



**SUBJECT: BOARD - PROCEDURAL BY-LAW POLICY**

**Policy No: B-2023-03**

**Date: February 27, 2023**

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**Pages: 31**

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## **PURPOSE**

The purpose of this policy is to outline the procedures, which the Innisfil Public Library Board will follow while conducting the business of the Library.

## **POLICY**

### **Application**

This policy applies to the Innisfil Public Library Board.

Procedural by-law document is attached.

Approved by Innisfil Public Library Board, on February 27, 2023,  
Motion Number: 2023.15

Supersedes Policy #B-2020-01, approved January 20, 2020, Motion #2020.06;  
Policy#B-2019-04, approved March 18, 2019, Motion #2019.25; Policy #B-2015-  
15, approved November 16, 2015, Motion #2015.91; & Policy #B-2012-02,  
approved February 21, 2012, Motion #2012.21; &  
Policy #2005-06, approved March 14, 2005, Motion #2005.12; &  
Policy #2004-13, approved December 13, 2004, Motion #2004.62.

**INNISFIL PUBLIC LIBRARY BOARD  
PROCEDURAL BY-LAW  
Amended February 27, 2023**



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Anne Smith  
Board Chair



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Erin Scuccimarrì  
Secretary

February 27, 2023

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Date

February 27, 2023

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Date

First presented for Review: February 27, 2023

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## **DEFINITIONS**

**Abstain** means to refrain from voting. Members who abstain for reasons other than a declared conflict of interest shall be deemed to vote in opposition of the question or matter.

**Acclamation** means a unanimous election to office without the need for a vote, where only one candidate is nominated and agrees to stand.

**Ad-Hoc Committee** means a special purpose committee of limited duration, appointed by the Board to consider a specific matter and which is dissolved automatically upon submitting its final report to the Board, unless otherwise directed by the Board.

**Adjourn** means to end the meeting.

**Agenda** means the written order of business to be considered at a meeting.

**Amendment** means a formal proposal to change the words of a pending motion.

**Board** means The Innisfil Public Library Board.

**Casting Vote** means a single vote (usually the prerogative of the Chair) that decides an issue when the vote has resulted in a tie.

**CEO** means the Chief Executive Officer of the Board.

**Chair for the Purpose of the Board** means the Chair of the Board; for purposes of meetings, the person who presides over a meeting of the Board.

**Committee** means any committee, task force or work group appointed by the Board.

**Committee of the Whole** means the entire Board meeting acting as a committee. Committees are intended to facilitate discussion by using less strict rules than those applicable to a Board meeting. The Board shall meet as a Committee of the Whole when the Board members present, by motion, determine that matters under consideration should be discussed more informally, under conditions of freedom approximating those of a committee.

**Consent List** means a section of the regular meeting agenda, containing a list of items with recommendations as to their disposition, all of which may be adopted by one motion of the Board, but any of which may be transferred to the Regular Agenda for consideration upon the request of a member.

**Council** means The Council of the Corporation of The Town of Innisfil.

**Delegation** means a person or group of persons who address The Board on behalf of an individual or a group for the purpose of making a presentation to The Board.

**Ex-Officio Member** means that they are a member by virtue of their office and thus would not otherwise be a member. They have all the rights of a member unless otherwise stated.

**First Meeting** means the first meeting of the Board in a calendar year and after a municipal election; the first meeting of the new Board following the appointment of all Members by Council.

**Floor, (On the)** means the current subject of debate.

**Floor, (To Have the)** means to have the right to speak without interruptions except on a Matter of Privilege or a Point of Order.

**In-Camera** means in private, a meeting, or portion thereof, closed to the public in accordance with Section 239 of the Municipal Act, 2001 and Section 6.10 of this By-Law. Only Board Members, the Chief Executive Officer and persons authorized by them may be present at an in-camera meeting.

**Library** means the Innisfil Public Library Board.

**Member** means a member of the Innisfil Public Library Board.

**Minutes** means the legal record of the Board's, or a committee's, proceedings and decisions. Corrections must relate to matters of fact only. A Member who does not agree with a decision cannot have the decision changed by changing the minutes. The appropriate remedy is to move a motion to reconsider.

**Motion** means a formal proposal placed before the meeting by one Member, the mover of the motion, for debate and decision.

**Move** means to formally propose a motion or amendment.

**Mover** means the person who proposes a motion or amendment.

**Notice of Motion** means formal, advance, advice to the Board that a Member proposes to move a motion at a future meeting. It usually includes the wording of the proposed motion.

**Objection** means a way for a Member to express disagreement with a proposed course of action or ruling by the Chair.

**Order** means behaviour in a meeting, which allows Members to conduct business without disruption.

**Order Paper** means Agenda.

**Order, (Call a Member to)** means a way for the Chair to point out to a Member that they have broken the rules or is speaking out of turn.

**Order, (Call the Meeting to)** means an announcement by the Chair to indicate that they are about to start the meeting. Also, a way for the Chair to enforce discipline on the meeting after a rule has been broken.

**Order, (Point of)** means a way for a Member to draw attention to a breach of the rules.

**P.L.A.** - Public Libraries Act, R.S.O. 1990, c. P.44

**Point of Order** means a matter that a Member considers to be a departure from or contravention of the rules, procedures and/or generally accepted practices of the Board or a Board Committee.

**Point of Personal Privilege** means a matter that a Member considers to impugn their integrity or that of the Board or a Board Committee.

**Precedence** means the order in which motions and amendments are discussed and voted on.

**Quorum** means the minimum number of Members who must be present at a meeting to make the proceedings valid.

**Recess** means a break during a meeting.

**Recorded Vote** means a vote in which each Member is asked individually and publicly to announce their vote for or against the motion. A way for a Member to protect themselves legally by having their vote against a motion recorded in the Minutes. A recorded vote must be requested immediately before the start of voting.

**Rescind** means to revoke a previous decision.

**Resolution** means a motion that has been moved, seconded and carried.

**Ruling** means a decision by the Chair on a procedural point. May be appealed by any Member, in which case the ruling is immediately put to a vote without debate.

**Second, Second** means to formally endorse a motion or amendment immediately after it has been moved; the person who formally endorses a motion or amendment. A seconder need not wait for recognition by the Chair. Seconding does not necessarily mean that a seconder supports the motion, only that they agree that it should be considered.

**Secretary** means the Secretary of the Board or delegate.

**Show of Hands** means the usual way of voting. Those for and those against the motion are asked in turn to raise their right hands. The hands are counted, the result announced, and the motion declared either carried or lost.

**Simple Majority** means one more than half.

**Tie Vote** means an equal number of votes for and against a motion.

**Time Limit** means the maximum time allowed for a speech by an individual Member, set by the Chair. The time previously established to adjourn the meeting may be extended by motion to do so.

**Treasurer** means the Chief Financial Officer of the Board.

**Two-Thirds Majority** means two-thirds, or the closest whole number that is greater than two-thirds.

**Unparliamentary** means words or expressions, which are disrespectful, abusive or offensive language; includes swearing and derogatory and racial remarks. Words or expressions which make unsubstantiated charges that a Member is being dishonest or attribute false or undeclared motives to a Member.

**Vice-Chair** means the Vice-Chair of the Board.

**Voting** (P.L.A. - Section 16(6))

See also term "Show of hands". *"The chair or acting chair of a board may vote with the other members of the board upon all questions, and any question on which there is an equality of votes shall be deemed to be negative."*



## **1. GENERAL**

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

The Innisfil 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 located at 967 Innisfil Beach Road, Innisfil, Ontario, L9S 1V3.

### **1.3 Interpretation**

The provisions of the By-Law shall be interpreted in accordance with the definitions.

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

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

### **1.5 Objectives**

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

### **1.6 Regulations**

The following rules and regulations of the Board as outlined in this document, shall be observed for the order and dispatch of business and shall regulate the conduct and duties of its members and officers.

### **1.7 Reference**

Where possible, references to applicable Acts, motions or procedures have been made. The following reference materials were used and are indicated throughout the document. The actual wording has been identified in quotations and italics:

- *The Public Libraries Act, R.S.O., 1990, Chapter P.44, as amended, (P.L.A.);*
- *The Municipal Conflict of Interest Act;*
- *Robert's Rules of Order, Newly Revised, 11th Edition;*
- Town of Innisfil current Procedural By-Law;
- The Board's own Policies.

## **2. BOARD COMPOSITION**

### **2.1 Number of Members** (P.L.A. - Section 9(1))

The Town of Innisfil approved the composition of the Library Board pursuant to the Public Libraries Act, R.S.O., 1990, Chapter P.44 and appoints Members by resolution at one of the first meetings of each new Council.

The Innisfil Public Library Board is composed of nine (9) members consisting of:

- two (2) Members of Council,
- seven (7) approved by the Municipal Council from the public at large.

### **2.2 Appointments**

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

### **2.3 Eligibility/Qualifications** (P.L.A. - Section 10(1))

*“A person is qualified to be appointed as a member of the library board if the applicant:*

- a) is at least eighteen years old;*
- b) is a permanent resident of Canada;*
- c) is, in the case of a public library board, a resident of the municipality for which the board is established;*
- d) is not employed by the board or by the municipality.”*

### **2.4 Term of Appointment** (P.L.A. - Section 10(3))

*“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/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. - Section 13 and Section 10(1))

*“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);” – see 2.3 above “or*
- *otherwise forfeits their seat,*

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

### **3. DUTIES AND RESPONSIBILITIES OF THE BOARD**

#### **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 Innisfil Public Library, in accordance with its purpose and objectives. The Board employs a CEO, 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**

- The Board will determine and adopt written policies to govern the operation and programs of the Library. Such policies should include but are not limited to those dealing with personnel, public service, materials selection, and financial authorities.
- The Board will develop a policy review plan to ensure that policies are updated on a regular basis.

#### **3.3 Planning**

- The Board will formulate the goals of the Library and approve plan(s) for meeting the Library's goals. The Board will participate in the development and approval of the Library's Strategic Plan and Master Plan. These Plans will be considered living documents and will be evaluated and revised on a regular basis. Knowledge of the Town's demographic patterns will be essential.
- The Board will seek to understand the program needs of the Library in relation to the community. This will be facilitated through regular surveys to determine community needs for programs and services.

#### **3.4 Advocacy**

- Members will actively advocate on behalf of the Library at community events, Council meetings and at every opportunity.
- The Board will establish, support and participate in planned programs to meet community needs.
- The Board will understand the role of Municipal Council in library service and communicate to the Mayor and Council the value and requirements of library service.
- The Board will 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.
- The Board will be aware of the activities of regional, provincial, and national library organizations.

### **3.5 Funding**

- In accordance with the Public Libraries Act, section 24(1), the Board shall submit to the appointing council, annually on or before the date and in the form specified by the council, estimates of all sums required during the year for the purposes of the board. This submission will outline the Library's annual operating budget and capital forecast.
- The Board will seek diversified sources of revenue such as grants and fundraising, in support of library service enhancements.
- The Chair and the Vice-Chair/First Vice-Chair shall have signing authority on the Library's bank account.

### **3.6 Reporting**

- The Board will ensure that accurate public records are kept on file at the Library and with appropriate local, provincial, or national bodies.
- The Board will be legally responsible for the Library to Town Council.
- The Board will report regularly to governing officials and the general public.
- The Board will evaluate the performance of the Library annually.

### **3.7 Board-related Duties and Responsibilities of the Chief Executive Officer (CEO)**

In accordance with the Public Libraries Act, section 15(2), the library board appoints the CEO who shall attend all board meetings.

The library board delegates the authority for management and operations of services to the CEO.

As a non-voting officer of the library board, the CEO:

- a) acts as the secretary/ treasurer to the library board
- b) does not vote on board business
- c) sits ex-officio on any committees of the library board and acts as a resource person or delegate
- d) assists and supports the Library Board at the presentation of the library estimates before the council
- e) reports directly to the Library Board on the affairs of the library and makes recommendations they consider necessary
- f) interprets and communicates the board's decisions to the staff

## **4. OFFICERS OF THE BOARD**

The Officers of the Board shall be the Chair, Vice-chair(s), the Secretary, and Treasurer. The CEO, appointed by the Board, shall carry the title of CEO of the Innisfil Public Library Board carrying on business as Innisfil ideaLAB & Library. At the first or inaugural meeting of the Board in a new term, or upon appointment of a new Board, whichever is later, the Board shall select from amongst its Members, a Chair and Vice-chair(s) for a four year period ending in December of the fourth year consistent with Council as per the Public Libraries Act.

### **4.1 Election of Officers**

The Board will follow an election procedure with 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.

### **4.2 Chair of the Board (P.L.A. - Section 14(3))**

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

- a) Preside at all meetings of the Board, preserve order, and decide all questions of order subject to appeal to the Board;
- b) Set the agenda for all meetings of the Board in consultation with the CEO;
- c) Conduct Board meetings in accordance with the *Public Libraries Act* and other relevant legislation within the rules of procedure adopted by the Board;
- d) In the event that a decision must be made without specific authority of the Board, inform the Board of the decision and the reason(s) necessitating it at the next regular Board meeting;
- e) Serve as an ex-officio member of all Board committees;
- f) Act as one of the authorized signing officers of all documents pertaining to Board business;
- g) Represent the Board at public or private meetings for the purpose of conducting, promoting or completing the business of the Board;
- h) Advise the Vice Chair(s) if, for any reason, the Chair is temporarily unable to perform these functions;
- i) Act as the spokesperson of the Board. Board members expressing individual comments or personal opinions should clearly identify such remarks as personal and not those of the Board as a whole. Board members interaction with the public, press or other entities must recognize

- the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions;
- j) Be entitled to vote on any question before the Board. *“Any question on which there is an equality of votes shall be deemed to be negative.”* (P.L.A. - Section 16(6));
  - k) Provide orientation for the new Board members, with the assistance of the CEO;
  - l) Initiate the process for the CEO’s annual performance review, as defined by the Board.

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

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

One or two Vice-Chairs may be elected. The Vice-Chair will 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. 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.

The Vice-Chair shall:

- a) 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, and/or for the discussion of any item in which the Chair has declared a pecuniary interest.
- b) Performs the remaining duties of the Chair, if for any reason the Chair is unable to perform them.

#### **4.4 Executive Committee**

The Executive Committee consists of the Chair of the Board, Vice-Chair(s) of the Board, the Chair of the Finance Committee, and the CEO, which:

- a) May determine matters of an emergency nature provided actions taken are communicated to the Board; and
- b) May be authorized by motion of the Board to act for the Board from time to time.

However, matters so determined under (a) and (b) shall be ratified by the Board at its next regular or special meeting.

**4.5 Secretary of the Board (P.L.A. - Section 15(3), 15(5))**

*“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 Section 15, subsection (2) may be the secretary and may be the treasurer.”*

The CEO will act as Secretary of the Board and may delegate some or all of the functions of the Secretary of the Board to Library employees who may, in turn, designate other Library employees to perform some of the functions of the Secretary.

The Secretary shall:

- a) Maintain the Board’s By-Laws, policies, minutes, correspondence, list of members, meeting schedules and other official records;
- b) Advise the Chair on meeting procedures;
- c) Facilitate meeting arrangements;
- d) Keep minutes of every Board and Committee meeting;
- e) Give notice of Board and Committee meetings;
- f) In the absence of the Chair and Vice-Chair, 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(4), 15(5))**

*“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 Section 15, subsection (2) may be the secretary and may be the treasurer.”*

The CEO will act as Treasurer of the Board.

The Treasurer shall:

- a) Receive and keep safe all Library revenues following best accounting practices;
- b) Keep financial accounts for all funds of the Library;

- c) Open bank accounts, deposit money into those accounts;
- d) Disburse funds as required by provincial and federal legislation, Town and Library By-Laws, and Board resolutions;
- e) Prepare and present monthly reports of receipts and expenditures;
- f) Prepare the annual financial report and budgets for Board approval;
- g) Disburse copies of the annual report of the auditor to the Board; and
- h) Authorize payment of accounts and salaries within the amount approved under the budget, or by resolution of the Board.

## **5. COMMITTEES OF THE BOARD**

### **5.1 Duties of Committees**

The purpose of committees is to facilitate the business of the Board. Committees shall operate within the Terms of Reference established and approved by the Board.

### **5.2 Types of Committees**

The Board will strike committees in its areas of interest. Each committee will develop Terms of Reference to guide their work. To ensure that the Terms of Reference maintain their relevance, the Staff Liaison and the Committee may review the Terms of Reference as required. Any changes to these Terms of Reference must be approved by the Library.

#### Standing Committees

- Finance Committee
- Truth and Reconciliation Committee

#### Ad-Hoc Committees

As required, ad-hoc committees may be established by a 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. The Board may recommend that an Ad-Hoc committee become a Standing Committee if it is determined that the work of the Committee must continue on an ongoing basis.

### **5.3 Election of Committee Chair**

The Chair of a Board Committee is appointed by the Committee.

### **5.4 Membership**

As defined by the Board. 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.

## **5.6 Committee Proceedings**

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

## **5.7 Report to the Board**

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

# **6. BOARD MEETINGS**

## **6.1 Meetings**

All Board meetings shall be open to the public; subject to provisions in subsections 6.9 and 6.10 of this policy.

## **6.2 First Meeting of the Board in a New Term (P.L.A. - Section 14(1))**

The first meeting of the Board in a new term shall be called by the CEO of the Innisfil Public Library Board provided that the new Council has passed a by-law appointing the members of the Library Board. At the first meeting of the Board, the CEO will call the meeting to order and oversee the elections until the Chair is elected, or in the Chair's absence, until a Vice-Chair is elected, at which time, the newly elected Board Chair or Vice-Chair, as applicable, will assume control of the meeting.

## **6.3 Schedule of Meetings (P.L.A. - Section 16(1))**

As per the Act, the Board will hold a minimum of seven regular meetings each year, but will strive to hold ten regular meetings each year. The schedule of dates for Board meetings for the year will be provided to members at the beginning of each year, and may include more than the minimum number of meetings.

## **6.4 When Meeting Day is a Holiday**

Where the day fixed for the meeting of the Board is a public or civic holiday or federal/provincial or municipal election day, the Board shall meet at a location and time as the Chair determines.

## **6.5 Special Meetings (P.L.A. – Section 16 (2))**

*“The chair or any two members of a board may summon a special meeting of the board 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.

## **6.6 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 CEO, in consultation with the Chair of the Board. Any Board member wishing to place an item on the agenda may make a request to do so through the Chair or CEO no later than ten days prior to the meetings. Such requests shall then be considered at the Chair of the Board's discretion.

No item not included in the Agenda can be introduced at the meeting without the unanimous consent of members present.

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 available by the Thursday preceding the upcoming Board meeting.

Immediately following, the package shall be available for the appropriate Library Staff and the agenda 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 is obtained.

## **6.7 Attendance (P.L.A. - Section 13(c))**

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. 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.

Board members may attend Library Board meetings remotely where viable.

- 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) A member of the Library Board or a committee may attend, participate and vote at an open or closed meeting remotely.
- c) Members who wish to attend a meeting remotely must give notice two 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) The Vice-Chair may chair the meeting when the Chair of the Library Board attends the meeting remotely, as needed.
- f) Quorum applies to the members attending in person and remotely.

## **6.8 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 declaration shall be made by the member during the Agenda Review, and recorded in the minutes. If the discussion takes place in a

closed meeting, the Member must leave the meeting for the duration of the discussion. Declarations of conflict of interest made in public must also specify the general nature of the interest declared.

## **6.9 Delegations**

Individuals or groups wishing to appear before the Library Board shall advise the Secretary of the Board in writing in accordance with Section 9 of this policy.

## **6.10 In-Camera (P.L.A. - Section 16(4))**

At a regular Board meeting, the Board may move “in-camera” by adopting a resolution in an open meeting to authorize the Board to meet in closed session. The resolution shall contain the general nature of the matters to be considered in the closed session and must be adopted by a majority of Board members present.

The Chair should call for Disclosure of Pecuniary Interest and announce the general nature of the meeting once the agenda for the closed session is presented. No motions are permitted “in-camera”. A motion to move back into public session for the purpose of adopting any recommendations must be made at the end of the closed session. Upon returning from the “in-camera” session, the Board shall “Rise and Report”. At that point, the Board may move and consider any motions emanating from the closed session.

Subjects which may be discussed at properly constituted closed meetings of the Board are contained in Section 16.1 (4), entitled **Closed meetings** of the *Public Libraries Act - Section 16.1 (4)*:

- 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. 2002, c. 17, Sched. C, s. 24 (5).*

*“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 if the board or committee of the board is the head of an institution for the purposes of that Act. 2002, c. 17, Sched. C, s. 24 (5).”*

## **6.11 Workshops**

At a meeting open to the public, the Board may decide to convene an informal gathering of its members and designate a time and place for this gathering, the general purpose or purposes for which the “workshop” is to be held, and that no other matters may be considered by the assembly. No motion, resolutions, bylaw,

debate, agreement in principle, consensus, straw-vote, report, recommendations or other action or decision may be proposed, discussed, decided upon, adopted, taken or made at this assembly.

All members of the Board are entitled to attend the workshop together with designated staff and/or consultants retained by the Board or the Town, but the Board, in deciding to convene the workshop, may decide to exclude the public. (*Municipal Act, 2001, S.O.2001, Chapter 25, Section 239 (3.1)*).

The Board shall, at the commencement of a workshop, designate a person to make notes describing in general terms each subject matter dealt with at the workshop, which will be maintained as a public record.

A workshop or assembly shall not be deemed to be a meeting of the Board and shall not be subject to the rules and regulations applicable to meetings contained in the Procedural By-Law.

#### **6.12 Quorum** (*P.L.A. - Section 16(5)*)

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 Committee of the Whole, but any resolutions must be ratified at a subsequent Board meeting.

#### **6.13 Voting** (*P.L.A. - Section 16 (6)*)

Voting is carried out by a show of hands, unless otherwise indicated. “*The chair or acting chair of a board may vote with the other members of the board upon all questions, and any question on which there is an equality of votes shall be deemed to be negative.*”

#### **6.14 Procedure for Meetings**

The Chair will preside over 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 over that meeting or until the arrival of the Chair. If both the Chair and the Vice-Chair are not present within fifteen (15) minutes after the time for the meeting to begin, the Secretary will call the meeting to order and will preside over the election of an Acting Chair. If both the Chair and the Vice-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 CEO shall designate a recording secretary for meetings.

#### **6.15 Rules of Order**

A copy of the most recent edition of *Robert’s 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.

### **6.16 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 signaled the Chair that they wish to speak or ask questions;
- Recognize Members in the order in which they signaled 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. A Member may not speak more than twice on an issue without a board resolution. 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 a question is properly one of privilege and admissible, it must be dealt with immediately. 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.

#### **6.17 Conduct of Members** (*P.L.A. - Section 16.1(3)*)

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

A Member will not:

- Use unparliamentary or 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.

As per the *Public Libraries Act, 16.1 (3) 2002, c. 17, Sched. C, s. 24 (5)*,  
*“The board chair may expel any person for improper conduct at a meeting”*

The Chair may exclude a Member from the meeting who has been given a warning but continues to disregard the Chair's rulings by the following process:

- The Chair shall without debate put the question, "Should the Member be ordered to leave their seat for the duration of the meeting?"
- If the Board votes in the affirmative, the Chair will order the Member to leave their seat for the duration of the meeting;
- If the Member apologizes, the Chair, with the approval of the Board, may permit them to resume their seat.

### **6.18 Conduct of the Public** (*P.L.A. - Section 16.1 (3)*)

Members of the public attending Board meetings will be courteous, will follow the Library's Code of Conduct and will not engage in any action that disturbs the meeting including:

- 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;
- Display signs or placards; unauthorized audio or video recording of any part of the meeting;
- Use unparliamentary or offensive language. "The board chair may exclude any person from a meeting for improper conduct."

The Chair may expel any person for improper conduct at a meeting as per the *Public Libraries Act*.

## **7. MINUTES AND AGENDAS**

### **7.1 Distribution**

Board agendas and minutes are public information and will be made available to the public. Copies of all approved regular Board and Committee minutes are retained on file in administration for reference by Members or the public. Minutes of all meetings and motions presented are numbered and indexed by the Secretary to facilitate ready reference.

### **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 in the Committee's Terms of Reference.

Committee support staff will liaise with the Chair of the Committee to prepare the agenda for each meeting. Staff will attend the meeting, take notes and circulate minutes following each meeting to Committee members for accuracy prior to the next month's meeting.

#### **7.4 New Business**

At the beginning of any regular meeting the Chair of the Board may announce additional items to be added to the agenda.

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

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

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 Innisfil, the provisions of the *Public Libraries Act* or the Town of Innisfil 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 Innisfil By-Laws*) will necessitate a review of the Board By-Laws.

#### **8.3 Amendments**

Amendments to the By-Laws require a two-thirds vote by the membership, based on thirty (30) days notification. The By-Laws or amendments to the By-Laws are effective at the time of approval by Board motion.

### **9. DELEGATIONS TO THE BOARD**

#### **9.1 Citizen Request to Present**

A written request to make a presentation to the Board must be submitted to the Chair, through the CEO, at least ten (10) days in advance of a Board meeting and include the name of the presenter, topic of the presentation, background details, handout materials (if any) and contact information.

The request may be mailed, faxed or emailed.

#### **9.2 Permission to Participate**

The Board Chair will determine whether the request will be added to a Board agenda.

The person/group requesting an audience with the Board will be informed of the Chair's decision and will be given details of the time and location of the meeting.

#### **9.3 The Presentation**

The presenter will have ten minutes to address the Board unless the time limit is extended by the Board at the meeting.



When a Citizens' group or association appears as a delegation, one spokesperson must be selected to make the presentation.

The following information must be provided by the spokesperson:

- Name of spokesperson (and name of group or association if applicable) and topic of presentation;
- The purpose of the presentation;
- The solution or action being sought;
- The reason(s) for the request.

The Chair in consultation with the Secretary may waive the above requirements if, in the Chair's opinion, there were extenuating circumstances or the presentation would no longer be relevant if made at another meeting.

Any person making a presentation to the Board shall:

- only speak on the subject(s) for which they have received approval;
- obey the rules of procedure and any decision of the Chair;
- refrain from using offensive language;
- refrain from speaking disrespectfully of another person.

Failure to abide by these rules is grounds for the Chair to conclude or curtail a presentation. The Chair may curtail any delegation or any questions of a delegation and, where the Chair rules that the delegation is concluded, the person or persons shall immediately withdraw.

Any written or verbal submissions made before the Board will form part of the public record and the names of persons appearing at Delegations will appear in the minutes of the meeting that will be posted publicly.

Library Board members may ask for clarification after the presentation.

The presenter should understand that the Board will consider the presentation based on its own policies already created. The Board may not be able to make an immediate decision regarding the issue because it might need an opportunity to research the topic or because current Board policies do not address the issue being presented.

#### **9.4 Board Follow-Up**

The presenter will be sent a follow-up report summarizing the Board's decision regarding the issue.

## **APPENDIX A**

<b>Innisfil Public Library Board Committee: Finance Committee TERMS OF REFERENCE</b>	
1.0 Authority	<p>The Finance Committee is established by the Innisfil Public Library Board to provide oversight on financial matters.</p> <p>The IPL Board acts in accordance with the Public Libraries Act, R.S.O. 1990, c P.44.</p>
2.0 Role and Purpose	<p>As a Finance Committee, the purpose is to monitor significant financial planning, management and reporting matters of the Library, make recommendations and deliver reports to the Board, and serve as the Board's Audit Committee.</p> <p>As an Audit Committee, the purpose is to assist the Board in the provision of effective library services by reviewing the administrative systems regarding financial accounting, reporting, internal controls, safeguarding of corporate assets, compliance with legal, ethical and regulatory requirements and the efficient and effective use of resources.</p>
3.0 Mandate	<p>To serve as a communication link between the Board and Management, and as required, the Town Finance Staff, and the External Auditor, and to facilitate an impartial, objective review of management practices for both internal and external functions.</p>
4.0 Scope of Work	<p>The Finance Committee shall be responsible for reviewing, and making recommendations and/or delivering reports to the Board in the following areas:</p> <ol style="list-style-type: none"> <li>1. Review of all financial statements, annual statements, and interim statements and shall report thereon to the Library Board for consideration and approval.</li> <li>2. Review of the operating and capital budgets and make recommendations to the Library Board for approval.</li> <li>3. Develop and recommend appropriate policies, procedures and internal controls to ensure sound financial policies and practices are in place and recommend revisions as required to policies such as the Committee Terms of Reference and</li> </ol>

	financial policies to assist the Library Board in fulfilling its oversight responsibilities.
5.0 Composition	The Committee shall be comprised of: <ul style="list-style-type: none"> <li>• A minimum of three (3) voting members selected by the Board;</li> <li>• The Board Chair (ex-officio); and</li> <li>• Staff (non-voting members - CEO or any resource persons whose contributions are deemed to be relevant by the Committee).</li> </ul>
6.0 Term	The term of the Committee will be concurrent with the term of the Board.
7.0 Committee Chair	The Finance Committee shall appoint a Committee Chair from among their elected members who shall be responsible for conducting the meetings of the Committee in accordance with the Public Libraries Act, R.S.O. 1990, c P.44., the Board's current procedural by-law, and <i>Robert's Rules of Order</i> . The Chair shall endorse any Committee Report prior to its presentation to the Board.
8.0 Meetings	The Finance Committee will meet at least twice annually, with additional meetings at the call of the Chair in order to properly discharge its responsibilities as set out in these Terms of Reference. Quorum at each meeting shall be a majority of members. The CEO or designate will prepare an agenda and all necessary materials and distribute to members as required. Minutes will be taken at each meeting and presented at the next regular Committee meeting.  There is no remuneration for attendance at Committee meetings.
9.0	The terms of reference may be amended, varied, or modified in writing after consultation and agreement by the Committee members and ratified by the IPL Board.

## APPENDIX B

<b>Innisfil Public Library Board Committee: Truth &amp; Reconciliation Committee</b> <b>TERMS OF REFERENCE</b>	
1.0 Authority	<p>The Truth &amp; Reconciliation Committee (TRC) is established by the Innisfil Public Library Board to make recommendations to the Board with respect to the calls to action as set out by the Truth and Reconciliation Commission.</p> <p>The IPL Board acts in accordance with the Public Libraries Act, R.S.O. 1990, c P.44.</p>
2.0 Role and Purpose	<p>The Truth &amp; Reconciliation Committee (TRC) is a Library Board Standing Committee whose purpose is to review and make recommendations on the 94 Calls to Action published in December 2015 by the Truth and Reconciliation Commission.</p> <p>This Committee is formed with the understanding that Libraries are among the most highly utilized and trusted public ‘gathering spaces’ in a community and, therefore their reach is substantial. A two-pronged approach by training Library staff internally, while at the same time creating outward-facing public awareness and learning opportunities for Innisfil residents, creates impact. The Library Board recognizes the critical nature of this work and is committed to positive change in First Nations, Metis and Inuit relations.</p>
3.0 Mandate	<p>To serve as a communication link between the Board and Management, and as required, external partners, to facilitate an impartial, objective review of management practices for both internal and external functions.</p>
4.0 Scope of Work	<ul style="list-style-type: none"> <li>● The Truth &amp; Reconciliation Committee is responsible for reviewing, and making recommendations and/or delivering reports to the Board in the following areas:               <ol style="list-style-type: none"> <li>1. Identify the Truth and Reconciliation Commission’s Calls to Action that apply to the Library and review this list annually.</li> <li>2. Prioritize the Calls to Action recommendations for the Library, taking into account capacity, budget, and other priorities.</li> <li>3. Advocate for the Calls to Action recommendations contained within the TRC Report.</li> </ol> </li> </ul>

	<ol style="list-style-type: none"> <li>4. Remain current on all matters that relate to the Library's support for the 94 Calls to Action.</li> <li>5. Recommend direction and priorities to the Board on matters relating to Truth and Reconciliation and act in a review and advisory capacity.</li> <li>6. Promote and heighten awareness of Truth and Reconciliation within the Community.</li> <li>7. Seek opportunities to partner with local First Nations, act as an ally and amplify their voice.</li> <li>8. Create a Truth &amp; Reconciliation Report Card to share with Innisfil residents outlining the Library's annual actions that align with the TRC recommendations.</li> </ol> <ul style="list-style-type: none"> <li>●</li> </ul>
5.0 Composition	<p>The Committee shall be comprised of:</p> <ul style="list-style-type: none"> <li>● A minimum of three (3) voting members selected by the Board;</li> <li>● The Board Chair (ex-officio); and</li> <li>● Staff (non-voting members - CEO or any resource persons whose contributions are deemed to be relevant by the Committee).</li> </ul>
6.0 Term	<p>The term of the Committee will be concurrent with the term of the Board.</p>
7.0 Committee Chair	<p>The TRC shall appoint a Committee Chair from among their elected members who shall be responsible for conducting the meetings of the Committee in accordance with the Public Libraries Act, R.S.O. 1990, c P.44., the Board's current procedural by-law, and <i>Robert's Rules of Order</i>. The Chair shall endorse any Committee Report prior to its presentation to the Board.</p>
8.0 Meetings	<p>The TRC will meet at least four times annually, with additional meetings at the call of the Chair in order to properly discharge its responsibilities as set out in these Terms of Reference. Quorum at each meeting shall be a majority of members. The CEO or designate will prepare an agenda and all necessary materials and distribute to members as required. Minutes will be taken at each meeting and presented at the next regular Committee meeting.</p> <p>There is no remuneration for attendance at Committee meetings.</p>

9.0	The terms of reference may be amended, varied, or modified in writing after consultation and agreement by the Committee members and ratified by the IPL Board.
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## APPENDIX C

<b>Innisfil Public Library Board Ad-Hoc-Committees GUIDELINES</b>	
1.0 Authority	<p>Board Ad-Hoc Committees will be established by the Innisfil Public Library Board to make recommendations to the Board based on their specific mandates and Terms of Reference.</p> <p>The IPL Board acts in accordance with the Public Libraries Act, R.S.O. 1990, c P.44.</p>
2.0 Purpose	<p>The Innisfil Public Library Board may appoint Ad-Hoc Committees to further the work of the Board. This policy ensures that the Board establishes Terms of Reference and specific duties for each of these Ad-Hoc Committees as the need arises.</p>
3.0 Guidelines	<p>Ad-Hoc Committees report directly to the Board and have no authority other than to draft recommendations or prepare alternatives for the Board's consideration.</p> <p>Ad-Hoc Committees operate for defined periods of time and have a specific purpose which must be defined in written Terms of Reference.</p> <p>Ad-Hoc Committees coordinate the work, do the research and draft the documents to be reviewed and adopted by the Board as a whole.</p> <p>An Ad-Hoc Committee established by the Board may include non-Board members.</p> <p>Ad-Hoc Committee meetings may be called by the chair of the Ad-Hoc Committee or by a majority of the members of an Ad-Hoc Committee. Minutes of such meetings shall be prepared and submitted to the Board, if so stipulated in the Terms of Reference for that Ad-Hoc Committee.</p> <p>Ad-Hoc Committees shall not supervise or direct staff.</p>