



Adoption Date:	November 2017
Revision Date:	January 2018
Reference #:	BRD - 004
Category:	Governance

Procedural By-laws of the Library Board

The Brampton Public Library Board (hereinafter called the “Board”) is a corporation appointed by the City of Brampton under and acting in accordance with the [Public Libraries Act, Revised Statutes of Ontario, 1990 Chapter P.44](#) (hereinafter called the “Act”) including any amendments made to the Act.

The rules and regulations contained in this By-Law shall be the used as the guidelines for the order and dispatch of business by the Board and its Committees.

1. General

1.1. Enactment

Per [City of Brampton By-Law 270-91](#), the council of the City of Brampton (hereinafter called the “Council”) authorizes the Board to enact the following By-Laws for regulation of the Board’s business.

1.2. Purpose

The Board’s purpose is to provide the community of Brampton with comprehensive, efficient public library services reflecting the diversity and depth of the Brampton community.

1.3. Power and Responsibilities

The Board’s powers and responsibilities are comprised of those outlined in the Act.

- Establish policies that govern the operations of the library
 - Appoint a Chief Executive Officer (hereinafter called the “CEO”) who will have general supervision over and direction of the operations of the library and staff
 - Develop, approve and monitor all short and long range plans of the library including strategies of implementation
 - Monitor the finances of the library and ensure ethical and sound financial operations
 - Assess relevant information regarding library service for the community
 - Endorse service priorities and advocate for appropriate
-

- funding to achieve service priorities
- Advocate to gain support and approval for library services in the community
- Cultivate positive partnerships with community leaders
- Conduct annual performance appraisals for the CEO

1.4. Code of Conduct The Chair is the primary spokesperson for the Board. Board members should support the interest of the Library when making or influencing decisions. Board members must present their positions fairly, accurately and without bias. Comments of personal opinions should be clearly identified as personal and not those of the Board as a whole.

Board members should respect the confidentiality of all information discussed in closed or Executive Session sessions.

1.5. Remuneration Board members will be reimbursed for travel and other expenses incurred while conducting Board approved business. A cheque request including receipts for all expenses should be submitted to the Chair for approval and to the CEO for reimbursement. The Cheque Request form is included in this section.

1.6. Definitions The provisions of the By-Laws will be interpreted in accordance with the Glossary of Terms included in this section.

2. Board Composition

2.1. Size and Composition The Board shall consist of 10 members, comprised of two members of Council and eight citizen appointees.

Reference: By-law 270-91, Amendment 377-2014 (amended December 17, 2014)

2.2. Appointments Brampton City Council appoints all members to the Board.

2.3. Qualifications Citizen appointees must meet the qualifications as outlined in section 10 of the Act.

- Minimum of eighteen years old
- A Canadian citizen
- Resident of the municipality (see Act for specifics)
- Is not employed by the library, municipality or county

- 2.4. Term** Board members shall hold office for a term concurrent with the term of Council or until a successor is appointed in the result of a resignation.
- 2.5. Reappointment** Board members can be reappointed for one or more further terms, concurrent with the Council term to a maximum of three (3) consecutive terms.
- 2.6. Resignations and Vacancies** Resignations must be forwarded in writing to the Chair.
- If a resignation or vacancy arises, Council shall appoint a person from the Alternate list to fill the vacancy and to hold office for the unexpired term with the exception of a term with less than 45 days remaining.
- 2.7. Disqualification** If a Board member is absent from Board meetings for three consecutive meetings without authorization by Board resolution, that member's seat is deemed vacant and the remaining members shall declare the seat vacant and notify the City Clerk's office accordingly.
- If or when a vacancy becomes available, the Council approved citizen member alternate will be appointed to the Board immediately and will assume the vacant seat for the remainder of the term.

3. Officers of the Board

- 3.1.** The Officers of the Board shall be the Chair, Vice-Chair and the Chief Executive Officer as the Secretary-Treasurer.
- 3.2.** The Chair and Vice-Chair shall be elected annually at the January Board meeting from among the Board's membership. Each officer shall serve a one-year term or until the Board's next subsequent organizational meeting.
- 3.3.** The Chair shall:
- a)** preside at the meetings of the Board;
 - b)** conduct Board meetings in accordance with the Public Libraries Act and other relevant legislation within the rules of procedure adopted by the Board;
 - c)** in the event that a decision must be made without specific authority of the Board, inform the Board of the decision and the reason(s) necessitating it

- at the next regular Board meeting;
 - d) serve as an ex-officio member of all Board committees
 - e) act as one of the authorized signing officers of all documents pertaining to Board business;
 - f) represent the Board at public or private meetings for the purpose of conducting, promoting or completing the business of the Board;
 - g) advise the Vice-Chair if, for any reason, the Chair is temporarily unable to perform these functions.
- 3.4. The Vice-Chair shall:
- a) in the absence of the Chair, be vested with all the powers and perform all the duties of the Chair;
 - b) be assigned by the Board other powers and duties from time to time.
- 3.5. The Secretary-Treasurer shall:
- a) conduct the Board's official correspondence;
 - b) keep minutes of every meeting of the Board;
 - c) receive and account for all the Board's money;
 - d) open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved by the Board;
 - e) deposit all money received on the Board's behalf to the credit of that account or accounts;
 - f) disburse the money as the Board directs.
- 3.6. **Signing Authority** Signing authority for the Library is as follows:
- Amounts **over \$10,000**:
 - Chair or Vice Chair **and** CEO or other identified Senior Director
 - Amounts **up to \$10,000**: Any two (2) of:
 - Chair, Vice-Chair, CEO or other identified Senior Director

4. Board Meeting Structure

4.1. Meetings

All Board meetings are open to the public with the exception of matters pertaining to personal matters, labour relations, employee negotiations or legal matters at such time as the Board will determine with a majority vote to move to an Executive Session meeting.

- 4.2. Inaugural Meeting of a New Term** Upon receipt of appointment confirmations from the City Clerk, the first meeting of the new term will be called by the CEO under the authority of the Act, Section 14, Subsection 1 and 2 and City of Brampton By-Law 270-91.
- 4.3. Annual General Meeting (AGM)** The AGM will be held in January of each year with the exception of the start of a new council term following an election year.
- Nominations may be declared informally one month prior and up to and including the AGM.
- The CEO will call the meeting order and conduct the elections for the Chair and Vice-Chair positions. Once the Chair and Vice-Chair are elected for their terms, the Chair will preside over the remainder of the meeting.
- 4.4. Regular Meetings** The Board will hold regular meetings at least ten times per year with the exception of July and August when no meetings will be held. Meeting dates and times may be changed with agreement from a majority of the Board.
- 4.5. Meeting Notifications** The CEO, in consultation with the Chair, will prepare the meeting agenda. The meeting package containing a meeting agenda, minutes from the previous month's meeting and support documentation for the agenda items will be delivered to board members a minimum of four days prior to meetings.
- Any member wishing to place an item on the agenda should submit their request to the CEO or the Chair a minimum of ten days prior to the meeting. Requests will be at the discretion of the Chair.
- 4.6. Attendance** Board member attendance is recorded by the Secretary. Members should notify the CEO if they are unable to attend a meeting.
- Per the Act, absence from three consecutive meetings without authorization by Board resolution will result in the member being disqualified and the seat declared vacant at which time the City Clerk will be notified.

4.7. Quorum

The presence of a minimum of half of the Board members is necessary to achieve quorum and for the transaction of business at a meeting. The Chair can call the meeting to order as soon as quorum is achieved.

If quorum is not present thirty minutes after the appointed time, the Secretary will record the members present and the Chair has the option of:

- declaring the meeting adjourned
- or calling the meeting to order to satisfy by-law requirements that the meeting was held then declaring no quorum and adjourning the meeting

If all members present agree to not adjourn the meeting, the meeting may continue; however, no motion may be made or passed.

When quorum is not present, the agenda cannot be moved to a closed, Executive Session meeting.

4.8. Order of Business

The order of business for regular meetings will be as follows:

- Convene and confirm the Agenda
- Disclosure of Conflict of Interest
- Acceptance or correction of previous meeting minutes
- Presentations and/or Delegations
- Business arising from minutes
- Items of Business / Reports / Financials
- Governance / Board Advocacy / Board Education
- Correspondence
- Information Items
- Executive Session Agenda (if required)
- Future Meetings and Events
- Adjourn

4.9. Conflict of Interest

A conflict of interest represents a conflict between personal interest and the interest of the Board and the responsibility as a Board member. The conflict can be real or perceived. It is the Board members responsibility to be aware of and declare a conflict of interest in accordance with the *Municipal Conflict of Interest Act, R.S.O. 1990, Chapter M.50, Amendment 2009, c.33, Sched. 21, s.7* (Appendix B)

A member shall declare a conflict of interest in accordance with the *Municipal Conflict of Interest Act* and shall, prior to any consideration of the matter at a meeting, disclose the interest and the general nature thereof; shall not take part in the discussion of, or vote on any motion in respect of the matter, and shall not attempt in any way whether before, during or after the meeting to influence the voting on any such motion.

If the conflict under subsection (1) above is with respect to an item on a closed session agenda, in addition to complying with the requirements of subsection (1) above, the member must leave the closed session or that part of the closed session during which the matter is under discussion.

Where the interest of a member has not been disclosed as required by subsection (1) above, by reason of the member's absence from the meeting, the member shall disclose the conflict of interest and otherwise comply with subsection (1) above at the next Board meeting attended.

4.10. Delegations

Residents and community association representatives may attend and address the Board as a delegation at any Regular meeting.

Delegations must submit a written request to speak as a delegation a minimum of 10 days prior to the Board meeting including the complete name, address, telephone number and email address of the delegate; the topic / reason(s) for the delegation; and a written copy of the transcript the delegate will be speaking about.

The delegation will be included on the Board agenda and the designated spokesperson may speak on the matter for a total of five minutes unless extended by Board motion. After the delegation is completed, the Board reserves the right to ask questions of the delegate for clarification purposes only and without debate.

Board members will not discuss or debate the delegation topic and may request a staff report as a follow-up to the delegation to be presented at a future meeting.

The decision to accept the delegation will be made by the CEO

in consultation with the Chair.

Unscheduled delegations require a two-thirds vote of the Board members.

4.11. Public Conduct

Members of the public will be courteous and will not engage in any action that disturbs the meeting including:

- the making of any noise or disturbance that prevents members from being able to participate in a meeting
- addressing the Board without a prior appointment, or without Board permission at a meeting
- the use of offensive language

The Chair may expel any person for improper conduct at a meeting. (PLA, s.16.1(3))

4.12. Executive Session Meetings

Per the *Public Libraries Act* and the *Municipal Act*, a meeting may be closed to the public (Executive Session) if the subject under discussion meets any of the following criteria:

- The security of property of the Library
- Sensitive personal matters about an identifiable individual, including Board members
- A proposed or pending acquisition or disposition of property by the Board
- Labour relations or employee negotiations
- Litigation or potential litigation affecting the Library or Board
- Advice that is subject to solicitor-client privilege, including communications necessary for that purpose

The Board may invite appropriate persons to attend Executive Session sessions.

A motion to move Executive Session must be moved, seconded and approved by majority vote. No additional items may be added to the Executive Session agenda once the session has moved Executive Session without prior approval of the Chair.

The Board Secretary (or designate) takes the minutes of Executive Session meetings. Minutes are kept brief and do not contain the discussions at the Executive Session meeting. Motions passed Executive Session are ratified when the Board returns to its regular meeting. Minutes are approved at a subsequent Executive Session meeting. Minutes are circulated

to the Board and appropriate staff.

Executive Session minutes will be kept in a locked cabinet in the office of the CEO and not made part of the public record. Once approved, the minutes will be returned to the Board Secretary by each member for destruction.

4.13. Special Meetings

Per the Act, the Chair or any two Board members may call a Special Meeting at any time with a minimum of forty-eight hours' notice. The purpose of the meeting must be clearly stated in the notice and no other business will be transacted at this meeting. Quorum must be achieved for the meeting to proceed.

Lack of receipt of notice for a Special Meeting shall not affect the validity of holding the meeting or any action taken provided quorum is obtained.

**4.14. Ad Hoc
Committees**

Various temporary Ad Hoc Committees may be established by Board motion to deal with specific matters or concerns brought before the Board. Membership will be sought at regular or special meetings.

A Chair for the Ad Hoc Committee shall be elected from the committee members at the first meeting. The committee Chair or the Chair's designate shall report to the Board during regular meetings.

The CEO or designate shall be the secretary at all Ad Hoc committees and shall conduct the support work required.

The Ad Hoc Committee shall be discharged by Board motion upon completion of the assignment.