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# St. Marys Public Library



Policy Type: By-Law

Policy Number: BL-01

Policy Title: Constitution and Terms of Reference

Policy Approval Date: May 2019

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## 1. Objective

Where required, the Library Board adheres to the *Public Libraries Act, R. S. O. 1990, c. P44* as it relates to the composition of the Board and the election and appointment of officers. The purpose of this By-Law is twofold: to outline the appointment process, as per the *Municipal Act, 2001, S.O. 2001, c. 25*, and to guide the Library Board's appointment of its officers. In addition, this By-Law outlines the responsibilities of each of these officers.

## 2. Policy Statement

- 2.1 This By-Law defines the purpose, roles and responsibilities of Library Board members; and
- 2.2 How members will conduct meetings, in accordance to the *Public Libraries Act, R. S. O. 1990, c. P44* and the *Municipal Act, 2001, S.O. 2001, c. 25*.

## 3. Composition of the Library Board

- 3.1. While the Public Libraries Act, section 10(4) prescribes a board of no fewer than five (5) members, and gives the Municipal Council the power to make appointments, the St. Marys Public Library Board shall be composed of a minimum of five (5) members and a maximum of eleven (11);
- 3.2. 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;
- 3.3. Any Contracting Municipality shall have the right to recommend one individual to Council for appointment to the Board in accordance with the contract. For St. Marys, one (1) Council representative and one (1) community representative will be accepted to the Board from contracting Municipalities;
- 3.4. 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;
- 3.5. A Board Member may be re-appointed for one or more terms;
- 3.6. A member seeking re-appointment must follow the same process of application for consideration as for new candidates to the Board;
- 3.7. 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. A Board Member forfeits his or her seat if he or she:
  - a. Is absent for three or more consecutive meetings without being authorized by a board resolution; or
  - b. Becomes incapacitated; or

- c. Is convicted of an indictable offense; or
  - d. Ceases to be qualified in accordance with the Public Libraries Act; or
  - e. Otherwise forfeits his or her seat.
- 3.8. 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 (45) days.

#### **4. Officers of the Library Board**

- 4.1. 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 vice chair from among the members of the Board;
- 4.2. In accordance with the Public Libraries Act, section 15, the Library Board shall appoint a Chief Executive Officer (CEO), who may also be secretary and treasurer of the Library Board, as allowed by the Public Libraries Act, section 15(5); and
- 4.3. 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.

#### **5. Terms of Reference for the Board Chair**

- 5.1. 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 its first meeting in a new term;
- 5.2. The term of office for the Chair of the St. Marys Public Library shall be for a period of two (2) years, at which a re-election of the Chair will commence. The current Chair is eligible for re-election;
- 5.3. 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 the appropriate legislation/prescribed rules of procedures, as adopted by the Board; and
- 5.4. The Chair:
  - a. Presides at all meetings of the Board;
  - b. Sits as an ex-officio member of all committees of the Board;
  - c. In accordance with the *Public Libraries Act, R.S.O. 1990, c. P44*, section 16(6), vote on all questions;
  - d. Calls the Annual General Meeting each year, at the discretion of the Board;
  - e. Acts as an authorized signing officer of all documents pertaining to Board business;
  - f. Co-ordinate the CEO evaluation process; and
  - g. Represents 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.

#### **6. Terms of Reference of the Vice-Chair**

- 6.1. The election of Vice-Chair shall take place at the first meeting of the Library Board;
- 6.2. The Vice-Chair shall have a term in conjunction with the Chair (2 years), after which an election for new Vice-Chair shall commence. The current Vice-Chair is eligible for re-election; and
- 6.3. In the absence of the Board Chair, the Vice-Chair shall perform the duties of the Chair, including presiding over Library Board meetings.

#### **7. Terms of Reference of the Secretary**

- 7.1. As permitted by the *Public Libraries Act, R.S.O. 1990, c. P44*, section 15(5), the Chief Executive Officer of the St. Marys Public Library may serve as the Secretary of the Library Board;
- 7.2. The Library CEO, with the approval of the Library Board, is authorized to delegate the duties and

functions of the Secretary to a Library staff member;

- 7.3. 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;
- 7.4. In accordance with the *Public Libraries Act, R.S.O. 1990, c. P44*, section 15(3), the Secretary will:
  - a. Keep minutes of every meeting of the Board;
  - b. Conduct the Board's official correspondence; and
  - c. Provide copies of minutes for each member of the Board.

## **8. Terms of Reference of the Treasurer**

- 8.1. As permitted by the *Public Libraries Act, R.S.O. 1990, c. P44*, section 15(5) the Chief Executive Officer of the St. Marys Public Library may serve as the Treasurer of the Library Board;
- 8.2. The Treasurer shall monitor all financial activities of the Library, and shall ensure that complete and accurate records are kept in accordance with generally accepted accounting practices;
- 8.3. In accordance with the *Public Libraries Act, R.S.O. 1990, c. P44*, section 14(4), the Treasurer will:
  - a. Receive and account for all the Library Board's money;
  - b. Deposit all money received on the Library Board's behalf;
  - c. Disburse the money as the Library Board directs; and
  - d. Act as Treasurer for the Adult Learning Program of Perth.
- 8.4. The Treasurer will act as an authorized signing officer of all documents pertaining to the financial business of the Library Board; and
- 8.5. The Treasurer will provide the Library Board with a report of all financial account and the financial position of the Library, monthly or as otherwise required.

## **9. Terms of Reference of the Chief Executive Officer (CEO)**

- 9.1. In accordance with the *Public Libraries Act, R.S.O. 1990, c. P44*, section 15(2) the Library Board appoints a CEO who, acting within the parameters of Board Policies:
  - a. Makes recommendations on Policies to the Library Board;
  - b. Carries out directions from the Library Board;
  - c. Hires and terminates staff, in consultation with the Town;
  - d. Attends all Library Board meetings, and prepares the agenda prior to each Board meeting in cooperation with the chair;
  - e. Ensures the agenda, with all reports and enclosures, is distributed to all members of the Board prior to the relevant Board meeting;
  - f. Implements overall direction of the Library; and
  - g. Has all other powers and duties that the Library Board assigns, including oversight and providing direction to the Adult Learning Program of Perth, as well as serving as the representative of the Library on the joint management committee of Perth County Information Network (PCIN).
- 9.2. The Library Board delegates the authority for management and operations of services to the Chief Executive Officer; and
- 9.3. As a non-voting member of the Library Board, the CEO:
  - a. Does not vote on Library Board Business;
  - b. Sits ex-officio on all committees of the Library Board, and acts as a resource person;
  - c. Develops and presents the Library budget before the Town of St. Marys Council and any contracting Municipalities;
  - d. Reports directly to the Library Board on the affairs of the Library, and makes recommendations s/he considers necessary; and
  - e. Interprets and communicates the Library Board's decision to the Staff of the St. Marys Public Library

and Adult Learning Program of Perth.

## **10. Meetings**

- 10.1. The Board holds a minimum of ten (10) regular meetings annually, and may meet at such other times, as it considers necessary;
- 10.2. The Board holds an Annual General Meeting (AGM) each year, the date being at the discretion of the Board;
- 10.3. Under the Act, the CEO will call the first Board meeting of the new term. For all regular meetings other than the first meeting, the CEO shall give members at least seven (7) days' notice of any meeting with materials, including an agenda and minutes of the previous meeting. Where possible, notice will be given one week in advance of the meeting (by paper or electronic means);
- 10.4. All motions are recorded accurately by the Secretary;
- 10.5. All meetings are open to the public, except as provided in Section 14; and
- 10.6. The Chair may exclude any person for improper conduct at a meeting.

## **11. Special Meetings**

The Chair, or any two members of the Board, may summon a special meeting of the Board by giving each member adequate notice, not less than one week, in writing by paper or electronic means, specifying the purpose for which the meeting has been called.

## **12. Quorum**

The presence of a majority of Board members is necessary for the transaction of business at a meeting and constitutes a quorum.

## **13. Voting**

- 13.1. The Chair and Vice-Chair may vote with the other members of the Board upon all questions. Any motions that have an equal number of votes for and against (tie) does not pass. Without a majority of votes in favour, the proposed motion dies;
- 13.2. If a Board Member, at a meeting at the time of a vote, requests immediately before or after the taking of the vote that the vote be recorded, each member present, except a member who is disqualified from voting by any Act, shall announce his or her vote openly and the Secretary of the Board shall record each vote; and
- 13.3. Any Board Member who is present at a Board meeting, who does not vote, shall be deemed to be a negative vote.

## **14. Closed Meetings**

- 14.1. A meeting, or part of a meeting, may be closed to the public if the subject matter being considered is about one or more of the following:
  - a. A personal matter about an identifiable individual;
  - b. A proposed or pending acquisition or disposition of land by the Board;
  - c. Labour relations or employee negotiations;
  - d. Litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
  - e. Advice that is subject to solicitor-client privilege, including communications necessary for that purpose; and

- f. The consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act*, if the Board or a Board member is the head of an institution for the purposes of that Act.

## **15. Finance**

- 15.1. The financial year for the Library falls with the financial year of the Town of St. Marys, January 1 to December 31;
- 15.2. The financial year for the Adult Learning Programs of Perth falls with the financial year of the Ministry, April 1 to March 31. Year-end financial reporting for Adult Learning occurs at Town financial year and Ministry financial year;
- 15.3. Council appoints auditors. The Library Accounts are included in the Town's financial audit;
- 15.4. All expenditures, if not already included in the approved budget, must be approved by a motion of the Board and, if necessary, of Council; and
- 15.5. The Board may reimburse members for travel and other expenses incurred in carrying out duties as members of the Board.

## **16. Rules of Order**

- 16.1. The location of Board meetings is generally the Library unless otherwise directed in the notification of the meeting;
- 16.2. In the event no quorum is present within 30 minutes of designated starting time, the Secretary records the names of the members present and the meeting is adjourned and rescheduled;
- 16.3. At the beginning of each meeting, each Board member declares any potential pecuniary interest or conflict of interest based on the agenda, as per the *Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50*; and
- 16.4. Each motion amendment is voted on before the main question is put to a vote. Any amendment made can only be applied to one motion.

## **17. Amendments to the Constitution**

- 17.1. The Constitution is reviewed for any necessary changes every three years. Changes to the Act or other legislation may necessitate a change at any time. Should any applicable legislation require a change, the Constitution will be changed as soon as possible and the legislation supersedes the Constitution in the interim; and
- 17.2. The Constitution may be amended by approval of a motion by a two-thirds majority of votes cast at a regular meeting of the Board provided that at least one week written notice is sent to each member, by electronic means or by paper, and that the notice includes notification of the proposed amendment.

## **18. Related Documents**

*Public Libraries Act, R.S.O. 1990, c. P44*

*Municipal Act, 2001, S.O. 2001, c. 25*

*Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50*