



BRACEBRIDGE LIBRARY POLICIES

<p>Policy Number: BL-01 Title: Board Authority, Composition and Responsibility Board Approval Date: June 20, 2023</p>	<p>Category: Governance Policy Replacing: Board Bylaw #1: Library Board Membership; Board Bylaw #2: Meetings; Bylaw #2A Electronic Meetings; Board By-law #3: Transparency Year of next review: 2027</p>
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PURPOSE:

The Bracebridge Library, as a requirement of legal incorporation, is required to establish bylaws in respect to specific matters. The Library maintains procedural bylaws which addresses its responsibilities, organization, meetings, and amendment of bylaws. In order to simplify the understanding of the Library’s current bylaws, this bylaw has combined all Library bylaws into one with sections to indicate the required areas as per the **Public Libraries Act**. This gives the Board the ability to ensure continuity of governance and consistent library service by providing greater ease of bylaw modification if and when required.

POLICY STATEMENT:

Section 1: Statement of Authority

The Board bears legal responsibility for the Library by ensuring that it operates in accordance with the **Public Libraries Act**, R.S.O. 1990, chapter P.44. The purpose of this bylaw is to define the legal authority of the Board.

1. In accordance with the **Public Libraries Act**, section 3 (1), the Council of the Town of Bracebridge has established the Bracebridge Library by the adoption of municipal bylaw # 2008-1. This document is the policy which implements municipal bylaw #2008-1 for the Bracebridge Library.
2. In accordance with the **Public Libraries Act**, section 3 (3), the Bracebridge Library “shall be under the management and control of the Bracebridge Library Board which is a corporation.” Together with the Establishing Bylaw (above), this section of the PLA provides evidence of incorporation under Canada Revenue Agency (CRA) rules for charitable organizations.
3. The Bracebridge Library will operate under the authority of the **Public Libraries Act**, R.S.O. 1990, chapter P44 and, as a charitable organization within the CRA framework, will be operated without 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 Board dissolve, the directions provided under Section 42 of PLA will be followed, with assets distributed to other charitable organizations, including, for example, the municipality,
4. The powers and duties of the Board are prescribed in the **Public Libraries Act**, R.S.O. 1990, chapter P44, to which this policy adheres. The role of the Board is to govern the affairs of the library, and in accordance with the **Public Libraries Act**, section 20, the Board:

- a. shall seek to provide, in cooperation with other boards, a comprehensive and efficient public library service that reflects the community's unique needs,
 - b. shall provide library services in the French language, where appropriate,
 - c. shall operate one or more libraries and ensure that they are conducted in accordance with this Act and the regulations,
 - d. may operate special services in connection with a library as it considers necessary,
 - e. 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,
 - f. 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 from time to time,
 - g. shall make provision for insuring the Board's real and personal property,
 - h. shall take proper security for the treasurer,
 - i. may appoint such committees as it considers expedient.
5. Under the **Public Libraries Act**, (Section 15(2)), the Board must appoint a Library CEO, and it is that person to whom the Board delegates authority for management of Library operations.

Section 2: Composition of the Board

Unless exempt through special legislation, the Board adheres to the **Public Libraries Act**, R.S.O. 1990, c. P44 as it relates to the composition of the board. The purpose of this policy is twofold: to guide the council's appointment process for board members and any subsequent actions required to address a board vacancy.

1. While the **Public Libraries Act**, section 9(1) prescribes a board of no fewer than 5 members and gives the municipal council the power to make appointments, the Board endorses a board that consist of at least 5, and no more than 7 members.
2. In accordance with the **Public Libraries Act**, section 10(4), municipal council will appoint all board members at the first regular meeting of council in each term.
3. In accordance with the **Public Libraries Act**, section 10 (2a), municipal council shall not appoint more of its own members to the board than the number that is one less than a majority of the board.
4. In accordance with the **Public Libraries Act**, section 10 (3), a board member shall hold office for a term concurrent with the term of the appointing municipal council, or until a successor is appointed.
5. A board member may be reappointed for one or more terms.
6. A member seeking reappointment must follow the same process of application for consideration as for new candidates to the board.
7. In accordance with the **Public Libraries Act**, section 13, if any member of the board is disqualified from holding office, the members shall forthwith declare the seat vacant and notify the municipal council accordingly.
8. In accordance with the **Public Libraries Act**, section 12, 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.

Section 3: Officers of the Board

Where required, the Board adheres to the **Public Libraries Act**, R.S.O. 1990, c. P44 as it relates to the election and appointment of officers. The purpose of this section of the policy is

twofold: to guide the Board's appointment of its officers and outline the responsibilities of each of these officers in point 4a to 4e.

1. In accordance with the **Public Libraries Act**, section 14, at the first meeting of the new term, members of the Board shall elect a chair from among the members.
2. At any meeting of the term, members of the Board may appoint an acting chair from among the members in accordance with the Public Libraries Act, section 14(4), as the situation arises such as the chair and vice chair being absent, or unable to preside for a specific Board meeting. This position may be filled if and as required by different members of the board.
3. In accordance with the **Public Libraries Act**, section 15, the Board shall appoint a Chief Executive Officer (CEO), who shall also be secretary and treasurer of the Board, as allowed by the **Public Libraries Act**, section 15(5).
4. If any of the officers retire, step down or are dismissed during his/her term, the Board must immediately elect or appoint a new officer. Terms of reference for each officer are given as:
 - a. Terms of Reference for the Board Chair
 - i. The term of office for the Chair of the Bracebridge Library shall be for the term of the Board,
 - ii. The Chair leads the 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.
 - iii. The Chair will:
 1. preside at regular and special meetings of the Board,
 2. set the agenda in consultation with the Library CEO,
 3. ensure that business is dealt with expeditiously and help the Board work as a team,
 4. in accordance with **Public Libraries Act**, section 16(6), vote on all questions,
 5. act as an authorized signing officer of all documents pertaining to board business,
 6. co-ordinate the CEO evaluation process,
 7. share with the CEO the responsibility for conducting Board orientation,
 8. coordinate the Board's evaluation process,
 9. represent the Board, alone or with other members of the Board, at any public or private meetings for the purpose of conducting, promoting, or completing the business of the Board,
 10. not commit the Board to any course of action in the absence of the specific authority of the Board.
 - b. Terms of Reference for the Vice Chair
 - i. The appointment of a Vice Chair shall take place at the first meeting of, (or prior to a meeting of) the Board where the Chair is absent and unable to preside at a meeting.
 - ii. In the absence of the Board Chair, the Vice Chair will perform the duties of the Chair, including presiding at Board meetings.
 - c. Terms of Reference for the Secretary
 - i. As permitted by the **Public Libraries Act**, section 15(5), the Chief Executive Officer of the Bracebridge Library shall serve as the Secretary of the Board.

- ii. The Secretary acts as the record-keeper to the Board. In the absence of the Secretary, the Board may appoint one of its members as the acting Secretary.
- iii. In accordance with the **Public Libraries Act**, s. 15(3), the Secretary will:
 1. conduct the Board's official correspondence,
 2. keep minutes of every meeting of the Board.
- iv. In addition, the secretary will:
 1. prepare the agenda prior to each Board meeting, in cooperation with the Chair,
 2. distribute the agenda, with all reports and enclosures, to all Board members prior to the relevant Board meeting,
 3. distribute the minutes to all Board Members not less than three days prior to the next Board meeting.
- d. Terms of Reference for the Treasurer
 - i. As permitted by the **Public Libraries Act**, section 15(5), the Chief Executive Officer of the Bracebridge Library shall serve as the Treasurer of the Board.
 - ii. 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.
 - iii. In accordance with the **Public Libraries Act**, s. 14(4), the Treasurer will:
 1. receive and account for all the Board's money,
 2. open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved Board,
 3. deposit all money received on the Board's behalf to the credit of that account or accounts,
 4. disburse the money as the Board directs.
 - iv. The Treasurer will act as an authorized signing officer of all documents pertaining to the financial business of the Board.
 - v. The Treasurer will provide the Board with a report of all financial transactions and of the financial position of the library, monthly or as otherwise required.
- e. Terms of Reference for the Chief Executive Officer (CEO)
 - i. In accordance with the **Public Libraries Act**, section 15(2), the Board appoints the Chief Executive Officer who shall attend all board meetings.
 - ii. The Board delegates the authority for management and operations of services to the chief executive officer.
 - iii. As a non-voting officer of the Board, the CEO:
 1. acts as the Secretary/ Treasurer to the Board,
 2. does not vote on Board business,
 3. sits ex-officio on any committees of the Board and acts as a resource person,
 4. assists and supports the Board at the presentation of the Library budget before the council,
 5. reports directly to the Board on the affairs of the Library and makes recommendations they considers necessary,
 6. interprets and communicates the Board's decisions to the staff.

Section 4: Meetings of the Board

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 and review monitoring or evaluation material submitted by employees. This section of the policy sets procedures to follow for meetings and ensures compliance with the **Public Libraries Act**, R.S.O. chapter P.44.

a) Board Meeting Ground Rule

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

b) Types of Meetings

- a) In accordance with the **Public Libraries Act**, section 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 further in point 5 of this section of this bylaw.
- b) In accordance with the **Public Libraries Act**, section 16(1), the Board shall hold at least seven regular meetings in each year and at such other times as it considers necessary. While a Board may have standing committees, the Bracebridge Library Board will meet "as a whole" and only use ad hoc committees, as necessary, for special purposes.
- c) In accordance with the **Public Libraries Act**, section 14(1), the first meeting shall be called by the Chief Executive Officer (CEO) of the 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, the CEO oversees the elections of the officers. The elections begin with the position of chair.
- d) In accordance with the **Public Libraries Act**, section 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.
- e) In accordance with the **Public Libraries Act**, section 16.1(4), a meeting or part of a meeting may be closed to the public if the subject matter being considered is:
 - i. the security of the property of the board,
 - ii. personal matters about an identifiable individual,
 - iii. a proposed or pending acquisition or disposition of land by the board,
 - iv. labour relations or employee negotiations,
 - v. litigation or potential litigation, including matters before administrative tribunals, affecting the board,
 - vi. advice that is subject to solicitor-client privilege, including communications necessary for that purpose,
 - vii. a matter in respect of which a board or committee of a board may hold a closed meeting under another Act.
- f) In accordance with the **Public Libraries Act**, section 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, chapter 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:

- i. the fact of the holding of the closed meeting,
 - ii. the general nature of the matter to be considered at the closed meeting.
- g) Board members may attend Board meetings remotely via teleconference or Internet video conferencing call.
 - i. 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.
 - ii. A member of the Board or a committee may attend, participate, and vote at an open or closed meeting remotely.
 - iii. Members who wish to attend a meeting remotely must give notice two (2) hours before the commencement of the meeting to the Secretary so that the equipment can be made ready.
 - iv. Meeting minutes will reflect that a member is participating remotely.
 - v. Quorum applies to the members attending in person and remotely.
- c) Order of Proceedings
 - a) **Parliamentary authority** - The rules contained in the current edition of *Bourinot's Rules of Order Newly Revised* shall govern the proceedings of the Board in cases where there are no bylaws of the board in place.
 - b) **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 acting chair will preside over the meeting.
 - c) **Quorum** - In accordance with the **Public Libraries Act**, section 16(5), the presence of the majority of the Board is necessary for the transaction of business at a meeting.
 - i. 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.
 - ii. 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.
 - iii. 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.
 - d) **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:
 - i. consider the member disqualified from the board and notify the appointing council that the seat is vacant; or
 - ii. consider the circumstances of the absence and pass a resolution authorizing that person to continue as a board member.
 - e) **Agenda** - The agenda focuses the discussion to make good use of the Board's time. Meetings of the Board 'as a whole' do not re-do the work of the employees or of any ad hoc or standing committees. The order of business for all regular meetings of the Board shall be as follows:
 - i. Call to order
 - ii. Approval of the agenda

- iii. Declaration of any conflicts of interest
 - iv. Minutes of the preceding meeting
 - v. Business arising from the minutes
 - vi. Tabling of the board information package: correspondence, Treasurer's report, Chief Executive Officer's report; Committee reports
 - vii. Monitoring the progress of the Library's Strategic Plan
 - viii. Policy review and updates
 - ix. Report on board members' advocacy activities
 - x. Other business
 - xi. Date of the next meeting
 - xii. Adjournment
- f) **Voting** – The three main points to consider are:
- i. All motions at board meetings, except those approving or amending the bylaws governing the board, are decided by a majority of votes cast.
 - ii. A motion to add, amend or remove a policy shall require a majority vote of at least two thirds of the members to be carried.
 - iii. In accordance with the **Public Libraries Act**, 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.
- g) **Minutes** – The four main points to consider are:
- i. Once approved, minutes of meetings are the official record of decisions and provide direction for officers and employees in their subsequent actions.
 - ii. Minutes are approved at the next meeting of the Board.
 - iii. Minutes (excluding in camera minutes) are public documents and shall be made available to the public.
 - iv. Minutes of closed meetings are kept separately and held to be confidential.

d) **Chairing the Meeting**

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 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 during 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, policies, 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,

- m) ensure that the decisions of the Board are in conformity with the laws and policies governing the activities of the Board.

Section 5: Amendment of Bylaws

Bylaws as approved by the Board are the fundamental governing rules of the Board. The purpose of this section is to state the conditions under which bylaws are amended.

1. Bylaws may be amended in response to legislation or when circumstances change.
2. At a board meeting any member can propose a review or an amendment of clause within the bylaws.
3. Where appropriate, requested reviews or amendments may be referred to the Policy Committee for review and comment.
4. All members of the Board will receive notice and draft of proposed changes prior to the next board meeting at which a motion for amendment may be tabled.
5. A motion to add, amend or remove a clause in the bylaws shall require a majority vote of at least two thirds of the members to be carried.

PREVIOUS REVISIONS:

Board Bylaw #1 (2014); Board Bylaw #2 (2014); Board Bylaw #2A (2014); Board Bylaw #3 (2014);

RELATED DOCUMENTS:

- *Public Libraries Act*, R.S.O. 1990, chapter P44, sections. 3(1), 3(3), 14, 15(2), 16.1 and 20.
- Policy OP-36 Privacy, Access to Information and Electronic messages
- Gov-05: Board Member Code of Conduct (2019)
- *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, chapter M56
- *Bourinot's Rules of Order New Revised*