

Muskoka Lakes Township Public Library
LIBRARY BOARD POLICY

Policy Type: Governance By-Laws

Policy Number: GOVBL-01

Policy Title: Board Bylaws

Policy Approval Date: 09/10/24

Chairperson: V. Duke

Policy Review Date: 10/28

Intent:

The purpose of this bylaw is to define the legal authority of the Muskoka Lakes Public Library Board (hereinafter referred to as the Board). This bylaw outlines the statement of authority, the composition of the Board, including the terms of reference for officers and meetings of the Board, as well as the process for amending this bylaw.

Regulations:

The Board bears legal responsibility for the Muskoka Lakes Public Library (hereinafter referred to as the Library) by ensuring that it operates in accordance with the **Public Libraries Act, R.S.O. 1990, chapter P.44** (hereinafter referred to as the **PLA**).

Procedures:

Section 1 – Statement of Authority

1. In accordance with the **PLA**, section 3 (1), the council of the Township of Muskoka Lakes (herein after referred to as the Township) has established the Muskoka Lakes Public Library by the adoption of municipal bylaw # 90-109. This document is the Establishing Bylaw for the Muskoka Lakes Public Library.
2. In accordance with the **PLA**, section 3 (3), the Library “shall be under the management and control of the Board which is a corporation..”.
3. The Library will operate under the authority of the **PLA**, R.S.O. 1990, 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 Board dissolve, the directions provided under Section 42 of **PLA** will be followed, with assets vested in and assumed by the Township.
4. The powers and duties of the Board are prescribed in the **PLA**, R.S.O. 1990, chapter P44, to which this bylaw adheres. The role of the Board is to govern the affairs of the Library, and in accordance with the **PLA**, section 20, the Board:
 - a) shall seek to provide, in co-operation with other boards, a comprehensive and efficient public library service that reflects the community’s unique needs
 - b) shall provide library services in the French language, where appropriate
 - c) shall operate one or more libraries and ensure that they are conducted in accordance with this Act and the regulations
 - d) may operate special services in connection with a Library as it considers necessary
 - e) shall fix the times and places for Board meetings and the mode of calling and conducting them, and ensure that full and correct minutes are kept



- f) shall make an annual report to the Minister and make any other reports required by this Act and the regulations or as requested, from time to time, by the Minister
 - g) shall make provision for insuring the Board's real and personal property
 - h) shall take proper security for the treasurer
 - i) shall write and maintain appropriate policies to provide direction to the Board and staff
 - j) may appoint such committees as it considers expedient
5. Under the **PLA**, Section 15(2), the Board must appoint a Library CEO, and it is that person to whom the Board delegates authority for management of Library operations.

Section 2: Composition of the Library Board

Where required, the Board adheres to the **PLA**, R.S.O.1990, c.P44 as it relates to the composition of the Board and the election and appointment of officers.

1. While the **PLA**, section 9(1) prescribes a board of no fewer than 5 members and gives the Township council the power to make appointments, the Board endorses a Board that consists of at least five (5), and no more than seven (7) members.
2. In accordance with **PLA**, section 10(1) a Board member must be at least 18 years of age, a Canadian Citizen or Permanent Resident, within the meaning of the *Immigration and Refugee Protection Act* and a resident of the Township of Muskoka Lakes.
3. In accordance with the **PLA**, section 10(2a), Township 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.
4. In accordance with the **PLA**, section 10(4), Township council will appoint all Board members at the first regular meeting of council in each term. The Township council is encouraged to appoint members who are representative of diverse groups, interests and skills.
5. In accordance with the **PLA**, section 10(3), a Board member shall hold office for a term concurrent with the term of the appointing Township council, or until a successor is appointed.
6. A Board member may be re-appointed for one or more terms.
7. A member seeking re-appointment must follow the same process of application for consideration as new candidates to the Board.
8. In accordance with the **PLA**, section 13, if any member of the Board is disqualified from holding office, the members shall forthwith declare the seat vacant and notify the Township council accordingly.
9. In accordance with the **PLA**, section 12, when a vacancy arises in the membership of the Board, the Township 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 days

Section 3: Officers of the Library Board



Where required, the Board adheres to the **PLA**, R.S.O. 1990, c. P44 as it relates to the election and appointment of officers. The purpose of this section of the bylaw is twofold: to guide the Board's appointment of its officers and outline the responsibilities of each of these officers.

1. In accordance with the **PLA**, section 14, at the first meeting of the new term, members of the Board shall elect a chair from among the members.
2. At the first meeting of the new term, members of the Board shall elect a vice chair from among the members.
3. In accordance with the **PLA**, section 15, the Board shall appoint a Chief Executive Officer (CEO), who shall also be secretary and treasurer of the Board, as allowed by the **PLA**, section 15(5).
4. If any of the officers retire, step down or are dismissed during his/her term, the Board must immediately elect or appoint a new officer.

Terms of Reference for the Board Chair

In accordance with the **PLA**, R.S.O. 1990, c. P44 section. 14(3), the Board shall elect one of its members as chair at its first meeting in a new term.

1. The term of office for the chair of the Library shall be for the term (4 years) of the Board.
2. The 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.
3. The chair will:
 - a) preside at regular and special meetings of the Board
 - b) set the agenda in consultation with the Library CEO
 - c) ensure that business is dealt with expeditiously and help the Board work as a team
 - d) in accordance with **PLA**, section 16(6), vote on all questions
 - e) act as an authorized signing officer of all documents pertaining to Board business
 - f) co-ordinate the CEO evaluation process
 - g) share with the CEO the responsibility for conducting Board orientation
 - h) represent the 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 Board
 - i) not commit the Board to any course of action in the absence of the specific authority of the Board
 - j) determine the responsibility of committees to deal with matters which arise where it is unclear which committee has responsibility, subject to eventual confirmation by the Board
 - k) ensure that vacancies on Board committees are filled as expeditiously as possible
 - l) serve as an ex-officio member of all Board committees

Terms of Reference for the Vice-Chair



The Vice-Chair may be elected at the first meeting of the Board for the four (4) year term.

1. The Vice-Chair will:
 - a) exercise all powers and perform all duties of the Board chair, in the absence of the Board chair, including presiding at Board meetings
 - b) chair the Board meeting if the Board chair attends the meeting remotely
 - c) exercise such powers and duties as may, from time to time, be assigned by the Board.
 - d) co-ordinate the Board's evaluation process, including collating all individual answers for the Board Self-Evaluation and report back to the Board

Terms of Reference for the Secretary

As permitted by the **PLA** section 15(5), the CEO of the Library shall serve as the secretary of the Board.

1. The secretary acts as the record-keeper to the Board. In the absence of the secretary, the Board may appoint one of its members as the acting secretary.
2. In accordance with the **PLA**, s. 15(3), the secretary will:
 - a) conduct the Board's official correspondence
 - b) keep minutes of every meeting of the Board
3. In addition, the secretary will:
 - a) prepare the agenda prior to each Board meeting, in cooperation with the chair
 - b) distribute the agenda, with all reports and enclosures, to all Board members prior to the relevant Board meeting
 - c) distribute the minutes to all Board members not less than three days prior to the next Board meeting.

Terms of Reference for the Treasurer

As permitted by the **PLA**, section 15(5), the CEO of the Library shall serve as the treasurer of the Board.

1. The treasurer shall monitor the financial activities of the Library and shall ensure that complete and accurate records are kept in accordance with generally accepted accounting practices.
2. In accordance with the **PLA**, s. 14(4), the treasurer will:
 - a) receive and account for all the Library's money
 - b) open an account or accounts in the name of the Library in a chartered bank, trust company or credit union approved by the Board
 - c) deposit all money received on the Library's behalf to the credit of that account or accounts
 - d) disburse the money as the Board directs
3. The treasurer will act as an authorized signing officer of all documents pertaining to the financial business of the Board.

4. The treasurer will provide the Board with a report of all financial transactions and of the financial position of the Library, monthly or as otherwise required.

Terms of Reference for the Chief Executive Officer (CEO)

In accordance with the **PLA**, section 15(2), the Board appoints the CEO who shall attend all Board meetings.

1. The Board delegates the authority for management and operations of Library services to the CEO.
2. As a **non-voting** officer of the Board, the CEO:
 - a) acts as the secretary/ treasurer to the Board
 - b) does not vote on Board business
 - c) sits ex-officio on any committees of the Board and acts as a resource person
 - d) assists and supports the Board at the presentation of the Library budget before the Township council
 - e) reports directly to the Board on the affairs of the Library and makes recommendations he/she considers necessary
 - f) interprets and communicates the Board's decisions to the staff

Section 4: Meetings of the Board

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 major opportunity for the Board to do its work – to make decisions, solve problems, educate Board members, plan and review monitoring or evaluation material submitted by employees. This section of the by-laws sets procedures to follow for meetings and ensures compliance with the **PLA**, R.S.O. chapter P.44.

The Board values a diversity of opinions and strives to set an environment conducive to exploring ideas.

Types of Meetings

1. In accordance with the **PLA**, section 16.1(2), Board meetings will be **open to the public** unless the subject matter being considered falls within the parameters of the **PLA**, s. 16.1(4) as outlined in point 5 of this section.
2. In accordance with the **PLA**, section 16(1), the Board shall hold at least seven (7) regular meetings in each year and at such other times as it considers necessary. While the Board has standing committees, the Board will meet "as a whole" and only use ad hoc committees, as necessary, for special purposes.
3. In accordance with the **PLA**, section 14(1), the **first meeting in each new term** shall be called by the CEO of the Library, upon receipt of the confirmation of appointments from the Township clerk. This inaugural meeting shall be held as soon as possible after the appointments are made by Township council. At this first meeting, the CEO oversees the



elections of the officers. The elections begin with the position of chair. At the start of the term, the Board members will set and agree on ground rules to guide their deliberations.

4. In accordance with the **PLA**, section 16(2), the chair or any two members of the 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.
5. In accordance with the **PLA**, section 16.1(4), a meeting or part of a meeting may be **closed to the public** 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 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*
6. In accordance with the **PLA**, section 16.1(5) and (6), 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, chapter M56, if the Board or committee of the Board is the head of an institution for the purposes of that Act. 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 resolution:
 - a) the fact that a closed meeting is being held
 - b) the general nature of the matter to be considered at the closed meeting
7. Board members may attend Board meetings remotely via teleconference or Internet video conferencing call.
 - 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. The voice of the caller and the method of attendance shall be identified by the Chairperson.
 - b) A member of the Board or a committee may attend, participate, and vote at an open or closed meeting remotely,
 - c) The Vice-Chairperson will chair the in person meeting if the Chairperson attends the meeting remotely.
 - d) Members who wish to attend a meeting remotely must give notice to the secretary twenty-four (24) hours before the commencement of the meeting so that the required equipment can be made available

- c) Meeting minutes will reflect that a member is participating remotely. If a Board Member who is participating remotely is disconnected from the meeting, the time at which the disconnection occurred shall be noted in the meeting minutes.
- d) Quorum applies to the members attending in person and remotely.

Order of Proceedings

1. **Parliamentary authority** - The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Board in cases where there are no bylaws of the Board in place.

2. **Call to order** - 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.

3. **Quorum** - In accordance with the *PLA*, section 16(5), the presence of most of the Board is necessary for the transaction of business at a meeting.
 - a) Where a quorum is not present within fifteen minutes of the hour fixed for a meeting, the secretary shall record the names of the Board members present and the meeting shall stand adjourned until the next meeting or until a special meeting is called.
 - b) Nothing in the foregoing shall prohibit the members in attendance for a regular meeting, when no quorum is present, from constituting themselves as a committee dealing with such agenda items as they see fit. However, no decisions taken at such meeting may be executed until ratified by motion at a regular meeting of the Board.
 - c) 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.

4. **Attendance at meetings** - In accordance with the *PLA*, section 13, should a member be absent for three (3) consecutive meetings, the Board, shall:
 - a) consider the member disqualified from the Board and notify Township council that the seat is vacant, or
 - b) consider the circumstances of the absence and pass a resolution authorizing that person to continue as a Board member

5. **Agenda** - The agenda focuses the discussion to make good use of the Board's time. Meetings of the Board 'as a whole' shall not re-do the work of the employees or of any ad hoc or standing committees. The order of business for all regular meetings of the Board shall be as follows:
 1. Call to order
 2. Approval of the agenda
 3. Respect and Acknowledgment Declaration
 4. Declaration of any conflicts of interest
 5. Receipt/Adoption of the Minutes of the previous meeting
 6. Business arising from the minutes
 7. Monitoring the progress of the Library's strategic plan (quarterly)
 8. Financial
 9. Reports



10. Policy Development and Review
11. New and unfinished business
12. Closed session
13. Adjournment

6. Voting:

- a) All motions at Board meetings, except those approving or amending the bylaws, are decided by a majority of votes cast.
- b) A motion to add, amend or remove a bylaw shall require a majority vote of at least two thirds of the members to be carried.
- c) In accordance with the **PLA**, section 16(6), the chair or acting chair of the Board 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.

7. Minutes:

- a) Once approved, minutes of meetings are the official record of decisions and provide direction for Board members and employees in their subsequent actions.
- b) Minutes are approved at the next meeting of the Board and signed and dated by the chair.
- c) A copy is sent to the Township Clerk.
- d) Minutes (excluding in camera minutes) are public documents and shall be made available to the public.
- e) Minutes of closed meetings are kept separately and held to be confidential.

Chairing the Meeting

The function of the chair is to act in a leadership role to the Board, ensuring that business is dealt with expeditiously, and to help the Board work as a team. It is the duty of the chair of the Board to:

- a) open meetings of the Board by calling the members to order
- b) read the Declaration of Acknowledgement and Respect (GF-05) at the beginning of the meeting
- c) announce the business before the Board in the order in which it is to be acted upon
- d) receive and submit, in the proper manner, all motions presented by the members of the Board
- e) put to vote all motions which are moved and seconded during proceedings, and announce the results
- f) decline to put to vote motions which infringe the rules of procedure
- g) instruct the Board on the rules of order
- h) restrain the members, when engaged in debate, within the rules of order
- i) enforce the observance of order and decorum among the members exclude any person from a meeting for improper conduct
- j) authenticate, by signing, all bylaws, resolutions, and minutes of the Board
- k) represent and support the Board, declaring its will, and implicitly obeying its decisions in all things
- l) receive all messages and communications on behalf of, and announce them to, the Board
- m) ensure that the decisions of the Board are in conformity with the laws and bylaws governing the activities of the Board

Section 5 – Amendment of By-laws

The purpose of this section of the bylaw is to state the conditions under which bylaws, which are the fundamental governing rules of the Board are amended.

1. Bylaws may be amended in response to legislation or when circumstances change.
2. At a Board meeting any member can propose a review or an amendment of clause within the bylaw.
3. All members of the Board will receive notice and draft of proposed changes prior to the next Board meeting at which a motion for amendment may be tabled.
4. A motion to add, amend or remove a clause in the bylaw shall require a majority vote of at least two thirds of the members to be carried.

Related Documents:

- *Public Libraries Act*, R.S.O. 1990, chapter P44
- *Township of Muskoka Lakes Bylaw #90-109*
- *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, chapter M56
- *Robert's Rules of Order New Revised (RONR)*
- MLPL GOV-03 Purpose of the Board
- MLPL GOV-04 Board-CEO Partnership
- MLPL GOV-05 Committees of the Board
- MLPL GF-05 Declaration of Acknowledgment and Respect