



POLICY: Library Board Governance Bylaws		POLICY NO: LB 02
POLICY LEVEL: Library Board	LAST REVIEW / REVISION DATE: June 11, 2024	SCHEDULED REVIEW DATE: June 2028

Library Board Governance Bylaws

1. Purpose

The Stratford Public Library Board bears legal responsibility for the Library by ensuring it operates in accordance with the Public Libraries Act, R.S.O.1990, c. P 44. These bylaws define the legal authority of the Board and regulate the business of the Board.

2. Statement of Authority

In accordance with the Public Libraries Act, Section 3 (1), the Council of the City of Stratford has established the Stratford Public Library Board by the adoption of municipal bylaw #160-85 (as amended). This document is the Establishing Bylaw for the Stratford Public Library.

In accordance with the Public Libraries Act, Section 3 (3) P.44 the Stratford Public Library shall be under the management and control of the Stratford Public Library Board, which is a corporation. Together with the Establishing Bylaw (above), this section of the PLA provides evidence of incorporation under Canadian Revenue Agency (CRA) rules for charitable organizations.

The Stratford Public Library, 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 Library Board dissolve, the directions provided under Section 42 of PLA will be followed, with assets distributed to other charitable organizations, including, for example, the municipality.

The Board is a registered Canadian charity and as such, is exempt from income tax under the Canadian Income Tax Act and may issue charitable tax receipts to donors.

The Board's address shall be the following: Stratford Public Library, 19 St. Andrew Street, Stratford Ontario, N5A 1A2.

3. Board Composition

The 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.

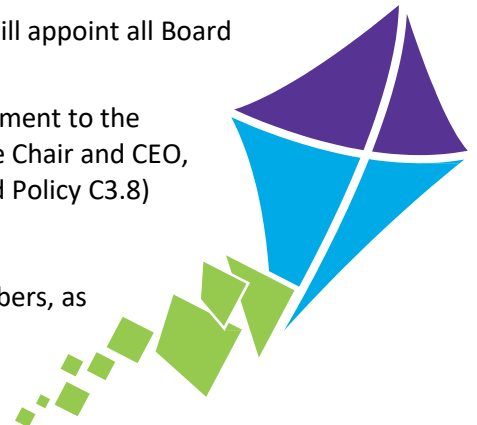
Appointment of Members

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.

The current Chair, Vice Chair, and CEO will review the applications for appointment to the Board, and may interview applicants as deemed appropriate by the Chair, Vice Chair and CEO, and will provide recommendations for Council consideration. (City of Stratford Policy C3.8)

Number of Members

The Board is comprised of a minimum of nine and a maximum of eleven members, as outlined in Municipal Bylaw 160-85 (as amended):





- a maximum of four members of Municipal Council
- the remainder representing the citizenship at large

Term of Appointment

A Board member shall hold office for a term concurrent with the Municipal Council term, or until a successor is appointed.

In accordance with the City of Stratford Policy C3.1, a Board member may be reappointed for a second term, plus if applicable, a third term in those cases where a Board member is initially appointed mid-term to fill a vacancy.

Eligibility

A person is qualified to be appointed to the Library Board who is a member of Stratford City Council or who is:

- at least 18 years old
- a Canadian citizen or a permanent resident of Canada
- a resident of Stratford

Resignations, Disqualifications and Vacancies

If circumstances outlined in Section 13 of the Public Libraries Act, 1990 c. P44 occur, the CEO as Secretary of the Library Board is authorized to declare the seat vacant and notify Municipal Council accordingly.

Disqualification of a Board member shall occur in the following circumstances:

- 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 motion
- ceases to be qualified as a resident
- otherwise forfeits their seat

If a vacancy arises in Board membership, Municipal Council shall appoint a person to fill the vacancy and to hold office for the unexpired term, except if the unexpired term is less than 45 days. (PLA, s.12)

4. Officers of the Board

In accordance with the Public Libraries Act, Section 14, at the first meeting of the new term, members of the Library Board shall elect the Chair from among the members.

At the first meeting of the term, members of the Library Board shall elect the Vice-chair from among the members.

In accordance with the Public Libraries Act, Section 15, the Board shall appoint a Chief Executive Officer (CEO), who shall also be Secretary and Treasurer of the Board.

If an Officer's position becomes vacant during their term, the Board must immediately elect or appoint a new officer.

Chair

Chair leads the Board, acts as an official representative of the Library, ensures the proper functioning of the Board and the proper conduct of Board business, in accordance with appropriate legislation and prescribed rules of procedure adopted by the Board.

The term of office for the Chair shall be for two years.



The Chair will:

- preside at regular and special meetings of the Board
- set the agenda in consultation with the CEO
- ensure that business is dealt with expeditiously and help the Board work as a team
- in accordance with Public Libraries Act, section 16(6), vote on all questions
- act as an authorized signing officer of all documents pertaining to Board business
- co-ordinate the CEO evaluation process
- share with the CEO the responsibility for conducting Board orientation
- co-ordinate the Board's evaluation process
- represent the Library 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 Library Board
- not commit the Board to any course of action in the absence of the specific authority of the Library Board
- advise the Vice-chair if, for any reason, the Chair is temporarily unable to perform these functions.

Vice Chair

The term of office for the Vice-Chair shall be for two years.

The Vice-Chair will:

- in the absence of the Chair, be vested with all the powers and perform all the duties of the Chair
- be assigned by the Board other powers and duties from time to time.

Secretary - Treasurer

As permitted by the Public Libraries Act, section 15(5), the CEO of the Library shall serve as the Secretary-Treasurer of the Board.

In the role of the Secretary, the CEO will:

- designate a recorder for each Board meeting
- set the agenda in consultation with the Chair
- distribute the agenda, with all reports and enclosures, to all Board members prior to the relevant Board meeting
- distribute the minutes to all Board members prior to the next Board meeting
- conduct the Board's official correspondence
- keep minutes of every meeting of the Board.

In the role of the Treasurer, the CEO will:

- monitor the financial activities of the Library and shall ensure that complete and accurate records are kept in accordance with generally accepted accounting practices
- receive and account for the Board's money
- open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved by the Board
- deposit all money received on the Board's behalf to the credit of that account or accounts
- disburse the money as the Board directs
- act as an authorized signing officer of all documents pertaining to the financial business of the Board

The Library may delegate some financial responsibilities of the Treasurer to the City of Stratford using a Memorandum of Understanding.



5. Conflict of Interest

A conflict of interest is a conflict between a Board member's personal interest and the interest of the Board and their responsibility as a member of the Board. The conflict might be actual or perceived. A conflict may exist whether or not there is a financial benefit to the Board member. It is the responsibility of each Board member to be aware of conflict of interest as detailed in the Municipal Conflict of Interest Act, R. S. O. 1990. C. M.50

6. Confidentiality

It is the responsibility of all Board members and Officers of the Board to maintain the strictest confidentiality in all matters of Board business that pertain to information of an intimate financial or personal nature concerning Library patrons, staff members or other Board members.

7. Board Meetings

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 majority opportunity for the Board to do its work – to make decisions, solve problems, educate Board members, and review monitoring or revaluation materials provided by staff members.

Public Meetings

In accordance with the Public Libraries Act, Section 16.1 (2), Board meetings will be open to the public unless the subject matter falls within the parameters of the PLA section 16.1(4), in which cases, a closed meeting is permitted.

The Board shall hold a minimum of seven regular meetings in each year, and at such other times as it considers necessary.

In accordance with the Public Libraries Act and Municipal Bylaw, the first meeting shall be called by the CEO, in each new term, upon receipt of the confirmation of appointments are made by municipal council. At the first meeting, the CEO oversees the election of the officers. The elections begin with the position of the Chair.

The Board shall not hold a Board meeting that falls on a municipal, provincial or federal election date.

In accordance with the Public Libraries Act and Municipal Bylaw during the year of a Municipal Election, the current Board will continue to meet and make decisions until a new Board is appointed by City Council.

Closed Meetings

A meeting, or part of a meeting may be closed to the public if the subject matter being considered is:

- the security of the property of the Board
- personal matters about an identifiable individual
- a proposed or pending acquisition or disposition of land by the Board
- labour relations or employee negotiations
- litigation or potential litigation, including matters before administrative tribunals, affecting the Board
- advice that is subject to solicitor-client privilege, including communications necessary for that purpose
- a matter in respect of which a Board or committee of a Board may hold a closed meeting under another Act.

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.



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 motion:

- the fact of the holding of the closed meeting
- the general nature of the matter to be considered at the closed meeting.

The motions will not always be reported in the public minutes, as the subject may have to remain confidential. The times will not be noted in the public minutes. The phrase “this portion of the meeting was a closed session” will be used. The closed meeting minutes will specify times in and out of closed session and those present at each session. Motions passed in a closed meeting are to be ratified when the Board returns to its regular meeting.

The CEO and Recording Secretary shall generally be present at the discretion of the Board unless excused by the Board for reason of confidential discussions.

A meeting may be closed to the public during a vote only if:

- conditions permitting or requiring the meeting to be closed to the public exist; and
- the vote is for a procedural matter or for giving directions or instructions to Board officers, employees or agents or Board committee or persons retained by or under contract with the Board. (PLA, s.16.1(8))

Special Meetings

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.

Special emergency meetings may be called with 24 hours’ notice.

Virtual Meetings

Board members may attend Library Board meetings remotely via teleconference or Internet video conferencing call.

- 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.
- A member of the 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:
 - personal illness or disability
 - employment or the business of the public good
 - a family or other emergency
- 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
- Meeting minutes will reflect that a member is participating remotely
- If the Chair of the Library Board attends the meeting remotely, then the Vice-Chair chairs the in-person meeting
- Quorum applies to the members attending in person and remotely.

Order of Proceedings

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings and member conduct.



Meetings shall be called to order by the Chair on the hour fixed for the meeting. In the absence of the Chair, the Vice-Chair will preside over the meeting.

If both the Chair and Vice-Chair are not present within fifteen minutes after the time for the meeting to begin, the CEO will call the meeting to order and will preside for the election of an Acting Chair. While presiding, the Acting Chair will have all the Chair's duties, rights, and responsibilities.

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.

- Where a quorum is not present within 30 minutes of the hour fixed for a meeting, the Secretary shall record the names of the Board members present and the meeting may continue; however, no motion may be made or passed.
- 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

Attendance

Board Members are expected to attend all scheduled meetings of the Board. Any member who must be absent from a regular meeting must advise the Secretary in advance.

For absence from two consecutive meetings, the Chair will speak to the member.

In accordance with the Public Libraries Act, Section 13, should a member be absent for three consecutive meetings, the Board, shall:

- consider the member disqualified from the Board and notify Council that the seat is vacant, or
- consider the circumstances of the absence and pass a motion authorizing that person to continue as a Board member

The CEO is entitled to notice of and to attend each meeting of the Board and every committee of the Board. The Board may require the CEO to withdraw from any part of a meeting at which the Board or a committee of the Board intends to consider a matter related to the remuneration or the performance of the duties of the CEO.

Agenda

The Agenda shall:

- focus the discussion in order to make good use of the Board's time
- be prepared by the CEO in consultation with the Chair
- include material to be reviewed by Board members prior to the meeting
- be distributed to Board members within a reasonable time before the meeting
- be posted on the Library's website and made publicly available.

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

1. Call to order and Land Acknowledgement
2. Chairperson's remarks
3. Declarations of Pecuniary Interest and the General Nature Thereof
4. Approval of the Agenda
5. Delegations



6. Approval of the minutes of previous meeting(s)
7. Business arising from the minutes
8. Board education
9. Business of the Board
10. CEO monitoring reports
11. Correspondence
12. Other business
13. Confirmation of date and time of next meeting
14. Adjournment

Minutes

Minutes are kept of all Board and Committee meetings and shall:

- be distributed to Board members within a reasonable time before the next meeting
- be approved at the next meeting of the Board and signed by the Chair and the Secretary
- become the official record of decisions and provide direction for officers and employees in their subsequent actions
- become public documents and shall be made available to the public

Minutes of closed meetings shall:

- be distributed to Board members within a reasonable time before the next meeting
- be approved at the next meeting of the Board and signed by the Chair and the Secretary
- be kept separately and held to be confidential
- be kept brief and not contain details of discussions at the in-camera meeting. Motions passed in-camera are to be ratified when the Board returns to its regular meeting.

Delegations

Residents and community association representatives may attend and address the Board as a delegation at any regular meeting.

- Any delegation wishing to address the Board may direct written requests to the Chair of the Board through the CEO, setting out the issue to be presented to the Board at least 7 days prior to the Board meeting.
- Delegations will be limited to 15 minutes unless approval of the Board is obtained by the Chair to extend or limit the speaking time.
- Upon the completion of a presentation to the Board by a delegation, any discourse between Board members and the delegation shall be limited to Board members asking questions for clarification and obtaining additional relevant information only. Board members shall not engage in debate with the delegation with respect to the presentation.
- The Board reserves the right to limit the number of delegations per meeting
- A delegation may not appear before the Board on the same issue a second time in the same term, unless approved by Board motion.
- Delegations may choose to remain for the balance of the public meeting, but may not speak to other agenda items.



- Through the CEO, the Board will communicate its decision to the delegation in writing. The Board is not obligated to respond or make a decision at the time of the presentation.

Board Conduct

During Board meetings, committee meetings, or other special purpose meetings, members will conduct themselves with decorum. Respect for delegations, staff, and Board members, requires that all Board members show courtesy and not distract from the business of the Board during presentations and meetings.

- A member who wishes to speak will signal the Chair and wait for the Chair's recognition.
- A member will address to the Chair all remarks and questions, including questions intended for another member or staff.
- A member will be courteous and respectful. A member will not engage in any action that disturbs the meeting.
- A member will not:
 - use un-parliamentary or offensive language, including any expression or statements in debate or in question that attributes 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 a meeting
 - speak beside the debated question
 - reflect upon any prior Board determination, except to conclude such remarks with a motion to rescind such determination
 - interrupt a member who is speaking, except to raise a matter of privilege or a point of order
 - disobey Board By-laws
 - disobey the Chair's decision on questions of order or practice or on the interpretation of Board By-laws.
- The Chair may expel any person for improper conduct at a meeting. (PLA, s.16.1(3))

Public Conduct

Members of the public will be courteous and will not engage in any action that disturbs the meeting.

- Members of the public will not:
 - make any noise or disturbance that prevents members from being able to participate in a meeting.
 - address the Board without a prior appointment, or without Board permission at a meeting.
 - use un-parliamentary or offensive language.
- The Chair may expel any person for improper conduct at a meeting. (PLA, s.16.1(3))

Decisions

All formal Board decisions will be made on the basis of motions.

- To make a motion, a member must first have the floor.
- A motion properly moved before the Board must be dealt with before any other motion can be received, except a motion to amend or adjourn, or on a matter of privilege.
- Every motion must be seconded by a different member than the mover.
- A motion will not be debated until it has been moved and seconded and put on the floor by the Chair.



- The Chair will not put any matter to the vote, and a member will not move a procedural motion to have the vote taken, until every member who wishes to speak has spoken at least once.
- 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. After members debate a motion, the Chair puts the question to a vote and announces the voting result.
- Any member may require the question or motion under discussion to be read at any time during the debate.
- There will only be one substantive motion before the Board at any one time.
- An amendment may be made to a motion, but may not negate the initial motion or materially alter its intent.
- Only one motion to amend the main motion shall be allowed.
- A motion to adjourn is not debatable, cannot be amended and, if resolved in the negative, cannot be made again until after the Board shall have completed some intermediate proceeding.

Voting

All motions at Board meetings, except those approving or amending the bylaws, are decided by a majority of votes cast.

In accordance with the Public Libraries Act, s. 16(6), the Chair 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.

8. Amendments of Bylaws

Bylaws are the fundamental governing rules of the Library Board.

- Bylaws may be amended in response to legislation or when circumstances change.
- At a Board meeting any member can propose a review or an amendment of a clause within the bylaw.
- Bylaw amendments require a two-thirds majority vote by the members. These bylaws or amendments are effective at the time of approval by Board motion.
- As the Stratford Public Library has charitable status under the Canada Revenue Agency (CRA), the CEO will ensure that the CRA receives a copy of the amended Board Bylaws.

Related Documents

- Public Libraries Act, R.S.O. 1990
- By-law 160-85 (as amended) of the Council of the City of Stratford
- The Corporation of the City of Stratford Policy Manual, C.3 Council and Committees
- LB 04 Board Job Description
- LB 04 Job Description of the Chief Executive Officer / Library Director
- LB 06 Board Members' Code of Conduct

ORIGINAL DATE ADOPTED	May 6, 2006	Review Cycle	4 Years
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