees may be established by motion of the Board to deal with matters before the Board. An Ad Hoc Committee may have any number of members who are interested in the issue at hand. Ad Hoc Committees will report their recommendations to the Board. Upon completion of its assignment, an Ad Hoc Committee shall be discharged by motion of the Board.

5.3 Standing Committees

The Board may establish Standing Committees and shall set forth the scope of work of the Committees and such other provisions as the Board shall deem proper. Standing Committees shall report their work to the Board as required under the scope of work.

5.4 Election of Committee Chair

The Chair of a Board Committee shall be elected by the Committee members and recommended to the Board for approval at its next regular meeting.

5.5 Membership

The membership of a Committee shall be as established by the Board. The Chair of the Board is an ex-officio member of any Committee.

5.6 Meetings

Meetings of Committees may be called by the Chair of the Committee or by a majority of the members of a Committee.

5.7 Committee Proceedings

The CEO shall be the Secretary of all Committees and shall appoint a recording secretary, as necessary.

5.8 Report to the Board

The Chair of the Committee, or in the Chair's absence, another member of the Committee, shall report to the Board as required.

6. Finance

6.1 Financial Year

The fiscal year of the Board shall be from January 1 to December 31 each year.

6.2 Audit

The accounts of the Board shall be audited by auditors approved by the Board at the conclusion of each fiscal year and the audited financial statement shall be provided to Whitby Council.

6.3 Expense Reimbursement for Board Members

Board members may be reimbursed in line with current staff practices for travel and other expenses incurred in carrying out assigned duties.

6.4 Signing Authority

The following are authorized signing authorities with respect to any financial transaction:

- Chair
- Vice Chair
- CEO
- Director, Community and Service Development
- Director, Corporate Services

Two signing authorities are required for each financial transaction.

7. Review and Amendments to Bylaws

7.1 Amendment of Bylaws

A motion to amend or remove a bylaw of the Board requires a two-thirds majority vote from the members. Written notice must be given 30 days before the vote.