

## **1. BOARD OFFICERS**

### **1.1 Chair**

The position of Chair will be elected by a majority of the Board at the first meeting of the applicable calendar year during the term of the Board. The Chair will serve for a two-year term and until a successor is elected. A Board Member may not serve as Chair for more than 3 consecutive (two year) terms.

### **1.2 Vice-Chair**

The position of Vice-Chair will be elected by a majority of the Board at the first meeting of the applicable calendar year during the term of the Board. The Vice-Chair will serve for a two-year term and until a successor is elected. A Board Member may not serve as Vice-Chair for more than 3 consecutive (two year) terms. In the absence of the Chair, the Vice-Chair will preside and will have all of the Chair's powers and responsibilities. If circumstances warrant, an additional Vice-Chair may be elected at any time during the Board term for a period that matches the Chair and Vice-Chair.

### **1.3 Election of Chair and Vice-Chair**

The Secretary of the Board will assume the Chair for the process of electing the Chair and Vice-Chair(s). Nominations will be received from the floor and the election will be conducted by secret ballot. In the event of a tie vote a second secret ballot will be held. In the case where there is only one nominee for a position the need for a secret ballot shall be waived.

In the event that a Board Member intends to stand for the position of either Chair or Vice-Chair, and will be absent from the meeting at which the elections are to take place, the procedure below will be observed:

In advance of the meeting, the Board Member will provide the Board Secretary with a written notice, signed by the Board Member, along with the names of both the mover and seconder to the nomination.

### **1.4 Secretary-Treasurer**

The Board will appoint a Secretary-Treasurer. Typically, that will be the Chief Executive Officer or their appointed designate.

The Secretary-Treasurer will:

- a) Keep minutes of Board and Committee meetings;
- b) Conduct the Board's official correspondence.
- c) Receive, keep safely, and account for all the Board's money;
- d) Provide the Board with regular financial position reports, quarterly or as otherwise required;

- e) Deposit all money received on the Board's behalf to the credit of that account or accounts; and
- f) Disburse funds as required by provincial and federal legislation, City and Library procedures, and Board resolutions.

### **1.5 Chief Executive Officer**

The Library Board delegates the authority for management and operations of services to the Chief Executive Officer.

As a non-voting officer of the Library Board, the CEO:

1. Does not vote on Board business.
2. Attends all Board meetings.
3. Sits ex-officio on all the committees of the Library Board and acts as a resource person.
4. Acts as the Library Board representative at the presentation of the Library budget before the council.
5. Reports directly to the Library Board on the affairs of the Library and makes necessary recommendations.
6. Interprets and communicates the Board's decisions to the staff.

## **2. BOARD MEDIA RELATIONS AND COMMUNICATIONS**

Upon receipt of a media engagement opportunity, a Board Member must notify the CEO/Director of Public Libraries and all members of the Board. Upon approval from the CEO/Director of Public Libraries, the Board Member may respond to the media inquiry. Board media relations must be supported by the Library's Community Engagement & Marketing Department.

Unless otherwise designated, the Board Chair is the main spokesperson and signing authority for the Board.

## **3. BOARD MEETINGS**

The following rules and procedures have been adapted from various sources. The City of Pickering Clerk also provides procedural advice to the Board.

If at any point in the Board meeting there is lack of clarity in moving business forward, a recess may be called to allow for consultation of the sources.

### **3.1 Meetings**

All Board meetings will be open to the public.

### **3.2 Rules of Order**

The Chair will use appropriate editions of Robert's Rules of Order as tools to govern proceedings and Member conduct. In complex cases, advice is sought from the City of Pickering Clerk.

### **3.3 Inaugural Meeting in Each New Term**

The *Public Libraries Act*, Section 14 (1) and (2) authorizes the CEO to call the first Board meeting in the new term.

The CEO calls the meeting to order and conducts the elections for the Chair and Vice-Chair positions.

Once the Chair and Vice-Chair are elected for their term, the Chair presides over the remainder of the meeting.

### **3.4 Regular Meetings**

The Board will hold at least seven scheduled meetings each year. These regular meetings will be held on the fourth Thursday of each month. The Board may change the scheduling of regular meetings from time to time. The Board will not hold a Board meeting that falls on a municipal, provincial, or federal election date.

The Board Secretary will provide a meeting date schedule to Members at the beginning of each year.

Virtual participation by individual Members in a regular or special public Board meeting is permitted when circumstances warrant, as long as the medium allows two-way communication (e.g., videoconferencing).

### **3.5 Meeting Notification and Documentation**

The Board Chair, in consultation with the CEO, will prepare the agenda. Any Member wishing to place an item on the agenda may make a request to do so through the Chair or CEO no later than ten days prior to the meeting. Such requests will then be considered at the Chair's discretion.

Minutes of the previous regular meeting and any special meetings will be provided to the Members in the same manner as the agenda, together with its supporting documents.

The package will be emailed to the Members at least five business days prior to the upcoming meeting.

Lack of receipt of notice for a regular meeting will not affect the validity of holding the meeting or any action taken at the meeting, provided a quorum is obtained.

The following rules and procedures have been adapted from various sources. The City of Pickering Clerk also provides procedural advice to the Board.

If at any point in the Board meeting there is lack of clarity in moving business forward, a recess may be called to allow for consultation of the sources.

### **3.6 Meeting Agenda Items**

The standard order of business at regular meetings will be as follows:

1. Call to Order
2. Land Acknowledgement
3. Public Delegations
4. Approval of Agenda, Disclosure of Interest
5. Consent Agenda
6. Correspondence
7. Presentations
8. Ends Discussion
9. Staff Reports
10. Monitoring Reports – Executive Limitations
11. Board Committee Reports
12. Governance
13. Board Policy Review
14. New & Unfinished Business
15. Confidential Matter
16. Board Meeting Evaluation
17. Adjournment

The discussion of items will be in the order most conducive to meeting effectiveness.

### **3.7 Special Meetings**

The Chair or any two Members may summon a special meeting at any time. The meeting's purpose must be stated in the notice and no other business will be transacted without the consent of a Board majority.

Members of the Board and the community will be notified of special meetings in the most expeditious manner, and with reasonable notice.

Lack of receipt of notice for a special meeting will not affect the validity of holding the meeting or any action taken at the meeting, provided a quorum is obtained.

### **3.8 Decisions Requiring Urgent Board Approval**

When the meeting schedule does not allow for timely or urgent decisions and approval of the Board is required, the CEO will first recommend that the Board hold a special meeting. Should this prove impossible in a timely manner, the CEO will consult with the Chair, who may provide approval on behalf of the Board. All

decisions so made, will be placed on the agenda of the next regular Board meeting for discussion and ratification.

### **3.9 In-Camera Meetings to Discuss a Confidential Matter**

#### **3.9.1 Moving In Camera**

A motion to move into an in-camera session must be moved, seconded, and approved by majority vote, prior to the meeting being closed. Motions to move in camera are not debatable.

#### **3.9.2 Permitted In-Camera Business**

Only the following subjects (from the *Public Libraries Act*) may be discussed at properly constituted closed meetings:

- a) The security of the property of the Board.
- b) Personnel 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*.
- h) A request under the *Municipal Freedom of Information and Protection of Privacy Act*.

A meeting may be closed to the public during a vote only if:

- a) Conditions permitting or requiring the meeting to be closed to the public exist; or
- b) The vote is for a procedural matter or for giving directions or instructions to Board officers, employees or agents or Board committee or persons retained by or under contract with the Board.

#### **3.9.3 Staff Participation in In-Camera Meetings**

The Board may invite appropriate persons, such as the CEO, the City Clerk, and other staff to attend an in-camera session.

#### **3.9.4 Approval of In-Camera Motions; In-Camera Minutes**

The CEO or delegate (i.e., City Clerk) may take the minutes at in-camera meetings. Two sets of minutes are produced: public and confidential. Public minutes are brief and do not contain the discussions of the in-camera meeting. They will be included in the consent agenda of the following

month's Board package. Confidential minutes will be circulated to Board Members and staff (where appropriate) and a paper copy, signed by the Board Chair, is delivered to the City Clerk to be filed. The confidential minutes will be an item in the consent agenda for the following month but not included in the Board package.

Any motions passed in camera are ratified when the Board resumes open session of the regular meeting. Because the discussions are protected under the confidentiality criteria in 3.9.2 above, the motion to ratify in open session must not include any confidential detail.

### **3.10 Board Meeting Procedures**

#### **3.10.1 Chair and Vice Chair's Role**

The Chair will preside at all Board meetings, 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 Chair arrives.

#### **3.10.2 Absence of the Chair and Vice-Chair**

If both the Chair and Vice-Chair(s) are not present within fifteen minutes after the time for the meeting to begin, the CEO or designate will call the meeting to order. In the absence of the Chair and Vice-Chair(s), the Board may appoint one of its members as Acting Chair. While presiding, the Acting Chair will have all the Chair's rights, duties, and responsibilities.

#### **3.10.3 Attendance**

Members will notify the Secretary if they are unable to attend the regular meeting. Meeting attendance will be recorded.

A Member may be disqualified following absence from meetings of the Board for three consecutive months without a recorded Board motion authorizing the absence. If a Board Member is disqualified, the Member's seat becomes vacant, and the remaining Members shall declare the seat vacant and notify the appointing Council accordingly. R.S.O. 1990, c. P.44, s. 13

#### **3.10.4 Conflict of Interest**

The *Municipal Conflict of Interest Act* will govern the Board; an agenda will include provision for Members to disclose a direct pecuniary interest in a matter and the general nature thereof. The pecuniary interest of the Board Member's spouse shall be deemed to be also the pecuniary interest of the Member.

According to the *Act*:

5(1) Where a Member, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the council or local Board at which the matter is the subject of consideration, the Member:

- a) will, prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;
- b) will not take part in the discussion of, or vote on any question in respect of the matter; and
- c) will not attempt in any way whether before, during or after the meeting to influence the voting on any such question. R.S.O. 1990, c. M 50, s. 5(1)

### **3.10.5 Delegations**

Members of the public and community association representatives may attend and address the Board as a delegation at any regular meeting. A delegation must register prior to the start of the Board meeting.

The Board Chair will indicate the rules for delegations at the time of the meeting. The Board reserves the right to request any additional information regarding a particular issue or association. The Board will provide delegations with a maximum of ten minutes to make a presentation, unless extended by Board motion.

The Board reserves the right to limit the number of delegations per meeting. A delegation may not appear before the Board on the same issue a second time, unless approved by Board motion. All questions and communication by a delegation must be made through the Board Chair.

Delegation names will appear in the public record and will be posted on the Pickering Public Library website as part of the meeting minutes.

Delegations may choose to remain for the balance of the public meeting but may not speak to other agenda items.

Through the CEO, the Board will communicate its decision, if appropriate, to the delegation in writing. The Board is not obligated to respond or make a decision at the time of the presentation.

## **3.11 Quorum**

### **3.11.1 Definition**

A quorum will be 50% of the Members of the Board plus one. As soon as there is a quorum present, the Chair will call the meeting to order.

Participation by virtual means is permitted to allow official business to proceed.

### **3.11.2 Meeting Lacking a Quorum**

Where a quorum is not present within thirty minutes after the hour fixed for a meeting, the Board Secretary will record the names of the Members present. In the absence of a quorum, the meeting may continue; however, no motion may be made or passed. Any decisions made shall be recommended to the Board at the next regular meeting for approval.

### **3.12 Voting**

The Chair or Acting Chair protects impartiality by exercising his or her voting rights only when this affects the outcome. In this case the Chair or Acting Chair can either vote and thereby change the result or can abstain.

Any question on which there is a tie vote will be deemed to be negative.

Voting will be by a show of hands, unless otherwise indicated. Upon the request of a Member who is present when a question is stated, a recorded vote will be taken. It must be requested immediately before the start of voting.

### **3.13 Chair's Duties**

The Chair will:

- a) Open meetings by taking the Chair and calling the meeting to order.
- b) Determine the presence of a quorum.
- c) Recognize Members in the order in which they signalled that they wished to speak or ask a question.
- d) Receive and submit, in the proper manner, all motions presented by the Members, unless a motion is contrary to the Board's bylaws. If the Chair rules that a motion is contrary, 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.
- e) Determine whether a question is properly one which is admissible and to be dealt with immediately. The Chair's ruling on order or procedure may only be appealed by Board motion, duly seconded. If the motion is carried, the Chair's decision is overturned.
- f) State and put to a vote all valid motions which are moved and seconded in the course of proceedings and announce the result.
- g) Expedite business.
- h) Decide all questions of order.
- i) Ensure appropriate conduct of Members and the public.
- j) Sign on behalf of the Board, where applicable.



- k) Ensure the decisions of the Board are in conformity with the laws and bylaws governing Board activities.
- l) Declare the meeting adjourned when the Board so votes.
- m) Exclude any person from a meeting for improper conduct.

### **3.14 Member's Conduct**

A Member will be courteous and will not engage in any action that disturbs the meeting.

A Member will not:

- a) 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.
- b) Make any noise or disturbance that prevents Members from being able to participate in a meeting.
- c) Speak outside the debated question.
- d) Reflect upon any prior Board determination, except to conclude such remarks with a motion to rescind such determination.
- e) Interrupt a Member who is speaking, except to raise a matter of privilege or a point of order.
- f) Disobey Board bylaws.
- g) Disobey the Chair's decision on questions of order or practice or on the interpretation of Board bylaws.
- h) Speak more than once to the same question except:
  - i. upon the consideration of a report referred by a committee to the Board for a decision; or
  - ii. in explanation of a statement that may have been interpreted incorrectly; or
  - iii. after all other Members who wish to speak have spoken at least once.

A Member who wishes to speak will signal the Chair and wait for the Chair's recognition. A Member will address to the Chair all remarks and questions, including questions intended for another Member or staff.

### **3.15 Public Conduct**

Members of the public may attend meetings. Members of the public will be courteous and will not engage in any action that disturbs the meeting. Members of the public will not:

- a) Make any noise or disturbance that prevents Members from being able to participate in the meeting.
- b) Address the Board without Board permission at a meeting.
- c) Use unparliamentary or offensive language.

## **4. MOTIONS AND REPORTS TO THE BOARD**

### **4.1 Decisions by Motion Only**

All decisions and directions will be made on the basis of motions. To make a motion, a Member must first have the floor, that is, be recognized by the Chair.

### **4.2 Moving a Motion**

A motion properly moved before the Board must be completed before any other motion can be received, except a motion to amend or adjourn, or on a matter of privilege (see glossary).

Another Member must second every motion, except for questions of privilege.

### **4.3 Seconding a Motion**

A motion will not be debated until it has been moved and seconded.

The Chair will not put any matter to the vote, and a Member will not move a procedural motion to have the vote taken, until every Member who wishes to speak has spoken at least once. Members who have already spoken may speak again only after all other Members have been given the opportunity to speak. After Members debate a motion, the Chair puts the question to a vote and announces the voting result.

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

There will only be one substantive motion before the Board at any one time.

### **4.4 Notice of Motion**

All motions other than routine business or those arising out of reports from standing or special committees may be void unless the mover gives notice thereof at least ten days before the meeting at which said motion is to be presented.

This notice will be given in writing to the Chair and copied to the Secretary, and it will be accompanied by the copy of the proposed motion; and said notice and copy will be emailed to all Members five business days before the meeting.

### **4.5 Amending a Motion**

An amendment may be made to a motion but may not negate the main motion or materially alter its intent. An amendment may itself be amended once.

#### **4.6 Withdrawing a Motion**

When a motion is before the Board and the mover wants to withdraw or modify it, or substitute another motion, the Chair will grant permission if no Member objects. If a Member objects, the Chair will put the question on granting the request to a vote, or someone can make a motion to grant it. A motion to withdraw another motion cannot be debated or amended. A two-thirds majority is required.

#### **4.7 Motion to Reconsider**

A motion to review a previous decision and vote on it again may be moved by a Member who previously voted on the prevailing or winning side of a question. A reconsideration may be made once only on the same motion.

#### **4.8 Motion to Adjourn**

A motion to adjourn is not debatable, cannot be amended and, if resolved in the negative, cannot be made again until after the Board has completed some intermediate proceeding.

#### **4.9 Motion to Recess**

A motion to recess is not debatable and can only be amended to adjust the time of the recess.

#### **4.10 Minutes**

Minutes record the main points of any discussion. They are not verbatim.

Once approved, minutes of meetings are the official record of decisions and provide direction for officers and employees in their subsequent actions.

Minutes are approved at the next meeting of the Library Board and signed by the Chair and the CEO.

Minutes (excluding in camera minutes) are public documents and shall be made available to the public. Public minutes of in camera meetings are included in the monthly Board package mailing. Confidential minutes of in camera meetings are kept separately in the City Clerk's office.

#### **4.11 Board Committees**

##### **4.11.1 Purpose and Selection of Members**

Board Committees receive their charge and mandate from the Board and comply with Board policy on Committees. Unless contrary to policy, Committee Members will be selected by consensus from volunteers at Board meetings. Appointments will be approved by Board motion. Each Committee will select its own Chair.

#### **4.11.2 PPL Board Committees**

The Board's Committees are:

- a) Community Linkage Committee;
- b) CEO Evaluation Committee; and,
- c) Ad Hoc Committees, as needed.

50% of Members plus one will constitute quorum for a committee. The Board Chair serves ex-officio on all Board Committees.

#### **4.11.3 Committee Report Presentation**

Timely reporting to the Board will be by submission of a written or oral report after each meeting, with appropriate comment by the Committee Chair. Written reports are distributed for reading prior to a Board meeting. They are structured into a brief synopsis of discussion, and recommendations clearly and separately stated, with a Committee motion to recommend to the Board.

#### **4.11.4 Approval of Committee Reports at the Board Meeting**

At the Board meeting the Committee Chair ensures the report has been received in either written or oral form and invites questions or comments. No motion is necessary to receive the report. The Committee Chair moves that any recommendations be put to the Board for approval (no seconder is necessary, since the Committee has already endorsed the recommendation through its own motion).

#### **4.11.5 Approval of Individual Committee Recommendations**

Any Board Member may request that specific recommendations be removed for separate discussion (no motion required). In this case, the remaining recommendations are voted on collectively, under the original motion from the Committee Chair. Any separated recommendations are discussed and voted on individually in their original order. The original motion is still valid, and therefore the separated recommendation requires only a vote to adopt. Any changes to the recommendation follow normal rules for amendments and may require a mover and seconder for substantial changes.

#### **4.12 Staff Reports at the Board Meeting**

No motion is necessary to receive a staff report. A Board motion is required for adoption of staff recommendations.

#### **4.13 Amending the Bylaws**

Bylaws are the fundamental governing rules of the Library Board. The purpose of this bylaw is to state the conditions under which bylaws 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 a bylaw.
3. All Members of the Library 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 bylaw shall require a majority vote of at least two thirds of the Members in order to be carried.

## Appendix Glossary of Terms

<b>TERM</b>	<b>DEFINITION</b>
<b>Adjourn</b>	To end the meeting.
<b>Agenda</b>	A list of business items to be considered at a meeting, arranged in the order in which they are intended to be addressed.
<b>Amendment</b>	A formal proposal to change the words of a pending motion.
<b>Chair</b>	The person who presides at the meeting.
<b>Committee</b>	Any advisory or other committee, subcommittee or similar entity of which at least 50 per cent of the Members are also Members of the Board.
<b>Delegation</b>	One or more residents or community association representatives who address the Board.
<b>Floor, to have the</b>	To have the right to speak without interruptions, except on a matter of privilege or a point of order.
<b>In Camera</b>	In private. Only Board Members and persons authorized by them may be present at an in-camera meeting.
<b>Minutes</b>	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.
<b>Motion</b>	A formal proposal placed before the meeting by one Member, the mover of the motion, for debate and decision.

## Appendix Glossary of Terms

TERM	DEFINITION
<b>Move</b>	To formally propose a motion or amendment.
<b>Mover</b>	The person who proposes a motion or amendment.
<b>Notice of motion</b>	Formal 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.
<b>Order</b>	Behaviour in a meeting, which allows Members to conduct business without disruption.
<b>Order, call a Member to</b>	A way for the Chair to point out to a Member that the Member has broken the rules or is speaking out of turn.
<b>Order, call the meeting to</b>	An announcement by the Chair to indicate that the Chair is about to start the meeting. Also, it is a way for the Chair to enforce discipline on the meeting after the rules have been broken.
<b>Order, point of</b>	A way for a Member to draw attention to a breach of the rules.
<b>Privileged motions</b>	Refer to the rights of Members, and can interrupt discussion of a motion on the floor. Privileged motions are those related to: conditions in the place of meeting (e.g. "I cannot hear the speaker"); personal privilege (e.g. "the Member is misstating my position"); point of order, when the Member believes another Member is violating a rule (e.g. "the speaker is not speaking to the motion"); motions to recess or adjourn, both of which must be seconded and voted on. The interrupted discussion continues when matters of privilege have been resolved by the Chair.
<b>Quorum</b>	The minimum number of Members who must be present at a meeting to make the proceedings valid. A simple majority of the Board.

## Appendix Glossary of Terms

TERM	DEFINITION
<b>Rescind</b>	To revoke a previous decision.
<b>Recess</b>	To take an intermission, either as a break or to allow for reflection.
<b>Reconsider</b>	Motion to review a previous decision and vote on it again.
<b>Resolution</b>	A motion that has been moved, seconded and carried.
<b>Ruling</b>	A decision by the Chair on a procedural point. Any Member may appeal it, in which case the ruling is immediately put to a vote without debate.
<b>Second</b>	To formally endorse a motion or amendment immediately after it has been moved.
<b>Secunder</b>	The person who formally endorses a motion or amendment. A secunder need not wait for recognition by the Chair. Seconding does not necessarily mean that a secunder supports the motion, only that the secunder agrees that it should be considered.
<b>Show of hands</b>	The usual way of voting. Those for and those against the motion are asked to raise their hands. The hands are counted, the result announced, and the motion declared either carried or lost.
<b>Time limit</b>	The maximum time allowed for a speech by an individual Member, set by the Chair.
<b>Two-thirds majority</b>	Two-thirds, or the closest whole number that is greater than two-thirds.



## Appendix Glossary of Terms

<b>TERM</b>	<b>DEFINITION</b>
<b>Unparliamentary</b>	Words or expressions that are disrespectful or language that is offensive. It includes swearing and derogatory and racial remarks.
<b>Virtual Meeting</b>	Public Board meeting held virtually with the assistance of two-way technology.
<b>Vote, majority</b>	One more than half the number of Members present.
<b>Vote, recorded</b>	A vote in which each Member is asked individually and publicly to announce his or her vote for or against the motion.
<b>Vote, tie</b>	An equal number of votes for or against a motion.