



SUBJECT: BOARD - PROCEDURAL BY-LAW POLICY

Policy No: B-2020-01

Date: January 20, 2020

Review Date: January 2024

Number of Pages: 28

PURPOSE

The purpose of this policy is to outline the procedures, which the Innisfil Public Library Board will follow while conducting the business of the Library.

POLICY

Application

This policy applies to the Innisfil Public Library Board.

Procedural by-law document is attached.

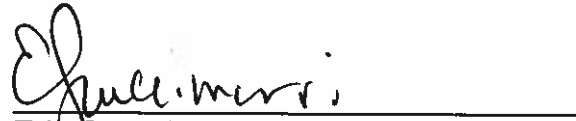
Approved by Innisfil Public Library Board, on January 20, 2020,
Motion Number: 2020.06

Supersedes Policy #B-2019-04, approved March 18, 2019, Motion #2019.25;
Policy #B-2015-15, approved November 16, 2015, Motion #2015.91; & Policy
#B-2012-02, approved February 21, 2012, Motion #2012.21; &
Policy #2005-06, approved March 14, 2005, Motion #2005.12; &
Policy #2004-13, approved December 13, 2004, Motion #2004.62.

**INNISFIL PUBLIC LIBRARY BOARD
PROCEDURAL BY-LAW
Amended January 20, 2020**



Monica Goodfellow
Board Chair



Eric Scuccimarri
Secretary

Feb 13, 2020
Date

Feb 13, 2020
Date

First presented for Review: January 20, 2020

Final Approval Date: January 20, 2020

Motion #: 2020.06

Amendments:

- Page 10 – Section 2.3 – Eligibility/Qualifications –In accordance with Bill 132, this has been amended to include Permanent Residents as eligible Library Board Members;
- Page 17 – Section 6.3 – Schedule of Meetings – In accordance with Bill 132, changed to reflect the new minimum number of meetings from 10 to 7 per year

File in: Board Manual, By-Laws File, Policy Manual, Added to Website

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DEFINITIONS

Abstain means to refrain from voting. Members who abstain for reasons other than a declared conflict of interest shall be deemed to vote in opposition of the question or matter.

Acclamation means a unanimous election to office without the need for a vote, where only one candidate is nominated and agrees to stand.

Ad-Hoc Committee means a special purpose committee of limited duration, appointed by the Board to consider a specific matter and which is dissolved automatically upon submitting its final report to the Board, unless otherwise directed by the Board.

Adjourn means to end the meeting.

Agenda means the written order of business to be considered at a meeting.

Amendment means a formal proposal to change the words of a pending motion.

Board means The Innisfil Public Library Board.

Casting Vote means a single vote (usually the prerogative of the Chair) that decides an issue when the vote has resulted in a tie.

CEO means the Chief Executive Officer of the Board.

Chair for the Purpose of the Board means the Chair of the Board; for purposes of meetings, the person who presides over a meeting of the Board.

Committee means any committee, task force or work group appointed by the Board.

Committee of the Whole means the entire Board meeting acting as a committee. Committees are intended to facilitate discussion by using less strict rules than those applicable to a Board meeting. The Board shall meet as a Committee of the Whole when the Board members present, by motion, determine that matters under consideration should be discussed more informally, under conditions of freedom approximating those of a committee.

Consent List means a section of the regular meeting agenda, containing a list of items with recommendations as to their disposition, all of which may be adopted by one motion of the Board, but any of which may be transferred to the Regular Agenda for consideration upon the request of a member.

Council means The Council of the Corporation of The Town of Innisfil.

Delegation means a person or group of persons who address The Board on behalf of an individual or a group for the purpose of making a presentation to The Board.

Ex-Officio Member means that he/she is a member by virtue of his/her office and thus would not otherwise be a member. He/she has all the rights of a member unless otherwise stated.

Floor, (On the) means the current subject of debate.

Floor, (To Have the) means to have the right to speak without interruptions except on a Matter of Privilege or a Point of Order.

In-Camera means in private, a meeting, or portion thereof, closed to the public in accordance with Section 239 of the Municipal Act, 2001 and Section 6.10 of this By-Law. Only Board Members, the Chief Executive Officer and persons authorized by them may be present at an in-camera meeting.

Library means the Innisfil Public Library.

Member means a member of the Innisfil Public Library Board.

Minutes means the legal record of the Board's, or a committee's, proceedings and decisions. Corrections must relate to matters of fact only. A Member who does not agree with a decision cannot have the decision changed by changing the minutes. The appropriate remedy is to move a motion to reconsider.

Motion means a formal proposal placed before the meeting by one Member, the mover of the motion, for debate and decision.

Move means to formally propose a motion or amendment.

Mover means the person who proposes a motion or amendment.

Notice of Motion means formal, advance, advice to the Board that a Member proposes to move a motion at a future meeting. It usually includes the wording of the proposed motion.

Objection means a way for a Member to express disagreement with a proposed course of action or ruling by the Chair.

Order means behaviour in a meeting, which allows Members to conduct business without disruption.

Order Paper means Agenda.

Order, (Call a Member to) means a way for the Chair to point out to a Member that he/she has broken the rules or is speaking out of turn.

Order, (Call the Meeting to) means an announcement by the Chair to indicate that he/she is about to start the meeting. Also, a way for the Chair to enforce discipline on the meeting after a rule has been broken.

Order, (Point of) means a way for a Member to draw attention to a breach of the rules.

Point of Order means a matter that a Member considers to be a departure from or contravention of the rules, procedures and/or generally accepted practices of the Board or a Board Committee.

Point of Personal Privilege means a matter that a Member considers to impugn his/her integrity or that of the Board or a Board Committee.

Precedence means the order in which motions and amendments are discussed and voted on.

Quorum means the minimum number of Members who must be present at a meeting to make the proceedings valid.

Recess means a break during a meeting.

Recorded Vote means a vote in which each Member is asked individually and publicly to announce his or her vote for or against the motion. A way for a Member to protect himself or herself legally by having his or her vote against a motion recorded in the Minutes. A recorded vote must be requested immediately before the start of voting.

Rescind means to revoke a previous decision.

Resolution means a motion that has been moved, seconded and carried.

Ruling means a decision by the Chair on a procedural point. May be appealed by any Member, in which case the ruling is immediately put to a vote without debate.

Second, Second means to formally endorse a motion or amendment immediately after it has been moved; the person who formally endorses a motion or amendment. A seconder need not wait for recognition by the Chair. Seconding does not necessarily mean that a seconder supports the motion, only that he or she agrees that it should be considered.

Secretary means the Secretary of the Board.

Show of Hands means the usual way of voting. Those for and those against the motion are asked in turn to raise their right hands. The hands are counted, the result announced, and the motion declared either carried or lost.

Simple Majority means one more than half.

Tie Vote means an equal number of votes for and against a motion.

Time Limit means the maximum time allowed for a speech by an individual Member, set by the Chair. The time previously established to adjourn the meeting may be extended by motion to do so.

Treasurer means the Chief Financial Officer of the Board.

Two-Thirds Majority means two-thirds, or the closest whole number that is greater than two-thirds.

Unparliamentary means words or expressions, which are disrespectful or offensive language; includes swearing and derogatory and racial remarks.

Vice-Chair means the Vice-Chair of the Board.

Voting (P.L.A. - Section 16(6))

See also term "Show of hands". *"The chair or acting chair of a board may vote with the other members of the board upon all questions, and any question on which there is an equality of votes shall be deemed to be negative."*

1. GENERAL

1.1 The Board (*Public Libraries Act*)

The Innisfil Public Library Board, hereafter referred to as The Board, is established under the Public Libraries Act, R.S.O., 1990, Chapter P.44 as amended.

1.2 Head Office

The Head Office of The Board shall be located at the Innisfil Public Library & ideaLAB, 967 Innisfil Beach Road, Innisfil, Ontario, L9S 1V3.

1.3 Interpretation

The provisions of the By-Law shall be interpreted in accordance with the definitions.

1.4 Purpose (*Public Libraries Act*)

The purpose of The Board is to provide public library services to the residents of Innisfil, as set out in the *Ontario Public Libraries Act* and as further defined by Board policies and the Town of Innisfil By-Laws and resolutions of Council.

1.5 Objectives

The Board will provide a comprehensive, efficient, accountable and affordable public library service that reflects the unique needs of the Town of Innisfil.

1.6 Regulations

The following rules and regulations of the Board as outlined in this document, shall be observed for the order and dispatch of business and shall regulate the conduct and duties of its members and officers.

1.7 Reference

Where possible, references to applicable Acts, motions or procedures have been made. The following reference materials were used and are indicated throughout the document. The actual wording has been identified in quotations and italics:

- *The Public Libraries Act, R.S.O., 1990, Chapter P.44, as amended, (P.L.A.);*
- *The Municipal Conflict of Interest Act;*
- *Robert's Rules of Order, Newly Revised, 11th Edition;*
- Town of Innisfil current Procedural By-Law;
- The Board's own Policies.

2. BOARD COMPOSITION

2.1 Number of Members (P.L.A. - Section 9(1))

The Town of Innisfil approved the composition of the Library Board pursuant to the Public Libraries Act, R.S.O., 1990, Chapter P.44 and appoints Members by resolution at one of the first meetings of each new Council.

The Innisfil Public Library Board is composed of nine (9) members consisting of:

- two (2) Members of Council,
- seven (7) approved by the Municipal Council from the public at large.

2.2 Appointments

The Town of Innisfil Council appoints all members to the Library Board.

2.3 Eligibility/Qualifications (P.L.A. - Section 10(1))

A person is qualified to be appointed as a member of the library board if the applicant :

- a) is at least eighteen years old,
- b) is a permanent resident of Canada,
- c) is
 - (i) in the case of a public library board, a resident of the municipality for which the board is established.
- d) is not employed by the board or by the municipality.

Public Libraries Act, under subsection 10 (1) of the Public Libraries Act, has been amended through Schedule 12, Bill 132 *Better for People, Smarter for Business Act, 2019*, to provide that a person who is a permanent resident of Canada may also qualify to be appointed as a member of a board.

2.4 Term of Appointment (P.L.A. - Section 10(3))

"A board member shall hold office for a term concurrent with the term of the appointing council, or until a successor is appointed, and may be reappointed for one or more further terms."

2.5 Resignations/Vacancies (P.L.A. - Section 12)

"Where a vacancy arises in the membership of a board, the appointing 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."

2.6 Disqualification (P.L.A. - Section 13 and Section 10(1))

"If a board member:

- *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 resolution;*

- *ceases to be qualified for membership under clause 10 (1) (c);” – see 2.3 above “or*
- *otherwise forfeits his or her seat,*

The member’s seat becomes vacant and the remaining members shall forthwith declare the seat vacant and notify the appointing council accordingly.”

3. DUTIES AND RESPONSIBILITIES OF THE BOARD

3.1 The Board of Directors

The Library Board works within the Public Libraries Act, R.S.O. 1990. The Board establishes policies to direct the operations of the Innisfil Public Library, in accordance with its purpose and objectives. The Board employs a Chief Executive Officer, who in turn administers the Library under the guidance of those policies.

Responsibilities of the Board of Directors are categorized by the following actions:

3.2 Policies

- The Board will determine and adopt written policies to govern the operation and programs of the Library. Such policies should include those dealing with personnel, public service, materials selection and financial authorities.
- The Board will develop a policy review plan to ensure that policies are updated on a regular basis.

3.3 Planning

- The Board will formulate the goals of the Library and approve plan(s) for meeting the Library’s goals. The Board will participate in the development and approval of the Library’s Strategic Plan and Master Plan. These Plans will be considered living documents and will be evaluated and revised on a regular basis. Knowledge of the Town’s demographic patterns will be essential.
- The Board will seek to understand the program needs of the Library in relation to the community. This will be facilitated through regular surveys to determine community needs for programs and services.

3.4 Advocacy

- Members will actively advocate on behalf of the Library at community events, Council meetings and at every opportunity.
- The Board will establish, support and participate in planned programs to meet community needs.
- The Board will understand the role of Municipal Council in library service and communicate to the Mayor and Council the value and requirements of library service.

- The Board will understand local and other laws affecting library operations and governance; play a role in initiating and supporting beneficial library legislation; interact with provincial library agencies.
- The Board will be aware of the activities of regional, provincial, and national library organizations.

3.5 Funding

- The Board will recommend to Council the Library's annual operating budget and capital forecast.
- The Board will seek diversified sources of revenue such as grants and fundraising, in support of library service enhancements.
- The Chair and the Vice-Chair/First Vice-Chair shall have signing authority on the Library's bank account.

3.6 Reporting

- The Board will ensure that accurate public records are kept on file at the Library and with appropriate local, provincial, or national bodies.
- The Board will be legally responsible for the Library to Town Council.
- The Board will report regularly to governing officials and the general public.
- The Board will evaluate the performance of the Library annually.

4. OFFICERS OF THE BOARD

4.1 Election of Officers

The Innisfil Public Library Board adopted an election procedure which follows parliamentary rules to elect its officers by accepting nominations (and acceptances to stand) from the floor, closing nominations, then voting to elect from that proposed slate of officers.

4.2 Chair of the Board (P.L.A. - Section 14(3))

"A board shall elect one of its members as chair at its first meeting in a new term." A Chair of the Board will hold office for a term concurrent with the term of the appointing council, or until a successor is appointed and may be reappointed for one or more further terms. The Chair may be removed from office by a two-thirds majority vote of the Board. If the Chair resigns or is removed from office, the successor will hold office for the balance of the term of appointment of the Chair.

The Chair is ex-officio member of all committees.

Duties and Responsibilities of the Chair.

The Chair of the Board shall preside at all meetings of the Board, preserve order, and decide all questions of order subject to appeal to the Board.

The Chair or Acting Chair of The Board may vote on any question before the Board. *"Any question on which there is an equality of votes shall be deemed to be negative."* (P.L.A. - Section 16(6)).

The Chair of the Board, with the assistance of the Chief Executive Officer, shall provide orientation for the new Board members.

The Chair of the Board shall initiate the process for the Chief Executive Officer's annual performance review, as defined by the Board.

4.3 Vice-Chair

The Vice-Chair shall act in the absence of the Chair.

One or two Vice-Chairs may be elected. The Vice-Chair will hold office for a term concurrent with the term of the appointing council, or until a successor is appointed and may be reappointed for one or more further terms. The Vice-Chair may be removed from office by a two-thirds majority vote of the Board. If the Vice-Chair resigns or is removed from office, the successor will hold office for the balance of the term.

Duties and Responsibilities of the Vice-Chair:

The Vice-Chair presides at Board meetings if the Chair is absent from the meeting, for any periods during which the Chair is present at the meeting but temporarily leaves the chair, and/or for the discussion of any item in which the Chair has declared a pecuniary interest.

The Vice-Chair performs the remaining duties of the Chair, if for any reason the Chair is unable to perform them.

4.4 Executive Committee

The Executive Committee consists of the Chair of the Board, Vice-Chair(s) of the Board, the Chair of the Finance Committee, and the Chief Executive Officer, which:

- (a) May determine matters of an emergency nature provided actions taken are communicated to the Board; and
- (b) May be authorized by motion of the Board to act for the Board from time to time;

However, matters so determined under (a) and (b) shall be ratified by the Board at its next regular or special meeting.

4.5 Secretary of the Board (P.L.A. - Section 15(3), 15(5))

"A board shall appoint a secretary who shall,

- (a) conduct the board's official correspondence; and*
- (b) keep minutes of every meeting of the board.*

The same person may be both the secretary and the treasurer, and the chief executive officer appointed under Section 15, subsection (2) may be the secretary and may be the treasurer."

Duties and Responsibilities of the Secretary of the Board:

- maintains the Board's By-Laws, policies, minutes, correspondence, list of members, meeting schedules and other official records;
- advises the Chair on meeting procedures;
- facilitates meeting arrangements;
- keeps minutes of every Board and Committee meeting;
- gives notice of Board and Committee meetings;
- in the absence of the Chair and Vice-Chair, calls the meeting to order and conducts the immediate election of an Acting Chair.

The Secretary or his or her designate will be present at all meetings of the Board and its Committees.

4.6 Treasurer of the Board (P.L.A. - Section 15(4), 15(5))

"A board shall appoint a treasurer who shall,

- a) receive and account for all the board's money;*
- b) open an account or accounts in the name of the board in a chartered bank, trust company or credit union approved by the board;*
- c) deposit all money received on the board's behalf to the credit of that account or accounts; and*
- d) disburse the money as the board directs.*

The same person may be both the secretary and the treasurer, and the chief executive officer appointed under Section 15, subsection (2) may be the secretary and may be the treasurer."

Duties and Responsibilities of the Treasurer of the Board:

- Receive, keep safely and account for all money of the Library;
- Open bank accounts, deposit money into those accounts; and
- Disburse funds as required by provincial and federal legislation, Town and Library By-Laws, and Board resolutions.

5. COMMITTEES OF THE BOARD

5.1 Duties of Committees

The purpose of committees is to facilitate the business of the Board. Committees shall operate within the Terms of Reference established and approved by the Board.

5.2 Types of Committees

The Board will strike committees in its areas of interest.

Standing Committees

- Finance/Audit Committee

Ad-Hoc Committees

As required, ad-hoc committees may be established by a motion of the Board to deal with matters before the Board. An ad-hoc committee may have any number of members who are interested in the issue at hand. Ad-hoc committees will report recommendations to the Board. Upon completion of its assignment, an ad-hoc committee shall be discharged by motion of the Board.

5.3 Election of Committee Chair

The Chair of a Board Committee is appointed by the Board.

5.4 Membership

As defined by the Board. The Chair of the Board is ex-officio.

5.5 Meetings

Meetings of committees may be called by the Chair of the committee or by a majority of the members of a committee.

5.6 Committee Proceedings

The Chief Executive Officer shall be the Secretary of all committees and shall appoint a recording secretary as necessary.

5.7 Report to the Board

The Chair of the Committee, or in the Chair's absence, another member of the committee shall report to the Board as required.

6. BOARD MEETINGS

6.1 Meetings

All Board meetings shall be open to the public; subject to provisions in subsections 6.9 and 6.10 of this policy.

6.2 First Meeting of the Board in a New Term (P.L.A. - Section 14(1))

The first meeting of the Board in a new term shall be called by the Chief Executive Officer of the Innisfil Public Library Board provided that the new Council has passed a by-law appointing the members of the Library Board. At the first meeting of the Board, the CEO/Chief Librarian will call the meeting to order and oversee the elections until the Chair is elected, or in the Chair's absence, until a Vice-Chair is elected, at which time, the newly elected Board Chair or Vice-Chair, as applicable, will assume control of the meeting.

6.3 Schedule of Meetings (P.L.A. - Section 16(1))

In accordance with the amended Public Libraries Act, enacted through, Schedule 12, Bill 132 *Better for People, Smarter for Business Act, 2019*, the Board will hold a minimum of seven regular meetings in each year. The schedule of dates for Board meetings for the year will be provided to members at the beginning of each year.

6.4 When Meeting Day is a Holiday

Where the day fixed for the meeting of the Board is a public or civic holiday or federal/provincial or municipal election day, the Board shall meet at a location and time as the Chair determines.

6.5 Special Meetings (P.L.A. – Section 16 (2))

“The chair or any two members of a board may summon a special meeting of the board 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.

6.6 Notification of Meetings

The notice shall be in the form of a written agenda accompanied by its supporting documents. This package is prepared by the Chief Executive Officer, in consultation with the Chair of the Board. Any Board member wishing to place an item on the agenda may make a request to do so through the Chair or Chief Executive Officer no later than ten days prior to the meetings. Such requests shall then be considered at the Chair of the Board's discretion.

No item not included in the Agenda can be introduced at the meeting without the unanimous consent of members present.

Minutes of the previous regular meeting and any special meetings shall be provided to the members in the same manner as the agenda. The package shall be available by the Thursday preceding the upcoming Board meeting. Immediately following, the package shall be available for the appropriate Library Staff and the agenda posted for the public. Lack of receipt of the notice of a regular or special meeting shall not affect the validity of holding the meeting or any action taken thereat provided a quorum is obtained.

6.7 Attendance (P.L.A. - Section 13(c))

Members shall notify the Secretary or designate if they are not able to attend the regular board meeting. Attendance of members at meetings shall be recorded. Any member absent from meetings of the Board for three consecutive months without a resolution authorizing the absence having been recorded in the minutes shall be deemed to have resigned, and the Board shall notify the Council that the seat has become vacant.

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

- 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.
- b) A member of the Library 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:
 - i. Personal illness or disability; or
 - ii. Employment purposes or the business of the public good; or
 - iii. A family or other emergency.
- c) 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.
- d) Meeting minutes will reflect that a member is participating remotely.
- e) The Vice-Chair chairs the meeting, when the Chair of the Library Board attends the meeting remotely.
- f) Quorum applies to the members attending in person and remotely.

6.8 Conflict of Interest

Members of the Board are subject to the Municipal Conflict of Interest Act and shall refrain from discussing and voting on any matter, which is of a direct or indirect pecuniary interest to themselves, their family members or their employers. An official declaration shall be made by the member during the Agenda Review, and recorded in the minutes.

6.9 Delegations

Individuals or groups wishing to appear before the Library Board shall advise the Secretary of the Board in writing in accordance with Section 9 of this policy.

6.10 In-Camera (P.L.A. - Section 16(4))

At a regular Board meeting, the Board may move "in-camera" by adopting a resolution in an open meeting to authorize the Board to meet in closed session. The resolution shall contain the general nature of the matters to be considered in the closed session and must be adopted by a majority of Board members present.

The Chair should call for Disclosure of Pecuniary Interest and announce the general nature of the meeting once the agenda for the closed session is presented. No motions are permitted "in-camera". A motion to move back into public session for the purpose of adopting any recommendations must be made at the end of the closed session. Upon returning from the "in-camera" session, the Board shall "Rise and Report". At that point, the Board may move and consider any motions emanating from the closed session.

Subjects which may be discussed at properly constituted closed meetings of the Board are contained in Section 16.1 (4), entitled **Closed meetings** of the *Public Libraries Act - Section 16.1 (4)*:

- (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. 2002, c. 17, Sched. C, s. 24 (5)."*

"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 if the board or committee of the board is the head of an institution for the purposes of that Act. 2002, c. 17, Sched. C, s. 24 (5)."

6.11 Workshops

At a meeting open to the public, the Board may decide to convene an informal gathering of its members and designate a time and place for this gathering, the general purpose or purposes for which the "workshop" is to be held, and that no other matters may be considered by the assembly. No motion, resolutions, bylaw, debate, agreement in principle, consensus, straw-vote, report, recommendations or other action or decision may be proposed, discussed, decided upon, adopted, taken or made at this assembly.

All members of the Board are entitled to attend the workshop together with designated staff and/or consultants retained by the Board or the Town, but the Board, in deciding to convene the workshop, may decide to exclude the public. (*Municipal Act, 2001, S.O.2001, Chapter 25, Section 239 (3.1)*).

The Board shall, at the commencement of a workshop, designate a person to make notes describing in general terms each subject matter dealt with at the workshop, which will be maintained as a public record.

A workshop or assembly shall not be deemed to be a meeting of the Board and shall not be subject to the rules and regulations applicable to meetings contained in the Procedural By-Law.

6.12 Quorum (*P.L.A. - Section 16(5)*)

At all Board meetings, "*a majority of the board*" must be present to establish a quorum for regular business. If there is no quorum, the meeting may continue as a Committee of the Whole, but any resolutions must be ratified at a subsequent Board meeting.

6.13 Voting (*P.L.A. - Section 16 (6)*)

Voting is carried out by a show of hands, unless otherwise indicated. "*The chair or acting chair of a board may vote with the other members of the board upon all questions, and any question on which there is an equality of votes shall be deemed to be negative.*"

6.14 Procedure for Meetings

The Chair will preside at all meetings of the Board, maintain order, decide whether motions are in order, and rule on all procedural matters. 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 arrival of the Chair. If both the Chair and the Vice-Chair are not present within fifteen (15) minutes after the time for the meeting to begin, the Secretary will call the meeting to order and will preside for the election of an Acting Chair. If both the Chair and the Vice-Chair are absent from a Board meeting or are unable to take the chair, the Board will appoint an Acting Chair from among the Members present. The Secretary will conduct the election. While presiding, the Acting Chair will have all the rights, duties and responsibilities of the Chair. The Chief Executive Officer shall designate a recording secretary for meetings.

6.15 Rules of Order

A copy of the most recent edition of *Robert's Rules of Order* shall be available at all library meetings.

- All decisions will be made on the basis of motions.
- To make a motion, a member must obtain the floor first.
- Every motion must be seconded by another member.

- A motion will not be debated until it has been moved and seconded and put on the floor by the Chair.
- There will be only one substantive motion before the meeting at any one time. An amendment may be made to a motion, but may not negate the main motion or materially alter the intent.
- After members debate the motion the Chair puts the question (puts it to a vote) and announces the result of the vote.
- A motion that has been moved and seconded can be withdrawn or modified (modifications that would not occasion debate if proposed as amendments) with the agreement of the mover.

6.16 Conduct of the Chair

The Chair will:

- call the meeting to order;
- determine the presence of a quorum;
- announce in proper sequence the business that comes before the Board;
- maintain a list of Members who have signalled the Chair that they wish to speak or ask questions;
- recognize Members in the order in which they signalled that they wished to speak or ask questions;
- state and put to a vote all questions that legitimately come before the Board as motions, announcing the outcome;
- protect the assembly from obviously frivolous or dilatory motions by refusing to recognize them;
- expedite business;
- decide all questions of order;
- respond to inquiries of members relating to parliamentary procedure bearing on the business of the Board;
- declare the meeting adjourned when the Board so votes.

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. The Chair will not put any matter to the vote, nor will any Member move a procedural motion to have the vote taken, until every Member who wishes to speak has spoken at least once. If the Chair rules that a question is properly one of privilege and admissible, it must be dealt with immediately. The Chair's rulings on order or procedure are not debatable, but may be appealed by any Member by motion, duly seconded. If the motion is carried, the Chair's decision is overturned.

If the Chair rules that a motion is contrary to the rules of the Board, the Chair will tell the Members immediately before putting the question, and will cite the rule or authority applicable to the case without argument or comment. The Chair may place time limits on speeches. The time limit must be announced before the debate begins and must be the same for all Members.

6.17 Conduct of Members (P.L.A. - Section 16.1(3))

A member will be courteous and will not engage in any action, which disturbs the meeting.

A Member will not:

- use unparliamentary or offensive language, including any expressions or statements in debate or in questions that attribute 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 the meeting;
- interrupt a Member who is speaking, except to raise a Matter of Privilege or a Point of Order;
- disobey the rules of the Board, or disobey a decision of the Chair of the Board on questions of order or practice or on the interpretation of the rules of the Board.

A Member who wishes to speak will signal the Chair by a raised hand, and will wait for recognition by the Chair. All remarks and questions, including questions intended for another Member or staff, will be addressed to the Chair.

The Chair may deny a Member the right to speak on a particular topic if the Member is disruptive or persistently interrupts others.

The Chair may exclude a Member from the meeting who has been given a warning but continues to disregard the rulings from the Chair, *"The board chair may exclude any person from a meeting for improper conduct at a meeting."*

6.18 Conduct of the Public (P.L.A. - Section 16.1 (3))

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

- make any noise or disturbance that prevents members from being able to participate in the meeting;
- address the Board without a prior appointment, or without the permission of the Board at the meeting;
- use unparliamentary or offensive language. *"The board chair may exclude any person from a meeting for improper conduct."*

7. MINUTES AND AGENDAS

7.1 Distribution

Board agendas and minutes are public information and will be made available to the public. Copies of all approved regular Board and Committee minutes are retained on file in administration for reference by Members or the public. Minutes of all meetings and motions presented are numbered and indexed, by the Secretary, to facilitate ready reference.

7.2 Regular Board Meeting Minutes

Minutes are recorded by the appointed recording secretary for later transcription in draft form, and forwarded to Board members before the next meeting. Additions or corrections are brought to the following full Board meeting for adoption in the minutes.

7.3 Committee Minutes

Minutes of Committee meetings are recorded by the appointed recording secretary or a member of the committee as appointed in the Committee's Terms of Reference.

7.4 New Business

At the beginning of any regular meeting the Chair of the Board may announce additional items to be added to the agenda.

8. REVIEW AND AMENDMENTS TO BY-LAWS

8.1 Conflict, In the Event of

In the event of a conflict between this By-Law and the provision of either the *Public Libraries Act* or an applicable By-Law of the Town of Innisfil, the provisions of the *Public Libraries Act* or the Town of Innisfil By-Law shall prevail to the extent of any conflict.

8.2 Review

Revisions to any of the guiding authorities (*Public Libraries Act, Robert's Rules of Order, Town of Innisfil By-Laws*) will necessitate a review of the Board By-Laws.

8.3 Amendments

Amendments to the By-Laws require a two-thirds vote by the membership, based on thirty (30) days notification. The By-Laws or amendments to the By-Laws are effective at the time of approval by Board motion.

9. DELEGATIONS TO THE BOARD

9.1 Citizen Request to Present

A written request to make a presentation to the Board must be submitted to the Chair, through the CEO, at least ten (10) days in advance of a Board meeting and include the name of the presenter, topic of the presentation, background details, handout materials (if any) and contact information.

The request may be mailed, faxed or emailed.

9.2 Permission to Participate

The Board Chair will determine whether this will be added to a Board agenda.

The person/group requesting an audience with the Board will be informed of the Chair's decision and will be given details of the time and location of the meeting. Board meetings are normally held the third Monday of the month (except July and August) at 7:00 p.m. Although most meetings are held at the Lakeshore Branch of Innisfil Public Library, 967 Innisfil Beach Road, Innisfil, Ontario, L9S 1V3, there is a concerted effort to host at least one board meeting a year at each branch location.

9.3 The Presentation

The presenter will have ten minutes to address the Board unless the time limit is extended by the Board at the meeting.

When a Citizens' group or association appears as a delegation, one spokesperson must be selected to make the presentation.

The following information must be provided by the spokesperson:

- Name of spokesperson (and name of group or association if applicable) and topic of presentation;
- The purpose of the presentation;
- The solution or action being sought;
- The reason(s) for the request.

Library Board members may ask for clarification after the presentation.

The presenter should understand that the Board will consider the presentation based on its own policies already created. The Board may not be able to make an immediate decision regarding the issue because it might need an opportunity to research the topic or because current Board policies do not address the issue being presented.

9.4 Board Follow-Up

The presenter will be sent a follow-up report summarizing the Board's decision regarding the issue.

APPENDIX A - TERMS OF REFERENCE – STANDING COMMITTEES

Innisfil Public Library Board – FINANCE/AUDIT COMMITTEE

1. PURPOSE OF COMMITTEE

As a Finance Committee, the purpose is to monitor significant financial planning, management and reporting matters of the Library, make recommendations and deliver reports to the Board, and serve as the Board's Audit Committee.

As an Audit Committee, the purpose is to assist the Board in the provision of effective library services by reviewing the administrative systems regarding financial accounting, reporting, internal controls, safeguarding of corporate assets, compliance with legal, ethical and regulatory requirements and the efficient and effective use of resources.

2. MANDATE

To serve as a communication link between the Board and Management, and as required, the Town Finance Staff, and the External Auditor, and to facilitate an impartial, objective review of management practices for both internal and external functions.

3. MEMBERSHIP

The Committee shall be comprised of three (3) voting members as follows:

- Board Chair (ex-officio);
- Three (3) members of the Board to be selected by the Board, at least two of which are appointed from the public (i.e. not elected officials);
- Staff (non-voting) – Chief Librarian/CEO or any resource persons whose contributions are deemed to be relevant by the Committee as non-voting members.

4. QUORUM

A majority of members of the Committee will constitute a quorum.

5. TERM

The term of the Committee will be concurrent with the term of the Board.

6. COMMITTEE CHAIR

The Committee shall appoint a Chair from among their elected members who shall be responsible for conducting the meetings of the Committee in accordance with the Board's current procedural by-law as may be amended from time to time, and *Robert's Rules of Order*. The Chair shall endorse any Committee Report prior to its presentation to the Board.

7. MEETING TIMES AND LOCATIONS

The Finance Committee shall meet at least once a year, with additional meetings at the call of the Chair in order to properly discharge its responsibilities as set out in these Terms of Reference. Minutes shall be prepared for each Finance Committee meeting and shall be presented at the next regular Board meeting.

8. REMUNERATION

None, except to reimburse the incurring of pre-approved expenses during the course of Committee activities.

9. DUTIES AND FUNCTIONS

The Finance Committee is responsible for reviewing, and making recommendations and/or delivering reports to the Board in the following areas:

Financial and Other Reporting

- Annual operating and capital budgets;
- Annual financial statements of the Board prior to presentation to the Board and Council;
- Policies and Procedures related to financial management.

The External Audit Function

- Selection, evaluation and dismissal of the external auditor;
- Terms of engagement, fees and scope of the audit and any non-audit services provided;
- Reports and correspondence from the External Auditor relating to The Innisfil Public Library Board and on any matters which may have a bearing on the independence of the External Auditor;
- Results of the audit performed including any difficulties encountered, and as required, review with management, the Town Treasurer or External Auditor.

Internal Control

- Adequacy of the internal control systems for safeguarding assets, including the review of policies and procedures;
- Effectiveness of corporate reporting systems regarding administrative and program performance (for example, budget monitoring systems).

Compliance

- Compliance with legislation, regulations, corporate objectives, policies and ethics, and the adequacy of the systems established to ensure compliance;
- By-Laws and policies specifically regulating the conduct of members of the Board, staff, and suppliers (for example, personnel, fraud and theft policies, conflict of interest policy, purchasing by-law, expense claims policy, etcetera).

General

- An annual report will be provided from the Chief Librarian/CEO summarizing progress made in resolving issues raised by both external audit and the Committee as required.
- This committee will provide opportunities for private discussion of sensitive matters raised by the External Auditor, the Chief Librarian/CEO or Town Treasurer relating to personnel, legal, or other matters, which could be prejudicial to the corporate interest if discussed in open committee.
- The Finance Committee will review its mandate periodically, at the very least once a term, and recommend modifications to the Board, as appropriate.

10. STAFF SUPPORT

Library Administration will provide administrative support services to the Committee including the preparation and distribution of agendas, the taking of minutes, and the preparation of follow-up correspondence and general administrative co-ordination of meetings of the Committee.

11. APPROVAL

These Terms of Reference were approved by the Innisfil Public Library Board, as part of the Procedural By-Law Policy #B-2020-01, at the meeting held on January 20, 2020, by Motion #2020.06

Supersedes *Terms of Reference for the Finance/Audit Committee*, approved as part of the Procedural By-Law Policy #B-2019-04, March 18, 2019, Motion #2019.25; Policy #B-2015-15, November 16, 2015, Motion #2015.91; &

Terms of Reference for the Finance/Audit Committee, approved as part of Procedural By-Law Policy #B-2012-02, February 21, 2012, Motion #2012.21; &

Combines and Supersedes and Merges the *Terms of Reference for the Audit Committee* approved by Board Motion #2007.40 on September 17, 2007 and the *Terms of Reference for the Finance Committee*, approved by Board Motion #2005.12 on March 14, 2005.