



## Stratford Public Library Board Governance By-laws

**Legal References:** Public Libraries Act, R.S.O. 1990  
By-law 160-85 (as amended) of the Council of the City of Stratford  
Stratford Public Library Foundation By-laws 1998 (as amended)

**Policy References:** The Corporation of the City of Stratford Policy Manual, C.3 Council and Committees  
LB 04 Board Job Description  
LB 04 CEO Job Description  
LB 06 Board Members' Code of Conduct

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WHEREAS the *Public Libraries Act*, R.S.O.1990, chapter P 44, (hereinafter called the "PLA") provides that public libraries shall be under the management and control of a Board, which is a corporation;

AND WHEREAS, By-law # 160-85 (as amended) of the Council of the City of Stratford (hereinafter called the "Council") establishes the City of Stratford Public Library Board (hereinafter called the "Board");

### 1.0 General

- 1.1 The Board's address shall be at the Stratford Public Library, 19 St. Andrew St. Stratford Ontario N5A 1A2.
- 1.2 The Stratford Public Library is a community-owned organization committed to the open provision of library resources and services that will enhance personal and community quality of life.
- 1.3 The Board's powers and duties shall be all those described in the PLA. Accordingly, the Board is responsible for operating one or more libraries in accordance with the PLA and regulation.
- 1.4 The provisions of the by-laws shall be interpreted in accordance with the glossary of terms, attached as Appendix "A."
- 1.5 The members of the Library Board shall also be the members of the Stratford Public Library Foundation, per the SPL Foundation by-laws passed September 29, 1998 and amended January 1, 2018.

## 2.0 Board Composition

- 2.1 The Board shall consist of a minimum of nine and a maximum of eleven trustees, of whom a maximum of four shall be a member of the said Council and the remainder shall be citizen appointees who are representative of the community served. (City By-Law 160-85 as amended)
- 2.2 The Board shall be appointed by the municipal Council of the City of Stratford. (PLA, s.9)
- 2.3 The current Chair, Vice Chair and C.E.O. will review the applications for appointment to the Board; and, may interview applicants as deemed appropriate by the Chair, Vice Chair and C.E.O.; and, will provide recommendations for Council's consideration. (City of Stratford Policy C3.8)
- 2.4 Citizen appointees must meet the qualifications set out in Section 10 (1) of the PLA.
- 2.5 A Board member shall hold office for a term concurrent with the Council term, or until a successor is appointed. (PLA, s.10(3))
- 2.6 A Board member may be reappointed for one term plus if applicable, a second term in those cases where a Board member is initially appointed mid-term to fill a vacancy. (City of Stratford Policy C3.1)
- 2.7 If a vacancy arises in Board membership, 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)
- 2.8 If a Board member is disqualified the member's seat becomes vacant and the remaining members shall forthwith declare the seat vacant and notify Council accordingly.(PLA, s.13). A Board member is disqualified if the person:
  - (a) is convicted of an indictable offence;
  - (b) becomes incapacitated;
  - (c) is absent from the meetings of the board for three consecutive months without being authorized by a board resolution;
  - (d) ceases to be qualified for membership under PLA s.10(1)(c); or
  - (e) otherwise forfeits his or her seat,

## 3.0 Board Officers

- 3.1 The Board shall elect the Chair for a two-year term and he/she shall hold office until a successor is elected.
- 3.2 The Board shall elect the Vice-chair for a two-year term and he/she shall hold office until a successor is elected.
- 3.3 In the absence of the Chair, the Vice-chair shall preside and shall have all of the Chair's powers and responsibilities.
- 3.4 The Board shall appoint a Secretary. Typically, that shall be the CEO or the CEO's designate.
- 3.5 The Board Secretary shall prepare meeting minutes; provide notice of meetings; and conduct the Board's official correspondence.
- 3.6 The City Treasurer is the legal Treasurer of the Board.

- 3.7 The Director of the Stratford Public Library is the Chief Executive Officer (CEO) under PLA s.15(1), who shall be known in these by-laws as the "CEO." As CEO, the Director is responsible to the Board for general supervision over and direction of the operations of the public library and its staff.
- 3.8 The CEO is entitled to notice of and to attend each meeting of the Board and every committee of the Board, but 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.

#### **4.0 Board Meetings**

- 4.1 All Board meetings shall be open to the public except for In-Camera Meetings under s. 4.15 of this by-law. (PLA, s.16.1(1))
- 4.2 The PLA, Section 14 (1) and (2) and the City of Stratford By-law #160-85 (as amended) authorize the CEO to call the first Board Meeting in each new term.
- 4.3 The Annual General Meeting shall be held in January of each year, except the year following a municipal election, the Annual General Meeting shall be the first meeting subsequent to receipt of appoint confirmation from the City Clerk.
- 4.4 The CEO calls the Annual General Meeting to order and conducts the elections for the Chair and Vice-Chair positions.
- 4.5 Once the Chair and Vice-Chair are elected, the Chair presides over the remainder of the meeting.
- 4.6 The Board shall hold regular meetings once a month for at least 10 months each year.
- 4.7 The Board shall not hold a Board meeting that falls on a municipal, provincial or federal election date.
- 4.8 As per City policy, during the year of a Municipal Election, the current Board shall continue to meet and make decisions until a new Board is appointed by City Council.
- 4.9 The Board Secretary shall provide to each member at least four days in advance written notice of all regular and special meetings, together with the proposed agenda and the minutes from the previous meeting.
- 4.10 Lack of receipt of notice for a regular meeting shall not affect the validity of holding the meeting or any action taken thereat, provided a quorum is obtained.
- 4.11 The order of business at regular meetings shall be as follows:
  1. Call to order
  2. Chairperson's remarks
  3. Approval of agenda
  4. Delegations
  5. Approval of the minutes of previous meeting(s)

6. Business arising from the minutes
  7. Board education
  8. Business of the board
  9. CEO monitoring reports
  10. Correspondence
  11. Other business
  12. Confirmation of date and time of next meeting
  13. Adjournment
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- 4.12 The Chair or any two members may summon a special meeting at any time with four days' notice. The Meeting's purpose must be stated in the notice and no other business will be transacted without the consent of a Board majority. (PLA, s.16(2))
  - 4.13 Notwithstanding section 4.12, special emergency meetings may be called with 24 hours' notice.
  - 4.14 Lack of receipt of notice for special meetings shall not affect the validity of holding the meeting or any action taken thereat, provided a quorum is obtained.
  - 4.15 The Chair will preside at all Board meetings, maintain order, decide whether motions are in order, and rule on all procedural matters.
  - 4.16 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 for that meeting or until the Chair arrives.
  - 4.17 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 rights, duties, and responsibilities.
  - 4.18 Members shall notify the Board Secretary if they are unable to attend the regular meeting. Meeting attendance shall be recorded.
  - 4.19 For absence from Board meetings for two consecutive months, the Board Chair will speak to the member.
  - 4.20 For absence from Board meetings for three consecutive months without a recorded Board resolution authorizing the absence, see section 2.7 Disqualification.
  - 4.21 The Municipal Conflict of Interest Act, R.S.O. 1990, Chapter M.50 as amended, shall govern the Board, and the agenda shall include provision for members to disclose a direct or indirect pecuniary interest in a matter and the general nature thereof.

## **5.0 In-Camera Meetings**

- 5.1 When the Board determines that matters should be dealt with in the absence of the public, a motion to move into an in-camera session must be moved, seconded, and approved by majority vote, prior to the meeting being closed. Motions to move in-camera are not debatable.
- 5.2 The following subjects may be discussed at properly constituted closed

meetings:

- 5.2.1 Debate as to whether or not an item is properly in-camera or not if, in the Chair's opinion, such discussion would be prejudicial if discussed at an open meeting;
  - 5.2.2 The security of the Board's property;
  - 5.2.3 Personal matters about an identifiable individual;
  - 5.2.4 A proposed or pending acquisition or disposition of land by the Board;
  - 5.2.5 Labour relations or employee negotiations;
  - 5.2.6 Litigation or potential litigation, including matters before any Court or Administrative Tribunal, affecting the Board;
  - 5.2.7 Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - 5.2.8 A matter in respect of which a Board or Board committee may hold a closed meeting under another Act; and
  - 5.2.9 A request under the Municipal Freedom of Information and Protection of Privacy Act. (PLA, ss. 16.1(4) & 16.1(5))
- 5.3 A Meeting may be closed to the public during a vote only if:
- 5.3.1 Conditions permitting or requiring the meeting to be closed to the public exist; and
  - 5.3.2 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))

## 6.0 Delegations

- 6.1 Residents and community association representatives may attend and address the Board as a delegation at any regular meeting.
- 6.2 In order to appear as a delegation, the following conditions must be met:
  - 6.2.1 Written request to speak as a delegation must be submitted, in person or by fax or e-mail, at least one week prior to the date of the meeting. The request must include the issue(s) to be presented, naming the organization or interested parties to be represented, and any intended materials for distribution;
  - 6.2.2 The Board reserves the right to request any additional information regarding a particular issue or association;
  - 6.2.3 The Board will provide delegations with a maximum of 15 minutes to make a presentation, unless extended by Board motion;
  - 6.2.4 The Board reserves the right to limit the number of delegations per meeting;
  - 6.2.5 A delegation may not appear before the Board on the same issue a second time, unless approved by Board motion;
  - 6.2.6 Delegations may choose to remain for the balance of the public meeting, but may not speak to other agenda items; and
  - 6.2.7 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.

## 7.0 Quorum

- 7.1 A quorum shall be a simple majority of the Board. (PLA, s.16(5)). As soon as there is a quorum present, the Chair shall call the meeting to order.
- 7.2 Where a quorum is not present within 30 minutes after the hour fixed for a meeting, the Board Secretary shall record the names of the members present. In the absence of a quorum, the meeting may continue; however, no motion may be made or passed.

## 8.0 Voting

- 8.1 The Chair or Acting Chair may vote with the other members upon all questions. The Chair or Acting Chair shall cast a vote after all members have voted. (PLA, s.16(6))
- 8.2 Any question on which there is a tie vote shall be deemed to be negative. (PLA, s.16(6))
- 8.3 Voting shall be by a show of hands, unless otherwise requested. Upon the request of a member who is present when a question is stated, a recorded vote shall be taken.

## 9.0 Rules of Order

- 9.1 The Board shall use *Robert's Rules of Order* as a tool to govern proceedings and member conduct.

## 10.0 Chair's Procedures

- 10.1 The Chair will:
  - 10.1.1 Open Meetings by calling the meeting to order;
  - 10.1.2 Determine the presence of a quorum;
  - 10.1.3 Maintain a list of members who have signaled the Chair that they wish to speak or ask questions;
  - 10.1.4 Recognize members in the order in which they signaled that they wished to speak or ask questions;
  - 10.1.5 Receive and submit, in the proper manner, all motions presented by the members, unless a motion is contrary to the Board's By-laws;
  - 10.1.6 Decide all questions of order;
  - 10.1.7 State and put to a vote all motions, which are moved and seconded in the course of proceedings, and announce the results;
  - 10.1.8 Expedite business;
  - 10.1.9 Ensure appropriate conduct of members and the public;
  - 10.1.10 Sign on behalf of the Board, where applicable;
  - 10.1.11 Ensure the decisions of the Board are in conformity with the laws and by-laws governing Board activities; and
  - 10.1.12 Declare the meeting adjourned when the Board so votes.

## 11.0 Board Conduct

- 11.1 A member who wishes to speak will signal the Chair and wait for the Chair's recognition.
- 11.2 A member will address to the Chair all remarks and questions, including questions intended for another member or staff.
- 11.3 A member will be courteous and respectful. A member will not engage in any action that disturbs the meeting.
- 11.4 A member will not:
  - 11.4.1 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;
  - 11.4.2 Make any noise or disturbance that prevents members from being able to participate in a meeting.
  - 11.4.3 Speak beside the debated question;
  - 11.4.4 Reflect upon any prior Board determination, except to conclude such remarks with a motion to rescind such determination;
  - 11.4.5 Interrupt a member who is speaking, except to raise a matter of privilege or a point of order;
  - 11.4.6 Disobey Board By-laws; and
  - 11.4.7 Disobey the Chair's decision on questions of order or practice or on the interpretation of Board By-laws.
  - 11.4.8 The Chair may expel any person for improper conduct at a meeting. (PLA, s.16.1(3))

## 12.0 Public Conduct

- 12.1 Members of the public will be courteous and will not engage in any action that disturbs the meeting.
- 12.2 Members of the public will not:
  - 12.2.1 Make any noise or disturbance that prevents members from being able to participate in a meeting;
  - 12.2.2 Address the Board without a prior appointment, or without Board permission at a meeting; and
  - 12.2.3 Use un-parliamentary or offensive language.
- 12.3 The Chair may expel any person for improper conduct at a meeting. (PLA, s.16.1(3))

## 13.0 Decisions

- 13.1 All formal decisions will be made on the basis of motions. To make a motion, a member must first have the floor.
- 13.2 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.
- 13.3 Every motion must be seconded by a different member than the mover.

- 13.4 A motion will not be debated until it has been moved and seconded and put on the floor by the Chair.
- 13.5 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.
- 13.6 Members who have already spoken may speak again only after all other members have been given the opportunity to speak.
- 13.7 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.
- 13.8 Any member may require the question or motion under discussion to be read at any time during the debate.
- 13.9 There will only be one substantive motion before the Board at any one time.
- 13.10 An amendment may be made to a motion, but may not negate the initial motion or materially alter its intent.
- 13.11 Only one motion to amend the main motion shall be allowed.
- 13.12 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.

#### **14.0 Minutes and Agendas**

- 14.1 The Board Chair, in consultation with the CEO, shall prepare the agenda.
- 14.2 At the beginning of any regular meeting, Board members may propose additional items to be added to the agenda. Such requests shall then be considered at the Chair's discretion.
- 14.3 Regular Board meeting agendas and minutes are public information. A person may, during ordinary business hours, inspect any records, books, accounts and documents in the possession or control of the CEO.
- 14.4 The CEO shall refuse to allow such an inspection in circumstances in which the CEO must refuse disclosure under any of sections 6 to 16 of the Municipal Freedom of Information and Protection of Privacy Act, and the CEO may refuse to allow such an inspection in circumstances in which the CEO may refuse disclosure under any of those sections of that Act (PLA, ss. 28(1) & (2)).
- 14.5 Copies of all approved regular meeting and committee meeting minutes are retained in an official minute book filed in the administration centre and posted on the Stratford Public Library website.
- 14.6 Copies of approved minutes of in-camera sessions are to be kept separate and are not to be posted or accessible.
- 14.7 The Board Secretary shall prepare minutes of all meetings. The minutes shall be approved at the following regular or special meeting. Minutes shall be kept for all committee meetings and submitted to the Board Secretary.



## 15.0 In-Camera Meeting Minutes

- 15.1 The Board Secretary takes the minutes of in-camera meetings unless excused by the Board for reasons of confidential discussions.
- 15.2 Minutes are kept brief and do not contain the discussions at the in-camera meeting. Motions passed in-camera are to be ratified when the Board returns to its regular meeting.
- 15.3 Minutes are approved at a subsequent in-camera meeting. Minutes are circulated to the Board and appropriate staff.
- 15.4 Through a motion made while in regular session, the Board may declare that In-Camera minutes are not to be filed in the official minute book to become part of the public record. If such a motion is passed, the minutes, once approved, will be returned to the Board Secretary by each member for destruction.
- 15.5 Where minutes are to be excluded from the official minute book, the original minutes and approved minutes are separated from the regular Board minutes and kept in a locked cabinet within the CEO permanent files. Neither staff nor the public is permitted to review them and they do not become part of the public record.

## 16.0 Review and Amendments to By-law

- 16.1 In the event of a conflict between this By-law and the provision of the Public Libraries Act or any other applicable legislation of the Legislature of Ontario, the PLA or other legislation will prevail. NOTE that, as well as the PLA, many "municipal" acts apply to the Stratford Public Library Board due to the fact that the acts apply to "local boards" including in many cases (but not all), public library boards. Also, note that the *Corporations Act*, especially Part III "Corporations without Share Capital" and Part VII "Corporations – General", applies to library boards by virtue of the fact that the library board is a corporation.
- 16.2 In the event of conflict between the PLA and the Corporations Act or between the PLA and municipal legislation, the PLA prevails.
- 16.3 Revisions to any of the guiding authorities (Public Libraries Act, other legislation, and City of Stratford By-laws) may necessitate a review of these By-laws.
- 16.4 By-law amendments require a two-thirds majority vote by the members. These By-laws or amendments are effective at the time of approval by Board motion.