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The Mississippi Mills Public Library Board bears legal responsibility for the Mississippi Mills Public Library by ensuring that it operates in accordance with the *Public Libraries Act*, R.S.O. 1990, chapter P.44. This policy defines the legal authority of the Board and the municipal council's appointment process for board members. It also describes the Board's appointment process of its officers, including their responsibilities, and outlines the procedures for meetings.

Section 1: Statement of Authority

1. In accordance with the *Public Libraries Act*, section 3 (1), the Council of the Corporation of the Town of Mississippi Mills has established the Mississippi Mills Public Library by the adoption of municipal by-law No. 07-08.
2. In accordance with the *Public Libraries Act*, section 3 (3), the Mississippi Mills Public Library "shall be under the management and control of the Mississippi Mills Public Library Board which is a corporation..." Together with the Establishing By-law (above), this section of the *PLA* provides evidence of incorporation under Canada Revenue Agency (CRA) rules for charitable organizations.
3. The Mississippi Mills Public 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 the *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 P.44, to which this by-law adheres. The role of the Board is to govern the affairs of the Library. 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 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 library board must appoint a Library CEO, and it is that person to whom the library board delegates authority for management of library operations.

Section 2: Composition of the Board

Unless exempt through special legislation, the library board adheres to the *Public Libraries Act*, R.S.O. 1990, chapter P.44 as it relates to the composition of the board.

1. While the *Public Libraries Act*, section 9 (1) prescribes a board of at least five (5) members, and gives the municipal council the power to make appointments, the library board endorses a board that consists of at least 7, and no more than 9 members (municipal by-law 07-08).
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. If the council fails to make the appointments at its first meeting, it shall do so at any regular or special meeting held within 60 days after its first meeting.
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 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 3: Officers of the Board

Where required, the library board adheres to the *Public Libraries Act*, R.S.O. 1990, chapter P44 as it relates to the election and appointment of officers.

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 from among the members.
2. At the first meeting of the new term, members of the library board may elect a vice chair from among the members.
3. In accordance with the *Public Libraries Act*, section 15, the board shall appoint a chief executive officer (CEO), who may 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 library board must immediately appoint or elect a new officer.

A. Terms of Reference for the Board Chair

1. In accordance with the *Public Libraries Act*, R.S.O. 1990, chapter P.44, section 14 (3), a board shall elect one of its members as chair at its first meeting in a new term.
2. The term of office for the Chair of the Mississippi Mills Public Library Board shall be for the term of the board.
3. The Chair leads the board, acts as an official representative of the library, and 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 board
 - b) set the agenda in consultation with the chief executive officer
 - c) ensure that business is dealt with expeditiously and help the board work as a team
 - d) in accordance with *Public Libraries Act*, s. 16 (6), vote on all questions
 - e) act as an authorized signing officer of all documents pertaining to board business

- f) co-ordinate the chief executive officer's evaluation process
- g) share with the chief executive officer the responsibility for conducting board orientation
- h) co-ordinate the board's evaluation process
- i) 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
- j) **not commit the board** to any course of action in the absence of the specific authority of the board

B. Terms of Reference of the Acting Chair

1. In accordance with the *Public Libraries Act*, section 14 (4), the board may appoint one of its members as acting chair in the absence of the chair/vice-chair.

C. Terms of Reference of the Treasurer and Secretary

1. As permitted by the *Public Libraries Act*, section 15 (5), the CEO/Chief Librarian of the Mississippi Mills Public Library may serve as the secretary and treasurer of the Board.
2. The Corporation of the Municipality of Mississippi Mills shall act as treasurer to the board as per a motion of the Mississippi Mills Public Library Board dated April 3, 2002 and Municipal Resolution No. 237 dated April 9, 2002.
3. The secretary may appoint a recording secretary, who shall keep a record of board meetings and, where required, of committee meetings.

D. Terms of Reference of the Chief Executive Officer (CEO)

1. In accordance with the *Public Libraries Act*, section 15 (2), the board appoints the chief executive officer who shall attend all board meetings.
2. The Mississippi Mills Public Library Board delegates the authority for management and operations of services to the CEO/Chief Librarian.
3. As a non-voting officer of the Board, the CEO/Chief Librarian:
 - a) may act as the secretary/treasurer to the board
 - b) does not vote on board business
 - c) sits ex-officio on all the committees of the board and acts as a resource person
 - d) assists and supports the board at the presentation of the library budget before the council
 - e) reports directly to the board on the affairs of the library and makes recommendations he/she considers necessary
 - f) interprets and communicates the board's decisions to the staff

Section 4: Meetings of the Library Board

Board members must meet regularly to provide 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 employees. To ensure compliance with the *Public Libraries Act*, R.S.O. chapter P.44, the Mississippi Mills Public Library Board shall use the following procedures for meetings.

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

1. 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*, section 16.1 (4) as stated in point 5 of this section.
2. In accordance with the *Public Libraries Act*, section 16 (1), the board shall hold at least seven regular meetings each year and at such other times as it considers necessary. The Mississippi Mills Public Library Board will have standing committees, such as HR and Policy, and use ad hoc committees, as necessary, for special purposes (e.g., Finance, Communications, etc.).
3. In accordance with the *Public Libraries Act*, section 14 (1), the first meeting shall be called by the CEO/Chief Librarian, 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 (i.e. within thirty days) 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.
4. In accordance with the *Public Libraries Act*, section 16 (2), the chair or any two members of the library 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, chapter. M.56, 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 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 or in person.
- a) 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
 - b) members of the public or board members who wish to attend a meeting remotely must give notice twenty-four (24) hours before the commencement of the meeting to the Secretary
 - c) meeting minutes will reflect that a board member is participating remotely
 - d) quorum applies to the members attending in person and remotely

C. Order of Proceedings

1. Parliamentary authority

The rules contained in the current edition of *Bourinot's Rules of Order* shall govern the proceedings of the Mississippi Mills Public Library Board in cases where there are no by-laws of the Board in place.

2. Call to order

Meetings will be called to order by the Chair on the hour fixed for the meeting. In the absence of the Chair/Vice-Chair, an Acting Chair will be appointed and will preside over the meeting.

3. Quorum

In accordance with the *Public Libraries Act*, section 16 (5), the presence of a majority of the board is necessary for the transaction of business at a meeting.

- a) 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.

- b) 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.
- c) 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**

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 employees or of any ad hoc or standing committees.

The order of business for all regular meetings of the Board shall be as follows:

1. Call to order
2. Approval of the agenda
3. Declaration of any conflicts of interest
4. Delegations or presentations
5. Minutes of the preceding meeting
6. Tabling of the board information package (i.e., consent items such as correspondence, reports, etc.)
7. Updates: committees, policy review, strategic plan, board members' advocacy activities
8. For discussion/decision
 - a) Closed meeting
9. Other/new business
10. Date of the next meeting
11. Adjournment

Attachments:

6. **Voting**

- a) All motions at Board meetings except those approving or amending the by-laws, are decided by a majority of votes cast.
- b) A motion to add, amend or remove a by-law shall require a majority vote of at least two thirds of the entire Board in order to be carried.

- c) In accordance to the *Public Libraries Act*, section 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.

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.
- 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.

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 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) instruct the Board on the rules of order
- j) represent and support the Board, declaring its will, and implicitly obeying its decisions in all things
- k) receive all messages and communications on behalf of, and announce them to, the Board
- l) ensure that the decisions of the Board are in conformity with the laws and by-laws governing the activities of the Board

Section 5: Amendment of By-Laws

By-laws are the fundamental governing rules of the Board. The conditions under which by-laws are amended are stated below.

1. By-laws 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 by-law.

3. 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.
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.
5. As the Mississippi Mills Public Library has charitable status under the Canada Revenue Agency (CRA), the CEO/Chief Librarian will ensure that the CRA receives a copy of the amended Board By-laws.

RELATED DOCUMENTS

- *Public Libraries Act*, R.S.O. 1990, chapter P44
- Corporation of the Town of Mississippi Mills
 - By-law No. 07-08 dated January 16, 2007
 - Resolution No. 237 dated April 9, 2002
- *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, chapter M56
- *Bourinot's Rules of Order*
- Ontario Library Service, Trillium Public Library: Sample Policies