



Procedure By-law

Board motion number:

Date of next review: April 2027

Date: April 26, 2023

Date of original motion: January 21, 1992

Policy type: Board

Chair's signature: _____

Supersedes: All other Procedure By-laws of the Orangeville Public Library

Purpose:

The Procedure By-law regulates the business of the Orangeville Public Library Board.

The follow items are addressed in this By-law:

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1. Name and Address

Orangeville Public Library Board
1 Mill Street,
Orangeville, ON L9W 2M2

2. Statement of Authority

The Orangeville Public Library is established in accordance with the ***Public Libraries Act, Revised Statutes of Ontario, 1990, chapter P.44***, hereinafter called “the Act” and is under the management and control of the Orangeville Public Library Board which is a corporation operating under the authority of the Act.

The Orangeville Public Library Board recognizes that the Act sets out procedures for the appointment of members of the board, the qualifications of members, term of membership, disqualification of members, and vacancies on the board.

3. Powers, Duties, and Responsibility

The powers and duties of the board are those described in the Act. In accordance with the Act, it is the responsibility of the board to:

- a) Provide, in co-operation with other boards, a comprehensive and efficient public library service that reflects the community’s unique needs;
- b) Provide library services in the French language where appropriate;
- c) Operate one or more libraries and ensure that they are conducted in accordance with the Act and the regulations;
- d) Make an annual report to the minister and make any other reports required by the Act and the regulations or requested by the minister from time to time;
- e) Take proper security for the treasurer; [Corporation of Town of Orangeville]
- f) Fix the dates and times for regular meetings of the board and the mode of calling and conducting them, and ensure that full and correct minutes are kept;
- g) Make provisions for insuring the board's real and personal property; [Corporation of Town of Orangeville]
- h) Appoint such committees as it considers expedient;
- i) Determine and adopt written policies to govern the operation of the board and library;
- j) Appoint a chief executive officer/secretary, and treasurer;
- k) Employ a chief executive officer who will have general supervision over and direction of the operations of the public library and its staff, will attend all board meetings, and will have other powers and duties that the board assigns;

- l) Work with the chief executive officer to prepare a budget adequate to carry out the library's goals and objectives and present this budget to municipal council;
- m) Ensure that the library is operated in accordance with the Act.

4. Size, Composition and Term of the Board

The Act specifies that library boards must have a minimum of five (5) members.

The Orangeville Public Library Board shall consist of at least five (5) citizen members appointed by the council of the Town of Orangeville and two council representatives.

- a) Citizen appointments must meet the qualifications set out in the Act. Excerpt taken online April 18, 2020 PLA R.S.O. 1990, CHAPTER P.44 2019, c. 14, Sched.12.

(1) A person is qualified to be appointed as a member of a board who is a member of the appointing council or,

(a) is at least eighteen years old;

(b) is a Canadian citizen or a permanent resident of Canada within the meaning of the Immigration and Refugee Protection Act (Canada);

(c) is,

(i) a resident of the municipality for which the board is established in the case of a public library board, a resident of one of the municipalities for which the board is established in the case of a union board, a resident of one of the participating municipalities in the case of a county library board, or a resident of the area served by the board in the case of a county library co-operative board,

(ii) a resident of a municipality that has a contract with the board under section 29,

(iii) a resident of the board area of a local service board that has a contract with the board under section 29,

(iv) a member of an Indian band that has a contract with the board under section 29, or

(v) a member of a second board that has entered into a contract with the board to purchase from it library services for the residents of the second board; and

(d) is not employed by the board or by the municipality or county or, in the case of a union board, by any of the affected municipalities. R.S.O. 1990, c. P.44, s. 10 (1); 2002, c. 18, Sched. F, s. 3 (9); 2019, c. 14, Sched. 12, s. 1..

- b) An appointed member will be disqualified and his or her seat will become vacant, in accordance with the Act, if the member:
 - i. Is convicted of an indictable offense;
 - ii. Becomes incapacitated;
 - iii. Is absent from the meetings of the board for three consecutive months, without being authorized by a board resolution;
 - iv. Otherwise forfeits his or her seat.

The term of the board is concurrent with that of council, the Act, s. 10 (3) or until such time that a new board is appointed by council following a municipal election.

5. Orientation of Members of the Board

The chief executive officer shall ensure that all new board members, at their first board meeting, receive an introduction to the library, its facilities, staff and services.

6. Officers of the Board

The officers of the board will be the elected chair and vice-chair.

The chair and vice-chair will be elected from among the board's membership. Each officer will serve in their elected position for a term of two-years. Elections will be held in January in year one and year three of the four-year term.

6.1 Chair

The chair of the Orangeville Public Library Board acts as an official representative of the library and in a leadership role to the board, ensures the proper functioning of the board and the proper conduct of board business, in accordance with appropriate legislation and prescribed rules of procedure.

In addition, the chair is responsible for:

- a) Presiding at regular and special meetings of the board in accordance with the Act and other relevant legislation, and with the rules of procedure adopted by the board;
- b) Serving as an ex-officio member on all board committees;
- c) Acting as an authorized signing officer of all documents pertaining to board business;
- d) Representing 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;

- e) Determining the responsibility of committees and to deal with matters that arise where it is unclear which committee has responsibility, subject to eventual confirmation by the board;
- f) Ensuring that vacancies on board committees are filled as expeditiously as possible;
- g) Approve the performance evaluation of the chief executive officer as prepared by the board;
- h) Advising the vice-chair, if for any reason, the chair is temporarily unable to perform these functions.

The chair, except in the case of a declared emergency by the Town of Orangeville, shall not commit the board to any course of action in the absence of the specific authority of the board.

6.2 Vice-Chair

In the absence of the chair, the vice-chair of the Orangeville Public Library Board acts as an official representative of the library and in a leadership role to the board, ensures the proper functioning of the board and the proper conduct of board business, in accordance with appropriate legislation and prescribed rules of procedure.

In addition, the vice-chair is responsible for:

- a) Exercising all powers and performing all duties of the chair, in the absence of the chair;
- b) Exercising such powers and duties as may, from time to time, be assigned by the board.

6.3 Chief Executive Officer

The board shall appoint a chief executive officer. Reporting to the library board, this position will provide leadership and direction to the library.

The chief executive officer is responsible to:

- a) Provide supervision and direction of the operations of the public library and its staff;
- b) Attend all meetings of the Orangeville Library Board as the liaison between the town's administration and the library board.
- c) Shall have the other powers and duties that the board assigns from time to time.

6.4 Secretary

The chief executive officer shall serve as secretary to the board and may delegate minute taking to other library staff.

The secretary is responsible for:

- a) Conducting the board's official correspondence;
- b) Keeping minutes of every meeting of the board.

6.5 Treasurer

The treasurer for the Town of Orangeville shall serve as treasurer to the board.

The treasurer is responsible for:

- a) Receiving and accounting for all of the board's money;
- b) Opening an account or accounts in the name of the board in a chartered bank, trust company or credit union approved by the board. Acting as one of ~~three~~ two authorized signing officers named on the board's bank account;
- c) Depositing all money received on the board's behalf to the credit of that account(s).

7. Board Spokesperson

The chair is the spokesperson for the board.

Individual members will not act or communicate on behalf of the board, unless delegated by the chair or approved by the board to do so.

8. Committees of the Board

The board may establish committees which may include but are not limited to:

- a) Finance and Personnel
- b) Planning and Policy
- c) Building
- d) Technology

The Orangeville Public Library Board shall be responsible for establishing terms of reference and specific duties for each of these committees.

Committees shall be limited in responsibility and power to advising the full board, unless specifically authorized to act on behalf of the board.

9. Reimbursement of Expenses

The Orangeville Public Library Board shall, with advance permission of the board and upon submission of receipts, reimburse its members for proper travelling and other expenses incurred in carrying out their assigned duties as members of the board. If permission of the board cannot be provided by the board in advance, expenses will be considered by the board and, if approved, will be paid.

10. Conflict of Interest

The *Municipal Conflict of Interest Act R.S.O. 1990, c. M.50* in conjunction with the code of conduct will govern members of the board. Each meeting agenda will provide an opportunity for members to disclose direct or indirect pecuniary interest in a matter as well as the general nature of that interest. The minutes will record any such disclosures. Once a disclosure is made, the member will not participate in discussion or voting on the applicable matter.

11. Meetings of the Board

The Chief Executive Officer shall call the inaugural meeting of the Orangeville Public Library Board in each new term upon receipt of the confirmation of appointments from the municipal clerk and a By-law from the municipal council.

In accordance with the PLA, the Library Board shall hold a minimum of seven (7) regular meetings each year of each term.

The bi-annual meeting of the Orangeville Public Library Board shall be held in January of year one and year three of the four-year term of office. The secretary shall preside and conduct the elections for the position of chair and vice-chair in accordance with *Robert's Rules of Order*. The chair shall assume the chair for the appointment of committee members.

Regular meetings of the Orangeville Public Library Board shall be held at 5:00 p.m. on the fourth Wednesday of each month. Months for meeting to be held will be determined in advance ensuring a minimum of seven meetings annually. Regular meetings will be held in the Orangeville Public Library – Mill Street Branch - boardroom. At the discretion of the chair, the time, day or place of board meetings may be altered.

11.1 Attendance

Regular attendance of all board members at board meetings is vital to the satisfactory conduct of board business. In the event that a member must be absent from any meeting, that member shall notify the chief executive officer prior to the day of the meeting.

Should a member be absent for three (3) consecutive meetings, the board shall consider the circumstances of the absence and either:

- a) Notify council that the seat is vacant, or
- b) Pass a resolution authorizing that person to continue as a board member.

11.2 Quorum

As the Orangeville Public Library Board is composed of seven members, four or more members shall constitute a majority of the members of the board. No business of the board shall be transacted except at a meeting at which a majority of the board is present.

Both in person and remote participants will be considered present when determining quorum.

Where a quorum is not present within fifteen (15) minutes after 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.

11.3 Remote Participation

It is acceptable to enable the use of technology allowing board members to remotely participate in meetings, in cases when members are not able to physically attend. Any such technology must enable real time participation (such as phone or video) and the identity of the person(s) remote to the physical space must be verified by those in attendance.

Meeting minutes will reflect that a meeting or member(s) is participating remotely. Motions may be made by board members attending remotely in the same way motions are tabled and discussed in person. Motions will be recorded and repeated for confirmation by the secretary and/or the minute taker.

In extreme and special circumstances, or at the call of the chair, board meetings may be fully electronic with all trustees participating remotely. In these rare cases, every attempt will be made to ensure fully electronic meetings be as open and accessible to the public as the in-person meetings.

11.4 Open to the Public

Except as provided in Section 16.1 (4) of the Act, all meetings of the board and its committees shall be open to the public.

A member of the public may address the library board through the delegation process. To address the board, any member of the public can request a delegation through the Administrative Assistant or the CEO, prior to official notification of the meeting (see section 11.12 Notification).

Requests to address the board received after official notification (i.e. the agenda package circulated to board members) will be considered for participation by the chair and may be rescheduled to a future regular or a special meeting of the board.

11.5 Closed to the Public

When the board determines that matters should be dealt with in the absence of the public or a staff member, prior to holding a closed meeting the board shall state by resolution:

- a) That the meeting is a closed meeting. The motion is not debatable and must be approved by a majority vote;
- b) The general nature of the matter to be considered;

- c) The specific provision(s) of the Act that permits the matter to be considered in a closed meeting;
- d) The chair shall call for disclosures of conflicts of interest.

Only votes for a procedural matter or for giving directions or instructions to officers, employees, or agents of the board or committee of the board or persons retained by or under contract with the board may be taken in a closed meeting.

At the conclusion of the closed meeting a motion must be moved, seconded and approved by a majority vote to return to a public session.

At the open meeting, a motion to confirm any direction given during the closed meeting shall be made.

11.6 Special Meetings

The chair or two members of the board may summon a special meeting of the board by giving each member reasonable notice in writing (email accepted), specifying the purpose for which the meeting is called which shall be the sole business transacted at the meeting.

11.7 Order of Proceedings

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

If notified by a majority of board members of their anticipated absence from a meeting, the chief executive officer shall notify all members of the board that the meeting is cancelled or rescheduled.

In the absence of the chair, the vice-chair shall preside.

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

1. Call to order
2. Disclosures of (Direct or Indirect) Pecuniary Interest
3. Land Acknowledgement
4. Adoption of Minutes of Previous Meeting
5. Presentations
6. Information items (when available)
 - a. Consisting of, but not limited to:
 - i. Financial Report
 - ii. Incident Reports
 - iii. Statistical/Operational Reports
 - iv. Sub-Committee Minutes (including Friends of the Library)
7. Staff Reports
8. Correspondence
9. New business
10. Closed meeting (Direction from closed meeting)
11. (incorporate into new business)
12. Date of Next Meeting

13. Adjournment

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

11.8 Conduct of Proceedings

It shall be the duty of the chair of the Orangeville Public Library Board to:

- a) Open meetings of the board by calling the members to order;
- b) Announce the business before the board in the order of which it is to be acted upon;
- c) Receive and submit, in the proper manner, all motions presented by the members of the board;
- d) Put to vote all motions that are moved and seconded in the course of proceedings, and to announce the results;
- e) Decline to put to vote motions that infringe the rules of procedure;
- f) Restrain the members, when engaged in debate, within the rules of order;
- g) Exclude any person from a meeting for improper conduct;
- h) Enforce the observance of order and decorum among the members;
- i) Authenticate, by signing, all by-laws, resolutions and minutes of the board;
- j) Inform the board, when necessary or when referred to for the purpose, in a point of order or usage;
- k) Represent and support the board, declaring its will, and implicitly obeying its decisions in all things;
- l) Receive all messages and communications and announce them to the board;
- m) Appoint members to committees;
- n) Ensure that the decisions of the board are in conformity with the laws and By-laws governing the activities of the board.

11.9 Rules of Debate

Robert's Rules of Order shall govern rules of debate in all circumstances not covered by this By-law.

In directing the course of debate, the chair shall:

- a) Preserve order and decide questions of order;
- b) Designate the member who has the floor when two or more members wish to speak;
- c) State all motions presented or require the secretary to read the motion before permitting debate on the question;
- d) Put the question to vote when all members wishing to speak to it have spoken once or when further debate will not serve to advance the business before the board;

In addressing the board, no member shall:

- a) Speak beside the question in debate;
- b) Reflect upon prior determination of the board except to conclude such remark with a motion to rescind such determination;
- c) Interrupt the member who has the floor except to raise a point of order;
- d) Speak more than once to the same question except upon the consideration of a report referred by a committee to the board for a decision, in explanation of a statement which may have been interpreted incorrectly, or with permission of the board after all other members so desiring have spoken;
- e) Speak or reply to a question for longer than five (5) minutes at the same meeting.

Any member may require the question or motion under discussion to be read at any time during the debate.

Every member present when a question is put to a vote shall vote thereon unless a member has declared a conflict of interest. A member who refuses to vote shall be deemed to vote in negative.

11.10 Motions

- a) A motion must be seconded before it can be debated, put to vote or recorded in the minutes;
- b) After a motion has been properly moved and seconded, it can only be withdrawn by a resolution approved by the board;
- c) A motion properly before the board must receive disposition before any other motion to amend, adjourn, extend hour of proceedings, or on a matter or privilege;
- d) Only one motion at a time to amend the main motion shall be allowed;
- e) A motion to adjourn is not debatable, cannot be amended, and if resolved in the negative, cannot be made again until after some immediate proceeding shall have been completed by the board;

- f) A motion for reconsideration of a question that has been decided upon may be made at any time by a member and until the motion for reconsideration has received disposition no further discussion of the question shall be allowed;
- g) Where a question consists of more than one proposal or part, with a majority vote, it may be divided with the result that voting and debate shall proceed on each part separately.

11.11 Voting on Motions

- a) The chair must vote with the other members of the board upon all questions and at the same time as the other members;
- b) Any question on which there is an equality of votes, for and against, shall be deemed to be a negative vote;
- c) Only committee members may move and second motions and vote in committee meetings. All board members may participate in discussions of matters before the committee;
- d) A separate vote shall be taken upon each proposal contained in a question divided with approval of the board;
- e) Voting shall normally be by a show of hands;
- f) Upon the request of a member who was present when the question was stated, a recorded vote shall be taken;
- g) As the CEO is not a member of the board, the CEO does not vote.

11.12 Notification

The board will set the following year's meeting dates each year by the December meeting.

Notice of meetings will be in the form of a written agenda accompanied by its supporting documents, including the date, time and location of the meeting.

12. Financial Year

The financial year of the Orangeville Public Library Board shall be from January 1 to December 31.

13. Audit

The accounts of the board shall be audited by auditors appointed by the Town of Orangeville as legislated by Section 296.(1) of the *Municipal Act, 2001, as amended*.

The chief executive officer shall annually receive copies of the library's audited financial statement from the treasurer, distribute a copy to each board member, and file two copies with the library's official records.

14. Amendment of By-law

A motion to add, amend, or remove a By-law of the Orangeville Public Library Board must be presented as a "notice of motion" at least one meeting prior to being voted on.