

**The Blue Mountains Public Library Board
Bylaws and Governance Policies
Approved
December 2016**

TABLE OF CONTENTS

Section 1: BYLAWS

1. Statement of Authority
2. Purpose of the Board
3. General
4. Composition of the Board
5. Elections, Appointments, and Terms of Reference of Officers
6. Meetings
 - a. 5.1 Meetings of the Board
 - b. 5.2 Order of Proceedings
 - c. 5.3 Presentations to the Board:
 - i. Information on Board Meeting Presentations and Procedures
 - ii. Presentation Request Form

Section 2: GOVERNANCE POLICIES

- A Board Orientation
- B Board Member Duties
- C Code of Conduct
- D Confidentiality
- E Evaluation of the CEO
- F Finances
- G Board Expense Reimbursement

1 STATEMENT OF AUTHORITY

The Blue Mountains Public Library Board bears legal responsibility for the library by ensuring that it operates in accordance with the *Public Libraries Act*, 1990 R.S.O. c P. 44. The purpose of this bylaw is to define the legal authority of the board.

1. In accordance with the *Public Libraries Act*, s. 3 (1), the council of the Town of the Blue Mountains has established the Blue Mountains Public Library by the adoption of municipal bylaw # 2004 – 47.
2. In accordance with the *Public Libraries Act*, s. 3 (3), the Blue Mountains Public Library shall be under the management and control of the Blue Mountains Public Library Board which is a corporation.

Related Documents:

Public Libraries Act, R.S.O. 1990, s. 3(1) and (3)

Council of the Town of the Blue Mountains, Bylaw # 2004 - 47

2 PURPOSE OF THE BOARD

The Blue Mountains Public Library Board:

- 2.1 Has legal responsibility for the Blue Mountains Public Library system
- 2.2 Determines and adopts written policies to govern the operation of the board and the library
- 2.3 Understands the library related needs of the community
- 2.4 Determines the goals and objectives of the library and secures adequate funds to fulfil these goals
- 2.5 Appoints a competent and qualified Chief Executive Officer; evaluates and fixes the rate of pay of the CEO, and, if necessary, dismisses the CEO
- 2.6 Ensures that the library is operated in accordance with the *Public Libraries Act*.

3 GENERAL

- 3.1 The Blue Mountains Public Library Board is subject to The Public Libraries Act and Regulations of Ontario-dated 1998 and any amendments thereto; and the Town of the Blue Mountains Bylaw 2004-47 and any amendments thereto.
- 3.2 All previous Library Board By-Laws governing the Board are hereby repealed and replaced with these By-Laws, effective December 2016.
- 3.3 These Library Board By-Laws may be amended with a motion duly passed by The Blue Mountains Public Library Board. A motion to amend or remove a procedural By-Law of The Blue Mountains Public Library Board requires a majority vote of at least two thirds of the members providing that notice shall have been given at the previous meeting of the Board.
- 3.4 The Board will have a membership in the Ontario Library Association, the Ontario Library Board Association and the Federation of Ontario Public Libraries.

4 COMPOSITION OF THE BOARD

- 4.1 In accordance with the *Public Libraries Act, s. 9 (1)* the Blue Mountains Public Library Board is composed of at least five members of the community appointed by the Municipal Council. In addition, Council may appoint Councillors to the Board.
- 4.2 In accordance with the *Public Libraries Act, s. 10 (4)*, municipal council will appoint all board members at the first meeting of council each term.
- 4.3 In accordance with the *Public Libraries Act, s. 10 (2a)*, municipal council shall not appoint more of its own members to the board than the number that is one less than the majority of the board.
- 4.4 In accordance with the *Public Libraries Act, s. 10 (3)*, a board member shall hold office for a term concurrent with the term of the appointing municipal council and may be re-appointed for one or more terms.
- 4.5 A member seeking re-appointment must follow the same process of application for consideration for new candidates to the board.
- 4.6 In accordance with the *Public Libraries Act, s. 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 office for the unexpired term, except where the unexpired term is less than forty-five days.

5 ELECTIONS, APPOINTMENTS AND TERMS OF REFERENCE FOR OFFICERS

- 5.1 The Board shall hold elections at the inaugural meeting of each four year term and thereafter as needed.
- 5.2 In accordance with the *Public Libraries Act S 14(3)*, the Board shall elect from its members a Chairperson.
- 5.3 The Chairperson shall hold office for a minimum of 2 years of the 4 year term.
- 5.4 The Board shall elect from its members a Vice-Chairperson.
- 5.5 The Vice Chairperson shall hold office for one year and be elected annually in January.
- 5.6 These officers of the Board may be re-elected.
- 5.7 In the event of a vacancy occurring in any of the elected positions, the board, at its first regular meeting thereafter, shall elect a new officer to serve for the remainder of the appointed time.
- 5.8 In the event of the absence or inability to act of both the Chairperson and the Vice-Chairperson, the Board may select another Board member as acting Chair.
- 5.9 In accordance with the *Public Libraries Act S 15(2)*, the board shall appoint a chief executive officer who shall have general supervision over and direction of the operations of the library and its staff, shall attend all board meetings and shall have other powers and duties as the board assigns from time to time.
- 5.10 In accordance with the *Public Libraries Act, S 15 (3) & (4)*, the board shall appoint a secretary and a treasurer. In accordance with the *Public Libraries Act, S 15(5)*, the CEO will act as Secretary/Treasurer for the Library Board.

6 MEETINGS

6.1 Meetings of the Board

6.1.1 The CEO shall call the inaugural meeting of the Blue Mountains Public Library Board in each new term upon receipt of confirmation of appointments from the Town Clerk. The CEO shall conduct elections for the positions of Chairperson and Vice-Chairperson, in accordance with the Municipal Act and Robert's Rules of order.

6.1.2 Regular meetings of the Board will be held on the third Thursday of each month from January to December, excluding the months of July and August.

6.1.3 All regular Board meetings will begin at 2.00 pm.

6.1.4 In accordance with the *Public Libraries Act, s 16 (2)* the Chairperson, or any two members of the Board, may summon a special meeting of the Board, by giving each member of the Board reasonable notice in writing. This notice of meeting must specify the purpose for which the meeting is called and this shall be the sole business transacted at the meeting.

6.1.5 In accordance with the *Public Libraries Act, s 16.1 (2)*, all meetings shall be open to the public.

6.1.6 In accordance with the *Public Libraries Act, s 16.1 (4)*, the Board may decide to hold all or portions of meetings in "closed session", if the subject matter being considered is:

- (a) The security of the property of the board
- (b) Personal matters about an identifiable individual
- (c) A proposed or pending acquisition of land by the board
- (d) Labour relations or employee negotiations
- (e) Litigation or pending litigation, including matters before administrative tribunals, affecting the board
- (f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose
- (g) A matter in respect of which a board or committee of a board may hold a closed meeting under another Act

6.1.7 Board members will adhere to Robert's Rules of Order during all meetings---a copy of Robert's Rules and the Board by-laws shall be readily available at all meetings.

6.1.8 An agenda for each meeting shall be sent to Board members at least one week prior to the scheduled meeting date.

6.1.9 Board members who wish to place an item on the agenda should contact the Chairperson within two days of the receipt of the agenda.

6.1.10 The suggested agenda presented by the Chairperson will be followed unless the majority of the members vote to accept any proposed amendments or additions.

6.1.11 Any pecuniary interest in an agenda item shall be declared at the beginning of a meeting.

6.1.12 Any member who considers he or she has a conflict of interest in any matter before the Board shall refrain from discussing and voting on that matter.

6.1.13 When a motion is before the Board, or until it is passed or defeated, all members shall confine their remarks to the motion, or to information pertinent to that motion.

6.1.14 In accordance with the *Public Libraries Act, s 16 (6)*, the Chairperson or acting Chairperson may vote with the other members of the Board upon all motions. Where there is an equality of votes, that motion is deemed to be negative.

6.1.15 **Quorum:** In accordance with the *Public Libraries Act, s 16(5)*, the presence of a majority of the Board is necessary for the transaction of business at a meeting.

(a) Meetings shall be **called to order** as soon after the hour fixed for a meeting as a quorum is present.

(b) Where a **quorum** is not present within thirty minutes after the hour fixed for a meeting, the Secretary shall record the names of the Board members present and the meeting shall:

a. stand adjourned until the next regular meeting or until a special meeting is called;

OR b. shall proceed as a discussion only with no business being conducted.

(c) If notified by a majority of Board members of their anticipated absence from a meeting, the Chairperson shall notify all members of the Board that the meeting is cancelled.

6.2 Order of Proceedings

In the absence of the Chairperson, the Vice-Chairperson shall preside.

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

A Call to order

1. Approval of the agenda, including any items added to the agenda
2. Declaration of pecuniary interest or general nature thereof
3. Minutes of previous meeting

B Presentations

C Reports

D Correspondence

E New or unfinished business

F Notice of meeting dates

H Adjournment

6.2.2 All business shall be dealt with in the order of the agenda unless otherwise decided by the Board.

6.3 Presentations to the Board

Members of the public may address the Library Board, provided they complete and submit to the CEO, a Presentation Request Form. (See attached.)

A Presentation Request Form must be received by the CEO at least eight days prior to the date of the next scheduled Board meeting.

If the Presentation Request Form is received after the cut-off date, or if the Agenda is deemed to be full, the presentation may be delayed until a subsequent Board meeting.

Complete details of the Presentation, and any questions for the Board, must be submitted in writing to the CEO with the Request form. Material provided prior to the Board meeting will be circulated to the Board members for review.

Any person who has presented information on the same topic at previous meetings shall be limited to providing only new information in their subsequent presentations.

The Library Board allocates up to ten minutes per presentation. The Chairperson may extend this time if the Board approves and the agenda permits.

Speakers shall direct their presentation to, and through the Chairperson.

Board members may, through the Chairperson, respond to the presentation, or ask questions, where it is appropriate, but they shall not enter into debate about the presentation.

Anyone making a presentation to the Board shall not:

- a. Speak disrespectfully of any person
- b. Use offensive words
- c. Speak on any subject other than the subject for which they have received approval to address the Board.
- d. Enter into a cross debate with any other presenters or with Board members.
- e. Disobey meeting rules or the decision of the Chairperson.

Following the presentation, the Board may:

- d. Discuss the matter further
- e. Defer the matter for discussion at another meeting
- f. Receive the presentation for information only

The Blue Mountains Public Library Board Presentation Request Form

Please complete this form and submit it to the CEO along with complete details of your presentation (and/or your questions for the Library Board.) Note that this material will be circulated to the Board members for review prior to the meeting.

NOTE: Board meeting agendas are finalized on the Monday prior to the meeting date. If the Presentation Request Form is received later than the Monday prior to the meeting date, or if the agenda is deemed to be full, your presentation will be rescheduled to the next Board meeting date.

Subject:

Contact Person: _____

Firm/Organization (if any): _____

Address: _____

Email: _____ Phone #: _____

Attachment: Bylaw # 6.3 Presentations to the Board

GUIDELINES AND GOVERNANCE POLICIES

A BOARD ORIENTATION

In order to prepare and educate Board members to work and serve effectively, the orientation of new Board members is necessary. An effective Board orientation also supports a common and shared understanding of the authority of the Board, the duties and responsibilities of the Board, and of individual board members.

1. The Chief Executive Officer shall ensure that all new Board members receive an introduction to the library, its facilities, staff and services.
2. The CEO shall ensure that a meeting between the outgoing Board and the incoming Board takes place.
3. Each Board member shall receive a copy of the Board Handbook.
4. The CEO and board Chair shall ensure that an orientation for new board members includes a review of the aforementioned Handbook and documents therein.

B BOARD MEMBER DUTIES

1. Duties of All Board Members

The board members of the Blue Mountains Public Library Board shall:

1.1 Attend Board Meetings regularly. In the event that a member must be absent from any meeting, that member shall notify the Chairperson prior to the day of the meeting. Should a member be absent for 3 consecutive meetings, the board shall consider the circumstances of the absence and either:

a.) notify Municipal Council that the seat is vacant

OR

b.) pass a resolution authorizing that person to continue as a board member until the next meeting.

1.2 Fulfill legal responsibilities according to the Public Libraries act of Ontario.

1.3 Approve and submit all reports requested by the Municipal Council or by the Government of Ontario.

1.4 Determine library goals and objectives appropriate to the needs of the community.

1.5 Review these goals periodically in order to update the Strategic Plan.

1.6 Refer problems not covered by the Operational Policy to the Board as a whole for discussion and decision making.

1.7 Refer queries of an administrative nature to the CEO.

1.8 Not speak on behalf of the Board without authorization from the Board.

1.9 Review and approve a budget prepared annually by the CEO for submission to the Town.

1.10 Stay current with Library trends and legislation.

1.11 Establish the terms of reference, specific duties and scope of authority of all sub-committees appointed by the Board.

2 Duties of the Chairperson

The Chairperson of the Blue Mountains Public Library Board shall:

- 2.1 Preside at all meetings of the Board in accordance with the Public Libraries Act and the by-laws of the Board.
- 2.2 Decline to put to vote motions which infringe the rules of procedure.
- 2.3 Restrain the members, when engaged in debate, within the rules of order.
- 2.4 Exclude any person from a meeting for improper conduct.
- 2.5 Enforce the observance of order and decorum among the members.
- 2.6 Inform the Board, when necessary on a point of order or usage.
- 2.7 Ensure that the decisions of the Board are in conformity with the laws and by-laws governing the activities of the Board.
- 2.8 Act as the official spokesperson of the Board.
- 2.9 Act as the official liaison with the CEO.
- 2.10 Act as a signing officer of the Board.
- 2.11 Prepare a suggested agenda for each meeting of the Board after consultation with the CEO.
- 2.12 Act as the official representative of the Board to the community in both public and private meetings.
- 2.13 Act on behalf of the Board in the intervals between regular Board meetings, and make decisions on behalf of the Board in emergency or unusual situations, after having made every reasonable attempt to consult with Board members prior to exercising this authority.
- 2.14 Commit to remain in office for at least two years.
- 2.15 Conduct, along with one additional member of the Board, an annual performance review of the CEO, in accordance with the procedures set out in the By-laws.

3 Duties of the Vice-Chairperson

The Vice-Chairperson of the Blue Mountains Public Library Board shall:

- 3.1 Act as Chairperson in the event of the Chairperson's absence or inability to act.
- 3.2 Act as a signing officer of the Board.

C CODE OF CONDUCT FOR BOARD MEMBERS

As the governing body for the Library, it is important that Library Board Members conduct themselves in an ethical and professional manner when conducting Library business.

Ethical and professional conduct includes, but is not limited to:

1. Proper use of authority and appropriate decorum in group & individual behaviour.
2. Loyalty to the interests of the Library.
3. Avoidance of creating, or of being placed in, a situation which gives rise to, or may be perceived to give rise to, conflict of interest.
 - a) There must be no self-dealing or any conduct of private business or personal services between a Board Member and the Library except as procedurally controlled to ensure openness, competitive opportunity and equal access to otherwise inside information.
 - b) Board Members must not use their positions to obtain for themselves, their friends or members of their family, employment with the Library.
 - c) A Board Member cannot apply for employment with the Library.
 - d) Board Members are not permitted to fill volunteer positions with the Library that involve day to day operations and where there would be on-going supervision by staff.
4. Acting in a manner that does not attempt to exercise individual authority over the Library except as explicitly set forth in policy.
 - a) A Board Member will not provide individual direction to staff.
 - b) Board Members will not be involved in staff performance issues.
 - c) Board Members will not make individual judgments or take individual action regarding the performance of the CEO except through the Board Chair.
 - d) Board Members shall not speak on behalf of the Board without authorization from the Board.

D CONFIDENTIALITY

OATH OF CONFIDENTIALITY

All Board Members of The Blue Mountains Public Library Board are expected to take the following oath of confidentiality:

I will maintain the confidentiality of privileged information to which I am exposed while volunteering at the library. I will maintain strict confidence by not disclosing any information about patrons, confidential library business, volunteers, personnel matters and confidential Library Board business unless authorized to do so by a motion of the Board.

I agree to the oath of confidentiality and understand that observance of the oath is a condition of volunteering.

Signature of Board Member _____

Date _____

Name of Witness _____ (print)

Signature of Witness _____

Date _____

E EVALUATION OF THE CEO

Procedure for CEO Performance Evaluation

The evaluation will be conducted annually by the Board Chair and one additional member of the Board chosen by the Chair (the committee).

The date of the evaluation will be as close as possible to the anniversary of the hiring date.

The CEO will provide the Chair with a self-assessment, summarizing his or her accomplishments during the preceding year and making specific reference to the work objectives chart created after the last evaluation. The CEO will also propose work objectives for the following year and suggest any professional development opportunities that he or she is interested in pursuing.

The committee will then meet to review the above material in preparation for a meeting with the CEO.

The committee will meet with the CEO at a mutually convenient time. During that meeting the self- assessment and job description will be reviewed and a new work objectives chart will be agreed upon. Other matters may be discussed, brought either by the Board or the CEO.

As a follow-up to the meeting, the committee will prepare a report, a copy of which will be given to the CEO for signature, indicating the completion of the evaluation. The CEO may or may not wish to submit additional comments. The two committee members will also sign the report and two copies will be made, one for the CEO and one for CEO's official file.

The committee will present the report in closed session and without the CEO at the next available Board meeting. The Board will discuss and then accept the report. Any suggested adjustments to the work objectives chart will be followed up with the CEO by either the Chair or the committee before the next Board meeting. The agreed upon work objectives chart will also be added to the CEO's file.

The time period for this evaluation procedure should be no more than one month.

F FINANCES

1. The fiscal year of the Blue Mountains Public Library terminates on the 31st of December of each year.
2. The Town provides accounting services to the Library and once a month sends the CEO monthly and year to date financial statements. The Town also sends the CEO a statement of Reserve Funds once every quarter.
3. It is the responsibility of the CEO to manage the funds within budgetary guidelines established by the Board and to provide monthly financial statements for the Board's review.
4. It is also the CEO's responsibility to provide the board with a financial report at each meeting and to account for any major variances from budget.
5. The Library's financial accounts shall be audited by auditors appointed by the Municipality at the conclusion of each financial year, upon the death, resignation, dismissal or other termination of the Treasurer of the Board, and at such other time as the Board shall direct.
6. The CEO shall receive annual copies of the Library's audited financial statement from the Municipality, distribute a copy to each Board member and file a copy in the Library's official records.

G Board Expense Reimbursement

Conferences & Seminars

The Board will pay registration fees, travel expenses, meals and accommodation of Board Members selected to attend conferences and workshops which, in the opinion of the Board, are of value to the Board and Library.

Advance Funding

A Board Member may apply for advance funding. A request for funding must be submitted to the CEO on the appropriate form.

Expense Reimbursement

In order to be reimbursed for expenses, Board Members must submit original receipts to the CEO.

Mileage

When it is necessary for Board Members to use their personal vehicles for out of town travel on behalf of the Library, they shall be compensated for every kilometre travelled. The rate of payment shall be the going rate paid by the Town of the Blue Mountains. The claim is to include destination and kilometres travelled.

Reimbursement Forms

Board members should refer to the Board Handbook for the appropriate forms.