

West Perth Public Library Board By-laws

*The Mission of the West Perth Public Library
is to promote literacy and the lifelong love of reading and learning*

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Statement of Authorities, Powers, and Duties

The West Perth Public Library 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 by-law is to define the legal authority of the Board.

1. In accordance with the *Public Libraries Act*, section 3(1), the Council of the Municipality of West Perth has established the West Perth Public Library by the adoption of By-Law No. 6 A.D. 1896.
2. In accordance with the *Public Libraries Act*, section 3(3), the West Perth Public Library shall be under the management and control of the West Perth Public Library Board which is a corporation.
3. The powers and duties of the West Perth Public Library Board are prescribed in the *Public Libraries Act*, R.S.O. 1990, chapter P.44, 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 *Public Libraries Act*, section 20, the Library Board:
 - a. shall seek to provide, in co-operation 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 the 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.

Amendment of By-laws

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

1. By-laws may be amended in response to legislation or when circumstances change;
2. Any member of the Board can propose a review or an amendment of a by-law;
3. All members of the Board will receive notice and details of changes at the Board meeting prior to the meeting at which time a motion for amendment may be tabled;
4. A motion to add, amend or remove a by-law shall require a majority vote of at least two thirds of the members in order to be carried.

Composition of the Board

Where required, the Board adheres to the *Public Libraries Act*, R.S.O. 1990, c. P44 as it relates to the composition of the Board and appointment of officers. The purpose of this by-law is to guide the Council's appointment process for Board members and to guide the Library Board's appointment of its officers. In addition, this by-law outlines the responsibilities of each of these officers

Section 1: Composition of the Library Board

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 West Perth Public Library Board endorses a Board that consists of at least 5, and no more than 9 members;
2. In accordance with the *Public Libraries Act*, section 10 (2a), 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 concurrent with the term of the appointing Municipal Council, or until a successor is appointed;
5. A Board member may be re-appointed for one or more terms;
6. A member seeking re-appointment 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 2: Officers of the Library Board

1. In accordance with the *Public Libraries Act*, section 14, 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;
2. In accordance with the *Public Libraries Act*, section 15, the Library Board shall appoint a Chief Executive Officer (CEO) who shall also be the Secretary of the Library Board as allowed by the *Public Libraries Act*, section 15 (5);
3. West Perth Public Library Board appoints the Municipal Treasurer as the Treasurer of the Board;
4. If any of the officers retire, step down or are dismissed during his/her term, the Library Board must immediately elect or appoint a new officer.

Section 3: Terms of Reference for the Board Chair

1. In accordance with the *Public Libraries Act*, R.S.O. 1990, c. P44 section 14(3), a Board shall elect one of its members as Chair at the first meeting in a new term;
2. The term of office for the Chair of the West Perth Public Library shall be for the term of the Library Board;
3. 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;
4. The Chair will:
 - a. preside at regular and special meetings of the Library Board;
 - b. set the agenda in consultation with the Library CEO;
 - c. ensure that business is dealt with expeditiously and help the Library Board work as a team;
 - d. in accordance with the *Public Libraries Act*, section 16 (6), vote on all questions;
 - e. act as an authorized signing officer of all documents pertaining to Board business;
 - f. co-ordinate the CEO evaluation process;
 - g. share with the CEO the responsibility for conducting Board orientation
 - h. co-ordinate the Library Board's evaluation process;
 - i. 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 Board;
 - j. not commit the Library Board to any course of action in the absence of the specific authority of the Library Board.

Section 4: Terms of Reference of the Vice-Chair

1. The election of Vice-Chair shall take place at the first meeting for the term of the Library Board;
2. In the absence of the Board Chair, the Vice-Chair will perform the duties of the Chair, including presiding at Library Board meetings.

Section 5: Terms of Reference of the Secretary

1. As permitted by the *Public Libraries Act*, section 15 (5), the Chief Executive Office of the West Perth Public Library shall serve as the Secretary of the Library

Board;

2. 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;
3. In accordance with the *Public Libraries Act*, section 15 (3), the Secretary will:
 - a. conduct the Board's official correspondence;
 - b. keep minutes of every meeting of the Board.
4. In addition, the Secretary will:
 - a. prepare the agenda prior to each Board meeting, in cooperation with the Chair;
 - b. distribute the agenda, with all reports and enclosures, to all Board members prior to the relevant Board meeting;
 - c. distribute the minutes to all Board members not less than three days prior to the next Board meeting.

Section 6: Terms of Reference of the Treasurer

1. The Treasurer for the Municipality of West Perth serves as Treasurer to the Board. The Municipal Treasurer, as a senior staff member at the Municipality, is a non-voting member of the Library Board. This appointment continues with each new term of the Library Board. The Board recognizes that, as permitted by the *Public Libraries Act*, section 15 (5), the Chief Executive Officer of the West Perth Public Library can serve as the Treasurer of the Library Board;
2. 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;
3. In accordance with the *Public Libraries Act*, section 14 (4), the Treasurer will:
 - a. receive and account for all the Library Board's money;
 - b. 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;
 - c. deposit all money received on the Library Board's behalf to the credit of that account or accounts;
 - d. disburse the money as the Library Board directs.
4. The Treasurer will act as an authorized signing officer of all documents pertaining to the financial business of the Library Board;
5. The Treasurer will provide the Library Board with a report of all financial transactions and of the financial position of the Library, monthly or as otherwise required.

Section 7: Terms of Reference of the Chief Executive Officer (CEO)

1. In accordance with the *Public Libraries Act*, section 15(2), the Library Board appoints the Chief Executive Officer who shall attend all Board meetings;
2. The Library Board delegates the authority for management and operations of services to the Chief Executive Officer;
3. As a non-voting officer of the Library Board, the CEO:
 - a. acts as Secretary to the Library Board;
 - b. does not vote on Board business;
 - c. sits ex-officio on all the committees of the Library Board and acts as a resource person;
 - d. assists and supports the Library Board at the presentation of the Library budget before Council;
 - e. reports directly to the Library Board on the affairs of the Library and makes recommendations considered necessary;
 - f. interprets and communicates the Board's decisions to the staff.

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, and 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., chapter P.44.

Section 1: Types of Meetings

1. In accordance with the *Public Libraries Act*, section 16.1 (2), Board meeting will be open to the public unless the subject matter being considered falls within the parameters of the *Public Libraries Act*, section 16.1 (4) as stated in point 5 of this by-law;
2. In accordance with the *Public Libraries Act*, section 16 (1), the Library Board shall hold at least seven regular meetings in each year and at such other times as it considers necessary;
3. In accordance with the *Public Libraries Act*, section 14 (1), the first meeting shall be called by the Chief Executive Officer (CEO) of the West Perth Public Library Board, in each new term, upon receipt of the confirmation of appointments from the Municipal Clerk. The 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 election of the officers. The elections begin with the position of Chair;

4. 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;
5. 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:
 - a. the security of the property of the Board;
 - b. personal matters 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;
 - 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*, 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, 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, a Board or committee of the Board shall state by resolution:
 - a. the fact of the holding of the closed meeting;
 - b. the general nature of the matter to be considered at the closed meeting.
7. Board members may attend Board meetings remotely via teleconference call or Internet video conferencing call.
 - a. As all Board meetings are open to the public, teleconference 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;
 - b. A member of the Library Board or a committee may attend, participate and vote at an open or closed meeting remotely, if the member is prevented from physically attending because of:
 - I. Personal illness or disability; or
 - II. Employment purposes or the business of the public good; or
 - III. Family or other emergency.

- c. Members who wish to attend a meeting remotely must give notice four (4) hours before the commencement of the meeting to the Secretary so that the equipment can be made ready;
- d. Meeting minutes will reflect that a member is participating remotely;
- e. If the Chair of the Library Board attends the meeting remotely, then the Vice-Chair chairs the in-person meeting;
- f. Quorum applies to the members attending in person and remotely.

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 by-laws 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*, section 16 (5), the presence of a majority of the Board is necessary for transaction of business at a meeting;
 - b. 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;
 - c. 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;
 - d. 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*, section 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 absence 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 committees.
 - b. 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, CEO'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
6. Voting
- a. All motions at Board meetings, except those approving or amending the by-laws are decided by a majority of votes cast. 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;
 - b. In accordance to the *Public Libraries Act*, section 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.
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.

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.
2. It is the duty of the Chair of the West Perth 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 the 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 by-laws, resolutions and minutes of the Board;
 - j. instruct the Library 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 by-laws governing the activities of the Board.

Powers and Duties of the Board

The Board bears legal responsibility for the West Perth Public Library. The powers and duties of the Board are prescribed in the *Public Libraries Act*, R.S.O. 1990, c P44, to which this by-law adheres.

1. In accordance with the *Public Libraries Act*, section 20, the West Perth Public Library Board:
 - a. shall seek to provide, in co-operation 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 Ministry of Heritage, Sport, Tourism and Culture 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.

Related documents

- *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990 chapter M56
 - *Public Libraries Act*, R.S.O. 1990 chapter P44, section 14 and section 16.1
 - Robert, Henry M. *Robert's Rules of Order Newly Revised. 11th edition*. Philadelphia: Da Capo Press, 2011.
 - *Public Libraries Act*, R.S.O. 1990, chapter P44, sections 3 (1) and 3 (3)
 - *Council of the Municipality of West Perth*, By-law No. 6 A.D. 1896 passed October 5, 1896
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