

# **Grimsby Public Library Board Procedural By-Laws**

**Approval date:**

March 11, 2020

**Effective Date:**

March 11, 2020

**Notes:**

Approved March 17, 1999

Revised: January 2017

February 2019

March 2020

## **GENERAL By-laws**

### **1.1 The Board (Public Libraries Act)**

The Grimsby Public Library Board, hereafter referred to as the Board, is established under the Public Libraries Act, R.S.O., 1990, Chapter P.44 as amended.

### **1.2 Head Office**

The Head Office of the Board shall be at the Grimsby Public Library, 18 Carnegie Lane, Grimsby, ON, L3M 1Y1

### **1.3 Purpose (Public Libraries Act)**

The purpose of the Board is to provide public library services to the residents of Grimsby, as set out in the Ontario Public Libraries Act and as further defined by the Grimsby Public Library Strategic Plan, Town of Grimsby By-laws, resolutions of Council, and Board policies.

### **1.4 Objectives**

The Board will provide a comprehensive, efficient, accountable and affordable public library service that reflects the unique needs of the Town of Grimsby.

### **1.5 Regulations**

The following rules and regulations of the Board shall be observed for the order and dispatch of business and shall regulate the conduct and duties of its members and officers.

## **1.6 Regulations – ability to suspend**

If necessity warrants doing so for a specific reason, the rules and regulations contained herein may be suspended by resolution for a single occasion by a vote of at least two-thirds of the entire Board.

## **1.7 Reference**

Where possible, reference to applicable Acts, motions, or procedures have been made.

The following reference materials were used and are indicated throughout the document, actual wording has been identified in quotations and italics:

- The Public Libraries Act, R.S.O., 1990, Chapter P.44 (P.L.A.)
- The Municipal Conflict of Interest Act
- Robert's Rules of Order, Newly Revised, 11th Edition
- Town of Grimsby Procedural By-law 07-81
- Town of Grimsby By-law 11-05
- Town of Grimsby By-Law 20-11

## **BOARD COMPOSITION By-Laws**

### **2.1 Number of Members (P.L.A. Section 9, Town of Grimsby By-law 11-05)**

The Town of Grimsby approved the composition of the Library Board pursuant to the Public Libraries Act, R.S.O., 1990, Chapter P.44 at the February 8, 2011 Council Meetings.

The Grimsby Public Library Board is composed of ten members consisting of:

- Two (2) Members of Council,
- Eight (8) approved by the municipal council from the public at large.

### **2.2 Appointments**

The Town of Grimsby Council appoints all members to the Library Board.

### **2.3 Eligibility and Qualifications (P.L.A. Section 10)**

“A person is qualified to be appointed as a member of a board who is a member of the appointing Council or,

- a) is at least eighteen years old,
- b) is a Canadian citizen, or a permanent resident of Canada within the meaning of the *Immigration and Refugee Protection Act* (Canada);
- c) is a resident of the municipality for which the board is established in the case of a public library...
- d) is not employed by the board or by the municipality...”

#### **2.4 Term of Appointment (P.L.A. Section 10, Town of Grimsby By-law 11-05)**

“A board member shall hold office for a term concurrent with the term of the appointing council, or until a successor is appointed, and may be reappointed for one or more further terms”

#### **2.5 Resignations and Vacancies (P.L.A. Section 12)**

“Where a vacancy arises in the membership of a board, the appointing 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.”

#### **2.6 Disqualification (P.L.A. Sections 10 and 13)**

“If a board member,

- is convicted of an indictable offence;
- becomes incapacitated;
- is absent from the meetings of the board for three consecutive months without being authorized by a board resolution;
- ceases to be qualified for membership under clause 10(1)(c); or
- otherwise forfeits his or her seat,

The member’s seat becomes vacant and the remaining members shall forthwith declare the seat vacant and notify the appointing council accordingly.”

## **DUTIES AND RESPONSIBILITIES By-laws**

### **3.1 The Board of Directors**

The Library Board works within the Public Libraries Act, R.S.O. 1990. The Board establishes policies to direct the operations of the Grimsby Public Library, in accordance with its purpose and objectives. The Board employs a Chief Executive Officer, who in turn administers the Library under the guidance of those policies.

Responsibilities of the Board of Directors are categorized by the following actions:

### **3.2 Policies**

- Determine and adopt written policies to govern the operation and programs of the library. Such policies should include those dealing with personnel, public service, materials selection and financial authorities.

### **3.3 Planning**

- Formulate the goals of the library and approve plan(s) for meeting these goals.
- Understand the program needs of the library in relation to the community.
- Report mechanisms and feedback activities of the library on the achievement of approved plan outcomes.

### **3.4 Advocacy**

- Establish, support and participate in planned programs to meet community needs.
- Understand local and other laws affecting library operations and governance; play a role in initiating and supporting beneficial library legislation; interact with provincial library agencies.
- Be aware of the activities of regional, provincial, and national library organizations.

### **3.5 Funding**

- Recommend to Council the Library's annual operating budget and capital forecast.
- Seek diversified sources of revenue, e.g. grants and fundraising, in support of library service enhancements.

### **3.6 Reporting**

- Ensure that accurate public records are kept on file at the library and with appropriate local, provincial, or national bodies.
- Be legally responsible for the Library to the Council.
- Report regularly to governing officials and the general public.
- Evaluate the performance of the Library annually.

### **3.7 CEO Evaluation**

- The Board is accountable for the annual review of the CEO's performance.
- The Board is expected to provide feedback at the appropriate opportunities throughout the year when the CEO Performance Evaluation Committee requests, in order to assist the Committee in meeting its directive.
- The Board approves the CEO's final performance evaluation.

### **3.8 Strategic Planning**

- Although the Board depends on staff expertise to assist with executing the strategic planning process, the Board is accountable for the strategic plan.
- The Board, as a whole, has the right to select a facilitator or delegate this task to a Board-appointed evaluation task force or to staff.
- The Board approves the strategic planning process proposal and timeline.
- The Board will partake in the stakeholder consultations.

## **OFFICERS OF THE BOARD By-laws**

### **4.1 Election of Officers**

The Grimsby Public Library Board has adopted an election procedure which follows parliamentary rules to elect its officers by accepting nominations (and acceptances to stand) from the floor, closing nominations, then voting to elect from that proposed slate of officers.

When two or more Board members are vying for a position, voting will be done by ballot. Two staff members will exit the room to count votes, at least one being the CEO or

delegated secretary. The Board may decide to have a Board-appointed scrutineer (a Board member) stand at a distance to oversee the counting. All votes will be sealed in an envelope for shredding later. The successful candidate will be announced.

At the first meeting of a term a Chair will be elected, and elections for Vice Chair, representative positions and committee seats will be held during the second regular business meeting in a new term.

#### **4.2 Chair of the Board (P.L.A. Section 14)**

*“A board shall elect one of its members as chair at its first meeting in a new term.”*

A Chair of the Board is elected for a two-year term, and until a successor is appointed. The tenure of office of the Chair shall be for no more than two consecutive terms.

The Chair may be removed from office by a two-thirds majority vote of the Board. If the Chair resigns or is removed from office, the successor will hold office for the balance of the term of appointment of the Chair.

The Chair is ex-officio member of all committees, and as such, will not be included as part of quorum for any Board committees.

##### Duties and Responsibilities of the Chair:

- The Chair of the Board shall preside at all meetings of the Board, preserve order, and decide all questions on order subject to appeal to the Board.
- The Chair of the Board may vote on any question before the Board.
- The Chair of the Board shall ensure that orientation is provided to the new Board members.
- The Chair of the Board shall initiate the process for the Chief Executive Officer’s annual performance review.

#### **4.3 Vice-Chair**

The Vice-Chair shall act in the absence of the Chair.

The Vice-Chair will hold office for two years, and until a successor is appointed. The tenure of office of the Vice-Chair shall be for no more than two consecutive terms.

The Vice-Chair may be removed from office by a two-thirds majority vote of the Board. If the Vice-Chair resigns or is removed from office, the successor will hold office for the balance of the term.

##### Duties and Responsibilities of the Vice-Chair:

- The Vice-Chair presides at Board meetings if the Chair is absent from the meeting, for any periods during which the Chair is present at the meeting but temporarily leaves the chair, for the discussion of any item in which the Chair has declared a pecuniary interest.

- Performs the remaining duties of the Chair if the Chair is unable for any reason to perform them.

#### **4.4 Past-Chair**

The position of Past-Chair will automatically fall to the previous Chair assuming that they remain as a member of the Board. The Past-Chair will hold office for two years, and until a successor is appointed. The tenure of office of the Past-Chair shall be for no more than two consecutive terms.

The Past-Chair may be removed from office by a two-thirds majority vote of the Board. If the Vice-Chair resigns or is removed from office, the successor will hold office for the balance of the term.

Duties and Responsibilities of the Past-Chair:

- The Past-Chair will act as an advisor to the current Chair and as a mentor to Board members appointed mid-term and, ensuring that these individuals receive proper orientation.

#### **4.5 Secretary of the Board (P.L.A. Section 15)**

“A board shall appoint a secretary who shall,

- (a) conduct the board’s official correspondence; and
- (b) keep minutes of every meeting of the board.

The same person may be both the secretary and the treasurer, and the chief executive officer appointed under subsection (2) may be the secretary and may be the treasurer. R.S.O. 1990, c. P.44, s. 15 (2-5)”

Duties and Responsibilities of the Secretary of the Board:

- maintain the Board’s By-laws, policies, minutes, correspondence, lists of members, meeting schedules and other official records;
- advise the Chair on meeting procedures;
- facilitate meeting arrangements;
- keep minutes of every Board and Committee meeting;
- give notice of Board and Committee meetings
- in the absence of the Chair, Vice and Past Chair, to call the meeting to order and conduct the immediate election of an Acting Chair

The Secretary or their designate will be present at all meetings of the Board and its Committees.

#### **4.6 Treasurer of the Board (P.L.A. Section 15)**

“A board shall appoint a treasurer who shall,

- (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.

The same person may be both the secretary and the treasurer, and the chief executive officer appointed under subsection (2) may be the secretary and may be the treasurer.

R.S.O. 1990, c. P.44, s. 15 (2-5)”

#### Duties and Responsibilities of the Treasurer of the Board:

- Receive, keep safely and account for all money of the Library;
- Will open bank accounts, deposit money into those accounts; and
- Disburse funds as required by provincial and federal legislation, Town and Library By-laws, and Board resolutions.

## **COMMITTEES OF THE BOARD – By-laws**

### **5.1 Duties of Committees**

The purpose of committees is to facilitate the business of the board.

### **5.2 Types of Committees**

The Board will strike committees in its areas of interest.

#### Standing Committees

- CEO Performance Evaluation Committee
- Finance Committee
- Planning Committee

#### Ad Hoc Committees

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 recommendations to the Board. Upon completion of its assignment, an ad hoc committee shall be discharged by motion of the Board.

### **5.3 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 the Board’s next regular meeting.

### **5.4 Membership**

As defined in section 4.2 in the by-laws, the Chair of the Board is ex-officio.

### **5.5 Meetings**

Meetings of committees may be called by the Chair of the committee or by a majority of the members of a committee.

## **Board Meetings – By-laws**

### **6.1 Meetings**

All Board meetings shall be open to the public.

### **6.2 First Meeting of the Board in a New Term (*P.L.A. Section 14*)**

The Chief Executive Officer of the Grimsby Public Library Board shall call the first meeting of the Board in a new term, in accordance with Section 14 of the Public Libraries Act.

### **6.3 Schedule of Meetings (*P.L.A. Section 16*)**

In accordance with the Public Libraries Act, R.S.O., 1990, Chapter P.44 as amended, the Board will hold at least seven regular meetings each year, “**16** (1) A board shall hold at least seven regular meetings in each year. 2019, c. 14, Sched. 12, s. 2.”

Meetings of the Grimsby Public Library Board are generally scheduled for the second Wednesday of the month at 6:30 PM with the exception of July and August. The schedule of dates for Board meetings for the year will be provided to members at the beginning of each year. Although uncommon, the Board may decide to change a regular meeting date for reasons deemed acceptable and notice of such meeting will be made to the public via the website.

### **6.4 Special Meetings**

Special meetings of the Board may be held at any time at the call of the Chair or any two Members. The purpose of the special meeting must be stated in the notice and no other business will be transacted without the consent of the majority of the Board. Special emergency meetings may be called with notice twenty-four hours prior to the meeting.

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

### **6.5 Notification of Meetings**

The notice shall be in the form of a written agenda accompanied by its supporting documents.

This package is prepared by the Chair of the Board, in consultation with the Chief Executive Officer. Any Board member wishing to place an item on the agenda may make a request to do so through the Chair or Chief Executive Officer. Such requests shall then be considered at the Chair of the Board’s discretion.

Minutes of the previous regular meeting and any special meetings shall be provided to the members in the same manner as the agenda.



The package shall be delivered to the Board member's designated email address with printed copies available for pickup at the Library if requested. Whenever possible, packages will be made available five business days prior to the upcoming Board meeting. Immediately following, the package shall be distributed among the appropriate library staff and posted for the public.

Lack of receipt of the notice of a regular or special meeting shall not affect the validity of holding the meeting or any action taken thereat provided a quorum be obtained.

#### **6.6 Attendance (P.L.A. Section 13, Municipal Act Section 238 (3.3))**

Members shall notify the Secretary or designate if they are not able to attend the Regular Board meeting. Attendance of members at meetings shall be recorded.

A Board member may participate electronically in a meeting, which is open to the public. However, Board members attending a meeting electronically shall not be counted in determining whether or not a quorum of members is present. Board members cannot participate electronically in a meeting that is closed to the public.

Any member absent from meetings of the Board for three consecutive months without a resolution authorizing the absence having been recorded in the minutes shall be deemed to have resigned, and the Board shall notify the Council that the seat has become vacant.

#### **6.7 Conflict of Interest**

Members of the Board are subject to the Municipal Conflict of Interest Act and shall refrain from discussing and voting on any matter, which is of a direct or indirect pecuniary interest to themselves, their family members or their employers. An official written declaration shall be made by the member during the agenda review, and recorded in the minutes.

#### **6.8 Delegations**

A person or organization wishing to appear as a delegation before the Board shall satisfy the provisions as set out below:

- A delegation wishing to appear before a Committee or the full Board shall submit a written request, together with written copies of their submission, to the Secretary Treasurer (CEO) two weeks prior to the scheduled meeting of the Committee or Board. The request must stipulate the subject matter upon which the delegation wishes to speak.
- The Secretary Treasurer (CEO) shall notify a representative of the delegation, at a time reasonably in advance, of the date, time and place of the presentation.
- The delegation appearance and the subject of the delegation will be included on the regular agenda and each delegation shall be limited to a maximum time of ten (10) minutes to make a presentation unless otherwise determined by leave of the Chair.

- If the delegation is unable to meet the time requirements for notification but wish to address the Committee or Board, the two-week notice may be lifted at the discretion of the Chair.
- Unscheduled delegations will require a 2/3 majority vote of Library Board.

### **6.9 In-Camera (P.L.A. Section 16, Town of Grimsby Procedural By-law 07-81)**

At a Board or Committee meeting, the Board may move in-camera to discuss a matter that falls within the “closed meetings” provision of the Public Libraries Act.

The motion to move in-camera will state the general nature of the matter to be considered in the closed session. As per the Town of Grimsby’s Procedural Bylaw “*any direction given in Closed Session which requires ratification by [the Board] in an open meeting, shall be so ratified*” immediately following a motion to resume the regular open session.

Minutes of the in-camera portion of the meeting will be marked confidential and issued to the Board for approval and then filed in a secure place by the Secretary of the Board.

### **6.10 Quorum (P.L.A. Section 16)**

At all Board meetings, “a majority of the Board” must be present to establish a quorum for regular business. If there is no quorum, the meeting may continue as a discussion but any resolutions, motions and decisions must be made at a subsequent Board meeting when a quorum is present.

No meeting will be called with the advance knowledge that there will be no quorum.

### **6.11 Voting (P.L.A. Section 16)**

Voting is carried out by a show of hands, except when the Board deems it best to vote via ballot, voice or proxy. Voting by proxy will only be used if all Board members agree it is essential due to a time-sensitive matter. If proxy voting is permitted, Board members will submit votes by mail or email, and will not ask a Board member to vote on their behalf. The hard copies of any and all proxy votes will be included as part of the corporate record.

### **6.12 Procedure for Meetings**

The Chair will preside at all meetings of the Board, maintain order, decide whether motions are in order, and rule on all procedural matters.

If the Chair is not present at the time for the meeting to begin, the Vice-Chair will call the meeting to order and will preside for that meeting or until the arrival of the Chair.

If both the Chair and the Vice-Chair are not present at the time for the meeting to begin, the Past-Chair will call the meeting to order and will preside for that meeting or until the arrival of the Chair or Vice-Chair.

If neither the Chair, Vice-Chair nor Past-Chair are present within 15 minutes after the time for the meeting to begin, the Secretary will call the meeting to order and will preside for the election of an Acting Chair.

If the Chair, Vice-Chair and Past-Chair are absent from a Board meeting or are unable to take the chair, the Board will appoint an Acting Chair from among the Members present. The Secretary will conduct the election. While presiding, the Acting Chair will have all the rights, duties and responsibilities of the Chair.

The Chief Executive Officer shall act as or designate a recording secretary for meetings.

### **6.13 Rules of Order**

A copy of the most recent edition of Roberts Rules of Order shall be available at all library meetings.

- All decisions will be made on the basis of motions.
- To make a motion, a member must obtain the floor first.
- Every motion must be seconded by another member.
- A motion will not be debated until it has been moved and seconded and put on the floor by the Chair.
- There will be only one substantive motion before the meeting at any one time. An amendment may be made to a motion, but may not negate the main motion or materially alter the intent.
- After members debate the motion the Chair puts the question (puts it to a vote) and announces the result of the vote.
- A motion that has been moved and seconded can be withdrawn or modified (modifications that would not occasion debate if proposed as amendments) with the agreement of the mover.

### **6.14 Conduct of the Chair**

The Chair will:

- call the meeting to order;
- determine the presence of a quorum;
- announce in proper sequence the business that comes before the Board;
- maintain a list of Members who have signalled the Chair that they wish to speak or ask questions;
- recognize Members in the order in which they signalled that they wished to speak or ask questions;
- state and put to a vote all questions that legitimately come before the Board as motions, announcing the outcome;
- protect the assembly from obviously frivolous or dilatory motions by refusing to recognize them;
- expedite business;
- decide all questions of order;
- respond to inquiries of members relating to parliamentary procedure bearing on the business of the Board;
- declare the meeting adjourned when the Board so votes.

Members who have already spoken may speak again only after all other Members have been given the opportunity to speak.

The Chair will not put any matter to the vote, nor will any Member move a procedural motion to have the vote taken, until every Member who wishes to speak has spoken at least once.

If the Chair rules that it is beneficial and in the best interests of the Board to deal with a question immediately, this is the action the Board must take. The Chair's rulings on order or procedure are not debatable, but may be appealed by any Member by motion, duly seconded. If the motion is carried, the Chair's decision is overturned.

If the Chair rules that a motion is contrary to the rules of the Board, the Chair will tell the Members immediately before putting the question, and will cite the rule or authority applicable to the case without argument or comment.

The Chair may place time limits on speeches. The time limit must be announced before the debate begins and must be the same for all Members.

#### **6.15 Conduct of Members (P.L.A. Section 16.1)**

A member will be courteous and will not engage in any action, which disturbs the meeting.

A Member will not:

- use offensive language, including any expressions or statements in debate or in questions that attribute false or undeclared motives to another Member, charge another Member with being dishonest, be abusive or insulting, or cause disorder;
- make any noise or disturbance that prevents Members from being able to participate in the meeting;
- interrupt a Member who is speaking, except to raise a Matter of Privilege or a Point of Order;
- disobey the rules of the Board, or disobey a decision of the Chair of the Board on questions of order or practice or on the interpretation of the rules of the Board.

A Member who wishes to speak will signal the Chair by a raised hand, and will wait for recognition by the Chair.

All remarks and questions, including questions intended for another Member or staff, will be addressed to the Chair.

The Chair may deny a Member the right to speak on a particular topic if the Member is disruptive or persistently interrupts others.

The Chair may exclude a Member from the meeting who has been given a warning but continues to disregard the rulings from the Chair, "...the board chair may expel any person for improper conduct at a meeting."

### **6.16 Conduct of the Public (P.L.A. Section 16.1)**

Members of the public will be courteous and will not engage in any action, which disturbs the meeting.

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 the permission of the Board at the meeting;
- use offensive language.

“...the board chair may expel any person for improper conduct at a meeting.”

## **MINUTES AND AGENDAS – By-laws**

### **7.1 Distribution**

Board agendas and minutes are public information and will be made available to the public via the Town of Grimsby website and via the Library’s website.

### **7.2 Regular Board Meeting Minutes**

Minutes are recorded by the appointed recording secretary for later transcription in draft form, and forwarded to Board members before the next meeting. Additions or corrections are brought to the following full Board meeting for adoption in the minutes.

### **7.3 Committee Minutes**

Minutes of Committee meetings are recorded by the appointed recording secretary or a member of the committee as appointed at the committee’s first meeting.

### **7.4 Approval of the Agenda**

At the beginning of any regular Board or Committee meeting, the Chair of the Board may announce additional items to be added to the agenda prior to the approval of the agenda.

### **7.5 New Business**

A New Business item will be placed on the agenda of all regular Board and Committee meetings. The Chair will ask the Board if there is any new business, and if there are no objections to a particular item or items, such item(s) can be discussed. The Chair may also provide information.

## **REVIEW AND AMENDMENTS TO BY-LAWS**

### **8.1 In the Event of Conflict**

In the event of a conflict between this By-law and the provision of either the Public Libraries Act or an applicable by-law of the Town of Grimsby, the provisions of the

Public Libraries Act or the Town of Grimsby By-law shall prevail to the extent of any conflict.

### **8.2 Review**

Revisions to any of the guiding authorities (Public Libraries Act, Robert's Rules of Order, Town of Grimsby By-laws) will necessitate a review of the Board By-laws.

These by-laws will be reviewed bi-annually as per the review date indicated at the beginning of this document.

### **8.3 Amendments**

Any proposed amendments to the By-laws prior to the regular scheduled review shall require a two-thirds vote by the membership, with the vote to take place after a minimum of 30 days notification.